

REVISED BYLAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF FALMOUTH

*Adopted February 23, 2003, As Amended on June 11, 2005, June 17, 2006, June 22, 2008
and October 5, 2008*

ARTICLE I – NAME

The name of this religious society, gathered in 1959 and incorporated under Chapter 180 of the Massachusetts General Laws in 1989, shall be “Unitarian Universalist Fellowship of Falmouth”.

ARTICLE II - PURPOSES AND RESPONSIBILITIES

Consistent with the religious purposes of the Fellowship:

- We unite, in the discipline of truth and in the spirit of universal goodwill, to strengthen our convictions in the value and need for liberal religion, and through the strength of unity, to give expression to these convictions.
- We shall be a Welcoming Congregation, declaring and affirming our special responsibility to promote the full participation of persons in all our activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, age or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.
- We strive to help our Members and Friends and their families grow in spiritual awareness and moral understanding, to provide regular opportunities for religious celebration, community, mutual support, learning and free inquiry and to promote human rights and concern for the natural environment.

ARTICLE III – DENOMINATIONAL AFFILIATION

This Fellowship shall be a member of the Unitarian Universalist Association (UUA) and of the Ballou Channing District of the UUA. Delegates to the UUA General Assembly and meetings of the Ballou Channing District are selected by the Governing Board ("Board") and certified as such by the President or the Minister.

ARTICLE IV - MEMBERSHIP

Section 4.1 Qualification

To become a Member of this Fellowship, a person must:

- 4.1.1 attain the age of eighteen (18) years;

- 4.1.2 be in sympathy with the purpose of this Fellowship; and
- 4.1.3 sign the Membership Book in the presence of the Minister or a member of the Board.

Members shall become eligible to vote at business meetings of the Fellowship thirty (30) days after signing the Membership Book. The names of individuals who choose to be active in the Fellowship without becoming Members may be added to the Fellowship's Friends list. Friends are not eligible to vote at congregational business meetings.

Section 4.2 Involvement

- 4.2.1 Members and Friends are encouraged to become actively involved in the Fellowship's worship services, art and music programs, adult and youth education, business meetings, committee work and other activities and to welcome such involvement by others.
- 4.2.2 The success of the Fellowship depends on Members' and Friends' volunteer efforts and the financial support provided by Members' and Friends' pledges, special gifts, Sunday offerings and other donations. While Members' and Friends' ability to participate will vary with their individual circumstances, it is hoped that each Member and Friend will contribute, when possible, at least the amount designated by the Board for the Fellowship's per-member denominational assessments and for the per-member cost of distribution of the newsletter.

Section 4.3 Membership List

- 4.3.1 The membership list shall be maintained and kept updated by the Clerk. Prior to each business meeting of the congregation, the Clerk shall prepare a list of the Members eligible to vote at the meeting, and post the list in the meetinghouse adjacent to the notice of the meeting.
- 4.3.2 The Board shall review the membership list annually. The Executive Committee will identify any Members who appear to have shown no interest in the Fellowship either by financial or other contributions for a period of twelve (12) months, nor otherwise indicated continuing interest in the activities of the Fellowship. With the Board's approval, the Clerk shall prepare and mail a letter to each such Member at his or her last known address, asking if (s)he wishes to continue to be a member. If no affirmative response is given within thirty (30) days after such mailing, the Board may remove the Member from voting membership in the Fellowship to the Friends list.
- 4.3.3 Only voting Members of the Fellowship are counted as members for denominational purposes.

Section 4.4 Withdrawal

- 4.4.1 A Member may withdraw from the Fellowship by a written and signed statement of resignation given to either the Clerk or the President.
- 4.4.2 A Friend may withdraw his or her name from the Friends list by a written and signed statement given to the clerk or the President

Section 4.5 Reinstatement of Membership

A former Member or Friend may be reinstated as a Member by the Board upon written request and shall be entitled to vote thirty (30) days after re-signing the Membership Book.

ARTICLE V - CONGREGATIONAL MEETINGS

Section 5.1 Congregational Meetings

There shall be two (2) annual meetings of the congregation: the Annual Business Meeting and the Program Planning Meeting.

- 5.1.1 The Board shall set the date for the Annual Business Meeting and the Program Planning Meeting at least sixty (60) days prior to the meeting date. Proposed agenda items shall be submitted to the Board in writing at least thirty (30) days prior to the meeting date.
- 5.1.2 The Annual Business Meeting shall be held between May 15 and July 1 for the following purposes:
- considering and approving a budget for the next fiscal year;
 - electing Officers, Directors, and members of elected committees of the Fellowship;
 - hearing and acting on reports from the President, Treasurer, Minister, Director of Religious Education, or other persons reporting to the congregation at the Board's request; and
 - conducting any other business stated in the notice of the meeting.
- 5.1.3 The Program Planning Meeting shall held be in October for the purpose of :
- planning the calendar and other details of Fellowship programs and activities for the remainder of the fiscal year;
 - receiving any reports made to the Board on the Fellowship's prior fiscal year finances and an interim report from the Treasurer on the Fellowship's current finances; (*Amended 6/22/2008*)

- announcing the amount designated by the Board for the costs of the Fellowship's per member denominational assessment and for per member distribution of the newsletter; and
 - furthering other informational purposes stated in the notice of the meeting.
- 5.1.4 The Program Planning Meeting is intended as an informational session, rather than a business meeting.

Section 5.2 Special Business Meetings

Special Business Meetings may be called by the President or the Board, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of at least ten (10) percent of the smallest quorum of Members then required at an Annual Business Meeting of the Fellowship. The business of a special meeting shall be stated in the notice of the meeting, and only that business may be considered at the meeting. A Special Business Meeting may be called to convene on the same date, at the same time and place, as the Annual Business Meeting, another Special Business Meeting or the Program Planning Meeting.

Section 5.3 Notice of Meetings

- 5.3.1 Notice of a congregational business meeting shall be mailed to Members eligible to vote at the meeting and posted conspicuously in the meetinghouse at least fourteen (14) days prior to the meeting. The notice may be mailed first class postage prepaid or incorporated in the Fellowship's newsletter mailing.
- 5.3.2 The notice of the Annual Business Meeting shall be accompanied by copies of the recommended budget for the next fiscal year, the recommendations of the Nominating Committee and, for either the Annual Business Meeting or a Special Business Meeting, by a facsimile of the approved absentee ballot form.
- 5.3.3 If the business stated in the notice of the Annual Business Meeting or a Special Business Meeting includes consideration of proposed amendments to these bylaws, the notice shall be accompanied by the text of the proposed amendments.
- 5.3.4 If the business stated in the notice of the Annual Business Meeting or a Special Business Meeting includes approval of any expenditure of principal pursuant to the June 20, 1998 Resolution of the Fellowship under Article XV, Endowment Fund, the notice shall be accompanied by a facsimile of the proxy form approved under Section 5.7.

Section 5.4 Quorum

- 5.4.1 The presence of twenty-five (25) Members or twenty-five percent (25%) of the Membership, whichever is smaller, shall constitute a quorum for a business meeting, except as provided in Article X, Minister. Members voting by absentee ballot are not counted when determining the presence of a quorum.

5.4.2 A business meeting may be adjourned to a subsequent date without a quorum being present. No quorum is required at the Program Planning Meeting or other informational meetings.

Section 5.5 Voting

Officers, Directors and members of elected committees shall be elected, and Board appointments to the Committee on Ministry approved, by a majority of the Members present and voting at a congregational meeting, without use of absentee ballots. Other questions voted upon by the congregation shall be decided by a majority of the Members present and voting, unless these bylaws, other standing votes or resolutions of the Fellowship or applicable law require more than a majority vote. When absentee ballots are provided under Section 5.6.2, 5.6.3 or 5.6.4, and absentee votes are counted under Section 5.6.5, such votes shall be included when determining if the question has passed. The congregation shall vote on any question that appears on the absentee ballot for the meeting and, when the notice of the meeting so provides, may take other action relative thereto.

Section 5.6 Absentee Voting

- 5.6.1 The Board shall approve a form of absentee ballot for a congregational meeting, as appropriate, to accommodate Members who may be unable to attend the meeting. A Member who wishes to vote by absentee ballot must request an official absentee ballot form from the Clerk. To be valid, an absentee ballot must be completed and signed by a Member who is eligible to vote at the meeting, and delivered to the Clerk before the meeting convenes. If an eligible Member who has completed, signed and delivered an absentee ballot to the Clerk attends the meeting, the Clerk shall destroy the absentee ballot, and, thereafter, the Member may vote at the meeting.
- 5.6.2 An absentee ballot for the Annual Business Meeting shall include a "Yes" or "No" question on approval of the recommended budget for the next fiscal year that accompanied the notice of the meeting.
- 5.6.3 An absentee ballot for the Annual Business Meeting or a Special Business Meeting shall, at the direction of the Board under Section 7.2.2, include a "Yes" or "No" question on authorization or ratification of:
- additional expenditures to defray increased operating costs that the Board has determined will exceed the total operating budget approved by the congregation for a fiscal year by \$10,000 or more;
 - additional expenditures to defray increased non-operating costs that the Board has determined will exceed total non-operating costs approved by the congregation for a fiscal year by \$10,000 or more; or

- any expenditure, borrowing, policy, operational change, or other decision or action that the Board has determined should be voted upon by the congregation.
- 5.6.4 An absentee ballot for the Annual Business Meeting or a Special Business Meeting shall, when appropriate, include a "Yes" or "No" question as to calling or dismissal of a Minister.
- 5.6.5 Absentee votes on a ballot question shall be counted when the Moderator has determined that a question being voted upon at a business meeting is substantively identical to a question on the absentee ballot. The Moderator's determination of whether questions are or are not substantively identical shall be conclusive.
- 5.6.6 Whenever absentee votes on a ballot question will be counted, the vote of Members present at the meeting shall also be a counted vote (i.e. not a voice vote). Such vote may be taken, at the direction of the Board, or by vote of the congregation at the meeting, by secret ballot. All the votes shall be counted by two or more tellers appointed by the Moderator. When the vote at the meeting is by secret ballot, the Clerk shall detach the portion of the absentee ballot containing a Member's signature before handing the absentee ballots to the tellers.

Section 5.7 Proxy Voting

- 5.7.1 Proxy voting shall not be allowed, except as specified in the June 20, 1998 Resolution of the Fellowship under Article XV, Endowment Fund, regarding approval of an expenditure of principal.*
- 5.7.2 The Board shall designate the form of proxy to be used. The form of proxy shall allow a Member to choose one of three options: (1) directing the holder of the proxy to cast the Member's vote "For" the expenditure; (2) directing the holder to cast the Member's "Against" the expenditure; or (3) in lieu of such direction, authorizing the holder of the proxy to decide how to vote on behalf of the Member, based on the holder's assessment of the best interests of the Fellowship. In other respects, the procedures for proxy voting shall adhere, as closely as possible, to the procedures for absentee voting.

Section 5.8 Moderator

- 5.8.1 The Board shall appoint a Member or Friend as Moderator to preside at any Annual or Special Business Meeting of the Fellowship. At its discretion, the Board may appoint a Parliamentarian with whom the Moderator may consult during the meeting. The President shall preside at the Program Planning Meeting.

*The Resolution, amended October 5, 2008, allows principal to be expended when the Governing Board has determined that temporary difficult circumstances exist, provided that two-thirds of all eligible voters approve the purpose and amount of such expenditure.

- 5.8.2 A Member shall not vote at a meeting while presiding as Moderator, unless: (a) the vote is taken by secret ballot; or (b) before a matter on which the Moderator wishes to vote is debated, he or she has yielded the chair to an Officer, Director, Parliamentarian, or, upon vote of the meeting, another Member or Friend, who is willing to preside temporarily, without voting, while the matter is addressed.

Section 5.9 Rules of Order

Robert's Rules of Order shall govern congregational meetings in all instances when they are applicable and not inconsistent with these bylaws, other standing votes or resolutions of the Fellowship or applicable law.

ARTICLE VI -- FISCAL YEAR

The fiscal year of the Fellowship shall be July 1 through June 30.

ARTICLE VII -- GOVERNING BOARD

Section 7.1 Composition

- 7.1.1 The Board shall comprise four (4) Officers of the Fellowship, four (4) members designated as Directors for Religious Programs and three (3) members designated as Directors for Operations. Officers and Directors shall be Members of the Fellowship. (*Amended 6/17/2006*)
- 7.1.2 An Executive Committee of the Board, consisting of the Officers of the Fellowship, shall handle operating and administrative issues as they arise between meetings of the Board, refer issues to Directors for Program Areas as needed and plan the agenda for the next Board meeting.

Section 7.2 Responsibilities

- 7.2.1 The Board shall have general charge of the properties and business affairs of the Fellowship, including, without limitation, authority to administer its operating budget and other funds, to manage its employees, to accept pledges and other gifts of money or property to the Fellowship, to borrow money and to mortgage or pledge property of the Fellowship as security for repayment of borrowing, to approve any fund raising activity within the Fellowship, to approve all contracts to which the Fellowship is a party, and to adopt and implement policies, except as otherwise specified in these bylaws, standing votes or resolutions of the congregation or applicable law.
- 7.2.2 The Board shall notify the congregation when it has determined that operating costs will exceed the total operating budget approved by the congregation for a fiscal year by \$10,000 or more, or that non-operating costs will exceed the total non-operating costs approved by the congregation for a fiscal year by \$10,000 or more, indicating whether the Board will seek authorization or ratification by the congregation of additional expenditures to defray such costs. The Board also may,

- at its discretion, seek authorization or ratification by the congregation of any expenditure, borrowing, policy, operational change or other decision or action that the Board has determined should be voted upon by the congregation.
- 7.2.3 The Board shall have final authority to determine the calendar of Fellowship events and uses of the Meetinghouse and to resolve any scheduling conflicts that arise, using its judgment as to the needs of the Fellowship, e.g. giving a canvass-related event priority over an earlier-planned activity during the canvass period.
- 7.2.4 The Board shall determine what measures are necessary or desirable to assure the accuracy, functionality and integrity of the Fellowship's financial records and systems and may retain a certified public accountant (CPA) or other finance professional to provide consulting or auditing services. The Board shall designate one or more Members or other individuals, who need not be CPAs or finance professionals, to review or informally audit the Fellowship's financial records or systems annually. Any reports made by such retained or designated persons on the Fellowship's prior fiscal year finances shall be available at the fall Program Planning Meeting. *(Amended 6/22/2008)*
- 7.2.5 The Board shall charge the Committee on Ministry to prepare a written review of the performance of the Minister at least every other year, consulting and requesting input from the Minister, Members, Friends and paid staff of the Fellowship.
- 7.2.6 The Board may establish committees and determine their size, method of selection, responsibilities and appropriate Program Area and may dissolve any committee. Committees shall report to the President, the relevant Directors for Program Areas, the Board or the congregation as directed by the Board.
- 7.2.7 The Board may appoint a Member to fill any vacancy among the Officers and Directors or the membership of the Committee on Ministry, Ministerial Search Committee, Nominating Committee, or any other elected committee or Board-appointed committee, for the interim period until a Member is elected to or approved for the position by the congregation as required by, and for the term specified in, these bylaws (or an unexpired term, if any). The Board, Executive Committee and other committees of the Fellowship shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7.3 Meetings

- 7.3.1 The Board is to meet at least every other month on a regular meeting date fixed from time to time by the Board, or when a special meeting is called.
- 7.3.2 The first two Board meetings of the fiscal year may be joint meetings of the outgoing board and the new board. The right to vote at such meetings shall be vested in the new board members.

- 7.3.3 The Executive Committee may meet on a regular meeting date fixed from time to time by the Committee, or when a special meeting is called. *(Amended 6/22/2008)*
- 7.3.4 The regular meeting dates, times and places of meeting of the Board and Executive Committee, when fixed or changed from time to time, shall be announced in the Fellowship's newsletter.
- 7.3.5 A special meeting of the Board may be called by the President or Vice-President, or by three members of the Board. A special meeting of the Executive Committee may be called by any Officer. The Officer or Directors calling a special meeting shall notify the other members of the Board or Executive Committee of the meeting, by oral (in person or telephone), electronic (e-mail or facsimile transmission), or written means (mailed or hand delivered), and shall post written notice of the meeting conspicuously in the meetinghouse, at least five (5) days before the meeting.
- 7.3.6 A quorum at a meeting of the Board shall be a majority of the Board members then in office, at least two of whom shall be Officers. *(Amended 6/11/2005)*. A quorum of the Executive Committee shall be two (2) officers, at least one being the President or Vice-President.
- 7.3.7 Meetings of the Board and Executive Committee shall be open to all Members of the Fellowship for consultation and communication, except when the Board or Executive Committee votes to discuss legal, personnel or other confidential or sensitive matters in executive session.

Section 7.4 Officers

- 7.4.1 The Officers of the Fellowship shall be President, Vice-President, Clerk and Treasurer.
- 7.4.2 The President and Vice-President shall be elected by the congregation at the Annual Business Meeting in odd-numbered years, to serve for two years. A Member shall not be elected as President for more than two consecutive, two year terms or Vice-President for more than two consecutive, two year terms. In 2003, the Clerk and Treasurer shall be elected by the congregation at the Annual Business Meeting to serve for one year. Thereafter, the Clerk and Treasurer shall be elected by the congregation at the Annual Business Meeting in even-numbered years, to serve for two years.
- 7.4.3 The President shall have general supervision over all activities of the Fellowship, preside over Board and Executive Committee meetings and at the congregational Program Planning Meeting, and shall be, ex-officio, a member of all committees, except the Nominating Committee.
- 7.4.4 The President may sign checks, contracts, deeds and other documents, as necessary for the Fellowship to conduct its affairs, including its dealings with banks, payroll services, insurance agents and companies, providers of employee

benefits, brokerage, investment and financial services firms, the Unitarian Universalist Association and other parties.

7.4.5 The Vice-President, in the absence of the President, shall assume all the President's duties and authority. The Vice-President shall oversee planning, the planning process and personnel management and policies for the Fellowship, as well as perform other duties as assigned by the President.

7.4.6 The Clerk shall be responsible for:

- keeping the official minutes of meetings of the congregation, the Board and Executive Committee and posting such minutes in the meetinghouse;
- preparing and posting at the meetinghouse, before each congregational business meeting, a list of the Members of the Fellowship eligible to vote at the meeting; annually submitting the list of voting Members of the Fellowship to the Unitarian Universalist Association; and maintaining an historical list of Members, with date of affiliation, death or termination;
- giving notice of meetings of the congregation, the Board and Executive Committee in compliance with these bylaws and certifying that such notice was given; for a special meeting of the Board or Executive Committee, the Clerk may rely on a written certification by the Officer or Directors calling the meeting that he, she or they notified the other members of the Board or Executive Committee of the meeting by oral, electronic or written means, and posted a written notice of the meeting conspicuously in the meetinghouse, at least five (5) days before the meeting, in compliance with Section 7.3.5;
- preparing absentee ballot and proxy forms for approval by the Board, distributing the approved forms and receiving the completed and signed forms, and otherwise complying with Sections 5.6 and 5.7 of these bylaws;
- working closely with the Minister to ensure that complete and accurate records are kept of special ceremonies performed under the auspices of the Fellowship, including marriages, dedications or baptisms, funerals and memorial services; and
- providing certified copies of congregational and Board votes and other records of the Fellowship as needed, and performing such other duties as customarily pertain to the office of Clerk.

7.4.7 The Treasurer shall be responsible for:

- receipt, deposit and expenditure of the Fellowship's funds; expenditures shall be evidenced by check signed by the Treasurer, the President or both of them;

- maintaining records of such receipt, deposit and expenditure and reporting on the financial condition of the Fellowship to the Board and to the congregation as requested by the Board;
- notifying the appropriate committee chair, the Directors for the Program Area involved, the Executive Committee, and, at its next meeting, the Board when the Treasurer has reason to believe that a committee has incurred or may incur an obligation in excess of its approved budget;
- submitting the Fellowships accounts for any scheduled review or audit, presenting any reports made to the Board on the Fellowship's prior fiscal year finances at the Program Planning Meeting, and working closely with any CPA or other finance professional retained to provide consulting or auditing services and/or other individuals designated to review or informally audit the Fellowship's financial records or systems. *(Amended 6/22/2008)*
- signing contracts, deeds and other documents, as necessary for the Fellowship to conduct its affairs, including its dealings with banks, payroll services, insurance agents and companies, providers of employee benefits, brokerage, investment and financial services firms, the Unitarian Universalist Association and other parties; and
- performing such other duties as customarily pertain to the office of Treasurer.

7.4.8 The Board may appoint an Assistant Treasurer to assist the Treasurer with the recording of pledges, pledge payments and other contributions or other duties assigned by the Treasurer, with the approval of the Board.

Section 7.5 Directors

7.5.1 Directors shall be elected by the congregation at the Annual Business Meeting. In 2006, three Directors for Operations shall be elected, two of them to serve for two (2) years and the other to serve for one (1) year. Thereafter, Directors for Operations shall be elected to serve for two (2) years, two of them to be elected in even-numbered years and one to be elected in odd-numbered years. In 2006, four Directors for Religious Programs shall be elected, two of them to serve for two (2) years and two others to serve for one (1) year. Thereafter, Directors for Religious Programs shall be elected to serve for two (2) years, two of them to be elected each year.*(Amended 6/17/2006)*

7.5.2 Directors shall work closely with committee chairs, serving as liaisons and primary points of contact between the committees in their Program Area and the Board. Directors may support, guide, facilitate communication, aid in recruitment of committee chairpersons, propose changes in committee composition, policies and programs, and coordinate relationships between committees, varying their roles as they deem appropriate. *(Amended 6/17/2006)*

- 7.5.3 The Directors for a Program Area may serve on committees within or outside their Program Areas. Such Directors and other members of the Board shall have the privilege of the floor at all meetings of these bodies.

ARTICLE VIII – COMMITTEES

Section 8.1 In general

- 8.1.1 The standing (i.e. ongoing) committees of the Fellowship shall be the Religious Education Committee, Finance Committee, Celebrations Committee, Membership Committee, Housing and Grounds Committee, Committee on Ministry, Social Action Committee, Caring Committee, Nominating Committee, and any other committee designated by the Board or the congregation as a standing committee.
- 8.1.2 For purposes of communication, liaison and reporting to Directors, the Board and the congregation, committees and other programs and activities may be assigned by the Board to Program Areas, as defined or modified, from time to time, at the Board's discretion. Fig. 1 attached shall be re-issued periodically by the Clerk, to reflect current assignments. Committees shall not incur obligations on behalf of the Fellowship in excess of their budgets without approval from the Board.
(Amended 6/17/2006)
- 8.1.3 Each standing committee and special committee shall recommend to the Board its choice for appointment as chair of that committee, and the Board shall appoint committee chairs, except as otherwise specified by the Board, these bylaws, other standing votes or resolution of the congregation, or applicable law. Committee chairs shall be members of the Fellowship.
- 8.1.4 Committee chairs shall work closely with the Directors for their respective Program Areas, who are to be their primary points of contact with the Board. Committee chairpersons may be asked to prepare reports and attend Board meetings, at the request of a Director for their Program area or an Officer of the Fellowship.
- 8.1.5 A Member or Friend of the Fellowship may join any committee, unless a different method for selection of committee members is specified by these bylaws, the Board or the committee, with the approval of the Board.

Section 8.2 Religious Programs -- Fellowship (Amended 6/17/2006)

Religious Programs - Fellowship includes Celebrations, Music Subcommittee, Religious Education Committee, Adult Education Committee, the Youth Group, children's programs, Caring Committee, Committee on Ministry, Membership, Hospitality, Social Activities, Small Group Ministry, CUUPS, Soulful Sundown and any other committees, programs or activities designated by the Board, consistent with the Minister's contractual responsibility for religious services.

- 8.2.1 The Celebrations Committee is central to the endeavors of the Fellowship. It is responsible for the organization of those Sunday services not given by the Minister, as well as supporting the quality of services generally.
- 8.2.2 The Celebrations Committee will have a Chair and Vice-chair and four (4) to six (6) at large members. It will meet at least monthly, sometimes more frequently to address extraordinary issues (i.e. 9/11, deaths, supernumerary celebrations, etc.) and any other item the Minister deems important.
- 8.2.3. The Celebrations Committee will interface regularly with appropriate committees and working groups. The Committee will provide for the coordination and communication necessary between the Minister, the Choir Director, the congregation, and concerned individuals (i.e. committee chairs) and mediate any differences that arise among them regarding Sunday or other services. The Celebrations Committee will maintain a good working relationship with the Minister.
- 8.2.4 The Religious Education Committee shall manage their budgeted funds and conduct programs of religious education for children and youth and shall be responsible for childcare during Sunday services. The Committee shall be responsible with the Director of Religious Education (DRE) for the choice of curricula for said programs. The Committee shall assist the DRE as needed. The Committee shall conduct a biennial evaluation of the DRE and make recommendations regarding the salary for the DRE.
- 8.2.5 The Adult Education Committee shall assist the Minister in planning and implementing adult education programs.
- 8.2.6 The Caring Committee organizes the network of the UUFF community that reaches out to members and friends in time of need. Areas of help provided may include: visits, meals, delivering plants at holidays, sending cards and notes, transportation and memorial service receptions.
- 8.2.7 The purpose of the Committee on Ministry is to improve the quality of general ministry of the UUFF and to provide assistance to the minister as needed. When appropriate, the Committee on Ministry shall involve the congregation in assessment and evaluation of the Minister and report the results to the Board. From time to time the Committee may undertake study of issues of congregational concern and make appropriate recommendation.
- 8.2.8 The Committee on Ministry shall consist of three (3) Members of the Fellowship appointed by the Board, subject to approval by the congregation at the Annual Business Meeting. In 2003, three members will be chosen, one to serve for one (1) year, a second for two (2) years and a third for three (3) years. Each year thereafter, one member shall be chosen to serve for three (3) years.

8.2.9 The Membership Committee will welcome newcomers, orient new members, provide outreach to the congregation and fallen away members and follow up with Fellowship activities.

Section 8.3 Religious Programs -- Outreach (Amended 6/17/2006)

Religious Programs - Outreach includes Denominational Affairs, Social Action and Welcoming Committee, and any other committees, programs and activities designated by the Board.

8.3.1 The Social Action Committee provides financial, in-kind and volunteer support for charitable and community service organizations selected by the Committee on behalf of the Fellowship, raising and using funds in programs approved by the Board. The Committee's accounts shall be available to any CPA or other finance professional retained to provide consulting or auditing services and/or other individuals designated to review or informally audit the Fellowship's financial records or systems. *(Amended 6/22/2008)*

Section 8.4 Operations - Finance (Amended 6/17/2006)

Operations - Finance includes Canvass, Endowment, Finance Committee, Memorial, Planned Giving, Ways and Means, Art in the Garden, Holiday Fair, Yard Sale and other committees, programs or activities designated by the Board.

8.4.1 The Finance Committee is responsible for:

- reviewing committee budget requests and preparing a comprehensive operating budget that the Board may recommend for approval by the congregation at the Annual Business Meeting;
- assisting the Treasurer in reviewing budget and other financial matters as they arise;
- assisting the Directors for the Finance Program Area in coordinating the efforts of all other committees and activities within the Finance Program Area; and
- providing the Board with advice and expertise on financial matters as needed.

Section 8.5 Operations - Other (Amended 6/17/2006)

Operations - Other includes Housing and Grounds, Landscape, Exhibits, Interior Design, Kitchen, Rentals, Administration, Communication (Internal/External), Growth Council, Personnel, Nominations, Office Volunteers and any other committees, programs or activities designated by the Board.

8.5.1 The Housing and Grounds Committee shall provide a budget to the Finance Committee for all materials and consumables necessary for the operation and

- maintenance of the meetinghouse. The H&G committee is responsible for the structure of the meetinghouse, carpets, painting, driveway and any mechanical systems (e.g., furnace and air conditioning system). The H&G committee will work with the sexton in a manner that is consistent with the sexton's contract. This committee shall develop recommendations for major repairs or improvements to the building or grounds. Any purchases in excess of the established budget require approval by the Board.
- 8.5.2 The Administration Committee is responsible for all office and communications activities at the UUFF. This committee shall answer phones, distribute mail and voice messages and produce copies, as necessary. Communication is a major function of this committee. The Administration Committee will publish the Sandscript Newsletter, post bulletins and email notices to members to communicate the events of the UUFF. In addition, this committee may assist the Minister. This committee is responsible for overseeing maintenance of the UUFF computer, copier and answering machine. Office supplies are budgeted and ordered by the Administration Committee.
- 8.5.3 The Landscape Committee is responsible for the creation and updating of a master landscape plan. It is also responsible for maintenance of the trees and plants on the UUFF grounds. This committee will work closely with the H&G to coordinate planting and annual clean-up events. This committee will provide a budget to the Finance Committee for any repairs or improvements to the grounds. The Landscape Committee shall coordinate donations of trees, plants or artifacts for the purposes of memorial and oversees the operation of a memorial garden.
- 8.5.4 The Exhibits Committee arranges with local artists for the display of art in the UUFF meetinghouse. The selection of art to be displayed and the duration of the exhibit is the responsibility of the Exhibits Committee.
- 8.5.5 The purpose of the Interior Design Committee is to ensure that the furnishings of the Meetinghouse are functional for UUFF activities. This committee will recommend additional or replacement furniture to the Board for approval. The Interior Design Committee will submit an annual budget to the Finance Committee.
- 8.5.6 The Kitchen Committee is responsible for operation and maintenance of the kitchen. This committee will ensure the appliances are functioning in good working order. Any repairs to the equipment in the kitchen shall be reported to the H&G committee. This committee will recommend additional or replacement appliances. In addition, this committee stocks the kitchen with the necessary supplies.

Section 8.6 Ministerial Search Committee (Formerly Section 8.7)

A new minister is selected through a search and candidating procedure recommended by the Unitarian Universalist Association. The Ministerial Search Committee responsible for

recommending a candidate for Minister to the congregation shall consist of seven (7) Members recommended by the Nominating Committee and elected by the congregation at the Annual Business Meeting or a Special Business Meeting..

Section 8.7 Nominating Committee (*Formerly Section 8.8*)

- 8.7.1 A Nominating Committee of three (3) Members of the Fellowship, who shall not be current officers of the Fellowship, shall recommend candidates for election at the Annual Business Meeting as President, Vice-President, Treasurer, Clerk, Directors for Program Areas, and members of the Nominating Committee and Ministerial Search Committee, when vacancies in such positions are to be filled by election. Candidates other than those recommended by the Nominating Committee may be nominated from the floor, provided that the nominee is eligible for election to the position and has consented to such nomination.
- 8.7.2 Members of the Nominating Committee shall be elected by the congregation at the Annual Business Meeting. In 2003, three members shall be elected, one to serve for one (1) year, a second for two (2) years and a third for three (2) years. Each year thereafter, one member shall be elected to serve for three (3) years.
- 8.7.3. The Nominating Committee member whose regular term of office will expire at the next Annual Business Meeting shall serve as chair of the Committee in the fiscal year prior to the meeting.

ARTICLE IX -- MINISTER

Section 9.1 Employment

- 9.1.1 A Minister shall be called upon recommendation of the Ministerial Search Committee by a four-fifths (4/5) vote of the Members present and voting at a congregational meeting called for that purpose (including Members voting on the question by absentee ballot, when their votes are counted under Section 5.6.5). The quorum for such a meeting shall be forty percent (40%) of the Members eligible to vote at the meeting.
- 9.1.2 The compensation package of the Minister shall be determined by a vote of the congregation and shall be itemized in the proposed budget for each fiscal year. A written contract between the Minister and the Fellowship shall be approved by the Board, executed, and reviewed at least every three (3) years.
- 9.1.3 A Minister may be dismissed by a majority vote of the Members present and voting at a congregational meeting called for the purpose (including Members voting on the question by absentee ballot, when their votes are counted under Section 5.6.5). The quorum for such a meeting shall be forty percent (40%) of the Members eligible to vote at the meeting.

Section 9.2 Duties

- 9.2.1 The Minister shall be responsible for the conduct of worship within the Fellowship and nurturing the congregation's spiritual interests and affairs. Parallel with the freedom of the pew, the Minister shall have freedom of the pulpit as well as the freedom to express her or his opinion outside the pulpit.
- 9.2.2 The Minister shall be responsible for performing such functions as ordinarily pertain to the office of minister in congregations of the Unitarian Universalist Association and as prescribed by the Code of Professional Practices and Guidelines of the Unitarian Universalist Ministers' Association. The Minister shall be in fellowship with the Unitarian Universalist Association.
- 9.2.3 The Minister may participate, but not vote, in all meetings of the Board and committees other than the Nominating Committee and Ministerial Search Committee, except as otherwise designated by the Board, and shall have the privilege of the floor at all meetings of these bodies.
- 9.2.4 The Minister shall maintain strong working relationships with the Director of Religious Education, the Choir Director, Directors for the Ministry program area and other members of the Board.

ARTICLE X -- DIRECTOR OF RELIGIOUS EDUCATION

Section 10.1 Employment

- 10.1.1 A Director of Religious Education (DRE) shall be hired following a search by a search committee established by the Board. The membership of the search committee shall include, without limitation, the current chair of the Religious Education Committee, other current and past members of the Committee, a youth representative (if possible), the Minister, or others. The Religious Education Committee and the Minister are jointly responsible for recommending the appointment or dismissal of the DRE to the Board. The contract and terms of employment of the DRE recommended by the Religious Education Committee are subject to approval by the Board.

Section 10.2 Duties

- 10.2.1 The DRE shall be responsible for administering the policy and curricula set down by the Religious Education Committee of the Fellowship.
- 10.2.2 The DRE shall serve as a non-voting member of the Religious Education Committee and shall attend meetings of the Board when requested by the Committee.
- 10.2.3 The DRE shall maintain strong working relationships with the Minister and the Religious Education Committee.

ARTICLE XI -- CHOIR DIRECTOR

Section 11.1 Employment

11.1.1 A choir director shall be hired following a search by a committee established by the Board. The contract and terms of employment are subject to approval by the Board.

Section 11.2 Duties

11.2.1 The Choir Director shall be responsible for organizing and leading the choir for Sunday services and other special programs as decided by the Celebrations/Music Committee. This will include regular practice as determined by program needs and as stipulated in the contract

11.2.2 The Choir Director shall work closely with the Minister in the coordination and selection of music for the Sunday and other services, with the Minister having the final decision.

11.2.3 The Choir Director shall be responsible for carrying out other duties as prescribed by the Celebration/Music Committee.

11.2.4 The Choir Director shall serve as a non-voting member of the Celebration/Music Committee.

11.2.5 The Choir Director shall maintain a strong working relationship with the Minister and the Celebration/Music Committee.

ARTICLE XII -- AMENDMENTS

These bylaws may be amended at an Annual Business Meeting or Special Business Meeting if notice of the proposed amendment is included in the notice of the meeting and the amendment is approved by a two-thirds vote of the Members present and voting (including Members voting on the question by absentee ballot, when their votes are counted under Section 5.6.5).

ARTICLE XIII -- DISSOLUTION

Section 13.1 Approval

13.1.1 The voluntary dissolution of the Fellowship may be approved at an Annual Business Meeting or Special Business Meeting if notice of the proposed dissolution is included in the notice of the meeting and the dissolution is approved by a two-thirds vote of the Members present and voting (including Members voting on the question by absentee ballot, when their votes are counted under Section 5.6.5); provided, however, that the Fellowship shall not be dissolved if twenty (20) or more Members notify the Clerk in writing, within 14 days after the meeting, that they wish to continue the activities of the Fellowship.

Section 13.2 Disposition of Assets

13.2.1 In the event of dissolution of the Fellowship, all outstanding debts shall be paid and remaining assets, both real and personal, and including all property heretofore or hereafter donated to the Fellowship, shall become the property of the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its Successor, subject to all applicable laws. Dissolution and transfer of assets shall be in accordance with applicable law.

ARTICLE XIV -- SEVERABILITY

Any provision of these bylaws found invalid shall not have the effect of invalidating other bylaw provisions.

ARTICLE XV -- ENDOWMENT FUNDS

Endowment funds shall be administered in accord with special resolutions of the congregation establishing such funds, specific limitations set forth in applicable gift instruments, and Chapter 180A of the Massachusetts General Laws or successor legislation. *(Amended 10/5/2008)*

ARTICLE XVI -- TRANSITIONAL PROVISION

These bylaws shall take effect upon their adoption; however, sitting Officers, at-large members of the Governing Board, and others elected or appointed to positions under the prior bylaws shall continue to serve until their successors are chosen hereunder.

Figure 1 UUFF Program Areas

(as initially assigned under revised bylaws)

PROGRAM AREAS

OPERATIONS 3 DIRECTORS

Housing/Grounds

- Landscape
- Exhibits
- Interior Design
- Kitchen
- Rentals

Administration

- Communications
 - Internal/External
 - Growth Council
- Personnel
- Nominations
- Office Volunteers

Finance

- Canvass
- FINCOM
- Memorial
- Planned Giving
- Ways and Means
 - Art in Garden
 - Holiday Fair
 - Yard Sale

RELIGIOUS PROGRAMS 4 DIRECTORS

Internal

- Caring
- Celebrations
 - Music Subcommittee
- Education
 - Committee on Ministry
 - Children
 - Youth
 - Adult
- Membership
 - Hospitality
 - Social Activities
- Small Group Ministry
 - CUUPS
- Soulful Sundown

External (Outreach)

- Denominational Affairs
- Social Action
- Welcoming Committee