

# **NORTHWOODS UNITARIAN UNIVERSALIST FELLOWSHIP**

## **BY-LAWS**

**(As amended in 2011)**

### **ARTICLE I. NAME**

The name of this religious fellowship shall be the Northwoods Unitarian-Universalist Fellowship, Inc.

### **ARTICLE II. PURPOSE [Amended 2003]**

The purpose of this fellowship shall be: the enjoyment and practice of religion founded upon devotion to individual freedom of belief, and, to foster liberal religious living through worship, study, service, and fellowship.

As a Welcoming Congregation, we promote the full participation of persons in all our activities without regard to race, color, sex, disability, affectional or sexual orientation, age or national origin and without requiring adherence to any particular interpretation of religion or any particular religious belief or creed.

### **ARTICLE III. MEMBERSHIP [Amended 1995 and 2003]**

#### **A. Active Members**

Any person 18 years of age or older may become a voting member of this fellowship who is in sympathy with its purpose and program, has signed the fellowship bylaws, and makes an annual contribution of record. It is generally understood that all members should have an understanding of the history and the current situation of the Unitarian Universalist movement. It is specifically understood that membership is open to all qualified persons regardless of race, color, sex, disability, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or any particular religious belief or creed.

#### **B. Associate Members**

A member or friend of the Fellowship may request to be classified as an "associate member". The Board of Directors may approve classifying such a person in this classification. A person who is classified as an associate member shall have no voting rights and shall not be listed as a member with the Unitarian Universalist Association for the purpose of determining the appropriate amount of dues to be paid to the Association or the Central Midwest District.

An associate member may become an active member by notifying the Secretary of their desire and their willingness to come into compliance with Subsection A.

## **ARTICLE IV. DENOMINATIONAL AFFILIATION**

This fellowship shall be a member of the Unitarian Universalist Association and of the Central Midwest District. It is the intention of this fellowship to make annual financial contributions equal to its full fair share as determined by the Association and the District.

## **ARTICLE V. CONGREGATIONAL MEETINGS [Amended 2011]**

### **A. Annual Meetings**

The Annual Meeting shall be held each year in the month of May at such time and place as shall be fixed by the Board of Directors. The purpose of the Annual Meeting shall be to elect Officers, other Board members, Nominating Committee members, Endowment Committee members, to adopt the budget for the ensuing fiscal year, to receive the reports of officers and committees, and to address any other matters properly noticed to be heard.

### **B. Special Congregational Meetings**

Special Congregational Meetings may be called by the Board or upon receipt of a written request stating the purpose of the meeting and signed by at least fifteen (15) percent of the membership. The Secretary of the Board shall state the purpose of the meeting and properly notice the meeting. No other business may be transacted at such a meeting.

### **C. Method of Notification.**

The business to be transacted at all congregational meetings shall be set forth in the notice of the meeting, which shall be sent to all members by mail or e-mail no less than fifteen (15) days prior to the meeting.

### **D. Quorum.**

A quorum shall be thirty (30) percent of the eligible membership present in person, by proxy or by absentee ballot.

### **E. Voting**

1. Absentee ballots and/or proxies may be used in the conduct of regular or special congregational meetings.
2. A simple majority of those votes cast shall be sufficient to approve matters submitted.
3. Voting on any matter may be by written ballot at the request of any member. The exact vote on any matter shall be recorded in the minutes of the meeting at the request of any member.

### **F. Conduct of Meetings.**

Informational meetings where no vote is taken need not follow Robert's Rules of Order. Meetings where votes are anticipated will follow Robert's Rules of Order.

**NORTHWOODS UNITARIAN UNIVERSALIST FELLOWSHIP BY-LAWS (As amended in 2011)**



**ARTICLE VI. BOARD OF DIRECTORS [Amended 1991, October 16, 2005, and 2011]**

- A. At each annual meeting there shall be chosen by ballot members of the Board of Directors. On even number years there shall be elected a President and one (1) member at large. On odd number years there shall be elected a Secretary, a Treasurer and one (1) member at large. All members of the Board of Directors shall hold their positions for two years and until their successors have been elected and qualified. No member shall serve more than two (2) consecutive full terms. Newly elected members of the Board of Directors will assume their duties to coincide with the fiscal year of the Fellowship. The officers shall perform the duties usually pertaining to these offices. The President, Secretary and Treasurer shall constitute the Executive Committee, which may act for the entire Board in special or emergency situations. Any actions of the Executive Committee must be approved by the Board of Directors at a subsequent meeting. Four members of the Board of Directors shall constitute a quorum. The Board of Directors shall have general charge of the property of the Fellowship and the conduct of all of its business affairs. All members of the Board of Directors shall be voting members of the Fellowship.
- B. The Board of Directors may fill board vacancies with qualified persons who shall serve until the next annual meeting.
- C. The Board of Directors will appoint the Fellowship standing committees as follows: the Spirituality Committee, the Religious Education Committee, the Membership Committee, the Social Action Committee and the Finance Committee [added by amendment October 16, 2005]. The Board of Directors may appoint such additional committees as it may deem necessary. All committees will be considered at the first Board meeting of the new fiscal year. Committees shall have guidelines that are approved by the Board. These guidelines will minimally include the number of committee members, the number of members needed for a quorum, where meetings will be held, notice of meeting and agenda requirements, and the manner in which the committee chair and any other officers of the committee are selected. Guidelines of the committee may be changed during the year with the approval of the Board.
- D. A "Nominating Committee" of three members who shall not be members of the Board of Directors shall also be elected at the annual meeting.
- E. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Fellowship.

## **ARTICLE VII. FISCAL YEAR**

The fiscal year shall end on June 30th.

## **ARTICLE VIII. AMENDMENTS**

These bylaws so far as allowed by law, may be amended or replaced at any meeting of the Fellowship by a two-thirds (2/3) vote of those present and voting. Notice of any proposed change shall be contained in the notice of the meeting.

## **ARTICLE IX. 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 X. ENDOWMENT FUNDS [Adopted November 28, 2004, Amended Oct 16, 2005]**

### **Section 1. Acceptance of Funds**

The Board of Directors may accept gifts to the Fellowship of securities, funds or other properties which are intended to be income producing. Such funds are referred to herein as endowment funds.

### **Section 2. Purposes**

If the Board of Directors accepts a gift that is designated by the donor for a special purpose, that fund shall be considered restricted. When no purpose is specified, the use of the fund shall be at the discretion of the Congregation. The board is free to turn down such gifts if the purpose is not suitable. And, the board may, with the approval of the Congregation, redirect such funds after five years if the intended purpose does not materialize.

### **Section 3. Endowment Funds Committee**

- A. Recommendations for expenditure of endowment funds shall be made in accordance with guidelines approved by the Congregation and shall be presented to the Congregation at the Annual Meeting, or Special Congregational Meetings as necessary, by the Endowment Funds Committee.
- B. The Endowment Funds Committee shall consist of three elected members serving staggered three-year terms. The President and Treasurer shall serve as voting ex-officio members. The Committee shall elect its own chair.

**Section 4. Investment Committee**

- A. The safekeeping, investment and reinvestment of all endowment funds shall be the responsibility of a committee of three members selected by the Board for that purpose, and two voting ex-officio members.
- B. One member shall be chosen each year by the Board of Directors to serve for a term of three years. The Treasurer and Finance Committee Chair shall serve as ex-officio members.
- C. The Investment Committee shall hold all funds in its control in the name of the Fellowship. It shall make such changes in the investments as seem it wise and shall have the power to sell, assign, transfer and convey any or all properties and investments of such funds without specific authorization of the Fellowship. The committee shall have authority to engage and pay for investment counsel and custodians. It may entrust funds for investment and reinvestment to trust departments of banking institutions and to brokerage houses and other agencies offering investment services. It may require approval by the committee of any changes in securities or may delegate that responsibility to the custodian or other institution or agency.
- D. The Investment Committee shall report to the Fellowship its doings at each Annual Meeting and to the Treasurer or Board of Directors from time to time upon requests, and shall make disbursements according to the instructions of the Congregation. Actions of the Investment Committee shall be reviewed at least annually by the Board of Directors.