



## **Bylaws of the Unitarian Universalist Fellowship of Charlotte County**

Adopted May 29, 1969.

Amended March 1976; October 22, 1979; 1980; March 1987; March 1994;  
December 6, 2009; March 29, 2015; March 26, 2017; and, March 27, 2022.

### **ARTICLE I -- NAME**

The name of this organization shall be the Unitarian Universalist Fellowship of Charlotte County, Inc. (UUFCC). Hereinafter, UUFCC may also be referred to as the Fellowship.

### **ARTICLE II -- AFFILIATION**

The Fellowship shall be affiliated with the Unitarian Universalist Association (UUA) and its District and Regional divisions, and with the Unitarian Universalist Endowment of Charlotte County (UUE).

### **ARTICLE III – PURPOSE**

UUFCC is a liberal religious community committed to diversity and social justice where spirituality, reason, compassion, service and fellowship meet.

### **ARTICLE IV – NONDISCRIMINATION**

UUFCC strives to practice non-discrimination by embodying what the Fellowship hopes to see in the world—a just, loving community in which people are free to be themselves fully and without fear.

### **ARTICLE V – MEMBERSHIP**

Affiliates of this Fellowship may be Members, Emeritus Members, or Friends.

#### **A. FELLOWSHIP MEMBER QUALIFICATION REQUIREMENTS**

Member qualifications require all four (4) of the following:

1. Be in agreement with Unitarian Universalist (UU) Principles and the Mission and Vision of the Fellowship and its Covenant; and,
2. Be at least 16 years of age; and,
3. Sign the Membership Book in the presence of any two (2) of the following: the Minister, a Board Member designated by the Board, or a Membership Committee representative; and,
4. Make a yearly contribution of record to the Fellowship.

## **B. AFFILIATIONS**

1. **MEMBER:** One who has met the above requirements. Members of any other faith organization may also choose to become a member of this Fellowship.
2. **EMERITUS MEMBER:** The Board may choose to confer upon a member the honorific Emeritus.
3. **FRIEND OF THE FELLOWSHIP:** Any person who is in agreement with UU Principles and the Mission and Vision of the Fellowship and its Covenant who chooses not to become a member. Friends may not vote at Congregational meetings.

C. **MEMBER RIGHTS:** Every Member of the Fellowship shall have the right to inspect all UUFCC financial records and memoranda excluding such items as pledges and contributions and any personnel-related documentation.

D. **CHANGE IN MEMBERSHIP STATUS:** A Member's name shall be removed from the Membership Roll in case of:

1. Member's death;
2. Written request by the Member to the Membership Committee, the Board of Trustees, and/or the Administrator;
3. A period of inactivity of more than one (1) year, pending review by the Board; or,
4. Removal by a two-thirds ( $\frac{2}{3}$ ) vote of the Board for actions that threaten the wellbeing of the Fellowship.

## **ARTICLE VI – GOVERNANCE**

A. **FISCAL YEAR:** The Fellowship fiscal year shall be from April 1 to March 31.

B. **ULTIMATE AUTHORITY** rests with Members of the Fellowship in assembly.

C. **ADMINISTRATIVE BODY:** The Board of Trustees shall be the principal policy forming and administrative body of the Fellowship. The Board has full authority and responsibility, except as limited by these Bylaws, to act on the business and programs of the Fellowship.

D. **PURPOSE OF BOARD OF TRUSTEES:** The Board shall be responsible for all business and programs as well as all assets of the Fellowship except that the Board shall have no power to dispose of, sell or mortgage the real estate belonging to the Fellowship without the consent of two-thirds ( $\frac{2}{3}$ ) of the Members present at a duly called congregational meeting.

## E. MEETINGS

1. **Meeting Procedures:** Current *Robert's Rules of Order, Newly Revised* (hereinafter *Robert's Rules*), will be the parliamentary authority for all Congregational Meetings to the extent they are consistent with these Bylaws. A Parliamentarian shall be appointed for every Congregational Meeting when possible. Rules of Conduct for all other meetings shall be adopted at each meeting by the group.
2. **Meeting Notices:** Date, time, place and purpose of all Fellowship Congregational Meetings shall be announced to Members at least three (3) weeks in advance. Announcements shall be mailed, emailed or handed to all Members and, when applicable, shall include, but not be limited to:
  - a. Report of the Nominating Committee and brief background of the nominees.
  - b. Proposed changes in the Bylaws.
  - c. Other business which requires a congregational vote (e.g., change of budget).
  - d. A proxy form to be used for the meeting.
3. **Regular Board Meetings and Quorum:** The Board shall meet at least quarterly. Three (3) Officers plus at least two (2) Trustees shall constitute a quorum.
4. **An Annual Meeting** shall be held during the month of March at a time and place determined by the Board of Trustees for the purpose of:
  - a. Electing Board Officers, Board Trustees, General Assembly Delegates, and Nominating Committee members.
  - b. Announcing UUE Trustees.
  - c. Approving the annual budget.
  - d. Acting upon any other subject included in the call of the meeting.
5. **Special Congregational Meetings** may be called by the Board or in response to a petition by at least ten percent (10%) of the members. A Special Congregational Meeting called by petition must be held no later than forty (40) calendar days after the receipt of the petition. Special Congregational Meetings may act upon any subject requested by the Board or by petitioners.

## F. ESTABLISHING QUORUMS AND VOTING RIGHTS

1. **Eligibility:** Only those who have been members for thirty (30) days before the Annual Congregational Meeting or Special Congregational Meeting shall be eligible to vote at these meetings.
2. **Election Procedure:** Voting shall be by written, secret ballot only in the event of more than one (1) candidate for each office and/or more nominees for Board Trustees, or Nominating Committee members than there are vacancies to be

filled. In a contested election, the highest number of votes cast shall determine who is elected. Ties in voting shall be resolved by immediate run-off election by those present.

3. **Quorum** must be established before any business is transacted at a Congregational Meeting. Forty (40) percent of the Membership shall constitute a quorum.
4. **Proxies** shall be counted in establishing a quorum. More details of the proxy may be formulated by the Board. A Member may appoint an attending Member to vote for that Member, or a Member may designate the Secretary of the Board to cast that Member's proxy vote. Proxies must be signed, then sent or given to the authorized person. No attending Member, except the Secretary, may vote more than one (1) proxy.

G. **BOARD OF TRUSTEES COMPOSITION:** Officers and Trustees shall constitute the Board of Trustees of the Fellowship, and must have been members of the Fellowship for at least one (1) continuous year. No Board member and spouse or partner may serve on the Board concurrently.

1. **OFFICERS** shall be President, Vice President, Secretary and Treasurer.
  - a. **Term of Office:** Officers shall be elected at the Annual Meeting for a two (2) year term. Term of office shall align with the Fiscal Year.
  - b. **Consecutive Terms:** No individual may serve as a Board Officer for more than two (2) full consecutive terms or on the Board in any capacity for more than eight (8) consecutive years.
  - c. **Staggered Terms:** Elected officers' terms shall be staggered whenever possible with President and Secretary elected in the same year, and Vice President and Treasurer elected in alternate years.
  - d. **Vacancies:** In case of an officer vacancy, such vacancy shall be filled by Board appointment, in consultation with the Nominating Committee, for the remainder of such term or until the next Annual Meeting, whichever occurs first.
  - e. **Resignation Reinstatements:** Any Board officer who resigns from the Fellowship, and thereby from their Board position, and is subsequently reinstated for membership may be eligible for a Board position one (1) year after reinstatement unless the Board unanimously agrees to an earlier date.
2. **TRUSTEES:** There shall be three (3) to five (5) Trustees.

- a. **Term of Office**: Trustees shall be elected at the Annual Meeting for a two (2) year term. Term of office shall align with the Fiscal Year.
- b. **Staggered Terms**: Trustee terms shall be staggered whenever possible.
- c. **Consecutive Terms**: No individual may serve as a Board Trustee for more than two (2) full consecutive terms or on the Board in any capacity for more than eight (8) consecutive years.
- d. **Vacancies**: In case of a Trustee vacancy, such vacancy may be filled by Board appointment in consultation with the Nominating Committee, for the remainder of such term or until the next Annual Meeting, whichever occurs first.
- e. **Resignation Reinstatements**: Any Trustee who resigns from the Fellowship, and thereby from their Trustee position, and is subsequently reinstated for membership may be eligible for a Trustee position one (1) year after reinstatement.

## H. BOARD OF TRUSTEES RESPONSIBILITIES AND DUTIES

### 1. OVERALL BOARD RESPONSIBILITIES AND DUTIES

- a. **Policies and Procedures Manual**: The Board shall maintain a Fellowship Policies and Procedures Manual in conformity with UUFCC Articles of Incorporation, "A Congregational Covenant of Good Relations," and these Bylaws.
- b. **Annual Budget**: The Board shall approve the proposed annual budget and distribute it to the membership at least three (3) weeks before the annual meeting.
- c. **Budget Adherence**: The Board shall be responsible for adherence to the budget and submit to the membership for approval any extraordinary expenses found to be necessary or advisable. Membership approval shall be required for items greater than ten percent (10%) of the Operating Budget. The Board may move funds between line items without membership approval provided that the budget items and the total expenses remain unchanged.
- d. **Capital Drive Funds**: Funds generated by a Capital Drive can only be used for specified Capital Drive purposes unless specified otherwise by the membership.

- e. **Special Otherwise Undesignated Donations or Bequests:** Funds generated by special donations or bequests that are not specifically directed to a specific fund shall be used at the discretion of the Board.
- f. **Audit:** The Board shall select a qualified non-Board Member to audit the Treasurer's books at the close of the fiscal year and report the findings at the first meeting of the succeeding Board. A professional targeted audit shall be performed by a non-member no less than every five (5) years or sooner as determined by the Board.
- g. **Appoint/Authorize Committees:** The Board shall appoint and/or authorize committees as deemed appropriate.
- h. **Appoint Board Liaisons:** The Board shall appoint a Board Liaison for all committees.
- i. **Preserve Minutes:** The Board shall assure minutes are kept of any and all regular and special meetings of the Board and the Fellowship. The Board shall assure minutes are made available to the Fellowship, with the exception of the Executive Session minutes, which shall be sealed and stored separately, in accordance with *Robert's Rules*.
- j. **Open versus Executive Session Meetings**
  - (i) **Open Board Meeting(s):** All Board meetings shall be open to anyone who wishes to attend.
  - (ii) **Executive Session(s):** The Board can adjourn an open meeting to an Executive Session upon majority vote of the Board members present. Only Board members and majority Board-invited guests may attend Executive Session Meetings; anyone else in attendance will be asked to leave. Refer to *Robert's Rules* for minute taking and sealing the minutes in Executive Session.
- k. **Board Member Removal:** A Board member may be removed by a three-fourths ( $\frac{3}{4}$ ) vote of the Board at a meeting at which no fewer than three-fourths ( $\frac{3}{4}$ ) of the Board is present.

## 2. INDIVIDUAL OFFICER RESPONSIBILITIES AND DUTIES

### a. PRESIDENT

- (i) **Presiding Officer:** President shall preside at all Board and Fellowship-wide meetings.
- (ii) **Public Face:** President shall represent the Fellowship on all appropriate occasions.

- (iii) **Appoints Conveners:** In consultation with the Board and the Nominating Committee, President shall appoint conveners for all committees when necessary.
- (iv) **Appoints Finance & Budget Committee:** In consultation with the Board, President shall appoint to the Finance & Budget Committee a minimum of three (3) Members of the Fellowship for a term of two (2) years. Terms shall be staggered whenever possible. Said Committee shall consist of the Treasurer and the three (3) appointed members of the Fellowship. Committee will select a Chair annually and notify Board within one (1) week following Committee appointment.
- (v) **Ex Officio Member:** The President is welcome but not expected to be present at all committee meetings. The President is a non-voting, ex officio member of all committees with the exception of the Committee on Shared Ministry, the Ministerial Search Committee and the Nominating Committee.
- (vi) **Other Duties:** President shall perform other such duties as usually appertain to the office.

**b. VICE PRESIDENT**

- (i) Vice President shall (a) assist President in the duties of that office and (b) execute the duties of the office of President in the absence of the President.
- (ii) **Bylaws Officer:** Vice President shall serve as Bylaws Officer to encourage Board and Fellowship familiarity with the Bylaws and Policies and Procedures Manual.
- (iii) **Parliamentarian:** Vice President shall serve as Parliamentarian when needed or procure a Fellowship Member or Friend to do so.

**c. SECRETARY**

- (i) **Record:** Secretary shall record, prepare and maintain minutes including Finance Report of all Board and Congregational meetings.
- (ii) **Disseminate:** Secretary shall disseminate minutes.
- (iii) **Correspond:** Secretary shall conduct correspondence as requested for the Board.
- (iv) **Quorum:** Secretary shall use official membership list to determine quorum at all Congregational meetings.

(v) **Proxy Holder**: Secretary shall be the proxy holder.

d. **TREASURER**

(i) **Monitor Finances**: Treasurer shall monitor the financial health of the Fellowship.

(ii) **Oversee Assistants**: Treasurer shall oversee the work of any assistants.

(iii) **Coordinate Responsibilities**: Treasurer shall coordinate with staff the responsibilities related to Fellowship finances.

(iv) **Financial Reports**: Treasurer shall submit regular financial reports as requested by the Board.

(v) **Annual Budget**: Treasurer shall prepare a proposed Annual Budget.

**Article VII – COMMITTEES AND TASK FORCES**

**A. NOMINATING COMMITTEE**

1. The Nominating Committee shall elect a Chair within thirty (30) days of the Annual Meeting.
2. All Fellowship members are eligible to be on the Nominating Committee. The Nominating Committee shall consist of five (5) Fellowship members, one of whom represents the Membership Committee. Nominating Committee members shall be elected at the Annual Meeting for a two (2) year term. No individual shall serve more than two (2) full consecutive terms. Term of office shall align with the Fiscal Year. Terms shall be staggered whenever possible. In case of vacancy, such vacancy may be filled by Board appointment for the remainder of such term or until the next Annual Meeting, whichever occurs first.
3. At the Annual Meeting, the Nominating Committee shall recommend a slate of candidates that are as widely representative of the Fellowship as possible for the following positions:
  - a. Expiring Board positions;
  - b. Nominating Committee positions;
  - c. Committee on Shared Ministry positions; and,
  - d. General Assembly delegates and alternates.
4. Nominating Committee shall recommend candidates for other positions as needed.

5. All Committees may request assistance from the Nominating Committee to identify proposed members.

## **B. MINISTERIAL SEARCH COMMITTEE**

1. The Board of Trustees has the authority to form a Ministerial Search Committee. In so doing, they are encouraged to consult with UUA recommendations as found in The Settlement Handbook and the Nominating Committee.
2. Each member of the Ministerial Search Committee shall have been a member of the Fellowship for at least one (1) year before being elected or appointed. UUFCC will strive to draw volunteers from the rich diversity of its Fellowship.
3. The Ministerial Search Committee shall elect its own chair.

## **C. COMMITTEE ON SHARED MINISTRY (COSM)**

Shared ministry involves the minister, lay leadership, and the Fellowship working collaboratively in covenant with mutual trust and support toward a common vision and a set of goals to live out our affirmation for our Fellowship, our community and the world that ours is a religion of deeds not creeds.

1. **Purpose:** A Committee on Shared Ministry shall be established for the purpose of monitoring and nurturing the health and ministry of the Fellowship.
2. **Composition:** There shall be a Committee on Shared Ministry with five (5) members. The Minister shall be a non-voting ex officio member.
3. **Reports:** COSM will report to the Board at least quarterly and to the Fellowship at the Annual Meeting.
4. **COSM Membership Selection:** The Nominating Committee shall call for candidates for COSM from members of the Fellowship as a whole. The Nominating Committee shall vet and provide to the Fellowship at the Annual Meeting a slate of widely-representative, well-regarded members as candidates. COSM members may not simultaneously serve on the Board of Trustees.
5. **COSM Member Election:** COSM members shall be elected by the Fellowship.
6. **COSM Chair:** Within thirty (30) days of the close of the Annual Meeting, COSM members shall name their own chair and inform Board of Trustees of same. Members are strongly encouraged to rotate responsibility for chairing.

7. **Term of Office** shall be for two (2) years. Term of Office shall align with the Fiscal Year. No member may serve more than two (2) full consecutive terms. Terms shall be staggered whenever possible.

#### **D. HUMAN RESOURCE COMMITTEE (HRC)**

1. The HRC, in consultation with President, Treasurer, Minister and other area experts, shall be responsible for making recommendations regarding compensation, review and/or development of job descriptions, employment agreements and evaluations/assessments.
2. In consultation with the Nominating Committee, the Board shall appoint three (3) members of the Fellowship for a term of two (2) years. No member may serve more than two (2) full consecutive terms. Term of Office shall align with the Fiscal Year. Terms shall be staggered whenever possible. HRC shall consist of President, Treasurer and a member of the Fellowship. Minister shall be a non-voting ex officio member. Committee will select a Chair and notify Board within thirty (30) days following Committee appointment.

- E. **OTHER COMMITTEES:** In addition to the committees specified herein, the Board may establish other committees as required.

### **ARTICLE VIII -- PERMANENT OR AD HOC COMMITTEES**

#### **A. DEFINITION**

1. **Permanent committees** handle ongoing, ever present needs of the Fellowship.
2. **Ad hoc committees** are constituted for a particular task and are generally of limited duration. An ad hoc committee is often called a task force.

Unless otherwise noted, the term "committee" in this text refers to a permanent committee.

- B. **CHAIR ELECTION:** Committees shall elect their own chairs and are strongly encouraged to rotate responsibility for chairing the committee. Committees are also encouraged to elect co-chairs or vice-chairs to foster continuity.
- C. **MEMBER RECRUITMENT:** All Committees may request assistance from the Nominating Committee to identify proposed members.
- D. **TERM OF OFFICE:** When possible, terms for all chairs shall be two (2) years. When possible, no chair may serve more than two (2) full consecutive terms. Term of office shall align with the Fiscal Year.

- E. **PARTICIPATION:** Members and Friends may participate in these committees and the chair shall make a good faith effort to publicize meeting-times to members and friends and encourage congregational involvement.
- F. **BOARD LIAISON:** Every committee will have a liaison Board Member.
- G. **MINUTES, RECORDS AND REPORTS:** All Committees shall maintain accurate income and expense records and submit to the Treasurer. All committees shall maintain minutes.
- H. **FUTURE BUDGET:** Committees shall estimate budgetary needs for the ensuing fiscal year and submit the requested budget to the Finance and Budget Committee for inclusion in the overall Fellowship budget.
- I. **ANNUAL SUMMARY:** Each committee will prepare an annual summary of activities for the Congregational Annual Meeting.

## **ARTICLE IX – THE MINISTER**

- A. **AUTHORITY TO HIRE:** The Fellowship has the authority to hire a minister of its choice. Any minister hired shall be in fellowship with UUA. The Fellowship and the minister shall adhere to UUA guidelines, Unitarian Universalist Ministers Association (UUMA) Code of Conduct, UUFCC Bylaws and UUFCC Covenant.
- B. **DUTIES OF THE MINISTER:** The Minister shall be responsible for the conduct of worship and the spiritual welfare of the Fellowship. In the spirit of shared ministry, the Minister shall carry on the usual functions of the office under the terms of a Letter of Agreement negotiated with the Board of Trustees and in accordance with UUA guidelines, Unitarian Universalist Ministers Association (UUMA) Code of Conduct, UUFCC Bylaws and UUFCC Covenant.
- C. **ABSENCE OF A MINISTER:** At those times when the Fellowship is not being served by a minister, the Board will work with lay leadership to determine the best way to cover the duties normally covered by the minister.
- D. **FREEDOM OF THE PULPIT:** The minister shall have freedom of expression as an individual, both in the pulpit and elsewhere as long as it does not conflict with UUMA Guidelines, UUFCC Bylaws and the UUFCC Covenant.

## **E. ADMINISTRATIVE ROLE**

- 1. **Committee Affiliation:** The Minister is welcome but not expected to be present at all meetings. The Minister is a non-voting, ex-officio member of all committees including the Board of Trustees, with the exception of the Ministerial Search Committee.

2. **Staff Supervision**: The Minister in conjunction with the Board of Trustees shall supervise Fellowship Staff.
3. **State of the Fellowship**: The Minister shall make a full report on the State of the Fellowship at the Annual Meeting.
4. **Interim Reporting**: The Minister shall bring to the attention of the Board of Trustees any matters pertinent to the Fellowship at monthly Board of Trustee meetings or as necessary.

## F. QUALIFICATIONS

The Minister shall be in Fellowship with UUA, and be a member in good standing of the UU Ministers Association.

## G. CONTRACTING OR CALLING A MINISTER

1. **Contract Ministers**: Ministers who hold Fellowship with UUA may be hired by the Board for temporary, transitional or specific services for a finite period of time which may be renewed. Upon accepting the recommendation of the Ministerial Search Committee for a Contract Minister, the Board shall negotiate a Letter of Agreement with the candidate.
2. **Called Ministers (aka Settled Ministers)**: Ministers who hold Fellowship with UUA may be called through a vote of the Fellowship at a congregational meeting. Called Ministers are engaged for an indefinite period of time, representing a more enduring commitment between the Minister and the Fellowship. Upon accepting the recommendation of the Ministerial Search Committee for a Called Minister, the Board shall negotiate a Letter of Agreement with the candidate and the Board shall call a Congregational Meeting to vote on calling the candidate to serve as Minister of the Fellowship.
3. **Letter of Agreement**: Upon accepting the recommendation of the Ministerial Search Committee for a Minister, the Board of Trustees shall negotiate a Letter of Agreement with the Candidate. Nothing in the Letter of Agreement shall conflict with these Bylaws at the time of the Letter of Agreement's ratification, and no subsequent amendment to the Bylaws shall conflict with the Minister's Letter of Agreement.
4. **Quorum for Calling a Minister**: Seventy-five percent (75%) of the Membership shall constitute a quorum for calling a Minister. Ninety percent (90%) affirmative votes of that quorum shall be required to call a Minister.

## H. REMOVAL OR RESIGNATION OF MINISTER

### 1. REMOVAL

- a. **Contract Minister** may be removed by the Board in accordance with the terms of the Letter of Agreement or contract.
  - b. **Called Minister**: A congregational meeting may be called to consider a motion to dismiss the minister. A majority of all members of the Fellowship present and eligible to vote will be necessary to conduct business and to pass any resolution regarding dismissal of the minister.
2. **RESIGNATION**: The Minister's resignation must be presented in writing to the Board of Trustees in accordance with the requirements in the Letter of Agreement or contract.

## **ARTICLE X – ENDOWMENT FUND**

The Unitarian Universalist Endowment of Charlotte County was founded in 1991 as an independent affiliate of UUFCC. Its purpose is to use the yield on its investments, while preserving the corpus, to assure the financial future of the Fellowship and further the principles and practices of Unitarian Universalism. The Endowment operates under its own bylaws.

## **ARTICLE XI – INSURANCE**

All persons in a fiduciary capacity over Congregation and Endowment and Restricted Funds Assets shall be covered at Fellowship expense in an amount determined by the Board. The Fellowship shall carry appropriate property and casualty insurance as determined by the Board.

## **Article XII – DISSOLUTION CLAUSE**

Pursuant to UUA Admissions Rule 3.3.5(f), in the event of the dissolution of UUFCC, all outstanding debts shall be paid and the remaining assets shall be distributed to UUA, or its successor, subject to all applicable laws.

## **ARTICLE XIII – AMENDMENTS**

### **A. PROPOSAL**

1. **Board Proposals**: The Board at any of its meetings may propose bylaws change(s) which shall be included in the minutes of that meeting. If approved by the Board, the Fellowship will vote on the change at its next congregational meeting or special congregational meeting called for that purpose.
2. **Member Proposals**: Any member of the Fellowship may propose a change to the Bylaws at the annual congregational meeting, or at a special congregational meeting called for that purpose, with the support of a majority vote of the members present. The Fellowship may vote on the change at its next

congregational meeting or special congregational meeting called for that purpose.

- B. NOTICE OF ANY PROPOSED BYLAWS CHANGE(S)/AMENDMENT(S)** shall be given with the notice of the meeting at which the adoption of the proposed change will be voted upon by the members of the Fellowship.
- C. CONSIDERATION OF PROPOSAL:** At the next annual congregational meeting, or a special congregational meeting called for that purpose, following the meeting where a change proposal was made, as noted in XIII.A. or XIII.B. above, the members of the Fellowship shall consider and vote upon the proposed change(s). If adopted by a two-thirds (2/3) majority vote of those members voting, with or without modification, the proposed change(s) shall become part of the Bylaws of the Fellowship.
- E. REISSUE AND PUBLICATION:** If a change is adopted, the entire Bylaws shall be prepared for reissue to include the new change(s).

