

THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BOZEMAN BYLAWS

Adopted January 10, 2010

PURPOSE. The purpose of this Fellowship shall be to bring its members and friends together in a stimulating environment for the examination and clarification of ethical, philosophical, and religious beliefs. There will not be any pecuniary gain or profits to its members.

ARTICLE I. NAME. The name of this religious organization shall be the Unitarian Universalist Fellowship of Bozeman (referred to as “the Fellowship” below).

ARTICLE II. PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Fellowship is Bozeman, Gallatin County, Montana.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications. Any person age 18 or older may become a member by following a pathway to membership as specified by the Board of Directors and signing the membership book. The age minimum may be waived by the Board for candidates deemed sufficiently mature.

Section 2. Active Membership. Active Members are those who have both participated in the life of the Fellowship and made a financial contribution within the preceding 12 months. Active Members may vote at Annual and Special Meetings of the Fellowship and serve on the Board of Directors, and are eligible for other benefits and privileges as defined by the Board. Any person who has been an Active Member for at least 30 days shall be entitled to cast a vote at Fellowship meetings.

Section 3. Maintenance of Active Membership. The membership records shall be reviewed annually according to a process defined by the Board of Directors. If, during the preceding 12 months, a member has not demonstrated interest by participating in Fellowship activities and contributing financial support, membership status will be changed from active to inactive. Inactive Members are not eligible to vote at Fellowship meetings or serve on the Board. The Board may exempt from the provisions of this section members who for reasons of age, health, or hardship are unable to contribute financially or participate on a regular basis.

Section 4. Friends of the Fellowship. Friends are those who participate in the life of the Fellowship and may have made a financial contribution, but have not signed the membership book and are not eligible to vote at Fellowship meetings or serve on the Board of Directors.

Section 5. Resignation and Removal of Membership. A member may resign his/her membership by notifying any member of the Board. The Board of Directors shall establish a policy for consideration of removal of membership for cause; a 2/3 vote of Directors in office shall be required to remove a membership.

ARTICLE IV. FELLOWSHIP MEETINGS

Section 1. Time, Place, and Conduct of Meetings. Meetings of the members of the Fellowship shall be held at times and places designated by the Board of Directors. Meetings shall be conducted in accordance with the most current version of Roberts Rules of Order, Revised.

Section 2. Annual Meetings. Annual Meetings shall be held to adopt the annual budget, usually in January, and to elect the Board of Directors, usually in May. Other business may be conducted if included in the notice of meeting (Section 5). Failure to hold either of these meetings shall not cause a forfeiture or dissolution of the Fellowship.

Section 3. Special Meetings. A Special Meeting may be called by the President, the Board of Directors, or the Minister, or by member petition (Section 4), for purposes other than those in Section 2, either for the conduct of business or for other purposes.

Section 4. Special Meeting by Member Petition. A member petition requesting a Special Meeting must state the purpose(s) of the meeting and be signed by at least 15 percent of all Active Members. Within 30 days of receipt of such a petition, the Board of Directors shall issue a notice of meeting (see Section 5), including the purpose(s) stated in the petition. If the Board fails to do so, any Active Member(s) who signed the petition may set the time and place of the meeting and issue notice.

Section 5. Notice of Meeting and Waiver. The Board of Directors shall cause written notice of any Annual or Special Meeting to be delivered to all Active Members not less than 15 or more than 30 days before the date of the meeting, either personally or by mail. The notice must state the place, day, and hour of the meeting and the purpose(s) for which the meeting is called; no other business that requires a vote of the membership may be conducted at the meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail to an Active Member at his/her address as it appears in the records of the Fellowship, with postage on it prepaid. A member may waive his/her right to notice by submitting a written statement to any member of the Board.

Section 6. Quorum and Plurality. A majority of Active Members, in person or represented by proxy, shall constitute a quorum at a Fellowship meeting. The Active Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A majority vote of Active Members at such a meeting shall constitute an action of the Fellowship, unless otherwise provided in these bylaws.

Section 7. Record Date. Thirty (30) days before any Annual or Special Meeting, the list of Active Members shall be closed. Only those on the list at that time will be entitled to receive notice of and vote at the meeting.

Section 8. Voting List. The Secretary, in consultation with the Treasurer, shall make a complete record of Active Members entitled to vote at each meeting, and this record shall be open to inspection by any member, beginning two days after notice of the meeting is issued and continuing through the meeting until adjournment. Failure to comply with the requirements of this section shall not affect the validity of any action taken at the meeting.

Section 9. Proxies. A member may vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy appointment.

ARTICLE V. THE BOARD OF DIRECTORS

Section 1. Role and Composition of the Board of Directors. The business and affairs of the Fellowship shall be governed by a Board of Directors ("the Board") of at least 6 but not more than 8 Active Members of the Fellowship (Article III, Sections 1-3). The Board shall have general charge of the property and funds of the Fellowship, the conduct of all its business affairs, and the control of its administration, including the appointment of such committees as it may deem necessary. The Board shall consist of the

President, the Vice President, the Past President, the Treasurer, the Secretary, and not less than one but not more than three Members-at-Large. All Directors are Officers of the Fellowship. See Article VI for individual roles and terms of office.

Section 2. Election and Inauguration. The Board is elected by the membership (Article IV, Section 2). Newly elected Directors shall begin their terms of office on June 1 of each year. Failure to elect a new board shall not cause a forfeiture or dissolution of the Fellowship.

Section 3. Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 4. Resignation and Removal of Directors. A Director may resign by giving notice in writing to the President or Secretary, or by giving notice in person at a Board meeting, with the notice to be reflected in the minutes of the meeting. A Director may be removed, for breach of trust or gross misconduct, by a 2/3 vote of the Directors then in office, or by majority vote at a duly organized Annual or Special Meeting of the Fellowship (Article IV, Sections 2-4). Failure of a Director to attend three (3) consecutive Board meetings without notice to the President or Secretary shall constitute an automatic resignation from the Board without further action or notice.

Section 5. Time, Place, and Conduct of Meetings. Regular meetings of the Board of Directors shall be held at times and places designated by the Board. Special meetings may be called by the President, or by the Secretary on written request of any two Directors. Meetings shall be conducted in accordance with the most current version of Roberts Rules of Order, Revised. Board meetings shall be open to all members of the Fellowship, excluding Executive Sessions (Section 7), and reasonable provision shall be made for non-Board members to address the Board.

Section 6. Notice of Meetings. Each Director shall receive notice of each meeting of the Board a minimum of 7 days prior to the meeting. Notice may be given in writing, by telephone, in person, or electronically, by a process established by the Board. A Director may waive his/her right to notice by submitting a written statement to the President or Secretary, whether before or after the time of the meeting. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice or waiver of notice.

Section 7. Executive Sessions. The Board may meet in Executive Session only to discuss in confidence personnel, legal, or other sensitive issues. To enter into Executive Session, the Board must take action in an open meeting to do so. When in Executive Session, all persons other than the Directors will be excluded unless specifically invited to attend by the Board. For Executive Session minutes, see Section 9.

Section 8. Quorum and Plurality. A majority of the Directors in office shall constitute a quorum for the transaction of business. The act of the majority of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 9. Minutes. Complete and accurate typed minutes shall be kept of all meetings of the Board. All recorded minutes shall be formally approved by the Board. A record set of approved minutes shall be kept at a place determined by the Board, and all minutes, excluding those from Executive Sessions, shall be made available upon request to any member of the Fellowship.

Section 10. Action without Meeting. In the case of matters on which immediate action is necessary, the President or his/her designate may conduct a vote of the Board by telephone, mail, electronic mail, or other means, in a manner established by the Board prior to the action. Such action must be approved by a majority of Directors in office. The action shall be recorded in the minutes of the next meeting, and must be ratified by the Board at its next meeting if activity related to the matter continues.

ARTICLE VI. DIRECTORS' ROLES AND TERMS OF OFFICE

Section 1. President and Past President. The President shall serve as presiding officer of the Board of Directors, represent the Board at meetings of Fellowship members, and represent the Fellowship in the community. The President shall serve for one year, followed by one year on the Board as Past President. The Past President serves to provide continuity of Board direction and to assist the newly elected President as necessary.

Section 2. Vice President. The Vice President shall perform the duties of the President in the absence or inability of the President. The Vice President shall serve for one year and will normally assume the Presidency at the end of that term.

Section 3. Treasurer. The Treasurer is responsible for the Fellowship's financial records and for the receipt, disbursement, and accounting of all funds. The Treasurer shall report regularly to the Board on the financial status of the Fellowship, present annually to the membership a report on financial status and a proposed budget for the coming year, and perform other duties as may be required for the proper conduct of office. The Treasurer shall serve for three years.

Section 4. Secretary. The Secretary is responsible for the non-financial records of the Fellowship. The Secretary shall record minutes of all Board and Fellowship meetings; maintain an accurate set of bylaws, policies, and other documents; and issue all notices required of the Board by these bylaws. The Secretary shall serve for two years.

Section 5. Board Members-at-Large. The Members-at-Large shall represent the membership at Board meetings. Members-at-Large shall serve for two years, and terms shall be staggered.

Section 6. Term Limits. No Director, other than the Treasurer, may serve more than one full term on the Board in the same office without being off the Board for at least one year; the Treasurer may serve two full terms. A partial term served by a person selected to fill a Board vacancy due to resignation or removal shall not be considered a full term of office.

ARTICLE VII. MINISTERS.

Section 1. Role of the Minister(s). The minister(s) shall be responsible for the conduct of worship within the Fellowship and for the Fellowship's spiritual interests and affairs. The minister(s) shall have freedom of the pulpit as well as freedom of expression outside the pulpit, consistent with the Fellowship's 501(c)(3) non-profit status. The minister(s) shall be an ex-officio member of the Board of Directors and of those committees that the Board may designate.

Section 2. Recruitment. The Board shall appoint a Ministerial Search Committee to lead the recruitment effort when it determines that calling a minister is appropriate. A minister shall be called upon the recommendation of the search committee and of the Board, and a 4/5 vote of Active Members of the Fellowship present at a duly organized Annual or Special Meeting. All provisions of Article IV shall apply to action on calling a minister, with these exceptions: a 4/5 vote is required as above, and the minimum notice of such a meeting shall be 21 days.

Section 3. Dismissal. Action to dismiss a minister must be approved by a majority vote of Active Members of the Fellowship present at a duly organized Annual or Special Meeting. All provisions of Article IV shall apply to action on dismissing a minister, with the exception that the minimum notice of such a meeting shall be 21 days. In the event of a Fellowship vote that does not result in dismissal, no subsequent meeting for the same purpose may be held for a period of 4 months. In the event of dismissal, the minister's salary and allowance shall be continued for three months after date of dismissal.

Section 4. Resignation. A minister shall give three months' notice of resignation, unless the Board of Directors authorizes a lesser interval.

ARTICLE VIII. AFFILIATIONS. The Fellowship shall be a member of the Unitarian Universalist Association of Congregations (UUA) and of the Mountain-Desert District of the UUA.

ARTICLE IX. FISCAL YEAR. The fiscal year begins January 1 and ends December 31.

ARTICLE X. ASSETS. The Fellowship is not organized for profit. It shall not issue any stock, and no part of its assets, income, or earnings shall be used for dividends or be otherwise withdrawn or distributed to any of its members, provided, however, that the Fellowship shall have the power to employ necessary personnel to carry out its purposes as stated in the Articles of Incorporation.

ARTICLE XI. PROPERTY RIGHTS. No member shall have an interest in the property of the Fellowship. The membership shall have full discretion to use or dispose of Fellowship properties consistent with statute, the Articles of Incorporation, and these bylaws. All checks, drafts, notes, bonds, bills of exchange, orders for payment of money, deeds, mortgages, and other written contracts and arrangements shall, unless otherwise required by law, be signed by Officer(s) of the Fellowship as specified by the Board of Directors (see Article V, Section 1).

ARTICLE XII. INDEMNIFICATION. The Fellowship shall indemnify any person who is or was an employee, agent, representative, member of the Board of Directors, or other volunteer of the Fellowship against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Fellowship to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that was intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

ARTICLE XIII. CHANGING THESE BYLAWS. Action to alter, amend, or repeal these bylaws must be approved by a 2/3 vote of Active Members of the Fellowship present at a duly organized Annual or Special Meeting. All provisions of Article IV shall apply to action on the bylaws, with these exceptions: a 2/3 vote is required as above, and the minimum notice of such a meeting, including notice of the proposed changes, shall be 21 days.

ARTICLE XIV. ENDOWMENT TRUST. The Fellowship shall support its religious mission and work through an Endowment Trust Fund generated by transfers of property (cash, stocks, bonds, real estate, etc.), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignments of life insurance and retirement plans. The UUFB Endowment Trust Fund will be governed by a Trust Charter; action to adopt or subsequently revise the charter must be approved by a 2/3 vote of Active Members of the Fellowship present at a duly organized Annual or Special Meeting (Article IV).

ARTICLE XV. DISSOLUTION. Action to dissolve the Fellowship must be approved by a 2/3 vote of Active Members present at a duly organized Annual or Special Meeting. All provisions of Article IV shall apply to action on dissolution, with these exceptions: a 2/3 vote is required as above, and the minimum notice of such a meeting shall be 21 days. In the event of dissolution, all of the property of the Fellowship, real and personal, after paying all just claims upon it, shall be conveyed to the Mountain Desert District of the Unitarian Universalist Association of Congregations or its legal successor, and the Board of Trustees of that society shall perform all actions necessary to effect the conveyance.