

## **INTRODUCTION TO APPLICATION**

**Open Door Unitarian Universalist Fellowship (ODUUF) has had a long and unique journey in our quest to obtain eligibility to file for membership in the Unitarian Universalist Association of Congregations (UUA). Although not required, ODUUF desires to include a brief chronological documentation of that journey. The included proposal/survey, provided by Tom Gaston, concludes there is room for two UUA Congregations in our area. ODUUF greatly desires to be one of those congregations.**

**ODUUF is a breakaway congregation founded by nine (9) former members of the Unitarian Universalist Congregation of Owensboro (UUCO). ODUUF covenants to be positive towards UUCO. A few of our members have attended public services and events held at UUCO, and we even have a member that has dual membership. We are excited about the possibilities. Our goal is to work together with UUCO when appropriate to educate the local community about our UU principles and traditions.**

**Any member of our Executive Board will be happy to assist if there are any questions.**

# Check List

Use this list to make sure your application is complete. Please include this checklist with your application.

Name of Congregation: Open Door Unitarian Universalist Fellowship  
of Owensboro, Ky

- Application from the congregation
- List of charter members
- The congregation's Articles of Incorporation
- The congregation's Bylaws
- Check to the UUA for the Annual Program Fund
- Recommendation from the Regional Lead
- Recommendation from the District or Regional President
- Recommendation from a local UUMA chapter minister
- Recommendation from a UUA Growth Specialist

Dual

Dual

# UUA Membership Application

Date of application: February 9, 2015

On November 4, 2012, the Open Door Unitarian Universalist Fellowship of

Owensboro, Kentucky

was organized with 36 charter members.

The following are the elected officers:

President: Roger H. Ingram

Address: \_\_\_\_\_

Phone/ \_\_\_\_\_

Email: \_\_\_\_\_

Vice President: Dixie Collinson

Address: \_\_\_\_\_

Phone/ \_\_\_\_\_

Email: \_\_\_\_\_

Secretary: Randy Shelby

Address: \_\_\_\_\_

Phone/ \_\_\_\_\_

Email: \_\_\_\_\_

Treasurer: Barbara R. Ingram

Address: \_\_\_\_\_

Phone/ \_\_\_\_\_

Email: \_\_\_\_\_

**Name and Address of Meeting Place:**

Open Door Unitarian Universalist Fellowship  
1700 Parrish Plaza Drive – Suite 100-200  
Owensboro, KY 42303

**Official Mailing Address (will be used in UUA Directory):**

Open Door Unitarian Universalist Fellowship  
2514 Heartland Greens Pt  
Owensboro, KY 42303

**Name and Address of Nearby Congregations / Ministers:**

Unitarian Universalist of Owensboro  
1221 Cedar Street  
Owensboro, KY 42301

Minister: Rev. Dr. Claudia A. Ramisch  
(Not UUA certified, nor UUMA chapter minister)

Unitarian Universalist Church of Evansville  
2910 East Morgan Avenue  
Evansville, Indiana 47711  
Minister: Lay Lead

Unitarian Universalist Church of Bowling Green  
2033 Nashville Road  
Bowling Green, KY 42101  
Phone: 270-842-4060

Minister: Rev, Peter Connolly  
UUA certified

Subscribing to the principles of the Association, including the stated policy of the UUA that applying congregations welcome into membership all qualified persons "without regard to race, color, sex, affectional or sexual orientation, age, or national origin," and pledging to support the Association, it is the desire of this congregation to become a member of the Unitarian Universalist Association. We herein enclose with this application:

- 1) a list of charter members;
- 2) the Articles of incorporation with the appropriate dissolution clause;
- 3) the Bylaws of the congregation, and;
- 4) an initial contribution of \$810.00, which is not less than the suggested Fair Share of the Annual Program Fund, pro-rated for the portion of the UUA fiscal year remaining as to the date of this application.

Additionally a initial contribution to MidAmerica pro-rated for the portion of the fiscal year remaining as to the date of this application in the amount of \$310.50 has been sent to their office in Roseville, MN.

Respectfully submitted,

<i>Roger H. Ingram</i>	INGRAM	2-11-15
President or Leader	Sign Full Name & Print Last Name	Date

<i>Randy Shelby</i>	Shelby	2-11-15
Secretary	Sign Full Name & Print Last Name	Date

**CHARTER MEMBERS** (adopted with initial by-laws dated May 26, 2013)

**OPEN DOOR UNITARIAN UNIVERSALIST FELLOWSHIP  
OF OWENSBORO, KY**

	<b>Name</b>	<b>Address</b>
1	Adkins, Emily	
2	Bastin, Martie	
3	Burns, Pam	
4	Collinson, Dixie	
5	Crowe, Terri	
6	Elliott, Mark	
7	Fentress, JP	
8	Gaston, Maggie	
9	Gibson, Molly	
10	Goodall, Sara	
11	Head, Stacy	
12	Hughes, Mary	
13	Ingram, Barbara	
14	Ingram, Roger	
15	LeHardy, Marie-Anne	
16	Macon, David	
17	Maxwell, Wendol	
18	McCulley, Mary	
19	McLaughlin, Bill	
20	Noffsinger, Nikki	
21	Reynolds, Brad	
22	Reynolds, Daniel	
23	Reynolds, Joan	
24	Reynolds, Susan	
25	Robinson, Janet	
26	Robinson, Laura	
27	Rowans, David	
28	Randy Shelby	
29	Spencer, Bethany	
30	Stuart, Ann	
31	Stuart, Madison	
32	West, Dean	
33	West, Gail	
34	Wolford, Barbara	
35	Wolford, Charley	
36	Wood, Christophre	

## **ARTICLES OF INCORPORATION**

**OF**

### **OPEN DOOR UNITARIAN UNIVERSALIST FELLOWSHIP OF OWENSBORO, KY**

For the purpose of forming a non profit corporation under the Kentucky Nonprofit Corporation Act KRS14A AND KRS 273.161 to 273.390, the undersigned adopts the following Articles of Incorporation.

#### **ARTICLE I. NAME OF CORPORATION**

The name of the non profit corporation shall be "Open Door Unitarian Universalist Fellowship of Owensboro, KY".

#### **ARTICLE II. DURATION**

The Corporation's term of existence shall be perpetual.

#### **ARTICLE III PURPOSE**

The exclusive purpose of the congregation shall be to pursue the study of and practice of principals of the liberal faith, to further individual freedom of belief, and to foster liberal religious attitudes and living through group study, worship, service, work and recreation. The congregation is not organized for profit and it is not authorized to issue capital stock but may do any and all lawful acts that may be necessary or useful for the furtherance of it purpose.

#### **ARTICLE IV. BY-LAWS**

The Fellowship may adopt by-laws that are consistent with these Articles and all applicable law. The internal affairs of the corporation shall be governed by said by-laws not inconsistent with these articles of incorporation.

#### **ARTICLE V. MEMBERSHIP**

Any person may join the Fellowship who is in sympathy with its principles and purpose. To become a member, each applicant shall sign the Membership Book indicating acceptance of these Articles and the Bylaws of the Fellowship.

The Congregation membership consists two (2) types of membership. They are Active and Inactive members.

#### **ARTICLE VI. OFFICERS OF THE BOARD**

**OFFICERS:** The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer each of whom shall hold office for two years , or until his or her successor has been elected, appointed or qualified. All elected officers shall adhere to the bylaws for length of service on the Corporate Board.

Only active members of the Fellowship may become officers, directors, or be chairman of any committee.

#### **ARTICLE VII. BOARD OF DIRECTORS/TRUSTEES**

The Board of Directors/Trustees shall consist of the officers and such other members-at-large as the Fellowship identifies in and selects pursuant to its By-laws.

The Board of Directors/Trustees shall have general charge of the property of the Fellowship, the conduct of all its business affairs, and the control of its administration, including the appointment of such committees as it may deem necessary.

The Fellowship membership will elect Directors/Trustees by a majority of the votes cast at a duly held Annual Meeting, according to the By-laws and the Code of Kentucky. Duties, responsibilities and provisions for removal of the Directors/Trustees of the Fellowship shall be established pursuant to the By-laws.

#### **ARTICLE VIII. ANNUAL MEETING**

The Annual meeting shall be held at the time set by the Board of Directors/Trustees upon reasonable notice of the voting membership.

#### **ARTICLE IX. DISSOLUTION**

The period of duration for the Fellowship is perpetual. However, upon dissolution , all assets remaining after payment, or provision for payment, of all debts and liabilities of the Fellowship shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to the Unitarian Universalist Association. Any such asset not so disposed of shall be disposed of exclusively by the Board of Directors/Trustees.



## **ARTICLE X. LIMITATION OF LIABILITY & INDEMNIFICATION**

(a) No directors/trustees or former directors/trustees shall be liable to the corporation or its members for monetary damages for conduct as a directors/trustees except for acts or omissions that involve intentional misconduct by a director/trustee or knowing violation of law by a director/trustee, or for any transaction from which the directors/trustees will personally receive a benefit in money, property, or services to which the directors/trustees is not legally entitled.

(b) The corporation shall indemnify, to the extent permitted by law, its acting and former directors/trustees, officers, volunteers against any civil or governmental claims or demands arising from their position or from their acts of omission in such capacities unless due to their intentional misconduct or knowing violation of the law.

## **ARTICLE XI. INITIAL DIRECTORS/TRUSTEES**

The number of initial directors is five (5), but the number of directors/trustees may be changed by amendment to the by-laws. The initial directors/trustees names and mailing addresses are:

President: Roger Ingram  
2514 Heartland Greens Pt., Owensboro, KY 42303

Vice President: Martha Bastin  
4106 State Route 279 South, Owensboro, KY 42301

Secretary: Ann Stuart  
6871 Hwy 405, Owensboro, KY 42303

Treasurer: Barbara Ingram  
2514 Heartland Greens Pt., Owensboro, KY 42303

Member at Large: Marie-Anne LeHardy  
914 Maple Avenue, Owensboro, KY 42301

## **ARTICLE XII. INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Fellowship is Barbara R. Ingram, Treasurer who is an active member of the Fellowship and a resident of the State of Kentucky. The address of the initial registered agent shall be 2514 Heartland Greens Pt., Owensboro, KY 42303

### **ARTICLE XIII. PRINCIPAL OFFICE**

The principal office of the Fellowship shall be 2514 Heartland Greens Pt., Owensboro, KY 42303 and may be changed from time to time by the Board of Directors/Trustees.

### **ARTICLE XIV. TAX EXEMPT PROVISIONS**

The Fellowship is organized exclusively for charitable, educational, and religious purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Fellowship shall expand or circumscribe its powers and activities as may be necessary to enable it to continue to qualify as a tax-exempt organization under section 501 (c)(3) of the Internal Revenue Code. No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Fellowship's religious, charitable or educational purposes, or if it would require serving a private as opposed to a public interest.

### **ARTICLE XV. TAX-EXEMPT RESTRICTIONS**

No part of the net earnings of the Fellowship shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Fellowship shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Fellowship and to make payments and distributions in furtherance of the purposes set forth in Article XIV hereof. No substantial part of the activities of the Fellowship shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Fellowship shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Fellowship shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or by a corporation's contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future tax code.

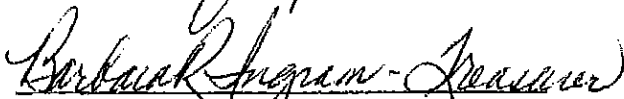
## ARTICLE XVI. LIMITATION OF LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by Kentucky law, as now in effect or as may hereafter be amended, no Trustee or Officer of the Fellowship shall be personally liable for damages in any proceeding brought by or in the right of the Fellowship, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been a Trustee or Officer of the Fellowship, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501 (c)(3) of the Internal Revenue Code or Kentucky law for indemnification by non-profit corporations and fellowships (churches).

## ARTICLE XVII. AMMENDENTS

Amendments to these Articles will be in accordance with the Code of Kentucky and may be adopted at any meeting of the Congregation, by two-thirds (2/3) vote of members present, provided that the text of the proposed change is sent to all members eligible to vote at least twenty (20) days before the meeting.

Signed on July 12, of 2013

  
Barbara R. Ingram Incorporator

Treasurer - Open Door Unitarian Universalist Fellowship of Owensboro, KY. Inc.  
2514 Heartland Greens Pt.,  
Owensboro, KY 42303

**OPEN DOOR FELLOWSHIP  
BY-LAWS**

*Adopted: May 26, 2013*

*Revised: February 9, 2014*

*Revised: February 1, 2015*



***Our Covenant:***

**We open our doors in friendship  
To all who seek enlightenment and a safe haven  
In which to share ideas.**

**Together, we embrace social justice and open dialogue.  
In the spirit of love, we respect diversity  
as we encourage and challenge one another  
to greater spiritual growth.**

**Steadfast in our shared vision,  
we raise our voices in gratitude  
for our connection to one another.**

## **ARTICLE I. NAME**

The name of this fellowship is the **Open Door Unitarian Universalist Fellowship of Owensboro, Kentucky.**

## **ARTICLE II. PURPOSE, PRINCIPLES, TRADITIONS & MISSION**

**Purpose:** The purpose of this fellowship is to create a supportive, caring community in which to pursue religious, ethical, and spiritual growth.

**Principles:** As a member congregation of the Unitarian Universalist Association of Congregations in North America, we covenant to affirm and promote:

- The inherent worth and dignity of every person;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregations;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of democratic process within our congregations and society at large;
- The goals of the world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part.

As members of a free Fellowship we enter into this covenant, promising to one another our mutual trust and support.

**Traditions:** Unitarian Universalism (UU) draws Faith from many sources:

- Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;
- Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion, and the transforming power of love;
- Wisdom from the world's religions which inspires us in our ethical and spiritual life;
- Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves;
- Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;

- Spiritual teachings of earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

These principles and sources of faith are the backbone of our religious community.

**Mission:**

To form a community that embraces all of life while respecting the rights of individuals;

To share our abilities, resources, and talents to help others,

To reach out in peace and friendship to all people;

To champion causes that promote justice, understanding, and respect,

To help rid the world of the ravages of hatred, war, hunger, famine, water shortage, and disease.

With unwavering voice and action, we will strive on behalf of present and future generations to build a sustainable world.

### **ARTICLE III. CONGREGATIONAL MEMBERSHIP**

This fellowship shall be a member of the Unitarian Universalist Association and of the Mid America Region.

### **ARTICLE IV. NONDISCRIMINATION CLAUSE**

We, the Congregation of the Open Door Unitarian Universalist Fellowship of Owensboro, KY, create a community, and we intentionally welcome all. We do this without requiring adherence to any religious belief or creed. We foster a climate of inclusion, an environment where all can feel safe, valued, cared for, and be given an opportunity to form meaningful connections with each other. We cherish the diversity of humanity, a diversity which includes differences in sex, age, race, ethnicity, and national origin, range of abilities, sexual orientation, gender identity, financial means, education, and political perspective. These beliefs and practices apply to all of the activities of our congregation; they underlie all of our decisions, including our employment decisions, and the calling, installation, and retention of our minister.

### **ARTICLE V. MEMBERSHIP**

**Section 1.** Active Members of the Fellowship shall exercise ultimate authority for the affairs of the Fellowship by voting at Fellowship meetings. All other members are considered to be Inactive.

**Section 2.** An Active Member is a person who:

- Is in sympathy with the purpose and mission set forth in Article II;
- Has reached the age of 14;

- Has signed the Membership Book;
- Has made an annual, recorded financial contribution or fulfilled an in kind service contribution must be approved by the Board;

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

**Section 3.** Active Members are entitled to all the services of the Fellowship, including the right to vote.

**Section 4.** The number of members who have the right to vote shall be used to establish a quorum at congregational meetings.

**Section 5.** Only Active members will be included in the membership count certified annually to the Unitarian Universalist Association.

**Section 6.** Membership enrollments and terminations shall be recorded promptly in the minutes of the Board, which shall provide for the maintenance of a current membership roll.

**Section 7.** A **Friend of the Fellowship** is a person, 14 years of age or older who:

- Chooses not to be an Active Member;
- Identifies him/herself as a Friend of the Fellowship by signing the Friends section of the Membership book;
- Is in sympathy with the purpose and mission set forth in Article II;
- Makes an annual recorded financial contribution or fulfills an in kind service contribution approved by the Board;
- Is entitled to the services of the Fellowship, including speaking at meetings, but cannot vote;

**Section 8.** A **Pledging Unit** is any Active Member or combination of Active Members or Pledging Friends, residing in one household, whose contributions are considered a single pledge for accounting purposes only. In a Pledging Unit, only Active Members can vote.

## **ARTICLE VI. REMOVAL OF MEMBERSHIP**

Members who have not participated in the life of the Fellowship for the equivalent of one fiscal year shall be contacted and asked if they intend to continue as Members. If they do not intend to continue as members, or do not respond within one month, or are deceased, the Board of Trustees shall remove their names from the Membership roll. However, if they wish to remain as members, they will be considered inactive members until they fulfill the requirements described in Article V Section 2. In June of each year, before the beginning of the new fiscal year, the Board will review the membership roll in order to administer this process.

## ARTICLE VII. MEETINGS

**Section 1.** The **Annual Congregational Meeting** will convene on the last Sunday in June of each year, unless the Board of Trustees determines, with cause, to change the date. The following Fellowship business will be resolved at the meeting:

- The Board of Trustees, and any committee chair persons will be elected. Newly elected officials will take office at the beginning of the new fiscal year;
- A proposed budget for the ensuing year shall be presented by the Board of Trustees for discussion, changed if necessary and adopted by the Congregation;
- The Nominating Committee will be elected for the next fiscal year;
- And other business as needed.

This Annual Congregational Meeting fulfills the requirement of the state of Kentucky that a corporation must convene an Annual Meeting.

**Section 2.** The Board of Trustees has the authority to schedule a **Special Congregational Meeting** at any time for a specific purpose. The members can also cause the President of the Board to schedule such a meeting by presenting the Board with a written petition signed by at least twenty-five percent (25%) of all voting members. A call for a Special Congregational Meeting, either by the Board alone, or by petition of voting members, shall state the purpose of the meeting, and **only** business for which the meeting was called can be discussed at this meeting.

If a written petition requesting a Special Meeting and signed by fifty percent (50%) of the voting members is denied by the Board of Trustees, said meeting may be called by those fifty percent (50%) of the members.

**Section 3. Regular Congregational Meetings** may be held quarterly at a time and place designated by the Board of Trustees. The purpose of these meetings is to transact any business that may be properly brought before the membership.

## ARTICLE VIII. METHOD OF MEETING NOTIFICATION

Notice of date and time of all meetings will be conveyed to the congregation one week before the meeting, using at least two of the following methods: email notification, website notification, announced in Sunday services or in the bulletin two Sundays prior to the meeting or by U.S. Postal Service.

## ARTICLE IX. MEETING QUORUM

For Congregational Annual Meeting, Special Meetings, or Regular Quarterly Meetings, a quorum consist of Twenty five (25%) percent of the active membership.



## **ARTICLE X. MAJORITY PERCENTAGE**

A simple majority of the votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, except for votes taken in relation to the election of the Minister as prescribed in Article XXVII of these by-laws. The minister must be elected by a three fourths (75%) majority of all the Active members who cast a vote in person or by absentee ballot, at a Special Congregational Meeting convened for this purpose.

## **ARTICLE XI. WRITTEN PROXY VOTING**

Written Proxy votes shall be available to members who cannot attend a meeting. All proxies shall be in writing and specifically state the issue and how the member desires to vote. Proxies must be submitted in duplicate; the original to the president and a copy to the secretary of the Board of Trustees. Both proxies will be opened by the persons designated to count the votes. Once proxies are validated to be the same, only one proxy is entered as a vote.

## **ARTICLE XII. WEEKLY MEETING**

Sunday services shall be held regularly at such time and place as shall be determined by the Board of Trustees.

## **ARTICLE XIII. BOARD OF TRUSTEES**

**Section 1.** The Board of Trustees shall administer and manage the business and activities of the Congregation. The Board of Trustees (designated as Directors in the Articles of Incorporation) shall be composed of these Church Officers: President, Vice President, Secretary, Treasurer and three (3) Members at Large. Additional members at large may be elected by the Congregation. All Board Members must be Active Pledging Members of the Congregation. -

**Section 2.** Length of Service for elected Board of Trustees shall be for a term of one (1) year and Board Members may seek reelection yearly upon congregation vote.

## **ARTICLE XIV. RESPONSIBILITIES OF THE BOARD**

The Board of Trustees shall administer and manage the business and activities of the Fellowship, subject to the prime authority of the congregation. The responsibilities of the Board of Trustees are:

- Oversee, approve and submit an operating budget for the coming fiscal year at an Annual Congregational Meeting or Special Called Meeting for that purpose. The budgeted expenses may not exceed the anticipated income of the

church. Once a budget is approved, the Board of Trustees may authorize and expend the funds as budgeted.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

- Obtain Congregation approval for the purchase, sale, or mortgage of any real property.
- Establish and maintain short/long range goals, procedures and policies to govern the operating practices of the Fellowship consistent with these by-laws and Open Door UU Fellowship Guidelines Manual.
- Have general charge of property of the church.
- Employ, train and terminate staff as necessary.
- Negotiate the terms of employment with the minister-candidate and present to the congregation for approval.
- Appoint an interim minister in accordance with the Unitarian Universalist Association guidelines.
- In June of each year the Board will review the membership roll in order to administer Article VI. Removal of Membership.
- Fill any vacant Committee Chairperson position for the remainder of the term of appointment.

## **ARTICLE XV. BOARD QUORUM**

The Board quorum shall be four (4) of which two (2) shall be Officers.

## **ARTICLE XVI. TYPES OF MEETINGS**

**Section 1. Open Meetings:** Board of Trustees meetings are open to all members of the Fellowship. Fellowship members who are not Board of Trustee members may speak at Board meetings, but may not make motions or vote at Board meetings.

**Section 2. Closed Meetings:** The Board of Trustees may meet in executive session only to discuss personnel matters and to receive legal advice in such matters.

## **ARTICLE XVII. BOARD MINUTES**

Complete and accurate typed minutes shall be kept of all regular, special or closed meetings of the Board of Trustees. A recorded set of final approved minutes shall be kept in a bound and neat form at a place determined by the Board of Trustees to be safe from loss or damage. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the Board of Trustees. All meetings will be recorded for accountability, accuracy in understanding and transparency. Members of the Fellowship may receive copies of the approved minutes by contacting the Secretary.

## **ARTICLE XVIII. BOARD VACANCIES**

Vacancies on the Board of Trustees occurring shall be filled by majority vote of the Board. Those persons who fill a vacancy shall serve only until the end of the current fiscal year.

## **ARTICLE XIX. REMOVAL OF BOARD MEMBERS**

Any Board Member who has been absent from three (3) consecutive regular meetings of the Board of Trustees without a valid reason acceptable to a majority of the Board will be removed from the Board of Trustees.

## **ARTICLE XX. BOARD OFFICERS**

**Section 1.** The officers of the Fellowship shall be a President, Vice President, Secretary and Treasurer and will be the Executive Board

**Section 2. PRESIDENT.** The President may be a non-voting member of all committees except the Ministerial Relations Committee and the Nominating Committee. The President is one of three officers empowered to sign checks and financial papers, the others being the Vice-President and the Treasurer:

The responsibilities of the President shall be:

- Preside at all meetings of the Congregation and of the Board of Trustees;
- Prepare the agenda for all meetings and distribute to all applicable Members;
- Report to Congregation on Board meetings;

For detailed job description see Open Door UU Fellowship Guidelines Manual

**Section 3. VICE PRESIDENT.** The Vice President is one of three officers empowered to sign checks and financial papers, the others being the President and Treasurer.

The responsibilities of the Vice President shall be:

- Preside at all meetings of the Congregation and of the Board of Trustees in the absence of the President;
- Perform such duties as may be assigned by the President or by the Board of Trustees;
- Assume the Presidency for the balance of the President's term if the office of the President becomes vacant;

For detailed job description see Open Door UU Fellowship Guideline Manual

**Section 4. SECRETARY.** The responsibilities of the Secretary shall be:

- Record the minutes of all meetings of the Congregation and of the Board of Trustees;
- Provide Board members and the Congregation a copy of the minutes.
- Promptly send a copy of the Minutes to President of the Board of Trustees.
- Notify the Congregation of all meetings;
- Be custodian of all minutes (typed and bound) of the Fellowship except those pertaining to the office of the Treasurer;
- Minutes should be kept in two separate formats. (Hard drive or flash drive and typed & bound). This procedure will comply with the Articles of Incorporation
- Prepare correspondence that has been approved by the Board of Trustees;

For detailed job description see Open Door UU Fellowship Guideline Manual

**Section 5. TREASURER.** The Treasurer is one of three officers empowered to sign checks and financial papers, the others being the President and Vice President. The responsibilities of the Treasurer shall be:

- Assume custody of all funds of the Congregation and deposit them within five business days in the name of the Fellowship;
- Maintain separate bank accounts for Fellowship (Operating Fund, Building Fund and Debit Card);
- Count the offering collection, along with one member of the Board of Trustees;
- Prepare a comprehensive annual written financial statement at the Annual Congregational Meeting. The financial statements should show the beginning balance, all income and disbursements, and the ending balance for the fiscal year. Additionally, it should show compliance with the fiscal year Budget;
- Prepare a written financial statement (Treasurer Report) for each meeting of the Board;
- Serve as chairperson and non-voting member of the Finance Committee;
- Make the financial records of the Fellowship available for audit within 30 days after the close of the fiscal year; This is the same at Article XXXIV

For detailed job description see Open Door UU Fellowship Guidelines Manual

## **ARTICLE XXI. COMMITTEES**

Three types of Committees are deemed necessary by the Congregation and Board to manage the business of the church. They are; **Ad Hoc, Standing** and **Congregational**.

- **AdHoc Committees:** AdHoc Committees are temporary committees created for a specific purpose and timeframe, and then dissolved. The Board may form AdHoc committees as it deems necessary to achieve a short term goal; Ad Hoc committees shall report to the Board at the time and in the form determined by the Board.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

- **Standing Committees:** Standing Committees are determined by the Board based on the needs of the Congregation. The Congregation approved the Committee Chairperson at the Annual Congregational meeting for the fiscal year. Standing Committees may vary by needs of Congregation and/or Board. Standing Committees generally may consist of, but not limited to, Finance, Social Justice, RE Youth, RE Adult, Social Activities, Sunday Services/Worship, Historical Archives, By-Laws and Outreach. Once approved by the Congregation, the Chairperson of a Standing Committee will appoint the committee members.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

- **Congregational Committees:** There are only three Congregational Committees. These are, the Nominating Committee, the Ministerial Relations Committee and the Minister Search Committee. Congregational Committees report directly to the Congregation. All other Committees report directly to the Board. Congregational committee members are nominated by members of the Congregation.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

Membership on all committees shall be open to all Active Members of the Fellowship.

## **ARTICLE XXII. NOMINATING COMMITTEE**

**Section 1.** The Nominating Committee shall consist of three (3) Active members who are elected at the Annual Congregational Meeting for a term of one (1) year.

**Section 2.** The Nominating Committee shall solicit, publicize, and submit the names of all nominees for vacant positions on the Board, and for all Chairpersons for Standing Committees. Members who desire to serve in positions on the Board or Standing Committees shall notify the Nominating Committee. All nominees will be submitted to the Congregation for vote. Once approved by the Congregation, the Chairperson of each Standing committee is responsible to appoint Committee members.

**Section 3.** The Nominating Committee shall issue a list of nominations to the Congregation no later than two (2) weeks prior to the Annual Congregational Meeting. For notification information see Article VIII.

**Section 4.** Additional nominations may be submitted from the floor of the Annual Congregational meeting by an Active Member, in accordance with the provisions of Robert's Rules of Order.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

## **ARTICLE XXIII. MINISTERIAL RELATIONS COMMITTEE**

**Section 1.** When a need for a Ministerial Relations Committee arises, its function would be to recognize and nurture the needs of the Minister and to maintain a channel of communication between the Minister and the Congregation.

The Committee shall consist of three (3) members selected as follows:

- one member selected by the Minister;
- one member from the Board of Trustees;
- one member of the congregation selected by the Congregation;

The duties of the Ministerial Relations Committee shall be:

- Discuss expectations, and establish goals for the Minister;
- Annually review the Minister's performance in relation to these expectations and goals. All performance reviews must be well documented and kept as a permanent record;
- Recommend to the Board of Trustees a new Minister's proposed initial compensation package for inclusion in the new budget, or as an addition to the current budget.
- Recommend subsequent changes in the Minister's compensation package at annual budget preparation.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

## **ARTICLE XXIV. RESPONSIBILITY OF THE MINISTER**

**Section 1.** The Minister is the religious and spiritual leader of the church. He or she shall have freedom of the pulpit and of speech.

**Section 2.** The minister may be an ex officio member of the Board and of all committees, except the Nominating Committee and the Ministerial Relations Committee.

**Section 3.** The Minister will be employed under written contract which clearly describes his or her duties, compensation and other conditions of employment.

## **ARTICLE XXV. QUALIFICATIONS OF THE MINISTER**

**Section 1.** The Minister shall be and shall remain in fellowship with the Unitarian Universalist Association of Congregations.

**Section 2.** The Ministerial Search Committee shall develop a detailed written job description prior to beginning the search for a Minister. This job description shall be approved by the Congregation.

## **ARTICLE XXVI. MINISTERIAL SEARCH COMMITTEE**

The Minister shall be a Unitarian Universalist and adhere to the principles and traditions of the Unitarian Universalist Association of Congregations.

**Section 1.** A Ministerial Search Committee shall search out and recommend a minister to the Board.

**Section 2.** The committee shall have five (5) members, each elected by a majority of the Active members at a meeting called for that purpose.

**Section 3.** The committee shall develop a detailed job description prior to beginning the search. The job description shall be approved by the Board and Congregation

## **ARTICLE XXVII. QUORUM FOR CALLING MINISTER**

Election of a new Minister shall take place at a Special Congregational Meeting called for that purpose. The minister is elected if he or she receives three-fourths (75%) of votes cast by Active members present, or by their proxy.

## **ARTICLE XXVIII. DISMISSAL OF MINISTER**

**Section 1.** A vote to dismiss a Minister shall take place at a Special Congregational Meeting called for that purpose.

**Section 2.** To dismiss the Minister, the vote must total three-fourths (75%) of the Active Members present, or by proxy.

**Section 3.** A minimum of two months notice of termination of employment shall be required of either the Minister or the Fellowship, unless a shorter period be mutually agreed upon.

**Section 4.** Acting on Congregational vote in Section 2, Board of Trustees will personally terminate Minister in a closed meeting.

(For detailed description see Open Door UU Fellowship Guidelines Manual.)

## **ARTICLE XXIX. OTHER STAFF**

**Section 1.** The Board of Trustees has responsibility for ensuring that any Staff position be filled as needed with approval of the Congregation.

**Section 2:** All Staff shall be supervised by the Board of Directors, which shall determine direct lines of reporting.

**Section 3.** The Board of Trustees will develop job descriptions for all positions prior to interviewing candidates.

## **ARTICLE XXX. FISCAL YEAR**

The fiscal year of the Fellowship will be from July 1st to June 30th of each year.

## **ARTICLE XXXI. BUDGET PROCESS**

At the Annual Congregational Meeting the Board of Trustees shall submit an operating budget for the coming fiscal year. The budgeted expenses may not exceed the anticipated income of the Fellowship. A budget is adopted by a simple majority vote of the Active Members present at the meeting. Once a budget is approved, the Board of Trustees may authorize and expend the funds as budgeted. The Board of Trustees may reallocate funds, as long as the reallocation does not exceed ten (10%) percent of the approved line item budget. The membership must approve any expenditure or obligation for indebtedness that exceeds \$500.00.

## **ARTICLE XXXII. FINANCIAL INDEBTEDNESS**

The congregation shall not incur any indebtedness unless approved by Seventy-five percent (75%) vote of the Active Members at a Special or Regular Congregational Meeting.

## **ARTICLE XXXIII. FELLOWSHIP FUNDS**

- All Offering income shall be deposited in the Operating Fund unless the donor specifically designates that the donation is to be applied to another specific purpose.
- All Bank accounts & electronic banking are to be set-up for three (3) signatures, but only two signatures are required on checks.
- The Board may appoint an assistant Treasurer if the need arises.

## **ARTICLE XXXIV. ANNUAL AUDIT**

At the end of each fiscal year, the Treasurer, with the Board's concurrence, shall arrange for an audit of the books of account and shall report thereon to the Board and to the congregation.

## **ARTICLE XXXV. EXECUTION OF INSTRUMENTS**

Checks and other orders on the funds or credit of the Fellowship, and all contracts and instruments in writing by the Fellowship, shall be valid and binding upon the Fellowship only when executed by such Officers of the Board of Trustees as shall be designated and authorized by the Board.



## **ARTICLE XXXVI. DISSOLUTION**

In case Open Door Unitarian Universalist Fellowship votes for dissolution of the Fellowship, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the Fellowship shall perform all actions necessary to effect such conveyance. Quorum for Dissolution will be Seventy-Five percent (75%) of Active Membership.

## **ARTICLE XXXVII. RULES OF PROCEDURE**

*Robert's Rules of Order* shall be the applicable authority on matters of parliamentary procedure at all meetings of the Board of Trustees and of the Fellowship, to the extent that they are consistent with these bylaws, the Articles of Incorporation of the Fellowship, or applicable law.

## **ARTICLE XXXVIII. OPEN RECORDS**

All records of the Fellowship other than those of a personnel nature shall be made available for inspection by any Active Member during reasonable office hours.

## **ARTICLE XXXIX. INTERPRETATION**

These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Fellowship in order to accomplish the purposes stated in the Fellowship's mission statement.

## **ARTICLE XL. BONDING**

The President, Vice President, Treasurer and other authorized signatories may be bonded at the expense of the Fellowship in an amount determined by the Board of Trustees.

## **ARTICLE XLI. PROTECTION OF NON-PROFIT STATUS**

Neither the Fellowship, the Board of Trustees, nor any officer or employee of the Fellowship shall take any action or allow any activity or use of Fellowship property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Fellowship or its property. Nothing in these bylaws shall be construed to allow a violation of this Article.

## ARTICLE XLII. AMENDMENT

These bylaws, so far as allowed by law, may be amended or replaced at any Congregational meeting of the Fellowship by a two-thirds (2/3) vote of those Active members present. Notice of any proposed change shall be contained in the notice of the meeting.

The Charter Members of the Open Door Unitarian Universalist Fellowship of Owensboro, KY are:

<b>Membership as of May 26, 2013</b>		
<b>Adkins, Emily</b>	<b>Gibson, Molly</b>	<b>Reynolds, Brad</b>
<b>Bastin, Martie</b>	<b>Harpe, Ken</b>	<b>Reynolds, Daniel</b>
<b>Burns, Pam</b>	<b>Head, Stacy</b>	<b>Reynolds, Joan</b>
<b>Cooper, Nicole</b>	<b>Ingram, Barbara</b>	<b>Reynolds, Susan</b>
<b>Cooper, Terese</b>	<b>Ingram, Roger</b>	<b>Robinson, Laura</b>
<b>Crowe, Terri</b>	<b>LeHardy, Marie-Anne</b>	<b>Roidl, Tom</b>
<b>Dugger, Don</b>	<b>LeMaster, Kathy *</b>	<b>Rowans, David</b>
<b>Elliott, Mark</b>	<b>Macon, David</b>	<b>Stuart, Ann</b>
<b>Fentress, J.P.</b>	<b>Macon, Edna *</b>	<b>Stuart, Madison</b>
<b>Fogle-Stiff, Amy</b>	<b>McLaughlin, Bill</b>	<b>Webster, Glen</b>
<b>Gaston, Tom*</b>	<b>Noffsinger, Nikki</b>	<b>West, Dean</b>
		<b>West, Gail</b>
<b>*Deceased after 5-26-2013</b>		

These By-Laws were adopted by the Congregation during an annual business meeting and passed by special vote on May 26, 2013.

The date of first revision: February 9, 2014.

The date of second revision: February 1, 2015.



MidAmerica Region  
2355 Fairview Avenue #312  
Roseville MN 55113

Mr. Jim Key, Moderator  
UUA Board of Trustees  
24 Farnsworth Street  
Boston, MA 02210-1409

February 8, 2015

Re: Endorsement of Open Door UU Fellowship (Owensboro, KY) Application for UUA Membership

Dear Moderator Key:

As one of the Congregational Life Consultants serving the MidAmerica region, I am writing to heartily endorse the Open Door UU Fellowship in their pursuit to become a congregational member of the Unitarian Universalist Association. For over two years, the Open Door leaders have actively sought counsel and guidance from our MidAmerica team, and I have been honored to work closely with them as an emerging congregation/growth specialist coach for the last year.

I have been particularly impressed with their intentionality to not just become a UU congregation, but to seek a greater level of understanding of what it *means* to be a UU congregation. In that context, a part of their narrative is that a small group of their founders had been members at the UU Church of Owensboro. Due to a conflict at UUCO, this small group felt compelled to break away to create a new UU group. Having served for 12 years as a UUA regional consultant, my concerns are many when a group forms in this manner. Yet, despite this challenged beginning they have gone on to create a healthy, new narrative, of who they are; who they continue to seek to be, and how they understand themselves to be part of a greater movement of Unitarian Universalists in their community and throughout the greater world.

My role in this process has included multiple virtual and face to face meetings with both Open Door and with the UUCO Board and minister. The UUCO leaders and minister expressed to me directly, at a meeting in November of 2014, that they do not seek to obstruct Open Door from becoming a UU congregation. Their request at that meeting was to have a face to face meeting, with leaders from Open Door, to create an agreement of how both groups will work on public initiatives in the greater Owensboro, KY area. The UUCO minister is currently on sabbatical, but the UUCO Board President did communicate with me in January of 2015, that UUCO does still want to achieve the agreement on public initiatives. I take hope from this willingness, and am hopeful that these two UU groups will find ways to be Unitarian Universalists in their greater community. Our MidAmerica Regional team has great hope that the UUA Board will approve Open Door's application to be part of our Unitarian Universalist Association of Congregations.

Please do not hesitate to contact me if there are any questions.

Sincerely,

Nancy Combs-Morgan  
Congregational Life Consultant  
[ncombsmorgan@uua.org](mailto:ncombsmorgan@uua.org), (859)494-2424



MidAmerica Region  
2355 Fairview Avenue #312  
Roseville MN 55113

Mr. Jim Key, Moderator  
UUA Board of Trustees  
24 Farnsworth Street  
Boston, MA 02210-1409

January 25, 2015

Re: Endorsement of Open Door UU Fellowship (Owensboro, KY) Application for UUA Membership

Dear Moderator Key:

In two capacities -- first, as President of the MidAmerica Region, UUA, and further as a Life Member of the Unitarian Universalist Ministers Association -- I offer my enthusiastic endorsement of the application of the Open Door Unitarian Universalist Fellowship in Owensboro, Kentucky, to become a member congregation of our Unitarian Universalist Association. We in MidAmerica look forward to celebrating with the congregation as it takes this step forward!

Located to the west/southwest of Louisville, this congregation can serve Unitarian Universalists in both Kentucky and Indiana. The group works to embody their mission: "To form a community that embraces all of life while respecting the rights of individuals; to share our abilities, resources, and talents to help others, and to reach out in peace and friendship to all people; to champion causes that promote justice, understanding and respect, and to help rid the world of the ravages of hatred, war, hunger, famine, water shortage, and disease. With unwavering voice and action, we will strive on behalf of present and future generations to build a sustainable world." I call your attention to the congregation's website, and encourage you and other interested members of the UUA Board to "visit" them at <http://www.opendooruu.org/> to get a sense of their affirming hospitality and their dedication to service.

I have met several times with leaders from the congregation, and I am impressed with their commitment and energy. They understand the importance of intentional work to create a healthy and active congregation. Open Door and our other Owensboro congregation (UU Church of Owensboro) are both working with Congregational Life Consultant Nancy Combs-Morgan to establish a relationship based in mutual respect and trust.

The MidAmerica Region hopes that the UUA will accept this application for membership in our Association, and we look forward to celebrating their affiliation in the near future. We are confident that Open Door's membership will strengthen both our UUA and our MidAmerica Region. On behalf of the Board and Staff of the MidAmerica Region, I thank you for considering Open Door UU Fellowship's application. If I can assist you further, please feel free to contact me at [bsasso@juno.com](mailto:bsasso@juno.com) or 618-529-7808 (home).

Sincerely,

(signed) *Bill Sasso*

Rev. William C. Sasso, President  
Life Member, Unitarian Universalist Ministers Association