

THE GREENVILLE UNITARIAN UNIVERSALIST FELLOWSHIP
Greenville, South Carolina
BY-LAWS -- Amended July 29, 2012

ARTICLE I - ORGANIZATION

- A. Name. The name of this organization shall be "THE GREENVILLE UNITARIAN UNIVERSALIST FELLOWSHIP."
- B. Our Mission Statement. The Greenville Unitarian Universalist Fellowship is a welcoming and accepting liberal religious community. We embrace freedom of thought, encourage spiritual growth, and practice social responsibility.
- C. 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. Members attending the UUA General Assembly may request or be asked, and approved by the Board of Trustees, to serve as voting delegates on behalf of GUUF.
- D. ULTIMATE GOVERNING POWER. The membership of the Fellowship, by decision expressed in legal meetings and in accordance with these By-Laws, shall retain ultimate governing power of the Fellowship 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.
- E. Welcoming Congregation. As a UUA certified Welcoming Congregation, it is specifically understood that Membership in, and employment by, the Greenville Unitarian Universalist Fellowship is open to all qualified persons regardless of race, color, gender, sexual identity, affectional or sexual orientation, sexual expression, age, physical disability or national origin.

ARTICLE II - MEMBERSHIP

- A. 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 the Minister or a member of the Board of Trustees.
- B. Membership Responsibilities and Privileges. Members support the Fellowship in any or all of the following ways:
1. attendance at Sunday Services
 2. financial support
 3. maintain current information regarding their membership

4. involvement in any of the diverse Fellowship activities as participants, volunteers, or lay leaders
5. participate and vote at meetings of the membership
6. receive ceremonial and pastoral services

Members are aware of our operating expenses and contribute financially as they are able. Members will return an annual pledge card (with or without a pledge) for membership records. Only members may hold appointed or elected office.

C. Changes in Membership.

1. Resignation or reactivation of membership shall be accomplished by informing one of the following:
 - a. a member of the Board of Trustees
 - b. the Minister
 - c. the Chair(s) of the Membership Committee
 - d. the business office of the Fellowship
 - e. a volunteer of the Year Round Budget Drive.

Notification is preferred in writing or electronically, but accepted verbally.

2. The Membership Committee shall attempt to contact members each year who have either not been involved with the Fellowship, or for report of a move, returned mail, or failure to return a pledge card for one year.
3. The Membership Committee shall publish to the Fellowship and submit to the Board of Trustees a list of those members who have not responded to the follow-up procedures by no later than November 1 of each year. The Board may remove such members from the membership in an open meeting of the Board.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

- A. Notice of All Meetings. Notice of all meetings, stating the purpose thereof, shall be sent to the membership by mail, electronic delivery, or by phone at least 10 days in advance of the meeting. Official meetings must be held at locations available to the total membership. Meetings are open to the entire Congregation, but only members of the Fellowship may vote.
- B. Annual Meeting. The membership will meet at least annually prior to June 1 of each year. Business should include election of officers and approval of the leadership of the Fellowship, as well as approval of the budget for the upcoming fiscal year which is proposed by the Board of Trustees and presented by the Chief Financial Officer. These items of business may be handled in separate meetings of the membership.

C. Other Fellowship Meetings. Other meetings of the Fellowship may be called by the President, the Board of Trustees, or upon written demand of fifteen (15) percent of the membership.

D. Procedures for Meetings.

1. Quorum. A quorum shall be twenty (20) percent of the membership. The only business which may be transacted at a meeting at which a quorum is not present shall be the adjournment of the meeting.
2. Voting. Each active member shall be entitled to one (1) vote either in person or by signed absentee ballot. Voting by proxy shall not be permitted. Except as otherwise stated, a simple majority of those voting will constitute passage of any motion, unless the motion involves an expenditure exceeding thirty thousand (\$30,000), in which case a majority of two-thirds (2/3) of those voting will be required.
3. Roberts Rules of Order Newly Revised shall be the default method used in conducting all business meetings.

ARTICLE IV - STAFF

A. Minister.

1. Recommendation for any new minister shall be made by a Ministerial Search Committee of 5-7 members, nominated by the Board of Trustees and elected by a majority of voting members at a scheduled meeting of the Fellowship.
2. The minister shall be elected by a three-fourths (3/4) vote of the voting members present at a scheduled meeting called for that purpose.
3. The terms and duties of employment of the Minister, including the tradition of a free pulpit, shall be clearly outlined in the Letter of Agreement drawn up by the Ministerial Search Committee and the Board of Trustees, approved by the membership at the time of the election of the minister, and signed by the Minister and the President of the Board as representative of the Fellowship.
4. The Minister(s) shall be considered to have indefinite tenure, but may be dismissed by a simple majority vote of the voting members at any meeting of the Fellowship called for that purpose, or as otherwise provided the Letter of Agreement. The Minister shall be given written notice of such dismissal by the Board of Trustees, and the total compensation will continue for three (3) months following that notification, unless otherwise delineated in the Letter of

Agreement.

5. The Minister shall give three months notice when presenting a letter of resignation to the Board of Trustees, unless otherwise agreed upon by the departing Minister and the Board of Trustees.

B. Hired Staff.

1. Other non-called religious professionals and staff employed by the Fellowship may be hired and dismissed by the Board of Trustees. The Board may delegate authority for staff supervisors to hire or dismiss people for certain staff positions.
2. Employees of the Fellowship may not serve in elected positions.

ARTICLE V - VOLUNTEER LEADERSHIP

A. Officers.

1. The President. The President, or the President-Elect in his or her absence, shall chair the Board of Trustees, shall represent the Fellowship at appropriate occasions, and preside over business meetings of the Fellowship and meetings of the Board of Trustees. The President shall see that all resolutions of said meetings are carried out, shall be responsible for long-range planning, and shall have the authority to sign contracts on behalf of the Fellowship to carry out approved actions of the Fellowship.
2. The President-Elect. The President-Elect shall serve in place of and exercise the powers of the President during the latter's absence, and shall serve as Chair of the Program Council.
3. The Past President. The Past President shall chair the Leadership Development Committee.
4. The Secretary. The Secretary records minutes of meetings of the membership and of the Board of Trustees, maintains the official record of Fellowship membership, and archives minutes, committee charters and policies.
5. The Chief Financial Officer. The Chief Financial Officer shall be responsible for the financial matters of the Fellowship including, but not limited to, carrying out the following financial provisions of the Fellowship:
 - a. The fiscal year shall begin July 1 and end June 30.

- b. The Chief Financial Officer (CFO) 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 Fellowship Meeting.
- c. No person or committee 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.
- d. No person or committee shall have the power to incur expenses on behalf of the Fellowship without authority of the Board of Trustees or direction from the Fellowship duly expressed and registered in accordance with these By-Laws.

The Chief Financial Officer shall further chair the Finance Committee; shall be a voting member of the Year Round Budget Drive Committee; shall, subject to the approving majority vote of the Finance Committee, 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, who will be a voting member of the Program Council.

- 6. Youth Representative. Youth Representative brings youth perspective to Board discussions and decision-making and participates in Board leadership activities.
- 7. Trustees-at-Large. Trustees-at-Large shall participate in Board leadership activities, chair task forces or Personnel Committee as President directs.

B. The Board of Trustees.

- 1. Purpose and responsibilities. Subject to the powers reserved to the Fellowship, the Board of Trustees shall be the governing body of the Fellowship. Except as limited herein, the Board of Trustees shall have general responsibility for the properties and the programs 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.
- 2. Limitations.
 - a. 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 the Endowment Fund; call or dismiss a Minister except as otherwise provided in the Minister(s)' Letter(s) of Agreement.
 - b. Members of the Board of Trustees shall not serve on standing committees

except: the President-Elect shall chair the Program Council; the Past President shall chair the Leadership Development Committee, the Chief Financial Officer shall chair the Finance Committee and shall be a voting member of the Year Round Budget Drive Committee; and a member of the Board appointed by the President shall serve as Chair of the Personnel Committee.

3. Organization.

- a. The Board of Trustees shall consist of the President, the President-Elect, the Past President, the Secretary, the Chief Financial Officer, the Youth Representative, at least two (2) but not more than four (4) Trustees-At-Large. The Minister, the Director of Lifespan Religious Education, and the Fellowship Administrator shall attend, participate and submit reports at Board meetings as essential staff leaders.
- b. With the exception of the immediate Past President, who shall succeed to his or her position as President in the following year, all trustees shall be elected for a term of one (1) year and shall assume office on July 1. The succession of President-Elect to President shall be subject to confirmation by the Fellowship. No member of the Board shall serve more than two consecutive terms in any single position.
- c. The Youth Representative shall be nominated by the current Junior and Senior High students, elected at a special meeting of the Religious Education classes, approved at the Fellowship meeting in which membership votes on leadership, and follow all other provisions of members of the Board.
- d. Vacancies. If the office of President is vacated, the President-Elect shall assume the office of the 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 special election by members of the Fellowship is held. The Youth Representative may not serve in this role. Other Board vacancies shall be filled through appointment by the Board of Trustees, with the exception of the Youth Representative, whose replacement may be nominated by the Junior and Senior High RE classes and then approved by the Board.
- e. Termination of Office. Any Board Member may be suspended by a majority vote of the Board Members present at the duly called Board Meeting to be followed within 60 days by removal/ratification at a duly called meeting of the Fellowship by a two-thirds (2/3) vote of the members present unless he or she voluntarily resigns prior to the called meeting of the Fellowship.

4. Meetings of the Board.

- a. **Regular Meetings.** Regularly scheduled meetings of the Board of Trustees shall be held monthly and be publicized to the membership so that any interested member(s) may attend. Board can conduct an e-vote between meetings on a matter for which deliberation has occurred or is not needed, and the e-vote will be confirmed at the next meeting of the Board for inclusion in minutes. The approved minutes of meetings shall be available to members.
- b. **Special Meetings.** Special Meetings of the Board shall be called at the discretion of the President, or upon demand of three (3) voting members of the Board.
- c. **Open and Executive Meetings.** All meetings of the Board are open to 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 or other matters of a confidential nature. All results of Executive Sessions shall be brought to an Open Board Meeting for votes on matters discussed. Results will be part of the Board Minutes of that meeting.

C. **Standing Committees.** Please refer to Charters for each committee which are available in the archives.

1. Leadership Development Committee.

- a. **Responsibilities.** This Committee is responsible for planning and coordinating leadership development activities to train and develop current and future leaders of the Fellowship.

The Leadership Development Committee shall nominate qualified individuals to serve as members of the Board of Trustees and needed members of Standing Committees (Leadership Development, Committee on Ministry, Audit and Endowment Committees) as specified in these By-Laws. Standing Committees of Finance Committee (with elected CFO Chair and immediate past CFO Board member) and Personnel Committee consist of members approved or appointed by the Board. Leadership Development Committee shall collaborate with the Board and others in its nominating process. It is recommended that the Leadership Development Committee obtain needed Board and Committee nominees by April 1. The Committee shall ~~mail~~ communicate its report of nominees to the membership together with the notice of the Fellowship meeting for voting on Fellowship leaders.

The Committee shall also recruit and recommend one (1) or more candidates for vacant Chair positions of each of the existing committees of the Program

Council. The Board will appoint these Chairs.

- b. Organization. The Past President of the Fellowship shall serve as Chair of the Leadership Development Committee. This Committee shall consist of four (4) other members in addition to the Chair nominated by the Committee and elected by the Fellowship to serve two (2) year terms without succession.
- c. Eligibility for Elected Positions. 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 of three (3) years of GUUF membership and prior GUUF leadership experience as defined by the Leadership Development Committee.

2. The Committee on Ministry.

- a. Responsibilities. This Committee is responsible for assessing the total ministry and make specific written recommendations annually to the Board and the membership regarding progress toward the Mission of the Fellowship.

The Committee shall establish processes to ~~avoid~~ prevent and resolve conflicts within the Fellowship.

The Committee shall advise the Board annually regarding the assessment of the work and annual compensation package of the Minister.

- b. Organization. The Committee shall consist of three (3) to five (5) members who share the typical responsibilities of a chair. The members shall be nominated by the current Committee on Ministry and provided to the Leadership Development Committee.

Committee members can serve on a Program Council or other committee but shall not hold other leadership positions, that is, be members of any other Standing Committees or chair any Program Council committees.

Members serve a three (3) year staggered term determined within the Committee and may serve no more than two (2) terms consecutively.

3. Audit Committee.

- a. Responsibilities. The Audit Committee shall review the Fellowship's fiscal year-end financial statements by September following the end of the fiscal year, and shall recommend to the Board of Trustees any proposed changes to procedures and practices in accounting matters.

- b. Organization. Three (3) members of the Fellowship, which shall not include any member of the Board of trustees nor the Finance Committee, shall be nominated by the Leadership Development Committee. Committee is elected at the Fellowship meeting to audit the Fellowship accounts for current year. Members cannot serve more than three (3) consecutive terms.

4. Finance Committee.

- a. Responsibilities. 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. Majority affirmative vote of the Finance Committee shall be required to approve changes to investment funds. Reports of Endowment funds will be available quarterly to members of the Fellowship. The Committee shall meet no less than every other month.
- b. Organization. The Finance 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, a member of the Endowment Committee, and two (2) Members-At-Large from the Fellowship appointed by the Board. One Member-At-Large will be the Chair of the Year Round Budget Drive Committee, if available. Members-At-Large can serve a maximum of three (3) consecutive years on the Finance Committee.

5. Endowment Committee.

- a. Responsibilities. The purpose of the Endowment Committee is to promote long-term investments in the future of the Fellowship through legacy gifts.
- b. Organization. The Committee shall be composed of two (2) to four (4) members who are nominated by the Leadership Development Committee and elected by the members of the Fellowship.

Committee Chair shall be selected by members of the Committee. No member of the Committee may serve more than six (6) consecutive years on the Endowment Committee.

6. Personnel Committee.

- a. Responsibilities. The Personnel Committee shall serve in a supervisory and consultative role on behalf of the Board of Trustees for non-called religious professionals and staff employed by the Fellowship. The Personnel Committee may make recommendations to the Board regarding hiring and

termination of these staff. The Personnel Committee shall implement GUUF Policies as to Personnel matters and shall report to the Board regularly about its activities.

- b. Organization. The Committee shall consist of a Board Member appointed by the President as Chair, one Program Council member and one member of the Fellowship submitted to and approved by the Board no later than the September meeting of the Board. No member of the Committee shall serve on the Committee for more than six (6) consecutive years.

D. The Program Council.

1. Purpose. The Program Council shall be responsible for coordinating, planning, integrating, and overseeing the execution of the programs of the Fellowship.
2. Organization and Function. Members of the Program Council shall be appointed by the Board of Trustees for a period of one year. No individual may serve for more than three (3) consecutive years as Chair of the same committee. A

member may return to chair the same committee after one year break. The President-Elect shall preside over Program Council Meetings. The Treasurer of the Fellowship shall also be a voting member of the Program Council. With the exception of the Treasurer, each member shall serve as Chair of one of the program committees.

Meetings shall be held at least ten months a year prior to regularly scheduled meetings of the Board of Trustees in order to implement and coordinate programs for the Fellowship and formulate recommendations and requests to the Board. Meeting shall be announced and open to any member of the Congregation.

Program Council Committee Chairs shall have the authority to approve reimbursement of appropriate expenses within their respective committee budgets. Reimbursement or advance of committee funds to Chairs shall be first approved by the Chief Financial Officer, President, or President-Elect.

The Program Council may add, delete, or combine any program committees in order to better achieve its purpose, subject to the approval of the Board.

3. Examples of Committees:
 - a. Sunday Services
 - b. Membership
 - c. Communications
 - d. Rainbow Committee
 - e. Social Responsibility
 - f. Buildings and Grounds

- g. Adult Religious Education
- h. Child and Youth Religious Education
- i. Denominational Affairs
- j. Ways and Means
- k. Volunteer Coordination
- l. Social Events
- m. Year Round Budget Drive

ARTICLE VI - DISSOLUTION OF THE FELLOWSHIP

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 VII - AMENDMENTS TO THESE BY-LAWS

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

- B. 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 III. Section C of these By-Laws. Such notice shall include the text of the proposed change(s) together with the text of the portions to be amended.