

**BYLAWS
OF THE
FOX VALLEY UNITARIAN UNIVERSALIST FELLOWSHIP**

ARTICLE I NAME

The name of this society shall be the “Fox Valley Unitarian Universalist Fellowship, Inc.,” hereafter referred to as the Fellowship.

ARTICLE II PURPOSE

The purpose of this society shall be to join its members into a religious and educational fellowship to develop human character and personal responsibility, to further individual belief and to advance liberal religion through study, service, and spiritual contemplation.

ARTICLE III NON-DISCRIMINATION

The Fellowship affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring practices and the calling of religious professionals without regard to age, race, religion (except in regard to ministers), gender, gender identity/expression, national origin, ancestry, physical ability, neurodiversity, sexual orientation, marital status or any other federally protected category. All members and employees are expected to support these goals and programmatic activities related to non-discrimination.

ARTICLE IV MEMBERSHIP

Section 1. Conditions and Privileges

Membership is open to all people. Never shall there be any creedal test, expressed or implied as a condition of membership. Members are eligible to vote at congregational meetings and hold office after they have been members for a period of eight (8) weeks. Members may attend any meetings of the Governing Board, committees, task forces, or ministry teams, except when the Governing Board enters into executive session. Members below the legal age of majority shall be prohibited from signing binding documents on behalf of the Fellowship and may not serve as President.

Section 2. New Membership

Any person, at least sixteen (16) years of age, or who has completed the Fellowship’s “Coming of Age” program, may become a member of this Fellowship by declaring themselves in accord with the purpose and mission of the Fellowship, and signing the membership book or another board designated method. The Governing Board may grant an exception to the age requirement.

Section 3. Requirements for Continued Membership

Any member who has made a financial contribution to the operating fund in the prior fiscal year shall remain a member of this Fellowship. This requirement can be waived by a minister.

Section 4. Withdrawal or Transfer

Any member may withdraw or transfer their membership at any time by notifying a member of the Fellowship staff in writing.

Section 5. Cessation of Membership

Any member who has neither made a financial contribution to the operating fund nor has been otherwise active in the life of the Fellowship for the prior fiscal year may be removed from membership. Members who cannot be located may also be removed. Reasonable efforts shall be made to contact members prior to removal. The Governing Board, following consultation with a minister, may terminate membership by two-thirds vote if the member's actions are harmful or threatening to the Fellowship. A member whose membership was terminated may appeal to the Governing Board for reconsideration. The Governing Board may decline a new membership within eight (8) weeks after the membership book is signed.

ARTICLE V DENOMINATIONAL AFFILIATION

This Fellowship shall be a member of the Unitarian Universalist Association.

ARTICLE VI FISCAL YEAR

The fiscal year shall be July 1 - June 30.

ARTICLE VII CONGREGATIONAL AUTHORITY

Section 1. Authority

The ultimate authority for all matters pertaining to the operation of the Fellowship shall rest with the Congregation, which shall consist of the members of the Fellowship. The Congregation shall function as a legally constituted body at all annual and special meetings. The Congregation shall elect the Governing Board members and shall elect committee members when specified in these bylaws. The Congregation shall call the Senior Minister or Co-Senior Ministers and any other called ministerial positions.

Section 2. Annual Meetings

The Annual Meeting of the Fellowship shall be held at a date, time and place or format, including virtual, determined by the Governing Board. The business of the Annual Meeting shall include election of officers and members-at-large of the Governing Board, election of any committee specified by bylaws, approval of the budget for the next fiscal year, reports of committees and staff, and any other business that may need to be conducted.

Section 3. Special Business Meetings

Special business meetings of the Fellowship may be called by the Governing Board or upon written petition to the Governing Board by 20% of the Fellowship's members. The purpose and proposed agenda must be stated in the petition. At special meetings, the business acted upon shall be restricted to items on the agenda.

Section 4. Notice of Meetings

Written notice and an agenda for all congregational meetings shall be **physically** mailed, emailed, provided via electronic means, or otherwise provided to each member at least fourteen (14) days before the meeting.

Section 5. Quorums and Conduct of Meetings

A quorum for conducting business shall be 10% of the membership, except in the case of calling or dismissing a minister, buying or selling property, or changing the stated purpose of the Endowment Fund. In the latter three cases, a quorum shall consist of 25% of the membership. Non-members shall be welcome at all meetings and may be given the courtesy of the floor, but non-members may not vote or make motions.

Section 6. Voting

- A. Elections shall be by anonymous ballot (physical or virtual) unless the membership votes to approve an alternate method.
- B. If there are no more than two (2) candidates nominated for a single position on the Governing Board, the candidate receiving the greater number of votes is elected.
- C. If there are more than two (2) candidates nominated for any position on the Governing Board, the anonymous ballot (physical or virtual) shall be designated to permit the designation of first, second, third, etc., choice. If no candidate receives a majority of the first-choice votes cast, the candidate receiving the lowest first-choice vote shall be eliminated and each of the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process shall be repeated until one candidate receives a majority of all votes cast or until only two (2) candidates remain, at which time the one receiving the greater number of votes is elected.

Section 7. Proxies and Absentee Ballots

Members may request an absentee ballot from the Secretary if they are unable to attend a congregational meeting. The anonymous ballots (physical or virtual) must be received at the Fellowship prior to the start of the meeting. However, absentee ballots will not be included in the official count to establish a quorum. Absentee ballots on a resolution will be included only if the resolution is not amended. Members' names will not appear on the ballots. Proxies are not allowed.

Section 8. Motion to Rescind

Any action of the Governing Board may be overturned by a 2/3 vote on a motion to rescind at a duly called Congregational Meeting.

ARTICLE VIII GOVERNING BOARD: AUTHORITY AND RESPONSIBILITIES

Section 1. Authority

The Governing Board shall act on behalf of the membership as the overall governing body of the Fellowship. The Governing Board shall be responsible solely to the membership of the Fellowship and shall be subject to the orders of the membership.

Section 2. Responsibilities

A. The Governing Board shall be responsible for the health of the entire Fellowship. To this end, the Governing Board shall:

1. Ensure that the Fellowship has up-to-date Mission, Vision, and Strategic Plan.
2. Develop appropriate and necessary policies to guide the operations of the Fellowship.
3. Develop appropriate policies and procedures to guide the operation of the Governing Board, including job descriptions for all board members.
4. Appoint any appropriate and necessary committees that shall report to the Governing Board.
5. Approve appropriate job descriptions for members of the Executive Team.
6. Monitor and assess the ministry, programs and administration of the Fellowship.
7. Monitor and evaluate progress toward achieving the Fellowship's Strategic Plan.
8. Be responsible for the management of all funds and property of the Fellowship; members of the Governing Board shall not be liable for any losses, which may be incurred upon the investments of the assets of the Fellowship.
9. Approve all expenditures of unbudgeted funds in excess of ½ of 1% of the current annual budget per occurrence, or when the total unbudgeted expenditures during the fiscal year reaches a maximum of 3% of the annual budget.
10. Approve all contracts that require the expenditure of funds in future fiscal years.
11. Approve the use of any of the funds in the Endowment Mission Account.

B. The Governing Board shall designate an Executive Team to implement the plans, programs, and policies of the Fellowship. The Executive Team shall report to the Governing Board.

Section 3. Meetings

- A. The Governing Board shall hold regular meetings at least six (6) times each year. All voting members are expected to attend at least 75% of meetings and should not miss more than two (2) consecutive meetings.
- B. A quorum for conducting the business of the Governing Board shall be a majority of voting members, at least two (2) of whom shall be officers.
- C. All meetings of the Governing Board shall be open meetings, except when the Board votes to adjourn into executive session. No formal or final action may be taken by the Governing Board in executive session.

ARTICLE IX GOVERNING BOARD: OFFICES AND TERMS

Section 1. Composition

- A. The Governing Board of the Fellowship shall consist of the President, Vice President, Treasurer, Secretary, and five members-at-large. The Senior Minister or Co-Senior Ministers is a non-voting member of the Governing Board and shall serve as staff representative to the Governing Board.
- B. All voting members of the Governing Board shall have been members of the Fellowship for at least eight (8) weeks.

Section 2. Terms of Office

- A. The President, Secretary, and Treasurer shall be elected to 2-year terms and shall serve a maximum of two (2) consecutive terms.
- B. The Vice-President shall be elected for a 1-year term and shall serve a maximum of four (4) consecutive terms of office.
- C. Members-At-Large shall be elected to 2-year terms and shall serve a maximum of three (3) consecutive terms.
- D. Officers and Members-At-Large shall take office on the first day of the fiscal year following their election.

Section 3. Length of Service

No person shall serve more than six (6) consecutive years on the Governing Board. Any person leaving the Governing Board after four (4) or more consecutive years of service shall not be eligible to serve on the Governing Board for at least two (2) years.

Section 4. Vacancies

- A. When a vacancy occurs, the Leadership Development Committee shall submit to the Governing Board the name of a candidate to fill the vacancy. The Governing

Board shall appoint the candidate to fill the vacancy until the next Annual Meeting. An election will be held at the Annual Meeting to fill unexpired terms. A partial term will count as the first term for purposes of term limits; however the Governing Board may grant an exception as appropriate.

- B. Should the office of President become vacant, the Vice President shall become President, serving until the next Annual Meeting. The Leadership Development Committee shall submit to the Governing Board the name of a candidate to fill the office of Vice President. The Governing Board shall appoint the candidate to fill the vacancy until the next Annual Meeting. Elections will be held at the Annual Meeting to fill both unexpired terms.
- C. Should the offices of President and Vice President both become vacant, the Secretary shall become acting President. A new President and Vice President shall be elected at a special meeting of the Fellowship to be held within 30 days of the vacancies.

Section 5. Removal

An officer or member-at-large who does not comply with assigned responsibilities may be removed by a majority vote of the entire Governing Board, or by a majority vote of the membership at a duly called congregational meeting.

ARTICLE X COMMITTEES

Section 1. Leadership Development Committee (Elected)

- A. The Leadership Development Committee shall be comprised of a minimum of four (4) people, elected at the Annual Meeting to serve in the subsequent fiscal year. Nominations for this committee may be made by the current Leadership Committee or from the floor. Committee members shall be elected to 2-year, rotating terms and shall serve a maximum of two (2) consecutive terms.
- B. The Leadership Development Committee shall present a slate of candidates for the Governing Board and the the Leadership Development Committee at the Annual Meeting.
- C. The Leadership Development Committee works with the Fellowship's staff to identify, educate, support, and encourage new leaders in a variety of inclusive and transparent ways.

Section 2. Audit Committee (Appointed)

- A. The Governing Board shall appoint an Audit Committee composed of a minimum of 2 people with broad financial/accounting knowledge as available.
- B. The Audit Committee will perform a review of Fellowship financial records and tests of internal controls within two months of the close of the quarter and prepare a review of the year-end financial records within two months of the close of the fiscal year.

- C. The Audit Committee will provide a report of audit activity to the Governing Board Treasurer each quarter and to the congregation annually.
- D. The Audit Committee will assist the Executive Team with a periodic review and update of the Fellowship's Financial Procedures Manual.
- E. No member of the Audit Committee will bear any liability based on opinions stated about Fellowship financial records.

Section 3. Human Resources Committee (Appointed)

- A. The Governing Board shall appoint a Human Resources Committee composed of a minimum of 3 people, including at least one member of the Governing Board, with broad human resource or employee management/employee performance evaluation knowledge and experience as available.
- B. The Human Resource Committee will monitor and advise the Governing Board and Executive Team on human resource matters and other items requested by the Governing Board or Executive Team.
- C. Fulfill the responsibilities indicated in the Human Resource Committee Charge to the best of their ability, including but not limited to;
 - a. Assisting the Governing Board and Executive Team in developing and updating the Employee Handbook,
 - b. Ensuring that the Congregation is in compliance with applicable laws as an employer,
 - c. Evaluating the Executive Team and the Ministry at the Fellowship and,
 - d. Researches, ensures, and recommends staff compensation changes on an annual basis.

ARTICLE XI: EXECUTIVE TEAM

Section 1. Composition

- A. The Executive Team shall be comprised of the Senior Minister or Co-Senior Ministers and such other staff or lay leaders as designated by the Board.
- B. The Senior Minister or Co-Senior ministers shall function as chair of the Executive Team.
- C. The Executive Team shall report to the Governing Board.

Section 2. Responsibilities

- A. The Executive Team shall work collaboratively to implement the plans, programs, and policies of the Fellowship.
- B. The Executive Team shall monitor progress toward achieving the Mission, Vision, and Strategic Plan of the Fellowship and shall regularly **or as** requested by the Board, report their findings to the Governing Board.

- C. The Executive Team shall oversee the daily operations and programs of the Fellowship. The Executive Team is authorized to enter into contracts that require the expenditure of budgeted funds. The Executive Team may commit the Fellowship to the expenditure of unbudgeted funds up to the limits requiring board approval as detailed in Article VIII, section 2 A9 of these bylaws.
- D. The Executive Team, in consultation with the Human Resources Committee, shall establish a reporting structure that appropriately aligns staff duties with Executive Team member responsibilities.

ARTICLE XII: CALLED MINISTERS

Section 1. Called Ministers

- A. The Congregation shall call to its pulpit a Senior Minister or Co-Senior Ministers and may call such other subordinate ministerial positions as are approved by the Governing Board.
- B. Calling Ministers
 1. When a vacancy in the ministry occurs or is anticipated, the Governing Board will consult the Unitarian Universalist Association for appropriate procedures.
 2. A Ministerial Search Committee will be formed. The Senior Minister or Co-Senior Ministers shall be a member of the Ministerial Search Committee when a search is being conducted for any other ministerial position.
 3. The Ministerial Search Committee will follow Unitarian Universalist Association guidelines in the calling process.
 4. The decision to call the minister will require at least 85% of the votes cast at a special meeting of the Fellowship. The agenda at this meeting shall be limited to the calling process. If the Fellowship does not call the candidate, the process shall begin again with the formation of a new Search Committee.

Section 2. Duties and Expectations

- A. Ministers shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit. Ministers shall represent the Fellowship to the community.
- B. Ministers shall be responsible for the conduct of the religious activities of the Fellowship, ministering to the Congregation, and other functions associated with Fellowship programs in ways that implement the mission and vision established by the Congregation and that are consistent with the policies of the Fellowship as established by the Governing Board.

Section 3. Dismissal

The Governing Board shall call a special meeting of the Fellowship to discuss and vote on the dismissal of a Minister if and only if 20% of the Fellowship's members sign and submit a petition requesting such a meeting. The Governing Board shall give at least 30 days notice of this meeting. A majority of the votes cast shall be required to dismiss the Minister. Upon vote of dismissal, salary and benefits shall continue per the Letter of Agreement.

The board has the authority to suspend or dismiss the Minister per the Minister's Letter of Agreement.

ARTICLE XIII RULES OF PROCEDURE

The rules carried in Robert's Rules of Order Newly Revised shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Fellowship may adopt.

ARTICLE XIV AMENDMENTS

These bylaws may be amended or repealed at any Annual Meeting or special meeting of the Fellowship by two-thirds vote of members present. Proposed changes to these Bylaws shall be given to the Governing Board at least six (6) weeks prior to the Annual Meeting or special meeting. Notice to members of any proposed changes shall be enclosed with the meeting notice and agenda.

ARTICLE XV DISSOLUTION

In the case of dissolution of the congregation, all of its property, real and personal, after paying all just claim upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Fox Valley Unitarian Universalist Fellowship Governing Board shall perform all actions necessary to effectuate such conveyance.

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