



UNITARIAN UNIVERSALIST FELLOWSHIP OF ATHENS

BYLAWS AS APPROVED BY THE CONGREGATION ON OCTOBER 24, 2020

Draft of proposed bylaws changes in preparation of annual meeting on April 10, 2022. See original for comparison.

ARTICLE I—NAME

The legal name of this organization shall be the Unitarian Universalist Fellowship of Athens, Ohio (hereinafter referred to as the “UUFA”) and shall be used as such for all matters of publication, documentation, and legal forms.

ARTICLE II—DENOMINATIONAL AFFILIATION

The UUFA is a member of the Unitarian Universalist Association of Congregations (hereinafter “UUA”) and the Central East Regional Group of the UUA (hereinafter referred to as “CERG”).

ARTICLE III—PURPOSE

The UUFA exists as an organization to promote a free and responsible search for individual spiritual values; to work for equity and compassion through a commitment to social justice; to cultivate a welcoming space and atmosphere for freedom of belief; use of heart, mind and spirit to unite and strengthen our mutual goals and the pursuit of liberal religious thought and action.

ARTICLE IV—PRINCIPLES

As a member of the UUA, the UUFA accepts and affirms the Seven Principles of Unitarian Universalism, as follows:

1. The inherent worth and dignity of every being;
2. Justice, equity, and compassion in human relations;
3. Acceptance of one another and encouragement of spiritual growth in our 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;
7. Respect for the interdependent web of all existence of which we are a part.

Additionally, as a welcoming congregation, the UUFA accepts as its responsibility to create and foster community in an intentionally welcoming and safe environment seeking the purposeful inclusion of all people. We value the diversity of racial and cultural identity and background, nationality, sexual orientation, gender identity and its expression, religious background and belief, marital status, family structure, age, mental and physical health and ability, political perspective, and educational and class status.

ARTICLE V—MEMBERSHIP

SECTION 1—MEMBERSHIP

Membership shall be open to any individual age 16 or older who has expressed accord with the UUFA's Purpose as stated above. Additionally, the individual shall agree to abide by those Bylaws and the Congregational Covenant in force while the individual is a member. No espousal of any testament or specific religious creed shall be required to become a member. The success of UUFA, in both its spiritual and community work, requires the time, talent and treasure of all its membership: it is in this spirit that each member commits—to the best of their ability—to make ongoing pledge and membership contributions.

To become a recognized member the individual must:

- Sign the Membership Book and Membership Covenant in the presence of any duly authorized congregational officer as defined in Article VI, Section 2.
- Make at minimum an annual identifiable financial contribution to the Fellowship with consideration to all membership dues such as UUA and CERG which UUFA is required to pay, and to the ongoing support and service of the congregation.
- At the time of signing the Membership Book and Membership Covenant, an intended financial contribution can be indicated via Pledge Form.

A member receives voting privileges after meeting all membership requirements.

SECTION 2—EMERITUS MEMBER STATUS

The Executive Committee, on its own initiative or on application by the Membership Committee, may designate an elder of UUFA for emeritus status. An elder is typically one who has given significant time, treasure, and talent to the Fellowship. Those designated an emeritus member may sustain their membership in UUFA without satisfying the normal requirements for membership status. Emeriti members maintain full voting rights and are not counted for purposes of establishing a quorum.

SECTION 3 — OFFICIALS WHO MAY SERVE AS WITNESS TO MEMBERSHIP

An official of the UUFA must be present when a new member signs the Membership Book and covenant. These officials are the President of the Congregation, or any member of the Executive Committee.

SECTION 4 — REMOVAL FROM MEMBERSHIP ROLLS

A. DISMISSAL

A member shall be dismissed and removed from the UUFA membership rolls when such person has died, withdrawn, or failed to respond within sixty (60) days to communication of inquiry from the UUFA as to whether such person wishes to continue such person's membership. In cases other than death, such person may petition the Executive Committee for the decision to be reversed.

B. WITHDRAWAL

Any member may withdraw and cease to be a member by notifying the Recorder of the Congregation in writing.

C. INVOLUNTARY REMOVAL

Members may be removed from membership in cases of dangerous, disruptive, or offensive behavior as defined in the Policy on Conflict Resolution and Response to Disruptive Behavior found elsewhere in this document

A member's opinion on any matter or the civil expressions of those opinions shall not be grounds for censure or expulsion.

SECTION 5—MEMBERSHIP COVENANT

Each member of the UUFA shall be bound by the current governing Membership Covenant (hereafter the Covenant) as stipulated in the above directions for membership. It shall be the duty of the Executive Committee to establish the Covenant and to periodically review its contents and make updates as needed. Whenever modified, the Covenant shall be submitted to the Congregational Assembly for a vote.

ARTICLE VI—GOVERNANCE

SECTION 1—CONGREGATIONAL ASSEMBLY

The Congregational Assembly, consisting of all certified voting members, shall be the ultimate governing body of the UUFA.

A. MEETINGS OF THE CONGRESSIONAL ASSEMBLY

The President of the UUFA shall call an Annual Business Meeting of the Congregational Assembly. This meeting shall be held not earlier than the second Sunday of February and not later than the third Sunday of April.

Special business meetings of the Congregational Assembly shall be held whenever the President of the Congregation deems necessary or at the request of at least 10 percent of the voting members of the UUFA.

The procedure for conducting a meeting of the Congregational Assembly shall be as follows:

1. The membership roll shall be reviewed by the Recorder before any Business Meeting for purposes of determining who shall be eligible to vote at the meeting. Individual issues of voting eligibility will be resolved by the Recorder. The Recorder shall provide to the Executive Committee a report of the individuals being removed from membership or voting status at least 30 days prior to the aforementioned meetings.
2. The Executive Committee shall notify all voting members of the time, place, and agenda of any Business Meeting at least two weeks in advance, using the official manners of communication approved by the Executive Committee.
3. One-third (1/3) of the voting membership shall constitute a quorum for a Business Meeting, except as specified elsewhere in these Bylaws.
4. During a Business Meeting, voting members may propose nominations, resolutions, and amendments to motions on the floor, but they may not propose amendments to these Bylaws. Bylaws amendments must be made in accordance with the provisions outlined elsewhere in this document.
5. All motions shall pass by a simple majority, except as noted otherwise in these Bylaws.
6. Elected positions shall be filled as follows: Each voting member may vote for as many candidates as there are positions up for election. The candidate receiving the highest number of votes for each position shall be considered elected, then the candidate with the next highest number of votes, and so on until all the seats have been filled.
7. Proxy voting is not allowed and all balloting will be open unless a voting member requests that a given vote be secret, in which case balloting on the issue in question will be taken in secret through a system of paper ballots.
8. A Consensus Building Approach shall be followed at all Business Meetings.

B. ANNUAL BUSINESS MEETING

The agenda of the annual meeting shall include at least:

1. Approval of the annual budget.
2. Presentation of the Nominating Committee's slate of candidates.

3. Nominations from the floor for Congregation members not listed on the Nominating Committee's slate.
4. Election of members to offices being vacated at the end of the fiscal year, including President-Elect and the at-large members of the Executive Committee.
5. Presentation of any resolutions, amendments, or motions on Congregational business.
6. Voting on resolutions and motions.
7. Voting on amendments.

SECTION 2—PRESIDENCY OF THE CONGREGATION

The Presidency of the UUFA shall consist of the President of the Congregation and the President-Elect of the Congregation.

The President shall:

1. Serve as the chair of the Executive Committee and call special meetings of the Executive Committee at the President's discretion.
2. Serve as chair of the Congregational Assembly at any special Business Meeting and be able to call a special Business Meeting at the President's discretion and as required by duties of the office.
3. Be an ex-officio member of all committees.
4. Be a representative for the UUFA on all appropriate occasions and as the public representative of the UUFA.
5. Be a representative or designate a person to go in place for the UUFA at any and all CERG meetings.

The President-Elect shall:

1. Serve in place of the President on occasions when the President is not able to be present or when the President shall designate the President-Elect as representative and proxy for the President. This shall include but not be limited to chairing the Executive Committee, representing the UUFA as a public figure, and taking up the duties of the President when the President is indisposed.
2. Chair the Annual Business Meeting of the Congregational Assembly.
3. Be available for all meetings, functions, and events of the UUFA where the President serves except when excused by the President.
4. Assist the President in all current duties.
5. Be a representative or designate a person to go in place for the UUFA at any and all CERG meetings.

The President-Elect shall be elected by a plurality of the Congregational Assembly and take office as President-Elect at the beginning of the next fiscal year (Year 1). The President-Elect shall serve as President-Elect until:

- a. The beginning of the second fiscal year (Year 2), at which time the President-Elect shall assume the office of the President.
- b. The Presidency becomes vacant, at which time the President-Elect shall assume the office

of the President.

- c. The President-Elect resigns or is removed from office as detailed elsewhere in this document.

This system shall allow the President-Elect to work closely with the current President to become familiar with the duties and roles of the Presidency. Thus, the total term of office shall be two (2) years.

In the event that the Presidency becomes permanently vacant, the President-Elect shall immediately assume the office of President of the Congregation. If fewer than three (3) months are left in the current Presidential term when the President-Elect assumes the term, the President-Elect shall fulfill the current President's term as well as a full year as President; otherwise the President-Elect shall only fulfill the current term.

If the office of President-Elect becomes permanently vacant when more than three (3) months are left in the current fiscal year, then the Executive Committee shall elect a replacement for the President-Elect to serve the current term of President-Elect until a Business Meeting of the Congregation shall be called to elect a new President-Elect.

SECTION 3—EXECUTIVE COMMITTEE

The purpose of the Executive Committee is to oversee the ongoing business of the UUFA as a representative group elected by the Congregational Assembly. It has the authority to make decisions and to ensure that these decisions are carried out.

A. RESPONSIBILITIES

1. During the first meeting of the fiscal year, the Executive Committee shall organize itself and apportion responsibilities within the Committee.
2. The Executive Committee shall have the general charge of the property of the UUFA and the conduct of all its business affairs, including the hiring and firing of employees and other personnel working for the UUFA under contract exclusive of a called minister.
3. The Executive Committee shall maintain the current policies and procedures of the UUFA, including but not limited to the Bylaws, Membership Covenant, Policy on Conflict Resolution, and Response to Disruptive Behavior.
4. The Executive Committee shall appoint temporary replacements to fill vacancies in elected positions (including itself). At the following Business Meeting, the Congregational Assembly shall elect a permanent replacement to serve out the remainder of the term of any vacated elected position.
5. It shall confirm or appoint the chairs of all committees in the UUFA.
6. It may create or dissolve task forces and committees as necessary.
7. The Executive Committee shall be vested with the authority to create and recognize special representatives for the UUFA. Such representatives will be authorized to represent the UUFA in such areas as UUA General Assembly and special organizations. The period of office and the representative's purview and responsibilities shall be determined by a

simple majority of the Executive Committee.

8. The Executive Committee shall designate the official manner of communication from the leadership to the Congregation, which may consist of any electronic or physical means of communication that is adjudged to be ubiquitous, directed, and verifiable.

B. COMPOSITION

1. The Executive Committee shall consist of four (4) at-large voting members of the UUFA, the President of the Congregation, the President-Elect, and the Appointed Officials listed in Section 4, each of which must be a voting member of the UUFA.
2. Appointed Officials may be drawn from the at-large members of the board. Therefore, the Executive Committee may range from six (6) to nine (9) members in total.
3. Each member of the Executive Committee shall retain the right to vote in all meetings of the Executive Committee.
4. No more than one member of any single household may serve on the Executive Committee. This rule can be suspended by a majority vote of the executive committee.
5. Each At-large committee member shall be elected to a two (2)-year term, with two (2) members elected at each annual meeting of the UUFA. No member shall be elected to more than six (6) consecutive years as a member of the Executive Committee.
6. After a lapse of one (1) year, former committee members may be re-elected.

C. MEETINGS

The Executive Committee shall publish a schedule of regular meetings. The Executive Committee must meet at least once per calendar month. The President shall be able to schedule a special meeting after having given at least three (3) days' notice to members using the approved communication methods as listed above.

The presence of a majority of the Executive Committee shall constitute a quorum and allow the meeting to proceed. The Executive Committee shall utilize a Consensus Building Approach to carry out discussion and decision-making. The President shall create meeting agendas and preside over the meetings.

SECTION 4—APPOINTED OFFICIALS

The following officials shall be nominated by the President of the Congregation from the voting members of the UUFA and confirmed by a simple majority of the Executive Committee. Each official's term shall last for the duration from confirmation until the end of the President's tenure in office unless such official resigns or is terminated by the Executive Committee by a two-thirds (2/3) vote of all other members of the Executive Committee.

Appointed officials shall be vested by the Executive Committee with the authority to fulfill their duties with the same fiduciary responsibility as the Executive Committee. Each appointed official shall be apportioned a single vote as members of the Executive Committee.

Each Appointed Official shall be responsible for providing a monthly status report on each

official's own area to the Executive Committee and be present or provide a representative to answer questions on such reports. Those representing in place of these officials shall not have the authority to vote.

A. RECORDER

The Recorder shall:

1. Serve as secretary to keep minutes of Executive Committee meetings and Business Meetings.
2. Verify quorums of meetings of the Executive Committee and the Congregational Assembly.
3. Tally and record votes of the meetings of the Executive Committee and all Business Meetings of the Congregational Assembly.
4. Adjudicate questions on Bylaws and Points of Order when questions arise.

B. TREASURER

The Treasurer shall:

1. Oversee all financial transactions of the UUFA.
2. File tax returns and other financial documents as required by law.
3. Present a current financial report at each meeting of the Executive Committee.
4. Present a financial report at each UUFA Business Meeting.
5. Be a member of any committee or task force related to finance and the UUFA endowment.

C. SEXTON

The Sexton shall:

1. Oversee the maintenance and custodianship of all UUFA structures, grounds, and IT infrastructure.
2. Manage rental operations, including oversight of an event coordinator position.
3. Be able to contract and hire for the general maintenance of all items listed above.

SECTION 5—SUBCOMMITTEES

The Executive Committee may create subcommittees as needed for short- or long-term purposes and will give guidance regarding objectives, responsibilities, and timelines for completion of tasks.

One such ad hoc committee is the Nominating Committee.

A. NOMINATING COMMITTEE

At least two months prior to any election of officers, the Executive Committee shall appoint a Nominating Committee.

The duties of the nominating committee shall be to determine, under the advice of the Recorder, which elected offices will become vacant at the end of the current fiscal year, to solicit

nominations from voting UUFA members, and to present the resulting slate to the Executive Committee at least thirty (30) days prior to the election.

The Nominating Committee shall consist of no fewer than three (3) voting members of the UUFA, including the President-Elect, one elected official with a year of term remaining, and one member of the congregation who is not currently serving in any elected position.

SECTION 6—ENDOWMENT

The Unitarian Universalist Fellowship of Athens Endowment Fund is a fund established through the generosity of Donors and will be operated as follows.

A. GOVERNANCE

The Executive Committee or its designated Endowment Subcommittee shall monitor, invest, and promote the fund. Disbursement of any money from the fund, will follow guidelines outlined elsewhere in this document, and will only occur through a majority vote of the Executive Committee.

B. INVESTMENTS

All Fund assets are to be held in the name of the Unitarian Universalist Fellowship of Athens Endowment Fund.

Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes or other securities, as in its judgment and discretion it deems wise and prudent, are to be made by the Executive committee, or its designated Endowment Subcommittee with subsequent execution by a delegated member of the congregation.

The Executive Committee or its designated Endowment Subcommittee may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Fund at the expense of Fund income.

Investments should be directed in a way that reflects the values of the UUFA.

C. LIABILITY

Members of the Executive Committee or its designated Endowment Subcommittee 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 each member acts in good faith and acts in orderly prudence. Each member shall be liable only for each member's own willful misconduct of omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the Fund in which the member has direct or indirect financial interest.

D. DISBURSEMENT OF MONIES FROM THE ENDOWMENT FUND

With the exception of fees for professional and legal services in accordance with the responsibilities of the Executive Committee or its designated Endowment Subcommittee, gifts and bequests to the Fund and Fund income shall be accumulated until the principal amount of \$50,000 is achieved, after which the income generated from the investment of the principal may be expended.

Income from the fund shall be distributed annually and at such other times as deemed necessary and/or feasible to accomplish the following purposes:

1. For the physical plant of the UUFA, such as but not limited to maintenance of the building, capital improvements or renovations, or debt reduction.
2. For scholarships or grants to the members of the UUFA for the purpose of attending college, theological, nursing, or medical school; for UU related camping or leadership conferences; or such other training which enables members of this Congregation to grow in faith and service to Unitarian Universalism.

The fund principle of \$50,000 may be used as collateral in emergency circumstances, for example, to keep the UUFA physical plant habitable. Using any of the \$50,000 for such emergency funding is at the discretion of the Executive Committee.

Programs for support shall be recommended by any member of the congregation to any member of the Executive committee may be approved by a majority vote of the Executive Committee.

E. DISPOSITION OR TRANSFER OF FUNDS

In the event the UUFA ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Executive Committee in conformity with the approved Bylaws and in consultation with the UUA. Consultation with the UUA may also be desirable for continuation of Fund obligations to grantors of gifts.

SECTION 7—REMOVAL OF ELECTED OFFICIALS

An elected official member can be removed for any of the following reasons:

1. Obstructive behavior such as disrupting the meeting, verbal threats, or use of physical force.
2. Breach of privacy or other unethical behavior.
3. Failure to attend 3 consecutive scheduled meetings without providing an adequate reason such as injury or illness of the member or someone under the member's care.
4. Abuse of authority or funds.
5. Any other action or behavior that the President of the Congregation and a majority of the remaining committee members find to be a valid reason.

The process for removing the member shall be as follows: A motion to remove the member must be voted upon by the relevant committee. In order for the motion to pass it must receive a

two-thirds (2/3) majority of the votes of all other members of the committee.

Upon the motion passing, the official has the right to request an appeal to a special Business Meeting of the Congregational Assembly. The vote to remove can be reversed by a simple majority of a quorum of forty percent (40%) of the voting membership.

ARTICLE VII—MINISTER

SECTION 1—DUTIES AND RESPONSIBILITIES

1. The Minister shall lead worship services, provide pastoral care, adult religious education within the UUFA, and assist in outreach to the community.
2. The Minister shall represent the UUFA in local and regional clerical organizations.
3. The Minister shall serve ex officio as a non-voting member of the Executive Committee, the Religious Education Committee, the Committee on Ministry, and the Endowment Committee.
4. Additional duties may be added by contractual agreement between the Minister and the UUFA.

SECTION 2—FREEDOM OF THE PULPIT

The Minister shall have freedom of the pulpit as well as the freedom to express personal opinions outside the pulpit.

SECTION 3—CALLING A MINISTER

1. A full- or part-time Minister may be called by a two-thirds (2/3) majority of a Business Meeting.
2. Minister's Contract. Relations between the Minister and the UUFA, and the Minister's terms of employment, shall be negotiated between the Minister and the Executive Committee, and regulated by a contract. Situations not explicitly covered in the contract shall be regulated in accordance with the Ministerial Guidelines of the UUA.

SECTION 4--COMPENSATION

Budgetary changes resulting from contract negotiation shall be subject to approval by the Congregational Assembly at a business meeting.

SECTION 5—TERMINATION

The UUFA's agreement with the Minister may be terminated at any time by a two-thirds (2/3) majority of a Business Meeting called specifically for that purpose within the terms of the contract with the minister.

ARTICLE VIII—FISCAL YEAR

The fiscal year shall begin on July 1 and ends on June 30 of each calendar year.

ARTICLE IX—BYLAWS CHANGES

SECTION 1—REQUESTING AMENDMENTS

Proposed amendments must be submitted to the Executive Committee in writing accompanied by the signatures of at least ten percent (10%) of the voting members of the UUFA.

The Executive Committee must call a business meeting in order to vote on the proposed amendment(s). Exception: if a business meeting has already been scheduled for a date within three months of the time the Bylaws proposal was submitted to the Executive Committee, and if notification deadlines for that meeting can still be met, a vote on the proposed amendment(s) shall be added to the agenda of that meeting

SECTION 2—NOTIFICATION

The Executive Committee shall provide each voting member the full text of proposed amendment(s), in writing, together with all relevant sections of the current Bylaws at least 30 days prior to the meeting in which the proposed amendments will be voted on. Motions for changes to the proposed amendments shall be allowed from the floor.

SECTION 3—ADOPTION OF AMENDMENTS

Proposed Bylaws amendments shall be adopted if approved by a two-thirds (2/3) majority at a business meeting. All approved amendments shall be added to the Addendum of Amendments below.

ARTICLE X—IMPLEMENTATION OF THESE BYLAWS

These proposed Bylaws shall be adopted upon approval by a two-thirds (2/3) majority at a Business Meeting.