

BYLAWS OF UNITARIAN UNIVERSALIST BUDDHIST FELLOWSHIP, INC.

Article I. Name

The official name of this organization shall be the Unitarian Universalist Buddhist Fellowship, Inc. (hereafter the “Fellowship”).

Article II. Purpose

The Fellowship shall be a nonprofit religious organization, based upon Unitarian Universalist and Buddhist principles, and managed so as to qualify as a Section 501(c)(3) organization under the U.S. Internal Revenue Code. The purpose of the Fellowship shall be to facilitate dialogue among Unitarian Universalists who are either Buddhists of any tradition or who are interested in learning more about Buddhism. The Fellowship is expressly prohibited from engaging in any activity that would be inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Code.

Article III. Fiscal Year

The fiscal year of this Fellowship shall be July 1 to June 30.

Article IV. Membership

Section 4.01 Conditions for membership

All members are required to maintain voting membership in a Unitarian Universalist congregation and to be in general agreement with the purpose of the Fellowship as stated in these Bylaws. Membership is effective upon the provision of name, address, and other contact information and the payment of dues to the Treasurer, or to a membership coordinator if one has been appointed by the Board.

Section 4.02 Term of membership

The term of membership shall correspond to the fiscal year of the Fellowship. Individuals joining the Fellowship during the last three months of the fiscal year shall maintain their membership until the end of the following fiscal year.

Section 4.03 Benefits of membership

Members are eligible to serve in elective or appointed positions of the Fellowship; to receive the newsletter of the Fellowship; and to attend events of the Fellowship membership.

Section 4.04 Dues

The Board of Directors (hereafter “the Board”) shall determine dues amounts, which shall be revised as needed. Renewal of membership by payment of dues shall be solicited on a yearly basis. Individuals who do not pay dues for two consecutive fiscal years shall be removed from membership and its benefits. The Board has discretion to reduce or waive the dues of individual members in special circumstances and has discretion to remove individuals from membership.

Section 4.05 Friends

The Board has the authority to admit to status as a Friend of the Fellowship under the same conditions required and same terms of members described in Sections 4.01 and 4.02 and with the benefits of receiving the newsletter of the Fellowship and of attending events of the Fellowship membership.

Article V. Officers and Board of Directors

Section 5.01 Eligibility and Election

To be eligible to be elected to be or to maintain a position as an officer or Board member a person must be a member of the Fellowship. The officers of the Fellowship shall be elected by the Board and shall be a President, Secretary, and Treasurer. The Directors at Large shall be elected by the Board to the terms provided in these Bylaws. The Board shall include the officers plus four Directors at Large. One of the Directors at Large will be the Past President, if qualified under Section 5.05. If no one is qualified under Section 5.05, there shall be a Director at Large who shall serve subject to Section 5.07.

Section 5.02 Duties of the President

The President shall serve as chair of the Board and preside at all meetings of the Fellowship, shall serve as official contact between the Fellowship and the UUA, and shall fulfill other duties assigned to the President by the Board or required by law.

Section 5.03 Duties of the Secretary

The Secretary shall maintain official minutes and records of all meetings of the Board and of the Fellowship, shall process all correspondence of the Board or of the Fellowship, and shall fulfill other duties assigned to the Secretary by the Board or required by law.

Section 5.04 Duties of the Treasurer

The Treasurer shall maintain the financial records of the Fellowship, shall maintain the official membership and Friends lists of the Fellowship, shall make a report of the financial health of the Fellowship at each Board meeting, and shall fulfill other duties assigned to the Treasurer by the Board or required by law. The Board is authorized to provide for staff under the direction of the Treasurer to administer financial

matters. The Treasurer shall be bonded. The Board is empowered to have the financial records of the Fellowship reviewed by an independent auditor as the need arises.

Section 5.05 Term of the Past President

The Past President shall serve as a voting member of the Board for one year after her/his term expires.

Section 5.06 Duties of the Directors at Large

The Directors at Large shall attend meetings of the Board and represent the interests of the Fellowship and shall be eligible to be appointed to fill any vacancies in the officer positions listed above pursuant to Section 6.03.

Section 5.07 Terms of office

Terms of all offices shall follow the fiscal year of the Fellowship. The President, Secretary, and Treasurer shall each serve for three years and shall be eligible to serve three consecutive terms. The Directors at Large (other than the Past President serving pursuant to Section 5.05) shall serve for three years and shall be eligible to serve three consecutive terms. A person appointed to serve as Director at Large in the event no Past President is serving as Director at Large pursuant to Section 5.05 shall serve for three years or until a Past President is qualified pursuant to Section 5.05, whichever period is shorter. Officers and members of the Board shall continue in office until their successors are qualified to serve.

Section 5.08 Resignation from office

Any officer or member of the Board who is unable to fulfill the duties of office shall resign in writing to the President or, in the case of the resignation of the President, to the Secretary.

Section 5.09 Meetings of the Board of Directors

The Board is empowered to meet as needed to conduct the business of the Fellowship. Meetings by conference call qualify as official meetings to conduct the business of the Fellowship. A majority of existing Board members are needed to constitute a quorum of the Board. Notice of Board meetings shall be sent to Board members one week in advance of a meeting. Notice shall include an agenda, and the meeting called shall be limited to the agenda in the notice. Notice of Board meetings shall be sent to Board members by mail, telephone, or electronic mail.

Section 5.10 Powers of the Board

The Board retains all powers in the governance of the Fellowship, subject to these Bylaws.

Article VI. Elections

Section 6.01 Nominating Committee

The Nominating Committee shall consist of a subcommittee of the Board to be appointed by the Board. The Nominating Committee is directed to attempt a balance of Board members from different Buddhist traditions.

Section 6.02 Removal from office

A member of the Board can be removed from office by a majority vote of the other remaining members of the Board on the grounds of dereliction of duty, incapacity, or unethical behavior that is damaging to the Fellowship in the opinion of the Board.

Section 6.03 Vacancies

If a vacancy occurs in a Board or officer's position, these procedures shall be followed:

- (a) President, Secretary, or Treasurer shall be succeeded by one of the Directors at Large, appointed by the remaining members of the Board, to fill the remainder of the term.
- (b) Directors at Large who do not complete their terms of office shall be succeeded by members of the Fellowship appointed by the remaining Board members, to fulfill the remainder of their term.

Article VII. Committees

The Board is empowered to create such committees as it deems necessary to further the purpose of the Fellowship and to appoint members to serve on those committees.

Article VIII. Chapters

The Board shall have sole authority to recognize and list individual chapters of the Fellowship but will have no oversight or responsibility for them nor be liable individually or collectively for any action or inaction of any chapter. The Board can remove individual chapters from recognition at its discretion. The Board can determine conditions for recognition, maintenance and termination of chapter recognition.

Article IX. Revision or Amendment of Bylaws

Revision or amendment of these Bylaws requires a two-thirds vote of the Board members present at a legally constituted meeting of the Board. Notice of such meeting and text of any proposed amendment or revision must be sent to the Board at least one week in advance of the vote.

Article X. Robert's Rules

Any issue of procedure not explicitly addressed in these Bylaws will be determined in accordance with the most recent edition of *Robert's Rules of Order*.

Article XI. Dissolution

The Fellowship shall be dissolved only by a two-thirds vote cast by a mailed ballot returned by a minimum of two-thirds of the existing members of the Board. In event of dissolution all assets shall be distributed to the UUA or its successor, provided that the UUA or its successor enjoys Section 501(c)(3) status under the U.S. Internal Revenue Code. If the UUA or its successor does not qualify to receive such distribution, all assets on dissolution will be distributed by the Board to an organization enjoying Section 501(c)(3) status under the U.S. Internal Revenue Code which is supportive of liberal religious values.

Article XII. Operations

Section 12.1 Contracts.

The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fellowship. The Board may authorize any other officer or officers, agent or agents of the Fellowship, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fellowship, and such authority may be general or confined to specific instances.

Section 12.2 Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Fellowship, shall be signed by either the President or by such officer(s) or agent(s) of the Fellowship as set forth in Board policies. The other officers of the Fellowship shall have authority under this Section 12.2 as is from time to time to be determined by the Board and set forth in Board policies.

Section 12.3 Deposits.

All funds of the Fellowship shall be deposited from time to time to the credit of the Fellowship in such banks, trust companies or other depositaries as the Board designates.

Section 12.4 Books and Accounts.

The Fellowship shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Fellowship shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

Article XIII. Indemnity, Limited Liability, and Insurance

Section 13.1 Indemnification.

The Fellowship shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Fellowship against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Fellowship. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Fellowship shall indemnify any employee who is not a Director or officer of the Fellowship, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Fellowship. The Fellowship may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

Section 13.2. Limited Liability of Directors, Officers.

Except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or officer is not liable to the Fellowship, its members or creditors, or any person asserting rights on behalf of the Fellowship, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the Fellowship or its members in connection with a matter in which the Director or officer has a material conflict of interest;
- (b) A violation of criminal law, unless the Director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the Director or officer derived an improper personal profit or benefit; or
- (d) Willful misconduct.

13.3. Limited Liability of Volunteers.

Except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

- (a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
- (b) Willful misconduct;

- (c) If the volunteer is a director or officer of the Fellowship, an act or omission within the scope of the volunteer's duties as a director or officer;
- (d) An act or omission for which the volunteer received compensation or any thing of substantial value instead of compensation; or
- (e) Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

13.4. Purchase of Insurance.

The Fellowship may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Fellowship, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Fellowship at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Fellowship, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Fellowship would have the power to indemnify him or her against such liability under the provisions of this Article XIII.

Approved at a meeting of board held May 22, 2024.

Officers : Judy Zimmerman

Judy Zimmerman, President

Samuel A. Trumbore

Sam Trumbore, Secretary

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