

**SUMMIT UNITARIAN UNIVERSALIST FELLOWSHIP
(A NON-PROFIT CORPORATION)**

Bylaws Adopted by Membership Vote, April 27, 1997
Amended April 29, 2001
Amended February 15, 2003
Amended December 12, 2004
Amended October 8, 2006
Amended June 1, 2008
Amended October 26, 2008
Amendment February 21, 2010

ARTICLE I. NAME

The name of this religious organization shall be the Summit Unitarian Universalist Fellowship.

ARTICLE II. PURPOSE AND VISION STATEMENT

Summit Unitarian Universalist Fellowship is a growing, caring, intergenerational congregation of diverse backgrounds embracing the free and responsible search for truth and meaning. We are committed to promoting spiritual and personal growth, social justice, environmental awareness and participation in the greater community.

ARTICLE III. MEMBERSHIP

Section 1. Membership

Any Person(s) aged 16 (sixteen) or older may be a member of this fellowship if they are in sympathy with its purpose and program, participate in the life of the fellowship, have signed the membership book, and have made an annual financial contribution of record.

A person desiring to become a member, but who is unable to meet one or more of the requirements for membership, may request a waiver of this requirement or requirements from the Board of Directors, which will fairly consider this request in conjunction with the Minister. Such a waiver must be renewed annually.

It is generally understood that all members should have an understanding of the history and current state of affairs of the Unitarian Universalist movement. It is specifically understood that membership is open to all persons regardless of race, color, gender, sexual orientation, age, national origin, ancestry, disability or medical condition.

Section 2. Voting Membership

Any member who has been a member of Summit Fellowship for a minimum of 30 (thirty) calendar days shall be considered a voting member. The Secretary shall maintain a list of voting members.

Section 3. Nonmembers

The Board of Directors may change a member to nonmember status when it is known that such member has moved from the local area, or upon request of such member, or whenever the Board of Directors determines that such member has not participated in the affairs of the Fellowship in any manner, nor made a financial contribution, for a period of at least one year, absent a waiver as set forth in this Article, Section 1. Before such action is taken, at least 30 (thirty) calendar days' notice by mail shall be given such member at the last known address for such member appearing in the records of the Fellowship.

Membership status of a nonmember shall be reinstated upon written request from the nonmember to the Board of Directors, or by direction of the Board of Directors if the nonmember resumes participation in the Fellowship, provided in both cases that the nonmember becomes a financial contributor of record.

Section 4. Resignation and Reinstatement of Membership

Members may terminate their membership in the Fellowship by written or verbal declaration to the Board of Directors. A former member may reinstate membership by signing the membership book, participating in the life of the fellowship and becoming a financial contributor of record.

ARTICLE IV. DENOMINATIONAL AFFILIATION

This Fellowship shall be a member of the Unitarian Universalist Association and of such regional and sub-regional associations as the Association establishes.

ARTICLE V. CONGREGATIONAL MEETINGS

Section 1. Regular Meetings

The Fellowship shall hold one Annual Meeting each year in the month of May or June at such time and place as shall be determined by the Board of Directors. At this meeting the Officers and Directors of the Fellowship and the Nominating Committee shall be elected as provided in Articles VI and VII. The annual budget shall also be considered and adopted at this Annual Meeting.

Section 2. Special Meetings

A special meeting of the membership may be called by the Board of Directors at its discretion. A special meeting must be called by the Board of Directors upon written request of 10 (ten) or more voting members of the Fellowship.

Section 3. Notice of Meetings

The time and place of all Congregational Meetings must be announced by written notice, which may be electronic notification. Such notice must be distributed to all members at least two weeks before the day of the meeting. The notice shall set forth the business to be transacted at the meeting. Action shall be taken at any Congregational Meeting only on subjects previously announced.

Section 4. Quorum

A quorum shall consist of 40% (forty percent) of the voting members.

Section 5. Voting Majorities

Amendments to the Bylaws (Article XII), dismissal of Minister(s) (Article IX) and encumbrance, disposition, or purchase of real property shall require approval by two-thirds of the votes cast. A calling of Minister(s) shall require approval by 90% (ninety percent) of the votes cast. All other action shall require approval by a simple majority of votes cast unless provided otherwise by provisions of Article XIII (SUUF Endowment Fund) or Endowment Fund management procedures approved by congregation voting members in accordance with Article XIII.

Section 6. Ballots

All motions requiring two-thirds majority shall be by secret ballot. Upon request by any member, voting on any other matter shall be by secret ballot.

Section 7. Absentee and Proxy Voting

Any voting member who is unable to attend a congregational meeting to cast his/her ballot personally (e.g., disability, illness, travel, etc.) may cast an absentee ballot or may vote by proxy.

Absentee ballots must be completed and signed by the absentee member, and delivered to the Secretary no later than 24 (twenty-four) hours prior to the start of the scheduled meeting at which that vote is to occur.

Proxies shall be in writing and must be conveyed to the Secretary at any time up until the vote on the issue(s) identified in the proxy. Any proxy issued hereunder shall be revocable by the member who executed said proxy, at any time prior to the vote at issue, by (a) delivery to the Secretary of a written notice of revocation; or (b) by attendance at such scheduled meeting and voting in person. The proxy shall be deemed revoked when the Secretary receives notice of the death of the member or termination of his/her membership status.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition

At each Annual Meeting there shall be chosen by ballot a President, a Vice-President, a Treasurer, a Secretary, and five Directors. Terms shall begin on July 1 following their election. All Officers and Directors shall be voting members of the Fellowship.

Section 2. Terms

Terms shall begin on July 1 following the Directors' and Officers' election. OFFICERS: The President and Vice President shall serve a 1-year term, and may be re-elected to a second consecutive term. The Treasurer and Secretary shall serve a 1-year term, and may be re-elected to two additional consecutive terms. Following service in any office for the maximum allowable terms, there shall be a 2-year gap before a member can be re-elected to that office. DIRECTORS: Directors shall serve a 1-year term, and may be re-elected to three additional consecutive terms.

Section 3. Function

The Board of Directors shall do all things necessary to conduct the business of the Fellowship. Any matter considered of sufficient importance shall be referred by the Board to the members at a Congregational Meeting as provided by Article V, Section 2.

Section 4. Duties and Responsibilities

The duties and responsibilities of the President, Vice-President, Secretary, Treasurer, and Directors shall be defined by the Board of Directors.

Section 5. Vacancies

If the office of the President becomes vacant, the Vice-President shall become President and shall serve until the next July 1.

If the President is temporarily absent or unable to carry out the duties of the office, the Vice President shall serve as President.

If any other Officer's or Director's position becomes vacant, the remaining members of the Board of Directors, even if less than a quorum, shall appoint the replacement Officer or Director, who shall serve until the next July 1.

Section 6. Meetings

Meetings of the Board of Directors shall take place monthly at a time and place determined by the Board of Directors. Special meetings may be called by the President. A special meeting must be called by the President upon written request of three members of the Board. At times, a decision relating to follow-up business from a Board Meeting, or new business that cannot wait until a regularly scheduled Board meeting and is not of a nature that requires a special meeting, may be made through an e-mail vote by members of the Board. The decision will then be recorded as an Addendum to the Minutes of the previous Board meeting.

Section 7. Quorum

A quorum for meetings of the Board of Directors shall consist of five members of the Board.

Section 8. Attendance of Board Members

Board members are expected to attend all regular monthly meetings. Any member of the Board of Directors who has been absent from three consecutive regular meetings of the Board forfeits membership on the Board and that position shall be considered vacant, unless excused by the Board.

Section 9. Meetings of the Board of Directors

The time and place of meetings of the Board of Directors shall be published in the Summit Calendar. With the exception of specifically designated executive sessions, all Board meetings shall be open to members of the Fellowship and other interested persons.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The Nominating Committee shall be composed of five voting members of the Fellowship, none of whom shall be a member of the Board of Directors. The Board of Directors shall nominate 5 (five) candidates for the Nominating Committee and shall place their names on the ballot for election by the Fellowship. Notice shall be given pursuant to Article V, Section 3. Candidates may also be nominated from the floor at the Annual Meeting. All candidates must consent to be nominated in either written or verbal form.

Terms of Nominating Committee members elected at the Annual Meeting shall begin on July 1. Members of the Nominating Committee shall serve for 2 (two) years and may be re-elected to serve a second 2-

year term. Terms shall be staggered with 3 (three) members' terms expiring one year and 2 (two) members' terms expiring the next year. The Committee shall nominate candidates for the Board of Directors, with the consent of each nominee, for each Officer's and Director's position, and shall provide assistance to the Secretary, as requested, in conducting elections.

If a position on the Nominating Committee becomes vacant, the Board of Directors shall appoint a replacement to serve until the next July 1 when a replacement shall be elected to complete the term.

Section 2. Nominations of Officers and Directors

Nominations for Officers and Directors may be made in two ways:

- (a) Nominations by Committee: As stated in this article, Section 1, the Nominating Committee shall nominate a candidate, with that person's consent, for each Office's and Director's position. No member of the Nominating Committee shall be nominated for an Officer's or Director's position by the Nominating Committee. A member of the Nominating Committee may, however, be nominated from the floor. Nominations by the Nominating Committee shall be announced in the written notice of the Congregational Meeting at which the elections will be held pursuant to Article V, Section 3; and
- (b) Nominations from the floor: Nominations shall not be closed until an opportunity has been given to the members at the Congregational Meeting to make further nominations, with each nominee's consent, either in written or verbal form.

Section 3. Elections

Elections shall be conducted by the Secretary.

ARTICLE VIII. COMMITTEES AND AFFILIATED GROUPS

Section 1. Committees

The Board of Directors shall create such standing, special, and ad hoc committees as necessary for the efficient operation of the Fellowship. Each committee shall submit a written annual report of its activities, goals, and finances to the Board of Directors, copies of which shall be made available to the congregation. Chairs of Finance, Membership, Ministry, Personnel and Stewardship committees shall be voting members of the Fellowship. The chairpersons of the individual committees shall be appointed by the Board of Directors, or, for existing committees, elected by the committee and confirmed by the Board of Directors.

Section 2. Affiliated Groups

Organizations that support a value structure similar to the Fellowship and whose existence and functions benefit the Fellowship may be recognized as affiliated groups. Affiliated groups shall meet the following criteria: (a) each affiliated group must be recognized by the Board of Directors. (b) The senior officer -- or in the case of youth groups, the advisor -- must be a voting member of the Fellowship. (c) Each affiliated group shall direct its own programs and functions. (d) Each affiliated group shall be responsible for its own finances, including fundraising and the cost of its activities. The affiliated group shall pay for direct expenses incurred on its behalf, and at its request, incurred by the Fellowship.

ARTICLE IX. MINISTER

Section 1. Duties

The Minister shall be responsible for the conduct of worship within the Fellowship and for providing leadership in the Fellowship in carrying out the purposes in Article II. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

The Minister shall be a non-voting ex officio member of the Board of Directors, standing committees, and of such other committees as the Board may designate. The Minister shall consult with and advise the Board on the management of Fellowship affairs and the administration of Fellowship policy.

Section 2. Appointment

The Minister shall have been accepted in fellowship by the Unitarian Universalist Association or be actively seeking such fellowship.

The Minister shall be recommended by the Ministerial Search Committee, which shall be composed of seven members elected at any Congregational Meeting legally called for the purpose. The Minister shall be called upon approval by 90% (ninety percent) of the members voting at any Congregational Meeting legally called for the purpose.

The term of service shall be negotiable.

The Minister's initial salary and other remuneration shall be determined by a Negotiating Team subject to approval by the Board of Directors.

Section 3. Dismissal The Minister may be dismissed only by two-thirds of the members voting at any Congregational Meeting legally called for that purpose. The salary and benefits of a dismissed Minister shall continue for three months after the date of dismissal.

Section 4. Resignation

The Minister may resign by giving 3 (three) months' notice. At the Minister's request, the Board of Directors may waive all or part of this time period.

ARTICLE X. PAID POSITIONS

The creation of other paid positions shall be approved by a majority of the voting members of the Congregation at a Congregational Meeting. The Board of Directors shall be responsible for filling the position or positions.

Paid personnel shall serve at the pleasure of the Board of Directors.

It is specifically understood that paid positions are open to all persons regardless of race, color, gender, sexual orientation, age, national origin, ancestry, marital status, disability, veteran status, medical condition including pregnancy, or any other classification protected by law.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Fellowship shall be from July 1 to June 30.

ARTICLE XII. AMENDMENTS

These Bylaws shall become effective upon ratification by the membership at a Congregational Meeting. These Bylaws, so far as allowed by law, may be amended or replaced at any Congregational Meeting by two-thirds of the members voting. Notice of any proposed change shall be contained in the notice of the meeting, which shall comply with the requirements of Article V.

ARTICLE XIII. SUUF ENDOWMENT FUND

Section 1. The purpose of the Summit Unitarian Universalist Fellowship Endowment Fund is to provide financial support for accomplishment of the mission of the Summit Unitarian Universalist Fellowship independent of the Fellowship's regular operating budget. Management and investment of Endowment Fund assets shall be the responsibility of the Summit Unitarian Universalist Fellowship Endowment Fund Trustees. Management procedures for the Endowment Fund shall be approved by 85% (eighty-five percent) of congregation voting members voting at a regular or special congregational meeting.

Section 2. Contributions to the Endowment Fund. Gifts specifically donated and designated for the Summit Unitarian Universalist Fellowship Endowment Fund shall be placed in a separate account, identified as the "**Summit Unitarian Universalist Fellowship Endowment Fund**". The decision to accept a conditional or restricted contribution to the Endowment Fund shall be made by the congregation's Gift Acceptance Committee in accordance with "**Gift Acceptance Policies and**

Guidelines” adopted by the Fellowship’s Board of Directors. Endowment Fund Trustees shall separately manage each conditional or restricted contribution to the Endowment Fund.

Section 3. General unrestricted gifts or bequests to the congregation. The Fellowship will also accept general unrestricted planned gifts. A general unrestricted planned gift is a gift not specifically bequeathed to or otherwise designated by the donor for: (a) operation of the Fellowship; and/or (b) Fellowship capital fund expenditures; and/or (c) the Summit Unitarian Universalist Fellowship Endowment Fund.

If such a gift is less than or equal to 5% (five percent) of the Fellowship’s approved current fiscal year operating budget, 100% (one hundred percent) of the gift will be transferred to the Fellowship’s general fund for unrestricted operation of the Fellowship.

If such a gift is greater than 5% (five percent) of the Fellowship’s approved current fiscal year operating budget, an amount equal to 5% (five percent) of the Fellowship’s approved current fiscal year operating budget will be transferred to the Fellowship’s general fund for unrestricted operation of the Fellowship; and, 50% (fifty percent) of the remaining balance of such a gift shall, upon receipt, be transferred to the Summit Unitarian Universalist Fellowship Endowment Fund. Final disposition of the remaining 50% (fifty percent) of the unrestricted gift or bequest shall be recommended by the Board of Directors, with final approval by a two-thirds majority of members voting at a regular or special congregational meeting.

Section 4. Congregation approval of distributions. Distributions from the Endowment Fund shall be approved by congregation voting members voting at a regular or special congregational meeting.

ARTICLE XIV. DISSOLUTION

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