

# BYLAWS

## Unitarian Universalist Congregation Ormond Beach

### ARTICLE I. NAME

The name of this religious Congregation shall be the UNITARIAN UNIVERSALIST CONGREGATION ORMOND BEACH, INC.

### ARTICLE II. PURPOSE AND INCLUSIVITY

#### SECTION 1. PURPOSE

The purpose of this Congregation is to bring together in fellowship religious liberals and to encourage them in their search of truths and those spiritual values which enrich character and unite human beings in service to one another.

#### SECTION 2. INCLUSIVITY

To this end we will foster a climate of purposeful inclusion, where one can feel safe, valued and cared for without regard to race, color, sex, disability, sexual orientation, gender identity, national origin, age or socioeconomic status. This shall also apply to employment and calling of a minister.

### ARTICLE III. MEMBERSHIP

**SECTION 1. CLASSIFICATIONS.** There shall be two classes of memberships: Regular and Associate.

**SECTION 2. REGULAR MEMBER.** Any person fourteen years of age or over who is in accord with the purpose and programs of this Congregation and is willing to assume the responsibilities of membership may become a member by signing the Congregation membership form, in the presence of a trustee, or the minister.

**SECTION 3. ASSOCIATE MEMBER.** Any persons holding membership in another religious organization who is in accord with the purpose and programs of this Congregation and is willing to assume the responsibilities of membership may become an Associate Member by signing an Associate Member membership form, witnessed by a trustee or the minister. This action is intended to have no effect upon his or her membership elsewhere. Associate Members will not be reported to the Unitarian Universalist Association as members of this Congregation.

**SECTION 4. VOTING.** The right to vote at the business meetings of the Congregation shall be reserved to Regular and Associate Members who have been members for at least thirty (30) days.

**SECTION 5. RESPONSIBILITIES OF MEMBERSHIP.** Members agree to support each other in the search for truth and meaning, to treat other members with respect and to support the Congregation by personal participation in congregational activities and by making an annual financial pledge to the Congregation at a level to be determined by the member according to his or her circumstances. Signing the membership form shall constitute confirmation that the new member understands and accepts this responsibility.

**SECTION 6. DELETION FROM THE ROSTER.** Following the conclusion of the annual stewardship canvas each year and beginning in the month of May, the membership roll shall be considered by the Membership Committee using the criteria in Article III, Section 5: Responsibilities of Membership. The membership committee shall direct the board secretary to write to any member whose status is in doubt asking if he or she wishes to remain a member and intends to comply with the responsibilities of membership.

The letter shall be sent to the last known postal address and email address of the member. After three weeks from the date of mailing, the Membership Committee shall consider any response or lack of response and present to the Board of Trustees the names of those it recommends be removed from the

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membership roll. The Board of Trustees shall consider those recommendations and determine what action should be taken.

### ARTICLE IV. DENOMINATIONAL AFFILIATION

**SECTION 1.** This Congregation shall maintain membership in the Unitarian Universalist Association and may maintain membership in any of its duly constituted subdivisions.

### ARTICLE V. MEMBERSHIP MEETINGS

**SECTION 1. REGULAR.** The Annual Meeting shall be held in the month of April and the Semi-Annual Meeting shall be held in the month of October at such time and place as shall be fixed by the Board of Trustees. Any business, whether mentioned in the notice of meeting or not, may be acted upon at regular meetings, except termination of the Minister's employment, specific mention of which shall be mandatory.

#### **SECTION 2. SPECIAL.**

- a. Special Meetings of the membership of the Congregation may be called by the President or by vote of the Board of Trustees.
- b. Only the item or items of business specifically mentioned in the notice of meeting may be acted upon at a Special Meeting.
- c. The members of the Congregation may initiate the calling of a Special Meeting by presenting to the President or Vice President a petition signed by at least twenty-five (25) members eligible to vote. The petition shall state the item or items of business to be considered at the Special Meeting of the membership, that meeting to be held not later than three (3) weeks after the date of presentation.
- d. If within one (1) week after delivery of the petition to the President or Vice President of the Congregation the Board has not met, or if within ten (10) days after such delivery the Board has not caused notice of the Special Meeting of the membership to be issued, as provided below, the petitioning members may cause the notice to be issued at the expense of the Congregation. They shall be entitled to the services of any paid staff of the Congregation who normally handle or assist in the issuance of such notices and to the use of the equipment and materials of the Congregation in the same manner as if the Board had issued the call for the Special Meeting.

**SECTION 3. NOTICE.** Written notice of Regular and Special Meetings of the Congregation stating the time and place of the meeting, with appropriate mention of the business to be transacted, shall be mailed or emailed to each member not less than ten (10) days and not more than fifteen (15) days prior to the meeting.

**SECTION 4. QUORUM.** Fifteen percent (15%) of the members qualified to vote shall constitute a quorum and a majority of those present and voting may decide any questions except the amendment of the Bylaws or Articles of Incorporation and the termination of the Minister's employment.

**SECTION 5. VOTING on Matters other than Election.** Voting at membership meetings shall generally be by voice vote or show of hands. On the call of the President or by motion of a member adopted by majority vote, the vote shall be taken by secret.

**SECTION 6. PROXIES.** There shall be no voting by proxy at membership meetings.

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**SECTION 7. PROCEDURE.** Except as provided herein and in the articles of Incorporation, Roberts Rules of Order, latest edition, shall govern all matters of parliamentary procedure.

#### ARTICLE VI. OFFICERS AND THEIR DUTIES

**SECTION 1. OFFICERS.** The officers shall be a President, a Vice President, a Secretary, and a Treasurer.

**SECTION 2. PRESIDENT.** The President shall preside at meetings of the Congregation and the Board of Trustees and shall be Ex Officio a member of all committees, except the Nominating Committee and the Committee on the Ministry. The President shall appoint all other committees with the approval of the Board of Trustees and shall perform the usual duties of the office. The President shall represent the Congregation on all appropriate occasions.

**SECTION 3. VICE PRESIDENT.** In the absence of the President or in the event of the President's inability to fulfill the duties of the office, the Vice President shall serve instead.

**SECTION 4. SECRETARY.** The Secretary shall keep an accurate record of the transactions of all business meetings of the Congregation and the Board of Trustees. The Secretary, in coordination with the Membership Committee, shall ensure that a complete and accurate roster of the voting members of the Congregation is maintained. The Board Secretary will notify the Membership Committee of which members were dropped from the roster. The Secretary shall be responsible for noting the calendar of official meetings, both Regular and Special, and for the timely issuance of all required notices. All records of the Congregation shall remain the property of the Congregation.

**SECTION 5. TREASURER.** The Treasurer shall receive and safely keep all monies and properties entrusted to his care and shall disburse funds under the direction of the Board of Trustees. Except for items specifically identified in the duly adopted annual budget, expenditures of Five Hundred Dollars (\$500) or more shall require the approval of the Board. The Treasurer shall keep a complete account of the finances of the Congregation in books which shall remain the property of the Congregation. The books shall be open for inspection at any reasonable time by officers and by others as approved by the President or by vote of the Board of Trustees.

The confidentiality of all personal pledges and payments shall be respected and made available only to persons who need this information to fulfill their responsibilities to the Congregation as determined by the President. Those named positions are: The President, the Minister, the Office Administrator, the Treasurer, and Pledge Chairs (or co-chairs) as needed to fulfill their responsibilities. The Treasurer shall render a current statement at each regular meeting of the Board of Trustees of the Congregation. With the advice and consent of the Board of Trustees the Treasurer may appoint an Assistant Treasurer, but such an appointee shall not be deemed to be an officer of the Congregation. The Treasurer shall furnish quarterly statements of pledge status to each member. Bond shall be provided the Treasurer and Office Administrator in such amount as may be determined by the Board of Trustees.

**SECTION 6. TENURE.** No person shall hold the same office for more than three (3) consecutive terms, except for the office of Treasurer. Effective FY2015-16, no officer shall hold the same office for more than three (3) consecutive terms.

#### ARTICLE VII. BOARD OF TRUSTEES

**SECTION 1. COMPOSITION.** The voting members of the Board of Trustees shall consist of the four (4) officers and five (5) trustees elected at large. The Past President and the Minister shall be members of the Board of Trustees ex officio without the right to vote. No immediate family member (parent, child,

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spouse) or committed partner may serve on the Board at the same time as his/her family member or partner. Likewise, no family member, domestic partner or business associate of a Trustee may be employed by the Congregation. (The Trustee may, of course, resolve the conflict by resigning.)

**SECTION 2. POWERS AND DUTIES.** Subject to the direction of the membership of the Congregation at duly called meetings, the Board of Trustees shall have responsibility for the long range and strategic planning of the Congregation, for the care of the property of the Congregation, for the conduct of all its business affairs and for the control of its administration. It shall fill vacancies in the elective offices until the next regular election. The appointment of Committee Chairs by the President shall be effective upon approval of the Board of Trustees. Each Board member (except the President) shall serve as a Committee Chair or as a liaison to at least one of the Standing Committees or the Alliance.

### **SECTION 3. MEETINGS OF THE BOARD.**

- a. Meetings of the Board of Trustees shall be held at least every two months. The Trustees may establish a regular schedule of meetings which may be held without further notice once the schedule is duly published. At any meeting they may set the time and place of the next meeting. Reasonable steps shall be taken to give notice of such subsequent meeting to all trustees who were not present when such subsequent meeting was set.
- b. Meetings may be called by the President, acting alone, or by any three (3) members of the Board. Notice of the called meeting shall be issued to each member of the Board at least forty-eight (48) hours before the time of the meeting.
- c. Ordinarily, the notice shall be provided by e-mail or U.S. Mail. It may be issued by oral communication in person or by telephone so long as the issuer makes a written, dated and signed memorandum of the oral notice or of the attempt to call the Board member at his/her residence in order to provide notice. The notice shall normally be issued by the corporate Secretary, but it may be given by any member of the Board or any employee authorized to do so by a corporate officer.
- d. Notice shall be deemed complete when issued in a good faith effort to communicate, whether the notice is actually received or not.
- e. Closed meetings of the Board may be held with the consent of the Board or upon the demand of at least one third (1/3) of the Board members present at the meeting. Only members of the Board and such other persons as may be authorized by majority vote of the Board members present may attend such a meeting.
- f. Any meeting may be recessed to be resumed at a later time or later date without further notice to those present when the meeting was recessed. If the meeting is to resume at a later date, reasonable effort shall be made to give notice to members of the Board not present when the recess was called, of the time and place at which the meeting is to resume. The notification process in Article V, Section 3.c. shall be followed.
- g. Off-site Participation: (Review the whole process?) Members of the Board who cannot physically be present at a Board meeting may participate and vote via conference telephone call or similar arrangement, provided the member's identity can be verified and all persons in the meeting can hear the member speaking during the meeting. Participation by such means shall constitute presence in person at a meeting.

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- h. Five (5) members of the Board of Trustees shall constitute a quorum and a majority of those present shall decide any vote. There shall be no voting by proxy in Board meetings.
- i. **PROCEDURE.** Except as provided herein and in the Articles of Incorporation, Roberts Rules of Order, latest edition, shall govern all matters of parliamentary procedure.

#### ARTICLE VIII. BUDGET

**SECTION 1. DUTY TO PRESENT.** It shall be the duty of the Board of Trustees to prepare a budget for the coming fiscal year and to present the same to the congregation for approval at the Annual Meeting.

**SECTION 2. ADOPTION.** Adoption of the budget shall require only a majority vote of the members present and voting.

**SECTION 3. INTERIM BUDGET.** The budget of the preceding year shall serve as the budget for each successive year pro rata to the extent necessary for continuing monthly expenditures until a new budget is adopted.

**SECTION 4. MODIFICATIONS.** The Board shall be responsible for regular review of actual income and expenditures as compared with the budget and for modifications of the budget as necessary. When the total accrued modifications to the budget amount to an increase or decrease of five percent (5%) of the total fiscal year budget, or the modifications in any major category amount to an increase or decrease of twenty-five percent (25%) of the amount budgeted to the category, or when the minister's salary is to be changed, the proposed modification shall require the approval of a majority of the members present and voting at a Regular or Special Meeting of the general membership.

**SECTION 5. EMERGENCY EXPENDITURES.** For emergency needs (such as roof, door, window, water line, sewer line, etc. repairs) that have not been explicitly included in the budget, the expense of which may exceed the limits stated in Section 4, above, and the payment of which the Board deems sufficiently urgent to preclude obtaining the prior approval of the congregation at a duly called Special Meeting, the Board may authorize the repair and the payment without such prior approval.

#### ARTICLE IX. FISCAL YEAR

**SECTION 1. DATE.** The fiscal year and the pledge year shall run from the first day of July through the last day of the following June.

**SECTION 2. FINANCIAL AUDIT.** At least one month before the close of the fiscal year, the President shall appoint, subject to the approval of the Board of Trustees, an Auditor or Auditors, other than members of the Board of Trustees or Finance Committee, whose duty shall be to examine the books and records of the Congregation and submit a final report to the Board of Trustees within three (3) months after the close of the fiscal year.

**SECTION 3. REVIEW – ENDOWMENTS AND OTHER RESTRICTED FUNDS.** In order to insure that the Congregation honors the wishes of the donors of endowments and other restricted funds, each year, in the month of May, the newly elected President shall appoint two (2) members of the Congregation (who are not members of the Board of Trustees) to review the activities in such accounts and within three (3) months to report the same to the Board of Trustees. Upon approval, the report shall be published to the members of the Congregation

#### ARTICLE X. NOMINATIONS AND ELECTIONS

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#### SECTION 1 – NOMINATION PROCESS

- a. The Nominating Committee, to be comprised of a minimum of five members of the Congregation, shall be elected at the Annual Meeting. Members of the Nominating Committee shall not serve more than two consecutive years. The Nominating Committee shall report directly to the membership, not to the Board of Trustees or to the President.
- b. The Nominating Committee shall select one nominee to serve in each of the four (4) officer positions, five (5) Board of Trustees positions and five (5) Nominating Committee positions for the upcoming fiscal year. The nominees must be selected from the roster of eligible Regular Congregation members who have consented to the nomination.
- c. Any eligible member may appear on the printed ballot by submitting his or her name and the position to which he or she wishes to be nominated to the President or Vice President at least seven days prior to the annual meeting.
- d. The President shall call for any other nominations from voting members present at the annual congregational meeting. These nominees will be write-in candidates.

#### SECTION 2 – ELECTION PROCESS

- a. Each officer and trustee shall be elected at the Annual Meeting for a term of one year, and shall take office effective July 1 of the election year to serve until a successor is appointed or duly elected.
- b. One nominee per position – If there is only one nominee for each position, the election may be by show of hands.
- c. More than one nominee per position – If more than one nominee for any position, the Board Secretary shall prepare a printed ballot for voting by the membership.
- d. Vote counters, either for show of hands or written vote counting, shall be selected by the President.

### ARTICLE XI. COMMITTEES

#### SECTION 1. STANDING COMMITTEES. The Standing Committees shall be as follows:

Action for Social Justice  
Alliance  
Building and Grounds  
Caring  
Denominational Affairs  
Finance (Operational and Investments)  
Hospitality  
Membership  
Public Relations  
Religious Education  
Right Relations Team  
Worship

The responsibilities of the Standing Committees shall be determined by the President, subject to the approval of the Board of Trustees. A current written description, as approved by the Board of Trustees,

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of the functions of the Standing Committees shall be published on the website of the Congregation. Each Board member is expected to be an active member of one or more Standing Committees. Each Standing Committee shall submit a written report to the Board of Trustees before each regular meeting of the Board.

**SECTION 2. AD HOC COMMITTEES.** Ad Hoc committees may be established to carry out specifically defined operations or projects. The responsibilities of the ad hoc committees shall be determined by the President, subject to the approval of the Board of Trustees. Ad Hoc Committees shall provide written reports to the Board of Trustees as directed by the President.

#### ARTICLE XII. DISPOSITION OF PROPERTY

**SECTION 1. RECIPIENT.** If this Congregation at any time ceases to be a member of the Unitarian Universalist Association, all property of the Congregation, whether real or personal property, shall be transferred to the Unitarian Universalist Association with the understanding that the said property will be used for its general purposes, and this Bylaw shall apply to all property donated to the by will or otherwise unless expressly provided to the contrary by the donor.

**SECTION 2. ACTION.** If this Congregation at any time shall cease to be a member of the Unitarian Universalist Association, it shall be the duty of the officers of the Congregation and the Board of Trustees to take all action necessary to carry out the purposes of this article.

#### ARTICLE XIII. MINISTER

**SECTION 1. NOMINATION.** Upon nomination by the Board of Trustees the Minister shall be chosen by the affirmative vote of two-thirds (2/3) of the Regular members present at a Regular or Special Meeting of the membership.

**SECTION 2. SALARY.** The Minister's salary shall be determined by the membership upon recommendation of the Board of Trustees. It shall be a regular item in the budget and shall be paid monthly by the Treasurer without additional authorization.

**SECTION 3. INVITATION.** The invitation to a minister shall be in writing and shall state in detail the duties, responsibilities, compensation, and other specific terms of employment. Acceptance of the invitation by the minister must be in writing.

**SECTION 4. FREEDOM.** The Minister shall enjoy a Free Pulpit in accordance with Unitarian Universalist principles.

**SECTION 5. REVIEW.** In the month of February of each year the Board of Trustees shall evaluate the Minister's performance.

**SECTION 6. TERMINATION.** At any Regular or Special Meeting of the membership duly noticed in accordance with Article V. whether at the time of the annual review or not, the employment of the minister may be terminated upon the affirmative vote of two-thirds (2/3) of Regular members present. The Minister shall be given at least ninety (90) days notice of the termination of his employment. He shall submit any resignation at least ninety (90) days before its effective date.

#### ARTICLE XIV. AMENDMENTS

**SECTION 1. METHOD.** The Articles of Incorporation and these Bylaws, so far as allowed by law, may be amended or repealed at any Regular or Special Meeting of the Congregation by a two-thirds (2/3)

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vote of Regular and Associate members present. Amendments may be proposed by the Board of Trustees or by petition to the Board of Trustees by ten (10) members qualified to vote. Notice of the meeting shall contain in full the proposed change and shall be provided by e-mail or U.S. Mail to each member at least ten (10) days before the date of the meeting. Further changes to the article under consideration may be proposed and acted upon at any such meeting.

#### ARTICLE XV. ADOPTION OF RESOLUTIONS

**SECTION 1. SUBMISSION OF RESOLUTION.** Any member of the congregation or group of members may submit a resolution to the President of the Congregation. The President shall refer the resolution to the appropriate committee, if any, and if none, to an ad hoc committee to be appointed for consideration of the resolution. This referral shall be presented to the Board for approval at its next meeting. The committee to which it is referred may make suggestions as to the form of the resolution but shall not have the power to refuse to submit the resolution in some form. The committee shall schedule at least one hearing to which all members of the congregation shall be invited. The congregation shall be notified of the date, time, and location of the hearing at least ten (10) days prior to same. The purpose of the hearing shall be to educate the congregation and provide an opportunity for interested parties to develop a form of the resolution to be presented to the congregation for its consideration. At this hearing the form and substance of the resolution may be changed.

**SECTION 2. CONSIDERATION BY CONGREGATION.** The resolution in the form approved by the committee shall be published in The Jotter or otherwise distributed to each member of the congregation at least ten (10) days before the congregational meeting at which it will be considered. The resolution shall be presented at the next regular or special meeting of the congregation. Any member of the congregation may propose an amendment or amendments to the resolution at said meeting. The favorable vote of two-thirds (2/3) of the Regular and Associate Members present and voting at that congregational meeting shall be required for adoption of the resolution. The notice requirements stated above shall be in accordance with ARTICLE V, SECTION 3 of the Bylaws.

#### SPECIAL FISCAL YEAR TRANSITION BYLAW

Fiscal Year 2019 shall begin on July 1, 2018. The period of May 1, 2018 through June 30, 2018 shall serve as a Transition Fiscal Period ("TFP").

**SECTION 1 – BOOK KEEPING** - In order to be able to compare Fiscal Year budgets and performance for both FY 2018 and 2019 to prior fiscal years, financial transactions in the TFP shall not be included in the accounting and bookkeeping for either Fiscal Years 2018 or 2019.

**SECTION 2 – BUDGET** - The budget line items for the TFP shall to the extent appropriate, remain the same as one-sixth of the FY 2018 Budget, adjusting for matters such as items that have already been received in full or paid in full in FY 2018.

**SECTION 3 – PLEDGES** - The Pledge Campaign to be conducted in the early part of Calendar Year 2018 for the funding of the FY 2019 Budget shall include a request for a pledge for the TFP of an amount at least equal to one-twelfth of the annual total of the FY 2018 Pledge for each of the two months of the TFP.

**SECTION 4 – BOT TERMS** - Officers and Trustees elected to serve in FY 2018 shall continue to serve in the same capacities in the TFP. Likewise Committee Chairs and Committee members willing to do so shall continue to function in the TFP in the same manner as in FY 2018.