**Quimper Unitarian Universalist Fellowship**

**Board of Trustees**

**Meeting Minustes**

**January 24, 2024, 6:00 pm**

**RE 2 and Via Zoom**

**DRAFT**

Link: <https://youtu.be/2Q_CbZDXffM>

*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.*

Board members present in person: Sarah Walker (President), Bruce Zalneraitis, Elizabeth Walker, Jesse Wild, Sarah Hull, Liesl Slabaugh, Rev. Linda Hart, Roseanna Almaee (process observer and time keeper)

Board members present on Zoom: Larry Morrell, Mary Tyburski

Observers on Zoom: Christina Tweed (Tech Specialist), Jenell DeMatteo, Frances Loubere, Kathy Stevenson, Henry Amick, Julia Cochrane

**Protocol for observers during virtual or hybrid meetings:**

* All non-board members will be muted and video turned off
* Observers may be asked to respond to a question (e.g., parliamentarian for a question on process)
* Invited observers with items on the Agenda may be asked to join when that agenda item is being discussed

**Meeting Called to Order 6pm**

**Chalice Lighting**

**Check-ins**

**Discussion:** Chapter 6 and 7 of *Transforming Conflict,* by Terasa Cooley.

**Approve Meeting Agenda.** Motion: Liesl. Approved.

**Consent Agenda**

* Approval of Minutes of December 20, 2023, meeting
* Record approval votes from email requests December 28: funds approved for laptop computer for Director of Family Ministry. From December 30: Social Environmental Justice Committee letter to the Port Townsend City Council
* Ministry Coordinating Team Charter
* Personnel Committee Charter
* Personnel Handbook revisions request
* Ministry Appointments Policy

Motion to approve all Consent Agenda items: Bruce. Approved.

**Standing R****eports:**

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

**Minister’s Report –** Minister has been on 4-day retreat. Having conversations with congregants about moving toward trust again. Pleased with Adult Program gatherings; team did a great job. Taking vacation 2/10-16.

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

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

Motion to end the One-pot Fund and replace it with funding in the operating fund; have the existing money in the One-pot Fund seed the new fund. Suggested by the Finance Committee; will save bookkeeping time. Motion: Liesl. Approved.

**Trustees’ Reports – Congregational Committees:**

**Endowments – Bruce** (Endowments Charter attached for information)

Committee discussed taking over the responsibility of promoting the columbarium.

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

**Board Task Force and Committee Reports:**

**Communications Committee (none) – Elizabeth**

**Governance Task Force – see** [**Attachment D**](#AttachmentD)

The Board approved the Conflict and Grievance Policy for posting as a pending policy. Motion to approve: Liesl. Approved.

We will post it now, but, because of potential timing conflicts with the upcoming State of the Fellowship meeting on 2/06, will wait to announce it to the congregation until after that date, at which time we will ask for comments. We will begin to review these comments at our February meeting and then further consider at our March 29 meeting.

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

**Program Council Report – see** [**Attachment J**](#AttachmentJ)(SeeCommunity Council Charter.**)**

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

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

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

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

**Agenda Items:**

**By-laws revisions approval – see** [**Attachment M**](#AttachmentLM) **– Larry**

The Board discussed and made several changes to the proposed Bylaws revisions listed in Attachment M. Some were made in this meeting and a few grammatical details were revised and then unanimously agreed to in emails on 1.25.24.

Under Section 2, “Purposes,” Section 1, we will keep the original Bylaws wording of “7 principles.” Motion: Larry. Approved.

Move to change section i. to “The board may remove the Program Council Chair.”

Undo change to section 2 purposes. Article 2 purposes section 1.

Motion: Larry. Approved.

The final proposals for Bylaws Revisions, which will be voted on at the 2/06/24 Special Meeting, can be found at <https://www.quuf.org/pdfs/Governance/Bylaws240124A.pdf>.

The Communications Subcommittee will put together a chart of congregation feedback from the meetings, without names, plus Board responses, and post them with the proposed Bylaws for congregational review.

**State of the Fellowship/Mid-year review/Special Meeting 2/06/24 – status and planning.**

Discussion of what will happen and who will do what.

**Executive Session** – preliminary discussion of budget for next year. With Jenell. Motion to go into Executive Session: Roseanna. Approved. 8:15pm.

Move to close Executive Session. Larry. Approved. 9pm

**Extinguish Chalice. Adjourn. 9pm**

**Attachment** **A**.

**QUUF Board of Trustees** **President’s report – January 24, 2024**

Actions completed subsequent to Dec. 20 BOT meeting:

1. Facilitated 2 electronic votes approving requests presented to the Board:
	1. From Beau Ohlgren – replacement of failing computer. On December 28$1,800 for new laptop was approved unanimously.
	2. From the Social and Environmental Justice Committee: request to send a letter to the Port Townsend City Council in the name of the QUUF SEJC endorsing a passing vote for the text of a proposed “Draft Ceasefire Resolution”. On December 30, approved unanimously.
2. Submitted Budget request on behalf of the board for 2024-25: $3,000 allocation for training purposes.
3. Attended several events that involved eliciting congregational input:

Right Relations January 7

By-laws revision January 9 and 14

Reimagining Adult Education programs January 11 (and 21)

1. Planning for State of the Fellowship February 6 meeting: many personal communications with participants, January 10 Board Study Session, Executive Team meeting January 18
2. Attended conversation with Linda Hart and members from 4th Principle affinity group regarding concerns and interests January 10.
3. On-going conversations regarding messaging of the Stewardship Campaign to reinforce in our February 6 meeting script.
4. Attended Finance Committee meeting January 15 regarding current budget status and projections for 2024-25.

Respectfully,

Sarah Walker, President

QUUF Board of Trustees

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**Attachment C**

**Treasurer’s Report to the Board**

January 18, 2024

The information below summarizes highlights from December 2023 and represents the six months (50%) of the new FY23-24 Fellowship year.

**Income**:

Current Pledge Income for December of FY23-24 was $36,022 which is $19,101 less than the same period for last year. Total overall income for the month was $38,293 which is $10,877 below the same period for last year. The total income for the first six months of FY23-24 is $289,474 which is $45,347 less than last year and 58.4% of the annual budget of $496,020.

**Expenses**:

The expenses for December are $38,313 which is $6,846 less than last year for the same month. The total expenses for the first six months of FY23-24 are $2275,571 and $944 less than last year for the same period.

Total net income for the first six months of FY23-24 is $13,903 and $44,403 lower than last year for the same period.

At the end of the first six months of the fiscal year our reserves are as follows:

**Operating Reserve** $ 52,238

**Maintenance Reserve** $119,371

**Capital Reserve** $ 13,479

**Total** $**188,088**

Balance Sheet as of December 31, 2023:

**Assets**:

Total Cash: $167,089

Investments: $277,314

Overall Total Current Assets: $444,399

Temp. Restricted Funds: $191,813

Permanently Restricted Funds: $ 17,435

**Liabilities**:

Current Liabilities: $ 16,346 Prior Year: $ 97,184

Long-term Liabilities: $236,633 Prior Year: $256,541

Total Net Assets: This year: $2,163,995 Prior Year $2,157,516

Annual Pledges Made: $407,342

Pledges Received by 12/31/23 $242,256

Balance Remaining $165,086

Annual Pledge Budget: $399,000

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**Charter for the Endowments Committee**

(DRAFT) January 11, 2024

1. MISSION: What are the purposes and/or goals of this group?

Congregational Committee

2. MEMBERSHIP: Who (by position) makes up the membership of this group?

The Endowments Committee consists of four (4) Fellowship members elected for three-year terms at a Congregational Meeting plus the Treasurer of the Board. All five members of this committee are voting members. A quorum, whether in person or electronically, is three (3). Current members are:

i. Board Treasurer

ii. Chair

iii. Secretary

iv. Member

v. Member

The Endowments Committee is answerable to the Congregation as a whole. It offers a variety of ways for elected by and Members and Friends of QUUF to invest in QUUF’s future. The QUUF Endowments Committee provides for the long-term management and thoughtful use of endowed resources.

The Endowments Committee manages and approves disbursements from a family of funds provided through gifts and bequests to QUUF for the purposes of supporting programs and projects not normally funded through the annual operating budget.

The Endowments Committee promotes long-term stewardship and legacy giving.

3. LEADERSHIP:

Leaders of this committee are the chair and secretary. These positions are selected by the Endowments Committee members at the beginning of each church year.

4. DECISION-MAKING: What processes does this group use to make decisions?

The committee uses a democratic process using majority rule. Each member has one vote.

5. CONFLICT RESOLUTION: How does this group resolve conflicts?

This group will follow QUUF’s Covenant of Right Relations. If the conflict is a personal one between two members of the Endowments Committee, they will be encouraged to speak directly and privately with the person with whom they have conflict. If that is tried and resolution is not reached, the person/persons will consult the Minister. The Healthy Community Team or an outside mediator, may be consulted.

6. MAJOR ACTIVITIES: How does this group advance QUUF’s mission and goals?

This group oversees long term investments for QUUF for projects outside the operating budget. Members and groups seeking to use endowment funds submit a request to

the committee. These have included scholarships for members to attend General Assembly, scholarships for members or committees to receive specialized training, and a loan for building the columbarium.

The committee promotes stewardship and legacy giving.

The committee promotes the columbarium as a resource of the Fellowship.

7. SUCCESS: How does this group conceptualize success, and how can success be measured?

Since the committee is responsible for the long-term management and thoughtful use of endowment funds, success is measured by the growth of each endowment fund while furthering QUUF’s mission.

8. BUDGET: How does this group track its financial needs and submit that as part of the Annual Budget process?

The committee does not have ongoing financial needs to be tracked. The committee does not request from the budget.

9. MEETINGS: How often does this group meet? How are meetings called? How are meetings and minutes publicized?

This committee meets quarterly. The next meeting date is set during the current meeting. Meetings are put on the QUUF calendar. Meeting minutes are not publicized but minutes from the current year can be obtained from the committee secretary or chair.

10. COMMUNICATION: How does this group communicate its activities and accomplishments to the QUUF membership?

The committee provides a report to the board for the annual meeting. In addition, the committee occasionally communicates directly with the congregation.

11. INCLUSION AND EQUITY: What are some of the ways this group engages our QUUF goals of being inclusive and equitable?

We encourage members with marginalized identities to seek leadership positions. We attempt to identify features of dominant culture and ways we can ensure power is shared by making space for diverse leadership and participation. The committee seeks and approves scholarships for attendance to gatherings or trainings that are beneficial to the congregation, encouraging diverse representation at these events by those who otherwise may not be able to attend. This includes events relating to marginalized

communities. [Return to Agenda](#Agenda)

**Attachment D**

**Governance Task Force Board Report**

January 17, 2024– Submitted by Frances Loubere

**Meeting Schedule:** First and third Wednesdays 10-Noon. Remote attendance is with advance notice. Additional meeting added this month on January 10. Rev. Linda attended our Jan 3 and 10 meetings to give input for agenda items relevant for ministry.

**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).

**Ministry Coordinating Team (MCT) Charter:** GTF drafted a charter in July of 2023 for the on-hiatus Coordinating/Ministry Advisory (Executive) Team. We agreed to revisit this after Rev. Linda had settled in. We discussed with Linda over two January meetings and amended the charter. The Team has yet another (hopefully permanent!) new name which GTF concludes better reflects the function. GTF recommends that the Board approve the MCT charter.

**Bylaws Review Input:** GTF recommends that proposed **Bylaws Article VII section 5 I** language be replaced as follows. As requested, we have forwarded this recommendation along with the rationale, to Board Letters:

* Acknowledge ministry leadership appointments. Retain, in consultation with the Minister, the right to remove those in ministry leadership positions as may be deemed necessary. Any person so removed may not be reappointed to the same position for one year.

**Policies:**

**Ministry Appointments Policy**:

GTF recommends that this short policy (attached) be approved as pending policy for congregational review and input. This policy is designed to ensure timely communication between Ministry and Board.

**Conflict and Grievance Policy:** GTF recommends that this policy (see attached) be approved as a pending policy for congregational input and review.

The original HCT “Grievance Process” document, forwarded to the Board a year ago, and delegated to GTF, is now two documents, a policy, and procedures. The latter, which do not need Board approval, are a work in process, and will be forwarded to the Board separately as background information.

GTF will draft a Sexual Harassment and Abuse Policy; this is referred to in this Conflict and Grievance Policy but also deemed important enough to warrant a separate policy.

**Ops Manual subcommittee**: Policies and Procedures will be in separate manuals. These documents will be reviewed by GTF and forwarded to the Board in coming months.

**Program Council:** Congregational meetings (in process) to provide information and solicit congregational feedback on reimagining adult programming, as well as volunteers, included an overview of the governance structure and policies as they relate to adult programming. Jesse Wild created a chart illustrating the governance structure. It is on display in the Fellowship Hall and will be on our Shared Governance Transition webpage.

**Glossary:** This 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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(Consent Agenda item)

**Ministry Appointments Policy**

(draft 1-17-24)

Last approved by the QUUF Board of Trustees on [date] after congregational review

The **Minister** will notify the **Board** of **ministry leadership** appointments via reports at the next Board meeting.

(Agenda item)

**Conflict and Grievance Policy**

(revision 01-17-24)

Last approved by the QUUF Board of Trustees on [date] after congregational review

# Intent of policy

When dissension leads to significant **conflict** or **grievances** between individuals or groups, or to behaviors that may impact the community in a negative way, the Fellowship needs well defined paths that can help turn the negative into positive growth in spirit and harmony for the fellowship.

The goal of this **policy** and related **procedures** is to support a healthy and safe congregation by resolving conflict and addressing **destructive behaviors** that are harmful to health and vitality, destructive to Fellowship activities, destructive to the common good, or that cause individuals to feel unsafe or unwelcome.

# Policy

1. Safety: If physical safety is at risk, anyone present should call 911 immediately.
2. A congregant or team’s path of resolving conflict or addressing destructive behavior depends on the entities involved and the disagreement or behavior being addressed. QUUF has identified paths with procedures outlined for constructive resolution of grievances. The **Healthy Community Team** (HCT), as empowered by the **Board**, is integral to many restoration and resolution activities.
3. The first step in all paths is to reach out directly, if feasible, to the person or team with whom you have a disagreement to try to respectfully resolve the dispute. The next step is to document the conflict in writing and forward same to the initial contact in the appropriate procedure for the type of conflict you are addressing.
4. Go to the procedure in #5 for the type of grievance you are interested in to see the responsible entities involved, the procedure to follow, and examples of potential grievances that procedure may help resolve. Procedures can be found in the QUUF Procedures Handbook.
5. Paths to resolution:
	1. – Interpersonal conflict or conflict between individuals and a team or committee (Initial contact: HCT)
	2. – Conflict with staff member (Initial contact: **Minister**)
	3. – Conflict with the Board (Initial contact: HCT or Minister)
	4. – Conflict with a council, committee or team (Initial contact: Council or committee chair or team lead)
	5. – Conflict with the Minister (Initial contact: **Board Officer**)
	6. – Conflict between ministry teams (Initial contact: Relevant Team or Council Lead)
	7. – Conflict about facility safety (Initial contact: **Administrator**)
	8. – Conflict about facility usage (Initial contact: Administrator)
	9. – For grievances related to treatment of minor or grievances with minors (Contact: Minister or **Director of Family Ministry**)

5.10. – For grievances related to sexual harassment or abuse (Initial contact: Minister)

1. Responsible entities will use the following question to guide all actions taken using procedures under this policy: “What is the outcome that is best for the health and safety of the QUUF community?”
2. Any of the responsible entities contacted may immediately refer a grievance to the Board and the Minister for priority resolution if:
	1. – The issue is deemed serious and affecting a large number of members, or
	2. – The issue involves destructive behavior.
3. The Minister or Board will maintain confidential records of all actions and their underlying rationales. Decisions voted upon will be made a matter of record in the minutes of the body making the decision.
4. Board and Minister decisions are final, although an appeal is possible as outlined in the QUUF **Bylaws**.

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**Attachment E**

**Widening the Circle Committee**

Board Report January 2024

Updates:

One of the statements in our Covenant of Right Relations is “assume good intentions”. The Widening the Circle Committee is recommending that it be re-worded to: Be aware that impact matters even when there are good intentions. We sent an email to the Healthy Community Team expressing a desire to collaborate with them in doing some educational pieces on this topic. We are requesting that there be a congregational vote on this at our annual meeting in June.

Postponed until early spring: DEI training- ‘Class Aware” 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)

WTC Tidbits for January on Impact vs. intent.

Submitted by Diane Haas

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**Attachment F**

**Healthy Community Team**

This has been a busy time!

* Monitored AskHCT email.
* Request was made for facilitated conversation by 1 party and follow up to both parties was.made.
* Request for possible zoom coffee hour discussion and follow up was done with Rev. Linda and.Christina. Email was sent to the party requesting this and need to find volunteers who will agree to facilitate.
* Request for information about small group process  was made by the Adult Reimagining team and was provided.
* Request for help with facilitation for Adult Reimagining programs for 1/11 on zoom and originally 1/13 was made and agreement was to do this.
* Extensive planning for 1/7 HCT activity on the Right Relations Covenant after service on the same topic by Rev Linda was completed.
* Promotion included providing a write up for Friday Update.
* Request for HCT members to attend Adult Reimagining planning meetings 12/19 and 1/02 was made and did occur.
* Request for HCT members was made to assist with facilitation with the Board meeting on 2/06. It was noted that only 2 members would potentially be available.
* Created and held Right Relations Covenant activity on 1/7/2024 after sermon with chocolate and conversation. Tables were devoted to each theme: Compassion, Curiosity, Reverence, and Respect. Zoom-facilitated discussion also was held on RR covenant. It was well attended and provided opportunities for thoughtful conversations. Currently written input is in the process of being compiled. Plan is to share data with Rev Linda and the Board. The data will also be included in a HCT congregational blog hopefully soon.
* HCT did help with facilitation on zoom meeting on 1/11 for Adult Reimagining Program and will participate in rescheduled 1/21 in person meeting.

Respectfully submitted,

Annemarie Mende Dec/Jan Facilitator

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**Attachment G**

**Denominational Affairs Committee**

Board Report January 2024

General Assembly: Our Timeline for GA has been updated. Information about delegates has been advertised. The deadline for applications is Feb 15 . If there are more applications than positions, Board action will be requested at your February 28 meeting.

Article II: We will be using a curriculum from UU Wellspring to guide us in discussion of the proposed Article II. Four sessions, 90 minutes each. As you know, Article II will be up for a final vote at GA 2024. It must pass by 2/3 vote.

Pacific Western Region (PWR) is having a 2-day Assembly April 19 and 20. It will be in Denver, and virtual. Board members might be interested in attending. <https://www.uua.org/pacific-western>

JUUstice WA Legislative Summit: Jan 27th . This is a panel with legislators presenting upcoming bills related to our values. We don’t have as much time as we’d like to tend to this, but we keep trying. <https://juustwa.org/program-areas/conferences/2024-justice-summits/2024-legislative-summit/>

Common Read: We will support Linda in her offering of the UUA Common Read, *On Repentance & Repair* by Rabbi Danya Ruttenberg. It is an excellent book.

Julia continues interfaith work locally through Jefferson Interfaith Action Coalition (JIAC). They continue to manage the Winter Welcoming Center, which operated a 24-hour Warming Center for 6 days during the cold spell. In addition, we are developing relationships with other faith communities around anti-racism and the war in Palestine/Israel.

No action needed by the Board at this time.

Submitted 1-17-24 by co-chairs Kathy Stevenson and Julia Cochrane

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**Attachment H**

**Fundraising Coordinating Committee (FCC)**

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

**Submitted by Patrick J. Johnson, Chair**

**January 21, 2024**

The FCC met on January 8, 2023.

No new fundraising event requests were received.

Discussed proposed fundraising goal for 2025 budget.

Continued discussion around applying for grants from the UUA and other organizations outside of the QUUF.

Reviewed Fundraising Revenue Goals:

* Rummage Sale $2,500 March 16, 2024
* UU Home Stays 500 Ongoing
* 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

Received update on the Dining for Dollars fundraising event.

Discussed fundraising options to address the remaining deficit in the 2024 budget of approximately $17,000.

Reviewed recommendations from the Board Financial Planning Retreat.

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**Attachment I**

**Nominating Committee**

**Report to the Board – January 2024**

Nom Com has surveyed all members of the Board, the Endowments Committee, and the Nominations Committee and determined that all three will need new members for the coming year. We ask the Board’s help in identifying qualified candidates for all three and encouraging them to apply and/or passing their names to Nom Com members (Mike Morrissey, Share DeWees, John Collins, Julia Cochrane, and Elizabeth Walker) so that we can encourage and guide them through the process.

We met on 1.12.24 to plan our actions and calendar for this elections season, which begins now, assuming the new Bylaws Revision election dates are approved.

We are currently revising the application questions.

We need to plan “Meet the Candidates” events.

We plan to meet with Christina to review Ranked Choice Voting and see if any details need to be modified from last year for the fairest election.

Calendar

* 2/09 First of 3 weekly announcements calling for applications will be published in the Update.
* Members of Nom Com will be available to talk to interested candidates after Sunday service each week after this.
* 2/20 Open house for interested candidates.
* 3/01 All applications due.
* 3/05 8 weeks before the elections, the Election process will be published.
* 3/08 Nom Com will finalize the list of Committee nominees.
* 3/15 6 weeks before voting closes, written notice of the slate of candidates will be published in the Update.
* 3./2 The first of two notices with application due date for petition candidates will be published in the Update.
* 3/29 Second notice.
* 4/02 Official notice will be sent to the Board re: election date and methods.
* 4/09 Petitions are due to Nom Com, 3 weeks prior to end of voting on 4.30
* 4/16 Ballots will be sent to QUUF members. Voting begins.
* 4/30 All written ballots are due.

We will update the Board as this process develops.

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**Attachment J**

**Program Council – Report to the Minister**

**January 2024**

See below-the Community Council Charter for approval.

* Sponsoring a monthly Game Time in January – Sunday, January 28 after the service.
* Robin Stemen came to our meeting and talked to us about the upcoming Stewardship Program.
* Discussed goals – Program Council and all teams purpose is to fulfill the mission and goals of the Fellowship. However, currently no long-range goals. With PC up and running, Board will turn focus to visionary arm of QUUF, goals. In the meantime, we have our mission statement and Developmental Goals for minister/ministry. (from the hiring team). Also, teams and Councils have goals and mission. Now that we have worked out many procedures we will focus on how we can all support each other with our goals.
* Discussed upcoming Ministry Coordinating Team (MIT) and how it relates to Program Council.

Councils – and some highlights:

Community Council:

The Women’s Retreat Team is up and running under the leadership of Robin Purcell.

Registration will be open soon. The Retreat is scheduled for March 22-24 at Pilgrim Firs Conference Center in Port Orchard.

Volunteer Engagement Team (VET) created a spreadsheet to track what people are doing in the Fellowship and who might be available to volunteer in some capacity.

Newcomers Orientation Team (NOT) – Rosemary Adang is planning to step down as chair; she is hoping a replacement can be found.

Pastoral Care Team – Recently helped move congregant to assisted living.

Social and Environmental Council:

Officially adopted Palestine issue as action item.

Green Sanctuary and Environmental Action Team (GSEAT) and Native Connections Action Group (NCAG) are partnering to bring Jacob Johns for a sermon. He is a UU, indigenous and an activist.

Gearing up for UU the vote.

Affordable Housing Action Group (AHAG) will be calling a meeting to brainstorm ways to approach the gift of 50,000 for a housing project.

Winter Shelter Meals – headed up by Kathleen Holt this year. Dates: the week after Thanksgiving and 2nd week in February. Teams, committees, and Covenant Groups are encouraged to take on providing a dinner as a service project.

Spirit Council:

Meeting postponed due to snow. They meet quarterly. Susan Landau is now in the Lead position.

Growth and Learning – Paul Loubere has interim brochure on the website for the new Growth and Learning team. <https://www.quuf.org/pdfs/Activities/WebBrochureAGLspring2024-3Final.pdf>. Final.pdf will be in Friday update.

Rescheduled in-person Re-Imagining Adult Programming meeting to Sunday 21 1-3. Zoom meeting had 25-30 people.

AHA presenting discussion on Christian Nationalism – 1/21/24.

Operations Council:

David Alvarez is planning to assume the Lead position in February.

Stewardship Team is in the Operations Council.

Submitted by Diane Haas,

Program Council Chair

**Community Council Charter**

**Final January 14, 2024**

MISSION: To Love, To Share, To Serve. The Community Council was formed to connect congregants with a wide range of programs, groups, and volunteer opportunities intended to enrich personal and community life and create pathways that are essential to building beloved community. It is one of 5 Ministry Councils reporting to the Program Council.

1. MEMBERSHIP: The Community Council is made up of Chairs from nine teams: Affinity Groups, Covenant Groups, Friendship Suppers, Hospitality and Kitchen, Newcomer Outreach, Pastoral Care, Volunteer Engagement, Men’s Retreat, and Women’s Retreat. Each of the Chairs are recruited from the pool of volunteers within the team. If there are no volunteers interested in chairing the team, Community Council members will solicit volunteers from members at large.

2. LEADERSHIP: The Community Council Lead responsibilities are to: organize monthly meetings of the Team Chairs, represent the Community Council teams at Program Council meetings, relay pertinent communications between the Program Council and the team chairs and vice versa, work with the team chairs to support their efforts to maintain and improve their area of QUUF life.

3. DECISION MAKING: We make decisions by consensus.

4. CONFLICTS: We follow QUUF’s Right Relations Covenant. We manage conflicts by talking and listening to each other. We practice open discussion, trust building and focusing on our mission. If the conflict is a personal one between two members of the council, they will be encouraged to speak directly and privately to seek resolution. We would consult with the Program Council if we needed help.

5. MAJOR ACTIVITIES: The Community Council provides support for the Team Chairs to achieve the following:

* Belonging: to create a sense of belonging amongst congregants.
* Build strong relationships: deepening personal and community bonds.
* Compassion and Care: helping those in need/maintaining right relations/shared joys and sorrows.
* Shared meaning and Purpose: working together for a greater good, providing opportunities for input and service. This work includes providing the various teams with a sense of cohesion. Monthly meetings provide the opportunity for the teams to discuss overlapping goals or projects, provide enhanced support and feedback so that no team feels isolated. It also provides an opportunity for facilitated communication on the work of the Program Council.

6. SUCCESS: Success is measured by witnessing happy, engaged, and well-functioning teams! Also important is that the volunteer roles are spread among many, with no one doing too much.

7. BUDGET: Council Lead will work with team chairs to determine budgetary needs and submit requests.

8. MEETINGS: Monthly meetings are posted on the QUUF calendar.

9. COMMUNICATION: Teams have periodic announcements in the Update for specific opportunities and/or needs.

10. INCLUSION AND EQUITY: We encourage all people to engage in volunteering. We encourage congregants to attend diversity, equity, and inclusion training opportunities at QUUF. With some volunteer teams seeking specific information for certain roles (e.g., greeters, team chairs, etc.). We make it clear that there is no expectation that people use their own funds for fulfilling their volunteer role. We help people find volunteer opportunities that fit a person’s interests, abilities, and desires for growth.

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**Attachment K**

**Personnel Committee**

**Board Report – January 15, 2024**

We updated our Charter and have submitted it to the Board for review.

* Changes to Employee Handbook dealing with harassment have been sent to the Board for review and approval. These changes intend to remove the Committee members from any liability. However, the Committee may consult on these issues.
* When Music Coordinator job description is complete, it will be forwarded to Committee for review.

Next meeting: February 22, 2024

Submitted by Linda Spratt, Personnel Chair

**PERSONNEL COMMITTEE CHARTER – 01/12/2024**

MISSION: What is the purpose and/or goals of this Board Committee? The purpose of the Personnel Committee is to provide an effective interface on issues of employment, compensation, benefits and supervision among the Fellowship staff, the Minister, the Board of Trustees and the members of the congregation.

MEMBERSHIP: How is membership of this Committee determined? The Committee consists of three or four members of the congregation (one of whom serves as Chairperson), a Board member (non-voting) a Staff member (non-voting) and the Minister (non-voting). All members of this committee must be members of the Fellowship. When practical and to have continuity, voting members of the Personnel Committee serve no less than three staggered terms.

LEADERSHIP: How is/are the chairs(s) selected? The Chair is selected as per the Bylaws.

DECISION MAKING: How does this Committee make decisions? We are a small committee (but mighty) with a process that is relaxed and informal. We seek decisions by consensus. All members voting and non-voting can and do bring up topics for discussion. For example, when an issue, matter, or change is brought up by the Congregational Administrator (staff member), there is a presentation, discussion amongst all members, proposal and a vote by the voting members.

CONFLICTS: How does this Committee manage conflicts? The Personnel Committee has a history of being conflict free. When there have been differences in opinion or perception, these have been resolved through discussion and compromise. Should there be a seemingly serious road block, we will use the Right Relations Covenant to resolve.

MAJOR ACTIVITES: How does this Committee advance QUUF’s mission and goals? What are the major activities of this Committee?

COMMITTEE RESPONSIBILITES

* Meet as needed to make personnel-related decisions.
* With input from Minister and staff, create or modify job descriptions as needed.
* Address any difficulties or conflicts in the workplace referred to the Committee.
* Make recommendations for any personnel actions requested by the Minister.
* Serve on Teams to interview and recommend candidates for hire.
* Review recommended salaries and benefits for staff and minister(s) based on UUA Compensation Guidelines.
* Work with the Minister, the Board and the staff to prioritize staffing needs within budget constraints.
* Submit annual budget proposals for staff salaries and benefits to the Finance Committee.
* Recommend Personnel Policies to the Board that are consistent with UUA Personnel Policies and UUA Staffing Recommendations.
* Ensure the fellowship is in compliance with federal, state and local government rules and regulations.
* Research and propose personnel changes as needed, in terms of both positions, compensation and benefits.
* Update the Employee Handbook as needed.

We advance QUUF’s mission and goals by having staff who perform their responsibilities in a manner that contributes to and for the benefit of others and our Community – serving with love. Even within the constraints of QUUF’s budgetary considerations, the Committee strives to exemplify our commitment to UU principles.

SUCCESS: How does this Committee conceptualize success, and how can success be measured? We continually review our personnel practices and policies to ensure a workplace of fairness and equity. We strive to be an employer of choice – to attract, retain, and fairly compensate our employees.

A major accomplishment/success for the Personnel Committee was when we learned that QUUF’s healthcare plan lacked quality and affordability. After much research and discussion, we made our proposals, and the Congregation overwhelming voted to accept them at the Annual Meeting.

BUDGET: What financial resources does this Committee need from the QUUF General Fund? Are there other funds this Committee has access to or generates? We do not need funds from the QUUF General Fund nor do we have access to other funds or generate funds as in fundraising. However, we do submit annual budget proposals for staff salaries and benefits to the Finance Committee for their review.

MEETINGS: How often does this Committee meet? How are meetings called and by whom and with what notices period (calendaring requirement)? How are meetings and minutes publicized? We meet monthly September through June at the Fellowship. Typically the meetings are the second Thursday of the month and the next date is confirmed at the monthly meeting. The Chairperson sends out a meeting reminder and agenda in advance. Should the need arise, the Chair would call a special meeting. Since the committee addresses topics of a sensitive nature, individuals who are not members of the committee need permission from the Chair to attend a meeting.

COMMUNICATION: How does this Committee communicate its activities and accomplishments to the QUUF membership? The Annual Report is the main vehicle for communicating our activities and accomplishments and other information. We send a monthly report to the Board, and on occasion the Board and various committees have requested information for publication. We have attended budget meetings to provide information and rationale for our recommendations. Even the three voting members took to the pulpit to advocate for decisions in the interest of our employees.

The Employee Handbook is located on the QUUF website.

**(Personnel Handbook revisions for the Consent Agenda)**

1C page 3 Any employee who believes he or she has, or they have been sexually harassed by another employee, a supervisor, or any other person encountered in the course of the employee’s duties should report that conduct immediately to the employee’s supervisor. If the report or complaint involves the supervisor, or if the supervisor is unavailable, the employee making the complaint should report it to the Minister. If the Minister is also unavailable, the employee making the complaint should report it to the Personnel Committee Chair. Board President

Every complaint or report of sexual harassment will be promptly investigated by the Minister, or if the complaint or report involves the Minister, by the Personnel Committee. A complaint or report involving the Minister is referred to the Board President. Although investigations will be conducted with sensitivity to confidentiality issues, investigative information will be communicated as appropriate to those with a need to know. If the investigation indicates that a violation of this policy may have occurred, timely and appropriate action will be taken.

Retaliation or reprisal against employees who report sexual harassment claims is prohibited and will not be tolerated. Any violation of this policy will be treated as a serious matter and will result in disciplinary action, up to and including termination.

Any employee who believes he or she has, or they have been harassed by another employee, by a supervisor, or by any other person who the employee encounters in the course of completing work-related duties should report that conduct immediately to the employee’s supervisor. If the report or complaint involves the supervisor, or if the supervisor is unavailable, the employee making the complaint should report it to the Minister, or if the Minister is unavailable, to the Personnel Committee Chair. Board President.

Every complaint or report of harassment will be promptly investigated by the Minister. or if the complaint involves the Minister, the Personnel Committee. A complaint or report involving the Minister is referred to the Board President. Although investigations will be conducted with sensitivity to confidentiality issues, investigative information will be communicated as appropriate to those with a need to know. If the investigation indicates that a violation of this policy may have occurred, timely and appropriate action will be taken.

**Attachment L**

**Communications Committee Report**

(None)

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**Attachment M**

**By-laws Final Revisions**

From email from John Collins on 12/27/2023 at 3:16pm

Several small items:

1. Page 5, Section 8. Vacancies:

This sentence can lead to confusion: "Persons so appointed shall hold office until the end of the fiscal year, at which time any unexpired terms shall be filled by a vote of the membership.” In fact, the election to fill a vacancy will not occur at the end of the fiscal year, as this sentence reads, but at the regular annual election. I suggest adding "at the annual election" after the clause "at which time any unexpired terms shall be filled..." DONE

2. Also in that same paragraph, the language that a vacancy "shall be filled by a vote of a majority of the BOT then holding office", calls for a different majority that called for elsewhere in the bylaws. All other majorities required in the bylaws are for a majority of those voting, not a majority of members. I am not sure if we intended to so change the required majority in this instance.

Deleted “then holding office” and “a majority of” – now reads simply: “shall be filled by a vote of the Board of Trustees.” A majority vote is always required to pass anything and so redundant to restate.

3. Page 7, Section 5, Trustee Removal.

By allowing an appeal to trustee removal up to a year after the removal, that means that a removed trustee could be reinstated to a position that long been filled by appointment or by election, and we could end up with a 10-person BOT. The appeal period needs to be shorter to avoid that possibility.

Changed to: “made within four weeks of such removal requesting” a Special Meeting…

4. And finally, on page 11, section 2.D:

This old section on filling a vacancy on the Endowments Committee was replaced by the language in new ART IV, Section 8, and is thus redundant. We removed this redundant language for the Nominating Committee, right above, but forgot to delete it for Endowments. Deleted section 2D.

----from other inputs---

5. Art VII Section 5 I. RE: Board Approval of PC Chair and leads:

1. 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.

Changed to:

Acknowledge the appointments of the Program Council Chair and Council leads and may remove any council lead or chair. Any person so removed may not be reappointed to the same position for one year.

6. Art VIII, Section 3. Ministerial Search Committee – made explicit – board members not eligible to serve – added: Board Trustees are not eligible to serve on the Ministerial Search Committee.

(Clean Copy of January 16, 2024, revised By-laws for reference)

**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 advancement of the mission 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.

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 is at least twenty-five percent (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 the Board of Trustees. Persons so appointed shall hold office until the end of the fiscal year, at which time any unexpired terms shall be filled at the annual election 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 Members 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 COMMITTEE: There shall be a Board Executive Committee consisting of the Minister, the Board officers and such staff persons as the Minister appoints to this Committee. When an urgent, time-sensitive decision is required, voting Board members of the Executive Committee may act on behalf of the Board. Such actions or decisions made by this Committee 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. The incoming Board shall elect officers to a one-year term provided that no Officer except the Treasurer shall serve in the same 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, in which case the quorum is 5. If membership of the Board is 6 or fewer, 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 four weeks of such removal requesting a Special Meeting, to be 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 temporarily unable to serve.

B. Assist the President as requested.

C. Assume the office of President in the event the President is unable to serve, is no longer a Member or resigns from the Board.

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. Acknowledge the appointments of the Program Council Chair and Council Leads and may remove any Council Lead or Chair. Any person so removed may not be reappointed to the same position for one year.

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 start at the beginning of the next fiscal year and 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.

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. Board Trustees are not eligible to serve on the Ministerial Search Committee. 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.

**ARTICLE XIII. 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 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.

END OF DOCUMENT