

Bylaws of the Eno River Unitarian Universalist Fellowship

ARTICLE I. NAME, PURPOSE, AFFILIATION

Section 1. Name. The name of this religious society shall be the Eno River Unitarian Universalist Fellowship, referred to herein as "the Fellowship" or "ERUUF".

Section 2. Purpose. The fundamental guiding principles of the Fellowship are expressed in the Unitarian Universalist Principles, the Mission Statement adopted by the members of the Fellowship, and the Ends Statements adopted by the Board of Trustees. The Fellowship shall operate in accordance with these principles.

Section 3. Denominational Affiliation. The Fellowship shall be a member of the Unitarian Universalist Association (UUA) and of the UUA district association for the region in which the Fellowship is located.

ARTICLE II. MEMBERSHIP

Membership in ERUUF is an affirmation of support for the Mission and Ends of the Congregation. Members agree to participate in the life of ERUUF and to provide financial support for the Fellowship. Because membership is covenantal, a bilateral relationship between an individual and the congregation, it should be treated seriously. Continued membership privileges should be contingent on honoring the covenantal relationship with the Fellowship as a whole and its members as individuals.

Section 1. Membership Roll. The Fellowship shall maintain a Membership Roll recording the names of all current members. The Membership Roll shall be reviewed at least once a year. The list of members eligible to vote at a business meeting of the Fellowship shall be fixed ten (10) days prior to the date of the meeting.

Section 2. Admission to Membership. Any person who:

- a. has reached the age of 16 or has completed a Coming of Age program; and
- b. is in sympathy with the purpose of the Fellowship as stated in Article I; and
- c. agrees to join in the activities of the Fellowship and make a financial pledge or recordable contribution,

may become a member by signing the Membership Roll.

Section 3. Waiver of Financial Requirement. The Lead Minister, or his/her delegates, may waive the requirement for a financial contribution by any current or prospective member upon request.

Section 4. Removal from Membership. Names may be removed from the Membership Roll for any of the following reasons:

- a. request of the member concerned;
- b. lack of a financial pledge or recordable contribution, without a waiver, following a process clearly described in policy.

Section 5. Healthy Congregation Committee The Healthy Congregation Committee shall serve as a standing committee to be a resource for ERUUF members, friends, and staff to help manage



all conflicts and grievances which include, but are not limited to, the following: members, friends of the Fellowship, hired staff of the Fellowship, members of the Board of Trustees, and Ministers. Conflicts between and among hired staff of the Fellowship shall be addressed by personnel policies. The organization and structure of this committee shall be managed through Board policies.

Section 6. Suspension. Membership may be suspended only by the Board upon recommendation from the Healthy Congregation Committee. Suspension may be considered only after following clearly defined procedures in written policy and must provide a means for due notice, the right to a hearing, and a means of reconciliation. Suspension of membership should not be used as a tool to suppress dissent. Notice of suspension of membership will be private to the extent possible to preserve the dignity of the member involved.

ARTICLE III. MEETINGS

Meetings of the congregation have an important role in the democratic work of governance. Fellowship meetings are a time when the sense of the congregation as a whole can be ascertained and acted upon, while at the same time individual voices and concerns can be heard and noted. Meetings are a precious resource: they should be run wisely and well, with careful planning and an agenda that is posted well in advance. They are also a time to recall that the congregation is governed democratically, and decisions are made by vote. This means that while all voices and points of view should be heard, unanimity may not always be achieved. When there is dissent, there should also be respect: such is the core value of a covenantal religion.

Section 1. Annual Business Meeting. The Annual Business Meeting of the Fellowship shall be held each year during the last three months of the business year at such time and place as shall be fixed by the Board of Trustees and publicized to the Congregation.

Section 2. Special Business Meetings. Special business meetings may be called at any time by the Board of Trustees. At the written request of any ten percent (10%) of Fellowship members, the Board of Trustees shall call a special business meeting to consider the matter in the request. The special meeting shall be held no more than six weeks after receipt of the written request. Petitions for a Special Business Meeting shall state the resolutions to be voted on at the meeting. The call for the meeting shall include a copy of the petition as submitted and any resolutions or other items on which voting is requested.

Section 3. Quorum. Ten percent (10%) of the membership shall constitute a quorum for any business meeting, except where specifically increased in these Bylaws in regard to the call or dismissal of ministers.

Section 4. Voting.

- (a) *Majority Rule.* A majority of the votes cast shall be sufficient to approve business transactions at any business meeting of the Fellowship, except where specifically increased in these Bylaws.
- (b) *Absentee Voting.* Absentee voting shall be permitted only for election of candidates and for voting on non-amended resolutions that are contained in the call to the meeting. Completed absentee ballots must be received prior to the opening of the meeting in order to be eligible for counting. Proxy voting shall not be permitted.

Section 5. Notification. The call for a congregational business meeting shall be announced in mailed and/or electronic notices which must be posted to all members at least two weeks prior to



the specified date of the meeting. The business to be considered at the meeting shall be specified in the call.

Section 6. Presiding Officer. The Chair of the Board of Trustees shall serve as presiding officer at all business meetings of the Fellowship. Should the Chair of the Board of Trustees be unavailable, the Board of Trustees may select another individual to serve as presiding officer.

Section 7. Action by Members Without a Meeting. The Board of Trustees may submit issues to members for action without a special business meeting, not including approval of the annual budget, elections, or calling or dismissal of a minister. The business shall be conducted by a ballot process communicated to all members which clearly sets forth the issue(s) and options for decision. The Board shall establish procedures for such a ballot to ensure the integrity of the voting process. Ballots must be received from ten percent (10%) of the membership to establish a quorum for action. A majority of the votes cast shall be sufficient to approve business transactions.

ARTICLE IV. GOVERNING STRUCTURE

Governance authority rests with the Congregation through a democratic process. Because managing a complex organization requires close daily attention, the Congregation delegates most of its authority to the Board, which in turn authorizes the Lead Minister and Coordinating Team to perform the daily operations of the Fellowship. Effective governance requires a commitment to transparency and good communication within all levels of the organization. Policy-based governance should carefully align accountability and authority through policies written by the Board. All components of the governance structure should operate in a spirit of collegiality, transparency and cooperation that helps empower all participants at ERUUF to contribute to the fulfillment of ERUUF's mission with creativity and a common focus.

Section 1. The Congregation. The Congregation, which consists of the members of the Fellowship, is the ultimate authority of the Fellowship. These specific powers are reserved solely to the Congregation:

- a. to buy, sell, or mortgage any interest in real estate;
- b. to approve the Fellowship's annual budget;
- c. to call or dismiss the Lead Minister or other called ministers;
- d. to elect the members of the Board of Trustees, Nominating Committee, Ministerial Search Committee for a called minister, and members of the Healthy Congregation Committee as defined in policies.

Section 2. Board of Trustees. Except as otherwise provided in Article IV, Section 1, the Board of Trustees shall have general authority over all affairs of the Fellowship, including financial oversight through a standing Finance Committee that shall report to the Board. The Board shall establish and publish Governance Policies which shall cover:

- a. delegation of the administration of the Fellowship to the Lead Minister and the Coordinating Team;
- b. limitations on the Lead Minister and Coordinating Team's scope of authority;
- c. operation of the Board itself;
- d. long-range strategic planning;
- e. Ends Statements;
- f. chartering, organization, and management of committees;
- g. resolution of conflict within the Fellowship.



Section 3. Lead Minister. The Lead Minister serves at the call of the congregation as its spiritual and professional leader. As such, the Lead Minister is delegated those authorities over the administration of the Fellowship by the Board of Trustees that enable the minister do his/her job well.

(a) *Head of Staff.* The Lead Minister shall serve as Head of Staff, within the limitations prescribed by the Governance Policies and the Personnel Policies.

(b) *Chair of the Coordinating Team.* The Lead Minister, as Chair of the Coordinating Team, shall be responsible to the Board of Trustees for the ministry programs while adhering to the Governance Policies established by the Board.

(c) *Co-minister option.* In all instances where the term "Lead Minister" is used, the option of co-ministers may be substituted.

Section 4. Coordinating Team

(a) *Composition*

1. The Coordinating Team shall be comprised of the Lead Minister and at least two other staff members and/or lay leaders collaboratively named by the Board and the Lead Minister. Lay members of the Coordinating Team shall not have any supervisory administrative role.

2. The Lead Minister shall function as chair of the Coordinating Team.

(b) *Responsibilities* The Coordinating Team shall:

1. serve as the central hub that coordinates day-to-day administrative activities and ministry programs of the Fellowship, as guided by the Ends Statements and the Strategic Plan.

2. participate collectively in open dialogue with the Board of Trustees as needed to formulate and reach joint understanding of the vision and priorities that guide its work.

3. work collaboratively to establish a clear organizational structure that links staff support and expertise with lay leadership and provides for clear authority and accountability of individuals and committees or ministry teams in the implementation of the plans, programs, and policies of the Fellowship.

4. provide oversight that resolves issues involving gaps in or overlapping areas of responsibility for the operation and ministry of ERUUF.

5. monitor progress toward achieving the vision and plans of the Fellowship and shall regularly communicate their findings to the Board of Trustees as required by Governance Policies.

(c) *Detailed authority, responsibilities, and portfolios* of the Coordinating Team shall be specified in policies written cooperatively by the Board of Trustees and the Lead Minister.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Governing Body. The governing body of the Fellowship shall be a Board of Trustees, referred to herein as "the Board", consisting of nine (9) Fellowship members elected by the Congregation. The Lead Minister shall serve ex-officio as a non-voting member.

Section 2. Nomination and Election. The Nominating Committee shall nominate candidates for the open positions on the Board of Trustees to be elected at large at the Annual Business Meeting. (See Article VI for additional requirements.) If the open positions on the Board include one or more partial, unexpired terms, the Nominating Committee shall designate the candidates nominated for a full term and those nominated for a partial term.

Section 3. Terms of Office. Trustees shall serve for terms of three business years starting at the beginning of the next fiscal year after the Annual Meeting at which they are elected. The terms



shall be staggered, such that one-third of the Board is elected each year. In order to establish this rotation of terms, the Board is authorized to set a transitional schedule of terms for a period of not more than three business years following the approval of this provision of the Bylaws.

Section 4. Vacancies. A vacancy in the Board of Trustees may be filled by a member selected by the Board until the next Annual Meeting, at which time a successor shall be elected by the Congregation to serve the balance of the unexpired term.

Section 5. Officers. Each year, the Board of Trustees shall elect from its members with non-expiring terms a chair, a secretary, and a Finance Liaison Officer to serve for the following fiscal year. The authority and duties of the officers shall be prescribed in writing by the Board of Trustees. Candidates for the chair position must have served at least one year on the Board prior to the start of their term as chair (this service could have been prior to the current Board term).

Section 6. Business Meetings.

- (a) *Regular Meeting Schedule.* Regular business meetings of the Board of Trustees shall be held according to a schedule determined by the Board of Trustees and publicized to the Congregation.
- (b) *Attendance by Fellowship Members.* All business meetings of the Board of Trustees are open to attendance by members of the Fellowship, except when the Board votes to go into executive session.
- (c) *Quorum.* A majority of the voting members of the Board shall constitute a quorum for business.
- (d) *Majority Vote.* Any action by the Board of Trustees may be decided upon by a majority vote of the Board members present at the meeting, unless otherwise specified in these Bylaws or specifically increased in Board of Trustees policies.
- (e) *Minutes.* Approved minutes of all Board meetings shall be made available to the congregation.

Section 7. Removal from Office. A trustee may be removed from office by vote of a majority of the members present at a business meeting of the Fellowship, provided that removal of that trustee is specified in the call to the meeting. Failure of a trustee to attend three (3) consecutive regular Board Meetings, or any five (5) regular meetings of the Board of Trustees in a business year, shall be deemed an automatic resignation from the Board, without further action or notice, unless the Board of Trustees votes otherwise.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Elected leaders of the Fellowship should represent a wide cross-section of its members and the Nominating Committee should ensure an open, inclusive process that seeks nominees who represent the Fellowship as a whole.

Section 1. The Nominating Committee.

- (a) *Purpose.* The Nominating Committee is elected by and reports to the Congregation for the purpose of nominating candidates for all elected positions of the Fellowship and for coordinating leadership development.
- (b) *Composition.* The Committee shall consist of seven (7) members of the Fellowship. Members shall serve for terms of three (3) business years starting at the beginning of the next fiscal year after the Annual Meeting at which they are elected. The terms shall be staggered, such that two or three positions will typically be filled each year. A member of the Board of Trustees will be selected annually by the Board to serve as a non-voting liaison to the Nominating Committee. The Nominating Committee shall select its own chair. A vacancy in the Nominating Committee shall be filled at the sole discretion of the Nominating Committee until the next



Annual Business Meeting, at which time a successor shall be elected by the Congregation for the balance of the unexpired term. In order to establish the transition to 7 members, the Nominating Committee is authorized to set a transitional schedule of terms for a period of not more than three business years following the approval of this provision of the Bylaws.

- (c) *Policies and Procedures.* The Nominating Committee shall, in consultation with the Board and Lead Minister, establish and publish policies and procedures to fulfill its duties. These policies and procedures shall provide for an open and inclusive process whereby all members who have expressed interest in an available position will be considered by the Committee for nomination.

Section 2. Elections

- (a) *Eligibility.* All nominees for positions elected by the Congregation shall have been members for at least one (1) year at the time of taking office and shall have agreed to serve if elected.
- (b) *Nominating Committee Nominees.* The names of all Nominating Committee nominees for any office shall be published to the Congregation at least 49 days in advance of the election.
- (c) *Additional Candidates.* Any member of ERUUF may become a candidate for any ERUUF elected office by meeting the qualifications for that office and presenting a petition (form to be supplied by the Nominating Committee) in support of their candidacy signed by at least 15 ERUUF members. A completed petition for candidacy must be presented to the Nominating Committee at least 35 days before the election. Candidates nominated by petition shall be identified as such on the election ballot.

ARTICLE VII. MINISTERS

Section 1. Calling a Minister. The Ministerial Search Committee and the Board of Trustees shall concur in the recommendation of a ministerial candidate for the Congregation to call. The Board of Trustees shall call a special business meeting of the Fellowship for the purpose of calling a minister, a quorum for which shall be 25% of the members of the Fellowship. A minimum four-fifths (4/5) majority vote shall be required to call a minister.

Section 2. Ministerial Search Committee. A Ministerial Search Committee shall be formed when the Board of Trustees announces that the Fellowship will be entering into a search for a called minister. The Ministerial Search Committee shall consist of seven (7) members of the Fellowship, six (6) of whom shall be elected at large by the Congregation and one (1) of whom shall be appointed by the Board of Trustees. Candidates for the elected positions shall be nominated by the Nominating Committee. Any minister employed by the Fellowship who wishes to apply for a called position will be treated as an Inside Candidate according to UUA guidelines. In the case of calling a minister other than the Lead Minister, the incumbent Lead Minister shall serve on the Ministerial Search Committee and the Committee shall not recommend a candidate without the concurrence of the Lead Minister.

Section 3. Resignation. A called minister may offer his/her resignation with ninety (90) days notice, except as the Board of Trustees may offer an interval of less time.

Section 4. Dismissal of a Called Minister.

- (a) *Congregational Vote.* A vote to dismiss a called minister may only be taken at a special business meeting called for that purpose, a quorum for which shall be 25% of the membership. The minister shall have an opportunity to speak at this meeting. If the Board of Trustees has voted to recommend dismissal of the minister, the Board shall inform the Congregation of the recommendation and the process that preceded it. A majority vote of the members present shall be required to dismiss the minister.



(b) *Continuation of Salary and Allowance.* In the event of a called minister's dismissal, his/her salary and allowance shall be continued for no less than ninety (90) days after the date of dismissal, unless the dismissal results from gross misconduct.

Section 4. Letter of Agreement. The Letter of Agreement for a called minister shall be open-ended without a specific termination date and shall provide for review and changes as described in Governance Policies established by the Board of Trustees. The initial Letter of Agreement shall be negotiated between the minister and a negotiating team consisting of members of the Ministerial Search Committee and the Board of Trustees and is subject to approval by the Board of Trustees.

Section 5. Freedom of the Pulpit. Ministers shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and shall be accorded the freedom to voice their opinion in the Congregation and in the community.

ARTICLE VIII. OTHER PROVISIONS

Section 1. Amendments. These Bylaws may be amended by a vote of two-thirds (2/3) of the members present at any business meeting of the Fellowship, provided the proposed changes are publicized to members at least four (4) weeks prior to the date of the meeting and are included in the call to the meeting.

Section 2. Bylaw and Policy Publication. The Bylaws and governance policies shall be published in a manner reasonably accessible to the Congregation at large.

Section 3. Non-Discrimination. The Fellowship declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability or handicap, affectional or sexual orientation, age, national origin, or political persuasion, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Section 4. Business Year. The Fellowship business year shall begin July 1 of each year. This date shall be the starting point for the fiscal year, as well as for the terms of office for all elected officials of the Fellowship.

Section 5. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Fellowship and its meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Fellowship may adopt.

Section 6. Dissolution. Should the Fellowship cease to function or should two-thirds (2/3) of the entire membership vote to disband, any accrued assets of the Fellowship will be assigned to the Unitarian Universalist Association or its successor.

