

Code of Regulations of The Unitarian Universalist Fellowship of Lima, Ohio, Inc.

Article I. Name

The name of this incorporated religious society shall be The Unitarian Universalist Fellowship of Lima, Ohio, Inc., an Ohio corporation not for profit. This corporation is hereinafter referred to as the "Fellowship".

Article II. Purpose

The general aim of this Fellowship is to bring individuals together for the study, practice, and promotion of the principles of the Unitarian Universalist faith, in the spirit of love, peace, justice, and truth.

Article III. Denominational Affiliation

This Fellowship shall be a member of the Unitarian Universalist Association.

Article IV. Membership

- A. Any person, 18 years of age or older, who is in sympathy with the purpose and program of the Fellowship may become a member thereof by signing a membership card.
- B. The Secretary shall have custody of all membership cards. The Secretary shall keep a membership book which complies with the provisions of 1702.13 (A) of the Revised Code of Ohio, which provides as follows: "The corporation shall keep a membership book containing the name and address of each member, the date of admission to membership, and in the event of classification of members, the class to which he belongs." There shall be no classification of members of the Fellowship.
- C. A member may resign membership in the Fellowship by directing a letter of resignation to the Board of Trustees. In addition, the Board of Trustees may determine when any member's membership has ceased by reason of removal from the area, lack of participation in its activities or other reason. Any member so removed can appeal to the Membership.
- D. The Board of Trustees shall certify the name of any person whose membership has been terminated to the Secretary who shall record the fact and date of termination in the membership book.
- E. This fellowship affirms and promotes the full participation of persons in all of our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to age, race, color, gender, physical or mental challenge, affectional or sexual orientation, class or national origin.

Article V. Meetings

- A. The regular annual meeting of the members of the Fellowship shall be held in the last quarter (that is, during the months of April, May, or June,) of each fiscal year of the Fellowship at such time and place as shall be fixed by the Board of Trustees.
- B. Special meetings of the Fellowship may be called by any of the following:
 - 1) The President, or in the case of absence, death, or disability, the Vice President.
 - 2) A majority of the Board of Trustees by action at a meeting or in writing signed by them without a meeting.
 - 3) Not less than twenty-five percent of the members by writing signed by them and delivered to the President or Secretary.
- C. Written notice stating the time and place of all meetings, annual or special, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery or by mail not less than ten (10) days before the date of the meeting to each member of the Fellowship. If mailed, such notice shall be addressed to the member's address as it appears on the records of the Fellowship and the mailing of such notice to such address shall constitute notice to such member. The notice shall be given by the Secretary and if the Secretary

fails or refuses to do so, it may be given by the President or by the officer, trustees or persons calling the meeting.

- D. One third of the membership shall constitute a quorum at any meeting thereof.

Article VI. Officers and Their Duties

- A. The officers of the Fellowship shall consist of a President, Vice President, Secretary, Treasurer, and Director of Religious Education. These officers shall be elected at the annual meeting of the Fellowship.
- B. The President shall preside at all meetings of the Fellowship and of the Board of Trustees and perform generally all duties usually incident to such office and such other and further duties as may be from time to time required. The President shall, with the consent and approval of the Board of Trustees, appoint all committees other than the nominating committee.
- C. The Vice President shall perform all duties of the President in case of the latter's absence or disability. In case both the President and Vice President are absent or unable to perform their duties, the members or Trustees may appoint a president pro-tempore.
- D. The Secretary shall perform the following duties: 1) To keep an accurate record of all transactions of the members and trustees. 2) To give all notices required by law and all notices provided by this Code of Regulations or of any working procedures adopted by the Board of Trustees. 3) To keep a proper secretary's book and to properly record therein all minutes of members' and trustees' meetings and such other matters as shall be proper and necessary. 4) To keep the membership book of the Fellowship containing the name and address of each member, the date of admission to membership, and if the membership of such member is terminated, shall record therein the fact and date of termination. 5) To deliver at the expiration of the term of office, all books, papers, and property of the Fellowship to the successor or to the President.
- E. The Treasurer shall receive and safely keep all monies, rights and choses in action belonging to the Fellowship and the same shall be disbursed under the direction of and to the satisfaction of the Board of Trustees. Proper vouchers shall be taken for all disbursements. It shall be the Treasurer's duty to keep an accurate account of finances of the Fellowship on books provided for that purpose and all books and records shall be open for inspection and examination by the Board of Trustees or a committee of the members appointed for that purpose. The Treasurer shall render an account of the standing of the Fellowship at the Annual Meeting of the Members and at such times as the Board of Trustees may require. At the expiration of the term of office, the Treasurer shall deliver all monies, property and rights of the Fellowship to the successor or to the President. The Treasurer may give bond in such amount as shall be required by the Board of Trustees. In the absence of the Secretary, the Treasurer shall record the minutes of all meetings of the Board of Trustees, and of the membership unless another secretary pro-tempore shall be designated at the meeting. The Treasurer shall be custodian of the insurance policies of the Fellowship.
- F. The Religious Education Director shall be responsible as director of the Church School, performing duties incident to this office.
- G. A vacancy in any office shall be filled by the membership at an election to be conducted at a special meeting called for that purpose as promptly as possible after the vacancy occurs. In the case of vacancy in the office of President, the Vice President who has been serving in that capacity may be elected President and a new Vice President shall then be elected.

Article VII. Trustees

- A. The Board of Trustees shall consist of the five elected officers and a designated trustee who shall be the immediate past president of the Fellowship. If the latter is unwilling or unavailable to serve as Trustee, a designated trustee shall be elected by the membership. All members of the Board of Trustees shall be counted for quorum purposes and have a vote, any provision of law to the contrary notwithstanding.

- B. The members of the Board of Trustees shall hold office for one year and until their successors shall be elected and assume the duties of the office.
- C. The Board of Trustees shall have charge and control of the property, business, and activities of the Fellowship subject only to the action of the members in meeting assembled.
- D. The Board of Trustees shall prepare each year a proposed budget for the ensuing fiscal year. The Board shall present it to the members of the Fellowship at the Annual Meeting for consideration, possible amendment, and a simple majority vote on adoption. The proposed budget shall be contained in the notice of meeting.
- E. The Board of Trustees may adopt working procedures not inconsistent with these regulations for governing the conduct of their own meetings. They shall meet at least bi-monthly and whenever a meeting is called by the President or a majority of the Board.
- F. The Board of Trustees may conduct Fellowship business with four or more trustees present.
- G. Vacancies in the Board of Trustees shall be filled by election of the membership at an election to be conducted at a special meeting called for that purpose as promptly as possible after the vacancy occurs.

Article VIII. Terms of Trustees and Officers and Fiscal Year of the Fellowship

- A. The terms of office of the trustees and officers elected at the annual meeting of the Fellowship shall begin on the next following July 1, and end on the June 30, one year later. All trustees and officers shall take office at the beginning of their terms and hold office until the end thereof and until their respective successors shall be elected and assume the duties of office.
- B. In case of a vacancy occurring in the office of any trustee or officer during his term, his successor elected as set forth in Article VI (G) and Article VII (G) above shall take office immediately upon his election and shall serve the unexpired term of the trustee or officer whom he is elected to replace.
- C. The fiscal year of the Fellowship shall begin July 1, and end on the next succeeding June 30.
- D. In case of dissolution of the corporation, after payment or provision for payment of all just claims against it has been made, the remaining assets shall, unless a court of competent jurisdiction shall decree otherwise, be transferred to an organization or persons selected by a vote of the current membership.

Article IX. Committees

- A. There shall be a nominating committee consisting of three members of the Fellowship elected at each annual meeting to make nominations of trustees and officers to be elected at the next annual meeting of the Fellowship. They shall report their nominations to the Secretary not later than six weeks prior to the annual meeting and the Secretary shall include the names of the nominees and the office for which they are respectively nominated in the notice of the next annual meeting of the Fellowship.
- B. At the annual meeting members may make other nominations from the floor with consent of the nominee.

Article X. Adoption

- A. This amended Code of Regulations adopted May 21, 2006 repeals and supersedes the prior Code of Regulations and all amendments thereto and embodies the entire Code of Regulations of the Fellowship from this date.
- B. This Code of Regulations shall go into effect immediately upon adoption by the membership of the Fellowship.
- C. Since there has been some ambiguity and some diversity of opinion regarding the form in which the activities of the Fellowship were to be and were conducted, and since some of its activities, affairs, and business appear to have been conducted by a non profit corporation known as The Unitarian Universalist Fellowship of Lima, Ohio, Inc., which is in this amended Code of Regulations referred to as the Fellowship, while another part appears to have been conducted by an unincorporated association of the membership which seems to have been sometimes referred to in the meetings and minutes as the Fellowship, it is hereby declared the sense of the Fellowship as a part of this amended Code of Regulations that the conduct of all of the activities, affairs, and business of the Unitarian Universalist Fellowship of Lima, Ohio, Inc., and its membership and congregation, shall henceforth be conducted solely and entirely by, and be deemed the acts of, the non profit corporation and that the term "Fellowship" whenever hereafter used in connection with such activities, affairs, and business shall be deemed to refer solely to the non profit corporation.

Article XI. Amendments

The regulations may be amended or repealed in part or entirely in accordance with law at any meeting of the fellowship by a two-thirds vote of those members present and voting. Notice of any proposed amendment or repeal thereof shall be contained in the notice of meeting.

Article XII. Parliamentary Authority

The rules contained in "Robert's Rules of Order" shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with this Code of Regulations and any special rules of order the Fellowship may adopt.

Certificate of Adoption

I, M.D. Wilson, President, and Marilyn Bell, Secretary, of the Unitarian Universalist Fellowship of Lima, Ohio, Inc., hereby certify that the foregoing Code of Regulations was duly adopted by a two-thirds vote of the members of the Fellowship present and voting at a meeting of the membership of said Fellowship duly called and held on May 21, 2006, and that at and throughout said meeting a quorum of such membership was present.

IN WITNESS WHEREOF, we have signed our names hereto at Lima, Ohio, this 21st day of May, 2006.

(Signed)
M.D. Wilson, President

(Signed)
Marilyn Bell, Secretary