

BYLAWS
OF THE
UNITARIAN UNIVERSALIST WOMEN'S CONNECTION

As Duly Adopted by the Governing Council

this 21st **day of** January , 2005

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**BYLAWS OF
UNITARIAN UNIVERSALIST WOMEN'S CONNECTION**

ARTICLE I. NAME

The Unitarian Universalist Women's Connection, ("UU Women's Connection"), is an association of Unitarian Universalists residing primarily within the Central Midwest District of the Unitarian Universalist Association. It was incorporated in the state of Illinois to serve as a successor organization to the CMwD-UUWF (Central Midwest District Unitarian Universalist Women's Federation).

ARTICLE II. CORPORATE PURPOSES

SECTION A: GENERAL PURPOSES

The purposes of this organization are to facilitate better communication among the Unitarian Universalist women's organizations and individual members within the District, to stimulate interest in aspects of the Unitarian Universalist movement and in the problems of the world through annual conferences and other means, and to serve as liaison between women of the District and the larger UU movement.

ARTICLE III. MEMBERSHIP

SECTION A: QUALIFICATION

Membership in the UU Women's Connection shall be open to any individual without regard to race, color, sex, affectional or sexual orientation, national origin or social condition, who affirms the principles and goals of the UU Women's Connection as stated in these Bylaws, indicates her or his desire to become a member and pays annual dues.

SECTION B: VOTING RIGHTS

Members may participate in UU Women's Connection activities and mission but they shall not be voting members as that term is described in the Illinois Not-for-Profit Corporation Act of 1986. The organization shall be governed by a self-perpetuating Governing Council.

SECTION C: CLASSES OF MEMBERS AND DUES

Membership categories and fees will be set and reviewed annually by the Governing Council.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION A: ANNUAL INFORMATIONAL MEETING

There shall be an informational session for Members held in conjunction with retreats and conferences of the UU Women's Connection.

ARTICLE V. GOVERNING COUNCIL

SECTION A: GENERAL POWERS

The affairs of the Corporation shall be managed by the members of its Governing Council.

SECTION B: NUMBER AND TENURE

The number of Council Members shall be four (4) and may vary up to nine (9) by resolution of the Governing Council without amending these bylaws. The Governing Council may change the minimum and maximum number of Council Members by amending these bylaws, but in no case shall the number be less than three. Each Council Member shall hold office for a term of three years. Council Members may serve no more than two consecutive terms, after which they must be out of office for a minimum of one year before being re-elected to serve on the Council. The first election following implementation of these bylaws shall provide for staggered terms of office so that approximately one-third of the Council Members thereafter shall be elected at each annual meeting.

SECTION C: ELECTION AND VACANCIES

Council Members shall be elected annually at each annual meeting of the Governing Council. Vacancies to be filled by reason of any increase in the number of Council Members or the resignation or termination of a Council Member shall be filled by the Governing Council as soon as practicable. A Council Member so elected to fill a vacancy shall be elected for the unexpired term of her or his predecessor in office.

SECTION D: COMPENSATION

Council members shall not receive any stated salaries for their services. However, by resolution of the governing council, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the governing council, provided that nothing herein contained shall be construed to preclude any council member from serving the Corporation in any other capacity and receiving reasonable compensation.

ARTICLE VI. MEETINGS OF THE GOVERNING COUNCIL

SECTION A: ANNUAL MEETING

An annual meeting of the Governing Council shall be held in the last quarter of each year for the purpose of electing Council Members and officers, approving an annual budget, and for the transaction of such other business as may come before the meeting.

SECTION B: QUARTERLY MEETINGS

A quarterly meeting of the Governing Council shall be held in each of the four quarters of the year.

SECTION C: SPECIAL MEETINGS

Special Meetings of the Governing Council may be called by or at the request of the Chair or any two members of the Governing Council.

SECTION D: QUORUM

A majority of those Council Members then in office shall constitute a quorum for the transaction of the business at any meeting of the Governing Council. If less than half of the Governing Council are present at any meeting, those present may adjourn the meeting to another time without further notice.

SECTION E: MANNER OF ACTING

The Governing Council shall seek consensus whenever possible. In the absence of consensus on a particular issue, business may be transacted by a majority of those present at the meeting.

SECTION G: TELEPHONE MEETINGS

Governing Council members may participate in and act at any meeting through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance.

ARTICLE VII. COMMITTEES

SECTION A: STANDING COMMITTEES

The Governing Council may appoint Standing Committees that report to the Council. The Standing Committees shall be Programming and Communication. Committee members shall be appointed for one year terms by the Governing Council. Standing Committee Chairs shall be members of the Governing Council.

SECTION B: SPECIAL COMMITTEES

The Governing Council may appoint Special Committees as needed to meet organizational objectives. A committee representative shall report to the Governing Council plans, progress and/or findings. The Governing Council shall provide appropriate support and resources to the Special Committee.

SECTION C: COMMITTEE CHAIRS

Committee chairs must be members of the Governing Council. They shall facilitate all committee meetings and shall serve as a liaison between the committee and the Governing Council.

SECTION D: COMMITTEE MEETINGS

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Governing Council.

ARTICLE VIII. OFFICERS AND AGENTS

SECTION A: OFFICERS

There shall be at least four officers of the UU Women's Connection to assume the traditional functions of Chair, Vice Chair, Recorder, Treasurer or their designees. Officers shall be elected by members of the Governing Council at its Annual Meeting, all officers shall come from the Council and each officer shall serve a one year term. The officers may personally undertake to meet the responsibilities of their position, or they may fulfill their responsibilities through volunteers by delegation. The officers shall assume the following minimal duties, regardless of their current title or portfolio:

SECTION B: CHAIR

The person elected to Chair the Governing Council shall designate a facilitator for each meeting of the Council and shall generally oversee the organization's activities..

SECTION C: VICE CHAIR

The person elected as Vice Chair shall stand ready to take over duties if the Chair is unable to carry out his/her duties.

SECTION D: RECORDER

The person elected as Recorder shall be responsible for taking notes and providing a written record of each meeting, and maintaining the membership list.

SECTION E: TREASURER

The person elected as Treasurer shall be responsible for recording and depositing all receipts, obtaining authorization for and making all disbursements, keeping adequate records of all financial transactions, and providing the Governing Council with regular reports of the same.

ARTICLE IX. FINANCIAL POLICIES

SECTION A: FISCAL YEAR

The fiscal year of the UU Women's Connection shall begin on the first day of January each year.

SECTION B: CONTRACTS

The Governing Council may authorize any officer or officers, agent or agents, to enter into contracts on behalf of the UU Women's Connection, and such authority may be general or confined to specific instances.

SECTION C: LOANS

Only the Governing Council may approve the taking of loans on behalf of The UU Women's Connection.

SECTION D: CHECKS, DRAFTS, ETC.

All checks issued in the name of the Corporation shall be signed by officers or agents as directed by the Governing Council.

SECTION E: DEPOSITS

All funds shall be deposited in a timely manner to the credit of the UU Women's Connection in such banks, trust companies or other depositories as the Governing Council may select.

ARTICLE X. INDEMNIFICATION OF COUNCIL MEMBERS AND OFFICERS

SECTION A: INDEMNIFICATION

The UU Women's Connection may indemnify and protect each of its Council Members and officers to the fullest extent permitted by the laws of the State of Illinois.

SECTION B: INDEMNIFICATION NOT EXCLUSIVE

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Council Members, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Council Member, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION C: INSURANCE.

The UU Women's Connection may purchase and maintain insurance on behalf of any person who is or was a Council Member, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Council Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XI. MISCELLANEOUS

SECTION A: CORPORATE POWERS AND LIMITATIONS

1. No part of the net earnings of Corporation shall inure to the benefit of, or be distributable to its members, Council Members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 above.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.
3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(6) of the Code.
4. Upon dissolution of the UU Women's Connection, the Governing Council shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to an organization or organizations that shall, at that time, qualify as exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

SECTION B: ROBERT'S RULES OF ORDER

The rules contained in the current edition of *Robert's Rules of Order Newly revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Corporation may adopt.

SECTION C: CONFLICTS OF INTEREST

1. If a transaction is fair to the UU Women's Connection at the time it is authorized, approved or ratified, the fact that a Council Member is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
2. Should anyone contest the validity of a transaction described in Section 1, the person asserting its validity has the burden of proving fairness unless (1) the material facts of the transaction and the Council Member's interest or relationship were disclosed or known to the Governing Council and the Governing Council authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Council Members, even though the disinterested Council Members be less than a quorum; or (2) the material facts of the transaction and the Council Member's interest or relationship were disclosed or are known to the Members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any Member who is an interested Council Member.

SECTION D: AMENDMENTS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed and new articles and bylaws may be adopted by the unanimous approval of a majority of the Governing Council then in office at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all Council Members at least five (5) business days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment. However, this notice provision may be waived by written consent of all of the Council Members then in office.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected Recorder of the Unitarian Universalist Women's Connection, an Illinois Not-For-Profit Corporation, does hereby certify that the attached Bylaws of said Corporation were adopted by the official act of the Governing Council on January 21, 2005, and the same do now constitute the Bylaws of the Corporation.

Dated this 21st day of January, 2005.

Dorothy Brown-Brumbaugh

Recorder

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