

# **Unitarian Universalist Fellowship of Durango**

## **Bylaws**

**Amended by the Fellowship December 19, 2021**

### **ARTICLE I – Name**

The name of this religious society shall be the Unitarian Universalist Fellowship of Durango, located in Durango, Colorado. This fellowship is, and shall continue to be, registered as a nonprofit corporation by the state of Colorado.

### **ARTICLE II – Purpose**

The purpose of this fellowship is to organize as a religious community which has at its heart these beliefs: a commitment to accept one another and encourage each other's spiritual growth; a recognition of the inherent worth and dignity of every person; a belief in the need for justice, equity and compassion in human relations; a commitment to a free and responsible search for truth and meaning; acceptance of the right of conscience and the use of the democratic process within our congregation; a desire to further the goal of world community with peace, liberty, and justice for all; and a deep and abiding respect for the interdependent web of all existence of which we are a part.

### **ARTICLE III – Institutional Affiliation**

The fellowship shall be a member of the Unitarian Universalist Association of Congregations and its Mountain Desert District or their successors.

### **ARTICLE IV – Inclusion Goals**

This congregation affirms and promotes the full participation of persons based on character and abilities, in all our activities and endeavors, including membership, programming, hiring practices and the calling of religious professionals, without regard to race, color, ethnicity, gender, physical or mental challenge, affectional or sexual orientation, class, income, or national origin.

## **ARTICLE V – Membership**

### **Section 1. Becoming a Member**

Membership in this fellowship is open to any person sixteen (16) years or older who is in sympathy with our purpose and program. All who sign the membership book shall become eligible to vote thirty (30) days after they sign. Prior to signing, an applicant should consult with the minister or such other person as may be designated about the heritage of Unitarian Universalism, its principles, and the responsibilities of commitment to the congregation.

### **Section 2. Removal of Membership**

A member's name may be removed from the membership roll in case of: (1) the member's death; (2) written request by the member to the membership committee; (3) a period of inactivity over one year, pending review by the board; or (4) removal by a two-thirds (2/3) vote of the board for actions that threaten the well-being of the congregation.

## **ARTICLE VI – Congregational Meetings**

### **Section 1. Annual Meeting**

The annual business meeting shall be held each year in the month of May at such time and place designated by the board of trustees. The agenda for the meeting shall include adoption of an annual budget, election of officers, members of the board and nominating committee, and other business as appropriate.

### **Section 2. Special Congregational Meetings**

Special congregational business meetings of the fellowship may be called by the board of trustees or by written petition to the board by at least fifteen (15) percent of all voting members of the fellowship.

### **Section 3. Method of Notification**

Notice of call of any congregational business meeting shall be published in the fellowship's official newsletter at least fourteen (14) days before the date of the meeting and shall be read from the pulpit on two consecutive Sundays immediately preceding the meeting. The notice shall state the business to be transacted. In the event of the need for an emergency

meeting of the congregation, notification may be by electronic means such as email or telephone.

#### **Section 4. Quorum**

A quorum is defined as thirty percent (30%) of eligible members. A quorum established at the start of a meeting shall constitute a quorum for the entire meeting.

#### **Section 5. Majority Percentage**

A majority vote of the qualified members present and voting plus members not in attendance who are represented by proxy shall be required to carry any motion at a fellowship business meeting except in cases where a super majority is required by these bylaws.

#### **Section 6. Nominations from the Floor**

In any election, nominations for any office may be made from the floor, provided that the nominee is a member meeting all of the qualification for the office and has given prior consent to such nomination.

#### **Section 7. Proxy Voting**

Any member present may serve as a proxy for another member not in attendance at a fellowship business meeting. The presiding officer shall ask for proxy votes after the votes of members present are tallied. The proxy shall state the name of the member they are representing. Proxy votes must be specific to the items contained on the annual meeting agenda. Proxy votes can be used to produce a quorum. Each member present is allowed to represent only one absent member in proxy voting by presenting written authorization from the absent member prior to the meeting.

### **ARTICLE VII –Board of Trustees Section**

#### **1. Composition of the Board**

The board of trustees shall be the governing body of the fellowship.

The board shall consist of the officers - president, vice-president, secretary, and treasurer. When deemed necessary by the board, at- large members will be nominated by the nominating committee and elected at a congregational meeting.

## **Section 2. Election Provision**

Board members shall be elected at the annual business meeting and must be voting members of the fellowship.

## **Section 3. Terms**

Board members shall serve two-year (2-year) staggered terms. The positions to be elected each year must be defined in a board of trustees' policy. Board members shall be eligible to succeed themselves only once. A person who has been appointed to office, or elected to a partial term to fill a vacancy, may serve up to two additional terms.

## **Section 4. Basic Duties and Responsibilities**

The board of trustees shall have general charge of the property and funds of the fellowship, the conduct of business affairs, and oversight of its administration.

## **Section 5. Frequency of Board Meetings**

The board of trustees shall meet at least once a month. The president or three members of the board may call additional board meetings.

## **Section 6. Quorum**

A quorum at a meeting of the board of trustees shall consist of a simple majority. Except as otherwise specified in the bylaws, a majority of the votes cast by those members present at board meetings shall be sufficient to pass resolutions and otherwise transact business.

## **Section 7. Open Meetings**

Meetings shall be open to the members of the congregation. Provision shall be made at meetings for non-board members to address the board. The board may meet in executive session only to discuss personnel matters of paid staff or volunteers or to receive legal advice. Minutes of each meeting shall be made available to the membership.

## **Section 8. Filling Vacancies**

The board shall appoint members to fill vacancies on the board and persons so appointed shall serve until the next annual meeting. If the office of president becomes vacant, the appointee must be a current member of the board.

## **Section 9. Removal of Board Member**

Any board member who misses three (3) or more meetings of the Board of Trustees in one fiscal year may be removed from the board upon the vote of a majority of the board members present at a board meeting. The vacancy shall then be filled pursuant to these bylaws.

## **ARTICLE VIII – Board Responsibilities**

### **Section 1. General Responsibilities**

The officers of the board of trustees shall perform the duties normally associated with their respective offices and provide general oversight and planning. In addition and not in limitation, the officers shall have the duties defined herein:

### **Section 2. Responsibilities of President**

The president shall be the presiding officer of the fellowship and board of trustees and shall represent the fellowship on all appropriate occasions. The president is an *ex officio*, non-voting member of all committees; except the nominating committee and ministerial search committee. The president votes at board and congregational meetings only in the case of a tie vote.

### **Section 3. Responsibilities of Vice President**

The vice president presides at meetings of the fellowship and board of trustees in the absence of the president, serves as parliamentarian, and performs such other functions as assigned by the board.

### **Section 4. Responsibilities of Secretary**

The secretary keeps minutes of congregational and board of trustees meetings; keeps the official record of fellowship membership; prepares a list of voting members thirty (30) days prior to any business meeting of the membership; keeps all papers, correspondence, documents, and written instruments belonging to the fellowship or that pertain to the business of the fellowship; and performs such other functions as assigned by the board.

### **Section 5. Responsibilities of Treasurer**

The treasurer has custody of all money belonging to the fellowship; keeps careful and accurate records of income, receipts, and expenditures of the fellowship, pays the bills and charges that are in the approved budget or

are approved by the board; reports to the board at its monthly meetings and to the membership at the annual business meeting and performs such other functions as assigned by the board.

### **Section 6. Responsibilities of At-Large Member(s)**

If any at-large members serve, the duties shall be determined by the board.

## **ARTICLE IX –Committees**

### **Section 1. Basic Provisions**

Except as noted elsewhere in these bylaws, the board of trustees may appoint standing and ad hoc committees as it deems necessary.

Committees shall report to the board at the time and in the form determined by the board. Committee chairpersons shall be appointed by the president and approved by the board. Terms of committee chairs shall be two years and may be renewed by the board. Only voting members of this fellowship shall chair a committee. Friends as well as members may serve on committees, except on nominating committee and ministerial search committee.

### **Section 2. Nominating Committee**

The membership shall elect a nominating committee at the annual business meeting. The committee shall consist of at least three (3) members as may be fixed by the board. Nominating committee members serve two (2) years each, in staggered terms. No member may serve more than one (1) consecutive term. The nominating committee shall recommend at the next annual meeting a voting member for each expiring board position and for each expiring nominating committee position. The nominating committee shall confirm that nominees will serve if elected. A list of nominations shall be published in the fellowship newsletter and posted at the meeting place of the fellowship no later than fourteen (14) days prior to the election.

## **Article X –Minister**

### **Section 1. Definition of Relationship and Responsibility of the Minister**

The minister and the members of the Unitarian Universalist Fellowship of Durango 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 for the fellowship. The minister has the decisive responsibility for all services of worship conducted for the fellowship. The minister shall have freedom of the pulpit and of speech. The minister shall provide pastoral care as needed. The minister shall participate in activities that enhance the fellowship's presence in the community as a liberally religious, socially responsible organization and shall inform the fellowship of these activities. The minister shall supervise all staff and programs. The minister shall be a non-voting member of the board of trustees and all committees, except the ministerial search committee and the nominating committee. The minister shall inform the board of trustees of matters pertinent to the general welfare of the fellowship and shall advise the board with reference to policy. The final decisions, however, remain with the board as set forth in these bylaws and as directed by congregational meetings.

### **Section 2. Qualifications of the Minister**

The minister shall be in fellowship with the Unitarian Universalist Association or be an applicant for such accreditation.

### **Section 3. Non-Called Minister**

The board of trustees shall hire non-called ministers. The minister's duties, priority goals, compensation, benefits, and conditions of employment will be clearly stipulated in a written contract.

### **Section 4. Ministerial Search Committee**

In the event of a vacancy in the position of minister, a search committee shall be established for the purpose of identifying, screening, and bringing to the fellowship for consideration candidate(s) for the position of minister. A slate of candidates for this search committee, consisting of five (5) to seven (7) voting members from the fellowship, shall be presented by the nominating committee for election at a congregational meeting

### **Section 5. Calling a Minister**

**A.** The ministerial search committee shall search out a ministerial candidate and recommend that candidate to the voting members at a special meeting of the congregation called for that purpose by the board of trustees in accordance with these bylaws.

**B.** The minister shall be called upon the recommendation of the ministerial search committee by an eighty percent (80%) majority of the voting members of the fellowship present at a congregational meeting called for that purpose; quorum for such a meeting shall be constituted by forty percent (40%) of the voting members. Notice of such meeting shall be given as specified in these bylaws.

**C.** A written covenantal agreement between the minister and the fellowship will define in detail the mutual relationship and responsibilities, the compensation and benefits, and leaves of absence of the minister.

### **Section 6. Dismissal and Termination of Call**

The minister is called to this fellowship on a continuing basis, subject to the right of the minister to give ninety (90) days notice of intent to resign or the fellowship's right to give the minister ninety (90) days notice of the termination of their services. The minister's services may be terminated by a fifty-one (51) per cent majority vote of those voting members present at a special meeting of the congregation called in accordance with these bylaws by the board of trustees. Quorum and notice for such a meeting shall be the same as for that in calling a minister.

## **ARTICLE XI - Fiscal Matters**

### **Section 1. Fiscal Year.**

The fiscal year of the fellowship is from July 1 to June 30.

### **Section 2. Budget**

At each annual congregational meeting, the board of trustees shall submit an operating budget for the coming fiscal year for approval by the fellowship. The budgeted expenses may not exceed the anticipated income. Once a budget is approved, the board may authorize and expend the funds as budgeted, and funds may be reallocated as needed during the fiscal year.

### **Section 3. Financial Review**

The board will arrange for an annual review and report of the books of account and make that report available to the fellowship.

## **ARTICLE XII – Dissolution Clause**

Should this fellowship cease to function and the membership vote to disband, after payment of debts, any accrued assets of the fellowship will be assigned to the Unitarian Universalist Association of Congregations or its legal successor.

## **ARTICLE XIII – Rules of Procedure**

The rules contained in the current edition of *Robert 's Rules of Order Newly Revised* shall govern the fellowship in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the fellowship may adopt.

## **ARTICLE XIV – Indemnification**

A duly elected or appointed officer, trustee, employee, or agent of the fellowship shall not be personally liable to the fellowship or to its members for monetary damages for breach of fiduciary duty, except for the liability resulting from: (1) any breach of duty or loyalty to the fellowship or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The fellowship shall indemnify any person and their estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, trustee, employee or agent of the fellowship.

## **ARTICLE XV – Real Property**

The main meeting place of the fellowship shall not be purchased, sold, conveyed, encumbered, or made subjected to any lien; and no fellowship building shall be erected by this corporation unless first authorized by a vote of two-thirds (2/3) of the board of trustees, and three-fourths (3/4) of the voting members in attendance at a meeting of the corporation; each body acting separately; and notice of such business having been stated in the call to the meeting.

## **ARTICLE XVI – Other Legal and Public Relations Provisions**

### **Section 1. Protection of Nonprofit Status**

In order to protect the fellowship's nonprofit status, no member or employee of the fellowship shall take any action or allow any activity or use of the fellowship property which shall endanger the nonprofit corporate status or charitable, tax-exempt status of the fellowship or its property.

### **Section 2. Representation**

The minister, the president, or any other member of the fellowship who is specifically authorized by the fellowship, the minister, or the board may represent the fellowship in public or private provided the action is consistent with Unitarian Universalist principles.

### **ARTICLE XVII – Amendments**

These bylaws may be amended or replaced by a two-thirds (2/3) vote of the members present plus members not in attendance who are represented by proxy at any meeting of the fellowship.