

**BYLAWS  
of the  
UNITARIAN UNIVERSALIST FELLOWSHIP OF THE CONEJO VALLEY**

~~(Revised and effective as of May 6, 2007)~~

*(with Revisions proposed by the CVUUF Board of Trustees January 31, 2010)*

**ARTICLE I: NAME AND SERVICE AREA**

Section 1. Name: The name of this religious society is the Unitarian Universalist Fellowship of the Conejo Valley, herein referred to as the "Fellowship." The Fellowship is also known as the "Conejo Valley Unitarian Universalist Fellowship" and "CVUUF."

Section 2. Service Area: The service area of this Fellowship is Southeastern Ventura County, California, and contiguous areas.

**ARTICLE II: PURPOSE**

The purpose of this Fellowship is to foster a liberal religious community, dedicated to the continuing search for truth, bound by no dogma, restricted by no creed, and using the democratic process. Affirming the essential dignity and worth of every human being, we join in fellowship in a quest of religious and ethical values, to enrich our personal lives, to grow in understanding of ourselves and of our world, and to serve others.

**ARTICLE III: ORGANIZATION**

Section 1. Non-profit Purpose: This religious society shall operate at all times as a non-profit organization. Any income received shall be applied only for non-profit purposes and objectives of the organization and no part of the income shall inure to the benefit of any officer or member.

Section 2. Certain Communications: No person shall act or speak in the name of the Fellowship before any body or in public without specific approval of the Fellowship or the Board of Trustees (as described in Article IX and referred to herein as the "Board"). Freedom of the pulpit is granted to each person who addresses the Fellowship.

Section 3. Distributions on Dissolution: In the event of dissolution of this Fellowship, all funds and property shall revert to the Unitarian Universalist Association.

**ARTICLE IV: COMMITMENT TO INCLUSIVENESS**

This Fellowship as a Welcoming 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, and in each case, without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

**ARTICLE V: MEMBERSHIP**

Section 1. Eligibility: Any person, age sixteen or older, may become a Member by attending an orientation and by signing the Fellowship's "Members" book which signifies an individual's agreement

with our statement of purpose and the Principles and Purposes of the Unitarian Universalist Association, and by making a financial pledge in support of the Fellowship's programs, staff, and facilities.

Section 2. Renewal of Membership: Members retain their membership by responding to the Fellowship's annual canvass with a financial pledge in support of the Fellowship's programs, staff, and facilities.

Section 3. Resignation: Any Member who fails to respond to the annual pledge drive as stipulated in Section 2 before the annual meeting will no longer be considered a Member. Membership may also be withdrawn by informing the Minister or Membership Chair. Former Members may rejoin the Fellowship at any time by making a financial pledge as stipulated in Section 2.

Section 4. Termination: Membership may be terminated for cause by the Board of Trustees.

Section 5. An Affiliate is a person who chooses not to become a Member as stipulated in Section 1, but who affirms ~~their~~ affinity with the CVUUF community by making a financial pledge.

## ARTICLE VI: ASSOCIATION AFFILIATION

Section 1. General: This Fellowship is affiliated with the Unitarian Universalist Association (UUA) and its Pacific Southwest District (PSWD).

Section 2. Representation of the Fellowship at UUA and PSWD Assemblies: The Fellowship aims to be represented at District and General Assemblies by as many Member delegates as it is eligible to credential. Delegates for District and General Assemblies shall be selected by the Fellowship or appointed by the Board of Trustees. Members wishing to serve as delegates to District Assembly or General Assembly must provide their names to the Fellowship's Association and District Representative (ADR). The ADR will then conduct selections via a process approved by the Fellowship Secretary. If at least 40% of CVUUF Members participate in the process, that will be the method for selecting the Fellowship's delegates to the next District or General Assembly. If fewer than 40% of Members participate in the selection process, if fewer delegates are selected than the Fellowship can credential, or if any selected delegates become unable to attend, other, additional, or replacement delegates may be appointed by the Board of Trustees.

## ARTICLE VII: FISCAL YEAR

The fiscal year of the Fellowship shall run from July first through June thirtieth.

## ARTICLE VIII: LEADERSHIP STRUCTURE

Section 1. General: The leadership of the Fellowship shall be comprised of a Board of Trustees, a Council of Directors (as described in Article X and referred to herein as the "Council"), ~~a Leadership Development Committee~~ a Conflict Resolution Committee, and a Nominating Committee.

Section 2. Additional Committees, Task Forces, etc.: The Board or the Council may establish such additional standing or ad hoc committees, task forces, or appointed positions as it deems necessary or advisable from time to time in order to carry out the programs, activities, and functions of the Fellowship.

## ARTICLE IX: BOARD OF TRUSTEES

Section 1. Composition: The Board shall be comprised of seven (7) elected persons who shall serve as Trustees, of which ~~three (3)~~ *four (4)* shall serve as officers, including the President, Vice President, ~~and Secretary, and Treasurer~~ and ~~four (4)~~ *three (3)* shall serve as “Trustees at Large.” ~~The Finance Group Director (as defined in this Article IX, Section 5(d)) and The Minister (as defined in Article XII) shall be~~ *a non-voting* ex-officio members of the Board and shall receive prior notification of all Board meetings.

Section 2. Qualifications of Trustees: Trustees shall be Members of the Fellowship, duly elected or appointed to office, as described herein.

Section 3. Responsibilities of Board: The Board, on behalf of and subject to the will of the Fellowship, shall direct the activities and business affairs of the Fellowship. The Board may delegate the management of the activities and affairs of the Fellowship to the Council, any committee, task force, or person, provided that such activities and affairs of the Fellowship shall be managed by, and all corporate powers shall be exercised under, the ultimate direction of the Board. The Board shall authorize expenditures, within the limits of the budget, as adopted and amended by the Fellowship. The Board may reallocate or approve additional expenses in the event of an emergency or unanticipated need provided that the cumulative total of the reallocations or additional expenditures during the fiscal year ~~does~~ not exceed 10% of the total budget. *Each year the Board shall appoint a Pledge Committee to organize and oversee the canvassing of new and established members for their financial pledges.* The Board is empowered to create policy not in conflict with these Bylaws.

Section 4. Executive Officers: The executive officers of the Fellowship shall be a President, Vice President, Secretary, ~~and Finance Group Director Treasurer~~. The Members shall elect the President, Vice President, ~~and Secretary, and Treasurer~~ at the Annual Meeting (as defined below in Article XIII, Section 1), ~~and the Finance Group Director shall be appointed by the Board.~~

### Section 5. Duties of Executive Officers:

(a) President: The President shall serve as the chief executive officer of the Fellowship and chair of the Board and shall preside at all regular and special meetings of the Board and the Fellowship. The President shall serve as an ex-officio member of all Fellowship committees, groups, and task forces (except the Nominating Committee) and shall represent the Fellowship at all appropriate occasions.

(b) Vice President: The Vice President shall serve on the Board and shall assist the President in fulfilling his or her duties. If the President dies, resigns, or is otherwise removed from office, the Vice President shall ~~be~~ automatically *become* President. The Vice President shall also serve as a member and the chair of the Council.

(c) Secretary: The Secretary shall serve on the Board and shall keep minutes of all Board, Council, and Fellowship meetings and certify quorums, proxies, and written acceptances of nominations from the floor. The Secretary shall also serve as a member of the Council.

(d) ~~Finance Group Director Treasurer~~: The ~~Finance Group Director Treasurer~~ shall serve as the chief financial officer of the Fellowship ~~and as an ex-officio member of the Board~~. The ~~Finance Group Director's Treasurer's~~ responsibilities shall include disbursing all ~~moneys~~.

monies, providing reports for each Board and Council meeting, and providing an annual twice-yearly statements of the financial condition of the Fellowship to the Board and the Fellowship, and performing such other finance-related duties as may be deemed necessary by the Board. The Finance Group Director is responsible for fund raising, subject to the direction of the Board. The Treasurer shall be an ex-officio member of the Pledge Committee and all committees of the Finance Group. The Treasurer shall be responsible for ensuring that the Finance Group Director and any other persons with fiduciary responsibilities are adequately qualified and trained for their positions.

Section 6. Trustees at Large: The Trustees at Large shall be responsible for such duties as may be delegated or assigned to them from time to time by the President, the Vice President, or the Board.

Section 7. Vacancies: A vacancy in the office of the President will be automatically filled by the Vice President. The Vice President and any other Trustee position that may be vacated shall be filled by appointment by the remaining Board members. All Trustee appointments and any interim officers will serve until the next annual election, at which time those positions with an additional year remaining in the established term of office shall come up for election with a one year term only.

Section 8. Term of Office: The term of office for all Trustees will be two (2) years, and shall run from July 1st to June 30th. The President, Treasurer, and two (2) one (1) Trustees at Large shall be elected in even numbered years. The Vice President, Secretary, and two (2) Trustees at Large shall be elected in odd numbered years. The Vice President, Secretary, and two (2) Trustees at Large shall be elected in odd numbered years. No person shall serve on the Board for more than five (5) consecutive years, not including partial years, provided, however, any person may serve for up to one (1) additional two (2) year term if he or she will serve as the President or Vice President during the additional term. The President shall not serve in that office for more than two (2) full terms consecutively.

Section 9. Removal: If any Trustee is absent from more than three (3) two (2) regularly scheduled and duly called Board meetings in a fiscal year, the position may be declared vacant by the Board. A Trustee may be removed for cause by a vote of seventy-five percent (75%) of the Members present and voting at a Special Fellowship Meeting called for that purpose.

## ARTICLE X: COUNCIL

Section 1. Composition: The Council shall initially be comprised of ten (10) persons, including the Vice President and the Secretary of the Board, the Minister, the Director of Religious Education and six (6) additional persons (each referred to herein as a "Group Director") that have been appointed by the Board. The Board-appointed Group Directors shall each have a portfolio and oversee the following activities and/or areas of responsibility (each referred to herein as a "Group"): Operations, Fellowship, Ministry, Finance, Education, and Outreach. The Board may reorganize or otherwise change the structure of the Council or the Groups as the Board deems necessary in fulfilling its responsibilities to the Fellowship.

Section 2. Responsibilities of Council: The Council, on behalf of and subject to the will of the Board, shall be responsible for managing the day-to-day activities and affairs of the Fellowship as are delegated to it from time to time by the Board. These responsibilities shall include, among other things, (a) providing communication for, and coordinating all Fellowship programs and activities and identifying and managing the related budget, (b) making decisions regarding the operation of the Fellowship in a manner consistent with the strategic plan and the Board policies, and (c) offering

guidance and sharing resources among its members. The Council may fulfill its responsibilities through the Groups, committees, or other bodies or persons as deemed necessary.

Section 3. Term of Office: Each Group Director shall be appointed by the Board on an annual basis following the Annual Meeting and shall serve for a term of one (1) year. Any Member serving as a Group Director may be re-appointed by the Board in successive years. In the case of a vacancy, the Board shall appoint a Member to complete the remainder of the term.

#### **ARTICLE XI: ~~LEADERSHIP DEVELOPMENT COMMITTEE~~ CONFLICT RESOLUTION COMMITTEE**

~~The Leadership Development Committee shall be comprised of that number of Members as the Board shall appoint from time to time. The Board shall determine the length of service for the Leadership Development Committee members and the terms of service may be staggered. The purpose of the Leadership Development Committee shall be to support the development of the leadership capacity of the Fellowship. The Leadership Development Committee shall report to the Board.~~

*Section 1. Composition: The Conflict Resolution Committee shall have five (5) members with a quorum of three (3). Members of the committee shall be Members of the Fellowship and shall not be current staff or members of the Board or the Council.*

*Section 2. Responsibilities: The Committee shall function as an independent body to help the Fellowship and its Members manage or resolve complaints and conflicts.*

*Section 3. Term of Office: The Committee will be elected at the Annual Meeting to serve for a term of two years. In even numbered years, 3 members shall be elected. In odd numbered years, 2 members shall be elected. (For the first even year, in addition to the 3 elected members, 2 members shall be elected for one year.)*

*Section 4. Vacancies: A mid-term vacancy on the Conflict Resolution Committee shall be filled by election at a Fellowship Meeting.*

#### **ARTICLE XII: MINISTER**

Section 1. How Chosen: The ~~Board~~ *Nominating Committee* shall nominate five (5) Members who shall constitute a Ministerial Search Committee. This Committee shall be elected at a special meeting of the Fellowship (referred to herein as a “Special Fellowship Meeting”). The Minister shall be called to this Fellowship by a vote of at least eighty-five percent (85%) of the Members present at a Fellowship meeting called for that purpose, and conducted as specified in Article XIV, Sections 1 and 4.

Section 2. Duties: The Minister shall be the religious head of the Fellowship and shall have executive and administrative functions consistent with the direction of the Board. The Minister shall attend meetings of the Board to advise and report and shall be a non-voting ex-officio member of all committees except the Nominating Committee. The Minister shall serve at the pleasure of the Fellowship.

Section 3. Committee on Ministry: A Committee on Ministry shall be appointed by procedures outlined in the Minister's contract to advise and consult with the Minister concerning his/her relationship with the Fellowship and the Board.

#### **ARTICLE XIII: MEETINGS**

Section 1. Regular Fellowship Meetings: There shall be two regular meetings of the Fellowship annually. The first meeting (the "Mid-Year Fellowship Meeting") will occur no later than February 28<sup>th</sup> of each year and the agenda at that meeting shall include reports from the Minister ~~and~~, President, ~~and~~ **Treasurer** and the election of the Nominating Committee. The second meeting (the "Annual Meeting") shall occur in the last month of each fiscal year. The agenda for the Annual Meeting shall include the election of Trustees ~~who will serve as elected officers and Trustees at Large~~ **and members of the Conflict Resolution Committee**, the adoption of an annual budget, and a report from the President ~~and~~, the Minister, ~~and the Treasurer~~. The Board, at its discretion, may include additional items on an agenda for a regular Fellowship meeting.

Section 2. Special Fellowship Meetings: Special Fellowship Meetings may be called by the Board or by written application to the Secretary by twenty percent (20%) of the Members.

Section 3. Board Meetings: Regular meetings of the Board shall be called by the President. Special meetings of the Board may be called by the President or by a majority of the Trustees. Board meetings are open to all Members. The Board may enter a closed session for discussion of personnel or other sensitive matters. All actions considered in closed session must be moved and voted upon in open session following such closed session.

Section 4. Council Meetings: Regular meetings of the Council shall be called by the Vice President. Special meetings of the Council may be called by the Vice President or by a majority of the Council members. Council meetings are open to all Members.

#### **ARTICLE XIV: PROCEDURE REQUIREMENTS FOR MEETINGS**

Section 1. Quorums: ~~The quorum for all Board meetings is a majority of the Trustees; the quorum for regular Fellowship meetings is one-third (1/3) of the Membership. The quorum for Special Fellowship Meetings is forty percent (40%) of the Membership. The quorum for calling or removing the Minister is sixty percent (60%) of the Membership.~~ *Notice of Meetings: Regular and Special Fellowship Meetings shall be called on not less than ten (10) days written notice to each Member, specifying the time, place, and the general nature of the business to be transacted. The President or majority of the Trustees calling a Board meeting shall give reasonable notice of the meeting to the other Trustees, the Minister, **the Finance Group Director**, and the Membership. The Vice President or majority of the Council members calling a Council meeting shall give reasonable notice of the meeting to the other Council members and the Membership.*

Section 2. Parliamentary Procedure: ~~Parliamentary procedure as recorded in Robert's Rules of Order shall be observed at all general meetings of the Fellowship. A Parliamentarian shall be appointed by the President prior to each Fellowship meeting. Board meetings may be conducted informally at the President's discretion. Council meetings may be conducted informally at the Vice President's discretion.~~ *Quorums: The quorum for all Board meetings is a majority of the Trustees; the quorum for regular Fellowship meetings is one-third (1/3) of the Membership. The quorum for Special Fellowship Meetings is forty percent (40%) of the Membership. The quorum for calling or removing the Minister is sixty percent (60%) of the Membership.*

Section 3. Notice of Meetings: ~~Regular and Special Fellowship Meetings shall be called on not less than ten (10) days written notice to each Member, specifying the time, place, and the general nature of the business to be transacted. The President or majority of the Trustees calling a Board meeting shall~~



give reasonable notice of the meeting to the other Trustees, the Minister, the Finance Group Director and the Membership. The Vice President or majority of the Council members calling a Council meeting shall give reasonable notice of the meeting to the other Council members and the Membership. *Parliamentary Procedure: Parliamentary procedure as recorded in Robert's Rules of Order shall be observed at all general meetings of the Fellowship. A Parliamentarian shall be appointed by the President prior to each Fellowship meeting. Board meetings may be conducted informally at the President's discretion. Council meetings may be conducted informally at the Vice President's discretion.*

Section 4. Voting: Voting at any meeting shall require a quorum present, as described *herein in Section 2*, and only Members may vote. Voting at regular Fellowship meetings shall have effect by simple majority. Voting at Special Fellowship Meetings shall have effect by a two-thirds (2/3rds) majority, except *in the case of removing a Trustee which shall have effect by a seventy-five percent (75%) majority, and in* the case of calling a Minister, which shall have effect by at least eighty-five percent (85%) majority. Voting by written proxy is permitted only for the election of the Trustees *and members of the Nominating Committee, Ministerial Search Committee, and Conflict Resolution Committee.*

Section 5. Procedure for Adopting Resolutions: Resolutions may be adopted by a two-thirds majority vote at a Special Fellowship meeting. Resolutions may be proposed by any Member or by the Board. Written notice of such proposed resolutions, including the text, shall be distributed to each Member at least ten days prior to its consideration.

## ARTICLE XV: ELECTIONS

Section 1. Time of Elections: The *annual* election of the Board of Trustees *and members of the Conflict Resolution Committee* shall be held at the Annual Meeting.

### Section 2. Nominating Committee:

(a) Election of the Nominating Committee. At least ten (10) days prior to the Mid-Year Fellowship Meeting, the Board shall present to the Membership for consideration a slate of seven (7) Members as candidates for the Nominating Committee. This slate shall stand for election at the Mid-Year Fellowship Meeting. As outlined in Article XV, Section 3, additional nominations may be made from the floor or by written notification to the Secretary with the acceptance of the nominee. The seven candidates with the most votes shall be elected to serve on the Nominating Committee for a term of one (1) year.

(b) Presentation of Candidates for the Board and the Conflict Resolution Committee: The Nominating Committee shall obtain at least one nominee for each open Trustee position *and for each open position on the Conflict Resolution Committee.* The Nominating Committee shall provide to each Member written notification of the proposed slate of nominees not less than ten (10) days prior to the Annual Meeting.

Section 3. Additional Nominations: Additional nominations may be made from the floor with the acceptance of the nominee(s) at any Fellowship meeting at which an election is being held. Acceptance of the nomination may be made verbally at the election or by written notification to the Secretary.

Section 4. Voting Procedures: The nomination and election of *the* each Trustee shall be conducted in the order of the President, the Vice President, the Secretary, *the Treasurer*, and then the

Trustees at Large. If any position is contested, the election for that position shall be conducted by secret ballot. Any uncontested Trustee may be elected by acclamation. Unsuccessful nominees for any position may run for any remaining open Trustee position. If there are any Trustees at Large positions that will have only one year to complete an unfinished term, that election will be held before the election of the remaining full term Trustee at Large positions. *Voting for members of the Conflict Resolution Committee will follow Trustee elections using the same procedure as for Trustees at Large.*

Section 5. Assumption of Office: The Trustees-elect *and new members of the Conflict Resolution Committee* shall assume office July 1 following the election.

## **ARTICLE XVI: AMENDMENTS**

These Bylaws may only be amended at a Special Fellowship Meeting. Amendments may be proposed by the Board, or any Member, provided that the Member has obtained the signatures of at least ten (10) Members in favor of the amendment. The Board or the Member, ~~as applicable, that is~~ proposing an amendment, shall provide written notice of such proposed amendment, including the textual change, to each Member at least ten (10) days prior to its consideration. The Board shall appoint a Bylaws Review Committee for the purpose of reviewing the Bylaws and recommending any needed changes every even numbered year.