

## **BYLAWS**

### **THE UNITARIAN UNIVERSALIST FELLOWSHIP OF FAIRBANKS, ALASKA**

[As amended April 2007]

#### **ARTICLE I - NAME**

The name of this Fellowship shall be THE UNITARIAN UNIVERSALIST FELLOWSHIP OF FAIRBANKS, ALASKA.

#### **ARTICLE II - PURPOSE**

The purpose of this Fellowship shall be to pursue the study of and to practice the principles of the liberal faith, to further individual freedom of belief, and to foster liberal religious attitudes and living through group study, worship, service work and recreation.

#### **ARTICLE III - MEMBERSHIP**

**Section 1** - Any person age sixteen or older, who is in sympathy with the principles and purposes of the Fellowship, may join this Fellowship by signing the Membership Book while witnessed by one of the elected officers or the Membership Chair.

**Section 2** - A member is eligible to vote at any meeting of the Fellowship two calendar months after signing the Membership Book, and upon making a contribution of record.

**Section 3** - A member must make a contribution of record within each fiscal year to maintain voting eligibility. Exceptions to this requirement may be made by majority vote of the Board of Directors.

**Section 4** - The membership shall govern the Fellowship. Management of the Fellowship shall be exercised through the Board of Directors.

#### **Section 5 – Inclusion**

(a) The Fellowship welcomes, affirms, and promotes the full and constructive participation of all people and celebrates the richness of diversity in: governance; social and educational endeavors; hiring practices; the calling of religious professionals; and conduct between members.

(b) The Fellowship conducts its activities in accordance with UUA Principles. The Fellowship upholds the inherent worth and dignity of every person, and fosters a safe and inclusive church community for all people. The Fellowship does not discriminate based on age, class, ethnic background, national origin, physical or mental ability, race, sexual orientation or gender expression.

## **ARTICLE IV - DENOMINATIONAL AFFILIATION**

The Fellowship shall be a member of the UNITARIAN UNIVERSALIST ASSOCIATION (UUA) and of the PACIFIC NORTHWEST DISTRICT OF UUA (PNWD).

## **ARTICLE V - MEETINGS OF THE MEMBERSHIP**

**Section 1 - Annual Meeting** – The annual business meeting of the members shall be held each year in April or May at such time and place as determined by the Board of Directors.

**Section 2 - Special Meetings** – A special meeting of the membership may be called by the Board of Directors or by petition of any ten (10) members.

**Section 3 - Notice of Meetings** – The Board of Directors shall give at least twenty-five (25) days notice of the annual meeting or a special meeting to all members by posting notice at the UUFF Fellowship Hall, posting notice on the UUFF website, and by mail or electronic mail to all members of the Fellowship.

**Section 4 - Quorum** – Thirty (30) voting members, or a majority of the voting membership, whichever is less, shall constitute a quorum for the annual or any special meeting of the membership unless the number of voting members exceeds three hundred (300) in which case a quorum shall be ten percent (10 %) of voting members.

**Section 5 – Polling** – Voting members of the Fellowship may be polled on matters not required to be addressed in a special or annual meeting, including, but not limited to, UUA and PNWD resolutions. Notice of a poll and instructions for participation shall be published in the newsletter at least fifteen (15) days prior to the poll. Poll procedures may be established by the Board of Directors.

**Section 6 - Rules** – The current edition of Roberts Rules of Order shall govern meetings of the membership unless otherwise provided in these bylaws.

## **ARTICLE VI – SELECTION OF DIRECTORS, OFFICERS AND DELEGATES.**

**Section 1 - Board Composition** – The Board of Directors shall consist of not more than nine (9) members. Any voting member of the Fellowship may be elected or appointed as a director. Officers of the Fellowship are members of the Board of Directors.

**Section 2 - Election of Officers and Directors** – At each annual meeting the voting members shall select officers and directors for two-year terms beginning on the first day of the next fiscal year as follows:

(a) In odd-numbered years, there shall be chosen by ballot a President and Vice President and two at-large directors each of whom shall hold office for a term of two years, or until the successor has been elected or appointed.

(b) In even-numbered years, there shall be chosen by ballot a Secretary and Treasurer and two at-large directors, each of whom shall hold office for a term of two years, or until the successor has been elected or appointed.

(c) No person may hold the position of President for two (2) consecutive two-year terms.

(d) The Secretary shall, following the annual meeting, report the names of the directors and officers in the newsletter.

**Section 3 - Ex Officio Director** – The immediate Past President shall serve as a director, ex officio with vote, for one year following the expiration of his or her term. In the second year following expiration of the immediate Past President’s term, the board shall appoint any former president of the Fellowship to serve as a director for a one-year term. The immediate Past President is eligible. If no former president is willing or able to serve, the board may appoint any former officer of the Fellowship to serve as a director for a one-year term.

**Section 4 - Selection of Delegates** – Delegates to the UUA General Assembly and the PNWD Annual General Meeting may be elected by majority vote of the members present at the annual meeting or at a special meeting. Delegates to the PNWD Annual General Meeting also may be appointed by the Board of Directors unless a petition endorsed by at least ten (10) voting members has requested that the Delegate be selected by a majority vote at an annual or special meeting.

**Section 5 - Resignation** - A director, officer or delegate may resign a position by submitting the resignation in writing to the Secretary. The resignation is effective, and the position becomes vacant, upon receipt by the Secretary unless a different date is offered in the resignation.

**Section 6 - Removal from Office** - A director or officer may be removed from office for cause by majority vote of the voting members present at a special or annual meeting, provided that notice of the alleged cause is provided to the director or officer no less than twenty-five (25) days before the meeting.. Notice shall be deemed to be provided by proof of attempted delivery of certified mail to the address last provided by the officer or director to be removed at least twenty-five (25) days prior to the meeting.

## **ARTICLE VII - THE BOARD OF DIRECTORS**

### **Section 1 - Powers and Duties of the Board – The Board of Directors:**

(a) shall have general charge of the property of the Fellowship, the conduct of all business affairs, and the control of its administration, including the appointment of such committees and employment of such individuals, as it may deem necessary.

(b) may fill vacancies in the Board of Directors including officers. The term or delegation of persons so appointed shall be until the next annual meeting, at which time an election will be held to fill the vacancy for the remainder of its term.

(c) shall adopt personnel policies and procedures that ensure compliance with all applicable governmental requirements.

(d) shall, prior to the annual pledge drive, publish the average total cost per member of operating the Fellowship, and provide the Fellowship's annual budget.

## **Section 2 - Meetings of the Board**

(a) The President or any three members of the Board of Directors may call a Board of Directors meeting.

(b) The Board of Directors shall hold at least four meetings a year. Notice of all meetings shall be posted at the UUFF Fellowship Hall, on the UUFF website, and, to the extent possible, published in the UUFF newsletter. Notice shall be mailed or emailed to all members of the Board of Directors.

(c) The Board of Directors may meet by teleconference or other electronic means, provided that notice for the meeting indicates how Fellowship members can attend. The Board of Directors is authorized to vote on matters by mail and electronic mail, provided that the motion was considered at a duly-noticed board meeting, or that seven (7) days notice of the motion under consideration is posted on the UUFF website or emailed to all members.

(d) A majority of the membership of the Board of Directors shall constitute a quorum.

(e) The current edition of Roberts Rules of Order shall govern meetings of the Board of Directors unless otherwise provided in these bylaws.

(f) Any member of the Fellowship may attend Board of Directors meetings.

## **ARTICLE VIII – DUTIES AND POWERS OF OFFICERS**

### **Section 1 - The President**

(a) shall preside at all meetings of the Fellowship and of the Board of Directors;

(b) shall appoint all committee chairs subject to board ratification.

(c) may officiate at ceremonial occasions in accordance with Unitarian Universalist principles, including marriages or commitment ceremonies. The President may delegate this authority.

**Section 2 - The Vice President**, in the absence or disability of the President to serve, shall be vested with the powers of the President and shall perform the President's duties.

### **Section 3 - The Secretary shall:**

(a) keep a complete record of the proceedings of all meetings of the Fellowship and of the Board of Directors;

(b) give notice of all meetings of the Fellowship and of the Board of Directors;

(c) include in the notice of an annual or special meeting any proposed amendments to these bylaws;

**Section 4 - The Treasurer shall:**

- (1) monitor fiscal performance of the Fellowship; and
- (2) ensure that the accounts of the Fellowship are annually reviewed by a certified public accountant or team of Fellowship members selected by the Board of Directors.

**ARTICLE IX - FISCAL YEAR**

**Section 1** - The fiscal year shall end on June 30th of each year.

**Section 2** - Budgets and financial reports shall be made on the basis of the fiscal year.

**Section 3** - Officers and directors elected at the annual meeting shall assume their duties on the first day of the next fiscal year (July 1).

**ARTICLE X - AMENDMENTS**

These bylaws may be amended or repealed at any special or annual meeting of the membership by a two-thirds (2/3) vote of the members present and voting.

Notice of any proposed change shall be contained in the notice of the meeting.

**ARTICLE XI - DISSOLUTION**

If THE UNITARIAN UNIVERSALIST FELLOWSHIP OF FAIRBANKS, ALASKA is disbanded, the resources of the organization shall belong to the UNITARIAN UNIVERSALIST ASSOCIATION.

**ARTICLE XII - REPRESENTATION AND ENDORSEMENT**

**Section 1** - The President, or any other member of the Fellowship who is specifically authorized either by the Board of Directors or by the Fellowship at a special or an annual meeting held under Article V, may represent the entire Fellowship in any public or private meeting. When representing the Fellowship, an authorized person shall be guided by any prior votes of the Fellowship related to the issues under discussion.

**Section 2** - The Board of Directors is responsible for distributing the UUA General Assembly Resolution information to the UUFF membership. Voting members will be polled on each resolution annually. Fellowship endorsement of any resolution shall require a favorable vote of two-thirds (2/3) of the responses.

**Section 3** - The Social Action Committee may, with general notice to the Fellowship or with approval of the Board of Directors, act or speak on a social action issue that has not been addressed by the Fellowship provided the action is consistent with Unitarian Universalist principles. Such speech or action will represent the views of the committee, and not necessarily the entire Fellowship.