

**BYLAWS OF
THE FIRST UNITARIAN UNIVERSALIST
CHURCH OF WEST VOLUSIA, FLORIDA
(2022 APPROVED)**

ARTICLE ONE: ORGANIZATION

- 1.1 The name of the organization shall be the First Unitarian Universalist Church of West Volusia.
- 1.2 The name of the organization may be changed by the members in accordance with these bylaws.
- 1.3 The organization shall have a seal in the form required by Florida law and be kept in a safe deposit box or fire box.

ARTICLE TWO: MISSION AND MINISTRY OF THE CHURCH

- 2.1 This is the mission of this congregation: We gather in a safe and compassionate community, seeking our spiritual truths. We affirm our interdependence, celebrate our differences, and create a thoughtful and harmonious voice for liberal religion. Through the practice of the principles of our faith, we promote social, economic, and environmental justice and continue our legacy of respect and acceptance. We covenant together in a spirit of love and freedom.
- 2.2 The ministry of the congregation, in our free tradition, shall be the responsibility of the entire congregation. It shall be a ministry in which lay leadership, the professional staff and the membership all have complementary responsibilities in carrying out the mission of the congregation.

ARTICLE THREE: MEMBERSHIP

- 3.1 This congregation affirms and promotes the full participation of all individuals in carrying out its mission without regard to race, color, gender, physical or mental disability, sexual orientation, age, class, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.
- 3.2 Any person 18 years or older shall become a member of this congregation by signing its membership book and pledging time and financial support as an indication of commitment to its mission. The Board shall have the authority to set a minimum level of financial support (not to exceed the cost of a one-year subscription to UU World) and determine conditions for any waivers of this requirement.
- 3.3 Persons shall become Friends of the congregation by pledging time and/or financial support without signing the membership book.

- 3.4** Any person having become a member shall continue to be a member until he or she gives notice of resignation to the Board; or no identifiable financial contribution has been made on his or her behalf during the current calendar year up to one month before the date of the Annual General Meeting; or he or she has membership terminated by a two-thirds (2/3) vote of the congregation for that purpose for actions that threaten the well-being of the congregation. This meeting shall occur only after the exhaustion of the alternative actions of (1) evaluation by the Mediation Council and (2) consideration by the Board.

ARTICLE FOUR: DENOMINATIONAL AFFILIATION

- 4.1** The church shall maintain its membership in the Unitarian Universalist Association and the Southeast Region of the Unitarian Universalist Association.

ARTICLE FIVE: CONGREGATIONAL POWERS AND AUTHORITY

5.1 Congregational Authority

In addition to powers stated elsewhere in these bylaws, the congregation shall have the exclusive authority to approve contracts for the purchase or lease (in which the church is the lessee) of real estate and to approve contracts for borrowing an amount in excess of five percent (5%) of the annual budget. The congregation shall have the authority to modify or overrule any action of the Board and to take any other action at a congregational meeting in accordance with procedures set forth in these Articles.

5.2 Congregational Meetings

5.2.1 Annual Congregational Meeting

The annual congregational meeting shall be held in the fourth quarter of each year at such specific time and place as shall be determined by the Board. At this meeting, officers of the congregation, members of the Board, and members of the Nominating Committee shall be elected; a budget for the following year shall be considered and adopted; annual reports as appropriate shall be made; and any other appropriate business shall be transacted. Newly elected members of the Board of Directors shall take office on January 1 by which time all official corporate records and financial documents shall be delivered to the newly elected Board.

5.2.2 Special Congregational Meetings

Special congregational meetings may be called by the Board on its own authority or shall be called by the Board upon written petition addressed to the Board, stating the purpose, and signed by ten percent (10%) of the voting membership. The meeting shall take place within thirty days of receipt of the petition by the Board. The meeting notice shall state the business to be transacted and no other business shall be considered at the special meeting.

5.2.3 Meeting Notice

Notice of all congregational meetings shall be mailed (by either postal or electronic mail) to all members at least fourteen calendar days in advance of the date of such meeting and announced from the pulpit to the congregation during morning worship for the two Sundays immediately preceding the date of the meeting. However, any written notice required under this Article shall be considered sufficient if included in the monthly newsletter whether hand delivered or mailed, or emailed to members. The notice for the Annual Congregational Meeting shall include the budget proposed by the Board for the ensuing church year, as well as the nominees for all positions to be elected.

5.2.4 Quorum

A quorum at any congregational meeting shall consist of thirty percent (30%) of the voting membership.

5.2.5 Procedure

All congregational meetings shall be conducted according to the procedures set forth in the current edition of Robert's Rules of Order, except where they are inconsistent with these bylaws.

5.2.6 Voting

5.2.6.1 The privilege of voting at congregational meetings shall be open to any person who has been a member for ninety days and who has made a recorded financial contribution within the current fiscal year. Non-voting members and friends of the church shall be given the courtesy of the floor at all congregational meetings, but shall not have voting privileges.

5.2.6.2 Nominations from the floor shall be allowed provided that the nominee consents to the nomination. Voting shall be by ballot. Voting shall be conducted according to Robert's Rules of Order.

ARTICLE SIX: OFFICERS

6.1 Nominations

6.1.1 The congregation shall elect a Nominating Committee composed of three voting members of the church. Terms shall be for three years and shall be staggered so that one member shall be elected at the Annual Congregational Meeting. The Nominating Committee shall elect a Chair from among its members.

6.1.2 In the event of vacancies on the Nominating Committee, the Nominating Committee

shall recommend candidates to the Board, which shall make an interim appointment. The vacated position(s) shall be included on the ballot at the next Annual Congregational Meeting.

6.1.3 It shall be the duty of the Nominating Committee to nominate candidates for the elected offices to be filled at the Annual Congregational Meeting, including the Board and the Nominating Committee positions. The Nominating Committee shall report its nominations to the congregation in accordance with these bylaws relating to the Annual Congregational Meeting.

6.1.4 The Nominating Committee shall publicize to the congregation the offices to be filled and the qualifications required or recommended for each office, and shall request suggestions from the congregants for nominees.

6.2 Elections and Terms of Office

6.2.1 The Officers of the congregation shall be President, Vice-President, Secretary, and Treasurer. Additionally, there shall be **three** At-Large board members. Board members shall be elected by the membership at the Annual Meeting and shall hold office for a one year term beginning on January 1 following the election at the annual meeting and ending on December 31.

6.2.2 Board members shall serve no more than two consecutive terms in **one** position. After two consecutive years of service they are ineligible to return to the same position for two years. Thereafter, an individual may again run for **that** Officer of the Board position. No person shall serve on the Board in any capacity for more than six consecutive years. The period of ineligibility resulting from this circumstance shall also last for two years before that individual may run for **any** Officer or Board position.

6.3 Qualifications

Nominees for officers shall meet the same qualifications as Board members, as stated in Section 7.4.

6.4 Duties

Officers shall perform the duties prescribed by these bylaws and by the most recent edition of Robert's Rules of Order, Revised. The duties shall include, but not be limited to, the following:

6.4.1 The President shall:

- (1) preside at board meetings and at congregational meetings;
- (2) sign, with another officer, all legal documents;

- (3) act for the Board or the congregation only with the prior authorization of the

Board or the congregation;

(4) name the committee Chairs;

(5) be one of the Officers who may sign checks.

(6) Assign the following critical tasks, as well as others listed in the Policies and Procedures Manual, at or before the first board meeting of the new Board, to a Board member who will be responsible for that task.

(a) file any certificate or record required by any federal, state or local statute;

(b) give and serve all notices to members except as otherwise provided in these bylaws;

(c) maintain the Policies and Procedure Manual;

(d) report monthly to the Board on committee activities in the absence of the committee Chair;

(e) be the Chair of the Council of Committees should that Council be established;

6.4.2 The Vice-President shall:

(1) in the event of the absence or inability of the President to perform the duties of office, become Acting President of the organization with all the rights, privileges, powers, and obligations of a duly elected President;

(2) be one of the Officers who may sign checks.

6.4.3 The Secretary shall:

(1) keep the minutes and records of the organization in appropriate books;

(2) be the official custodian of the records.

(3) submit to the Board any communication addressed to the Secretary;

(4) attend to all correspondence and exercise all duties incident to the office of secretary;

(5) be one of the Officers who may sign checks.

6.4.4 The Treasurer shall:

(1) receive and expeditiously deposit all church funds in church's bank account; pay all obligations in a timely manner; keep true and complete records of all the financial affairs of the church;

(2) serve as a member of the Finance Committee;

(3) be one of the Officers who may sign checks.

ARTICLE SEVEN: BOARD OF DIRECTORS

7.1 Powers

Except for those powers reserved for the congregation by these bylaws, the Board of Directors shall have the authority to act for the church. The Board shall be responsible for the finances, administration, property, personnel, and business affairs of the church.

The powers of the Board of Directors shall include, but are not limited to the authority to:

(1) enter into contracts on behalf of the church, including those for borrowing an amount up to five percent(5%) of the annual budget of the church; and those for larger amounts, or for purchase or lease of real estate that have been approved by the Congregation; and authorize the President and any other officer to sign such contracts;

(2) hire and terminate all employees of the church except ministers;

(3) establish such committees as it deems necessary. When doing so, the Board shall specify whether the duration of a committee is for a specific term, a specific task, or indefinite;

(4) set policy for the use of the church facility by members and outside groups;

(5) oversee the financial management of the church.

(6) appoint and pay expenses for delegates to attend meetings that would be beneficial to the Church, such as General Assembly and local or regional meetings or training. Those delegates shall report to the Board and/or congregation as requested.

7.2 Duties

The Board of Directors shall:

- (1) designate a parliamentarian from among its members;
- (2) oversee the functioning of the administrative committees of the church and may require reports as needed from them;
- (3) approve any replacement made by the president, or themselves fill by appointment any vacancy in an officer or board member position that occurs more than two months prior to the Annual Congregational Meeting. If any officer or member of the Board misses **two** consecutive regularly scheduled Board meetings, the position shall be deemed vacant;
- (4) set the agenda for congregational meetings;
- (5) recommend a budget for consideration at the Annual Congregational Meeting;
- (6) review the bylaws periodically as defined in the Policies and recommend appropriate amendments;
- (7) ensure that the information necessary for the maintenance of the Policy and Procedures Manual is provided to the designated manager, including the following: all general policy decisions of the church and the Board; detailed job descriptions for all officers, directors, paid staff, and other officials; a list of standing committee.
- (8) ensure that a current and complete copy of the Policy and Procedures Manual shall be available in the church office for reference by the general membership. This Manual may be modified with Board approval.

7.3 Composition and Quorum

The Board of Directors shall consist of the four Officers of the congregation and three At Large members. A quorum shall consist of five members except for a vote to replace a vacancy on the Board.

7.4 Qualifications

To be eligible to serve on the Board of Directors, an individual must be at least 18 years of age, have been a voting member of the church for one year by the beginning of the term of office, and have served on a committee in this church.

7.5 Meetings and Procedures

- (1) The Board shall hold monthly meetings on a regular schedule; **however, mandatory meetings will be suspended during the months of June, July and**

August. Special meetings may be called by the President or by a petition signed by at least three members of the Board, or by five members of the church. Notice of special board meetings shall be by telephone, mail, or e-mail, and shall include the purpose or purposes of the meeting. No other business than that stated in the notice may be conducted at that meeting. The quorum requirement applies to special meetings. The Board shall ensure that the date and time of all of its meetings are publicized to the general membership.

(2) The Board's meetings shall be conducted in accordance with the most recently published edition of Robert's Rules of Order, unless it is inconsistent with any provision of these bylaws. Meetings shall be open to all church members and friends, unless the Board votes by a two-thirds majority that it is essential to a particular item of business that it meet in executive session. The executive session must be held at the conclusion of all other business. Minutes of regular, special, and executive session Board meetings shall be kept in the church office and shall be available for review by members and friends.

ARTICLE EIGHT: MINISTER

8.1 Selection: Search Committee

(1) If the congregation votes to call or contract a minister, the congregation, at a congregational meeting in accordance with the following procedures, shall elect a Ministerial Search Committee:

(a) The Nominating Committee shall nominate a slate of at least seven voting members of the congregation.

(b) These nominees shall be presented to the congregation at a special congregational meeting. Nominations from the floor shall be allowed provided the nominee consents to the nomination.

(c) Each voting member may vote for up to five different candidates. The five candidates receiving the largest number of votes by secret ballot shall be the Ministerial Search Committee.

(2) The duties of the Ministerial Search Committee shall be as follows:

(a) to elect one of its members as Chair;

(b) to utilize UUA guidelines to evaluate candidates;

(c) to report to the Board of its progress at each Board meeting;

(d) to report the name of the candidate recommended for approval at a special congregational meeting.

8.2 Vote and Evaluation

- (1) Approval to call or contract a ministerial candidate shall require an affirmative vote of eighty percent (80%) by secret ballot of the voting membership present at a special congregational meeting.
- (2) A quorum will consist of forty percent (40%) of voting members for the special meeting.
- (3) There will be yearly evaluations of the minister by the congregation as defined by the Policies.
- (4) In the event that the candidate is rejected by the congregation, a new Search Committee shall be elected and a new search process undertaken.

8.3 Minister Emeritus

A former minister of the church may be nominated by the Board of Directors and elected Minister Emeritus by a majority vote of the voting members present at an annual or special congregational meeting. The Minister Emeritus shall represent the church in an honorary capacity.

8.4 Committee on Ministry

The purpose of the Committee on Ministry is to strengthen the quality of the ministry within the congregation. The Committee serves as a support group for the minister and as a communication channel between the minister and the Congregation, fostering direct and constructive communication among the minister, Board, and the congregation. The Committee shall have the confidence of both the minister and the congregation.

- (1) The Ministerial Search Committee shall be the temporary Committee on Ministry until a new Committee is formed as specified in these bylaws.
- (2) Within six months of the minister's employment by the congregation, a new Committee on Ministry shall be formed to succeed the Search Committee.
- (3) The Committee shall consist of four members mutually agreed upon by the Board and the minister, with each member serving a staggered two-year term. No lay member shall serve more than two consecutive terms. The Committee shall elect its own Chair.
- (4) The Committee shall have regular monthly meetings. The purpose of this is the avoidance of crisis orientation in the work of the Committee, and in the eyes of the minister and the congregation.

(5) All Committee meetings shall be closed unless one or more congregants is invited to or requests attendance at a meeting in order to share information. All discussions within the meeting will be held in strictest confidence.

(6) The Committee shall work with the minister regarding her/his professional development needs, communicate such needs to the Board and the congregation and shall assist the Board in identifying resources that could be used to meet such needs.

(7) The Committee duties are as follows:

(a) To aid the minister by being available for counsel;

(b) To relay to the minister any problems;

(c) To interpret to the congregation the nature and scope of the work of the minister;

(d) To review the minister's annual compensation and contract and make recommendations to the Board at least two months prior to the Annual Meeting;

(e) To annually evaluate the performance of the minister and congregation in relation to goals. Instruments for this purpose are available from the Department of Ministry of the UUA.

8.5 Employment and Termination

(1) A minister's employment agreement negotiated by the Board, shall note in detail: duties, responsibilities, compensation agreed upon and any other matters agreed upon by the minister and the Board, and shall be ratified by majority vote of the voting members present at a special congregational meeting before it is delivered to the minister-elect for signature. Among its other provisions, the agreement shall require that the minister give a two month written notice before terminating the agreement. The Board may allow an interval of less time.

(2) The dismissal of a minister shall require a majority vote of the voting members at a special congregational meeting. The vote shall be by written ballot. A quorum for such a meeting shall consist of forty percent (40%) of the voting members.

(3) The duties of a minister shall cease immediately upon the affirmative vote for dismissal, except for such transitional duties as may be mutually agreed upon by the minister and Board.

(4) Upon dismissal or resignation of a minister, the Committee on Ministry shall be dissolved.

8.6 Parish Minister Responsibilities

The parish minister:

(1) shall be a religious leader and perform duties as are in keeping with the policies and purposes of the congregation, as specified in the bylaws, in the employment agreement, and in the mission statement as defined in these bylaws, Article 2;

(2) shall have a job description, approved by the congregation, which clearly spells out responsibilities;

(3) shall have freedom of the pulpit;

(4) may attend all meetings of the congregation, all Board meetings, and all committee meetings except those of the Nominating Committee.

ARTICLE NINE: FISCAL AFFAIRS

9.1 Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

9.2 Financial Review

There shall be an annual financial review conducted by three financial reviewers selected by the Board. The review shall cover the fiscal year just concluded and the reviewers shall provide a written report to the Board at a regular meeting in the first quarter.

9.3 Donations to Other Organizations

There shall be no donation of church funds to any other organization, except as provided in the approved budget or by vote at a congregational meeting.

9.4 Financial Records

Financial records shall be maintained by the Treasurer and Budget and Finance Committee.

9.5 Financial Transactions

All members of the Board of Directors may sign checks and money transfers but one of the signees must be an Officer of the Board.

ARTICLE TEN: AUTHORIZED REPRESENTATIVES

- 10.1** No individual or group within the church is authorized to make any statements that purport to bind or express the sentiment of the church on issues of public consequence without having been previously instructed by the congregation to do so; provided, however, that this shall not limit duly authorized delegates of the congregation in expressing themselves, or voting, on any matter before any authorized Unitarian Universalist meeting.

ARTICLE ELEVEN: INSPECTION OF BOOKS AND RECORDS

- 11.1** All books and records of this Corporation may be inspected by any member for any proper purpose at any reasonable time, upon five days notice by written demand delivered to an Officer stating such purpose.

ARTICLE TWELVE: MEDIATION COUNCIL-AD-HOC

12.1 Composition

- (1.) The purpose of this Council is to resolve disputes between Members and/or Friends of the church.
- (2.) Upon request for Council assistance, the Council shall consist of three members who shall be appointed ad hoc by the Board of Directors. The council shall have no administrative power of its own.
- (3.) No party in a dispute that the Council has been asked to resolve shall serve on the Council until the Council's involvement in that dispute has ended.
- (4.) The Mediation Council members shall meet the same qualifications as Board members, as stated in Section 7.4.
- (5.) No Board member shall serve on the Council.

12.2 Duties

- (1) The Council shall be guided by the Principles of the Unitarian Universalist Association, available guidelines and resources for mediation and the mission and policies of the church.
- (2) The Council will arrange a meeting with the requesting individual as soon as is possible for all parties. Confidentiality will be maintained about all issues brought up.

ARTICLE THIRTEEN: DISSOLUTION

- 13.1** Should this organization cease to function and the membership vote to disband, any accrued assets of this organization shall be assigned to the Unitarian Universalist Association with a directive that the funds be designated for use by the Unitarian Universalist Service Committee. In the event the UUA is not in existence at the time of dissolution, the residual assets of the First Unitarian Universalist Church of West Volusia shall be turned over to one or more organizations whose stated purpose supports Unitarian Universalist principles and which themselves are exempt as organizations described in Sections-501(c) (3) and 170 (2) of the Internal Revenue Code, or the Federal, State or local government for exclusive public purpose.

ARTICLE FOURTEEN: TAX EXEMPTION STATUS

- 14.1** Notwithstanding any other provision of these articles, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(sc)(3) of the Internal Revenue Code of 1951 or the corresponding provision of any future United States Internal Revenue law. Furthermore, notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE FIFTEEN: BYLAWS AMENDMENT

- 15.1** These bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than two-thirds of the voting members present at a special meeting called for the purpose of considering the amendment of the bylaws or at an Annual Membership Meeting. The content of any proposed changes to the bylaws shall be made available to the members prior to the date of the special meeting or the Annual Membership Meeting.