

UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS – April 10, 2011

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Adopted December 14, 1986
Amended March 6, 1994
Amended April 14, 1996
Amended April 4, 2004
Amended November 22, 2009
Amended April 10, 2011

10 **ARTICLE I NAME**

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

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16 **ARTICLE II PURPOSE**

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

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23 **ARTICLE III AFFILIATION**

24

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

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29 **ARTICLE IV MEMBERSHIP**

30

31 Section 1

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a. Any person sixteen (16) years of age or over who is in sympathy with the purpose of the
33 Fellowship may become a member (Regular or Associate) by signing the membership roll and making
34 a recorded financial contribution as an individual or as part of a family unit.

35

36

b. A member (Regular or Associate) must make recorded financial contributions as an individual
37 or as part of a family unit each fiscal year. The Board of Trustees, (hereinafter Board) may make
38 exception to this provision for cause.

39

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c. To be eligible to vote at meetings of the congregation, a person must have become a Regular
41 or Associate member at least thirty days prior to the vote and have made a recorded financial
42 contribution during the previous twelve months no later than seven days prior to the vote.

43

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Section 2

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Members shall be of three categories: Regular, Associate, and Honorary.

46

a. Regular members shall be those who maintain primary membership in the Vero Beach
47 Fellowship.

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48 b. Associate members shall be those who maintain primary membership in a Unitarian
49 Universalist Society elsewhere. Associate members of the Vero Beach Fellowship shall enjoy the same
50 privileges and obligations as Regular members.

51
52 c. Honorary members shall be those who have been supporting and participating members. The
53 Board shall decide who becomes an Honorary member by majority vote. Honorary members shall not
54 have voting privileges. They shall not be counted towards any quorum at any Annual or Special
55 congregational meeting.

56
57 Section 3
58 Only Regular members in compliance with Article IV, Section 1.b shall be included in the membership
59 roll submitted to the Unitarian Universalist Association.

60
61 Section 4
62 A member may resign by written notice to the Board, which shall acknowledge receipt by first-class
63 mail.

64
65 Section 5
66 The membership roll shall be reviewed by the Board annually, no later than six weeks prior to the
67 Annual meeting. Any member not in compliance with paragraphs a and b of Section 1 shall be
68 personally contacted. After three attempts to contact the member, the Board by a sixty-seven percent
69 (67%) vote may terminate a person's membership.

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72 **ARTICLE V FISCAL YEAR, MEETINGS, AND QUORUM**

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

76
77 Section 2
78 a. An Annual meeting of the congregation shall be held between April 1 and May 15 for the
79 purpose of transacting such business as may properly be brought before the meeting. The Board shall
80 establish the agenda for the Annual meeting after inviting input from the congregation.

81
82 b. A Special meeting of the congregation may be called by the President, or shall be called upon
83 the written request of ten percent (10%) of the membership addressed to the Board and stating the
84 meeting's purpose.

85
86 c. Notice of Annual or Special meetings shall be provided at least two weeks prior to the meeting
87 by written communication to each member's last known address.

88
89 Section 3
90 A quorum is required to conduct business at Annual and Special meetings. A quorum shall consist of
91 thirty percent (30%) of the membership, including absentee ballots if permitted by the Board, unless
92 otherwise designated in these by-laws. A majority vote shall rule unless otherwise designated in these
93 bylaws.

94
95 Section 4
96 Robert's Rules of Order shall be used as a guide in conducting business.

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100 Section 5

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

105

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

107

108

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

110

111 Section 1

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

118

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

122

123 Section 2

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

127

128 Section 3

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

133

134 Section 4

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

139

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

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143

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

146

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

149

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

154

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

157

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

163

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

166

167 Section 5

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

173

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

179

180 Section 6

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

185

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

187

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

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191 Fellowship. The Secretary shall post notice and notify the membership of Annual and of Special
192 meetings. The Secretary shall act in place of the Vice President during the Vice President's absence.
193

194 d. The Treasurer shall receive and safely keep all money and other financial documents of the
195 Fellowship entrusted to the Treasurer's care. The Treasurer shall disburse the same under the direction
196 of the Board. The Treasurer shall keep a complete account of the finances of the Fellowship in books
197 which shall remain the property, and be stored on the premises of the Fellowship. These books shall
198 be open for members' inspection at any time. The Treasurer shall render a financial statement to the
199 Board at least quarterly and at the Annual meeting of the Fellowship. The Treasurer shall act in place
200 of the Secretary during the Secretary's absence.
201

202 e. The Treasurer shall have these books reviewed each fiscal year by a qualified person or persons
203 from within the Fellowship, if available, as determined by the Board. Said qualified person shall not
204 have fiduciary responsibility in the business of the Fellowship. In addition, the Fellowship books shall
205 be audited every five years by an independent external auditor.
206

207 f. With the advice and consent of the Board, the Treasurer may appoint an Assistant Treasurer. Such
208 an appointee must be a member but shall not be an Officer of the Fellowship.
209

210 Section 7

211 Any Officer or Trustee may be recalled by a vote of sixty-seven percent (67%) of members voting at a
212 Special or Annual meeting.
213

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215 **ARTICLE VII FINANCES**

216
217 Section 1

218 The operating expenses of the Fellowship shall be authorized by annual operating budgets covering
219 Ministry and Facilities, adopted by the membership each fiscal year.
220

221 Section 2

222 The Finance Committee shall prepare the Ministry and Facilities operating budgets and, following a
223 review by the Board, present them to the membership for approval at the Annual meeting.
224

225 Section 3

226 Funding for the Ministry Operating Budget shall be solely through contributions of our members and
227 friends through pledges, gifts, Sunday collections and Board approved fund-raising activities
228 designated for Ministry operations.
229

230 Section 4

231 Funding for the Facilities Operating Budget shall be solely through rental of our facility, surplus
232 monies generated by not-for-profit enterprises created by the Board, and gifts designated for facility
233 operations.
234

235 Section 5

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

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240

241 Section 6

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

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

265

266

267 **ARTICLE VIII MINISTER**

268

269 Section 1

270 Whenever a vacancy exists in the Settled Ministry of the Fellowship, the Board shall provide for the

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

272 Ministerial Search Committee shall, in consultation with the Unitarian Universalist Association,

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

274 the duties and responsibilities of the minister shall pass to the Board, which may hire an interim

275 minister to serve the Fellowship for the duration of the vacancy.

276

277 Section 2

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

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

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

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

282

283 Section 3

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

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

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

287 the President.

288

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289 Section 4

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

295
296 Section 5

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

301

302

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

304

305 Section 1

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

308

309 Section 2

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

315

316 Section 3

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

320

321

322 **ARTICLE X DISSOLUTION**

323

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

326

327 **ARTICLE XI AMENDMENTS**

328

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