

Unitarian Universalist Fellowship of Fredericksburg

ByLaws

As amended January 20, 2019

ARTICLE I – Name

The name of this incorporated religious, spiritual, and philosophical society shall be the Unitarian Universalist Fellowship of Fredericksburg (also referred to in these Bylaws as the “Fellowship”).

ARTICLE II – Purpose

Belief in the inherent dignity of each person being central to Unitarian Universalism, the purpose of this Fellowship is to promote individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, and humankind undivided by nation, race, or creed. This congregation affirms and promotes the full participation of persons in all our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, color, gender, physical or mental challenge, views on religion, affectional or sexual orientation, age, class, or national origin.

ARTICLE III - Membership

Qualifications for Membership. Any person who is willing to support the purpose of the Fellowship may seek membership. The criteria for membership are as follows:

1. Has reached sixteen (16) years of age;
2. Has discussed membership with a person or group or completed a class designated by the Membership Committee;
3. Has signed the Membership Book evidencing his or her agreement to abide by the Bylaws; and
4. Has made the minimum annual financial contribution of record, established annually by the Board, within the previous or current fiscal year; the contribution may be waived annually by the Board upon recommendation by the Minister.

Membership Privileges. Members have all the privileges and responsibilities of the Fellowship; they may vote, hold office, and chair committees. The Board shall review the membership rolls at least annually to certify the status of the entire membership.

Termination of Membership. A person may be deleted from membership because of:

1. death; 2. departure;
3. request of the individual; or

4. removal by the Minister and the Board of Trustees for reasons outlined below.

Discipline and Restoration of Members. The Minister, or his designee, shall have the authority to remove any member upon consultation with the Board for failure to pay the required financial contribution of record or for serious misconduct (i.e. serious criminal convictions and/or immoral conduct) in violation of the mission and vision of the Fellowship. The Minister shall give the member written notice of the reasons for removal and a time and place to present the member’s objections to the Board, or its designee, who shall then make a recommendation to the Minister. The Minister may also restore a person’s membership privileges upon consultation with the Board.

ARTICLE IV - Denominational Affairs

This Fellowship shall be a member of the Unitarian Universalist Association and of the Southern Region of the UUA.

ARTICLE V - Members Meetings

Annual Meeting. The annual meeting shall be held each year at such time and place as shall be fixed by the Board. Notice of the time and place of the annual meeting shall be published at least fourteen (14) days preceding the date of the meeting. At the annual meeting, the annual budget and candidates for member election shall be presented and voted upon, any reports may be presented, and such other business matters as the Board may deem appropriate.

Special Meetings. Special meetings of the general membership may be called by the Minister, the Board, or upon written petition of ten percent (10%) of the members. Notice of special meetings, indicating the date, time, location, and purpose of the meeting, shall be given to each member at least fourteen (14) days preceding the date of the meeting. No business can be transacted at a special meeting other than that for which it was called, as stated in the call to the meeting.

Motions. Unless otherwise stated below, motions at annual and special meetings shall be passed upon majority vote of those members in good standing present and voting.

1. Approval of the Annual Budget;
2. Call or removal of the Minister – four-fifths (4/5) majority;
3. Election of Directors;
4. Ratify Nominating Committee members;
5. Amendments to the Bylaws – two-thirds (2/3) majority;
6. Merger or dissolution of the Fellowship;
7. Sale of all or substantially all of the Fellowship’s assets; and
8. Any other major event or decision as delegated by the Board.

However, with advance notice to the general membership, the Board, in its sole discretion, may permit absentee ballots for specific issues. The form and procedure for absentee ballots and voting shall be determined by the Board.

Quorum. Twenty percent (20%) of the members present at the start of a duly called meeting shall constitute a quorum for the transaction of business. If quorum is not met, then another meeting shall be called, with proper notice given. At that second meeting on the same subject(s), quorum is satisfied by the number of members present at the start of the meeting.

Moderator. The President shall serve as the Moderator for all members meetings. If the President is unable or unwilling to serve, the Vice President shall serve as Moderator *pro tem* to facilitate the meeting.

Governance of Meetings. Unless otherwise provided by law, these Bylaws, or the Bylaws and rules of the UUA, the rules of procedures governing meetings shall be those of Robert's Rules of Order, as revised from time to time.

Minutes. The minutes of the annual and special members meetings shall be taken and kept in the records of the Fellowship under the custody of the Secretary, or a designed clerk.

ARTICLE VI - Board of Trustees (Serving as the Board of Directors)

General Powers. The corporate powers of the Fellowship shall be exercised by or under the authority of the Board of Directors, also referred to in these Bylaws as the “Board of Trustees” or the “Board.” The powers, business, and property of the Fellowship shall be exercised, conducted, and controlled by the Board for the purposes of overseeing the legal, business, financial, and

administrative affairs of the Fellowship with consensus agreement. If, in the course of the decision-making processes, the Board cannot unanimously agree, then the decisions shall be made by majority vote of the Board members present and voting at that meeting. The President shall be the tie breaking vote if that case ever arises; this vote shall be in addition to the Chairperson’s vote as a director.

Composition and Election. The Board shall consist of at least three (3) individuals, but shall generally consist of nine (9), elected by majority vote of the members at the annual members meeting. The authorized number of trustees shall be such number as authorized by the Board provided that such number shall not be less than three (3) or more than twelve (12). No less than fifty percent (50%) of the Board shall consist of volunteers from the Fellowship who are not related to each other or to paid staff. Candidates for trustee shall be recommended to the Nominating Committee. Qualified candidates shall be presented at the annual members meeting for election by majority vote of the members. Upon election, a trustee shall serve for a term of three (3) years. There shall be three (3) classes of trustees so that approximately one-third (1/3) are up for election each year to maintain continuity and to make for a smooth transition within the Board. Trustees may not succeed themselves, but after one year's absence from the Board may be eligible for election. A trustee who is completing a term of two years or less may be re-elected to a full three-year term.

Youth Representative. The Board shall appoint a Youth Representative to the Board in consultation with the Fellowship’s Youth Group and Director of Religious Education. The Youth Representative must be a member of the Fellowship’s Youth Group who has attained the age of fifteen (15) years upon the date of appointment. The Youth Representative shall serve a one-year term in a non-voting ex-officio capacity and can be reappointed for a maximum of 3 terms.

Vacancies. If a vacancy occurs in the Board's membership, it shall be filled in the interim by appointment of the Board until the next annual meeting, when a Trustee shall be elected in a special election for the remainder of the unexpired term.

Resignation and Removal. Any Trustee may at any time deliver a written notice of intent to resign to the Chairperson, which shall be effective upon acceptancy by the Board. Any Officer or Trustee may be removed at any time with or without cause when, in the sole judgment and

discretion of the Board, by a two-thirds (2/3) vote of the Board that such individual should no longer serve on the Board. In the event any Trustee is so removed, a replacement may be appointed in accordance with this Article.

Duties. Without prejudice to the general powers outlined above, and subject to the same limitations, the Board shall have the following duties and powers:

1. Establish governing policies and procedures for the operation of the Fellowship, including the creation and maintenance of policy and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the Fellowship's affairs;
2. To approve the borrowing of money and incurring indebtedness on behalf of the Fellowship and cause to be executed and delivered for the Fellowship's purpose and in the Fellowship's name, promissory notes, and other evidence of debt and securities;
3. Oversee the legal, business, financial, and administrative affairs of the Fellowship; and
4. Such other powers and duties necessary for the orderly administration of the Fellowship.

The Board may delegate some of its authorities and duties to individual trustees, ministers, staff, committees, and others as long as the delegation does not breach its fiduciary duties to the Fellowship. The Board may also invite the chairpersons of the committees to be non-voting invitees to Board meeting whenever projects or programs in which their team may be involved are to be considered.

Transactions with Interested Parties. A contract or other transaction between the Fellowship and one or more of its trustees, Ministers, Officers, or family members thereof (hereinafter "Interested Party"), or between the Fellowship and any other entity, of which one or more of the Fellowship's trustees, Ministers, or Officers are also Interested Parties ("Common Party"), or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Fellowship unless all of the following provisions are satisfied:

1. The Fellowship entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Fellowship, or was in furtherance of its exempt purposes at the time the Fellowship

entered into the transaction;

3. Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Fellowship could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Fellowship's tax-exempt purposes.

Common or interested Board members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. This Article shall serve as a Conflicts of Interest policy for the Fellowship until additional policies are adopted by the Board to provide for full disclosure of material conflicting interests by Directors, Officers, or staff. Such policies shall permit the Board to determine whether a contemplated transaction may be authorized as fair and reasonable to the Fellowship. Notwithstanding the above, no loan shall be made by the Fellowship to any of its Board members, Officers, Ministers, or Members.

No Compensation. No salary or compensation shall be paid to any member of the Board in his capacity as a Board Member, but nothing herein shall be construed to preclude any Board Member from serving the Fellowship in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Meetings. The Board shall meet every quarter, but a meeting of the Board may be called at any time by the Minister, the President, or by a majority of the Board. Notice of any Board meeting shall be given to each trustee through regular means of communication at least one week prior to the date of the meeting.

Under special circumstance to deal with exigent, discreet issues, special meetings may be called by the Minister or any member of the Board through regular means of communication that do not require a week's notice. Board meetings shall be open, except when the Board votes to meet in executive session for the following purposes: to discuss personnel issues, pending litigation or real estate purchases or other instances where public disclosure could jeopardize the best interests of the Fellowship. Any final decision of any such session must be included in the minutes.

Quorum and Manner of Acting. A quorum of the Board shall consist of two-thirds (2/3) of the Trustees for the transaction of business. Except as otherwise provided in these Bylaws, the act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board.

Action without Meeting. Any action required or permitted to be taken by the Trustees may be taken without a meeting, if all of the Trustees, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Participation by Conference Telephone. Members of the Board of Trustees or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Minutes. Minutes of the meetings of the Board shall be recorded and taken by the Secretary who shall have custody thereof and be responsible for circulating copies to the Trustees in a timely manner.

ARTICLE VII – Corporate Officers Officers. The Board shall elect its own

officers for each fiscal year, consisting of President, Vice President, Secretary, and Treasurer. The Board may appoint additional officers from time to time as deemed necessary and prudent. The duties of these additional officers shall be specified in the Policies and Procedures Handbook of the Fellowship.

Election and Term. The new Board shall elect officers before the beginning of the new fiscal year at a meeting called by the outgoing President. An officer may be recalled by a two-thirds (2/3) vote of the Board.

President. The President of the Board shall also serve as the President of the Fellowship. The President shall preside at all meetings of the Fellowship and the Board and shall perform other duties customary to the office.

Vice President. The Vice President, in the absence of the President, shall carry out the corporate duties and responsibilities of the President as well as any other duties delegated to the Vice President by the Board.

Secretary. The Secretary shall keep (1) the minutes of all Members meetings, (2) the records of the Board of Trustees, and (3) an account of whatever may be of general interest to the Fellowship. The Secretary shall, under the direction of the Board of Trustees, certify a list of members eligible to vote at each meeting of the Fellowship and that notices of all official meetings have been properly sent.

Treasurer. The Treasurer, under the direction of the Board of Trustees, shall be responsible for the proper receipt, accounting, management and disbursement of Fellowship funds within policies established for adequate financial control. The Treasurer shall be bonded or otherwise covered by a general liability insurance policy containing Directors and Officers Liability coverage. The Treasurer shall be responsible for seeing that adequate records are maintained and that a monthly report is submitted to the Board of Trustees. The Treasurer shall submit an annual report at the annual members meeting.

ARTICLE VIII - The Ministry

The Minister. The Minister shall be responsible for the conduct of worship and for the guidance of the Fellowship's spiritual interests and affairs.

Calling and Term. If a vacancy occurs in the office of Minister, for whatever reason, the Board shall serve

as or create a Minister Search Committee. The Fellowship may inform the committee of any additional qualifications they desire in a Minister. The committee shall seek out a suitable Minister, and its recommendation shall constitute a nomination. The committee shall nominate only one candidate at a time for consideration. The members shall vote on a Minister candidate at a duly called business meeting for this purpose. The vote may be by secret ballot and an affirmative vote of four-fifths (4/5) of those members present and voting shall constitute a call. Upon election, a Minister shall serve for an indefinite term or until the sooner of the Minister's death, resignation, or removal.

Committee Membership. The Minister shall serve as an ex-officio non-voting member of the Board and all committees of the Fellowship unless he delegates such responsibility to another minister, trustee, or other individual.

Resignation and Removal. The Minister may resign by giving written notice of intent to resign to the Board, which shall be effective sixty (60) days after acceptance by the Board, unless a different time is agreed to by the parties. If any two (2) members (with preference to unrelated persons) have a grievance against the Minister, those members must present their grievances to the Board. If the conduct of the Minister is immoral or egregiously improper, the Board, by two-thirds (2/3) majority vote, shall call a special member meeting on this matter only with at least one (1) week notice. The vote shall be by secret ballot and an affirmative vote of four-fifths (4/5) of those members present and voting shall be sufficient for termination.

Associate Ministers. The Minister, in consultation with the Board, shall determine the number and identity of any associate ministers as well as the responsibilities of such ministers. Candidates for associate minister shall be appointed and removed by recommendation of the Minister and approval by a majority of the Board.

Committee on Ministry. The Committee on Ministry shall serve to strengthen the quality of congregational ministry. The Committee shall understand the Fellowship's vision of shared ministry and interpret this to the congregation, enhance relations between the Minister and congregation by facilitating dialogue, support the Minister by being available for counsel, consult with the Minister to submit compensation and professional development recommendations to the Board, and report annually to the Board in an advisory capacity on the work of the Committee.

The Committee shall be comprised of three Fellowship Members serving staggered three-year terms. Each new member shall be chosen by the Board from a list of three candidates supplied by the Minister. The chair shall be elected by the Committee members.

ARTICLE IX – Fellowship Committees

Standing and Ad Hoc Committees. The Board may appoint such other committees (Standing and Ad Hoc) to carry out the work of the Fellowship as they shall deem necessary or convenient. The Standing Committees are the Finance, Building and Grounds, and Nominating Committees and any other committees as determined by the Board. These committees shall function under the oversight of the Board and shall undertake those tasks specifically delegated to them. An Ad Hoc Committee may not exist beyond the duration of one year without reauthorization by the Board.

Organization and Responsibilities. In addition to the duties of the Standing Committees outlined below, the organization and responsibilities of each Standing and Ad Hoc Committee shall be described more fully in the Policies and Procedures Handbook of the Fellowship.

Finance Committee. The Finance Committee shall be responsible for the investment of the Fellowship's Reserve Fund. The Committee shall also be responsible for submission of the annual budget recommendations to the Board. The Committee chair shall delegate such duties to sub-committees as needed.

Building and Grounds Committee. The Building and Grounds Committee shall be responsible for general upkeep and maintenance of the Fellowship buildings and grounds.

Nominating Committee. The Nominating Committee shall consist of five (5) members; two (2) elected by majority vote at the annual meeting; two (2) shall be appointed by majority vote of the Trustees; and one shall be the Chairperson of the prior year's Nominating Committee. The Nominating Committee shall interview potential candidates for leadership and committee positions for adequate qualifications and a desire to serve. Qualified candidates shall be presented prior to the annual meeting.

ARTICLE X – Council of Committees

Composition. It shall be led by the Vice President of the Board or other Trustee appointed by the Board. Other members of the Committee shall be the chairperson of all Standing committees and Ad Hoc committees.

Duties. Council of Committees shall report to the Board. Keep all standing committees and ad hoc committees current on the activities of other such groups, so that coordination of events, goals, programs can take place. Discuss and give input/recommendations to the Board of Trustees on Fellowship operational issues and processes. These include but are not limited to calendar and budget development, communications issues, program goals, prioritization and most effective use of resources. Provide a forum for brainstorming and discussion of member/committee/UUFF concerns/issues/problems. An extension of this function is to act as a sounding board for issues to be presented to the Board and to keep it abreast of these issues.

ARTICLE XI – Council of Stewardship Ministries. The Council of Stewardship Ministries (CSM) shall report to the Board. It shall be led by three members of the Fellowship whose positions shall be referred to as “Lead Facilitators”. They shall serve three-year staggered terms with one appointed each year by the Board in consultation with the Minister and any currently serving lead facilitators. Lead facilitators may not succeed themselves, but after a one year’s absence may be re-appointed. If a vacancy occurs, the Board in consultation with the Minister and currently serving lead facilitators shall appoint a replacement to serve the remainder of the vacated position’s term.

Duties. As with any committee, the CSM shall function under the oversight of the Board. The CSM shall have responsibility and general supervision for all fund-raising activities. It shall act as the sounding board for new stewardship ideas and activities. When requested, it shall help facilitate existing committee stewardship activities. Additionally, it may assume responsibility for an existing committee stewardship activity if the responsible committee petitions the CSM and the necessary resources are available.

ARTICLE XII – Non-Ministerial Staff

Non-Ministerial Staff. Non-ministerial staff, including office staff, come alongside the Minister and the Fellowship to support them in ministry. It is the Minister’s responsibility to lead all staff in the direction that helps the Fellowship accomplish its goals.

Duties and Responsibilities. The duties and responsibilities for all staff position shall be formulated and approved by the Minister and the Board.

Selection of Non-Ministerial Staff. The

selection and approval of non-ministerial staff shall be the responsibility of the Minister, with the advice and consent of the Board (or its designee).

Resignation and Termination. Any staff member may at any time resign by submitting written notice to the Minister. Any non-ministerial staff member may be terminated by the Minister with the advice and consent of the Board (or its designee). Such terminations of staff may be reported to the Fellowship but does not need Fellowship approval.

ARTICLE XIII– Policies and Procedures Handbook

Development of the Handbook. The development of a Policies and Procedures Handbook of the Fellowship shall be overseen by the Board or its designees with professional consultation and review. This Handbook shall include all Fellowship policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Fellowship. The Handbook shall be kept in the main office and made available for use by any member of the Fellowship. Any suggested changes shall be recommended to the Board for its consideration and approval. The Board shall review the Handbook

Compilation and Maintenance of the Handbook. The Board and any of its designees shall be responsible for compiling and maintaining the Policies and Procedures Handbook for the day-to-day administrative functions of the Fellowship not covered in the Bylaws. The Secretary, or a designated office staff member, shall maintain the Handbook.

ARTICLE XIV – Fellowship Finances

Fiscal Year. The Fellowship’s Fiscal Year shall begin July 1st and end the following June 30th. However, the Trustees, in consultation with the necessary committees, shall have the power to change the fiscal year, from time to time.

Annual Budget. The Finance Committee shall prepare and submit a proposed annual budget to the Board for approval and presentation to the Fellowship at the annual meeting for its approval. The budget shall consist of the anticipated revenues and planned expenses for various committees of the Fellowship, including expenses and compensation for operating the office, building facilities, and Fellowship employees.

Management of Funds. The Board shall develop and maintain a written financial management system. This system shall include, but shall not be limited to, procedures for the collection and disbursement of funds upon proper authorization.

Changes Between Annual Meetings. The Board shall have the authority to adjust the budget as a result of revenue surplus and/or shortfalls.

Audit. The Finance Committee shall conduct or arrange for an annual review or audit of a type and nature they deem appropriate; however, the Fellowship shall conduct a review or audit by an outside auditor every five (5) years.

Deposits. The Board shall select banks, trust companies, or other depositories in which all funds of the Fellowship not otherwise employed shall, from time to time, be deposited to the credit of the Fellowship.

Contracts. The President can sign contracts to bind the Fellowship once approved by the Board or according to its procedures. However, the Board may authorize any officer or officers, agent or agents of the Fellowship, in addition to the President so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Fellowship, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

Endowments. The Board may establish on behalf of the Fellowship any endowments for the general purposes or for any special purposes of the Fellowship.

Designated Contributions. The Fellowship may accept any designated contributions, grant, bequest, or devise consistent with its general tax exempted purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions shall be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally shall be honored. However, the Fellowship reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds shall be used to carry out the Fellowship's tax-exempt purposes.

Minister's Discretionary Fund. The Board shall establish procedures to receive and disburse all

funds allocated for a Minister's Discretionary Fund. It shall be the duty of the Minister, with the advice and consent of the Committee on Ministry to determine needs of the congregants or others in the community as they arise. The Minister, with the advice and consent of the Committee on Ministry, shall examine the need of the recipients of these designated funds.

Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations. The Board may authorize in writing any officer(s) or agent(s) of the Fellowship to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines shall advance the religious purposes and goals of the Members as described herein and not violate the Fellowship's tax-exempt status.

Purchase or Sale of Property and Borrowing. Neither officers nor agents of the Fellowship may purchase or sell real or personal property on behalf of the Fellowship unless authorized by the Board according to these Bylaws. Any borrowing of money must be approved by the Board according to these Bylaws.

ARTICLE XV – Settlement of Disputes Within or Against the Fellowship

In any dispute arising between or among members of the Fellowship, the dispute may be resolved by the Board of Trustees (or a duly appointed committee from the Board) under the Rules and Procedures of the American Arbitration Association (AAA rules can be found at www.adr.org). All employees of the Fellowship shall sign policies or contracts with the Alternative Dispute Resolution clause in it.

Any dispute between a member and the Fellowship, or its agents in their representative capacity, shall be resolved through mediation but if it does not resolve the dispute, then through legally binding arbitration shall be employed by the Board or by individuals selected by the Board in accordance with the Rules and Procedures of the American Arbitration Association found at www.adr.org.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the Fellowship is located, and Virginia law shall apply to the dispute. Members, Ministers, or staff shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Fellowship and expressly waive their right to file a lawsuit in any civil court against one

another or the Fellowship for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the Fellowship and its members and under its risk policy procedures, the Fellowship is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the Fellowship's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the Fellowship.

ARTICLE XVI – Indemnification

The Fellowship shall indemnify any person who is or was an employee, agent, representative, Trustee, or volunteer of the Fellowship against any liability asserted against such person and incurred in the

course and scope of his or her duties or functions within the Fellowship to the extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

ARTICLE XVII - Amendments

These Bylaws, so far as allowed by law, may be amended at any meeting of the Fellowship by a two- thirds (2/3) vote of those Members present and voting, provided that a draft of the proposed change has been given to each member in writing not less than fourteen (14) days before the meeting which acts upon it.

I, the undersigned Secretary of THE UNITARIAN UNIVERSALIST FELLOWSHIP OF FREDERICKSBURG do hereby certify that the above Bylaws were adopted on January 20, 2019 by the voting members at a duly called meeting and that these Bylaws are current and in operation as of that time.

Secretary

Date