

# Green Bay Area Unitarian Universalist Fellowship

## BYLAWS

### **Revised**

May 2004

May 2007

May 2011

## Bylaws of the Green Bay Area Unitarian Universalist Fellowship

The name of this religious organization is the Green Bay Area Unitarian Universalist Fellowship (GBAUUF).

### **ARTICLE II: MISSION**

The growing Green Bay Area Unitarian Universalist Fellowship is a welcoming and caring spiritual community of all ages that supports one another in seeking and understanding truth and beauty. We unite in freedom and acceptance for worship, religious education, social justice and spiritual growth.

### **ARTICLE III: DENOMINATIONAL AFFILIATION**

The GBAAUF shall be a member of the Unitarian Universalist Association and an affiliate of the Central Midwest District. It is the intention of this organization to make annual financial contributions to the Association and the District.

### **ARTICLE IV: MEMBERSHIP**

Section 1: Any person who subscribes to the mission statement of this fellowship as described in Article II may become a member. Membership is open to all without regard for race, color, gender, gender expression, socioeconomic class, ability, sexual orientation, previous religious background, or ethnicity. Any person who has reached age 16, or has completed our Coming of Age program, is eligible for Membership.

Section 2: A person becomes a Member by:

1. Signing the Membership Book in the presence of either the Minister or any member of the Board of Trustees, and
2. Making a pledge of a financial contribution to the Fellowship. The requirement of a pledge of a financial contribution may be waived upon application to the Minister or Board of Trustees.

Section 3: Categories of Affiliation.

1. **Active Voting Member.** A Member may vote at the annual meeting or other membership meetings if he or she has made a financial contribution of record for the current fiscal year, (unless that requirement has been waived by the Minister or Board of Trustees), and has signed the Membership Book at least six weeks prior to the annual meeting.
2. **Friend of the Fellowship.** A person who does not otherwise meet the requirements of an Active Voting Member. Such a person may attend, but may not vote, at the annual meeting.
3. **Inactive Member.** A Member who has not made a financial contribution of record for the last two fiscal years. A Member may also become Inactive upon written notice to the Minister or Secretary of the Fellowship.

4. **Lifetime Member.** A Member who has become inactive due to geographic or health considerations may, upon nomination by the Board of Trustees, become a Lifetime Member, without the duties, rights, or responsibilities of Active Voting Members.

Section 4: The Treasurer and President, in conjunction with the Minister shall be responsible for reviewing the status of the fellowship's Members. They shall propose the change of status of a Member, including removing the Member from the membership rolls of the fellowship, by recommendation to the Board of Trustees. The Board of Trustees, by a simple majority vote, shall approve or disapprove of the recommendation. The Board of Trustees may in individual circumstances offer the affected Member an opportunity to protest the recommendation.

## **ARTICLE V: MEMBERSHIP MEETINGS**

The term "Membership Meeting" refers to annual and special meetings of the membership called for the purpose of making decisions impacting on the future of the congregation.

**Section 1** – Notice of a meeting of the membership shall be sent to every Active Voting Member at least 8 days before the day of the meeting. The notice shall include the business to be transacted and the time and place of the meeting.

**Section 2** – A quorum shall be 20% of the number of Active Voting Members eligible to vote as of the date of the most recent Annual Meeting, present in person or by proxy, unless otherwise required by these bylaws. Majority vote, including proxies, decides any question, unless otherwise required by these Bylaws. Friends of the organization who are not members shall be welcome at all meetings and may be given the courtesy of the floor, but cannot vote.

**Section 3** – Provisions will be made for Active Voting Members who cannot conveniently attend a membership meeting to cast a vote by proxy on predefined issues. General proxies will not be allowed. A proxy statement will be included with the official notice of the membership meeting.

**Section 4** – 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 Trustees. The business of the Annual Meeting shall include the following: call to order; acceptance of the minutes of the previous Annual Meeting and of Special Meetings held during the year; reports of officers, committees, and the minister; elections; new business; proposed annual budget approval.

**Section 5** - The list of nominees for elected offices, prepared by the Nominating Committee, shall be included with the notice for the Annual Meetings. Additional nominations may be made by the membership at the Annual Meeting.

**Section 6** – The rules contained in the current "Robert's Rules of Order" shall govern in all cases unless they are inconsistent with these bylaws.

**Section 7** – Special Meetings of the membership may be called by the President, or by

any two members of the Board of Trustees, or by the Secretary upon receipt of a written petition signed by 12 or more of the voting members.

## **ARTICLE VI: BOARD OF TRUSTEES**

Section 1: Composition and Responsibilities. The Board of Trustees shall consist of seven Active Voting Members elected by the fellowship at its annual meeting and the Minister, who shall serve as a non-voting member.

1. The function of the Board of Trustees is to conduct the business of the fellowship. Except as otherwise restricted in these bylaws, the Board of Trustees (hereinafter referred to as the Board) has full authority to act on behalf of the fellowship, to make fiscal and program decisions, to establish and modify committees of the fellowship, to hire and dismiss employees, to approve contracts, to establish policies, and otherwise to take all actions necessary or convenient for the operation of the fellowship. The Board shall recommend a proposed Annual Operating Budget for the fellowship, and make such changes thereto as necessary throughout the year.

2. Expenditures exceeding 10% of the Annual Budget, not specifically itemized in the Annual Budget requires authorization at a Special Meeting of the membership, except that, when there is imminent danger to any person or property, the Board of Trustees may authorize the expenditure up to 20% of the Annual Budget.

The Board may reallocate budgeted amounts within the Annual Budget, providing that in each case the cumulative amounts do not exceed 10% of the Annual Budget.

A Committee must have the approval of the Board for expenditures exceeding \$100.00 that are within the Annual Budget but not specifically itemized.

3. In the event that the membership authorizes the borrowing of funds, the signatures of at least two of the officers shall be required on any legal documents.

4. On issues of "opinion," public stands on social issues by the Board of Trustees, as our UU Board of Trustees, must have the unanimous vote of the full Board of Trustees.

5. Unless otherwise noted below, the term of each member of the Board shall be for two years. No person may serve more than six consecutive years on the Board except for the Minister, who shall remain on the Board during his or her tenure with the fellowship.

6. All Board members are expected to attend all meetings of the Board, whether they are regularly scheduled or special meetings called for a specific purpose. The Board shall conduct regular monthly meetings, at a time and place to be designated by the President. If a Board member cannot attend a scheduled meeting, he or she shall be responsible for notifying the Secretary before the meeting of their inability to attend.

7. Four voting members of the Board shall constitute a quorum at all regular monthly meetings and any special meetings.

8. If a Board member misses more than three regular monthly meetings, that Board member may be, upon approval by a majority of the Board, terminated from the Board. The Board shall appoint another Active Voting Member to fill the remainder of the term of the terminated Board member at its next monthly meeting.

## Bylaws of the Green Bay Area Unitarian Universalist Fellowship

9. A Board member may resign from the Board upon written notice to the President and Secretary. Upon acceptance of the resignation by a simple majority vote of the Board at its next monthly meeting, the Board shall appoint another Active Voting Member to fill the remainder of the term of the terminated Board member.

10. If a vacancy occurs due to death, illness, or personal difficulties of a Board member, the Board shall appoint another Active Voting Member to fill the remainder of the term of the terminated Board Member.

Section 2: The Board shall consist of the following persons:

1. The Minister.

2. The President, who shall be the principal executive officer of the fellowship. The President shall, when present, preside at meetings of the membership and the Board, and set the agendas for such meetings. He or she shall represent the fellowship on appropriate occasions. The President may sign any deeds, mortgages, bonds, contracts or other instruments approved by the Board, and when appropriate, by the membership. The President shall perform all other duties and responsibilities as designated by the Board.

3. The Vice President, who shall act in place of the President when the President is not available or present. The Vice President's duties are to assist the President in the performance of his or her duties, oversee leadership and organization initiatives within the fellowship, and perform such other duties as may be assigned from time to time by the Board. Upon expiration of the Vice President's term, the Vice President shall ascend to the position of President, unless the Vice President specifically notifies the Board in writing delivered to the President and Secretary of his or her intention to decline moving into that position. Said notice must be received no later than two months before the annual meeting. In that circumstance, the membership shall elect a President and new Vice President at the annual meeting. If the Vice President resigns before the end of his or her first year in office, a new Vice President will be elected at the annual meeting.

4. The Treasurer, who shall be responsible for maintaining and accounting for the accounts and property of the fellowship. He or she shall maintain and keep in balance all accounts, and shall make regular monthly reports to the Board regarding the financial health of the fellowship. He or she shall record and report the pledges and contributions of record of the membership, and shall maintain all such records confidentially. He or she shall make all deposits to the fellowship accounts, and shall pay all bills of the fellowship from the fellowship accounts. He or she shall keep accurate and current records of all expenditures, income, and receipts of the fellowship, and make a summary report of such records on a monthly basis to the Board and annually to the membership. He or she shall monitor the fellowship's budget and make a summary report on a monthly basis to the Board and annually to the membership. The Treasurer shall also serve on the Stewardship Committee. The term of the Treasurer shall be for three years, and he or she may serve up to two consecutive terms.

5. The Secretary, who shall be responsible for recording minutes of all regular and special meetings of the Board and of the fellowship. He or she shall also post and deliver notices regarding upcoming meetings or other fellowship business as required by the Board or the Bylaws from time to time. He or she shall be responsible for gathering monthly reports from all of the various committees of the fellowship, and either

presenting such reports at the Board meetings or arranging for a member of a committee to report to the Board in person.

6. Two At-Large Trustees, who shall perform such duties as designated by the Board. They may serve two year, staggered terms.

7. The President will rotate into the Immediate Past President role on the Board when their one year term as President is completed.

#### Section 3: Presidents Term of Office:

The positions of Vice President, President and Immediate Past President are one year terms. Persons are elected to a three-year Presidential cycle, service three consecutive one year terms as Vice President, President and Immediate Past President.

### ARTICLE VII: COMMITTEES

Section 1: The Board may establish, eliminate, or modify committees as it deems necessary but for the Continuing Committees described in Section 2 below. The Board shall define the functions of each committee. The chairs of all committees shall be designated by the Board, and shall serve at the pleasure of the Board. The committees shall meet regularly unless otherwise approved by the Board. The chair of each committee shall report on the activities of the committee on a monthly basis either to the Committee Liaison or to the Board, and annually to the membership. Youth are welcome and encouraged to become members of any committee.

Section 2: Continuing Committees. The following committees shall exist on a permanent basis:

1. Stewardship Committee.
2. Membership Committee.
3. Program Committee.
4. Religious Education Committee.
5. Social Justice Committee.

### ARTICLE VIII: MINISTRY

**Section 1** – A new minister shall be recommended by a ministerial search committee which is elected by the membership. Acceptance of the minister shall be by an 80% vote of the Active Voting Members voting at any meeting called for that purpose.

The Minister shall serve for an indefinite term, but may be dismissed by a 50% vote of the Active Voting Membership voting at a meeting called for that purpose. In the event of dismissal, the Minister's salary shall continue for three months after the vote for dismissal. The Minister shall possess freedom of the pulpit. The Minister may resign by giving three months written notice to the Board of Trustees.

**Section 2** – The Minister is an ex-officio member with voting privileges in the membership, and an ex-officio member without voting privileges of the Board of Trustees. The Minister shall act as adviser to all other committees and organizations and

shall give periodic reports as requested by the Board of Trustees.

**Section 3** – On issues of “opinion”, public stands on social issues by the Minister, as our UU Minister, must have the unanimous vote of the full Board of Trustees.

#### **ARTICLE IX: FISCAL YEAR**

The fiscal year shall commence July 1 and end June 30.

#### **ARTICLE X: DISSOLUTION**

Should this organization cease to function and the membership votes to disband, any assets will be transferred to the Unitarian Universalist Association for its general purpose after the debts and obligations are paid. This transfer is to be made in full compliance with whatever laws are applicable.

#### **ARTICLE XI: AMENDMENTS**

These Bylaws may be amended by two-thirds vote of those members present and voting at any Annual or Special Meeting called for that purpose. The substance of the proposed changes shall be included in the notice of the meeting.

#### **ARTICLE XII: TRANSITION**

Unless otherwise specified below or within this document, these bylaws, as amended will become effective at the close of the 2011 Annual Meeting. All Officers and At-Large Trustees will be voted into office at this first election under these bylaws.