

# Bylaws Draft

## Articles IV

### Article IV - The Board of Trustees

#### 4.1 **Composition**

The Board of Trustees will consist of nine (9) Members of the Fellowship. Members of the Board of Trustees will serve for staggered three-year terms, with the exception of the treasurer who may serve two consecutive three-year terms. The Minister and the Director of Religious Education will be ex officio, non-voting members of the Board of Trustees. The President may appoint a Fellowship member as a non-voting Recording Scribe. Quorum for meetings is considered two-thirds of the total number of Trustees.

#### 4.2 **Election**

The Nominating Committee will present a slate of qualified nominees for election to the Board of Trustees; these nominees are then presented for a vote to the members of the Fellowship at the Annual Congregational Meeting. A Trustee who has served at least two years on the Board may be re-elected after a year's absence, with the exception of the Treasurer, who may be elected for a second three-year term contiguously.

#### 4.3 **Leave of Absence and Replacement**

4.3.1 Any Trustee who, without adequate reason submitted to the President, fails to attend three consecutive meetings of the Board of Trustees, will be considered to have resigned from the Board. The Board may grant, for adequate reasons, a leave of absence of up to two months.

4.3.2 If the position of a Board member becomes vacant mid-term, the remaining members of the Board of Trustees will have the authority to fill the position with a replacement to serve until the next Congregational Meeting. At the Congregational Meeting, a candidate will be elected to fill the unexpired portion of the former Board member's term.

#### 4.4 **Duties of the Board of Trustees**

The Fellowship delegates authority to an elected Board of Trustees for the oversight of all governance affairs. The Board of Trustees provides leadership to ensure that the mission of the Fellowship is being served, develops policy, ensures financial sustainability, and provides oversight of operations.

The Board of Trustees will:

- 4.4.1 Work with the Minister to implement the Fellowship's mission;
- 4.4.2 Operate as a unit. Individual trustees have no authority to act or make decisions unilaterally;
- 4.4.3 Govern all property of the Fellowship, including all uses of the buildings and facilities;
- 4.4.4 Reallocate monies within the budget as required by the business of the Fellowship, such reallocation not to exceed five percent of the total budget. Non-budgeted expenditures in excess of five percent of the total budget will require congregational approval;
- 4.4.5 Hire all staff members of the Fellowship except for a Settled Minister, who is hired by the congregation. The Trustees will seek and consider the recommendation of the Minister(s) in the hiring of all staff members;
- 4.4.6 Present a budget for the year at the Annual Congregational Meeting;
- 4.4.7 Approve policies, charters, and other management of the Fellowship;
- 4.4.8 Change Membership status acting on reports and recommendations from the Treasurer, the Chair of Membership, and the minister, if appropriate;
- 4.4.9 On recommendation of the Investment Committee, determine allocation of available monies in the Endowment Fund and the Sustainability Fund;
- 4.4.10 The members of the Board of Trustees will not be individually liable to the corporation or to others for their good faith acts performed as members of the Board of Trustees and in conformance with their duties as specified in these Bylaws;
- 4.4.11 Hold regular meetings which are scheduled and publicized to the congregation in advance, including special meetings of the Board. Meetings and minutes are open to the members of the Fellowship, with the exception of executive sessions involving discussion of personnel, legal, or other sensitive matters.

#### **4.5 Executive Committee**

Members of the Executive Committee consist of the President, Vice President, Past President, Treasurer, and Minister (*ex officio*). The President, Vice President, and Past President serve one year in each position for a consecutive three years. The Treasurer will serve for the duration of their term. The committee will meet on an as-needed basis, including to set the agenda for the next Board of Trustees' Business Meeting. The Executive Committee does not have authority to make binding decisions for the Board of Trustees or other congregational entities.