



Unitarian Universalist Fellowship
of Tuolumne County

A beacon of liberal religion in the foothills

19632 Mono Way, PO Box 3116, Sonora, CA 95370

www.uufc.org

**Bylaws of the
Unitarian Universalist Fellowship
of
Tuolumne County**

As amended 6/7/2020

Bylaws

ARTICLE 1: Organization

1.1 The name of this religious society shall be the Unitarian Universalist Fellowship of Tuolumne County (hereinafter called the UUFTC).

1.2 The UUFTC is a religious organization, organized and existing as a non-profit corporation under the laws of the State of California.

1.3 The fiscal year of the UUFTC shall begin July 1.

1.4 The UUFTC's mission is to provide a sanctuary for individual beliefs, encourage spiritual and ethical growth, create respect for the web of life, and promote justice and peace.

ARTICLE 2: Purpose

We seek to forge a community where ideas and activities of a religious nature may be openly explored in an atmosphere of mutual trust and respect for all. We seek to grow spiritually and intellectually through worship, study and service. We resolve to foster and promote our belief in Unitarian Universalist principles, both in our community and in the larger world.

ARTICLE 3: Affiliation

This Fellowship shall be affiliated with the Unitarian Universalist Association (UUA), or its successor, and with the Pacific Western Region, or its successor regional affiliate of that association.

ARTICLE 4: Membership

4.1 Any person sixteen (16) years or older who shares Unitarian Universalist principles and purposes and has a general awareness of the history and contributions of the church, may become a member by signing the membership book. All members are expected to participate in the life of the Fellowship and shall make an annual financial contribution of record. However, no person shall be denied membership who cannot afford to make a monetary contribution and so indicates on a current pledge form.

4.2 The Board of Trustees (hereinafter called Board) shall keep a membership book containing the name and address of each member and the date they became a member. The date of termination of membership shall also be recorded.

4.3 Members may terminate their membership by written resignation or membership may be terminated by Board action after due notification for failure to participate in the life of the Fellowship, ~~for not making a financial contribution of record,~~ or because of consistently disruptive behavior.

4.4 A member of this Fellowship is not, as such, personally liable for the debts, liabilities, or obligations of the Fellowship.

ARTICLE 5: Friends

5.1 A Friend of the UUFTC is someone over the age of 16 who chooses not to be a voting Member but may make an annual financial Pledge and an annual financial contribution of record, while actively supporting the UUFTC through participation in UUFTC programs and activities as they are willing and able.

ARTICLE 6: Meetings

6.1 The dates of the regular service shall be determined by a vote of the Fellowship. In the case of extenuating circumstances, and in the best interests of the congregation, the Board may choose to temporarily hold services using a web-based platform.

6.2 The annual business meeting of members shall be held each year by the third Sunday in June at such time and place as shall be fixed by the Board. In the case of a disaster, or other extenuating circumstances, the Board may vote to postpone the annual meeting until practical. Notice of the annual meeting shall be sent to each member by first class US mail or electronic mail at least ten days in advance of such meeting. The purpose of this meeting shall be to elect Board members and Nominating Committee, approve the annual budget for the ensuing fiscal year, and the transacting of other business as may be needed. Any agenda item involving the appointment or dismissal of a Minister or the purchase, sale, lease or rental of real property shall be listed in the notice of such meeting. Voting at duly held meetings shall be by voice vote unless stipulated otherwise in these Bylaws. Voting for Board members in which the number of nominees exceeds the number of vacancies shall be by secret ballot with those receiving the most votes elected.

6.3 Special business meetings of the members may be called by the Board or by at least fifteen percent of the members of the Fellowship. The business to be transacted shall be set forth in the notice of meeting sent by first class US mail or electronic mail to all members at least ten days in advance of the meeting. This notice must contain the date, time, place and specific agenda for the meeting and, when applicable, information or recommendations of the Board on the agenda items. Only those matters specified in the notice may be decided at the special meeting.

6.4 Twenty percent of the membership shall constitute a quorum at all business meetings except in the case of the purchase, sale, lease or rental of real property or the appointment or dismissal of a minister. [See 11.1, 11.2, 11.3 and 12.2, 12.3]

6.5 If a quorum is not present, the Board may conduct a vote on any issue on the agenda by US Postal or electronically mailed secret ballot to all members.

6.6 Robert's Revised Rules of Order shall govern meetings of the Board and all formal Fellowship meetings such as those listed in this Article.

ARTICLE 7: Board of Trustees

7.1 The Board of Trustees shall consist of up to seven (7) members but no less than six (6) members and shall include at least two (2) general members, President, Vice President, a Secretary, a Treasurer and a representative from the Calaveras satellite. All Board members shall be Members of the Fellowship, elected by the membership, with the Calaveras representative elected by a simple majority of that satellite group, each serving two-year terms. In alternating years 3-4 Board members will be elected for two-year terms, assuring continuity. Board members shall be members in good standing of UUFTC.

7.2 Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Fellowship, the activities and affairs of this Fellowship shall be conducted and all powers shall be exercised by or under the direction of the Board.

7.3 It shall be the duty of the Board to:

7.3.1 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

7.3.2 Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Fellowship. Before the Board may hire a minister or other paid staff, job descriptions, conditions of employment, duties of the parties and terms of termination must be prepared and approved by the Board.

7.3.3 Supervise all officers, agents and employees of the Fellowship to assure that their duties are performed properly.

7.3.4 Set up guidelines for the screening, selection and behavior of, both compensated workers and volunteer workers in the event the UUFTC establishes programs for children, youth, and/or those with special needs.

7.3.5 Develop guidelines, if needed, relating to the transportation of students, a method of reporting any incidents, removal of a worker or volunteer, and responses to inquiries by the press.

7.4 Meetings of the Board shall be held monthly at such times and places as may be designated by the Board. Cancellation or change of time or meeting place of a monthly meeting may be made by the President with approval of the Board.

7.4.1 A quorum shall be four Board members. If no quorum is present at a regularly scheduled meeting of the Board, the meeting is automatically rescheduled to the day of the next Sunday service in Sonora, subject to cancellation or rescheduling by the President.

7.5 Special meetings of the Board may be called by the President, the Vice-President, or by any two Board members.

7.6 Unless otherwise provided by these Bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

7.6.1 No notice need be given of any regular meeting of the Board.

7.6.2 Special meetings shall require at least a one week prior notice to each Board member. Such notice may be oral or written, may be given personally, by first class mail, electronic mail, or telephone, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

7.7 Vacancies on the Board shall exist on the death or resignation of a Board member or removal of a Board member. Removal of a Board member may be made by a two-thirds vote of the Board for failure to attend three consecutive meetings, failure to attend four meetings in one fiscal year or seven meetings in two consecutive fiscal years, or in accordance with law. Any Board member may resign effective upon giving written notice to either the President or Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by a vote of the Board.

7.8 No person shall be eligible to part or full terms aggregating more than six consecutive years. After a lapse of two years, eligibility is re-established.

7.9 Board members shall not be personally liable for the debts, liabilities, or other obligations of the Fellowship.

ARTICLE 8: Officers

8.1 Officers of the Fellowship shall be a President, Vice President, Secretary and Treasurer. The Secretary and Treasurer shall be elected by the membership of UUFTC at the annual meeting. The new Board, within thirty days of the election, shall meet and elect from the Board members, a President and a Vice President for the next fiscal year. This meeting shall be called and chaired by the current President.

8.1.1 The President shall act as the chief executive officer of the Fellowship, supervise and direct the affairs of the Fellowship and the activities of the officers subject to the direction of the Board, and preside at all meetings of the Board and at all membership meetings. Except as otherwise expressly provided by law, or by these Bylaws, he or she shall, in the name of the Fellowship, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

8.1.2 The Vice President shall, in the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. He or she shall have such other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be prescribed by the Board.

8.1.3 The Secretary shall: a. Keep the minutes of meetings of the Board and congregation, causing them to be maintained in permanent form with other corporate records and making them available for inspection by any church member; b. Perform other such duties as may be requested from time to time by the Board; c. Sign any documents requiring the signature of the corporation secretary.

8.1.4 The Treasurer shall maintain a cumulative record of each donor's amounts and purposes pledged and received, maintain a record of securities and other non-cash assets owned by the UUFTC, make prompt payments for expenses incurred and maintain a file of proper documentation, maintain a record of cash received and disbursed and regularly reconcile this record with checking account statements, regularly transfer amounts in excess of minimum balance requirements from checking account to certificates of deposit or other savings accounts to maximize interest income consistent with safety of principal, regularly report to the Board all cash flow data and comparisons of actual receipts and payments with budgeted amounts, properly submit information required by government agencies, prepare a financial report at the close of each quarter and each fiscal year, and submit a proposed next fiscal year budget at the regular April Board meeting.

8.2 The terms of office for the President and Vice President shall be for one year, and they may not serve more than three consecutive terms in the same office. The terms of office for the Secretary and Treasurer shall also be for one year, and they may not serve more than six (6) years in the same office. Any vacancy shall be filled for no more than the unexpired term of office.

ARTICLE 9: Committees

9.1 The Nominating Committee shall consist of three Fellowship members. Annually, two new committee members shall be recommended by the Nominating Committee for Board approval, then confirmed by membership vote at the annual meeting. The third committee member shall be a Board member, appointed by the Board at their first meeting following the annual meeting.

9.1.1 The Nominating Committee shall recommend general Board members, a Secretary, a Treasurer, and nominating Committee members to be chosen at the annual members' meeting. Names of candidates recommended by the Nominating Committee for election to the Board of Trustees and Nominating Committee must be delivered to the President by April 30.

9.1.2 No member of the Nominating Committee shall serve more than two consecutive years.

9.2 The Pledge Committee shall produce an annual Pledge Campaign for members and friends to make financial commitments. During this campaign, it shall from time to time canvass the members and friends. Annually, it shall prepare, distribute and tally the financial commitment forms to members and friends as a part of this campaign. It shall make progress and final reports to the Board about the campaign and may be asked to assist the Board in preparing a budget for the coming fiscal year, for approval by the membership at the annual meeting. From time to time as necessary this committee shall review and make a recommendation to the Board if so needed, for action according to the criteria of Article 4.1.

9.3 The Children and Youth Program (CYP) Committee coordinates and develops education programs for children and young adults.

9.4 The Membership Committee recommends procedures and activities to nurture the membership, maintains current membership names and addresses and forwards this data to the President and Secretary, develops Fellowship directory of members and friends, maintains "UU World" magazine list, holds Orientation sessions periodically throughout the year, performs New Member Welcoming Ceremonies from time to time during regular Sunday services, staffs and maintains Information Booth, greets visitors, creates and distributes Visitor's and New Member's packets, and other duties as requested by the Board. The Membership Committee shall provide the Secretary of the UUFTC Board with contact information for all members. Notices of meetings mailed or e-mailed to Members at such addresses shall be valid notices thereof.

9.5 The Program Committee plans Sonora Sunday and Adult Religious Education programs. The Calaveras Satellite group shall plan their own programs.

9.6 The Committee on Ministry serves as liaison between the Fellowship and the Minister, and monitors and nurtures the health of the Fellowship's ministry. The Committee performs such duties as are required by the "Letter of Agreement" or "Contract" agreed to by the Minister and Board.

9.7 Ad hoc committees or task forces may be appointed by the Board from time to time for other tasks and activities, as needed.

ARTICLE 10: Satellite Services

10.1 Any Satellite group affiliated with the UUFTC shall be covered by these bylaws. It is the responsibility of the members of each Satellite to plan and conduct the activities of their group.

10.2 Each Satellite group shall select two or more members to collect the financial contribution, forward it regularly to the Treasurer, and notify the President of any changes to the current list of their members and friends.

10.3 No later than March 1, each Satellite may submit a budget request to the Board.

10.4 No later than March 15 each year, if there is a vacancy from their area, each satellite shall elect a person to serve on the Board.

ARTICLE 11: The Minister

11.1 Appointment of a called minister shall require a two-thirds vote by secret ballot with at least a majority of the members participating in the voting.

11.2 Appointment of a consulting/interim minister shall require two-thirds vote by secret ballot with at least twenty-five percent of the members voting.

11.3 Dismissal of the minister shall require a two-thirds vote by secret ballot, with at least a majority of the members participating in the voting.

11.4 The minister shall be an ex-officio, non-voting member of the Board and shall be free to attend the meetings of any committee.

ARTICLE 12: Real Property

12.1 An offer to purchase, sell, lease or rent real property may be made by the Board with the contractual stipulation that such an offer may be withdrawn within twenty-one days if the Board fails to secure members' approval within that time.

12.2 Members' approval to purchase, sell or lease real property shall require a two-thirds vote by secret ballot with at least thirty percent of the members voting except for rent increases covered by 12.3.

12.3 Rent increases of real property rented or leased by UUFTC may be approved by the Board provided the increase in cost does not exceed thirty percent of the previous year's cost for property used for the same purpose or is included in the current year's General Fund budget approved by the members at their last annual meeting.

ARTICLE 13: Amendments

With proper notice to the members, these Bylaws may be amended or replaced at any meeting of the Fellowship by a two-thirds vote of those present and voting. The notice and quorum requirements of Article 5 6 shall apply.

ARTICLE 14: Dissolution

In case of dissolution, disbanding, or cessation of operation of the UUFTC, all assets shall revert to the Unitarian Universalist Association, or such other associated agencies as the UUFTC may determine.

Adopted 1/20/91, Amended 4/3/91, Amended 4/23/93, Amended 9/3/95, Amended 4/25/97, Amended 4/14/2000, Amended 4/29/01, Revised 4/21/02, Amended 5/16/04, Amended 5/15/05, Amended 5/6/07, Amended 5/16/10, Amended 5/15/11, Amended 6/2/13, Amended 6/7/15. Amended 6/4/17. Amended 6/16/19. Amended 6/7/2020.