

BYLAWS OF THE  
Boise Unitarian Universalist Fellowship  
Adopted {date}

**FINAL DRAFT**

ARTICLE I - GENERAL PROVISION

***[Board comments: Minimal changes & seem consolidation in keeping with UUA suggested best practices]***

Section 1. Name: The name of this nonprofit corporation shall be “The Boise Unitarian Universalist Fellowship, Inc.” (hereafter “Fellowship” or “we”).

Section 2. Affiliations: The Fellowship shall be a member of the Unitarian Universalist Association of Congregations (hereafter the “UUA”) or its successors.

Section 3. Purpose: We are an inclusive religious community. We intentionally welcome all, without requiring adherence to any religious belief or creed. We cherish the diversity of humanity, and apply these beliefs and practices to all of the activities of the Fellowship, including membership, programming, hiring practices, and the calling of religious professionals. A nondiscrimination document shall be set forth in a written policy approved by the Board of Directors (hereafter the “Board”) or a written procedure approved by the minister and made available publicly.

***[Board comments: specific nondiscrimination clause currently exists in Board Policy Manual and Personnel Manual]***

Section 4. Governing Law: Except as otherwise set forth in the Articles of Incorporation or these Bylaws, the Fellowship adopts the provisions of the Idaho Nonprofit Corporation Act.

Section 5. Fiscal Year: The fiscal year of the Fellowship shall extend from July 1 through June 30.

Section 6. Effective Date: These Bylaws were adopted by the Fellowship on {date} and supersede all previous bylaws of the Fellowship.

ARTICLE II - MEMBERSHIP

***[Board comments: topic to be discussed at October 3, 2021 Congregational Conversation. See website for additional details and commentary]***

Section 1. Path to Membership: Any person may become a member of this Fellowship (hereafter a “Member”) by completing the path to membership. The path to membership shall be set forth in a written policy approved by the Board of Directors (hereafter the “Board”) or a written procedure approved by the Minister and made available publicly.

Section 2. Member Rights: Members who have completed the path to membership are eligible to vote on Fellowship actions that require Member approval and to serve on the Board. Non-members may participate in Fellowship activities but are not eligible to vote or serve on the Board.

Section 3. Member Responsibilities: Members are expected to participate in the life of the Fellowship through volunteer service and financial support. Expectations regarding service and support shall be set forth in the path to membership procedure.

Section 4. Ending Membership: The Board or the Minister shall review membership at least annually. The Board or the Minister shall remove from the membership roll any Members who have requested resignation, who have been inactive for at least one year, or who have died. The Board may end a Member's membership for cause according to the Path to Membership procedure.

### ARTICLE III - MEMBER MEETINGS

***[Board comments: topic to be discussed at November 14, 2021 Congregational Conversation. See website for additional details and commentary]***

Section 1. Annual Meetings: The Fellowship shall hold an annual Member meeting in the final quarter of the fiscal year.

Section 2. Special Meetings: The Board may call special meetings on its own initiative. Members may call special meetings upon written demand to the Board signed by fifteen percent (15%) of the Members.

Section 3. Location of Meetings: The Fellowship shall hold Member meetings at any physical or virtual location. Location of Member meetings shall be determined by the Board.

Section 4. Participation in Meetings: Members may participate in or conduct a Member meeting through any means of communication in which everyone participating can hear one another during the meeting. A Member participating by this means will be considered to be present in person at the meeting.

Section 5. Notice of Meeting: Notice for meetings may be oral or written. Electronic communication is considered written notice. The Board shall send notice to Members of annual, regular, and special meetings at least ten (10) days but not more than sixty (60) days before the meeting. Notice of annual, regular, and special meetings shall include the place, date, and time as well as a description of any matters that must be approved by Members. If one-third ( $\frac{1}{3}$ ) or more of the Membership is present at a meeting, Members may vote on any matter, whether or not the matter is described in the meeting notice.

Section 6. Voting Requirements:

<b>Action</b>	<b>Quorum (% of Membership) Required</b>	<b>Majority Required</b>
Amendment of Bylaws	15%	$\frac{2}{3}$ Affirmative
Contracts and amendments to contracts relating to purchase, sale, or mortgage of real property	15%	$\frac{2}{3}$ Affirmative
Calling or removing a minister	40%	90% Affirmative
All other actions	15%	Simple Majority Affirmative

Section 7. Proxies: A Member may appoint a proxy to vote or otherwise act for that Member at a meeting provided that (a) the proxy must be a Member voting in person at the meeting, and (b) no proxy can represent more than two (2) additional Members.

Section 8. Action by Absentee Ballot: Members may vote on any matter that requires Member approval without holding a meeting provided all votes on that matter are cast using an absentee ballot. If the Board chooses to present a matter for vote using absentee balloting, the Board shall deliver or make available a written absentee ballot to every Member. Electronic ballots are considered written ballots.

ARTICLE IV - BOARD OF DIRECTORS

***[Board comments: Minimal changes in keeping with best practices and current technology, allowing flexibility for futures changes]***

Section 1. The Board has full authority and responsibility to act on the business and programs of the Fellowship, to establish committees, and to delegate authority and responsibility. Notwithstanding the foregoing, the following actions require approval of the membership: (a) electing directors of the Board; (b) amending these Bylaws; (c) calling, dismissing, or involuntarily reducing the compensation of a minister; (d) contracts and amendments to contracts relating to the purchase, sale, or mortgage of real property; (e) dissolving the Fellowship; and (f) any other actions prescribed by law.

Section 2. Composition: The Board shall consist of at least seven (7) and no more than nine (9) directors who shall be elected at the annual Member meeting. To serve on the Board, a person must be a Member. The responsibilities of the directors shall be as set forth in a written Board policy and applicable law.

Section 3. Terms: Terms of office shall align with the fiscal year and be staggered per the written Board policy. The Board may fill any vacancy occurring on the Board by appointment. Any director appointed to fill a vacancy shall serve until the next annual Member meeting, at which time any such position(s) shall be filled by vote of the Members.

Section 4. Removal: The Board may remove a director by the vote of two-thirds (2/3) of the directors then serving on the Board. The Members may remove a director by vote at an annual or special Member meeting, provided that the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director.

Section 5. Regular and Special Meetings: If the time and place of a directors' meeting is fixed by the Board, the meeting is a regular meeting. All other meetings are special meetings. Directors may participate in or conduct meetings through any means of communication in which everyone participating can hear one another during the meeting. A director participating by this means will be considered to be present in person at the meeting.

Section 6. Action Without Meeting: The Board may take any action required or permitted to be taken at a Board meeting without holding a meeting provided the action is (a) approved in writing by all but one of the directors of the Board and (b) recorded in the Board's minutes. Electronic communication is considered to be in writing.

Section 8. Call and Notice of Meetings: The Board may hold regular meetings without notice. The Board may hold special meetings upon two (2) days' notice to each director of the date, time, and place of the meeting. The presiding officer of the Board or two of the directors then in office may call and give notice of a special meeting of the Board.

Section 9. Quorum and Voting: A quorum of the Board consists of a majority of the directors serving on the Board immediately before a meeting begins. Unless otherwise specified in these Bylaws, the affirmative vote of a majority of such quorum constitutes the act of the Board.

#### ARTICLE V - NOMINATING COMMITTEE

***[Board comments: Minimal changes in keeping with best practices and current technology, allowing flexibility for futures changes]***

Section 1. Composition and Duties: The Nominating Committee shall be a Committee of the Congregation and shall consist of at least five members who shall be elected at the annual Member meeting. To serve on the Nominating Committee, a person must be a Member. The Nominating Committee will nominate candidates to replace members whose terms are ending on the Board of Directors and the Nominating Committee. The responsibilities and procedures of the Nominating Committee shall be as set forth in a written Nominating Committee procedure.

Section 2. Terms: Terms of office of Nominating Committee members shall align with the fiscal year and be staggered per the written procedure of the Nominating Committee. The Nominating Committee may fill any vacancy occurring on the Nominating Committee by appointment. Any Nominating Committee member appointed to fill a vacancy shall serve until the next annual Member meeting, at which time any such position(s) shall be filled by vote of the Members.

Section 3. Removal: The Nominating Committee may remove a member by the vote of two-thirds (2/3) of the members then serving on the Nominating Committee. The Members may remove a Nominating Committee member by vote at an annual or special Member meeting, provided that the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Nominating Committee member.

#### ARTICLE VI - MINISTER

***[Board comments: Minimal changes in keeping with UUA recommended best practices]***

Section 1. Qualifications: The Minister shall be in Fellowship with the UUA and a member in good standing of the Unitarian Universalist Ministers Association.

Section 2. Calling a Minister: When the Fellowship needs to call a new minister, the Board shall call a special meeting for Members to elect an ad hoc Ministerial Search Committee. The Committee shall search out and recommend a minister according to a written Search Committee procedure. The Board shall then call a special meeting for Members to vote on calling a new minister.

Section 3. Role of the Minister: The Minister shall have responsibility for conducting worship services and shall serve as spiritual leader and advisor to Members. The Minister shall have the freedom to express personal views in and out of the pulpit. The Minister shall be a non-voting member of the Board. Other specific duties shall be negotiated between the Minister and the Board in a written agreement.

Section 4. Dismissing a Minister: The Members may remove a minister by vote at a special meeting called for such purpose.

#### ARTICLE VII - BYLAWS REVISION

***[Board comments: Will be covered in future congregational conversation. Website will be updates with more details closer to the conversation]***

Bylaws may be revised at a special or regular congregational meeting. Notice of the tentative changes, date, and place of the meeting may be oral or written. Electronic communication is considered written notice. The Board shall send notice to Members of this bylaws meeting at least ten (10) days but not more than sixty (60) days before the meeting. Quorum shall be 15% of membership and majority shall be affirmative vote by 2/3 of the members present.

## ARTICLE VIII - DISSOLUTION

### ***[Minimal changes in keeping with UUA recommended best practices]***

Dissolution of the Fellowship, if ever, shall be in accordance with the Articles of Incorporation and applicable law. Dissolution requires the affirmative vote of two-thirds (2/3) of the Members. Upon dissolution of the Fellowship, all Fellowship assets shall be liquidated and after paying or providing for the payment of all its obligations, the Fellowship shall distribute the remainder of its assets to the Unitarian Universalist Association, Boston, Massachusetts, or to those persons or organizations whom the Fellowship holds itself out as benefiting or serving.