**Quimper Unitarian Universalist Fellowship**

**Board of Trustees**

**Meeting Minutes**

**December 20, 2023 6:00 pm – RE 2/3 and Via Zoom**

**Link to Recording –** <https://youtu.be/2W-PPifePKI>

Members present: Sarah Walker (President), Larry Morrell, Bruce Zalneraitis, Elizabeth Walker, Jesse Wild (process and time observer), Sarah Hull, Mary Tyburski, Roseanna Almaee, Rev. Linda Hart

Member attending on Zoom: Liesl Slabaugh

Present: Christina Tweed, Tech Specialist

Observers on Zoom: John Collins, Jenell DeMatteo, Kathy Stevenson, Share DeWees

We acknowledge that these waters, mountains, valleys and shorelines are the traditional territory of the S’Klallam and Chemakum peoples. We will work to restore and sustain their homelands and all living beings.

**Meeting Called to Order. 6 pm**

**Chalice Lighting**

**Check-ins**

Assign process and time observer

Discussion of *Transforming Conflict* book Chapter 5 (15-20 minutes).

**Approve Meeting Agenda.** Motion to approve: Bruce. Approved.

Liesl’s thoughts on previous bylaws meeting, on strengthening language for financial commitment for members. She feels that we should wait on increasing that commitment. Allow time for cultural change to happen. We should work according to Robin Stemen’s plan: engage together as a congregation and talk about money and mission.

**Consent Agenda.** Motion to approve: Larry. Approved.

Approval of Minutes of November 15, 2023, meeting.

Approval of New Member recommendations submitted by Linda Hart, Beau Ohlgren, and Rosemary Adang for 9 people: Kara Cardinal, Kristin Fiore, Liz Lindstrom, Luke Poeschl, Mary Forster, Nels Peterson, Ricardo Gomez, Rufina C. Garay, and Sheila Khalov. Welcome!

**Standing** **Reports**

**President’s Report** – See[**Attachment A**](#AttachmentA)

**Minister’s Report** – See[**Attachment B**](#AttachmentB)

**Treasurer’s Report** – See **[Attachment C](#AttachmentC)**

Motion to approve Treasurer’s Report: Larry. Approved.

Discussion re: Budget request for 2024-25 for the board is due January 12, 2023.

**Trustees’ Reports** – **Congregational Committees.**

**Endowments** – **Bruce.** Will have a meeting in January.

**Finance planning meeting report. Bruce.** Meeting took place in November. Will be reported on in upcoming Monday Board Report. Includes ideas about renting out the facilty, increasing membership and pledges, improving accounting system as a way to decrease bookkeeping hours and staff costs, and applying for grants. We need people to take leadership on each of these.

Bruce reported on the Financial Review Committee, which is tasked with reviewing the past fiscal year, checking for good accounting practices, working with our Administrator and Bookkeeper. We will need new members for this coming spring. Bruce will recruit.

**Nominating Committee see** [**Attachment I**](#AttachmentI) – **Elizabeth**

**Board Task Force and Committee Reports**

**Communications Committee** – See [**Attachment L**](#AttachmentL) – **Elizabeth**

**Governance Task Force** – See[**Attachment D**](#AttachmentD) – **Sarah H.**

**Widening the Circle** – See[**Attachment E**](#AttachmentE) – **Roseanna**

**Program Council Report** – See[**Attachment J**](#AttachmentJ)

Approval of two new Council Leads: David Alvarez for Operations Council beginning in February, Susan Landeau for the Spirit Council. Motion to approve: Jesse. Approved.

**Healthy Community Team** – See [**Attachment F**](#AttachmentF) – **Jesse**

Informational summary from November 16 meeting on healthy community – Sarah W, Larry, Jesse were present with HCT, Diane Haas, Linda Hart, Beau Ohlgren. See President’s Report.

**Denominational Affairs** – See[**Attachment G**](#AttachmentG) – **Roseanna**

**Fundraising Coordinating Committee** – See [**See Attachment H**](#AttachmentH) – **Liesl**

Briefing on upcoming fund raiser(s)scheduled this spring: Dining for Dollars. Feb 4-18. Liesl and Mary.

**Personnel Committee** – See [**Attachment K**](#AttachmentK) – **Mary**

Employee Handbook revision: “Wording in employee handbook on pages 3 and 4 modified to clarify that the Board is the responsible party for investigation and possible action in the event of ministerial misconduct complaints.” (link on Personnel page: <https://www.quuf.org/personnel/> to download the employee handbook.)

Motion to approve: Jesse. Approved.

**Agenda Item: Bylaws revision progress** – See[**Attachment M**](#AttachmentLM) – **Larry**

Motion to approve posting of all revised Bylaws as of this date: Roseanna. Approved.

Larry will ask Pat Rodgers to post the proposed Bylaws. We will write Monday Board Report to let Congregation know, asking members to send comments. Board will review comments at January Board meetings, revise as needed, then bring to congregational meeting 2/6/24.

Voting on Bylaws at the 2/6 meeting needs to be by ballot. We need to do the prep work for this.

**Extinguishing the Chalice:**

<Closing Words>

**ADJOURN 8pm**

**References**

**Open Questions for QUUF Vision building from 2021 BoT Retreat**

Together how can we better meet the spiritual needs of our community?

How can we create a more unified, diverse, equitable and inclusive
QUUF community for all?

**QUUF Board Covenant (revised 9/14/15)**

As Board members of the Quimper Unitarian Universalist Fellowship, we will:

1. Hold in love all that we do for QUUF and the Board. Love serves to make service on the Board a spiritual experience.
2. Listen mindfully and deeply, encourage each other, work toward trusting relationships in order to transcend our individual limitations and achieve a greater result.
3. Seek consensus, honoring dissenting opinions. We will speak with one voice about Board decisions once they are made.
4. Be prepared to achieve the goals we collectively set, keeping in mind the spirit, cooperation, and joy.
5. Resolve our conflicts in a timely manner. Forgive each other and ourselves.
6. Speak honestly and be discerning about what needs to be kept confidential.
7. Express sincere appreciation of each other.
8. Maintain a sense of humor.
9. Represent the congregation by listening to their concerns and dreams and by acting in their best interest.
10. Be guided by the Seven Principles.

**Attachment** **A**

**QUUF Board of Trustees**

**President’s Teport – December 20, 2023**

1. I convened a meeting for a Healthy Community goals discussion November 16, 2023. This meeting included Linda Hart; Larry Morrell, Sarah Walker and Jesse Wild from the QUUF Board; Beau Ohlgren Director of Family Ministry; Diane Haas Program Council Lead; Martha Moyer Healthy Community team. The format was a round-the-table presentation and discussion of the plans in progress by all groups. The intent was to share our mutual perspectives for promoting constructive community building. There are several events on the calendar for 2024 and many more in development. Additional scheduling of potential workshops and activities should be coordinated in relation to other major events competing for members’ attention: voting on By-laws revisions, leadership election anticipated late April, Stewardship campaign, women’s and men’s retreats and several fund-raisers, and General Assembly delegate activities. A brief summary will be shared at the board meeting.
2. I had some conversations with Stewardship Chair Robin Stemen about preliminary discussions and resources influencing the planning of the Stewardship campaign. She is interested in helping the Fellowship make a deeper connection to QUUF’s mission statement and building enthusiasm for envisioning QUUF’s future.
3. I made the suggestion that Diane Haas, Program Council chair, attend our monthly Executive team meetings in order to exchange information that contributes to the implementation of our Governance model.
4. I attended the film presentation of the Black Prisoners’ caucus representatives--*Since I Been Down.* I was gratified to witness an inspiring turn-out by our broader community to learn about and participate in a discussion of the successes of the prisoner initiated educational program in Washington prison system. I attended the Thanksgiving potluck and the Christmas party and enjoyed both intergenerational community gathering opportunities.

Respectfully,

Sarah Walker, President

QUUF Board of Trustees

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  Updated:10-22-23 | Sarah W. | Larry M. | Elizabeth W. | Bruce Z | Roseanna | Sarah H | Mary T. | Liesl S | Jesse W. | Linda H. |
| Number of Assignments | 2 | 4 | 4 | 3 | 2 | 2 | 1 | 1 | 2 | 2 |
| **Officers** |   |   |   |   |   |   |   |   |   |   |
| President | X |   |   |   |   |   |   |   |   |   |
| Vice President |   | X |   |   |   |   |   |   |   |   |
| Secretary  |   |   | X |   |   |   |   |   |   |   |
| Treasurer |   |   |   | X |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |
| Executive Team\* | X | X | X |   |   |   |   |   |   | X |
|   |   |   |   |   |   |   |   |   |   |   |
| **Standing Committees** |   |   |   |   |   |   |   |   |   |   |
| Finance (1) |   |   |   | X |   |   |   |   |   |   |
| Endowments (1) |   |   |   | X |   |   |   |   |   |   |
| Nominating (2) |   |   | X |   |   |   |   |   |   |   |
| Personnel |   |   |   |   |   |   | X |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |
| **Board Committees/Task Forces** |   |   |   |   |   |   |   |   |   |   |
| Communications |   | X | X |   |   | X |   |   | X | X |
| Governance Task Force |   |   |   |   | ½ | X |   |   | ½ |   |
| Widening the Circle Committee |   |   |   |   | X |   |   |   |   |   |
| Healthy Community Team |   |   |   |   |   |   |   |   | X |   |
| Denominational Affairs |   |   |   |   | X |   |   |   |   |   |
| Bylaws Review/Revision |   | X |   |   |   |   |   |   |   |   |
| Fundraising Coordinating Committee |   |   |   |   |   |   |   | X |   |   |
|   |   |   |   |   |   |   |   |   |   |   |
| **Pending Committees/Task Forces** |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |
| Long Range Planning (5-Yr plan) |   | zz |   |   |   |   |   |   |   |   |
| Leadership Dev. Program |   | zz | zz |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |
| (1) Treasurer member per bylaws |   |   |   |   |   |   |   |   |   |   |
| (2) Elected from Board Members as voting member |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |
| **Key** |  |
| X | Assignment |
| zz | Not yet formed; requires board action |

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**Attachment B**

**Monthly Minister’s Report**

**Linda Hart**

**December**

Much of my energy this last month has been taken up with the work of re-envisioning adult growth and learning. In addition to the meetings where the team has been planning and crafting the two meetings that are scheduled for January, I’ve been plotting out three services that will lead up to the meetings. The first was this past Sunday and reflected largely on the responsibility side of “the free and responsible search for truth and meaning.” December 31 and January 7 will be looking at how it is we converse in community and our Covenant of Right relations. My hope is that those will help to frame the meetings and the conversations we have in them. (And I recognize that my confidence in the power of preaching may be a little overblown....)

Through our interim Adult Growth and Learning committee, I’m offering two classes this spring. One will be for up to 8 people to prepare sermons that they’ll (I hope) preach at times when I’m out of the pulpit, and in particular in the summer when I’ll be on a longer break. The second is three sessions on the UUA’s Common Read *Repentance and Reconciliation* by Rabbi Dayna Ruttenberg. I’ll be doing those sequentially starting in March.

I was approached by a member wondering when I would be starting to work on reconciliation in the congregation, and I responded that I didn’t see reconciliation as my work, and shared my goals. I’ll be meeting with a few people in January to have a little more of a conversation about that and will let y’all know how that goes.

As the year comes to an end, I’m tending to Christmas, and looking forward to the return of the light after the solstice. Peter and I will have a small celebration, augmented by the shared meal at the Christmas pot-luck at the Fellowship. We’re grateful for the community and companionship of QUUF this holiday season.

Finally, a reminder that I’ll be around most of January. I have a study leave retreat with colleagues January 15 to 17 Peter and I are looking at taking a vacation in mid-February somewhere sunny with an ocean view, dates to be determined.

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**Attachment C**

**Treasurer’s Report to the Board**

See posted report.

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**Attachment D**

**Governance Task Force Board Report**

December 13, 2023

Submitted by Frances Loubere

**Meeting Schedule:** First and third Wednesdays 10-Noon. Remote attendance is with advance notice. December 20 meeting canceled due to schedule conflicts. Next meeting: January 3, 2024.

**Members:** Roseanna Almaee (Board Rep.), David Alvarez, Phil Burwell, John Collins, Julia Cochrane (Scribe), Jenell DeMatteo (QUUF Administrator), Diane Haas (PC liaison), Sarah Hull (Board Rep.), Frances Loubere (Chair), Christina Tweed (QUUF Tech), Anne Weaver, Jesse Wild (Board Rep).

**Policies:** GTF discussed the Conflict and Grievance Policy over the past two meetings. We plan to finalize at our January 3 meeting and forward to the Board for their January meeting. We are working with the Healthy Community Team. We work on balancing framing this policy so that it is clear, succinct, reflects a constructive approach to conflict and grievance resolution, is easy to incorporate into the new Policy Manual, and aligns philosophically with our mission, and with the pages of grievance procedures already developed by the Healthy Community Team. We will continue to discuss whether we need a separate sexual harassment/abuse policy.

**Bylaws Review Committee Update:** David and John updated us on the Bylaws Review progress. They plan to bring proposed changes to the December 20 Board meeting.

**Ops Manual subcommittee**: GTF voted to support the proposed organizational structure. When policies are adopted by the Board, there needs to be clear communication with the Administrator so these are added to the Policy Handbook. Work is ongoing with GTF review expected in the new year.

**Program Council:** Dates for two congregational meetings to provide information and solicit congregational feedback on reimagining Adult Programming are set for January 11 and 13. Part of the presentation will include an overview of the governance structure and policies as they relate to adult programming. A new Spirit Council Lead has been identified and an Operations Council Lead has been identified and will join the PC sometime this spring.

**Glossary:** Is an ongoing project spearheaded by David. Bolded words in policies will link to the Glossary. It will be posted on the website when ready. This is not a policy and does not need Board approval.

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**Attachment E**

**Widening the Circle Committee**

Board Report December 2023

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Updates:

* DEI training: We are excited to offer this curriculum that was developed by Suzanne Zilber, Ph.D. and is designed for UU churches to look at this important aspect of our culture.
From the introduction: In the spirit of love, we must look at how class influences our relationships in this faith and seek to invite greater inclusion. We need to become more effective at welcoming and including people from all class backgrounds. Because all oppressions intersect, dealing with class connects us with issues of race, gender, disability access, democracy and the environment.

[Class Aware: Class and Classism in UU Life – Unitarian Universalist Fellowship of Ames (uufames.org)](https://uufames.org/class-aware-class-and-classism-in-uu-life/)

We will be offering this 6 week curriculum on zoom and in person beginning in February.

* Also planning to have a workshop on Subtle Acts of Exclusion which addresses all oppressions, dates TBD. This will be a continuation of our Diversity, Equity and Inclusion Workshops for everybody!
* Continue with WTC Tidbits

Submitted by Diane Haas

**What constitutes DEI Training?**
Diversity, Equity and Inclusion (DEI) training refers to educational programs and initiatives designed to promote understanding, awareness, and inclusion of individuals from diverse backgrounds within an organization.

The overall goal of DEI training is to help organizations become more diverse, equitable, and inclusive, particularly to those from underrepresented or historically marginalized communities.

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**Attachment F**

**Healthy Community Team**

**Report to the Board for November/December, 2023**

The Healthy Community Team:

Said goodbye to member Martha Moyer (who is prioritizing health & family)

Updated Charter & Website

Monitored Ask HCT email

HCT is currently working on:

1. Planning a congregational discussion on January 7 about the Covenant of Right Relations. Reverend Linda has agreed to preach on the CRR, and the HCT will foster fun, interactive information gathering event during coffee hour and online.
2. Helping promote healthy conversations within other teams’ planned events throughout the year. HCT expects to be involved in the following events:
* Congregational meeting on race (Reina point person)
* Adult Reimagining Programming meetings (Hilary and Joanna point persons) on January 11 and 13.
1. Grievance Process Discussions with GTF

Annemarie Mende, Dec and Jan facilitator

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**Attachment G**



**Denominational Affairs Committee Board Report Dec 2023**

**This past month**:

We forwarded information to staff from PWR newsletter. One on digital security training, and one on congregational incident forms.

Received and processed UUA info on Israel/Hamas war.

In conjunction with SEJC, we are planning a Conversation Circle to process feelings and thoughts about the Israel/Hamas war.

**Plans towards goals:**

In January we will begin mapping out presentation of Article 2 to the congregation.

We will also begin a call for delegates to GA 2024.

We will advertise PWR meeting April 19 & 20 in Denver and virtual.

We support offering the Common Read, and will help where needed.

**Needs or requests of Board:**

None at this time.

Kathy and Julia, 12-23

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**Attachment H**

**QUUF Fundraising Coordinating Committee (FCC)**

**Monthly Report to the QUUF Board of Trustees**

December 16, 2023 – submitted by Patrick J. Johnson, Chair

* The FCC met on December 4, 2023
* No new fundraising event requests were received.
* Reviewed annual calendar noting that, in December, the FCC is charged “with developing initial draft fundraising budget for subsequent year (FY 25)”
* Reviewed auction revenue noting that the starting FY 23 Non-Pledge deficit was $56,000 leaving a Non-pledge Deficit balance of approximately $18,000 to be raised in the current fiscal year through scheduled and to be developed fundraising events.
* Discussed restarting and expanding the QUUF Chalice Lighters initiative and applying for grants through the PNW Chalice Lighters program.
* Discussed applying for grants from the UUA and other organizations outside of the UUA. FCC members are asked to share grant ideas.
* Reviewed Fundraising Revenue Goals:

Rummage Sale $2,500 March 16, 2024

UU’re Home $500

Book Sale $2,500 January 20, 2024

Service Auction $22,000 November 11, 2023

Dining for Dollars $10,000 February/March 2024

Total $56,000

* Reviewed plans for the Dining for Dollars fundraising event that is scheduled to begin in early 2024.
* Agreed that the Fellowship focus attention on a very limited, e.g., three, major fundraising events per year to include the auction.
* Notes that the Cribbage Tournament raised approximately $200.
* Agreed that the cost benefit of “small” fundraising events was not sufficient to support them and the proper emphasis of such events should be fun and fellowship
* Agreed that setting higher revenue goals for fundraising events should be considered.
* Agreed that the fundraising strategy does not impose a “constant barrage” of “asks” on the members and that fundraising events and activities be scheduled in such a way as to not overwhelm the members.
* Will review notes from the Board Financial Planning Retreat and collaborate with the board to develop and implement items falling within the responsibility of the FCC.
* Expressed enthusiastic support for “Creating an Environment of Abundance.”
* Continued discussion around creating an environment of abundance and generosity within the Fellowship (ongoing).

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**Attachment I**

**Nominating Committee Report to the Board**

**December 2023**

Nom Com met 12/8/23 to make a decision about whether we think we can do the necessary work to move up the annual elections for members of the Board, Nom Com, and the Endowments Committee to voting dates of April 16-30, as proposed by the Bylaws Committee (if this is approved by the Board and Congregation). After discussion of logistics and calendar, we decided that we could.

We also reviewed the other proposed Bylaws updates that pertain to membership on the Board and elections and agreed with all of them.

In upcoming meetings we plan to:

1. In January, tighten up the schedule of election tasks.
2. In January, review last year’s nomination materials (Updates and application) and revise as needed.
3. In January, brainstorm members of the congregation that we think would be good in these positions. (If you have recommendations, please send these names to us.)
4. In January, survey all elected members of the Board, NomCom, and Endowments, asking if members whose terms are up are willing to put their names up for re-election (if eligible), and making sure all other members are willing to continue their terms.
5. Soon, meet with Christina to go over details of the system of ranked choice voting as we used it in 2023 and see if that is the best system of ranked choice voting to use in 2024.

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**Attachment J**



**Program Council – Report to the Minister**

**December 13, 2023**

**Program Council** – next meeting is 12/20

Susan Landau has agreed to assume the Lead position for the Spirit Council. David Alvarez has agreed to assume the Lead position for the Operations Council beginning in February, when he will be (hopefully) done with the Bylaws updates. These persons need to be approved by the Board for their positions on the Program Council.

We created a procedure to address circumstances when someone is ‘out of alignment’ as per the Alignment Policy.

Information and budget forms were distributed.

We are continuing to plan for Leadership Training.

Discussed starting a ‘Fun and Frolic Team’ dedicated to creating fun and engaging events at QUUF.

Event: David Covert is planning a Game Day on January 1, 2024. We will support this effort.

**Councils** – and some highlights

**Community Council** – next meeting is 12/14.

The Women’s Retreat Team has met. Robin Purcell will be the chair of the team. The Retreat is scheduled for March 22-24 at Pilgrim Firs Conference Center in Port Orchard.

Volunteer Engagement Team (VET) is planning a Volunteer Appreciation Day – probably toward the end of the program year.

**Social and Environmental Council**

* Supported Transgender Day of Remembrance – Sunday, 11-19
* They are planning a Social Justice Sunday.
* Quimper Animal Advocates (QAA) is planning a Pollinator Garden.
* Native Connections Action Group (NCAG) has a winter book group about the Boarding Schools.
* Christmas Giving Team (CGT) is in process. Provides gifts for children with special needs, food cards for Jumping Mouse to distribute to their clients families, Olympic Angels, and items for the Winter Welcoming Center.
* Green Sanctuary and Environmental Action group (GSEAT) – Angie Graziano just worked with Biologists Without Borders in Africa, will do a slide show presentation sometime in January.
* Antiracism Action Team (AAT) – Sponsored (twice) the TED talk and discussion: Hank Van Putten's TED Talk titled “When it comes to race, are you a non or an anti?”
* SEJC will sponsor a Side with Love conversation on the Israel/Palestine War on December 19.
* Designated Offering continues.
* Winter Shelter Meals – headed up by Kathleen Holt this year. Dates: the week after Thanksgiving and second week in February. Teams, committees, and Covenant Groups are encouraged to take on providing a dinner as a service project.

**Spirit Council** – next meeting is January 12. They meet quarterly. Susan Landau will be assuming the Lead position.

**Growth and Learning Council** – An ad hoc group is continuing to work on designing, with Rev. Linda, two meetings scheduled for January to receive input from the congregation on re-imagining Adult Programming. The dates scheduled are: Zoom: January 11 in the evening and in person on a Saturday, January 13 in the afternoon. The general outline is as follows: The introduction will include:

* Where Adult Programming lives in our governance structure.
* A quick review of Policies that help inform guidelines for the classes.
* Aspirations for Adult Programming -to include for personal and spiritual growth,
* What it means to ‘Care’ in community and
* An introduction to the discussion topics: The purpose of Adult Programming in a religious setting and response to the question: What do you need from Adult Programs for your personal/spiritual growth? And possibly other questions.
* An appeal for more people to join the team.

The people present will break into randomly assigned small groups which will spread throughout the campus. There will be a representative from the HCT in each group (and/or another person that can help facilitate- if more are needed). They will oversee the group and take notes.

This group will be meeting several more times before the meetings to work out more details.

AHA continues to meet twice a month.

**Operations Council** – David Alvarez is planning to assume the Lead position in February.

Submitted by Diane Haas,

Program Council Chair

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**Attachment K**

**Personnel Committee Board Report**

**December 2023**

* Discussed wording on “Resolution of Employee Complaints” policy. Board Liaison will review edits with Board.
* We have a couple of edits to our Charter. Personnel Chair will send to Board President prior to 12/20.
* Congregational Administrator reviewed a proposal for Personnel Budget 2024-25 with Committee. Includes Healthcare and Wages. Also includes proposal for part time Music Coordinator. After full committee discussion, voting members voted in favor of proposal. It will be sent to the Finance Committee by January 12, 2024.
* The Employee Handbook is now on the QUUF website with links to individual sections. Appreciation to Christina and Jenell.

Submitted by Linda Spratt, Personnel Chair 12/15/23

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**Attachment L**

**Communications Committee**

Board actions and scheduling early 2024

Things that need to happen before the 2.6.24 congregational meeting

* Board planning for the congregational meeting.
* Organize the meeting: who will present what?
* What is the voting mechanism for the meeting?
* Do people not attending the meeting get to vote?
* Is the meeting itself on zoom? Do we have a way to let on-line people vote?
* Let the congregation know about the meeting, the Bylaws updates, and the budget status:
* 2 Monday Board Reports. Refer people to the Bylaws posted on the website. Send the updated financial papers as part of this? How to not overwhelm people with all this info?
* Who writes?
* Let’s plan out schedules for each of these.
* 2 or 3 Friday Updates (due Wednesday by noon)
* Conduct 3 meetings to educate members about the Bylaws – 2 Sundays after service and one evening?
* Organize these meetings.
* Advertise these meetings.`
* Make educational handouts?
* Include zoom as part or all of one of these
* Are there ways to make the meeting more fun and enticing? Music? Food? Tell jokes?
* Make sure Christina is on board for tech for Cong meeting plus any zoom meetings plus posting MBR.

|  |  |  |  |
| --- | --- | --- | --- |
| **# weeks before mtg/ date** | **Specific date** | **action** | **comments** |
| 8 wks S 12.10 | W 12.13 | Board study session. Discussion of bylaws revisions.  |  |
| 7 wks S 12.17 | W 12.20Th 12.21 | Board meeting. Approve Bylaws? Discuss this calendar and get people signed up for tasks. Executive team meeting. |  |
| 6 wks S 12.24 |  | Christmas week. |  |
| 5 wks S 12.31 | Sun/MonM 1.1W 1.3F 1.5 | New Year’s eve and day. Publish MBR on financial summit Wed by noon, Announcement in to office. Friday update first notice of Cong meeting plus educational meetings. | Larry’s plan: Zoom event 1/9 eve, before in-person. Record for posterity. 1/14 and 1/21 presentations. Right after church. Larry will not be in town 1/21. Christina may not be there 1/14, but other volunteers can do this. Get these on calendar??? |
| 4 wks S 1.7 | M 1.8W 1.10 | MBR first announcement of Cong meetings and educational meetings. Bd study session. Plan Cong meeting. Most of the meeting. Review last year’s script—Larry will send.  | S 1.7 HCT cong activity on RR after service. F 1.11 630-8 and Sa 1.13 1-3 adult programming meetings.  |
| 3 wks S 1.14 | M 1.15T 1.16  | MLK day. Holiday for staff Educational meeting on Bylaws per zoom only? (ask Christina) |  |
| 2 wks S 1.21 | S 1.21W 1.24 | Educational meeting after service.Bd meeting. |  |
| 1 wk. S 1.28. | S 1.28M 1.29W 1.31F 2.2 | Educational meeting after serviceMBR reminder of meeting. Wed noon announcement to office. Friday Update announcement of meeting | 1 week before MBR on budget stuff. Bruce. 1/29. Bruce’s second MBR.  |
| 0 wk. S 2.4  | M 2.5T 2.6 | MBR reminder of meeting. Congregational meeting | Vote for bylaws: Cong meeting, check off for members, need quorum. |

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**Attachment M**

**By-laws Revision Documents**

NOTES BOARD OF TRUSTEE STUDY SESSION

December 13, 2023

From Alvarez,**red notes by Morrell**

4-8 Add a time limit to fill the vacancy. Should deadline for filling vacancy be mandatory or aspirational **DONE**

Much discussion around “Board Executive Team” Article VI, Section 2 Revise a little. Emphasize that is mostly for emergencies. Much discussion around Who votes on the BET, do non-BoT members also vote. **DONE – SEE LANGUAGE BELOW**

Strike in 6-3 “until their successor is seated.” **DONE**

7-5 Shall….. have each subsection start with a verb. **DONE**

8-3-A Add in For a Ministerial Search Committee the voting deadline is NOT April 30th. **ADDED EXCEPTION IN SAME PARAGRAPH AS “APRIL 30…”**

Indemnification narrow it… and add it back in. Alvarez to work on this. New Article XII or XIII.

**See minor edit attempts below – narrowed a bit but still covers Board Members who are the most vulnerable in the event of a claim.**

Responsibilities of membership was discussed. Fundraising Liesl to look into how this fits with our new theory of Stewardship. **Will await suggestion from Liesl**

8-1-B Change “additional candidates for specific positions” to “additional candidates for elected positions described in this Article may be named by petition …...”

**Changes to the Dec 7 version of the Bylaws**

|  |  |  |
| --- | --- | --- |
| Reference | Notes | New |
| ART IV. Sect 7 C | Exempt the Ministerial Search Committee voting process from the April 30 deadline. | ..voting deadline no later than April 30 except for voting for the Ministerial Search Committee members which deadline shall be set by the Board. |
| Art IV, Sec 7 D | Title changed from MAIL IN ELECTIONS | MAIL IN AND ELECTRONIC VOTING |
| Art IV, Sec 8 | Added requirement to fill vacancies and right of members to fill if the board doesn’t act | Any vacancy not filled by the Board within 8 weeks of the vacancy being declared may be filled by a vote of the Congregation at a Special Meeting called for that purpose. |
|  |  |  |
| ART VI. Sec 2 | Clarify the purpose, authority and method of action for the Board Executive Team | Section 2. BOARD EXECUTIVE TEAM: There shall be a Board Executive Team consisting of the Minister, the Board officers and such staff persons as the Minister appoints to this Team. When an urgent, time-sensitive decision is required, voting Board members of the Executive Team may act on behalf of the Board. Such actions or decisions made by this Team that would have otherwise been within the purview of the full Board must be ratified by a majority vote of the full Board at the Board’s next meeting. |
| Art VII Sec 5 | Made all the subparagraphs start with a verb that fits with “THE BOARD SHALL” | Paragraphs F G H and I changed |
| Art VIII Sec 1 B | Change from “specific positions” to an elected Positions | B. Additional candidates for ~~specific~~ any Congregational-elected positions defined in these bylaws may be named by petition of at least 25 Fellowship members, or 10% of members, whichever is greater, and submitted to the Nominating Committee at least three weeks prior to the election deadline set as specified elsewhere in these Bylaws. |

|  |  |
| --- | --- |
| Existing Article | Edited |
| ARTICLE XII. INDEMNIFICATION To the full extent permitted by the Washington Non-profit Corporation Act, the Fellowship shall indemnify any person who was or is a party, or is threatened to be made a party, to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Fellowship or otherwise) by reason of the fact that he/she is or was a Trustee or Officer of the Fellowship, or is or was serving at the request of the Fellowship as a trustee or officer of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person or party in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Fellowship has the power to indemnify under the Washington Non-profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. | ARTICLE XII. INDEMNIFICATION To the full extent permitted by the Washington Non-profit Corporation Act, the Fellowship shall indemnify any person who was or is a party, or is threatened to be made a party, to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Fellowship or otherwise) by reason of the fact that he/she is or was a Trustee or Officer of the Fellowship during the timeframe of the cause of action~~, or is or was serving at the request of the Fellowship as a trustee or officer of another corporation,~~ against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person or party in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Fellowship has the power to indemnify under the Washington Non-profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. |

**QUIMPER UNITARIAN UNIVERSALIST FELLOWSHIP BYLAWS**

**ARTICLE I. NAME AND INCORPORATION**

Section 1. NAME: The name of this organization shall be the "Quimper Unitarian Universalist Fellowship, (QUUF)" hereafter referred to as the "Fellowship" or the “congregation.”

Section 2. INCORPORATION: The Fellowship is incorporated as a religious corporation under the laws of the State of Washington.

**ARTICLE II. PURPOSES**

Section 1. The purpose of this Fellowship is to provide a spiritual and liberal religious community that examines, embraces, and practices the principles and values of Unitarian Universalism as established by the Unitarian Universalist Association of North America, the Quimper Unitarian Universalist Fellowship Mission Statement, and related documents adopted by the Fellowship.

Section 2. The Fellowship is a non-profit organization. All financial matters shall be administered under the direction of a Board of Trustees (hereafter called the Board), to the benefit of the members of the Fellowship.

**ARTICLE III. ORGANIZATION**

Section 1. AFFILIATION: The Fellowship shall maintain membership in the Unitarian Universalist Association and any regional council of the Unitarian Universalist Association deemed appropriate by the Board.

Section 2. MEMBERSHIP: Any person twelve (12) years or older who is in sympathy with the program and purpose of this Fellowship shall acknowledge their intent to become a member by completing and signing membership documents. Membership is approved by a majority vote of the Board. Membership is confirmed when the member signs the membership book, and thereafter members shall re-confirm their membership annually in writing before a deadline set by the Congregational Administrator.

Section 3. MEMBERSHIP POWERS, PRIVILEGES AND RESPONSIBILITIES:

A. Membership establishes fundamental and inherent rights in the Fellowship, subject to any restrictions contained in these bylaws or policies. Members are empowered to vote on all major decisions of the Fellowship, including (but not limited to) call or recall of a minister, members of the Board and Congregational Committees the annual budget, property acquisition or disposal (transactions of significant value), and amendments to these bylaws. Voting privileges begin 30 days after signing the membership book.

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B. All meetings of the Board, Committees, Councils, and Teams are open to any QUUF member to attend as an observer guest so long as they are not disruptive, unless the body approves a motion to go into closed session for the purpose of discussing or acting on: disciplinary or evaluation matters, confidential financial matters, or other matters of a highly sensitive nature that may cause harm to the organization or an individual if not held in a closed meeting. The body must vote in public session to go into a closed meeting and shall state the reason for so closing the meetings and shall reconvene in open session prior to adjourning the meeting.

C. A member shall accept responsibility for the well-being of the Fellowship community through contributions of time, energy and financial resources as they are able.

Section 4. AUTHORITY IN THE FELLOWSHIP: The final authority of this Fellowship shall rest with the eligible voting members, except as may be otherwise altered by these bylaws. The members of the Board are the elected representatives of the members of the Fellowship elected to act on their behalf and in a fiduciary capacity in the best interests of the Fellowship.

Section 5. ROSTER OF MEMBERS: The Secretary shall oversee the maintenance of an accurate roster of members in accordance with the Membership Policy.

Section 6. MEMBERSHIP TERMINATION OR MEMBER EXCLUSION: A two-thirds affirmative vote of the Board shall be sufficient to terminate the membership of a member. Any person whom the Board intends to expel from membership shall be given thirty days advance notice and the reasons for the proposed action together with an opportunity to be heard by the Board prior to such action. Within one year of any Board decision to terminate a membership, the person whose membership was terminated may appeal the decision to terminate membership at a Special Meeting convened in accordance with Article IV, §2 of these Bylaws. At such a meeting a 2/3 affirmative vote shall be required to rescind the Board’s termination decision. The Board may temporarily exclude a person from participation in the Fellowship for disruptive behavior as defined in the Policy Manual.

Section 7. NON-DISCRIMINATION: This Congregation affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender identification, physical or mental challenge, affectional or sexual orientation, class or national origin.

Section 8. DISSOLUTION: In the event of dissolution of the Fellowship all real property or other substantial assets remaining after all debts and obligations have been satisfied shall be assigned to the Unitarian Universalist Association.

**ARTICLE IV. MEETINGS AND VOTING**

Section 1. THE ANNUAL MEETING: There shall be an annual meeting of this Fellowship on a date within the last sixty (60) days of the fiscal year (the “Annual Meeting”). The Annual Meeting shall be held in Jefferson County, Washington, at such a time and address as fixed by the Board, or may be held by telephone or video meeting technology if approved by a 2/3 vote of the Board of Trustees. Written reports by committees and councils so designated by the Board shall be available at the Annual Meeting. The agenda for the Annual Meeting shall include approval of the annual budget and such further business as the Board deems necessary.

Section 2. SPECIAL MEETINGS: Other meetings of the Fellowship may be called by the Board, or by ten percent of the eligible voting members (“Special Meetings”). At any Special Meeting only that business for which the meeting is specifically called and which has been stated in the notice calling the meeting shall be voted upon. The Board may submit a written report with recommendations concerning the subject matter before the congregation.

Section 3. CONGREGATIONAL DISCUSSION MEETINGS: The Board may call an informal congregational discussion meeting as needed and prepare an agenda for such a meeting. No binding votes shall be taken at these meetings.

Section 4. MEETING NOTICES: Notice of any Congregational Meeting described in these Bylaws shall be made in writing and mailed (by standard mail or by electronic means) at least 14 days before the meeting, posted in the Calendar on the QUUF website and announced from the pulpit each week for two weeks prior to the meeting. The meeting notice shall indicate the date, place, and time and shall contain the following materials, or contain a reference to where such materials may be found, as applicable: the agenda, the proposed budget, any proposed changes to the bylaws, or other business requiring a member vote and instructions for voting by proxy ballot.

Section 5. QUORUM DEFINITION: Twenty-five percent (25%) of the currently confirmed membership shall constitute a quorum at any Fellowship meeting. Proxy ballots may not be included in the number needed to determine the presence of a quorum.

Section 6. MAJORITY RULE: A majority vote constitutes decisions in all Annual and Special Meetings unless otherwise described in these bylaws.

Section 7. VOTING:

A. VOTING BY BALLOT: Voting by ballot shall be required for all elections and changes to the bylaws, including elections to the Board, elections to the Endowments Committee, Nominating Committee and Ministerial Search Committee pursuant to Article VIII, and calling a Minister pursuant to Article IX. The Board may order ballot voting for other important proposals. Ballots shall clearly identify the slate of candidates submitted by the Nominating Committee, any candidates added by petition pursuant to Article VIII, Section 2.B., and the proposed amendments or measures to be decided by vote. Voting by ballot may be by means of electronic communication as long as anonymity is reasonably insured.

B. PROXY VOTING: A member may vote by written proxy if unable to attend a meeting. Proxies must be filed with the Secretary before the beginning of each meeting. No person present may vote more than two proxies. Only members present at the meeting may vote proxies.

C. ELECTIONS PROCESS: For any elections to positions created by these Bylaws where there are more candidates than positions, ranked choice voting may be used and the rule requiring a majority vote for election of a particular candidate shall be waived. The manner of voting to be used will be determined by the Board and published at least 4 weeks prior to that election. Any election for these positions shall have a voting deadline no later than April 30 except for voting for the Ministerial Search Committee members which deadline shall be set by the Board.

D. MAIL IN AND ELECTRONIC VOTING: Elections for the positions on all Congregational Committees and the Board of Trustees listed in these Bylaws may be accomplished without convening a meeting of the congregation. Notice of such a mail-in election and the voting time frame shall be made in writing and mailed standard mail or by electronic means to the members at least 14 days before the voting start date, posted in the Calendar on the QUUF website and announced from the pulpit each week for two weeks prior to the voting start date. The time frame for voting in any mail-in election shall be 14 days. No election held in accordance with this section shall be valid unless the number of valid ballots cast exceeds twenty-five (25%) of the currently confirmed membership.

Section 8. VACANCIES.

A vacancy on the Board or any Congregational Committee listed in these Bylaws shall occur when any member so elected resigns or dies, ceases to be a member, reports a disabling medical condition such that the person cannot perform the duties they were elected to, or has been absent from three consecutive regular or special meetings of the body to which they were elected. A vacancy on any of the Congregational Committees shall be filled by a vote of a majority of the Board of Trustees then holding office. Persons so appointed shall hold office only until the next election occurs, at which time any unexpired terms shall be filled by a vote of the membership. Any vacancy not filled by the Board within 8 weeks of the vacancy being declared may be filled by a vote of the Congregation at a Special Meeting called for that purpose.

**ARTICLE V. FINANCES**

Section 1. INCOME: Expenses are met through voluntary pledges, contributions, fundraisers and other lawful methods approved by the Board.

Section 2. BUDGET:

A. The Finance Committee in coordination with the Minister or others as may be

designated by the Board, shall prepare an annual budget and submit this annual budget

to the Board for approval or modification. The annual budget shall include an operating

budget and, if needed, a capital budget, showing anticipated income and/or funds

source and estimated expenses. The annual budget shall be voted upon at the Annual

Meeting.

B. The Board may increase allocations to line items of the annual budget, provided that if any one increase during a fiscal year is equal to or greater than five percent (5%) of the total dollar amount of the Fellowship-approved annual budget, or if any one increase during a fiscal year would result in the total dollar amount of all increases to line items of the annual budget exceeding ten percent (10%) of the total dollar amount of the Fellowship-approved annual budget, then that increase must be approved by a 2/3 vote of the Board with notice sent directly to all Fellowship members within 14 days thereafter.

Section 3. UNFORESEEN UNBUDGETED EXPENSES: In addition to increases authorized in Section 2.B above, the Board may (1), in circumstances of urgent need, approve expenditures of sums from Fellowship funds for unbudgeted expenditures up to a total dollar amount not exceeding ten percent (10%) of the total dollar amount of the Fellowship approved annual budget and (2), in emergency circumstances because of an “Act of God,” approve reasonable expenditures of sums from Fellowship funds for unbudgeted expenses incurred.

Section 4. FISCAL YEAR: The calendar date to be used as the first day of the Fellowship fiscal year shall be established by the Board.

Section 5. REVIEW OF FINANCIAL STATEMENTS: On an annual basis, the Board shall choose a committee deemed qualified by the Board to review the financial statements of the Fellowship for form and accuracy, and to submit a written report of findings to the Board, including compliance with financial policies. The report will be made available to the members after review by the Board.

Section 6. The ENDOWMENTS COMMITTEE shall manage and approve disbursements from a family of funds provided through gifts to QUUF for the purposes of supporting programs and projects not normally funded through the annual operating budget. Gifts that allow expenditure of principal shall be placed in an Opportunity Reserve fund. Gifts that require retention of the principal shall be placed in a Permanent Endowments fund. Absent other specific directions in a donor’s gift, the principal of a Permanent Endowments fund shall only be expended upon approval by a two-thirds majority vote of the Board and a two-thirds majority vote of the fellowship members voting at a properly convened meeting where a quorum has been determined to exist in response to a financial crisis that threatens the survival of the Fellowship.

**ARTICLE VI. OFFICERS AND TRUSTEES**

Section 1. COMPOSITION: The Board shall be the governing body for the congregation. The Board shall have nine (9) elected members all of whom shall be members of the Fellowship and shall include the ministers as ex-officio members without vote. The Board shall elect four Officers from its membership, the President, Vice President, Secretary, and Treasurer, with the five remaining members being referred to as Members At Large. All officers must be 18 years or older. The term “Trustee” as used in these bylaws includes both the four Officers and the five Members At Large.

Section 2. BOARD EXECUTIVE TEAM: There shall be a Board Executive Team consisting of the Minister, the Board officers and such staff persons as the Minister appoints to this Team. When an urgent, time-sensitive decision is required, voting Board members of the Executive Team may act on behalf of the Board. Such actions or decisions made by this Team that would have otherwise been within the purview of the full Board must be ratified by a majority vote of the full Board at the Board’s next meeting.

Section 3. TERMS OF OFFICE: All Trustees elected shall assume office at the beginning of the following fiscal year and serve for a term of three years. Terms may be shorter than three years and shall be staggered so that three Trustee positions expire each year. No Trustee shall serve more than seven consecutive years. No Officer except the Treasurer shall serve in that capacity for more than two consecutive years.

Section 4: QUORUM: Six Board members shall constitute a quorum unless membership of the Board drops to 7 or fewer members, in which case the quorum is 5. If membership of the Board is 6 or less, the quorum shall be three-fifths.

Section 5. TRUSTEE REMOVAL: An affirmative two-thirds vote of all seated Trustees is required to remove a Board member. Such Board member shall be given thirty (30) days advance notice and the reasons for the proposed action. The Board member shall be given an opportunity to be heard prior to the Board’s vote. A Trustee so removed is entitled to an appeal made within one year of such removal at a Special Meeting, convened in accordance with Article IV §2 of these Bylaws. An affirmative two thirds vote of the members present at the Special Meeting is needed to reverse the Board’s action. Notwithstanding the foregoing, the congregation may remove any Trustee or Officer at a Special Meeting called for that purpose upon not less than 30 days advance notice of the reasons for the action to the Trustee or Officer.

Section 6. YOUTH LIAISON: Fellowship members between the ages of 12 years and 18 years may elect one of their peers to serve as a non-voting liaison to the Board and present the views and suggestions of this group to the Board.

**ARTICLE VII. DUTIES OF OFFICERS AND TRUSTEES**

Section 1. THE PRESIDENT SHALL:
A. Call for and preside at all business meetings of the Fellowship and of the Board.

B. Carry out the decisions of the Fellowship and of the Board and take such actions in emergencies as are reasonably deemed necessary, as are consistent with the Fellowship’s purposes, and as he or she may be legally empowered to do.

C. Sign legal documents on behalf of the congregation when authorized to do so by either the Board or the congregation.

Section 2. THE VICE PRESIDENT SHALL:

A. Be vested with the powers of the President and perform the President's duties if the President is absent or unable to serve.

B. Assist the President as requested. Section 3. THE SECRETARY SHALL:

A. Be responsible for maintaining a complete record of the proceedings of all meetings of the Fellowship and of the Board.

B. Be responsible for giving notice to the Fellowship of all meetings of the Fellowship and of the Board.

C. Oversee the maintenance of an accurate roster of members.
D. Maintain and execute official Fellowship correspondence as needed.

E. Be vested with the powers of the President and perform the President's duties if both the President and the Vice President are absent or unable to serve.

Section 4. THE TREASURER SHALL:

A. Be vested with the powers of the President and perform the President's duties if the President, the Vice President and the Secretary are absent or unable to serve.

B. Receive and hold in bank accounts, and other financial institution accounts as authorized by the Board, in the name of the Fellowship all monies collected under the authority of the Fellowship (unless the Board deems otherwise, as with use of a qualified agent), and give proper receipts thereof.

C. Disburse funds as required by the budget, exceeding budgeted amounts and investing funds only with the approval of the Board or as otherwise authorized by these bylaws, the Board, or a Fellowship vote.

D. Keep, or oversee and review the keeping of, faithful accounts of all Fellowship funds, disbursements, investments and other financial transactions.

E. Render a current statement at each regular Board meeting and at the Annual meeting of the Fellowship.

F. Be bonded by the Fellowship or covered by Fellowship insurance against error, omission or wrongdoing.

Section 5. THE BOARD SHALL:

A. Provide general direction of the affairs of the Fellowship and be vested with the powers necessary for exercising such direction, together with powers to adopt all needful measures for promoting the interests of the Fellowship.

B. Receive and hold in the name of the Fellowship all real and personal property acquired by the Fellowship.

C. Meet each month on the Fellowship property or by telephone or video meeting technology, unless a meeting is cancelled by the President or an alternate location is deemed necessary and written notice of the changed location is provided; special meetings may be called by the President or upon request of five (5) Trustees, subject to reasonable notice.

D. Provide for such texts containing policies that detail and control the day-to-day activities of QUUF, and its staff, members, registered guests, and invitees. These texts must be consistent with these Bylaws and are subject to review and update at least every three years or sooner, if necessary, in the collective opinion of the Board.

E. In certain limited emergency circumstances, take action without holding a Board meeting if, prior to such action, each member of the Board consents to the action in question by either paper or electronic means.

F. Approve all policies.
G. Approve any public statements made on behalf of QUUF.

H. Create or disband Board committees and task forces as it deems necessary, and shall appoint the chairpersons of such bodies.

I. Approve the appointments of council leads and the Program Council chair within 30 days of nomination and reserves the right to remove council leads as may be deemed necessary.

J. Direct staff to obtain and maintain such policies of insurance as it deems necessary so that the assets of the Fellowship or any elected officer, member or volunteer is not liable to others for monetary damages resulting from their negligence or any unintentional act or omission that would be covered by general liability insurance.

**ARTICLE VIII. COMMITTEES**

Section 1. NOMINATING COMMITTEE: A. The Nominating Committee shall:

1. Consist of four (4) members who are elected by the congregation to serve three (3) year terms that start at the beginning of the next fiscal year or terms set by the Board to fewer than three years when necessary to stagger committee service and maximize committee continuity. No member so elected shall serve more than seven consecutive years. In addition, each year one Trustee shall be selected by the Board to serve a one- year term as a full voting member of the Nominating Committee. A quorum, whether in person or electronically, is three (3).

2. Actively seek candidates from the members of the Fellowship for upcoming open positions or vacancies.

3. Submit to the members of the Congregation in writing a slate of candidates for vacant positions and all open positions identified by these bylaws to be filled by election at least six weeks prior to the election deadline set as specified elsewhere in these Bylaws.

B. Additional candidates for any Congregational-elected positions defined in these bylaws may be named by petition of at least 25 Fellowship members, or 10% of members, whichever is greater, and submitted to the Nominating Committee at least three weeks prior to the election deadline set as specified elsewhere in these Bylaws.

Section 2. ENDOWMENTS COMMITTEE:

A. The Endowments Committee shall consist of four (4) Fellowship members elected by the congregation plus the Treasurer of the Board. All five members of this committee shall be voting members. A quorum, whether in person or electronically, is three (3).

B. The term of each elected Fellowship member serving on the Endowments Committee shall be three (3) years, or a term set by the Board to fewer than three years when necessary to stagger committee service and maximize committee continuity. No elected Fellowship member shall serve more than seven (7) consecutive years. Terms shall be staggered to maximize the committee continuity.

C. The Endowments Committee shall solicit and manage endowments funds according to policies and procedures approved by the Board.

D. A vacancy in this committee shall be filled by vote of the Board of Trustees. Members so appointed shall hold office only until the next election, at which time any unexpired vacant terms shall be filled by a vote of the Fellowship.

Section 3. MINISTERIAL SEARCH AND HIRING COMMITTEES:

A. When calling a minister, the Ministerial Search Committee shall consist of no fewer than six members from a slate nominated by the Nominating Committee and elected by the Fellowship and as many as three additional members to be appointed at the discretion of the Board. The Ministerial Search Committee shall proceed forthwith to search out the person best qualified to serve the Fellowship, report their findings to the Board, and make arrangements for the candidate to be presented to the Fellowship.

B. When hiring a contract minister, including an interim minister, the Ministerial Hiring Committee shall consist of five members appointed by the Board.

C. If a vacancy occurs on either the Ministerial Search or Hiring Committee during a search process, then the impacted Committee may either have the vacancy filled by the Board or recommend that it be left vacant.

**ARTICLE IX. THE MINISTER**

Section 1. MINISTER SELECTION:

A. CALLING A SENIOR MINISTER OR ASSOCIATE MINISTER: After the Board receives a candidate recommendation from the Ministerial Search Committee for a senior or associate minister and arrangements are made to present the candidate to the Fellowship, a Special Meeting shall be held immediately after the candidate's presentation. An affirmative four-fifths (4/5) of the voting members is required to confirm the candidate selected by the Ministerial Search Committee; a proxy will not count as a member in attendance.

B. HIRING AN ASSISTANT MINISTER OR INTERIM MINISTER: After the Board receives a candidate recommendation from the Ministerial Hiring Committee for an assistant or interim minister, the Board shall decide whether or not to hire the candidate at a special or regular meeting of the Board by a majority of seven Trustees then serving.

C. COVENANTING WITH MINISTER: In either the case of calling a minister as in Section 2A or hiring a minister as in Section 2B, the Board of Trustees shall prepare a Letter of Agreement or Covenant between the called or hired minister and the Fellowship that sets forth the understanding between the minister and the Fellowship as to the terms of employment and scope of duties. This letter shall be executed by the Board of Trustees and the called or hired minister before the start of employment.

Section 2. RESIGNATION OR RECALL NOTICE: Resignation or recall of a minister shall comply with the terms set forth in the Letter of Agreement or Covenant between the minister and the congregation.

Section 3. MEMBERSHIP: The minister(s) shall be ex-officio member(s) of the Board and committees without vote.

**ARTICLE X. BYLAW AMENDMENTS AND BYLAW REVISIONS**

Section 1. DEFINITION: Bylaw Amendments are incidental corrections and Bylaw Revisions are major re-writes of these bylaws.

Section 2. PERIODIC REVIEW OF BYLAWS: The Board shall cause these bylaws to be reviewed at least every seven (7) years by appointing a Bylaws Committee composed of at least three members, one of whom may be a Board member. The Bylaws Committee shall make a written report to the Board as requested.

Section 3. BYLAW CHANGES BY BOARD: The Board may propose Bylaw Amendments or Bylaw Revisions at any time for the Annual Meeting or at any Special Meeting called for that purpose.

Section 4. BYLAW CHANGES BY PETITION: Members may propose Bylaw Amendments or Bylaw Revisions by a petition signed by at least ten percent (10%) of the members that is submitted to the Board. The Board shall make a recommendation to the Fellowship prior to the meeting when a vote on proposed Bylaw Amendments or Bylaw Revisions is scheduled.

Section 5. FELLOWSHIP VOTE: The Fellowship shall be notified as specified in Article IV, Section 4, prior to the Special or Annual Meeting when a vote on any proposed Bylaw Amendments or Bylaw Revisions is scheduled. Proposed Bylaw Amendments or Bylaw Revisions may not be amended from the floor at this meeting. An affirmative two-thirds (2/3) majority vote at a meeting where a quorum is present is required to amend or revise these bylaws.

**ARTICLE XI. PARLIAMENTARY AUTHORITY**

The American Institute of Parliamentarians’ Standard Code of Parliamentary Procedure, *most recent edition*, shall serve as the parliamentary authority of this organization for all rules and procedures not covered by its bylaws or other rules.

**Article XII. CONFLICT OF INTEREST:**

All members of elected bodies listed in these Bylaws and all QUUF members serving on any task force, committee, council, or team shall avoid any conflict between their personal, professional, or business interests and the interests of the Fellowship and must be in compliance with the Conflict of Interest Policy. All members of the Board of Trustees shall read the Conflict of Interest Policy and annually acknowledge having done so with their signature and date on a form maintained by the Board Secretary.

END OF DOCUMENT

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