

OREGON UNITARIAN UNIVERSALIST VOICES FOR JUSTICE

Bylaws

Adopted September 29, 2014

ARTICLE I. NAME

The name of this organization shall be Oregon Unitarian Universalist Voices for Justice, hereafter referred to as ORUUVfJ.

ARTICLE II. PURPOSE

ORUUVfJ shall be organized and operated exclusively for educational, religious, and charitable purposes which are consistent with the key Unitarian Universalist principles of:

- Upholding the inherent worth and dignity of every person;
- Furthering justice, equity, and compassion in human relations;
- Ensuring the use of the democratic process;
- Protecting religious freedom; and
- Promoting respect for the interdependent web of all existence.

Solely for the above purposes and subject to the limitations stated in the Articles of Incorporation, this organization may engage in any lawful activities, none of which are for profit, for which corporations may be organized under chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and section 501(c)3 of the Internal Revenue Code (or its corresponding future provisions).

The primary purpose of ORUUVfJ is to be a voice of liberal religious conscience in the state of Oregon. We educate and advocate for policies that promote respect, equity, compassion, and global stewardship by empowering Unitarian Universalists and their congregations to exercise their prophetic voice for justice alone and in partnership with other organizations with similar goals.

ARTICLE III. NONMEMBERSHIP

ORUUVfJ shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have

none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Board Duties

The Board of Directors is responsible for overall policy and direction of ORUUVfJ, and may delegate responsibilities to staff and committees. The board shall have the power to:

- a. Review periodically the purposes and mission of ORUUVfJ.
- b. Appoint an executive director who shall be responsible for day to day management of ORUUVfJ, in accordance with policies established by the board. The executive director shall be a member in good standing of an Oregon Unitarian Universalist congregation, or of the Church of the Larger Fellowship and an Oregon resident, and shall report to the board of directors.
- c. Oversee and approve the budget of ORUUVfJ.
- d. Appoint committees to carry out the purposes of ORUUVfJ.
- e. Establish and maintain policies and procedures for administrative and financial management of ORUUVfJ

SECTION 2. Number and Qualifications

The number of Directors may vary between a minimum of three(3) and a maximum of nine(9). Directors must be members in good standing of a Unitarian Universalist congregation in Oregon, or members of the UU Church of the Larger Fellowship and Oregon residents.

SECTION 3. Terms and Elections

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be three years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-third of the Directors shall expire. A Director may be reelected once for a total of no more than six consecutive years of service. After two years off the board, a Director may again be elected to the board. The Board shall elect its own members, except that a Director shall not vote on that member's own position.

SECTION 4. Resignation, Termination, and Absences

Written resignation from the Board is requested. A Director may be terminated from the board due to excessive absences, or more than two unexcused absences from board meetings in a calendar year.

SECTION 5. Removal

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

SECTION 6. Vacancies

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

SECTION 7. Meetings of the Board of Directors

The Board of Directors shall meet at such regular time and place as it shall determine. No other notice of the date, time, place, or purpose of regular Board meetings is required. Special meetings of the Board may be called by the President or by any three Board members with notification to all Board members. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director personally or by telephone, US mail, or email not less than one week prior to the special meeting.

SECTION 8. Alternative Meeting Venue

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all directors participating may simultaneously hear or read each other's communications during the meeting.

SECTION 9. Quorum and Action

A quorum at a board meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

SECTION 10. Action by Consent

The Board of Directors or any committee of the Board of Directors may act without a meeting if, prior or subsequent to such action, all of the directors or committee members shall consent in writing to such action. Such written consent or consents may be executed in counterparts and shall be filed with the minutes of the next regular or special meeting of the board.

SECTION 11. No Salary

Directors shall not receive salaries or other compensation for their Board services but may be reimbursed for expenses related to Board service. Board members may receive compensation for other services to ORUUVfJ, e.g. for preaching or for services provided under a grant.

ARTICLE VI. COMMITTEES

SECTION 1. Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

SECTION 2. Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

SECTION 3. Composition of Committees Exercising Board Authority

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors in office at that time.

SECTION 4. Quorum and Action

A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

SECTION 5. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII. OFFICERS

SECTION 1. Titles

The Officers shall be a President, Secretary, and Treasurer.

SECTION 2. Election

The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

SECTION 3. Vacancy

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

SECTION 4. Duties of Officers

- a. The President shall be the chief officer of the organization and shall act as the Chair of the Board. The President shall be responsible for ensuring timely filing of required reports and forms with the State of Oregon and the Federal Government. The president shall have other powers and duties as may be prescribed by the Board of Directors.
- b. The Secretary shall have overall responsibility for all record keeping and authentication of the records of ORUUVfJ, handle all official correspondence of the Board of Directors, record all proceedings of meetings of the Board, and such other duties as may be prescribed by the Board.

- c. The Treasurer shall receive and safely keep all money and other property of ORUUVfJ entrusted to his/her care, shall disburse the same under the direction and to the satisfaction of the Board of Directors, shall keep full and accurate account of all financial records of the corporation, shall make financial reports as to the financial condition of the organization to the Board of Directors and such other duties as may be prescribed by the Board.

SECTION 5. Other Officers

The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

ARTICLE VIII. AMENDMENT OF BYLAWS

These Bylaws may be amended, or repealed and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present if a quorum is present. Prior to the adoption of the amendment or new Bylaws each Director shall be given at least one week's notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed change to the Bylaws and shall contain a copy of the proposed amendment or new Bylaws.

ARTICLE IX. DISSOLUTION

In the event of dissolution of ORUUVfJ, all of its net assets shall be conveyed to a successor charitable or religious not-for-profit organization consistent with the mission of ORUUVfJ as recognized by the board. The board of directors of ORUUVfJ shall perform all actions necessary to effect such conveyance.