

# STARR KING UNITARIAN UNIVERSALIST FELLOWSHIP

## BYLAWS

*Approved by the Fellowship: May 17, 2015*

### ARTICLE 1: NAME

The name of this religious society is STARR KING UNITARIAN UNIVERSALIST FELLOWSHIP.

### ARTICLE 2: PURPOSE

We establish this Fellowship as a religious society to encourage its members and their children to unite in the free quest of high values in religion and in life and to foster liberal religious living through fellowship, worship, study, and service.

### ARTICLE 3: AFFIRMATION OF UNITARIAN UNIVERSALIST ASSOCIATION PRINCIPLES

We affirm and promote:

The inherent worth and dignity of every person;

Justice, equity, and compassion in human relations;

Acceptance of one another and encouragement to spiritual growth in our congregation;

A free and responsible search for truth and meaning;

The right of conscience and the use of the democratic process within our congregation and in society at large;

The goal of world community with peace, liberty, and justice for all;

Respect for the interdependent web of all existence of which we are a part.

### ARTICLE 4: MEMBERSHIP

Any person sixteen years of age or older who is in accord with the purposes and programs of the Fellowship may become a member by signing the Membership Book. To remain active, a member should participate in the affairs of the Fellowship and contribute services and funds as able. The Board shall periodically review the membership rolls and may inquire of any member whether he or she wishes to remain a member. The Board may remove from membership anyone who responds in the negative, who has been inactive for more than one year and fails to respond or, by two-thirds vote of the entire Board, who threatens the well-being of the Fellowship

### ARTICLE 5: FRIENDS OF THE FELLOWSHIP

Any person who is in general accord with the purposes and programs of the Fellowship and who contributes to the Fellowship but who chooses not to sign the Membership Book may ask to be designated a Friend of the Fellowship or

may be so designated by the Board. Friends of the Fellowship may receive the newsletter and other benefits of the Fellowship but shall not be entitled to vote on Fellowship matters.

#### ARTICLE 6: VOTING

Members of the Fellowship are entitled to vote on all matters brought before the Fellowship. However, members must be present to vote. No proxies are allowed. Unless another provision of these Bylaws requires a different percentage, a simple majority of votes cast shall decide all issues.

#### ARTICLE 7: REAL ESTATE ACQUISITION AND MORTGAGE

A two-thirds majority of votes cast is required to authorize the Fellowship to purchase and sell real estate, construct significant structures thereon, significantly reconstruct or modify existing structures, or pledge the Fellowship's real estate as security for a loan. A quorum of fifty percent of the membership is required for any meeting to act on such matters.

#### ARTICLE 8: DENOMINATIONAL AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association and of the New Hampshire Vermont District of Unitarian Universalist Societies or their successors. It is the intention of the Fellowship to make annual financial contributions equal to its fair share as determined by the Association and the District.

#### ARTICLE 9: MEETINGS AND NOTICES OF MEETINGS

The Fellowship shall hold its Annual Meeting each year in the month of May or June at a time and place determined by the Board. The Board may call special meetings at such times as it deems prudent. The Board shall call a special meeting upon receipt of a written request signed by ten percent of the membership. The Board shall provide members with written notice stating the time and place for each meeting and identifying the matter(s) that the meeting will consider. A notice of meeting delivered in-hand or sent by first class mail and postmarked at least fifteen days prior to the meeting shall be sufficient in all cases. A notice delivered or mailed to one member shall be sufficient to provide notice to all other members residing at the same address. A member may request, in writing, that the Board provide meeting notices by electronic or other means. A notice sent fifteen days prior to the meeting by any requested alternative method shall be sufficient notice of the meeting. Any member may waive the notice requirement of any meeting. A member who attends a meeting waives notice by his or her attendance unless the member raises the issue of notice at the outset of the meeting. It is the member's responsibility to provide the Board with any changes of address, including email address. Notice sent to the last address provided by the member shall be sufficient.

If circumstances require, the Board may call an emergency meeting of the Fellowship by providing telephonic or other notice to members using any means that the Board deems reasonably calculated to reach as many members as possible. The Board shall determine how much notice is required based on the circumstances that caused the Board to call the emergency meeting.

Unless these Bylaws require otherwise, thirty percent of the membership shall constitute a quorum. If a quorum is not present, those attending may adjourn the meeting from time to time without further notice until a quorum is present. Once a quorum is present, the membership may continue to transact any business properly before the meeting regardless of whether the quorum remains for the rest of the meeting.

#### ARTICLE 10: GOVERNING BOARD, OFFICERS, AND TRUSTEES

The Governing Board (Board) shall conduct the business affairs of the Fellowship, have general charge of the property of the Fellowship, and provide for the administration of the Fellowship. The Board shall be comprised of the president, vice-president, secretary, treasurer, and three Trustees.

The president, vice president and secretary's term of office shall be two years. The treasurer and trustees' term of office shall be three years. Trustees' terms shall be staggered so that one trustee is elected each year for three years. Board members may serve a maximum of seven consecutive years with a minimum of two years off before serving on the Board again. Elections of officers are held at Annual Meeting. The membership may also fill any vacant position for the remainder of the term. The term of each office shall coincide with the Fellowship's fiscal year. All Officers and Trustees shall be members of the Fellowship. The minister shall be an *ex-officio* member of the Board but shall have no vote. The Board shall have the power to fill any vacancies on the Board until the next annual election.

The Board may form or dissolve such committees as the Board, from time to time, deems prudent for the operation and management of the Fellowship. The Board may appoint individuals to serve as members of any committee.

A Board member may serve as a member and/or chair of any committee of the Fellowship.

#### ARTICLE 11: NOMINATING COMMITTEE

The Nominating Committee shall work with committees to help meet their membership needs and shall recruit members to serve on the Board, Nominating Committee, and Ministerial Search Committee. The Nominating Committee is responsible for leadership training and encouraging current and potential leaders

to attend relevant workshops and conferences. The Nominating Committee shall consist of three members of the Fellowship elected to staggered three-year terms. The Fellowship shall elect one member of the Nominating Committee at each Annual Meeting and may fill any vacancy on the Nominating Committee for the remainder of a term. The Board may appoint members to fill any vacancies on the Nominating Committee until the next Annual Meeting.

Approximately two months prior to the Annual Meeting, the Nominating Committee shall post a call for nominations of members to serve on the Board and the Nominating Committee. The Nominating Committee may post the call by mail, email, announcement at a Sunday service, newsletter article, or some other means designed to make the information generally available to the membership.

The Nominating Committee shall propose one or more candidates for each vacant Board position and vacant Nominating Committee position. In accordance with the Endowment Resolution, the Nominating Committee shall propose candidates for vacant positions on the Endowment Committee. The Nominating Committee shall announce its slate of candidates and present a short biographic sketch of each candidate two weeks prior to the Annual Meeting. The Nominating Committee may announce its slate by mail, email, announcement at two Sunday services prior to the Annual Meeting, newsletter article, or some other means designed to make the information generally available to the membership.

Members may nominate candidates by presenting a written petition signed by five members of the Fellowship to the Nominating Committee at least three weeks prior to the Annual Meeting.

No person shall be nominated without his or her prior consent.

The slate proposed by the Nominating Committee and properly petitioned nominations shall be presented for consideration of the members at the Annual Meeting.

#### ARTICLE 12: COMMITTEE ON MINISTRY

The Committee on Ministry shall work with the minister regarding all aspects of the Fellowship's ministry. The Committee on Ministry shall be comprised of three to five members of the Fellowship appointed to staggered three-year terms. The Board shall appoint members to the Committee on Ministry from a list of two or more candidates for each vacancy whose names the Minister provided to the Committee on Ministry and whom the Committee on Ministry subsequently recommended to the Board. The Board shall use the same process to fill any vacancies for an unexpired term.

Upon the call of a new Minister, the then-current Committee on Ministry shall dissolve and the Board shall appoint three to five members of the Ministerial Search Committee to serve as the Committee on Ministry for one year. The Board shall appoint a new Committee on Ministry the following year. The Board shall make appointments for initial terms that allow for the appointment of one or two new members each year.

#### ARTICLE 13: MINISTER

The minister shall be responsible for the conduct of worship within the Fellowship and the Fellowship's spiritual interests and affairs. The minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

Upon recommendation of the Ministerial Search Committee, the Fellowship may call a minister by a 95% majority vote of members present at a meeting called for that purpose. The quorum for such a meeting shall be sixty percent of the membership.

The Ministerial Search Committee shall be composed of five or seven members of the Fellowship elected from a slate prepared by the Nominating Committee at an Annual Meeting or special meeting called for that purpose. The Nominating Committee shall make an effort to ensure that the Ministerial Search Committee reflects the varied composition of the membership of the Fellowship.

The members of the Fellowship may suspend the above-designated calling procedure when participating in a program, such as the UUA interim ministry program, which places a professional leader in the Fellowship for a limited time. The Fellowship may decide to participate in such a program by majority vote at any Annual Meeting or special meeting called for that purpose.

A majority of the members of the Fellowship may dismiss the minister by a vote of the members called for that purpose. The quorum for such a meeting shall be fifty percent of the membership.

The Fellowship shall abide by the terms established in the Letter of Call and Continuing Letter of Agreement, or such other agreement or contract negotiated between the Fellowship and the minister, and approved by the membership.

#### ARTICLE 14: PUBLIC STATEMENTS

Unless the Fellowship has previously voted by a two-thirds majority to endorse a particular statement, the minister, officers, chairpersons, committee members, members, and friends should phrase public statements in a manner that avoids

the likelihood that the public will construe the statement as a statement of the Fellowship.

#### ARTICLE 15: ENDOWMENT FUND

An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established. This Resolution does not preclude the establishment of other separately named funds for similar purposes.

##### A. RESOLUTION TO IMPLEMENT THE STARR KING UNITARIAN UNIVERSALIST FELLOWSHIP ENDOWMENT FUND

WHEREAS, stewardship involves the faithful management of all the gifts we have been given—time, talents, the created world and money, including accumulated, inherited and appreciated resources; and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (cash, stocks, bonds, real estate, etc.), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, in annual meeting assembled on May 22, 2004, approve and establish on the records of the congregation a new and separate fund to be known as the STARR KING UNITARIAN UNIVERSALIST FELLOWSHIP ENDOWMENT FUND, (hereafter called the "FUND"); be it also resolved that this resolution recognizes that separately named funds for similar purposes may also be created by the Endowment Committee as circumstances warrant;

BE IT FURTHER RESOLVED, that the purpose of this FUND is to enhance the mission of Starr King Unitarian Universalist Fellowship apart from the general operation of the congregation; that no portion of distributions from the FUND shall be used for the annual operating budget of the congregation; and that except where specifically authorized otherwise in the terms of a gift, distributions from the FUND will be made annually, in amounts not to exceed 5% of the average fair market value of the FUND over the previous thirteen quarters;

BE IT FURTHER RESOLVED, that an Endowment Fund Committee shall be the administrator of the receipts and disbursements of the Fund;

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND.

## B. PLAN OF OPERATION

### 1. The Endowment Committee

The Endowment Committee shall consist of five (5) members, all of whom shall be voting members of Starr King Unitarian Universalist Fellowship. Except as herein limited, the term of each member shall be three (3) years. The minister and a representative of the Governing Board shall be advisory non-voting members of the Endowment Committee.

Upon adoption of this resolution by the congregation, the Governing Board shall appoint five (5) members of the Endowment Committee: Two (2) for a term of three (3) years; two (2) for a term of two (2) years; and one (1) for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years.

No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former Endowment Committee members may be re-elected.

The Nominating Committee of the congregation shall nominate new members for the Endowment Committee and report at the annual congregational meeting in the same manner as for other offices and committees.

In the event of a vacancy on the Endowment Committee, the Board shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

The Endowment Committee shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of three (3) members. A majority present and voting shall carry any motion or resolution. The committee shall elect from its membership a chairperson and a recording secretary. The chairperson, or member designated by the chairperson, shall preside at all committee meetings.

The recording secretary shall maintain complete and accurate minutes of all meetings of the Endowment Committee and supply a copy thereof to each

member of the Endowment Committee. The recording secretary shall also supply a copy of the minutes to the Governing Board.

The chairperson shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the FUND and shall submit to the treasurer on behalf of the Endowment Committee written requests for checks payable from the FUND. All other necessary documents on behalf of the congregation in furtherance of the purposes of the FUND shall be signed by the President after review by the Governing Board.

The books may be audited by a certified public accountant or other appropriate person who is not a member of the Endowment Committee, annually or at such other times as the Governing Board may determine. The Governing Board will also determine the scope of any audit authorized as in its best judgment will provide adequate information about the management of the FUND. The cost of any audit authorized by the Governing Board will be borne by the FUND (taken from the annual distribution amount or undistributed capital appreciation). The Endowment Committee 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.

The Endowment Committee shall establish guidelines for gift acceptance, subject to the approval of the Governing Board.

## 2. Budget and Finance Committee

Investment oversight of the FUND will be the responsibility of the Budget and Finance Committee.

The Budget and Finance Committee may, with the approval of the Governing Board, at the expense of the FUND (taken from the annual distribution amount or undistributed capital appreciation), provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the FUND.

Members of the Budget and Finance Committee shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall 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 any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of Starr King Unitarian Universalist Fellowship Endowment Fund.

Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the Budget and Finance Committee for approval by the Governing Board, with subsequent execution by the delegated member of the Budget and Finance Committee.

### 3. Distributions

The Endowment Committee shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and income according to accepted accounting procedures. Records shall be kept in a secure location at the Meetinghouse.

Distributions from the FUND shall be made annually and at such other times as deemed necessary and/or feasible to accomplish the following purposes:

- a. a. For outreach into the community, including, but not limited to, grants to UU camps and conferences, theological schools, local social service agencies or institutions to which this congregation relates, and to special programs designed for those persons in our community who are in spiritual and/or economic need; and leadership or theological training.
- b. b. To create, enhance or supplement special Starr King Unitarian Universalist Fellowship programs that are external to, or above and beyond, operating fund programs.

Programs for support shall be recommended by the Endowment Committee and approved by the Governing Board for funding.

### 4. Amending the Resolution

BE IT FURTHER RESOLVED, that any amendment to this article shall be adopted by two thirds vote of the members present at a meeting called for the purpose of amending this resolution. Such meeting shall require a quorum of 50% of the Fellowship. A secret ballot may be utilized based on the sense of the meeting.

### 5. Disposition or Transfer of FUND

BE IT FURTHER RESOLVED, that in the event Starr King Unitarian Universalist Fellowship ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Governing Board in conformity with the approved congregational Bylaws.

ARTICLE 16: FISCAL YEAR

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

ARTICLE 17: DISSOLUTION

Should the membership vote to dissolve, the Fellowship shall transfer its assets to the New Hampshire Vermont District of Unitarian Universalist Societies for the District's general purposes or, in the event of the dissolution or reconfiguration of the District, to its successor.

ARTICLE 18: AMENDMENTS

The Fellowship may amend or replace these Bylaws by a two-thirds vote at any Annual Meeting or special meeting called for that purpose.

The wording of any proposed amendment(s) to or replacement of these Bylaws shall be contained in the notice of meeting.

ADOPTION

The Fellowship adopted these Bylaws at the Annual Meeting held on May 20, 2006.

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Beverly Seavey, Secretary