

BYLAWS OF THE EVERGREEN UNITARIAN UNIVERSALIST FELLOWSHIP

Approved 6/5/2008

ARTICLE I. NAME - AFFILIATION

Section 1. Name. The name of this incorporated religious congregation shall be the Evergreen Unitarian Universalist Fellowship.

Section 2. Affiliation. This congregation shall be a member of the Unitarian Universalist Association (UUA), the Pacific Northwest District (PNWD) of the Unitarian Universalist Association and other organizations designated by the Board of Trustees and/or the Congregation.

Section 3. Dissolution. Should this congregation cease to function and the membership vote to disband, any assets of the congregation will be transferred to the Unitarian Universalist Association, or successor organization, for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

ARTICLE II. PURPOSE

Section 1. Statement of Purpose. The purpose of EUUF is to live out and adhere to the principles stated in the most current mission and covenant statements, passed by a two-thirds vote in a congregational meeting. We also affirm and promote the principles and purposes of the UUA.

Section 2. Effect of Statement. Recognizing that freedom of belief is inherent in the Unitarian Universalist tradition, nothing in these purposes shall ever be utilized to require a particular interpretation of religion or any particular religious belief or creed as a condition of membership.

Section 3. Inclusion. This congregation affirms and promotes the full participation of persons in our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, class or national origin. Any limitation to full participation is subject to review and approval by the Board of Trustees.

ARTICLE III. MEMBERSHIP

Section 1. Members. Any person may become a member of EUUF who:

- A. Is 16 years of age or older; and
- B. Has completed the "Pathways to Membership" as approved by the Board of Trustees and
- C. Makes an annual financial pledge of record toward the expenses of the organization.
- D. Has been accepted by a majority vote of the Board of Trustees. Any denial of membership by vote of the Board of Trustees may be overridden by a two-thirds majority of the voting members present of the Fellowship at a duly called Congregational Meeting (see Article IV, Section 4, B, 6); and
- E. Has signed the membership book signifying his/her sympathy with the Covenant, current Bylaws and Mission Statement of EUUF and the Principles and Purposes of the UUA.

Section 1.1. Privileges of Membership.

- A. Voting rights at Congregational Meeting.
- B. Eligibility to serve as an Officer or Trustee of EUUF (see Article V)
- C. Eligibility to chair any of the standing committees (see Article VI, Section 1).
- D. Full participation in worship, committee service, social action, religious education, and recreational/social events of the Fellowship.
- E. Eligibility to serve as a delegate to UUA General Assembly or PNWD Annual General Meeting and apply for financial assistance for UU meetings, workshops, or conferences.

Section 2. Supporters. Any person may be considered to be a supporter of the EUUF who:

- A. Is 16 years of age or older; and
- B. Has attended a Unitarian Universalist Orientation or New UU Course and
- C. Is in sympathy with the Covenant, Bylaws, EUUF Mission, and the Principles and Purposes of the UUA; and
- D. Makes a financial pledge or service contribution to the Fellowship.

Section 2.1 Privileges of Supporters.

- A. Attend Congregational Meetings and participate in discussion of issues
- B. May serve on any of the Standing Committees or other EUUF task groups (see Article VI, Section 1)
- C. Full participation in worship, social action, religious education, and recreational/social events of the Fellowship
- D. Eligible to apply for available scholarship assistance to UU meetings, workshops, and conferences
- E. Full participation in all other activities and events which are not specifically limited to EUUF members.

Section 3. Membership List. A member shall be considered a voting member who is in compliance with Section 1 of this article. The Board shall post a list of voting members two weeks before the annual meeting.

Section 4. Removal from Membership: A person is removed from membership under any of the following circumstances:

- A. The person presents a written request to resign membership.
- B. The person has not made any financial contribution to EUUF within the first six months of any fiscal year.
- C. The person has died, moved away, or cannot be located for any reason.
- D. Name(s) of any such members will be presented to the Board of Trustees at the January meeting each year and will be removed from the membership list by a majority vote of the Board.

Section 5. Revocation of Membership. Membership in EUUF may be revoked by a two-thirds majority vote by the Board of Trustees. When revocation of membership is being considered, the member is given written notice and offered the option of a hearing before the Board of Trustees. If the board acts to revoke membership and if the former member wishes to appeal the decision of the Board, an ad hoc committee of six non-board members will be appointed by the Nominating Committee to review the decision. This ad hoc committee has the power to overturn the Board decision with a two-thirds majority vote.

Section 6. Member Emeritus(a). The designation of Member Emeritus(a) may be applied by the Board of Trustees, at its discretion, to any long-standing member who has significantly supported the Fellowship. A Member Emeritus(a) shall be considered a voting member.

ARTICLE IV. CONGREGATIONAL MEETINGS.

Section 1. Annual Congregational Meeting. The Annual Congregational Meeting shall be held every year prior to June 15 at a date, time and place as shall be fixed by the Board of Trustees. The President of the Board of Trustees, or the Board's designee, shall preside over the Congregational Meetings. Written notice of all Congregational Meetings shall be given fourteen (14) days in advance, and the business to be transacted shall be in the call of the meeting.

Section 2. Special Congregational Meetings. A Special Congregational Meeting may be called by the Board of Trustees or by twenty-five percent (25%) of the voting members, with written notice as provided in Section 1.

Section 3. Conduct of Meetings. Twenty-five percent (25%) of the membership, except as otherwise noted, shall constitute a quorum. Meetings shall be governed by the provisions set out in the Bylaws and by Robert's Rules of Order, Revised.

Section 4. Voting at Meetings.

A. General Business. Fellowship business may be approved by a simple majority of those voting.

B. Special Business. The following topics may not be added to an agenda of a congregational meeting without 14 days' advanced written notice. Items 1 through 9 cannot be adopted by the Board of Trustees alone, but are reserved for the voting membership of the Congregation and require a two-thirds (2/3) affirmative vote of those present.

1. adopting the annual budget
2. appropriating or borrowing sums exceeding fifteen percent (15%) of the annual budget in any single transaction
3. buying, selling, mortgaging or disposing of real property
4. amending the Bylaws
5. resolutions in the name of the Fellowship
6. reversal of denial of membership
7. calling, or entering into a contract with a minister, excluding intern ministers and interim ministers
8. dissolving the corporate existence of the Fellowship, provided that, upon dissolution, all assets of the Fellowship shall be transferred to the Unitarian Universalist Association, or successor organization
9. sponsorship of congregational candidates for UU ministry.

ARTICLE V. OFFICERS and TRUSTEES.

The Board of Trustees shall have general charge of the property of the congregation, conduct of its business affairs and control of its administration, including the appointment of such committees as it may deem necessary. The Board of Trustees shall meet a minimum of ten times during the fiscal year at meetings publicized and open to the congregation. A Trustee shall serve no more than two consecutive terms.

Section 1. Elections of Officers and Trustees. The officers and Trustees shall be elected from the voting membership of the Fellowship at the Annual Congregational Meeting. All officers and Trustees shall hold office until their successors have been elected and qualify. The Board of Trustees shall be comprised of:

A. President: The President is elected to a 3 year term: the first year as Vice President, the second as President and the third year as Past President. The President may have the opportunity to serve for two years as President. The decision to do this is reached in consultation with the Vice President and the consent of the Congregation at the Annual Congregational Meeting. The President presides over the meetings of the Board of Trustees and monitors the work of the congregation to ensure that the Bylaws are followed.

B. Vice President: The Vice President shall assume the duties of the President in the event of the President's absence, acts as parliamentarian at all congregational meetings and assumes other duties as assigned by the President or the Board. Additionally, the Vice President is responsible to see that the Policies and Procedures Manual of the Fellowship is kept current at all times. The Vice President shall convene the Council of Committees at least once/year.

C. Past President. The Past President serves as a Trustee and is the chair of the Nominating Committee.

D. Treasurer: Elected to a two year term, the Treasurer serves as head of the Finance Committee and is responsible for keeping the Board advised of the fiscal status of the congregation and making recommendations to maintain the fiscal integrity of the congregation. The Treasurer oversees the bookkeeper. The bookkeeper is appointed by the Board of Trustees and has custody of all funds of the organization. The bookkeeper keeps an account of all receipts, expenditures, pays such bills as may be approved by the Board of Trustees or delegated committee, and shall prepare financial statements as requested by the Board.

The Treasurer is responsible for recommending a process for auditing the financial record to the Board. The Board will authorize a financial audit at least every three years.

E. Secretary: Elected to a two year term, the Secretary coordinates all communication for the Board including taking minutes of all Board meetings, preparing a synopsis of same for the newsletter, timely posting of minutes, and any other correspondence as determined by the board.

F. Trustees at Large: There are two elected at large each one for a two year term.

Section 2. Vacancies. In the event of a vacancy in the office of President, the Vice President shall immediately ascend to the presidency. In the event of vacancy on the Board of Trustees, including Vice President, Treasurer and Secretary, the Board, with recommendations from the Nominating Committee, will appoint a replacement until the next regularly scheduled election, when a nomination will be made and voted on for the unexpired term.

Section 3. Executive Committee. In urgent circumstance, when a meeting of the full Board is not feasible, an Executive Committee can be formed, comprised of any four of the officers: President, Vice President, Past President, Treasurer and Secretary. The Executive committee meets to address the specific issue. Decisions made by the Executive Committee must be ratified by the Board at its next meeting.

Section 4. Committee Liaison. Each standing committee of the congregation is assigned a Trustee to act as liaison to the Board of Trustees. The Trustee is responsible for ensuring that the committee is functioning according to its mission and recruits committee members when necessary to ensure that the work of the committee gets done.

Section 5. Nominating Committee. A nominating committee of at least three members, chaired by the Past President, shall be elected each year at the Congregational Meeting, upon nomination of the prior nominating committee, and shall serve for a period of one year. The nominating committee shall present nominations of Trustees by written notice to the membership at least fourteen (14) days prior to the Annual Meeting. Nominations of Trustees to be elected at the Congregational Meeting may also be made by petition of ten (10) voting members and presented to the Nominating Committee seven (7) days prior to the date of the Congregational Meeting.

Section 6. Removal from Office. A Trustee may be removed from office for cause upon a two-thirds vote of the members at a duly called meeting of the Board of Trustees. Cause for removal shall include, but is not limited to unexcused absence from three (3) regular meetings in any one fiscal year.

Section 7. Meetings of the Board. Four (4) members of the Board of Trustees shall constitute a quorum. The business of the Board, including the filling of vacancies on the Board of Trustees, shall be conducted by a majority vote of the Board members present.

Section 8. Rebudgeting Authority. The Board of Trustees has authority to reallocate budgeted funds up to five percent (5%) of the budget, provided that the Board of Trustees does not decrease the budgeted amount of any line item to less than 50 percent (50%) of the original budget without approval of the Congregation at a duly called meeting or unanimous approval of the Board of Trustees.

Section 9. Staff. All paid employees and contractors shall be hired and fired by the Board of Trustees according to the Personnel Policy of the Fellowship. The Board of Trustees shall have the power to contract with Interim Ministers and Intern Ministers.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees

Building Operations
Committee on Ministry
Development
Finance
Lifelong Learning
Membership
Music
Personnel
Social Action
Worship

Section 2. Other Committees. Other committees are chartered by decision of the Board.

ARTICLE VII. FISCAL YEAR

Section 1. Fiscal Year. The fiscal year shall end June 30.

ARTICLE VIII. MINISTER

The Minister shall be provide leadership for the conduct of worship and the congregation's spiritual concerns and interests.

Section 1. Calling a Minister. A Minister, excluding Interim Ministers and Intern Ministers, may be called to the Fellowship for a definite or indefinite term by written ballot at a Congregational meeting, provided notice of same is included in the mailed notice of such meeting.

Section 2. Termination of the Minister

- A. Resignation of the Minister shall not carry less than a ninety (90) day termination date, except as otherwise provided by mutual consent of the Minister and the Board of Trustees.
- B. Dismissal. A Minister called under Section 1 may be dismissed only if all of the following conditions are met
 - (1) At an Annual or Special Congregational Meeting with a quorum of 50% of voting members present.
 - (2) With 14 days advanced written notice of a congregational meeting to consider dismissal of the minister.
 - (3) By a written ballot.
 - (4) By a 2/3 affirmative vote of those present.

Section 3. Service Agreement. The Minister shall have a written service agreement with the Fellowship. Minister's responsibilities shall be set forth in the service agreement. The Trustees shall act as agent of the Fellowship in its negotiation and implementation.

Section 4. Freedom of Pulpit. The Minister shall have complete freedom in, and sole responsibility for, all the Minister's pronouncements from the pulpit. The Minister shall have similar freedom for all public pronouncements.

Section 5. Committee on the Ministry. The Fellowship shall provide an active Committee on the Ministry to monitor and support the shared ministry of the congregation.

Section 6. Ex officio Member. The Minister shall be a non-voting, ex officio member of the Board of Trustees and an ex officio member of all committees of the Fellowship as well as such other bodies as the Trustees shall designate, with the exception of any audit, nominating, or search committees.

ARTICLE IX. AMENDMENT OF BYLAWS.

Section 1. Amendment Approval. These Bylaws may be amended by a two-thirds (2/3) majority vote of those present at a Congregational Meeting.

Section 2. Suggested Changes of Bylaws. A committee appointed by the Board of Trustees shall review the Bylaws at least every three years and include suggested changes in the agenda of the annual Congregational Meeting.

Section 3. Other Changes. Any voting member of the Congregation may suggest amendments to the Bylaws Committee.

ARTICLE X. DISTRIBUTION OF BYLAWS

Section 1. Copies of the Bylaws shall be available at the Fellowship to all interested persons.

ADDENDUM – ENDOWMENT FUND

1. Evergreen Unitarian Universalist Fellowship (“the Fellowship”) shall establish and maintain a separate Endowment Fund to assure the long range financial future of the Fellowship, to help the Fellowship manage and survive financial emergencies, and to fund capital needs and special projects that further the mission of the Fellowship.
2. The Endowment Fund shall be governed by a standing Endowment Committee, which shall administer the Fund in a manner consistent with the Endowment Investment and Distribution Policy adopted by a vote of two-thirds of the members present and voting at a regularly called meeting of the congregation. This policy shall provide for the protection of the corpus of the Endowment Fund over the long term and shall require the Committee to exercise the utmost of care to respect the integrity of restrictions placed on any gift to the Endowment Fund.
3. The Endowment Committee shall consist of three members of the congregation. Except in the initial election, when shortened terms will enable a staggered rotation of members, the term of each Committee member will be three years. No member may serve more than two consecutive 3-year terms. After a lapse of one year, former Committee members may be re-elected. No member may serve on the Endowment Committee while also serving on the Fellowship governing Board.
4. The Nominating Committee of the congregation shall nominate new members for the Endowment Committee and report at the annual congregational meeting in the same manner as for other officers and committees. In the event of a vacancy on the Endowment Committee, the Board shall appoint a member to

fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

5. The Endowment Committee shall conduct its business in the following manner:
 - 5.1. The committee shall meet at least quarterly, or more frequently as deemed by it in the best interest of the Endowment Fund.
 - 5.2. The committee shall elect from its membership a chairperson, financial secretary and recording secretary.
 - 5.3. The chairperson, or member designated by the chairperson, shall preside at all committee meetings.
 - 5.4. The recording secretary shall maintain complete and accurate minutes of all meetings of the Endowment Committee and supply a copy thereof to each member of the Endowment Committee. The secretary shall also supply a copy of the minutes to the EUUF Board of Trustees.
 - 5.5. The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the Endowment Fund and shall submit to the treasurer on behalf of the Endowment Committee written requests for checks payable from the Endowment Fund.
 - 5.6. Each member shall keep a complete copy of minutes to be delivered to her or his successor.
 - 5.7. The Endowment Committee shall report on a quarterly basis to the Board and, at each annual meeting of the congregation, shall render a full and complete account of the administration of the Endowment during the preceding year.
 - 5.8. A unanimous vote of the members of the Endowment Committee is needed to carry any motion or resolution.
6. The Endowment Committee is empowered, acting with the advice and consent of the EUUF Board of Trustees, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Endowment Fund pursuant to the Endowment Investment and Distribution Policy.
7. Committee members shall not be liable for any losses incurred by the Endowment Fund except to the extent that such losses arise out of willful misconduct or gross negligence. Each member shall be liable for his/her own acts or omissions and not for the acts or omissions of other members. No member of the Committee shall engage in any self-dealing or transactions with the Endowment Fund in which the members has direct or indirect financial interest. Members shall refrain at all times from conduct in which his/her personal interests would conflict with the interest of the Endowment.
8. A member of the Endowment Committee may be removed from office for cause by a two-thirds vote of the EUUF Board of Trustees.

ENDOWMENT INVESTMENT AND DISTRIBUTION POLICY:

This Policy is intended to promote the continued growth of the endowment principal by limiting the amounts available for distribution to a small portion of the total assets.

A. General

1. The Committee shall invest the assets of the Endowment Fund with the objective of earning an average annual total return of six to ten percent consistent with moderate risk. The Committee shall endeavor to invest the assets of the Endowment in a socially responsible manner.
2. Investment of the corpus of the fund in the UUA General Investment Fund shall be deemed to meet the above criteria.
3. It is intended that reasonable restrictions placed on any gift by the donor will be faithfully followed, subject to the Committee's determination of the integrity and best interests of the Endowment Fund.
4. Gifts to the Endowment Fund shall accumulate until a fair market value of \$250,000 is achieved, after which annual distributions may commence as provided below. However, should the fair market value of the Endowment subsequently decline to less than \$200,000, distributions shall be made only upon a two-thirds majority vote of members present and voting at a regularly called meeting of the congregation.
5. In order to protect and preserve the *corpus* of the Endowment Fund over the long term, the Committee shall not distribute more than four percent per year of the total market value of the assets, as determined by the average total market value on the last business day of each of the five immediately preceding calendar quarters. If less than four percent is distributed in one year, the Committee may distribute more than four percent in a subsequent year, as long as the distributions do not exceed an average of four percent per year on a cumulative basis.
6. This Committee shall calculate the amount of funds available for distribution under this policy; it shall be the responsibility of the congregation, through its ordinary budgeting process, to determine specific disbursements.
7. The Committee may provide for such professional counsel on investments or legal matters as it deems best, and it may incur reasonable expenses in the execution of its duties. The expenses shall be paid from the Endowment Fund.
8. This Endowment Investment and Distribution Policy may be amended only by a two-thirds majority vote of members of the congregation present and voting at a regularly called meeting.
9. All members of the congregation are encouraged to consider leaving a bequest of at least five times their annual pledge to the Endowment Fund in their wills.

B. Three Funds

The Endowment Fund shall be composed of three separate funds, which may be co-mingled for ease of investment management. The Committee shall separately account for each of these funds, attributing to each its proportionate share of changes in investment values, as well as recording gifts to and distributions from each of the funds. The distribution limit outlined above shall be applied on a fund by fund basis. Gifts and bequests to the Endowment may be designated for any of the three funds.

The three separate funds are established as follows:

1. Fifty percent of the initial assets of the Endowment Fund shall be allocated to the Unrestricted Reserve Fund.
2. Thirty percent of the initial assets of the Endowment Fund shall be allocated to the Building Reserve Fund.
3. Twenty percent of the initial assets of the Endowment Fund shall be allocated to the Social Outreach and Service Fund.

Undesignated gifts may be allocated entirely to the Unrestricted Reserve Fund, or allocated to the three funds in the proportions listed above, at the discretion of the Endowment Committee.

C. Unrestricted Reserve Fund

1. Distributions from the Unrestricted Reserve Fund may be used for any purpose to further the work of the Fellowship, provided that no more than 10% of the ordinary and customary operating expenses of the congregation may be funded by distributions from the Endowment. In particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, the congregation, by action in a regularly called meeting, may approve a temporary exception to this restriction. Such action shall require a two-thirds majority of members present and voting.
2. In addition to the distributions provided for above, and upon the request of the Board of Trustees, the Committee may from time to time loan money from the Unrestricted Reserve Fund to the Fellowship to help manage temporary cash flow needs caused by month to month variations in the collection of pledges and other gifts on such terms and at such rates of interest and in such amounts as the Committee deems appropriate.

D. Building Reserve Fund

1. Distributions from the Building Reserve Fund shall only be used to help pay for major capital expenditures and significant improvement projects related to the Fellowship's buildings and real property, including grounds and landscaping, over and above regular maintenance.
2. In addition to the permitted distribution, upon request of the Board of Trustees, the Committee may from time to time loan money from this Building Reserve Fund to the operating budget to help advance a particular improvement project on such terms and at such rates of interest and in such amounts as the Committee deems appropriate.

E. The Social Outreach and Service Fund

1. Distributions from the Social Outreach and Service Fund shall only be used to further the Fellowship's mission of supporting individual and collective service to the larger community. This fund is not intended to support activities for the Fellowship community itself, but is intended for social responsibility efforts in the broader community at large.
2. With the approval of a two-thirds majority vote of members of the congregation present and voting at a regularly called meeting of the congregation, the Committee may make direct investment of not more than 20% of the assets in the Social Outreach and Service Fund in housing, social service, community or economic development activities in furtherance of the mission of the Fellowship and the purpose of this Fund.