

Bylaws of The Boulder Valley Unitarian Universalist Fellowship
(Amended 6/4/2006; Name adopted 4/2007; Amended 2/24/08; Amended 2/8/2009)

Preamble

This document is intended and designed to provide an organizational structure for authority, management and participation in the many activities of our Fellowship, for us and for society at large.

Article I: Name

Section 1

The name of this religious organization is The Boulder Valley Unitarian Universalist Fellowship. It is incorporated under that name as a nonprofit religious organization in the state of Colorado and commonly referred to in this document and elsewhere as the Fellowship or the BVUUF.

Article II: Purposes

Section 1

The purpose of this Fellowship is to carry out the Vision and Mission as established by the Congregation.

Section 2

In all our activities and endeavors – including membership, programming, hiring practices, and the call of religious professionals – the Congregation affirms and promotes the full participation of persons without regard to race, color, gender, gender expression, physical or mental challenge, sexual orientation, age, class, or national origin.

Article III: Affiliation

Section 1

This Fellowship shall be a member of the Unitarian Universalist Association (UUA) and the Mountain Desert District (MDD). It is the intention of the Fellowship to remain a member in good standing through appropriate financial support.

Article IV: Membership

Section 1: Types of Members

1. **Member:** Any person who has attained the age of eighteen (18) and who agrees with the purposes of this Fellowship as defined in Article II, who wishes to be an active member as defined in Article IV, Section 2, may join the Fellowship by signing the Membership Book in the presence of the Minister and either one member of the Board of Officers and Trustees or one member of the membership committee who is authorized by the chair of that committee to be the designated representative.
2. **Youth Member:** Youth under the age of eighteen (18) in sympathy with Unitarian Universalist aims and purposes may join the Fellowship after signing the Membership Book if they have either completed the *Coming of Age* UU curriculum *or* have completed the BVUUF New Member Orientation. These members must either (1) make an identifiable financial contribution described in Article IV, Section 2, or (2) undertake a minimum amount of volunteer work as determined by the Director of Religious Education. Youth Members are asked to reaffirm their membership at age eighteen (18).

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Section 2: Membership

- 1. Active Member:** Any member who demonstrates active participation in the affairs of the Fellowship and is a contributor of record to the financial support of the Fellowship shall be considered an Active Member.
- 2. Inactive Member:** Any member who does not qualify as an Active Member for twelve consecutive months or more, or so requests, shall be designated as an Inactive Member by the membership committee. A good faith effort will be made to notify the affected individual. If an affected person objects to a change from Active to Inactive status, his/her status shall be determined by the Board.
- 3. Honorary Member:** Any person recommended by the membership committee and the Minister, with the approval of the Board of Officers and Trustees, may be designated an Honorary Member based on hardship due to health or other circumstances, and in recognition of long or outstanding commitment to the Fellowship. An Honorary Member will receive all the privileges of membership with no financial or service obligation. An Honorary Member will be reported in the membership numbers to the UUA and will have full voting privileges.
- 4. Loss of Membership:** A person who has been an Inactive Member for more than two (2) years, or so requests, may be dropped from membership at the discretion of the membership committee. A good faith effort will be made to notify the affected individual. If the affected person objects to the change, his/her status shall be determined by the Board. A member may be removed from membership by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation.

Section 3: Powers of Members

The power to govern, to promulgate and amend the bylaws, to determine goals, to establish policies, and to resolve all matters that affect the Fellowship, resides with its Active Members.

Section 4: Members Eligible to Vote

All persons who have been Active Members for at least thirty (30) days are eligible to vote. Voting by absentee ballot is permitted in accordance with Board policies adopted prior to the vote. There shall be no voting by proxy.

Article V: Board of Officers and Trustees

Section 1: The Board

The membership establishes a governing Board of Officers and Trustees, called herein the Board. The Board shall consist of four (4) Officers and three (3) Trustees, all of whom must be Active Members. If the Fellowship is served by a Minister, the Minister, shall be an *ex officio* member of the Board, but shall have no vote. The seven (7) voting members of the Board shall be the Directors referred to in the Articles of Incorporation.

Failure of an Officer or Trustee to attend three (3) consecutive regular Board meetings or four (4) of any six (6) consecutive regular Board meetings, without prior notification to the President or Vice-President, shall be tantamount to resignation. Board members may be removed by a two-thirds (2/3) vote of the Board for breach of trust or gross misconduct.

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Section 2: Officers and Terms of Office

The Officers of the Fellowship shall be: President, Vice-President, Secretary, and Treasurer. The Officers shall be elected by the voting members to serve one year beginning July 1 after their election. Except for the Treasurer, the Officers are restricted to serving no more than two full years consecutively. The duties and functions of each Officer shall be those customarily associated with the respective positions, as well as such other duties as may from time to time be assigned by the Fellowship or the Board. An Executive Group, made up of the Board Officers, may be formed by the President of the Board to meet in addition to monthly Board meetings.

Section 3: Trustees and Terms of Office

Three (3) Trustees shall be elected by the voting members to serve staggered three-year (3-year) terms beginning July 1 after their election.

Section 4: Board Meetings

The Board shall normally meet at least once each month. In addition to the regularly scheduled meetings, the President or any three (3) members may call special Board meetings, with due notice. All Board meetings, except Executive Sessions, are open to the membership, and minutes shall be kept. The minutes shall be made available to the membership in a timely manner. Executive Sessions may be held to conduct confidential personnel matters or legal business. Minutes summarizing the purpose and actions resulting from Executive Sessions shall be kept. The minutes shall be made available to the membership in a timely manner.

Section 5: Quorum

A quorum of more than one-half (1/2) of the voting membership of the Board shall be necessary to conduct business.

Section 6: Vacancies

Vacancies on the Board shall be filled by a majority vote of the remaining Board members from a list of candidates prepared by the Nominating Committee, to serve until the following July 1. "Vacancy" is defined as created by a resignation, inability to serve, or failure to attend Board meetings, as determined by the Board.

Section 7: Powers of the Board

The Board shall have powers to govern the Fellowship in accordance with these bylaws, including to:

1. approve a budget to be submitted to the Congregation;
2. reallocate funds within the budget;
3. accept gifts to the Fellowship, and if the gifts consist of or are converted to money, authorize its expenditure, except that any gift that requires, or may require, expenditure in a future fiscal year must be approved by the Congregation;
4. authorize individuals to receive and disburse Fellowship funds;
5. represent the Fellowship in interactions with the UUA and other organizations;
6. provide direction to the Officers of the Fellowship in matters where these Officers represent the Fellowship;

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7. establish, delete, and modify Standing Rules of the Fellowship by a two-thirds (2/3) majority of voting Board members present;
8. establish policies and operating procedures;
9. exercise final authority in all personnel matters for all employees and contract service providers; and
10. approve a Board member's move into or out of an Officer's position, mid-term, with written notification to the Congregation.

Article VI: Minister

Section 1: Qualifications of the Minister

The Minister shall be in fellowship with the Unitarian Universalist Association, or be an applicant for such accreditation.

Section 2: Relationship and Responsibility

The Minister shall be responsible for the conduct of worship within the Fellowship and the Fellowship's spiritual interests and affairs. The Minister shall be an *ex officio* member of the governing Board and of such committees as the Board shall designate.

Section 3: Freedom of the pulpit

The Minister shall be free at all times to express her/his opinion on any subject, both within and without the pulpit.

Section 4: Call

In the event of a vacancy in the position of Minister, a Search Committee shall be established as a special committee in accordance with these bylaws for the purpose of identifying and screening candidates, and bringing one candidate to the Fellowship for consideration for the position of Minister. The Board shall determine the size of a Search Committee. The Nominating Committee shall submit the nominees for the Search Committee to be voted upon at a Congregational Meeting called for such purpose. Calling a Minister shall require at least a ninety percent (90%) majority of the voting members present at a Business Meeting of the Fellowship called for that purpose. The quorum for such a meeting shall be one-half (1/2) the voting membership.

Section 5: Tenure

The Minister shall be considered to have indefinite tenure. Conditions for tenure, compensation and termination are specified in the Ministerial Agreement. Her/his services may be terminated by the Congregation by a majority vote of the voting members present at a Business Meeting called for that purpose, for which a quorum shall be one-half (1/2) the voting membership. The Minister's compensation shall continue for three (3) months following the date of a vote for termination. The Minister shall give three (3) months' notice when submitting her/his resignation.

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Article VII: Congregational Meetings

Section 1: Religious Services

Regular religious services shall be conducted at such times and places as the voting members shall decide.

Section 2: Business Meetings

The Regular Business Meeting of the Fellowship shall be held in the spring as provided in Section 3. Special Business Meetings may be called by the Board or upon written petition to the Board by at least ten percent (10%) of the voting members. The Board shall announce the agenda, time, and place of Business Meetings in written notices that the membership shall receive at least ten (10) days in advance of the meeting. Written notice may be sent electronically to those who have email addresses on file, or may be posted in the monthly newsletter. Other business may be added to the agenda at a meeting by the Board or by a two-thirds (2/3) vote of the voting members present.

Section 3: Spring Business Meeting

An annual Business Meeting shall be held on the First Sunday in May or as near to this date as practicable. The primary purposes of this meeting are to approve a final budget for the next fiscal year; to elect Officers, Trustees, members of the Nominating Committee and Committee on Ministry; and to approve attendees to the next MDD Russell Lockwood Leadership School.

Section 4: Quorum

A quorum of twenty percent (20%) of the voting membership shall be necessary to transact business, except as specified in Articles VI and VII.

Section 5: Nominations

In elections for the Board and for members of the Nominating and Search committees, nominations may be made from the floor provided that the consent of the nominee has been obtained.

Section 6: Major Decisions

A Major Decision of the Fellowship shall be subject to a special decision-making process as defined by this Section. Major Decisions shall include, but are not limited to, the following matters: approval of the purchase of real property, with or without improvements; and approval of the consolidation or other formal association of the Fellowship with another religious society. Final action on a Major Decision shall require the approval of at least three-fourths (3/4) of those Fellowship members present and voting at a Congregational Meeting called for that purpose, for which a quorum shall be one-half (1/2) of the membership eligible to vote.

Article VIII: Fiscal Year

Section 1

The fiscal year shall run from July 1 through June 30.

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Article IX: Committees

Section 1: Nominating Committee

The Nominating Committee shall consist of six (6) members, to be nominated by the Board and elected by the voting membership, to serve staggered three-year (3-year) terms. Each year the members of the Committee shall designate a member of the Committee for a one-year (1-year) term as Chair, subject to the approval of the Board. The immediate Past-President of the Fellowship shall serve on the Committee as a seventh (7th) member, *ex officio*, but with vote. A member completing a full term shall not be eligible for immediate reelection. Vacancies shall be filled by the Board until the next Business Meeting of the Fellowship. The Nominating Committee's duties shall include making recommendations for Officers, Trustees, Nominating Committee members, Committee on Ministry members, and such other leadership roles as determined by the Board. These nominees shall be named in the written notice of the Annual Spring Business Meeting.

Section 2: Committee on Ministry

The Committee on Ministry shall consist of six (6) members of the Congregation who have been Active Members, as defined in Article IV, for at least three (3) years. Members shall serve staggered three-year (3-year) terms, with nominally two (2) positions to be filled each year. For each vacancy, the Committee on Ministry, in partnership with the Minister, shall provide a prioritized list of recommended candidates to the Nominating Committee.

In the event of a mid-term vacancy of member(s), the Committee on Ministry, in partnership with the Minister and the Nominating Committee, shall recommend to the Board of Officers and Trustees nominee(s) to serve out the remainder of the fiscal year. The nominee(s) may join the Committee on Ministry upon the Board's approval, and the Board will communicate such decisions to the Congregation.

Section 3: Endowment Fund Committee

The Endowment Fund Committee, appointed by the Board to encourage and administer gifts and donations to the Endowment Fund, shall consist of three (3) members, only one (1) of whom may be a member of the Board. Each shall serve a term of three (3) years, such terms to be staggered so that normally one (1) appointment shall be made each year. Members may be reappointed by the Board to serve additional or successive terms, except that no member shall serve more than three (3) consecutive full terms.

Section 4: Search Committee

When a new Minister is to be called, the Board shall determine the size of a Search Committee, and the Nominating Committee shall nominate at least that many candidates for election at a Business Meeting of the Fellowship. These nominees shall be named in the written notice of the meeting.

Section 5: Other Committees

The Board shall establish other committees as specified in the Standing Rules (Article XII). A Chair for each such committee shall serve at the pleasure of the Board.

Section 6: Minister

The Minister shall be an *ex officio* member of all Committees with the exception of the Search Committee, but shall have no vote.

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Section 7: Committee Charters

Charters for all Committees shall be approved by the Board.

Article X: Endowment Fund

Section 1

The purposes and operation of the Fellowship Endowment Fund are described in a separate document, *Boulder Valley Unitarian Universalist Fellowship Resolution Establishing an Endowment Fund*. The Committee administering the Fund is described therein, and in summary form in Article IX, Section 3 of these bylaws. Amending the Resolution is described in Article XI of these bylaws.

Article XI: Amendments

Section 1

These bylaws and the Resolutions establishing an endowment fund (Article X) and a building fund may be amended by a two-thirds (2/3) vote of a quorum of voting members present at a Business Meeting which has been convened in accordance with Article VII. Notice of any proposed change shall be contained in the notice of the meeting.

Article XII: Standing Rules

Section 1

In addition to these bylaws, the Fellowship or the Board may establish Standing Rules for the Fellowship. These Standing Rules may be changed by a vote of the Board.

Article XIII: Dissolution

Section 1

Should this Fellowship cease to function and the membership vote to disband, any assets of the Fellowship shall be transferred to the Unitarian Universalist Association or a related organization for its general purposes, this transfer to be made in full compliance with the Fellowship's Articles of Incorporation and whatever laws are applicable.

Article XIV: Interim Minister

Section 1

Reference to "Minister" in Article VI: Minister, shall refer to a Settled Minister, *i.e.* one with indefinite tenure. An Interim Minister shall be a person employed by contract with the Fellowship to serve as its Minister for a limited term. An Interim Minister shall be employed in accordance with Unitarian Universalist Association rules.

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Section 2

The decision to seek an Interim Minister shall be made at a Business Meeting of the Fellowship having that question on its announced agenda.

Section 3

The Board, with the advice of a Search Committee elected as described in Article IX, Section 4, shall appoint an Interim Minister and make the contractual arrangements of employment.