

## **BYLAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF LOS GATOS**

A California Religious Non-Profit Corporation

June 20, 2012, reformatted July 2013, revised October 2016, revised May 2018

### **ARTICLE I      NAME**

The name of this organization shall be The Unitarian Universalist Fellowship of Los Gatos and the organization may be known as the Los Gatos Unitarian Fellowship and the Fellowship of Los Gatos (the "Fellowship"). The Fellowship shall be organized as a California Religious Non-Profit Corporation.

### **ARTICLE II      PURPOSE**

Maintain a society for the enrichment and ennoblement of human life, a society without bondage to doctrine or to the dictates of any one creed.

Further the search for truth and the exploration of ethical concerns for humanity.

Promote the Unitarian Universalist cause of liberalism, the spirit of universal brotherhood and sisterhood, and the service to all humanity.

Implement the current Mission Statement, as approved by the membership of the Fellowship at a business meeting.

### **ARTICLE III      DENOMINATION AFFILIATION**

This society shall be a member of the Unitarian Universalist Association (UUA) and of UUA's Pacific Central District (PCD). It is the intention of this society to make annual financial contributions equal to its full fair share as determined by the Association and the District.

### **ARTICLE IV      STATEMENT OF NON-DISCRIMINATION**

This congregation affirms that membership is open to all adults. Hiring shall be based on character and abilities, not such things as ethnic background, age, sexual/gender orientation or disabilities.

The congregation is committed to creating and maintaining a church community in which all people can worship, learn, and be together in an atmosphere free of all forms of discrimination, harassment, abuse, exploitation, and/or intimidation.

The Board of Trustees shall publish a written Policy regarding non-discrimination and abuse prevention, including means for airing and addressing grievances.

### **ARTICLE V      MEMBERSHIP**

Section 1: Qualifications. This society shall welcome into membership any person who supports the purposes stated above, is either at least eighteen years of age or has completed the Coming of Age program, and who has signed the membership book.

Section 2: Voting. Any person, in order to vote at a business meeting, must have been a member of the Fellowship for thirty days immediately preceding such meeting.

Section 3: Financial Contribution. It is expected that members of the Fellowship shall make a financial contribution of record each fiscal year.

Section 4: Lifetime Members. Lifetime membership may be bestowed on longtime members by the Board of Trustees. Lifetime Members are not required to make a financial contribution and may not vote, but are entitled to all other benefits of membership.

Section 5: Discontinuing Membership. Upon written request, any member may withdraw from membership. Members who have died; moved from the area; cannot be located; or who have not, within the previous fiscal year, contributed their financial support may be removed from membership by the Board of Trustees.

## **ARTICLE VI MEETINGS**

Section 1: Business Meetings. The regular business meeting will be held each year, the exact date to be set by the Board of Trustees prior to the end of the preceding calendar year. At that meeting, the membership will adopt the budget for the coming year, and will conduct such elections as are called for elsewhere in these bylaws. Matters not mentioned in the call for the meeting may be considered.

The Board of Trustees may call special business meetings of the Fellowship at any time. The Board will consider a request for a special business meeting from any member. The Board is required to call a special business meeting upon receiving a petition signed by ten percent of the members. The petition must list the matters the meeting is to consider.

Section 2: Notice. The Secretary shall mail to the membership notice of any business meeting at least ten days prior to the meeting. The notice shall include a statement of the business to be considered and such supporting documents as are appropriate, such as a proposed budget.

Section 3: Absentee Ballots and Mail Ballots. Members entitled to vote shall be permitted to vote in person or by absentee ballot. Members may submit an absentee ballot for all non-amended resolutions or elections using the ballot sent to the members with the notice. All absentee ballots must be submitted to the Board Secretary prior to the scheduled start of the business meeting.

The Board of Trustees shall determine if voting will take place by mail instead of at a membership meeting. If a vote is to take place by mail, all ballots are to be mailed to members at least fourteen days before ballots are to be counted.

Section 4: Write-in Votes. Write-in votes for an open position will be counted only if the person being voted for has been nominated by one of the methods in subparagraph 6 (Section 6) below.

Section 5: Quorum. Except as otherwise specified in these bylaws, a quorum shall consist of twenty percent of the voting members. Absentee ballots do not count as part of the quorum.

Section 6: Election Matters.

1. **Nomination by Petition:** Nominations may be made for candidates for election by written petition signed by any voting member and by the nominee, delivered to the Secretary at least fifteen (15) days prior to the date of the meeting.
2. **Nominations from the Floor:** Are always allowed. Nominations from the floor require the assent of the nominee, either verbal if the nominee is present or submitted to the Secretary in writing if the nominee is not present.
3. **Unfilled Positions:** The Board will solicit a candidate for each unfilled position. If no acceptable candidate is presented, the Board will make a selection. A vote of the majority of the Board of Trustees will be required to seat the candidate until the next Business meeting.
4. **Separation of Certain Committees:** A person may not serve at one time on more than one of the Nominating Committee, the Board of Trustees, and the Committee On Ministry.
5. **Parliamentary Authority and Parliamentarian:** The President of the Fellowship may appoint an individual to serve as Parliamentarian for any business meeting. The parliamentary authority shall be The Standard Code of Parliamentary Procedure by Alice Sturgis.

## **ARTICLE VII BOARD OF TRUSTEES**

Section 1: Duties of the Board. The Board of Trustees shall conduct the affairs of the Fellowship as directed by these bylaws and by policies established by the members. The Board's responsibilities not described elsewhere are:

1. Furthering the Purposes of the Fellowship as described in Article II through creating and implementing long and short-term plans and setting policy.
2. Appointing an Audit Committee that will examine the Fellowship's books and accounts.
3. Establishing guidelines with respect to restricted gifts and budget adjustments.
4. Approving all staff position actions including hiring, termination, performance reviews and contracts. Performance reviews shall be prepared yearly by a three member subcommittee selected by the Board of Trustees.
5. In absence of a Settled Minister, and with Membership approval, hiring of an Interim Minister; or defining the scope of position(s) of Consulting Minister(s) and hiring one or more part-time Consulting Minister(s) to fill the defined position(s).
6. The Board shall be responsible for overseeing all functions of the Fellowship assuring they are in alignment with the congregational mission.

#### Section 2: Board Meetings.

1. A quorum of the Board shall be a majority of the serving Board Members.
2. The Board of Trustees shall hold regular meetings at least quarterly. Special meetings of the Board of Trustees shall be held upon four days prior notification to all Board of Trustees members.
3. All regular and special meetings of the Board of Trustees shall be open to the membership. The membership shall be notified of the time, date and place of all regular meetings. Publication in the Fellowship newsletter shall constitute adequate notice of a regular meeting.
4. The Board of Trustees may go into closed session to discuss confidential personnel, membership, or legal issues.

Section 3: Trustee Qualifications. All Trustees shall be members of the Fellowship for at least one year.

Section 4: Officers and Other Trustees. The Board is composed of four officers, President, Vice President, Treasurer, and Secretary, plus one Member-at-Large.

#### Section 5: Election and Term.

1. Trustee positions shall be filled by election at the Business meeting just preceding the expiration of the position's current term. Trustees shall serve for a two-year term beginning on the first of July.
2. No member of the Board of Trustees shall serve more than six consecutive years on the Board of Trustees, or more than four consecutive years in the same Board position.
3. The President and Vice President shall be elected at the regular Business meeting in odd years and all other Trustees in even years.
4. Vacancies on the Board will be filled by the Board until the next regular Business meeting.

#### Section 6: Duties of the Trustee.

1. The President shall preside at meetings of the Board of Trustees and the Annual Business Meeting, and represent the membership on all appropriate occasions.
2. The Vice President shall assist the President and shall assume the President's duties when the President is absent.
3. Secretarial duties shall include recording the minutes of the Board of Trustees meetings and the business meetings, giving notice of business meetings, and handling official correspondence.
4. The Treasurer shall be responsible for the receipt and disbursement of all Fellowship moneys, and keep a complete accounting of finances.

### **ARTICLE VIII: ENDOWMENTS AND RESTRICTED GIFTS**

Section 1: Acceptance of Restricted Gifts. Any gifts or endowments that have restrictions on their use must be approved by the Board prior to acceptance.

1. Gifts to the Endowment Fund: The Fellowship discourages restrictions by the donor as to the specific use of contributions to the Endowment Fund. All contributions to the Endowment Fund are received by the Treasurer and acknowledged by the Endowment Committee.
2. Other gifts: Restricted gifts other than to the Endowment Fund shall be added by the Board to an appropriate reserve fund or other account consistent with the terms of the gift.

Section 2: Acceptance of Unrestricted Gifts.

1. Gifts to the Endowment Fund are received by the Treasurer and acknowledged by the Endowment Committee.
2. Other gifts: The Board may add the gift to current income or to an appropriate operating fund or reserve fund as deemed in the best interests of the Fellowship.

Section 3: Endowment Fund Accounting and Distributions.

1. In accordance with the Endowment Fund Purpose and Plan of Operation, the Endowment Committee shall be responsible for accounting for Endowment Funds and preparing periodic reports for the Board.
2. Additionally, the Endowment Committee shall, on an annual basis, calculate the Endowment Fund's earnings and recommend distribution or reinvestment of the earnings to the Board.

## **ARTICLE IX    NOMINATING COMMITTEE**

Section 1: Composition. The committee will be composed of three persons who have been members of the Fellowship for at least one year.

Section 2: Election and Term. The committee will be elected by the members at the regular Business meeting to serve one year beginning July 1. A committee member may not serve more than two years in succession. Vacancies will be filled by the Board.

Section 3: Duties.

1. To study the needs and leadership requirements of the Fellowship.
2. To publicize and solicit qualified candidates for any elective positions not filled.
3. To interview prospective nominees, to familiarize them with the responsibilities of the position being considered, and to secure their consent to serve if elected in accordance with job descriptions of the position provided by the Board.
4. The Nominating committee shall notify the congregation of its nominations at least twenty days before the vote by posting the nominations at the regular meeting place of the Fellowship and by such other means as are in regular use.

## **ARTICLE X    SETTLED MINISTERS**

Section 1: Duties. The minister shall be responsible for the conduct of worship within the congregation and for the Fellowship's spiritual interests and affairs, with complete freedom of the pulpit and of public speech. The minister will be an ex officio participant in Board meetings and will be welcome at meetings of other committees.

Section 2: Search Committee. The ministerial search committee will be composed of seven members elected by the congregation.

Section 3: Call. The minister shall be called, upon recommendation of the ministerial search committee or the Board, by a four-fifths (4/5) majority of voting members present and voting at a special membership meeting called for the purpose. The quorum for such a meeting shall be forty (40) percent of the voting members.

Section 4: Dismissal. Prior to any consideration of dismissal of the minister, the Board of Trustees shall avail itself of mediation assistance available through the UUA or PCD to attempt to resolve any issues or disagreements.

Dismissal of a minister requires a majority vote of the members present and voting at a membership meeting. The quorum for such a meeting shall be forty (40) percent of the voting members. Notice that the meeting will consider the minister's dismissal must be mailed to the members thirty (30) days before the meeting.

Section 5: Contract Requirements. The minister's contract must provide that the contractual relationship may be dissolved by either party for any reason upon three months' written notice.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of the Fellowship shall run from July 1 to June 30 of the following year.

## **ARTICLE XII AMENDMENTS**

These bylaws may be amended at any business meeting of the Fellowship by a two-thirds (2/3) vote of eligible voting members represented at the meeting and voting, provided that proposed changes have been sent to the eligible voting members in writing along with a written notice of the meeting at least fourteen (14) days prior to such meeting.

## **ARTICLE XIII PUBLIC POLICY RESOLUTIONS**

Resolutions on matters of public policy shall require a two-thirds (2/3) majority of those eligible members present and voting at a business meeting. Voting for such action shall be by secret ballot. A record of these policies shall be published by the Board.

## **ARTICLE XIV EXPENDITURES AND PURCHASES**

Section 1: Unbudgeted Expense.

1. The Board is responsible for authorizing non-budgeted expenditures up to ten percent of the operating budget, providing adequate funds exist in reserve accounts.
2. Unbudgeted purchases or expenditures costing more than ten percent of the operating budget must be approved at a business meeting by a majority vote of eligible members present and voting.

Section 2: Emergency Expense. In case of an extraordinary event that involves the safety of the members of the general public or structural integrity of the building or any real property owned by the Fellowship, or if any public authority requires it, the Board of Trustees is authorized to spend the money necessary to meet the requirement of public safety.

Section 3: Instruments Issued. Notes, bonds, or other instruments issued by the Fellowship become a debt obligation of the total membership and, as such, must be approved by the members in accordance with Section 2 of this article. If a lender or holder of such an instrument requests in writing the repayment of a note or repurchase of the instrument because of financial hardship, it shall be the policy of the Fellowship to make every effort to repay or find a buyer for said obligation as soon as practical.

Section 4: Endowment Expenditures. The Board of Trustees is responsible for authorizing any expenditure from any of the "Endowment funds, as recommended by the Endowment Committee. Dispersal of any fund principal requires the approval of two-thirds of the membership.

## **ARTICLE XV DISSOLUTION**

Should this Fellowship membership or the membership and Board vote to dissolve in accordance with California Corporation Code, Section 9680, any outstanding liabilities shall be satisfied and any remaining assets of the society will be transferred to the UUA or an organization or fund affiliated with the UUA for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

## **ARTICLE XVI EFFECTIVE DATE**

These bylaws shall become operative following their adoption by the membership and following their review by qualified legal counsel.

## **ARTICLE XVII COMMITTEE ON SHARED MINISTRY (COM)**

The committee serves as a support group for the minister and promotes shared ministry within the congregation. The committee shall be composed of up to three Fellowship members selected by the minister in consultation with the Board. Committee members shall not serve more than four years out of six.