

**AMENDED AND RESTATED BYLAWS
of the Unitarian Universalist Fellowship of Lake Norman**

Adopted April 2011

**(Amended April 26, 2015; May 31, 2015;
September 27, 2015; Dec. 3, 2017; and Dec. 2, 2018)**

I. NAME AND PURPOSE.

A. Name. The name of this Fellowship shall be the Unitarian Universalist Fellowship of Lake Norman.

B. Purpose. The purpose of this Fellowship is to create a supportive, caring community in which to pursue religious, ethical and spiritual growth. Members covenant together to affirm and promote:

1. Acceptance and support of one another, unhindered by such arbitrary criteria as race or ethnic heritage, gender, age, status, physical restriction or sexual orientation;
2. A free and responsible search for truth and meaning;
3. The inherent worth and dignity of every person;
4. Justice, equity and compassion in human relations;
5. Freedom of conscience and the use of the democratic process within the Fellowship and in society at large;
6. The goal of a world community with peace, liberty and justice for all; and
7. A deep sense of human kinship with, and respect for, the interdependent web of all existence.

II. DENOMINATIONAL AFFILIATION.

A. The Fellowship shall be affiliated with the Unitarian Universalist Association and the South East region

III. MEMBERSHIP.

A. Membership Qualifications—Voting Member. A voting member is a person who:

1. is in sympathy with the purpose and mission set forth in Article I;
2. has reached the age of 18;
3. has signed the Membership Book and within thirty days of signing the Membership Book has been approved as a member of the Fellowship by the Board; and
4. has made an annual, recorded financial contribution or has fulfilled a service contribution approved by the Board or the Minister.

B. Membership Qualifications—Non-voting Member. A non-voting member is a person who:

1. is in sympathy with the purpose and mission set forth in Article I;

2. has reached the age of 16; and
3. has signed the Membership Book and within thirty days of signing the Membership Book has been approved as a member of the Fellowship by the Board

C. Revocation of Membership.

1. A member may terminate membership by filing a request with the Board to terminate the membership.
2. A member's membership will automatically terminate if the member moves more than sixty (60) miles away from the location of Fellowship meetings, unless the member requests and the Board approves an exception to this rule.
3. The Board may take action to terminate the membership of an individual as follows:
 - a) If the member has not participated in the Fellowship for one year;
 - b) If the member has not contributed to the Fellowship for one year unless the Board has approved a waiver of the financial contribution requirement for the member; or
 - c) The member has engaged in behavior that is either grievously inconsistent with the purposes of this Fellowship as stated in Article I or has caused or threatened harm to the Fellowship, its members or its property.

D. Membership List. The Secretary of the Board shall maintain the list of members that shall be continuously updated in consult with the chair of the membership committee. For the four weeks prior to any Fellowship Meeting at which a vote is to be taken the list shall be closed.

E. Right to Vote. Only voting members of the Fellowship have the right to vote.

F. Friend of the Fellowship. A friend of the Fellowship is a person, 16 years of age or older, who (1) is not a member, (2) identifies him/her self as a friend of the Fellowship, and (3) is in sympathy with the purpose and mission set forth in Article I.

IV. BOARD OF TRUSTEES.

A. Composition. The Fellowship shall be administered by a Board of Trustees. The Board shall be composed of the Fellowship's Officers (the President, Vice President, Secretary and Treasurer) plus one (1) Trustee.

B. Terms. The Secretary and Trustee shall each serve terms of one year; the Treasurer shall serve a term of two years. The Vice President is President-elect and shall become President at the end of that person's term in office, both of them serve in effect for two years, one in each of the two offices.

C. Meetings. The Board shall meet monthly during the year, provided that if there is no business to discuss, the Board of Trustees may cancel a monthly Board meeting, but may not cancel two consecutive Board meetings.

D. Quorum. A majority of Board members shall constitute a quorum. The Board acts by majority vote, provided that to take action the number of votes required shall not be fewer than three.

E. Meeting Notice. Board members must receive at least seven days prior notice of a Board meeting. Under extraordinary circumstances requiring immediate Board action, Board meetings may be called by the President upon 48 hours' notice to all Board members. Board meetings may be held upon shorter notice provided all members of the Board provide written consent to the waiver of notice.

F. Authority of and Election of Board of Trustees. The ultimate authority for all matters pertaining to the operation of the Fellowship shall rest with the Fellowship, which shall elect the Board of Trustees. Between Fellowship meetings, the Board shall conduct all business on behalf of the Fellowship. The Board shall be accountable for the income and the expenditure of all Fellowship funds. It shall arrange for an annual independent review of Fellowship accounts and funds. In addition, it shall have authority to:

1. Recommend proposed revisions of the bylaws.
2. Establish meeting dates for the Fellowship and Board of Trustees.
3. Except as provided in Article X, fill vacancies in the Board of Trustees or Nominating Committee in consultation with the Nominating Committee. Persons designated to fill such vacancies shall serve until the end of the current Fellowship fiscal year or, if later, until successors shall have been elected and assumed office in accordance with Article X.
4. Appoint delegates to represent the Fellowship at denominational and other meetings.
5. Except as provided in Article X, make appointments to all paid positions entailing the rendering of regular services to the Fellowship and approve the terms of contracts between the Fellowship and the person filling such positions.
6. The Board of Trustees shall set up grievance procedures for handling complaints by members against leaders or employees of the Fellowship.

G. Budget. The Board shall approve the annual operating budget. The Board will circulate a proposed operating budget at least 30 days prior to the Board meeting at which the budget may be approved. Once approved, the Board shall provide a copy of the annual operating budget to the Fellowship. Any proposed expenditure that will be beyond either ten percent of the total approved operating budget or that exceeds the budgeted account allocation for that type of item shall require Board approval.

H. Bond. The Board shall determine the amount and arrange for the securing of a bond or bonds covering the President, the Treasurer, and any other persons the Board determines to be appropriate. The cost of such bonding, shall be paid by the Fellowship and documentation pertaining thereto shall be in the custody of the Secretary.

I. Absenteeism. Any member of the Board of Trustees who shall be absent from three (3) consecutive meetings of the Board or any four (4) regular meetings of the Board in a Fellowship year, shall, unless the Board votes otherwise, and after written notification, be considered as having resigned from the Board of Trustees.

V. OFFICERS.

The officers of the Fellowship shall be a President, a Vice President, a Secretary, and a Treasurer. (For election, see Article X).

A. President. The responsibilities of the President shall be to:

1. Preside at all meetings of the Fellowship and of the Board.
2. Appoint, with the advice of the Nominating Committee and the approval of the Board, chairpersons of all committees except the Nominating Committee.
3. Be a non-voting member of all committees except the Nominating Committee.
4. Have power to sign checks, financial papers and legal documents.
5. Represent the Fellowship on all appropriate occasions.
6. Perform such other duties as usually appertain the office of President.

B. Vice President. The Vice President shall be President-elect and become President at the end of the former President's term. The responsibilities of the Vice President shall be to:

1. Preside at all meetings of the Fellowship and of the Board in the absence of the President.
2. Perform such duties as may be assigned by the President or by the Board.
3. Assume the Presidency for the balance of the President's term if the office of President becomes vacant.
4. Act as President for any period during which the President is incapacitated

or unavailable.

C. Secretary. The responsibilities of the Secretary shall be to:

1. Keep the minutes of all meetings of the Fellowship and of the Board of Trustees.
2. Provide each Board member and make available to the Fellowship a copy of the minutes of each Board meeting.
3. Send to the President a copy of the minutes of Fellowship meetings promptly following such meetings.
4. Notify members of the Fellowship of meetings of the Fellowship and of proposed revisions of the bylaws.
5. Be custodian of all non-financial records of the Fellowship including membership records.
6. Conduct correspondence for, and with the approval of, the Board.
7. The Board may appoint an assistant secretary to serve when the Secretary is not available.

D. Treasurer. The responsibilities of the Treasurer shall be to:

1. Have custody of all Fellowship funds which shall be deposited or invested in the name of the Fellowship in such manner as directed by the Board of Trustees. The Treasurer is empowered to sign checks and financial papers.
2. Keep separate accounts of the Operating Fund and of all other funds of the Fellowship.
3. Pay all valid bills that are within the Fellowship budget or have been authorized by the Board of Trustees.
4. Render an up-to-date written financial statement at each regular meeting of the Board of Trustees, and at special meetings of the Board upon request.
5. Render an up-to-date written financial statement at the Annual Meeting of the Fellowship, such statement to include:
 - a) A summary of receipts and disbursements of the Operating Fund under each caption of the Operating Fund Budget approved at the previous year's Annual Meeting, covering the period from the start of the Fellowship fiscal year for which such budget was approved to the most recent date for which figures are available.
 - b) A summary of receipts and disbursements of other funds of the Fellowship during the period specified in (a) above.
 - c) A statement of the cash position of the Operating Fund and of other funds of the Fellowship as of the beginning of the Fellowship fiscal year referred to in (a) above, and as of the most recent date for which figures are available.

d) A statement of the assets and liabilities of the Fellowship as of the most recent date for which figures are available.

6. Provide the Board of Trustees with a statement of the assets and liabilities of the Fellowship as of the end of each Fellowship fiscal year and make the financial books of the Fellowship, together with appropriate related records, available for audit within 30 days after the end of each Fellowship fiscal year or at any other time requested by the Board of Trustees.
7. The Board may appoint an assistant treasurer empowered to sign checks and financial papers.

E. Executive Committee. The President, Treasurer and Secretary or Vice President shall constitute the Executive Committee. The Minister shall be an ex-officio and non-voting member of the Executive Committee. The Executive Committee shall be responsible for decisions between meetings of the Board of Trustees and shall set the agenda for the Board meetings. Actions of the Executive Committee shall be reported to the next meeting of the Board. The Executive Committee may tentatively approve routine business to be presented as a consent agenda to the next meeting of the Board for final approval. The Executive Committee shall act by majority vote of its members.

VI. BUILDING FUND.

A. A building fund shall be established, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation.

VII. MINISTERS.

A. Responsibility.

1. Duties. The Minister shall be responsible for providing spiritual leadership in keeping with the purpose of this Fellowship as detailed in Article I. The Minister shall have the freedom of the pulpit as well as freedom to express individual opinion outside the pulpit. The Minister shall be in fellowship with the Unitarian Universalist Association (UUA) and shall adhere to its Code of Professional Practice for the Unitarian Universalist Ministry.
2. Committee Membership. Using personal discretion, the Minister may be an ex-officio, non-voting member of the Board of Trustees as well as any Fellowship committee with the exception of the Nominating Committee and the Ministerial Search Committee.

B. Calling a Minister.

1. To call a Minister, the Board of Trustees shall initiate processes to search for a new minister (and if desired by the Board, to appoint an interim minister). The Board may follow the current procedures recommended by the UUA as a guide.
2. The Board shall direct the Nominating Committee to recommend a slate of Fellowship members to be known as the Ministerial Search Committee and to be presented for election by the Fellowship at a special meeting called by

the Board. The committee shall consist of a cross-section of the Fellowship and its size shall be determined by the Board, but shall not be smaller than five members. The work of the search committee shall be in consultation with the UUA and regarded by the Fellowship as confidential.

3. Upon completing its work, the Ministerial Search Committee shall report to the Board its recommended Ministerial Candidate. The Board and the candidate shall develop an agreement of proposed employment and the Board shall then invite the candidate to visit the Fellowship. Such visit shall be called Candidate Week and shall include two consecutive Sundays. The Board shall inform the Fellowship of the schedule and agenda for Candidate Week.
4. Immediately following the second Sunday service, the Board shall conduct a Special Fellowship Meeting to (1) vote on calling the Ministerial Candidate to serve as Minister of the Fellowship and (2) vote on the agreed conditions of employment. Following an affirmative vote, the approved agreement, in the form of a contract, shall be signed by the Minister and the Board President.

C. Termination. The Minister may be terminated under the following conditions:

1. Upon at least 90-day notice of resignation, in writing, by the Minister to the Board.
2. Twenty-five percent (25%) of the voting members of the Fellowship may petition the Board, in writing, to dismiss the Minister. The Board shall act on the petition by calling a Fellowship Meeting as prescribed in Article VIII. Quorum and decision requirements are prescribed in Article VIII. The Minister shall be invited to speak at this meeting. A Fellowship vote by secret ballot to terminate the Minister shall be followed by a letter to the Minister by the Board confirming the termination with at least 90 days' notice.

D. Appointments. On the Board's recommendation, and following UUA guidelines, the Fellowship may consider the appointment of an Associate Minister, Assistant Minister, or Minister of Religious Education. Prior to the time the Board appoints a Minister, the Board may appoint a Consulting Minister, who shall have such duties as the Board and the Consulting Minister agree upon. Sections A. through C. above do not apply to any of the positions covered in this Section D.

VIII. RELIGIOUS EDUCATION.

A. The Fellowship shall provide a life-span religious education program for children, youth and adults, consistent with the purpose of the Fellowship.

IX. MEETINGS.

A. Fellowship Meetings. Meetings of members for the transaction of business of the Fellowship shall be known as Fellowship Meetings and shall be two types: Annual and Special.

1. The Annual Meeting of the Fellowship shall be held between October 1st and December 15th at a time and place designated by the Board of Trustees.
2. Special Fellowship Meetings may be called by the Board on its own motion. Special Fellowship Meetings must be called by the Board upon receipt of a written request for a Special Fellowship Meeting designating the topic to be discussed and voted on at the meeting signed by not fewer than twenty-five percent (25%) of the voting members of the Fellowship.

B. Meeting Notice. Notice of a Fellowship Meeting shall be given by the Board in writing (printed or electronic) to members and shall be delivered on or before the tenth (10th) day preceding the date of the meeting.

1. The Board's notice shall state the date, time, place of meeting, agenda, items to be voted on at the meeting, and, when elections are to be held, a list of the nominees.
2. Absentee balloting shall be allowed with respect to any business to be conducted at the meeting, so long as the notice specifies the date, time, and place the absentee ballots must be returned.
3. Absentee ballots shall not be counted on any item of business voted on that is changed or amended at the meeting from the manner in which the item was included on the absentee ballot.

C. Voting Privileges. Only voting members are eligible to vote.

D. Quorum & Voting Percentages Necessary to Pass a Vote.

1. Quorum. Thirty percent (30%) of the voting members shall constitute a quorum at all Fellowship meetings except that over fifty percent (50%) of such members shall constitute a quorum for meetings at which the order of business includes any of the following items:

- a) Calling or dismissal of a Minister.
- b) Buying or selling of real property.
- c) Encumbering the Fellowship with new indebtedness exceeding the greater of \$10,000 or ten percent (10%) of the current operating budget.
- d) Terminating any of the Special Funds described in Article XIV.
- e) Absentee Ballots. Absentee ballots shall be counted in the determination of quorums if the ballots are counted toward a vote as provided in B.3 above.

2. Voting Percentages Necessary to Pass a Vote. All decisions at Fellowship Meetings shall be made by a simple majority of those present in person or by absentee ballots, except that: (i) a vote of eighty percent (80%) of all voting Fellowship members shall be required for the calling of a Minister; (ii) approval of buying or selling of real property shall require a vote of fifty percent of all voting Fellowship members; and (iii) all other items specified in Section D.1. of this Article and amendment of the Bylaws (Article XVII)

shall require approval by two-thirds (2/3) of the votes cast. The Secretary is responsible for counting and certifying the voting results.

E. Special Meetings. At Special Meetings of the Fellowship only business specified in the written notice of the meeting shall be acted upon.

X. COMMITTEES.

A. Establishment of Committees.

1. The Board of Trustees shall establish committees as needed to assist in the duties of the Fellowship, and shall outline and keep current their mandates, powers, and responsibilities as part of the Fellowship's Policies, Procedures, and Traditions. All committees shall be accountable to the Board.
2. Unless so stated in this Article's subsequent sections, upon recommendation of the Nominating Committee, the Board President, with the ratification of the Board, shall appoint for a one-year term chairpersons of all committees other than the Nominating Committee.

B. The Nominating Committee.

1. The Nominating Committee shall consist of three (3) members elected by the Fellowship as prescribed in Article X, Section F. The Committee shall select its own chairperson.
2. The duties of the committee shall be:
 - a) To select candidates for positions to be filled at the Fellowship's Annual Meeting.
 - b) To recommend to the Board of Trustees nominees for appointment by the President as chairpersons of committees.
 - c) To recommend nominees to the Board of Trustees to fill vacancies on the Board and the Nominating Committee that occur between annual Fellowship meetings.
3. A person must have been a member of the Fellowship for at least one year to be eligible to be a member of the Nominating Committee.

XI. XI. NOMINATIONS AND ELECTIONS.

A. Submission of Nominees. At the March meeting of the Board, the Nominating Committee shall submit a list of nominees for the positions of Fellowship Officers, Trustees, and members of the Nominating Committee, and for unexpired terms of elected officials that are to be filled at the next Annual Meeting of the Fellowship. Prior to making its determination, the Nominating Committee shall invite the Fellowship to submit suggested names. The Nominating Committee shall submit the list of nominees for publication in the Fellowship's regular meeting communication, and shall announce names of nominees from the pulpit at least twice prior to the April Board meeting. Additional nominations for any elective office to be filled at the Annual Meeting may be made by a petition signed by ten (10) voting members and submitted to the Board of Trustees at the April Board meeting. No one may be nominated without his or her prior consent. The procedure

for making additional nominations shall be publicized by the Nominating Committee and announced from the pulpit. Prior to the Annual Meeting, the Nominating Committee shall publish the complete slate of nominees and announce the names from the pulpit. Only members who have been members of the Fellowship for at least one year may be nominated.

B. Election Format. Elections shall be held at the Annual Meeting and shall be by ballot unless otherwise determined at that meeting.

C. Fellowship Officers. Fellowship Officers, other than the Treasurer, shall be elected annually for one-year terms. The Fellowship Officers shall take office as provided in Section G of this Article. No person shall be elected to the same office for more than two consecutive terms.

D. Trustees. Two Trustees shall be elected every two years for a two-year term, and two Trustees shall be elected annually for a one-year term. Trustees shall take office as provided in Section G of this Article. A Trustee may not be elected for more than two consecutive terms in this capacity. With respect to the two-year term Trustee positions, only one two-year Trustee shall be elected at each Annual Meeting so that the terms of the two-year Trustees will end in different years.

E. Vacancies. In the event that the office of President become vacant, the Nominating Committee shall make a nomination to fill the vacancy and a special meeting of the Fellowship shall be called to fill the vacancy.

F. Nominating Committee. Members of the Nominating Committee shall be elected annually for overlapping three-year terms and shall take office as provided in Section G of this Article. Members of the Nominating Committee may not be elected in this capacity for successive terms. To begin the staggered terms, the first election of the Nominating Committee shall be of 3 members (1 member with a three-year term, 1 member with a two-year term and 1 member with a one-year term).

G. Service Date. Officers, Trustees, and Members of the Nominating Committee shall take office as of the January 1 immediately following the Annual Meeting at which they were elected and shall serve until their successors have been elected and taken office.

H. Election Requirement. Only voting members of the Fellowship shall serve as Officers, Trustees, and members of the Nominating Committee.

XII. FISCAL YEAR.

A. The fiscal year of the Fellowship shall be from Jan. 1 through the following Dec. 31.

XIII. SOCIAL AND POLITICAL ISSUES.

A. Neither any individual nor any organization affiliated with the Fellowship may take an official stand on behalf of, or in the name of, the Fellowship on social or political questions without prior approval given at a meeting of the Fellowship. The Fellowship shall not undertake any political action that may lead to loss of its tax-exempt status.

XIV. SPECIAL FUNDS.

A. Establishment. Special Funds to serve specified purposes may be established by the Board. Such funds shall include, but not be limited to: Capital Fund, Building Fund, Special Projects Fund, Endowment Fund, and Sabbatical Reserve Fund. Any Special Fund may be terminated by appropriate action at a Fellowship meeting. All or part of such funds may result from particular donations or bequests. Donations to any Special Fund shall not be considered part of the annual Operating Budget.

B. Gifts. Members and friends of the Fellowship desiring to make gifts to any Special Fund may do so by notifying the Board in writing. Bequests will be kept in confidence if the donor so requests.

C. Expenditures. In establishing a Special Fund, the Board shall explain in writing how expenditures from the fund shall be authorized. Such expenditures shall serve to fulfill the purpose of the fund.

XV. PROPERTY.

A. All property shall be held in the name of the Fellowship. On the dissolution of the Fellowship, after payment of all outstanding obligations, all assets, both tangible and intangible, shall be transferred to the Unitarian Universalist Association.

XVI. PARLIAMENTARY AUTHORITY.

A. Robert's Rules of Order, Revised, shall govern in all cases not covered by these bylaws or by any special Rules of Order which may be adopted.

XVII. AMENDMENTS.

A. Fellowship Vote. These bylaws may be amended at any Fellowship Meeting by a two-thirds (2/3) majority of those votes cast, provided that notice of the proposed amendments has been sent by the Secretary to the members eligible to vote at least 30 days prior to such meeting.

B. Board Recommendation or Petition from Voting Members. Amendments to the bylaws may be recommended by the Board or proposed by the petition of five percent (5%) of voting members. Amendments proposed by petition must be in writing, must carry the signatures of the proponents, and must be presented to the Secretary for the Board's attention and presented to the last Board meeting before the Annual Meeting.

C. Eligibility. Upon receipt of a petition for amendment, the Secretary shall ascertain the eligibility of all signatories, then place the petition before the Board at its next meeting. The Board must then schedule the proposed amendment for action at the next Annual Meeting, or may, at its discretion, call an earlier Fellowship Meeting for the purpose.

ADDENDA

Suspension of certain bylaws, June 4, 2017

Whereas Our Fellowship is engaged in a process of discernment whether to merge with the Piedmont UU Church (“Piedmont”) and that process is expected to continue until mid-February 2018;

Whereas Our current fiscal and church year ends June 30, 2017, and our Bylaws mandate election of new officers, board members, building fund and nominating committee members whose respective terms would begin July 1, 2017;

Whereas Although our Bylaws also mandate adoption of an annual budget for the 2017-2018 year, nearly all our expenses and revenues are included (and have been so included) in Piedmont’s budget for the calendar and Piedmont’s fiscal 2017 year; and

Whereas the Board of Trustees believes that, except for activities directly relating to the discernment process, the Fellowship’s elected officers and members would have limited responsibilities during the months until February 2018; and

Whereas All board and committee members affected by this Motion have consented to its effects on them individually;

Now, therefore, in consideration of the foregoing, the Board of Trustees voted at its regular meeting of April 10, 2017 to recommend to the congregation at its upcoming Annual Meeting to approve the following motion:

1. Suspend the following sections of the Fellowship’s Bylaws:

Article IV Board of Trustees, Section F - Budget;

Article XI Nominations and Elections, Section A - Submission of Nominees;

Section B - Election Format;

Section C - Fellowship Officers;

Section D - Trustees;

Section F - Nominating Committee

Section G - Service Date; and

Article XI Fiscal Year; and further Suspend Section 2 (a) of the Plan of Operation (Building Fund Committee. Membership) authorized by Bylaws Article VI. Building Fund only insofar as necessary

to allow each current member of the board of trustees, nominating committee, and building fund

committee who would or might otherwise be concluding their term of service to continue in office from

the present date to the conclusion of the Fellowship’s and Piedmont’s respective votes on the pending

merger of the Fellowship and Piedmont, but no later than February 15, 2018.

2. In the event the Fellowship’s or Piedmont’s vote on the pending merger is negative, the

congregation directs the Board of Trustees, with the Nominating Committee, to promptly prepare

for and conduct elections of officers, board members, and committee members; and to promptly

establish and adopt a budget for presentation to the congregation.

3. Agree to the following:

that the Fellowship shall, until the outcome of the vote on the merger, continue operating under a combined budget with Piedmont;

that members of the Fellowship participate in such fundraising opportunities as become available;

that the Fellowship participate in Piedmont's stewardship campaign in or about October 2017;

and that the Fellowship participate in the creation of a 2018 combined budget with Piedmont in or about November 2017.

Temporary Nominating Committee protocol, May 15, 2015

For nominations for the fiscal year of July 1, 2015 through June 30, 2016, the Nominating Committee will announce the slate of nominees following the service on April 26, 2015 and during the service on May 3, 2015, but does not have to submit a list of nominees to the Board at its March meeting or announce the slate in the pulpit prior to the dates specified in this sentence.