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Article I. Name

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The name of this Fellowship shall be the "Unitarian Universalist Fellowship of Poughkeepsie" (Fellowship).

Article II. Purpose

We unite to dedicate ourselves to the progressive transformation and ennoblement of individual and social life through our religion, in accordance with the advancing knowledge and the growing vision of humankind. Though we may hold a diversity of convictions, we are bound by a unity of spirit in a common purpose and committed to freedom of belief.

As a member congregation of the Unitarian Universalist Association (UUA), we covenant to affirm and promote:

- The inherent worth and dignity of every person;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregation;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within our congregation and in society at large; The goal of world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part.

~~The Fellowship further 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, physical or mental challenge, affectional or sexual orientation, age, class or national origin.~~

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Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to do all we can to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be a congregation that truly welcomes all persons and commits to structuring congregational life in ways that empower and enhance everyone's participation.

Article III. Affiliation

This Fellowship was incorporated in 1958 under the New York State Religious Corporations Law (Article 8 - Congregational and Independent Churches and Article 19 - Unitarian and Universalist Societies.) It is reincorporated under Unitarian Universalist Association of Congregations.

Article IV. Fiscal Year

The fiscal year of this Fellowship is from July 1 to June 30.

Article V. Membership

Section 1. Membership

Any person who has reached the age of sixteen (16) years and is in sympathy with the purpose of this Fellowship may become a Member by

1. signing the Membership Book, and
2. making a financial pledge of support, and
3. making an identifiable financial contribution to the Fellowship.

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Membership includes the right to speak at meetings and to be welcome into all appropriate activities of the Fellowship.

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~~Only those members who have made an identifiable financial contribution to the Fellowship at least forty five (45) days prior to a Corporate Meeting shall be eligible to vote at that meeting and counted in the determination of a quorum and only these members shall have the right to hold an elected position or committee chairmanship.~~

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Membership shall continue until:

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- Death; or,
- Resignation by written notice to Fellowship office, the Minister or the Membership Committee Chairperson; or,
- Failure to make an identifiable financial contribution to the Fellowship for a period of two (2) fiscal years; or
- Determination by the Membership Committee, following consultation with appropriate groups or individuals (such as the Member, the Minister, and the Executive Committee), that the member has for all intents and purposes withdrawn from the Fellowship.

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The minister, with the agreement of the Executive Committee, may waive the requirement for an identifiable financial contribution.

Only those who are members as of forty-five (45) days prior to a Corporate Meeting will be eligible to vote at that meeting and be counted in the determination of a quorum.

Nothing in this section shall be deemed to preclude any individual who is not an official member from otherwise participating in the life of the Fellowship.

Section 2. Membership Reporting

The official annual membership total to be reported to the UUA by the Fellowship shall be revised annually on January 1 and consist of the number of members certified by the Membership Committee, as set forth in Article XI, Section 4.

Article VI. Corporate Meetings

Section 1. Definition and Scheduling

Corporate meetings are the legal business meetings of the Fellowship, held by and for the membership.

A Corporate Meeting may be regularly scheduled, called by the Board of Trustees on its own motion, or called on the written request of at least ten (10) Voting Members.

Section 2. Annual Corporate Meeting

The Annual Corporate Meeting shall be held within the final forty-five (45) days of the fiscal year. The primary purpose of the meeting shall be:

- the election of Officers, Trustees, Endowment Fund Committee members, General Assembly delegates and Leadership Development Committee members;
- the adoption of the following year's budget, and;

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- presentation of written reports by the Officers, Ministers, Director of Religious Education and Committees.

The President or, if absent, the Vice President or, if absent, other elected Officer, shall preside at Corporate Meetings.

Section 3. Election of General Assembly delegates

If, at the Corporate Meeting, the membership fails to elect the number of delegates to which the Fellowship is entitled, additional delegates may be appointed by the Board of Trustees in consultation with the Leadership Development Committee.

Section 4. Corporate Meeting Notice

The Board shall notify the membership of the time, place and items of business (agenda) of any Corporate Meeting in the following manner:

- Notice of the Corporate Meeting will be read by any Trustee at the Sunday program on the two consecutive Sundays immediately preceding the date of the Meeting. The Notice shall state the business to be transacted.
- No later than the first of the two (2) consecutive Sundays immediately preceding the date of the scheduled Corporate Meeting, the Leadership Development Committee shall ensure that the slate of candidates is posted on the official bulletin board of the Fellowship and provided to the Corporate Clerk.
- Notice of the scheduled Corporate Meeting, including names of all candidates for election and items of business to be voted upon, shall be mailed to the Membership at least ten (10) but not more than fifty (50) days prior to the meeting.

Section 5. Agenda Items for Corporate Meetings

The agenda for the Corporate Meeting will be finalized by the Board of Trustees not more than one (1) month prior to the Corporate Meeting. Members who wish to propose an agenda item should inform the Corporate Clerk prior to the Board Meeting at which the agenda will be finalized.

Motions and/or nominations introduced and passed at a Corporate Meeting, but not within the scope of the agenda, require ratification of the Board to be official.

Additional nominations to the slate presented by the Leadership Development Committee must be made in writing, signed by five (5) Members and filed with the Corporate Clerk by the Sunday prior to the scheduled Corporate Meeting for inclusion in the election slate.

Section 6. Quorum.

The lesser of thirty (30) Members or one half (1/2) of all Members shall constitute a quorum. Robert's Rules of Order, most recent edition, shall be the authority on points of procedure not covered in these Bylaws. Unless the contrary is specified, motions to end debate will be assumed to allow further speeches of up to sixty (60) seconds by Members who have not spoken on the pending question and who signify their wish (by standing) immediately after the vote.

The Membership Committee Chairperson shall record attendance and determine quorum and eligibility of voters.

Section 6. Voting

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Two Inspectors of Election shall be nominated from the floor and elected. The Election Inspectors will receive and count cast ballots. Except in the case of Bylaws changes, all matters at a Corporate Meeting will be decided by a simple majority. Secret ballots will be used in contested elections and on other matters at the discretion of the Presiding Officer or upon the request of five (5) Members.

The Presiding Officer shall vote only to break ties.

Article VII. Trustees-at-Large

Section 1. Number and Qualifications

The number of Trustees-at-Large shall be five (5). A Trustee-at-Large must be a Member in good standing of this Fellowship.

Notwithstanding the above, the Board of Trustees may elect to appoint a Youth Trustee. If appointed, a Youth Trustee shall be a voting member of the Fellowship between the ages of sixteen (16) and twenty-one (21). The Youth Trustee shall have all the rights and responsibilities of a Trustee-at-Large.

Section 2. Election and Terms of Office.

At the annual Corporate Meeting, Trustees-at-Large shall be elected to serve a term of two (2) years and until their successors are elected. Each candidate shall be nominated for a single specific vacancy. Trustees shall take office at the beginning of the new fiscal year.

Two (2) Trustees-at-Large shall be elected in odd-numbered years, and three (3) Trustees-at-Large shall be elected in even-numbered years.

Section 3. Responsibilities of the Trustees-at-Large

Together with the Officers, the Trustees-at-Large shall serve as members of the Board of Trustees of the Fellowship. Trustees-at-Large are responsible for representing the interests of the entire membership in accordance with the mission, the purpose, and principles of the Fellowship. Trustees-at-Large may be asked to accept leadership of a task force, or other specific responsibilities.

Section 4. Leave of Absence

A Trustee-at-Large may, upon cause, request a leave of absence not to exceed six months. Such a request may be granted by the Executive Committee, upon a finding that such a leave will not interfere with the efficient and effective operation of the Board of Trustees.

Article VIII. Officers

Section 1. Titles and Qualifications

The Officers of the Fellowship shall be President, Vice President, Treasurer and Corporate Clerk. An Officer must be a Member of this Fellowship. All Officers are considered Trustees.

Section 2. Term of Office

The Officers shall take office at the beginning of the new fiscal year. The President and Vice President shall hold their offices for one (1) year, and until their successors have been elected. The Treasurer and Corporate Clerk shall be elected in alternating years and shall hold their offices for two (2) years, and until their successors have been elected.

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Section 3. Duties of the Officers

The Officers shall serve on the Board of Trustees of the Fellowship. The Officers shall have additional specific responsibilities as follows:

President:

- The President shall prepare the agendas for, and preside over, the Board of Trustees and the Executive Committee.
- The President, in consultation with the Executive Committee, shall appoint the chairpersons of standing committees.
- The President shall act as liaison between the Board of Trustees and the Leadership Development Committee, the Committee on Ministry, and any other committees or task forces deemed appropriate (such as a Ministerial Search Committee).
- In the absence of ministerial leadership, the President shall be responsible for the relationship of the Fellowship to its individual members, the community at large, and the Unitarian Universalist Association; the President shall also provide routine supervision of paid staff, in accordance with the written Job Descriptions.

Vice President:

- The Vice President shall preside at meetings in the absence of the President.
- The Vice President shall preside at meetings of the Coordinating Council and represent the Council's interests to the Board of Trustees.
- The Vice President shall serve on the Executive Committee and perform such duties as are requested by the Board of Trustees.

Corporate Clerk:

- The Corporate Clerk shall keep the minutes of all corporate and board meetings and perform the duties of the Corporate Clerk as prescribed by law and ensure they are filed in the Fellowship office,
- The Corporate Clerk shall maintain records of the Bylaws and resolutions and ensure they are filed in the Fellowship office,
- The Corporate Clerk shall serve as custodian of records of incumbent board members and their terms of office and post them on the official bulletin board.
- The Corporate Clerk shall have responsibility for notifications to the membership and presentation of agendas for all Corporate meetings.
- The Corporate Clerk shall maintain an official bulletin board and have custody of the Corporate Seal, if any, and perform any other duties the Board shall deem necessary.

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Treasurer:

- The Treasurer shall be a member of the Finance Committee and available as an advisor to the Endowment Fund Committee.
- The Treasurer is responsible for oversight of accounts, payables and receivables, but not for the day to day management of the UUFP budget, bill paying or bank deposits. These accounts include, but are not limited to UUFP revenue, expenses and accounts including liquid assets, funds, securities, receipts and effects in its name in such banks, trust companies or other depositories.
- The Treasurer shall be responsible for overseeing the management of the keeping of correct accounts of all its business and transactions including the receipt of payments made to the Fellowship. The Treasurer

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is not responsible for the keeping of the books or for the preservation of receipts for monies dispersed, but for ensuring that they are being kept properly.

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- The Treasurer shall exhibit, to any member of the Board of Trustees, the accounts and records and a full statement of the financial condition of this Fellowship whenever requested to do so by an officer of the Board at all reasonable times.
- The Treasurer shall in general perform such duties as are incidental to the office of Treasurer or as may from time to time be assigned to the Treasurer by the Board of Trustees, or as may be prescribed by law or by these Bylaws.

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Each of these Officers may form ad hoc task forces in their own area of responsibility as needs arise. Each Officer is responsible for reporting to the Board on developments within their purview or the activities of any task forces.

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Article IX. Board of Trustees

Section 1. Definition and Term of Service

The Board of Trustees of this Fellowship shall be comprised of the five (5) Trustees-at-Large and the four (4) Officers. Length of service on the Board of Trustees shall be limited to no more than six (6) of every seven (7) consecutive years.

Section 2. Powers of the Board of Trustees

The Board of Trustees shall have responsibilities as follows:

- The Board of Trustees shall have control of the administration of this Fellowship and custody and control of its real and personal property.
- The Board of Trustees may buy, sell, lease, or mortgage real property only as approved by vote at a corporate meeting called for that purpose.
- The Board of Trustees shall make policy as needed to guide and assist the committees in pursuing the activities of this Fellowship.
- The Board of Trustees, in conjunction with the Executive Committee, shall have the ability to propose and appoint ad hoc committees and/or task forces as needs arise.
- The Board shall direct, at least every five (5) years, an outside audit or review of the financial records of the Fellowship. This audit shall be done by a CPA or other appropriate person who is not a member of this Fellowship.
- The Board of Trustees may appoint an interim minister for up to two (2) years.

Section 3. Regular and Special Meetings, Open Meetings and Executive Sessions.

Regular meetings of the Board of Trustees shall occur at least nine (9) times in a calendar year. Such meetings shall be scheduled at a regular time and published on the Fellowship's calendar, in the newsletter and in the Sunday morning Order of Service.

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Special meetings of the Board may be called by giving at least twenty-four (24) hours' notice thereof personally or by mail to all the trustees; but by unanimous consent of all the trustees, a meeting may be held without previous notice thereof.

All meetings of the Board of Trustees are open. Members are welcome to attend all Board meetings but are not entitled to vote. The President of the Board or presiding officer may, however, introduce or entertain a motion to enter Executive Session whenever the business at hand requires confidentiality.

If any member has a matter to be discussed and presented in person at a Board meeting, that person will, if possible, arrange such presentation in advance with the President.

Section 4. Quorum and Manner of Acting

A majority of the Trustees holding office at the time of any meeting of the Board of Trustees shall constitute a quorum at such meeting. The Trustees shall act only as a Board. Individual Trustees and Officers shall have no power as such. All matters shall be decided by a majority of the Trustees present and voting. The Board shall maintain records of its formal actions and keep them available to the membership.

Section 5. Executive Committee

The Executive Committee shall consist of the four (4) Officers of the Fellowship. Three (3) members of the Executive Committee shall constitute a quorum. Minutes of meetings shall be distributed to Board Members prior to the next Board meeting. Actions taken shall stand unless disavowed by the Board of Trustees.

- The Executive Committee shall be responsible for the conduct of the affairs of the Fellowship between meetings of the Board, and it shall have such other duties and perform such functions as are delegated to it by the Board.
- The Executive Committee shall have the ability to propose and appoint ad hoc committees or task forces as needs arise.
- The Executive Committee shall inform the membership of denominational activities, projects and concerns on district, regional, continental and international levels, and encourage individual and congregational participation.

Section 6. Resignation

Resignation shall be made in writing and shall take effect at the time specified therein or if no time is specified, at the time of its receipt by the President or Corporate Clerk. The acceptance of a resignation shall not be necessary to make it effective, unless so specified therein. If any Trustee shall fail to attend three (3) consecutive meetings without excuse accepted as satisfactory by the Trustees, that Trustee shall be deemed to have resigned and the vacancy shall be filled as hereinafter provided.

Section 7. Removal of Trustees or Officers

Any Trustee or Officer of this Fellowship may be removed by a majority vote of Members present and voting at a corporate meeting called for that purpose.

Section 8. Filling of Vacancies

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Vacancy in the office of President will be filled by the Vice President. Any other vacancy in the Board of Trustees, occurring for any cause whatsoever, shall be filled by a vote of the remaining Trustees at any meeting of the Board of Trustees called for that purpose. Vacancies in the Nominating Committee and the Endowment Fund Committee may be filled by the Board in the same fashion. Persons so selected shall serve until the next Corporate Meeting, at which time the membership shall elect the successor(s) to the vacant position(s) for the unexpired term(s).

Section 9. Contract, How Executed

The Board of Trustees, except as in these Bylaws provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fellowship, and such authority may be general or confined to specific instances, and, unless so authorized by the Board of Trustees, no officer or agent or employee shall have any power or authority to bind the Fellowship by any contract or engagement or to pledge its credits or to render it financially liable for any purpose or to any amount. (Article 9, Section 2.)

Section 10. Operating Expenses

The current expenses of this Fellowship shall be based on an annual budget effective during each Fiscal Year. The Treasurer shall present such annual budget to the membership at the Annual Corporate Meeting for the approval of the membership. No budget may be put into effect without the approval of the membership as attested by vote at a Corporate Meeting. The Board may reallocate up to fifteen percent (15%) of the total budgeted funds during the fiscal year, unless otherwise instructed by the membership.

Section 11. Breach of Trust or Misconduct

When dealing with accusations of Breach of Trust or sexual misconduct on the part of the Minister, paid staff, or volunteers, the Board shall be guided by the current Unitarian Universalist Association, Unitarian Universalist Ministers Association, or Unitarian Universalist Metropolitan District ethical conduct guidelines, definitions, and adjudication procedures.

Article X. Elected Committees

Section 1. Qualifications

Every candidate for elected position must be a Member of the Fellowship.

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Section 2. Leadership Development Committee

The Leadership Development Committee (LDC) shall operate as follows:

- LDC members will be elected from nominations made by Members at the Annual Corporate Meeting.
- The LDC shall consist of five (5) members. The chairperson shall be elected by the Committee from among its members. The term will be for a period of two (2) years. In order to stagger terms, three (3) members will be elected in alternate years and two (2) members the following years. No member shall serve more than two (2) consecutive terms. After a lapse of one (1) year, a former committee member

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can be reelected. In the event that a member of the LDC is unable to complete his/her term, the Board of Trustees may appoint a replacement to serve until the next Corporate Meeting is held.

- The LDC shall nominate candidates for Officers and Trustees-at-Large, Delegates to the General Assembly and the Endowment Committee. The slate shall be posted on the official bulletin board and presented to the Corporate Clerk in sufficient time for inclusion in the Corporate Meeting Notice. If delegates to general assembly cannot be found in time for placement on the slate for the Corporate Meeting, the LDC may recommend delegates for appointment by the Board of Trustees.
- The LDC may also, at the request of the Board of Trustees or on its own initiative, make recommendations to the Board for candidates for membership on the Committee on Ministry and committee chairmanships, as the needs arise.
- The LDC shall develop and implement means for identifying, cultivating and developing leaders for the Congregation.

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Section 3. Endowment Fund Committee

The Endowment Fund Committee (EFC) shall operate as follows:

- The EFC will act as custodian of the Endowment Fund.
- The EFC will promote the Endowment Fund and educate prospective contributors about the available means for planned giving.
- The EFC will actively solicit contributions to the Endowment Fund.
- The EFC will recognize significant contributors to the Endowment Fund, except when anonymity is requested by the donor.
- The EFC will meet at least quarterly. Majority vote will rule when consensus is not achieved.
- The EFC shall consist of five (5) members elected for terms of three (3) years. Terms will be staggered to ensure continuity. Members may serve no more than six (6) out of seven (7) years. In the event that a member of the EFC is unable to complete his/her term, the Board of Trustees may appoint a replacement to serve until the next Corporate Meeting is held.
- The EFC may seek advice from Fellowship members and, at the expense of the Fund income, may engage outside professional counseling on investments or legal matters in the best interest of the Fund.
- The EFC will elect its own Chairperson from among its members. One (1) member will act as Recording Secretary and be responsible for maintaining complete and accurate minutes which will be provided to the Board of Trustees and to the Fellowship office for filing. One (1) member will act as Financial Secretary and, as such, will assist the Fellowship's Treasurer in maintaining complete and accurate accounts for the Fund. The Financial Secretary and the Chairperson will be designated to sign checks and other documents.
- The EFC will file a record of an annual audit or review of the Fund, performed by a certified public accountant, or other appropriate person who is not an EFC member, with the financial records of the Fellowship.
- The EFC shall report on a quarterly basis to the Board of Trustees and, at each annual corporate meeting of the Fellowship, shall render a full and complete audited account of the administration of the Fund during the preceding year.
- Members of the EFC shall not be liable for any losses which may be incurred upon the investment of the assets of the Fund, except to the extent such losses shall have been caused by bad faith or gross negligence. Each member shall be liable only for his/her own willful misconduct or omissions, -and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the Fund when the member has direct or indirect financial interest and shall at all times refrain from conduct in which his/her personal interests would conflict with the interest of the Fund

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Section 4. Removal of Elected Committee Members

Any member of the Nominating Committee or Endowment Fund Committee of this Fellowship may be removed by a majority vote of Voting Members present and voting at a corporate meeting called for that purpose.

Article XI. Standing Committees

Section 1. Term Limits.

Chairs of all Standing Committees shall be limited to a term of six out of every seven (7) years.

Section 2. Building and Grounds Committee

The Building and Grounds Committee shall be responsible for maintaining the real property of the Fellowship and implementing improvements at the direction of the Board of Trustees.

Section 3. Finance Committee

The Finance Committee shall be responsible for:

- fund raising, including the annual member canvass.
- developing the annual budget and presenting it to the Board of Trustees at the Board meeting preceding the Annual Corporate Meeting, including recommendations for annual compensation for staff in accordance, to the degree possible, with the guidelines published the Unitarian Universalist Association of Congregations.
- reviewing the monthly financial statements and status of the operating budget.
- preparing and distributing a semi-annual financial report to the voting members of the Fellowship, one (1) of which will be the annual financial report included with the Report of the Annual Corporate Meeting.
- educating the congregation on matters pertaining to the financial operation of the Fellowship.
- rental policy oversight.

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Section 4. Membership Committee

The Membership Committee shall:

- organize and promote activities which encourage membership growth and facilitate involvement of all members in the life of the Fellowship community.
- maintain the official membership list to report to the UUA as required.
- document attendance, verify voter eligibility and quorum at Corporate Meetings.
- arrange for greeters and ushers on Sundays and other special services.
- publish the annual member directory in February to correspond to the official membership list provided to the UUA.
- orient new members to the UUFP.
- ensure, through a working group, that caring activities are available.

Section 5. Program Committee

The Program Committee shall be responsible for:

- all elements of lay-led worship services that are not the responsibility of the Minister;

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- assisting the Minister, if so desired or requested, in coordinating various components of worship services for which the Minister is otherwise responsible;
- the aesthetic aspect and decor of the Main Meeting Room, including displays of art work.

Section 6. Lifespan Faith Development Committee

The Lifespan Faith Development Committee shall be responsible for the overall development and delivery of the Religious Education Program for children, youth and adults of the Fellowship.

The purpose of the Lifespan Faith Development Program is to

- nurture a sense of UU identity;
- foster spiritual growth;
- provide a foundation for a transforming faith; and,
- cultivate vital, creative communities of justice and love.

Both the Director of Religious Education and the Minister shall participate in this endeavor and have some of the responsibilities in this process as outlined in their individual work agreements.

Section 7. Hospitality Committee

The Hospitality Committee shall be responsible for:

- coordinating refreshments for Sunday morning programs
- coordinating refreshments, as needed, for special celebratory Fellowship events, such as Memorial Services.

Section 8. Social Justice Committee

The Social Justice Committee shall envision, promote, coordinate, and/or support social justice efforts, and inform the membership of opportunities for individual or collective action in remedying social problems. The Social Justice Committee shall act in accordance with any instruction of the Membership as directed by vote at a Corporate Meeting. Any communication which purports to represent the Fellowship's position on a social issue shall include any count of votes on which the representation is based. Drafts of resolutions on which such communications are to be based should be included in the notification of the Corporate Meeting.

Article XII. Coordinating Council

The purpose of the Coordinating Council shall be:

to provide for joint planning in order to pursue the purposes, goals and objectives of the Fellowship;
to minimize scheduling conflicts;
to ensure communication among committees;
to bring issues and questions of policy affecting its committees, with any recommended solutions, to the Board of Trustees.

The Coordinating Council shall consist of the Vice President, professional staff, chairpersons of the Standing Committees and representatives of any organized Fellowship groups. Decisions will generally be made by consensus.

Meetings of the Council shall be convened and chaired by the Vice President. The Council shall meet regularly, at least four (4) times a year, to propose programs encouraging and supporting the growth and welfare of the

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Fellowship, and to develop those for which no committee exists. All meetings of the Council shall be open to the membership, who may attend and speak

Article XIII. Committee on Ministry

The Committee on Ministry is designed to track the heartbeat of ministry within a congregation; how members take care of themselves and each other, how the lay ministerial leadership serves the congregation; how the called minister serves the congregation, how any other professional staff serves the congregation; and how the congregation relates to its professional staff. The COM seeks to understand, assess, support, and advocate for robust ministry throughout the context of congregational life. To these ends, the COM will:

- Encourage transparency and accountability in all aspects of congregational life;
- Facilitate communication between all parties, encouraging direct contact whenever possible;
- Educate the congregation and its professional and lay leadership regarding shared ministry; and,
- Coordinate periodic assessments of the various ministries of the congregation and its professional and lay leadership;
- Report to the Board of Trustees on issues relative to congregational health over which the Board may have influence;
- Recommend changes designed to strengthen the ministries of the congregation.

The COM shall consist of a minimum of five (5) members.

Three members of the COM will be “at large” members with the general responsibilities outlined above and shall represent the general interests of the congregation and its members while remaining sensible of the interests of professional and lay leadership. The COM members at large will be appointed by the Board of Trustees in consultation with the Nominating Committee. Each of these three members of the COM shall serve a three year term. These terms are to be staggered, with one (1) term expiring each year on the date of the Annual Meeting.

A minimum of one COM member will be appointed by the Board of Trustees to a three (3) year term, expiring on the date of appointment, following consultation with the Minister. The duties of any COM members appointed in consultation with the Minister shall be the general COM member duties as outlined above, as well as:

- To support the Minister in maintaining a quality ministry to the congregation; and,
- To serve as a communication channel between the Minister and the congregation;

A minimum of one COM member will be appointed by the Board of Trustees to a three (3) year term, expiring on the date of appointment, following consultation with the Director of Religious Education (DRE). The duties of any COM members appointed in consultation with the DRE shall be the general COM member duties as outlined above, as well as:

- To support the DRE in maintaining a quality ministry to the congregation; and,
- To serve as a communication channel between the DRE and the congregation;

In the event that the Fellowship retains the services of additional professional staff members, a minimum of one additional COM member may be appointed by the Board of Trustees for each such staff member in consultation with said staff member. Each of these members will be appointed to a three (3) year term, expiring on the date of appointment. The duties of any COM members so appointed shall be the general COM member duties as outlined above, as well as:

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- To support the staff member in maintaining a quality ministry to the congregation; and,
- To serve as a communication channel between the staff member and the congregation.

No member of the COM shall serve more than three (3) out of every four (4) years.

Article XIV. Minister

Section 1. Duties

At times when the Fellowship has chosen paid professional ministerial leadership, the Minister shall be responsible for the conduct of worship within the Fellowship and the spiritual interests and affairs of the Fellowship. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. Detailed ministerial job responsibilities are described in the existing Ministerial Working Agreement (see Section 2).

The Minister shall serve as a member, ex-officio and without vote, of the Board of Trustees and all Fellowship Standing Committees except the Leadership Development Committee and Search Committees, as well as other such committees and groups as the Board shall designate.

The Minister shall serve as supervisor to any paid staff retained by the congregation, unless otherwise specified in the working agreement.

Section 2. Ministerial Working Agreement

Prior to the vote to call, but after selection as candidate, the Minister shall meet with the Board or its representatives to work out a formal working agreement and contract. The final versions shall be signed by the Minister and the President.

Section 3. Selection.

In the event of a decision by the Fellowship to fill a vacancy or intended vacancy in ministerial leadership, the Board of Trustees shall provide for the selection of a Ministerial Search Committee which shall be representative of the Fellowship and which shall consist of up to seven (7) members of the Fellowship. The Search Committee shall work in consultation with the Department of Ministry (or its successor) of the Unitarian Universalist Association to select a desirable ministerial candidate and present that candidate to the Fellowship.

The new minister shall be called upon the recommendation of the Ministerial Search Committee by a four-fifths (4/5) majority of the Fellowship Members present at a special Corporate Meeting called for this purpose; the quorum for such a meeting is to consist of at least forty percent (40%) of the members (rather than as few as the 30 Members provided for in Article VI, Section 5).

Section 4. Dismissal or Resignation

At least twenty percent (20%) of the Voting Members of the Fellowship may petition the Board in writing to terminate the Minister's services. The Board shall act on this petition by calling a Special Corporate Meeting of the Fellowship in the manner specified in Article VI, Section. 1; the quorum for such a meeting is to consist of at least forty percent (40%) of the Voting Members rather than the usual quorum. The Minister shall be invited to speak at this meeting. Adoption of a motion to dismiss the incumbent Minister shall require a majority vote of those Voting Members in attendance.

In case of the Minister's dismissal or resignation, severance pay will be granted according to the Ministerial Working Agreement.

Article XV. Additional Professional Staff

Section 1. Additional Professional Staff.

The Board may engage such other staff as is deemed necessary. Prior to the hiring of additional staff, the Board shall develop, for each position, appropriate documentation relative to goals, objectives, responsibilities, duties, salary, chain-of-reporting, procedures for evaluations and terms for dismissal, and revisions to these by-laws, as necessary. Any contracts or working agreements shall be signed by the staff member and the President.

Section 2. Director of Religious Education

The Director of Religious Education shall administer the Religious Education Program as defined by contract. The Director of Religious Education shall be appointed by the Board, and shall continue in position until resignation or dismissal by the board. When a vacancy exists, the Board shall appoint a search committee to recommend a candidate.

Article XVI. Endowment Fund

Section 1. Purpose

The purpose of the Unitarian Universalist Fellowship of Poughkeepsie Endowment Fund (hereinafter referred to as the Fund) is to enhance the mission of the Unitarian Universalist Fellowship of Poughkeepsie apart from the general operating budget of the congregation. Only under emergency circumstances and where integrity of gift restrictions permit, may this congregation, by action in a meeting assembled, use a portion of the Fund income for its own support services.

Except where otherwise authorized in the terms of the gift, all principal amounts will be retained and only income from the Fund may be expended. The income shall be distributed annually and such other times as deemed necessary and/or feasible for the following purposes:

- Physical plant of the Unitarian Universalist Fellowship of Poughkeepsie, such as but not limited to maintenance of buildings, capital improvement or renovations, or debt reduction,
- Outreach into the community, including, but not limited to, grants to UU camps and conferences, theological schools, local social service agencies or institutions to which this congregation relates, and special programs designed for those persons in our community who are in spiritual and/or economic need.
- The wider mission of Unitarian Universalism, including, but not limited to, grants to the UUA for new congregation development, professional leadership, educational ministries, world mission, capital financing, and scholarships or
- grants to members of the Unitarian Universalist Fellowship of Poughkeepsie which enables members of this congregation to grow in faith and service to Unitarian Universalism.

Section 2. Custody

The Endowment Fund Committee (EFC), as defined in Article X, Section 2 of these Bylaws, shall be the custodian of the Fund.

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All assets are to be held in the name of the Unitarian Universalist Fellowship of Poughkeepsie Endowment Fund.

Section 3. Operation

The Endowment Fund Committee shall determine what is principal and what is income, according to accepted accounting procedures.

Endowment funds are to be invested conservatively, for steady growth and modest income.

Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control assets of the Fund, including stocks, bonds, debentures, mortgages, notes, and other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the Endowment Fund Committee for approval by the Board of Trustees, with subsequent execution by the delegated member of the committee.

Gifts and bequests to the Fund shall accumulate until a principal amount of \$50,000 is achieved, after which the income generated from the investment of the principal may be expended.

Programs for support shall be recommended by the EFC and approved by the Board of Trustees for funding. Suggestions or requests for funding are due by November 1 of each year.

The Endowment Fund Committee shall act on a prospective gift to the Fund by presenting a recommendation of Acceptance or Non-acceptance to the Board of Trustees no later than thirty days after the next regularly-scheduled committee meeting.

Section 4. Disposition of the Fund

In the event the Unitarian Universalist Fellowship of Poughkeepsie ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Board of Trustees in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association. Consultation with the UUA may also be desirable for continuation of Endowment Fund obligations to grantors of gifts.

Article XVII. Disposition or Transfer of Assets

In the event the Fellowship ceases to exist either through merger or dissolution the disposition or transfer of all property and assets shall be determined (as allowed by law) by a two-thirds approval of those voting at a duly called corporate meeting of the membership. Failing such a determination, the assets of the Fellowship shall be transferred to the Unitarian Universalist Association for the furtherance of its programs.

Article XVIII. Amendments

Amendment to these Bylaws may be proposed by the Board or by means of a petition signed by at least ten (10) Voting Members. The substance of any proposed bylaw amendments shall be stated in the notice to members of the Corporate Meeting. All proposed amendments must conform with the Religious Corporations Law. For adoption, proposed amendments require approval by two-thirds (2/3) of the members present and voting at a Corporate Meeting.

Proposed amendments may be voted on only in the form in which they appear in the meeting notification. However, if multiple amendments are proposed, each amendment may be considered severable from the others

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for the purposes of adoption. Further, the Board may be instructed to submit specific proposals at a subsequent corporate meeting.

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If an addition to the Bylaws so specifies, it may be automatically deleted at a specified time without formal action. A temporary bylaw, the purpose of which has been served, may be deleted without formal action on the next occasion that the bylaws are amended.

The Board of Trustees shall have the power to amend the By-laws insofar as typographical errors, formatting, spelling, grammar and other non-substantive changes. Matters of substance must be adopted by the general membership as described above.

The Bylaws shall be reviewed by the Board of Trustees at an interval not to exceed three (3) years. Review does not mandate revision.

Article XIX. Effective Date and Transition

Section 1. Effective Date

These bylaws shall take effect immediately upon approval at the Corporate Meeting.