

**BYLAWS OF THE  
UNITARIAN UNIVERSALIST FELLOWSHIP OF THE EMERALD COAST**

Adopted October 27, 2002, Amended 10/27/07, 4/27/08, 10/23/11, 10/20/13, 4/27/14,  
4/24/16, 10/23/16, 10/27/19, 10/30/2022

**ARTICLE 1. NAME, PURPOSE, DENOMINATIONAL AFFILIATION**

1-1 The name shall be the Unitarian Universalist Fellowship of the Emerald Coast (UUFEC).

1-2 Our purpose is to foster a religious fellowship accepting a diversity of spiritual convictions. We strive to grow in understanding and support of one another and the world community. We emphasize freedom, reason, and compassion in shared worship, inquiry, and service. We affirm and promote the full participation of persons in all our activities and endeavors without regard to race, color, gender, gender expression, physical or mental abilities, affectional or sexual orientation, age, class, or national origin.

1-3 This Fellowship shall be a member of the Unitarian Universalist Association.

**ARTICLE 2. MEMBERSHIP**

2-1 Membership in the UUFEC is open to all who are at least 14 years old and have indicated to the Membership Committee their understanding of the Unitarian Universalist Principles, the UUFEC organization, and their interest in supporting and participating in UUFEC activities. Any youth member (ages 14 - 18) who has completed orientation instruction for membership in the UUFEC may enjoy all the privileges of membership except those prohibited by law. No test of creed, faith, national origin, race, gender, gender expression, sexual or affectional orientation, physical or mental abilities, or other similar test shall be imposed as a condition of membership. Signing the official register formalizes one's membership status.

2-2 Members are expected to support the fiscal needs of the UUFEC. To maintain membership, members must make a yearly financial pledge and payments toward fulfilling that pledge. Membership can be maintained without a financial pledge or payment if the member indicates they have insufficient funds, or another reason approved by the Board.

2-3 A member who is voluntarily absent from the life of the Fellowship for a period of one year, is known to have established permanent residence outside of the area served by the UUFEC and cannot be contacted by the Fellowship, or who has not met the financial requirements of paragraph 2-2, may have their membership revoked. The Membership Committee will review the circumstances of such members and submit a list of members recommended to have their membership revoked to the Board of Trustees for review and approval. The Membership Committee will act on the Board's approval and update the membership list.

2-4 Membership in the UUFEC may only be revoked by a vote of the Board of Trustees. Members whose membership is to be revoked must be notified by first class mail one month before any action is taken. This notification must include the reason(s) for the pending action. Members receiving this notification may petition the Board to reconsider the revocation. Members may withdraw their membership in the UUFEC by written notice to the Board of Trustees or to the Membership Committee chair.

**ARTICLE 3. CONGREGATIONAL MEETINGS AND VOTING**

3-1 The annual meeting for electing the Board of Trustees' officers and open seats for members at large shall be held at the Fellowship during October at a time and date to be determined by the Board of Trustees.

- 3-2 The annual business meeting shall be held at the Fellowship during April at a time and date to be determined by the Board of Trustees. The budget for the upcoming fiscal year must be presented to the Fellowship members for approval at this meeting.
- 3-3 Special meetings of the Fellowship may be called by the president, by the Board of Trustees, or by 20% of the membership.
- 3-4 For all Fellowship meetings, at least one-week official notice including the agenda of the meeting, will be given to all members of the Fellowship. This notice will be made through the UUFECEnews and at least one announcement during a Sunday Morning Service.
- 3-5 A member is eligible to vote at a meeting of the Fellowship if they have been a member of the UUFECE for at least 60 days immediately preceding the meeting.
- 3-6 A quorum is 25% of the eligible membership. Meetings must be conducted using *Roberts' Rules of Order, Newly Revised*.
- 3-7 Approval of any action requires a majority vote unless stated otherwise. Proxy votes are not allowed. The Membership Committee must provide a current list of members eligible to vote to the Board of Trustees thirty days prior to the annual meeting, annual business meeting or other special congregational meetings of the Fellowship. This is the official list for all purposes.
- 3-8 The Nominating Committee must provide instructions for submission and use of absentee's ballots with the notice of the Annual Meeting.
- 3-9 The Fellowship president shall preside over all congregational meetings. The chair of the Nominating Committee shall preside over the election portion of congregational meetings.

#### **ARTICLE 4. BOARD OF TRUSTEES**

- 4-1 A Board of Trustees shall direct the affairs of the Fellowship. The Board shall be made up of members of the Fellowship, and consists of the following:
- Officers: president, vice president, and secretary, elected to one-year terms,
  - Ex-Officio Officers: immediate past president (voting member) and treasurer (appointed, voting member),
  - Members-At-Large: two members elected for two-year, staggered terms,
  - Minister: Ex-Officio advisor (non-voting).
- Board members must not occupy more than one position on the board.
- 4-2 Elections for the Board of Trustee positions will be held at the October annual meeting and terms will begin on 1 January.
- 4-3 A board member missing three or more consecutive scheduled board meetings may be replaced at the discretion of the Board.
- 4-4 Regular meetings of the Board of Trustees shall be held monthly at the direction of the president. Special meetings of the Board of Trustees may be called by the president at any time using telephonic or electronic means. At least two days' notice will be given to all members of the Board for special meetings. The quorum for Board meetings is 50% of the voting Board membership.
- 4-5 Special votes, using telephonic or electronic means in place of a Board meeting of the Board or Trustees, may be requested by the chair at Board meetings, if there is unanimous agreement to so vote by all Board members present. Results of a special vote will be reported in the minutes of the next regular Board meeting.

4-6 The Board of Trustees will fill board vacancies with interim board members. The interim board member will serve for the term of the position being filled.

#### **ARTICLE 5. OFFICERS**

5-1 The officers of the Fellowship are the president, vice president, secretary, treasurer and immediate past president.

5-2 The president is responsible to the congregation for its overall leadership and management. The president shall appoint the chair of each standing committee except the Endowment Committee. The president may also appoint and dissolve special or ad hoc committees as needed.

5-3 The vice president shall assist the president with the duties of that office. In the temporary absence of the president, or in case of the resignation or incapacity of the president, the vice president shall assume those responsibilities.

5-4 The secretary shall maintain a permanent, written and current record of the bylaws, the minutes of the Board of Trustees, all the congregational meetings and the Policies and Procedures Manual. The secretary shall handle all correspondence pertaining to the actions of the Board of Trustees and actions of the Fellowship meetings.

5-5 The treasurer shall be a member of the Finance Committee but may not serve as committee chair. The treasurer shall be guided by the policies and procedures adopted by the Finance Committee. To fill the treasurer position, the Finance Committee shall present at least one candidate to the Board before the Board's January meeting. The president shall appoint the treasurer with approval of the Board, at the January board meeting. The treasurer shall serve until a new treasurer is appointed.

#### **ARTICLE 6. THE MINISTER**

6-1 A minister shall be called upon a recommendation by the Ministerial Search Committee and by a four-fifths vote of the eligible members present at a congregational meeting called for that purpose. A non-called minister may be hired by action of the Board of Trustees.

6-2 The minister shall have freedom of the pulpit.

6-3 The minister, in consultation with the Religious Services Committee, shall be responsible for the religious leadership of the congregation.

6-4 The minister shall be a non-voting ex-officio member of the Board of Trustees.

6-5 The minister may resign by submitting a letter to the Board. Three-months' notice is required unless the Board approves a different period.

6-6 The minister may be dismissed by a majority vote of the eligible members of the congregation at a meeting called for that purpose. In this situation, the congregational meeting can only be called by a majority vote of the Board or by 40% of eligible voting members of the Fellowship. In event of dismissal, a negotiated amount, not to exceed three-month salary, will be paid from the date of dismissal.

#### **ARTICLE 7. COMMITTEES**

7-1 The affairs and activities of the Fellowship are organized around eight standing committees: **Building and Grounds, Committee on Ministry, Communications, Endowment, Finance, Membership, Religious Exploration, and Religious Services.**

7-2 Each standing committee shall maintain a set of policies and procedures. New or changes to policies and procedures must be submitted to the Board of Trustees for inclusion in the Policies and Procedures Manual. Policies will be reviewed and approved by the Board.

7-3 **Committee on Ministry:** The Committee on Ministry (COM) promotes the spiritual health of the ministry of the congregation as it pertains to fulfilling the congregation's mission. The COM shall meet regularly in a non-crisis, goal-oriented manner with an agenda to explore the concerns and challenges of the minister/ congregation relationship and the congregation's own role and agreed responsibility in shared ministry. The Committee on Ministry shall consist of three members, to serve staggered three-year terms, with one vacancy each year. Members shall be appointed by the Board of Trustees, at the beginning of each calendar year, and must have the confidence of both the Minister and the Board of Trustees. COM members should not be on the staff or the Board of Trustees. Vacancies in the committee resulting from incomplete terms will be replaced in this same manner, with the replacement member appointed to fill the remainder of the term of the vacating member. The minister may serve indefinitely as a non-voting advisor. Written reviews of the Minister's performance in relation to the Letter of Calling and Continuing Letter of Agreement and reviews of the congregation's performance to goals shall be performed annually by the COM.

When a conflict arising between or among members of the congregation, and/or the Board, and/or the minister, the matter should be referred in writing to any member of the COM. The COM will research and investigate the situation and will decide whether to recommend the formation of an ad hoc committee of at least three members appointed by the Board of Trustees, to further investigate the matter. Alternatively, the COM may agree to handle the situation itself without the formation of an ad hoc committee. When appropriate and whenever possible, the COM will inform all persons involved that a complaint has been filed and is being investigated.

7-4 **Communication Committee:** The Communication Committee's purpose is to facilitate communication among the congregation, the Board of Trustees, the staff, the committees and the activity groups and to facilitate communication between the UUFECC and the wider community.

7-5 **Endowment Committee:** The Endowment Committee's responsibilities are presented in ARTICLE 9, par. 9-1.

7-6 **Building and Grounds Committee:** The Building and Grounds Committee is responsible for the care and maintenance of the congregation's building and grounds. It utilizes and coordinates the gardening and handy skills of the congregation. The committee has oversight of contractors that support its responsibilities. The committee deals with issues of accessibility and safety.

7-7 **Finance Committee:** The Finance Committee's responsibilities are presented in ARTICLE 8, par. 8-2.

7-8 **Membership Committee:** The Membership Committee's purpose is to increase the growth and long-term health of the Fellowship through attracting new members and to offer the benefits of a Unitarian Universalist life journey to our local community by inviting those interested into joining our community.

7-9 **Religious Exploration Committee:** The Religious Exploration Committee's purpose is to provide a nurturing community which encourages lifelong growth in spirit and mind.

7-10 **Religious Services Committee:** The Religious Services Committee's purpose is to plan and coordinate Sunday services and other organized searches for truth and meaning. Trained service leadership provides continuity, competence, and care. Intergenerational participation is encouraged to promote full community spirit. The committee offers services which are intellectually stimulating, spiritually uplifting, and socially enlightening, thus supporting our UUFECC mission statement and our UUA covenant of Principles.

7-11 **Nominating Committee:** The immediate past president plus two members, one the outgoing member-at-large and the other a non-Board member proposed by the president and approved by the Board, shall comprise the Nominating Committee, with the past president as chair. The Nominating Committee shall present a slate of at least one candidate for each of the offices of president, vice president, secretary, and for the vacating member-at-large position. The committee will advertise upcoming elections three months in advance and solicit recommendations from the membership. Vacancies on this committee will be filled by Board action.

## **ARTICLE 8. FINANCES**

8-1 Fellowship members, who adopt an annual budget, shall finance the activities of the Fellowship.

8-2 **Finance Committee:** The Finance Committee is responsible for Fellowship financial operations. The Finance Committee will present a proposed budget to the Board of Trustees. Both the committee and Board must approve a budget to be presented to the congregation for final approval at the annual business meeting in April.

8-3 During the fiscal year, the Board of Trustees may move funds between line items of the adopted budget. Cumulative annual expenditures of up to fifteen percent (15%) of the Annual Operating Budget may be approved by the Board of Trustees if operating funds are available.

8-4 A financial review will be done at the end of the calendar year to correspond with the new term of the treasurer. If there is a change in the treasurer position at any other time of year, a review will be done at that time also. A comprehensive Independent Financial Review must be done every five years. A member of the Finance Committee must not conduct the review.

8-5 **Canvass Committee:** The Canvass Committee, as a sub-committee of the Finance Committee, will conduct all financial canvass operations as directed by the Finance Committee and approved by the Board of Trustees.

## **ARTICLE 9. ENDOWMENT FUND**

9-1 **Endowment Committee:** The Endowment Committee oversees The Endowment Fund of the UUFEF. The committee will endeavor to increase the value of the congregation's portfolio through socially responsible investments as well as encouraging contributions by UUFEF members. The committee may make recommendations to the Board regarding responsible disbursements from the Endowment Fund to further the long-term mission of the UUFEF.

9-2 The Endowment Committee shall consist of four members, all of whom must be members of the UUFEF. The term of each member will be four years. No member shall serve more than one four-year term before a lapse of one year. After a lapse of one-year, former committee members may be re-elected. The minister and the president of the Board of Trustees are advisory members of the committee. In the event of a vacancy on the committee, the Board shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

9-4 The Endowment Committee must present a list of candidates to replace vacating committee members to the Board of Trustees. The Board shall nominate new members to replace vacating members and report its recommendation to the congregation at the annual congregational meeting for consideration in the same manner as vacancies on the Board of Trustees.

- 9-5 The committee shall meet at least quarterly. The chair may call meetings more frequently in the best interest of the Endowment Fund. A quorum consists of three members. A majority of the members present is required to adopt a motion. The committee shall elect from its membership, a chair, investment manager liaison and recording secretary. The chair, or member designated by the chair, shall preside at all committee meetings. The recording secretary shall maintain approved minutes of all committee meetings and supply a copy of the approved minutes to the Board of Trustees. The investment manager liaison shall maintain financial statements and other financial documents associated with the Endowment Fund. The chair may submit, on behalf of the committee, written requests for checks payable from the Endowment Fund to the treasurer of the Board of Trustees. The chair shall sign all other documents necessary in furtherance of the purposes of the Endowment Fund.
- 9-6 A financial review will be done at the end of each calendar year. A member of the Endowment Committee must not participate in the review. The committee shall report the performance of the Endowment Fund to the Board quarterly and at the annual business meeting in April.
- 9-7 The committee may request other members of the Fellowship serve as advisory members. The committee may hire, at the expense of the Endowment Fund, professional counseling on investments or legal matters as it deems necessary.
- 9-8 Members of the committee are not liable for any losses incurred from the investments of the assets of the Endowment Fund unless the losses were caused by bad faith or gross negligence. No member can be held personally liable if she or he acts in good faith and with ordinary prudence. Each member is only liable for his or her own willful misconduct or omissions and is not liable for the acts or omissions of any other member. Members must not engage in any self-dealing or transactions with the Endowment Fund in which the member has direct or indirect financial interest and must refrain from any conduct in which her or his personal interests would conflict with the interest of the Endowment Fund.
- 9-9 All assets must be held in the name of The Unitarian Universalist Fellowship of The Emerald Coast, The Endowment Fund of the UUFE.
- 9-10 The committee may make recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Endowment Fund including stocks, bonds, debentures, mortgages, notes, or other securities, they deem wise and prudent, to the Board of Trustees. The committee will execute recommendation approved by the Board.
- 9-11 The committee shall abide by and keep a record of the terms and restrictions of all gifts to the Endowment Fund and shall determine what is principal and what is income according to accepted accounting procedures.
- 9-12 Lifetime and testamentary unrestricted gifts to the Endowment Fund shall accumulate until a fair market value of \$50,000 is achieved, after which annual distributions may commence. However, should the fair market value of the Endowment Fund subsequently decline to less than \$40,000, distributions shall be made only upon a 2/3 vote of the eligible members present at a congregational meeting called for that purpose.

9-13 The committee may make recommendations for distributions to the Board for approval. Suggestions or requests for funding may be submitted to the committee by the Fellowship members. Distributions from the Endowment Fund may be made for the following:

- A. Maintenance, capital improvements, renovations, debt reduction or other thing related to the building and grounds of the UUFEF;
- B. Scholarships or grants to further higher education of members of the UUFEF;
- C. UU-related camping, leadership conferences or other training that enables members of the congregation to grow in faith and service to Unitarian Universalism;
- D. Outreach into the community such as grants to UU camps and conference centers, theological schools, social service agencies or institutions that support the purpose of the UUFEF and to special programs designed for those persons in our community who are in spiritual or economic need and
- E. Support the wider mission of the UUA at home and overseas, including grants to the UUA for new fellowship development, professional leadership, educational ministries, world mission, and capital financing.

#### **ARTICLE 10. DISSOLUTION**

10-1 Any action to dissolve or merge the Fellowship must be approved by a two-thirds vote of eligible members present and voting at a meeting called to specifically consider such action. Written notice must be issued to all members eligible to vote thirty days before the meeting. If the members decide to dissolve the Fellowship, all property, real or personal, must be transferred to the Unitarian Universalist Association or its successors. The Board of Trustees will perform all actions necessary to affect the transfer.

10-2 The Board of Trustees will, in consultation with the Unitarian Universalist Association, perform all actions necessary to affect the transfer of the Endowment Fund of the UUFEF while meeting the Endowment Fund's obligations to grantors of gifts.

#### **ARTICLE 11. AMENDMENTS**

These bylaws may be amended by a two-thirds vote of eligible members present and voting. No amendment may be voted upon without seven days' notice of the proposed amendments and meeting. Members may recommend amendments by submitting them in writing to the Board of Trustees. All proposed amendments will be reviewed by the Board of Trustees. The Board of Trustees will present its recommendation on the amendments to the membership at the next congregational meeting.