

**Unitarian Universalist Fellowship of
Hendersonville, North Carolina Inc.**

BYLAWS

Index

Article I: Name and Denominational Affiliation	1
Article II: Principles and Purposes	1
Article III: Membership	2
Article IV: Board of Directors	3, 4
Article V: Duties of the Officers	5
Article VI: Committees	6, 7, 8, 9, 10, 11
Article VII: Meetings	11, 12
Article VIII: The Minister	13
Article IX: Amendments	14
Article X: Miscellaneous	14
Article XI: Dissolution	14

**As Amended by Congregational Vote May 18, 2008
Effective July 1, 2008**

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

ARTICLE I
NAME AND DENOMINATIONAL AFFILIATION

- A. The name of this religious society is the UNITARIAN UNIVERSALIST FELLOWSHIP of Hendersonville, North Carolina Inc., referred to in these Bylaws as the “Fellowship.”
- B. This Fellowship was founded in September 1980 and incorporated on June 7, 1994 as a non-profit corporation under the laws of the State of North Carolina as contained in Chapter 55-A of the General Statutes of North Carolina entitled “Non-Profit Corporation Act.”
- C. Indemnification for directors, officers, and employees of the Corporation is a part of the Articles of Incorporation.
- D. This Fellowship is a member of the Unitarian Universalist Association and of its Thomas Jefferson District, and makes annual financial contributions to both.

ARTICLE II
PRINCIPLES AND PURPOSES

- A. The purposes of this Fellowship are to further this religious congregation in the traditions and beliefs of the Unitarian Universalist Association and to affirm and promote:
 - 1. the inherent worth and dignity of every person;
 - 2. justice, equality, and compassion in human relations;
 - 3. acceptance of one another and encouragement of spiritual growth in this congregation;
 - 4. a free and responsible search for truth and meaning;
 - 5. the right of conscience and the use of the democratic process within our congregation and in society at large;
 - 6. the goal of world community with peace, liberty, and justice for all; and
 - 7. respect for the interdependent web of existence of which all people are a part.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

ARTICLE III
MEMBERSHIP

- A. The Fellowship shall have two (2) classes of membership which shall be open to all persons, regardless of race, color, gender, affectional or sexual orientation, mental or physical challenge, or nation of origin, provided conditions of membership listed in ART III B are met.
- B. Persons seeking membership
1. shall be in sympathy with the principles and purposes of the Fellowship;
 2. shall sign the Membership Book;
 3. shall make a financial contribution of record during each fiscal year, but not fewer than ten (10) days prior to the Annual Meeting; and
 4. shall be age sixteen (16) or older.

Each person shall be listed as a MEMBER with the right of discussion and the right to vote at all meetings of the Fellowship. A spouse or partner who individually signs the Membership Book shall each be listed a MEMBER and may choose either to contribute individually or as a contributing unit. Exceptions to the financial contribution requirement can be made at the recommendation of the Board of Trustees.

- C. Non-voting Life Membership may be granted by the Board of Directors to a formerly active member whose changing circumstances preclude continued activity, in recognition of past participation.
- D. Any member may be removed from the membership:
1. after that member submits a written or an oral request to be removed
 2. by Board recommendation when it is determined that the member has ceased to be eligible under the requirements of membership in ART II B.

A member who has not participated in the life of the fellowship for a fiscal year shall be contacted asking whether he or she wishes to continue membership. If the member indicates in writing or orally that he or she does not, or does not respond within one month, the Board may remove the person from the membership roster.

- E. An Individual sixteen (16) years of age or older, who is in sympathy with the principles and purposes of the Fellowship, and has made contributions of record, but who chooses not to sign the Membership Book may be listed as a FRIEND with the right of discussion at meetings but without vote. A spouse or a partner of a member, who chooses not to sign the Membership Book, may be listed as a FRIEND if he or she chooses.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

ARTICLE IV
BOARD OF DIRECTORS

- A. The Fellowship shall be governed by a Board of Directors, hereafter called the Board, consisting of nine (9) voting members, elected at the Annual Meeting by the members from a slate of nominees presented by the Nominating Committee or nominated from the floor, provided the nominee has given prior approval. All nominees shall be members of the Fellowship.
- B. The Board shall consist of the President; the Vice President; the Secretary; the Treasurer; the Finance Chairperson; three At-Large members; and the Past President. Five (5) members shall constitute a quorum. The minister shall be a non-voting *ex officio* member.
- C. Terms of Office:
1. The President, the Vice President, and the Secretary shall each be elected for one (1) year terms and may serve two (2) successive terms. The Vice President shall be the Presidential Nominee for the following election unless the President runs for a second consecutive term; in that event the Vice President during the President's second term shall be the Presidential Nominee for the following election. If a President serves a second consecutive term, an additional At-Large member shall serve for a one (1) year term in place of the Past President.
 2. The At-Large members and the Finance Chairperson shall be elected for two (2) year terms and may serve two (2) successive terms.
 3. The Treasurer shall be elected for a one (1) year term and may serve four (4) successive terms.
 4. All terms of office commence on July 1.
- D. Duties of the Board:
1. The Board shall exercise general supervision and direction for the affairs of the Fellowship consistent with established policies and the Bylaws.
 2. The Board shall promote and oversee the religious activities of the Fellowship, including the worship service and the religious education program for adults and children.
 3. The Board shall take all appropriate measures to protect and preserve the property and facilities of the Fellowship, including an insurance program for the protection of Fellowship buildings and property.
 4. The Board shall rule on requests by persons and organizations who wish to use the property and facilities of the Fellowship.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

5. The Board, through the Pledge Campaign Committee, or other activities, has the final responsibility for the procurement of funds to support the programs of the Fellowship. All Fellowship funds shall be deposited with the Treasurer. Funds collected for a specific purpose may be so designated.
6. At each Annual Meeting, the Board shall present a proposed operating budget for the ensuing fiscal year for the approval of the membership.
7. The Board shall authorize expenditures pursuant to the approved budget. It may approve additional non-budgeted expenses not exceeding ten percent (10%) of the total budget.
8. The Board may approve line-item transfers within the approved operating budget.
9. The Board shall provide for an annual audit of the financial and property records at the conclusion of each fiscal year.
10. The Board has the responsibility for formulating job descriptions; for the supervision of both the volunteer staff and paid staff; and for evaluation, compensation, hiring, and dismissal of paid employees.
11. The Board shall resolve any questions regarding the accuracy of the membership roster and shall provide for the maintenance and updating of membership records. The number of members establishes the quorum at meetings and the annual membership report of the denomination.
12. A copy of Board minutes, or a synopsis thereof, shall be available for review by any member.
13. Policies may be changed by a majority vote of the Board, except where such policy has been adopted by the membership, in which case no change may be adopted without the approval of the membership. Copies of any policies shall be available to any member upon request.
14. The Board shall perform other duties as may arise.

E. Vacancies:

1. Board vacancies shall be filled by the President, with Board concurrence, and shall be valid until an election is held at the next Annual Meeting.
2. Fulfilling an unexpired term shall not be counted as a term of office.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

ARTICLE V
DUTIES OF THE OFFICERS

- A. The President shall preside over all meetings of the Fellowship and the Board; shall be a non-voting *ex officio* member of all committees unless otherwise stated, but does not meet with the Nominating or Committee on the Ministry committees except by invitation, and shall represent the Fellowship on all appropriate occasions.
- B. The Vice President shall preside in the absence of the President and shall fill the remainder of the term in the event the office of the President becomes vacant.
- C. The Secretary shall:
 - 1. take the Minutes of Board meetings and make them available to the members;
 - 2. be responsible for the safe-keeping of Board records;
 - 3. issue the required notices of the Annual and Special meetings of the Fellowship; and
 - 4. hold the Corporate Seal.
- D. The Treasurer shall:
 - 1. receive and keep safe all funds and other property of the Fellowship entrusted to his/her care and disburse the same to the satisfaction of the Board;
 - 2. keep a complete accounting of the finances of the Fellowship with these records remaining the property of the Fellowship;
 - 3. permit inspection of the account books by any member of the Fellowship; and
 - 4. open checking accounts and make other financial arrangements in the name of the Fellowship as authorized by the Board.
- E. The Finance Chairperson shall convene and conduct the meetings of the Finance Committee.
- F. Any officer, at the request of the President, may be asked to become responsible for other assignments.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

ARTICLE VI
COMMITTEES

A. The Standing Committees of the Fellowship are the following:

Executive Committee
Nominating Committee
Finance Committee
Endowment Fund Committee
Committee on the Ministry
Pledge Campaign Committee

B. Appointments:

Members of the Nominating, Finance, and Endowment Fund Committees shall be elected at the Annual Meeting as provided in these Bylaws for the terms specified. Appointments to interim vacant positions shall be made by the President with the concurrence of the Board. The Executive Committee and Committee on the Ministry shall be organized as specified.

C. Executive Committee:

1. The Executive Committee of the Board shall consist of the President, the Vice President, the Secretary, the Treasurer, and one of the At-Large members, appointed by the President with the concurrence of the Board.
2. A majority vote is required for the approval of all matters.
3. Actions taken by this Committee must be reported to the Board at the next Board meeting.

D. Nominating Committee:

1. This Committee shall consist of five (5) members, consisting of the immediate Past President plus four (4) elected for two (2) year terms, with two (2) replacement members elected at the Annual Meeting each year from a slate of nominees presented by the Nominating Committee or nominated from the floor, provided the nominee has given prior approval.
2. This Committee shall elect its Chairperson annually.
3. It shall be the responsibility of this Committee to prepare slates of nominees for the various offices and committees of the Fellowship to be elected at the Annual Meeting.
4. The Committee shall actively solicit suggestions from Fellowship members.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

5. Deliberations of this Committee shall be confidential and the names of those selected for nominations not made public before the committee makes its report to the Board.
6. Serving on the Committee does not make a member ineligible for nomination to office.
7. The Nominating Committee may assist the Board with filling Board or Committee vacancies.
8. Any other member who wishes to be a candidate for election at the May-June meeting shall do so by filing with the Secretary, not later than fifteen (15) days prior to the meeting date, a petition signed by at least ten (10) members of the Fellowship.

E. Finance Committee:

1. The Finance Committee shall consist of the elected Chairperson, the Treasurer, and six (6) elected members.
2. The terms of office of the six (6) elected members shall be three (3) years with two (2) replacements elected each year from a slate of nominees presented by the Nominating Committee or nominated from the floor, provided the nominee has given prior approval.
3. Elected members may serve for two (2) consecutive terms of office. Members may serve additional terms after a lapse of two (2) years or more.
4. Duties of the Finance Committee:
 - a. to formulate an annual budget for Board approval and for presentation at the Annual Meeting;
 - b. to assist, as requested by the Board and the Treasurer, in the performance of duties relating to the finances of the Fellowship;
 - c. to monitor the Principal Redemption Fund as part of the annual operating budget for the life of the Fellowship Member Loan program, as set forth in the Board Resolution dated December 9, 1994; and
 - d. to ensure the functioning of the Loan Oversight Committee. This Committee shall consist of the President, the Treasurer, the Finance Chairperson and a Fellowship member who holds a promissory note. This member shall be appointed by the President with Board concurrence for a two (2) year term. This Committee shall be responsible for the orderly payment of interest and the retirement of the loan notes as provided in the Self-Loan Plan of June 10, 1994, and shall function until the termination of the Self-Loan Plan. The Loan Oversight Committee shall make semi-annual reports to the Board.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

F. Committee on the Ministry

1. This Committee shall consist of four (4) members whose terms of office shall be for two (2) years with two (2) replacements appointed annually. Members may not serve for more than two (2) consecutive two (2) year terms.
2. The minister shall annually propose four (4) names for prospective members of this committee. The Board approves two (2) nominees who are then asked to serve a two (2) year term.
3. The Committee shall elect its Chairperson annually.
4. Duties of the Committee:
 - a. The purpose of the committee is to strengthen the quality of ministry of the Congregation in such a way that the best interests of all are served.
 - b. The Committee shall review the overall ministry of the Congregation, including the Minister's performance, with regard to role expectations and realistic priorities.
 - c. The Committee shall interpret to the Congregation the nature and scope of the work of the minister.
 - d. The Committee shall consult with the Minister and submit an annual compensation recommendation to the Board and the Finance Committee.
 - e. The Committee shall encourage and support the Minister on his or her continuing education program, professional development, and sabbatical planning, and shall coordinate such efforts with the Board.
 - f. The Committee shall report to the Board, with recommendations, on any problems regarding the ministry.
 - g. The Committee shall meet on a regular, announced schedule, actively soliciting concerns and suggestions from Fellowship members for discussion and resolution.

G. The Endowment and Planned Giving Committee:

1. This Committee shall consist of the President of the Board, the Treasurer of the Fellowship, and six (6) elected members of the Fellowship, all of whom shall be voting members of the Committee. The Committee shall elect its Chairperson and Secretary annually. The Treasurer of the Fellowship shall act as the Treasurer for the Committee.
2. The term of office of each elected member shall be three (3) years with two (2) replacement members being elected at the Annual Meeting from a slate proposed by the Nominating Committee or nominated from the floor, provided the nominee has given prior approval.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

3. Elected members may not serve more than two (2) successive three (3) year terms, but may serve additional terms after a one (1) year lapse.
4. Duties of the Committee:
 - a. The Committee shall promote and administer the Endowment Fund, as described in Section H below.
 - b. The Committee shall make recommendations to the Board for distribution of the income of the Fund.
 - c. The Committee shall make semi-annual reports of the Fund's status to the Board.
 - d. The Committee shall develop, promote, and administer programs for planned giving including bequests, charitable remainder trusts, and other deferred giving plans.
 - e. The Committee shall promote and administer the Bequest Society as established by the Board in March, 1994.

H. The UUFH Endowment Fund:

The UUFH Endowment Fund (formerly the Special Gifts Fund and hereafter referred to as the FUND) was established by a resolution of the Board in December 1991 and ratified by the Congregation in May 1992. The following sections set forth the purposes, procedures, and policies governing the operation of the FUND and are intended to supersede the provisions of the original resolution and all subsequent amendments thereto.

1. The purpose of the FUND is to enrich congregational life and to foster long term financial stability by providing a continuing source of funds for capital improvements, projects, and events which may be beyond the scope and capacity of the operating budget.
2. The principal amounts of all gifts designated for the FUND and all memorials for deceased members or friends not otherwise designated shall be retained in perpetuity in the FUND and only income earned shall be available for distribution. No gifts for restricted uses can be accepted in the FUND. Income from the fund may be used for any approved Fellowship purpose except that no portion may be used for expenses which are normally included in the annual operating budget.
3. All assets in the FUND are the property of the Fellowship and are to be held in separate accounts and not commingled with other Fellowship funds. The FUND shall be audited annually in conjunction with the audit of all other Fellowship accounts.
4. Promotion and administration of the FUND shall be one of the duties of the Endowment and Planned Giving Committee (hereafter called the COMMITTEE) as described in 7 below.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

5. Recommendations to invest, divest, buy, sell, exchange and in all other respects to manage and control the assets of the FUND, as in their judgement and discretion they deem wise and prudent, are to be made by the COMMITTEE for approval by the Fellowship Board, with subsequent execution by a duly authorized member of the COMMITTEE.
 6. Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member.
 7. Distribution of income from the FUND's investments shall be made as requests are received providing the amount is available for distribution and subject to the approval of the Committee and Board.
 - a. The COMMITTEE, with the advice and assistance of the Treasurer, shall determine the amount of income available for distribution according to accepted accounting principles.
 - b. All requests for support shall be submitted to the COMMITTEE which shall submit recommendations on the amount and beneficiaries of the annual distribution to the Fellowship Board for approval.
 - c. In the event that the available funds are not distributed in any year, the remaining amount may be reclassified as principal or held as income for future distribution at the recommendation of the COMMITTEE with Board approval.
 8. The COMMITTEE shall maintain all records, accounts and documents pertaining to the FUND and shall report semi-annually to the Fellowship Board on the status of the FUND. At least once a year, the COMMITTEE shall render a full and complete account of the administration of the FUND to the congregation.
 9. Any amendments to these bylaws which change, alter or amend the purpose and/or basic endowment nature of the FUND, including termination, shall be adopted by a two-thirds (2/3) vote of the members of the Fellowship present at a meeting called specifically for the purpose of amending the FUND.
- I. Worship Committee.

The Committee shall consist of the Chairperson, appointed by the President, the Minister, representatives of the Music and Religious Education Committees, and such other members as may be appointed by the Chairperson.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

J. Canvass Committee.

1. The Canvass Committee shall consist of four (4) members elected for two (2) year terms, with two (2) replacement members elected at the Annual Meeting each year from a slate of nominees presented by the Nominating Committee or nominated from the floor, provided the nominee has given prior approval.
2. The two newly elected members shall serve as understudies to the co-chairs and as the follow-up team for the canvass in the first year of their term. In their second year, they shall serve as co-chairs of the canvass.
3. The co-chairs shall recruit additional committee members as needed.
4. Duties of the Canvass Committee:
 - a. Plan, organize and implement the Annual Canvass.
 - b. Work with the Membership Committee to canvass new members and friends who enter the Fellowship during the year.

K. *Ad Hoc* Committees may be appointed by the President, as needed, with the concurrence of the Board. Terms of office shall expire with the completion of a committee's assignment.

ARTICLE VII
MEETINGS

A. Annual Fellowship Business Meeting:

1. At the discretion of the Board, this meeting shall be held during the month of May or the month of June.
2. It shall be chaired by the President or by the Vice President in the absence of the President.
3. The presiding officer shall be assisted by a parliamentarian selected by the President.
4. The meeting date and agenda must be announced to all members of the Fellowship at least fifteen (15) days prior to the meeting.
5. Thirty percent (30%) of the membership shall constitute a quorum. Absentee proxies may be submitted not less than seven (7) days before the meeting. With the quorum met by those members present and by absentee proxy, a majority vote shall be required for the approval of business matters presented during the meeting.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

6. The agenda of the meeting shall include:
 - a. the presentation of written reports of the highlights of the year's activities which shall become a part of the minutes of the meeting;
 - b. the election of officers, board members, and specific committee members, as required by the Bylaws;
 - c. the presentation of the financial statement;
 - d. the presentation and approval of the budget for the next year; and
 - e. other appropriate business.

B. Meetings of the Board of Directors:

1. The Board shall meet on a regular, announced schedule.
2. Meetings of the Board shall be open to all members and friends.

C. Meetings of the Executive Committee:

1. The Executive Committee shall meet at the call of the President in emergencies between scheduled meetings of the Board.
2. These meetings may be closed at the discretion of the President.
3. Minutes may be kept and edited for publication at the discretion of the President.

D. Special Meetings of the Fellowship:

1. Special meetings may be called by the Board or upon receipt by the Secretary of a written request signed by no less than ten percent (10%) of the members;
2. A written or published notice of the meeting with date and purpose must be announced to the members at least fifteen (15) days prior to the set date;
3. The quorum requirement shall be as for the Annual Meeting.
4. The agenda shall be limited to that defined in the notice.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

ARTICLE VIII
THE MINISTER

A. Employment:

1. A minister who is in Fellowship with the Unitarian Universalist Association shall be called upon the recommendation of an *ad hoc* Ministerial Selection Committee and by at least an eighty percent (80%) affirmative vote of the membership present.
2. When a Minister is called, he/she and the Board shall negotiate a written contract specifying the conditions of employment.
3. The contract shall provide for the continuation of salary and allowances for a period of time in the event of ill health or dismissal.
4. The Minister shall have freedom of the pulpit as well as freedom to express his/her opinions outside the pulpit.
5. The Minister shall be a non-voting *ex officio* member of the Board and all committees.

B. Contract Renewal:

The Board may renew the contract annually with agreed upon changes. This action is to be preceded by a review of the Minister's performance with respect to the duties and responsibilities defined in the prior contract. This review shall be made by the Ministerial Relations Committee and the Board at a jointly held closed meeting.

C. Dismissal:

The basis for a recommendation of dismissal shall be thoroughly discussed with the Minister prior to the preparation of a motion of dismissal. The Minister shall be allowed adequate time to prepare a rebuttal prior to a vote by the Fellowship. An affirmative vote on such a motion shall require at least an eighty percent (80%) vote of the membership present.

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.
BYLAWS

**ARTICLE IX
AMENDMENTS**

- A. These Bylaws may be amended or revised at any legally convened meeting of the Fellowship.
- B. Thirty percent (30%) of the membership shall constitute a quorum.
- C. A two-thirds (2/3) vote of the members present shall be required to adopt amendments.
- D. A written or published notice of the proposed changes shall be provided to all members of the Fellowship at least twenty-one (21) days prior to the meeting.

**ARTICLE X
MISCELLANEOUS**

- A. The official voice of the Fellowship shall be the regularly published newsletter, *The Beacon*. The inclusion in it of notices of scheduled meetings, Board policies or actions, or other official matters, shall be deemed to have met the legal requirements concerning notification of the membership.
- B. The fiscal year shall be July 1 to June 30.

**ARTICLE XI
DISSOLUTION**

Upon dissolution of the Fellowship, all assets will be transferred to the Unitarian Universalist Association of Boston, Massachusetts, provided the same is fully tax-exempt as determined by the Internal Revenue Service or the U. S. Treasury; if not, then to such religious or charitable organization as shall be selected by the Board of Directors, provided the same is fully tax-exempt as determined by the Internal Revenue Service of the U. S. Treasury.