

GREENVILLE UNITARIAN UNIVERSALIST FELLOWSHIP
Greenville, South Carolina
BYLAWS

Adopted April 25, 2021 Amended May 19, 2024

ARTICLE I – ORGANIZATION

A. Name. The name of this organization shall be GREENVILLE UNITARIAN UNIVERSALIST FELLOWSHIP (“Fellowship”).

B. Our Mission.

To strengthen our connections to one another and our planet by:

- Enlivening minds and spirits.
- Building community through liberating love, and
- Advocating fiercely for justice.

C. Denominational affiliation. The Fellowship shall be a member congregation of the Unitarian Universalist Association (“UUA”), and of the appropriate regional organization of the UUA.

D. Congregational Polity. The members of the Fellowship, by decision expressed in a duly called meeting and in accordance with these Bylaws, shall retain the ultimate authority regarding the mission and priorities of the Fellowship. As a matter of practice, the Fellowship, its lay leaders, clergy and other staff engage in shared ministry. In accordance with these Bylaws, the membership may from time to time direct the Board of Trustees as to its will.

E. Inclusivity. The Fellowship welcomes and affirms all, regardless of race, color, gender, gender identity, sexual or affectional orientation, size, age, ability or national origin, without requiring adherence to any religious belief or creed.

ARTICLE II - MEMBERSHIP

A. Admission. Any person who meets all of the following criteria:

1. supports the mission and purpose of the Fellowship;
2. either (a) is age eighteen (18) or older, and has completed the membership class or met with the Minister, or (b) has completed the Coming of Age ("COA") Religious Education program; and
3. agrees to make an annual financial contribution of record

may become a member by signing the membership book in the presence of the Minister or a member of the Board of Trustees.

B. Member Responsibilities and Privileges.

Members must support the Fellowship by maintaining current information regarding their membership and giving financial support including making an annual financial contribution of record. In addition, members are encouraged to attend Sunday Services, participate in any

of the diverse Fellowship activities as attendees, volunteers or lay leaders, and participate and vote at meetings of the membership.

Only members may vote and hold appointed or elected office. Members receive the services of the Minister(s) and building use for rites of passage free of charge, though fees may be charged for cleaning, music and other related services.

The annual membership requirements may be waived for individuals whose cognition limitations preclude them from being able to make a donation of record. The waiver may be granted and recorded by the Minister with the agreement of the President.

- C. Changes in Membership. The membership list shall be reviewed at a minimum in odd-numbered years. Review, validation and modification of the membership list will be done in accordance with policies adopted by the Board of Trustees. A member's name shall be removed at the member's written or emailed request to the office or the President at any time, or in the event of a member's death.

ARTICLE III - MEETINGS OF THE FELLOWSHIP

- A. Notice of Meetings. Notice of annual or special meetings of the Fellowship, stating the purpose thereof, shall be sent to members by mail, electronic delivery or phone at least ten (10) calendar days in advance of the meeting. Such meetings, usually held at the Fellowship building, must be held at locations accessible to the total membership.
- B. Annual Meeting. The Fellowship will meet at least annually prior to June 15 of each year. Business shall include election of officers and other elected positions, and approval of the upcoming fiscal year's budget which is proposed by the Board of Trustees. The board approved slate of candidates for election shall be included in the notice of meeting
- C. Special Meetings. Special meetings of the Fellowship may be called by the President, the Board of Trustees, or upon written petition from fifteen (15) percent of members of the Fellowship, submitted to the President, who shall then call the meeting.
- D. Procedures for Meetings.
 - 1. Quorum. A quorum shall be twenty (20) percent of the members of the Fellowship. 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 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 in these Bylaws, a simple majority of those voting in favor will constitute passage of any motion. The items requiring a two-thirds (2/3) supermajority vote to approve include calling or dismissing a called minister, purchasing or selling real property, taking a stand on humanitarian concerns, giving a non-member the right to the floor, amending these Bylaws or dissolving the Fellowship.
 - 3. Conducting Business. Roberts Rules of Order Newly Revised shall be the default method used in conducting all business meetings. Only members of the Fellowship may

vote. Only members may have the right to the floor unless such right is granted for that particular meeting or topic by a vote of two-thirds (2/3) supermajority. Only topics referenced in the notice of the meeting may be acted upon.

ARTICLE IV – GOVERNANCE STRUCTURE

A. Eligibility for and Term of Elected Positions. To serve as a member of the Board of Trustees, which includes the officers, or as the Chair or member of a Standing Committee, or the Chair of each Program Council Committee, a person must

1. be a member of the Fellowship,
2. have appropriate leadership skills and experience,
3. not be an employee or a member of an employee's immediate family living in the same household, and
4. not have been employed by the Fellowship during the previous one (1) year.

Unless specified otherwise in these Bylaws, all members of Board of Trustees, the Chair and members of a Standing Committee, and the Chair of each Program Council Committee, shall be elected by the Fellowship for a term of two (2) years and may serve a maximum of two (2) consecutive terms. Terms of office begin July 1.

Unless specified otherwise in these Bylaws, vacancies that arise for any of the foregoing positions prior to the end of their terms shall be filled through appointment by the Board of Trustees.

B. The Board of Trustees

1. Purpose and Responsibilities to the Fellowship. Subject to the powers reserved to the Fellowship, the Board of Trustees shall be the governing body of the Fellowship. In that role, except as limited herein, the Board of Trustees shall have general responsibility for the programs, properties and business of the Fellowship; shall perform duties that include, but are not limited to:
 - a. making appointments as described in these Bylaws or as it deems appropriate;
 - b. approving the slate of nominees for elected positions;
 - c. executing and implementing the strategic plan;
 - d. ensuring responsible stewardship of resources;
 - e. overseeing Standing Committees to ensure that they fulfill their purpose and responsibilities to the Fellowship; and
 - f. overseeing the Program Council to ensure that it fulfills its purpose and responsibilities to the Fellowship and that its committees operate according to their respective charters.

The Board is authorized to develop, establish and maintain policies and take actions that it deems warranted in the fulfillment of its purpose and the exercise of its responsibilities, which shall not require any action or vote by the Fellowship.

Consistent with its responsibilities, the Board may authorize non-budgeted expenditures that it deems urgent from the non-restricted portion of the cash reserves.

2. Limitations. Except as specifically directed by the Fellowship, the Board of Trustees shall not have the power to buy, sell, grant rights in, lease, encumber, pledge or otherwise deal in real property; or to call or dismiss a called minister except as provided in the called minister's Letter of Agreement.
3. Organization.
 - a. The Board of Trustees shall consist of the President, the President-elect, the Past President, the Secretary, the Chief Financial Officer and at least two (2), but not more than four (4) Trustees-at-large. The lead Minister shall, and other ministers and the Director of Lifespan Religious Education may, attend, participate and submit reports at Board meetings as non-voting ex-officio members. When GUUF has more than one minister, the Board will designate one of the ministers to serve as lead Minister.
 - b. The President-elect shall, subject to confirmation by the Fellowship, succeed to the position of President for the fiscal year immediately following the year of service as President-elect. The President shall succeed to the position of Past President in the fiscal year immediately following the year of service as President.
 - c. 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 the President would have served. If the office of President-elect is vacated for any reason, the Board shall select one of its members to fulfill the duties of the President-elect until a special election by the Fellowship is held. Other vacancies for any member of the Board of Trustees, including officers, shall be filled through appointment by the Board of Trustees.
 - d. Termination of Office. Any Board member may be suspended, by a two-thirds (2/3) supermajority vote of the Board of Trustees, for cause such as breach of trust, misconduct or failure to fulfill duties. In that event, if the suspended Board member so requests in writing to the President (or the President-elect if the President is the involved Board member) within ten (10) calendar days of notification of the suspension, the question of removal or continuation in office shall be submitted to a vote of the Fellowship within sixty (60) calendar days. If the suspended Board member does not make such a request as provided in this section, then the suspended Board member shall be deemed removed from office.
4. Procedures.
 - a. Conducting Business. For the Board of Trustees, a quorum requires a simple majority of the members. Action by the Board shall be decided upon by a widely recognized, decision-making model of the chair's choice – such as a simple majority of those voting or consensus – unless otherwise specified in these Bylaws. The Board may make official decisions by electronic means between meetings on a matter for which deliberation has occurred or is not needed. In the event of a vote by electronic means, the motion and decision shall be included in the next regular meeting's minutes. Approved minutes of all Board meetings shall be accessible to the Fellowship.
 - b. Regular Meetings. Regularly scheduled meetings of the Board of Trustees shall be held monthly, usually at the Fellowship building, and be publicized to the Fellowship so that any interested member(s) may attend.

- c. Special Meetings. Special meetings of the Board may be called at the discretion of the President or upon written request of three (3) voting members of the Board.
 - d. Open and Executive Sessions. All meetings of the Board are open to members of the Fellowship. Provision shall be made at meetings for non-Board members to address the Board. The Board may go into executive session to discuss personnel or other matters of a confidential nature. Only voting Board members and others designated by the Board may participate in an executive session.
5. Officers and Trustees-at-Large
- a. President. The President, shall chair the Board of Trustees, preside over meetings of the Fellowship, represent the Fellowship at appropriate occasions and speak on behalf of the Fellowship. The President shall see that all decisions made and actions taken in official meetings are carried out, shall be responsible for long-range planning, and shall have the authority to sign on behalf of the Fellowship contracts, deeds, mortgages and other legal documents. The term of this office is one year.
 - b. President-elect. The President-elect shall serve as Chair of the Program Council and shall serve in place of and exercise the power of the President during the President's absence. The term of this office is one year.
 - c. Past President. The Past President shall chair the Leadership Development Committee. The term of this office is one year.
 - d. The Secretary. The Secretary records minutes of all official meetings of the Fellowship and of the Board of Trustees, submitting same to the office for the official files and accessibility to members; oversees the accurate and official record of Fellowship archives including, but not limited to, minutes, policies and committee charters; and shall ensure the timely publishing of appropriate, up-to-date information regarding these.
 - e. The Chief Financial Officer. The Chief Financial Officer (CFO) shall be responsible for the financial matters of the Fellowship including, but not limited to, the following activities:
 - i. presenting a proposed budget to the Board;
 - ii. presenting a proposed budget as approved by the Board, along with a year-to-date financial report, at the duly called annual meeting;
 - iii. chairing the Finance Committee;
 - iv. recommending to the Board a nominee for Treasurer, to be appointed by the Board;
 - v. serving, or appointing a member of the Finance Committee, as a voting member of the Year-round Budget Drive Committee;
 - vi. being responsible for placement and/or investment of operating and capital funds;
 - vii. carrying out all approved financial decisions made and actions taken by the Board and the Fellowship; and
 - viii. making a report to the Board at each of its regular monthly meetings.
 - f. Trustees-at-large. Trustees-at-large shall chair task forces or committees and perform other activities as directed by the President.
6. Personnel Committee. The Board shall appoint the Personnel Committee.
- a. Purpose and Responsibilities. The Personnel Committee shall be available to the non-called religious professionals and other employees of the Fellowship for

consultation regarding issues and concerns in connection with their employment. The committee shall also advise on implementation of Fellowship policies regarding personnel matters, oversee, review and recommend for Board approval the GUUF Employee Handbook, and shall develop and recommend to the Board new or revised policies and procedures regarding personnel, such as selection, hiring, compensation, terms of employment, evaluation and related matters.

- b. Organization. This committee shall consist of a Board Member appointed by the President as Chair, and two (2) additional members.

C. Standing Committees. Each Standing Committee is accountable to the Board of Trustees for fulfilling its responsibilities to the Fellowship in accordance with these Bylaws. Unless it is stated in these Bylaws that the Chair or members of Standing Committees are either ex-officio or appointed by the Board, they are to be nominated by the Leadership Development Committee and elected by the Fellowship.

1. Leadership Development Committee

- a. Purpose and Responsibilities to the Fellowship. The Leadership Development Committee is responsible for planning and coordinating leadership development activities to develop and train current and future leaders for the Fellowship. This committee shall recruit and recommend to the Board qualified individuals to stand for election as:
 - i. Members of the Board of Trustees, including officers, and
 - ii. The Chair and elected members of Standing Committees.
 - iii. Chair of each of the Program Council Committees.

It is recommended that these nominations be presented to the Board of Trustees at the April meeting. It is encouraged that terms for committee members on Standing Committees be staggered.

- b. Organization. The Past President of the Fellowship shall serve as Chair of the Leadership Development Committee. This committee shall have four (4) additional members.

2. Shared Ministry Committee

- a. Purpose and Responsibilities to the Fellowship. The Shared Ministry Committee is responsible for assessing the total ministries of the Fellowship and making a written assessment and recommendations annually to the Board and the Fellowship regarding progress toward the Mission of the Fellowship. This committee shall establish processes to prevent and resolve conflicts within the Fellowship.
- b. Organization. This committee shall consist of the Chair and two (2) to four (4) additional members.

3. Audit Committee.

- a. Purpose and Responsibilities to the Fellowship. The Audit Committee shall review the Fellowship's fiscal year-end financial statements and practices to help ensure good financial stewardship and practices consistent with the mission of the Fellowship. An audit should be conducted following the close of the fiscal year, completed by October 30, and a report made to the Board of Trustees with issues, concerns and recommendations by November 30.

- b. Organization. This committee shall consist of the Chair and two (2) additional members. Members may not also be a member of the Board or the Finance Committee.
 - 4. Finance Committee.
 - a. Purpose and Responsibilities to the Fellowship. The Finance Committee shall provide advice and counsel to the CFO and assist the CFO in preparing the budget, monitoring the expenditure of funds against the approved budget, and recommending placement, disbursement and/or investment of operating and capital funds.
 - b. Organization. The Finance Committee shall consist of the Chief Financial Officer as Chair, the Treasurer, the Chair of the Fundraising Committee, the immediate past CFO, the Chair of the Year-round Budget Drive, a member of the Endowment Committee and one (1) to three (3) additional members appointed by the Board.
 - 5. Year-round Budget Drive Committee
 - a. Purpose and Responsibilities to the Fellowship. The Year-round Budget Drive Committee is responsible for planning and executing the annual budget drive and soliciting contributions-of-record year-round in order to raise funds to support the operating budget of the Fellowship.
 - b. Organization. This committee shall consist of the Chair, the CFO or the CFO's appointee, and at least two (2) additional members.
 - 6. Endowment/Legacy Giving Committee
 - a. Purpose and Responsibilities to the Fellowship. The Endowment/Legacy Giving Committee is responsible for administering and promoting the Endowment/Legacy Giving Funds, including cultivating gifts, both current, legacy and by bequest; investing funds; receiving grant applications and making recommendations to the Board for awards; respecting donor's restrictions where accepted/approved by the Board with regard to use; proposing to the Board needed policy; and submitting committee procedures to the Board for approval. Bookkeeping for the Endowment/Legacy Giving Funds will be performed by the Fellowship Treasurer, advised by the CFO, and financial reports will be directed to the CFO for reporting to the Board.
 - b. Organization. The committee shall consist of the Chair and at least two (2) additional members.
- D. The Program Council & Program Committees
- 1. Purpose and Responsibilities to the Fellowship. The Program Council is responsible, through its Program Committees, for coordinating, planning, integrating and overseeing the execution of the programs of the Fellowship. The Program Council may, subject to approval by the Board of Trustees, add, delete or combine any program committees in order to better achieve its purpose.
 - 2. Organization. The Program Council consists of the Chair of each Program Committee, the President-elect as Chair who will preside over meetings and coordinate the Council, the Treasurer and one or two Youth Representative(s). The Fellowship Administrator may attend and participate as a non-voting ex-officio member.

3. Procedures. Meetings of the Program Council shall be held at least ten (10) months of the year prior to regularly scheduled meetings of the Board of Trustees in order to implement and coordinate programs of and for the Fellowship and formulate recommendations and requests to the Board. Meetings shall be announced, held usually at the Fellowship building, and open to any member of the Fellowship. For conducting business, a quorum requires a simple majority of members. Action by the Program Council shall be decided upon by a widely recognized, decision-making model of the chair's choice – such as a simple majority of those voting or consensus.
 4. Program Council Committees. Each Program Committee shall have a charter, approved by the Board of Trustees, that describes its purpose and operation. Guided by its charter and coordinating with other programs via the Program Council, each Program Committee is responsible for planning, coordinating, implementing and evaluating its area of work. Program Council Committees may include, but are not limited to: Adult Religious Education, Buildings & Grounds, Children & Youth Religious Education, Communications & Technology, Earth Spirit, Furniture, Fixtures & Aesthetics, Fundraising, Hospitality, Membership, Safety, Social Events, Social Justice, Sunday Services, Volunteer Coordination.
 5. Program Council Committee Chair. The Chair of each Program Council Committee shall review the committee's charter, recruit committee members, hold meetings as needed, organize and lead the committee's work, maintain appropriate records, participate in Program Council and have the authority to approve reimbursement of appropriate expenses within their respective committee budgets. Requests for reimbursement or advance of committee funds to Chairs requires approval by the Chief Financial Officer, President or President-elect.
 6. Youth Representative(s). One or two Youth Representative(s) shall be selected to serve on the Program Council. Their role is to represent the youth in the Program Council as it coordinates, plans, integrates and oversees the execution of the programs of the Fellowship.
- E. Special Committees. Special Committees may be appointed by the Board of Trustees for a specific purpose. These committees report to the Board or another body as directed by the Board and disband when work is completed, when decided by the Board or at the end of the fiscal year, whichever comes first.

ARTICLE V - STAFF

A. All Ministers

1. Terms of employment, including expectations and compensation, will be described in a Letter of Agreement ("Agreement").
2. Nothing in the Agreement will preclude freedom of expression in and out of the pulpit.
3. The lead Minister will be Head of Staff and supervise all staff, delegating supervision of staff members when appropriate. As Head of Staff, the lead Minister will ensure appropriate staffing practices are followed, including clear job descriptions, timely

enrollment of eligible staff in offered benefit plans, annual performance reviews, performance improvement plans as necessary, annual compensation reviews, and a dispute resolution process. As Head of Staff, the lead Minister has authority, with consultation of the Board and in accordance with the GUUF Employee Handbook, to make any and all personnel related decisions affecting non-called Fellowship staff, with the exception of hiring or dismissal, which requires advance approval from the Board.

In the absence of a lead Minister, the Board will appoint someone to serve as Head of Staff.

4. The lead Minister, or another minister appointed by the lead Minister, will be an ex officio non-voting member of each committee, except a Ministerial Search Committee, and of the Board of Trustees.

B. Called Minister

The Fellowship recognizes the benefits of calling a minister prepared by education and personal commitment to provide spiritual leadership and to sustain the Fellowship's UU identity and therefore will only call a minister who is in fellowship or in process of becoming in fellowship with the UUA.

1. Selection and Calling of a Fellowship Minister
 - a. A Ministerial Search Committee shall be formed consisting of a chair and four (4) to six (6) members nominated by the Board of Trustees and voted on by the members of the Fellowship at a duly called meeting. Recommendation for any new called minister shall be made by the Ministerial Search Committee. The decision to approve a candidate to be called as minister shall require a two-thirds (2/3) supermajority of members voting at a duly called Fellowship meeting.
 - b. Following approval of a candidate by the Fellowship, the Board shall see that a Letter of Agreement ("Agreement") is negotiated with the candidate and presented to the Board for approval.
2. Terms of Engagement
 - a. The written Agreement between the Minister and the Fellowship shall be executed within ninety (90) days of a vote to call the Minister. Such Agreement will be consistent with all provisions of these Bylaws and will clearly stipulate the responsibilities, compensation and other conditions of the call.
 - b. The Minister shall be considered to have indefinite tenure. The Minister's performance shall be periodically reviewed using a process determined by the Board. Compensation and benefits will be adjusted periodically based on performance and cost of living.
3. Resignation or Termination
 - a. 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. All other terms relating to resignation will be addressed in the Agreement.

- b. The Minister may be dismissed without cause by a two-thirds (2/3) supermajority of the members voting at a duly called Fellowship meeting.
- c. If dismissed without cause, unless otherwise provided in the Agreement, the Minister shall be given written notice of such dismissal by the Board of Trustees, and the total compensation, including benefits, will continue for a minimum of ninety (90) days.
- d. In the event the Board determines there is cause for termination as defined in the Agreement, the Minister may be dismissed immediately without Fellowship vote and with no compensation beyond date of dismissal.

C. Non-called Minister(s)

1. Non-called solo or lead ministers, including developmental or interim ministers, shall be hired and dismissed by the Board of Trustees.
2. Non-called second or additional ministers may be hired and dismissed by the Head of Staff in consultation with the Board of Trustees and in accordance with the GUUF Employee Handbook.

D. Other Hired Staff

1. Other religious professionals and staff, including non-called second or additional ministers, shall be supervised by the Head of Staff.
2. No employee of the Fellowship may serve in elected or appointed leadership positions while employed or for at least one year thereafter.
3. Members of the Fellowship are not eligible to be considered for staff positions except for a very limited (no more than five hours in any week) position of nursery worker.

ARTICLE VI. CONGREGATIONAL STANDS ON HUMANITARIAN CONCERNS

The congregation may express itself on humanitarian concerns (social justice, environment, etc.) by way of a congregational resolution provided that such resolution is approved by a two-thirds (2/3) supermajority of members voting at a duly called Fellowship meeting.

ARTICLE VII. DISSOLUTION OF THE FELLOWSHIP

Should the Fellowship vote to disband, all assets of the Fellowship shall be transferred to the Unitarian Universalist Association for its general purposes. This dissolution and transfer shall be accomplished in compliance with applicable laws.

ARTICLE VIII. AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended by a two-thirds (2/3) supermajority of the members voting at a duly called Fellowship meeting. Notice of the proposed amendment(s) shall be in accordance these Bylaws and shall include the text of the proposed amendment(s) together with the original text. A proposed amendment may be initiated by the Board of Trustees or by written petition signed by thirty (30) percent of the members and submitted to the Board.