

# GREENVILLE UNITARIAN UNIVERSALIST FELLOWSHIP

## GREENVILLE, SOUTH CAROLINA

### Propose BY-LAWS Revision

*To be Amended Oct. 26, 2008*

#### **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, age 16 or older, who is in sympathy with the purpose of this organization and ready to support it, may become a member by signing the membership book in the presence of a member of the Board of Trustees or a Minister.

##### Section 2. Membership Responsibilities and Privileges

Active Members support the Fellowship by attendance at Sunday Services, by financial support, and/or by involvement in any of the diverse Fellowship activities as participants, lay leaders or volunteers. Members are aware of our operating expenses and contribute financially as they are able. Members ensure there is an ANNUAL CONTRIBUTION OF RECORD by returning an annual pledge card (with or without a pledge) and indicating involvement with the Fellowship.

Only Active Members shall have the privilege of voting at Congregational Meetings, receive ceremonial and pastoral services and other benefits of membership. Inactive Members may be provided ceremonial and pastoral services, but shall not vote at congregational meetings or receive other benefits of membership.

##### Section 3. Changes in Membership

(A) Resignation of membership may be accomplished by informing a member of the Board of Trustees, a Minister, the chairperson of the Membership Committee, or the business office of the Fellowship. Communication can be verbal, electronic, or written.

(B) Any member may request to be moved to Inactive Membership due to a temporary move or other special circumstances by verbal, electronic or written request to a member of the Board of Trustees, a Minister, the chairperson of the Membership Committee, or the business office of the Fellowship.

(C) The Membership Committee shall attempt to contact members each year who appear to be inactive by lack of involvement, returned mail, report of a move, or failure to return a pledge/enrollment card for two consecutive years.

(D) The Membership Committee shall publish to the congregation and submit to the Board of Trustees a list of members who have not responded to the formal follow-up efforts no later than the 31<sup>st</sup> of October of each year. The Board of Trustees may remove such members from the membership roll in an open meeting of the Board.

(E) Reactivation of membership may be accomplished by informing a member of the Board of Trustees, a Minister, the chairperson of the Membership Committee, or the business office of the Fellowship. Communication can be verbal, electronic, or written.

#### **Article IV - Denominational Affiliation**

This Fellowship shall be affiliated with the Unitarian Universalist Association, and with such other regional and

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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 ensure optimum benefit to the Fellowship.

#### ***Article V - Meetings***

##### **Section 1. Meetings**

A Congregational meeting shall be held annually on the last Sunday in April to elect officers and trustees at large of the Board of Trustees, the Committee on Ministry, the Endowment Committee, and the Audit Committee.

A budget meeting shall be held each year prior to June 1, to present the budget approved by the Board of Trustees for study and approval by the membership.

Meetings of the Fellowship, other than the annual meeting and budget meeting may be called by the President, by the Board or Trustees, or 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.

##### **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 Active Member shall be entitled to one (1) vote either in person or by signed absentee ballot, but not both. 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 the default method 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, at least two but not more than four Trustees-at-Large, the Minister(s), and DLRE. The Minister(s), the DLRE, and the Youth Representative 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 July 1. The succession of President-Elect to President shall be subject to confirmation by the congregation. No person shall serve more than two consecutive terms in any single position.

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#### Section 4. Eligibility

Only Active Members of the Fellowship may be nominated or appointed to serve, or continue to serve, in elected positions. Employees of the Fellowship may not serve in elected positions. Members must have minimum 3 years of the GUUF Membership and prior GUUF leadership experience as defined by the Nominating Committee.

#### Section 5. Vacancies.

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 until a special election of the congregation is held. 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.

Other Board vacancies shall be filled through appointment by the Board of Trustees.

#### Section 6. Committees

Members of the Board of Trustees shall not serve on Elected Committees, except the Past President shall chair the Nominating Committee. Members of Nominating Committee may not become nominees for the Board of Trustees for the fiscal year that they make nominations for leadership.

#### Section 7. Election of the Youth Representative

The Youth Representative shall be elected as an ex-officio member of the Board of Trustees by those enrolled in the Fellowship's Youth Religious Education Program (Junior and Senior High). The Nominating Committee for the position of Youth Representative shall consist of the current Junior and Senior High students. The Youth Representative shall be or become a member of the Congregation before his/her term begins. 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 (spring). 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 suspended by the majority vote of the Board Members present at the duly called Board meeting to be followed within 60 days, by removal/ratification at duly called congregational meeting by the 2/3 vote of the congregation unless he or she voluntarily resigns prior to said time.

#### 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, programs of the Fellowship, and be responsible for the administration of the Fellowship. The Board may make non-budgeted expenditures of an emergency nature including, but not limited to, 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.

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- Call or dismiss a minister(s) or any person appointed in place of a minister(s), except as otherwise provided in the minister(s)' letter(s) of agreement

#### 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. The approved minutes of the meetings shall be available to members.

#### Section 13. Special Meetings

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

#### Section 14. Quorum

A quorum of the Board of Trustees shall be a majority of its voting members, which shall include at least one officer. 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 consisting of only its voting members to discuss personnel or other matters 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 shall Chair the Board of Trustees, unless unavailable or unable to do so. 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 and/or his or her designee shall be responsible for long range planning and matters relating to personnel. The president, or an officer in his or her absence, shall have the authority to sign contracts on behalf of the Fellowship to carry out approved actions of the Fellowship.

#### 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, shall chair the Finance committee, and shall be a voting member of the Budget Drive (Canvass) Committee; The Chief Financial Officer shall be responsible for investment of operating, endowment and capital funds and shall carry out all approved financial actions of the Fellowship. Subject to the approval of the Board, the CFO shall appoint a Treasurer.

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#### ***Article IX. Program Council***

##### Section 1. Purpose

The Program Council shall be responsible for coordinating, planning, integrating, and overseeing the execution of the programs of the Fellowship.

##### Section 2. Appointment

Members of the Program Council are appointed by the Board of Trustees for a period of one year. No individual may serve more than three consecutive terms on the Program Council.

##### Section 3. Responsibilities

A: The Program Council shall accomplish its work through the established committee work groups (as listed below) to execute the decisions of the Program Council 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 Board of Trustees. This meeting shall be chaired by the President-Elect of the Fellowship.

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

- Sunday Services
- Membership
- Communications
- Social Responsibility
- Building and Grounds
- Adult Religious Education
- Youth Religious Education
- Denominational Affairs
- Ways and Means
- Volunteer Coordination
- Social Events
- Budget Drive Committee (Canvass Committee)

C. Each Program Council committee shall have no less than three (3) members and shall meet no less than every other month at the Fellowship. All committee meetings shall be announced and shall be open to any member of the Congregation. Each committee chair shall bring their Committee's ideas, activities and concerns to the Program Council for coordinating, planning, integrating, and execution with the other programs of the Fellowship.

#### ***Article X - Committees***

##### Section 1. Elected Committees

2. Nominating committee. A Nominating Committee of five (5) members of the Fellowship shall be selected as follows:

- A. The chair of this committee shall be the past president of the congregation; He/She will be responsible for planning and coordinating leadership development activities to train and develop future and current leaders of the Fellowship.

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- B. Four (4) other members shall be elected by the membership at a congregational meeting held no later than February 15<sup>th</sup> of each year.

The Nominating Committee shall be a year round committee whose goal is to 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 at least two candidates for each of the Program Council activities as listed in Article IX, Section 3.

3. 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 the annual congregational meeting. 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.

#### Section 2. Standing Committees

##### A. Committee on Ministry.

The Committee on Ministry reports to the congregation.

Function of the Committee on Ministry:

1. To assess the total ministry and make specific recommendations via a written report at least annually to the board and the congregation.
2. Establish processes to resolve conflicts within the congregation rather than providing specific solutions.
3. Promote awareness of and report on progress toward the mission of our Fellowship.
4. Consult with Minister(s) and Lay Leaders and provide feedback on the ministerial and program goals for the coming year.
5. Advise the Board of Trustees annually regarding the assessment of the work and annual compensation package for the Minister(s)

Members:

1. CoM shall consist of five members of the congregation. These members must not serve concurrently in any other leadership capacity in the Fellowship. Members must have minimum 3 years of GUUF Membership and prior GUUF leadership experience as determined by the Nominating Committee.
2. The current CoM shall submit a list of people for consideration for the future CoM to the Nominating committee by March 15<sup>th</sup>. The Nominating committee will present a slate for the CoM for election at the annual meeting, which shall be elected by the congregation.
3. After FY 2008-2009, each member shall not serve more than 3 consecutive years and the membership to this committee should be staggered to avoid the formation of an entirely new committee at any election.

#### EVALUATION:

Every three years, the GUUF CoM shall develop and conduct a full evaluation to assess the Fellowship's progress toward its mission and the accomplishment of its ministerial and program goals. In the intervening two years, an annual survey of its ministerial and program goals and achievement involving a representative sample of the congregation shall also be conducted. The results and recommendations shall be presented at least annually to the Board and the congregation by a member of the CoM no later than by the congregation's annual meeting.

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#### B. FINANCE COMMITTEE

FUNCTION. The function of this committee shall be to assist the CFO in preparing the annual budget, monitoring the expenditure of funds against the approved budget monitoring the investment of operating, capital and endowment funds, and providing advice and counsel to the CFO. The FC shall meet no less than once every other month.

MEMBERS. The members of this committee shall consist of the Chief Financial Officer, as Chair, the Treasurer, the chair(s) of the Ways and Means Committee, the immediate past CFO, and two members of the congregation appointed by the board.

#### C. ENDOWMENT COMMITTEE

FUNCTION. The function shall be to encourage members and friends to support the long term success of the Fellowship by encouraging and promoting planned giving to its Endowment Fund(s).

MEMBERS. The Committee shall be composed of no fewer than four members who are nominated by the Nominating Committee and elected by the Congregation for three year terms on a staggered basis. No person shall serve more than two consecutive terms and not more than one additional non consecutive term. The Chair of the committee shall be selected by the members of the Endowment committee.

#### ***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 as approved by the Board and a year-to-date financial report prior to June 1 each year 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 franchises of the Fellowship which shall be transferable, inheritable, or which shall continue after membership ceases.

#### ***Article XII :Minister(s)***

##### Section 1. Recommendation of New Minister(s)

Recommendation for any new Minister(s) shall be made by a Ministerial Search Committee. Such committee shall be selected while 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.

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#### Section 2. Election

The Minister(s) 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 Minister(s) shall be clearly outlined in letter(s) 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(s).

#### Section 4. Duties

The duties of the Minister(s) are as defined in the letter of agreement.

#### Section 5. Freedom of the Pulpit.

The Fellowship shall maintain the tradition of a free pulpit, and shall place no restrictions upon the teachings of the Minister(s), 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 6. Tenure, Dismissal, and Resignation

The Minister(s) 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, or as otherwise provided in the letter(s) of agreement. The minister(s) 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, unless otherwise delineated in the Letter of Agreement. The minister(s) shall give three months notice when presenting a letter of resignation to the Board of Trustees. The three months notice by either party may be waived if the departing minister(s) and the Board of Trustees jointly agree otherwise. The departing minister(s) shall continue to perform their duties during this period unless otherwise jointly agreed upon by the minister(s) and the Board of Trustees.

#### **Article XIII – Hired Staff**

Other non called religious professionals and staff employed by the Fellowship may be hired by the Board and may be dismissed by the Board, considering the guidelines of the UUA and any such other policies of the Fellowship.

#### **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.

##### 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.

#### **Article XVI – Definitions**

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- A. “Mail” shall be defined as electronic or otherwise written communication sent by the Fellowship to a member. “Mail” includes any written communication addressed to a member or the membership as a whole which is sent to a physical or electronic address of the member;
- B. “Leadership experience as determined by the Nominating Committee” shall mean experience at GUUF that may include subcommittee leadership, committee leadership, project leadership or other experience organizing and leading activities at GUUF to the satisfaction of the Nominating Committee.