

**BYLAWS OF
THE UNITARIAN UNIVERSALIST FELLOWSHIP OF CENTRE COUNTY**

Adopted March 1975, Most recently revised and approved August 23, 2020

BYLAW 1: NAME

The name of this religious society shall be "The Unitarian Universalist Fellowship of Centre County," incorporated in the Commonwealth of Pennsylvania as "The Unitarian Fellowship of Centre County," hereafter referred to as "the UUFCC."

BYLAW 2: PURPOSE

The purpose of the UUFCC is to bring together people of honest and reverent spirit for the common study, affirmation, and practice of active religion without dogma, envisioned in harmony with reason and conscience.

The UUFCC welcomes the participation and membership of all persons without regard to age, race, ethnicity, gender, disability, affectional or sexual orientation, language, citizenship status, economic status, or national origin.

The UUFCC affirms the dignity and worth of all individuals and is committed to inclusiveness and nondiscrimination in all dimensions of congregational life, including membership, hiring practices, and the calling of religious professionals.

BYLAW 3: MEMBERSHIP

a) Becoming a Member - Membership in the UUFCC does not require adherence to any particular interpretation of religion or to any particular religious belief or creed. Any person who is in sympathy with the UUFCC's purpose may become a member.

b) The right to vote is automatically granted to a member 90 days after signing the UUFCC Membership Book.

c) The Board shall determine the policy that both adds and removes people from membership.

BYLAW 4: DENOMINATIONAL AFFILIATION

The UUFCC shall be a member of the Unitarian Universalist Association of Congregations and shall support and promote the mission, principles and purpose of the Unitarian Universalist Association of Congregations.

BYLAW 5: MEETINGS OF THE MEMBERS

a) There shall be an Annual Meeting, a Midyear Meeting, and such additional special business meetings of the voting membership as the Board of Trustees may deem to

be necessary. The Annual Meeting shall be held after April 30 and on or before June 15. The Midyear Meeting shall be held in the month of November.

- b) The Board of Trustees shall call a special congregational meeting to be held within 30 days following receipt by the Board President and one other Board member of a petition signed by 10 percent or 25 of its voting members, whichever is smaller. Notice of such meetings shall follow the rules for notice of a regular business meeting as outlined in paragraph c) below.
- c) The announcement of all meetings shall be mailed at least ten days prior to the dates selected. Notification may occur by mail or email according to the preference of the member. The announcement shall include notice of the principal business to be transacted.
- d) Subject to the restrictions of paragraphs a) and b) of this Section 5, the time and place of meetings of the UUFCC shall be determined by the Board of Trustees. The agenda of the Annual Meeting shall include reports of officers, staff, and committees, the election of new officers, and the adoption of an annual budget based on figures proposed by the Board of Trustees.
- e) A quorum for business meetings shall consist of 25% or 70 of the voting members, whichever of the two is smaller, with the exception that a quorum of 40% shall be necessary to make decisions to call a minister or to purchase or sell real estate or other capital property, as determined by the Board. In the matter of dismissing a minister, a quorum for the meeting shall consist of 50% of the voting members.
- f) The fiscal year shall be July 1 through June 30.
- g) The business meetings of the UUFCC shall use as their guidelines the most recent edition of "Robert's Rules of Order".
- h) Proxy voting is permitted, but a member may hold no more than 2 proxies. Procedures for proxy voting will be determined by the Board. Proxy voting will not be permitted when calling or dismissing a minister.

BYLAW 6: OFFICERS

The officers of the UUFCC shall be the President, President-Elect, Treasurer, and Secretary. The President-Elect shall be elected every other year for a four-year term, serving two years as President-Elect and two years as President. The Treasurer and Secretary shall be elected for two-year terms, one each on alternate years. The officers shall perform the usual duties of such positions. A recording secretary may be appointed by the President and Secretary for the purposes of keeping minutes and shall not be a voting member of the Board.

BYLAW 7: BOARD OF TRUSTEES

The Board of Trustees shall consist of the President, President-Elect, Treasurer, Secretary, three additional members of the UUFCC elected at large (for three-year terms each), and the Minister. The President shall serve as chairperson of the Board. The Minister shall belong to the Board as an ex-officio non-voting member. All voting members of the Board of Trustees must be members of the UUFCC and be at least 18 years old.

BYLAW 8: BOARD MEETINGS

Regular Meetings:

All meetings of the Board shall be open to the membership except when, for consideration of highly delicate matters as determined by the Board, the Board may meet in executive session. The Minister shall attend executive sessions unless recusing themselves. Action can be taken only in open meetings. A quorum of the Board shall be four of the seven voting members.

The dates and times of the Board meetings shall be fixed by the Board to recur on a regular basis (for example, the second Tuesday of the month at 7pm) and publicized. If there is a conflict with the regularly scheduled Board meeting (such as occurring on a holiday), the meeting will be rescheduled, and the new date and time publicized at least 5 days in advance.

Special Meetings:

The President or 2 or more Board members may call a special meeting of the Board with 5 days' notice. The Fellowship will be notified of the special meeting through as many communication channels as possible.

BYLAW 9: DUTIES AND AUTHORITY OF THE BOARD OF TRUSTEES

- a) The Board shall develop written policies necessary to effectively govern the Fellowship. The Board shall conduct strategic planning and congregational assessment. It shall work with the congregation to develop the mission and vision of the UUFCC. The Board shall have the responsibility to communicate with, listen to and engage the congregation.
- b) The Board shall act in the name of the UUFCC between meetings of the membership.
- c) The Board shall hold the fiduciary responsibility for the Fellowship and shall recommend an annual budget to the congregation at the Annual Meeting. The Board shall have authority to revise an approved budget but may not add expenditures totaling more than ten percent of the previous year's income without approval of the Membership at a business meeting. To use money from the Endowment for any expenses included in the annual operating budget, or to use the principal of the Endowment for any purpose, the Board must declare a financial emergency and a 2/3 majority of those present at a congregational meeting must vote in favor.

- d) The Board shall have sole authority to enter into, manage and terminate contracts. Authority regarding contracts may be delegated by motion of the Board for a specific period of time for a specific contract.
- e) The Board is authorized to negotiate with governmental and regulatory authorities on all matters affecting the UUFCC. This authority may be delegated by motion of the Board.
- f) The Board has the duty to protect the Fellowship's non-profit and tax-exempt status, and to ensure that the Fellowship meets its legal responsibilities.
- ~~g)~~—The Board shall have final authority in the employment of all personnel other than Called Ministers and shall see that a good performance management system for all employees is carried out.
- h) The Board shall have final authority to approve major expenses for things such as personnel and physical plant.
- i) The Board shall authorize all committees needed for carrying out its responsibilities and specify their duties.
- j) Members of the Board are expected to conduct themselves in keeping with the Board Covenant. The Board may vote to remove a Board member for absenteeism, breach of the Board Covenant, or conduct detrimental to the Fellowship and move to fill the vacancy. The Board member in question may not participate in the vote to remove.

BYLAW 10: NOMINATION AND ELECTION OF NOMINATING COMMITTEE, OFFICERS AND BOARD TRUSTEES AT LARGE

- a) No later than April 15 of each year, the Nominating Committee, after consultation with the Minister and the Board, shall prepare a slate of one or more candidates for each office to be filled. Anyone wishing to self-nominate for any office may do so by notifying the Nominating Committee 30 days prior to voting at a meeting and be included in the notice of the meeting. Every even numbered year the offices to be filled shall include: President-Elect, Secretary, and one Board member at large. In odd numbered years, the offices to be filled will include: Treasurer, and one Board member at large.
- b) No later than September 15, an ad hoc committee of the Board shall prepare a list of at least three candidates for the new Nominating Committee, which shall include a member of the previous year's Nominating Committee, for consideration by the Board. The Board will approve the Nominating Committee for the upcoming year no later than October 15.
- c) Voting for Officers and Board members shall take place at the Annual Meeting. Voting for members of the Nominating Committee shall take place at the Midyear Meeting. Newly elected Officers, Board members and members of the Nominating Committee shall assume office at the close of the meetings at which they are elected.

d) Any vacancy, other than in the Presidency, shall be filled by Presidential appointment, and the appointee shall serve until the next annual or Midyear Meeting, when the office shall be filled by election for the remainder of the unexpired term. In the case of the President, the President Elect shall fill that position and a new President Elect shall be appointed as stated above.

BYLAW 11: MINISTER

a) The Minister shall be in either preliminary or final fellowship with the UUA Ministerial Fellowship Committee and be in good standing with the UU Ministers' Association. If a Minister's fellowship has been terminated or suspended while serving the UUFCC, the Minister may be dismissed with less than 90 days' notice and without severance payments.

b) When a Minister is to be called, the Board of Trustees shall nominate a chairperson and up to seven members of a Ministerial Search Committee, subject to approval by a meeting of the membership. After study and consultation, this committee shall recommend no more than one candidate at a time to the congregation. The Minister shall be called by a special meeting of the membership, convened solely for that purpose. At least 40% of the membership shall be present at such a meeting and approval by at least 90% of those present is required to call a Minister.

c) There will be a contract between the congregation and the called Minister with details to be negotiated and approved by the Board of Trustees.

d) A contract of a Called Minister may be terminated only at a special meeting, convened solely for that purpose, the notice of which shall have been mailed thirty days in advance of the date on which it is to be held. At least 50% of the membership shall be present at such a meeting, and approval by at least 67% of those present is required to terminate a Called Minister.

e) Contract Minister – The UUFCC may also enter into relationships of ministry that do not constitute a covenanted, called ministerial position. For example, a Contract Minister includes, but is not limited to, an interim minister. These employment agreements will take the form of a contract between the Minister and the Board of Trustees. This contractual relationship will include and establish the rights, duties and functions normally associated with ministry. The contract shall specify all expectations and obligations of the Minister and the congregation, including the expected duration of the ministry and the cause and procedure for termination. The Contract Minister is responsible to the Board of Trustees.

f) The Minister shall be responsible in their ministerial capacity to the congregation. The Minister shall be an ex-officio non-voting member of the Board and all committees except the Nominating Committee and the Ministerial Search Committee. The Minister shall work closely with the officers, the Board and appropriate committees of the UUFCC.

BYLAW 12: AMENDMENTS

These Bylaws may be amended at any business meeting of the UUFCC by a vote of two-thirds majority of the voting members present and voting. The proposed changes must be included in the written notice of such meetings. No amendments to the proposed changes may be made from the floor.

BYLAW 13: DISSOLUTION

Should this society cease to function, and the membership vote to disband, any assets of the society will be transferred to the Unitarian Universalist Association of Congregations.