

**TREASURE COAST  
UNITARIAN UNIVERSALIST SOCIETY**

**BY-LAWS**



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**Revised by the members: April 10, 2016**

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BY-LAWS**

**ARTICLE I – NAME AND ADDRESS**

**Section 1: The name of this Society shall be The Treasure Coast Unitarian Universalist Society, Inc; however, the Society may hold itself out to the community as The Unitarian Universalist Congregation of the Treasure Coast.**

**Section 2: The mailing address shall be 21 SE Central Parkway, Stuart, Florida 34994-5907**

**ARTICLE II – PURPOSES**

**The purposes of this Society are contained in the seven principles of Unitarian Universalism outlined below:**

- 1. The inherent worth and dignity of every person.**
- 2. Justice, equality and compassion in human relations.**
- 3. Acceptance of one another and encouragement to spiritual growth in our congregations.**
- 4. A responsible and free search for truth and meaning.**
- 5. The right of conscience and the use of the democratic process within our congregations and in society at large.**
- 6. The goal of world community with peace, liberty, and justice for all.**
- 7. Respect for the interdependent web of all existence, of which we are a part.**

**ARTICLE III – DENOMINATION AFFILIATION**

**This Society shall be a member of the Unitarian Universalist Association (UUA) and the Florida District of the UAA.**

**ARTICLE IV – MEMBERSHIP**

**Section 1: Any person may become a member of this Society who is in sympathy with the seven principles of Unitarian Universalism set forth in Article II and signs the membership book.**

**Section 2. Membership in the Society and the right to vote at meetings of the Society shall be reserved for the members who have:**

- a) Attained the age of eighteen (18) years**
- b) Made a recorded financial pledge for the current fiscal year**

**Section 3: Only members may chair committees, become worship associates, serve on the Board of Directors, receive UUA World, and serve as delegates to UUA meetings.**

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 1: The general direction of the affairs of this Society and the general powers necessary for exercising such direction, together with powers to adopt all measures necessary to promote the interests of this organization, shall be vested in the Board of Directors. These powers shall not include buying or selling real property or borrowing money, which powers are reserved exclusively to the members as more fully set forth in Article XI.**

**Section 2: The Board shall consist of four (4) Officers: President, Vice-President, Secretary and Treasurer all of whom shall be voting members elected by the members for one year terms at an Annual Meeting. The board shall also include three (3) members-at-large elected for one year by the members at its Annual Meeting. All Directors shall serve until their successors have been elected and qualified. The President, with the approval of the Board, shall appoint replacements for any vacancies occurring in the Board, or Officers other than the President, for the remainder of their terms. If the Presidency becomes vacant, the Vice President shall succeed to that office.**

**Section 3: The Board shall also consist of one non-voting member: Past-President of the Board of Directors. The Board of Directors may ask the past-president to serve voluntarily for one-year after his/her term of office. The Past-President shall serve in an advisory position to the Board of Directors.**

**Section 4: Meetings of the Board shall be at least two (2) times a year, with special meetings called by the President. A simple majority of the Board members shall constitute a quorum. Any action requiring Board approval shall be effective by vote of a majority of the members present. Board meetings shall be conducted in accordance with these By-Laws and Roberts Rules of Order, Revised.**

**Section 5: The Board of Directors may call special congregational meetings of the membership at its sole discretion.**

**Section 6: No individual member, committee, or the Board of Directors may take an official position on behalf of or in the name of the Society/Congregation on an issue without prior approval by at least 60% of those voting on the issue at a properly called Annual or Special Congregational Meeting.**

## **ARTICLE VI – DUTIES OF OFFICERS**

**Section 1: The PRESIDENT shall be concerned with the overall well being of the Society. He/She shall preside over all Annual Meetings, special congregational meetings of the Society, and Board of Directors meetings. He/She shall submit a report at the Annual Meeting. He/She shall appoint all committee chairpersons and members not elsewhere provided, with the approval of the Board.**

**Section 2: The VICE-PRESIDENT, in the absence or disability of the President to serve, shall be vested with the powers of the President and shall perform his duties. Additionally, he/she shall perform such other duties as the President may assign.**

**Section 3: The TREASURER shall:**

- **make arrangements to pick up all collections and to make regular bank deposits;**
- **serve as chair of the Finance Committee and, in conjunction with the Finance Committee, develop and implement the Annual Budget;**
- **follow up on delinquent pledges;**
- **serve as a member on the Investment Advisory Committee that oversees the investment of the Society's funds in accordance with the Investment Policy**
- **oversee the development and observation of financial policies and transactions, and developing systems for keeping cash flow manageable;**
- **keep the Board of Directors regularly informed of key financial events, trends, concerns, and assessment of fiscal health;**
- **prepare a financial report for meetings of the Society upon prior request, as well as an annual financial statement for the Annual Meeting;**

**This annual financial statement and all supporting financial records shall be presented to the Finance Committee at least four (4) weeks prior to the Annual Meeting, and an auditor who submits his/her report to the financial committee for approval who then sends the report to the Board. At the Annual Meeting, the Finance Committee shall report on the results of its audit. Bond shall be provided for the treasurer in such amount as determined by the Board of Directors. All financial records shall become and be the property of the Society and subject to audit annually and at anytime upon the request of the Board of Directors.**

**Section 4: The Secretary shall keep minutes of Board Meetings, special congregational meetings of the Society, and Annual Meetings. He/She shall handle**

**all correspondence as assigned by the President or the Board, and be the Corporation Registered Agent.**

**Section 5: Officers shall not serve more than three (3) consecutive one-year terms in the same office.**

#### **ARTICLE VII – FISCAL YEAR AND CONGREGATIONAL MEETINGS**

**Section 1: The Fiscal year shall be April 1<sup>st</sup> to March 31<sup>st</sup>.**

**Section 2: The Annual Meeting of this Society shall be held in the month of March at the time and place decided by the Board of Directors. Notification of the meeting shall be given in writing at least thirty (30) days in advance to all members. At least twenty-five percent (25%) of the total membership must be present in person to constitute a quorum at the Annual Meeting or at any special congregational meeting.**

**Section 3: The nominating committee shall submit to the members its recommendations at the first Sunday meeting in February. At that meeting nominations may be made from the floor. No person shall be nominated without that person's consent.**

**Section 4: The Annual Meeting and all other congregational meetings shall be conducted in accordance with these By-Laws and Robert's Rules of Order, Revised. There shall be no voting by proxy, but voting by mail will be permitted under terms prescribed by the Board of Directors; however, mail votes may not be counted toward the minimum number of voting members required to be present to constitute a quorum.**

**Section 5: All voting that is done by balloting shall be confidential. Each member will place their individual ballot inside a blank envelope and seal it. This blank envelope is placed inside another envelope, which is addressed to the Treasure Coast Unitarian Universalist Society, the member prints his/her name on the upper left-hand corner of this envelope, and marks this envelope "confidential."**

**Section 6: The Annual Pledge Campaign shall be conducted during the month of February and the members shall approve the Annual Budget at the March Annual Meeting.**

#### **ARTICLE VIII – STANDING COMMITTEES**

**A Nominating Committee consists of a chairperson and three (3) members appointed by the Board of Directors. The committee shall present nominations for the slate of Officers and the three (3) members-at-large directors to be voted upon by the members at the next Annual Meeting. No person shall be nominated by the committee or from the floor without that person's consent.**

**A Finance Committee to be chaired by the Treasurer is established. In addition to the Treasurer, it shall have four (4) qualified members appointed by the Treasurer with the approval of the Board of Directors, and shall have the responsibility for the development and implementation of the Annual Budget. No appointed member shall serve more than three (3) consecutive one (1) year terms.**

**An Investment Advisory Committee is established which shall consist of the Treasurer and four (4) qualified members to be appointed annually by the Board of Directors. The Investment Advisory Committee shall have the responsibility for making investment recommendations to the Board of Directors in accordance with the Society's Investment Policy.**

#### **ARTICLE IX – AMENDMENTS**

**Section 1: These By-Laws, so far as allowed by Law, may be amended or repealed at any Annual or special meeting of the Society by a simple majority of the total voting membership. There shall be no voting by proxy, but voting by mail will be permitted as described in Article Vill.**

**Section 2: The Articles of Incorporation of this Society, so far as allowed by Law, may be amended or repealed at any Annual or special meeting of the Society by a sixty-six and two thirds (66-2/3) percent or more vote of the total voting membership. There shall be no voting by proxy, but voting by mail will be permitted as described in Article Viii.**

**Section 3: Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by ten (10) voting members. Notice of the Society's meeting to vote on amendments shall contain in full the proposed change, with an explanation of the purpose and the need for the change. It shall be mailed to each voting member not less than two (2) weeks prior to the meeting. Further changes to the Articles or By-Laws under consideration may be proposed and acted upon at any such meeting.**

#### **ARTICLE X – DISPOSITION OF PROPERTY**

**Section 1: If this Society at any time ceased to be a member of the Unitarian Universalist Association, all property of the Society, whether real or personal property, shall be transferred to the Unitarian Universalist Association with the understanding that said property will be used for its general purposes or as otherwise agreed by this Society and the Unitarian Universalist Association. This**

**By-Law shall apply to all property donated to the Society by will or otherwise, unless expressly provided for to the contrary by the donor.**

**Section 2: If this Society at any time shall cease to be a member of the Unitarian Universalist Association, it shall be the duty of the Officers of the Society and the Board of Directors to take all action necessary to carry out the purposes of this Article.**

#### **ARTICLE XI – SOCIETY’S REAL PROPERTY, BORROWING MONEY AND EXECUTION OF LEGAL INSTRUMENTS**

**Section 1: Although the Board may initiate consideration of any of the following, the authority and power to (1) purchase, mortgage, sell or dispose of the Society’s real property or any interest therein; (2) approve of any final plans for a building, building addition, or major building modification; (3) contract to build any Church buildings or improvements, or hire an architect, builder, contractor or land/and or building consultant; or (4) borrow money for any purpose, is reserved exclusively to the voting members, voting in person or by mail, acting by a simple majority of the total number of members of the Society, the vote to take place at:**

- a) A properly called and noticed Annual Meeting, at which at least forty (40) percent of the total voting members of the Society are present in person, or**
- b) A Special Meeting noticed by mailing to all voting members at their last known address, at least thirty (30) days prior to the special meeting. Quorum for such a meeting is to be constituted by at least twenty-five (25) percent of the total members of the Society being present in person.**

**Section 2: Contracts pertaining to any of the actions hereinabove reserved to the members may be preliminarily negotiated by the Board of Directors or its designee, but must be approved by seventy (70) percent or greater of the total members of the Society, the vote to take place at a proper meeting as set forth in Section 1 (a) or (b) above, prior to their acceptance or execution on behalf of the Society.**

**Section 3: The execution on behalf of the Society of any legal instruments, including, but not limited to, contracts, deeds, mortgages, notes, conveyances, applications to government agencies and the like, or instruments under seal, when authorized under these By-Laws, shall be by signatures with title designated of the President, Secretary and two other Board members.**

#### **ARTICLE XII – MINISTER**

## **Section 1: Permanent Minister**

- a) Role of the Minister: The Minister shall be responsible for the guiding of worship, and the spiritual interest and religious welfare of the Society and its members. The Minister shall be freedom of the pulpit to express his or her own opinion.**
- b) The minister may attend all meetings of the Board of Directors and is an ex officio member of all committees except meetings called to discuss his or her salary or dismissal. The minister shall be kept informed of the work of various groups and committees of the Society and shall cooperate with them.**
- c) The minister shall be called and his/her initial salary set upon recommendation of the Ministerial Search Committee, to be appointed by the Board of Directors, by a 60 percent majority of the total voting members of the Society, the vote to take place at any meeting legally called for this purpose. Quorum for such a meeting is to be constituted by at least forty (40) percent of the total members being present in person. Conditions of employment are to be established at the time of employment by creation of a written contract negotiated by the Ministerial Search Committee and approved by the by the Board of Directors.**
- d) Dismissal and Resignation of the Minister. The Minister is called to this Society on a continuing basis and may be dismissed by a majority vote of the total voting members of the Society, the vote to take place at any meeting legally called for the purpose, the quorum for which shall be at least forty (40) percent of the total members being present in person. In the event of the Minister's dismissal, his or her salary and allowance shall be continued for three (3) months after the date of the vote to dismiss. Should the Minister resign, three (3) months' notice must be given prior to the time the resignation is to be effective, unless the Board of Directors allows an interval of less time. In the event of resignation, no salary or allowance will be paid after the date the resignation is effective.**

## **Section 2: Interim Minister**

- a) An Interim Minister may be selected and his/her initial salary set upon recommendation of the Board of Directors and approval of sixty (60) percent of the total members of the Society, the vote to take place at any meeting legally called for the purpose, the quorum for which shall be forty (40) percent of the total members being present in person. This arrangement may be terminated by a majority vote of the total members of the Society, the vote to take place at any meeting legally called for the**



**purpose, the quorum for which shall be forty (40) percent of the total members being present in person, or by the resignation of the Interim Minister. Conditions of employment are to be established at the time of employment by creation of a written contract negotiated by the Board of Directors. The term of the Interim Minister may not exceed two (2) years.**

### **Section 3: Contractual Minister**

- a) A Contractual Minister is not held responsible for all aspects of congregational life: as some issues are musts, other issues are simply not part of his/her ministry, and the Contractual Minister is not accountable for them**
- b) The terms of employment for a Contractual Minister vary considerably: everything from one-quarter-time service on the low end to full-time service on the high.**
- c) Conditions of employment are to be established at the time of employment by the creation of a written contract negotiated by the Board of Directors and the Contractual Minister.**
- d) A Contractual Minister has his/her initial salary set upon recommendation of the Board of Directors and approved by a sixty (60) percent of the total members of the Society, the vote to take place at any meeting legally called for the purpose, the quorum shall be forty (40) percent of the total members. There shall be no voting by proxy, but voting by mail will be permitted as described in Article VIII.**
- e) Changes in this contract may be made by mutual agreement between the Board of Directors and the Contractual Minister in accordance with the budget approved by the congregation, subject to the provisions of the bylaws of the congregation. The terms of this contract may be changed by mutual consent of the Minister and the Board of Directors, except that increases in the total cost of ministry require the approval by a sixty (60) percent of the members.**
- f) There will be a performance review at least every six months and more frequently if the minister or the board or the Committee on Ministry requests it.**
- g) This contract may be terminated by a sixty-day notice to the Board of Directors by the Contractual Minister.**
- h) This contract may be terminated by a sixty-day notice from the Board of Directors to the Contractual Minister based on the performance review and supported by a simple majority of the members of the Society through a vote to take place at any meeting legally called for the purpose, the quorum shall be forty (40) percent of the total members. There shall be no voting by proxy, but voting by mail will be permitted as described in Article VIII.**

#### **Section 4: Developmental Minister**

**A Developmental Minister may be contracted by the Board of Directors on a yearly basis for up to five (5) years. In addition to the usual ministerial duties, this Minister carries out the six (6) tasks of an Interim Minister: helping the congregation to do an in-depth analysis of its strengths and weaknesses, its systemic patterns, its commitment to associational connections, and a clarified sense of mission, including the distribution of power and authority. Following the completion of these tasks, if mutual interest exists, the Developmental Minister may be offered the option to stand for election by the entire congregation, as the Permanent or Settled Minister, or to part ways as the congregation goes into the traditional search process.**

### **ARTICLE XIII – NON-DISCRIMINATION**

**This Society declares and affirms the full participation of persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, age, physical or mental challenge, sexual orientation, economic status, national origin, and without requiring adherence to any particular religious belief or creed.**

**Approved: October 26, 2014**