

# BYLAWS FOR THE UNITARIAN UNIVERSALIST FELLOWSHIP OF THE PENINSULA

December 6, 2009

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### Article I. NAME, PURPOSE, and MISSION

This Fellowship shall be named The Unitarian Universalist Fellowship of the Peninsula. The purpose of this Fellowship is to encourage religious tolerance and to support individual spiritual growth, further individual freedom, discipleship to advancing truth, the democratic process in human relationships, brotherhood and sisterhood undivided by nation, race or creed, and allegiance to the cause of a peaceful world community. Relying upon reason and compassion as our guide, and giving freedom to our method, we seek to grow in understanding of ourselves and of our world, to promote and serve the Universal human family. The mission of the Unitarian Universalist Fellowship of the Peninsula is to create a dynamic community that celebrates life and searches for truths. We offer a safe place for spiritual diversity and individual growth through lifelong religious education and service to the wider community. We honor our Unitarian Universalist principles and heritage.

### Article II. AFFILIATION AND GOVERNMENT

- A. This Fellowship shall be affiliated with and shall take the necessary measures to remain in good standing with the Unitarian Universalist Association and the Thomas Jefferson District.
- B. The government of this Fellowship is vested in its members, who exercise the right of control of all its affairs. While the Fellowship governs its own affairs, it accepts its obligation of mutual counsel and cooperation with the Thomas Jefferson District organization of the Unitarian Universalist Association and pledges itself to share their common aims and works. It also seeks heartily to cooperate with other denominations, civic groups and the community in larger fellowship and service. The Policy Board is the governing body of the Fellowship, and it shall have authority to plan and carry on the ordinary and necessary business of the Fellowship.

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### **Article III. MEMBERSHIP**

A. *Eligibility*: Membership in this Fellowship shall be open to all persons age 16 and older, of good will and in sympathy with the purposes, mission and principles of this Fellowship and the Unitarian Universalist Association. It is specifically understood that membership is open to all qualified persons regardless of race, color, gender, affectional or sexual orientation or national origin.

B. *Process to become a member*: Any person may ask to sign the Membership book. The Membership Committee and Policy Board have policies on membership requirements. With the signing of the membership book the new member affirms sympathy with the purpose, mission and principles of the Fellowship and a willingness to support it through financial contributions and personal participation.

C. *Maintenance of Membership*: A member shall maintain his/her membership by active participation in Fellowship functions and by making an annual financial contribution of record. The Minister, President of the Policy Board, or Finance Committee Chair can grant exceptions for good cause.

#### **D. Termination of Membership:**

1. A member may withdraw from the Fellowship with a written or verbal request to the Membership Committee. A letter of transfer shall be written at the request of any member in good standing who withdraws in order to join another Unitarian Universalist congregation.

2. A member may be removed from membership by recommendation from the Membership Committee and majority vote of the Policy Board. The member will be mailed a letter with return receipt requested at the last known address at least 30 days prior to this action being taken. Criteria for removal are:

- a. Inability to locate the member after sufficient effort for contact or
- b. The member does not attend any Fellowship function and makes no time/talent contribution or monetary donations to the Fellowship for one calendar year.
- c. A member may be removed or suspended from membership if the member's conduct is disruptive as defined by the Policy Regarding Disruptive Behavior (PRDB) and all reasonable attempts to correct said conduct have failed. Procedures specified in the (PRDB) in the UUFPP policy manual shall be followed for this process.

### **Article IV. MEMBERSHIP MEETINGS**

A. *Annual Membership Meetings*: The Annual Membership Meeting shall be held during the month of May each year, after not less than fifteen (15) days written notice to all members stating time and place of the meeting. At the meeting, the members of the Policy Board and Chairs of standing committees, as listed below in Article V and VI, shall be nominated and elected (see Article V. F) and the budget for the upcoming fiscal year shall be discussed and approved by the membership. In addition, any other Fellowship business may be raised for consideration and

action. The President shall oversee the preparation and distribution of the annual report, which summarizes the Fellowship activities for the past year.

*B. Special Membership Meetings:* The Policy Board may call a Special Membership Meeting at any time. In addition, a written petition signed by one-third of the voting members requesting a Special Membership Meeting shall mandate the Policy Board to call such a meeting within forty-five (45) days. Written notice of a Special Membership Meeting shall be mailed to all members stating the primary purpose of the meeting and postmarked not later than fifteen (15) days prior to the meeting. Any vote taken to override a decision of the Policy Board shall require a 2/3 majority of the required quorum.

*C. Quorum and Voting:* A quorum at the Annual Membership Meeting or at a Special Membership Meeting shall consist of twenty (20) percent of the membership; if the Fellowship is deciding certain vital issues a quorum of forty (40) percent of the membership will be required at the time of the vote. The Policy Board will determine which issues will be classified as "vital" but at a minimum include

- (1) the sale or purchase of real estate property,
- (2) the hiring or firing of a minister, and
- (3) removal of a person filling an elected office. Members of the Fellowship must have been on the membership rolls for a minimum of thirty (30) days to be entitled to vote at Fellowship meetings. The President shall vote only in case of a tie. The current version of *Robert's Rules of Order* shall govern the conduct of the meeting. All members present in person or who have submitted a valid absentee ballot for a specific issue that is to be decided at the meeting shall be entitled to one (1) vote. Proxy (open-ended) votes will not be allowed.

## **Article V. POLICY BOARD**

### *A. Authority and Responsibility of the Policy Board:*

The government of this Fellowship is vested in its members, who exercise the right of control of all of its affairs. The Policy Board shall have the following specific authority:

1. To authorize payments of any Fellowship funds within the limits of the existing budget.
2. To alter any line item of the existing budget, but said alteration shall be limited to fifty (50) percent of any one line item, and total alteration of the budget during any fiscal year shall not exceed ten (10) percent. Further alterations to the budget can be done only at a membership meeting.
3. To have responsibility in all long-range planning overall governance of the Fellowship.
4. To have responsibility of establishing and publishing policies and procedures that shall govern ongoing affairs of the Fellowship. These policies can be modified only by vote of the Policy Board.

### *B. Policy Board shall consist of the following members:*

1. *President:* The President shall preside over all Policy Board meetings and all membership meetings. He or she shall be an *ex officio* member of all committees except the nominating committee. The President shall have the authority to appoint or remove chairpersons not provided for in these Bylaws.
2. *Vice President:* The Vice President shall perform the duties of the President in case of the

President's absence, serve as Chair of the Council of Committees, and see that a written record of the proceedings of the Council is provided to the Policy Board. The Vice President shall have responsibility of maintaining all legal documents, such as deeds, mortgages, notes, and insurance policies and shall see that all needed insurance is obtained and kept in effect. He or she, at the January Policy Board meeting shall give a list of property owned, the amount of insurance carried, mortgages and such other information as should be furnished to the Fellowship.

3. *Secretary*: The Secretary shall be responsible for recording and transcribing minutes of all Policy Board meetings and all Membership Meetings, and shall be responsible for correspondence on behalf of the Fellowship. The Secretary shall also be responsible for seeing that the Annual Report is presented at the Annual Membership Meeting.

4. *Finance Director*: The Finance Director shall be responsible for preparation of the proposed budget for the Annual Membership Meeting. He or she shall also be responsible for soliciting contributions and pledges from Fellowship members and coordinating other fundraising activities by the Fellowship members and for chairing the Finance Committee. The Finance Director shall have the authority to sign checks and make deposits and/or withdrawal of Fellowship funds.

5. *Treasurer*: The Treasurer shall be responsible for the maintenance and preservation of the financial books and records of the Fellowship. The Treasurer shall keep accurate and up-to-date records of Fellowship Finances, and shall have the authority to sign checks and make deposits and/or withdrawals of Fellowship funds. The Treasurer shall report monthly to the Policy Board and the membership on the financial condition of the Fellowship.

6. *At-Large Members*: Three (3) at-large members shall also be elected to the Policy Board. The responsibility of At-Large Members is to bring their perspective on issues before the Policy Board and to act as liaison with the membership and to accept other duties as requested.

C. *Terms*: The terms of each Board Member shall begin on July 1 following his or her election at the Annual Membership Meeting and end on June 30 of the next calendar year. No Board Member shall be elected to more than two (2) successive terms in the same office or serve more than four (4) consecutive years on the Policy Board.

D *Meetings*: The President may call a meeting of the Policy Board at any time. The Policy Board shall meet as needed during the year, with meetings scheduled at least once a month. All members of the Fellowship shall be entitled to attend Policy Board meetings.

E. *Quorum and Voting*: A quorum at a Policy Board meeting shall consist of four (4) members of the Policy Board, one of which must be the President or Vice President. The Presiding Officer of the Policy Board shall vote only in case of a tie. The current version of *Robert's Rules of Order* shall govern the conduct of the meeting.

F. *Election of the Board and Chairs of Standing Committees*: Only members of the Unitarian Universalist Fellowship of the Peninsula can be nominated and serve on the Policy Board and Council of Committees of the Fellowship. No later than April 1st of each year, the Nominating Committee shall present to the Policy Board a slate of candidates for each position on the Board and Standing Committee Chairs (except Committee on Ministry Chair see Article V. A. 7.) for the next fiscal year. The slate of candidates shall contain at least one (1) candidate for each position. Written notice of this slate of candidates and the Policy Board's two nominees for the subsequent year's Nominating Committee shall be issued to all members of the Fellowship at least fifteen (15) days before the Annual Membership Meeting when the election of the Board and Council shall take place. At the Annual Membership Meeting, the Nominating Committee shall nominate the candidates on the slate for their respective offices.

Additional nominations may be made from the floor at the Annual Membership Meeting. The candidate who receives a majority of votes cast will be elected. If no candidate receives a majority, there shall be a runoff election dropping the candidate with the least votes until a candidate receives a majority vote.

G. *Vacancies*: Upon the occurrence of any vacancy on the Policy Board other than the Presidency, the President shall appoint, subject to the approval of the Policy Board, a member to fill the vacancy for the unexpired term. Upon the office of the President becoming vacant, the Vice President shall assume the duties of the President. If the Vice President shall decline to be President, then a Special Membership Meeting for the purpose of nominating and electing a new President shall be held. The Vice President shall perform the duties of the President until and during said election. The newly elected President shall take office immediately and serve the unexpired term.

## Article VI. COMMITTEES

The Policy Board has the authority to establish standing committees, special committees, or *ad hoc* committees, as it deems necessary or desirable.

- A. *Standing Committees*: Standing Committees, which are permanent in nature, are critical to the operation of the Fellowship, and have elected Chairs, consist of the following:
1. *Sunday Services Committee*: The Sunday Services Committee shall be responsible, in cooperation with the Minister, for arranging and publicizing the weekly Sunday morning service and special services.
  2. *Religious Education Committee*: The Religious Education Committee shall be responsible, in cooperation with the Director of Religious Education, for planning, coordinating and supervising all children's activities and programs.
  3. *Building Committee*: The Building Committee shall be responsible for the maintenance, repair, safety, appearance and cleanliness of the building. The Building Committee shall also be responsible for supervising janitorial service for the Fellowship.
  4. *Grounds Committee*: The Grounds Committee shall be responsible for the maintenance, repair, safety, appearance and cleanliness of the grounds.
  5. *Communications Committee*: The Communications Committee recruits the Newsletter Editor and Web Site Administrator and oversees bulletin boards and email lists.
  6. *Membership Committee*: The Membership Committee shall be responsible for recruiting, integrating and retaining members of the Fellowship. This committee shall be responsible for maintaining a current roster, and shall report to the UUA for the Annual Program Fund Certification by the deadline. In addition, the Membership Committee shall be responsible for maintaining and safekeeping the Membership Book and Guest Book of the Fellowship.
  7. *Committee on Ministry*. The Committee on Ministry's primary concern is to foster the health and effectiveness of the ministry of the fellowship. The Committee shall consist of five members and terms shall be staggered in a manner agreed upon by the Committee in order to ensure continuity. Two members shall be selected by the policy board, two by the minister and one by the other committee members. The Committee shall select its own chairperson. When a seat is vacated prior to the end of its term, the vacancy shall be filled in the same manner in which the original appointment occurred.
  8. *Finance Committee*: The Committee shall be responsible for the preparation of a proposed budget for presentation at the Annual Membership Meeting and for supervising fundraising activities.

9. *Social Justice Committee*: The Social Concerns Committee serves to facilitate the important social actions that take place within the congregation. We are committed to active involvement with social issues following the basic principles.

B. *Ad Hoc Committees*: These committees are formed for specific purposes. Although they may be long-term in nature, they are not usually considered to be critical to the operation of the Fellowship. The Policy Board may form any number of Ad Hoc Committees that it feels necessary, and the President shall appoint a Chair for each committee. The committee Chairs shall appoint committee members.

1. *Nominating Committee*: The Nominating Committee shall consist of five (5) members elected at the Annual Meeting. The Policy Board shall nominate two (2) members to run for positions on the Nominating Committee. Additional members shall be nominated from the floor at the Annual Membership Meeting. The five (5) candidates with the largest number of votes shall be elected Nominating Committee. This Committee shall be elected after the vote for the Policy Board and no member of the incoming Policy Board or Council of Committees shall be elected to the incoming Nominating Committee. The President or the presiding officer at the Annual Meeting shall designate an individual of the newly elected Nominating Committee to serve as Temporary Committee chair for purposes of convening an organizational meeting of the Committee. The Nominating Committee shall elect a chair from among its members. The duties and responsibilities of the nominating committee are as spelled out in Article V, F of these Bylaws. If a vacancy should occur on the Nominating Committee, the Policy Board shall elect a replacement to fill the unexpired term.

2. *Audit Committee*: The Audit Committee shall consist of at least three (3) members of the general membership, excluding the outgoing and present Treasurer(s), Finance Chair(s) and Trustees. Its duties shall consist of performing an annual audit of the financial books and records of the Fellowship, and to submit a brief report of its findings to the Policy Board within six (6) months after the end of the fiscal year being audited.

3. *Personnel Committee*: The Personnel Committee shall consist of the President, Vice President, and other members who may be appointed by the President. Its duties shall consist of annual review of professional staff with input from appropriate committees.

## **Article VII COUNCIL OF COMMITTEES**

A. *Authority of the Council of Committees*: The Council of Committees has the responsibility of implementing the Policy Board's policies and overseeing the day-to-day operations of the Fellowship. Chairpersons of the various committees may authorize payment of Fellowship funds within their respective budgets.

B. *Council of Committees shall consist of the following members*:

1. *Vice President*: The Vice President of the Fellowship shall serve as chairperson of this committee and shall be responsible for seeing that actions of the Council of Committees are reported to the Policy Board.

2. *Chairpersons or representatives of Standing and Ad Hoc Committees*.

C. *Terms*: No member shall serve more than four (4) consecutive years as chair of any one standing committee on the Council of Committees.

D. *Organization*: Policy Board members, with the exception of At-Large Members and the Vice President may not serve on the Council of Committees.

E. *Meetings*: The Council of Committees shall meet at least once a quarter, or as needed during the year.

F. *Quorum*: A quorum on the Council of Committees consists of fifty (50) percent + 1 of the current Council of Committees' members.

G. *Election of the Council*: Only members of the Unitarian Universalist Fellowship of the Peninsula can be nominated and serve on the Council of Committees of the Fellowship. (See Article V, F for nominating and election procedures)

## Article VIII. TRUSTEES

A. *Number of Trustees*: The Board of Trustees shall consist of three (3) members elected by the Fellowship.

B. *Organization*: The Board of Trustees will elect its own officers.

C. *Duties and Powers*: Subject to the Code of Virginia, the Board of Trustees is to hold in trust the Fellowship real property, but shall have no power to sell, buy, mortgage, or transfer, except by majority vote of the Fellowship present at a membership meeting of the Fellowship authorizing such powers.

1. The Board of Trustees for the Fellowship's property will also serve as the Trustees to administer the Endowment Fund of the Fellowship. Powers and responsibilities of the Trustees of the Endowment Fund are detailed in a separate document titled "The Endowment Fund of the Unitarian Universalist Fellowship of the Peninsula Established 2006." Copies of this document shall be preserved in the Fellowship's Policy manual and by the Trustees.

2. Trustees may release Endowment money either through a special account established by the church treasurer or give it directly to financially support projects and ideas that in the sole opinion and by majority vote of the Endowment Fund's Trustees best promote the goals and mission of the Fellowship. The fund's Trustees may retain income sufficient to offset inflation and insure the fund's integrity and purpose. The principle of the fund will not be spent unless a 66% majority of a congregational quorum so directs.

3. The Trustees shall make an annual report and accounting of all funds under their control to the Congregation at the Annual Meeting. The Trustees' report shall contain information on investments, return, audit results, and the amount of money that they anticipate will be available for distribution to promote the greater mission of the Fellowship and any designated special projects in the next fiscal year.

D. *Election of Trustees*: The Policy Board shall nominate candidates for Trustees to be elected at the Annual Membership Meeting in the years required. Written notice of the nomination(s) shall be issued to all members of the Fellowship at least fifteen (15) days prior to the meeting.

Additional nominations may be made from the floor at the meeting. If there is more than one position for Trustee open, any nomination from the floor must be for a specific position.

The candidate that receives a majority of the votes cast for each position will be elected. If no candidate receives a majority, a runoff election shall be held immediately dropping the candidate with the least votes until a candidate receives a majority vote. Upon the office of Trustee becoming vacant, the Policy Board may appoint a replacement to serve until an election is held at the next at the next Annual Meeting to fill the vacancy.

E. *Terms*: The term for each position shall be six (6) years, and the terms shall be on a staggered basis. The Trustees shall hold office until their successors are elected by the Fellowship and approved by a Court of Record.

## **Article IX. REMOVAL OF OFFICERS**

Any person filling a position of the Fellowship can be removed by a two-thirds (2/3) majority vote at a Special Membership Meeting.

## **Article X. MINISTER**

The rights, responsibilities, and obligations of the Fellowship's Minister are defined in the Minister's Letter of Agreement or other contractual agreement with the Fellowship. Said agreement is subject to the laws of the State of Virginia and the By Laws of the Fellowship. The Letter of Agreement should be drawn, offered, and accepted in the spirit of the Principles and Purposes of the Unitarian Universalist Association.

## **Article XI. MINISTERIAL SEARCH**

In the event of a vacancy or anticipated vacancy in the position of settled minister, the congregation will direct the policy board to form a search committee at a Membership Meeting. Interim ministry requirements will also be addressed at this meeting. The Policy Board will then form a Settled Minister Search Committee of not less than five (5) nor more than seven (7) members. The Policy Board can establish a separate committee of three (3) to five (5) members to perform the Interim Minister Search. These committees shall proceed with their work as outlined in the UUA Settlement Handbook and related documents. The following votes concerning the search and hiring of the settled minister will be at a membership meeting. The vote to form the Settled Minister search committee, and the vote to accept the ministerial candidate selected by the search committee shall require a 40% quorum and a 2/3 majority of the members voting. All other votes, including approval the total cost of ministry and the search committee budget, shall be a simple majority. All items relating to the hiring of an interim minister, including approval of the search committee candidate, total cost of ministry, and contract negotiations shall be the responsibility of the Policy Board.

## **Article XII. FISCAL YEAR**

The fiscal year shall run from July 1 to the following June 30.

## **Article XIII. AMENDMENT TO BYLAWS**

These Bylaws may be amended by the following procedure:

- A. Any proposed amendment shall be voted upon by the Policy Board, needing two-thirds (2/3) majority for approval
- B. After approval by the Policy Board, a Special Membership Meeting shall be called. In addition to the notice required in Article IV, B, said notice shall include the proposed amendment(s) in entirety.
- C. At the Special Membership Meeting, the proposed amendment(s) may be adopted by two-thirds (2/3)-majority vote of the members present.

## **Article XIV. NOTICE**

"Written Notice" as defined in these Bylaws shall be by personal delivery or sent by U.S. Postal Service first-class mail or e-mail to each current member at the address shown by the records of the Fellowship.

## **Article XV. FINAL DISTRIBUTION OF ASSETS**

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, or to some other Unitarian Universalist affiliated organization.