

BYLAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF ATHENS, GEORGIA

Adopted April 29, 2001
Amended April 27, 2003
Amended April 17, 2005
Amended August 30, 2009
Amended December 11, 2011

ARTICLE I: General Provisions

Section 1.1: Name

The name of this religious corporation shall be "The Unitarian Universalist Fellowship of Athens, Georgia, Inc." The corporation shall be referred to in these Bylaws as "the Fellowship" or "UUFA," and the members of the Fellowship shall be referred to in these Bylaws as "the congregation."

Section 1.2: Seal

The seal of this corporation shall be circular in form and shall bear along its circumference the words "The Unitarian Universalist Fellowship of Athens, Georgia, Inc." and in the center shall be the words, "Seal 1968."

Section 1.3: Purpose

The members of the Fellowship are united in seeking: (1) to strengthen one another in a free and disciplined search for truth as the foundation of our religious fellowship; (2) to search for the universal truths as exemplified by the great prophets and teachers of humanity in every age and tradition; (3) to affirm, defend, and promote the inherent worth of every human personality; (4) to encourage cooperation with people of good will in every land; and (5) to promote the stewardship of our planet Earth.

Section 1.4: Powers

The Fellowship shall have all powers which are permitted to non-profit corporations under Official Code of Georgia, Annotated, Section 14-3-21, as amended.

Section 1.5: Affiliations

The Fellowship shall be affiliated with the Unitarian Universalist Association (UUA) and with the Mid-South District of UUA, or their successors. It is the intention of UUFA to make annual financial contributions equal to its full Fair Share as determined by the UUA and the district.

Section 1.6: Non-Discrimination Policy

The UUFA supports diversity. The Fellowship welcomes people to participate as visitors, members, or staff without regard to race, color, sex, disability, ethnicity, gender, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

One of the strengths of our Fellowship is our diversity of cultures and beliefs. In this spirit, we attempt to compose our official statements and literature using words that affirm the inherent worth and dignity of all people.

Section 1.7: Fiscal Year

The Fiscal Year of the Fellowship shall be July 1-June 30.

ARTICLE II: Congregation

Section 2.1: Congregation.

A. Active Members: Any person 16 years of age or older who agrees with the Unitarian Universalist Principles and Purposes and the purposes of the UUFA may become an Active Member by (1) signing the Membership Book in the presence of an Officer or the Minister after attending orientation sessions conducted by the Membership Committee in conjunction with the Minister, and (2) pledging financial support of the Fellowship. Individuals may request transfer to UUFA from another Unitarian Universalist congregation, and will be considered a member upon: (1) verification of active membership in good standing with a previous congregation, (2) signing the UUFA Membership Book, and (3) pledging financial support of the Fellowship.

Active members shall support the UUFA by personal participation and by making an annual financial contribution of record. Active members in good standing are eligible to vote and may serve as an officer, a trustee, a committee chair, and on standing committees if so elected or appointed. District and National Dues will be paid based upon the number of Active Members.

B. Associate Members: An Active Member not in compliance with Article II, Section 2.1 .A. above may be reclassified as an Associate Member. Annually, no later than September 30, the Minister, the Membership Chair, and the Treasurer shall develop a list of those who might be reclassified to Associate Member status. Each such member shall be contacted to determine his or her intentions regarding continued Active Membership. A final list of those to be reclassified to Associate Membership shall be so reclassified upon action by the Board of Trustees prior to the Annual Budget Meeting in December. A notice of such action will be mailed to anyone declared an Associate member. An Associate member may not vote, and may not be nominated for or serve in any elected or appointed position. A person classified as an Associate Member may resume active membership in the UUFA upon request and upon meeting the qualifications for Active Membership specified in Article II, Section 2.1 .A. above.

C. Removal from Membership: The name of a Member, either Active or Associate, shall be removed from the Membership Roll upon (1) a written request from the Member, or (2) an oral request from the Member to an Officer or the Minister, or (3) upon the vote of a 3/4 majority of the Board of Trustees in accordance with its Termination of Membership Policy and Procedure, or (4) death of the Member.

Annually the Secretary of the Board of Trustees shall prepare a list of the names of Members, either Active or Associate, who appear to have severed their relationship to the Fellowship and have not responded to written communication directed to their last known address. Upon vote of a 3/4 majority of the Board of Trustees in accordance with its Termination of Membership Policy and Procedure, the names of such Members shall be removed from the Membership Roll.

Section 2.2: Roster of Voting Members

The Secretary of the Board of Trustees shall maintain an up-to-date list of voting members. Anyone who has been an active member for four (4) weeks before any called meeting of the

congregation shall be eligible to vote in all matters duly brought to the congregational meeting. The Secretary shall furnish such list of eligible voters at each duly called meeting of the congregation.

Section 2.3: Friends

Participants in the life or financial support of the Fellowship, but who have not signed the Membership Book, shall be classified as "Friends of the Fellowship." Such individuals may not hold any elected office, serve on standing committees, or vote at congregational meetings.

Section 2.4: Disruptive Member Termination

A member who is deemed a danger or threat to the safety and well being of the Fellowship or any of its members may be called before the Board of Trustees for a hearing on continued association or membership with the Fellowship. A 3/4 majority vote of the Board of Trustees shall determine if this person's membership will be terminated or have conditions imposed for continuing membership.

Article III: Meetings and Voting

Section 3.1: Business Meetings

There shall be a minimum of one congregational business meeting called each year as specified below.

A. Annual Meeting

The Annual Meeting of the congregation shall be held no later than June 15 at a time and date to be fixed by the Board of Trustees. At this time, Trustees-at-Large, the President-Elect, the Secretary, and the Treasurer, members of the Nominating Committee and any other positions open for election shall be voted upon as specified in Article VI of these Bylaws. The congregation shall vote on the proposed income and expense budget. The Treasurer shall make a report, and other officers or committees may report as requested by the President. Any other business deemed proper by the Board of Trustees may be discussed and voted on.

Section 3.2: Special Meetings

Special meetings of the UUFA may be called by the President of the Board of Trustees; or by a majority of the Trustees; and such meetings shall be called by the President upon the written request of ten (10) percent of the voting members of the UUFA, within one (1) month from the receipt of the request. No business shall be transacted at any such Special Meeting other than that specified in the notice of such Special Meeting as set forth in Section 3.3 below, unless agreed upon by three-fourths (3/4) of the voting members present at such Special Meeting.

Section 3.3: Notice of Meetings

Notice of all meetings of the UUFA shall be given by the Secretary or such person as the Board of Trustees may designate, by hand delivery, electronic communications, or mailing a copy thereof to every active UUFA member eligible to vote at the address shown on the Membership records.

The notice of the Annual Meeting shall include the agenda and a slate of nominees for elected positions. The notice of the Annual Meeting shall include the agenda and a copy of the proposed budget. Each notice shall be hand delivered, electronic communications, or sent by first-class mail at least ten (10) days prior to such meeting.

The notice of any Special Meeting shall be hand delivered, electronic communications, or be sent by first-class mail at least ten (10) days prior to any such meeting and the purpose of any such Special Meeting shall be specified in the notice.

Section 3.4: Place of Business

Every Annual or Special Meeting of the UUFA shall be held at its principal place of worship.

Section 3.5: Quorum; Majority Vote

Twenty (20) percent of all voting members or eighty (80) voting members present in person at any Annual or Special Meeting of the UUFA, whichever is less, shall constitute a quorum for the transaction of any business at all meetings of the congregation, except as specifically prescribed elsewhere in these bylaws. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of the quorum is approved by at least a majority of the members required to constitute said quorum.

Lacking a quorum, the members present shall have the power to adjourn the meeting to a later time that same day until a quorum of voting members is secured in order to conduct business. In such event, any business which might have been transacted at the original meeting may be transacted after a quorum is attained, and under such circumstances, the necessity of complying with the notice requirements of Section 3.3 above does not apply.

If the meeting is adjourned to a later date, notice of the adjourned meeting and any rescheduled meeting must be given to the congregation, pursuant to Section 3.3.

Section 3.6: Method of Voting

Except as otherwise provided in these Bylaws, all business at any Annual or Special Meeting of the UUFA shall be decided by simple majority of voting members present. Voting by absentee ballot will be permitted for the election of those positions as specified in Section 6.3.

Section 3.7: Decisions Concerning Real Estate

Decisions concerning purchasing, selling, leasing (exclusive of short-term rentals), encumbering or otherwise dealing in real estate transactions, shall be submitted for action at a meeting called as specified in Article III, Sections 3.1 and 3.2.

Article IV: Board of Trustees

Section 4.1: General

The Board of Trustees shall be the legal representative of the UUFA and is authorized to conduct the business of the congregation. The Board of Trustees is composed of voting Trustees and non-voting Trustees as specified in Article IV, Section 3. All voting Trustees shall be voting members of the UUFA for at least one (1) year. The Board of Trustees shall act at the direction of and in the interests of the congregation whom they represent, shall provide leadership to the congregation consistent with the purposes and activities specified in Article I, and shall be responsible for compliance with these Bylaws.

Section 4.2: Duties and Functions

A. Duties and Functions: Subject to limitations which are provided elsewhere in these Bylaws, the duties and functions of the Board of Trustees shall include, but shall not be limited to, the following:

1. Maintain custody and management of all property and temporal affairs of the UUFA, and maintain accountability for the expenditure of all funds of the UUFA;
2. Adopt, amend, rescind, and implement policies, rules and regulations which are consistent with these Bylaws, with the duties and functions of the Board of Trustees, and with decisions of the congregation;
3. Work closely with the professional religious staff to ensure that the needs of the congregation and its stated goals are adequately met; and direct the efforts of the UUFA's administrative staff
4. Provide advice and direction to individuals appointed by the President of the Board of Trustees as members of standing committees; and establish additional committees deemed appropriate, define their duties, and prescribe their powers;
5. Require the submission of proposed budgets from all subdivisions, committees, professional religious staff, and administrative staff;
6. Recommend a proposed annual budget to the congregation;
7. Review, and approve if appropriate, proposed ancillary fund-raising activities for the Unitarian Universalist Fellowship of Athens at large or for interest groups within it;
8. Submit a full statement of financial condition to the congregation on an annual basis;
9. Provide direction to all committees, with each Trustee serving as a liaison to at least one committee as appointed by the President of the Board of Trustees, and as a non-voting member of such committee;
10. Appoint delegates and alternates to represent the UUFA at meetings of the Unitarian Universalist Association and other denominationally-related bodies. The President or another duly elected member of the congregation shall be one of the delegates to represent congregational positions;
11. Maintain accurate and open records of all its proceedings, except executive sessions;
12. Perform other duties as may be assigned by the congregation.

B. The Board of Trustees shall have no authority to:

1. Call, settle, or remove any minister;
2. Make on behalf of the UUFA any expenditures or incur any debts or other financial commitments concerning purchasing, selling, leasing (exclusive of short-term rentals), encumbering or otherwise dealing in real estate.

The preceding statement does not preclude the Board from acting alone, that is without congregational authority, on re-financing an existing encumbrance without increasing indebtedness, if the purpose is to decrease the monthly payment owing to a lower interest rate (not by lengthening the term of the encumbrance), or to shorten the term of the encumbrance with no more than a one hundred dollar (\$100) increase in the monthly payment on the encumbrance.

C. Except for an emergency or in the case of lease or installment purchase of needed equipment and furnishings, the Board of Trustees shall not incur any debt that cannot reasonably be expected to be retired under the budget for the current fiscal year of the UUFA. Emergency in this context involves a sudden and unexpected demand on UUFA resources necessary to continue the activities of the congregation. The congregation shall be informed within thirty (30) days of any such emergency expenditures and debts approved by the Board of Trustees that exceed amounts in the current fiscal year budget.

Section 4.3: Number, Term and Qualification of Trustees

A. All voting Trustees shall be active members of the UUFA in good standing.

B. The non-voting Trustee shall be the Senior Minister.

C. The voting Trustees shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President of the Board of Trustees; and four (4) Trustees-at-Large.

D. Term of Trustees

1. At-Large Trustees: The terms of the four (4) At-Large Trustees shall be staggered so that one (1) or two (2) Trustee is/are elected each year for a term of three (3) years.

2. A President-Elect shall be elected each year, to serve three (3) years: the first as President-Elect; the second as President; and the third as Immediate Past President. The President-Elect shall assume the position of President upon the occurrence of one (1) of the following: election of a new President-Elect at the annual meeting of the congregation; at the end of the term of the current president; or to otherwise fill a vacancy in the office of President. Upon completion of the term as President, such person shall serve as Immediate Past President, a voting position on the Board of Trustees.

In the event the President-Elect must assume the position of President to fill a premature vacancy in the office of President in accordance with Article IV, Section 3.D.2., the Nominating Committee shall present at least one (1) nominee for the position of President-Elect at a special meeting of the congregation held for the purpose of electing a new President-Elect. Nominations from the floor shall be accepted for such position. At such meeting, the congregation shall elect one (1) person to serve the remainder of the unexpired term.

3. The Treasurer shall be elected each year for a term of one (1) year. The Treasurer shall remain eligible for re-nomination and reelection for a total of five (5) consecutive years. Such individual shall be eligible for re-nomination and reelection as Treasurer after a minimum of 2 years' hiatus.

4. The Secretary shall be elected each year for a term of one (1) year. The Secretary shall remain eligible for re-nomination and reelection for a total of three (3) consecutive years. Such individual shall be eligible for re-nomination and reelection as Secretary after a minimum of 2 years' hiatus.

5. Other than the Treasurer, no person who has served as a member of the Board of Trustees for a full three-year (3-year) term shall be eligible for re-election as an At-Large Trustee until one (1) year after the expiration of such three-year (3-year) term.

Section 4.4: Declaring and Filling of Vacancies on Board of Trustees

A. A vacancy shall automatically be declared if a Trustee is absent from four (4) regularly scheduled meetings of the Board of Trustees in any successive twelve (12) month period beginning July 1.

The Board of Trustees shall also be empowered by a vote of two-thirds (2/3) of its membership to declare a vacancy if any Trustee is unable to discharge his or her duties; provided, however, the vote declaring such a vacancy shall be taken only at a meeting for which the notice will have specified the proposed declaration of vacancy.

B. If a Trustee should vacate the position before his or her term expires, the voting Trustees shall appoint a replacement to serve until the next Annual meeting of the congregation. Unless the Trustee's term expires at such time, the Nominating Committee shall present at least one (1) nominee for such Trustee position at the next Annual Meeting of the congregation; the congregation shall elect one (1) person to serve the remainder of the unexpired term. Nominations from the floor shall be accepted for the position.

Section 4.5: Board Quorum

At any meeting, six (6) voting members of the Board of Trustees shall constitute a quorum. All decisions made and action taken shall be by a majority vote of those present at a duly constituted meeting.

Section 4.6: Meeting, Notice, Waiver

The Board of Trustees shall establish regular meeting dates and may hold special meetings. Special meetings shall be called by the President or the Secretary at the request of two (2) or more Trustees. Notice of the time, place and purpose of any special meeting shall be given to Trustees not less than forty-eight (48) hours prior to the meeting. In cases of extreme urgency the President may call special meetings of the Trustees or conduct business through other expedited means, such as by telephone or electronic mail. Any action taken pursuant to expedited means shall be duly noted in the minutes of the next regular meeting of the Board of Trustees. Notice of all regular meetings and, when possible, of all special meetings of the Trustees shall be given to the congregation. All meetings of the board of Trustees shall be open to members of the UUFA. The Board of Trustees may go into executive session at their discretion. No action shall be authorized nor resolution adopted except at a meeting open to all active members of the Fellowship.

Section 4.7: Executive Committee of the Board of Trustees.

The President, President-Elect, and Secretary shall also serve as an Executive Committee of the Board of Trustees and shall perform such duties as authorized by the Board.

Article V: Officers

Section 5.1: Number, Term and Qualifications of Officers

Officers shall be a President, President-Elect, Treasurer, and Secretary. Each shall serve a term of one (1) year and shall be a voting member of the Board of Trustees.

Section 5.2: Election of Officers

The President-Elect, Secretary and Treasurer shall be elected at the Annual Meeting of the Fellowship as prescribed in Article III, Section 3.1.A. Subject to Article V, Section 5.8, the office of President shall be filled each year by the person who served as President-Elect in the previous year.

The President, President-Elect, Secretary, and Treasurer shall serve for one (1) year terms as officers, commencing July 1 following the Annual Meeting until their successors have taken office. Except as provided in Section 5.8, the President and President-Elect may not succeed themselves in the same office. The Treasurer and Secretary are eligible to succeed themselves, within the limits stated in Article IV, Section 4.3.D., as long as they remain voting members of the Board of Trustees.

Section 5.3: The President

The President shall be the principal executive officer of the Fellowship, and shall call and preside at meetings of the Board of Trustees and business meetings of the Fellowship and shall perform all other duties usually associated with this office. The President shall serve as a non-voting member of the Finance Committee of the Fellowship. The President shall also execute, in the name of the Fellowship, any and all such instruments that the Board of Trustees or the congregation may determine are necessary to the management of the Fellowship's business and may appoint members to standing and other authorized committees, except as otherwise provided in these Bylaws.

Section 5.4: The President-Elect

The President-Elect shall preside in the absence of the President and shall perform other duties as requested by the President or authorized by the Board of Trustees. The President-Elect shall serve on the Personnel Committee. With the minister, the President-Elect shall perform personnel evaluations of paid staff in conjunction with such position. The President-Elect shall convene the Leadership Council quarterly as provided for in Article VII, Section 7.4. The President-Elect shall automatically become President of the Board of Trustees in the event of a vacancy in the office of the President due to expiration of term, resignation, death, removal from office, or otherwise.

Section 5.5: The Treasurer

The Treasurer shall supervise the receipt and safekeeping of all financial and intangible property of the Fellowship, and shall record and deposit in a financial institution selected by the Board of Trustees all funds collected by the Fellowship. The Treasurer shall make disbursements as directed by the congregation or as approved by the Board of Trustees, and shall perform such other duties as may be directed by the President of the Board of Trustees. A current financial report, accurate within thirty (30) days, shall be rendered at each regular meeting of the Board of Trustees (but not at more than one meeting per month) and at the annual Budget Meeting of the Fellowship. The Treasurer shall submit all books and records of financial transactions to the Board of Trustees upon request. All records of the Treasurer shall remain the property of the Fellowship.

The Treasurer's records shall be inspected by the Finance Committee annually. The Board of Trustees in its discretion may order an independent audit of the Treasurer's records at any time. The Board is further authorized to appoint one or more Assistant Treasurers to assist the Treasurer and perform such other duties as directed by the Board of Trustees.

The Treasurer shall serve as a non-voting member of the Finance Committee. The Treasurer, with the Stewardship Committee, shall maintain accurate records of pledges of financial support by members and others; and with the Stewardship Committee, shall provide periodic information to individuals about the status of their pledge.

Section 5.6: The Secretary

The Secretary shall record, post, and preserve the minutes of all meetings of the Board of Trustees and of all Fellowship business meetings; shall in a timely fashion send to Trustees via electronic mail or first class mail the minutes of previous meetings of the Board of Trustees; if requested, shall read at such meetings the minutes of any previous meetings; shall conduct correspondence as directed by the President of the Board of Trustees; shall take care of all announcements to the congregation as requested by the President and the Board of Trustees; shall be custodian of the Membership Book and shall maintain a roster of active members and those eligible to vote; and shall attest as Secretary and affix the seal of the Corporation to all authorized deeds and other instruments requiring such attestation and seal. All records of the Secretary shall remain the property of the Fellowship.

Section 5.7: The Immediate Past President

The Immediate Past President of the Board of Trustees shall serve as a voting Trustee and shall also serve as a voting participant on the Nominating Committee.

Section 5.8: Vacancies

A. General

A vacancy shall automatically be declared if an officer is absent from four (4) regularly scheduled meetings of the Board of Trustees in any successive twelve (12) month period beginning July 1.

The Board of Trustees shall also be empowered by a vote of two-thirds (2/3) of its membership to declare a vacancy if any officer is unable to discharge his or her duties, provided, however, the vote declaring such a vacancy shall be taken only at a meeting for which the notice will have specified the proposed declaration of vacancy.

B. President

In the event of a vacancy in the office of the President for any reason prior to the expiration of the President's term of office, the President-Elect shall assume the position of President for the unexpired portion of the President's term. A person who becomes President in such a manner shall remain eligible to serve as President following the usual progression of the office.

C. President-Elect

In the event of a vacancy in the office of President-Elect for any reason prior to the expiration of the term of office, the President or Board of Trustees shall call a Special Meeting of the membership as specified in Article III, Section 3.2 above, for the purpose of electing a new President-Elect to serve the unexpired portion of the term. A person who becomes President-Elect in such a manner shall serve as President-Elect and then proceed to President in the usual manner.

D. Treasurer

The vacancy on the Board shall be filled pursuant to Article IV, Section 4.4.B. If the new Treasurer cannot be selected prior to the declaration of a vacancy, the Board may appoint an acting Treasurer to perform such duties as requested by the Board.

E. Immediate Past President

In the event of a vacancy in the office of Immediate Past President for any reason prior to the expiration of the term of office, the Board of Trustees shall appoint a successor from among those members of the congregation who have previously served as an officer to serve the unexpired portion of the term.

F. Secretary

In the event of a vacancy in the office of Secretary for any reason prior to the expiration of the term of office, the vacancy on the Board shall be filled pursuant to Article IV, Section 4.4.B. If the new Secretary cannot be selected prior to the declaration of a vacancy, the Board may appoint an acting Secretary to perform such duties as requested by the Board.

Article VI: Nominations and Elections

Section 6.1: Nominations from the Nominating Committee

The Nominating Committee shall propose to the Board of Trustees on or before April 1 of each year one or more nominees for vacancies on the Board of Trustees, the office of President-Elect, the office of Secretary, the office of Treasurer, and the Nominating Committee, all of which occur by expiration of the respective terms of office. The names of potential and real candidates will be kept confidential. The Board will make the slate of candidates public. The slate of nominees as proposed by the Nominating Committee shall be presented to the congregation in writing as part of the notice of the Annual Meeting.

Section 6.2: Nominations from the Congregation

Additional nominations from the floor at the time of election shall be accepted for President-Elect, Secretary, Treasurer, Trustees-at-Large and members of the Nominating Committee, provided that the persons so nominated shall be voting members of the Fellowship in good standing and have given their consent to the nomination.

Section 6.3: Election

The President-Elect, Secretary, Treasurer, Trustees-at-Large and members of the Nominating Committee shall be elected during the Annual Meeting to take office on July 1 of such year.

Article VII: Committees

Section 7.1: General

A. The duties of each of the Fellowship's Committees shall be clearly stated, in writing, and recorded in the Policies and Procedures of the UUFA. The Board of Trustees shall review the responsibilities of the various committees at least once every three (3) years.

B. Chairs and members of all standing committees must be voting members of the UUFA, and shall be selected from among the voting members of the committee to serve on a yearly basis except where otherwise stated. No person shall serve more than two (2) consecutive terms on the same standing committee.

Section 7.2: Standing Committees

A. There shall be the following standing committees:

- The Nominating Committee
- The Committee on Shared Ministry
- The Ministerial Relations Committee
- The Finance Committee
- The Membership Committee
- The Long-Range Planning Committee
- The Stewardship Committee
- The Personnel Committee

B. Standing Committees Responsible to the Congregation

The following committees shall be responsible to the congregation: the Nominating Committee; the Committee on Shared Ministry; and any Ministerial Search Committee constituted under Article VIII, Section 8.4.

1. The Nominating Committee

A Nominating Committee shall be composed of five (5) voting UUFA members. New members shall be elected by the congregation at the Annual Meeting to take office on July 1 each year. The Nominating Committee shall be elected for two (2) year terms on a staggered basis, two (2) members elected in even-numbered years and two (2) members elected in odd-numbered years. No member shall serve more than two (2) consecutive terms on the Nominating Committee. The Immediate Past President shall serve as one of the voting members of the Nominating Committee.

The Immediate Past President shall convene the Nominating Committee no later than July 31 each year to select a chair. The Nominating Committee shall establish criteria for qualifications for the positions to be filled, and by April 1 each year submit to the Board of Trustees nominees for positions that will be open on the Board of Trustees and on the Nominating Committee, and for the office of President-Elect, the office of Secretary, and the office of Treasurer which occur by expiration of the respective terms of office or otherwise. The Nominating Committee shall encourage the widest possible participation by the congregation in submitting names for consideration. The Nominating Committee shall not nominate for any elected position any of its members or the member's immediate family. In selecting its nominees, it shall seek to represent the diversity of the congregation; consider previous service to the congregation, the nominee's knowledge of the denomination, church constituencies, and church organization; and match individuals to their areas of interest and expertise in sustaining the life of the church. The names of potential and real candidates will be kept confidential. The Board will make the slate of candidates public.

When a vacancy occurs during the term of a member of the Nominating Committee, the Board of Trustees shall appoint a replacement to serve the remainder of the unexpired term.

2. Committee on Shared Ministry

The Committee on Shared Ministry shall serve to strengthen the quality of ministry in the congregation, including, but not limited to, professional leadership, music, social justice, religious education, pastoral care, and Sunday services (worship and forum).

Routine functions of the committee include review and renewal of the Fellowship's purpose, development of strategic directions related to the Fellowship's ministerial activities and systematic evaluation of their effectiveness. It shall report regularly to the Minister, the Board and congregation.

The committee shall consist of six (6) voting members of UUFA who are appointed by the Board from a list of nominees generated by the Nominating Committee. The number of nominees on the list shall, if possible, be twice the number of committee members to be selected at that time. Nominees should be individuals who have sustained involvement in ministerial activities of the Fellowship, have the confidence of Fellowship members and the Minister, and represent a range of ages and perspectives. Members shall serve staggered three (3) year terms, with two (2) members chosen each year. Any vacancy occurring during a term will be filled by the Board, in consultation with the Minister, to complete that term. No member shall serve more than two (2) consecutive terms. The committee chooses its chairperson from amongst its members.

C. Standing Committees Jointly Responsible to the Board and Minister

The following standing committee shall be jointly responsible to the Board of Trustees and to the Minister: Ministerial Relations Committee: There shall be a Ministerial Relations Committee for each minister. Such committee shall facilitate communication between the minister and the congregation and thus serves as both liaison and advisor. A Ministerial Relations Committee shall seek to resolve concerns and discuss any controversies; shall monitor working relationships and working conditions of its minister; and shall conduct periodic reviews of performance with the Minister. It shall make recommendations to the Board of Trustees about adjustments in the congregational contract with its minister, including compensation. A Ministerial Relations Committee shall not make policy. A Ministerial Relations Committee shall notify the Board of Trustees of any circumstance which might lead to termination of its minister for cause, as defined in Article VIII, Section 8.8 of these Bylaws.

1. Ministerial Relations Committee

After no more than six (6) months have passed following the settling of a new minister, a Ministerial Relations Committee shall be constituted. Such Committee shall consist of five (5) voting members of UUFA and shall be appointed by the Board of Trustees from a list of nominees submitted by the Minister. The committee members must have the confidence of both the Minister and congregation. The number of nominees on such list shall be twice the number of committee members to be selected at that time. The Board of Trustees may request additional nominees from the Minister.

Members shall serve staggered two (2) year terms, three (3) members to be chosen in odd-numbered years and two (2) to be chosen in even-numbered years.

New members of a Ministerial Relations Committee shall be seated no later than July 1 each year. If a vacancy should occur on a Ministerial Relations Committee, such position shall be filled within six (6) weeks of the vacancy by Board appointment from a list of three (3) nominees submitted by the committee's Minister. The term of any such position filled in this manner shall expire at the time the term of the vacated position would have.

1a. New Ministerial Relations Committee

After the congregation calls any new Minister and the call has been accepted, a New Ministerial Relations Committee shall be constituted. Such Committee shall

consist of five (5) voting members, nominated jointly by the Search Committee Chair and the newly called Minister, and approved by the Board of Trustees. The New Ministerial Relations Committee shall serve during the first four (4) to six (6) months of the new Minister's term, after which a Ministerial Relations Committee shall be constituted.

D. Standing Committees Responsible to the Board of Trustees

The following standing committees shall be responsible to the Board of Trustees: Finance, Membership, Long-Range Planning, Personnel, and Stewardship Committee.

1. The Finance Committee

The Finance Committee works with all committees of the congregation to develop the budget. It monitors congregational income, expenses, pledge payments and makes regular reports to the Board of Trustees and the congregation. The Finance Committee shall be available for consultation with the Board or other committees of the Fellowship.

The Finance Committee shall submit capital and operating income and expense budgets to the Board of Trustees for its preparation of the proposed budget to submit to the congregation at its Budget Meeting, and shall annually inspect the records of the Treasurer. It shall secure property and liability insurance for congregational facilities.

The Board may order the Finance Committee to arrange for an annual audit of the financial records of the UUFA.

The Endowment Fund and Planned Giving Fund shall operate as subcommittees of the Finance Committee. They shall report quarterly to the Finance Committee and meet at least annually with the Finance Committee.

The Finance Committee shall consist of six (6) voting members and three (3) ex-officio, non-voting members. The President and the Treasurer of the Board of Trustees, and the Stewardship Committee representative shall serve ex officio, non-voting on the Finance Committee. Two (2) new members of the Finance Committee shall be appointed by the Board of Trustees at the first meeting following the congregation's Annual Meeting to serve a three (3) year term, with two (2) new members appointed each year thereafter. No member may serve more than two (2) consecutive terms without a three (3) year interim. Vacancies and any unfilled terms will be filled by the Board of Trustees in such manner as to maintain the staggered terms.

2. The Membership Committee

The Membership Committee of at least five (5) members exists to help those seeking a liberal religious home feel welcomed, to encourage visitors to become committed members of UUFA, and to help meet the needs of members. The Committee holds orientation classes for those interested in becoming members of the UUFA and sponsors new member ceremonies during Sunday services. The Committee helps visitors and members find places to connect within the congregation, provides appropriate publications relating to congregation, and maintains contact with members and long-time friends who irregularly attend services or other activities of the congregation.

The Membership chair helps prepare lists of active and associate members of the congregation, in conjunction with the Minister and the Treasurer as provided in Article II, Section 2.1 .B.

The Membership chair is appointed by the Board of Trustees annually, and the Membership chair appoints others to the committee.

3. The Long Range Planning Committee

The Long Range Planning Committee (LRP) shall gather data to monitor the changing composition and needs of the congregation and shall develop five (5) year and ten (10) year plans for UUFA's growth and development. The Board of Trustees may request that the committee conduct and summarize congregational surveys related to growth and development. It shall maintain a file of all data gathered, summaries of surveys, and LRP committee recommendations. The committee shall meet a minimum of two (2) times each year to evaluate progress towards established goals and shall advise the Board of Trustees of steps necessary to evaluate or implement such proposals.

The committee shall have a minimum of four (4) members appointed by the Board of Trustees: two (2) members appointed in odd-numbered years to serve a two (2) year term, and two (2) members appointed in even-numbered years to serve a two (2) year term. A member of the Board of Trustees shall serve ex officio, non-voting on the Long Range Planning Committee. No member shall serve more than two (2) consecutive terms. Additional members may be appointed by the Board of Trustees as needed.

4. The Stewardship Committee

The Stewardship Committee is responsible for planning and conducting the annual financial pledge drive, and for encouraging and requesting annual pledges of volunteer time and talent. A Committee representative shall sit ex officio, non-voting on the Finance Committee, and communicate regularly with the Finance Committee to understand the budgetary needs of the Fellowship. This committee will also maintain communication with the Membership Committee and will be responsible for initiating contact with new members regarding financial and time/talent support to the Fellowship.

The Board of Trustees shall appoint two (2) co-chairs. Each chair shall serve for a term of two (2) years on a staggered basis, one (1) co-chair appointed in an odd-numbered year and one (1) co-chair appointed in an even-numbered year. At least three (3) other individuals chosen by the co-chairs on an annual basis shall sit on such committee. No co-chair shall serve more than two (2) consecutive terms. A member of the Board of Trustees shall serve ex officio, non-voting on the Stewardship Committee.

5. The Personnel Committee

The Personnel Committee is responsible for initiating and overseeing job descriptions, hiring, appraisals, grievance, and termination of paid non-Minister staff, and for making recommendations to the Board of Trustees concerning personnel issues.

The Personnel Committee shall have up to six (6) members: the President-Elect, who serves on an annual basis; a voting member of the congregation approved by a majority of the paid personnel of the congregation; the Minister (who serves as a non-voting member); and one (1) to three (3) members to be appointed by the Board of Trustees selected to three (3) year terms. No member (with the exception of the Minister) shall serve more than two (2) consecutive terms.

Section 7.3: Other Committees

A. The Board of Trustees may designate and appoint other committees as the handling of the affairs and the attainment of the objectives and purposes of the Fellowship may require and may define their duties and prescribe their powers. Members of the Fellowship may make suggestions to or request approval from the Board of Trustees to form a committee to enhance the functioning of the Fellowship.

B. Each committee will have a purpose, policies and procedures statement in the *UUFA Handbook on Committees*.

C. Any committee seeking funding for their activities shall present a proposed budget to the Finance Committee by a date set by the Finance Committee.

D. Each committee shall make an annual written report on its activities at the Annual Meeting when requested.

Section 7.4: Leadership Council

There shall be a Leadership Council consisting of the current President-Elect (or, in the event of vacancy of such position, the current President) and the chairs of all committees.

A. The Leadership Council shall meet quarterly at a time and place designated by the President-Elect. Meetings of the Leadership Council shall be open to all members of the Fellowship.

B. The Leadership Council shall coordinate and integrate the work of the various committees, report to the Board of Trustees and make recommendations to the Board and to appropriate committees for the expansion and improvement of the Fellowship's programs, and coordinate the development of leadership within the Fellowship.

Article VIII: The Ministry

Section 8.1: Shared Ministry

The ministry of UUFA shall be a shared ministry, with professional leadership and lay participation in conjunction with the Sunday Services Committee.

Section 8.2: Responsibilities of the Minister

A The Minister shall be responsible for planning and conducting of worship within the Fellowship, the Fellowship's spiritual interests, ministering to the needs of individuals, and religious education. Any Minister shall have freedom of the pulpit as well as freedom to express personal convictions outside the pulpit. The Minister shall attend meetings of the Board of Trustees and shall work with the standing committees and other committees and organizations of the Fellowship.

B. The Minister shall routinely supervise and coordinate paid staff of the congregation and shall alert the Personnel Committee of any personnel issue in need of attention. The Minister, with the President-Elect, shall conduct performance reviews of paid staff and shall serve ex officio, non-voting on the Personnel Committee.

Section 8.3: Relationship to the UUA

Each Minister shall be in fellowship with the Unitarian Universalist Association.

Section 8.4: Calling of the Minister

A When a Minister is to be chosen, a Ministerial Search Committee of at least five (5) active members eligible to vote shall be elected by the congregation in accordance with Article III, Section 3.5, from a slate of at least ten (10) names submitted by the Board of Trustees. The widest possible participation of the congregation shall be encouraged to suggest names to the Board of Trustees.

B. The Search Committee shall recommend a candidate to the congregation by an affirmative vote of at least four (4) of five (5) of its members.

C. The congregation shall call a Minister upon approval of ninety percent (90%) majority of the voting members of the Fellowship present in a meeting duly called for this purpose. Eighty (80) active members or forty percent (40%) of the active membership, whichever is the larger number, shall constitute a quorum for such meeting. Voting by absentee ballot will be permitted.

Section 8.5: Relations to the Boards and Committees

Each Minister shall be a non-voting, ex officio member of the Board of Trustees and all committees.

Section 8.6: Ministerial Relations Committee

Each Minister shall be entitled to have his or her own Ministerial Relations Committee. Such committee shall serve the Minister as set forth in Article VII, Section 7.2 of these Bylaws and shall conduct annual evaluation of the Minister's service in the ministry of the congregation. It shall evaluate and recommend to the Board of Trustees adjustments in the congregational contract with the Minister, including compensation.

Section 8.7: Minister Compensation

The Ministerial Relations Committee shall recommend financial compensation and other benefits for the Minister(s). Such financial compensation and other benefits shall be negotiated by the Board of Trustees with the Minister.

Section 8.8: Tenure and Dismissal

A. The Minister shall be considered to have indefinite tenure.

B. The Minister shall give at least three (3) months' notice to the Fellowship prior to terminating his or her ministry with the Fellowship. During such time, the Minister's compensation package shall continue and the Minister shall continue to occupy the pulpit.

C. Removal of a Minister

The Fellowship may remove a Minister under two (2) circumstances: (1) other than for cause and (2) for cause. Prior to initiation of any congregational vote concerning dismissal or other sanction, the Minister shall be notified and the complaint handled in accordance with the most recent *UUA Congregational Handbook* section Complaint Procedures for Ministerial Conduct, *UU Ministers' Association Guidelines* and the *Code of Conduct*. A Minister shall be dismissed by a majority vote of the members of the Fellowship eligible to vote who are present at a Special Meeting called for this purpose. Eighty (80) active members or forty percent (40%) of the active membership, whichever is the larger number, shall constitute a quorum for such meeting. Voting shall be in writing. Prior to the Fellowship's terminating the Minister's tenure under circumstances other than for cause, the Fellowship shall give notice equivalent to one (1) month for each year of service up to a maximum of 12 months, during which time the Minister's compensation package shall continue. During such time, the Minister may continue to occupy the pulpit in accordance with a separation agreement negotiated between the Minister, the Board of Trustees, and a Good Offices Representative of the UUA or the District Executive.

A Minister shall be dismissed for cause if misconduct in the discharge of the Minister's duties is determined to exist. Misconduct in the discharge of the Minister's duties may include financial malfeasance, criminal misconduct, or behavior that violates the most recent *UUA Code of Professional Practice for Ministers*. Such dismissal shall be effective immediately and the compensation package shall cease immediately.

Article IX: Public Positions

Section 9.1: Minister

Any Minister shall have freedom of the pulpit as well as freedom to express personal convictions outside of the pulpit.

Section 9.2: Board of Trustees

The Board of Trustees of the Fellowship may, within its area of responsibility, assume and publicly announce a position or stand, provided that the public announcement states that Trustees are acting on their own behalf.

Section 9.3: Committees

A duly established committee of the Fellowship within its area of responsibility may assume and publicly announce a position or stand taken provided that the public announcement states that committee is acting on its own behalf.

Section 9.4: Members

Members of the Fellowship may vote to assume and publicly announce a position, provided that the number approving the position and the total number of members present at the meeting is stated.

Article X: Amendments

These bylaws may be amended or repealed by the affirmative vote of the two-thirds (2/3) of the members present at an Annual or Special Meeting after such proposed changes shall have been incorporated into notice of any such meeting. Such notice may be given by hand delivery, electronic communications, or first class mail at least ten (10) days prior to such meeting. Proposed amendments to be considered at the Annual Meeting shall also be announced by posting at the Fellowship at least twenty (20) days prior to such meeting.

Article XI: Parliamentary Procedure

The rules contained in the current edition of *Roberts' Rules of Order Newly Revised* shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these bylaws, and special rules of order of the Fellowship.

Article XII: Dissolution

Should the UUFA cease to function or should two-thirds (2/3) of its active voting members vote in favor of disbanding, any accrued assets, after payment of outstanding debt, of the Fellowship shall be assigned to the Unitarian Universalist Association to be used for the extension of liberal religion.