

# Articles of Association and By-laws of the Unitarian Universalist PEACE Fellowship

## Statement of Inclusion

This congregation welcomes all people without regard to race, national or cultural origin, gender, affectional or sexual orientation, political persuasion, age, disability or socio-economic status.

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## I. PURPOSES

The Unitarian Universalist PEACE Fellowship is established for the following purposes:

1. To meet the spiritual needs of its Members and Friends, and to assist them in their personal search for truth and meaning in the universe.
2. To provide its Members and Friends and their families with a safe, nurturing and supportive religious community.
3. To provide a means for our Members and Friends to connect with and impact the greater community in which we live in a manner that demonstrates and supports the principles of Unitarian Universalism.

## II. DENOMINATIONAL AFFILIATION

- A. The Fellowship is a member congregation of the Unitarian Universalist Association (UUA) and the Southern Region of the UUA.
- B. The Fellowship may affiliate with or become a member of such other religious or non-partisan organizations as may be decided by its Members.

## III. MEMBERSHIP

- A. Any person who is in sympathy with the principles and purposes of the Unitarian Universalist Association may become a Member of the congregation by signing the membership book. Membership in the congregation shall not be conditioned upon adherence to any religious creed or statement of belief. By signing the book, each Member covenants to support the congregation by attending services, participating in the work of its committees, and providing financial support, as each is able.
- B. Persons who have not signed the membership book, but who actively contribute by their attendance, service on congregational committees or by contributing financially are considered Friends of the congregation. Friends will receive all communications sent to the membership. They may participate in Congregational Meetings, but may not vote.
- C. The Secretary will maintain a permanent list of Members and Friends, and report the total number of members to the UUA as required.

- D. A person may resign from membership by notifying the Secretary. At the request of the Membership Chair, the Secretary shall contact inactive members who have not officially resigned in order to determine their intentions. Unless the inactive member reaffirms his/her covenant to the congregation, he/she will be removed from the list of Members and Friends.

#### IV. GOVERNANCE

- A. Final authority with respect to governance of the Fellowship, conduct of the Fellowship's business, and administration of the Fellowship's affairs is vested in the Members of the Fellowship.
- B. The Members retain the authority to (1) ordain ministers, (2) call, hire or dismiss a Settled Minister to the service of the Fellowship, (3) approve contracts and other matters related to the purchase, sale or mortgage of real property, (4) approve contracts and agreements relating to the purchase or sale of personal property, equipment, or services in an amount in excess of \$20,000 (5) approve short or long term loans in an amount in excess of \$20,000, (6) elect Officers and Trustees of the Fellowship, (7) elect Delegates to the General Assembly of the UUA, and determine the manner in which the Fellowship's votes on matters or issues which are to be decided at meetings or conventions of the UUA or its subdivisions will be cast, (8) establish Standing Committees, and (9) amend the Fellowship's Articles of Association and Bylaws, or its Articles of Incorporation.
- C. The Members may, and hereby do, delegate to the Board of Trustees (the Board) the authority and responsibility to (1) hire and dismiss all persons employed by the Fellowship other than a Settled Minister; (2) approve contracts and agreements except those proscribed by subparagraphs B(3), B(4) and B(5) above; (3) accept restricted donations or gifts of property; (4) establish long-range plans and annual goals for the Fellowship; (5) approve annual Financial Plans for the Fellowship; (6) establish policies and procedures in furtherance of the purposes of the Fellowship; and (7) provide oversight of Standing Committees with respect to adherence to (4) above.
- D. When the Members wish to exercise their authority as prescribed herein, the President, in his/her capacity as Chair of the Meeting, shall first seek to ascertain that the action is the will of a consensus of all the Members present. If a consensus cannot be reached, the Members present may decide by majority vote to call the question, and then by a vote of three fourths of the Members present and voting, may approve the proposed action.

## V. BOARD OF TRUSTEES

- A. The Board shall consist of the Officers of the Fellowship and four At Large Trustees (hereinafter referred to simply as Trustees) nominated by the Nominating Committee and elected by the Members at a duly convened Congregational Meeting. Each Trustee shall be a liaison to one of the Standing Committees described in Article VIII. Only Members of the Fellowship may serve as Officers or Trustees.
- B. The Board will meet as often as is necessary to carry out its responsibilities under these Articles. Meetings held for the purpose of dealing with an emergency situation may be conducted telephonically or by electronic communications, including but not limited to e-mail, Skype, or internet forums. The Secretary will inform all Members and Friends by e-mail of any action taken by the Board at such a meeting as soon as practical.
- C. Meetings held to establish or amend policies and procedures of the Fellowship, or to exercise any other responsibilities delegated to it by the Members, shall be held on the Fellowship's premises, and shall be open to all Members and Friends. The Secretary will inform Members and Friends of the dates, times and agenda of such meetings by E-News at least 10 days prior to the date of the meeting and by updating the Events Calendar on the Fellowship's website.
- D. No official action may be taken by the Board except by the affirmative vote of at least four of its members (including acting members).

## VI. OFFICERS

- A. The Officers of the Fellowship shall consist of the President and the Secretary.
- B. The President shall chair all Congregational Meetings and meetings of the Board of Trustees. S/he is responsible, for (a) executing all agreements, contracts, mortgages, deeds, or other legal documents on behalf of the Fellowship; (b) representing, and speaking on behalf of, the Congregation with the community, other Fellowships, and denominational organizations; (c) carrying out any other responsibilities assigned to the President by these Articles, the Fellowship's Articles of Incorporation, or state law, and (d) carrying out such other duties as may be assigned by the members or the Board.

- C. The Secretary is responsible for (a) maintaining an accurate and current list of all Members and Friends of the Fellowship; (b) taking, keeping and distributing accurate minutes of all actions and decisions taken at meetings of the Congregation and the Board; (c) maintaining all official records and documents relating to the Fellowship's affairs (except financial records maintained by the Treasurer); (d) providing notice of Congregational Meetings, (e) maintaining a history of the Fellowship as documented in annual reports to the Members; (f) carrying out any other responsibilities assigned to the Secretary by these Articles, by the Fellowship's Articles of Incorporation, or by state law, and (g) carrying out such other duties as may be assigned by the Congregation or the Board.
- D. In the event a President is temporarily unable to carry out the duties of the office, a Trustee selected by the Board shall serve as Acting President. The Acting President shall preside over meetings and exercise all the duties and responsibilities of, and shall be subject to all the limitations imposed on, the President during the period of his or her service as Acting President.
- E. In the event that an Officer or Trustee is unwilling or unable to serve his/her full term, or is prohibited from continuing in accordance with the provisions of these Articles, the Board shall appoint a member to serve in an acting capacity until elected to serve the remainder of the unfinished term by the Members at the next duly convened Congregational Meeting. If no regular Congregational Meeting is scheduled to take place within 90 days of such appointment, the Secretary shall call a special meeting as soon as is practical for the purpose of approving the nomination. Once called, the Members may consider any other business of the Fellowship at such special meeting.

## VII. ELECTION AND TERMS OF OFFICE

- A. Each July the Secretary shall convene a Congregational Meeting (The Annual Elections Meeting) for the purpose of electing Officers, Trustees, Delegates to General Assembly (GA) and members of the Nominating Committee.
- B. Officers and Trustees of the Fellowship shall be elected by the Members for a term of two years. The terms for each office shall be staggered, such that only one Officer and two Trustees will rotate off the Board each year. Newly elected Trustees will begin their term on August 1 each year. Officers and Trustees may not serve more than two consecutive terms.
- C. Delegates to General Assembly and members of the Nominating Committee are elected for a term of one year, beginning August 1 and may be reelected by the Members for additional one year terms. In the event that the Nominating

Committee is unable to find Members willing to serve as GA Delegates in time for the Annual Elections Meeting, or if an elected Delegate becomes unwilling or able to serve, the Board may appoint a replacement delegate as it sees fit.

- D. Officers or Trustees may be removed from office during their respective term by the Members by a vote of two thirds of those Members present and voting at a duly convened Congregational Meeting, provided that at least 50% of the Members of the Fellowship are present at the time the vote is taken.
- E. In the event any Officers or Trustees are unwilling or unable to complete their full term of office, the Nominating Committee shall select a replacement to serve out the remainder of the term. Such replacement shall be subject to approval of the Members at the next duly convened Congregational Meeting.

## VIII. STANDING COMMITTEES

- A. Standing Committees are responsible for carrying out the day to day work of the Fellowship. Each Committee is formed to further one or more of the purposes enumerated in Article I. herein, and shall consist of at least three Members or Friends. Any Member or Friend who expresses a willingness to participate in the work of a Standing Committee is free to become a member of that Committee.
- B. Each Standing Committee shall nominate one of its members as its Chair, subject to approval by the Board. Chairs shall be responsible for (1) convening and moderating meetings of the Committee, (2) administering the Committee's budget as approved by the Board, (3) ensuring that minutes of meetings are kept in a manner that will preserve the historical record and institutional memory for future Chairs and Committee members, (4) identifying and articulating annual goals and objectives for the Committee consistent with and supportive of the common goals of the Fellowship, and (5) carrying out such other duties and responsibilities as may be delegated to the Committee from time to time by the congregation or the Board.
- C. Each Committee may establish sub-committees, teams and task forces as needed to carry out its mission and purposes, and may dissolve those groups when no longer needed. In addition, the Board may create and charge sub-committees, teams and task forces as they deem necessary and assign them to Standing Committees. Such groups may only be dissolved by the body that established them.
- D. The following Standing Committees are hereby established: (1) the Program Committee, (2) the Membership Committee, (3) the Outreach Committee and (4) the Administrative/Operations Committee.

- E. The Program Committee is responsible for providing programming to meet the spiritual needs of the Members and Friends of the Fellowship, and for assisting them in their personal search for truth and meaning.
- F. The Membership Committee is responsible for providing the Members and Friends of the Fellowship with a safe, nurturing, and supportive religious community.
- G. The Outreach Committee provides a means for our Members and Friends to connect with and impact the greater community in which we live in a manner that demonstrates and supports the principles of Unitarian Universalism
- H. The Administrative/Operations Committee is responsible for providing administrative and logistical support for the Board and other Standing Committees.

#### IX. TREASURER

The Treasurer is responsible for (a) collecting, safeguarding, and disbursing all funds belonging to the Fellowship, (b) ensuring that accurate records of all revenues and expenditures of the Fellowship are maintained, (c) ensuring that bank statements are reconciled with the Fellowship's financial records on a timely basis, (d) providing Members and Friends with an annual statement of their financial contributions for their tax records, (e) providing interim financial reports during the Fiscal Year upon the request of the Board, (f) carrying out any other responsibilities as may be required of the Treasurer by these Articles, the Fellowship's Articles of Incorporation, or state law, and (g) carrying out such other duties as may be assigned by the Members or the Board.

The Treasurer shall be appointed by the Board for an indefinite term. S/he shall serve under the supervision of the Board, which will periodically audit his/her performance as often as it deems necessary to safeguard the assets of the Fellowship.

#### X. CONGREGATIONAL MEETINGS

- A. No later than February following the end of each calendar year, the Board shall convene a Congregational Meeting. At this meeting, the Chair shall review the mission of the Fellowship, report on the activities of the Board and other Fellowship committees during the previous year, report on our performance with regard to short and long-term goals, and articulate our goals for the coming year.

- B. No more than thirty days after the end of each Fiscal Year, the Board shall convene a Congregational Meeting for the purpose of electing Officers, Trustees, Delegates to GA and members of the Nominating Committee. At this meeting, the Treasurer or representative will report on the results of our financial operations for that year, and present the operating budget for the coming year.
- C. The Members may consider other matters at meetings required by these Articles. Additional Congregational Meetings may be called by the Board as needed, or by the Secretary within thirty days of a written request by at least three Members of the Fellowship, to allow consideration of other business by the Members, to enable Members and Friends to discuss issues affecting the Fellowship, to provide information to Members and Friends regarding the activities of the Fellowship, to discuss or set goals and objectives for the Fellowship, or to deal with other matters involving the Fellowship, the denomination, or the community. All Members are expected and encouraged to attend Congregational Meetings whenever possible.
- D. The Secretary shall provide all Members and Friends at least ten days' notice prior to convening a Congregational Meeting. Such notice may be given through publication in a newsletter or by electronic communication sent to Members. It shall include the date, time, and place of the meeting, and the proposed agenda.
- E. Items may be placed on the proposed agenda by the Board, or by any Member upon written request to the Secretary. At the beginning of each Congregational Meeting, the Members will review the proposed agenda, and may delete items, but not add any. Only those matters on the final agenda may be discussed or acted upon.
- F. If the final agenda includes matters requiring action in accordance with the provisions of Article IV, the Secretary will determine that a quorum, consisting of at least 40% of the Members of the Fellowship, has been established prior to continuing the meeting.
- G. Proxy voting at Congregational Meetings is not allowed. However, the congregation may consider and defer to the opinions, concerns, or objections of absent Members to the extent that they are made known.

## XI. POLICIES AND PROCEDURES

- A. The Secretary shall maintain, in electronic form, a copy of all policies adopted by the Board, and ensure that these policies are readily accessible by the Members in both electronic and written form.



- B. Standing Committees are responsible for developing and disseminating all procedures applicable to their committees and sub-committees. For the goal of continuity and institutional memory, Committee chairs shall maintain an electronic copy of such procedures, along with the minutes of their committee and its sub-committees, and pass them to their successors upon completion of their terms of service.
- C. Policies of the Fellowship represent decisions of the Board and/or the members at the time of their adoption. From time to time, those decisions are subject to change, and new or amended policies become necessary. The process for creating or amending Policies of the Fellowship is as follows.
- D. Requests for changes or additions to Policies of the Fellowship may be initiated by the Board, Standing Committees, or by individual Members. All such requests shall be submitted in electronic form to the Secretary, who shall timely provide a copy of the proposed addition or amendment to all members of the Board, and electronically to all Members of the Fellowship. Prior to consideration by the Board, the Trustees will consult with their Standing Committees to determine the consensus of the committee members regarding the proposed policy, or identify concerns about, or objections to, the proposal.

## XII. THE MINISTER

- A. The Members may call a minister, either ordained or eligible to be ordained as a Unitarian Universalist minister, to serve the Fellowship as its Settled Minister, upon the recommendation of a Search Committee consisting of at least four members elected by the Members of the Fellowship.
- B. The Minister has the right and duty to freely express and act upon his or her personal, political, and religious beliefs, convictions, and opinions, in the pulpit, within the Fellowship, within the denomination, and in the community. It is understood that the Minister's views might not always reflect the views of the Fellowship as a whole, or the views of any Member of the Fellowship, and Members are free to agree or disagree with the views expressed by the Minister.
- C. The duties and responsibilities of the Minister will be specified in the contract or agreement entered into between the Minister and the Fellowship and approved by the Board of Trustees.
- D. The Members hereby delegate to the Board the responsibility and authority for establishing procedures for the evaluation of the work of the Minister, and for reviewing and revising the terms of the agreement or contract between the Minister and the Fellowship on an annual basis.

- E. The Members may from time to time decide to engage the services of an Interim Minister, who shall serve the Fellowship for not more than one year, or a Part-time Minister (engaged for fewer than 1,000 hours per year). Such minister shall be hired and appointed by the Board of Trustees, and shall be entitled to all the rights and privileges accorded to a Settled Minister during the period of his/her engagement.

XIII. FISCAL YEAR

- A. The Fellowship's Fiscal Year shall be from July 1 through June 30.

XIV. DISSOLUTION

- A. In the event that the Fellowship is dissolved or ceases to exist, all property of the Fellowship, after the payment of just debts owed by the Fellowship, shall vest in and become the property of a qualified 501 (c) (3) entity to be determined by the Board prior to dissolution.

XV. ADOPTION AND AMENDMENTS

- A. Upon ratification by the Members, these articles shall amend in their entirety The Articles originally adopted on March 24, 2004 and amended from time to time since then.
- B. These Articles may only be amended by the Members of the Congregation.
- C. Adopted March 19, 2017 by the Members.

Attested by: \_\_\_\_\_ Date: \_\_\_\_\_  
Secretary