

**THE UNITARIAN UNIVERSALIST FELLOWSHIP OF TOPEKA
BYLAWS**

(As Amended June 06, 2004)

ARTICLE I. NAME

The name of this religious society shall be:

"THE UNITARIAN UNIVERSALIST FELLOWSHIP OF TOPEKA"

ARTICLE II. VISION AND MISSION

Vision: We will be a spiritual home and beacon of liberal religious expression in Topeka.

Mission: To encourage and support personal religious journeys and ethical living by providing a community that consistently embraces and affirms the Unitarian Universalist Principles:

- The inherent worth and dignity of every person;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth;
- A free and responsible search for truth and meaning;
- The rights of conscience and the use of democratic process within our Fellowship and in society at large;
- The goal of world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part.

The Living Tradition we share draws from many sources:

- Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces that create and uphold life;
- Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion, and the transforming power of love;
- Wisdom from the world's religions, which inspire us in our ethical and spiritual life;
- Jewish and Christian teachings, which call us to respond to God's love by loving our neighbors as ourselves;
- Humanistic teachings, which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit.

Grateful for the religious pluralism that enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As a free Fellowship we enter into this covenant, promising to one another our mutual trust and support. The Unitarian Universalist Fellowship of Topeka declares and affirms its special responsibility to promote the full participation of all persons in its activities and in the full range of human endeavor.

ARTICLE III. MEMBERSHIP

Membership is open to all persons regardless of race, color, gender, gender identification, sexual orientation, disability or national origin. Any person who is in sympathy with the Vision and Mission as stated in Article II and who signs the membership book shall be a member of the Fellowship. Voting at all business meetings of the Fellowship and eligibility for elected positions shall be limited to members who have made an annual financial contribution of record. A member is eligible to vote on Fellowship issues 30 days after becoming a member and voting members must have made a financial contribution of record before the first notice of any business meeting.

Persons of ages thirteen (13) to seventeen (17) may also become members by the same provisions, but may not vote at congregational meetings on matters pertaining to finance and disposition of property, nor may they be eligible for an elected position.

Withdrawal from membership may be made by written request to the President of the Fellowship and such notice shall be transmitted to the Board. A person can also be removed from membership upon recommendation of the Membership Committee to the Board when the member has moved away, cannot be located or has otherwise withdrawn from congregational life. Individuals who have been removed from membership for any of the aforementioned reasons can become members again by signing the membership book.

ARTICLE IV. DENOMINATIONAL AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association and Prairie Star District.

ARTICLE V. OFFICERS AND TRUSTEES

The governing Board of the Fellowship shall be the Officers consisting of the President, President Elect, Secretary, Treasurer, and five Trustees. All members of the governing Board shall be voting members of the Fellowship.

The President shall preside over all Board and Fellowship business meetings and appoint the standing committee chairs. The President Elect shall assume the President's duties when necessary, shall convene a council of committee chairs on a regular basis, and shall oversee a review and update of the Long Range Plan. The Secretary shall record all Board and Fellowship business meetings and prepare minutes, which shall be summarized in the Fellowship newsletter, and be responsible for maintaining the Policies and Procedures Manual. The Treasurer shall handle all the Fellowship books and insurance, be responsible for presenting monthly and annual financial statements to the Board, serve on the Finance and Endowment Committees and file all corporate and tax related forms as appropriate.

The Officers shall perform all other necessary duties usually pertaining to such offices. The Board shall have general charge of the property of the Fellowship and shall be responsible for the conduct of all its business affairs and the control of its administration. The President shall nominate, and the Board shall approve by majority vote, a voting member of the Fellowship to fill a Board vacancy until the next Fellowship election.

Three unexcused absences from Board meetings in a year shall create a vacancy for that Board position.

Regular meetings of the Board shall be held once each month. Notice of the time and place of regular meetings shall be provided through electronic and mechanical means deemed appropriate by the Board. Special meetings of the Board may be called at any time by the President or by any four members of the Board, one of whom must be an Officer. Every reasonable effort must be made to provide notice of special meetings to all Board members.

A quorum for Board meetings shall be a simple majority of Board members. All binding action of the Board shall be by majority vote of a quorum in attendance at a regular or special meeting of the Board. The Board shall be governed in all its meetings by the latest edition of *Robert's Rules*

of Order when a consensus is not possible. All policies and procedures adopted by the board will become effective 30 days after adoption by the Board unless a longer period is specified in the policy or procedure. After adoption by the Board, but prior to becoming effective, policies and procedures must be posted in a conspicuous place at the Fellowship. After becoming effective, policies and procedures must be placed in the Policies and Procedures Manual maintained by the Secretary.

All Board meetings shall be open to members except during executive sessions. Executive sessions may be used for the following purposes:

- personnel matters involving direct or contract employees
- acquisition or disposal of real property
- contracts for professional services
- legal counsel

The Board may recess into executive session only upon approval of a motion to do so. Any such motion must state the purpose for the executive session and any persons in addition to Board members who will be present during the executive session. A motion to recess into executive session must be recorded in the Board minutes for the meeting at which the motion is made, but no minutes will be kept of the executive session. No final or formal action may be taken when the body is in executive session.

ARTICLE VI. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers with the Minister as ex officio member. The Executive Committee shall oversee the day-to-day operations of the Fellowship and be responsible for any other duties specified in these Bylaws or delegated to the Executive Committee by Board action. The Executive Committee is not empowered to act on behalf of the Board except as allowed by these bylaws or as specifically directed by the Board. The Executive Committee shall meet periodically with the chairs of the various committees and assign tasks to those committees as necessary to maintain operation of the Fellowship. Meetings of the Executive Committee shall be open to Fellowship members. Notice of Executive Committee meetings shall be provided through electronic and mechanical means deemed appropriate by the Board.

ARTICLE VII. FELLOWSHIP BUSINESS MEETINGS

Fellowship Business Meetings shall be held at least twice a year. One business meeting shall be on the first Sunday of June for the purpose of electing Board Officers and Trustees (see ARTICLE VIII.) for the following election year and hearing annual reports from the Standing and other Committees (see ARTICLE IX.). Another business meeting shall be held on the first Sunday of December for the purpose of adopting a budget for the next fiscal year (see ARTICLE X.). Additional Fellowship Business Meetings may be held when necessary.

The organization of all Fellowship Business Meetings shall be the responsibility of the President and all meetings shall be governed by the latest edition of *Robert's Rules of Order* when consensus is not possible.

Notice of all Fellowship Business Meetings and their purposes shall be made at least three weeks in advance through the use of the Fellowship newsletter or by special mailing to all members. The quorum for Fellowship Business Meetings shall be twenty (20) percent of the voting membership unless the Board determines the issue to be voted on to be of such importance that a higher percentage for quorum is required.

ARTICLE VIII. ELECTION PROCESS

The President Elect, Secretary and Treasurer shall be elected to one year terms starting each year on July 1. The President Elect shall serve for two years, the first as President Elect and then as President. The President position will only be a separate elected position when the President Elect position is vacant. The five Trustee positions shall be established on a staggered basis (two one year and three the next) for terms of two years starting every other year on July 1. There shall be no limitation on the number of times a member may be re-elected to any board position.

The Nominating Committee shall be responsible for identifying slates of candidates for Officers, Trustees and the Endowment Committee. Nominations are always in order from the floor. No one may be nominated by the Committee or from the floor unless the person has agreed to be nominated and to serve if elected. Further, each nominee is encouraged to speak briefly to the members about the nominee's interest in serving in the position and to answer any questions from the floor. Nominees can remove their names from consideration at any time prior to the closing of nominations.

Officers, Trustees and members of the Endowment Committee shall be elected by secret ballot. A tally of the results shall be maintained by the Secretary and made available on individual request for thirty days after the election. The nomination(s) and election of each office will proceed from President Elect to Secretary, Treasurer, open Trustee positions, and open Endowment Committee positions. The person elected to each position must receive a simple majority of the votes cast.

In any election of officers, if no nominee for an office receives the required simple majority of votes cast including absentee ballots, the recipient of the least number of votes will be dropped from the ballot. The names of the remaining nominees for the office will be placed on a second (third, fourth, etc.) ballot and the vote will be repeated until a nominee for the office receives a simple majority of votes cast. In the case of open Trustee and Endowment Committee positions, if the needed number of Trustees or Endowment Committee candidates do not receive votes equal to a simple majority of members voting, including absentee ballots, then the recipient of the least number of votes will be dropped from the ballot. The remaining nominees will be placed on a second (third, fourth, etc.) ballot and the vote will be repeated until the required number of Trustees and Endowment Committee members is elected by a simple majority of votes cast.

Absentee ballots listing the Committee's nominations and proxy designation forms prepared by the Nominating Committee, shall be made available at least one week prior to the June business meeting. Absentee ballots and proxy forms may be obtained from both the Board Secretary and the members of the Nominating Committee. Only one absentee ballot or proxy may be provided to any voting member. A voting member who casts an absentee ballot or designates a proxy will not be allowed to cast a ballot in the Board election at the business meeting unless the absentee ballot or proxy is destroyed prior to counting the ballots. Absentee ballots or proxy designations must be returned to the Board Secretary prior to the start of the June business meeting. When more than one individual is named in a proxy, the decision of the individual first designated on the proxy and present at the meeting shall control.

The Nominating Committee shall consist of three voting members, two of whom shall be elected at the December business meeting for a term of one year. The third member of the committee will be appointed by the Board. Vacancies on the Nominating Committee shall be filled by the Board in the same manner provided for filling vacancies on the Board.

ARTICLE IX. STANDING COMMITTEES

Standing Committees shall be created by the Board to address the following functions:

- Building Use and Care
- Committee on Ministry
- Nominating
- Finance
- Membership
- Program
- Social Justice
- Religious Education
- Pastoral Care
- Communications
- Endowment

The President or Board shall create all other such committees as may be necessary. The President shall appoint Committee chairs not designated by these bylaws with all deliberate speed following the June election. Committee chairs' terms shall be from July 1 to the following June 30. In general, Committee chairs shall serve no longer than two consecutive years.

Except as otherwise required by these bylaws, each Committee chair shall determine the Committee membership in consultation with the President. Any committee shall present a report to the Board at the request of the Board or at the initiative of that committee's chair.

The Endowment Committee shall consist of four (4) voting members of the Fellowship each serving a term of 3 years. The Finance chairperson and Minister shall be advisory, ex officio members. Each Treasurer shall also be a voting member and serve for the duration of his/her term of office. The Endowment Committee candidates shall be nominated by the Nominating Committee and presented for election by the membership in the same manner as Officers and Trustees. In the event of a vacancy on the Endowment Committee, the Board shall appoint a voting member to fill the vacancy until the next June Business Meeting, at which time a voting member will be elected to fulfill the term of the vacancy.

ARTICLE X. FISCAL YEAR

The Fellowship's fiscal year shall be January 1 through December 31.

The Board must present the budget for the ensuing fiscal year at the December Business Meeting of the Fellowship (see ARTICLE VII.). The budget adopted by the congregation at that meeting will be the budget for the upcoming fiscal year. Other details of the budget cycle and key budgetary milestones are outlined in the Policies and Procedures Manual.

ARTICLE XI. MINISTER

The Minister and the congregation share responsibility for the leadership and ministry of the Fellowship. Achievement and maintenance of this collaborative relationship must likewise be shared. The congregation looks to its Minister for spiritual leadership and initiative, for assistance in setting and articulating its Vision and Mission, and for professional oversight of the Fellowship's programs in collaboration with the Board, committees and members. It is a basic premise of this Fellowship that the pulpit is free and untrammled. The Minister is expected to express his/her values, views, and commitments without fear or favor. It is the duty of ~~any~~ the

Minister to maintain, foster, and develop the Vision and Mission of the Fellowship as stated in Article II.

The Minister shall be ex officio member of the Board, Executive Committee and all other committees except the Nominations Committee and Ministerial Search Committee. The Minister will report to the Board at its regular meetings, bringing to its attention specific concerns as they arise. Other specific responsibilities and duties are outlined in the Letter of Agreement, which is reviewed by the Minister and Committee on Ministry on a regular basis. Changes to the Letter of Agreement must be approved by the Board.

Any minister for the Fellowship may be chosen by an 80 percent vote of the voting members present at a Fellowship Business Meeting and may be dismissed only by a majority of votes cast at such a meeting. Provisions for absentee ballots and proxy designations as outlined in Article VIII shall also be used for ministerial votes. A quorum for such meetings is to be constituted by 30% of the voting members rather than 20% of the voting members as called for in Article VII.

To fill a vacancy in the position of Minister, the Board shall call a special Business Meeting for the purpose of electing a Ministerial Search Committee. The Nominations Committee shall present a slate of names for the Ministerial Search Committee, which shall consist of seven voting members.

ARTICLE XII. PERSONNEL

The Board shall establish procedures for the development of job descriptions, the recruitment, hiring, evaluation, conditions of employment and termination of personnel other than the Minister, and shall carry out such procedures with the advice of the Fellowship. Such procedures should be written and kept in the Policies and Procedures Manual. Any employment relationship shall go into effect when approved by the President. Eligibility for employment at the Fellowship shall not be restricted on the basis of faith, race, color, age, gender, gender identification, sexual orientation, disability or national origin.

ARTICLE XIII. DISSOLUTION

The Fellowship may be dissolved and disbanded by two-thirds (2/3) vote of the members present and voting at a Fellowship Business Meeting called for that purpose. The Board shall be responsible for the disposing of any and all property held by the Fellowship and for terminating its affairs in accordance with plans approved by two-thirds (2/3) of the members present and voting.

In the event of dissolution of the corporation, the assets remaining after making provision for the payment of all its liabilities shall be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

ARTICLE XIV. AMENDMENTS

These bylaws may be amended or repealed at any Business Meeting of the Fellowship by a two-thirds (2/3) vote of the voting members present, assuming the quorum requirements are met at the time of the vote. All amendments or motions to repeal these Bylaws shall first be submitted in writing to the Board and published in the newsletter or be distributed by a special mailing to the membership at least three week prior to any vote.