

**BYLAWS OF THE  
UNITARIAN UNIVERSALIST FELLOWSHIP OF THE  
PENINSULA *approved June 24, 2018***

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**Article I. NAME, PURPOSE AND MISSION**

A. *Name:* This Fellowship shall be named the Unitarian Universalist Fellowship of the Peninsula (hereinafter “Fellowship” or “UUFP”).

B. *Purpose:* The Purpose of this Fellowship is to encourage religious tolerance and to support individual spiritual growth, further individual freedom, discipleship to advancing truth, the democratic process in human relationships, brotherhood and sisterhood undivided by nation, race or creed, and allegiance to the cause of a peaceful world community. Relying upon reason and compassion as our guide, and giving freedom to our method, we seek to grow in understanding of ourselves and of our world, to promote and serve the universal human family. We offer a safe place for spiritual diversity and individual growth through lifelong religious education and service to the wider community. We honor our Unitarian Universalist principles and heritage.

C. *Mission:* The Mission of the Unitarian Universalist Fellowship of the Peninsula is to Grow in Wonder, Connect in Love, Engage in Service, and Inspire Generosity.

**Article II. AFFILIATION AND GOVERNMENT**

A. This Fellowship shall be affiliated with and shall take the necessary measures to remain in good standing with the Unitarian Universalist Association or its successors.

B. The government of this Fellowship is vested in its members, who exercise the right of control of all its affairs. While the Fellowship governs its own affairs, it accepts its obligation of mutual counsel and cooperation with the congregations of the Unitarian Universalist Association and pledges itself to share their common aims and works. It also seeks heartily to cooperate with other denominations, civic groups and the community in larger fellowship and service. The Policy Board is the governing body of the Fellowship, and it shall have authority to plan and carry on the ordinary and necessary business of the Fellowship.

**Article III. MEMBERSHIP**

A. *Eligibility*: Membership in this Fellowship shall be open to all persons age sixteen and older, of good will and in sympathy with the Mission and Vision of this Fellowship. It is specifically understood that membership is open to all qualified persons regardless of characteristics such as race, color, gender, affectional or sexual orientation or national origin.

B. *Process to Become a Member*: Any person may ask to sign the Membership Book. The Policy Board (in consultation with the Membership Committee) will create and maintain policies regarding membership requirements. With the signing of the Membership Book the new member affirms a willingness to support the Fellowship through financial contributions and personal participation.

C. *Maintenance of Membership*: A member shall maintain membership “in good standing” by participation in Fellowship functions and by making an annual financial contribution of record. The Minister or President can grant exceptions for good cause.

D. *Termination of Membership*:

1. A member may withdraw from the Fellowship with a written or verbal request to the Membership Committee. A letter of transfer shall be written at the request of any member in good standing who withdraws in order to join another Unitarian Universalist congregation.

2. A member may be removed from the Fellowship by majority vote of the Policy Board. The Policy Board (in consultation with the Membership Committee) will create and maintain policies regarding member removal due to (a) failure to maintain membership or (b) conduct deemed disruptive as defined by the Disruptive Behavior Policy.

#### Article IV. MEMBERSHIP MEETINGS

A. *Annual Membership Meetings*: The Annual Membership Meeting shall be held during the month of May each year, after not less than ~~fifteen (15) days~~ ~~Written~~ ~~seven (7) days~~’ notice to all UUFPP members stating the time and place of the meeting and including items to be voted upon. At the meeting, the members of the Policy Board (Article V), the Leadership Development Committee (Article VI) and the Board of Trustees (Article VII) shall be nominated and elected (see Section D). The Policy Board shall propose a budget for the upcoming fiscal year, to be discussed and voted upon by the Membership. Should the budget not be approved, the current budget remains in effect until a new budget is passed at a Special Membership Meeting to be held within sixty (60) days. In addition, any other Fellowship business may be raised for consideration and action. The President shall oversee the preparation and distribution of the annual report, which summarizes Fellowship activities for the past year, including reports submitted by every committee, including each committee’s programs.

B. *Special Membership Meetings*: The Policy Board may call a Special Membership Meeting at any time. In addition, a written petition signed by one-third (1/3) of UUFPP members in good standing requesting a Special Membership Meeting shall mandate the Policy Board to call such a meeting within ~~thirty-five (35)~~ ~~forty-five (45)~~ days. ~~Written~~ ~~n~~Notice of a Special Membership Meeting shall be ~~mailed~~ ~~sent~~ to all UUFPP members stating the primary purpose of the meeting, including items to be voted upon, ~~and postmarked~~ not later than ~~seven (7)~~ ~~fifteen (15)~~ days prior to the meeting.

C. *Quorum and Voting*: A quorum at the Annual Membership Meeting or at a Special Membership Meeting shall consist of twenty (20) percent of the Membership; if the Fellowship is deciding certain vital issues, a quorum of forty (40) percent of the Membership shall be required at the time of the vote. The Policy Board will determine which issues will be classified

as “vital” but at a minimum include: the sale or purchase of real estate property; the hiring or firing of a minister; and removal of a person filling an elected office (see Section E). Members of the Fellowship must have been on the membership rolls for a minimum of thirty (30) days to be entitled to vote at Membership Meetings. The President shall vote only in case of a tie. The current version of *Robert’s Rules of Order* shall govern the conduct of the meeting. All members present in person or who have submitted a valid absentee ballot for a specific issue that is to be decided at the meeting shall be entitled to one (1) vote. Proxy (open-ended) votes shall <sup>not be</sup> allowed. Any vote taken to override a decision of the Policy Board shall require a two thirds (2/3) majority of the UUFPP members voting.

*D. Election of the Policy Board, the Leadership Development Committee and the Board of Trustees:* Only members of the Unitarian Universalist Fellowship of the Peninsula in good standing can be nominated and serve on the Policy Board, the Leadership Development Committee and the Board of Trustees. Staff may not serve in any elected position. No later than April 1st of each year, the Leadership Development Committee shall present to the Policy Board a slate of candidates for each open position on the Policy Board for the next fiscal year. The slate of candidates shall contain at least one (1) candidate for each open position. Written notice of this slate of candidates, the Policy Board’s nominees for the subsequent year’s Leadership Development Committee, and the Policy Board’s nominees for the subsequent year’s Trustees shall be issued to all members of the Fellowship at least fifteen (15) days before the Annual Membership Meeting when the election shall take place. At the Annual Membership Meeting, the Leadership Development Committee shall nominate the candidates on the slate for their respective offices. Additional nominations may be made from the floor at the Annual Membership Meeting. The candidate who receives a majority of votes cast will be elected. If no candidate receives a majority, there shall be a run-off election dropping the candidate with the least votes until a candidate receives a majority vote.

*E. Removal of Officers:* Any person filling an elected position of the Fellowship can be removed by a two-thirds (2/3) majority vote at a Membership Meeting.

## **Article V. POLICY BOARD**

*A. Authority and Responsibility of the Policy Board:* The government of this Fellowship is vested in its members, who exercise the right of control of all of its affairs. The Policy Board shall support the Purpose and Mission of the Fellowship and also have the following specific authority:

1. To authorize payments of any Fellowship funds within the limits of the existing budget.
2. To alter any item of the existing budget so long as the cumulative alterations made by the Board shall not exceed ten (10) percent of the budget last approved by Membership vote. Further alterations to the budget can be done only at a Membership Meeting.
3. To have responsibility in all long-range planning and overall governance of the Fellowship.
4. To have responsibility of establishing and publishing policies that shall govern ongoing affairs of the Fellowship. These policies can be modified only by vote of the Policy Board.
5. To have responsibility for making personnel decisions including hiring, discipline, dismissal and the maintenance of job descriptions.

6. To appoint temporary task forces for the purpose of advising the Policy Board on specific matters.

*B. Policy Board Members:*

1. *President:* The President shall preside over all Policy Board meetings and all Membership Meetings. The President shall be an *ex officio* member of all committees except the Leadership Development Committee and the Committee on Ministry.

2. *Vice President:* The Vice President shall perform the duties of the President in case of the President's absence, serve as Chair of the Program Council and its Steering Committee, and see that a written record of the proceedings of the Council is provided to the Policy Board. The Vice President shall have responsibility of maintaining all legal documents, such as deeds, mortgages, notes, and insurance policies and shall see that all needed insurance is obtained and kept in effect.

3. *Secretary:* The Secretary shall be responsible for recording and transcribing minutes of all Policy Board meetings and all Membership Meetings, and shall be responsible for correspondence on behalf of the Fellowship.

4. *Treasurer:* The Treasurer shall be the chair of the Treasury Committee. The Treasurer and others so designated by the Policy Board shall have authority to sign checks, electronically disperse funds, and make deposits and/or withdrawals of Fellowship funds.

5. *At-Large Members:* Three (3) At-Large Members shall also be elected to the Policy Board. The responsibility of At-Large Members is to bring their perspective on issues before the Policy Board, to act as liaison with the Membership and to accept other duties as requested.

*C. Terms:* The term of each Board Member shall be two (2) years and begin on July 1 following election at the Annual Membership Meeting and end on June 30 of the second successive calendar year. Terms of Board Members will be staggered with elections for President, Secretary and one (1) At-Large Member held in odd-numbered years and elections for Vice President, Treasurer and two (2) At-Large Members in even-numbered years. No Board

Member shall be elected to more than two (2) successive terms in the same office or more than three (3) consecutive terms on the Policy Board.

*D. Meetings:* The President may call a meeting of the Policy Board at any time. The Policy Board shall meet as needed during the year, with meetings scheduled at least once a month. All members of the Fellowship shall be entitled to attend Policy Board meetings.

*E. Quorum and Voting:* A quorum at a Policy Board meeting shall consist of four (4) members of the Policy Board, one (1) of which must be the President or Vice President. The presiding officer of the Policy Board shall vote only in case of a tie. The current version of *Robert's Rules of Order* shall govern the conduct of the meeting.

*F. Vacancies:* Upon the occurrence of any vacancy on the Policy Board other than the Presidency, the President shall appoint, subject to the approval of the Policy Board, an eligible UUFPP member in good standing to fill the vacancy for the unexpired term. For the purposes of term limitations, if the unexpired term is more than half the nominal term, the appointee shall be considered to have served a full term. Upon the office of the President becoming vacant, the Vice President shall assume the duties of the President for the unexpired term. If the Vice President shall decline to be President, then a Special Membership Meeting for the purpose of

nominating and electing a new President shall be held. The Vice President shall perform the duties of the President until and during said election. The newly elected President shall take office immediately and serve the unexpired term.

## **Article VI. COMMITTEES OF THE BOARD**

A. *Definition:* Committees of the Board are directly concerned with the governance of the Fellowship, with responsibilities as stipulated in the following Sections and otherwise delegated by the Policy Board.

B. *Committee Structure:* Committees of the Board shall submit their charters directly to the Policy Board for approval, reviewing and revising them at least every three years. Committees of the Board are limited to eligible UUFPP members in good standing. Except as defined elsewhere in these Bylaws, Committees of the Board shall, in consultation with the President, elect their own chairs, to serve a two (2) year term and be limited to two (2) consecutive terms. Staff may not chair or otherwise be voting members of Committees of the Board but may be invited to specific meetings as needed. Committees of the Board shall have flexibility with regard to internal organization and budgeting to accomplish their own goals. Committees of the Board may, in consultation with the President, establish and finance programs that serve a defined purpose or task in keeping with these Bylaws; such programs will be financed within the budget of the sponsoring committee and may use Fellowship facilities at no charge. Committees of the Board shall report directly to the Policy Board on a regular schedule.

C. *Audit Committee:* The Audit Committee shall consist of at least three (3) eligible UUFPP members in good standing, excluding the outgoing and current Treasurer(s), Finance Chair(s) and Trustees. Its duties shall consist of performing an annual audit of the financial books and records of the Fellowship, and to submit a brief report of its findings to the Policy Board within six (6) months after the end of the fiscal year being audited.

D. *Committee on Ministry:* The Committee on Ministry's primary concern is to foster the health and effectiveness of the Ministry of the Fellowship. The Committee shall consist of five (5) eligible UUFPP members in good standing who serve three (3) year terms beginning in January that shall be staggered in a manner agreed upon by the Committee in order to ensure continuity, and with a limit of two (2) consecutive terms. Two (2) committee members shall be selected by the Policy Board, two (2) by the Minister, and one (1) by the other committee members. When a seat is vacated prior to the end of its term, the vacancy shall be filled in the same manner in which the original appointment occurred.

E. *Finance Committee:* The Finance Committee shall be responsible for the annual pledge drive ("canvass") and for coordinating sufficient fundraising activities to support the plans, priorities and policies established by the Policy Board. The Finance Committee shall solicit budget requests from all committees, setting a schedule for request submissions. At least one (1) month prior to the Annual Membership Meeting, the Finance Committee shall prepare budget proposals for the Policy Board to review, refine and present at the Annual Membership Meeting.

F. *Leadership Development Committee:* The Leadership Development Committee shall be responsible for identifying and developing potential and existing leaders. The Committee recommends to the Policy Board an annual slate of candidates for open positions on the Policy Board. The Leadership Development Committee shall consist of five (5) eligible UUFPP members in good standing elected at Annual Membership Meetings. The term of each committee member shall be two (2) years and begins on July 1 following his or her election at the Annual Membership Meeting and ends on June 30 of the second successive calendar year. In even-numbered years, three (3) committee members will be elected and in odd-numbered years, two (2) committee members will be elected. At each Annual Membership Meeting, the Policy Board

shall nominate one (1) candidate for the Leadership Development Committee. Additional candidates may be nominated from the floor. This committee shall be elected after elections for the Policy Board are complete and no member of the incoming Policy Board shall be elected to the incoming Leadership Development Committee. The duties and responsibilities of the Leadership Development Committee are as described in Article IV, Section D of these Bylaws. If a vacancy should occur on the Leadership Development Committee, the Policy Board shall elect a replacement to fill the unexpired term.

*G. Ministerial Search Committees:* In the event of a vacancy or anticipated vacancy in any position of settled Minister, the Membership will direct the Policy Board to form a Ministerial Search Committee at a Membership Meeting. The Policy Board will then form a Ministerial Search Committee of not less than five (5) nor more than seven (7) eligible UUFPP members in good standing. The Policy Board can establish a separate committee of three (3) to five (5) eligible UUFPP members in good standing to perform the Interim Minister search. These committees shall proceed with their work as outlined in the UUA Settlement Handbook and related documents. The following votes concerning the search and hiring of the settled minister will take place at Membership Meetings. The vote to form the Ministerial Search Committee, and the vote to accept the ministerial candidate selected by the Ministerial Search Committee shall require a forty (40) percent quorum and a two-thirds (2/3) majority of the UUFPP members voting. All other votes, including approval of the Total Cost of Ministry and the Ministerial Search Committee budget, shall be a simple majority. All items relating to the hiring of an Interim Minister, including approval of the candidate, total cost of ministry and contract negotiations shall be the responsibility of the Policy Board.

*H. Personnel Committee:* The Personnel Committee shall consist of a Chair, a Board member appointed by the President, and at least one (1) other eligible UUFPP members in good standing who may be appointed by the President in consultation with the Personnel Committee Chair. Its duties shall include: drafting personnel policies (including job descriptions), making personnel recommendations (including recommendations regarding hiring, discipline, dismissal, compensation and benefits) and overseeing annual staff evaluations.

*I. Planning Committee:* The Planning Committee of at least (5) eligible UUFPP members in good standing, including one (1) At-Large Member of the Policy Board, appointed by the President shall create and maintain a five (5) year strategic plan based on the Purpose, Mission and Vision of the Fellowship. The Planning Committee shall work with other committees to help shape and realize the current and future vision of the Fellowship. The Planning Committee shall update the plan each year, adding another year to the plan to maintain the overall five (5) year plan. Each revised plan requires the approval of the Policy Board for implementation.

*J. Treasury Committee:* The Treasury Committee shall be responsible for the maintenance and dispersal of Fellowship funds and financial assets, excepting those administered directly by the Board of Trustees. The Treasury Committee shall keep accurate and current records of the Fellowship's finances.

## **Article VII. PROGRAM COUNCIL**

*A. Definition:* The Program Council consists of representatives of all non-Board committees.

*B. Program Ministries:* The Program Council is divided into six Program Ministries based on the nature of their work:

1. Administration, consisting of committees performing the duties that permit the operations and programs of the Fellowship;

2. Advocacy, consisting of committees reaching out to the wider community in support of Unitarian Universalist values;
3. Connection, consisting of committees interacting with other congregations and denominational groups within the Unitarian Universalist Association;
4. Fellowship, consisting of committees assisting with interactions among the Fellowship's members, friends, newcomers and visitors;
5. Religious Education, consisting of committees providing faith development and other learning experiences for children, youth and adults;
6. Worship, consisting of committees planning and executing services and other religious observances.

*C. Liaisons:* The Policy Board will designate for each Program Ministry a person from the Staff, the Ministers or the Policy Board who will serve as a resource and point of contact on matters of governance.

*D. Steering Committee:* The Steering Committee of the Program Council consists of the Vice President and one (1) representative from each of the Program Ministries. Representatives are elected by each Program Ministry in June and for the duration of the following fiscal year. The Steering Committee will conduct the regular business of the Program Council, including: approving committee charters for submission to the Policy Board; placing committees within Program Ministries; setting the agenda for Program Council meetings; responding to requests from the Policy Board for input; and creating temporary task forces as necessary. Quorum at a Steering Committee meeting shall consist of three (3) Program Ministry representatives. The Vice President or other presiding officer shall vote only in case of a tie.

*E. Meetings:* The Program Council will meet in full in January and July each year. Each Program Ministry will meet at those times and on other occasions as needed. The Steering Committee will meet every other month beginning in July each fiscal year.

*F. Committee Structure:* Committees of the Council shall submit their charters to the Steering Committee for referral to the Policy Board for approval; charters shall be reviewed and revised at least every three years. To create a new committee, the names of three (3) eligible UUFPP members willing to serve on the committee must also be submitted with the proposed charter. Committees of the Council shall, in consultation with the Vice President, elect their own chairs, to serve a two (2) year term and be limited to two (2) consecutive terms. Board members may not chair Committees of the Council. Committees of the Council shall have flexibility with regard to internal organization and budgeting to accomplish their own goals. Committees of the Council may, in consultation with the Vice-President, establish and finance programs that serve a defined purpose or task in keeping with these Bylaws; such programs will be financed within the budget of the sponsoring committee and may use Fellowship facilities at no charge. Committees of the Council shall report to the Program Council at its full meetings and as needed.

## **Article VIII. TRUSTEES**

*A. Number of Trustees:* The Board of Trustees shall consist of three (3) eligible UUFPP members in good standing elected by the Membership.

*B. Organization:* The Board of Trustees will elect its own officers.

*C. Duties and Powers:* Subject to the Code of the Commonwealth of Virginia, the Board of

Trustees is to hold in trust the Fellowship's real property, but shall have no power to sell, buy, mortgage or transfer, except by majority vote at a Membership Meeting of the Fellowship authorizing such powers. The Board of Trustees shall make an annual report and accounting of all property and funds under their control at the Annual Membership Meeting.

D. *Endowment Fund*: The Board of Trustees shall administer the Endowment Fund of the Fellowship. The principal of the fund may not be spent unless a two-thirds (2/3) majority of the UUFPP members voting at a Membership Meeting so directs.

E. *Vacancies*: Upon the office of Trustee becoming vacant, the Policy Board may appoint a replacement to serve until an election is held at the next at the next Annual Membership Meeting to fill the vacancy.

F. *Terms*: The term for each position shall be six (6) years, limited to two (2) consecutive terms, and the terms shall be on a staggered basis. The Trustees shall hold office until their successors are elected by the Membership and approved by a Court of Record as required.

### **Article IX. MINISTERS**

A. In keeping with Unitarian Universalist history and practice dating back to the Cambridge Platform of 1648, the Membership of the Unitarian Universalist Fellowship of the Peninsula is authorized to ordain Ministers in service of Unitarian Universalism, call and install Ministers in service of the Mission of the Fellowship, and otherwise confer ministerial credentials.

B. The rights, responsibilities and obligations of the Fellowship's Ministers are defined in the Minister's Letter of Agreement or other contractual agreement with the Fellowship. Said agreement is subject to the laws of the Commonwealth of Virginia and the Bylaws of the Fellowship. The Letter of Agreement should be drawn, offered and accepted in the spirit of the Principles and Purposes of the Unitarian Universalist Association.

### **Article X. FISCAL YEAR**

The fiscal year shall run from July 1 to the following June 30.

### **Article XI. AMENDMENT TO BYLAWS**

These Bylaws may be amended by the following procedure:

1. Any proposed amendment shall be voted upon by the Policy Board, needing two thirds (2/3) majority for approval.
2. After approval by the Policy Board, a Membership Meeting shall be called. In addition to the notice required in Article IV, Section B, said notice shall include the proposed amendment(s) in entirety.
3. At the Membership Meeting, the proposed amendment(s) may be adopted by two thirds (2/3) majority vote of the members present.

### **Article XII. NOTICE**

"Written Notice" as defined in these Bylaws shall be by personal delivery or sent by U.S. Postal Service first-class mail, e-mail or other electronic means to each current UUFPP member at the address shown by the records of the Fellowship.

### **Article XIII. FINAL DISTRIBUTION OF ASSETS**

Should this Fellowship cease to function and the membership vote to disband, any assets of the Fellowship will be transferred to the Unitarian Universalist Association or its successor for its general purposes, or to some other Unitarian Universalist affiliated organization.

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