

UNITARIAN UNIVERSALIST FELLOWSHIP OF THE POCONOS

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BYLAWS

of the

UNITARIAN UNIVERSALIST FELLOWSHIP OF THE POCONOS

Amendments Adopted March, 2021

ARTICLE I. NAME

The name of this religious congregation shall be the Unitarian Universalist Fellowship of the Poconos.

ARTICLE II. PURPOSE

We unite as a religious community to further individual freedom of belief and to foster and enjoy liberal religious living through worship, study, fellowship and service to humanity.

ARTICLE III. MEMBERSHIP

Section 1. Member

- A.** Any person may become a voting member of this fellowship who is eighteen (18) years of age or older and is in sympathy with its principles, purposes and programs, has signed the Fellowship Membership Book and makes an annual contribution of record not less than the amount the Fellowship contributes for the member to the Unitarian Universalist Association and the Central East Region. If this contribution presents a hardship to the prospective member, the amount may be reduced or waived upon request to the Board of Trustees. Membership is open to all persons regardless of racialized identity, ethnicity, size, gender expression, gender identity, sex, disability, affectional or sexual orientation, family and relationship structures, age, language, citizenship status, economic status, national origin, or religion.
- B.** The Board of Trustees shall review on November 15 of each year the Fellowship Membership Book, to determine those members who have not within the past twelve (12) months supported the Fellowship through the required minimum financial contribution. The Secretary shall mail to each of these members an invitation to reconfirm their interest in remaining a member of the Fellowship. The Secretary shall record withdrawal dates in the left margin of the Fellowship Membership Book beside the names of those who do not, within thirty (30) days after mailing, request that they be retained as members and make the required financial contribution.

Section 2. Withdrawal

Any member may withdraw from membership by written notice to the Secretary of the Fellowship.

ARTICLE IV. DENOMINATIONAL AFFILIATION

The Unitarian Universalist Fellowship of the Poconos recognizes and affirms the statement of Principles and Purposes adopted by the Unitarian Universalist Association and shall comply with such requirements as may be necessary to retain full membership and participation in the Association.

ARTICLE V. THE CONGREGATION

Section 1.

The congregation shall maintain membership in the Unitarian Universalist Association of Congregations, whose offices are located at 24 Farnsworth Street, Boston, Massachusetts.

Section 2.

The congregation shall also maintain membership in good standing with the Unitarian Universalist Central East Region.

Section 3. Annual Meeting

The Annual Meeting of the Fellowship shall be held during the month of May at a time, date and location to be chosen by the Board of Trustees.

Section 4. Special Meetings of the Fellowship

A Special Meeting of the Fellowship shall be held on the call of the President or two (2) or more members of the Board of Trustees, or upon written petition of ten (10) or more members of the Fellowship. Business at a Special Meeting shall be limited to the matter or matters for which the meeting was called.

Section 5. Notice

The Secretary shall send notice of the Annual Meeting and Special Meetings to members at their addresses of record at least ten (10) days prior to said meeting. The business to be transacted at any Special Meeting shall be set forth in the notice of the meeting.

Section 6. Quorum and voting

A. Quorum

Forty percent (40%) of the members of record shall constitute a quorum to conduct business at the annual Meeting or at any Special Meeting, except for those meetings to call or discuss a minister or for the acquisition, disposition or financing of real property. At such meetings, sixty percent (60%) of the membership shall constitute a quorum and an eighty percent (80%) vote of the members in attendance shall be required for a decision.

B. Voting

Only members present at a meeting may vote.

C. Adjournment for lack of a quorum

In the event that there are insufficient members present at a duly called meeting of the Fellowship to constitute a quorum, those members present may decide to continue the meeting to another time and date, which shall be at least ten days later. Twenty-five percent (25%) of the members shall constitute a quorum at this continued meeting. No written notice must be given of the adjourned meeting, provided it is publicly announced at the first scheduled meeting.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. Duties and Responsibilities

The Board of Trustees shall have general charge of the conduct of the business affairs of the Fellowship and the control of the administration, including the appointment of such committees as it may deem necessary. The Board of Trustees shall have charge of the property of the Fellowship.

Section 2. Board Membership

The Board of Trustees shall be members of the Fellowship and shall consist of seven (7) members. These will include the officers and three (3) trustees-at-large.

Section 3. Term of Office

The Board of Trustees shall be elected by the members of the Fellowship at the Annual Meeting for a two (2) year term and shall assume their duties immediately after the Annual Meeting. The President may not serve in that office for more than one consecutive term and may not serve on the Board of Trustees for more than two consecutive full terms. The other officers and the at-large members of the Board may not serve as Board members for more than two consecutive full terms. The President, Vice-President and one at-large trustee shall be elected in even-numbered years; the Treasurer, Secretary and two (2) at-large trustees shall be elected in odd-numbered years.

Section 4. Meetings

The Board of Trustees shall meet at least bimonthly or on call of the President or two (2) or more members of the Board. A simple majority of Trustees shall constitute a quorum.

Section 5. Vacancies

Vacancies on the Board of Trustees shall be filled by a majority vote of the Board for the remainder of the term. Any member of the Board may resign from the Board upon written

notice to the Secretary. The Board of Trustees may remove one of its members for failure to attend three (3) or more consecutive meetings by a two-thirds vote of the Board.

Section 6. Annual Report of the Board

The Board of Trustees shall direct the President and the Treasurer to present at the annual meeting of the Fellowship a report addressing the state of the Fellowship and containing a financial report showing in appropriate detail the assets and liabilities of the Fellowship as of the date of the report; the principal changes in assets and liabilities during the year immediately preceding the date of the report; the revenue of the Fellowship for the year immediately preceding the date of the report; and the expenses of the Fellowship for the year immediately preceding the date of the report.

ARTICLE VII. OFFICERS

Section 1. Number, Qualifications and Designation

The officers of the Fellowship shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall also be members of the Board of Trustees. Each officer shall hold office until her or his successor is chosen by the membership, or until the officer resigns or is removed pursuant to these bylaws.

Section 2. President

The President shall have general supervision over the activities of the Fellowship. The President shall sign, execute and acknowledge, in the name of the Fellowship, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board; and in general shall perform all duties incident to the office of the President, and such other duties as may from time to time be assigned to the President by the Board. The President shall be an ex-officio member of all committees.

Section 3. Vice President

The Vice President shall perform the duties of the President in the President's absence, and such other duties as may from time to time be assigned to her or him by the Board or the President.

Section 4. Secretary

The Secretary or an Assistant Secretary shall attend all meetings of the Board and shall record all the votes of the Trustees and the minutes of the meetings of the Board and of committees of the Board in a book to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Fellowship as required by law; and in general shall perform all duties incident to the office of Secretary, and such other duties as may be assigned to him or her by the Board or the President.

Section 5. Treasurer

The Treasurer or an Assistant Treasurer shall have or provide for the custody of the funds or other property of the Fellowship and shall keep a separate bank account of the same in the name of the Fellowship; shall collect and receive or provide for the collection and receipt of moneys due to or received by the Fellowship; shall deposit all funds in his or her custody in such banks or other places of deposit as the Board may from time to time designate; shall, whenever required by the Board, render an account showing the transactions of the Fellowship and its financial condition; and shall discharge such other duties as from time to time may be assigned to him or her by the Board or the President.

Section 6. General Powers

All officers of the Fellowship shall have such authority and shall perform such duties in the management of the affairs of the Fellowship as may be determined by resolutions or orders of the Board, or as may be provided in these bylaws.

ARTICLE VIII. STANDING COMMITTEES

Section 1. Standing Committees

Standing committees shall be formed by each July for the new congregational year.

Section 2. Responsibilities of Standing Committees

Each standing committee shall:

- A. Elect its own chair or co-chairs.
- B. Maintain a written record of the committee's operations to be passed on to the succeeding chairperson.
- C. Provide a monthly summary report to the Board.
- D. Provide a written report for the annual meeting in May.
- E. Prepare and submit an annual budget request by the April board meeting.

Section 3. Standing Committees and Their Duties

- A. The Nominating Committee is responsible for preparing a slate of new Trustees and Officers to be elected by the Congregation at each Annual Meeting. The Committee shall be composed of at least one retiring Trustee and two past Trustees.
- B. The Sunday Services Committee is responsible, together with the minister, for providing programming for Sunday services. For Sundays on which the minister is not leading services, committee responsibilities include: selecting and scheduling guest speakers from the community and lay speakers from the congregation to lead services in line with UU Principles and providing support and training, when necessary, for these speakers.
- C. The Social Justice Committee is responsible for educating congregational members and the community in areas of social concern, finding ways and means to recognize social injustices, sponsoring and supporting congregational and community groups organized to deal with social problems, and developing informed congregational leaders to foster a just and peaceful world.

- D. The Building and Grounds Committee is responsible for maintaining and improving our property, both owned and rented, of the congregation.
- E. The Finance Committee is responsible for the preparation of the annual budget presented at the annual meeting and for organizing the Pledge Drive.
- F. The Membership Committee is responsible for:
 - 1) Coordinating contact of members with newcomers, friends, and other members.
 - 2) Coordinating the orientation of visitors and new members to the function of the congregation.
 - 3) Providing classes, as the need arises, in the New U, providing an introduction and overview of Unitarian Universalism and of the Unitarian Universalist Fellowship of the Poconos for prospective new members.
 - 4) Maintaining a suitable pamphlet display for visitors and newcomers to educate themselves about our faith tradition.
- G. The Religious Education Committee is responsible for the planning and coordination of liberal religious education programs for children and youth of the congregation. The committee interviews and selects prospective teachers and oversees their work. They ensure the presence of full staff and volunteers as needed for RE classes. The committee chair, along with the Minister, screens all volunteers who work with children in accordance with the congregation's Child Safety Policy.
- H. The Lay Pastoral Care Ministry Team works closely with the Minister to provide lay pastoral care to members and friends of the congregation. Members of the team are trained in providing pastoral care. The team meets monthly with the Minister to discuss the needs of the congregation and communicates with the Minister on a regular basis regarding pastoral care needs.
- I. Special committees or taskforces may be appointed by the President or the Board at their discretion.

Article VIII. ENDOWMENT

Section 1. The UUFP Endowment Fund

The Board of Trustees shall create the UUFP Endowment Fund. The purpose of the UUFP Endowment Fund is to provide a structured means by which members and others interested in the Fellowship may make charitable contributions to the Fellowship. The UUFP Endowment Fund shall provide a perpetual source of income to benefit the following categories, for situations arising outside of normal operating expenses:

- A. Capital Projects: major repairs and renovations to existing facilities and building of new facilities.
- B. Ministerial Services: assistance with the cost of providing ministerial services to the UUFP that are outside normal operating expenses.
- C. Minister's Discretionary Fund: confidential assistance to those facing emergency financial need, for worthy charitable projects, or for other tax-exempt purposes stated in board policy.
- D. Programs and music: assistance with providing music and programs.
- E. Religious education: assistance with providing lifespan religious education.
- F. Other worthy projects recommended by at least a two-thirds (2/3) vote of the Endowment Committee or approved by at least a two-thirds (2/3) vote of the Board of Trustees.

Section 2. The UUF Endowment Committee

The UUF Endowment Committee shall consist of at least three and not more than seven members chosen by the Board of Trustees from UUF members. Endowment committee members shall be appointed to staggered terms of one to three years so that not more than one-third of committee members' terms expire in one year. The Endowment Committee shall report the income, expenses and balance of the Endowment Fund to the Board of Trustees on a quarterly basis. All actions by the Endowment Committee shall be by majority vote unless otherwise stated in the bylaws. In the event of a vacancy on the Endowment Committee before the end of a member's term, the Board of Trustees shall fill the vacancy.

Section 3. Duties of the UUF Endowment Committee

The duties of the UUF Endowment Committee include but are not limited to:

- A. To recommend to the Board of Trustees proper means to invest the endowment funds.
- B. To monitor the investment of the endowment funds to ensure that they are prudently managed to provide a reasonable return on investment.
- C. To determine and implement policies and procedures for soliciting, processing and disbursing grant requests in accordance with these bylaws.
- D. To educate the members about the UUF Endowment Committee.
- E. To adopt and implement strategies which promote giving to the UUF Endowment Fund.
- F. To report to the members at least annually, the balance of the Fund, the year's financial activity in the Fund, and the amounts and beneficiaries of grants from the Fund.
- G. To establish guidelines for the acceptance of gifts.
- H. To undertake any other related matters delegated to the UUF Endowment Committee by the Board of Trustees.

Section 4. Management of the Endowment Fund

- A. The Board of Trustees shall maintain the Endowment Fund entirely separate from the other accounts of the Fellowship. There shall be no borrowing from the Endowment Fund; no pledging of security with Endowment Fund assets; no use of Endowment Fund assets other than those uses authorized by these bylaws.
- B. Annually the Endowment Committee shall recommend to the Board of Trustees the distributions to be made from the UUF Endowment Fund in an amount not to exceed four percent (4%) of the value of the total UUF Endowment Fund as of the last quarterly statement, without regard to the character of such funds as income, principal, dividends, realized and unrealized capital gains. Distributions may be made for projects in the categories stated above which are outside the normal operating budget. There is no obligation to make distributions from the UUF Endowment Fund in any given year.
- C. Should the Board of Trustees decide by majority vote that it is necessary to use endowment funds in excess of four percent (4%) per annum for an appropriate reason, the expenditure shall

be proposed to the members at a regular or special meeting of the membership. Approval shall require a sixty percent (60%) vote of the membership at a meeting with notice and a quorum.

Section 5. Expenditures

The treasurer shall receive and deposit endowment funds as directed by the Board of Trustees in compliance with these bylaws. Expenditures of endowment funds as authorized by these bylaws shall be by written check requiring the signatures of two Board officers.

ARTICLE IX- MISCELLANEOUS

Section 1. Checks

All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 2. Contracts

Except as otherwise provided in these bylaws, the Board may authorize any officer or officer's agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 3. Board Liability

A member of the Board of Trustees shall not be personally liable, as such, for monetary damages for any action taken, or for failure to take any action, if he or she performs his or her duties in good faith, to the extent such liability may be eliminated under the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S.A. Section 5713, Act of Dec. 19, 1990, P.L. 834, No. 198, sec. 102.

Section 4. The Minister

Should the Fellowship elect to begin the search for a minister, the Board of Trustees shall appoint a Ministerial Search Committee. The minister shall be called upon the recommendation of this Committee and approval by the Fellowship at a special meeting of the members of the Fellowship held for this purpose. Alternately, the board may elect to contract with a consulting minister recommended by the Unitarian Universalist Association Central East Region.

Section 5. Amendment

These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of two-thirds of the members of the Fellowship present at the annual meeting or any special meeting of the Fellowship duly called for that purpose, at which a quorum is present. The notice of any meeting at which the bylaws are proposed to be amended must contain a recitation of the proposed by-law change in order for the change to be considered at the meeting.

Section 6. Fiscal Year

The fiscal year of the Fellowship shall end on June 30 each year.

Section 7. Dissolution

Should the Fellowship cease to function, and the membership vote to disband, any assets of the Fellowship will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.