

BYLAWS (For approval: **Deletions in red; additions in yellow.**)
of
LAKE FELLOWSHIP OF UNITARIANS AND UNIVERSALISTS
24575 Glen Road, Shorewood, MN 55331

ARTICLE I.
Members

Section 1. Authorized Number

The authorized number of members of this fellowship shall be unlimited.

Section 2. Classes of Members

There shall be only one class of members in this fellowship. We honor the inherent worth and dignity of every person.

Section 3. Qualification and Admission

Any person who has expressed an interest in becoming a member and has demonstrated a continuing commitment to the Fellowship shall be qualified for admission to membership in the Fellowship. The Board of Trustees shall annually establish an official membership list at least 30 days prior to the annual meeting. Said membership list shall constitute the basis for all official actions of the Fellowship. Individual members may be added or deleted by official action of the Board of Trustees at any time except during the 30 days immediately preceding the annual meeting.

Section 4. Property Rights

By virtue of such membership, no member of this fellowship shall have any property rights in and to any of the property of this fellowship. No member shall, by virtue of such membership, be personally liable for any debts or other obligations of the Fellowship.

Section 5. Voting Rights

- (a) Each member of this fellowship shall be entitled to and restricted to one (1) vote.
- (b) Members of less than the age of majority may participate in meetings of the members, but shall not be entitled to vote.
- (c) There shall be no cumulative voting.
- (d) No person shall be permitted to vote or otherwise act as the proxy for any member or members unless such person is a member of the Fellowship.
- (e) Death of a member shall void any proxy granted by that member.
- (f) ~~With the exception of those members who became such on or before 04/30/2005,~~
Only those members that are current members as included in the official membership list and have been such for at least five (5) years may vote to authorize any significant change in the use, the sale, or long-term lease of the Fellowship's real property.

Section 6. Termination of Membership

Whenever any member shall either request a letter of transfer or dismissal, or submit a written resignation, or die, the membership in this fellowship shall thereby and thereupon be automatically terminated. The membership in this fellowship of any member who fails to communicate with the Fellowship for a period of one (1) year may be terminated by vote of the Board of Trustees.

ARTICLE II.

Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members for the election of Trustees and for the transaction of any other business shall be held virtually or at the Fellowship building located on Glen Road in the City of Shorewood, County of Hennepin and State of Minnesota, at such hour and day as designated by the Board of Trustees. Preferably, such meeting will be held within thirty (30) days following the end of the fiscal year.

Section 2. Notice of Meetings

Notice of each meeting of the members, both annual and special, shall

- (a) be written;
- (b) state the time and place (including address), and in the case of a special meeting, the purpose of such meeting; and
- (c) be delivered, by hand or U.S. mail and/or electronically, not less than fifteen (15) days nor more than forty-five (45) days before the meeting, excluding the day of the meeting, to each member of this fellowship.

There must be a minimum of forty-five (45) days' notice of any meeting held to vote on the granting of any authorization to make significant changes in the use, the sale, or long-term lease of the Fellowship's real property.

Section 3. Quorum

- (a) Except as described in (b), the quorum for the transaction of fellowship business shall be one-third (1/3) of the members of the Fellowship entitled to vote as certified by the membership list. If, however, such quorum shall not be present in person or by proxy at any meeting of the members, those present shall have power to adjourn and reconvene the meeting at any time, without notice other than announcement at the meeting, until the requisite number of members shall be present. At such reconvened meeting at which a quorum shall be present, in person or proxy, any business may be transacted which might have been transacted at the meeting as originally notified. The Board of Trustees may call special meetings of the membership on the written request of any five (5) members. **Except as specified in (b) and in the Fellowship's Governance Policy,** all action to be taken at an annual or special meeting shall be determined by a majority of the votes cast.
- (b) A quorum for any meeting held to vote on the granting of any authorization to make significant changes in the use, the sale, or long-term lease of the Fellowship's real

property, will be two-thirds (2/3) of ~~the members in good standing of the Fellowship who became such on or before 04/30/2005, or who have been members in good standing for at least five (5) years.~~ those members that are current members as included in the official membership list and have been such for at least five (5) years at the time of such meeting. All action to be taken at such a meeting shall be determined by a two-thirds (2/3) majority of the votes cast.

ARTICLE III.

Trustees

Section 1. Number, Qualifications, and Duties

The Board of Trustees shall be comprised of five (5) Trustees. Each Trustee shall be and remain a member of this fellowship during their term of office. No member who has served as a Trustee for two (2) consecutive full terms of two (2) years each shall be eligible for re-election to the Board of Trustees until one (1) year after the expiration of the second such full term. However, the rules listed above governing limitations on consecutive terms may be waived by a majority vote of the membership at an official meeting of the membership.

The duties of the Board of Trustees of the Fellowship shall be to manage the business of the Fellowship, including financial matters; to establish any Committees deemed necessary; and to report annually to the members.

Section 2. Vacancies

Each vacancy occurring on the Board of Trustees, other than by the expiration of a regular term, shall be filled by the remaining Trustees. A vote of at least three (3) Trustees shall be required for election of a replacement Trustee. In the event no replacement Trustee receives three (3) votes, the remaining Trustees shall call a special meeting of the membership, as soon as possible, for the purpose of electing the replacement Trustee.

Section 3. Meetings

The Board of Trustees shall meet regularly at such times and places as designated by the Board. All Trustees and the membership shall be notified of regular meetings.

Special meetings may be called for any purpose at any time or place by either (a) the Chair of the Board of Trustees, or (b) a majority of the Trustees. All Trustees shall be notified of special meetings and a good faith effort shall be made to notify the membership.

Meetings called for emergency purposes may be called by either (a) the Chair of the Board of Trustees, or (b) a majority of the Trustees. A good faith effort shall be made to notify all Trustees of emergency meetings.

Any business may be transacted at any meeting without mention of such business in the notice of the meeting. All action to be taken by the Board of Trustees shall be by majority vote of the votes cast.

Section 4. Quorum

A quorum of the Board of Trustees shall constitute three (3) members. No official action can be taken by the Board of Trustees without a quorum.

ARTICLE IV.

Officers

Section 1. Election of Officers

The officers of this fellowship shall be Chair of the Board of Trustees, Vice-Chair of the Board of Trustees, Treasurer, and Secretary. Said officers shall be elected by the Trustees from among the members of the Board of Trustees at the first meeting of the Board of Trustees following the annual meeting of the members.

Section 2. Chair of the Board of Trustees

The Chair of the Board of Trustees shall preside over all meetings of the members and of the Board of Trustees and shall have all authority ordinarily held by the president of the corporation.

Section 3. Vice-Chair of the Board of Trustees

The Vice-Chair, in the absence or disability of the Chair, shall perform the duties of the Chair; but the Vice-Chair shall not succeed to the office of the Chair upon a vacancy in that office unless elected to it by the Board of Trustees.

Section 4. Treasurer

The Treasurer shall supervise the safekeeping of all funds or property of the Fellowship; supervise the keeping of complete books and records of all financial transactions of the Fellowship; and perform such other duties as may be required of the Treasurer by the Board of Trustees.

Section 5. Secretary

The Secretary shall take and preserve complete minutes of all meetings of the members and the Board of Trustees; have custody of the minute book of the Fellowship, if any; give all notices as required by law or by these Bylaws; and perform such other duties as may be required of the Secretary by the Board of Trustees.

ARTICLE V.

DISSOLUTION

In the event of dissolution of this fellowship, and subject to clauses two (2), three (3), and four (4) of Subdivision 1 of Section 317.57 of Minnesota Statutes Annotated, all of its property and assets shall be distributed to the Unitarian-Universalist Church of America to be held by it in trust for the benefit of Unitarian-Universalist Church or Fellowship which may subsequently be formed in Hennepin County, Minnesota, within twenty (20) years after such dissolution. If no such Church or Fellowship is formed within Hennepin County within twenty (20) years, then it shall be used for the benefit of any other Unitarian-Universalist Church or Churches or

Fellowship or Fellowships then in existence in the MidAmerica Region. If no such other Church or Fellowship exists then it shall be used for the furtherance of Unitarianism-Universalism in such places and manner as said Trustee may in its sole discretion determine.

ARTICLE VI.
Amendments

These Bylaws may, by 2/3 majority of votes cast, be amended at any annual or special meeting of the membership.

ARTICLE VII.
Rules of Order

Roberts Rules of Order Newly Revised shall govern the proceedings of all the meetings of the members and the Board of Trustees, except as otherwise provided in the Articles of Incorporation and the Bylaws of this fellowship.

Chair	Date

Secretary	Date