

BYLAWS OF THE FELLOWSHIP

Section 1. NAME

The name of this nonprofit religious corporation is the Unitarian Universalist Fellowship of Columbia, South Carolina.

Section 2. PURPOSE

The purpose of the Fellowship is to further individual freedom of belief, the democratic process in human relations, and community undivided by nation, race, or creed.

Section 3. DENOMINATIONAL AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association (UUA) and of the appropriate subsidiary jurisdictions of the UUA.

Section 4. NON-DISCRIMINATION

The Fellowship affirms and promotes the full participation of persons in all its activities, including membership, programming, hiring practices and the calling of religious professionals, without regard to race, color, creed, gender, gender expression, physical ability, affectional or sexual orientation, age or national origin.

Section 5. MEMBERSHIP

5.1 Categories of Affiliation

(a) Member

(i) A Member is a person who:

(A) demonstrates an active interest in the Fellowship's programs and activities,

(B) has signed the membership register, and

(C) either

(1) has made a financial contribution of record to the Fellowship (equal to or greater than the Annual Basic Cost) during the preceding calendar year,

(2) has received a waiver of the contribution requirement during the preceding calendar year,
or

(3) has joined within the current calendar year and has signed a pledge card.

(ii) The Treasurer shall determine and report to the Board for its approval annually, prior to the pledge canvass, the Annual Basic Cost to the Fellowship of carrying a Member on the membership register. If the amount of any Member's annual financial contribution is less than the Annual Basic Cost to the Fellowship of carrying a Member on the membership register, a waiver of the contribution requirement is necessary for that Member's continued active membership.

(iii) Waivers of the contribution requirement, both for new and continuing Members, may be recommended by the Minister or the Membership Committee and approved by the Executive Committee of the Board. The Board Secretary shall report the waivers to the Treasurer as a matter of record. The Executive Committee of the Board shall renew waivers annually upon renewed recommendation by the Minister or the Membership Committee. All consideration of waivers shall remain confidential.

(iv) Members shall be counted for purposes of a quorum and included in the formal membership statistics submitted to the UUA.

(v) Members may participate fully in the activities and committees of the Fellowship, including being members of the Board or chairs of Standing and Continuing Committees, and may vote at Meetings of the Fellowship.

(vi) "Congregation" or "Fellowship" as used in these bylaws means all current Members, collectively.

(b) Inactive Member

(i) An Inactive Member is a former Member whose status changes to non-voting upon any of these conditions:

(A) Announced Move.

(1) The individual has moved from the geographical area for an extended period and has expressed orally or in writing to the Board Secretary, the Minister or Membership Committee a desire to remain formally connected to the congregation.

(2) Inactive status will be effective upon receipt of the request. The status change shall be reported to the Board, the Membership Committee and the Treasurer as a matter of record.

(B) Unannounced Move.

(1) The individual has moved from the geographical area and has not expressed any desire to remain formally connected to the congregation and has made no financial contribution for a period of at least six (6) months.

(2) At the end of each calendar year, the Treasurer shall report to the Membership Committee the names of those Members who have made no financial contribution for a period of at least six (6) months.

(3) Every January, the Membership Committee, in consultation with the Minister, shall determine which of those Members have moved from the geographical area and shall mail written notice to their last known address.

(4) At least fifteen (15) days after mailing notice, the Membership Committee shall submit to the Board Secretary the names of those Members for the Board's formal acknowledgement of the change to Inactive status.

(C) Lack of Interest and Contribution.

(1) The individual's level of interest in and contribution to the Fellowship's programs is negligible.

(2) At the end of each calendar year, the Treasurer shall report to the Membership Committee the names of those Members whose financial contribution in the preceding calendar year was less than the Annual Basic Cost to the Fellowship of carrying a Member on the membership register and who have not received a waiver for the current year.

(3) Every January, the Membership Committee, in consultation with the Minister, shall determine which of those individuals have negligible interest in the programs of the Fellowship and shall mail written notice to their last known address.

(4) At least fifteen (15) days after mailing notice, the Membership Committee shall submit to the Board Secretary the names of those Members for the Board's formal acknowledgement of the change to Inactive status.

(ii) Inactive Members may not vote at congregational meetings and shall not be counted for purposes of a quorum, nor included in the formal membership statistics submitted to the UUA.

(iii) Inactive Members may request a return to Member status by written notice to the Board Secretary, the Minister or the Membership Committee at any time. Such a request will be forwarded to the Treasurer and reported at the next regular meeting of the Board. The status change will become effective upon the receipt of a financial contribution of record or approval by the Executive Committee of the Board of a waiver of the contribution requirement, or receipt of a signed pledge card.

(c) Friend

(i) A Friend is an individual who does not choose to sign the membership register, but who demonstrates an active interest in the purpose and programs of the Fellowship, makes an annual financial contribution of record (of any amount) and requests the designation of Friend.

(ii) Friends shall not be counted for purposes of a quorum, nor included in the formal membership statistics submitted to the UUA.

(iii) Friends may participate fully in the activities and committees of the Fellowship, but may not be members of the Board nor chairs of Standing or Continuing Committees, and may not vote at congregational meetings, although they are welcome to speak.

(d) Youth Member

(i) A Youth Member is an individual under the age of eighteen (18) who, following discussion between the individual, the Minister and/or President, and the individual's parent(s) or adult sponsor(s), is designated a Youth Member.

(ii) Youth Members shall not be counted for purposes of a quorum, nor included in the formal membership statistics submitted to the UUA.

(iii) Youth Members may participate fully in the activities and committees of the Fellowship, but may not be members of the Board nor chairs of Standing or Continuing Committees, and may not vote at congregational meetings, although they are welcome to speak.

5.2 Qualifications for Joining

(a) Any individual may become a Member who:

- (i) is in sympathy with the purpose of the Fellowship,
- (ii) has an interest in the programs of the Fellowship,
- (iii) is eighteen (18) years of age or older,
- (iv) submits a pledge card, and
- (v) signs the membership register in the presence of a member of the Membership Committee, the Minister, or a member of the Board of Trustees.

(b) It is generally expected that prospective Members will:

- (i) attend an orientation provided by the Membership Committee or by such other person as the Board may designate,
- (ii) meet with the Minister, and
- (iii) sign the membership register as part of a public joining ceremony.

5.3 Withdrawal of Membership

(a) By Request. An individual may voluntarily request withdrawal of membership either orally or in writing to the Board Secretary, the Minister or any member of the Membership Committee. Withdrawal of membership will be effective upon receipt of the request and shall be reported to the Board Secretary, the Membership Committee and the Treasurer as a matter of record.

(b) By Death. The Board Secretary will note the death of a Member, Inactive Member, Friend, or Youth Member in the official records of the Fellowship.

(c) For Cause. A Member may be removed from the membership register in accordance with the Board of Trustees' Policy Regarding Disruptive Behavior. The Board Secretary will record such action in the official records of the Fellowship.

Section 6. MEETINGS OF THE FELLOWSHIP

6.1 Time and Place of Meetings

All meetings of the Fellowship shall be at a time and place fixed by the Board.

6.2 Annual Meeting

The Annual Meeting of the Fellowship shall be held in the fourth quarter of the Fiscal Year for transaction of such business as may be properly brought before the Congregation.

6.3 Special and Emergency Meetings

(a) Special Meetings may be called by a majority of the Board and must be called upon the written request of at least ten percent of the Congregation.

(b) Emergency Meetings may be called without the usual fifteen (15) days' notice when the majority of the Board determines that a situation exists of such urgency that to delay decisive action fifteen days would seriously jeopardize important interests of the Fellowship. The Board will make every reasonable effort to see that Members of the Fellowship are notified of such a meeting. The usual quorum will prevail for said emergency meetings.

6.4 Notice of Meetings

The Board Secretary (or such Members of the Fellowship as the Board may name) shall give written notice of Annual and Special Meetings at least fifteen (15) days before the date of the meeting. Notice shall include a listing of all items to be voted on.

6.5 Quorum

A quorum at any meeting of the Fellowship shall consist of twenty-five (25) percent of the Members as defined in these bylaws.

6.6 Right to Vote

The right to vote at a meeting shall be reserved to those persons who were Members thirty (30) days prior to the date of the meeting. Each Member is entitled to one and only one vote.

6.7 Members' List for Voting

Prior to any Annual or Special Meeting, the Board Secretary shall prepare an alphabetical list of the names of all Members who are entitled to notice of the meeting and to vote at the meeting. The list shall show the address and number of votes each Member is entitled to vote at the meeting, which shall be one. The Board Secretary shall post the list prominently at the Fellowship's principal meeting place no later than fourteen (14) days before the meeting.

6.8 Prohibited Forms of Voting

There shall be no proxy voting, no absentee voting, and no cumulative voting.

6.9 Rules of Procedure

All meetings of the Congregation shall be conducted in accordance with the latest version of Robert's Rules of Order. A parliamentarian appointed by the presiding officer shall resolve any point of order and advise the presiding officer of the procedure.

6.10 Ex-officio members

Except as otherwise provided for in the bylaws, individuals serving in an ex-officio capacity on any committee or in any group shall be non-voting members of that committee/group.

Section 7. BOARD OF TRUSTEES

7.1 Number, Term and Qualifications of Board Members

(a) The voting members of the Board of Trustees shall consist of four Officers and five Trustees. The Minister, the Past President, and the Chair of the Finance Committee shall serve as ex-officio, non-voting members of the Board. All members of the Board shall be Members of the Fellowship.

(b) **Officers** – The President-Elect shall be elected by the membership at the Annual Meeting and will serve a three-year term (first year as President-Elect, second year as President, third year as Past President) beginning July 1 of the year elected. The Secretary and Treasurer shall be elected by the membership at the Annual Meeting and will serve a two-year term beginning July 1 of the year elected. Election of the Secretary and Treasurer should be staggered so that both offices do not change in the same year. A retiring Officer who has served two or more consecutive years on the Board in any capacity may not be elected Trustee for at least one year.

(c) **Trustees** – Two of the Trustees shall be elected for two-year terms at the Annual Meeting held in even-numbered years. Three Trustees shall be elected for two-year terms at the Annual Meeting held in odd-numbered years. A Trustee will remain eligible immediately after such service to be elected an Officer. Trustees appointed or elected to fill out an unexpired term on the Board shall be eligible to be elected to serve a full two-year term immediately after the partial term served.

(d) The maximum consecutive term of service as a voting member of the Board shall be six consecutive years. An interval of one year shall be necessary before eligibility for election or appointment to the Board.

7.2 Vacancies and Removal

(a) A vacancy occurring among the voting members of the Board may be filled by a majority vote of the remaining voting members of the Board, upon consultation with the Leadership Development Committee. The person so elected shall serve until the Annual Meeting at which time the position shall be filled by nomination and congregational election.

(b) Voting members of the Board may resign by giving written notice to an Officer.

(c) Failure of an Officer or Trustee to attend three (3) regular Board meetings, as reflected by the minutes, within one organizational year will constitute an automatic resignation from the Board. Exceptions may be made by a two-thirds (2/3) vote of the remaining Board members as a part of the recorded business.

(d) Removal for cause of an Officer or Trustee shall be by a two-thirds (2/3) vote of Members present at a meeting of the Fellowship called in accordance with Section 6 of these by-laws, with removal of that individual in the notice of the meeting, and a replacement selected as in Section 7.2 (a).

7.3 Authority of Board of Trustees

The Board of Trustees, as the duly elected governing body of the Fellowship, shall be responsible for enacting Fellowship policy consistent with the bylaws. It shall have general charge of Fellowship property and shall have authority to conduct the business of the Fellowship and to manage its fiscal affairs.

7.4 Specific Duties of the Board of Trustees

The Board of Trustees shall:

(a) Solicit financial support for the Fellowship: submit an annual budget to the membership for approval; administer the approved budget; and receive and administer gifts and trusts. After approval by the Board, the annual budget shall be submitted to the membership for adoption. The Board shall retain authority to shift funds, not exceeding 5% of the overall adopted budget, from one portion of the budget to another, as needs dictate. If actual income exceeds projected income, the Board has authority to allocate the surplus as needs dictate, without additional approval of the membership. If actual income falls below projected income, the Board has authority to reduce funding as needs dictate, without additional approval of the membership. The year-end statement will report actual income and how the Board dealt with any surplus or shortfall.

(b) Approve Chairs of all Committees except the Leadership Development and Shared Ministry Committees.

(c) Appoint a Board member to serve as liaison to each standing and continuing committee except Shared Ministry, Personnel, and Leadership Development.

(d) Establish Ad Hoc Committees, define their responsibilities, and specify their term of service.

(e) Employ staff members, other than a settled Minister, as deemed appropriate and necessary; fix their compensation; establish their duties in written job descriptions and provide for performance evaluations.

(f) Provide general supervision over all activities of the Fellowship; with input from the committees, at the Annual Meeting, provide a written report on the activities of the Fellowship for the past year; recommend changes, improvements, and modifications with respect to those activities it considers important to the welfare of the Fellowship.

(g) Vote on the approval of all legal documents.

(h) Call a meeting of the membership (according to Section 6) and request a vote on matters of policy which the Board deems controversial or affecting the public image of the Fellowship.

(i) Appoint delegates to the General Assembly of the UUA, and other denominational and community bodies.

(j) Perform such other duties as may arise under its authority.

7.5 Duties of the Officers

(a) **President** – The President shall preside at the meetings of the Board of Trustees and the Annual and Special Meetings of the Fellowship. In consultation with the committees, the President shall present to the Board the names of potential chairs of all committees except the Leadership Development and Shared Ministry Committees. The President shall be an ex-officio member of all committees except Leadership Development and Shared Ministry. The President is authorized to sign legal documents approved by the Board on behalf of the Fellowship. The President shall be responsible that bond, in the amount determined by the Board, is provided for the Treasurer at Fellowship expense.

(b) **President-Elect** – The President-Elect shall preside in the absence of the President, become President should the office of President become vacant, and succeed to the office of the President on the following July 1. In the absence of the President, the President-Elect is authorized to sign legal documents approved by the Board on behalf of the Fellowship.

(c) **Secretary** – The Secretary of the Board shall record and preserve the minutes of all meetings of the Board and all meetings of the membership described in Section 6, and perform all other duties described in these bylaws (Sections 5.1(a)(iii), 5.1(b)(i)(A)(1), 5.1(b)(i)(B)(4), 5.1(b)(i)(C)(4), 5.1(b)(iii), 5.3, 6.4, 6.7, 7.6(c), 8.1(e), and 10.6.) Where two signatures are required on a legal document, the Secretary is authorized to sign second.

(d) **Treasurer** – The Treasurer shall maintain the financial records of the Fellowship, provide customary financial reports to the Board on a regular basis, disburse monies upon authority granted by the Board, and perform all other duties described in these bylaws. (Sections 5.1(a)(ii), 5.1(b)(i)(B)(2), 5.1(b)(i)(C)(2), 5.1(b)(iv), and 8.1(d).) The Treasurer shall submit for annual review all books and records of financial transactions, including the Endowment, to the Board and the Finance Committee, or to an auditor appointed by the Board. The Treasurer shall submit a financial statement at the Annual Meeting to all Members. In the absence of the Secretary, the Treasurer is authorized to sign second on legal documents that require two signatures. Bond in the amount determined by the Board shall be provided for the Treasurer at Fellowship expense.

(e) **Executive Committee** – The Officers (President, President-Elect, Secretary, and Treasurer) shall comprise the Executive Committee. The Executive Committee is charged with responding to requests for waivers of the contribution requirement. Under conditions of urgency, the Executive Committee may, by majority vote of all Officers, transact business on behalf of the Board.

7.6 Meetings of the Board of Trustees

(a) **Regular Meetings** – The Board shall meet monthly unless a majority of the Board agrees to cancel a specific meeting. The time and place of Board meetings shall be established by a majority of the Board. All meetings of the Board are open to Members, Youth Members and Friends except during Executive Sessions.

(b) **Special Meetings** – Special meetings of the Board may be called by the President or any member of the Board upon agreement of a majority of the Board. Every reasonable effort shall be made to notify all Board members of the meeting.

(c) **Minutes** – The Board Secretary shall post minutes of all Board meetings.

(d) **Quorum** – A majority of the voting Members of the Board fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. (Section 7.1(a).)

(e) **Executive Session** – The Board may move into Executive Session by a majority vote of Board Members at a meeting at which a quorum is present to discuss confidential matters pertaining to personnel, membership, or legal matters. In addition to the Board Members, a called minister may be present in Executive Session unless the matter to be discussed concerns the appointment or performance of the Minister. The Board may also choose to have present in Executive Session any other person necessary for discussion of the matter under consideration.

Section 8. COMMITTEES

8.1 Standing Committees

The following are Standing Committees: Building and Grounds, Caring and Hospitality, Denominational Connections, Finance, Membership, Shared Ministry, Leadership Development, Personnel, Religious Education, Social Action, and Worship.

The composition and basic responsibilities of each Standing Committee are defined in these bylaws. The Board may assign additional responsibilities to Standing Committees. The Board may, in its discretion, create Subcommittees of Standing Committees and define the responsibilities of those Subcommittees.

(a) **Building and Grounds** – The Building and Grounds Committee should consist of a Chair and three or more Members or Friends of the Fellowship. The Building and Grounds Committee shall:

- (i) oversee the interior and exterior of buildings
- (ii) help with building maintenance and enhancement
- (iii) provide upkeep of grounds, walkways, sidewalks, and driveway.

(b) **Caring and Hospitality** – The Caring and Hospitality Committee should consist of a Chair and five or more Members or Friends of the Fellowship. In coordination with the minister, the Caring Network shall provide leadership in physical and emotional support to members and friends in time of crisis and need. The Caring and Hospitality Committee shall:

- (i) create and maintain a list of Members and Friends available to provide assistance and visitation to Members and Friends with illnesses or other needs (Caring Network)
- (ii) connect individuals with needs for assistance with appropriate members of the Caring Network
- (iii) organize and host receptions following Memorial Services for Members or Friends of the Fellowship

(c) **Denominational Connections** – The Denominational Connections Committee should consist of a Chair and three or more Members or Friends of the Fellowship. The Denominational Connections Committee shall:

- (i) provide a liaison between the congregation and the UUA and the Thomas Jefferson District
- (ii) encourage interest and participation in denominational concerns, activities, and events
- (iii) keep appropriate committees informed about denominational initiatives, resources, and services relating to their areas of responsibility

(d) **Finance Committee** – The Finance Committee should consist of a Chair and five or more Members of the Fellowship, all appointed by the Board with advisement of the Leadership Development Committee. The Treasurer is an ex officio member of the Committee. The Finance Committee shall:

- (i) receive, record, and deposit all funds collected by the Fellowship
- (ii) plan and supervise the Canvass each year
- (iii) coordinate all fundraising activities
- (iv) create an annual budget for the Fellowship, with input from other committees and program areas, and submit the budget to the Board

(e) **Membership Committee** – The Membership Committee should consist of a Chair and five or more Members or Friends of the Fellowship. The Membership Committee shall:

- (i) welcome, recruit, and track Members and Friends
- (ii) orient visitors to the Fellowship

- (iii) follow up on non-participating Members
- (iv) report any changes in membership status to the Secretary of the Board
- (v) help visitors and new members become more connected by referring them to committees and activities
- (vi) coordinate new member joining ceremonies with appropriate committees and the Minister

(f) **Shared Ministry Committee** – The Shared Ministry Committee (SMC) will serve a reflective and advisory role with regard to the quality of congregational life at the UUFC. The SMC shall consist of the minister and three members serving staggered terms of three years each. Members will be appointed by the Board from a slate proposed by the minister in collaboration with the Leadership Development Committee. Unexpired terms shall be filled in the same manner. The functions and responsibilities of the SMC include serving as an ombudsman for the congregation; periodically advising the Board regarding the health of the shared ministry, for e.g., recommending periodic assessments of the shared ministry of the congregation and its leadership components; modeling healthy and deepening relationships with the minister and staff; continually educating itself about ministry, including such actions as supporting an Alban membership for the committee chair; supporting continuing education of the congregation for its growing understanding and skill in shared ministry; and supporting the minister’s planning for continuing education, sabbaticals, and other professional development.

(g) **Leadership Development Committee** – The **Leadership Development Committee** shall consist of the Past President of the Fellowship, one voting member of the Board chosen by the Board, and three Members elected by the Fellowship. The Committee shall select its own chair. Elected members will serve staggered two-year terms. At each Annual Meeting, the **Leadership Development Committee** shall nominate individuals for the following offices:

- (i) President-Elect
- (ii) Secretary (in even-numbered years)
- (iii) Treasurer (in odd-numbered years)
- (iv) Trustee (two in odd-numbered years and three in even-numbered years)
- (v) The members of next year’s Leadership Development Committee

The nominations shall be published two Sundays prior to the Annual Meeting. Additional nominations may be made from the floor with the consent of the nominees. In the event of a vacancy on the **Leadership Development Committee**, the President, with the approval of the Board, shall appoint an individual to serve until the next Annual Meeting at which time the position shall be filled by nomination and congregational election. Membership on the **Leadership Development Committee** shall not preclude election to the Board.

The Leadership Development Committee is responsible for identifying potential officers, Trustees, committee members, committee chairs, and program committee leaders, and providing ongoing leadership development of both existing and prospective leaders.

(h) **Personnel Committee** – The Personnel Committee should consist of the Chair and four or five Members serving staggered three-year terms. All members shall be appointed by the Board in consultation with the Leadership Development Committee. Experience in personnel matters or prior service on a personnel committee is preferred. The Personnel Committee shall:

- (i) maintain an up-to-date Staff Handbook
- (ii) provide job descriptions to job candidates
- (iii) facilitate confidential background checks on candidates
- (iv) develop and submit to the Finance Committee compensation and benefit recommendations for all staff other than the Minister
- (v) promote educational and training opportunities for staff

(i) **Religious Education Committee** – The Religious Education Committee should consist of a Chair and four or more Members or Friends of the Fellowship. The Religious Education Committee shall:

- (i) implement, oversee, and evaluate the religious education program for children and youth

- (ii) recommend to the Board and implement policies regarding registration and enrollment procedures, age groupings, safety and playground regulations, supervision, and parental involvement
- (iii) plan intergenerational events and celebrations in collaboration with the Director of Religious Education, the Worship Committee and Minister

(j) **Social Action Committee** – The Social Action Committee should consist of a Chair and four or more Members or Friends of the Fellowship. The Social Action Committee shall:

- (i) inform and educate Fellowship Members and Friends about areas of social concern
- (ii) involve Members and Friends in direct social action projects, both locally and nationally where feasible,
- (iii) align our efforts with other churches and community organizations sharing the same commitment to education and action

(k) **Worship Committee** – The Worship Committee should consist of a Chair, selected with the advice of the Minister, and four or more Members or Friends of the Fellowship. The Minister is an ex officio member of the Committee. The Worship Committee shall:

- (i) coordinate and lead services when the Minister is absent
- (ii) collaborate with the Minister and the Director of Religious Education in planning and helping to implement the calendar of worship services
- (iii) record attendance at Sunday services
- (iv) provide supplies for the worship services

8.2 Ad Hoc Committees

The Board of Trustees may, at its discretion, create Ad Hoc Committees to handle functions and activities not addressed in the Standing Committee structure, or to advise the Board on a special issue or area of concern. The Board shall clearly define each Ad Hoc Committee's responsibilities. An Ad Hoc Committee dissolves on completion of its responsibilities.

8.3 Committee Chairs

- (a) All Standing Committee Chairs shall be Members of the Fellowship. No one shall serve for more than three consecutive years as chair of the same committee.
- (b) The President shall appoint a chair for each committee, with input from that committee and the advice and consent of the Board, subject to the following exceptions:
 - (i) The President shall also have the advice of the Minister when appointing the chair of the Worship Committee.
 - (ii) The Leadership Development Committee will determine its own chair.
 - (iii) The Shared Ministry Committee will determine its own chair.

8.4 Committee Members

With respect to all committees except Leadership Development, Finance, Shared Ministry, Personnel and Worship (the provisions for which are found in Section 8.1):

- (a) Committee Members may be Members, Friends, or Youth Members of the Fellowship. Terms are for one year, although there are no term limits for Committee Members.
- (b) There are three ways to become a Committee Member:
 - (i) A Member, Friend, or Youth Member may volunteer to join a committee, and the Committee Chair may accept the volunteer as a Committee Member.
 - (ii) A Committee Chair may invite a Member, Friend, or Youth Member to be a Committee Member, and the invitee may accept.
 - (iii) A Board member may, in consultation with a Committee Chair, invite a Member, Friend, or Youth Member to be a Committee Member, and the invitee may accept.

(c) Committee Members may resign from a committee by informing the Committee Chair.

Section 9. PROGRAM GROUPS

9.1 Definition

A Program Group is a group, recognized by the Board, that functions for the benefit of its members, and not for the benefit of the entire membership of the Fellowship.

9.2 Procedures

Program Groups shall meet the following criteria:

- (a) Each Program Group shall direct its own programs and functions.
- (b) Program Groups are not funded by the UUFC and are responsible for their own finances.
- (c) Each Program Group shall appoint a representative to the Fellowship to provide information and communication on the activities and programs of the Group. This representative shall be a Member.
- (d) The Fellowship cannot sanction groups that would threaten its status as a tax-exempt organization.
- (e) Program Groups shall adhere to the Purpose of the UUFC as expressed in Section 2.
- (f) If the membership of a Group is limited to only members of certain groups, those restrictions must be explicitly stated, justified, and approved by the Board. They must be essential to the function of the group. (For example, restrictions by race or gender must be justified.)

9.3 Recognition

The Program Group's representative shall present an annual report on the purpose, membership, and activities to the Board annually for its review and recognition.

Section 10. SETTLED MINISTER

10.1 Selection of Settled Minister

A new minister is selected through one of the search and candidating procedures recognized by the UUA. The Ministerial Search Committee shall consist of seven (7) Members nominated by the Leadership Development Committee and elected by the Congregation.

10.2 Election

Election of a minister shall be made by a three-fourths vote of the Members of the Fellowship present at any meeting legally called for the purpose. The terms of his/her employment shall be set forth in a written letter of agreement approved by the Board of Trustees.

10.3 Duties

The duties of the minister are those defined by the letter of agreement and related documents outlining the ministerial position. The minister is an ex-officio member of the Board of Trustees without vote and a non-voting ex-officio member of all Fellowship committees.

10.4 Tenure

The minister shall be considered to have indefinite tenure.

10.5 Dismissal

The minister may be dismissed by a two-thirds vote of the Members of the Fellowship present at any meeting legally called for the purpose. The minister's salary shall be continued for two months after the date of the vote to dismiss.

10.6 Resignation

The minister shall give two months' written notice of intention to resign to the Secretary of the Board of Trustees.

10.7 Hiring of a Contract Minister

In the absence of a settled minister, the Board may contract with an individual to provide ministerial services under the Board's authority in Section 7.4e, if approved by the congregation as part of the adoption of the official budget.

Section 11. OTHER PROVISIONS

11.1 Fiscal Year

The Fiscal Year of the Fellowship begins July 1 and ends June 30.

11.2 Dissolution

In the event of the dissolution of the Fellowship:

All outstanding debts shall be paid. All real and personal property of the Fellowship, including the Endowment Fund, shall be transferred to the UUA, or its successors or assigns, to be used by the UUA for its purposes, provided that none of the property shall at any time inure to the benefit of any individual or organization other than a religious or charitable organization which is exempt under federal and state income taxation laws then existing. This provision shall apply to all property donated to the Fellowship, whether by will or in any other manner, unless the donor has expressly provided otherwise.

11.3 Interpretation of the Bylaws

Any dispute involving the interpretations of the provisions of these Bylaws shall be decided by the President, whose decision shall be final, unless appealed to the Congregation and overruled by a two-thirds vote of the Members present at a lawful meeting of the Fellowship.

11.4 Amendments

These Bylaws may be amended or repealed at any lawful meeting of the Fellowship by a two-thirds vote of those Members present. The proposed change shall be contained in the notice of the meeting, consistent with the provisions of Section 6.

11.5 Effective Date

The effective date of this document will be the day following congregational approval at a meeting of the Fellowship called for April 19, 2009, after duly published notice as an amendment to the prior version.