

Unitarian Universalist Fellowship of Hendersonville, North Carolina Inc.

BYLAWS

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ARTICLE I
NAME AND DENOMINATIONAL AFFILIATION

- A. The name of this religious society shall be 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 shall be a member of the Unitarian Universalist Association (UUA) and of its Thomas Jefferson District, or their successors, and shall make annual financial contributions to both.

ARTICLE II
PRINCIPLES AND PURPOSES

- A. The purposes of this Fellowship shall be to further this religious congregation in the traditions 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.

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ARTICLE III
MEMBERSHIP

- A. The Fellowship shall have two (2) classes of membership, MEMBERS and LIFE MEMBERS, 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 Article III B are met.
- B. Persons seeking membership shall:
1. be in sympathy with the principles and purposes of the Fellowship;
 2. sign the Membership Book in the presence of the Minister or a Board member;
 3. make a financial contribution of record during each fiscal year, but not fewer than ten (10) days prior to the Annual Meeting or a special meeting of the congregation; and
 4. be age sixteen (16) or older.

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

- 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, or
 2. by Board recommendation when it is determined that the member has ceased to be eligible under the requirements of membership in Article III B, or
 3. by two-thirds vote of the Board, with or without cause; such a member has the right to appeal for reconsideration.

A member who has not participated in the life of the Fellowship for a fiscal year shall be asked 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

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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.

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 otherwise nominated (see Article VI G8), 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 except as delineated in Article IV C1 below. 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 a one (1) year term 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 a one (1) year term in place of the Past President.
 2. The At-Large members and the Finance Chairperson shall each be elected for a two (2) year term 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 of the affairs of the Fellowship consistent with established policies and the Bylaws.

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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 determine policy regarding requests by persons and organizations who wish to use the property and facilities of the Fellowship.
5. The Board, through the Canvass Committee or in other ways, 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 only if so approved by the Board.
6. At each Annual Meeting, the Board shall present, for the approval of the membership, a proposed operating budget for the ensuing fiscal year.
7. The Board shall authorize expenditures pursuant to the operating budget approved by the membership. If the operating budget is to be exceeded by 10% or more, approval by the membership shall be required. The Board shall also authorize expenditures from special funds that are not part of the operating budget.
8. The Board may approve line-item transfers within the approved operating budget.
9. The Board shall provide for an annual audit or review of the financial and property records at the conclusion of each fiscal year. Board members may not serve on the audit (review) team.
10. The Board has responsibility for formulating job descriptions and for contracting with and establishing compensation for the employed staff (with the exception of the Minister) in accordance with the UUFH *Personnel Policy Manual*. In carrying out these duties, the Board shall seek the counsel and assistance of the Personnel Committee.
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 basis for the quorum at congregational meetings and for the annual membership report to the UUA.
12. A copy of approved Board minutes, or a synopsis thereof, shall be available for review by any member.

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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 appoint an archivist to assemble, preserve and describe Fellowship documents having long-term historical value; the archivist shall report to the Board and shall submit records retention schedules and other policy recommendations.
15. The Board shall perform other duties as may be appropriate.

E. Resignation or Removal of a Board Member

1. A Board member may resign by giving notice in writing to the Board.
2. A Board member may be removed with or without cause by action of a two-thirds (2/3) vote of the Board members or by a majority vote of the Fellowship members present at an annual meeting or at a special meeting called pursuant to these bylaws. The Board member shall have the right of rebuttal.

F. Board 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. However, if three or more vacancies exist at one time, see Article IV E2 below.
2. If three (3) or more vacancies exist at any one time, the Nominating Committee shall present a slate of candidates fifteen (15) days before a congregational meeting that is held within thirty (30) days of the vacancies for the purpose of electing new Board members.
3. Fulfilling an unexpired term shall not be counted as a term of office.

ARTICLE V
DUTIES OF THE OFFICERS

- A. The President shall preside over all meetings of the Fellowship and the Board and shall be a non-voting *ex officio* member of all committees unless otherwise stated, but shall not meet with the Nominating Committee or the Committee on Ministries except

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by invitation. The President 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 congregational meetings and make them available to the Fellowship;
 2. issue the required notices of the Annual and special meetings of the Fellowship; and
 3. safeguard 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; and make periodic reports to the Board and an Annual Financial Report to the Fellowship;
 3. permit inspection of the account books by any member of the Fellowship; and from time to time furnish statements to the pledging units detailing the status of their pledges;
 4. open checking accounts and make other financial arrangements in the name of the Fellowship as authorized by the Board;
 5. Maintain records of membership in the Fellowship and the voting eligibility of the members.
- 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, with specified duties and powers.

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ARTICLE VI
COMMITTEES

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

Canvass Committee
Committee on Ministries
Endowment and Planned Giving Committee
Finance Committee
Nominating Committee
Personnel Committee

B. Appointments to Committees

1. Members of the Canvass, Finance, Nominating, and Personnel Committees and the Endowment and Planned Giving Committee shall be elected at the Annual Meeting as provided in these Bylaws for the terms specified. The Committee on Ministries shall be organized as specified herein.
2. Appointments to interim vacant positions on elected committees shall be made by the President with the concurrence of the Board.

C. Canvass Committee

1. The Canvass Committee shall consist of four (4) members, each elected for a two (2) year term, with two (2) replacement members elected at the Annual Meeting each year from a slate of nominees presented by the Nominating Committee or otherwise nominated (see Article VI G8), provided the nominee has given prior approval.
2. The two newly elected members shall serve as understudies to the co-chairs. 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.

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D. Committee on Ministries

1. This Committee shall consist of five (5) members whose terms of office shall be for two (2) years with two (2) or three (3) replacements appointed annually. Members may not serve for more than two (2) consecutive two (2) year terms.
2. The Minister shall annually propose five (5) names for prospective members of the committee. From this list, the Board shall appoint the number of members needed.
3. The Committee shall elect its chairperson annually.
4. Duties of the Committee on Ministries
 - a. The purpose of the committee is to strengthen the quality of the ministries of the congregation in such a way that the best interests of all are served.
 - b. The committee shall review all the ministries 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 ministries.
 - d. The committee shall consult with the Minister regarding the Minister's compensation and submit an annual 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 problems regarding any of the ministries of the congregation.
 - g. The committee shall meet on a regular, announced schedule, actively soliciting concerns and suggestions from Fellowship members for discussion and resolution.

E. 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

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- 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 otherwise nominated (see Article VI G8), provided the nominee has given prior approval.
 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 Endowment and Planned Giving Committee
 - a. The committee shall administer the Endowment Fund in accordance with Article VII below.
 - b. The committee shall provide advice and counsel to the Board on proposed grants from the Endowment Fund.
 - c. The committee shall develop, promote, and administer programs for planned giving including bequests, life income gifts, and other deferred giving plans.
 - d. The committee shall promote and administer the Bequest Society as established by the Board in March, 1994.

F. Finance Committee

1. The Finance Committee shall consist of the elected Chairperson, the Treasurer, and three (3) elected members.
2. The term of office of each of the three (3) elected members shall be three (3) years, with one (1) replacement elected each year from a slate of nominees presented by the Nominating Committee or otherwise nominated (see Article VI G8), 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. The committee shall formulate an annual budget for Board approval and for presentation at the Annual Meeting.

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- b. The committee shall assist, as requested by the Board and the Treasurer, in the performance of duties relating to the finances of the Fellowship.

G. Nominating Committee

1. The Nominating 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 otherwise nominated (see Article VI G8), 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.
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 shall assist the Board with filling Board or committee vacancies as requested by the Board.
8. A member not nominated by the Nominating Committee who wishes to be a candidate for election at the May-June meeting shall file 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.

H. Personnel Committee

1. The Personnel Committee shall consist of the elected chairperson and three (3) members elected at the Annual Meeting from a slate presented by the Nominating Committee or otherwise nominated (see Article VI G8).
2. The term of office for the chairperson shall be one (1) year with possibility of re-election for two (2) additional successive terms and further additional terms after a two (2) year lapse.

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3. The term of office for elected members shall be for three (3) years with one (1) replacement elected each year. Elected members may serve not more than two (2) successive terms, but may serve additional terms after a two (2) year lapse.
4. Duties of the Personnel Committee
 - a. to implement and administer the personnel policies and procedures pertaining to UUFH employed staff (excluding the Minister), according to the provisions of the UUFH *Personnel Policy Manual*;
 - b. to provide advice and counsel to the Board and committees, as appropriate, on the establishment of fair compensation for UUFH staff based on UUA fair compensation guidelines;
 - c. to prepare annual staff contracts, including salaries and benefits, for Board approval following acceptance of the budget at the Annual Meeting, and with adherence to IRS withholding and other legal requirements.

I. Standing Committees may be created or dissolved only by amendment of the bylaws (See Article X).

J. Other committees, as needed, may be appointed by the Board. Such committees may continue with the concurrence of the Board or shall dissolve upon completion of their assignments.

K. The Board may organize committees into councils or clusters as appropriate.

ARTICLE VII
THE UUFH ENDOWMENT FUND

A. The UUFH Endowment Fund (formerly the Special Gifts Fund), 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.

B. 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 that are beyond the scope and capacity of the operating budget.

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C. Procedures and Policies of the FUND

1. The principal amounts of all gifts designated for the FUND and all memorials for deceased members or friends that are 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.
2. 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 or reviewed annually in conjunction with the audit or review of all other Fellowship accounts.
3. 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 Article VI above.
4. Recommendations to invest, divest, buy, sell, exchange and in all other respects to manage and control the assets of the FUND, as in their judgment 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.
5. 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.
6. 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. 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.

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7. The COMMITTEE shall maintain all records, accounts and documents pertaining to the FUND and shall report semi-annually to the 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.

8. 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.

ARTICLE VIII
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 shall be announced to all members of the Fellowship at least fifteen (15) days prior to the meeting. Procedures for proxies shall be announced at the same time.
5. An absent member may grant, in writing, all of his or her voting rights to another member, said proxy to be received by the secretary before the meeting. A member may hold the proxies of no more than two (2) other members.
6. Thirty percent (30%) of the membership shall constitute a quorum. With the quorum met by those members present or represented by proxy, a majority vote shall be required for the approval of business matters presented during the meeting.
7. The agenda of the meeting shall include:

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- a. presentation of written reports of the highlights of the year's activities which shall become a part of the minutes of the meeting;
 - b. election of officers, board members, and specific committee members, as required by the Bylaws;
 - c. a report on the fellowship's financial status in the current year;
 - d. 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. 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. At the same time, the Board shall announce procedures for the use of proxies, if any, at the special meeting.
 3. Proxies shall not be permitted at special meetings except as otherwise specified in these bylaws.
 4. The quorum requirement shall be as for the Annual Meeting except at a special meeting to call or dismiss a minister.
 5. The agenda shall be limited to that defined in the notice.

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ARTICLE IX
THE MINISTER

A. Ministerial Search Committee

1. In the event of a vacancy in the position of Minister, the Board shall call a special congregational meeting to elect a five (5)-member *ad hoc* Ministerial Search Committee. The Nominating Committee shall present a slate of nominees for the Ministerial Search Committee. Additional nominations may be made in accordance with these bylaws.
2. The Ministerial Search Committee shall seek out and recommend to the Board and to the membership a minister who is in Fellowship with the Unitarian Universalist Association.
3. Following approval of a candidate by the membership at a special meeting called for that purpose, the committee shall negotiate an initial job description and Letter of Agreement (contract) with the candidate and present both to the Board for approval.

B. Employment

1. A minister who is in Fellowship with the Unitarian Universalist Association shall be called upon the recommendation of an *ad hoc* Ministerial Search Committee and by at least an eighty percent (80%) affirmative vote of the membership present at a special meeting called for that purpose. The calling of the Minister shall be determined by secret ballot.
2. The quorum at a meeting to call a minister shall be fifty percent (50%) of the official membership, whether present or represented by proxy. A member may hold the proxies of no more than two (2) other members.
3. When a minister is called, the Board shall review and approve a written Letter of Agreement specifying the conditions of employment.
4. The Letter of Agreement shall provide for the continuation of salary and allowances for a period of time in the event of ill health or dismissal.
5. The Minister shall have freedom of the pulpit as well as freedom to express his/her opinions outside the pulpit.
6. The Minister shall be a non-voting *ex officio* member of the Board and all committees.

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C. Letter of Agreement Renewal

The Board shall renew the Letter of Agreement 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 Letter of Agreement. This review shall be made by the Board and by the Committee on Ministries at a jointly held closed meeting.

D. Dismissal

1. A special meeting to consider dismissal of a Minister may be called by the Board on its own authority or after receipt by the Secretary of a petition signed by no less than twenty percent (20%) of the membership. The basis for a recommendation of dismissal shall be thoroughly discussed by the Board and 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 membership.
2. An affirmative vote on a motion of dismissal shall require at least a two-thirds (2/3) affirmative vote of the membership present at a special meeting called for that purpose. The quorum for this meeting shall be fifty percent (50%) of the membership. Proxies shall not be allowed. Voting shall be by secret ballot.
3. If the contractual relationship between the Minister and the membership is dissolved by either party, three (3) months' written notice shall be given. Such notice may be altered by mutual consent.

ARTICLE X
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. Proxies shall not be allowed.
- D. A written or published notice of the proposed amendments shall be provided to all members of the Fellowship at least twenty-one (21) days prior to the meeting.

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ARTICLE XI
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.
- C. At all meetings of the Board and congregation, the current edition of *The Standard Code of Parliamentary Procedure*, by Alice Sturgis, shall be the authority on matters of parliamentary procedure in all cases to which it is applicable and in which it is not inconsistent with these bylaws and any special rules of order the Fellowship may adopt.

ARTICLE XII
DISSOLUTION

Should the Fellowship cease to exist without creation of a successor organization affiliated with the Unitarian Universalist Association, all assets will be transferred to the Unitarian Universalist Association of Boston, Massachusetts, or its legal successor, 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.