

**QUIMPER UNITARIAN UNIVERSALIST FELLOWSHIP
BYLAWS**

Revised June 14, 2009

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ARTICLE I. NAME AND INCORPORATION

Section 1. NAME: The name of this organization shall be the "Quimper Unitarian Universalist Fellowship," 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 seven principles 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 not-for-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 the Pacific Northwest District regional council.

Section 2. MEMBERSHIP: Any person sixteen (16) years or older, regardless of race, color, sex, sexual orientation, or national origin, who is in sympathy with the program and purpose of this Fellowship shall acknowledge his or her intent to become a member by completing and signing membership documents. Members who have not yet attained their 18th birthday shall not be eligible to participate in any congregation vote that has as a possible outcome the binding of the congregation financially or contractually. 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 the Annual Meeting.

Section 3. MEMBERSHIP POWERS AND PRIVILEGES: Membership establishes fundamental and inherent rights in the Fellowship, subject to any restrictions contained in these bylaws or standing rules. Members are empowered to vote on all major decisions of the Fellowship, including (but not limited to) selection or recall of a minister, members of the Board, the annual budget, property acquisition or disposal (transactions of significant value), and amendments to these bylaws.

Section 4. AUTHORITY IN THE FELLOWSHIP: The final authority of this Fellowship shall rest with the eligible voting members.

Section 5. ROSTER OF MEMBERS:

- A. The Secretary shall maintain a roster of confirmed members of the Fellowship.

B. A current roster shall be available two weeks prior to the Annual Meeting.

C. The Secretary shall delete an individual's name from this roster upon a request from the member, the death of the member, the inability to make contact with the member, the failure of the member to re-confirm his or her membership by the end of the fiscal year, or as instructed by the Board pursuant to [Article III Section 6](#).

Section 6. MEMBER EXCLUSION OR EXPULSION: A two-thirds affirmative vote of the Board shall be sufficient to expel any member from the Fellowship. 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. Any person expelled by Board action is entitled to an appeal at a Special Meeting, which shall be granted upon receipt of a written request submitted to the Board. The Board may temporarily exclude a person from participation in the Fellowship for disruptive behavior as defined in the Operations Manual Policy on Disruptive Behavior.

Section 7. 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. Reports of all committees given at the Annual Meeting shall be in writing and previously submitted to the Board. The agenda for the Annual Meeting shall include:

- a) Call to Order (Determine that a quorum is present and name a parliamentarian)
- b) Correction and approval of the minutes as posted in Newsletter
- c) Elections
- d) Committee Reports
- e) Special Committee Reports
- f) Treasurer's Report
- g) Approval of Annual Budget
- h) President's Report
- i) Minister's Report
- j) Election results
- k) Unfinished business
- l) New business
- m) Adjournment

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 acted upon. The Board may submit a written report with recommendations concerning the subject matter before the congregation.

Section 3. MEETING NOTICES: Notice of the Annual Meeting and Special Meetings shall be made in writing and mailed (by standard mail or by electronic means) at least 10 days before the meeting, and published in the announcement section of the Order of Service each week for two weeks prior to the meeting. The meeting notice shall indicate the date, place, and time and shall contain, if applicable, the proposed budget, a slate of candidates, any proposed changes to the bylaws, and instructions for voting by proxy ballot. Meeting notices shall identify any subject areas where members under the age of 18 are not eligible to vote.

Section 4. QUORUM DEFINITION: Thirty percent (30%) 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 5. MAJORITY RULE: A majority vote constitutes decisions in all Fellowship meetings unless otherwise described in these bylaws.

Section 6. VOTING:

- A. VOTING BY BALLOT:** Voting by ballot shall be required for all elections and changes to the bylaws. The Board or individual members may order ballot voting for other important proposals. Ballots shall clearly identify the slate of candidates submitted to the Board by the Nominating Committee, any candidates added by petition pursuant to Article VIII, Section 2.D., and the proposed amendments or measures to be decided by vote. Ballots shall identify any subject areas where members under the age of 18 years are not eligible to vote.
- 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.

Section 7. CONGREGATIONAL DISCUSSION MEETINGS: The Board may call an informal congregational discussion meeting from time to time throughout the year and prepare an agenda for such a meeting. No votes shall be taken at these meetings. The meetings shall be publicized through the Newsletter and the announcement section of the Order of Service.

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 shall prepare a preliminary budget based on existing commitments, expected income, past expenditures, and proposed

expenditures submitted by committee chairpersons. The budget shall include a line item for contingencies. This preliminary budget is submitted to the Board for approval or modification. The budget shall be acted upon at the Annual Meeting.

- B. The Board may adjust allocations to line items of the annual budget, provided that the total dollar amount of the Fellowship-approved budget is not exceeded by more than 5%. Exceptions to exceeding the Fellowship-approved annual budget are described in Section 3 below.

Section 3. TRANSACTIONS OF SIGNIFICANT VALUE: Unbudgeted expenditures projected to exceed 5% of the approved annual budget must be approved by the Fellowship at a Special or an Annual Meeting.

Section 4. FISCAL YEAR: The calendar time period that the Fellowship will use as its fiscal year shall be established by the Board.

Section 5. REVIEW OF FINANCIAL STATEMENTS: On an annual basis, the Board shall chose a person or 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. The report will be made available to the members after review by the Board.

Section 6. THE ENDOWMENT: The Endowment consists of two funds: The Opportunity Reserve which does not require the permanent retention of the principal and The Permanent Fund, which does require the permanent retention of principal.

A. Opportunity Reserve Fund:

1. The Endowment Committee shall manage a fund to be known as the Quimper Unitarian Universalist Opportunity Reserve Fund established as a separate fund for the receipt of gifts to the Fellowship that are clearly intended by the donor to go into the Opportunity Reserve Fund. If the donor does not specify that a gift is to go into the Opportunity Reserve Fund, the Board may designate that the gift go into this fund after receiving a recommendation from the Endowment Committee.
2. The purpose of the Opportunity Reserve Fund is to advance the mission of the Fellowship by enhancing current programs and projects as well as tomorrow's dreams.
3. No funds shall be expended from the Opportunity Reserve Fund without the prior review and approval of the Endowment Committee and the Board, consistent with any donor restrictions. Any proposed expenditures in excess of \$2,500 must be approved by a majority of those present at an Annual or Special Meeting.
4. The Endowment Committee may establish separate accounts within the Opportunity Reserve Fund.

B. Permanent Fund:

1. The Endowment Committee shall manage a fund to be known as the Quimper Unitarian Universalist Permanent Fund, established as a separate fund for the receipt of gifts to the Fellowship that are clearly intended by the donor for the Permanent Fund, or as restricted funds which require permanent retention of the principal.
2. The purpose of the Permanent Fund is to advance the mission of the Fellowship apart from its general operation. The Endowment Committee shall develop policies to enhance the long-term growth of this fund.
3. Specific donor intent as to the purpose, manner and timing of distribution of income from permanently restricted gifts to the Permanent Fund shall accumulate until it reaches a value of \$250,000, after which time distributions in a manner consistent with this Section may commence.
4. No funds shall be expended from the Permanent Fund without the prior review and approval of the Endowment Committee and Board, consistent with any donor restrictions.
5. The principal of all gifts to the Permanent Fund shall not be expended. Except where specifically authorized by the donor, distributions of income from the Permanent Fund that do not exceed five percent (5%) of the average fair market value of the Permanent Fund since the inception of the fund or over the prior thirteen (13) quarters, whichever period is greater, may be made annually after approval to so distribute is made by the Endowment Committee and the Board.
6. Any distribution from the Permanent Fund in excess of the amount determined under Article V, Section 3, must be approved by a simple majority membership vote at an Annual or Special Meeting. If two or more disbursements within one fiscal year concern the same or a substantially similar subject as the first disbursement, and if added together the disbursements would exceed the amount determined under Article V, Section 3, then the subsequent disbursement(s) must be approved by a simple majority membership vote at an Annual or Special Meeting.
7. In the event of a financial crisis that threatens the survival of the Fellowship, any accrued income in the Permanent Fund may be expended for any financial need of the Fellowship upon approval by a two-third majority vote of the Board and a two-thirds majority vote of the members.
8. The Endowment Committee may establish separate accounts within the Permanent Fund.

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 be composed of four Officers (President, Vice President, Secretary, Treasurer) and five Members At Large. The term "Trustee" as used in these bylaws includes both Officers and Members At Large.

Section 2. TERMS OF OFFICE: All Trustees elected at the Annual Meeting shall assume office at the beginning of the following fiscal year and serve for three years thereafter. Terms shall be staggered so that three Trustee positions are filled each year. No Trustee shall serve more than two consecutive three-year terms. No Officer except the Treasurer shall serve in that capacity for more than two consecutive years.

Section 3. ELECTION OF OFFICERS: Soon after the Annual meeting, the new Board shall elect from its own membership a President, a Vice President, a Secretary, and a Treasurer each for a one-year term. No officer except the Treasurer shall serve more than 2 consecutive years. The names of these four officers shall be announced to the Fellowship by publication in the first possible newsletter after the election has taken place.

Section 4. QUORUM: Six Board members shall constitute a quorum. Once a quorum is established, a simple majority vote of the Trustees who are present is sufficient for action to be taken.

Section 5. VACANCIES: A vacancy shall occur when a Trustee resigns or has been absent without excuse from two consecutive regular or special meetings of the Board. A vacancy in any office, election to which is vested in an Annual Meeting, may be filled by vote of a majority of the Trustees then holding office. Trustees so appointed shall hold office only until the next Annual Meeting, at which time any unexpired terms shall be filled by vote of the members.

Section 6. TRUSTEE REMOVAL: An affirmative two-thirds vote of all 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 at a Special Meeting, which, upon written request to the Board, shall be scheduled and held. An affirmative two-thirds vote of the members present 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.

Section 7. OPEN SESSIONS: Board meetings shall be open to all members except in limited cases when the Board is in executive session, such as to discuss personnel matters or to receive legal advice.

Section 8. YOUTH LIAISON: Fellowship members between the ages of 16 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.** Appoint all committee chairpersons not otherwise provided for in these bylaws, subject to confirmation by the Board.
- C.** 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.
- D.** 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.** Keep a complete record of the proceedings of all meetings of the Fellowship and of the Board.
- B.** Give notice to the Fellowship of all meetings of the Fellowship and of the Board.
- C.** Keep a roll of the members of the Fellowship.
- D.** Maintain and execute official Fellowship correspondence as directed.
- 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 bonded by the Fellowship or covered by Fellowship insurance against error, omission or wrongdoing.
- B.** Receive or hold in bank accounts 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 only with the approval of the Board or invest funds as duly directed 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 transactions.
- E.** Render a current statement at each regular Board meeting and at the Annual meeting of the Fellowship.

- F. 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.

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 and cause the issuance of proper receipts for donated property.
- C. Meet each month on the Fellowship property, 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 an Operations Manual for the Fellowship that shall be reviewed and updated as necessary by the end of each fiscal year.
- 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. Appoint members of the Fellowship, as needed, to be "assistant or special treasurers" to perform duties specified by the Board.

ARTICLE VIII. COMMITTEES

Section 1. THE BOARD AND COMMITTEES:

- A. The Board shall approve the appointment of all committee chairs before they are announced publicly.
- B. The Board shall set forth in the Operations Manual detailed administrative and management guidelines and goals for the committees as deemed necessary by the Board.
- C. Committees shall obtain prior Board approval for issuing any public statements, including but not limited to statements of principle, resolution, or course of social action.
- D. The Board may create or disband committees as it deems necessary, subject to these bylaws.

Section 2. NOMINATING COMMITTEE:

- A. The Nominating Committee shall:
 - 1. Consist of four (4) members who are elected at Annual Meetings on a staggered basis to serve two (2) year terms that start at the beginning of the next fiscal year, and no member so elected shall serve more

than two consecutive terms; in addition, one Trustee shall be selected by the Board to serve a one to three year term.

2. Actively solicit the Fellowship (via both written and verbal request) for suggestions of members who may be interested in being nominated for upcoming open positions or vacancies.
 3. Submit to the Board in writing a slate of candidates for vacant positions and all open positions identified by these bylaws to be filled by election at the Annual Meeting, and give written notice of the slate of candidates to the congregation (by standard mail or by electronic means) at least sixty (60) days prior to the Annual Meeting (or a Special Meeting if necessary).
- B. Additional candidates for specific positions may be named by petition of at least 10 Fellowship members and submitted to the Nominating Committee at least 20 days prior to the Annual Meeting. The Nominating Committee shall give written notice of this section of the bylaws to the congregation (by standard mail or by electronic means) at least 60 days before the Annual Meeting (or a Special Meeting if necessary).

Section 3. ENDOWMENT COMMITTEE:

- A. The Endowment Committee shall consist of four (4) Fellowship members elected at an Annual Meeting plus the Treasurer of the Board. All five members of this committee shall be voting members.
- B. The term of each member serving on the Endowment Committee shall be three (3) years and no elected member shall serve more than two (2) consecutive terms. Elections shall be staggered to maximize the committee continuity.
- C. The Endowment Committee shall abide by and keep a record of the terms and restrictions of all gifts to the funds, and the Treasurer shall determine what is principal and interest according to accepted accounting procedures.

Section 4. MINISTERIAL SEARCH COMMITTEE:

- A. The Ministerial Search Committee shall consist of:
 1. No fewer than six members elected by the Fellowship plus one Board member selected by the Board when the call is for a fulltime minister; or
 2. Three to five members elected by the Fellowship plus one Board member selected by the Board when the call is for a part time or interim minister.
- B. 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.

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

ARTICLE IX. THE MINISTER

Section 1. CALLING: The decision to call a minister shall occur with a majority vote of the eligible members present at a Special Meeting called according to Article IV, Section 2. After an affirmative vote to call a minister, members of a ministerial search committee shall be elected.

Section 2. MINISTER SELECTION: After the Board receives the candidate recommendation from the Ministerial Search Committee for a 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) vote of the eligible members of the congregation is required to confirm the candidate selected by the Ministerial Search Committee.

Section 3. RESIGNATION OR RECALL NOTICE: Resignation or recall of a minister shall comply with the terms set forth in the Letter of Agreement between the minister and the congregation.

Section 4. MEMBERSHIP: The minister shall be an ex-officio member 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 five (5) 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 3, 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 Sturgis Standard Code of Parliamentary Procedure shall serve as the parliamentary authority of this organization for all rules and procedures not covered by its bylaws or other rules.

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.

Originally drafted 1986

Bylaws amended 1988, 1989, 1997, 2000, 2002, 2007, 2009

1997 Bylaws Committee	2002 Bylaws Committee	2007 Bylaws Committee
Henry Redkey	David Alvarez	Linda Little
Henry Hoekstra	Barbara Jensen	David Alvarez
Phil Sayre	Marcia Lewton	Megan Cate
David W. Heid		

2009 Ammendments Acted upon at the June 14, 2009 Annual Meeting