

**BYLAWS OF THE
MT. VERNON UNITARIAN UNIVERSALIST FELLOWSHIP**
Mt. Vernon, Illinois

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ARTICLE I. NAME

The name of this organization shall be "Mt. Vernon Unitarian Universalist Fellowship" ("the Fellowship"), which shall be incorporated under the laws of the State of Illinois as a religious not-for-profit corporation.

ARTICLE II. PURPOSES AND COVENANTS

Purposes

The purposes of the Fellowship are, in a manner consistent with the Principles and Purposes of the Unitarian Universalist Association of Congregations ("the Association") as set forth in Article II of the Association's Bylaws, to:

- Maintain and promote the Fellowship as a community of liberal religious faith;
- Support the individual's freedom of conscience;
- Provide religious and spiritual resources and support for Fellowship members and regular attendees;
- Reach out to our community in a spirit of cooperation transcending religious differences;
- Reach out in support of religious minorities within our community;
- Work for social justice in our community, the nation, and the world.

Covenants

The following are the covenants of the Fellowship and their dates of adoption or amendment; these covenants are attached as exhibits to these Bylaws and by reference are herewith incorporated into the Bylaws:

- Welcoming Congregation Covenant
adopted May 16, 2010, by consensus of the membership.

ARTICLE III. INCLUSION AND NON-DISCRIMINATION

Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, orientations, practices, ages, abilities, beliefs, and histories. This organization will do all it can to replace such barriers with ever-widening circles of solidarity and mutual respect in all matters pertaining to membership, employment, call, and service. We strive to be a congregation that truly welcomes all persons and commits to structuring congregational life in ways that empower and enhance everyone's participation.

To that end, with the sole exception of the minimum age requirement for membership set forth in Article IV below, in matters pertaining to membership, running for and holding office, serving on committees, leading worship, hiring employees, calling ministers, serving the community and those in need, and all other matters pertaining to the structure and functions of this organization, this organization will not discriminate on the basis of age, employment status, profession, credentials, chosen or unchosen group identity, organizational membership, beliefs, religious or spiritual practices, sex, gender, or sexual or affectional orientation, identity or practice. Ability will be considered only to the extent that it applies to the necessary requirements of a particular task or position.

ARTICLE IV: MEMBERSHIP

1. Any person 16 years or older who has become acquainted with the Fellowship and supports the Fellowship's purposes (as outlined in Article II) and programs may become a member of the Fellowship.

- a. Membership is obtained by filling out and signing a membership form and submitting it to a member of the Board of Trustees, and is finalized on the seventh day after the Trustee receives the completed membership form.
 - i. No further procedure or ritual is required of the prospective member; however, a prospective member may request a ceremony recognizing the prospective member's commitment to the Fellowship through membership. Such ceremony will be established by an appropriate committee designated to the task by the Board of Trustees and will be conducted within regularly scheduled services of the Fellowship.

2. By becoming a member of the Fellowship, the person covenants to abide by the bylaws of the Fellowship and by the policies and procedures duly instituted in accordance with the bylaws in all matters pertaining to the Fellowship.
3. Any member who has been a member of the Fellowship for at least three months may vote in all membership meetings.
4. Termination of membership.
 - a. A membership shall be terminated administratively by the Secretary of the Board of Trustees in the following situations:
 - i. Upon the member's death.
 - ii. Upon receipt by the Secretary of the Board of Trustees of the member's written request for termination of membership.
 - b. A membership shall be terminated by action of the Board of Trustees when the member is known to have engaged in conduct that the Board of Trustees deems to be both fundamentally inconsistent with the purposes of this Fellowship and detrimental to the Fellowship's mission.
 - i. Whenever possible, the member under consideration for termination will be personally contacted by the Board of Trustees or its designee to discuss the situation. After the Board's consideration of that discussion, or in the event an individual cannot be contacted personally, a letter will be sent to the member at the member's last-known address stating that the member will be terminated from membership and stating the reason why the action is being taken. All responses will be considered individually. If no response is received within four weeks, the member shall be deemed to have consented to the termination.
 - ii. A member whose membership has been terminated by the Board of Trustees shall have the right to appeal that decision to the voting members of the Fellowship and request that the Fellowship reinstate the terminated member's membership. If an appeal is pursued, all relevant evidence shall be presented to the voting members of the Fellowship, and the appeal shall be voted upon at a regular or special meeting called in accordance with these bylaws. The vote shall be governed by Article VI.
 - c. A membership shall be terminated by action of the Board of Trustees when a member has not taken action to maintain membership during the fiscal year. To maintain membership in the Fellowship, each member shall, during each fiscal year, renew their membership either by providing written notification to the Secretary of the Fellowship, or by tendering an identifiable financial contribution to the Fellowship, or by tendering an identifiable contribution in kind to the Fellowship, or by tendering an identifiable contribution in contributory activities to the Fellowship unless prevented from doing any of these by incapacity.

Contributory activities shall be defined as either serving on the Board of Trustees, or serving on a committee, or working at Fellowship functions, or regular attendance at Fellowship meetings. On or about the first day in March of each year, the Secretary of the Board or that person's designee shall, in consultation with the Treasurer and the Cochairs of the Board of Trustees, make a determination of the active members of the Fellowship, and shall cause to be removed from the membership list the names of those who are no longer active. Members shall be notified in writing before they are removed from the membership list so that they may have the opportunity to indicate whether they wish to continue their membership and, if they so indicate, they shall remain members. The Board of Trustees shall annually certify the accuracy of the membership list, in time for the Annual Meeting in the month of May.

ARTICLE V. DENOMINATIONAL AFFILIATIONS

This Fellowship's intention is to be a member of the Unitarian Universalist Association, its Central Midwest District, and the St. Louis Area Unitarian Universalist Council.

ARTICLE VI. MEMBERSHIP MEETINGS

1. The voting members of the Fellowship shall govern its affairs by actions taken at duly called membership meetings. Between membership meetings, the Board of Trustees shall conduct its affairs as, in its judgment, the members would have it act.
2. The Fellowship shall conduct at least one membership meeting annually, called the Annual Meeting. The Annual Meeting shall be held in the month of May for the election of Trustees, the adoption of an annual budget for each fiscal year, and any other business as needed.
3. Unless otherwise specified by these bylaws, other membership meetings shall be called upon the request of any of the following:
 - a. A majority of the Board of Trustees.
 - b. Ten percent (10%) of the membership of the Fellowship on the date the petition for the meeting is received by a Trustee.
4. All members shall be notified of all membership meetings of the Fellowship. The notice shall be sent at least 10 days before the meeting. The notice shall contain the planned meeting agenda. Any meeting under Section 3 of this Article shall be scheduled for a date not later than 30 days after a Trustee's receipt of a proper request.
5. Twenty-five percent (25%) of the voting membership shall constitute a quorum at any membership meeting of the Fellowship.

6. The ultimate authority of the Fellowship rests with the membership. Recognizing that these bylaws grant certain powers to the Board of Trustees, and without prejudice to any other areas with which the membership might concern itself, the following matters in this Fellowship shall require the affirmative vote of at least two-thirds of those voting, excluding abstentions:
 - a. The approval of the annual budget.
 - b. The adoption and amendment of the bylaws (also see Article XIV).
 - c. The authorization for the Board of Trustees or individual officers of the Fellowship to acquire, sell, mortgage, or lease real property.
 - d. The removal of a member of the Board of Trustees.
 - e. The dissolution of the Fellowship.
7. Items listed in Section 6 of this Article shall be considered at a meeting only if so posted in the agenda in the notice of the meeting.
8. The power to vote shall be limited to voting members present at the meeting and to those voting members who have properly completed an absentee ballot, which shall be provided by the Secretary upon request. The Secretary shall maintain a record of all absentee ballots issued. Absentee ballots shall apply only to those propositions as specified in the notice of the meeting. Absentee ballots shall not apply to propositions that are substantively amended during the meeting in which they are considered.
9. Upon the request of any voting member present, the Fellowship shall provide for voting by secret ballot on any matter under consideration.
10. In its meetings, this Fellowship will attempt to make decisions by consensus. When necessary, decisions may be made by a simple majority of those voting (excluding abstentions), except when a two-thirds majority is required by these bylaws.

ARTICLE VII. BOARD OF TRUSTEES

1. The Board of Trustees of the Fellowship shall consist of five elected Trustees: a Secretary, a Treasurer, and three Cochairs. Only voting members of the Fellowship shall be eligible for election to the Board of Trustees.
2. The Board of Trustees is responsible for overseeing the operations of the Fellowship in the following respects, among others:
 - a. Furthering activities in support of the Fellowship's purpose, vision, and mission.
 - b. Ensuring economic stability.
 - c. Providing a safe and attractive facility in which to worship, meet, and study.
 - d. Providing religious education for all ages.
 - e. Promoting community social action.
 - f. Exercising leadership for continued quality and improvement.

3. Regular meetings of the Board of Trustees shall be open to the members of the Fellowship. The members of the Fellowship shall be notified of Board meetings at least five calendar days in advance. A majority of sitting Trustees shall constitute a quorum at any meeting of the Board of Trustees. In their meetings, the Board will attempt to make decisions by consensus. When necessary, decisions may be made by a simple majority of those voting, excluding abstentions.
4. The Board of Trustees shall maintain a record of current members and their status as voting members and shall provide a status report thereof to the Fellowship at least annually.
5. Trustees are expected to consistently seek comments from individual members and committees regarding the interests, welfare, and needs of the Fellowship and, through consistent attendance and cogent dialogue, to represent those views during Board meetings.
6. Trustees will remove themselves from deliberations in which a conflict of interest might occur. The determination of whether a conflict of interest might occur can be made either by that Trustee or by a majority of the other Trustees.
7. A Trustee may be removed by the voting membership at any regular or special membership meeting called in accordance with Article VI, but only if the removal was listed as an agenda item in the advance notice of the meeting.

ARTICLE VIII. SECRETARY, TREASURER, AND COCHAIRS

1. The Secretary and the Treasurer shall be officers of the Fellowship, and the three Cochairs shall be chief executive officers.
2. The terms of office for the Trustees of the Fellowship shall be as follows:
 - a. Secretary one year
 - b. Treasurer one year
 - c. Three Cochairs one year
3. The term of office for each Trustee extends from July 1 until June 30 of each fiscal year.
4. Election of Trustees—Secretary, Treasurer, and Cochairs.
 - a. The Secretary, Treasurer, and Cochairs shall be elected at the Annual Meeting of the Fellowship.
 - b. At the Annual Meeting, the three Cochairs will delegate the election process to a volunteer selected by the Board of Trustees. Preferably, the volunteer will not be a sitting Trustee or a candidate. The volunteer will ask for and take nominations

from the floor for additional candidates beyond those previously nominated. Any individual nominated from the floor must have agreed to that nomination in advance of being nominated. In the event of multiple candidates running for a single office, the winner must win more than 50% of the votes cast, excluding abstentions. If no candidate receives a simple majority, a runoff election will be held between the top two vote-getters. For the three Cochair positions, the three candidates receiving the most votes shall be elected. In case of ties between two candidates, a runoff election will be held. In case of ties among more than two candidates, the volunteer shall present rules to determine the winner of the election. Absentee ballots may be cast for those individuals announced as candidates in the notice of the Annual Meeting. Proxy votes are not permissible. Upon the completion of the election process, the meeting will be turned back over to the three Cochairs.

- c. Voting will be by a show of hands, unless a secret ballot is required under the provisions of Article VI, Section 9.
- d. Interim vacancies.
 - i. Any vacancy in a Trustee position shall be filled through an appointment by the remaining Trustees in consultation with the Nominating Committee. Individuals appointed to fill such vacancies shall serve until the next Annual Meeting.
 - ii. Elections for Trustee vacancies must occur at a membership meeting of the Fellowship, following the procedures outlined in this section.
- 5. The three Cochairs shall preside at all membership meetings and all meetings of the Board of Trustees. Any one of the three Cochairs may sign, with the Secretary or Treasurer, instruments on behalf of the Fellowship and, in general, shall perform all the duties incident to the office of chief executive officer and such other duties as may be prescribed by the Fellowship or the Board of Trustees from time to time.
- 6. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Trustees, see that all notices are duly promulgated, be the custodian of the Fellowship records, and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees.
- 7. The Treasurer shall have charge and custody of and be responsible for all the funds of the Fellowship, receive and give receipts for the monies of the Fellowship from any source and deposit all such monies in the name of the Fellowship in such financial institutions as agreed by the Board of Trustees, shall pay from available funds the obligations of the Fellowship, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.

IX. COMMITTEES

1. The Board of Trustees shall ensure that sufficient committees exist, with identified leadership and purpose, to carry out the business of the Fellowship. The names and functions of committees shall be as determined by the Board of Trustees, except for committees specifically provided for in these bylaws, which shall be as provided herein.
2. The Board of Trustees shall maintain and publish a list of current committees and their members.
3. Committees shall:
 - a. Work to meet the needs of the Fellowship within the Committee's area of responsibility.
 - b. Submit reports as requested by the Board of Trustees, or more frequently if appropriate.
 - c. Develop an annual budget request for inclusion in the operating budget.
4. Any member of the Fellowship interested in a particular committee is encouraged to advise or join it. Conversely, each committee is encouraged to seek input from the general membership. Committee members will attempt to make decisions by consensus. When necessary, decisions may be made by a simple majority of those voting, excluding abstentions.

ARTICLE X. MINISTER (Reserved)

ARTICLE XI. FISCAL YEAR

The fiscal year of this corporation shall be July 1 through the following June 30.

ARTICLE XII. FISCAL AUTHORITY

1. The Board of Trustees shall prepare an annual operating budget for approval by the Fellowship at the Annual Meeting. The operating budget, as approved by the Fellowship, shall become the Board's authorization to expend funds. Copies of monthly income and expense statements shall be made available to any member of the Fellowship.
2. The Board of Trustees may authorize a single expenditure of nonbudgeted funds up to \$3,500 if that expenditure, in association with other fiscal obligations, is reasonably believed unlikely to require the expropriation of funds budgeted for other uses or set aside by the donor for particular uses. Any single commitment beyond \$3,500 requires the approval of the membership.

3. Committees may commit the Fellowship to expenditures of funds up to, but not to exceed, the approved annual budget for that committee as shown in the most recent monthly statement of the annual operating budget. The actual expenditure of funds will be by the Treasurer upon the request of the committee. The Treasurer will publish procedures that committees will use to expend funds within their authorized budget. A committee may make requests of the Board of Trustees for funds beyond the authorized budget.
4. If the Board of Trustees determines that it is necessary to reallocate funds among the various accounts approved in the annual operating budget, such a change shall be made after consultation with the committees involved. If the amount to be reallocated is more than \$200 in any given year, the reallocation must be approved by the voting membership under Article V [sic], Section 10.
5. If at any time during the fiscal year the Board of Trustees determines that funds held by the Fellowship are not needed for operational purposes, the Board shall invest such funds in some interest-bearing account in a secure and responsible manner. The Board is responsible to oversee all investment strategy and to keep the membership fully advised annually of the location and performance thereof.
6. If the Fellowship enters into a capital fund or other special-purpose fundraising/expenditure process, those funds are to be kept and reported separately.

ARTICLE XIII. DISPOSAL OF ASSETS

Upon the dissolution of the corporation, if this Fellowship is affiliated with the Unitarian Universalist Association, all the property of the Fellowship remaining after all liabilities have been paid, whether real or personal property, shall be transferred to the Unitarian Universalist Association or its legal successor, and this Article shall apply to all property donated to the Fellowship whether by will or in some other manner, unless the donor expressly provides otherwise in writing at the time the donation is made. The Board of Trustees shall perform all actions necessary to effectuate such transfer.

ARTICLE XIV. AMENDMENTS

1. A proposal to amend these bylaws may be initiated in these ways:
 - a. By the Board of Trustees.
 - b. By a petition signed by not less than 10 percent (10%) of the voting membership, delivered to a Trustee.

2. Prior to the vote on any proposed amendment, the Board of Trustees shall:
 - a. Provide an appropriate schedule of study and discussion among the members.
 - b. Provide a written copy of the proposed amendment to each member of the voting membership.
 - c. Provide a written evaluation of the proposed amendment to each voting member.
3. Any proposed bylaws amendment shall be voted upon at a duly called membership meeting of the Fellowship. Written notice of any proposed amendment shall be sent to the membership not less than 30 days prior to the meeting, and the written notice shall include the full text of the existing bylaw and the proposed amendment.
4. An amendment requires the approval of a minimum of 20 percent (20%) of the voting membership and not less than a two-thirds majority of those present and voting, excluding abstentions.

The bylaws that were initially adopted on April 23, 2006, and amended on May 4, 2008, and May 16, 2010, are now superseded by these amended bylaws, which were adopted on November 18, 2012.

Exhibit 1: Welcoming Congregation Covenant

We, the members of Mt. Vernon Unitarian Universalist Fellowship, approve and affirm the designation of this Fellowship as a Welcoming Congregation, in compliance with the recognition requirements of the Unitarian Universalist Association of Congregations.

We covenant to be inclusive and expressive of the concerns of Lesbian, Gay, Bisexual, and/or Transgender persons at every level of congregational life—welcoming not only their presence but the unique gifts and particularities of their lives as well.

We covenant not to assume anyone's affectional or sexual orientation and/or gender identity. Vocabulary of worship shall reflect this perception; our worship shall celebrate diversity by inclusivity of language and content.

We covenant to fully incorporate throughout all programs, including religious education, an understanding of the experience of Lesbian, Gay, Bisexual, and/or Transgender persons.

We covenant to maintain in our bylaws and other official documents an affirmation of inclusion and a nondiscrimination clause affecting all dimensions of congregational life, including membership, hiring practices, and the calling of religious professionals.

We covenant to engage in outreach to the Lesbian, Gay, Bisexual, and/or Transgender communities, through our advertising and by actively supporting other Lesbian, Gay, Bisexual, and/or Transgender affirming groups.

We covenant to offer congregational and ministerial support for services of union and memorial services for Lesbian, Gay, Bisexual, and/or Transgender persons, and celebrations of evolving definitions of family.

We covenant to celebrate the lives of all people and welcome same-gender couples, recognizing their committed relationships, and equally affirm displays of caring and affection without regard for sexual orientation.

We covenant to nurture ongoing dialogue between people of different affectional or sexual orientations and gender identifications, and to create deeper trust and sharing.

We covenant to encourage the presence of a chapter of Interweave (the Unitarian Universalists for Lesbian, Gay, Bisexual, and/or Transgender concerns) when such a chapter is feasible.

We covenant to affirm and celebrate Lesbian, Gay, Bisexual, and/or Transgender issues and history during the church year.

We covenant, as an advocate for Lesbian, Gay, Bisexual, and/or Transgender people, to work to promote justice, freedom, and equality in the larger society. We shall speak out when the rights and dignity of Lesbian, Gay, Bisexual, and/or Transgender people are at stake.

We covenant to celebrate the lives of all people and their ways of expressing their love for each other.