

## **BY-LAWS OF THE CARBONDALE UNITARIAN FELLOWSHIP**

- I. Name
- II. Purpose
- III. Membership
- IV. Denominational Affiliations
- V. Business Meetings
- VI. Board of Trustees
- VII. Election of Officers and Trustees
- VIII. Committees
- IX. Minister and Fellowship Staff
- X. Fiscal Year
- XI. Fiscal Authority
- XII. Disposal of Assets
- XIII. Endowment Fund
- XIV. Amendments

### **ARTICLE I. NAME**

The name of this organization is “Carbondale Unitarian Fellowship” (“the Fellowship”), incorporated under the laws of the State of Illinois as a not-for-profit corporation.

### **ARTICLE II. PURPOSE**

The purpose of this religious organization is to affirm and promote:

- The inherent worth and dignity of every person,
- Justice, equity and compassion in human relations,
- Acceptance of one another and encouragement to spiritual growth in our congregation,
- A free and responsible search for truth and meaning,
- The right of conscience and the use of the democratic process within our congregation and in society at large,
- The goal of world community with peace, liberty and justice for all,
- Respect for the interdependent web of all existence of which we are a part
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### **ARTICLE III. MEMBERSHIP**

1. Any person regardless of race, color, sex, age, national origin, physical or mental ability, gender identity or expression, or sexual or affectional orientation, who is age 16 or over, and who supports the Fellowship’s purpose and programs may become a member after signing the membership register in the witness of a member of the Board of Trustees. By becoming a member of this Fellowship the person affirms familiarity with the history and principles of the Unitarian Universalist movement, acknowledges an understanding of these by-laws, and agrees to be bound by them.

2. If two or more members are residents of the same household, they may elect to be treated as a single pledge unit. Members of the same household living in a marital or committed relationship shall be presumed to be a single pledge unit.
3. Each member shall provide and update personal contact information and make a commitment for financial support annually. Any member or pledge unit may confidentially request the Minister or President to waive the annual financial contribution.
4. A voting member is any person who has been a member of the fellowship for 60 days or more.
5. Membership may be terminated: (1) voluntarily by notifying a member of the Board of Trustees, (2) when an individual does not fill out an annual pledge card, (3) by action of the Board when a member is known to have engaged in conduct that the Board deems fundamentally inconsistent with membership in a Unitarian Universalist congregation and or the purposes of this Fellowship. The Board shall attempt to notify individuals whose membership has been terminated. A member whose membership has been terminated by the Board shall have the right to appeal that decision to the congregation and request that the congregation reinstate **said** membership. The appeal shall be heard and voted upon at a regular or special congregational meeting called in accordance with these by-laws and the vote shall be governed by Article V.

#### **ARTICLE IV. DENOMINATIONAL AFFILIATIONS**

This Fellowship shall be a member of the Unitarian Universalist Association, and of its MidAmerica Region.

#### **ARTICLE V. BUSINESS MEETINGS**

1. The members of the Fellowship shall govern by actions taken at duly called business meetings. Between business meetings of this Fellowship, 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 business meeting annually. A meeting shall be held in May for the election of officers, nomination and election of members of the Nominating Committee, to adopt an annual budget beginning July 1st, and to conduct any other business as needed.
3. Unless otherwise specified by these by-laws, other business meetings shall be called upon the request of:
  - a. the President,
  - b. a majority of the Board of Trustees,
  - c. a petition of ten percent (10%) of the membership on the date the petition is received by the Board of Trustees. Any such meeting shall be scheduled not later than 30 days subsequent to the Board's receipt of a proper request.
4. All members shall be individually notified of all business meetings of the Fellowship at least ten (10) days before the meeting. The notice shall contain the planned meeting agenda.
5. A quorum for all business meetings, no matter the subject to be voted upon, is 20% of the members.

6. Votes counted for any motion include those members present and voting at the meeting and absentee ballots cast for the motion. Approval of all motions requires a majority of those voting on the motion. The following types of motions require approval by a minimum of 40% of all eligible to vote on the date of the vote:
  - a. Changes to the Bylaws,
  - b. Selection or termination of a permanent minister,
  - c. Directing the Board to search for and hire an interim minister,
  - d. Dissolution of the Fellowship,
  - e. Expenditure of any amount of the principle of unrestricted Endowment Funds.These motions also require the recommendation of the Endowment Committee.
7. Items listed in section 6 above shall be considered at a meeting only if so posted in the notice of the meeting.
8. Voting by absentee ballot is possible for motions published in business meeting agendas so long as the motion submitted to the Congregation for a vote is in the same form as that published in the agenda.
9. Secret ballots will be used at the discretion of the President or as requested by a majority of the members voting.

#### **ARTICLE VI. BOARD OF TRUSTEES**

1. The Board of Trustees of the Fellowship shall consist of seven elected Trustees, three of whom shall be the elected officers. Only voting members of the Fellowship shall be eligible for election to the Board of Trustees. In addition, the Minister of the congregation shall be a non-voting, ex-officio member of the Board of Trustees.
2. The Board of Trustees is responsible for overseeing the operations of the Fellowship including but not limited to:
  - a. Furthering activities in support of the Fellowship's purpose, vision, and mission,
  - b. Assuring 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,
  - g. Reporting on a regular basis operational data such as budget performance, financial status, and membership.
3. Regular meetings of the Board of Trustees shall be open to the members of the Fellowship. The members shall be notified of meetings in advance.
4. Members of the Board are expected to consistently seek comments from individual members and committees regarding the interests, welfare, and needs of the congregation and to represent those views during Board meetings.
5. Votes of the Board require a quorum of more than half of the voting board members, excluding unfilled board seats. Scheduled Board meetings that do not have a quorum are considered adjourned with no action.

#### **ARTICLE VII. OFFICERS; ELECTION OF OFFICERS AND TRUSTEES**

1. The officers of the Fellowship shall include a President, Secretary, and Treasurer who shall perform the duties that usually pertain to these offices. Only a voting member of

the Fellowship who has been a member for at least one (1) year and has served on at least one (1) committee for at least six (6) months may serve as a Trustee or officer.

2. Terms of office for the elected officials of the Fellowship shall be:

- President two years, elected in even numbered years
- Treasurer two years, elected in odd numbered years
- Secretary two years, elected in odd numbered years
- Four Trustees two elected in odd numbered years, two in even numbered years.

No person may serve in the same officer position for more than two consecutive terms, except the Treasurer. No person shall be eligible to serve in any capacity on the Board of Trustees for more than six (6) consecutive years. A member becomes eligible to serve as a Trustee one (1) year after last serving as a Trustee. Because of the special skills and qualifications necessary to perform the duties of the Treasurer, term limits may be waived by a majority vote of the Congregation when no other qualified candidate can be found to replace the sitting Treasurer.

3. Determination of “odd” and “even” numbered years is based upon the calendar year in which the annual business meeting is scheduled.

4. Officers and trustees shall be elected at the annual meeting of the Fellowship.

5. The term of office for elected officials extends from July 1st until June 30th of the year specified.

6. Election of Officers and Trustees.

a. Election of Officers and Trustees shall be conducted during the Annual Meeting of the Fellowship. The slate of candidates prepared by the Nominating Committee will be publicized in the Meeting Notice scheduling the Annual Meeting. If no qualified candidate for Treasurer can be located, then notice of a vote to waive the term limits of the then-sitting Treasurer will be publicized in the Meeting Notice scheduling the Annual Meeting. Said vote will occur at the Annual Meeting.

b. The President of the Fellowship will delegate the election process of the Annual Meeting to the Nominating Committee. The Nominating Committee will ask for and take nominations from the floor for additional candidates beyond those recommended by the Nominating Committee. 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 of those voting. Absentee ballots may be cast for those individuals announced as candidates in the notice of the Annual Meeting. Absentee ballots may also be cast as to the waiver of term limits for the then-sitting Treasurer. Proxy votes are not permissible. Upon completion of the election process the meeting will be turned-back to the President.

c. Interim vacancies :Vacancies on the Board will be filled by a majority vote of the Board. Those who fill vacancies shall serve the remainder of the term for which they are appointed as if they were duly elected. If the office of the President becomes vacant, the appointee must be a current member of the Board. Whoever is appointed to succeed the President shall assume the duties of the President and shall have all the powers and be subject to all the restrictions upon the President.

7. The President shall be the chief executive officer of the Fellowship. The President shall preside at all meetings of the Board of Trustees and the Fellowship at large. The President may sign, with the Secretary or any other proper officer, instruments on behalf of the Fellowship; and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Fellowship or Board of Trustees.

8. **Acting** President: Upon the request of the President or in the event of the President's unplanned absence, the Board of Trustees shall elect by majority vote one of the currently serving Trustees to be Acting President until such a time as the President resumes normal duties . The Acting President shall assume the duties of the President and when so acting, shall have all the powers and be subject to all the restrictions upon the President.

9. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees; see that all notices are duly promulgated; be custodian of the Fellowship records; and in general perform all duties incident to the Office of Secretary and such other duties as may be assigned by the President or Board of Trustees.

10. The Treasurer shall Chair the Finance Committee, have charge and custody of and be responsible for all funds of the Fellowship; receive and give receipts for the monies of the Fellowship and deposit all such monies in the name of the Fellowship in such financial institutions as agreed by the Board of Trustees; shall prepare and /or sign all tax documents on behalf of the Fellowship; shall pay from funds available obligations of the Fellowship; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or Board of Trustees.

11. An officer or trustee may be removed for cause by vote of the membership at any regular or special business meeting of members called in accordance with Article V, but only if such removal was listed as an agenda item in the advance notice of the meeting.

12. Transition to a Smaller Board: Upon adoption of the changes proposed to this Article, the Vice-President currently in office shall serve the remainder of the current term, but no Vice-President shall be nominated or elected subsequently. Similarly, all Trustees currently serving will complete their terms, but at the next election to be held during an odd-numbered year, only two Trustees will be elected. This paragraph, "Transition to a Smaller Board," will be automatically deleted after the transition described herein has been completed.

## **VIII. 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. These committees shall include, but not be limited to, Endowment, Finance, Shared Ministry, Ministerial Search, Nominating and Personnel Committees.

a. Members may volunteer to serve on any committee.

b. These by-laws do, and the Board of Trustees may, limit the size and membership of specific committees.

c. Except as otherwise provided in these by-laws, committee chairpersons shall be selected by the members of their respective committees in consultation with the President. The President, after consultation with the Committee, shall have discretion

to remove its chairperson. Committee chairs are expected to rotate regularly such that no individual chair serves longer than three (3) years, unless specified otherwise by these by-laws.

d. The Board of Trustees shall ensure a list of committees and chairpersons is available.

e. The President shall appoint a member of the Board of Trustees to serve as the chair of the Personnel Committee.

2. Committees shall:

a. Work to meet the needs of the Congregation within the Committee's area of responsibility,

b. Submit reports as requested by the Board, or more frequently if appropriate,

c. Develop a budget request for inclusion in the Operating Budget.

3. **Endowment Committee.** The responsibilities and authority of the Endowment Committee are described in Article XIII.

4. **Finance Committee.** The Finance Committee reports to the Board of Trustees and performs the oversight and tasks necessary to responsibly manage the funds of the Fellowship advising the Board of Trustees and other committees of actions needed or desired to achieve that objective. The Treasurer serves as committee chairperson. Members are appointed by the Board of Trustees. Membership on this committee is limited to a maximum of six years.

5. **Committee on Shared Ministry.** Members of this committee shall be nominated by the Minister and serve with the approval of the Board of Trustees. The committee will consist of five members, with three members appointed in the even years and two members appointed in the odd years. Appointments are for two years and are announced at the May annual business meeting. Committee members may be reappointed for a maximum of three two-year terms (six years total) and may not be considered for reappointment until after a two year absence. Replacements for vacancies will be named and approved as needed and will fill the term of the vacated position.

The responsibilities of this committee are:

- Assist the Minister in supporting and monitoring the health of the Fellowship's ministries.
- Serve as reflective group and advisers to the Minister.
- Create and maintain an effective system for providing evaluation feedback to the Minister in order to promote professional growth and the Minister's capacity to support and monitor the health of the Fellowship's ministries.
- Annually conduct a confidential evaluation of the Minister and provide the Board of Trustees with compensation recommendations for the Minister.

6. **Ministerial Search Committee:** The responsibilities and authority of the Ministerial Search Committee are described in Article IX. This committee is formed and exists only when needed.

7. **Nominating Committee:** The Nominating Committee shall consist of five members elected by the Congregation during the annual business meeting. Members shall serve a two-year term and may be re-elected for one additional two-year term. Two members will be elected in even number years and three members in odd number years. The

President will conduct the election of committee members by seeking nominations from the floor. No individual may be nominated who has not first agreed to such nomination. Interim vacancies on the Nominating Committee will be filled by appointment by the President with approval of Board of Trustees and shall serve until the end of the term to which they were appointed.

The duties of the Nominating Committee are to:

- Annually select a chairperson and report the selection to the Board,
- Provide a slate of one nominee for each officer and trustee vacancy open for election during the annual business meeting, which reflects deep awareness of the needs of the congregation and Board of Trustees, and which presents candidates who are familiar with the Fellowship and invested in its improvement.
- Solicit comments and recommendations from the members, which may be used during deliberations by the Committee,
- Conduct the election of officers and trustees during the annual business meeting,
- Recommend to the Board of Trustees replacement nominees for filling interim vacancies on the Board or for other positions as requested by the President,
- Nominating Committee members may be nominated for office. If elected they no longer serve as a Nominating Committee member.

**8. Personnel Committee.** The Personnel Committee reports to the Board of Trustees and performs the oversight and tasks necessary to ensure the Fellowship's staffing needs are met; and that the ministers and staff of the Fellowship are properly evaluated and compensated. The Committee will hear and respond to employee grievances. Members shall be appointed by the Board of Trustees. From those appointed, the President shall appoint a committee chairperson. Membership on this committee is limited to a maximum of six years.

## **ARTICLE IX. MINISTER AND FELLOWSHIP STAFF**

**1. Qualifications.** Professional qualifications shall be the central factor in the process of hiring a minister, and other staff. Candidates will be evaluated irrespective of their race, color, disability, gender identity or expression, affectional or sexual orientation, marital status, age, or national origin.

**2. Ministerial Search.** In the event of a present or prospective vacancy in the position of Minister, the search and selection process to fill that position shall begin only upon authorization by vote of the congregation in accordance with following procedure:

a. A seven member Ministerial Search Committee shall be elected by the membership at a business meeting. The Nominating Committee shall propose a slate of candidates for this committee, which shall be announced in the notice of the meeting. Additional nominations may be made from the floor of that meeting. The term of this Ministerial Search Committee shall begin immediately upon election and continue until a minister is under contract. The President will appoint individuals to fill any vacancies on this Search Committee with approval by the Board of Trustees.

b. The Search Committee shall create an action plan for the search process. This plan shall be reviewed and approved by the Board and publicized to the Fellowship. The Plan shall include an opportunity for the congregation to observe a Sunday Service

conducted by, and to meet informally with, any candidate the Committee recommends to the Fellowship.

c. The Search Committee shall make a formal recommendation to the Board including the recommended candidate, starting date, and compensation package. If the Board approves, the recommendation shall be brought to the congregation for final approval at a business meeting. Notice for the meeting shall be distributed to the Fellowship at least ten days in advance. Selection of the Minister requires approval by both a majority of those voting and a minimum of 40% of all eligible voting members on the date of the vote.

d. The full ministerial search process detailed above need not be employed in the selection of an interim minister, i.e., a minister engaged to serve for a transitional period of two years or less.

### 3. Ministerial Agreement.

a. The Candidate and the Personnel Committee shall jointly prepare an employment agreement for Board approval.

b. The Fellowship's agreement with the Minister shall specify ministerial duties, priorities, term, and compensation. This agreement shall be reviewed annually by the Minister and Personnel Committee and revised as considered appropriate.

c. The Fellowship may terminate the agreement with the minister only after consideration at a meeting called for that purpose and approval to terminate by both a majority of those voting and a minimum of 40% of all eligible voting members on the date of the vote. Compensation of the minister will continue for three months after the date of a decision to terminate the agreement.

d. The Minister shall give written notice to the Board of Trustees at least three months in advance of the intended resignation date.

### 4. Ministerial Rights and Responsibilities

a. Within the pulpit and in all other institutional communication channels, the Minister shall have freedom of expression.

b. The Minister shall be an ex-officio, non-voting member of the Board of Trustees and may participate as a non-voting member in other committees except for the Nominating Committee, the Committee on Shared Ministry, and the Ministerial Search Committee.

c. The Minister may recruit members to assist the minister in professional or administrative matters.

### 5. Fellowship Staff

a. The term "Fellowship staff" includes salaried and hourly personnel filling positions other than ministers.

b. The Board of Trustees shall approve title, job responsibilities, and compensation structure for all staff positions.

c. Funds necessary to support salaried and hourly personnel shall be approved by the congregation.

## **ARTICLE X. FISCAL YEAR**

The Fiscal Year of this corporation shall be July 1st through the following June 30th and shall be designated by the calendar year in which it ends.



## **ARTICLE XI. FISCAL AUTHORITY**

1. The Board of Trustees shall present an annual operating budget for approval by the congregation at the Annual Business Meeting. The operating budget, as approved by the congregation, shall become the Board's authorization to expend funds. Copies of monthly financial statements shall be made available to the congregation.
2. Committees may commit the Fellowship to expenditure of funds up to, but not to exceed the approved annual budget for that committee.
3. The Board of Trustees may reallocate committee funds if necessary, but only after consultation with the committees involved.
4. The Board of Trustees may authorize use of reserve funds for unplanned emergencies and/or opportunities. This authorization is limited to an amount not to exceed 3% of the current annual budget. Any use of reserve funds beyond this amount requires approval of the membership.
5. The Board of Trustees shall insure that the cash assets of the Fellowship are optimally invested. The performance of these investments shall be included in financial reports.

## **ARTICLE XII. DISPOSAL OF ASSETS**

Upon the decision to dissolve the Corporation, 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. The Board of Trustees shall perform all actions necessary to affect such transfer.

## **ARTICLE XIII. ENDOWMENT FUND**

### 1 Definition

- a The Endowment Fund includes assets provided for long-term benefit of the Fellowship. It may consist of two types of funds:
  - Restricted funds which have specific purpose and administrative procedures which are established jointly by the donor and the Fellowship,
  - Unrestricted funds which the donor expects to be managed by procedures established for that purpose and consistent with this article of the By-laws.

### 2 Purpose

- a The purpose of the Endowment Fund is to secure, strengthen and extend the long-term mission of the Fellowship by receiving gifts, bequests, and other conveyances, where the intent of the donor is to make a lasting contribution to the Fellowship.
- b Endowment Projects that may be funded by the Endowment Fund include significant activities that further the principles, programs and purposes of the Fellowship.
- c The Endowment Fund shall be managed so as to preserve the principal of the fund. Only income from the Endowment Fund and realized increases in the value of Fund assets shall be used to support Endowment Projects, except as otherwise provided herein. Proposed expenditures to support

such projects require approval of the Endowment Committee and a vote at a congregational business meeting.

### 3 Assets

- a The Endowment Fund will not be used to fund operating expenses or expenses ordinarily included in the annual budget unless specified by the donor. A motion to spend any amount of the principal of unrestricted Endowment Funds requires approval of the Endowment committee and 40% of all eligible voting members as stated in ARTICLE V, 6.
- b Any person or entity may give or bequeath money, property or other assets to the Endowment Fund.
- c A donor or the Endowment Committee may create names for individual donations which may be managed as separate accounts but in total constitute the “CUF Endowment Fund.”
- d Donors may impose reasonable restrictions on the use of their gifts. Such gifts are referred to herein as “special gifts”. The Endowment Committee may refuse to accept a special gift if it deems that the restriction is impractical or inconsistent with the principles or purposes of the Fellowship.
- e Endowment funds shall be maintained by the Treasurer in accounts designated “Endowment” separate from all other Fellowship accounts.

### 4 Endowment Committee

- a The Endowment Fund shall be managed by a five member Endowment Committee selected by and reporting to the Board of Trustees. No member of the committee shall simultaneously serve on the Board of Trustees.
- b The Endowment Committee shall meet at a minimum quarterly. A quorum consists of three members. A majority present and voting shall carry any motion. The committee shall elect from its membership a chairperson, financial secretary and recording secretary.
  - The chairperson shall preside at all committee meetings.
  - The recording secretary shall maintain minutes of all meetings of the Endowment Committee. Copies of minutes of the meetings shall be supplied to the Board of Trustees through the secretary.
  - The financial secretary shall assist the congregation’s Treasurer in maintaining records of accounting for the Endowment Fund.
- c The Endowment Committee is responsible for:
  - Administering the Endowment Fund,
  - Raising awareness of and encouraging planned giving to the Endowment Fund by members and friends,
  - Reviewing and approving special gifts, and ensuring that such gifts are honored and properly recorded for posterity,
  - Monitoring the investment of the Endowment Fund,

- Considering all requests for expenditure of income from the Endowment Fund to ensure consistency with the purposes of the Fund,
  - Recommending expenditures of income from the Endowment Fund to the members at the annual or other business meetings,
  - Reporting on Endowment Fund activities to the Board,
  - Monitoring distribution of funds from endowment,
  - Ensuring an annual audit of the Endowment Fund,
  - Developing policies and procedures to fulfill the Committee's responsibilities.
- 5 Nothing in this section precludes gifts to the Fellowship of funds or other assets for specified or unspecified purposes to be administered outside the Endowment Fund. If the donor does not indicate how a gift is to be used the Board of Trustees shall decide and may seek member approval of their decision.

#### **ARTICLE XIV. AMENDMENTS**

1. Any proposal to amend these by-laws may be initiated by the Board of Trustees or by petition of not less than fifteen members of the Fellowship to the Board of Trustees. Prior to the vote on any amendment, the Board of Trustees shall:
- a. Provide an appropriate schedule of study and discussion among the Fellowship prior to a vote on the matter,
  - b. Provide a written copy of the proposed amendment to the membership,
  - c. Provide a written evaluation of the amendment.
2. Proposed by-law amendments shall be voted upon at a duly called business meeting of the Fellowship. Written notice of such proposed amendments, which shall include their full text, shall be sent to the membership not less than thirty days prior to the meeting.

*These by-laws (formerly denominated the Fellowship's Constitution prior to the 2001 amendments) were adopted 1962; amended May 7, 1989; revised October 25, 1992; revised February 8, 1998; amended February 25, 2001, March 31, 2008, May 24, 2015, May 19, 2019, and May 31, 2020.*

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