

## **BYLAWS**

### **THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BOCA RATON, FLORIDA**

*Revised 10.28.12*

#### **Article I. General**

##### **Section 1.**

The name of this corporation shall be THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BOCA RATON, FLORIDA, hereinafter called "the Fellowship."

##### **Section 2. Office**

The principal office of the Fellowship shall be at 2601 St. Andrews Boulevard, Boca Raton, Florida, or such other place as the Board of Trustees may direct.

##### **Section 3. Purpose**

It is the purpose of the Fellowship:

To serve the social and spiritual needs of its members,

To provide a forum for the exploration of religious ideas and ethical values,

To offer a program of religious education for children and adults,

To speak out and act on social and moral issues, and

To further the cause of liberal religion, particularly in Boca Raton and neighboring communities.

##### **Section 4. Principles**

The Fellowship shall promote full participation in its programs and in society by all persons, without regard to race, color, age, sex, sexual orientation, disability, income, or national or ethnic origin, and without requiring assent to any particular interpretation of religion or to any particular belief or creed.

##### **Section 5. Affiliation**

The Fellowship shall be affiliated with the Unitarian Universalist Association.

## **Article II. The Congregation**

### **Section 1. Authority**

Ultimate authority for the governance of the Fellowship rests in the Congregation. No action of the Board of Trustees or the Endowment Funds Committee shall conflict with action taken by a congregational meeting.

### **Section 2. Membership**

Membership will be granted to anyone who is in sympathy with our stated purposes and willing to participate in and contribute to the support of the Fellowship, subject to the following conditions:

A. Shall be 14 years of age or older, and

B. Shall have been advised of the responsibilities of membership and have signed the Membership Book in the presence of any member of the Board of Trustees or Minister.

C. In addition to contributing to the support of the Fellowship, each member who is 18 years of age or older shall pay the current Denominational Fair Share (UUA, District and Cluster) amount which the Fellowship will then pay to the Unitarian Universalist Association, the Florida District and the SE Florida Cluster.

### **Section 3. Associate Membership**

An active member of another UU Congregation, typically a part time resident of this area, may become an Associate Member of this Congregation by signing the membership book as an Associate.

Associate Members have the same voting rights as Active Members including voting on budgets and election of officers, trustees and committee members and calling a minister, except an Associate Member may not vote on General Assembly resolutions. An Associate Member may serve as a chairperson or member of any committees established by the Board of Trustees but may not serve as an officer or trustee or as a delegate to the General Assembly or to District Meetings. Associate Members will not be reported as members to the UUA. An Associate Member may transfer to Active Membership at any time they meet the criteria under Section 2 above.

### **Section 4. Withdrawals from Membership**

Any member may resign at any time by written notice to the Board of Trustees.

## **Section 5. Removal from Membership**

The Administrator, along with the Minister, shall prepare, at least annually, a list of members who are not known to have contributed financially or through service during the previous 12-month period. Such members shall be notified at their last known address. If no objection is received within thirty (30) days, the Office shall notify the Board of Trustees and the Board of Trustees may remove the name from the Membership List.”

## **Section 6. Congregational Meetings**

A. The Annual Meeting of the Congregation shall take place in the month of February at such time and place as is fixed by the Board of Trustees.

B. Special meetings of the Congregation may be called by the President or the Board of Trustees upon notice in writing mailed at least 10 days in advance to each member’s last known address. Such notice shall specify the time and place and the business that is to be transacted. A special meeting shall be called upon written request of 10 members.

## **Section 7. Rules**

A. Voting rights. All members, 18 years old and older, shall be entitled to vote thirty days after becoming a member.

B. Proxy votes shall be counted at congregational meetings, but no member may vote more than two proxy votes on any given issue. Proxies shall not be included in the quorum count.

C. Twenty percent of the members shall constitute a quorum for annual or special meetings of the Congregation.

D. Minutes of congregational meetings shall be read and approved at the next regular meeting of the Board of Trustees.

E. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of meetings in all cases to which they are applicable

and in which they are not inconsistent with these Bylaws and any special rules of order the Congregation may adopt.

### **Section 8. Budget**

The Congregation shall approve a budget for each fiscal year covering the operating fund and any special funds established by the Board of Trustees.

## **ARTICLE III.**

### **Section 1. Officers**

There shall be Co-Presidents (2), a Vice-President, a Treasurer and a Secretary.

A. The Co-Presidents shall chair all meetings of the Congregation and of the Board of Trustees. The Co-Presidents shall coordinate the work of the Board Officers, Trustees and Committees of the Board.

B. The Vice-President shall, in the absence of the Co-Presidents, serve as President. In the event of a vacancy in the office of President, the Vice-President shall serve as Co-President until the Board of Trustees appoints a successor.

C. The Treasurer shall coordinate all of the fiscal activities of the Fellowship, including its financial records, its mortgage and loan affairs and its bank accounts.

D. The Secretary shall maintain the minutes of the Board of Trustees and the Congregational meetings, and shall supervise all correspondence for the Board of Trustees.

### **Section 2. Board of Trustees**

Board of Trustees. The following shall serve as Trustees:

A. The above five (5) Officers and

B. Four (4) elected Trustees.”

### **Section 3. Powers of the Board of Trustees**

“A. The Board of Trustees shall have full power and authority over the business affairs of the Fellowship, except that the following shall require approval by the Congregation: purchase or sale of real estate; contracting debts of more than \$10,000; calling or dismissing the Minister; and authorization of expenditures exceeding the budget approval by the Congregation by more than ten percent (10%); however, within this limit the Board of Trustees may approve transfers from one line item to another.

B. The Board of Trustees shall have the power to charter organizations (committees/teams/programs) related to the Fellowship and to make rules relating to their operation.”

### **Section 4. Board of Trustees' Meetings**

Meetings of the Board of Trustees shall be open to any member of the Congregation. Regular meetings shall occur monthly, at a time and place to be established by the Board of Trustees.

There may be unique situations where time or circumstances requires special action, for example, an event requiring action prior to a regularly scheduled meeting, or an event requiring confidentiality. These special occasions include Executive Meetings, Special Meetings, and Emergency question. Their governance is defined as follows:

A. Executive Meetings - a closed session attended by Trustee members only, requiring confidentiality, to address only a personnel issue, contract negotiation, or legal dispute. Participation in this type of meeting shall be by invitation from the President of the Board of Trustees, by telephoning, or by written notice, mailed or emailed, six days prior to the meeting. The President of the Board may invite persons other than Trustees to report on any pertinent information.

B. Special Board Meetings - may be called by the President by telephoning, or by written notice, mailed or emailed, a minimum of six days prior to the meeting. Notice shall be given to the congregation by all available means at the same time as the Board.

C. Emergency Question - The President may, on his or her own initiative, or at the request of any Trustee, poll all Trustees reachable by telephone and/or email. The Trustees may vote on an emergency question when polled in the same manner and with the same effect as at a regular meeting of the Board. It is required, however, that

the President and at least two other Trustees are of the opinion and able to certify in writing and make an affidavit at the next Board Meeting that an emergency existed and that immediate action was required before any regular or special meeting could be held. An emergency shall be deemed to exist if substantial property damage or financial harm will result if the Trustees do not act immediately or if an extremely important activity would be in jeopardy without such a vote. The President's verbal description of the issue to be polled shall include a statement of all the arguments for and against the question: These shall be included in the Board minutes.

### **Section 5. Quorum**

A quorum for the Board of Trustees shall consist of a majority of its members.

### **Section 6. Qualifications**

All Officers and Trustees must be members of the Fellowship and eligible to vote. No person serving as an Officer or Trustee shall receive any salary or compensation, other than reimbursement of expenses, from the Fellowship during his or her term of office. No person shall hold more than one office at a time, and no person shall be eligible to serve more than two consecutive terms in the same office.

### **Section 7.**

Each year, a Nominating Committee of three (3) members shall present three (3) candidates for a three (3) year term to the Board of Trustees at the Annual Congregational Meeting. One member of the Nominating Committee shall be elected at the Annual Congregational Meeting each year for a three (3) year term. The senior member of the committee shall be its chair. One of the Co-Presidents of the Board of Trustees shall serve as an ex-officio, non-voting, member of the Nominating Committee. The Nominating Committee's slate of candidates shall be e-mailed or sent via postal mail to UUFBR members not later than one month prior to the Congregational Annual Meeting. A petition for Board membership of at least ten (10) members must support nominations from the floor. If more candidates are nominated than can be elected, election shall be by secret ballot.

### **Section 8. Terms.**

Members of the Board of Trustees shall serve for staggered three (3) year terms. Three (3) members shall be elected at each Annual Congregational Meeting. All terms begin at the close of the Annual Congregational Meeting.

### **Section 9. Vacancies in the Board of Trustees**

The Board of Trustees shall have the power to fill vacancies in its membership until the next Annual Congregational Meeting. A vacancy occurring in the first or second year of the three (3) year term shall be filled at the next Annual Congregational Meeting for the remainder of that term only.

### **Section 10. Committees**

The President, in consultation with the committee in question if it exists, shall annually appoint from the fellowship membership the chairs of all *ad hoc* and standing committees (except the Endowment Fund Committee and the Ministerial Search Committee, and the Nominating Committee) that the Board may establish. Committee members shall be Fellowship Members, appointed by the chair, or by such other method as the Board of Trustees or the congregation may establish. All committee meetings are open to interested parties and are to be listed in the Fellowship Calendar, with the exception of those meetings requiring confidentiality as allowed by the bylaws with the exception of the Personnel Committee. Each October the Committee chairpersons shall submit to the Board of Trustees a list of their voting committee members.

## **ARTICLE IV. The Minister**

### **Section 1. Duties of the Minister**

The Minister shall be responsible for the conduct of worship and the spiritual welfare of the Fellowship. Under the terms of a contract negotiated with the Board of Trustees approved by the Congregation, he or she shall carry on the usual functions of the office including preaching, administration and pastoral care, using time according to his or her best judgment in consultation with the Board of Trustees.

### **Section 2. Freedom of the Pulpit**

The minister shall have complete freedom of expression, both in the pulpit and elsewhere.

### **Section 3. Administrative Role**

A. The Minister shall be a non-voting, ex-officio member of all committees, and shall attend meetings of the Board of Trustees.

B. The Minister shall supervise the Fellowship staff.

C. The Minister shall make a full report on the condition of the Congregation at the Annual Meeting, and bring to the attention of the Board of Trustees from time to time any matters pertinent to the general welfare of the Fellowship.

D. All meetings of any nature in the Fellowship auditorium shall be subject to the Minister's approval. Meetings other than worship services, child dedications, weddings and memorial services shall also be subject to the rules and regulations of the Board of Trustees.

#### **Section 4. Interim Minister**

In the event of a vacancy in the office Minister, the Board of Trustees shall have the power to recommend for congregational approval by a two-thirds vote an Interim Minister for a maximum term of one year. The Interim Minister shall not be eligible for the office of Minister for five years after the conclusion of his or her term.

#### **Section 5. Qualifications**

A. The Minister or Interim Minister shall hold Fellowship for Parish Ministry with the Unitarian Universalist Association.

B. The Minister shall be a member of the Church while in office.

#### **Section 6. Ministerial Search Committee**

When it is known that the pulpit will be vacant, a Ministerial Search Committee shall be formed by the Board of Trustees. The Ministerial Search Committee shall consist of seven members, each member of whom shall have been a member of the Fellowship for at least one year before being elected or appointed.

A. Four members shall be elected at a duly called congregational meeting, at which each member may cast one vote for each of four candidates. The four persons receiving the highest number of votes shall be elected to the Committee.

B. Three members of the committee shall be elected by the Board of Trustees.

C. The Committee shall elect its own chair.

#### **Section 7. Calling the Minister**

Upon accepting the recommendation of the Ministerial Search Committee, the Board of Trustees shall negotiate a contract with the candidate. Nothing in the Minister's contract shall conflict with provisions of these Bylaws at the time of the contract's ratification, and no amendment to these Bylaws in conflict with the Minister's contract shall affect that Minister. Calling the Minister shall require a two-thirds vote of the Congregation ratifying the terms of the contract.

## **Section 8. Discharge or Resignation**

The Minister may be discharged by a majority vote of the members present and voting at a duly called meeting of the Congregation, or may resign in writing to the Board of Trustees, with such notice as may be required by the contract.

## **Article V. Finances**

### **Section 1. Fiscal Year**

The fiscal year of the Fellowship shall be from April 1 through March 31.

### **Section 2. Books, Records and Audits**

A. All books and records of the Fellowship may be inspected by any member of the Congregation for any purpose at a reasonable time and with reasonable notice.

B. There shall be an annual review of the Financial Records of the Congregation by an individual or committee appointed by the Board. At least every five (5) years an audit of UUFBR prior year's fiscal records shall be performed by an independent, qualified contractor."

C. All organizations chartered by the Board shall keep accurate financial records and make them available to the Treasurer when requested.

## **Article VI. Gifts and Bequests**

A. UUFBR honors the wishes of donors in receiving all gifts and bequests. Gifts are here defined as financial contributions, other than a pledge to the Annual Budget Drive, by a living person. Bequests are here defined as financial contributions made posthumously through the estate or other financial instrument of a donor.

B. If a gift or bequest has the potential to expose UUFBR to adverse legal or tax implications or, if in the judgement of the congregation or its elected leaders it is contrary to our Unitarian Universalist principles, the gift or bequest may be refused.

### **Section 2. Unspecified Bequests**

In the event of unspecified bequests, UUFBR will honor the written wishes of the donor's next of kin or legal representative. Prior written pledges to the UUFBR operating fund or other designated funds shall be deemed as written instructions and the pledges shall be paid from the bequest. When the donors wishes are unknown and unknowable, the congregation shall meet to decide the disposition of said funds.

## **Article VII. Dissolution**

In the event that the Congregation votes by a two-thirds majority to dissolve the Fellowship, the Board of Trustees shall transfer any remaining assets to the Unitarian Universalist Association for the purpose of establishing new congregations in Florida.

## **Article VIII. Endowment Funds**

### **Section 1. Purpose**

The purpose of the Article shall be to provide a Committee of the Fellowship – not under the authority or control of the Board of Trustees – to provide a vehicle for the administration of gifts and bequests to the Fellowship for long-term development funds and special projects. No portion of distributions from the Fund shall be used for the annual operating budget of the congregation.

### **Section 2. Endowment Funds Committee**

There shall be an Endowment Funds Committee, hereinafter in the Article referred to as the Committee, to be elected by the Congregation at the Annual Congregational Meeting. The Committee shall consist of seven elected members: six shall be elected serving staggered 3-year terms. In addition, a member of the Finance Committee shall serve on the Endowment Committee, ex officio, and shall only cast a vote in the event that the Chair declares a deadlock tie vote on an issue. Evolving from the previous level of nine elected members, to six (two members each with staggered 3 year terms) shall be accomplished by April 1, 2009, through attrition, voluntary resignation, random choice selection, and in coordination with the Nominating Committee. The Committee shall elect its own officers, but the Finance Committee representative may not serve as Chair of the Endowment Committee. All provisions of Article III, section 6, shall apply to members of the Committee, with the additional restriction that no person may serve consecutive terms. The Nominating Committee shall nominate members of the Committee. Vacancies occurring between elections shall be filled by the remaining members of the Committee. No member of the Committee shall also be a member of the Board of Trustees. Meetings of the Committee shall be open to any member of the Congregation. The document, "Policy for the Governance of the Endowment Committee", shall define procedures to be used in the management of meetings.

Any language in these articles to the contrary notwithstanding, the Committee may, by majority vote of its members, adjourn into Executive session for the sole purpose of discussing the merits of grant applications or any other request for disbursement of its funds. No other business may be discussed.

### **Section 3. Acceptance of Funds**

The Fund will routinely accept cash, stock, real or personal tangible property. A gift may be refused if it will expose the Fund to expense or other liabilities that pose a hardship on its resources, or threatens its ability to maintain tax exempt status as a religious organization.

#### **Section 4. Separate Funds**

Any number of specific endowment funds may be created by the donors. The donor of each separate fund of \$15,000 or more may specify how it is to be disbursed and what particular purpose or purposes are to be served by that specific fund. When no purpose is specified, that fund shall be considered unrestricted and the Endowment Funds Committee shall make disbursements for any purpose which shall further the cause and principles of the Unitarian Universalist Fellowship of Boca Raton or Unitarian Universalism. Unless specified, none of these funds are to be used for normal Fellowship budgeted expenses.

With the written consent of the donor, the Committee may release, in whole or in part, a restriction imposed by the applicable gift instrument on the use or investment in the Fund. If written consent of the donor cannot be obtained by reason of his/her death, disability, unavailability, or impossibility of identification, the Committee may apply in the name of the Fund to a court of competent jurisdiction for release imposed by the applicable gift instrument on the use or investment of the Fund. The Attorney General shall be notified of the application and shall be given an opportunity to be heard. If the court finds that the restriction is obsolete, inappropriate, or impracticable, it may by order release the restriction in whole or in part. A release under this subsection may not change an endowment fund to a fund that is not an endowment fund.

#### **Section 5. Investment Policy Definitions**

**Net Asset Value (NAV):** market value of all securities owned plus all other assets such as cash, subtracting liabilities, and dividing the result by any arbitrary unit value. If the value of one unit is \$1000, a portfolio value of \$500,000 would be assigned 500 units. This unit assignment never changes.

**Total Return:** annual return on an investment including appreciation and dividends or interest.

The purchasing power of our Endowment Fund shall be preserved as follows: the net asset value (NAV) of the Fund shall be determined on a quarterly basis and then averaging the NAV for the last 13 quarters. The Endowment Committee determines a total return to be applied to the NAV average (usually 4% to 6%). This will allow the total return to in effect be "saved" in high return years so that the Fund can expend money for its purposes in lean years.

As new gifts or bequests are received, the Fund value will be "unitized" by setting an arbitrary value to one unit. The process begins by dividing the NAV at the end of the first of the previous 13 quarters by the unit value determined above. Proceeding forward quarter-by-quarter, gifts are added as received in that quarter (using the unit value from the previous quarter as the base). In this way, new gifts will not skew the numbers when averaging.

The Endowment Committee may make loans of the capital funds to Unitarian Universalist Congregations, even if such loans decrease the return on investment which would otherwise be earned. The interest rate of such loans shall never be less than the CPI, except when approved by a two-thirds (2/3) vote of the Endowment Committee. The total percentage of the Endowment Fund being directed to loans of non-publicly traded securities may not exceed two-thirds (2/3) of the Endowment's value as established at the close of the prior fiscal year.

No member of the Endowment Committee shall be liable for any action taken or omitted with respect to such appropriation or accumulation or with respect to the investment of Funds, under the authority granted in these by-laws, if such member shall have discharged the duties of his/her position in good faith and with that degree of diligence, care, and skill which prudent men would ordinarily exercise under similar circumstances in a like position. The prudent investor rule is spelled out in the Florida Statutes, Title XXXIII, Chapter 518.

The Committee shall hold all funds in its control in the name of the Fellowship.

The Committee shall make changes in the investments in accordance with the "Endowment Committee Investment Policy" and shall have the power to sell, assign, transfer, and convey any and all properties and investments of such funds.

The Committee shall have authority to engage and pay for investment counsel and custodians. It may entrust funds for investment and reinvestment to trust departments of banking institutions and to brokerage houses and other agencies offering investment services.

For purposes of Clarification, the Endowment Funds Committee is permitted to expend up to 0.5% of the net asset value of the fund at the beginning of the year for appropriate expenses for administration and promotion of the endowment fund; subject to the limitation that funds spent on administration and promotion would not exceed the annual amount approved for grants and that the amount spent would be subtracted from the pool of available grant money under this provision.

## **Section 6. Reporting**

The Committee shall make a financial report to the Board of Trustees quarterly and to the Fellowship at each Annual Meeting. All minutes and records of the Committee shall be available for inspection and for audit by the Audit Committee as appointed in accordance with Article V, section 2(A) and (B).

## **Section 7. Intern Fund**

A special fund for providing annual funds for UUA Interns shall be established within the Endowment Fund. The fund goal will be to raise a minimum of \$150,000.00 in contributions from UUFBR members and friends to provide the needed earnings to fund Intern Ministers. The funds will be managed through our Endowment Fund consistent with the investment and expenditures policies of the main Endowment Fund. Each contribution will be recognized as a contribution to the Endowment Fund. UUFBR's Endowment fund will be permitted to support the teaching ministry program. (Added 2/25/07)

## **Article IX. Amendments**

The text of any proposed amendments to these Bylaws must be published with the call to the congregational meeting at which they are to be moved. Approval shall be by a two-thirds vote of the Congregation, and a majority vote of the Board of Trustees, in either order.

## **Article X. Review.**

The Board of Trustees shall, at least every five (5) years, appoint an Ad Hoc Team to review all Bylaws, Policies and Procedures, descriptions and responsibilities for each Board of Trustee position, terms for the Board positions, the Board Calendar, Committees of the Board and their charters, and Programs in order to make alterations and/or proposals to the Congregation to meet the existing conditions, environment, business and mission of the organization.

Resolved: that upon approval of these Bylaws by a majority of the Board of Directors and two-thirds of the members voting at a duly called congregational meeting, all previous Bylaws of the Unitarian Universalist Fellowship of Boca Raton, Florida, Inc. shall be void and these Bylaws will supersede any customs, rules or Bylaws previously functioning.