

Sedona Unitarian Universalist Fellowship

By-Laws

Revised 05/24/2009

SEDONA UNITARIAN UNIVERSALIST FELLOWSHIP

THE SPIRIT OF FELLOWSHIP GOVERNANCE

The members of the Sedona Unitarian Universalist Fellowship believe that the Fellowship is a work in progress relying on the energies and talents of both long-time and new members to move it forward to new levels.

Becoming a member is simple and remaining a member requires only continuing participation and support. Small fellowships rely on all members to perform the tasks necessary to carry out their programs. Inactive members may lose interest and become indifferent. We encourage participation through voluntarism.

We are fully committed to the principle of democracy in Fellowship governance. Fellowship activities are organized within Committees supported by the Board of Trustees. The Board is elected by the voting members of the Fellowship. Any member can serve on the Board or as a committee chair or member.

BY-LAWS

(Revised 5/24/2009)

Article I: Name

The name of this religious group shall be Sedona Unitarian Universalist Fellowship, referred to below as the "Fellowship".

Article II: Purpose

The purpose of this Fellowship shall be the promulgation and practice of the religious, philosophical and ethical principles of the Unitarian Universalist Association (the Association).

Article III: Denominational Affiliation

The Fellowship shall be a member of the Association and its regional organizations.

Article IV: Termination of the Fellowship

The duration of the Fellowship is intended to be perpetual. However, if the religious assemblies and educational activities of the Fellowship shall be discontinued for a period of two consecutive years for reasons other than 'force majeure', the Fellowship shall be dissolved.

Article V: Membership

5.1 Definitions- Any person who is in sympathy with its purposes and programs of this Fellowship may become a member by signing the Membership Book in the presence of an officer of the Fellowship. Signing the Book indicates acceptance of the obligation to participate in and help support the Fellowship by financial and/or other means. Persons seeking affiliation with the Fellowship other than as members shall be designated as friends.

5.2 Voting Membership –Eligibility to vote at any meeting of the Fellowship is limited to those who have been members for at least thirty (30) days prior to the date of such meeting and have evidenced reasonable interest in the Fellowship. Reasonable interest is defined as attendance at services, meetings, social or activity events and/or financial support of the Fellowship.

5.3 Roster of Membership – The Secretary of the Fellowship shall maintain an up-to-date list of members. At each duly called meeting, the Secretary shall furnish a list of members eligible to vote.

5.4 Termination of Membership – A member may terminate membership in the Fellowship by notice in writing to the Secretary. The Board of Trustees may terminate any member who fails to evidence reasonable interest, as defined in Art. V, Sec.2, in the Fellowship for eighteen (18) consecutive months. A written notice of the proposed termination must be sent to the member’s last known address by the Secretary at least fifteen (15) days before the proposed termination date.

5.5 Member Eligibility – Only members of the Fellowship shall be eligible to serve on the Board of Trustees or on the Nominating Committee. Friends may serve on all other committees.

Article VI: Board of Trustees

6.1 General – The Board of Trustees shall act at the direction and in the interest of the Fellowship. They shall provide leadership to the Fellowship consistent with its purpose as stated in Article II, shall be responsible for framing policy and carrying on the operations of the Fellowship, and shall maintain compliance with these By-Laws.

6.2 Number of Trustees – The Board shall consist of seven (7) trustees.

6.3 Election and Term of Office – The trustees shall be elected by the members of the Fellowship at its Annual Meeting in May for two- year terms. Candidates shall be nominated by a duly elected nominating committee. The Nominating Committee shall present the slate of nominees to the Board at the Board’s regular April meeting. Nominations may also be made from the floor at the Annual Meeting. At annual meetings held in even-numbered years, four (4) trustees shall be elected; at annual meetings held in odd-numbered years, three (3) trustees shall be elected. No person shall serve as an elected trustee for more than two consecutive two-year terms, without a break in service of at least one

year, unless the Nominating Committee determines one additional term is necessary for the continued conduct of business and welfare of the Fellowship.

6.4 Assuming Office – Persons elected at any annual meeting to the Board of Trustees and to the Nominating Committee assume office immediately following adjournment of the meeting in which they are elected or appointed.

6.5 Vacancies – Vacancies on the Board of Trustees shall be filled by a member of the Fellowship appointed by the remaining trustees. The appointee shall serve until the next annual meeting at which time the remaining portion of any unexpired term shall be filled by election as outlined in Art. VI, Sec. 3.

6.6 Financial Responsibilities – In December, the Board of Trustees shall present to the Fellowship for approval a detailed operating budget for the coming fiscal year. At the Annual Meeting, the Board shall submit a full statement of the financial condition of the Fellowship.

Article VII: Officers

7.1 Number - The officers of the Fellowship shall be: President, Vice-President, Secretary and Treasurer.

7.2 Election –The election of the officers shall take place at an organizational meeting of the Board of Trustees after the Annual Meeting and before May 31 of the same year.

7.3 President – The President shall be the chief officer of the Fellowship. The President shall preside at all meetings of the Fellowship; shall provide, along with the Board of Trustees, leadership for the members and friends of the Fellowship; and shall see that all decisions of the Board of Trustees and the Fellowship are carried out.

7.4 Vice-President – The Vice-President shall perform the functions of the President in the latter's absence and shall perform such other duties as may be assigned by the Board of Trustees or the President.

7.5 Secretary – The Secretary shall keep an accurate record of the proceedings of all meetings of the Fellowship and the Board of Trustees; shall maintain a current roster of members and friends; shall make available at any meeting of the Fellowship a list of members eligible to vote; and shall perform such other duties as are incidental to this office and as assigned by the Board of Trustees. All records of the Secretary shall remain the property of the Fellowship and shall be made available to the Fellowship.

7.6 Treasurer – The Treasurer shall supervise the receipt and safekeeping of all funds and shall make disbursements as directed by the Fellowship or as approved by the Board of Trustees. The Treasurer shall be responsible for the maintenance of a complete and accurate account of the finances of the Fellowship to be kept on suitable archival media. This account shall remain the property of the Fellowship. A current statement, within thirty (30) days, shall be rendered at each regular meeting of

the Board of Trustees and at the Annual Meeting of the Fellowship. Voting members may request a current statement at any time.

Article VIII: Meetings

8.1 Board of Trustees – The Board of Trustees shall establish regular meeting dates. The President or the Secretary of the Board may call special meetings as needed. Any member of the Fellowship may attend a Board meeting for informational purposes. Guests wishing to speak at a Board meeting must notify the President requesting permission to be added to the agenda.

8.2 Board of Trustees Quorum – A majority of the Board of Trustees shall constitute a quorum.

8.3 Annual Meeting – The Annual Meeting of the Fellowship shall be held for the election of members of the Nominating Committee, the election of trustees to fill the vacant Board positions, and for transacting any other business that may come before it, including a review of the state of the Fellowship. The Annual Meeting shall be held in May at a time and place to be determined by the Board of Trustees.

8.4 Special Membership Meeting - Upon the written request of five (5) or more members of the Fellowship, the Board of Trustees must call a special meeting. These members must have signed the Membership Book at least sixty (60) days prior to submitting their request.

8.5 Notice of Membership Meetings – The secretary shall give notice of all meetings to every member eligible to vote. Notice shall be given by first-class mail, e-mail or hand delivery to the address shown on the membership list at least thirteen (13) days prior to the meeting date and shall state the date, hour and location of the meeting and, unless it is the Annual Meeting, the persons calling the meeting. The notice shall state the purpose of each meeting.

8.6 Place of Meeting – Every meeting of the Fellowship shall be held at its principle place of worship or at a location designated by the Board of Trustees.

8.7 Quorum – Twenty-five percent (25%) of members eligible to vote shall constitute a quorum. The number of eligible voters shall be announced by the presiding officer at the start of each meeting. Lacking a quorum, the members present shall have the power to adjourn the meeting to a later time. Notice of the adjourned meeting must be given to the Fellowship.

8.8 Proxy Votes – Should any eligible voter be unable to attend a Fellowship meeting and wish to vote by proxy, that member must notify the presiding Board member in writing and must submit his or her vote in writing to either another voting member or to a Board member.

8.9 Method of Voting – Except as otherwise provided in these By-Laws, all business at any Fellowship meeting shall be decided by a majority of voting members.

8.10 Fellowship Hearings – A Fellowship hearing may be called by the Board of Trustees for the purpose of informal discussion and debate on matters of special interest. No formal action may be taken.

8.11 Parliamentary Procedure – Unless otherwise provided in these By-Laws, all legal meetings of the Fellowship, including the Board of Trustees meetings, shall be conducted in accordance with the latest edition of Robert’s Rules of Order Revised.

Article IX: Committees

9.1 Authorization – The Board of Trustees may by resolution designate ad hoc committees of the Board. The terms of appointment and expectation of service of any ad hoc committee shall be determined by the Board.

9.2 Board Committee Meetings – Each standing and ad hoc committee shall schedule its meetings, shall keep Minutes of the proceedings and shall report to the Board of Trustees. A majority of members present may act for the committee.

9.3 Standing Committees - Standing committees of the Board of Trustees shall be the Membership Committee, Sunday Service Committee and the Finance Committee. Committee chairpersons shall be selected by the Board. The chairperson shall then select the committee members.

9.4 Membership Committee - The Membership Committee shall endeavor to retain current members and increase future membership.

9.5 Sunday Service Committee – The Sunday Service Committee shall schedule guest ministers and other speakers appropriate to the religious, philosophical and ethical principles of the Unitarian Universalist Association.

9.6 Finance Committee – The Finance Committee shall work with the Treasurer to prepare the annual budget and shall develop and implement programs to insure the continuing financial stability of the Fellowship.

9.7 Nominating Committee – The Nominating Committee of the Fellowship shall be elected at each Annual Meeting and shall consist of three (3) members eligible to vote, none of whom are incumbent members of or candidates for the Board of Trustees. Two members shall be elected for a one- year term, and one member shall be elected for a two- year term. The members of the Committee shall elect a chairperson each year. The Committee shall determine qualified, voting members of the Fellowship to serve on the Board of Trustees and the Nominating Committee, shall present the slate of candidates to the Board at its April meeting and shall present the slate to the membership at the Annual Meeting.

Article X: Fiscal Year

10.1 Fiscal Year - The fiscal year of the Fellowship shall begin on January 1 and end on December 31.

Article XI: Audit and Income

11.1 Audit – An audit of the Fellowship accounts shall be conducted in even-numbered years. The auditor shall be appointed by the Board of Trustees and shall not be in any elected Fellowship position.

11.2 Income – No part of the income of the Fellowship shall inure to the benefit of or be distributed to its members, officers, trustees, or other person. However, the Fellowship may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.

Article XII: Private Property Exemption and Liability

12.1 Private Property The private property of the trustees, officers and members of the Fellowship shall be forever exempt from liability for the Fellowship’s debts and obligations.

12.2 Liability – The personal liability of the members of the Board of Trustees is eliminated except as provided by the laws of the State of Arizona.

Article XIII: Indemnification

13.1 Indemnification - Any person serving as a trustee, officer, committee member or designated agent of the Fellowship shall be indemnified for any out-of-pocket expenses incurred.

13.2 Hold Harmless – Any person serving as a trustee, officer, committee member or designated agent of the Fellowship shall be held harmless in the event legal action is filed against the Fellowship for any act or omission by said person resulting in damage or injury, provided that said person was acting in good faith and within the scope of his or her official capacity, unless the damage or injury was caused by willful or wanton action or gross negligence on the part of said person.

Article XIV: Dissolution

14.1 In the event of dissolution of the Fellowship, excluding its conversion to a Unitarian Universalist church, and after payment of all liabilities, the Board of Trustees shall dispose of all remaining assets to the Unitarian Universalist Association under applicable provisions of Sec.501(C)(3) or the corresponding section of any future federal tax code.

Article XV: Severability

15.1 If any provision of these by-laws is declared invalid by a court of competent jurisdiction, said provision shall be severed and the remainder of these by-laws shall remain in full force and effect.

Article XVI: Amendments

16.1 These By-laws may be amended or replaced at a duly called Fellowship meeting by two-thirds (2/3) of the members eligible to vote.

16.2 Amendments may be proposed by the Board of Trustees by calling a Fellowship meeting at which the proposed amendments are announced as an item of business. The Board must present the proposed amendments to the Fellowship not less than ten (10) days prior to the meeting.

16.3 Amendments may be proposed by a petition signed by ten (10) members eligible to vote and submitted to the Board of Trustees. No later than their next meeting following receipt of the proposed amendments, the Board of Trustees must call a Fellowship meeting to vote on the proposed amendments.