

**CASCADE UNITARIAN UNIVERSALIST FELLOWSHIP
BYLAWS
February 20, 2020**

**ARTICLE I
NAME AND AFFILIATION**

SECTION 1: NAME. The name of this Fellowship is "The Cascade Unitarian Universalist Fellowship."

SECTION 2: AFFILIATION. This Fellowship shall be a member of the Unitarian Universalist Association (UUA) and of the Pacific Northwest District (PNWD) or their successors. The Fellowship intends to make annual financial contributions equal to its full share as determined by the Association and the District.

**ARTICLE II
MISSION AND PURPOSE**

SECTION 1: MISSION. The mission of the Cascade Unitarian Universalist Fellowship is to seek inspiration and understanding, embrace all on their individual spiritual journeys, and serve our local and world communities.

SECTION 2: PURPOSE. The purpose of this Fellowship is to nurture one another, help us find meaning and connection in our lives, and contribute to our communities using the values of our faith.

SECTION 3: NONDISCRIMINATION CLAUSE. The Congregation affirms, promotes, and celebrates the full participation of all persons in all its activities, to include membership, programming, hiring practices, and the calling of religious professionals, without regard to age, gender, sexual orientation, race, or any other stereotypical category of exclusion.

**ARTICLE III
MEMBERSHIP**

SECTION 1: QUALIFICATIONS FOR MEMBERSHIP. Anyone can become a member of this Fellowship and be eligible to vote provided they:

- 1) Have an understanding of Unitarian Universalist history and philosophy. Participation in an orientation class or its equivalent is required.
- 2) Are at least 16 years of age.
- 3) Make a contribution of record.
- 4) Sign the Membership record.

SECTION 2: FRIENDS. Friends are those who believe in the mission and purpose of the Fellowship but choose not to fulfill the qualifications of membership. Friends are welcome at all meetings of the membership and will be given the courtesy of the floor, but they may not vote.

SECTION 3: RESIGNATION OR LAPSE.

- 1) Any member may resign by written notification to the CUUF Office Staff or the Minister.
- 2) Membership will automatically lapse for any individual who does not make some contribution of record every year.

**ARTICLE IV
CONGREGATIONAL MEETINGS AND ELECTION PROCEDURES**

SECTION 1: ANNUAL BUSINESS MEETING. An annual business meeting of members will be held in May or June, or such other time as designated by the Board of Trustees. The time, place, and agenda of the annual meeting will be published in writing at least 30 days before the meeting. Business of the meeting will include the following items:

- 1) Election of members to the Board of Trustees from the slate presented.
- 2) Election of members to the Governance and Nominating committees from the slate presented.
- 3) Presentation of a budget for the following year by the Finance Committee for discussion, change if necessary, and approval by the Congregation.
- 4) Any other appropriate business.

SECTION 2: SPECIAL MEETINGS. A special membership business meeting may be called at such other times as are deemed appropriate by the Board of Trustees. The Board will also call a membership business meeting at any time such a meeting is requested in writing by ten (10) members. Written notice of special meetings indicating date, place, time, and purpose of the meeting will be posted to the membership 10 days before the meeting.

The President of the Board will normally preside at all Congregational meetings; however, the Congregation may, at the beginning of a special meeting, elect a moderator to preside.

SECTION 3: ATTENDANCE, QUORUM AND VOTING. A member's participation in any Congregational meeting by telephone conference and/or video conference provided by the Fellowship for member participation, and which allows all members participating in the meeting to hear and speak to each other simultaneously, shall constitute attendance at the meeting. A quorum for any Congregational meeting will be thirty-five (35) percent of the membership. Each voting member will have the right to cast one vote for each position and each issue. Voting by proxy is not permitted.

SECTION 4: AUTHORITY OF CONGREGATION. The membership of this Fellowship is the final authority. This authority is expressed by voting at Congregational meetings.

ARTICLE V GOVERNANCE STRUCTURE

SECTION 1: BOARD OF TRUSTEES.

A. Authority. A Board of seven elected trustee(s) will have the authority to manage the general business and property of the Fellowship. However, matters that fall outside that authority and require Congregational approval are:

- 1) Employment and/or release of a minister.
- 2) Purchase or sale of any Fellowship property.
- 3) The annual budget.
- 4) Amendment of the Bylaws.

B. Election. The trustees will be elected by the membership of the Fellowship present at the annual business meeting.

C. Terms. The term of office will be for three years. Two members at large will be elected each year. A new Treasurer will be elected every three years. The Secretary will maintain a record of the rotation of trustees. No person may serve more than two consecutive three-year terms.

D. Board Meetings. The Board will hold regular meetings monthly. Additionally, the Board may meet at the request of the President of the Board and/or at the request of three members of the Board.

- 1) Notice of Board meetings that occur outside the monthly meeting will be provided by the Secretary to the Board members.
- 2) With the exception of executive sessions, meetings of the Board will be open to all members of the Fellowship as observers.
- 3) A trustee's participation in any Board meeting by telephone conference and/or video conference, which allows all persons participating in the meeting to hear and speak to each other simultaneously, shall constitute attendance at the meeting.

SECTION 2: VOTING BY THE BOARD.

- 1) Voting will be on the basis of one member, one vote.
- 2) A quorum of four Board members will be required to transact business.

- 3) A majority vote of the quorum is sufficient to carry any motion unless otherwise provided in these Bylaws.
- 4) Any action which may be taken at a meeting of the Board may be taken without a meeting through email or telephone, if consent to taking action without a meeting is provided by each voting trustee prior to, during or after the action. All action taken without a meeting will be documented and presented to the Board for confirmation as part of the agenda and business at the next regular Board meeting under the heading "Actions Taken Without Meeting."

SECTION 3: REMOVAL. The Board has the power to remove a trustee who violates the "code of conduct" described in the Board Policy Manual. The removal requires both a motion and a two-thirds vote (5 trustees) of all the members of the Board.

SECTION 4: REPLACEMENT. Any vacancy occurring on the Board of Trustees by reason of the death, resignation, or removal of trustee will be filled by appointment by the Board President. Approval of the replacement by a majority of the trustees attending the next Board meeting is required before service for the unexpired term of the vacant position begins. If the appointment is for more than one year, the appointed member will be confirmed by a majority vote of the membership at the first membership meeting following their appointment.

SECTION 5: EXECUTIVE COMMITTEE. The Executive Committee is empowered by the Congregation and the Board to act on their collective benefits. The membership will be the President, Vice President, Treasurer, Secretary, and Minister.

They will meet to:

1. Act on non-policy decisions that need immediate resolution and for the timely transaction of business of the Fellowship.
2. Decide on the agenda for future Board meetings.
3. Facilitate membership access to the Board.

SECTION 6: STEWARDSHIP. Stewardship undergirds what a faith community does and calls us into deeper connection with each other. Stewardship connects money to our values, beliefs, and passions by promoting skills and strategies in charitable giving. The oversight and management of the Fellowship's financial well-being is the responsibility of the Board of Trustees.

ARTICLE VI OFFICERS

SECTION 1: ELECTION. Officers of the Board include a President, Vice President, Treasurer and Secretary. Members of the elected Board of Trustees shall elect the President, Vice President and Secretary.

SECTION 2: TERMS. With the exception of the Treasurer, officers will serve for a term of one year each. Officers may not be reelected/appointed to the same office for more than three consecutive terms.

SECTION 3: REMOVAL. Any officer (President, Vice President, Treasurer and Secretary) may be removed from office, but not from the Board, at any time by a vote of two-thirds of the total Board of Trustees. Notice of this action must be provided to the affected officer in a reasonable time prior to the effective date of the removal.

SECTION 4: DUTIES AND AUTHORITY.

E. PRESIDENT. The President presides at all meetings of the Congregation and of the Board. The President may speak for and represent the Congregation on positions of record that have been taken by the Board or Congregation, and is responsible for timely disclosure of concerns, threats and opportunities. The President will perform other duties and functions as may be specified by the Board.

F. VICE PRESIDENT. The Vice President will act in the absence of or at the request of the President with the same powers and functions applicable to the office of President. The Vice President will perform other duties and functions as may be specified by the Board.

G. SECRETARY. The Secretary will keep an accurate record of the transactions of all business meetings of the Congregation and the Board and make them available to membership. The Secretary will be responsible for giving notices of meetings and will perform other duties and functions as may be specified by the Board.

H. TREASURER. The Treasurer will assure the integrity of the financial information provided to the Board and Congregation. The Treasurer will perform other duties and functions as may be specified by the Board.

**ARTICLE VII
GOVERNANCE COMMITTEES**

SECTION 1: ESTABLISHMENT. The Board of Trustees will establish such committees as are appropriate to assist in the governance of the Fellowship. The Board President will act as an ex-officio, non-voting member of all committees and task forces. It is not desirable for Board members to be committee chairs.

SECTION 2: RESPONSIBILITY. Each committee will report regularly to the Board and have the authority to act within the scope provided in the Board's policy. Their actions will be informed by the Board's values and goals and subject to the budget allocated to the committee.

SECTION 3: BOARD STANDING COMMITTEES.

A. Governance Committee. The Governance Committee assists the Board by facilitating communication related to governance matters. This Committee will evaluate Governance and Ministry as required by the Board Policy and any written agreements with the Minister. The Committee will consist of three members who will be elected by the membership for three-year terms. One new member will be elected each year at the annual Congregational meeting. In the event of a vacancy on the Governance Committee, the President, with the concurrence of the Board, will appoint a member of the Fellowship to fill the vacancy. If the appointment is for more than one year, the appointed member will be confirmed by a majority vote of the membership at the first membership meeting following their appointment. Active members of the Board will not serve on the Governance Committee.

B. Finance Committee. The Finance Committee advises the Board on the efficient and effective financial management of the Fellowship. Budget design and maintenance, investments, gifts, and bequests are specific responsibilities. The Treasurer will serve as a member of the Finance Committee.

C. Stewardship Committee. The Stewardship Committee is delegated authority by the Board to plan and implement strong, sustainable stewardship programs grounded in the Fellowship's mission and vision. The Stewardship Committee is responsible for leading financial stewardship activities and the design and implementation of the annual pledge campaign.

D. Fundraising Committee. The Fundraising Committee is delegated authority by the Board to plan and execute fundraising activities throughout the year.

E. Nominating Committee. The Nominating Committee searches out and solicits qualified candidates to serve on the Board of Trustees, Governance Committee, Nominating Committee, and any other elected position within the Fellowship. The Committee presents the candidate(s) to the membership for election. The Committee will consist of three members who will be elected by the membership for three-year terms. One new member will be elected each year by the membership at the annual Congregational meeting. In the event of a vacancy on the Nominating Committee, the President, with the concurrence of the Board, will appoint a member of the Fellowship to fill the vacancy. If the appointment is for more than one year, the appointed member will be confirmed by a majority vote of the membership at the first membership meeting following their appointment. Active members of the Board will not serve on the Nominating Committee.

ARTICLE VIII THE MINISTER

SECTION 1: MINISTER'S ROLES AND RESPONSIBILITIES. The Minister and the members of the Fellowship share the responsibility for the Fellowship and its spiritual interests and activities. The Fellowship looks to its Minister for spiritual leadership, for assistance in setting and

articulating its vision, and for accomplishing its goals by providing professional administration of the Fellowship. The Minister:

- 1) Will be responsible for all worship services, including seasonal celebrations and rites of passage such as weddings, memorial services, child dedications, and funerals. The Minister may delegate this responsibility to worship associates and other members of the Congregation to promote a shared worship ministry.
- 2) Has freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.
- 3) Provides pastoral care as needed.
- 4) Is encouraged to participate in those activities that enhance the Fellowship's presence in the community.
- 5) Supervises Fellowship staff.
- 6) Acts as an ex-officio, non-voting member of the Board of Trustees and all working groups.

SECTION 2: WRITTEN AGREEMENT AND ANNUAL REVIEW. With specific authorization of the Congregation, the Board of Trustees and the Minister will negotiate and implement a written agreement that is representative of both the nature and the requirements of either a contract minister or a settled minister. The Board and Minister will review the agreement annually or at the request of either party.

SECTION 3: CALL OF THE MINISTER. The Minister will be called upon recommendation of the Ministerial Search Committee by four-fifths majority of the members of the Fellowship present at any meeting legally called for the purpose.

SECTION 4: DISMISSAL OF THE MINISTER. The Minister may be dismissed upon the recommendation of the Board of Trustees and a four-fifths majority of the members of the Fellowship present at any meeting legally called for this purpose. Prior to dismissal of the Minister, at least three months' notice will be given in writing by the Fellowship. Should the Minister offer his or her resignation, three months' notice must be given by the Minister prior to termination of his or her duties.

ARTICLE IX MINISTERIAL SEARCH COMMITTEE

SECTION 1: SELECTION OF COMMITTEE. At such time when it is appropriate for this Fellowship to call a Minister, a general membership meeting will be called by the President. Nominations will then be taken for members of a Ministerial Search Committee. This committee will consist of five voting members of the Fellowship who will be elected by voting members of the Fellowship present at the membership meeting.

SECTION 2: SEARCH FOR MINISTER. After being selected, the Ministerial Search Committee will search for the person who, in its collective opinion, is best qualified to serve the Fellowship. When that person has been identified, a recommendation to the general membership will be made.

**ARTICLE X
FISCAL MATTERS**

SECTION 1: FISCAL YEAR. The fiscal year of the Fellowship for both budget preparation and accounting and tax reporting purposes shall be July 1 through June 30.

SECTION 2: CHECK WRITING. The President, the Treasurer (subject to the limitation mentioned in this subsection) and two other elected Board members designated by the Board have the authority to sign a check up to \$2000 for legitimate Fellowship expenses. The signatures of any two of the designated persons will be required for checks greater than \$2000. It is the intent of this provision that the Treasurer will be authorized to co-sign checks; however, the Treasurer will not be authorized to execute solely any Fellowship checks.

**ARTICLE XI
LAY AND ASSOCIATE MINISTRY**

Pursuant to RCW26.04.050, the Board, at its discretion may ordain specific members of the Congregation as "Ceremonial Lay Ministers," with the limited purpose of conducting weddings, memorial services, and other important ceremonies. The Board will do this by passing and documenting a resolution identifying the person being ordained and specifically limiting the time the ordination is to be in effect.

**ARTICLE XII
AMENDMENT OF BYLAWS**

The Board of Trustees may recommend an amendment to these Bylaws by a two-thirds vote (5 trustees) of all the members of the Board. Prior to the institution of the amendment, the changes must be approved by the Congregation at the next Congregational meeting.

**ARTICLE XIII
DISSOLUTION CLAUSE**

In the event of dissolution of this Fellowship, all assets will be disposed of in accordance with the Articles of Incorporation.