

**BYLAWS
of the
UNITARIAN UNIVERSALIST FELLOWSHIP
OF WAYNESBORO**

ARTICLE I: NAME

The name of this religious society shall be "The Unitarian Universalist Fellowship of Waynesboro." Whenever the word "Fellowship" is used in these bylaws or their amendments, it shall signify the legal organization of this Fellowship as herein established; and the phrase, "a vote of the Fellowship" or any similar phrase, shall mean a vote of the members of the organization at any duly called meeting.

ARTICLE II: PURPOSE

The purpose of this Fellowship shall be to provide a liberal religious community for children, youth and adults through worship, study, service and fellowship. We are devoted to individual freedom of belief, social justice and caring for each other, all humankind and the planet on which we live.

ARTICLE III: DENOMINATIONAL AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association (UUA) and its Southern Region.

ARTICLE IV: MEMBERSHIP

Section 1: Membership Requirements

Any person who has attained the age of fifteen and is in sympathy with the Fellowship's vision, mission and programs may become a member. One becomes a member by completing the Fellowship's new member class (or by other approved means has shown him or herself to have an understanding of the history, principles and current concerns of the Fellowship and of the Unitarian Universalist movement), by signing the Fellowship membership book and by making an annual financial and/or in-kind recorded contribution, unless he or she has been granted a contribution waiver by the minister.

Section 2: Nondiscrimination

It is specifically understood that membership is open to all qualified persons regardless of race, ethnicity, color, sex, gender identity or expression, sexual or affectional orientation, national origin, age, ability/disability or socioeconomic status.

Section 3: Removal from Membership

The names of members may be removed from the Fellowship's registry upon failure to make a contribution of record for 18 consecutive months, resignation, death or failure to respond to official inquiries about membership status.

ARTICLE V: TRUSTEES

The Fellowship shall elect three members to serve as trustees for six years each. Following his or her election, a trustee shall be certified, when required, by the court of competent jurisdiction. Trustees shall be elected at the annual meeting, and their terms shall be staggered such that one new trustee shall be elected on even numbered years.

Trustees shall be members of the Fellowship. Trustees may succeed themselves in office any number of times. In the event a trustee is unable to complete her or his term, the president shall present three names to the Board and the Board shall select a single name from the three. Members of the congregation shall then vote on the new trustee at an election to be held as soon as practical.

It shall be the duty of the trustees to hold title to the properties of the Fellowship in trust, subject to the directions of the Fellowship. The trustees shall make no expenditures on behalf of the Fellowship without prior authorization of the Fellowship.

ARTICLE VI: DISPOSITION OF PROPERTIES

If the Fellowship shall at any time become inactive or defunct, all of the assets and property of this Fellowship, whether real or personal, shall be transferred to the Unitarian Universalist Association for its general purposes. This bylaw shall apply to all assets and property unless such assets or property were accepted by the Board as a gift with specific restrictions specified by the donor.

ARTICLE VII: FISCAL YEAR

The fiscal year shall begin July 1 and end June 30 of the following calendar year.

ARTICLE VIII: CONGREGATIONAL MEETINGS

The annual meeting of the congregation shall be held in the final month of the fiscal year at such time and place as shall be fixed by the Board of Directors. Normal business at the annual meeting includes the election of members to serve on the Fellowship's Board of Directors or as trustees and the adoption of a budget.

Additional congregational meetings of the Fellowship may be called by the Board or any group of at least ten percent of the members of the Fellowship.

Thirty percent of the members shall constitute a quorum, and motions will be carried by a simple majority of members at all congregational meetings unless otherwise specified in these bylaws. All members shall be notified by mail or email of all congregational meetings at least seven days prior to the meeting. The business to be transacted shall be summarized in the notice of the meeting.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Board Composition and Election Provision

The Board of Directors (hereinafter referred to as the Board) of the Fellowship shall consist of seven voting members and two non-voting ex officio members, the immediate past president and the minister. The seven voting members shall consist of the president, vice-president (president-elect) and five at-large members. The elected vice-president shall serve during the two following years as president and then as the immediate past president. At-large members shall be elected for two-year terms on a staggered timeline. No at-large Board member will serve more than three consecutive two-year terms.

Section 2. Board Responsibilities

The Board represents and leads the congregation in the discernment of Fellowship priorities and stewardship. Its focus shall be on the long-term mission and wellbeing of the congregation. The Board governs by discerning and articulating the congregation's mission and vision of ministry, setting goals and making strategic choices, executing financial oversight to meet its financial fiduciary responsibility to the congregation, creating written policies to guide the congregation's ministry, and evaluating the congregation's leadership, including itself. The Board may authorize expenditure of money beyond the approved operating budget;

however, any cumulative expenditures exceeding 10% of the approved annual budget requires a prior positive vote of the membership.

Section 3. Board Election of Officers

At the beginning of each fiscal year, the Board shall elect a treasurer and a secretary from among its at-large members and establish a schedule for monthly Board meetings.

Section 4. Board Committees

The Board shall appoint at least three standing committees. The Governance Committee assists the Board by monitoring Board performance, recruiting and training new Board members and leading annual Board self-evaluation. The Stewardship Committee assists the Board in its oversight of the Fellowship's finances and ensures successful fundraising activities and financial audits. The Personnel Committee assists the Board in developing personnel policies and practices, ensuring compliance with applicable laws and responding to employee grievances. The Board may establish additional standing committees, ad hoc committees and/or task forces as it deems necessary.

Section 5. Nominations to Board Membership

A slate of nominees for Board membership shall be developed by the Governance Committee and given to all members in the notice of the annual meeting of the congregation. Nominations from the floor shall be entertained by the presiding officer at this meeting. All Board nominees must have been members of the Fellowship for at least one year prior to their nomination.

Section 6. Board Member Responsibilities

The president shall provide leadership in the overall management of the Fellowship. The president shall preside at all congregational meetings of the Fellowship and at all Board meetings, appoint committees and task assignments as necessary for the proper conduct of the affairs of the Fellowship and represent the Fellowship on all appropriate occasions. If a Board position becomes vacant, the president shall present a nominee to the Board for approval to fill the unexpired term.

The vice-president shall assist the president in providing leadership. The vice-president shall act in place of the president during the absence or resignation of the president, serve as head of the Governance Committee and perform such additional duties as assigned by the Board.

The secretary shall keep a written record of proceedings, motions and actions taken at all Board and congregational meetings of the Fellowship and perform other such duties as assigned by the Board. All records of the secretary shall remain the property of the Fellowship.

The treasurer shall ensure proper controls over and records of the receipt and disbursement of funds for the Fellowship. The treasurer shall assist the bookkeeper in maintaining electronic records of the finances of the Fellowship. These records shall remain the property of the Fellowship and shall be open for inspection at any time to the Board and to the trustees. The treasurer will monitor the preparation and execution of annual budgets and communicate the status of the Fellowship's finances through reports and presentations. The treasurer shall be a member of the Stewardship Committee and perform other such duties as assigned by the Board.

All Board members shall participate in fulfilling the Board's responsibilities to include articulating the Fellowship's mission and vision, evaluating programs and ensuring responsible stewardship of resources. In addition, they may be assigned to serve on committees, monitor ministry programs and activities or undertake special projects.

ARTICLE X: MINISTRY

Section 1. The Minister

The minister shall serve as the spiritual leader of the congregation and shall administer the affairs of the church as per board policy. He or she has primary responsibility for planning and directing worship, officiating at weddings and memorial services, providing pastoral care and counseling, and managing the work and resources of the Fellowship as head of staff. Other duties may be set forth in her or his letter of agreement with the Fellowship. No restriction shall be placed on the minister's freedom to express personal opinions. The minister shall be a non-voting *ex officio* member of the Board and its committees.

In the event that the Fellowship needs to search for a new minister, a Ministerial Search Committee shall be nominated by the Board and approved by a majority vote at a congregational meeting. Thirty percent of the members shall constitute a quorum for such a meeting.

The new minister shall be called upon recommendation of the Ministerial Search Committee by four-fifths majority of the members of the Fellowship present at any meeting legally called for the purpose. Fifty-one percent of the members shall constitute a quorum for such a meeting.

The minister may be dismissed by a majority vote of the members of the Fellowship present at any meeting legally called for this purpose. Fifty-one percent of the members shall constitute a quorum for such a meeting. In the event of the minister's dismissal, her or his salary and allowance shall be continued for a period of three months after the date of dismissal with the exceptions as may be specified in the minister's letter of agreement. Should the minister offer his or her resignation, three months' notice shall be given at the time the resignation is made except as the Board may allow an interval of less time.

Section 2. Other Professional and Support Staff

Paid staff members shall be delegated responsibility for specific program and support functions essential to Fellowship sustainment. The minister shall make all personnel management decisions including assigning workloads, evaluating performance and establishing new staff positions (as resources permit). Filling vacancies and taking disciplinary action, including terminations, will be done by the minister in consultation with the Personnel Committee of the Board.

Section 3. Ministry Teams

Ministry teams of volunteers under the leadership of the minister shall create effective programs that sustain and advance the mission of the UUFW. Team leaders, appointed annually by the minister and announced for the next fiscal year at the annual meeting of the congregation, shall coordinate the work of the ministry teams. Team leaders shall not serve more than three consecutive one-year terms. The minister and/or designated staff members will provide both support and oversight for the ministry teams.

ARTICLE XI: AMENDMENTS

These bylaws may be amended or repealed at any meeting of the Fellowship by a two-thirds majority vote.

These bylaws have been amended April 3, 1963; April 17, 1968; May 9, 1977; May 6, 1983; May 18, 1986; April 27, 1990; April 26, 1991; April 24, 1992; May 17, 1992; April 29, 1994; April 14, 1996; June 6, 1999; October 22, 2000; June 1, 2003; June 6, 2004; June 5, 2005; June 1, 2008; June 7, 2009; June 2, 2013; June 14, 2015; June 19, 2016, June 6, 2017.