

BYLAWS  
of  
PACIFIC UNITARIAN UNIVERSALIST FELLOWSHIP

An Oregon Nonprofit Corporation  
April 10, 2011; revised June, 2022

**SECTION 1. PURPOSE**

1.1 In the discipline of truth, irrespective of its source, and in the spirit of universal love, the members of the corporation, henceforth the Fellowship, unite to strengthen our convictions in the value and need for an open and affirming liberal religion, and through the strength of unity, to give such expression to these convictions as the Fellowship decides. The Fellowship, may engage in any other lawful activity allowed under <sup>1</sup>ORS Chapter 65 (Oregon Nonprofit Corporation Act).

**SECTION 2. DENOMINATIONAL AFFILIATION**

2.1 Denominational Affiliation. The Fellowship shall be a member of the Unitarian Universalist Association (“Association”) of the Pacific Northwest District (“District”) of the Unitarian Universalist Association. It is the intention of the Fellowship to make annual financial contributions equal to its full share as determined by the Association and the District.

**SECTION 3. MEMBERS**

3.1 Membership. Any person may become a member of this Fellowship by signing the membership book. To become a voting member of the Fellowship, a person will be/is in sympathy with the Fellowship’s

purposes, principles, and programs; will have reached the age of eighteen (18), and will make an annual contribution of record.

3.2 Eligibility. The Fellowship welcomes all persons to become members regardless of race, culture, disabilities, gender, age, or sexual orientation. We are a Welcoming Congregation.

3.3 Friends of Fellowship. To become a Friend of the Fellowship, a person shall be/is in sympathy with the Fellowship's purposes, principles, and programs; will have reached the age of eighteen (18).

3.4 Annual Meetings. Annual meetings of members shall be held on the third Sunday of May following Sunday services, unless a different date or time is fixed by the Board of Directors and stated in the notice of the meeting. Business shall be conducted only when a quorum is present. A quorum shall consist of fifty (50) percent of the voting membership plus one. The failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the president, and any other officer or person whom the president may designate, shall report on the activities and financial condition of the Fellowship and the members shall consider and act on other matters that may be raised consistent with the notice requirements of <sup>1</sup> ORS 65.214. At the annual meeting, the membership will elect officers for the upcoming year June through May and approve the budget.

3.5 Regular Meetings. The dates of regular non-business meetings of the members shall be determined by the membership itself, or by any person/s designated by it.

3.6 Special Meetings. Special business meetings may be called at the written request of any five members of the Fellowship. The business to be transacted at all membership's business meetings shall be set forth in the notice of the meeting which shall include an agenda and shall be sent to all members by US Mail or electronically no later than fifteen days prior to the meeting. Signed absentee votes may be submitted.

3.7 Place of Meetings. Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at the Fellowship's church.

3.8 Notice of Meetings. The Fellowship shall notify its members by US Mail first-class, registered or electronic email of the place, date, and time of each annual and special meeting of members no fewer than 15 days before the meeting. Notice shall be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records. Notice of an annual meeting shall describe any matter or matters that must be approved by members under <sup>1</sup>ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting shall describe the purpose or purposes for which the meeting is called.

3.9 Waiver of Notice. Any voting member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the Fellowship for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.10 Record Date. The record date to determine the members entitled to notice of a member's meeting, to demand a special meeting, to vote, or to take any other lawful action, shall be as follows: The record date to determine the members entitled to a notice of a member's meeting shall be 30 days before the day that notice is first mailed or otherwise

transmitted to members in accordance with <sup>1</sup> ORS 65.034, or if notice is waived, then 30 days before the day on which the meeting is held.

3.11 Quorum and Voting. A quorum of the members shall consist of 50% percent of the membership-plus-one of members present immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represent and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of members.

## SECTION 4. DIRECTORS

4.1 Purpose. The Board of Directors shall set policy for the membership. It shall consist of four Executive Committee (four), and three at-large members, for a total of seven. At each annual May meeting, the following officers shall be elected to a one year term of office by a simple majority of eligible voting members present: president, vice-president, secretary, and treasurer. Officers shall remain in office and shall preform the duties usually pertaining to these offices until their successors have been elected and qualified. These officers shall constitute the Executive Committee.

4.2 Powers. All corporate powers and affairs of the Fellowship shall be exercised by or under the authority of the Board of Directors.

4.3 Executive Committee. The Executive Committee shall have general charge of the property of the Fellowship, general charge of the conduct of all business affairs of the Fellowship, and control of its administration, including the appointment of the three at-large members and such committees as it may deem necessary. The Executive Committee shall designate the duties of the at-large members. Three consecutive unexcused absences of any board member from regularly scheduled board meetings shall constitute a board vacancy.

4.4 Nominating Committee. A Nominating Committee of three members who shall not be members of the Executive Committee but shall be appointed by the Executive Committee will be chosen at least 30 days prior to the annual meeting. They, in turn, shall create and issue a list of nominations for Officers of the Board of Directors which shall be sent to all members no later than fifteen (15) days prior to the next meeting.

4.5 Qualification. All members of the Board of Directors and the Nominating Committee, and who are eighteen (18) years of age or older, shall be voting members of the Fellowship.

4.6 Business Meetings. The Board of Directors shall hold a business meeting at least once a month at a time and place designated by the Board. Notice of these meetings shall be given to the members no later than three days in advance.

4.7 Vacancies. A vacancy in the board of directors shall exist on the death, resignation, or removal of any director. Should a vacancy occur for a member-at-large, the Executive Committee may make an outright appointment. Should one of the four elected offices be vacated, the Executive Committee shall appoint a replacement who shall serve until the next annual Pacific Unitarian Universalist Fellowship membership meeting. At said meeting the appointee may opt to appear on the ballot along with any other candidate(s) for the office.

4.8 Resignation. A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under <sup>1</sup>ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

4.9 Removal. A director may be removed at any time, with or without cause, by vote of a majority of the members.

4.10 Quorum and Voting. A quorum of the board of directors shall consist of four (4) directors in office immediately before the meeting

begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

4.11 Committees. The Board of Directors may create one or more committees. Members of these committees need not be members of the board of directors. These committees shall have no power to act on behalf of, or to exercise the authority of the board of directors, but may make recommendations to the board of directors.

4.12 Compensation. Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

4.13 Director Conflict of Interest.

4.13.1 A conflict-of-interest transaction is a transaction with the Fellowship in which a director of the Fellowship has a direct or indirect conflict of interest.

4.13.2 Protection of Non-Profit Status. Neither the Fellowship, the Board, nor any officer or employee of the Fellowship shall take any action or allow any activity or use of Fellowship property which shall endanger the nonprofit corporate status or charitable, tax-exempt status of the Fellowship or its property. A majority of directors, who have no direct or indirect interest in the transaction may be authorized to approve, or ratify the activity. Nothing in these bylaws shall be construed to allow a violation of this section.

4.13.3 A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the

Fellowship when it was entered into or is approved as provided in  
<sup>1</sup>Section 2.18.4.

4.13.4 A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

4.13.5 For purposes of clause (a) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of <sup>1</sup>Section 2.18.4 if the transaction is otherwise approved as provided in <sup>1</sup>Section 2.18.4.

4.13.6 For purposes of clause (b) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in <sup>1</sup>Section 2.18.2 may be counted in a vote of members to determine whether to authorize, approve, or ratify a

conflict-of-interest transaction under clause (b) of <sup>1</sup>Section 2.18.4. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

## SECTION 5. OFFICERS

### 5.1 Compensation and Term of Office.

5.1.2 Any officer may be removed, with or without cause, at any time by action of the board of directors.

5.1.3 An officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under <sup>1</sup>ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Fellowship accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

5.1.4 No removal or resignation as provided in Section 3.2.2 or 3.2.3 shall prejudice the rights of any party under a contract of employment.

5.2 President. The president shall preside at meetings of the board and will act as its principle spokes person. They will assure that the board of directors is advised of all significant matters of the Fellowship's business, shall be the chief executive officer of the Fellowship and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the board of directors or bylaws.

5.3 Vice President. The vice president shall preside at meetings of the board of directors at which the president is absent and, in the absence of



the president, shall have the other powers and perform the other duties of the president. The vice president also shall have other powers and perform other duties that may be prescribed by the board of directors.

5.4 Secretary. The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the Fellowship. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. If the Fellowship has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

5.5 Treasurer. The treasurer shall be the chief financial officer of the Fellowship and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Fellowship. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Fellowship with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the Fellowship as may be ordered by the board of directors, and shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the Fellowship a bond in such amount and with any surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the Fellowship of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the board of directors.

5.6 Assistants. The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Those

assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform those duties that are prescribed by the board of directors.

## SECTION 6. NONDISCRIMINATION

The Fellowship shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## SECTION 7. GENERAL PROVISIONS

7.1 Amendment of Bylaws. These bylaws, so far as allowed by law, may be amended or replaced at a membership (congregational) business meeting by a vote of two-thirds (2/3) of the membership present. Notice of any proposed change and the exact wording of the change shall be contained in the notice of the meeting which shall be sent to all members by US Mail mail or electronically fifteen days prior to the meeting. Any member may address the board of directors within 5 days prior to the scheduled meeting to respond or request further discussions on the amending of the bylaws.

7.1.2 Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

7.2 Inspection of Books and Records. All books, records, and accounts of the Fellowship shall be open to inspection by the directors in the manner and to the extent required by law.

7.3 Checks, Drafts, etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Fellowship shall be signed or endorsed by the person

or persons and in the manner that shall be determined from time to time by resolution of the board of directors.

7.4 Deposits. All funds of the Fellowship not otherwise employed shall be deposited to the credit of the Fellowship in those banks, trust companies, or other depositories as the board of directors or officers of the Fellowship designated by the board of directors select, or be invested as authorized by the board of directors.

7.5 Loans or Guarantees. The Fellowship shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the Fellowship shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a director or officer of the Fellowship.

7.6 Execution of Documents. The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Fellowship. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the Fellowship by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

7.7 Insurance. The Fellowship may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Fellowship, or who, while a director, officer, employee, or agent of the Fellowship, is or was serving at the request of the Fellowship as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the Fellowship may not purchase or maintain such insurance to indemnify

any director, officer, or agent of the Fellowship in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

7.8 Fiscal Year. The fiscal year of the Fellowship shall begin on the first day of July and end on the last day of June in each year.

7.9 Sever-ability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

## SECTION 8. DISSOLUTION

Any action to dissolve the Fellowship must be approved by a three-fourths (3/4) vote of the voting members present, including representation by assigned proxy, at an all-membership meeting. The meeting call procedures are described in Section 3.8. If the membership votes to disband, any net assets of the Fellowship shall be transferred to the Unitarian Universalist Association. Such transfer will be made in full compliance with the applicable laws.

## SECTION 9. INDEMNIFICATION

The Fellowship will indemnify any person who is or was an employee, agent, representative, member of the board of directors, or a committee volunteer of the Fellowship against any liability asserted against such person and incurred in the course and scope of his or her duties or functions with the Fellowship to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others.

The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

## SECTION 10. REAL PROPERTY

The fellowship's real property shall not be purchased, sold, conveyed, or made subject to any lien; and no building shall be erected by the Fellowship unless such purchases, sale, conveyance, encumbrance, or building shall be first authorized by a vote of three-fourths (3/4) of the voting members, including representation by assigned proxy, present at an all-membership meeting. The meeting call procedures will be as described in Article 3.8.

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The bylaws changes were duly adopted by the members of the Pacific Unitarian Universalist Fellowship on June 26th, 2022.

/s/ \_\_\_\_\_  
Becky Thormahlen

Secretary

1ORS Chapter 65 (Oregon Nonprofit Corporation Act).

