

Laramie Unitarian-Universalist Fellowship Bylaws

Adopted as amended May 2001; March 17 and May 19, 2002; May 22 and October 2, 2005; May 18, 2008; May 18, 2014

ARTICLE I: NAME

The denominational name of this religious society shall be THE UNITARIAN-UNIVERSALIST FELLOWSHIP OF LARAMIE. The corporate name shall continue to be THE UNITARIAN FELLOWSHIP OF LARAMIE, INC. for such business and legal purposes as may require its use.

ARTICLE II: PURPOSE

The purpose of this Fellowship is to enable people of liberal religious views to meet with one another for the achievement of their common purposes: to provide instruction for their children in accordance with the principles of liberal religion: and to diffuse and strengthen the knowledge of Unitarian-Universalism among members and friends of the Fellowship and in the community.

ARTICLE III: AFFIRMATION FOR DIVERSITY

This Fellowship actively encourages diversity in its membership, hiring, practices, and the calling of religious professionals.

ARTICLE IV: MEMBERSHIP

1. Any person 14 or older may become a member of this Fellowship if he/she expresses agreement with its purpose as described in its bylaws, and inscribes his/her name in the membership roster.
2. Furthermore, anyone preferring to join the Fellowship by means of an oral commitment may do so. Such oral commitment shall be made in the presence of a Fellowship member, who shall then inscribe the new member's name in the roster together with his/her name as sponsor.
3. Any member not making a contribution (financial, in-kind, or participatory) to the Fellowship in a 12-month period, may forfeit his/her membership and may have his/her name removed from the roster after review by the Board.
4. New members will sign the book after attending a new member orientation or its equivalent as recognized by the Membership Committee.

ARTICLE V: DENOMINATION AFFILIATION

This Fellowship shall be a member of the Unitarian-Universalist Association and of the Rocky Mountain Area Conference or the Mountain Desert District.

ARTICLE VI: OFFICERS

These elected officers shall constitute the corporate Board of Directors of the Fellowship, also referred to as The Board. The Board shall consist of five (5) officers: a Chair, Secretary, Treasurer, and two at-large officers. They shall be elected of staggered terms of two (2) years by the membership at the Annual Meeting and take office on June 1. The Chair may be shared between two people (Co-Chairs), in which case each shall have a vote on the Board, and there shall be one less at-large officer. Any officer may be re-elected as many times as he/she is willing to serve, provided that no candidate shall be considered who has not first been notified of his/her nomination and allowed to decline if the same if he/she so wishes. All officers must be members of the Fellowship.

1. The Chair/Co-Chair (hereinafter “Chair”) shall serve as Chair of the Board, oversee all operations of the Board and official committees, and act as official spokesperson(s) for the Fellowship.
2. The Secretary creates and maintains business records, and conducts the official correspondence for the Fellowship.
3. The Treasurer shall be responsible for the collection and appropriate maintenance of all funds, as well as the reporting and record-keeping pertaining to all funds of the Fellowship. The Treasurer shall also oversee the duties of the cashier.

ARTICLE VII: MEETINGS

1. The Annual Meeting shall be held each year during the month of May at such a time and place as shall be fixed by the Board. An agenda describing the business to be transacted at the Annual Meeting shall be delivered by written notice to all members at least ten (10) days before the meeting.
2. Business Meetings of the congregation shall be called as the Board deems advisable. An agenda describing the business to be transacted at the Business Meeting shall be delivered by written notification to all members at least ten (10) days before the meeting.
3. Votes. One third of the members shall constitute a quorum at the Annual Meeting or at Business Meetings. A majority vote of the members present or voting absentee is necessary to pass motions, except amendments to the bylaws. Voting is limited to members of the Fellowship. A vote may be taken by voice, show-of-hands, or written ballot. A count or written

ballot shall be taken on request by any member. An absentee ballot may be requested from the Board and will constitute a vote if received by the time the vote is taken.

4. Board of Directors Meetings. At the request of any member of the Board, the Chair shall call meetings of the Board as Fellowship business may require. Three of the five officers of the Board shall constitute a quorum at Board meetings. A majority vote of the officers present is necessary to pass motions. A vote may be taken by voice, show-of-hands, or written ballot. A count or written ballot shall be taken on request by any officer.
5. Regular Meetings of the Fellowship shall consist of programs arranged by the Program Chair with the help of the Program Committee and shall meet at such intervals and at such times as determined by the members. The Fellowship Chair or designee shall call the meeting to order and, at such time during the meetings as the Fellowship shall agree to, may devote a brief period to announcements, reading of correspondence and other business not requiring a vote.

ARTICLE VIII: FUNCTION OF THE BOARD OF DIRECTORS

The Board of Directors shall serve as the governing board of the Fellowship. It shall perform the following duties:

1. manage the property of the Fellowship;
2. execute all Fellowship business affairs; any member of the Board may be authorized by the Chair to sign legal documents and carry out the intentions of the Board;
3. appoint such special committees as it may deem necessary;
4. pass upon all expenditures on behalf of the Fellowship;
5. fill vacancies on the Board until the next Annual Meeting;
6. make arrangement for the Annual Meeting and see that members are notified in accordance with Article VII;
7. oversee the functioning and formation of these standing committees:
 - a) The Program Committee shall be responsible for ensuring that weekly programs are scheduled and conducted for the benefit of the Fellowship.
 - b) The Publicity Committee shall be responsible for publicizing the activities of the Fellowship under the direction of the Board.
 - c) The Religious Education Committee shall be responsible for developing, scheduling, and providing the religious education programs for children attending the Fellowship.
 - d) The Building Committee shall be responsible for maintaining the building and surrounding grounds, and for bringing about alterations and improvements to the building as needed.
 - e) The Social Action Committee shall be responsible for facilitating the social service programs undertaken by the Fellowship.
 - f) The Membership Committee shall be responsible for facilitating Fellowship growth and retention.

g) The Nominating Committee shall be responsible for nominating a candidate for each office to be filled at the Annual Meeting, for nominating candidates for the Committee on Ministry with the approval of the minister and board, and to nominate two (2) candidates to serve as the next Nominating Committee. The Nominating Committee shall consist of three (3) Fellowship members, two nominated by the previous Nominating Committee, and one member of the Board. The Committee may not nominate any of its members to be candidates for the succeeding Nominating Committee. The Nominating Committee shall report its nominations to the Board at its first meeting in April.

Each standing Committee shall report to the Board and provide a written report at the Annual Meeting.

8. appoint a Cashier whose duties shall be to receive and disperse funds under supervision of the Treasurer, and
9. appoint a Newsletter editor who shall arrange for the publication of the Fellowship newsletter and may appoint an editorial staff for this purpose.

ARTICLE IX: MINISTER

1. Recommendation: A Search Committee elected by the congregation shall recommend ministers to the Fellowship.
2. Election: A Minister shall be called to the Unitarian-Universalist Fellowship by the affirmative eighty (80) percent vote of the members present and voting at a business meeting called for this purpose by the Board of Directors. The vote shall be taken by prior notice that such a meeting has been called.
3. Freedom of the Pulpit: The Minister shall have freedom of the pulpit.
4. Contract: The Board or its designated committee shall negotiate a contract with the Minister. The contract shall provide for annual review and amendments as may be agreed upon by the parties.
5. The Minister: shall be a non-voting ex-officio member of all committees of the society as well as such other bodies as the Board shall designate but shall not serve in any way on the Nominating and Search Committees. The Minister shall be entitled to attend all meetings of the Fellowship, except that, in the case of a business meeting called to consider the Minister's dismissal; the Minister's right to attend the meeting shall be limited to the time necessary to make a presentation to the Fellowship at the commencement of the meeting.
6. Grievance Procedure: Any grievance shall be specified in a signed letter directed to the Committee on Ministry. The committee shall consider any grievance within thirty (30) days. Upon due consideration of the grievance, the committee shall initiate steps to resolve the problem.
7. Dismissal Procedure: A procedure for dismissal of the Minister may be initiated by either a majority vote of the Board of Directors or by a petition

signed by at least twenty (20) percent of the members of the church. The petition shall be submitted to the Board which shall call a Business Meeting not later than sixty (60) days from the date that the petition was received. The sole purpose of such meeting shall be to consider the Minister's dismissal. A copy of the petition shall be provided to the Minister no less than twenty (20) days before this Business Meeting. Notice of this Business Meeting shall be given at least ten (10) days before the meeting and shall state the purpose of the meeting. A majority vote of the members present and voting shall be required to dismiss the Minister. The vote shall be taken by written ballot:

a) The reasons for dismissal shall include, but not be limited to:

- 1) conduct that involves moral turpitude;
 - 2) conduct which reflects negatively on the purposes and goals of the Fellowship;
 - 3) failure to serve adequately the needs of the Fellowship;
 - 4) failure to abide by the terms of the contract between the Fellowship and the Minister, or
 - 5) failure to reach agreement upon appropriate amendments to the contract, pursuant to the annual review as described in section 4 of this article.
8. Resignation: The Minister shall give written notice of resignation to the Board Chair. The notice period shall be as agreed upon in the contract.
9. Termination: The Board shall give written notice of termination to the Minister. The notice period shall be as agreed upon in the contract.
10. Notice Period: The notice period for resignation and termination shall be equal.

ARTICLE X: COMMITTEE ON MINISTRY

1. The purpose of the Committee on Ministry is to appraise, enhance, and uphold the Fellowship's ministry in all ways appropriate to Unitarian-Universalist principles and values.
2. The COM shall be made up of three (3) members serving staggered three-year terms. When mid-term vacancies occur, the Minister and the Board shall submit twice as many names as vacancies to the Board, who shall select the new member(s). No member of the Board may serve on the COM and no two members of the same household may serve on the COM or the Board at the same time.

When the Fellowship is served by a Minister, the Minister shall be an ex-officio, non-voting member of the COM. Members of the COM shall be elected by the voting membership from a list of candidates selected by the Board and the Minister (when the Fellowship is served by a minister). The list shall include at least two (2) more names than the number of members to be elected. The committee may schedule a meeting without the Minister's attendance but not without the Minister's knowledge.

When the Fellowship is without a Minister, the Board shall provide a list of candidates with two (2) more names than the number of members to be elected. Members of the COM shall be elected by the voting membership.

3. The COM shall provide the Board with written evaluation of the Minister each year based on a UUA protocol when we are served by a Minister.

When we are served by a Minister, the Fellowship's ministry will be evaluated and presented to the Board every other year by the COM.

If we are not served by a Minister, evaluation of the Fellowship's ministry will be provided to the Board every year by the COM.

ARTICLE XI: FINANCIAL ADMINISTRATION

The fiscal year shall commence on the first day of June each year.

ARTICLE XII: AMENDMENTS

These bylaws, so far as allowed by law, may be amended or repealed at any business meeting of the Fellowship by a two-thirds (2/3) vote of those members present or voting absentee, provided that a special letter stating the exact amendment and change be delivered to the membership at least ten (10) days before the meeting at which the vote is to be taken. An absentee ballot may be requested from the Board and will constitute a vote if received by the time the vote is taken.

ARTICLE XIII: CONDUCT OF BUSINESS MEETINGS

Annual Meetings and Business Meetings shall be conducted in accordance with such normal parliamentary procedures as are acceptable to those present.

ARTICLE XIV: DISSOLUTION CLAUSE

Should this Fellowship cease to function and the membership vote to disband, the assets of the Fellowship will be transferred to the Unitarian-Universalist Association for its general purposes. This transfer will be made in full compliance with whatever laws are applicable.

Article XV: Endowment Fund

A. Establishment of Endowment Fund

Stewardship involves the faithful management of the gifts of time, talent, and money, including accumulated, inherited, and appreciated resources. In order to

support the spiritual mission and work of this congregation it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation.

John Dumbrill, in his own name and in honor of his late wife Sally Fife, have led the way by making a generous donation of funds to UUFL. This congregation accepts that gift and hereby establishes the John Dumbrill and Sally Fife Endowment Fund (hereafter called the "FUND"), to be governed in accordance with these bylaws.

The purpose of this FUND is to enhance the mission of UUFL apart from the general operation of the congregation. No portion of distributions from the FUND shall be used for the annual operating budget of the congregation unless approved by a 2/3 majority of the members of the congregation, and only if needed for a compelling emergency. Except where specifically authorized otherwise in the terms of a gift, distributions from the FUND will be made as authorized by the Endowment Fund Committee (hereinafter called the "COMMITTEE"), in amounts not to exceed 5 percent of the average fair market value of the FUND over the previous thirteen quarters.

The COMMITTEE, established hereunder, shall be the custodian of the FUND. The assets of the FUND may, at the discretion of the Board of Directors, be held by a separate tax-exempt non-profit corporation, which corporation shall be governed by the members of the COMMITTEE.

B. The Endowment Fund Committee

1. The Endowment Fund Committee (hereafter, the "COMMITTEE") shall consist of three members. One member shall be the Treasurer of the Board of Trustees, *ex officio* and with full voting rights. One member shall be a member of the congregation of UUFL who is not a member of the Board of Trustees. The third member shall be a member of the congregation of UUFL who may or may not be a member of the Board of Trustees. The two members other than the Treasurer shall serve terms of two years, on a staggered basis so that one member is chosen each year. The minister and the president or vice president of the fellowship Board of Trustees shall be advisory members of the COMMITTEE without voting rights.

2. No member shall serve more than three consecutive two-year terms. After a lapse of one year, former COMMITTEE members may be reelected.

3. The Board of Trustees of the fellowship shall nominate new members for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees.

4. In the event of a vacancy on the COMMITTEE, the Board of Trustees shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

5. The COMMITTEE shall meet at least annually, or more frequently as it deems necessary. A quorum shall consist of all members. A majority present and voting shall carry any motion or resolution.

6. The COMMITTEE shall elect from its membership a chairperson and a recording secretary. The Treasurer UUFL shall serve as the financial secretary for the COMMITTEE.

a. The chairperson, or member designated by the chairperson, shall preside at all meetings of the COMMITTEE.

b. The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE, as well as the chair of the Board of Trustees. Each COMMITTEE member shall keep a complete copy of minutes to be delivered to her or his successor.

c. The financial secretary shall maintain complete and accurate books of accounts for the FUND, write all checks payable from the FUND and shall sign all necessary documents on behalf of the congregation in furtherance of the purposes of the FUND.

7. The COMMITTEE shall report on an annual basis to the Board of Trustees and, at each annual or special meeting of the congregation, shall render a complete account of the administration of the FUND during the preceding year.

8. Members of the COMMITTEE shall not be liable for any losses that may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable for only her or his own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

C. Distributions and management of the FUND

1. The COMMITTEE shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and income according to accepted accounting procedures.

2. Lifetime and testamentary unrestricted gifts to the FUND shall accumulate until a fair market value of \$175,000 is achieved, after which annual distributions may commence. However, should the fair market value of the FUND subsequently decline to less than \$175,000, distributions shall be made only upon a 2/3 majority vote of approval from the congregation.

3. The COMMITTEE is authorized to accept new donations to the FUND. Any donations shall be added to the principal of the FUND, and interest from those donations shall be spent in accordance with the terms of this Article XV. Should any donor wish to make a donation inconsistent with the purposes specified in this Article XV, the Board of Trustees shall evaluate the donation and make a recommendation to the congregation as to whether these Bylaws should be amended to allow acceptance of such a gift in accordance with the wishes of the donor.

4. Funds may be authorized to be spent for only capital improvements or special projects to enhance the physical plant and property of UUFL, unless a special emergency authorization is authorized by the congregation pursuant to Article XV, paragraph A, above. The COMMITTEE is specifically authorized to pledge the assets of the FUND as collateral for a loan to achieve the purposes of the FUND, so long as the loan is in an amount that is no greater than 70% of the principal of the FUND at any time. In the event any funds are borrowed against the principal of the FUND, all FUND income shall be devoted first to retirement of that loan.

5. The assets of the FUND are not subject to the claims of general creditors of UUFL, and may not be pledged for any purpose other than as specified in Article XV, paragraph C-4, above.

D. Miscellaneous provisions

1. This Article may be amended only by the procedures set forth in Article XII for the amendment of Bylaws in general.

2. In the event the Unitarian Universalist Fellowship of Laramie ceases to exist through either merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Board of Trustees in conformity with the approved congregational bylaws.