

**2022 UPDATED BYLAWS
OF THE OBERLIN UNITARIAN UNIVERSALIST FELLOWSHIP, INCORPORATED**

ARTICLE I – NAME

Sec. 1. The Oberlin Unitarian Universalist Fellowship is a religious non-profit corporation under the terms of the Ohio Revised Code, with the name of the Oberlin Unitarian Universalist Fellowship, Incorporated (hereafter referred to as OUUF or the Fellowship).

Sec. 2. As a member of the Unitarian Universalist Association of Congregations (hereafter referred to as UUA), the Fellowship is recognized by the U.S. Government as a public benefit entity that is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - ORGANIZING PRINCIPLES

Sec. 1. The Fellowship affirms and promotes the seven principles of Unitarian Universalist Association of Congregations.

a) 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.

b) 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.

c) PURPOSE. The purpose of this Fellowship is to create a loving, diverse, liberal religious community. This community offers diverse and unique worship, religious education 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 seek 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.

d) NON-DISCRIMINATION. The Fellowship does not discriminate in membership on the basis of creed, race, ethnicity, gender, sexual preference, gender identity, disability, age, or class. The Fellowship does not discriminate in hiring or calling ministers on the basis of race, ethnicity, gender, sexual preference, gender identity, disability, age, or class.

ARTICLE III - MEMBERSHIP

Sec. 1. A member of the Oberlin Unitarian Universalist Fellowship is required to: **a)** Attend orientation sessions and sign the membership book;

b) Make a financial and service pledge and make identifiable payments on financial and service pledges during the fiscal year;

c) Be at least 16 years of age;

d) Follow the Behavioral Covenants of the Fellowship.

Sec. 2. The Minister or the President of the Board of Trustees may make exceptions to any part of a) or b) above.

Sec. 3. A member of the Fellowship who is no longer able to meet the membership criteria may:

a) Be honored as a member emeritus by the Membership Committee in consultation with the Minister, and the President of the Board of Trustees;

b) Receive all communications and services from the Fellowship;

c) Not have voting rights at congregational meetings;

d) Not be included in the membership count for a quorum or fair share dues to the Unitarian Universalist Association or the Central East Region of the Unitarian Universalist Association of Congregations or any successor regional entity.

Sec. 4. The Membership Committee shall maintain a directory of Fellowship members, the date of signing the membership book, and the date of termination of membership. An updated list of members and friends shall be published annually.

ARTICLE IV - FELLOWSHIP MEETINGS

Sec. 1. The Annual Meeting of the Fellowship shall:

a) Elect Officers, Trustees, Committee on Ministry (COM), and Nominating Committee members;

b) Review annual reports;

c) Adopt the budget;

d) Transact other business.

Sec. 2. The Annual Meeting shall be held in late spring. The Annual Meeting may be held electronically as long as the format used enables all members to hear each other simultaneously, allowing for discussion, approval of motions, and conduct of other business.

Sec. 2.1. Annual Meeting Election Ballot for Board, COM, and Nominating Committee members.

- a) See Article VIII, Sec. 2 & 3 for Nomination procedures.
- b) The Board Secretary will be responsible for creating the ballot.
- c) The ballot will include all nominations submitted before the deadlines, including those from the Nominating Committee and from the congregation.
 - 1) The ballot will be made public two weeks prior to the Annual Meeting.
 - 2) The ballot will provide the voter the options of YEA, NAY, or ABSTAIN for each Board, COM, and Nominating Committee nomination.
 - 3) Results are determined by a plurality of votes.

Sec. 3. Anyone wishing to have an item placed on the agenda of the Annual Meeting shall notify a member of the Board of Trustees at least **15** days before the meeting.

Sec. 4. Special Fellowship meetings with a single, precise purpose shall be called by the Board of Trustees on their own initiative or within ten days after receiving a petition signed by a number of members that constitutes one-half of the number required for quorum, but at least seven members.

Sec. 5. Notice of the Annual, Special Fellowship, and Informational meetings shall be sent to each Member and Friend of the Fellowship at least ten days prior to the date of the meeting. The notice shall be signed by the President or Secretary and state the items on the proposed agenda.

a) In accordance with Ohio Revised Code, notice of Fellowship meetings shall be in writing and delivered by U.S. mail or sent electronically.

b) If the notice is delivered electronically, the date of transmittal will serve as the date of delivery. **c)** If notice is sent by U.S. mail, the postmark will serve as the date of delivery.

Sec. 6. 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*. (*Robert's Rules of Order*, Newly Revised, 12th Edition, September 2020.)

Sec. 7. At Fellowship meetings, one-third of all the voting members shall constitute a quorum for the transaction of business. Once a quorum is established, it is deemed to hold for the remainder of the meeting. Proposals shall pass if they receive a simple majority of the votes cast by the members present, unless otherwise specified. For a motion to pass, it must receive support commensurate with the standard needed when the quorum is initially met; i.e., the number of votes needed to pass a motion will not decline below that number needed for the motion to pass when a quorum is met.

Sec. 8. 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. Proxy votes are not accepted.

Sec. 9. The Board of Trustees may adopt guidelines for the use of electronic communication for voting members who are unable to attend a meeting, in accordance with Robert's Rules (see Article IV, Sec. 6).

Sec. 10. Minutes from Annual and Special Fellowship meetings shall be approved in draft form at the Board of Trustees 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.

Sec. 11. Informational Meetings may be called by the Board of Trustees for discussion of issues. No vote shall be taken and no minutes are required.

ARTICLE V - BOARD OF TRUSTEES

Sec. 1. Election of Board of Trustees. A Board of Trustees shall consist of the four elected officers of the Fellowship and one to three elected Trustees at large. A Trustee at large shall be a member of the Fellowship for at least one year. Trustees shall be elected at the Annual Meetings, with terms beginning on July 1. A Trustee shall serve for one year unless subsection (c) or (d) is invoked. They are not to exceed four consecutive terms.

a) A single one-term extension for a particular Trustee may be adopted by a two-third's vote of the members present at the Annual Meeting.

b) If a Trustee is or will be absent for a duration of two or more months due to illness or other personal business, the Board of Trustees may appoint a member of the Fellowship to act as Trustee for the duration of the absence.

c) Trustees shall make every effort to attend all meetings of the Board of Trustees. If, within a church year, a Trustee is absent from a total of three (3) consecutive scheduled meetings, the Board will have the option of asking for the Trustee's resignation.

d) A Trustee must uphold the Behavioral Covenants of the Fellowship as well as any Board Covenant. A trustee may be removed by a two-third vote of the Board and a two-third vote of the Committee on Ministry.

Sec. 2. Powers and Duties. 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 and/or Bylaws, shall be exercised and controlled by the members of the Fellowship. Within the limits set forth in these Bylaws, authority is delegated to the elected Board of Trustees.

a) The four elected officers and Trustees at Large shall constitute the Board of Trustees, which shall exercise those functions reserved by law to Board of Trustees and perform such tasks as these Bylaws require of them.

b) The Board of Trustees shall create, maintain, and make readily available Policies and Procedures for operation of the Fellowship. The location of the notebooks containing the Policies and Procedures will be posted on the Board bulletin board and the website.

c) The Policies and Procedures shall further the Mission and Purpose of the Fellowship.

Sec. 3. The Trustees shall meet at least monthly, at a time and place convenient to the membership. Board meetings may be held electronically as long as the format used enables all members to hear each other simultaneously, allowing for discussion, approval of motions, and conduct of other business. For a particular issue needing a decision prior to a scheduled in-person board meeting, the president may call a special Board meeting that may be held electronically via a telephone or video conference call. Such a meeting may also be held via email if all members have access to email and agree that no discussion in detail of the issue is needed. Any votes taken during special meetings will have the same force and effect as those taken during a regular meeting, whether the vote is taken in person or electronically, and will be recorded in the minutes of the next meeting.

a) A written notice of the meeting, including the proposed agenda, shall be announced to the membership in advance.

b) For all meetings of the Board of Trustees a quorum shall be four Trustees. **c)** Members and friends may participate in discussions at these meetings.

Sec. 4. Emergency meetings of Board of Trustees may be convened at the call of the President or any three Trustees.

a) A reasonable effort shall be made to contact all Trustees to arrange a meeting time and place to allow participation by all Trustees.

b) Electronic communication procedures may be used if a Trustee is unable to attend a meeting as long as the format used enables all the members to hear each other simultaneously allowing for discussion.

c) No matter shall be discussed and voted upon in an emergency meeting that can reasonably be held over to a regular Board meeting. **d)** Any action taken at an emergency meeting shall be reviewed at the next scheduled meeting of the Board of Trustees.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Sec. 1. The Officers are the elected leaders of the Fellowship. The four Officers are President, Vice-President, Secretary, and Treasurer.

- a) An Officer shall have been a member of the Fellowship for at least two years. Officers shall be elected at the Annual Meeting for a one-year term, not to exceed four consecutive terms.
- b) A single one-term extension for a particular Officer may be adopted by a two-third's vote of the members present at the Annual Meeting.
- c) If a vacancy in any office occurs, the Board may appoint a member of the Fellowship who consents to the appointment to serve until the next Annual Meeting.
- d) The past President will be expected to accept a position on the next year's Board of Trustees.

Sec. 2. PRESIDENT: The President shall:

- a) Preside at all meetings of the Fellowship and Board of Trustees and have the usual powers of supervision and management pertaining to the office, including signing records on behalf of the Fellowship and serving as spokesperson for the Board and for the Fellowship;
- b) Perform such other duties as may be designated by the Board of Trustees;
- c) Sign or endorse checks, drafts, and notes in the absence or disability of the Treasurer;
- d) Be able to serve as a non-voting member of all standing committees except the Committee on Ministry and Nominating Committee;
- e) Coordinate the administrative functions of the Fellowship in cooperation with the Vice-President.

Sec. 3. VICE-PRESIDENT: The Vice-President shall:

- a) Perform all the duties of the President in the event of the absence or disability of the President;
- b) Perform such other duties as the President or the Board of Trustees may designate.

Sec. 4. SECRETARY: The Secretary shall:

- a) Keep an accurate record of the acts and proceedings of the Fellowship and Board of Trustees;
- b) Post such records on the OUUF website and make paper copies readily available to members;
- c) Forward to Fellowship members such notices as required by law or the OUUF Bylaws and perform all duties pertaining to the office;
- d) Sign documents which need the secretary's signature, including annual UUA certification.

- Sec. 5. TREASURER:** In accordance with policies and procedures adopted by the Board of Trustees, the Treasurer shall:
- a) Receive and safely keep all funds belonging to the Fellowship;
 - b) Disburse the Fellowship funds under direction of the Board of Trustees;
 - c) Keep an accurate account of all finances of the Fellowship in books especially provided for that purpose;
 - d) Hold the financial records open and readily available in the Fellowship office for examination by any member;
 - e) Present monthly reports to the Board of Trustees in a manner specified by Board of Trustees;
 - f) Present reports of OUUF finances at the Annual Meeting of the Fellowship, or at other meetings in a manner requested by the Board of Trustees.

ARTICLE VII - COMMITTEES OF THE BOARD OF TRUSTEES

Sec. 1. Standing Committees are: Buildings and Grounds, Caring, Finance, Membership, Religious Education, Social Justice, and Worship.

Sec. 2. The Board may appoint and/or dissolve temporary committees as it deems necessary.

Sec. 3. All committees shall:

- a) Report to the Board at the time and in the manner determined by the Board;
- b) Conduct their meetings using Robert's Rules (see Article IV, Sec. 6) but may make other rules for the conduct of their business such as deciding to conduct business as teams, make decisions by consensus, and/or use rotating chairs or facilitators;
- c) Keep minutes of their meetings.

Sec. 4. The duties of the committees are:

- a) Specified by the Board in collaboration with standing committees and at the time of the creation of a temporary committee;
- b) Set out in the minutes of the Board;
- c) Recorded in a policy and procedures manual that is accessible to the congregation.

Sec. 5. Except the Nominating Committee and the Committee on Ministry (which are elected by the congregation) committees are open to all members and friends of the Fellowship. There shall be at least three members of each such committee.

Board may appoint members to any committee or remove members from any committee (standing or otherwise), except the Nominating Committee and the Committee on Ministry. A member of the Nominating Committee or the Committee on Ministry may be removed by a two-third vote of the Board and a two-third vote of the Committee on Ministry.

Sec. 6. In addition to committees of the Board there shall be the following committees that are elected at the Annual Meeting of the congregation: Nominating Committee and Committee on Ministry.

Sec. 7. Committee chairs shall be members of the Fellowship. Committee members need not be members of the fellowship. It is recommended that committee chairs shall not serve in the same position longer than four years. Members are encouraged to vary the committees on which they serve.

ARTICLE VIII - NOMINATING COMMITTEE AND NOMINATION PROCESS

Sec. 1. The Nominating Committee shall be a congregational committee of three members of the Fellowship, elected at the Annual Meeting, serving overlapping three-year terms.

a) No member may serve more than one three-year term consecutively.

b) The Committee shall select its chair from its members annually after the election of new members.

c) Committee vacancies will be filled until the next Annual Meeting through appointment by the OUF Board of Trustees upon recommendation of the Committee.

d) Robert's Rules (see Article IV, Sec. 6) will be used in conducting the business of the committee unless other rules are established.

Sec. 2. The Nominating Committee shall:

a) Submit to the Annual Meeting a list of candidates for the offices of President, Vice-President, Secretary, Treasurer, one to three Trustees at Large, and a new member and replacement for any vacancy for the Committee on Ministry or for the Nominating Committee.

b) Send to the membership a list of candidates at least six weeks prior to the Annual Meeting.

Sec 3. Nominations may be made by any member of the congregation.

a) Nominations may be made from the floor by any member of the congregation, with consent of the nominee and endorsement by an additional member, at the Annual Meeting.

b) Nominations may be made by any member of the congregation in advance of the Annual Meeting, with consent of the nominee and an

endorsement by an additional member. Nominations must be submitted to the Nominating Committee or the Board Secretary. To be included on the ballot, nominations must be submitted at least 4 weeks prior to the Annual Meeting.

c) See Article IV, Sec. 2.1 for Ballot procedures.

Sec 4. The Nominating Committee shall study and develop strategies for leadership development among members and friends of the Fellowship.

ARTICLE IX - COMMITTEE ON MINISTRY

Sec. 1. The Committee on Ministry (COM) shall be a congregational committee of three members of the Fellowship, elected at the Annual Meeting, serving overlapping three-year terms. No member may serve more than one term consecutively.

a) The outgoing member will remain a “past member” for one year to sit as a regular member of the COM in the event that a member determines a need to be absent from committee responsibility for a period of up to four months.

b) The COM shall select its chair from its members annually after the election of new members.

c) Committee vacancies will be filled until the next Annual Meeting through appointment by the OUUF Board of Trustees.

d) The minister shall be an ex officio non-voting member of the COM.

e) Robert’s Rules (see Article IV, Sec. 6) will be used in conducting the business of the committee unless other rules are established.

f) Regular meetings of the COM shall be held at least once per month. Special meetings may be called by either the chair or the minister.

Sec. 2. The charge of the COM shall be to:

a) Use the Fellowship’s Mission and Covenant as a standard by which to gauge the effectiveness of its ministry by professionals and members, and to make recommendations to enhance the quality of the Fellowship’s ministry;

b) Serve as a means for managing and/or resolving conflict within the Fellowship, whether between congregants, professional staff, or congregants and professional staff.

Actions may include possible removal of someone from a committee position or from membership in the Fellowship with a two-third vote of the Committee on Ministry and a two-thirds vote of the Board.

c) Develop and periodically review policies and procedures to make OUUF a safe space.

ARTICLE X - THE MINISTER

Sec. 1. The minister of the fellowship may be a consulting minister employed by the Board of Trustees.

a) The conditions of employment shall be developed collaboratively with the minister and specified in a letter of agreement and a job description.

Sec. 2. The minister also may be called by a vote of at least 90% of the members voting at a Special Fellowship meeting.

a) The conditions of ministry shall be developed collaboratively with the minister and specified in a letter of agreement and a description of mutual responsibilities.

b) The resignation of a called minister may be requested by a majority vote at a Special Fellowship meeting for which at least a two week advance notice shall have been circulated to the Fellowship members.

Sec. 3. The minister shall have freedom of the pulpit. The minister shall have the freedom to express personal opinions outside of the pulpit but will only speak for the Fellowship under the specifications of Article XIII, Public Actions of these Bylaws.

Sec. 4. The Minister shall be an ex officio, non-voting member of the Board of Trustees and also on other committees of the Fellowship while consulting with or sitting regularly with those committees.

ARTICLE XI - DIRECTOR OF RELIGIOUS EDUCATION

Sec. 1. A Director of Religious Education may be employed by the Board of Trustees.

a) The conditions of employment as well as conditions for termination of the employment shall be specified in a letter of agreement and a job description.

ARTICLE XII - FINANCES

Sec. 1. The members of the Finance Committee shall include the President of the Board of Trustees and the Treasurer as well as other members of the Fellowship.

Sec. 2. Financial Management of the Fellowship.

a) The Board of Trustees shall adopt policies and procedures for management of cash received, for accounts payable, for reporting contributions, and for overall record keeping, for use of restricted funds, and of Fellowship investments.

b) Applications for funding from external sources must be approved following 1) a thorough reading of the application by the Board of Trustees, 2) a determination that the fiduciary responsibility of the Fellowship is clearly outlined, 3) a determination that the use of such funds would be consistent with the mission and purpose of the Fellowship, and 4) a majority vote of the Board of Trustees to approve or disapprove the final draft of the application.

c) Not later than the regular February meeting of the Board of Trustees or when there is a change in person in the treasurer's office, the Board of Trustees shall determine whether a review of the Fellowship's finances would be conducted through 1) an independent audit by a CPA; or 2) a financial statement review by a CPA; or 3) an internal review using resources and methods such as those outlined in the UUA's Internal Financial Review for UU Congregations.

Sec. 3. The Fellowship shall adopt a budget for the fiscal year, July 1 to June 30, at the Annual Meeting. The proposed budget shall be presented to the membership at least four weeks prior to the Annual Meeting.

a) Fellowship funds shall be disbursed only as set forth in the budget except as noted below.

b) The Board of Trustees may authorize emergency expenditures in an amount outside of the budget not to exceed 10% of the total budget.

c) The Board of Trustees 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.

d) The Board of Trustees may accept a directed gift and expend it in a manner consistent with the Fellowship's mission and purpose.

e) The budget may be amended at any Fellowship meeting. Refer to Article IV, Sec. 4.

Sec. 4. The Board of Trustees is authorized to select investments after receiving recommendations from the Finance Committee. Investments in socially responsible funds are preferred.

Sec. 5. The Fellowship shall maintain financial reserve funds.

a) The Program Reserve Fund is for special programs and unexpected budget shortfalls.

b) The Capital Fund is for the purpose of accumulating funds for capital improvements to the building and grounds. **c)** The Board of Trustees may create and eliminate reserve funds as needed.

Sec. 6. 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.

a) The Board of Trustees is authorized to accept direct contributions to the OUUF Fund.

b) The Board of Trustees may deposit reserve funds into the OUUF Fund.

c) In consultation with the Finance Committee, the Board of Trustees shall determine the management of the OUUF Fund with the stipulation that no withdrawal be made on the capital of the OUUF Fund.

ARTICLE XIII - PUBLIC ACTIONS

Sec. 1. Committees, individual members, and the minister may act to support a public issue but must indicate that the action is not that of the Fellowship unless the action is approved by a 90% vote at an Annual or Special Fellowship Meeting. Minutes of the meeting shall indicate the number voting for the issue and the number voting against or abstaining.

Sec. 2. The Board shall have the authority to respond to emergency congregational requests within the constraints of the current Fellowship budget, when in harmony with the congregational covenant and mission.

Sec. 3. Public actions in support of a public issue shall be in support of the Mission of the Fellowship and shall follow any public relations policy of the Board of Trustees.

ARTICLE XIV – INDEMNIFICATION

Sec. 1. This Article applies to duly elected or appointed Officers, Trustees, employees, or agents of the Fellowship.

Sec. 2. Persons identified in Sec. 1 of this Article shall not be personally liable to the Fellowship or to its members for monetary damages for breach of fiduciary duty. Persons shall be liable for damage resulting from any breach of duty or loyalty to the Fellowship or its members, or acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Fellowship shall indemnify any person, his/her 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 as set forth in the Ohio Revised Code Section 1729.031, Indemnification Title 17, Corporations – Partnerships and later revisions of this section.

Sec. 3. The Board of Trustees shall follow the procedures outlined in O.R.C. Sec. 1729.031 if a question of liability arises.

ARTICLE XV - AMENDMENTS OF BYLAWS

Sec. 1. These Bylaws may be amended by a two-third's majority of members voting at a Fellowship meeting.

Sec. 2. An ad hoc committee appointed by the Board shall review these Bylaws at least every five years. The next expected review is to be completed and presented to the Annual Meeting or other Special Fellowship meeting at least by the annual meeting in 2027.

ARTICLE XVI - DISSOLUTION

The Fellowship may be dissolved upon a 90% vote of its members. Under such circumstances and according to Admission Rule 3.3.5(f) of the Unitarian Universalist Association of Congregations, all Fellowship property real and personal, after paying all just claims upon it, shall be conveyed to the Unitarian Universalist Association of Congregations.

Bylaws approved at June 11, 2017, OUUF Annual Meeting; amended June 12, 2018, September 30, 2018, and June 12, 2022.