

Bylaws of the Berrien Unitarian Universalist Fellowship

7 June 2015

ARTICLE I NAME

The name of this religious society shall be the Berrien Unitarian Universalist Fellowship.

ARTICLE II PURPOSE

The purpose of Berrien Unitarian Universalist Fellowship is to foster spiritual development and individual freedom of thought and belief, to seek truth, to promote justice and the democratic process in human relations, and to nurture each other through acceptance, respect and compassion. The Fellowship declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavour without regard to race, color, sex, disability or handicap, affection or sexual orientation, age, national origin, or political orientation, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.¹

ARTICLE III OFFICES

3.01 **Principal Office.** The principal office of the fellowship shall be at such place within the state of Michigan as the board of trustees may determine from time to time.

3.02 **Other Offices.** The board of trustees may establish other offices in or outside the state of Michigan.

ARTICLE IV MEMBERS

4.01 **Eligibility for Membership and Voting.** Two types of membership exist: voting member and member. Only voting members will be included in the population count of the Fellowship.

4.01.01 **Voting Member.** An individual at least eighteen years of age becomes a voting member thirty days after signing the membership book by signing the Affirmation and Pledge form annually to affirm the purpose of the Fellowship and to pledge financial support in dollars or in kind for the current fiscal year.

4.01.02 **Member.** An individual at least fourteen years of age becomes a member by signing the membership book. Members are encouraged to sign the Affirmation and Pledge Form annually to affirm the purpose of the Fellowship. All members are encouraged to pledge financial support in dollars or in kind for the current fiscal year.

4.01.03 Affirmation and Pledge Form. The Affirmation and Pledge Form will present the option of pledging financial support in dollars or in kind.

4.02 Annual Meeting. The annual meeting of the members shall be held the first Sunday in June. At each annual meeting, trustees shall be elected and any other business shall be transacted that may come before the meeting.

4.03 Special Meetings. Special meetings of the members may be called by the board of trustees or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

4.04 Place of Meetings. All membership meetings shall be held at the fellowship's principal office or at any other place determined by the board of trustees and stated in the notice of the meeting.

4.05 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the fellowship. Alternatively, notice may be published in the fellowship's newsletter, provided that the newsletter is published at least semi-annually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

4.06 Record Dates. The board of trustees may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

4.07 List of Members. The secretary of the fellowship or the agent of the fellowship having charge of the membership records of the fellowship shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The treasurer will make available to the secretary a list of those who have pledged financial support and made a contribution of record. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

4.08 Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented one third of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

4.09 Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

4.10 Voting. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of trustees, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Trustees shall be elected by a plurality of votes cast at any election.

4.11 Meeting by Telephone or Similar Equipment. A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE V BOARD

5.01 **Qualification.** To be elected and to serve as a trustee a person must be a voting member.

5.02 **General Powers.** The business, property, and affairs of the fellowship shall be managed by the board of trustees.

5.03 **Number.** There shall be not less than five nor more than seven trustees on the board as shall be fixed from time to time by the board of trustees.

5.04 **Tenure.** At each annual membership meeting, trustees shall be elected to hold office for two years. A trustee so elected shall serve until his or her successor is elected and qualified, or until the trustee's death, resignation, or removal.

5.05 **Resignation.** A trustee may resign at any time by providing written notice to the Board. Notice of resignation will be effective on receipt or at a later time designated in the notice. If a trustee misses three successive meetings of the board, he or she will be deemed to have resigned, and the minutes reporting such absences shall constitute the written notice referred to above. Successors shall be appointed as provided in section 5.07 of the bylaws.

5.06 **Removal.** Any trustee may be removed with or without cause by a majority vote of the members entitled to vote at an election of trustees.

5.07 **Board Vacancies.** A vacancy on the board may be filled with a person selected by the remaining trustees of the board, though less than a quorum of the board of trustees, unless filled by proper action of the members. Each person so elected shall be a trustee for a term of office continuing until the next election of trustees by the members.

5.08 **Annual Meeting.** An annual meeting shall be held each year on the first Monday after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

5.09 **Regular Meetings.** Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.

5.10 **Special Meetings.** Special meetings of the board may be called by the president or any two trustees at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each trustee in any manner at least three days before the meeting.

5.11 **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

5.12 **Waiver of Notice.** The attendance of a trustee at a board meeting shall constitute a waiver of notice of the meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the trustee may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

5.13 **Meeting by Telephone or Similar Equipment.** A trustee may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

5.14 **Quorum.** A majority of the trustees then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of trustees present at a meeting where a quorum is present shall constitute authorized actions of the board.

5.15 **Consent to Corporate Actions.** Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all trustees consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE VI COMMITTEES

6.01 **General Powers.** The board, by resolution adopted by a vote of a majority of its trustees, may designate one or more committees, each committee consisting of one or more trustees or other members. The board may also designate one or more trustees as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the fellowship's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of fellowship;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the fellowship;
- (d) fill vacancies on the board; or
- (e) fix compensation of the trustees for serving on the board or on a committee.
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the fellowship's property and assets;
- (g) recommend to the members a dissolution of the fellowship or a revocation of a dissolution; or
- (h) terminate memberships.

6.02 **Meetings.** Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

6.03 **Consent to Committee Actions.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

6.04 **Nominating Committee.** Members shall be elected at the Annual Meeting and shall consist of at least three members serving two-year terms. One member shall be elected in some years and two members shall be elected in other years as needed to maintain the minimum membership. The committee is responsible for soliciting and

nominating members for the Board of Trustees, Endowment Committee and Nominating Committee for the election held during the Annual Meeting.

ARTICLE VII OFFICERS

7.01 Number. The officers of the fellowship shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

7.02 Term of Office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the fellowship. Notice of resignation is effective on receipt or at a later time designated in the notice.

7.03 Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

7.04 Vacancies. A vacancy in any office for any reason may be filled by the board.

7.05 President. The president shall be the chief executive officer of the fellowship and shall have authority over the general control and management of the business and affairs of the fellowship. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation, with the advice and consent of the board. The president shall sign all corporate documents and agreements on behalf of the fellowship, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the fellowship.

7.06 Vice President. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

7.07 Chairperson. The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.

7.08 Secretary. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each [member or] trustee as required by law, the articles of fellowship, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and trustee; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

7.09 Treasurer. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the fellowship at such depositories in the fellowship's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VIII CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE IX COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the fellowship as an officer, trustee, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X FISCAL YEAR

The fiscal year of the fellowship shall end on June 30.

ARTICLE XI INDEMNIFICATION

11.01 **Nonderivative Actions**. Subject to all of the other provisions of this article, the fellowship shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the fellowship). Such indemnification shall apply only to a person who was or is a trustee or officer of the fellowship, or who was or is serving at the request of the fellowship as a trustee, officer, partner, trustee, employee, or agent of another foreign or domestic fellowship, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the fellowship or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the fellowship or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

11.02 **Derivative Actions**. Subject to all of the provisions of this article, the fellowship shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the fellowship to procure a judgment in its favor because (a) the person was or is a trustee

or officer of the fellowship or (b) the person was or is serving at the request of the fellowship as a trustee, officer, partner, trustee, employee, or agent of another foreign or domestic fellowship, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the fellowship or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the fellowship unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

11.03 Expenses of Successful Defence. To the extent that a person has been successful on the merits or otherwise in defence of any action, suit, or proceeding referred to in sections 11.01 or 11.02 of this article, or in defence of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

11.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a trustee or officer as an employee or agent of the fellowship as well as in such person's capacity as a trustee or officer. Except as provided in section 11.03 of this article, the fellowship shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

11.05 Determination That Indemnification Is Proper. Any indemnification under sections 11.01 or 11.02 of this article (unless ordered by a court) shall be made by the fellowship only as authorized in the specific case. The fellowship must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 11.01 or 11.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of trustees who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of trustees who are not parties to the action. The committee shall consist of not less than two disinterested trustees.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

11.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 11.01 or 11.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the fellowship shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

11.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 11.01 or 11.02 of this article may be paid by the fellowship in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the fellowship. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

11.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the fellowship. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

11.09 Indemnification of Employees and Agents of the Fellowship. The fellowship may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the fellowship to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of trustees and officers of the fellowship.

11.10 Former Trustees and Officers. The indemnification provided in this article continues for a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

11.11 Insurance. The fellowship may purchase and maintain insurance on behalf of any person who (a) was or is a trustee, officer, employee, or agent of the fellowship or (b) was or is serving at the request of the fellowship as a trustee, officer, employee, or agent of another fellowship, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the fellowship would have power to indemnify against such liability under this article or the laws of the state of Michigan.

11.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the fellowship and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the fellowship to provide broader indemnification rights than such provisions permitted the fellowship to provide before any such change.

ARTICLE XII AMENDMENTS

The board of trustees at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the trustees followed by the approval of two-thirds of the voting members, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

1. [CL&DL1] Via Marvin Fuller from October 17, 1999, bulletin of Eno River Unitarian Universalist Fellowship, 4907 Garrett Road, Durham, NC 27707

Last Updated June 7, 2015.