

GREENVILLE UNITARIAN UNIVERSALIST FELLOWSHIP

GREENVILLE, SOUTH CAROLINA

BY-LAWS

Amended April 25, 2004

(As described at the end of this document.)

Article I - Name

The name of this organization shall be "The Greenville Unitarian Universalist Fellowship."

Article II - Purpose

The purpose of this religious organization shall be to nurture the search for individual spiritual growth, to foster individual freedom of belief, and provide in the community a home for those who wish to join us in their spiritual journey. We affirm the democratic process in human relations and the worth and dignity of each person. We seek to provide experiences and opportunities useful in the formulation of a religious philosophy generally in keeping with the principles and purposes of the Unitarian Universalist Association.

Article III - Membership

Section 1. Admission

Any person, at least 16 years of age, may become a member of this organization who is in sympathy with its purpose, by signing the membership book in the presence of a board member or the minister

A voting member is designated as a member who is listed on the membership role as would be certified to the UUA. Any person, under sixteen years of age, who is in sympathy with its purpose, may become an associate, non-voting member of this organization by signing the associate membership book in the presence of a board member or the minister.

Section 2. Termination

- (A) Any member who wishes to have his or her name deleted from the membership rolls may submit a request in writing to the Minister, a member of the Board of Trustees, a member of the Membership Committee, or through the business office of the Fellowship. The membership shall be deemed terminated upon receipt of the request.
- (B)
 - (1) The Membership Committee may send a letter with a pledge card enclosed to any member who has not returned a pledge card for two years in a row. The letter will ask whether the member wishes to remain a member and, if so, to return the pledge card (either with or without a pledge). If the card is not returned within 60 days, the member's name may be included in a list of memberships to be considered for termination.
 - (2) The Membership Committee may send a letter to any member who has moved from the Upstate, asking whether the member wishes to remain a member. If no response is received within 60 days, the member's name may be included in a list of memberships to be considered for termination.
 - (3) The Membership Committee may place in the newsletter the name of any member who has moved and left no forwarding address. If the Membership Committee is unable to obtain a current address for the member within 60 days, the member's name may be included in a list of memberships to be considered for termination.
 - (4) The list of memberships to be considered for termination (if any) shall be presented at the next following meeting of the Fellowship, without need for special notice of consideration of the list, and the Fellowship shall vote whether or not to terminate the memberships of the members shown on the list.

Article IV - Denominational Affiliation

This Fellowship shall be affiliated with the Unitarian Universalist Association, and with such other regional and sub-regional organizations as the Fellowship may decide. The Board of Trustees (refer to Article VIII) shall, in its discretion, appoint delegates and observers to denominational meetings so as to insure optimum benefit to the Fellowship.

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Article V - Meetings

Section 1. Meetings

Meetings of the Fellowship, other than the annual meeting and budget meeting may be called by the President, by the Board or Trustees, or by the Secretary upon written demand of fifteen (15) percent of the membership. Notice of all meetings stating the purpose thereof, shall be afforded the members by mail or telephone at least ten (10) days prior thereto. Official meetings must be held at locations available to the total membership.

A Congregational meeting shall be held each year to elect officers and standing committee members. A budget meeting shall be held each year to present the budget approved by the Board of Trustees for study and approval by the membership.

Section 2. Quorum

A quorum shall be twenty (20) percent of the membership. The only business which may be conducted at a meeting at which a quorum is not present shall be the adjournment of the meeting to a later date and time.

Section 3. Voting

Each member shall be entitled to one (1) vote in person or by signed absentee ballot. Voting by proxy shall not be permitted. Except as otherwise stated, a simple majority of those voting (50 percent plus one) will constitute passage of any motion, unless the motion involves a capital transaction exceeding twenty five thousand dollars (\$25,000), in which case a majority of two thirds (2/3) of those voting will be required.

Section 4. Procedure

Roberts Rules of Order shall be used in conducting all business meetings.

Article VI - The Board of Trustees

Section 1. Composition

The Board of Trustees shall consist of the President, the President-Elect, the Past President, the Chief Financial Officer, the Youth Representative, two Trustees-at-Large, the Minister(s). The Minister(s) shall serve as ex-officio, non-voting members of the Board.

Section 2. Ultimate Power Reserved to Membership

The membership of the Fellowship by decision expressed in legal meeting and in accordance with these by-laws, shall retain ultimate governing power and shall be the authority in matters of policy, both spiritual and secular, and may from time to time instruct the Board of Trustees as to its will.

Section 3. Terms

With the exception of the immediate Past President, who shall succeed to his or her position automatically, all trustees shall be elected for a term of one (1) year and shall assume office June 1. The succession of President-Elect to President shall be subject to confirmation by the congregation.

Section 4. Eligibility

Only voting members of the Fellowship may be nominated to serve, or continue to serve, in elected positions. Employees of the Fellowship may not serve in elected positions.

Section 5. Vacancies.

Vacancies, other than that of the immediate Past President, the President, and President-Elect, shall be filled

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through appointment by the Board of Trustees.

If the office of President is vacated, the President-Elect shall assume the office of President, and shall serve through the end of the term during which he or she would have served as President. In this event, the Board shall select one of its members to fulfill the duties of the President-Elect. The Youth Representative may not serve in this role.

If the office of President-Elect is vacated for any reason other than the President-Elect being required to take over the unexpired term of the President, the office shall be filled by a special election by the Congregation.

Section 6. Committees

Members of the Board of Trustees shall not serve on elected committees.

Section 7. Election of the Youth Representative

The Youth Representative shall be elected by those enrolled in the Fellowship's Youth Religious Education Program. The Nominating Committee for the position of Youth Representative shall consist of the Youth RE Chairperson(s) and the Associate Minister of Lifespan Religious Education and voting members of the Congregation aged eighteen and below. Nominees must be voting members of the Congregation. The election of the Youth Representative shall take place at a special meeting of the Religious Education classes, to be held at approximately the same time as the Congregational Meeting during which other Trustees are elected. A vacancy in this position shall be filled according to the above procedure at a specially called meeting of the Religious Education classes.

Section 8. Termination of Office

Termination of Office. Any Board member may be dismissed from the Board by a three-fourth ($\frac{3}{4}$) vote of the voting members present at a duly called meeting of the Fellowship.

Section 9. Governing Body

Subject to the powers reserved to the Fellowship, the Board of Trustees shall be the governing body thereof.

Section 10. Responsibilities

Except as limited herein, the Board of Trustees shall have general charge of the properties of the Fellowship and be responsible for the administration of the Fellowship and for its religious and educational programs. The Board may make non-budgeted expenditures of an emergency nature for repairs, maintenance, and replacement in order to keep the facilities functional for on-going programs.

Section 11. Powers Excluded

Except as specifically directed by the membership, the Board of Trustees shall be without power to:

- Buy, sell, grant rights in, lease, encumber, pledge or otherwise deal in real estate,
- Override covenants of Endowment fund.
- Call or dismiss a minister or any person appointed in place of a minister.

Section 12. Regular Meetings

Regularly scheduled meetings of the Board of Trustees shall be held monthly. All regularly scheduled meetings shall be publicized to the membership so that any interested member may attend.

Section 13. Special Meetings

Special meetings shall be called upon demand of three (3) members of the Board of Trustees, or at the discretion of the President.

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Section 14. Quorum

A quorum of the Board of Trustees shall be a majority of its members. The only business which may be conducted at a meeting at which a quorum is not present shall be the adjournment of the meeting to a later date and time. The presiding officer will not vote on matters presented to the Board of Trustees except in the case of a tie vote. In that case, the presiding officer shall have the authority to cast the deciding vote.

Section 15. Meetings Open

All Board of Trustees meetings are open to any and all members of the Fellowship. Any member attending shall have the right of the floor, but no vote. The Board may, however, go into Executive Session to discuss personnel matters which should be of a confidential nature.

Article VII - Officers

The officers of the Fellowship shall consist of the President, the President-Elect, and the Chief Financial Officer

Article VIII - Duties of the Officers

Section 1. The President

The President is automatically Chairperson of the Board of Trustees. The President shall represent the Fellowship on all appropriate occasions, preside over business meetings of the Fellowship and meetings of the Board of Trustees, see that all orders and resolutions of business meetings of the Board are carried out; and serve as a voting member of the Board of Trustees in the year following his or her term of office. The President shall be responsible for long range planning and matters relating to personnel.

Section 2. The President-Elect

The President-Elect shall serve in place of and exercise the powers of the President during the latter's absence or disability, and shall chair all meetings of the Program Council.

Section 3. The Chief Financial Officer

The Chief Financial Officer shall be responsible for the financial matters of the Fellowship, and shall oversee the activities of the Finance Committee. The Chief Financial Officer shall be responsible for investment of funds and assisting with all financing programs. Subject to the approval of the Board, the CFO shall appoint a Treasurer, who shall serve on the Finance Committee and be responsible for receipt and disbursement of funds and the financial records of the Fellowship.

Article IX. Program Council

Section 1. Purpose

The Program Council shall be responsible for managing, coordinating and planning the day-to-day activities of the Fellowship.

Section 2. Appointment

Members of the Program Council are appointed by the Board of Trustees for a period of one year, and are selected from a slate of candidates provided by the Nominating Committee.

Section 3. Responsibilities

Members of the Program Council shall establish work groups of volunteers to assist in their respective areas of responsibility. The Program Council shall meet at least once per month, prior to the regularly scheduled meeting of the Board of Trustees, to discuss issues of mutual concern and to formulate recommendations and requests to the

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Board of Trustees. This meeting shall be chaired by the President-Elect of the Fellowship.

The Program Council shall be responsible for the following activities, in addition to any that may be deemed necessary from time to time:

- Sunday Services
- Membership
- Communications
- Social Responsibility
- Building and Grounds
- Adult Religious Education
- Youth Religious Education
- Denominational Affairs
- Preschool
- Ways and Means

Article X - Committees

Section 1. Elected Committees

1. Audit Committee. Three (3) members of the Fellowship, which shall not include any member of the Board of Trustees nor of the Finance Committee, shall be elected to the Audit Committee at a congregational meeting held no later than February of each year. The President-Elect of the Board of Trustees shall propose and present a slate of at least three (3) members of the Fellowship for election by members of the Fellowship at such congregational meeting. The Audit Committee shall review the Fellowship's fiscal year end financial statements by September following the fiscal year end and shall recommend to the Board of Trustees any proposed changes to procedures and practices in accounting matters.
2. Nominating committee. A Nominating Committee of five (5) members of the Fellowship shall be elected at a meeting of the membership held no later than February of each year. The Nominating Committee shall nominate one (1) or more candidates for each Board of Trustees position to be elected at the annual meeting and shall mail its report to the membership together with the notice of the annual meeting. The Nominating Committee shall also recruit and recommend to the Board of Trustees members of the Program Council, each to be responsible for one of the activities outlined in Article IX, Section 3.

Section 2. Standing Committees

A. Committee on Ministry.

FUNCTION. The function shall be to support an effective ministry, keep abreast of and address as needed issues concerning the relationship between the ministers and members of the congregation, evaluate the ministry and, in consultation with the ministers and the Board of Trustees, make recommendations to the Board of Trustees regarding the annual compensation package for the ministers.

MEMBERS. The Committee on Ministry shall consist of three members of the congregation selected by the Board of

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Trustees from a list of six names submitted by the ministers and which are acceptable to the Board. Terms shall be of an unspecified duration, up to a maximum of three years, and should be staggered to avoid the formation of an entirely new committee. In the event of a vacancy, the ministers may submit to the Board of Trustees a list of three names from which one will be chosen.

EVALUATION. An evaluation of the Ministry, including the ministers, shall be conducted each year. This evaluation will take the form of a questionnaire developed and administered by the GUUF Committee on Ministry. A full Fellowship evaluation shall be administered every three years. In the intervening two years, there shall be a key informant survey involving a representative sample of the congregation.

B. FINANCE COMMITTEE

FUNCTION. The function of this committee shall be to assist the CFO in preparing the annual budget, monitor the expenditure of funds against approved budgets and provide advice and counsel to the CFO as needed.

MEMBERS. The members of this committee shall consist of the Chief Financial Officer, as Chair, the Treasurer, the Chair of the Endowment Committee, and a representative of the Ways and Means working group

C. ENDOWMENT COMMITTEE

FUNCTION. The function shall be to encourage members and friends to support the long term success of the Fellowship by making financial commitments to the Endowment Fund(s), and to administer and manage the Endowment Fund(s) in accordance with specified guidelines approved by the Board of Trustees and approved by the Congregation.

MEMBERS. The Committee shall be composed of no fewer than four members who are appointed by the Board of Trustees for a two year term on a staggered basis.

Article XI - Finance

Section 1. Fiscal Year

The fiscal year shall begin July 1 and end June 30.

Section 2. Report

The Chief Financial Officer shall present a final proposed budget and a year-to-date financial report at a duly called Congregational meeting.

Section 3. Fellowship Finances

No person or committee shall have the power to incur expenses on behalf of the Fellowship without the authority of the Board of Trustees or upon direction of the Fellowship duly expressed and registered in accordance with these by-laws.

Section 4. Property Rights.

No member of the Fellowship shall have a vested right or interest in any of the assets, functions, affairs, or

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franchises of the Fellowship which shall be transferable, inheritable, or which shall continue after membership ceases.

Article XII - Senior Minister

Section 1. Recommendation of a New Senior Minister

Recommendation of a new Senior Minister shall be made by a Ministerial Search Committee. Such committee shall be selected considering the current guidelines of the UUA Department of Ministry and shall consist of five to seven members elected by a majority of the voting members of the Fellowship from a slate nominated by the Board of Trustees.

Section 2. Election

The Senior Minister shall be elected by a three-fourths vote of the voting members of the Fellowship present at any meeting legally called for that purpose.

Section 3. Salary and Letter of Agreement

The terms of employment of the Senior Minister shall be clearly outlined in a letter of agreement drawn up by the Ministerial Search Committee and by the Board of Trustees and then approved by the membership at the time of election of the minister. The Senior Minister shall be responsible to the membership and to the Board of Trustees for the effective performance of the Senior Minister's work.

Section 4. Duties

The duties of the Senior Minister are as defined in the letter of agreement.

Section 5. UUA Membership

The Senior Minister shall be in Fellowship with the Unitarian Universalist Association.

Section 6. Freedom of the Pulpit.

The Fellowship shall maintain the tradition of a free pulpit, and shall place no restrictions upon the teachings of the Senior Minister, save the restrictions of an honest and scholarly search for truth in keeping with the purpose of this Fellowship as stated in Article II of the By-Laws.

Section 7. Tenure, Dismissal, and Resignation

The Senior Minister shall be considered to have indefinite tenure, but may be dismissed by a majority vote of the voting members of the Fellowship present at any meeting legally called for that purpose. The minister shall be given written notice of such dismissal by the Board of Trustees and the total compensation will continue for three months following that notification. The minister shall give three month's notice when presenting a letter of resignation to the Board of Trustees. The three month's notice by either party may be waived if both the minister and the Board of Trustees agree otherwise.

Article XIII – Associate Minister of Lifespan Religious Education

Section 1. Recommendation of a New Associate Minister of Lifespan Religious Education

Recommendation of a new Associate Minister shall be made by an Associate Ministerial Search Committee. Such committee shall be selected considering the current guidelines of the UUA Department of Ministry and shall consist of five to seven members elected by a majority of the voting members of the Fellowship from a slate nominated by the Board of Trustees. In the event that the Associate Ministerial Search Committee does not find a suitable candidate to recommend or the candidate is not called, the Board of Trustees will be responsible for hiring an

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Assistant Minister or Director of Lifespan Religious Education to serve in the interim period while the search committee continues to search for a candidate.

Section 2. Election

The Associate Minister shall be elected by a three-fourths vote of the voting members of the Fellowship present at any meeting legally called for that purpose.

Section 3. Salary and Letter of Agreement

The terms of employment of the Associate Minister shall be clearly outlined in a letter of agreement drawn up by the Ministerial Search Committee and by the Board of Trustees and then approved by the membership at the time of election of the minister. The Associate Minister shall be supervised by the Senior Minister and responsible to the membership, the Religious Education Committees and to the Board of Trustees for the effective performance of the Associate Minister's work.

Section 4. Duties

The duties of the Associate Minister are as defined in the letter of agreement .

Section 5. UUA Membership

The Associate Minister shall be in Fellowship with the Unitarian Universalist Association.

Section 6. Freedom of the Pulpit.

The Fellowship shall maintain the tradition of a free pulpit, and shall place no restrictions upon the teachings of the Associate Minister, save the restrictions of an honest and scholarly search for truth in keeping with the purpose of this Fellowship as stated in Article II of the By-Laws.

Section 7. Tenure, Dismissal, and Resignation

The Associate Minister shall be considered to have indefinite tenure, but may be dismissed by a majority vote of the voting members of the Fellowship present at any meeting legally called for that purpose. The minister shall be given written notice of such dismissal by the Board of Trustees and the total compensation will continue for three months following that notification. The minister shall give three month's notice when presenting a letter of resignation to the Board of Trustees. The three month's notice by either party may be waived if both the Associate Minister and the Board of Trustees agree otherwise.

Article XIV – Dissolution

Should this Fellowship cease to function and the membership vote to disband, any assets of the Fellowship will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

Article XV - Amendments

Section 1. Procedure

These by-laws may be altered or amended by a two-thirds (2/3) vote of the voting members present and voting at any duly called meeting before which prior notice of the proposed change has been given.

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Section 2. Notice.

Notice of a proposed change or amendment may be initiated by the Board of Trustees or by thirty (30) percent of the membership. Notice of the proposed amendment shall be in accordance with the procedure set forth in Article V, Section 1 of these by-laws. Such notice shall afford the text of the proposed change together with the text of the portions sought to be amended.

(NOTE: The January 28, 2001 Amendments, adopted by unanimous vote of the congregation at a duly-called congregational meeting at which a quorum was present, included (a) the replacement of Article III, Section 2, in its entirety, with the text set forth herein, and (b) the replacement of Article X, Section 1, in its entirety, with the text set forth herein.)

Article XVI - Amendments

Section 1. Admission

Any person, age 16 or older, who is in sympathy with the purpose of this organization and willing and ready to support it, may become a member by completing the process prescribed by the Board of Trustees, which may include participation in an orientation regarding Unitarian Universalism and the stewardship responsibilities of members to support the Fellowship through financial contributions and volunteer efforts.

Any person, under 16 years of age, who is in sympathy with the purpose of this organization, may become an associate, non-voting member by signing the associate membership book in the presence of a member of the Board of Trustees or a Minister.

Section 2. Termination

(A) Any member may terminate his or her membership by requesting termination verbally, electronically, or in writing, of a member of the Board of Trustees, a Minister, the chairperson of the Membership Committee, or the business office of the Fellowship.

(B)(1) The Membership Committee may send a letter with a pledge/enrollment card enclosed to any member who has not returned a pledge/enrollment card by the end of the annual pledge campaign. The letter will ask whether the member wishes to remain a member and, if so, request that the member return the pledge/enrollment card (either with or without a pledge). If the card is not returned within 60 days, the member's name may be included in a list of memberships to be considered for termination.

(2) The Membership Committee may send a letter to any member who has moved from the Upstate, asking whether the member wishes to remain a member. If no response is received within 60 days, the member's name may be included in a list of memberships to be considered for termination.

(3) The Membership Committee may place in the newsletter the name of any member who has moved and left no forwarding address. If the Membership Committee is unable to obtain a current address for the member within 60 days, the member's name may be included in a list of memberships to be considered for termination.

(4) The current list of memberships to be considered for termination (if any) shall be presented at each Congregational Meeting, without need for special notice that the list will be considered, and the Congregation shall vote whether to terminate the memberships of the members shown on the list.

(NOTE: The May 18, 2003 Amendments, adopted by unanimous vote of the congregation at a duly-called congregational meeting at which a quorum was present, included (a) the replacement of Article III, Section 1, in its entirety, with the text set forth herein, and (b) the replacement of Article III, Section 2, in its entirety, with the text set forth herein.)

(NOTE: The April 25, 2004 Amendments, adopted by the congregational vote at a duly-called congregational meeting at which a quorum was present, included (a) the replacement of Article X, Section 2, subsection A, in its entirety, with the text set forth herein, (b) the deletion of Article X, Section 2, subsection B, (c) the relettering of the

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remainings subsections in Section 2, (d) the replacement of Article XII, in its entirety, with the text set forth herein; (e) the addition of Article XIII, including the text set forth herein, (f) the renumbering of the remaining articles, and (g) the replacement of Article VI, Sections 1 and 7, with the text set forth herein.)