

EASTROSE FELLOWSHIP UNITARIAN UNIVERSALIST BYLAWS
AS AMENDED DECEMBER 11, 2022

ARTICLE I- NAME

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

ARTICLE II - PURPOSE

The purpose of this Fellowship 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 **eighteen**.
- b) An annual financial contribution appropriate to individual circumstances is required for membership.
- c) Contributions are confidential, available only on a strict need-to-know basis, **including but not limited to the Administrator and the Board of Trustees**.
- 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.
- b. This application shall be presented to the Board of Trustees at the next Board meeting for approval. An applicant who is not approved will be notified in writing.
- c. **After approval by the Board**, Membership is confirmed **in the historical record** when the applicant signs the Membership Book **and is witnessed by the minister and/or an officer of the Board of Trustees**.
- 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 **sending** 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. ***The Secretary, or designee, is responsible for keeping the membership roster up to date.***

Section 4 - Removal from Membership

- 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.
- e. Any member who resigns or requests to be removed, will be removed from the membership roster.

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 ***July 1 and end the following June 30.***

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 be transacted only in accordance with Article VI, Sections 2, 6, 7, and 8.

Section 2 - Calling a Congregational 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. (see Article VI, Section 5 below)

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 principal 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 **November.**

b. The Purpose of the Annual Meeting shall be to elect members of the Board of Trustees and the Nominating Committee, 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 Canvass and before the end of the fiscal year **on June 30**, 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 standard 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 **may** be by secret ballot upon the request of a member.

d. Members attending virtually shall have their votes included.

e. Members may vote by proxy by submitting their vote in writing to another

Member before the congregational meeting.

f. Members may send an absentee ballot in writing before the congregational meeting.

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 AND THE NOMINATING COMMITTEE

Section 1 - Membership of the Board

There shall be a **five or seven member** Board of Trustees elected by the Congregation. It shall include four officers and **at least one** Trustee-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. If a vacancy occurs on the Board of Trustees, **that vacancy may be filled by the Board appointing a member who will serve as Trustee until the next Annual Meeting. At that time, the appointed Trustee member may continue in that position or a new Trustee may be nominated.**

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. In preparing its slate, the Nominating Committee may consult with the President and/or the Minister.

e. Each year the Nominating Committee shall **nominate one candidate for each open position on the Board of Trustees and Nominating Committee. The positions shall be President, Vice-President, Treasurer, Secretary, and Member(s)-at-Large.** The Nominating Committee's slate shall be included in the official notice of the Annual Meeting. Nominations may also be made by any Member 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. No Board Member should 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, or assigns this task to a Personnel Committee.

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 on 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. **At least once during every three years, arrange a management review of Eastrose's cash management procedures, which may be done by an experienced church bookkeeper or an accountant. The review should include:**
 - **Verifying that the accounts payable policies and procedures are being followed,**
 - **Reviewing the system for recording and reporting pledges and contributions,**
 - **Comparing bank statements to income/expense reports to spot check for irregularities.**
- h. Maintain a record of policies and decisions.
- i. Authorize and charge standing and temporary committees, workgroups, or special teams 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 will be announced in advance and shall be open to all members and friends of Eastrose. The Board may meet in a closed executive session only to discuss personnel matters, to receive legal advice, **or to address highly confidential matters.**

Section 6 - Quorum for Board Meetings

A quorum for the Board of Trustees shall consist of **four Trustees for a seven-member Board or three Trustees for a five-member board.** 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 OF THE BOARD OF TRUSTEES

Section 1 - 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. **Creates the meeting agenda with advice from the Administrator, the Minister, or another Board member.**
- c. Shall be an ex-officio member of all committees except the Nominating Committee;
- d. Shall represent Eastrose on appropriate occasions;
- e. **Shall be have authority to sign documents on behalf of the Congregation.**
- f. Shall **approve** chairs of committees.

Section 3 - Duties of the Vice-President

- a. Acts in the absence of the President and/or at the request of the President.
- b. Performs such duties as may be prescribed by the Board.
- c. Becomes the President in the event the President is no longer able to serve **or until a new President is appointed or elected.**

Section 4 - Duties of the Secretary

The Secretary or designee shall be responsible for maintaining, at Eastrose,

- a. An official record of the transactions of all Congregational and Board Meetings,
- b. A record of policies and decisions of the Board,
- c. A roster of the Members **and Friends of Eastrose**,
- d. Perform such other duties as may be prescribed **by the Board of Trustees**.

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 or **delegate this task to the Administrator or other Member approved by the Board**.
- e. Compile an annual statement for the fiscal year;
- f. Cooperate with the annual audit **and/or provide information as requested to those conducting the audit**.
- g. Oversee development of the annual budget;
- h. File necessary regulatory reports **and/or provide information to the preparers of regulatory reports if requested**.
- i. Perform such other duties

ARTICLE IX - MINISTER

Section 1 - Calling a Minister

a. Parish or Settled Minister: The decision to call a settled minister shall rest with the Congregation. There shall be a Ministerial Search Committee to call a settled minister. Election of a settled minister shall be at a Congregational meeting called for that purpose with a quorum of at least 40% of the Membership. Election shall be by an 80% vote of those Members present and voting.

b. Interim or Contract Minister: 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. A Ministerial Search Committee is not required for an Interim or contracted Minister.

Section 2 - Ministerial Search Committee

The Ministerial Search Committee shall consist of at five members, elected at a Congregational meeting. Three members shall be nominated by the Board. Two members shall be nominated by the Nominating Committee. The duties of the Ministerial Search Committee are set forth by the UUA. 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 standing Committees other than the Nominating Committee and the Ministerial Search Committee.

The Minister will be employed under a written 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 Eastrose Minister shall have freedom of the pulpit as well as freedom to express their opinion outside the pulpit.

Section 4 - Dismissal of a Minister

a. Any person called or designated under the provisions of this article may be dismissed by a resolution at a Special Congregational Meeting.

b. Such decisions shall require a two-thirds majority of the members present at a Special Congregational meeting at which the quorum shall be forty per cent of the membership.

c. Conditions of dismissal shall be governed by the written agreement.

Section 5 - Lay Minister

a. 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.

b. The Board of Trustees shall make recommendations for this position to the membership.

c. ***A lay minister must have whatever certification is necessary from the State of Oregon.***

c. The election requires a majority vote at a Congregational Meeting with a forty percent quorum.

Section 6 - Annual Review of Ministry

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 (COM). 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. COM Committee members shall be appointed jointly by the Board and Minister.

c. ***The Committee on Family Ministry (Religious Education) shall yearly review the Family Ministry Coordinator (DRE).*** Committee members shall be approved jointly by the Board and the Family Ministry Coordination.

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 **standard** quorum of the Membership is present. A Ministerial Search Committee is not required for a Community Minister.

Section 2 – Affiliated Community Minister Duties

a. Affiliated Community Minister(s) and Members of Eastrose share a responsibility for

the Fellowship and its spiritual interests and activities in the Congregation and in the community.

b. Eastrose Fellowship looks to its Affiliated Community Minister(s) for leadership, for assistance in setting and facilitating its vision, and for accomplishing its goals by providing professional leadership in the community and Fellowship.

c. An Affiliated Community Minister will relate to the Fellowship under a written covenant which clearly stipulates the term, duties, compensation and other conditions.

d. An Affiliated Community Minister shall have freedom of the pulpit as well as freedom to express **their** opinion outside the pulpit.

Section 3 - Dismissal of an Affiliated Community Minister

a. Any person called or affiliated under the provisions of this article may be dismissed by a resolution at a Special Congregational Meeting.

b. 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.

c. 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.
- c. All committees shall report to the Board or an Executive Committee at the time and in the form determined by the Board. **Only Eastrose Members** shall chair a committee, but membership on committees is open to **both Members and Friends**.
- d. Standing committees shall include Finance, Membership, Family Ministry (Religious Education), and Sunday Worship. The term of office for a Chairperson for a standing committee will be two years with the option of reappointment with Board approval. In the event of a vacancy, the Committee shall nominate a replacement and notify the Board within two months.
- e. Leadership of Task Forces shall be by appointment/approval of the Board.

ARTICLE XII - DISPOSITION OF PROPERTY

Section 1 – Dissolution of Eastrose

a. If Eastrose shall at any time decide to dissolve, all of the property of Eastrose, whether real or personal property, shall be transferred to another Oregon UU congregation.

b. If such plan does not succeed, then the above-described properties 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 the Portland-Metro area.

c. This provision shall apply to all property donated to Eastrose, whether by will or some other manner, unless the donor expressly provides otherwise. If Eastrose dissolves, 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 purchase, 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

Any proposed controlled transaction, which in any single fiscal year would exceed 20% of the budget for that fiscal 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. 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

- A. An Endowment Fund, whose purpose, governance and operational procedures shall be defined by special resolution adopted by the congregation, has been established.
- B. All governmental and regulatory requirements shall be followed.

ARTICLE XV – Non Discrimination

Eastrose shall be open and free to all worshippers. With regard to membership, hiring, contracting, the calling of religious professionals, and all the activities of the Church, we affirm and promote the full participation of all individuals without regard to race, color, gender, physical or mental disability, sexual orientation, age, class, or national origin.

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	AMENDED