

Minutes of the  
May 23, 2010, BUSINESS MEETING  
of the  
UNITARIAN UNIVERSALIST FELLOWSHIP of LOS GATOS

The meeting was called to order by Paul Yeadon, UUFLG Board of Trustees President, at 12:05PM.

A count of Members present was made and determined to exceed the minimum 20% quorum required by the UUFLG Bylaws. There were 25 Members present for the entire Meeting and there were 36 absentee ballots submitted to the Board Secretary prior to the beginning of the Meeting.

Six agenda items were presented to the Members for consideration. Wording and information concerning the items was distributed by mail to all Members two weeks prior to the Business Meeting. The six items and their disposition were as follows:

1. Election of Members to fill UUFLG Board Trustees positions.

On July 1, 2010, there are five positions to be filled on the UUFLG Board of Trustees. Five Members names were placed in nomination to fill the respective positions as follows:

<u>Position</u>	<u>Nominee</u>
Secretary	- Jim Stahl
Treasurer	- Irving Yabroff
Membership Trustee	- Katie Stubstad
Lifespan Learning Trustee	- Moira Sullivan
Social Justice Trustee	- Walt Main

After a call for discussion a vote was taken of the present Members and a count of votes from absentee ballots was reported by the UUFLG Secretary. All nominations were confirmed. There was one write-in vote from an absentee ballot, however the write-in name had not been placed in nomination and the vote could not be counted.

2. Election of Members to the Nominating Committee.

On July 1, 2010, there are five positions to be filled on the UUFLG Nominating Committee. Five Members names were placed in nomination to fill the respective positions as follows:

Lynn O'Keefe  
Lou Yabroff  
Edna Windes  
Jim Beebe  
Jennifer Dadek

After a call for discussion a vote was taken of the Members present and a count of votes from absentee ballots was reported by the UUFLG Secretary. All nominations were confirmed.

### 3. Approval of Amendments to the Bylaws of the UUFLG.

Prior to the Business Meeting, a three person working group selected by the UUFLG Board of Trustees reviewed the Fellowship Bylaws to develop recommended changes and updates. A full set of Bylaws amendments recommend by the working group was distributed by mail to all Members two weeks before the Business Meeting.

In response to a call for discussion, two issues were raised.

- A typographical error was noted in the proposed effective date for the amendments. A motion was made to modify the proposed Bylaw Amendments to reflect an effective date of May, 23, 2010. The motion was agreed to by all Members present.
- A concern was raised relative to the change to Section VI, subparagraph 1., regarding setting dates for the Yearly Business Meeting. A suggestion was made that a fixed date for the meetings be included in the Bylaws rather than a date to be determined by the Board of Trustees each year. The concern was with adequate notification to the Members to allow planning of other Fellowship activities. After discussion it was agreed that the concern could be resolved as a policy resolution by the Board rather than a modification to the Bylaws.

A vote was taken of the Members present and the Amendments to the Bylaws, including the correction of the typographical error, were approved. The UUFLG Secretary reported that all absentee ballots supported the proposed amendments. The approved amended Bylaws are included as Attachment 1.

### 4. Authorization for the UUFLG Board of Trustees to hire Consulting Ministers for the UUFLG.

The current UUFLG Settled Minister, Rev. Victoria Ingram, has advised the Members that she will leave her position with the UUFLG at the end of June, 2010. Accordingly, the UUFLG Board of Trustees has requested it be given authority by the Members to recruit and hire a Consulting Minister to fill the position on what would be a less than full time basis. Information was provided to the Members prior to the Business Meeting regarding the proposed Ministerial approach.

After a call for discussion, a vote of the Members present was held and yielded a unanimous affirmative vote. The Board Secretary reported that the votes cast by absentee ballot were also in favor of the authorization. Authority is therefore granted to the Board of Trustees to hire a Consulting Minister as requested.

5. Approval of the UUFLG Operating Budget for the fiscal 2011 year beginning July 1, 2010.

Two alternate budgets for fiscal year 2011 were presented for approval. One reflected hiring of a half-time Consulting Minister and the second reflected hiring Sunday Only Consulting Minister.

In response to a call for discussion, it was noted that a recent survey of the Members had strongly favored the half-time Consulting Minister approach over the Sunday Only Consulting Minister approach. A motion was made to approve one budget reflecting a half-time Consulting Minister rather than both alternate budgets. A vote of the Members present accepted the motion. The Secretary reported that the votes cast by absentee ballots supported both budgets as proposed. By vote of the Members present, the one budget reflecting hiring a part time Consulting Minister was approved. The approved budget is included as attachment 2.

6. Approval of a resolution of thanks to Rev. Victoria Ingram for her contribution to the UUFLG.

A resolution of thanks from the UUFLG to Rev. Victoria Ingram was proposed. A vote by the Members present was unanimous for approval of the resolution. The Secretary reported that the vote from absentee ballots was also unanimous in the affirmative.

A motion was made to extend the resolution of thanks to include Carl Ingram and the motion was approved by unanimous vote of the Members present.

The approved resolution of thanks is included as attachment 3.

There being no further business before the Members a motion was made to close the Business meeting. The Members present approved the motion and the meeting was adjourned.

Minutes prepared by

Jim Stahl  
UUFLG Board of Trustees Secretary



BYLAWS OF  
THE UNITARIAN UNIVERSALIST FELLOWSHIP OF  
LOS GATOS  
A CALIFORNIA RELIGIOUS NON-PROFIT CORPORATION  
May 23, 2010

**I. NAME**

The name of this organization shall be The Unitarian Universalist Fellowship of Los Gatos and the organization may be known as the Los Gatos Unitarian Fellowship and the Unitarian Fellowship of Los Gatos (the "Fellowship"). The Fellowship shall be organized as a California Religious Non-Profit Corporation.

**II. PURPOSE**

The purposes of the Fellowship shall be:

To maintain a society for the enrichment and ennoblement of human life, a society without bondage to doctrine or to the dictates of any one creed.

To further the search for truth and the exploration of ethical concerns for humanity.

To promote the Unitarian Universalist cause of liberalism, the spirit of universal brotherhood and sisterhood, and service to all humanity.

To implement the current Mission Statement as approved by the membership of the Fellowship at a business meeting.

**III. DENOMINATIONAL AFFILIATION**

This society shall be a member of the Unitarian Universalist Association (UUA) and of UUA's Pacific Central District (PCD). It is the intention of this society to make annual financial contributions equal to its full fair share as determined by the Association and the District.

**IV. STATEMENT OF NON-DISCRIMINATION**

This congregation affirms that membership is open to all adults. Hiring shall be based on character and abilities, not such things as ethnic background, age, sexual/gender orientation or disabilities.

The congregation is committed to creating and maintaining a church community in which all people can worship, learn, and be together in an atmosphere free of all forms of discrimination, harassment, abuse, exploitation, and/or intimidation.

The Board of Trustees shall publish a written Policy regarding non-discrimination and abuse prevention, including means for airing and addressing any grievances.

## **V. MEMBERSHIP**

### 1. Qualifications

This society shall welcome into membership any person who supports the purposes stated above, is either at least eighteen years of age or has completed the Coming of Age program, and who has signed the membership book.

### 2. Voting

Any person, in order to vote at a business meeting, must have been a member of the Fellowship for thirty days immediately preceding such meeting.

### 3. Financial contribution

It is expected that members of the Fellowship shall make a financial contribution of record each fiscal year.

### 4. Lifetime members

Lifetime membership may be bestowed on longtime members by the Board of Trustees. Lifetime members are not required to make a financial contribution and may not vote, but are entitled to all other benefits of membership.

### 5. Discontinuing membership

Upon written request, any member may withdraw from membership. Members who have died, moved from the area, can not be located or who have not within the previous fiscal year contributed their financial support may be removed from membership by the Board of Trustees

## **VI. MEETINGS**

### 1. Business meetings

The regular business meeting will be held each year, the exact date to be set by the Board of Trustees prior to the end of the preceding calendar year. At that meeting, the membership will adopt the budget for the coming year, and will conduct such elections as are called for elsewhere in these bylaws. Matters not mentioned in the call for the meeting may be considered.

The Board of Trustees may call special business meetings of the Fellowship at any time. The board will consider a request for a special business meeting

from any member. The board is required to call a special business meeting upon receiving a petition signed by ten percent of the members. The petition must list the matters the meeting is to consider.

## 2. Notice

The Secretary shall mail to the membership notice of any business meeting at least ten days prior to the meeting. The notice shall include a statement of the business to be considered and such supporting documents as are appropriate, such as a proposed budget.

## 3. Absentee and Mail ballots

Members entitled to vote shall be permitted to vote in person or by absentee ballot. Members may submit an absentee ballot for all non-amended resolutions or elections using the ballot sent to the members with the notice. All absentee ballots must be submitted to the Board Secretary prior to the scheduled start of the business meeting.

The Board of Trustees shall determine if voting will take place by mail instead of at a membership meeting. If a vote is to take place by mail, all ballots are to be mailed to members at least fourteen days before ballots are to be counted.

## 4. Write-in Votes

Write-in votes for an open position will be counted only if the person being voted for has been nominated by one of the methods in subparagraph 6, below.

## 5. Quorum

Except as otherwise specified in these bylaws, a quorum shall consist of twenty percent of the voting members. Absentee ballots do not count as part of the quorum.

## 6. Election matters

### a. Nomination by petition.

Nominations may be made for candidates for election by written petition signed by any voting member and by the nominee, delivered to the Secretary at least fifteen (15) days prior to the date of the meeting.

### b. Nomination from the floor.

Nominations from the floor are always allowed. Nominations from the floor require the assent of the nominee, either verbal if the nominee is present or submitted to the Secretary in writing if the nominee is not present.

c. Unfilled Positions

The Board will solicit a candidate from the Nominating committee for each unfilled position. If no acceptable candidate is presented, the Board will make a selection. A vote of the majority of the Board of Trustees will be required to seat the candidate until the next Business meeting.

d. Separation of certain committees

A person may not serve at one time on more than one of the Nominating Committee, the Board of Trustees, and the Committee On Ministry.

7. Parliamentary Authority and Parliamentarian

The President of the Fellowship may appoint an individual to serve as Parliamentarian for any business meeting. The parliamentary authority shall be The Standard Code of Parliamentary Procedure by Alice Sturgis.

## **VII. BOARD OF TRUSTEES**

### Section 1. - Duties of the Board

The Board of Trustees shall conduct the affairs of the Fellowship as directed by these bylaws and by policies established by the members. The Board's responsibilities not described elsewhere are:

- a. Furthering the Purposes of the Fellowship as described in Article II through creating and implementing long and short-term plans and setting policy.
- b. Appointing an Audit Committee which will examine the Fellowship's books and accounts.
- c. Establishing guidelines with respect to restricted gifts and budget adjustments.
- d. Defining the purposes, goals, and limitations of all committees, including such new committees as may be required.
- e. Approving all staff position actions including hiring, termination, performance reviews and contracts. Performance reviews shall be prepared yearly by a three member subcommittee selected by the Board of Trustees.
- f. In absence of a Settled Minister, and with Membership approval, hiring of an Interim Minister; or defining the scope of position(s) of Consulting Minister(s) and hiring one or more part-time Consulting Minister(s) to fill the defined position(s).

### Section 2. Board Meetings

- a. A quorum of the Board shall be a majority of the serving board Members.
- b. The Board of Trustees shall hold regular monthly meetings. Special meetings of the Board of Trustees shall be held upon four days prior notification to all Board of Trustees members.
- c. All regular and special meetings of the Board of Trustees shall be open to the membership. The membership shall be notified of the time, date and place of all regular meetings. Publication in the Fellowship newsletter shall constitute adequate notice of a regular meeting.
- d. The Board of Trustees may go into closed session to discuss confidential personnel, membership, or legal issues.

### Section 3 – Trustee's Qualifications

All Trustees shall be members of the Fellowship for at least one year.

### Section 4 - Officers and Other Trustees.

The board is composed of four officers, President, Vice President, Treasurer, and Secretary plus six other trustees: of Building and Grounds, of Sunday Programs, of Social Action, of Lifespan Learning, of Membership and of Community Visibility.

### Section 5. - Election and term

Trustee positions shall be filled by election at the Business meeting just preceding the expiration of the position's current term. Trustees shall serve for a two-year term beginning on the first of July.

No member of the Board of Trustees shall serve more than six consecutive years on the Board of Trustees, nor more than four consecutive years in the same Board position.

The President, Vice President, trustee of Building and Grounds, trustee of Sunday Programs and trustee of Community Visibility shall be elected at the regular Business meeting in odd years and all other trustees in even years.

Vacancies on the Board will be filled by the Board until the next regular Business meeting.

### Section 6. – Committee Chairs

Any board member whose duties include chairing a committee may, with board approval, delegate that chairmanship to another member.

### Section 7. – Duties of the Trustees



- e. The President shall preside at meetings of the Board of Trustees and of the membership, and represent the membership on all appropriate occasions.
- f. The Vice President shall assist the President and shall assume the President's duties when the President is absent. The Vice President is also responsible for the leadership and facilitation of long term planning.
- g. Secretarial duties shall include recording the minutes of the Board of Trustees meetings and the business meetings, giving notice of business meetings, and handling official correspondence.
- h. The Treasurer shall be responsible for the receipt and disbursement of all Fellowship moneys, and keep a complete accounting of the finances. The Treasurer shall chair the Finance committee and the Endowment Committee.
- i. Trustees for Building and Grounds, Sunday Programs, Social Action, Lifespan Learning, Membership, and Community Visibility shall chair their respective committees and report to the Fellowship Members and Board on their activities.

## **VIII. ENDOWMENTS AND RESTRICTED GIFTS**

### Section 1.

The Board must approve the acceptance of any gifts or endowments that have restrictions on their use. Restricted gifts shall be added to an appropriate endowment or reserve fund or other account consistent with the terms of the gift.

### Section 2.

The Endowment Committee will be responsible for accounting for Endowment Funds.

Requests for expenditures from Endowment funds shall be made to the Endowment Committee which will submit its recommendation to the Board of Trustees for disposition.

### Section 3.

If a gift is not restricted or otherwise conditioned by the donor, the Board may add the gift to current income or to an appropriate operating fund or reserve fund as deemed in the best interests of the Fellowship.

## **IX. NOMINATING COMMITTEE**

### 1. Composition

The committee will be composed of five persons who have been members of the Fellowship for at least one year.

## 2. Election and Term

The committee will be elected by the members at the regular Business meeting to serve for one year beginning July 1. A committee member may not serve more than two years in succession.

Vacancies will be filled by the board.

## 3. Duties

To study the needs and leadership requirements of the Fellowship

To publicize and solicit qualified candidates for any elective positions that are not filled.

To interview prospective nominees, to familiarize them with the responsibilities of the position being considered, and to secure their consent to serve if elected in accordance with job descriptions of the position provided by the Board.

The Nominating committee shall notify the congregation of its nominations at least twenty days before the vote by posting the nominations at the regular meeting place of the Fellowship and by such other means as are in regular use.

# **X. SETTLED MINISTERS**

## 1. Qualification

The minister shall be in Fellowship or Preliminary Fellowship with the Unitarian Universalist Association.

## 2. Duties

The minister shall be responsible for the conduct of worship within the congregation and for the Fellowship's spiritual interests and affairs, with complete freedom of the pulpit and of public speech. The minister will be an ex-officio participant in board meetings and will be welcome at meetings of other committees.

## 3. Search committee

The ministerial search committee will be composed of seven members, elected by the congregation.

## 4. Call

The minister shall be called, upon recommendation of the ministerial search committee, by a four-fifths majority of voting members present and voting at a special membership meeting called for the purpose. The quorum for such a meeting shall be forty percent of the voting members.

5. Dismissal

Prior to any consideration of dismissal of the Minister, the Board of Trustees shall avail itself of mediation assistance available through the UUA or PCD to attempt to resolve any issues or disagreements.

Dismissal of a minister requires a majority vote of the members present and voting at a membership meeting. Notice that the meeting will consider the minister's dismissal must be mailed to the members thirty days before the meeting.

6. Contract requirements

The minister's contract must provide that the contractual relationship may be dissolved by either party for any reason upon three months written notice.

**XI. NOT USED**

**XII. FISCAL YEAR**

The fiscal year of the Fellowship shall run from July 1 to June 30 of the following year.

**XIII. AMENDMENTS**

These bylaws may be amended at any business meeting of the Fellowship by a two-thirds (2/3) vote of eligible voting members represented at the meeting and voting, provided that proposed changes have been sent to the eligible voting members in writing along with a written notice of the meeting at least fourteen (14) days prior to such meeting.

**XIV. PUBLIC POLICY RESOLUTIONS**

Resolutions on matters of public policy shall require a two-thirds (2/3) majority of those eligible members present and voting at a business meeting. Voting for such action shall be by secret ballot. A record of these policies shall be published by the Board.

**XV. EXPENDITURES AND PURCHASES**

1. Unbudgeted expense

- a. The Board is responsible for authorizing non-budgeted expenditures up to ten percent of the operating budget, providing adequate funds exist in reserve accounts.
- b. Unbudgeted purchases or expenditures costing more than ten percent of the operating budget must be approved at a business meeting by a majority vote of eligible members present and voting.

## 2. Emergency expense

In case of an extraordinary event that involves the safety of the members of the general public or structural integrity of the building or any real property owned by the Fellowship, or if any public authority requires it, the Board of Trustees is authorized to spend the money necessary to meet the requirements of public safety.

## 3. Instruments issued

Notes, bonds, or other instruments issued by the Fellowship become a debt obligation of the total membership and, as such, must be approved by the members in accordance with Section 2 of this article. If a lender or holder of such an instrument requests in writing the repayment of a note or repurchase of the instrument because of financial hardship, it shall be the policy of the Fellowship to make every effort to repay or find a buyer for said obligation as soon as practical.

## 4. Endowment expenditures

The Board of Trustees is responsible for authorizing any expenditure from any of the Endowment funds, as recommended by the Endowment Committee. Dispersal of any fund principal requires the approval of two-thirds of the membership.

## **XVI. NOT USED**

## **XVII. DISSOLUTION**

Should this Fellowship's membership or the membership and Board vote to dissolve in accordance with California Corporation Code, Section 9680, any outstanding liabilities shall be satisfied and any remaining assets of the society will be transferred to the UUA or an organization or fund affiliated with the UUA for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

## **XVIII. EFFECTIVE DATE**

These bylaws shall become operative following their adoption by the membership and following their review by qualified legal counsel.

## **XIX. COMMITTEE ON SHARED MINISTRY (COM)**

The committee serves as a support group for the minister and promotes shared ministry within the congregation.

The committee shall be composed of up to three Fellowship members selected by the minister in consultation with the board. Committee members shall not serve more than four years out of six.

Attachment 2, Approved Budget

<b>Unitarian Universalist Fellowship of Los Gatos</b>			
<b>Proposed 2010-2011 Budget</b>			
	<b>2010-2011</b>		<b>2010-2011</b>
	<b>Half-time</b>		<b>Half-time</b>
	<b>Minister</b>		<b>Minister</b>
<b>Income</b>		<b>Expenses (continued)</b>	
Pledges received during the drive	108,574	550 Building Committee	
Pledges received after the drive	3,000	551 Bldg. Oper. & Maint.	800
400 Pledges Made	111,574	552 Custodian Services	4,800
405 Pledges Written Off	-3,000	553 Grounds Oper. & Maint.	900
Pledges Paid	108,574	554 Gardening Service	1,800
410 Contributions	3,000	<b>Total 550 Building Committee</b>	<b>8,300</b>
420 Sunday Collections	3,500	560 Sunday Programs	
430 Fund Raising		562 Speakers	6,000
431 Auction	8,000	563 Program Costs	
432 Boutique	1,677	563.1 Music	6,500
437 Fair Trade Coffee	0	563.2 Service Supplies	100
438 Special Fund Raising	500	<b>Total 563 Program Costs</b>	<b>6,600</b>
<b>Total 430 Fund Raising</b>	<b>10,177</b>	565 Mileage	1,200
460 Building Rental	8,000	<b>Total 560 Sunday Programs</b>	<b>13,800</b>
465 Interest and Dividends	75	570 Social Action Committee	0
<b>Total Income</b>	<b>133,326</b>	580 Lifespan Education Committee	
		581 Children & Youth Education	400
<b>Expenses</b>		583 Child Care	
500 Board of Trustees		584 Teachers Salaries	5,400
508 Canvass Expenses	300	585 Background Checks	50
509 Long Range Planning	0	<b>Total 580 Lifespan Education Committee</b>	<b>5,850</b>
<b>Total 500 Board of Trustees</b>	<b>300</b>	590 Membership Committee	
510 Minister	41,312	591 Directory and Brochures	200
511 Salary and Housing		592 Member Information System	100
512 Insurance plus		<b>Total 590 Membership Committee</b>	<b>300</b>
513 Professional Expense		593 Caring Committee	0
<b>Total 510 Minister</b>	<b>41,312</b>	610 Fellowship Obligations	
520 R.E. Director		611 UUA Support	5,936
521 Salary	10,000	612 PCD Support	2,438
<b>Total 520 R.E. Director</b>	<b>10,000</b>	613 Reserve Payments	
530 Finance Committee		<b>Total Fellowship Obligations</b>	<b>8,374</b>
532 Bookkeeping Expenses	600	620 Utilities	
<b>Total 530 Finance Committee</b>	<b>600</b>	621 Water	800
540 Administration		622 PG&E	1,900
541 Administrator		623 West Valley Disposal	250
541.1 Salary	10,000	<b>Total 620 Utilities</b>	<b>2,950</b>
<b>Total 541 Administrator</b>	<b>10,000</b>	630 Insurance	
542 Office Expenses		631 Building Insurance	2,720
542.1 Office Supplies	1,800	632 Workman's Comp.	1,224
542.3 Kitchen Supplies	400	<b>Total 630 Insurance</b>	<b>3,944</b>
<b>Total 542 Office Expenses</b>	<b>2,200</b>	640 Taxes and Fees	
543 Web Site plus DSL	120	642 Payroll Taxes	3,490
544 Newsletter Pub. & Mailing	500	646 Fees and Assessments	1,500
545 Publicity	500	<b>Total 640 Taxes and Fees</b>	<b>4,990</b>
546 Telephone	1,600	650 Loan Payments	
<b>Total 540 Administration</b>	<b>14,920</b>	652 4th Loan Set	11,801
		653 5th Loan Set	5,885
		<b>Total 650 Loan Payments</b>	<b>17,686</b>
		<b>Total Expenses</b>	<b>133,326</b>
		<b>Net Operating Income</b>	<b>0</b>

**Resolution  
of the  
UNITARIAN UNIVERSALIST FELLOWSHIP  
of  
LOS GATOS**

May 2010

The Unitarian Universalist Fellowship of Los Gatos wishes to extend its warmest thank you to Rev. Victoria Ingram for her kind and dedicated service to the Fellowship as our Settled Minister.

We understand that all things must come to an end and every individual must pursue new opportunities as they are presented. We are left with a mixed feeling of loss for ourselves and well wishes for Victoria.

Victoria has helped us grow and be better in many ways. We trust she will be received by her new congregation with joy to counter our sorrow.

We also wish to extend our warm thanks to Carl Ingram for his support and recognize his contribution to our Fellowship.

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Paul Yeadon  
President of the Board of Trustees  
of the Unitarian Universalist Fellowship of Los Gatos  
Los Gatos, California