

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49

Adopted December 14, 1986
Amended March 6, 1994
Amended April 14, 1996
Amended April 4, 2004
Amended November 22, 2009

ARTICLE I NAME

The name of this organization shall be:
UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH INC.

ARTICLE II PURPOSE

We unite to dedicate ourselves to the ennoblement of individual and social life through our religion. We believe in reason and conscience and in the never ending search for truth. We believe in the ethical application of our religion and the motivation of love, respecting the worth and dignity of others.

ARTICLE III AFFILIATION

This Fellowship shall be a member of the Unitarian Universalist Association (UUA) and the Florida District of the Unitarian Universalist Association.

ARTICLE IV MEMBERSHIP

Section 1

- a. Any person sixteen (16) years of age or over who is in sympathy with the purpose of the Fellowship may become a member (Regular or Associate) by signing the membership roll and making a recorded financial contribution as an individual or as part of a family unit.
- b. A member (Regular or Associate) must make regular recorded financial contributions as an individual or as part of a family unit each fiscal year. The Board of Trustees, (hereinafter Board) may make exception to this provision for cause.
- c. To be eligible to vote at meetings of the congregation, a person must be a member in compliance with Article IV, Section 1.b and must have become a Regular or Associate member at least thirty days prior to the vote.

Section 2

- Members shall be of three categories: Regular, Associate, and Honorary.
- a. Regular members shall be those who maintain primary membership in the Vero Beach Fellowship.
 - b. Associate members shall be those who maintain primary membership in a Unitarian Universalist Society elsewhere. Associate members of the Vero Beach Fellowship shall enjoy the same privileges and obligations as Regular members.

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98

c. Honorary members shall be those who have been supporting and participating members. The Board shall decide who becomes an Honorary member by majority vote. Honorary members shall not have voting privileges. They shall not be counted towards any quorum at any Annual or Special congregational meeting.

Section 3

Only Regular members in compliance with Article IV, Section 1.b shall be included in the membership roll submitted to the Unitarian Universalist Association.

Section 4

A member may resign by written notice to the Board, which shall acknowledge receipt by first-class mail.

Section 5

The membership roll shall be reviewed by the Board annually, no later than six weeks prior to the Annual meeting. Any member not in compliance with paragraphs a and b of Section 1 shall be personally contacted. After three attempts to contact the member, the Board by a sixty-seven percent (67%) vote may terminate a person's membership.

ARTICLE V FISCAL YEAR, MEETINGS, AND QUORUM

Section 1

The Fellowship fiscal year shall begin July 1 and end June 30 each year.

Section 2

a. An Annual meeting of the congregation shall be held between April 1 and May 15 for the purpose of transacting such business as may properly be brought before the meeting. The Board shall establish the agenda for the Annual meeting after inviting input from the congregation.

b. A Special meeting of the congregation may be called by the President, or shall be called upon the written request of ten percent (10%) of the membership addressed to the Board and stating the meeting's purpose.

c. Notice of Annual or Special meetings shall be provided at least two weeks prior to the meeting by written communication to each member's last known address.

Section 3

A quorum is required to conduct business at Annual and Special meetings. A quorum shall consist of thirty percent (30%) of the membership, including absentee ballots if permitted by the Board, unless otherwise designated in these by-laws. A majority vote shall rule unless otherwise designated in these bylaws.

Section 4

Robert's Rules of Order shall be used as a guide in conducting business.

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

99 Section 5

100 a. At the Annual meeting, the congregation shall elect Officers and Trustees and vote on Ministry
101 and Facilities operating budgets. At the Annual meeting or a Special meeting, the congregation shall
102 vote on calling or discharging the minister, buying or selling real property for the Fellowship, and
103 other matters brought to its attention by the Board or the members.
104

105 b. All voting must be in person unless absentee ballots are authorized by the Board.
106
107

108 **Article VI OFFICERS, BOARD OF TRUSTEES AND NOMINATING COMMITTEE**

109 Section 1

110 a. The Officers elected by the congregation shall be: President, Treasurer, and Secretary. The
111 Board shall consist of these Officers and six (6) Trustees. The terms of these Officers and Trustees
112 shall be two years. At the Annual meeting, three Trustees shall be elected. In even-numbered years,
113 the President and Secretary shall also be elected; the Treasurer shall be elected in odd-numbered years.
114 (In the first year of this provision members shall elect a President and a Secretary, one Trustee to serve
115 for a one-year term and one Trustee to serve for a two-year term.)
116
117

118 b. Officers and Trustees elected by the congregation shall take office on July 1. At its first
119 meeting after taking office, the Board shall elect from among its members a Vice President who shall
120 serve until the end of the fiscal year.
121

122 Section 2

123 The Board shall meet monthly. Additional meetings may be held at the discretion of the President. A
124 majority of Board members shall constitute a quorum, whether such members are present in person or
125 by teleconference.
126

127 Section 3

128 All Officers and Trustees shall have been members of the Fellowship for at least one year and have
129 served on a committee for at least one year. No Board member shall serve for more than two
130 consecutive terms unless approved by a vote of sixty-seven percent (67%) of the members voting at an
131 Annual or Special meeting.
132

133 Section 4

134 a. A Nominating Committee shall consist of four members. Nominating Committee members
135 shall be elected at the Annual meeting. Nominating Committee members shall be elected to two year
136 terms, staggered so that two members are elected each year. No member may serve more than two
137 consecutive terms.
138

139 b. Members of the Nominating Committee shall be voting members of the Fellowship but shall
140 not be current members of the Board. No member of the Nominating Committee may be a candidate
141 for the Board during his or her tenure on the Nominating Committee.

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

142

143 c. The Nominating Committee shall choose its own chairperson from among its members. The
144 chair may vote at meetings of the committee.

145

146 d. The Nominating Committee shall consult the Board and the Minister and shall provide
147 opportunity for input from members of the Fellowship, as part of its deliberations.

148

149 e. At least one month before the Annual meeting, the Nominating Committee shall present to the
150 Fellowship a slate of proposed Officers, Trustees, and two members of the Nominating Committee.
151 Nominations for Officers, Trustees, and the Nominating Committee may be made from the floor at the
152 Annual meeting provided the written consent of the nominee has been obtained in advance.

153

154 f. If there is more than one candidate for any position, the election shall be by secret, written
155 ballot.

156

157 g. At the meeting at which these bylaws are adopted, the two currently elected members of the
158 Nominating Committee shall present a slate of nominees for two additional members. Nominations
159 may also be made from the floor. If more than two names are placed in nomination, election shall be
160 by secret, written ballot. Individuals elected to these positions shall serve until the end of the fiscal
161 year following the one in which they are elected.

162

163 h. In the event of a vacancy on the Nominating Committee, the Board shall appoint a
164 replacement. The replacement shall complete the term of the member being replaced.

165

166 Section 5

167 a. The Board shall have general charge of the real property, equipment, business and
168 administration of the Fellowship. The Board is responsible for ensuring an appropriate and
169 accountable governance structure suitable to the needs of the Fellowship, including such Councils and
170 Committees as it may deem necessary. The Board shall also appoint delegates to represent the
171 Fellowship on community and denominational bodies as required.

172

173 b. In the event of a vacancy on the Board, the Board shall consult with the Nominating
174 Committee and appoint a replacement. Replacements for all positions other than the President shall
175 complete the term of the officer or trustee being replaced. In the event of a vacancy during the first
176 term of office in the position of President, the Board-appointed replacement shall service until the end
177 of the fiscal year. At the next Annual meeting, a President shall be elected for a one-year term.

178

179 Section 6

180 a. The President shall be Chair of the Board. The President shall preside over all Annual
181 meetings, Special meetings, and Board meetings. The President shall be an ex-officio member of all
182 Councils and Committees except the Nominating Committee. The President shall represent the
183 Fellowship on all appropriate occasions.

184

185 b. The Vice President shall act in the place of the President during the President's absence.

186

187 c. The Secretary shall keep an accurate record of the transactions of all business meetings of the
188 Fellowship and the Board. The Secretary shall ensure that written minutes of all meetings of the
189 Board, and of all Annual and Special meetings of the Fellowship, are stored on the premises of the

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

190 Fellowship. The Secretary shall post notice and notify the membership of Annual and of Special
191 meetings. The Secretary shall act in place of the Vice President during the Vice President's absence.
192

193 d. The Treasurer shall receive and safely keep all money and other financial documents of the
194 Fellowship entrusted to the Treasurer's care. The Treasurer shall disburse the same under the direction
195 of the Board. The Treasurer shall keep a complete account of the finances of the Fellowship in books
196 which shall remain the property, and be stored on the premises of the Fellowship. These books shall
197 be open for members' inspection at any time. The Treasurer shall render a financial statement to the
198 Board at least quarterly and at the Annual meeting of the Fellowship. The Treasurer shall act in place
199 of the Secretary during the Secretary's absence .
200

201 e. The Treasurer shall have these books reviewed each fiscal year by a qualified person or persons
202 from within the Fellowship, if available, as determined by the Board. Said qualified person shall not
203 have fiduciary responsibility in the business of the Fellowship. In addition, the Fellowship books shall
204 be audited every five years by an independent external auditor.
205

206 f. With the advice and consent of the Board, the Treasurer may appoint an Assistant Treasurer. Such
207 an appointee must be a member but shall not be an Officer of the Fellowship.
208

209 Section 7

210 Any Officer or Trustee may be recalled by a vote of sixty-seven percent (67%) of members voting at a
211 Special or Annual meeting.
212

213
214 **ARTICLE VII FINANCES**
215

216 Section 1

217 The operating expenses of the Fellowship shall be authorized by annual operating budgets covering
218 Ministry and Facilities, adopted by the membership each fiscal year.
219

220 Section 2

221 The Finance Committee shall prepare the Ministry and Facilities operating budgets and, following a
222 review by the Board, present them to the membership for approval at the Annual meeting.
223

224 Section 3

225 Funding for the Ministry Operating Budget shall be solely through contributions of our members and
226 friends through pledges, gifts, Sunday collections and Board approved fund-raising activities
227 designated for Ministry operations.
228

229 Section 4

230 Funding for the Facilities Operating Budget shall be solely through rental of our facility, surplus
231 monies generated by not-for-profit enterprises created by the Board, and gifts designated for facility
232 operations.
233

234 Section 5

235 The membership, at an Annual or Special meeting, may modify the Ministry operating budget or the
236 Facilities operating budget. The Board may allocate expenditures to meet changes in revenue estimates
237 and make adjustments between budgeted line items in either budget as needed based on current
238 financial conditions.

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

239

240 Section 6

241 The Fellowship shall maintain the following funds, when appropriate, and as authorized by the Board.

- 242 a. Ministry Fund. This fund shall be the operating account for the Ministry Budget.
- 243
- 244 b. Facilities Fund. This fund shall be the operating account for the Facilities Budget.
- 245
- 246 c. Enterprise Funds. These funds may be created by the Board to support not-for-profit
- 247 enterprises. The budgets of such funds shall be approved annually by the Board.
- 248
- 249 d. Endowment Fund. This fund shall serve as the repository for gifts of cash and other assets to
- 250 be managed in accordance with the Endowment Resolution as authorized by the Congregation.
- 251
- 252 e. Maintenance Reserve Fund: This fund shall be managed in a Special Account for the
- 253 purposes of either making major repairs to the facility or replacing capital equipment, not covered in
- 254 the operating budget for the Facilities Fund. The sources of monies for this fund shall be any
- 255 appropriations for this purpose in the Facilities Budget and any surplus that occurs in the Facilities
- 256 Fund at the end of the fiscal year. Expenditures from this fund shall be authorized by the Board.
- 257
- 258 f. Building Fund. This fund shall be established to hold monies designated for the purchase of
- 259 real property or for renovation of existing real estate for changes in use. Expenditures from this fund
- 260 shall require an affirmative vote of seventy-five percent (75%) of the membership voting at an Annual
- 261 or Special congregational meeting called for that purpose.
- 262
- 263 g. Other funds. Nothing in these by-laws precludes the creation of other funds by the Board.

264

265

266 **ARTICLE VIII MINISTER**

267

268 Section 1

269 Whenever a vacancy exists in the Ministry of the Fellowship, the Board shall provide for the selection

270 of a Ministerial Search Committee which shall be representative of the membership. The Ministerial

271 Search Committee shall, in consultation with the Unitarian Universalist Association, nominate and

272 present to the membership a suitable candidate for the office. While this vacancy exists, the duties and

273 responsibilities of the minister shall pass to the Board, which may hire an interim minister to serve the

274 Fellowship for the duration of the vacancy.

275

276 Section 2

277 The Board shall call a Special meeting of the membership to receive the report of the Ministerial

278 Search Committee and to vote on calling the candidate to serve as Minister of the Fellowship.

279 Approval shall require an affirmative vote of ninety percent (90%) of the members voting. Quorum

280 for such a meeting shall be fifty percent (50%) of the voting membership.

281

282 Section 3

283 The terms of the Minister's proposed Letter of Agreement shall be negotiated by the Board on behalf

284 of the Fellowship prior to the congregational vote to call the candidate to serve as Minister. Upon an

285 affirmative congregational vote, a written Letter of Agreement shall then be signed by the Minister and

286 the President.

287

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – November 22, 2009

288 Section 4

289 Thirty percent (30%) of the voting members of the Fellowship may petition the Board in writing to
290 terminate the Minister's services. The Board shall act on this petition by calling a Special meeting of
291 the membership. The Minister shall be invited to speak at this meeting. The vote to dismiss shall
292 require a sixty-seven percent (67%) vote of the members voting. Quorum for such a meeting shall be
293 fifty percent (50%) of the voting membership. Such vote may not be taken again for six months.

294
295 Section 5

296 The Minister shall be responsible for the conduct of religious services within the Fellowship and for
297 the Fellowship's spiritual interest. The Minister shall have the freedom of the pulpit and be a member
298 ex officio and without a vote on the Board and all standing Councils and Committees, with the
299 exception of the Ministerial Search Committee and of the Nominating Committee.

300

301

302 **ARTICLE IX USE OF THE FELLOWSHIP NAME**

303

304 Section 1

305 Members who desire the Fellowship publicly to support a particular view or matter of public interest
306 shall present the proposed action to the Board.

307

308 Section 2

309 The Board shall decide whether to present said proposed action to the membership or to act for the
310 membership. The Board shall normally act for the membership on matters in which it is clear that the
311 action is in alignment with the purposes of the Fellowship. If the Board decides that it is advisable for
312 the membership as a whole to consider and vote on the proposal, the Board shall call a Special meeting
313 of the Fellowship.

314

315 Section 3

316 Any proposal regarding the Fellowship as a supporter of a particular view or matter of public interest
317 that is not directly part of the regular Fellowship programs or functions must be passed by an
318 affirmative vote of sixty-seven percent (67%) of members voting at a Special or Annual meeting.

319

320

321 **ARTICLE X DISSOLUTION**

322

323 Should the Fellowship disband or cease to function, all assets of the Fellowship shall be transferred to
324 the Florida District of the Unitarian Universalist Association or its successors.

325

326 **ARTICLE XI AMENDMENTS**

327

328 The Articles of Incorporation and these by-laws may be amended at any Annual or Special meeting.
329 Proposed amendments may be brought before the Fellowship by the Board or by petition signed by at
330 least ten percent (10%) of the voting members. Wording of any proposed amendments shall be
331 contained in the notice of the meeting. Proposed amendments may be voted on only in the form in
332 which they appear in the meeting notification, non-substantive alterations to the proposed
333 amendment(s) excepted. An affirmative vote of sixty-seven percent (67%) of members voting at an
334 Annual or Special meeting shall be required for approval of the proposed amendment(s).