

Article I NAME

The name of this religious society shall be “The Unitarian Universalist Fellowship of Newark, Inc.,” doing business as Unitarian Universalist Fellowship of Newark or UUFN (hereinafter Fellowship).

Article II MISSION

The Unitarian Universalist Fellowship of Newark is a community of spiritual seekers inspired to promote a just and compassionate world.

Article III MEMBERSHIP

Section 1. Qualifications for Membership

Membership is open to any human person, who is eighteen (18) years of age or older, regardless of race, color, national origin, disability, sex, gender identity or expression, or sexual orientation. Subscription to any or a particular doctrine shall not be a requirement for Membership. The Board of Directors (Board) shall establish the process for becoming a Member.

Members shall meet the following requirements for Membership:

- a. Have signed the Membership book to signify agreement with the purpose of this organization, and
- b. Have made and honored an annual financial pledge to the operating budget of the Fellowship.

Section 2. Member Rights

Only Members have the following rights:

- Members may vote at meetings of the Fellowship, except that new Members shall not be eligible to vote until sixty (60) days after they have signed the Membership book,
- Members are eligible to hold elected office of the Fellowship, and
- Members are eligible for selection to represent the Fellowship at local and national levels.

Section 3. Removal

A Member’s name shall be removed from Membership due to:

- 1) The Member’s death,
- 2) Written request (paper or email) by the Member to the Board,

- 3) Board action after a period of inactivity over two (2) fiscal years, or
- 4) A two-thirds (2/3) vote of the Board for actions that violate the Disruptive Behavior Policy.

Article IV ASSOCIATIONS

Section 1. Membership in Associations

The Fellowship shall be a member of the Unitarian Universalist Association (or its successor) and such other Unitarian Universalist bodies as the Board deems advisable. A list of the bodies of which the Fellowship is currently a member shall be maintained by the Secretary.

Section 2. Delegates to Associations

When membership in such associations permits the Fellowship to be represented in the decision-making meetings of that organization by one or more delegates, such delegates shall be elected by the Board.

Article V CONGREGATIONAL MEETINGS

Section 1. Annual Congregational Meeting

The Annual Congregational Meeting shall be held in the Spring for the purposes of:

- a. Electing officers and directors
- b. Adopting a budget for the coming fiscal year, and
- c. Any other business, which the Board determines is appropriate.

Section 2. Fall Congregational Meeting

A Congregational Meeting shall be held in the Fall each year at which

- a. The Board and staff shall report on the general state of the Fellowship.
- b. The Fellowship will receive the Treasurer's report on the prior fiscal year and
- c. Any other business which the Board determines is appropriate.

Section 3. Special Congregational Meetings

- a. The Board may call a Special Congregational Meeting at any time.
- b. The Board shall call a Special Congregational Meeting within thirty (30) days of receipt of a petition subscribed by at least ten percent (10%) of the Members.

Section 4. Notice of Congregational Meetings

Notice of all congregational meetings shall be sent to Members by email (or if no email address or by written request, by first class mail) mailed at least ten (10) days prior to the meeting date.

Section 5. Eligible Voter List

At the same time as the notice of a congregational meeting is sent to the Members, the Secretary shall publish a list of all Members eligible to vote at that meeting; publication may be accomplished by posting a copy of the list at the Fellowship.

Section 6. Congregational Meeting Business

A Congregational Meeting may only conduct the business specified in the notice of that congregational meeting.

Section 7. Congregational Meeting Quorum

A quorum for a congregational meeting shall be twenty percent (20%) of the Members eligible to vote.

Article VI BOARD OF DIRECTORS

Section 1. Board Members and Qualifications

The Board of Directors (Board) shall include the following five (5) officers (President, Past President, President-Elect, Secretary, and Treasurer) and two (2) Members-at-large. All Board Members shall be Members of the Fellowship.

Section 2. Board Responsibilities

The Board shall be responsible for the administration of the Fellowship, including management of the staff, property and funds, and determination of the Membership of the Fellowship. The Board of Directors shall follow the budget approved by the congregation as closely as possible and shall not spend more than five percent (5%) of the total Fellowship budget on any non-budgeted item without congregational approval, except as otherwise provided herein.

Section 3. Board Authority

- a. The Board shall have the delegable authority to purchase goods and services, to engage and dismiss such employed staff (including contract minister, but not a Called Minister), and to create, staff, charge and disband committees and task forces as it determines is required for the effective operation of the Fellowship.

- b. The Board shall have the non-delegable authority to determine the Membership of the Fellowship, and to appoint Members to fill any vacancy in an elected position to serve until the next Congregational Meeting.

Section 4. Board Meetings

The Board of Directors shall meet at least nine (9) times during each fiscal year. A majority of the currently-serving Members of the Board shall be a quorum.

Section 5. Board Member Election and Terms

The Fellowship at its Annual Meeting shall elect:

- a. Each year the President-Elect to a three-year progressive term, in the first year of which this person serves as President-Elect, in the second year of which, this person serves as President, and in the third year of which, this person serves as Past-President.
- b. In even-numbered years a Secretary and an At-Large Board Member to two-year terms.
- c. In odd-numbered years a Treasurer and an At-Large Board Members to two-year terms;

Newly-elected Board Members shall take office and Presidential succession shall take effect at the beginning of the next fiscal year.

Article VII OFFICERS

Section 1. Duties of the President

The President shall arrange and preside at meetings of the Board and the congregation, and be an ex-officio voting member of all committees, except the Leadership Development committee.

Section 2. Duties of the President-Elect

The primary focus of the President-Elect is learning the job of President. The President-Elect shall preside and act in the place of the President in case of absence or disability of the President. The President-Elect shall arrange for the periodic (at least every five (5) years) audits of the Fellowship's financial records.

Section 3. Duties of the Treasurer

The Treasurer

- a. Shall manage the receipt and disbursement of the funds of the Fellowship,

- b. Shall prepare a budget, for the following fiscal year, for the approval of the Board of Directors and the congregation at the Annual Meeting.
- c. Shall submit to the Fall Congregational Meeting an Income Statement for the preceding fiscal year and a Balance Sheet as of the end of the preceding fiscal year.
- d. Shall be an ex-officio, voting member of the Finance Committee.
- e. May with the advice and consent of the Board, appoint an Assistant Treasurer(s), but such appointee shall not be an officer of the Fellowship.

All records of the Treasurer, pertaining to Fellowship business, shall remain property of the Fellowship.

Section 4. Duties of the Secretary

The Secretary shall record and maintain minutes of all meetings of the Fellowship and the Board. The Secretary shall manage the maintenance of a current list of Members and mailing list. All records of the Secretary, relating to the business of the Fellowship, shall remain the property of the Fellowship.

Section 5. Duties of the Past-President

The Past-President shall provide the benefit of her/his experience to the President, the Board, and the Leadership Development Committee. As a Board Member, the Past-President shall help ensure continuity in program development and plan completion.

Article VIII COMMITTEES

Section 1. Chartered Committees

These Bylaws establish the following committees:

- a. Leadership Development Committee
- b. Endowment Committee

Section 2. Endowment Committee

The Endowment Committee shall be responsible for managing the Fellowship endowment fund, the UUFN Fund, as detailed in the Endowment Fund Resolution and Plan of Operation adopted January 27, 2002, and as amended.

Section 3. Leadership Development Committee Members

The Leadership Development Committee shall consist of no fewer than five (5) Members: Four (4) Members of the Fellowship shall serve staggered two-year terms; the Fellowship shall elect two (2) Members in odd-numbered years and two (2) in even-numbered years;

the Board shall appoint one (1) of its Members to the Leadership Development Committee for a one-year term every year. After serving two (2) consecutive terms, elected Members of the Leadership Development Committee must stand down for at least one (1) term before again serving as an elected Member of the Committee.

Section 4. Duties of the Leadership Development Committee

The Leadership Development Committee shall

- Solicit candidates for open positions and shall promote diversity;
- Provide a list of candidates to the Board; and
- Offer or arrange appropriate training to develop potential leaders.

Article IX. CALLED OR SETTLED MINISTER (MINISTER)

Section 1.

Recommendation of a new Minister shall be made by a Ministerial Search Task Force of at least seven members elected by a majority of those present and voting at an annual or special meeting of the Fellowship. A suitable budget shall be provided for the search process.

Section 2. Vote to Call a Minister

The Fellowship at an Annual or Special Meeting, at which a vote whether or not to call a minister is on the agenda, may vote with a ninety percent (90%) supermajority affirmative vote of eligible Members present and voting required to call the Minister.

Section 3.

The candidate recommended by the consensus of the Ministerial Search Task Force shall be voted on at an annual or special meeting of the Fellowship called for this purpose. An affirmative vote of ninety percent (90%) of those present and voting shall be required to call the Minister.

Section 4.

A Minister may be removed by a vote of a majority of those present and voting at the Annual or a special congregational meeting of the Fellowship called for this purpose. The Minister's salary and benefits shall be continued for three (3) months following affirmative vote for removal. When the removal of a Minister is scheduled for action at an annual or special meeting, the notice of such meeting shall so state. A vote to remove the Minister shall not be conducted more often than once in any one (1) fiscal year.

Section 5.

The Minister shall serve until resignation or removal. In the event of voluntary resignation, the Minister shall give the Board of Directors three (3) month notice and shall perform the full duties of office during these three months, unless otherwise requested by the Board of Directors.

Section 6.

Short-term ministries, such as Extension ministry, may be accepted as proposed by the UUA by a vote of two-thirds (2/3) of those present and voting at the Annual or a special congregational meeting called for this purpose. If mutually agreeable, the congregation may vote to call an appointed Minister without need for a search committee.

Section 7.

The Minister shall serve as an ex-officio member of the Board of Directors and of all standing committees and task forces, with voice but not vote. The Minister will be in consultation with the Leadership Development Committee. The Minister shall report regularly on official activities to the Board of Directors and shall submit a written report of official activities for the preceding year to each Annual Meeting of the Fellowship.

Section 8.

Special details of the duties and responsibilities of the Minister, salary and allowances, vacations, and related matters shall be stated in a Letter of Agreement to be negotiated between the Minister and the Ministerial Search Task Force and approved by the Board of Directors. Recommendations regarding the Minister's salary and expenses shall be made by the Personnel Committee to the Board of Directors.

Article X DISSOLUTION

Should this Fellowship cease to function or the Membership vote to disband, all outstanding debts shall be paid and ownership of the remaining assets, both real and personal, of the Fellowship shall be transferred to the Unitarian Universalist Association (or its successor) for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

Article XII AMENDMENTS

These bylaws may be suspended, amended or repealed at any congregational meeting by a two-thirds (2/3) vote of Members present, provided that proposed changes are sent to the Members at least ten (10) days prior to that meeting.

Article XIII RULES OF PROCEDURE

Roberts Rules of Order, Newly Revised, shall be the authority for meeting procedures, except where they conflict with articles in the charter or bylaws.

Article XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Fellowship shall indemnify its officers and directors (Board Members) so that they will not be personally responsible for monetary damages for any breach of fiduciary duties as officers or directors, except liability that might arise from:

- Acts or omissions that involve intentional misconduct, or a knowing and culpable violation of law;
- Acts or omissions that such officer or director believes to be contrary to the best interests of the Fellowship or that involve the absence of good faith on the part of the officer or director.;
- Any transaction from which an officer or director derived any improper personal benefit;
- Acts or omissions that show a reckless disregard for the officer’s or director’s duty to the Fellowship in circumstances in which the officer or director was aware, or should have been aware in the ordinary course of performing the officer’s or director’s duties, of a risk of serious injury to the Fellowship or its Members; or
- Acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the officer’s or director’s duty to the Fellowship or its Members.

Date	Summary of changes
Mar. 2018	Major revision to streamline bylaws and delegate actions to Board. Article IX revision amended from the floor.
Feb. 2014	Article II, the “purpose” was replaced with the “mission.”
Feb. 2013	Article IX, Sec. 5, Committee on Ministry increased from three to six members. Article X, Sec. 1, Leadership Development Committee increased from two to five members and encouraged to strive for diversity. Article X, Sec. 3, Removed reference to three members on LDC. Article X, Sec. 6, Removed and moved to Bylaws Guidance Document.
May 2019	Reduced Board from 11 to 5 members
May 2012	Article XI, Sec. 3, changed “majority vote” to “consensus” of MSTF to bring forth a ministerial candidate. Article XI, Sec. 3, changed “two-thirds” to “90%” congregational vote to call a minister. Article XI, Sec. 4, changed “two-thirds” to “majority” congregational vote to remove a minister.
Nov. 2011	Article VI, Sec. 1, Added Past-President to Executive Committee.

Unitarian Universalist Fellowship of Newark – Bylaws as Amended May 5, 2019

Date	Summary of changes
May 2009	Article III, Major rewrite of Membership Rules.

https://d.docs.live.net/2ee991c309321a03/Documents/UU/UUFN/Bylaws^MPolicies/UUFN_Bylaws_as_amended_2019-05-05.docx