

BYLAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF ATHENS, GEORGIA

Adopted April 29, 2001

Amended April 27, 2003; April 17, 2005; August 30, 2009; December 11, 2011; May 20, 2012; January 13, 2013;
January 18, 2015; May 31, 2015; May 20, 2018

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 14-3-302, as amended.

Section 1.5: Affiliations

The Fellowship shall be affiliated with the Unitarian Universalist Association (UUA) and with the Southern Region 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 region.

Section 1.6: Non-Discrimination Policy

The UUFA supports diversity. The Fellowship welcomes people to participate as members, friends, visitors, or staff without regard to racialized identity, ethnicity, color, sex, physical or mental disability, gender identity or expression, affectional or sexual orientation, age, family and relationship structures, language, citizenship status, economic status, 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. Members: Any person 16 years of age or older who agrees with the Principles and Purposes of the Unitarian Universalist Association and the purposes of the UUFA may become a Member of the Fellowship by signing the Membership Book in the presence of an Officer or the Minister after first (1) attending an orientation session conducted by the Membership Committee in conjunction with the Minister or meeting personally with the Minister to discuss membership expectations and (2) publicly affirming, by personal signature, the UUFA Membership Covenant, which states the following:

"Understanding that membership in the Unitarian Universalist Fellowship of Athens entails the obligation to give of my time, talent, and financial resources to sustain and strengthen the Fellowship, I promise that, to the best of my ability, I will

--Stay actively engaged in the life of the Fellowship through attendance and by rendering volunteer service to support the Fellowship's worship, spiritual, social, and outreach programs and activities;

--Support the Fellowship with a financial contribution of record as my financial means permit."

Individuals who were accepted as Members under previous versions of these Bylaws shall continue as Members.

B. Voting Members: A Member who is at least 18 years of age becomes a voting Member upon making a financial contribution of record or upon receiving a waiver from the Minister for such a contribution any time within the previous 12 months prior to the next congregational meeting. Anyone who has been a voting 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. A voting Member is eligible to serve as an officer, trustee, or committee chair.

C. Friends of the Fellowship. Individuals who wish to support liberal religion and participate in the life of the Fellowship but who do not wish to accept the UUFA Membership Covenant shall be acknowledged as Friends of the Fellowship. Friends may serve on ministry teams but may not vote at congregational meetings or serve as trustees or committee chairs.

D. Removal from Membership: The name of a Member 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 death of the Member. Members who appear to have severed their relationship to the Fellowship and have not responded to written communication directed to their last known address may be removed from the Membership Roll upon a 3/4 majority vote of the Board of Trustees in accordance with its termination of membership policy and procedures.

Section 2.2: Roster of Voting Members

The Secretary of the Board of Trustees shall maintain an up-to-date list of voting members. The Secretary shall furnish such list of eligible voters at each duly called meeting of the congregation.

Section 2.3: Disruptive Person Termination

A member or friend who is deemed a danger or threat to the safety or well-being of the Fellowship or any of its members, will be subject to action by the Board of Trustees in accordance with the Fellowship's policy on disruptive behavior. Such action may include termination, temporary suspension, the imposition of conditions on continued participation in the life of the Fellowship, or no action. Reinstatement of Member or Friend status with full or limited participation will be determined by a hearing of the Board in accordance with UUFA policies and procedures.

ARTICLE III: Meetings and Voting

Section 3.1: Business Meetings

There shall be a minimum of one congregational business meeting called each year, known as the Annual Meeting, 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 meeting, Board Members At-Large, the Secretary, 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 also vote on the proposed income and expense budget. In addition, the Treasurer shall make a report, and other officers or committees as requested by the president may report. 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.

Section 3.3: Notice of Meetings

Notice of all meetings of the UUFA shall be given by the Secretary or such person(s) as the Board of Trustees may designate by hand delivery, electronic communications, or first-class mail to every UUFA member eligible to vote at the address shown on the membership records.

The notice of the annual meeting shall include the agenda, a slate of nominees for elected positions, and a copy of the proposed budget. Each notice shall be hand delivered, delivered by 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, delivered by electronic communications, or 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 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 that 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 as set forth in 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 UUFA shall be decided by simple majority of voting members present. Voting by absentee ballot will be permitted for all motions as published in the notice of the meeting. Motions amended during the meeting will nullify the absentee vote on that motion. Absentee ballots must be submitted to the Secretary no fewer than twenty-four hours prior to the meeting.

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 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 Trustees as specified in Article IV, Section 3. The Board of Trustees shall act at the direction of and in the interests of the congregation whom it represents, 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 that 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 that are consistent with these Bylaws, with the duties and functions of the Board of Trustees, and with decisions of the congregation;
3. Delegate, at its discretion, responsibility for functions and responsibilities that are not specifically assigned to the Board of Trustees by Georgia law or these Bylaws;
4. Monitor the performance of ministry (paid and unpaid staff) to ensure that it is consistent with the Mission of the Fellowship;
5. Establish standing or ad-hoc committees as needed to assist the Board in its governance role, define their duties, and prescribe their powers;
6. Appoint and employ interim minister(s) in accordance with Unitarian Universalist Association guidelines in the event the called minister(s) leave(s) employment;
7. Recommend an annual budget to the congregation;
8. Reallocate funds among the categories of the budget approved by the congregation as long as the total amount of reallocation does not exceed ten percent (10%) of the total approved budget;
9. Submit a full statement of financial condition to the congregation at the annual meeting;
10. Appoint delegates and alternates to represent the UUFA at meetings of the Unitarian Universalist Association and other denominationally related bodies;
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 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 Qualifications of Trustees

A. All Trustees must be voting members of the UUFA and must have been members of UUFA for at least one (1) year prior to the beginning of their terms.

B. The Trustees shall consist of the Secretary, Treasurer, and seven (7) Board Members At-Large. Each year, prior to the annual meeting, the Board shall name one of the sitting members who have served on the current Board for at least one (1) year and no more than two (2) years to serve as President. At the first Board of Trustees meeting of the new program year the Board will name one of the elected Board Members At-Large to serve as Vice President for the program year. The President, Vice President, Secretary, and Treasurer shall comprise the Officers of the Board of Trustees

C. Term of Trustees

1. Board Members At-Large Trustees: The terms of the seven (7) Board Members At-Large shall be staggered so that no more than three (3) Members At-Large are elected to new terms of three (3) years.

2. The Treasurer: A Treasurer shall be elected for a term of two (2) years. The Treasurer shall remain eligible for re-nomination and re-election for a total of four (4) consecutive years. Such individual shall be eligible for re-nomination and re-election as Treasurer after a minimum of a one (1) year hiatus.

3. The Secretary: A Secretary shall be elected for a term of two (2) years. The Secretary shall remain eligible for re-nomination and re-election for a total of four (4) consecutive years. Such individual shall be eligible for re-nomination and re-election as Secretary after a minimum of a one (1) year hiatus.

4. No person who has served as a member of the Board of Trustees for four (4) consecutive years shall be eligible for re-election to any board position until after a minimum of a one (1) year hiatus.

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

A. 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 or for cause 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 officers of the Board 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, Vice President, Treasurer, and Secretary.

Section 5.2: Election of Officers

A. The Treasurer and Secretary shall be elected at the annual meeting of the Fellowship as prescribed in Article III, Section 3.1.A.

B. Each year, prior to the annual meeting, the Board shall name one of the sitting members who have served on the current Board for at least one (1) year and no more than two (2) years to serve as President. At the first Board Meeting of the new program year the Board shall name one of the elected Board Members At-Large to serve as Vice President for the following program year.

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 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: Vice President

The Vice President 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 Vice President 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 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 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 maintain accurate records of pledges of financial support by members and others and 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.

ARTICLE VI: Nominations and Elections

Section 6.1: Nominations from the Nominating Committee

The Nominating Committee shall propose to the congregation, in accordance with the provisions in Article VII, Section 1.B.1, one or more nominees for vacancies on the Board of Trustees, the office of Secretary, the office of Treasurer, and the Nominating Committee, all of which occur by expiration of the respective terms of office.

Section 6.2: Nominations from the Congregation

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

Section 6.3: Election

The Secretary, Treasurer, Board Members 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: Standing Committees

- A. Chairs and members of all standing committees must be voting members of the UUFA.
- 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 four (4) at-large members of the congregation and a representative appointed by the Board of Trustees. New at-large members shall be elected by the congregation at the annual meeting to take office on July 1 each year. The representative appointed by the Board of Trustees shall be a trustee whose term has completed within the past two (2) years and shall be named prior to the annual meeting. At-large members of the Nominating Committee shall serve staggered two (2) year terms with two (2) members being elected each year. No member shall serve more than two (2) consecutive terms on the Nominating Committee.

The Board-appointed representative shall convene the Nominating Committee no later than September 15 each year to select a chair. The Nominating Committee shall establish criteria for qualifications for the positions to be filled and submit to the congregation nominees for positions that will be open on the Board of Trustees and on the Nominating Committee, the office of Secretary, and the office of Treasurer that 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 solicit suggestions from the Board, the minister(s), and the congregation at large. In consideration of the sensitivities of members, the committee shall maintain as much confidentiality as reasonably possible when vetting candidates. 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; consider 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.

At least thirty-five (35) days before the annual meeting, the Nominating Committee shall post its list of nominees and publish it in the newsletter and by electronic mail. Up to twenty-one (21) days before the annual meeting, the Nominating Committee shall accept written petitions of fifteen (15) or more members to add any qualified member, designated as a nominee by petition, to the list. The Nominating Committee shall ensure that the final list of nominees, including those nominated by petition, is mailed (either traditionally or electronically) to each Voting Member of the Congregation with the notice of the annual meeting.

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. After consideration of Board, ministerial, and congregational priorities, the committee shall determine its own tasks and agenda. 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.

Section 7.2: Other Committees

As established in Section 4.2.A.5., the Board of Trustees may designate and appoint other committees as needed to assist the Board in its governance role and shall define their duties and prescribe their powers.

ARTICLE VIII: The Ministry

Section 8.1: Shared Ministry

The ministry of UUFA shall be shared with professional leadership and lay participation.

Section 8.2: Responsibilities of the Senior Parish Minister

A. In the spirit of shared ministry, the Minister shall be authorized and held responsible for the programmatic ministries of the Fellowship. Ministries include but are not limited to worship, pastoral care, social justice, and religious education. The 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 and unpaid staff of the congregation and shall conduct performance reviews of paid staff.

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 at least ninety percent (90%) majority of the voting members of the Fellowship present in 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 by absentee ballot will be permitted.

Section 8.5: Relations to the Boards and Committees

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

Section 8.6: Minister Compensation

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

Section 8.7: 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 unless the Board and the Minister agree otherwise.
- 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 current UUA recommended procedures and the *UUMA Guidelines for the Conduct of Ministry*. 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 UUMA or the designated Southern Region Representative.

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 *UUMA Guidelines for the Conduct of Ministry*. 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: Congregation

Members of the Fellowship at a Congregational Meeting may decide by at least a two-thirds vote to assume and publicly announce a position provided any position taken is within the scope of the UUFA Mission, Vision, Covenant, and/or previously adopted Fellowship positions and does not violate UUFA Bylaws and/or the Principles of Unitarian Universalism.

Any committee (or group or team) of the Fellowship may affiliate with causes, lend support to other organizations, and/or participate in activities on its behalf and/or that of the Fellowship provided any action taken is within the scope of the UUFA Mission, Vision, Covenant, and/or previously adopted Fellowship positions and does not violate UUFA Bylaws and/or the Principles of Unitarian Universalism.

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 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.