

**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
12 Amended April 15, 2018
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15 **ARTICLE I NAME**

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

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23 We unite to dedicate ourselves to the ennoblement of individual and social life through our religion.
24 We believe in reason and conscience and in the never ending search for truth, *and advancement of*
25 *education both in the congregation and in the wider community.* We believe in the ethical application
26 of our religion and the motivation of love, respecting the worth and dignity of others.
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29 **ARTICLE III AFFILIATION**

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31 This Fellowship shall be a member of the Unitarian Universalist Association (UUA) and the Florida
32 District of the Unitarian Universalist Association.
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35 **ARTICLE IV MEMBERSHIP**

36
37 Section 1

38 a. Any person sixteen (16) years of age or over who is in sympathy with the purpose of the
39 Fellowship may become a member (Regular or Associate) by signing the membership roll and making
40 a recorded financial contribution as an individual or as part of a family unit.
41

42 b. A member (Regular or Associate) must make recorded financial contributions as an individual
43 or as part of a family unit each fiscal year. The Board of Trustees, (hereinafter Board) may make
44 exception to this provision for cause.
45

46 c. To be eligible to vote at meetings of the congregation, a person must have become a Regular or
47 Associate member at least thirty days prior to the vote and have made a recorded financial contribution
48 during the previous twelve months no later than seven days prior to the vote.
49

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50 Section 2

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

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

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

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

62

63 Section 3

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

66

67 Section 4

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

70

71 Section 5

72 The membership roll shall be reviewed by the Board annually, no later than six weeks prior to the
73 Annual meeting. Any member not in compliance with paragraphs a and b of Section 1 shall be
74 personally contacted. After three attempts to contact the member, the Board by a sixty-seven percent
75 (67%) vote may terminate a person's membership.

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

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80 Section 1

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

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83 Section 2

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

87

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

91

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

94

95 Section 3

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

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Section 4

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

Section 5

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

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

Article VI OFFICERS, BOARD OF TRUSTEES AND NOMINATING COMMITTEE

Section 1

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

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

Section 2

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

Section 3

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

Section 4

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

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

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

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

151

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

156

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

159

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

165

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

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169 i. In even numbered years, the Nominating Committee shall, after consultation with the
170 Facilities and Ministries Councils, present to the Board **one nomination** for each of the
171 following positions: Ministries Council chair, Facilities Council chair.

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173

174 Section 5

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

180

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

188

189 Section 6

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

194

195 b. In the event of a vacancy on the Board, the Board shall consult with the Nominating
196 Committee and appoint a replacement. Replacements for all positions other than the President shall
197 complete the term of the officer or trustee being replaced. In the event of a vacancy during the first

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198 year of office in the position of President, the Board-appointed replacement shall serve until the end of
199 the fiscal year. At the next Annual meeting, a President shall be elected for a one-year term. Such
200 appointments shall constitute a first term of office only if the term served is for more than twelve
201 months in length

202

203 c. The Secretary shall keep an accurate record of the transactions of all business meetings of the
204 Fellowship and the Board. The Secretary shall ensure that written minutes of all meetings of the
205 Board, and of all Annual and Special meetings of the Fellowship, are stored on the premises of the
206 Fellowship. The Secretary shall post notice and notify the membership of Annual and of Special
207 meetings. The Secretary shall act in place of the Vice President during the Vice President's absence.
208

209 d. The Treasurer shall receive and safely keep all money and other financial documents of the
210 Fellowship entrusted to the Treasurer's care. The Treasurer shall disburse the same under the direction
211 of the Board. The Treasurer shall keep a complete account of the finances of the Fellowship in books
212 which shall remain the property, and be stored on the premises of the Fellowship. These books shall be
213 open for members' inspection at any time. The Treasurer shall render a financial statement to the
214 Board at least quarterly and at the Annual meeting of the Fellowship. The Treasurer shall act in place
215 of the Secretary during the Secretary's absence.
216

217 e. The Treasurer shall have these books reviewed each fiscal year by a qualified person or persons from
218 within the Fellowship, if available, as determined by the Board. Said qualified person shall not have
219 fiduciary responsibility in the business of the Fellowship. In addition, when deemed necessary, the
220 Finance Committee with the advice and consent of the Board of Trustees, may call for an accounting
221 review of the Fellowship books.
222

223 f. With the advice and consent of the Board, the Treasurer may appoint an Assistant Treasurer. Such
224 an appointee must be a member but shall not be an Officer of the Fellowship.
225

226 Section 7

227 Any Officer or Trustee may be recalled by a vote of sixty-seven percent (67%) of members voting at a
228 Special or Annual meeting.
229

230

231 **ARTICLE VII FINANCES**

232

233 Section 1

234 The operating expenses of the Fellowship shall be authorized by annual operating budgets covering
235 Ministry and Facilities, adopted by the membership each fiscal year.
236

237 Section 2

238 The Finance Committee shall prepare the Ministry and Facilities operating budgets and, following a
239 review by the Board, present them to the membership for approval at the Annual meeting.
240

241 Section 3

242 Funding for the Ministry Operating Budget shall be solely through contributions of our members and
243 friends through pledges, gifts, Sunday collections and Board approved fund-raising activities
244 designated for Ministry operations.
245

246 Section 4

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

250

251 Section 5

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

256

257 Section 6

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

- 259 a. Ministry Fund. This fund shall be the operating account for the Ministry Budget.
260
261 b. Facilities Fund. This fund shall be the operating account for the Facilities Budget.
262
263 c. Enterprise Funds. These funds may be created by the Board to support not-for-profit
264 enterprises. The budgets of such funds shall be approved annually by the Board.
265
266 d. Endowment Fund. This fund shall serve as the repository for gifts of cash and other assets to be
267 managed in accordance with the Endowment Resolution as authorized by the Congregation.
268
269 e. Maintenance Reserve Fund: This fund shall be managed in a Special Account for the purposes
270 of either making major repairs to the facility or replacing capital equipment, not covered in the
271 operating budget for the Facilities Fund. The sources of monies for this fund shall be any
272 appropriations for this purpose in the Facilities Budget and any surplus that occurs in the Facilities
273 Fund at the end of the fiscal year. Expenditures from this fund shall be authorized by the Board.
274
275 f. Building Fund. This fund shall be established to hold monies designated for the purchase of
276 real property or for renovation of existing real estate for changes in use. Expenditures from this fund
277 shall require an affirmative vote of seventy-five percent (75%) of the membership voting at an Annual
278 or Special congregational meeting called for that purpose.
279
280 g. Other funds. Nothing in these by-laws precludes the creation of other funds by the Board.

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283 **ARTICLE VIII MINISTER**

284

285 Section 1

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

292

293 Section 2

294 The Board shall call a Special meeting of the membership to receive the report of the Ministerial
295 Search Committee and to vote on calling the candidate to serve as Minister of the Fellowship. Approval

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296 shall require an affirmative vote of ninety percent (90%) of the members voting. Quorum for such a
297 meeting shall be fifty percent (50%) of the voting membership.
298

299 Section 3

300 The terms of the Minister's proposed Letter of Agreement shall be negotiated by the Board on behalf of
301 the Fellowship prior to the congregational vote to call the candidate to serve as Minister. Upon an
302 affirmative congregational vote, a written Letter of Agreement shall then be signed by the Minister and
303 the President.
304

305 Section 4

306 Thirty percent (30%) of the voting members of the Fellowship may petition the Board in writing to
307 terminate the Minister's services. The Board shall act on this petition by calling a Special meeting of
308 the membership. The Minister shall be invited to speak at this meeting. The vote to dismiss shall
309 require a sixty-seven percent (67%) vote of the members voting. Quorum for such a meeting shall be
310 fifty percent (50%) of the voting membership. Such vote may not be taken again for six months.
311

312 Section 5

313 The Minister shall be responsible for the conduct of religious services within the Fellowship and for the
314 Fellowship's spiritual interest. The Minister shall have the freedom of the pulpit and be a member ex
315 officio and without a vote on the Board and all standing Councils and Committees, with the exception
316 of the Ministerial Search Committee and of the Nominating Committee.
317

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319 **ARTICLE IX USE OF THE FELLOWSHIP NAME**
320

321 Section 1

322 Members who desire the Fellowship publicly to support a particular view or matter of public interest
323 shall present the proposed action to the Board.
324

325 Section 2

326 The Board shall decide whether to present said proposed action to the membership or to act for the
327 membership. The Board shall normally act for the membership on matters in which it is clear that the
328 action is in alignment with the purposes of the Fellowship. If the Board decides that it is advisable for
329 the membership as a whole to consider and vote on the proposal, the Board shall call a Special meeting
330 of the Fellowship.
331

332 Section 3

333 Any proposal regarding the Fellowship as a supporter of a particular view or matter of public interest
334 that is not directly part of the regular Fellowship programs or functions must be passed by an
335 affirmative vote of sixty-seven percent (67%) of members voting at a Special or Annual meeting.
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338 **ARTICLE X DISSOLUTION**
339

340 Should the Fellowship disband or cease to function, all assets of the Fellowship shall be transferred to
341 the Florida District of the Unitarian Universalist Association or its successors.
342

343 **ARTICLE XI AMENDMENTS**
344

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