

UNITARIAN UNIVERSALIST CONGREGATION OF LAKELAND BYLAWS

Revised April 5, 2009

ARTICLE I - NAME

The official name of this society is the Unitarian Universalist Congregation of Lakeland, Inc., hereinafter referred to as the "Congregation."

ARTICLE II - PURPOSE

This is a religious Congregation whose purpose is to:

- (1) advance the inherent worth and dignity of every person;
- (2) promote justice, equality and compassion in human relations;
- (3) accept one another and encourage spiritual growth;
- (4) provide access to a free and responsible search for truth and meaning;
- (5) develop the right of conscience and the use of democratic process;
- (6) strive for world community, with peace, liberty and justice for all;
- (7) respect the interdependent web of all existence of which we are all a part.

This Congregation affirms and promotes 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, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

ARTICLE III – DENOMINATIONAL AFFILIATIONS

This Congregation shall be a member of the Unitarian Universalist Association and of its regional Unitarian Universalist District.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership qualifications: Any person may become a member of this Congregation who is in sympathy with and agrees to support its purpose and program, who has reached the age of fourteen (14) years old, completed orientation, and has signed the membership book. Such membership shall be subject to veto of the Unitarian Universalist Congregation of Lakeland Board of Trustees (hereinafter referred to as the "Board") within thirty (30) days of the signing of the membership book. Withdrawal from membership may be made by written request to the Congregation Office. At its January meeting each year, the Board shall review the membership list and may remove from that list anyone who has moved away permanently or has not participated or expressed interest in the Congregation during that year. Any person thus removed will be automatically reinstated as a member by expressed interest, participation, or support of the Congregation.

Section 2. Associate membership: Any person with membership in another congregation affiliated with the Unitarian Universalist Association who spends less than half (1/2) of the year in this area or whose major financial contribution is to the other congregation may join as an Associate Member. Associate Members may participate in all activities of the congregation and may vote, per Article IV section 3, at the Annual or a Special Meeting, but may not serve as members of the Board.

Section 3. Voting rights: Any person who has been a Member or Associate Member for at least thirty (30) days shall be a voting member provided that the person has demonstrated financial support to the Congregation during the twelve (12) months preceding the date of the Annual Meeting verified by the Treasurer and exceeding the total of dues paid to the UUA, Florida District, and West Central Cluster and has participated in some Congregational activity during the previous ninety (90) days (assuming health and employment permit such involvement).

ARTICLE V- FISCAL YEAR AND MEETINGS

Section 1. The Congregation calendar and fiscal year shall begin July 1 and end June 30. Persons elected as Officers or Trustees or appointed to committees will begin their terms on July 1.

Section 2. The Annual Meeting of the Congregation, hereinafter known as the Annual Meeting, shall be held during the period March 15 through April 15 at a time and place fixed by the Board. The purpose of this meeting is to approve a budget for the next fiscal year, to elect Officers and Trustees, to hear Annual Reports and to transact other business. Any member, in good standing, may request an item to be placed on the agenda by submitting it in writing to the President of the Board no less than thirty (30) days in advance of the scheduled Annual Meeting. The item should be worded consistent with annual meeting parliamentary best practice; the submitter has the right to have explanatory material of reasonable length included in the annual meeting packet.

Section 3. Announcement of the Annual Meeting of the Congregation shall be made at the two (2) previous regularly scheduled Sunday services. In addition, a written notice and agenda shall be mailed to all members at least ten (10) days prior to such Meeting. This written notice shall also include the proposed budget and the report of the Nominating Committee, as well as information on agenda items requiring a vote of the Congregation.

Section 4. An Informational Meeting shall be held one week prior to the Annual Meeting of the Congregation during which all candidates for elected positions for the subsequent year shall be asked to present their qualifications and platform, as well as to respond to questions from members. This Informational Meeting shall be organized by the Nominating Committee and be published in the Congregational newsletter. This meeting may include additional agenda items.

Section 5. Special Meetings of the Congregation may be called by the Board as needed. In addition, the Board must call a Special Meeting upon written petition of at least twenty percent (20%) of the voting membership. All Special Meetings shall be announced, facilitated, administratively supported, and governed in the same manner as Annual Meetings, with the exception of the announcement of a Special Meeting called for the possible purchase of real estate. In such case, announcement may be made by e-mail provided such notice is sent out at least three times, the first announcement being sent no less than five (5) days prior to such Meeting. Additionally, announcement of a real estate related Special Meeting must be made by telephone to members without known e-mail addresses.

Section 6. A majority of those Members qualified to vote and present at the Annual or a Special Meeting of the Congregation is required for any action except where otherwise specified in these Bylaws. A quorum of forty percent (40%) of the members qualified to vote under ARTICLE IV, Section 3 shall be required for all action except that sixty percent (60%) of the Members qualified to vote shall be required for the following: the purchase and sale of real property, calling of or dismissal of the Minister, changes in the Endowment Fund as specified in Article IX, Section 4.

Section 7. Proxy voting is permitted. Persons performing proxy votes will present a signed letter stating the identity of the person to whom their proxy vote has been given.

ARTICLE VI - OFFICERS AND TRUSTEES

Section 1. The Congregation shall be administered by the Board, acting as the elected representatives of the Congregation, who shall make decisions consistent with these Bylaws.

Section 2. The Board shall consist of seven (7) voting Members elected by Members of the Congregation. One of these shall be the Congregation's President, one shall be the Congregation's President-Elect, and one shall be the Congregation's immediate Past President. The number of Trustees required for a quorum for Board meetings scheduled for June, July and August shall be reduced by one (1).

Trustees shall be elected at each Annual Meeting for a term of three years. A sufficient number of Trustees shall be elected to bring the number of Trustees serving for the year to seven (7). One of these shall be the President Elect, having been so nominated. If the person elected to be President Elect is completing either the first or second year on the Board, then the vacated seat shall be filled by the Congregation at the same Annual Meeting. The person elected to be President Elect always begins the first year of a three-year term on the Board.

Section 3. A vacancy in the presidency shall be filled automatically by the President Elect. This interim presidency shall have no effect on the accession of the elected President Elect to the presidency the following year. A vacancy in the office of the President Elect will be filled by the Congregation at a special meeting called by the Board unless the vacancy occurs within 60 days of the next Annual Meeting, in which case the position will be left vacant until that Annual Meeting. In either case the elected President Elect shall begin serving as soon as elected. In the case of a Board vacancy, other than President or President Elect, the President shall appoint a new Board member with the consent of the majority of remaining Board members to serve until the next Annual Meeting at which time the unexpired term shall be filled by vote of the Congregation.

Section 4. A Recording Secretary, Corporate Secretary, Treasurer and Assistant Treasurer shall be appointed by the President and approved by the Board. These may be either members of the Board or non-members of the Board. Only Board members shall have the privilege of voting on Board action(s).

Section 5. The Minister shall be an ex-officio (without a vote) member of the Board and every committee of the Congregation except a Ministerial Search Committee, and when either the Board or a committee charged by the Board discusses matters directly pertaining to the Minister's employment. The Minister will be informed of the results of such deliberations in a timely manner and be given the opportunity to respond.

Section 6. A seat on the Board shall be vacated if the Board Member occupying that position on the Board misses three consecutive meetings without satisfying the Board that the reason for doing so is of temporary nature for sufficient cause.

Section 7. The Board, and officers when appropriate, shall meet monthly or in the case of need, at the call of the President, President-Elect in the absence of the President or any four (4) Board members. Five (5) members of the Board shall constitute a quorum for the conduct of business. A reasonable attempt shall be made to notify all members of the Board at least one week in advance of any Board meeting.

Section 8. An executive session of the Board shall be held in accordance with Robert's Rules of Order. An executive session must be for a specific reason. It must be called in an open meeting of the Board by a motion, second, and majority vote of approval.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. *President:* The **President** shall preside at all business meetings of the Congregation and its Board, and make such appointments as are needed for specific tasks.

Section 2. *President-Elect:* The **President-Elect** shall be acting President in the absence or disability of the President. The President-Elect shall chair the Coordinating Council and shall serve as a member of the Finance Committee.

Section 3. *Recording Secretary:* The **Recording Secretary** shall keep all minutes of business meetings of the Congregation and its Board. All records of the Recording Secretary shall remain the property of the Congregation.

Section 4. *Corporate Secretary:* The **Corporate Secretary** shall sign and be responsible for maintaining all official documents of the Congregation required by Statute.

Section 5. Treasurer: The **Treasurer** shall receive and be responsible for all funds (except management of Endowment funds, which are covered in the Endowment Fund Committee Policy), properties, and legal documents belonging to the Congregation, shall pay all approved bills and charges against the Congregation including any payroll accounting, shall maintain accurate and detailed records of all transactions and shall report monthly to the Board and as required at the Annual or a Special Meeting. The Treasurer shall qualify for such bond as may be required by the Board. The Treasurer shall present to the Board, not less than four (4) weeks prior to the Annual Meeting, a comparison of the budgeted and actual expenditures (for the current year) for the purpose of preparing a budget (for the following year) for presentation at the Annual Meeting of the Congregation. All records of the Treasurer shall remain the property of the Congregation. In the absence or disability of the Treasurer, the Assistant Treasurer shall be authorized to sign checks and carry out the duties of the Treasurer. In the absence or disability of the Treasurer and Assistant Treasurer, the President or President-Elect shall be authorized to sign checks.

ARTICLE VIII - REMOVAL OF OFFICERS, TRUSTEES AND APPOINTEES

The members of the Congregation, in the Annual or a Special Meeting, or the Board by a vote of seven (7) or more of the Board Members (at any time), may remove any officer, any member of the Board, or any appointee in any position of the Congregation and declare the respective office or position vacant in any case for cause where any such Officer or member of the Board or appointee neglects his/her office or position or fails to attend to the duties thereof for a period of three (3) consecutive months.

ARTICLE IX – STANDING COMMITTEES AND OTHER COMMITTEES

Section 1. Chairs for non-elected standing committees shall be appointed by the President Elect to serve for the subsequent Presidential term, and these committees' other members shall be approved by the Board.

Section 2. Nominating Committee. The Nominating Committee is made up of 3 voting members. Two of whom are elected at the previous year's annual meeting. One of whom is carried over from the seated committee to the next year's Nominating Committee by the selection of the Nominating Committee. The Nominating Committee shall present a slate of one nominees for each vacancy on the Board and for the Trustee nominated to serve as President-Elect, one nominee for the Endowment Committee, two members of the Nominating Committee, and one or two members of the Committee on Congregational Relations as appropriate. At the Annual Meeting, nominations may be made from the floor, providing the nominee has given prior written consent to the Chair of the Nominating Committee. The slate shall be published in the February Congregation newsletter.

Section 3. Auditing Committee. This Committee shall be appointed annually to conduct an audit of the Congregation's financial records. The Auditing Committee shall examine the records of the Treasurer for each fiscal year and report to the Congregation at the Annual Meeting.

Section 4. Endowment Fund Committee. This Committee, established by the Congregation, shall be composed of three (3) voting members of the Congregation who shall be elected to three-year staggered terms. The Nominating Committee shall nominate the members of the Endowment Fund Committee for approval by the Congregation at its Annual Meeting. The Endowment Fund Committee shall be directly responsible to the Board and be governed by a written policy initially approved by a two-thirds (2/3) vote of the Congregation at its 2002 Annual Meeting.. Any amendment to this policy which alters the purpose of the Endowment Fund or changes the provisions relating to acquisitions and distributions must be approved by a two-thirds (2/3) vote of the members present at the Annual or a Special Meeting of the Congregation. A quorum of 60% of the eligible voting members must be present.

Section 5. Bylaws Review Committee. This Committee shall be appointed by the Board in years divisible by five (5) for the purpose of reviewing these Bylaws and recommending revisions as needed. The committee will report to the Board and at the Annual Meeting the following year.

Section 6. Committee on Congregational Relations. The committee shall serve to promote fulfillment of the mission of the Congregation, to facilitate the sense of community, to assist the Congregation in developing a behavioral covenant, to identify ways to improve mission fulfillment, to propose methods for dealing with hindrances to the mission, and to provide venues for conflict resolution within the Congregation. The committee shall consist of five members elected for staggered terms at annual meetings. Initially one member would be elected for one year, two members for two years, and two members for three years; in subsequent years, members shall be elected for three year terms. The Board of Trustees shall appoint one Board member each year to serve as liaison to the committee; such liaison shall observe committee meetings but not vote. The committee shall report to the Board at least quarterly.

Section 7. Other Committees. The Board shall create other committees as needed, and their chairs shall be selected by the President Elect to serve for the subsequent Presidential term. Committee membership shall be filled by the respective chairs.

Section 8. Coordinating Council. All Committees other than Standing Committees shall report to the Board through the Coordinating Council, which serves as a vehicle to inform the Board of actions taken by Committees. The Council shall be Chaired by the President-Elect and consist of Committee Chairs or a person designated by the Committee Chair. The purpose of the Coordinating Council is to ensure that the activities of one Committee do not conflict with the actions of other Committees and whenever possible complement each other's actions.

Section 9. A Policy Manual shall be kept up to date by the Board and copies provided to all Board Trustees and Alternates, Committee and Group Chairs, Officers, and the Minister. The Manual shall contain a basic description of the purpose and function of each of the Congregational Committees and Groups and the operating procedures of each. It shall be the Board's responsibility to ensure compliance to the Policy Manual.

ARTICLE X - MINISTER

Section 1. A Minister may be called for a definite or indefinite period and salary and other compensation fixed by vote at the Annual or a Special Meeting convened for this purpose.

Section 2. A Minister shall be called by ninety percent (90%) affirmative vote of the members present and voting at the Annual or a Special Meeting convened for this purpose, and a motion to suspend this requirement shall never be in order. A meeting where a Minister is called requires a quorum of sixty percent (60%) as specified in Article V, Section 5.

Section 3. The Minister shall be evaluated annually as directed by the Board.

Section 4. The Minister shall be free to express his/her opinion on any subject both in and out of the pulpit. The Minister is a spokesperson for the Congregation only when so designated by the Board.

Section 5. The Minister shall give at least ninety (90) days notice in writing to the Board of his/her resignation or retirement.

Section 6. All matters pertaining to the dismissal of the Minister shall be carried out in accordance with Unitarian Universalist Ministerial Association Guidelines.

ARTICLE XI - EMPLOYEES

Section 1. The Congregation may authorize the Board at the Annual or a Special Meeting to create a paid position by two-thirds (2/3) vote of the voting members present. The Board shall direct the publication of established guidelines governing the job description and salary range, the qualifications of applicants, the

evaluation of employees, grounds for dismissal and other criteria that pertain to employment.

Section 2. Employees shall not serve as members of the Board or elected or named as Committee Chairs.

ARTICLE XII - TITLE TO PROPERTY

Section 1. The title to all property, both real or personal or mixed, and all contracts relating thereto, shall at all times be taken by and held in its legal name, Unitarian Universalist Congregation of Lakeland, Inc.

Section 2. Should this Congregation cease to function and the membership votes to disband, any assets of the Congregation will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

ARTICLE XIII - LIMITATION OF CONTRACT

Section 1. The Board shall not incur any financial obligation in excess of two per cent (2%) of annual budget for which no provision has been made in the Annual Budget unless authorized to do so by a vote of the Congregation in the Annual or a Special Meeting.

Section 2. No real property held or owned by this Congregation at a value of \$1,000 or more shall be sold, mortgaged or otherwise disposed of unless and until two-thirds (2/3) of the members present and voting shall so authorize and approve at a meeting of the Congregation called and conducted in accordance with these Bylaws. The Board is authorized to make an offer of purchase for real property in the name of the Congregation contingent upon Congregational approval obtained at the Annual Meeting or from a Special Meeting of the Congregation, in accordance with Article V, Section 5.

Section 3. If anything occurs that threatens the ability of the Congregation to function, the Board shall have the authority to exceed the annual budget by ten per cent (10%) utilizing any unrestricted reserves.

Section 4. The Board shall be authorized to sell, exchange, or otherwise dispose of property other than real property held or owned by the Congregation up to a value of \$5,000. Property, other than real property, in excess of this valuation may be disposed of by vote of two-thirds (2/3) of the members present and voting at the Annual or a Special Meeting called and conducted in accordance with these Bylaws.

Section 5. The Board shall approve all fund-raising activities. The Board may approve specific fund raising events, whether for operational or capital projects. Funds supporting same will be deposited by the Treasurer and held for payment of the specified project(s). Capital fund-raising projects in excess of \$5,000 shall require Congregation approval in Annual or Special Meeting called for this purpose.

ARTICLE XIV - PROCEDURE

In all cases not covered by these Bylaws or by special rules which may be adopted, Robert's Rules of Order, Revised, 2000 10th Edition shall govern, as interpreted by a Parliamentarian appointed for a one (1) year term by the President and approved by the Board.

ARTICLE XV - AMENDMENT AND REPEAL

The Charter of this Congregation and these Bylaws may be altered, amended or repealed in whole or part by vote of two-thirds (2/3) of the members present and voting at the Annual or a Special Meeting of the Congregation in accordance with Article V, Section 6. Written notice of proposed amendments must be submitted to members at least ten (10) days in advance of such meeting.