

**Bylaws of the  
Unitarian Universalist Fellowship of Clemson, SC**

**Approved, June 2021**

**Article I Name, Affiliation and Mission**

**Section A. Name** The name of this organization shall be “The Unitarian Universalist Fellowship of Clemson, SC,” hereinafter referred to as the UUFC.

**Section B. Affiliation** The UUFC shall be a member of the Unitarian Universalist Association of Congregations. The UUFC shall make approved financial contributions at least equal to its fair share to UUA.

**Section C. Mission** The UUFC offers an inclusive religious community sharing open minds, spiritual growth and compassionate action.

**Article II Membership**

**Section A. Member** We welcome women, men and children of any ethnicity, culture, age, ability, gender identity or sexual orientation, economic status, and/or theology. Those seeking voting member status are required to make their desire known to the Membership Committee. Membership requirements are stated in the membership policy

**Section B. Removal of a Voting Member from the Membership Roster** A member may be removed from the membership roster when:

1. The member dies,
2. The member submits a written request to the Membership Committee,
3. The Membership Committee and the Minister recommend that the member be removed because the member has moved away or cannot be located

**Section C. Annual Review of Membership** The Membership Committee and the Minister shall conduct an annual review of the membership roster to determine whether there are persons on the roster who should be removed in accordance with these bylaws. Before the Membership Committee removes a voting member from the membership roster, the Committee must:

1. Attempt to contact the member in writing, via email or telephone and
2. Present its recommendation for removal to the Board of Trustees with the member’s response, if any. The Board must approve the removal.

## Article III Meetings and Voting

### Section A. Congregational Meetings

- 1. Regular Congregational Meetings** A congregational meeting shall be held during the second and fourth quarters of each calendar year to present financial reports, elect members of the Board of Trustees, present the budget, and/or address such other business as may need to come before the congregation. The time, date, and agenda of the meetings shall be established by the Board of Trustees, which shall notify the membership in writing at least ten (10) days in advance.
- 2. Special Congregational Meetings** Special Congregational meetings may be called by the Board of Trustees or by written request to the Board by at least five (5) voting members of the UUFC. Written notification of the special meeting shall be sent no later than ten (10) days in advance of the special meeting. The notification shall state the purpose of the meeting, and only motions relevant to that purpose may be acted upon at that meeting.
- 3. Quorum** Unless otherwise stated in the bylaws, a quorum for transacting business shall consist of twenty-five (25) percent of the voting members on the current membership roster, including at least five (5) members of the Board of Trustees, one of whom shall be the current President, President-Elect or Immediate Past President.

### Section B. Voting Procedures

- 1. Voting Procedures** A member must be present at a congregational meeting in order to vote.
- 2. Parliamentary Authority** Robert's Rules of Order, most recent edition, shall govern the UUFC in all parliamentary situations that are not provided for in the law or in the charter, bylaws, or recorded policies and procedures of the UUFC.

## Article IV Board of Trustees

**Section A. Trustees** The Board of Trustees of the UUFC shall consist of a President, Immediate Past President, President-Elect, Secretary, Congregational Finance Officer,, and the Council of Committees Chair. The Minister shall be an ex-officio member of the Board of Trustees.

- 1. Duties of the President** The President shall serve as Chair of the Board of Trustees, as the official representative of the UUFC, and as its spokesperson on matters of UUFC policies and positions. The President shall serve as Board Liaison to the Audit Committee.
- 2. Duties of the Immediate Past President** The Immediate Past President shall serve as the a member of the Planned Giving Committee and shall serve on the Financial Council. The Immediate Past President shall also serve on the Nominating Committee.
- 3. Duties of the President-Elect** The President-Elect shall assume the duties of the President in the President's absence and shall maintain records of the policies of the Board of Trustees and the various standing committees. The President-Elect shall serve as Chair of the Nominating Committee and shall serve as a member of the Personnel Committee.

4. **Duties of the Secretary** The Secretary shall keep all records of the meetings of the Board of Trustees and congregational meetings.

5. **Duties of the Congregational Finance Officer (CFO)** The Congregational Finance Officer shall preside over the Financial Council and shall provide to the Board of Trustees recommendations of the Financial Council pertaining to the budget, canvass, and other financial matters of the UUFC.

6. **Duties of the Council of Committees Chair** The Council of Committees Chair shall preside over meetings of the Council of Committees and shall present recommendations to the Board of Trustees from the various committees for appropriate action or information. The Chair shall also present directives or referrals to the Council of Committees from the Board of Trustees.

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### **Section B. Election of Board of Trustees Members**

1. **Nomination of Trustees** Nominations for all elected positions shall be published at least ten (10) days in advance of the congregational meeting. The presiding officer of the meeting at which elections are conducted shall solicit additional nominations from the floor.

2. **Election of Trustees** The election of each Trustee shall be by separate ballot with a majority of all votes cast being necessary for the election. Elections shall be held in the fourth quarter of each year.

3. **Term of Office** All Trustees shall be elected to serve three (3)-year staggered terms, renewable once, which shall begin on January 1st following the election.

4. **Vacancies** In the event of a vacancy in any elected position, the Nominating Committee shall recommend nominees to the Board. Vacancies shall be filled by the Board of Trustees until the next called congregational meeting, at which time an election shall fill the unexpired term

### **Section C. Board Responsibilities**

1. **Authority and accountability of the Board** The Board shall have the power and duty of acting for the membership as defined by these bylaws and in any other functions authorized by the membership. The Board shall report to and be accountable to the membership.

2. **Responsibilities of the Board of Trustees: Policies** Responsibilities and fiduciary **duties** of the Board of Trustees must be consistent with the applicable provision of law. Any policy which the Board shall establish shall remain in effect until it is overturned by the membership at a duly called congregational meeting, or by the Board at a duly called Board meeting. All policies developed by committees are subject to approval by the Board.

3. **Responsibilities of the Board of Trustees: Committees** In addition to the committees named in these bylaws, the Board may establish ad hoc or other special committees as deemed necessary.

4. **Responsibilities of the Board of Trustees: Finances** The Board shall establish financial policies and procedures, have financial records audited annually (including the Endowment

records), and present a final budget to the congregation for approval at a called congregational meeting during the final quarter of each fiscal year.

**5. Responsibilities of the Board of Trustees: Judicial** The Board may take action regarding members of the Fellowship, members of the Board, or elected members of committees as governed by the following provisions.

**a.** Removal for cause may be justified by the following or similar descriptions, and it is the duty of the Board to consider these whenever actions have such seriousness that removal for cause is considered:

i) willful violation of the Bylaws of the Fellowship or any official rule or procedure of the Fellowship;

ii) conviction of a violation of a municipal, state, or federal law;

iii) willful and intentional commission of a fraudulent or dishonest act;

iv) habitual or persistent conduct prejudicial or damaging to the interest of the Fellowship

v) conduct that is considered contrary to community standards of justice, honesty, or good morals.

**b.** In addition to actions required to maintain membership rolls, members may be removed from the roster by the Board of Trustees as follows:

i) The member is removed for cause by a two-thirds majority of the Board of Trustees, provided that the member has the right to appear before the Board.

ii) The member is removed in accordance with duly approved policies that specify causes, procedures and actions.

**c.** Members of the Board may be removed for cause by a two-thirds majority vote of the full board less recusals.

#### **Section D. Board Meetings**

**1. Meetings of the Board** Meetings of the Board shall be held at least quarterly at a time and place determined by the Board.

**2. Board Actions Between Meetings** Business requiring action by the Board may be conducted by mail or other media. Such action shall be subject to ratification at the next regular meeting of the Board.

**3. Operating and Fiscal Year** The Chief Finance Officer shall submit a financial report to the Board for approval within 30 days of the close of the fiscal year.

#### **Article V Committees of the Board**

**Section A. Council of Committees** The Council of Committees shall consist of the Council Chair and the chairs of all standing committees with the exception of Committees of the Board. Standing committees are those continuing committees that oversee the operations and carry out

the mission of the Fellowship. They are created by the board, their chairs are appointed by the board on recommendation of the Nominating Committee, and they may be dissolved, divided, or combined by action of the Board.

#### **Section B. Planned Giving Committee**

1. The Planned Giving Committee shall consist of the Immediate Past President and two (2) members of the Fellowship elected by the congregation to serve for three (3)-year staggered terms, renewable once. The Congregational Financial Officer shall serve as an ex-officio nonvoting member.
2. The purpose of the Planned Giving Committee shall be to promote long-term financial health of the UUFC through major gifts to either the General Operating Fund or the Endowment of the UUFC, or special restricted projects, to encourage potential endowments, to invest endowment funds, and to select among three (3) options for use of interest income: reinvestment, funding of a particular project, or placement into regular budget funds. The Planned Giving Committee shall establish and maintain written policies and procedures subject to Board of Trustees approval. The Committee shall operate under these written policies and procedures. The Planned Giving Committee shall provide reports at least quarterly to the Board of Trustees and the Financial Council.

#### **Section C. Personnel Committee**

3. The Personnel Committee shall consist of three members: the President-Elect, the Chair of the Personnel Committee, and the Minister. two (2) non-Board of Trustees members appointed by the Board for two (2) year staggered terms.
4. The Personnel Committee, in collaboration with the Minister, shall develop and maintain job descriptions, oversee the hiring process, and evaluate all paid employees of the UUFC. The Minister shall supervise all such paid employees.
  1. The Personnel Committee shall, in consultation with the CFO, recommend compensation for all paid employees of the UUFC except the Minister.
  2. All hiring, compensation, and termination decisions made by the Personnel Committee shall be subject to approval by the Board of Trustees.

#### **Section D. Shared Ministry Committee**

1. The Shared Ministry Committee shall consist of three (3) members of the UUFC, elected by the congregation to serve three-year staggered terms.
2. The Shared Ministry Committee shall be charged with strengthening the quality of ministry in the UUFC.
3. The Shared Ministry Committee shall meet monthly with the Minister and annually assess the shared ministry of the congregation.

4. The Shared Ministry Committee shall make recommendations, in consultation with the Chief Finance Officer, concerning compensation and other contractual matters pertaining to the Minister for appropriate action by the Board of Trustees.

#### **Section E. Financial Council**

1. **Composition of the Financial Council.** The Financial Council shall consist of the Congregational Finance Officer (CFO), who serves as Chair, the Treasurer, the immediate Past President, the Chair of the Planned Giving Committee, and at least one other at-large member. The chairs of the Stewardship, Fundraising, and Personnel Committees shall report to the Council at least quarterly, or as necessary.
2. **Responsibilities of the Financial Council** The Financial Council shall be responsible for developing, reviewing, and coordinating the financial policies and procedures of the UUFC and shall prepare a preliminary budget annually for the Board of Trustees. The Council shall monitor the expenditure of funds against the approved budget, monitor the investment of Operating funds, monitor the Planned Giving Committee's investment of Capital and Endowment funds, and provide advice and counsel to the CFO. The Financial Council shall advise the Board of Trustees and standing committees on budgeting, financial projections, capital fundraising, contracts and liability issues.

#### **Section F. Nominating Committee**

1. **Composition of the Nominating Committee** The Nominating Committee shall consist of the President-Elect, who shall serve as Chair, the Immediate Past President and two (2) additional non-Board of Trustees members who shall serve for two (2)-year staggered terms, renewable once.
2. **Responsibilities of the Nominating Committee** The Nominating Committee shall present a list of nominees for all open elected and appointed positions to the Board of Trustees and Committees of the Board at least ten (10) days in advance of the last regularly scheduled meeting of the Board in the last quarter of the year

#### **Section G. Audit Committee**

1. **Composition of the Audit Committee** Two (2) members of the Fellowship, which shall not include any members of the Board of Trustees, the Financial Council, nor the Planned Giving Committee, shall be elected to the Audit Committee at a called congregational meeting during the fourth quarter of the fiscal year.
2. **Responsibilities of the Audit Committee** The Audit Committee shall review the financial records of the Fellowship by the end of the third quarter of the following fiscal year, and shall recommend to the Board of Trustees any proposed changes to procedures and practices in accounting matters.

#### **Article VI Ministry**

**Section A. The Minister** Unless otherwise indicated, the word “Minister” refers to a professional Minister in good standing with the UUA, whether interim, developmental, or called. The duties of the Minister shall be as prescribed by the Board and agreed to by the Minister by letter of agreement and shall also be approved by the membership. In general, the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the UUFC and shall be guaranteed freedom of the pulpit.

**Section B. Calling the Minister** The Minister may be called upon recommendation of the Ministerial Search Committee by a 90% majority of the voting members present at any congregational meeting called for the purpose; quorum for such a meeting to be constituted by 40% of the voting members. The Minister’s letter of agreement shall be presented to the voting members for approval at the meeting.

**Section C. Dismissing the Minister** The Minister may be dismissed by a two-thirds (2/3) vote of the voting members present at any congregational meeting called for the purpose of dismissal of the Minister with notification at least thirty (30) days in advance of such meeting. A quorum for such a meeting shall be 60% of the voting members. In the event of the Minister’s dismissal, his or her salary, housing allowance and benefits shall be continued for at least three months after the date of dismissal, except for cause. If the Minister offers her or his resignation or retirement, at least three months’ notice must be given prior to such resignation or retirement. The Board and the Minister may agree on a shorter notice period.

#### **Article VII Amendments**

These bylaws, so far as allowed by law, may be amended or repealed at a duly called congregational meeting by a two-thirds vote of the members present and voting. A written notice of a congregational meeting in which a bylaws amendment will be proposed, and a written copy of the bylaws amendment proposal shall be presented (or postmarked) to the membership at least 10 days before the meeting during which the amendment is considered. All amendments shall be incorporated in the body of the bylaws at the designated sections, replacing the previous section. Each time the bylaws are revised, the date of the most recent revision shall be noted at the head of the bylaws.

#### **Article VIII Dissolution**

Should the UUFC cease to function and the membership vote to disband, any assets of the UUFC shall 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 IX Suspension of Bylaws**

Specific sections of the bylaws may be temporarily suspended by a two-thirds vote of the members present at a regularly called congregational meeting with ten (10) days notice of the proposed suspension. Such suspension shall identify the specific sections to be suspended, the rationale for the suspension, and the time period for which the suspension will be in effect.