

## Revised Bylaws

Revision A corrects errors in 20 March 2016 revision: 23 June 2018

REVISED BYLAWS  
OF

THE FRIENDSHIP FELLOWSHIP AT PINEDA

as Adopted on November 21, 1993  
as Amended on March 31, 1996  
as Amended on February 16, 1997  
as Amended on October 19, 1997  
as Revised on October 26, 2003  
as Revised on October 16, 2005  
as Revised on March 20, 2011  
as Revised on April 6, 2015  
as Revised on March 20, 2016

**ARTICLE 1**

**Name, Purpose, and Denominational Affiliation**

**1.1 Name:** The name of this organization shall be “The Friendship Fellowship at Pineda (Unitarian Universalist).”

**1.2 Purpose:** The purpose of this Fellowship is to provide an organization in which people can find intellectual, emotional, and spiritual companionship and inspiration in such liberal traditions as are found in Unitarian Universalism.

**1.3 Bylaws:** These Bylaws establish a general structure within which the Fellowship can achieve its purpose in an orderly and able manner.

**1.4 Denominational Affiliation:** This Fellowship is affiliated with the Unitarian Universalist Association. It is Society Number 2923 in District 62.

**1.5 Nondiscrimination Clause:** This congregation affirms and promotes the full participation of persons in all our activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals without regard to race, color, gender, gender identity and expression, affectional or sexual orientation, age or national origin.

**ARTICLE 2**

**Membership**

**2.1 Member:** A member is any person at least 16 years of age who is in sympathy with the purpose of this Fellowship and has undertaken to acquire an informed understanding of Unitarian Universalism, has read the Bylaws, has signed the Membership Book, and has made an identifiable contribution for Fellowship financial support.

**2.2 Resignation:** A member may resign by submitting a signed and dated letter of resignation to the Congregational Leadership Committee.

**2.3 Termination:** Membership may be terminated by a two-thirds vote of the Congregational Leadership Committee if the member acts or speaks in a manner that indicates that the member is no longer in sympathy with the purpose of the Fellowship.

**ARTICLE 3**  
**Governance**

**3.1 Authority:** Authority and the power to delegate lies with the Congregation Membership. Authority is organized, delegated, and converted into action by committees.

**3.1.1 Authority Reserved to Membership requiring a majority vote:**

**3.1.1.1** Electing Chair, Vice Chair, and Members of the Congregational Leadership Committee (CLC).

**3.1.1.2** Electing Members of the Nominating Committee.

**3.1.1.3** Removing Chair, Vice Chair, or Members of the CLC, or members of the Nominating Committee.

**3.1.1.4** Approving a CLC recommendation to search for a Minister.

**3.1.1.5** Electing Ministerial Search Committee Members.

**3.1.1.6** Adopting or changing the Annual Budget.

**3.1.2 Authority Reserved to Membership requiring a two-thirds majority vote:**

**3.1.2.1** Selecting a Minister.

**3.1.2.2** Changing the status of a Minister.

**3.1.2.3** Affirmation of a Minister.

**3.1.2.4** Obligating indebtedness.

**3.1.2.5** Buying, selling, or converting real property.

**3.1.2.6** Dissolving the Fellowship.

**3.1.2.7** Amending or revising Bylaws.

**3.1.3 Fiscal Signature Authority:** The Chair of the CLC and the Treasurer or Assistant Treasurer or Acting Treasurer are authorized signatories on financial accounts and financial documents of the Fellowship. As agents of the Fellowship, they are authorized to sign evidences of indebtedness. The Treasurer or Assistant Treasurer or Acting Treasurer is responsible for establishing spending priorities.

**3.1.4 Committee Authority:** Each Committee may request the Treasurer or Assistant Treasurer or Acting Treasurer to expend funds to the limit of that committee’s budget allocation.

**3.2 Congregational Leadership Committee:** The CLC shall have primary responsibility for the activities of the Fellowship, coordination of the work of committees, and shall have oversight responsibility for the assets of the Fellowship.

**3.2.1 Duties:** The CLC has the following duties:

**3.2.1.1 Policy:** Establish fundamental policies that guide the operation and growth of the Fellowship. The CLC may articulate and codify policies in a Policies and Practices Manual.

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**3.2.1.2 Personnel:** Hire, contract, dismiss, define duties, fix compensation, and delineate the terms and conditions of employment or contractual association.

**3.2.1.3 Fiscal:** (1) Recommend an annual budget at the Annual Congregational Meeting; (2) Monitor Fellowship expenditures; (3) Plan fund-raising activities; (4) Recommend to the congregation that it undertake new indebtedness.

**3.2.1.4 Facilities:** (1) Monitor the adequacy of Fellowship physical facilities and plan for their expansion and/or replacement as needed and permitted by financial capabilities; (2) Decide what organizations may use the physical facilities of the Fellowship and the terms and conditions of use.

**3.2.1.5.1 Financial:** In an emergency that requires immediate action the CLC Chair with concurrence from the CLC may spend funds from the financial assets of the Fellowship to a limit of (an amount equal to) fifteen (15) percent of the budget.

**3.2.2 Members:** The CLC shall consist of eight members. The Chair, Vice Chair, Secretary, and Treasurer of the CLC are Officers of the Corporation.

**3.2.3 Terms and Staggering:** In General, members of the CLC each serve two-year terms. In the case of the Chair and Vice Chair terms may be staggered such that these two positions do not rotate at the same time. The Secretary is selected one year and the Treasurer selected in the next year; there being an exception for Acting Secretary and Assistant Treasurer or Acting Treasurer, each of whose term expires at the consensus of the CLC. The terms of two of the other four Members expire each year and their replacements elected.

**3.2.4 Selection:** The Chair and Vice Chair and Members are elected at an Annual Congregational Meeting by members of the Fellowship. The Secretary and Treasurer are selected from CLC members by consensus of the CLC. The order of election shall be (1) Chair or Vice Chair, (2) Remaining Members of the CLC. If two or more candidates are nominated for the position of Chair or Vice Chair, those not elected to that position shall be placed in nomination as Members of the CLC.

**3.2.4.1 Qualifications:** Candidates for the CLC shall be Fellowship members prior to their candidacy and shall have consented to nomination.

**3.2.4.2 Nominating Committee Selections:** Candidates selected by the Nominating Committee shall be placed in nomination.

**3.2.4.3 Nominations from the Floor:** Qualified candidates may be nominated from the floor.

**3.2.4.4 Votes Necessary for Election:** A majority of votes cast is necessary for election to the CLC.

**3.2.4.5 Runoff to Provide Majority:** If an insufficient number of candidates receive a majority, then one or more runoff elections shall be held among the remaining candidates, with the candidates receiving majority votes at each successive runoff election being added to the roster of those elected until a sufficient number of candidates has been elected by a majority vote.

**3.2.4.6 Breaking Ties:** If two or more majority candidates tie and if placing those who are tied in the positions would result in the positions having too many members, then a runoff election among those tied shall be held and the open positions filled first by the candidate receiving the most votes and then by the candidate receiving the next larger number of votes, until the positions are filled.

**3.2.5 Duties of the Officers:** Duties of the Officers consist of the following:

**3.2.5.1 Chair:** (1) Prepare agendas and preside at Congregational Meetings and of the CLC; (2) Represent the Fellowship on occasions where such representation is required; (3) Execute documents; (4) Appoint Parliamentarian at meetings as necessary; (5) Serve as ex-officio member, without a vote, on committees; (6) Appoint chairs of committees with the advice and consent of the CLC; (7) Create ad-hoc committees with the advice and consent of the CLC.

**3.2.5.2 Vice Chair:** (1) Assist Chair in the duties of that office; (2) Execute the duties of the office of the Chair of the CLC in the absence of the Chair.

**3.2.5.3 Secretary:** (1) Prepare minutes of each Congregational and CLC Meeting; (2) Prepare reports other than those that are the responsibility of the Chair, the Treasurer, or committee chairs; (3) Prepare notices of meetings of the Congregation and CLC; (4) Conduct official correspondence; (5) Is Custodian of corporate papers.

**3.2.5.4 Treasurer:** (1) Receive and maintain custody of Fellowship funds; (2) Maintain accounts in the name of the Fellowship in banks or other financial institutions; (3) Make disbursements; (4) Keep a record of income and expenditures; (5) Present financial reports at each regular CLC meeting and at each Annual and Midyear Congregational Meeting; (6) File tax reports; (7) Coordinate with the Membership Committee concerning the list of Fellowship members, (8) Provide access to financial records for audits.

**3.2.6 Vacancies:** Elections to fill vacancies that occur on the CLC shall be held at the next Congregational Meeting, provided there is time to select candidates between the occurrence of the vacancy and the upcoming Congregational Meeting. If there is not time to select candidates, the election to fill the vacancy shall be postponed until the following regularly scheduled Congregational Meeting.

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**3.2.6.1 Vacancy in a Member Seat:** The seat shall be left vacant until filled by election at the next regularly scheduled Congregational Meeting.

**3.2.6.2 Vacancy in Chair:** The Vice Chair shall fill the position of Chair until filled by election at the next regularly scheduled Congregational Meeting.

**3.2.6.3 Vacancy in Vice Chair:** The CLC shall elect a replacement from among members of the CLC other than the Chair to serve until the next regularly scheduled Congregational Meeting.

**3.2.6.4 Vacancy in Secretary:** The CLC shall appoint a replacement from among members of The CLC or shall appoint by consensus a Fellowship member to the position of "Acting Secretary" to perform the duties as Secretary. Acting Secretary position is Officer of the Corporation but non-voting on the CLC.

**3.2.6.5 Vacancy in Treasurer:** The CLC shall appoint a replacement from among members of The CLC or shall appoint by consensus a Fellowship member to the position of "Assistant Treasurer" or "Acting Treasurer" to perform the duties as Treasurer. Assistant Treasurer or Acting Treasurer position is Officer of the Corporation but non-voting on the CLC. Alternatively the CLC may contract a Bookkeeping Service.

**3.2.7 Removal:** An Officer or Member or Acting Secretary or Assistant Treasurer or Acting Treasurer may be removed by a majority vote of Fellowship members present at a Congregational Meeting.

**3.3 Nominating Committee:** The Nominating Committee shall consist of three members, each of whom shall have been a member of the Fellowship for a minimum of two years and is not a candidate for election to the CLC.

**3.3.1 Duties:** The Nominating Committee has the following duties:

**3.3.1.1:** Provide a slate of qualified candidates for election as Chair and Vice Chair of the CLC and as members of the CLC.

**3.3.1.2:** Provide a candidate or a slate of candidates for election to the succeeding year Nominating Committee.

**3.3.1.3:** If a vacancy occurs in the Chair or Vice Chair or among the other members of the CLC, provide a candidate or slate of qualified candidates for election to the vacant seat or seats at the next regularly scheduled Congregational Meeting. The slate must contain at least as many candidates as there are positions to be filled.

**3.3.2 Terms and Staggering:** Members of the Nominating Committee each serve a three-year term. One member is elected each year to replace the member whose term expires.

**3.3.3 Selection:** Nominating Committee Members are elected at Annual Congregational Meetings by members of the Fellowship. Their elections follow the CLC elections.

**3.3.3.1 Nominating Committee Selections:** Candidates selected by the Nominating Committee shall be placed in nomination.

**3.3.3.2 Nominations from the Floor:** Candidates may be nominated from the floor.

**3.3.3.3 Votes Necessary for Election:** A majority of votes cast is necessary for election.

**3.3.3.4 Runoff to Provide Majority:** If an insufficient number of candidates receive a majority, then one or more runoff elections shall be held among the remaining candidates, with the candidates receiving majority votes at each successive runoff election being added to the roster of those elected until a sufficient number of candidates has been elected by a majority vote.

**3.3.3.5 Breaking Ties:** If two or more majority candidates tie and if placing those who are tied in the positions would result in the positions having too many members, then a runoff election among those tied shall be held and the open positions filled first by the candidate receiving the most votes and then by the candidate receiving the next larger number of votes, until the positions are filled.

**3.3.4 Vacancies:** If a vacancy occurs on the Nominating Committee, the Nominating Committee remaining members shall provide a candidate or slate of candidates for election at the next Congregational Meeting for the purpose of electing a replacement or replacements. If time is of the essence, the Nominating Committee may ask the CLC to call a Special Congregational Meeting for the purpose of electing a replacement or replacements. Nominations may be made from the floor. Vacancies revert to the greater of three-year, two-year, and one-year terms in consonance with the vacated terms; remaining Nominating Committee Member(s) adjust their terms accordingly.

**3.3.5 Removal:** A Nominating Committee Member may be removed by a majority vote of Fellowship members present at a Congregational Meeting.

## ARTICLE 4 Meetings

### 4.1 CLC Meetings

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**4.1.1 CLC Meetings:** Regular meetings of the CLC shall be held nominally once each month with no fewer than ten meetings a year.

**4.1.2 Special CLC Meetings:** Special meetings of the CLC may be held at such times as the CLC may determine: at the call of the Chair or at the request of at least two CLC members.

**4.1.3 Notice of CLC Meetings:** Notices of regular CLC meetings shall be printed in the newsletter. Notices of special CLC meetings shall be printed in the Sunday Order of Service. Special CLC meetings may be held without notice in emergencies that shall be documented in the meeting minutes.

**4.1.4 Quorum:** Four or more members of the CLC shall constitute a quorum.

**4.1.5 Required Vote:** A majority of the votes cast shall be sufficient for the adoption of any motion that may properly come before a meeting. A majority shall consist of more than fifty percent of the votes cast. In the event of a tie vote, the motion, proposition, or action being voted upon fails. Voting by absentee ballot or proxy is not permitted.

**4.1.6 Supplemental Attendance at CLC Meetings:** Members and friends of the Fellowship shall be encouraged to attend meetings of the CLC.

**4.2 Congregational Meetings:** Congregational Meetings shall be duly noticed by a written notice which states the date, time, and place of the meeting and which gives the agenda with action items. This notice shall be provided to the members by mail or newsletter at least ten days before the date of the meeting. In addition, if one or more elections are to be held at the meeting, the slate or slates of candidates to be presented by the Nominating Committee for each office or position shall be included as part of the written notice.

**4.2.1 Annual Congregational Meeting:** The Annual Congregational Meeting shall be held in March, the date and place fixed by the CLC and duly noticed. The agenda shall include approval of minutes from the previous Congregational Meeting, reports by the Chair, Treasurer, and Committees, election of CLC Officer and Non-Officer members, election of Nominating Committee Member(s), adoption of the following Fiscal Year budget, and other topics the CLC wishes to have discussed or determined or submitted for approval. Subjects raised from the floor may be acted upon except when the Bylaws require advance notice.

**4.2.2 Midyear Congregational Meeting:** The Midyear Congregational Meeting shall be held in September or October, the date and place fixed by the CLC and duly noticed. The agenda shall include approval of minutes from the previous Congregational Meeting, reports by the Chair, Treasurer, and Committees, and other topics the CLC wishes to have discussed or determined or submitted for approval. Subjects raised from the floor may be acted upon except where the Bylaws require advance notice.

**4.2.3 Special Congregational Meetings:** Special Congregational meetings may be called by the CLC. Within four weeks of receiving a written request for a Special Congregational Meeting from ten or more members, the CLC shall call such a meeting, the date and time fixed by the CLC and duly noticed. The business transacted at a Special Congregational Meeting shall be limited to that specified in the notice.

**4.2.4 Quorums:** Thirty percent or more of the members of the Fellowship shall constitute a quorum.

**4.2.5 Required Vote:** Except as provided elsewhere in these Bylaws, a majority of the votes cast shall be sufficient for the adoption of any motion that may properly come before a meeting. A majority shall consist of more than fifty percent of the votes cast. In the event of a tie vote, the motion, proposition, or action being voted upon fails.

**4.2.6 Voting Method:** The usual method of voting shall be by voice vote. In cases of elections when there are more candidates than offices or when a sensitive issue is to be decided, voting may be by hand count or secret ballot. Voting by absentee ballot or proxy is not permitted.

**4.2.7 Conduct of Meetings:** Meetings shall be conducted in accordance with Henry M. Robert III, Roberts Rules of Order

## ARTICLE 5 Minister

**5.1 Selection:** The CLC may recommend at a Congregational Meeting, provided it has been noted as an item of business on the advance agenda, that the Fellowship initiate the process of hiring either a Consulting Minister or a Called Minister. The CLC shall set forth the proposed relationship between the Minister and the Fellowship. Approval of the CLC recommendation shall require a majority vote of the members present at the meeting.

**5.1.1 Consulting Minister:** A Consulting Minister is one hired on a part-time basis to perform a limited number of functions for the Congregation. A Consulting Minister normally does not attend meetings of the CLC or Standing Committees. If the recommendation of the CLC to hire a Consulting Minister is approved, the CLC may prepare a slate of candidates for a Ministerial Search Committee to assist in the assessment of Ministerial candidates or may make its own recommendation to the Congregation.

**5.1.2 Called Minister:** A Called Minister is one hired on a full-time or part-time basis to perform normal functions of a full-time Minister or as limited by the amount of time called for by contract. A Called Minister normally attends CLC meetings as a non-voting member and may be invited to Standing Committee meetings to give advice and counsel. If the recommendation of the CLC to employ a Called Minister is approved, the CLC may prepare a slate of candidates for a Ministerial Search Committee to assist in the assessment of

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Ministerial candidates or may make its own recommendation to the Congregation.

**5.1.3 Ministerial Status Change:** If either the Minister or the Fellowship wish to alter the status from Consulting to Called or from Called to Consulting, the CLC may recommend that change to the Congregation at a Congregational Meeting.

**5.2 Ministerial Search Committee:** If a Ministerial Search Committee is to be used in the process of selecting a Minister, the Committee shall consist of five members. Candidates may be nominated by the CLC or may be nominated from the floor and elected at a Congregational Meeting.

**5.2.1 Duties of the Ministerial Search Committee:** The committee shall follow as closely as practicable the search procedures outlined by the UUA, make detailed assessments of possible candidates, and recommend a candidate to the CLC.

**5.2.2 Term of Service:** The Ministerial Search Committee term ends when it recommends a Ministerial candidate to the CLC.

**5.3 Congregational Approval:** When the CLC is prepared to recommend that a specific Minister be hired, it shall either call a Special Congregational Meeting or act at the next scheduled Congregational Meeting. The CLC shall identify the Ministerial candidate and provide a description of the proposed relationship between the candidate and the congregation. A two-thirds vote by the Congregation is required to select a Minister.

**5.4 Ministerial Duties:** The CLC shall determine, in consultation with the Minister or Ministerial candidate, the functions and tasks to be performed for the Fellowship, whether the relationship is exclusive or nonexclusive, compensation, and whether additional compensation from other sources is expected and/or permitted. The Minister may serve on neither the Congregational Leadership Committee nor the Nominating Committee.

**5.5 Ministerial Contract:** When a Minister has been selected, the CLC, in consultation with the Minister, shall draw up a contract, signed by both parties, that embodies mutual understanding of the Minister's duties and terms and conditions of employment.

**5.6 Ministerial Conduct:** The Minister's conduct shall be in accord with the code of professional practice adopted by the Unitarian Universalist Minister's Association. The relationship between the minister and the Congregation shall be interpreted in accordance with the *Guidelines of the Unitarian Universalist Ministry* as published by the UUA.

**5.7 Liaison:** The CLC may appoint one or more individuals, with such terms and duties as it may decide, to facilitate interaction between the Minister and the CLC.

**5.8 Affirmation:** From time to time the Fellowship may wish to reaffirm its relationship with the Minister by placing the matter before the Congregation. Such circumstances may arise when it is deemed desirable either by the CLC or by the Minister to change the scope of Ministerial duties or the amount of the Ministerial compensation, or when questions arise about the

Minister's performance. The CLC shall (1) Discuss the situation with the Minister, (2) Come to its own recommendations for action, and (3) Either call a Special Congregational Meeting or place the topic on the agenda for the next Congregational Meeting. This topic shall include a summary of what changes are proposed and rationale. A two-thirds vote by the Congregation is required to affirm its relationship with the Minister; failure to affirm shall result in termination of the Minister.

## ARTICLE 6

### General Provisions

**6.1 Fiscal Year:** The Fiscal Year shall be from 1 April through the following 31 March.

**6.2 Dissolution of the Fellowship:** The Fellowship may be dissolved by a two-thirds vote of members present at a Congregational Meeting.

**6.3 Disposition of Fellowship Property:** When the Fellowship is dissolved, outstanding debts shall be paid and remaining assets shall become the property of the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to applicable laws.

## ARTICLE 7

### Amendments and Revisions

**7.1 Amendments and Revisions to the Bylaws:** These Bylaws may be amended or revised by a two-thirds vote of members present at a Congregational Meeting. A text of the change shall be made available to members at a time not later than notice of the Meeting. The Amended or Revised Bylaws shall take effect immediately following the Congregational Meeting in which they were approved.

## The End

Revision-A 03-20-2016: Change Article 3.2.3 first two sentences to ensure, in general, that the CLC Chair's and Vice Chair's two-year terms are staggered to provide overlap. Delete Article 3.3.2.1 because revision of Article 3.2.3 implements that Article.