

EASTROSE FELLOWSHIP - UNITARIAN UNIVERSALIST BYLAWS
AS AMENDED DECEMBER 4, 2016

ARTICLE I - NAME

The name of this religious organization shall be: Eastrose Fellowship - Unitarian Universalist, hereinafter referred to as "Eastrose."

ARTICLE II - PURPOSE

Our purpose is to join together in a cooperative quest for religious truth and ethical values and to bring the hope-filled message of Unitarian Universalism into our community and world in accordance with the Principles and Purposes of the Unitarian Universalist Association.

ARTICLE III – MEMBERSHIP

Section 1 - Membership Qualifications

- a) Membership in Eastrose is open to any person who is in sympathy with its purpose as stated in Article II, and who has attained the age of sixteen.
- b) An annual financial contribution appropriate to individual circumstances is required for voting membership.
- c) Contributions are confidential, available only on a "need to know" basis.
- d) the Board may create a special membership category at its discretion.

Section 2 - Membership Procedure

- a. Any qualified person may apply for membership by signing an application for membership. This application will be presented to the Board of Trustees at the next Board meeting for approval. An applicant who is not approved will be notified by mail.
- b. Membership is confirmed when the applicant signs the Membership Book.
- c. No member may vote or hold office in Eastrose prior to being a member for fifteen days.
- d. Any applicant whose membership has not been approved by the Board of Trustees may appeal to the members of the Fellowship by filing a written notice with the Secretary of the Board of Trustees within 30 days of the mailing of notification of the Board action. Such appeal shall be heard and acted upon at the next congregational meeting.

Section 3 - Membership Review

The Board of Trustees shall review the membership roster at least annually.

Section 4 - Removal from Membership by Board Action

- a. The Board of Trustees shall have the power to remove from membership any person who, in the past year, has not met the requirements of Section 1 above.
- b. The Board of Trustees shall have the power to remove from membership any person whose conduct the Board deems to constitute good cause for removal.
- c. The Board of Trustees shall send written notification of its action to any person so removed. The removal shall take effect on the date of Board action.
- d. Any member so removed may appeal to the congregation by petitioning for reinstatement at a congregational meeting as provided for in Article VI, Section 2.

ARTICLE IV - DENOMINATIONAL AFFILIATION

Eastrose shall be a member of the Unitarian Universalist Association. The Fellowship may also be a member of any local and/or regional sub-organizations of the Unitarian Universalist Association upon approval by the Board of Trustees.

ARTICLE V - FISCAL YEAR

The fiscal year of Eastrose shall begin January 1 and end the following December 31.

ARTICLE VI - CONGREGATIONAL MEETINGS

Section 1 - Meetings

Meetings of Eastrose for the transaction of the business of Eastrose shall be known as Congregational Meetings, and shall be of three types: Annual, Budget, and Special. Business may only be transacted in accordance with Article VI, Sections 2, 6, 7, and 8.

Section 2 - Calling a Meeting

- a. Time and place of Congregational Meetings shall be set by the Board of Trustees, except that a Special Congregational Meeting called by petition shall be held within thirty days after the petition has been presented to the Board.
- b. The Board of Trustees shall send written notice to the entire membership for each such meeting at least ten days prior to the meeting. Notice shall include the place, time and date of the meeting and the principle items of business to be transacted.

Section 3 - The Congregational Annual Meeting

- a. The Congregational Annual Meeting shall be held each year during the month of May.
- b. The Purpose of the Annual Meeting shall be to elect members of the Board of Trustees and Nominating Committee, and to receive reports of Eastrose business and activities, and to transact other business presented in the meeting notice.

Section 4 - The Congregational Budget Meeting

After the close of the Annual Canvas and before the end of the fiscal year, the Board shall call a Congregational Meeting to adopt a budget for the following year and to transact other business presented in the meeting notice.

Section 5 – Special Congregational Meeting

Special Congregational Meetings shall be called by the Board of Trustees or by petition to the Board by at least ten members. A petition for a Special Congregational Meeting shall be in writing, stating the principle items of business to be transacted. Only those items of business in the meeting notice may be considered at a Special Congregational Meeting.

Section 6 - Quorum

Twenty percent of the membership shall constitute a quorum unless otherwise specified in these bylaws. No business of Eastrose may be conducted without a quorum.

Section 7 - Voting

- a. Only the members of Eastrose shall have the right to vote at Congregational Meetings.
- b. A simple majority decides any question unless size of vote is specified in these bylaws.
- c. Any vote shall be by secret ballot upon the request of a member.

Section 8 - Conduct of Congregational Meetings

- a. Meetings shall be conducted in a democratic manner, following generally accepted procedures such as Robert's Rules of Order.
- b. Any dispute as to procedure or the interpretation of these bylaws shall be resolved by a two-thirds majority vote.

ARTICLE VII - THE BOARD OF TRUSTEES

Section 1 - Membership of the Board

- a. There shall be a seven member Board of Trustees elected by the Congregation. It shall include four officers and three Trustees-at-Large.

Section 2 - Nomination of Board Members

- a. Nominations for Trustee shall be made by the Nominating Committee at the Annual Meeting; nominations may also be made from the floor with prior consent of the nominee.
- b. A vacant position on the Board shall be filled by Board appointment until the next Annual Meeting, at which time a new Trustee shall be nominated and elected to complete the vacated term if any remains.
- c. The Nominating Committee shall consist of at least three members elected at the Annual Meeting. Any member of Eastrose may serve on the Nominating Committee except for the President or Minister. Any vacancy shall be filled by election at a Congregational Meeting or by Board appointment.
- d. The Nominating Committee shall prepare a slate of candidates for the Annual Meeting listing one candidate for each open position on the Board of Trustees and the Nominating Committee. Unless there is a vacancy on the Board, four Trustees shall be elected in even years and three Trustees shall be elected in odd years. In preparing its slate, the Nominating Committee may consult with the Minister and/or President.

e. Each year the Nominating Committee shall nominate one candidate for each officer position: President, Vice-President, secretary, and treasurer. At-large Trustees are eligible to be nominated as officers for the second year of their Board term. The Nominating Committee's slate shall be included in the official notice of the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting with prior consent of the nominee.

Section 3 - Term of Office

Board members shall be elected at each Annual Meeting to serve a two-year term commencing June 1. No Board Member shall serve more than two consecutive two-year terms. Filling a vacated term will not constitute one of these terms.

Section 4 - Duties of the Board

The Board of Trustees, on behalf of Eastrose, shall have general charge of the property of Eastrose, the administration and conduct of all its business affairs, and shall:

- a. appoint all employees of Eastrose;
- b. determine the duties and compensation of employees;
- c. make expenditures of money as specified by the adopted Budget or as available in designated funds;
- d. receive authorization by an affirmative majority vote of members at a congregational meeting before making expenditures of money of an unbudgeted item which exceeds five per cent of the adopted annual budget.
- e. call Congregational Meetings as provided in Article VI Section 2.a;
- f. establish policies for use of building facilities and grounds;
- g. order an annual audit to be completed within 120 days of the beginning of the new fiscal year.
- h. maintain a record of policies and decisions.
- i. authorize and charge standing and temporary committees as needed. The Board of Trustees may delegate these duties at its discretion and maintain oversight of committees or persons to whom these duties are delegated.

Section 5 - Board Meetings

The Board of Trustees shall meet at least once every two months. Board Meetings shall be announced in advance and shall be open to all members and friends of Eastrose. The Board may meet in closed executive session only to discuss personnel matters or to receive legal advice.

Section 6 - Quorum for Board Meetings

A quorum for the Board of Trustees shall consist of four persons. No business may be conducted without a quorum.

Section 7 - Removal of Board Member for Non-participation

A member of the Board of Trustees who fails, without cause, to attend two regular meetings in any Board year, may be removed from office by a two-thirds vote at a regular meeting of the Board.

Section 8 - Recall of Board Members

Any member of the Board of Trustees may be removed from office by a two-thirds vote at a Special Congregational Meeting of Eastrose.

ARTICLE VIII - OFFICERS

Section 1 - Officers

The Officers shall be: President, Vice-President, Secretary, and Treasurer.

Section 2 - Duties of the President

The President:

- a. presides at all Congregational and Board Meetings;
- b. shall be an ex-officio member of all committees except the Nominating Committee;
- c. shall represent Eastrose on appropriate occasions;
- d. shall appoint chairs of committees.

Section 3 - Duties of the Vice-President

The Vice-President shall act in the absence of the President and/or at the request of the President. In addition the Vice-President shall perform such duties as may be prescribed by the Board. The Vice-President shall

become the President in the event the President is no longer able to serve.

Section 4 - Duties of the Secretary

The Secretary or designee shall be responsible for maintaining, at Eastrose, an official record of the transactions of all Congregational and Board Meetings, a record of policies and decisions of the Board, a roster of the members of Eastrose, and shall perform such other duties as may be prescribed.

Section 5 - Duties of the Treasurer

The Treasurer or designee shall:

- a. receive, deposit and disburse all money and other Eastrose property to the satisfaction of the Board of Trustees and subject to these Bylaws;
- b. keep a complete account of the finances of Eastrose according to accepted standards of accounting procedures. Any member may inspect specific financial records, except reports concerning individual pledges and contributions, by request to the Treasurer and approval of the Board.
- c. render and file with the Secretary a current statement of income and expense and balance sheets at each regular meeting of the Board;
- d. furnish regular statements of pledge status to each contributor;
- e. compile an annual statement for the fiscal year;
- f. cooperate with the annual audit;
- g. oversee development of the annual budget;
- h. file necessary regulatory reports;
- i. perform such other duties as may be prescribed.

ARTICLE IX - MINISTER

Section 1 - Calling a Minister

- a. The decision to call a minister, shall rest with the Congregation. Such decisions shall require an eighty per cent majority of the members present at a Special Congregational meeting at which the quorum shall be forty per cent of the membership.
- b. The Board of Trustees may decide to have an interim or contracted minister. A candidate will be presented to the congregation and approved at a Congregational meeting with a standard quorum and a two-thirds majority vote.

Section 2 - Ministerial Search Committee

The Ministerial Search Committee shall consist of seven members. elected at a Congregational meeting. Three members shall be nominated by the Board. Four members shall be nominated by the Nominating Committee. A Ministerial Search Committee is not required for an Interim or contracted Minister. The duties of the Ministerial Search Committee are set forth in the UUA Ministerial Settlement Handbook. Upon completion of its duties, the Ministerial Search Committee shall be dissolved. The Ministerial Search Committee may recommend to the congregation to call a ministerial candidate under the provisions of Section 1 of this Article.

Section 3 -- Congregational and Ministerial Duties

The Minister(s) and members of the congregation share responsibility for the religious meetings of Eastrose Fellowship and its spiritual interests and related activities. The Fellowship looks to its Minister(s) for spiritual leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional, inspired leadership. The Minister is an ex-officio and non-voting member of the Board and of all Committees other than the Nominating Committee and the Ministerial Search Committee. The Minister will be employed under written letter agreement which clearly stipulates the duties, compensation and other conditions of agreement with Eastrose and the trustees shall act as agent of Eastrose in its negotiation and implementation. The minister shall have freedom of the pulpit as well as freedom to express her or his opinion outside the pulpit.

Section 4 - Dismissal of a Minister

Any person called or designated under the provisions of this article may be dismissed by a resolution at a Special Congregational Meeting. Such decisions shall require an two-thirds majority of the members present at a Special Congregational meeting at which the quorum shall be forty per cent of the membership. Conditions of dismissal shall be governed by the written agreement.

Section 5 - Lay Minister

The Congregation may elect from its membership one or more persons to serve as lay ministers, who may conduct weddings, funerals, and any other services deemed appropriate at times as the settled minister is

unavailable or the position of minister is vacant. The Board of Trustees shall make recommendations for this position to the membership. The election requires a majority vote at a Congregational Meeting with a forty per cent quorum.

Section 6 - Review of Ministry and Director of Religious Education

- a. An annual review of the Ministry of Eastrose may be conducted with the Minister and/or Affiliated Community Minister(s) and/or lay Ministers by their Committees on Ministry. Results of the review shall be presented to the Board and shall be made available to the Membership.
- b. Each Committee on Ministry shall work to strengthen the quality of ministry at Eastrose, be a support group for each Minister, provide a communication channel between Minister and Congregation and undertake an annual review of performance and expectations of Minister and Congregation. Committee members shall be appointed jointly by the Board and Minister.
- c. The Director of Religious Education Relations Committee
The DRE Relations Committee shall facilitate communications between Eastrose staff, volunteers, and congregation, mediate in case of conflict, and act as advocate concerning compensation and conditions of employment. Committee members shall be appointed jointly by the Board and DRE.

ARTICLE X – CALLED OR AFFILIATED COMMUNITY MINISTER

Section 1 – Calling or Affiliating with a Community Minister.

The decision to call or affiliate with a community minister shall rest with the Congregation upon the recommendation of the Board. Such decisions shall require a majority vote of the members present at a Congregational meeting at which a quorum of the membership is present. A Ministerial Search Committee is not required for a Community Minister.

Section 2 – Affiliated Community Minister Duties

Affiliated Community Minister(s) and members of the church share a responsibility for the Fellowship and its spiritual interests and activities in the congregation and in the community, understanding that the primary relationship may be in the community. The Fellowship looks to its Affiliated Community Minister(s) for leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional leadership in the community and Fellowship. An Affiliated Community Minister will relate to the Fellowship under a written covenant which clearly stipulates the term, duties, compensation and other conditions. An Affiliated Community Minister shall have freedom of the pulpit as well as freedom to express her or his opinion outside the pulpit.

Section 3 - Dismissal of an Affiliated Community Minister

Any person called or affiliated under the provisions of this article may be dismissed by a resolution at a Special Congregational Meeting. Such decisions shall require a two-thirds majority of the members present at a Special Congregational meeting at which a quorum of the members is present. Conditions of dismissal shall be governed by the written covenant.

ARTICLE XI- COMMITTEES

Section 1—Committees and Task Forces

- a. The Board may authorize and charge all committees, task forces, teams, advisory boards and ad-hoc groups as it deems necessary, with the exception of the Nominating Committee which shall be elected as stated in Article VII, Section 2.
- b. The duties of the committees, task forces, teams, advisory boards and ad-hoc groups shall be prescribed by the Board within the requirements of these bylaws and the adopted Board policies. All committees shall report to the Board or an Executive Committee at the time and in the form determined by the Board. Only voting members of this Fellowship shall chair a committee, but membership on committees is open to all.
- c. Standing committees shall include Finance, Membership, Religious Education, and Sunday Services. The term of office for a Chairperson for a standing committee will be two years with the option of reappointment. In the event of a vacancy, the Committee shall nominate a replacement and notify the Board within two months.
- d. Leadership of the Task Forces shall be by appointment of the Board.
- e. The Board shall convene a Leadership Council that will meet on a regular basis, but no less than four times a year, to facilitate communication and information sharing, to plan actions to achieve the mission, vision and goals of the Fellowship and to enact policies established by the Board. All active committees

and task forces shall be represented at quarterly Leadership Councils. The Vice-President shall preside over the Leadership Council and submit a report to the Board at the next Board Meeting

ARTICLE XII - DISPOSITION OF PROPERTY

Section 1 - Withdrawal from the Unitarian Universalist Association

If Eastrose shall at any time cease to be a member of the Unitarian Universalist Association, all of the property of Eastrose, whether real or personal property, shall be transferred to the Unitarian Universalist Association on the condition that said property will be used by the Association for the extension of liberal religion in this vicinity; and this Bylaw shall apply to all property donated to Eastrose, whether by will or some other manner, unless the donor expressly provides otherwise. If Eastrose ceases to be a member of the Unitarian Universalist Association, it shall be the duty of the Board of Trustees to take all necessary action to carry out the purposes of this article.

Section 2 - Controlled Transaction

A "controlled transaction" is the sale, transfer, or other encumbrance of any property, whether real estate or other property of Eastrose. An encumbrance is any transaction against which the property of Eastrose is used as collateral.

Section 3 - Transfer of Property

As long as Eastrose remains a member of the Unitarian Universalist Association, any proposed controlled transaction, which in any single fiscal year would exceed 20% of the budget for that calendar year, must be approved by a majority vote of the total membership of Eastrose.

ARTICLE XIII - AMENDMENTS

Section 1 - Amending Articles Exclusive of IV and XIII

a. Proposing Amendments

Amendments may be proposed by the Board of Trustees or by petition of ten members of Eastrose.

b. Notification of Proposed Changes

Notice of any proposed change shall be fully and exactly stated in the official notice of a meeting according to Article VI, Section 2-b.

c. Two-thirds Majority Required for Amendments

These Bylaws, with the exception of Articles IV and XIII, may be amended or repealed by a two-thirds vote of those present and voting at a Congregational Meeting.

Section 2 - Amending Articles IV and XIII

Articles IV and XII may be amended by a majority vote of the total membership of Eastrose. Section 3 - Bylaws to Conform to Oregon Law

Any proposed changes shall conform to Oregon Laws for Non-profit Organizations, a Section of the Oregon Revised Statutes.

ARTICLE XIV - ENDOWMENT FUND

An Endowment Fund, whose purpose, governance and operational procedures shall be defined by special resolution adopted by the congregation, shall be established.

ADOPTED MARCH 18, 1994	AMENDED MAY 13, 1994	AMENDED MAY 19, 1995
AMENDED JUNE 9, 1996	AMENDED MAY 30, 1997	AMENDED FEBRUARY 8, 1998
AMENDED MAY 20, 2001	AMENDED MAY 30, 2012	AMENDED MAY 13, 2013
AMENDED JULY 1, 2013	AMENDED DECEMBER 4, 2016	