

May 15th, 2011

**UNITARIAN UNIVERSALIST FELLOWSHIP
OF
SAN LUIS OBISPO COUNTY**

**Proposed Bylaws
Proposed for Adoption: May 2011**

Adopted _____

**UNITARIAN UNIVERSALIST FELLOWSHIP
SAN LUIS OBISPO COUNTY
BYLAWS**

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BYLAWS
of the
UNITARIAN UNIVERSALIST FELLOWSHIP OF SAN LUIS OBISPO COUNTY

ARTICLE I. NAME

The name of this religious society shall be the Unitarian Universalist Fellowship of San Luis Obispo County.

ARTICLE II. PURPOSE

The purpose of this Fellowship is to foster liberal religious attitudes through group study, worship, work, service, and recreation in the spirit of universal humanity and to promote the Principles of the Unitarian Universalist Association.

The Fellowship welcomes full participation of all persons in all its activities and in the full range of human endeavor, without regard to race, color, gender, disability, affectional or sexual orientation, gender identification, age, national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

ARTICLE III. AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association and its regional organization, the Pacific Southwest District.

ARTICLE IV. MEMBERSHIP

SECTION A. Qualifications of Membership

1. Any person 16 years of age or older who can support the UUA Principles and the Purpose of this Fellowship, who has met with the Minister or his/her designee, and who has signed the membership roll as witnessed by two members, or a member of the Fellowship and the Minister of the Fellowship, is a member of the Fellowship.
2. Membership responsibilities include the following:
 - a. making a monetary donation of record annually of an amount at least equal to twice the assessment per individual member by the Unitarian Universalist Association Annual Program Fund
 - b. attending Fellowship meetings and participating in Fellowship activities to the extent possible.
3. One may vote after having been a member for at least 30 days.
4. A member who can no longer meet the criteria for membership due to infirmity is eligible for honorary membership, with voting rights, as determined by the Minister.
5. A member, or a person wishing to join the Fellowship, who cannot meet the minimum donation of record (ARTICLE IV. SECTION A. 2. a.), but who can fulfill all other membership responsibilities, is eligible for a financial hardship waiver as determined by the Minister on an annual basis.

SECTION B. Termination of Membership

1. The Membership Chair shall remove from the roll the name of any member who requests, in written or oral form, the termination of his/her membership. To avoid mistakes, the Membership Chair shall send a letter confirming such removal.
2. The Membership Chair shall remove from the membership roll the name of any deceased member.
3. If a member has not made the minimum donation of record as defined in ARTICLE IV. SECTION A. 2.
 - a. by the end of that fiscal year, (and does not have a financial hardship waiver as determined by the Minister), then the member will be notified in writing that s/he will be dropped from the membership roll according to the process specified in the Policies and Procedures Manual of the Fellowship. Every effort shall be made to contact such persons and offer them the opportunity to continue their membership.

ARTICLE V. MEETINGS OF THE FELLOWSHIPSECTION A. Religious Gatherings

The Minister, in agreement with the Board of Trustees, sets the time and place for religious gatherings of the Fellowship.

SECTION B. Congregational Business Meetings

For all Congregational Business Meetings, unless stated otherwise herein, notice of the time, place, and agenda (including all items being presented for vote) shall be provided to all members in a manner approved by the Board at least 14 days prior to the meeting. Additional items for discussion only may be added at the time of the meeting with the consent of a simple majority of those present and voting.

1. Annual Business Meeting:

The Annual Business Meeting shall be held during April, May, or June, at a time and place fixed by the Board of Trustees. The agenda for the meeting shall include:

- a. the election of Trustees to the Board (including filling any vacancies that the Board has filled temporarily by appointment),
- b. the election of Nominating Committee members
- c. the election of the Endowment Fund Committee members
- d. approval of the annual budget, and
- e. any other matters of business and policy that the Board deems necessary to put before the membership for consideration and action.

2. Special Business Meetings:

Special Business Meetings for information and/or to conduct business shall be convened upon:

- a. call of the President
- b. a vote of the Board
- c. written request by three members of the Board of Trustees
- d. written petition to the Board of Trustees by at least 15% of the membership.

3. Emergency Business Meetings:

In cases where the Board of Trustees decides the membership must take action on a matter of business or policy under circumstances that do not allow for the normal period of notification for a Special Business Meeting, the Board may call an Emergency Business Meeting of the membership upon four days' notice provided to all members in a manner approved by the Board.

SECTION C. Procedure for Congregational Business Meetings

1. A quorum shall consist of 20% of the voting membership. All votes shall be based on a simple majority of the votes unless otherwise determined by the Board or otherwise provided in these Bylaws.
2. The procedure at Congregational Business Meetings shall be conducted according to the latest revision of Robert's Rules of Order, except as otherwise provided in these Bylaws.
3. Minutes of all Business Meetings shall be recorded and maintained as part of the Fellowship records. These records shall be open for inspection and readily available to any member of the Fellowship.

ARTICLE VI. BOARD OF TRUSTEES AND OFFICERS

SECTION A. Board of Trustees

1. The Board of Trustees (Board) shall consist of nine members elected by the Congregation or appointed by the Board in the case of vacancies.
2. Terms of Board members are three years.
3. Terms are staggered. No one may serve more than six consecutive years without a hiatus of at least one year. Serving less than a year to fill a vacancy does not count towards the six-year limit.
4. The Minister shall attend Board meetings in an advisory capacity.
5. Except as otherwise provided in these Bylaws, the Board shall have the responsibility for the governance of the Fellowship.

Its duties shall include, but are not limited to:

- a. forming and dissolving Board committees as required
- b. preparing the agenda for the Annual Meeting and other Congregational Business Meetings, and submitting the annual budget to the Congregation
- c. hiring, establishing salary for, and terminating paid non-ministerial staff
- d. establishing and monitoring Board Policies and Procedures.

The Board may delegate the conduct of its duties as appropriate.

6. Regular meetings of the Board of Trustees to conduct the normal business of the Fellowship shall be held monthly, at least ten times per year. For the information of the Fellowship members who may wish to attend, a notice of the time and place of each Board meeting shall be published and may be posted.
7. Special meetings of the Board may be called by the President. All members of the Board of Trustees, the Minister, the Recording Secretary, and the Treasurer shall be notified of each special meeting and the purpose for which it is called.
8. A quorum shall consist of a simple majority of voting members of the Board.
9. A majority of the entire Board shall be required to approve all Board decisions.
10. Upon written petition of at least 15% of the voting members of the Congregation, any action of the Board shall be submitted to a Congregational Business Meeting for discussion and vote to affirm or reverse the Board's decision.
11. A Recording Secretary shall be appointed by the Board of Trustees and is not a voting member of the Board. The Recording Secretary shall keep minutes of all Congregational Business Meetings and the meetings of the Board of Trustees, and perform other duties as assigned by the Board including posting the minutes of all Board and Congregational Business Meetings.
12. Minutes of each Board meeting shall be recorded and approved by the Board at the next Board meeting. Records of Board meetings shall be open for inspection by any member of the Fellowship.

13. All Board meetings are open to attendance by any member of the Fellowship except Executive Sessions, which are solely for discussion of confidential issues. Only elected or appointed Board members, and others invited by vote of the Board may attend Executive Sessions. Decisions made at these meetings shall be attached to the minutes as appropriate and determined by the Board.

SECTION B. Officers

The Officers of the Unitarian Universalist Fellowship of San Luis Obispo County shall consist of the President, Vice President, Corporate Secretary, and Treasurer. All terms shall commence on July first, the start of the fiscal year, in the year of the election.

1. President

- a. The President shall be elected by the Board of Trustees for a one year term and is an elected member of the Board. He/she must have served as a member of the Board of Trustees for at least one year before taking office. The President is elected for no more than two consecutive years. A President who has served two consecutive years as president may be elected for additional presidential term(s) after a hiatus of at least one year.
- b. The President shall preside at all Business Meetings of the Fellowship and at the Board of Trustees meetings, shall officially represent the Fellowship at all appropriate occasions, shall provide leadership in all lay functions of the Fellowship, and shall be responsible for coordination and leadership of all lay relations with the District and National organizational units of the Unitarian Universalist Association.

2. Vice President

- a. The Vice President shall be elected by the Board of Trustees for a one year term and is an elected member of the Board. Term limits are the same as for the President.
- b. In the absence of the President, or when requested by the President, the Vice President shall perform the functions of the President and shall assume such other functions and responsibilities as directed by the Board of Trustees. If the office of President becomes vacant, the Vice President shall assume the office for the remainder of the term.

3. Corporate Secretary

- a. The Corporate Secretary shall be elected by the Board of Trustees for a one year term and is an elected member of the Board. There shall be no limit on the Secretary being elected to additional terms consistent with term limits on all Trustees.
- b. The Corporate Secretary may prepare agendas, prepare correspondence, keep records, and perform other duties as assigned by the Board.
- c. The Corporate Secretary will maintain the Board Policies Handbook, and the Board Procedures Handbook.

4. Treasurer

- a. The Treasurer is elected by the Board of Trustees for a one year term. There is no limit to the number of consecutive years a Treasurer may serve.
- b. The Treasurer may or may not be an elected member of the Board of Trustees. When the Treasurer is a Board member, his/her Board term is the same as the other Board Members.

- c. The Treasurer assists the Board of Trustees in fulfilling its fiduciary responsibilities. The Treasurer's specific duties in these regards shall be determined by the Board and typically include but are not limited to:
 - i. acting as a liaison between the Board and the financial staff
 - ii. being familiar with the Fellowship's financial records, files, and reports as well as the job descriptions and operations of the financial staff
 - iii. being responsible for monitoring of the financial accounts of the Fellowship
 - iv. arranging for a periodic financial review or audit of the Fellowship's financial records, practices, and internal controls by an outside expert approved by the Board
 - v. ensuring that periodic financial reports as required by the Board and the members of the Fellowship are provided
 - vi. serving as the Financial Officer of the Fellowship in all legal situations that require designation of a person acting in such capacity.

ARTICLE VII. NOMINATIONS, ELECTIONS, VACANCIES, and REMOVALS

SECTION A. Nomination Procedure

1. The Nominating Committee consists of five voting Fellowship members, of which one is a member of the Board of Trustees and the remainder are active participants in the overall life of the Fellowship and elected by the Congregation.
2. Terms of the Nominating Committee members are two years. Terms are staggered. No one may serve more than four years without a hiatus of at least one year.
3. A quorum of the Nominating Committee shall consist of a simple majority of the voting members.
4. A majority of the entire Committee shall be required to approve all Committee decisions.
5. The Nominating Committee shall select one or more eligible nominees for positions to be filled on the Board of Trustees, the Nominating Committee, the Endowment Fund Committee, and other positions as directed by the Board.
6. Nominations may also be made by a voting member at the Annual Business Meeting with the prior consent of the nominee in writing if not present.
7. All nominees shall be voting members of the Fellowship, 18 years of age or over, and shall have met the remaining qualifications for membership as stated in ARTICLE IV. SECTION A.

SECTION B. Election Procedures

1. Election of the Members of the Board, Nominating Committee, and Endowment Fund Committee shall occur at the Annual Business Meeting as specified in ARTICLE V. SECTION B. 1.
2. Voting shall be by voting members present at the Annual Business Meeting.
3. Election of individuals and other significant issues as determined by the Board shall be by written ballot.

SECTION C. Vacancies

1. In the event of death, resignation, or removal of a Trustee, or member of an elected committee, his/her successor(s) shall be proposed by the Nominating Committee. Following deliberations, a successor shall be appointed by the Board to serve until the next Annual Business Meeting, at which time the remainder of the unexpired term shall be filled by election.
2. A member appointed to fill a vacancy must meet the criteria for membership as set forth in ARTICLE VII. SECTION A. 7.

SECTION D. Removal from Board of Trustees

1. Any elected or appointed Board Member may be removed from the Board by a 2/3 majority of votes cast at a Business Meeting of the Fellowship.
2. Should any Board Member miss without excuse three consecutive meetings of the Board, he/she may be removed by resolution of the Board.

ARTICLE VIII . FINANCES

SECTION A. Financial Management

1. The Fellowship shall receive and disburse funds and property in accordance with the State and Federal laws governing religious tax exempt institutions so as to preserve the tax exempt status of the Fellowship.
2. The fiscal year shall commence on July 1 of each year and end on June 30 of the following year.
3. The Fellowship receives and administers different types of funds, monies, and donations:
 - a. discretionary, to be used for general operating and obligatory expenses
 - b. non-discretionary, to be held in trust and used only for the purposes designated by the donor.
 - c. The membership may designate certain discretionary funds as non-discretionary by attaching any specific intent or stipulation to said funds by a 2/3 majority of votes cast at any Business Meeting as provided in ARTICLE V, with the exception that such action may not be taken at an Emergency Business Meeting.
4. The annual budget for the Fellowship shall be adopted at the Annual Business Meeting.
5. Amendments to the adopted budget involving total adjustments exceeding 10% of the total budget shall require approval by a 2/3 majority of the votes cast at a Business Meeting of the Fellowship.
6. Financial records shall be kept in the Fellowship building for inspection on request by members of the Fellowship.
7. Personal financial information about members of the Fellowship shall be confidential.

SECTION B. Audit of Financial Records

1. At least every five (5) years, the Fellowship financial records shall be evaluated by an outside expert to determine the appropriateness of our accounting methods. Results of each evaluation shall be reported to the Membership.
2. The annual budget shall include funds to be set aside to accumulate for the conduct of the audit.

ARTICLE IX. ENDOWMENTS

SECTION A. Purpose

The purpose of the Unitarian Universalist Fellowship of San Luis Obispo County Endowment Fund (hereinafter called the "Fund") is to enhance the mission of the Fellowship apart from its general operation.

SECTION B. The Endowment Fund Committee

1. The Endowment Fund Committee (hereinafter called the "Committee") shall be the custodian of the Fund.
2. The Committee shall consist of five members, elected by the Congregation. Terms of the Committee members are three years.
3. Terms are staggered. No-one may serve more than six consecutive years without a hiatus of at least one year. Former Committee members may be reelected. Serving less than one year to fill a vacancy does not count towards the six-year limit.
4. The Minister and the President of the Board may attend Committee meetings in an advisory capacity.
5. The Committee shall meet at least quarterly, or more often as deemed by it in the best interest of the Fund.
6. A quorum shall consist of a simple majority of the members of the Committee.
7. A majority of the entire Committee shall be required to approve all Committee decisions.
8. The Committee:
 - a. may establish subcommittees of members of the Committee, members of the Fellowship, and/or professionals in the field, to provide it with assistance in communications and investments
 - b. shall maintain complete and accurate minutes of its proceedings, and shall supply a copy thereof to each member of the Committee and of the Board
 - c. shall assist the Congregation's Treasurer in the preparation of financial reports
 - d. shall approve checks and all other necessary documents on behalf of the Congregation in furtherance of the purposes of the Fund
 - e. shall report on a quarterly basis to the Board, and at each Annual Meeting of the Congregation shall render a full and complete account of the administration of the Fund during the preceding year.
9. Members of the Committee:
 - a. shall not be liable for any losses which may be incurred upon investment of the assets of the Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence
 - b. shall be liable only for his/her willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member

- c. shall not engage in any self dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from conduct in which his/her personal interest would conflict with the interest of the Fund.

SECTION C. Investment of Fund Assets

1. The Committee shall invest the assets of the Fund in a prudent manner so as to protect the purchasing power of the Fund, as well as to produce income from the Fund. The Committee shall only invest in the following types of securities:
 - a. securities issued by an agency of the Federal or State of California governments
 - b. securities guaranteed by the Federal or State of California governments, or issued by a major insurance company
 - c. pooled funds overseen by the Unitarian Universalist Association
 - d. mutual stock funds, not to exceed thirty percent (30%) of the total Fund value
 - e. mutual bond funds, not to exceed seventy percent (70%) of the total Fund value.
2. All investments shall meet the social responsibility criteria in effect from time to time as promulgated by the Unitarian Universalist Association in determining its investments.

SECTION D. Distribution of Funds

1. Distributions from the Fund:
 - a. shall normally occur annually, and be limited to no more than five percent (5%) of the average of the Fund's thirteen quarterly totals prior to the calendar year in which distributions are to occur
 - b. shall require a majority vote of those present and voting at a Congregational Meeting except as provided for in ARTICLE IX. SECTION D. 1. c. or when distributions are for general operational expenses of the Fellowship as outlined in ARTICLE IX. SECTION D. 3. b. below
 - c. may be allocated in an amount exceeding the 5% referenced above for an emergency need or special opportunity with the approval 2/3 of those present and voting at two consecutive duly called Congregational Business Meetings. The second of these meetings must follow the first meeting by no less than 14 days and no more than 28 days.
2. Expenses of investing and record keeping may be taken from the Fund's income.
3. Recommendations as to the uses of the distributions shall be made each year by the Committee, and approved by the Congregation. The distribution shall be used for the following purposes:
 - a. grants for one-time expenses of the Fellowship or to initiate new programs that are expected to be fully funded from other sources in the budget of the following years
 - b. general operational expenses of the Fellowship provided that the Fund has reached at least \$100,000 as of the end of the calendar year prior to the budget year at issue and the distribution is approved by 2/3 vote of those members of the Congregation present and voting.

SECTION E. Acceptance of Gifts

1. Gifts received by the Fellowship from bequests, trusts, annuities, or life insurance shall be assumed to be contributed to the Fund unless otherwise stipulated by the donor.
2. Gifts of tangible property shall be accepted only with the approval of the Board of Trustees.
3. Gifts contributed with conditions on the use of the principal or income shall be accepted only with the approval of the Board of Trustees.

ARTICLE X. THE MINISTER

SECTION A. Duties

1. The Fellowship shall maintain the tradition of a free pulpit.
2. The Minister's duties and responsibilities shall be those stated in The UUMA Guidelines for the Conduct of Ministers and in the contract between the Minister and the Fellowship.
3. The Minister shall supervise all paid staff members.

SECTION B. Selection of a Minister

1. The search for, and recommendation of, a Minister shall be conducted in accordance with the guidelines set forth by the Unitarian Universalist Association.
2. The Minister shall be called and the compensation package approved by the members of the Fellowship.
3. To be called a Minister must receive at least 85% of the votes cast at a Congregational Business Meeting of the Fellowship.

SECTION C. Termination of a Minister

1. The Minister may be dismissed by a majority of votes cast at a Business Meeting of the Fellowship. A 90-day written notice of dismissal shall be given.
2. The Minister may resign by giving 90 days written notice to the Fellowship. At the Minister's request, the Board may waive all or part of the time period.

ARTICLE XI. DISSOLUTION

Should this Fellowship cease to function and the membership vote to disband, any assets of the Fellowship will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

ARTICLE XII. AMENDMENT OF BYLAWS

1. These Bylaws may be amended, repealed, or replaced at any Business Meeting of the Fellowship by a 2/3 majority of votes cast (except at an Emergency Business Meeting).
2. Notice of the proposed changes in the Bylaws shall be included in the notice of the meeting and must specify the exact wording of the proposed amendment.

May 15th, 2011

Prior bylaws Revisions (Archival Evidence)

May 21st, 2006

May 14th, 2002

Feb 20th, 2000

April 13th, 1997 *

June 4th, 1995

March 27th, 1994

April 10th, 1988

February 8th, 1987

April 25th, 1982 *

April 28th, 1974

Documents prior to 1974 are undated *

Key

* Documentation incomplete