

BY-LAWS
OF
THE BERKELEY FELLOWSHIP OF UNITARIAN UNIVERSALISTS
(Amended 5/13/2012)

ARTICLE I: NAME

The name of this religious organization shall be THE BERKELEY FELLOWSHIP OF UNITARIAN UNIVERSALISTS.

ARTICLE II: PURPOSE

Our purpose is to join together in a cooperative quest for religious and ethical values; to apply these values to the fulfillment of our objectives, which are: the development of character, the enrichment of the spirit, and the promotion of universal community and service to all humankind.

Our basic underlying convictions are: that religious truth and scientific truth are compatible, that the democratic process shall govern all human relations, and that each individual has inherent dignity and the right to freedom of religious belief unfettered by any prescribed creed.

ARTICLE III: MEMBERSHIP

A. MEMBERSHIP QUALIFICATIONS: Any person who is in sympathy with the Unitarian Universalist Principles and Purposes and with the purpose of this Fellowship as delineated in Article II of these Bylaws, and who satisfies the requirements of this Article III, may become a Member.

B. CATEGORIES AND REQUIREMENTS OF MEMBERSHIP

1. Adult Members are individuals who are 18 years of age or older. Adult Members are expected to participate in the life of the Congregation and make an annual financial Pledge of Record.

2. Youth Members are individuals who are between 12 and 18 years of age, and who support the Fellowship by service or participation.

C. PRIVILEGES OF MEMBERSHIP: An Adult Member may chair a committee; serve as a Board Member; receive publications of the Pacific Central District, the Unitarian Universalist Association, and the Fellowship; members may, on a yearly basis and dependent on availability and based on current policy have free use of the Fellowship facilities for personal celebrations, weddings, memorials and child dedications; members may be listed in the Fellowship Directory. After 30 days of membership, Adult Members are entitled to vote at congregational meetings. Youth members may not serve as a Board officer or chair a committee, and may not vote at congregational meetings. Youth members are entitled to all other rights of Fellowship members.

D. BECOMING A MEMBER: For Youth and Adult Members: To become a Member of the Fellowship, individuals must sign the Membership Book in the presence of a member of the Board of Trustees or designee, or the Minister(s).

E. TERMINATION OF MEMBERSHIP: A Member's name shall be removed from the Fellowship's membership roll and the membership terminated:

1. When the Member dies; or,
2. Upon written request by the Member to the Secretary of the Board or the Church administrator; or,
3. When the Member has a period of inactivity of one year, after review and decision by the Minister(s) and membership committee. When feasible, the Member will be given 30 days' advance written notice before termination of membership status; or,
4. After a two-thirds (2/3) vote of the Board to remove the Member, for actions that threaten the well-being of the congregation.

F. REINSTATEMENT: If membership was terminated at the request of the Member, or due to inactivity, an individual may be reinstated to full membership status upon fulfillment of the requirements in this Article III.

G. PLEDGING

1. Each Adult Member's annual financial pledge shall be based on the Fellowship's fair share giving guidelines. The total number of Adult Members is the Fellowship's official membership count, and is the basis for the Fellowship's annual fair share financial contributions to the Pacific Central District and Unitarian Universalist Association. Fair share guidelines are established outside these bylaws.

2. A Member may request an exception to pledging a fair share amount, or to maintaining the level of a pledge already made, by contacting a Board Member to have the situation considered in confidence on a case-by-case basis. No one is turned away solely for lack of funds.

Members who are granted an exception will still be expected to participate in the life of the Fellowship.

H. FRIEND, AN ALTERNATE TO MEMBERSHIP: An individual may choose to be a Friend to the Fellowship and rather than making a financial pledge of record, donate financially as he or she chooses. Friends are not counted for the Fellowship's fair share financial contributions to the Pacific Central District and Unitarian Universalist Association, and do not receive their publications. A Friend may serve as committee member, be listed in the Fellowship Directory and receive Fellowship publications. A Friend is not entitled to vote at congregational meetings.

ARTICLE IV: DENOMINATIONAL AFFILIATION

The Fellowship shall be affiliated with the Unitarian Universalist Association and with the Pacific Central District.

ARTICLE V: CONGREGATIONAL MEETINGS

A. ANNUAL MEETINGS: The fiscal year of the Fellowship shall be from July 1 through the following June 30. Annual meetings for the election of Trustees and the transaction of other business shall be held each year in the Spring, between April 1 and June 15, at such time and place as shall be fixed by the Board of Trustees. Semi-annual Meetings for election of the Nominating Committee and the transaction of other business shall be held each year in the month of October at such time and place as shall be fixed by the Board of Trustees.

On the dates of the Annual Meeting and the Semi-Annual Meeting, the business session shall begin

promptly at 12:30 p.m.

B. SPECIAL MEETINGS: Special meetings may be called at any time by the Trustees or shall be called upon the written petition of ten (10) or more voting members addressed to and filed with the Trustees.

C. NOTICE OF MEETINGS: Notice of each meeting giving time and place of meeting, and, in case of special meetings, the specific business to be considered, shall be mailed to each member at least ten (10) days previous to the meeting.

D. MANNER OF VOTING: Voting may be by ballot or otherwise, as determined at each meeting, with eligibility of voters, if questioned, established by reference to the Voting Membership Roll. No one may vote by proxy, but, on occasions to be decided by the Board of Trustees, voting may be conducted by mail.

E. QUORUM: A quorum shall consist of fifty (50) voting members or fifteen percent (15%) of the current voting membership, whichever is lower.

F. PRESIDING OFFICERS: Unless otherwise voted at any meeting, the meetings of the Fellowship shall be presided over by the President of the Board of Trustees.

G. ORDER OF BUSINESS: Unless otherwise voted by the members present, the order of business shall be as follows:

- Reading of the minutes of the previous meeting
- Reports of the officers
- Nominating Committee's Report (Spring)
- Election of Trustees (Spring)
- Nomination of members of the Nominating Committee (October)
- Election of Nominating committee (October)
- Reports of Committees
- Reports of various Fellowship organizations
- Unfinished business
- New business

ARTICLE VI: TRUSTEES, OFFICERS, AND BOARD MEETINGS

A. TRUSTEES: The administration and management of property, finances, employment of all paid personnel, and other affairs of the Fellowship, including the submission of an annual budget to the members of the Fellowship, shall be vested in a Board of Trustees of five (5) voting members and two (2) alternate members of the Fellowship except as hereinafter stipulated. An employee may not be a Trustee.

Alternate Board members may vote in the absence of an elected Board member. The term of each Alternate Board member shall be for one (1) year. No Alternate member shall serve more than two (2) consecutive terms. Vacancies shall be filled in accordance with provisions of Section C below.

B. TERMS OF OFFICE: The term of each Trustee shall be for two (2) years. No Trustee shall serve more than three (3) full consecutive terms. In the event of filling a vacancy, a Trustee may serve an additional year, but no more than seven (7) consecutive years. Eligibility for Board membership may be restored after the lapse of one (1) year. Vacancies shall be filled in accordance with Section C below.

C. VACANCIES ON BOARD OF TRUSTEES: Whenever there is a vacancy on the Board, either Trustee or Alternate, the Board of Trustees shall appoint a temporary replacement. Appointments by the latter shall extend only to the next Congregational meeting, whichever comes first, Annual, Semi-annual or Special. At that time the appointee or other nominees selected by the Nominating Committee may stand for election to the unexpired portion of the term.

D. OFFICERS: The Officers of the Board and of the Fellowship shall be President, Vice-President, Recording Secretary, and Treasurer. The newly constituted Board shall attend the last Board meeting of the ending fiscal year. Then, only they shall elect the Officers for the upcoming fiscal year. At noon, July 1, all shall assume their responsibilities.

Each officer shall continue to serve until a successor is elected and installed, but may fill the same office for no more than three (3) consecutive one-year terms. After the lapse of one (1) year, eligibility may be restored. The President and Vice-President shall be Trustees, but the Recording Secretary and Treasurer may or may not be Trustees.

E. NOMINATING COMMITTEE: A Nominating Committee of six (6) members shall be elected by the membership from a slate of candidates nominated from the floor at the October Semi-Annual Meeting. The members shall serve one (1) year terms. Any vacancy on the Nominating Committee between elections shall be filled by vote of the remaining members. This committee shall notify the membership at least six (6) weeks prior to the Annual Meeting through the newsletter, announcements, and other appropriate means of the Board and Pacific Central District (PCD) and Unitarian Universalist Association (UUA) delegate vacancies anticipated at the time of the Annual Meeting.

The names of these nominees, who shall previously have agreed to serve if elected, shall be made available to the membership at least fourteen (14) days in advance of the meeting.

Additional nominees, who shall previously have agreed to serve if elected, may be placed on the ballot by written petition signed by at least ten (10) voting members of the Fellowship and filed with the Nominating Committee not later than the Saturday preceding the last Sunday before election.

F. PRESIDENT: The President shall be automatically Chairperson of the Board and shall preside at all business meetings of the Fellowship and of the Board, unless otherwise noted at a particular meeting. He or she shall be an ex-officio member of all committees except the Nominating Committee. He or she shall represent the Fellowship on all appropriate occasions.

G. VICE-PRESIDENT: The Vice-President shall act in the place of the President during his or her absence and shall perform such duties as may be prescribed.

H. RECORDING SECRETARY: The Recording Secretary shall keep an accurate record of the transactions of all business meetings of the Fellowship and Board of Trustees. He or she shall be responsible for posting notices and notifying the members by mail of all meetings and affairs to be voted on. He or she shall keep an orderly record, apart from the minutes, of policy motions adopted by the Board, for ready reference at meetings, and perform such other duties as may be prescribed. All records of the Secretary shall remain the property of the Fellowship. Any of the responsibilities of the Recording Secretary except the taking of minutes at meetings of the Fellowship and Board of Trustees may be delegated to the Secretary employed by the Fellowship, or other person designated by the President.

I. TREASURER: The Treasurer shall be responsible for the receipt, disbursement, and safeguarding of Fellowship money and other property of the Fellowship entrusted to his or her care.

J. BOOKKEEPER: The Bookkeeper shall be responsible for keeping an account of the Fellowship financial transactions in accordance with the current written procedures of the Fellowship as approved by the Board of Trustees. These accounts and such other records as the Finance procedure established shall be audited for each fiscal year by persons designated by the Board of Trustees.

K. PLEDGE BOOKKEEPER: The Pledge Bookkeeper shall be responsible for keeping a record of the payments made on pledges by the membership. He or she will send a letter twice a year to date. He or she will be responsible for the maintenance of a roster of the members of the Fellowship qualified to vote and shall so notify the Board of Trustees prior to the Spring Annual Meeting and October Semi-Annual Meeting and prior to any special membership meetings called by the Board of Trustees.

L. QUORUM OF THE BOARD OF TRUSTEES: A quorum of the Board of Trustees shall consist of a majority of those in office at the time of their meeting.

M. BY-LAWS OF THE BOARD OF TRUSTEES: The Trustees may adopt By-laws defining their organization, their proceedings, and the conduct of business of the Fellowship not inconsistent with the By-laws of the Fellowship.

N. DISPOSITION OF PROPERTY: The Trustees shall not sell or otherwise dispose of or encumber the real property of the Fellowship without prior approval by the Fellowship.

O. LIMITATION ON INDEBTEDNESS AND LIABILITY: The Trustees shall not incur indebtedness in excess of four percent (4%) of the last approved annual budget in any one (1) fiscal year, without prior approval by the Fellowship, except for items already approved in the budget.

Trustees and officers shall not be responsible for losses of the Fellowship or liable for the payment of any sum of money or for damages or otherwise on account of any contract or obligation of the Fellowship except in case of willful misconduct of such Trustees or officers.

P. Any financial assets donated to the Fellowship as special gifts will be placed in special endowment funds, which will be separate from other Fellowship accounts and will not be used as cash flow for operating expenses. In the event of a financial emergency, such as critical building repair or renovation, by vote of the Board, monies from the special endowment funds may be used for that purpose. Should such monies be used as described above, the Board will thereafter replenish the amounts taken from the endowment account from available assets of subsequent income.

ARTICLE VII: PERSONEL

A. EMPLOYEES: The Board of Trustees will furnish each employee a written statement of the terms of his or her employment. A report describing the duties, areas of responsibility, and performance evaluation of all employees, prepared by the Personnel and Program Evaluation Committee, shall be on file with the Board of Trustees after approval of the Trustees. This report shall be reviewed and revised annually. To avoid any possible conflict of interest, no employee of the Fellowship shall serve as an officer of the Fellowship or as a member of the Board of Trustees or as a voting member of any related committee.

B. BOND PROVISION: The Fellowship shall provide bond for the Treasurer and for such other members who handle Fellowship funds or property as may be designated by the Board of Trustees.

C. MINISTER: A minister shall be elected at a congregational meeting by at least a two-thirds (2/3) vote of those attending. A minister may be dismissed at a congregational meeting specifically called for

that purpose by a majority of those attending.

A minister's resignation or dismissal shall not go into effect for at least ninety (90) days. In the event of a vacancy, a selection committee of not less than five (5) shall be elected at a congregational meeting. It shall recommend a candidate for consideration by the congregation. Salary and benefits for the minister shall be decided at each annual meeting or at the meeting where the minister is elected.

D. MINISTERIAL RELATIONS COMMITTEE: A Ministerial Relations Committee, consisting of six (6) members serving three (3) staggered terms [two (2) selected each year], shall be selected by mutual agreement of the minister and the Board of Trustees. They shall meet quarterly and shall facilitate and strengthen the function of the minister and make recommendations to the Board pertaining to salary and benefits.

ARTICLE VIII: STANDING COMMITTEES

A. STANDING COMMITTEES: Standing committees of the Fellowship shall include the following and such others as from time to time may be deemed necessary by the Fellowship or the Board of Trustees:

- Building and Grounds
- Building Use
- Finance
- Forum
- Fundraising and Development
- Hospitality
- Membership
- Program
- Publicity
- Religious Education
- Social Justice

B. SELECTION OF COMMITTEE MEMBERS: The Interim Chairperson of each of these committees shall be appointed as of the first Board meeting in May of each year by the President of the Board of Trustees with the advice and approval of the majority of the Board.

Other members of each committee shall be selected promptly by the respective committee Interim Chairs with the advice and consent of the President of the Board of Trustees. Membership on any committee is open to all active members and friends of the Fellowship. A permanent Chair must be chosen by the members of each committee by their second meeting. The composition of each of the standing committees shall thereupon be reported to the Fellowship by newsletter or other appropriate means.

C. ORGANIZATION AND RESPONSIBILITIES: The Standing Committees shall be deemed committees of the Board of Trustees, subordinate to the Board, and reporting to the Board. The Board shall instruct each of the committees, preferably by written resolution annually revised and adopted, as to the nature of its duties, area of responsibility, and scope of its authority.

ARTICLE IX: AMENDMENTS

If there be a quorum in attendance at any Fellowship meeting, these By-laws may be amended by

vote of two-thirds (2/3) of the voting members present, provided that the subject of the amendment shall have been specified in the notice of the meeting, or shall have been proposed at the preceding Fellowship meeting.

ARTICLE X: RULES OF ORDER

Except as otherwise stipulated in these By-laws, Roberts' Revised Rules of Order shall govern the proceedings at all Fellowship meetings.

ARTICLE XI: REPEAL OF PREVIOUS BY-LAWS

With the adoption of these By-laws of the Berkeley Fellowship of Unitarian Universalists, all previous by-laws are hereby repealed.

ARTICLE XII: TERMINATION AND DISSOLUTION OF THE FELLOWSHIP

The term of existence of this corporation shall be perpetual unless terminated by law or by action of the members, but in the event of such termination, except for the formation of a successor non-profit corporation for purposes similar to those for which this said corporation was formed, the assets of this said corporation shall be turned over to the Unitarian Universalist Association, a non-profit religious corporation with offices in Boston, Massachusetts, and such assets shall be irrevocably dedicated to religious and/or charitable purposes and no part of the income or asset shall ever inure to the benefit of any private persons, if it has established its tax-exempt status under Section 501(c)(3) or is not in existence or is unable to accept the assets of said dissolving corporation, then the remaining assets shall be irrevocably dedicated to a non-profit fund, foundation or corporation, which is organized and operated exclusively for religious and/or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. No part of the net income for assets of this organization shall ever inure to the benefit of any private persons. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by Decree of the Superior Court of the county of which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in liquidation.

The original By-laws were unanimously adopted at a special meeting of the membership of the Berkeley Fellowship of Unitarian Universalists on December 1, 1957, at Anna Head School, 2537 Haste Street, Berkeley, California.

This version now incorporates amendments of: 5/27/69, 6/22/69, 6/11/70, 1/25/76, 10/15/76, 4/27/80, 12/5/82, 5/1/83, 4/18/86, 6/6/91, 10/27/91, 6/13/93 and 10/29/95, 6/9/96, 10/22/00, 6/14/04, 11/15/09, and 11/6/11 passed at congregational meetings. See attached pages for 11/15/09 amendment.

Amendment to Congregational Bylaws

An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established with new policies. *This Amendment will supersede Article VI (6), paragraph P on page five (5) and any other revisions to the Congregational By-Laws regarding an Endowment Fund.*

A. RESOLUTION TO IMPLEMENT NEW POLICIES FOR THE ENDOWMENT FUND

WHEREAS, stewardship involves the faithful management of all the gifts we have been given—time, talents, the created world and money, including accumulated, inherited and appreciated resources; and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, in a meeting *assembled on November 15, 2009*, approve these new governing policies for THE ENDOWMENT FUND OF THE BERKELEY FELLOWSHIP OF UNITARIAN UNIVERSALISTS, (hereafter called the “FUND”);

BE IT FURTHER RESOLVED, that the purpose of this FUND is to enhance the mission of the Berkeley Fellowship of Unitarian Universalists (hereafter called the “BFUU”) apart from the general operation of the congregation; that no portion of distributions from the FUND shall be used for the annual operating budget of the congregation; *that only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, distributions from the FUND may be made annually, in amounts not to exceed (5%) five percent of the average fair market value of the FUND over the previous thirteen quarters;*

BE IT FURTHER RESOLVED, that the Endowment Fund Committee (hereinafter called the “COMMITTEE”) shall be the custodian of the FUND;

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND.

B. PLAN OF OPERATION

1. The Endowment Committee

The Endowment Committee (hereafter, the “COMMITTEE”) *shall consist of at least (3) three members, all of whom shall be voting members of BFUU. Except as herein limited, the term of each member shall be three (3) years. The minister and the president/vice president of the Board of Trustees shall be advisory members of the COMMITTEE.*

Upon adoption of this resolution by the congregation, *the Board of Trustees will appoint at least two (2) members of the COMMITTEE for a three (3) year term and at least one (1) member of the*

COMMITTEE for a two (2) year term. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years. No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected.

The Board of Trustees shall nominate new members for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees.

In the event of a vacancy on the COMMITTEE, the Board of Trustees shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. ***A quorum shall consist of (2) two members. A majority present and voting shall carry any motion or resolution.*** The COMMITTEE shall elect from its membership a chairperson, financial secretary and recording secretary.

The chairperson, or member designated by the chairperson, shall preside at all COMMITTEE meetings.

The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE. Each member shall keep a complete copy of minutes to be delivered to her or his successor. The secretary shall also supply a copy of the minutes to the Church Board.

The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the FUND and shall submit to the treasurer on behalf of the COMMITTEE written requests for checks payable from the FUND.

All checks payable from the FUND shall bear the signature of the financial secretary and one other COMMITTEE member authorized for that purpose by the chairperson.

The books shall be reviewed annually by a certified public accountant or other appropriate person who is not a member of the COMMITTEE. Every (3) three years, this review must be conducted by a certified public accountant who is neither a member of the COMMITTEE or BFUU. The COMMITTEE shall report on a quarterly basis to the Board and, at each annual or special meeting of the congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

The COMMITTEE may request other members of the congregation to serve as advisory members and, at the expense of FUND (taken from the annual distribution amount OR undistributed capital appreciation), may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the fund.

Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence.

Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or

transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of the BERKELEY FELLOWSHIP OF UNITARIAN UNIVERSALISTS ENDOWMENT FUND.

Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE for approval by the Board of Trustees, with subsequent execution by the delegated member of the COMMITTEE.

2. Distributions

The COMMITTEE shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and income according to accepted accounting procedures.

Lifetime and testamentary unrestricted gifts to the FUND shall accumulate until a fair market value of \$100,000 is achieved, after which annual distributions may commence. ***However, should the fair market value of the FUND subsequently decline to less than \$25,000, distributions shall be made only upon approval of (2/3) two-third members present at a congregational meeting in which a quorum of (10%) ten percent of the congregation's members are present.***

The COMMITTEE may authorize a withdrawal of up to (5%) five percent of the average fair market value of the FUND over the previous (13) thirteen quarters with Board approval. Only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, can the congregation, in a meeting, approve a withdrawal of more than (5%) five percent of the average fair market value of the FUND over the previous thirteen quarters by a vote of (2/3) two-third members present when a quorum of (10%) ten percent of the congregation's members are present. Such withdrawals may be restored to the FUND from other church resources when deemed prudent by the COMMITTEE and the Board.

3. Amending the Resolution

BE IT FURTHER RESOLVED, that any amendment to this resolution, which will change, alter or amend the purpose for which the FUND is established shall be adopted by a (2/3) two-thirds vote of the members present at an annual meeting called specifically for the purpose of amending this resolution.

4. Disposition or Transfer of FUND

BE IT FURTHER RESOLVED that in the event BFUU ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Board of Trustee in conformity with the approved congregational By-Laws and in consultation with the COMMITTEE.

C. ADOPTION OF RESOLUTION

This resolution, recommended by the Board of Trustees and accepted by the congregation at a legally called congregational meeting, is hereby adopted on the 15th day of November 2009.