

**UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH
BY-LAWS –**

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3 Adopted December 14, 1986
4 Amended March 6, 1994
5 Amended April 14, 1996
6 Amended April 4, 2004
7 Amended November 22, 2009
8 Amended April 10, 2011
9 Amended April 15, 2012
10 Amended April 14, 2013
11 Amended April 12, 2015
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14 **ARTICLE I NAME**

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16 The name of this organization shall be:
17 UNITARIAN UNIVERSALIST FELLOWSHIP OF VERO BEACH INC.
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20 **ARTICLE II PURPOSE**

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

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29 This Fellowship shall be a member of the Unitarian Universalist Association (UUA) and the Florida
30 District of the Unitarian Universalist Association.
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33 **ARTICLE IV MEMBERSHIP**

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35 Section 1

36 a. Any person sixteen (16) years of age or over who is in sympathy with the purpose of the
37 Fellowship may become a member (Regular or Associate) by signing the membership roll and making
38 a recorded financial contribution as an individual or as part of a family unit.
39

40 b. A member (Regular or Associate) must make recorded financial contributions as an individual
41 or as part of a family unit each fiscal year. The Board of Trustees, (hereinafter Board) may make
42 exception to this provision for cause.
43

44 c. To be eligible to vote at meetings of the congregation, a person must have become a Regular or
45 Associate member at least thirty days prior to the vote and have made a recorded financial contribution
46 during the previous twelve months no later than seven days prior to the vote.
47

48 Section 2

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

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

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

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

60

61 Section 3

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

64

65 Section 4

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

68

69 Section 5

70 The membership roll shall be reviewed by the Board annually, no later than six weeks prior to the
71 Annual meeting. Any member not in compliance with paragraphs a and b of Section 1 shall be
72 personally contacted. After three attempts to contact the member, the Board by a sixty-seven percent
73 (67%) vote may terminate a person's membership.

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

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78 Section 1

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

80

81 Section 2

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

85

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

89

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

92

93 Section 3

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

98

99 Section 4

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

101

102 Section 5

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

107

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

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

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113 Section 1

114 a. The Officers elected by the congregation shall be: President, Treasurer, and Secretary. The
115 Board shall consist of these Officers and six (6) Trustees. The terms of these Officers and Trustees
116 shall be two years. At the Annual meeting, three Trustees shall be elected. In even-numbered years,
117 the President and Secretary shall also be elected; the Treasurer shall be elected in odd-numbered years.

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.

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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.

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- c. The Nominating Committee shall choose its own chairperson from among its members. The chair may vote at meetings of the committee.
- d. The Nominating Committee shall consult the Board and the Minister and shall provide opportunity for input from members of the Fellowship, as part of its deliberations.
- e. At least one month before the Annual meeting, the Nominating Committee shall present to the Fellowship a slate of proposed Officers, Trustees, and two members of the Nominating Committee. Nominations for Officers, Trustees, and the Nominating Committee may be made from the floor at the Annual meeting provided the written consent of the nominee has been obtained in advance.
- f. If there is more than one candidate for any position, the election shall be by secret, written ballot.
- g. At the meeting at which these bylaws are adopted, the two currently elected members of the Nominating Committee shall present a slate of nominees for two additional members. Nominations may also be made from the floor. If more than two names are placed in nomination, election shall be by secret, written ballot. Individuals elected to these positions shall serve until the end of the fiscal year following the one in which they are elected.
- h. In the event of a vacancy on the Nominating Committee, the Board shall appoint a replacement. The replacement shall complete the term of the member being replaced.
- i. In even numbered years, the Nominating Committee shall, after consultation with the Facilities and Ministries Councils, present to the Board **one nomination** for each of the following positions: Ministries Council chair, Facilities Council chair.

Section 5

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

b. In the event of a vacancy on the Board, the Board shall consult with the Nominating Committee and appoint a replacement. Replacements for all positions other than the President shall complete the term of the officer or trustee being replaced. In the event of a vacancy during the first year of office in the position of President, the Board-appointed replacement shall serve until the end of the fiscal year. At the next Annual meeting, a President shall be elected for a one-year term. Such appointments shall constitute a first term of office only if the term served is for more than twelve months in length.

Section 6

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

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- 192 b. The Vice President shall act in the place of the President during the President’s absence.
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194 c. The Secretary shall keep an accurate record of the transactions of all business meetings of the
195 Fellowship and the Board. The Secretary shall ensure that written minutes of all meetings of the
196 Board, and of all Annual and Special meetings of the Fellowship, are stored on the premises of the
197 Fellowship. The Secretary shall post notice and notify the membership of Annual and of Special
198 meetings. The Secretary shall act in place of the Vice President during the Vice President’s absence.
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200 d. The Treasurer shall receive and safely keep all money and other financial documents of the
201 Fellowship entrusted to the Treasurer's care. The Treasurer shall disburse the same under the direction
202 of the Board. The Treasurer shall keep a complete account of the finances of the Fellowship in books
203 which shall remain the property, and be stored on the premises of the Fellowship. These books shall be
204 open for members’ inspection at any time. The Treasurer shall render a financial statement to the
205 Board at least quarterly and at the Annual meeting of the Fellowship. The Treasurer shall act in place
206 of the Secretary during the Secretary’s absence.
207
208 e. The Treasurer shall have these books reviewed each fiscal year by a qualified person or persons from
209 within the Fellowship, if available, as determined by the Board. Said qualified person shall not have
210 fiduciary responsibility in the business of the Fellowship. In addition, the Fellowship books shall be
211 audited every five years by an independent external auditor.
212
213 f. With the advice and consent of the Board, the Treasurer may appoint an Assistant Treasurer. Such
214 an appointee must be a member but shall not be an Officer of the Fellowship.
215

216 Section 7

217 Any Officer or Trustee may be recalled by a vote of sixty-seven percent (67%) of members voting at a
218 Special or Annual meeting.
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221 **ARTICLE VII FINANCES**

222
223 Section 1

224 The operating expenses of the Fellowship shall be authorized by annual operating budgets covering
225 Ministry and Facilities, adopted by the membership each fiscal year.
226

227 Section 2

228 The Finance Committee shall prepare the Ministry and Facilities operating budgets and, following a
229 review by the Board, present them to the membership for approval at the Annual meeting.
230

231 Section 3

232 Funding for the Ministry Operating Budget shall be solely through contributions of our members and
233 friends through pledges, gifts, Sunday collections and Board approved fund-raising activities
234 designated for Ministry operations.
235

236 Section 4

237 Funding for the Facilities Operating Budget shall be solely through rental of our facility, surplus
238 monies generated by not-for-profit enterprises created by the Board, and gifts designated for facility
239 operations.
240

241 Section 5

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

246

247 Section 6

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

249

a. Ministry Fund. This fund shall be the operating account for the Ministry Budget.

250

251

b. Facilities Fund. This fund shall be the operating account for the Facilities Budget.

252

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c. Enterprise Funds. These funds may be created by the Board to support not-for-profit
254 enterprises. The budgets of such funds shall be approved annually by the Board.

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d. Endowment Fund. This fund shall serve as the repository for gifts of cash and other assets to be
257 managed in accordance with the Endowment Resolution as authorized by the Congregation.

258

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e. Maintenance Reserve Fund: This fund shall be managed in a Special Account for the purposes
260 of either making major repairs to the facility or replacing capital equipment, not covered in the
261 operating budget for the Facilities Fund. The sources of monies for this fund shall be any
262 appropriations for this purpose in the Facilities Budget and any surplus that occurs in the Facilities
263 Fund at the end of the fiscal year. Expenditures from this fund shall be authorized by the Board.

264

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f. Building Fund. This fund shall be established to hold monies designated for the purchase of
266 real property or for renovation of existing real estate for changes in use. Expenditures from this fund
267 shall require an affirmative vote of seventy-five percent (75%) of the membership voting at an Annual
268 or Special congregational meeting called for that purpose.

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g. Other funds. Nothing in these by-laws precludes the creation of other funds by the Board.

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ARTICLE VIII MINISTER

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Section 1

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Whenever a vacancy exists in the Settled Ministry of the Fellowship, the Board shall provide for the
277 selection of a Ministerial Search Committee which shall be representative of the membership. The
278 Ministerial Search Committee shall, in consultation with the Unitarian Universalist Association,
279 nominate and present to the membership a suitable candidate for the office. While this vacancy exists,
280 the duties and responsibilities of the minister shall pass to the Board, which may hire an interim
281 minister to serve the Fellowship for the duration of the vacancy.

282

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Section 2

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The Board shall call a Special meeting of the membership to receive the report of the Ministerial
285 Search Committee and to vote on calling the candidate to serve as Minister of the Fellowship. Approval
286 shall require an affirmative vote of ninety percent (90%) of the members voting. Quorum for such a
287 meeting shall be fifty percent (50%) of the voting membership.

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Section 3

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The terms of the Minister's proposed Letter of Agreement shall be negotiated by the Board on behalf of
291 the Fellowship prior to the congregational vote to call the candidate to serve as Minister. Upon an

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292 affirmative congregational vote, a written Letter of Agreement shall then be signed by the Minister and
293 the President.

294

295 Section 4

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

301

302 Section 5

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

307

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

310

311 Section 1

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

314

315 Section 2

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

321

322 Section 3

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

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328 **ARTICLE X DISSOLUTION**

329

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

332

333 **ARTICLE XI AMENDMENTS**

334

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