

UNITARIAN UNIVERSALIST FELLOWSHIP OF KEY WEST BYLAWS

(As amended through November 20, 2011)

1 ARTICLE I - NAME

2 The name of this Corporation shall be the Unitarian Universalist Fellowship of Key West.

3 ARTICLE II - PURPOSE

4 Love is the force that binds this Fellowship together in worship, study, and service. We foster
5 each individual's personal search for universal values. We support the democratic process in
6 human relations and we pledge allegiance to the cause of a united world community.

7 ARTICLE III - AFFILIATION

8 This fellowship shall be a member of the Unitarian Universalist Association and of the Florida
9 Unitarian Universalist District. We subscribe to their constitution and bylaws, but reaffirm the
10 independence and autonomy of local churches and fellowships both as to individual freedom of
11 belief and congregational freedom of decision and action. It is the intention of this Fellowship
12 to make annual financial contributions equal to its full fair share as determined by the
13 Association and the District.

14 ARTICLE IV - MEMBERSHIP

15 Membership in the Unitarian Universalist Fellowship of Key West is open [to] all qualified
16 persons regardless of race, color, sex, affectional or sexual orientation, or national origin.

17 Section 1

18 Any person who is at least eighteen (18) years of age may become a member of this
19 Fellowship by:

- 20 ▶ Demonstrating sympathy with its purposes and programs;
- 21 ▶ Demonstrating an understanding of its bylaws;
- 22 ▶ Signing the Membership Book; and
- 23 ▶ Supporting it through financial and/or personal participation.

24 It is generally expected that prospective members will have had a discussion of the Unitarian
25 Universalist movement with the minister or such other person as the Board may designate.

26 Section 2

27 Any member may become a voting member sixty (60) days after

28 Signing the membership book,

29 Pledging to make a financial contribution of record for a period of at least one year, and

30 Remitting all of or any part of that pledge.

31 It is generally expected that voting members will make a total annual financial contribution of
32 record at least equal to the combined Fair Share assessed for each member by the Unitarian
33 Universalist Association and the Florida Unitarian Universalist District.

34 Section 3

35 In order to maintain voting membership, one must continue to have a current annual pledge of
36 record and have made a payment on that current pledge at least fifteen (15) days before any
37 Congregational Meeting.

38 Section 4

39 A member shall be removed from Membership and the signature in the membership book so
40 marked in case of:

- 41 (1) the member's death; or
- 42 (2) the member's written resignation to the Secretary; or
- 43 (3) the member's failure to make a financial contribution of record as described
44 above for any 12 month period; or
- 45 (4) by removal by a two-thirds (2/3) vote of the Board for actions that threaten the
46 well-being of the Congregation, provided that this decision may be appealed to
47 the congregation at the next congregational meeting.

48 A member who fails to attend Fellowship activities or called congregational meetings for a
49 period of one year shall become a non-voting member who may restore voting member
50 standing by renewed presence or activity.

51 ARTICLE V - FISCAL YEAR

52 The fiscal year of this Corporation shall begin January 1 and end December 31.

53 ARTICLE VI - MEETINGS

54 Section 1

55 The annual meeting of this Corporation shall be held each year in the month of January at
56 such time and place as shall be fixed by the Board of Directors.

57 Section 2

58 A special business meeting shall be called by the Board of Directors at the written request of
59 any five (5) members of the Corporation, stating the purpose of the meeting. Special business
60 meetings may also be called by the President or by the Board of Directors.

61 Section 3

62 The business to be transacted at the annual meeting and special business meetings shall be
63 set forth in a written notice, which shall be sent to all members by mail, or with the permission
64 of the member by email, at least fifteen (15) days prior to the meeting.

65 Section 4

66
67 Thirty (30) percent of the membership of the Corporation shall constitute a quorum. No
68 member may vote by absentee ballot, by proxy or by attorney. On matters of purchasing,

69 mortgaging, or selling real estate, or calling of a minister, the votes shall be only by written
70 ballot submitted to the membership at least fifteen (15) days prior to the postmark return date
71 specified in the call to meeting or the meeting date, whichever is earlier.

72
73 Section 5

74 The agenda for the annual meeting shall include reviewing the financial statement for the past
75 year, approving the proposed budget for the next fiscal year, electing the Board of Directors
76 and members of the Nominating Committee, and receiving reports from the President, Minister
77 and such other leaders as represent the diverse ministries of the Fellowship.

78 Section 6

79 Unless otherwise specified in these bylaws or by statute, all Board of Directors meetings, the
80 annual meeting, and special business meetings shall be carried on in accordance with Robert's
81 Rules of Order. Decision shall be made by majority vote of those present and voting except in
82 the cases of purchasing, mortgaging, or selling real estate, or the calling of a minister, in which
83 cases a four-fifths (4/5) majority of those voting by returning a completed ballot shall be
84 required for passage.

85 Section 7

86 Meetings of the Board of Directors shall be called monthly and at such times as the President
87 may choose. The Board may, by majority vote, cancel a single meeting, provided that at no
88 time shall the Board fail to meet within any seventy-five (75) day period. A majority of the
89 members of the Board shall constitute a quorum.

90 Section 8

91 Subject to procedures and guidelines adopted by the Board of Directors, Board members not
92 physically present at any duly called Board meeting may be deemed present in person to
93 participate in and vote by means of remote communication.

94 ARTICLE VII - BOARD OF DIRECTORS and NOMINATING COMMITTEE

95 Section 1

96 The officers of this Corporation shall be a President, a First Vice-President, a Second Vice-
97 President, a Secretary and a Treasurer. The Board of Directors shall consist of these officers
98 and two (2) other directors. This Board may elect or appoint other officers, such as an
99 Assistant Secretary or Assistant Treasurer, as it deems necessary, such officers to have the
100 authority and perform the duties prescribed by the Board of Directors, serving as members of
101 the Board ex officio without votes. In the event of the resignation or the inability of a member of
102 the Board to continue serving, the remaining members of the Board of Directors may appoint a
103 replacement to serve in the position until the next Annual Meeting at which time a replacement
104 shall be elected for any remaining portion of the original term.

105 Section 2

106 There shall be a Nominating Committee of three (3) members who shall not be members of the
107 Board of Directors. The Nominating Committee shall submit a slate of proposed Directors and
108 Nominating Committee members for the coming year to the Secretary, who shall send the
109 slate to all members by mail, or with the permission of the member by email, at least fifteen
110 (15) days prior to the annual meeting.

111 Section 3

112 The Directors of this Corporation and members of the Nominating Committee shall be elected
113 at the annual meeting by plurality vote of members present and voting.

114 Section 4

115 The President, the Second Vice-President, and one Director-at-large shall be elected at
116 Annual Meetings in even years; the First Vice-President, Secretary, Treasurer, and the other
117 Director-at-Large shall be elected at Annual Meetings in odd years. All shall serve for a term
118 of two (2) years. Except for the Treasurer, no person may serve in the same capacity for more
119 than two (2) consecutive terms or fractions thereof. The Nominating Committee shall be
120 elected annually to serve for one (1) year. All Directors and members of the Nominating
121 Committee shall be voting members of the Corporation.

122 Section 5

123 The President shall preside at meetings of the Corporation and of the Board of Directors. He
124 or she may sign, with any other members of the Board of Directors, any contracts or legal
125 instruments authorized by the membership of the Corporation under these bylaws.

126 Section 6

127 In the absence of the President, one of the Vice-Presidents shall perform the duties of the
128 President. At a meeting of the membership, if a quorum is present without the President or a
129 Vice-President, a President pro tem may be elected for that meeting.

130 Section 7

131 The Secretary shall keep the minutes of the meetings of the Corporation and the Board of
132 Directors; see that all notices are duly given in accordance with the provision of these bylaws
133 or as required by law; be custodian of the corporate records and of the seal of the Corporation
134 and see that the seal is affixed to all necessary documents; and keep a register of the post
135 office addresses, email addresses, and telephone numbers of all members.

136 Section 8

137 The Treasurer shall have charge and custody of, and be responsible for, all funds and
138 securities of the Corporation, receive and give receipts for moneys in the name of the
139 Corporation in such banks, trust companies or other depositories as shall be approved by the
140 Board of Directors, and provide monthly reports to the Board of Directors and an annual report
141 to Corporation members, and any other duties that may be required by the Board of Directors.
142 At the end of each fiscal year, the Treasurer, with the Board's concurrence, shall arrange for a

143 sample audit or financial review of the books of account and shall report thereon to the Board
144 and to the congregation in a newsletter or other communication.

145 ARTICLE VIII - ORGANIZATION

146 The Board of Directors shall adopt and promote such systems of organization that it deems will
147 further the well-being of the Corporation. It is expected that members shall be free to take any
148 social action that is consistent with UUA principles and policies, but that no individual or group
149 shall claim specifically or by implication that such action represents the consensus of the UU
150 Fellowship of Key West without a four-fifths (80%) affirmative vote of the voting members
151 present and voting at an annual or special meeting of the Corporation. This does not limit the
152 right of individuals or groups within the organization to make statements in their own name.

153 ARTICLE IX - MINISTER

154 155 Section 1 - Ministerial Search

156 Should the Fellowship determine by the vote of its members that it wishes to call a Minister, or
157 it wishes to contract with a consulting or interim Minister to serve the congregation, a
158 Ministerial Search Committee shall be elected by the Congregation. Only voting members may
159 serve on the ministerial search committee. The search committee shall be comprised of voting
160 members of the congregation, at least one half of whom are not serving as Board members
161 during the duration of the search committee's term.

162 Section 2 - Ministerial Call or Contract

163 A minister shall be called upon recommendation of the Ministerial Search Committee by a four-
164 fifths (4/5) majority of the qualified members of the Corporation voting by ballot returned by
165 mail or in person at any meeting legally called for the purpose.

166 A contract with a consulting or interim Minister may be made upon recommendation of the
167 Ministerial Search Committee affirmed by a simple majority of the qualified members of the
168 Corporation voting by ballot returned by mail or in person at any meeting legally called for the
169 purpose.

170 Section 3 - Duties of a Minister

171 The duties of the Minister shall be as prescribed by the Board of Directors, agreed to by the
172 Minister in writing and approved by the members of the Corporation. In general the Minister
173 shall provide overall religious leadership and guidance in accordance with the established
174 purposes of the Fellowship, and shall be guaranteed freedom of the pulpit. The Minister is an
175 ex officio and non-voting member of the Board and all organizational elements it may create
176 other than the Nominating Committee and any Ministerial Search Committee.

177 Section 4 - Qualification of a Minister

178 The Minister shall be and remain in fellowship with the Unitarian Universalist Association.

179 Section 5 - Dismissal of a Minister

180 A called Minister may be dismissed by a majority vote of the qualified members of the
181 Corporation present at any meeting legally called for that purpose, quorum for such a meeting
182 to be constituted by fifty percent (50%) of the voting members rather than thirty percent (30%)
183 of the voting members as called for other congregational meetings. In the event of the
184 minister's dismissal, his or her salary and allowance shall be continued for three (3) months
185 after the date of dismissal. Should the minister offer his or her resignation, three (3) month's
186 notice must be given at the time the resignation is made, except as the governing board may
187 allow an interval of less time.

188 A called Minister may be directed to cease all duties and refrain from all contact with the
189 congregation by the unanimous vote of the Board provided the Board finds and makes known
190 specific cause for such action, and immediately calls for a congregational meeting to act on a
191 motion to dismiss according to the terms of this Section.

192 A called Minister may be dismissed by a unanimous vote of the Board without any salary,
193 benefit, or allowance if the Minister has been convicted of a Felony or has been removed from
194 Ministerial Fellowship with the Unitarian Universalist Association unless those actions
195 occurred prior to the Minister's tenure with this Fellowship and were made known to the
196 congregation prior to the initial vote to call that Minister.

197 A contracted Minister will be bound by the conditions of that contract.

198 ARTICLE X - OTHER STAFF

199 The Board of Directors shall have the power, within constraints of the approved budget, to
200 offer employment, end employment, determine job descriptions, create personnel policies, and
201 supervise all employed and contracted staff other than the Minister. No member of the
202 Corporation may serve as a regularly or on-going employed or contracted employee or
203 independent contractor of the Corporation.

204 ARTICLE XI - OTHER PROVISIONS

205 Section 1 - Indemnification

206 The Corporation shall indemnify any person who is or was an employee, agent, representative,
207 member of the Board of Director, or volunteer of the Fellowship against any liability asserted
208 against such person and incurred in the course and scope of his or her duties or functions
209 within the Corporation to the maximum extent allowable by law, provided the person acted in
210 good faith and did not engage in an act or omission that is intentional, willfully or wantonly
211 negligent, or done with conscious indifference or reckless disregard for the safety of others.
212 The provisions of this article shall not be deemed exclusive of any other rights to which such
213 person may be entitled under any bylaw, agreement, insurance policy, vote of members or
214 otherwise.

215 Section 2 - Interpretation.

216 These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is

217 hereby stated to be the efficient operation and management of the Fellowship in order to
218 accomplish the purposes stated in the Fellowship's Purpose and Mission Statement.

219 Section 3 - Protection of Non-Profit Status.

220 Neither the Board, the Minister, nor any officer or employee of the Fellowship shall take any
221 action or allow any activity or use of the Fellowship property which shall endanger the non-
222 profit corporate status or charitable, tax-exempt status of the Corporation or its property.
223 Nothing in these bylaws shall be construed to allow a violation of this section. If any Bylaw is
224 found to so endanger such status, it shall be deemed void.

225 ARTICLE XII - AMENDMENTS

226 These bylaws, so far as allowed by law, may be amended or replaced at any meeting of the
227 Corporation by a two-thirds (2/3) vote of those present and voting except changes in these
228 bylaws regarding the voting to purchase, sell, or mortgage real estate or call a minister shall
229 require approval by four-fifths (80%) of those present and voting. Notice of any proposed
230 changes in the bylaws shall be sent to all members at least fifteen (15) days prior to the
231 meeting.

232 ARTICLE XIII - DISSOLUTION

233 Should the Corporation cease to function or the membership vote to disband, or the
234 Corporation no longer is a member congregation of the Unitarian Universalist Association or its
235 successor, any assets of the Fellowship will be transferred to the Unitarian Universalist
236 Association for its general purposes, this transfer to be made in full compliance with whatever
237 laws are applicable.

238 ARTICLE OF IMPLEMENTATION

239 In order to implement Article VII, Section 4, in relation to the change to two-year terms, at the
240 2011 Annual Meeting, the First Vice-President, Secretary, Treasurer, and one Director-at-
241 Large shall be elected to full two-year terms, and the President, the Second Vice-President,
242 and the other Director-at-large shall be elected to one-year terms. At the 2012 Annual Meeting,
243 the President, the Second Vice-President, and that one Director-at-large shall be elected to full
244 two-year terms. Upon fulfillment of the requirements of this Article, this Article shall cease to
245 exist.