

*BYLAWS OF THE OBERLIN UNITARIAN UNIVERSALIST FELLOWSHIP, INCORPORATED*

Except as noted differently, these bylaws are as revised at the Annual Meeting, Spring 2011.

MISSION

The Oberlin Unitarian Universalist Fellowship is a welcoming, caring community that promotes religious freedom, encourages spiritual and personal growth, and works for a peaceful, just, and sustainable world.

COVENANT

We the members and friends of the Oberlin Unitarian Universalist Fellowship covenant to live together in our quest for truth, love, social justice, and environmental responsibility. In this spirit of caring fellowship, we offer our combined gifts and resources.

ARTICLE I. NAME

The legal name of this religious society shall be the Oberlin Unitarian Universalist Fellowship, Incorporated, referred to here as "OUUF", or "the Fellowship".

NON-DISCRIMINATION

The Oberlin Unitarian Universalist Fellowship does not discriminate in membership, hiring, or calling ministers on the basis of race, gender, disability, sexual orientation, gender identity, or class.

ARTICLE II. PURPOSE

The purpose of this fellowship is to create a loving, diverse liberal religious community. This community offers diverse and unique worship, lifespan faith development for all ages, and opportunities for intellectual challenges to promote the free and responsible search for truth and meaning. This community works together and in conjunction with other groups to bring justice into the wider world. This community is proud to be part of the living Unitarian Universalist tradition and a member of the Unitarian Universalist Association.

ARTICLE III. MEMBERSHIP

A member of the Oberlin Unitarian Universalist Fellowship is required to:

- a. Attend an orientation session and sign the membership book.
- b. Make an annual financial and/or service pledge during the canvas period and make identifiable payments on financial and service pledges during the fiscal year.
- c. Be at least 16 years of age.

The Board shall have a policy for creating exceptions to any part of a or b above.

*A member of the Fellowship who is no longer able to meet the membership criteria may be honored as member emeritus by the membership committee, the minister, and the Chairperson of the Board of Trustees. A member emeritus will receive all communications and appropriate services from the Fellowship, will not have voting rights at congregational meetings, and will not be included for fair share dues to the UUA and OMD.*

#### ARTICLE IV. FELLOWSHIP MEETINGS

The annual meeting of the Fellowship for the election of officers, Trustees, and Committee on Ministry member, annual reports, adoption of the budget and the transaction of other business shall be held in late spring at a designated place in Lorain County, Ohio.

Special Fellowship meetings with a single, precise purpose shall be called by the Board of Trustees on their own initiative or within two weeks after receiving a petition signed by a number of members that constitutes ½ of the number required for quorum, but at least seven members.

Written Notice (signed by the Chairperson or Secretary and stating the items of business) of the annual and special meetings shall be sent to each Member and Friend of the Fellowship at least ten-days prior to the date of the meeting.

Anyone wishing to have an item placed on the agenda shall notify a member of the Board at least fifteen days before the meeting.

The members may make rules for the conduct of Fellowship, Board, and committee meetings. In the absence of such rules, meetings shall be conducted according to the most recent edition of Robert's Rules of Order.

At Fellowship meetings, one third of all the members shall constitute a quorum for the transaction of business. Proposals shall pass if they receive a simple majority of the votes cast by the members present, unless otherwise specified.

Absentee ballots are acceptable for any written motions that have been sent to the membership at least three days prior to the meeting, and the ballot received by the board secretary prior to the start of the meeting. Voting by proxy is not acceptable.

Minutes from all congregational meetings shall be approved in draft form at the board meeting following the congregational meeting, and made available to the membership of the fellowship for suggested revision and corrections. The draft(s) will be officially approved at the next annual meeting.

#### ARTICLE V. NOMINATING COMMITTEE

At least three months before the annual meeting, Board members shall choose and announce to the Fellowship three Fellowship Members to be on a Nominating Committee, and ask for

additional volunteers from the Fellowship. This Nominating Committee shall prepare, and submit to the Annual Meeting, a list of candidates for the offices of Chairperson, Vice-Chairperson, Secretary, Treasurer, and one to three Trustees at large, and a new member and replacement for any vacancy for the Committee on Ministry. Nominations may also be made from the floor.

## ARTICLE VI. STANDING COMMITTEES

Committees and teams accept a mission or task on behalf of the fellowship. Teams are distinguished from committees by having membership and leadership which rotates more frequently.

Committees and Teams of the OUUF include: Caring, Coffee Hour, Communications, Finance, Fundraising, Membership, Parties and Fun, Sunday Morning Program Committee(s), Lifespan Faith Development, Social Justice, Space, and Sunday Morning Logistics. These are made up of volunteers and are organized and governed in a manner determined by the Committee. These Committees continue from year to year without regard to election of officers and trustees. The Board may create other committees and teams as needed.

Committee Chairs shall be members of the fellowship. Committee and Team membership need not be members of the fellowship. Committee meetings will be called by their Chairperson or by other members on an as-needed basis. No Committee or Team leader shall serve in the same leadership position for longer than 4 years, and membership is encouraged to vary the committees on which they serve.

THE LIFESPAN FAITH DEVELOPMENT COMMITTEE shall include but is not limited to parents, teachers, and the Director of Lifespan Faith Development (if one exists), and shall be responsible for choosing curricula, setting goals, developing a philosophy of religious learning, maintaining Lifespan Faith Development resources and supplies, and recruiting Lifespan Faith Development staff and volunteers as may be needed.

THE FINANCE COMMITTEE shall include at least the Chairperson of the Fellowship and the Treasurer, and shall advise the Board on financial matters.

THE SOCIAL JUSTICE TEAM shall consist of any number of members and friends for the purpose of:

- regularly informing the Fellowship regarding events and opportunities related to social justice concerns;
- facilitating, on an annual basis, the Fellowship's process for identifying least two major focus issues/ topics in the area of social justice;
- serving as the primary contact for social justice efforts between the Fellowship and other agencies or groups.

- By consensus, the Social Justice team may speak or act in support of a social justice issue in the name of “The Social Justice Team of the Oberlin Unitarian Universalist Fellowship”. No individual or group may speak on behalf of the fellowship as a whole, unless designated at a congregational meeting.

#### ARTICLE VII. COMMITTEE ON MINISTRY

The purpose of the Committee on Ministry is the fulfillment of the Fellowship’s Mission and Covenant. The charge of this committee shall be to use the Fellowship’s Mission and Covenant as a standard by which to gauge the effectiveness of its ministry, from both ministerial professionals and ministry among ourselves, and to make recommendations to enhance the quality of the Fellowship’s ministry. This committee also serves as a means for managing and/or resolving conflict within the Fellowship, whether between congregants, professional staff, or congregants and professional staff. The COM will develop and periodically review policies and procedures to make OUUF a safe space.

The Committee on Ministry shall be a standing committee of three members of the Fellowship serving overlapping three-year terms. No member may serve more than one term consecutively. However, the outgoing member will remain a “past member” for one year to stand in on the committee as a regular member in the event that a committee member determines a need to be absent from committee responsibility for a period of up to 4 months. The committee shall select its chairperson from its members annually after the election of new members. Committee vacancies will be filled until the next Annual Meeting through appointment by the OUUF Board of Trustees.

Regular meetings of the Committee on Ministry shall be held no less than once per month. Special meetings may be called by either the chairperson or the minister.

#### ARTICLE VIII. OFFICERS AND THEIR DUTIES

Officers and Trustees shall be members of the Fellowship, elected for one-year terms, not to exceed four consecutive terms. The Chair of the Board of Trustees shall not serve as chair for more than two consecutive terms. In the event of a vacancy in any office, Trustee or Committee position, the Board of Trustees will appoint a replacement. The past Chairperson will be expected to accept a position on the next year’s Board of Trustees.

#### ARTICLE IX. BOARD OF TRUSTEES

The corporate powers, property and affairs of the Fellowship, subject to the limitations contained in the Ohio General Code, the articles of incorporation, and the regulations or bylaws, shall be exercised, controlled, and administered by the members of the Fellowship. Within the limits set forth in these bylaws, authority is delegated to a Board of Trustees.

The four elected officers and the Trustees at large shall constitute the Board of Trustees, which shall exercise those functions reserved by law to Board of Trustees, perform such tasks as these

bylaws require of them, and take steps necessary for the conduct of the business of the Fellowship and the furtherance of its purpose.

Should a vacancy of the Board of Trustees exist, the Board may appoint a member of the Fellowship who consents to the appointment to serve until the next annual meeting.

The Trustees shall meet regularly each month, with the optional exception of summer months, at a time and place chosen by them and published to the members of the Fellowship, and convenient to members of the Fellowship who may choose to attend.

The Trustees shall convene emergency meetings at the call of the Chair or any three Trustees. No matter shall be deliberated in emergency meeting that can reasonably be held over to a regular Board meeting.

A quorum of the Board shall be four (4) Trustees. Members and Friends of the Fellowship may attend regular meetings of the Board and participate in its discussions.

The Board of Trustees shall ensure an audit of the finances of the Fellowship occurs at least every five years.

#### ARTICLE IX B. DUTIES OF THE CHAIRPERSON

It shall be the duty of the Chairperson to preside at all meetings of the Fellowship and Board, to sign records and in general to perform all duties usually incident to the office. The Chairperson shall keep on file and, upon term expiration, deliver all records and correspondence pertaining to the Fellowship to the next Chairperson, to be filed with the Fellowship records.

#### ARTICLE IX C. DUTIES OF THE VICE-CHAIRPERSON

It shall be the duty of the Vice-Chairperson to perform all the duties of the Chairperson in case of the Chairperson's absence or disability.

#### ARTICLE IX D. DUTIES OF THE SECRETARY

It shall the duty of the Secretary to keep an accurate record of the acts and proceedings of the Fellowship and Board, to forward to Fellowship members such notices as a law or the bylaws require, and to perform all duties usually pertaining to the office.

They shall, on the expiration of their term of office, deliver all books, paper, and property of the Fellowship in the secretary's hands to their successor (or to the Chairperson) to be filed with the Fellowship records.

#### ARTICLE IX E. DUTIES OF THE TREASURER

The Treasurer shall receive and safely keep all money belonging to the Fellowship and disburse it under direction of the Board; keep an accurate account of all finances of the Fellowship in books especially provided for that purpose, and hold them open for inspection and examination

by any member; and present abstracts of the same at annual meetings of the Fellowship or at any other meetings when requested.

#### ARTICLE X. THE MINISTER

The Minister of the Fellowship shall be called only by a vote of at least eighty percent (80%) of the members voting at a Fellowship meeting for which at least two weeks' notice shall have been circulated. The resignation of the minister may be requested by a majority vote at a Fellowship meeting for which at least two weeks' notice shall have been circulated.

The Minister shall collaborate with the Trustees, Program Committee and Lifespan Faith Development Committee in continuing the ministry of the Fellowship and in advancing its purpose.

#### ARTICLE XI. THE DIRECTOR OF Lifespan Faith Development

The Board of Trustees is empowered to employ a Director of Lifespan Faith Development and, if such employment is made, shall conclude a contract with same incorporating a job description and other employment arrangements.

The Director of Lifespan Faith Development shall direct the Lifespan Faith Development program cooperate as needed with the Minister and the Program Committee, and interface with the Communications Committee for publicity purposes.

#### ARTICLE XII. FINANCES

The Fellowship shall adopt a budget for each coming year at its annual meeting. Fellowship funds shall be disbursed only as set forth in the budget, except that the Board of Trustees may authorize emergency expenditures outside the budget in an amount not in excess of 10% of the total budget. They may increase or reduce expenditures for a line item within the budget by 100%, so long as the variance is not more than 10% of the total budget. The Trustees may accept and expend a directed gift on their own authority. The budget may be amended at any Fellowship meeting.

The Fellowship shall maintain financial reserve funds including but not limited to funds known as the Program Reserve Fund, the Building Reserve Fund and the Rent Reserve Fund. The Program Reserve Fund is for special programs and unexpected budget shortfalls. The Rent Reserve Fund is for the purpose of accumulating funds for meeting an increase in rental costs or for improving rental space above the budget. The Board of Trustees may create and eliminate other Reserve Funds as needed.

The Fellowship shall maintain a Building Reserve Fund for the purchase of land, building and/or construction of a building. Distribution from the Building Reserve Fund may occur only with two-thirds vote of the membership at a Fellowship Meeting.

The Fellowship shall maintain an Endowment Fund for the purpose of ensuring the permanence of the Fellowship. This fund shall be known as the OUUF Fund.

The Board of Trustees is authorized to accept direct contributions to the OUUF Fund and the Board of Trustees may deposit Fellowship Funds into the OUUF Fund.

The Board of Trustees is authorized to make no more than one distribution from the OUUF Fund in any 12 month time period, in an amount not to exceed 70% of the earnings of the OUUF Fund during the 12 month time period prior to the distribution. In any event, no distribution may be made if it results in a balance less than the total of all contributions made into the OUUF Fund.

The Board of Trustees is authorized to select investments for the Reserve Funds, and the OUUF Fund after receiving a recommendation from the Finance committee.

#### ARTICLE XIII. AMENDMENTS OF BYLAWS

These bylaws may be amended by a two-thirds majority of members voting at a Fellowship meeting

An ad hoc committee appointed by the Board shall review these bylaws at least every five years. (Note: The next expected review is at least by 6/6/14)

#### ARTICLE XIV. DISSOLUTION

The Fellowship may be dissolved upon a 90% vote of its members. Under such circumstances all Fellowship property will transfer to the Ohio-Meadville District of the Unitarian Universalist Association. If a new Oberlin Unitarian Universalist fellowship or congregation is organized within 7 years after dissolution, then the property shall be returned to this newly organized fellowship or congregation.