

## **SALISH SEA FELLOWSHIP BYLAWS**

### **ARTICLE I. NAME AND INCORPORATION**

Section 1. NAME: The name of this organization shall be the "Salish Sea Fellowship" hereafter referred to as the "Fellowship" or the "congregation."

Section 2. INCORPORATION: The Fellowship shall be 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 an independent educational, spiritual and liberal religious community of mutual support that embraces the traditional seven principles of Unitarian Universalism (Appendix A).

Section 2. The Fellowship pursues the spiritual and intellectual growth and development of its members and its greater community from the basis of reason and Unitarian and Universalist traditions.

Section 3. The Fellowship is a non-profit organization. All financial matters shall be administered under the direction of a Board of Directors (hereafter called the Board), to the advancement of the purposes and mission of the Fellowship.

### **ARTICLE III. ORGANIZATION**

Section 1. AFFILIATION: The Fellowship may, at the discretion of its Board, maintain membership in religious associations and communities, such as the North American Unitarian Association (NAUA). Regardless of external affiliations with other religious associations, the Fellowship shall remain an independent spiritual community of free faith.

Section 2. MEMBERSHIP: Any person eighteen (18) years or older who is in sympathy with the program and purpose of this Fellowship shall acknowledge their intent to become a member by noting their desire to be a member in writing, including electronic communication. The powers, privileges and responsibilities of membership accrue to a person desiring to be a member upon confirmation and approval of such membership by the Board.

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) election of members of the Board and Ministerial Search Committee, the annual budget, real property acquisition or disposal, amendments to these bylaws, and call or recall of a minister. Voting privileges begin 30 days after confirmation and approval of membership by the Board.

B. All meetings of the Board and any Committees should be open to Fellowship members to attend as an observer guest unless the body approves a motion to go into closed session for the

purpose of discussing or acting on confidential 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. Practical considerations may limit the number of observer guests.

C. A member is encouraged to foster the well-being of the Fellowship community through contributions of time, energy and financial resources as they are willing and 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 indicated in these bylaws. The members of the Board are the elected representatives of the members of the Fellowship and act 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.

Section 6. **MEMBERSHIP TERMINATION OR MEMBER EXCLUSION:** A two-thirds affirmative vote of the Board shall be sufficient to terminate the membership of a previously approved member. The Board may temporarily exclude any person from participation in the Fellowship for disruptive behavior.

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. **MERGER AND DISSOLUTION:**

A. **MERGER:** In the event of a motion passed by a 2/3 majority of the Board to merge with another nonprofit religious institution incorporated in the State of Washington, and such motion being approved by a special meeting of the Fellowship membership by a 2/3 majority of those members present, the Fellowship may merge its membership, real property and all other assets of the Fellowship with such other nonprofit religious institution.

B. **DISSOLUTION:** In the event of dissolution of the Fellowship, all real property or other assets of the Fellowship remaining after all debts and obligations have been satisfied, shall be assigned to a Washington State nonprofit charitable corporation resident in Jefferson County chosen by the Board.

#### **ARTICLE IV. CONGREGATIONAL MEETINGS AND VOTING**

Section 1. **THE ANNUAL MEETING:** There shall be an annual congregational 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 and may include telephone and/or video meeting technology at the discretion of the Board. Written reports by committees or other Fellowship groups designated by the Board shall be available by the Annual Meeting. The agenda for the Annual Meeting shall

include approval of the annual budget, election of the Board, any additional business decided on by the Board, and an opportunity for motions and new business items from the floor.

Section 2. SPECIAL MEETINGS: Other congregational 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. The meeting notice shall indicate the date, place and/or electronic access point, 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 Congregational 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. The Board may order ballot voting for other important proposals. Ballots shall clearly identify the slate of candidates including 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. For any vote, members may submit their ballots to the Secretary at any time up until close of voting is called by the Secretary. B. PROXY VOTING: A member may vote by proxy if unable to attend a meeting at which a vote will be taken. Proxies must be filed with the Secretary before the beginning of each meeting. No person present (either physically or by electronic communication) may vote more than two 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 2 weeks prior to that election. D.

MAIL IN AND ELECTRONIC VOTING: Elections for the positions on all Congregational

Committees and the Board 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. 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 Committee 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 without excuse from three consecutive regular or special meetings of the body to which they were elected. A vacancy on any Committee 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 by a vote of the membership at the annual election. 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:**

The Board, which may operate through a Finance Committee, shall prepare an annual budget and submit this annual budget for approval or modification by the Membership at the annual meeting. The annual budget shall include an operating budget and, if needed, a capital budget, showing anticipated income and/or funds source and estimated expenses.

#### **Section 3. ADDITIONAL EXPENSES:**

The Board may approve reasonable additional expenditures from Fellowship funds for unbudgeted expenditures upon a 2/3 vote of the Board if considered fiscally prudent and in the best interest of the Fellowship.

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.

### **ARTICLE VI. OFFICERS AND TRUSTEES**

Section 1. **COMPOSITION:** The Board shall be the governing body for the congregation. The Board shall have five (5) to seven (7) elected members all of whom shall be members of the Fellowship; if fewer than seven (7) members are elected by the membership, the remaining Board may appoint additional Board members up to seven (7) in total to serve until the next Annual Meeting. Any called or contract minister(s) shall be ex-officio members of the Board without vote. The Board shall elect four Officers from its membership, the President, Vice

President, Secretary, and Treasurer, with the remaining member(s) being referred to as Members At Large. The term Director as used in these bylaws includes both the four Officers and the Members At Large.

Section 2. TERMS OF OFFICE: All Trustees elected shall assume office at the beginning of the following fiscal year and serve for a term of two years. No Trustee shall serve more than six 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 3. QUORUM: Four Board members shall constitute a quorum. If membership of the Board is 6 or less, the quorum shall be at least 3/5.

Section 4. BOARD MEMBER REMOVAL: An affirmative two-thirds vote of all Board members is required to remove a Board member.

## **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 all powers necessary for exercising such direction and with all powers necessary to adopt and carry out all appropriate measures for managing and 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 in person or by telephone or video meeting technology; special meetings may be called by the President or upon request of a majority of Directors, subject to reasonable notice.

D. Approve all policies.

E. Approve any public statements made on behalf of the Fellowship.

F. Create or disband committees, teams and task forces as it deems necessary and appoint the chairpersons of such bodies.

### **ARTICLE VIII. MINISTERIAL SEARCH AND HIRING COMMITTEES**

Upon a decision by the Membership to call or hire a minister, the Board shall create a Ministerial Search or Hiring Committee as follows:

Section 1. When calling a minister, the Ministerial Search Committee shall consist of no fewer than five members elected by the Fellowship and as many as two additional members appointed at the discretion of the Board. 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 plan for the candidate to be presented to the Fellowship.

Section 2. When hiring a contract minister, the Ministerial Hiring Committee shall consist of five members appointed by the Board.

Section 3. If a vacancy occurs on either the Ministerial Search or Hiring Committee during a search process, then the 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 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 to hire the candidate at a special or regular meeting of the Board by a 2/3 majority of Directors then serving.

C. **AGREEMENT WITH THE MINISTER:** In either the case of calling a minister as in Section 2A or hiring a minister as in Section 2B, the Board shall prepare a Letter of Agreement 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 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. 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 2. BYLAW CHANGES BY PETITION:** Members may propose Bylaw Amendments or Bylaw Revisions by a petition signed by at least twenty percent (20%) 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 3. 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. Amendments to separate Articles of the Bylaws must be voted on separately unless amendment of one Article necessarily requires amendment of another Article. 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. However, in all meetings, whether Congregational Meetings, Board Meetings or Committees or Taskforces, informal and ad hoc procedures may be adopted if there is no objection.

## **ARTICLE XII. CONFLICT OF INTEREST**

All members of elected bodies listed in these Bylaws and all Fellowship members serving on any task force, committee, or team shall avoid any conflict between their personal, professional, or business interests and the interests of the Fellowship.

## **Appendix A: The Seven Principles of Unitarian Universalism Adopted in 1985**

1st Principle: *The inherent worth and dignity of every person*

2nd Principle: *Justice, equity and compassion in human relations*

3rd Principle: *Acceptance of one another and encouragement to spiritual growth in our congregations*

4th Principle: *A free and responsible search for truth and meaning*

5th Principle: *The right of conscience and the use of the democratic process within our congregations and in society at large*

6th Principle: *The goal of world community with peace, liberty, and justice for all*

7th Principle: *Respect for the interdependent web of all existence of which we are a part*