

River of Grass Unitarian Universalist Congregation Capital Foundation, Inc.

By-Laws, as of May 19, 2019

ARTICLE I - Perpetual Existence

This corporation shall have perpetual existence.

ARTICLE II – Meetings of Members

SECTION 1. The River of Grass Unitarian Universalist Congregation Capital Foundation, Inc. Annual Meeting of members shall be held immediately following the Annual Meeting of the River of Grass Unitarian Universalist Congregation, Inc.

SECTION 2. Notice of the Annual Meeting of the River of Grass Unitarian Universalist Congregation, Inc. shall serve also as notice of the Annual Meeting of this corporation.

SECTION 2a. No subjects may be voted on at the Annual Meeting unless written notice of same is distributed by mail (electronic or postal) at least fourteen (14) days in advance of the meeting.

SECTION 2b. Any member may submit to the President or Board Secretary, an item to add to the agenda: said item shall be accepted and included in the written notice distributed by mail (electronic or postal) to the membership.

SECTION 3. A special meeting of the members may be called by a majority of the trustees or by fifty percent of the members as reported by the UUA.org by written or electronic notice at least fourteen days prior to the date of the special meeting. All subjects to be voted upon at said meeting shall be included in the written notice.

SECTION 4. A quorum shall consist of at least twenty-five percent of the members. The acts of a majority of members present at any meeting with a quorum shall be binding upon the corporation.

SECTION 5. *Robert's Rules of Order, Revised*, shall serve as a guide for the conduct of all meetings of this corporation.

ARTICLE III – Trustees

SECTION 1. The affairs of this corporation shall be managed by trustees of not less than four, nor more than six persons elected by the members of the River of Grass Unitarian Universalist Congregation Capital Foundation, Inc.

SECTION 2. Except for the initial terms hereafter determined, the term of office of each of such trustees shall be for two years, or until their successors are elected.

SECTION 3. The names of the persons who are to serve as trustees until the further election thereof, and the initial terms of said trustees are as follows:

One Year: Alan W. Meerow, Pamela C. Schrimsher
Two Years: Scott May, Esther Sampol, Roy I. Schwartz

SECTION 4. An interim vacancy among the trustees shall be filled by the vote of a majority of the remaining trustees.

SECTION 5. All of the corporate powers, except as otherwise provided by the laws of the State of Florida, shall be and hereby are vested in and shall be exercised by the trustees. Agreement and action of a majority of said trustees shall be binding upon this corporation.

ARTICLE IV – Meeting of Trustees

SECTION 1. The Annual Meeting of the trustees shall be held on the same date as, and immediately following, the Annual Meeting of the members as set forth in Article II.

SECTION 2. Additional Meetings of the trustees may be called by the president or by a majority of the trustees, and such meeting shall be held at any time and place within Broward County, Florida, as may be designated by the person or persons calling such special meeting.

ARTICLE V – Nomination and Election of Trustees

SECTION 1. The board shall nominate at least one candidate for each position of trustee to be elected by the members at the Annual Meeting.

SECTION 2. Nominations may also be made for candidates by written petition signed by at least one member and delivered to a trustee at least twenty days prior to the date of the Annual Meeting. Members may nominate themselves.

SECTION 3. All nominations shall be distributed in writing by mail (electronic or postal) to the membership at least fourteen days prior to the Annual Meeting.

SECTION 4. There shall be absentee ballots for election of trustees. Such ballots shall be issued by the Secretary to members upon request. Absentee ballots must be completed, signed, and in the hands of the Secretary prior to the congregational meeting.

SECTION 5. Any incumbent trustee is eligible for re-election for an unlimited number of terms.

SECTION 6. No person shall act or serve as a trustee or officer of this corporation while such person is serving as a trustee or officer of the River of Grass Unitarian Universalist Congregation, Inc.

ARTICLE VI – Election of Officers

SECTION 1. The names of officers who are to serve until the first election thereof are as follows:

President – Pamela C. Schrimsher
Vice-President – Alan W. Meerow
Treasurer – Roy I. Schwartz

Secretary – Esther Sampol

SECTION 2. The trustees shall, at their Annual Meeting, select a president, treasurer, and secretary from the trustees. The officers shall be selected for a term of one year or until their successors are elected. Such positions shall be held by different persons, all of whom shall also be trustees of this corporation.

SECTION 3. The officers, together with such vice-officers or assistant officers as the trustees from time to time may deem necessary and in the best interest of the corporation, are authorized to act for this corporation and for its trustees.

SECTION 4. Any interim vacancy in the officers' positions shall be filled by the selection of the trustees.

ARTICLE VII – Duties and Officers

SECTION 1. The president shall preside at all meetings of the corporation and trustees. He or she shall be an ex-officio member of all committees.

SECTION 2. The secretary shall transmit notice of, attend, record and maintain the proceedings of all meetings of the members of the corporation and of the trustees. He or she shall have custody of the seal of the corporation if one is provided.

SECTION 3. The treasurer shall collect and receive all monies to be paid to the corporation, and he or she shall deposit the same in the name of the corporation in such depositories as shall be designated by the trustees.

Article VIII – Funds and Expenses

SECTION 1. Upon registration of the Articles of Incorporation for this corporation, the Treasurer of the River of Grass Unitarian Universalist Congregation, Inc shall transfer \$500,000.00 to the depository of this corporation. This money, plus any income earned from it less any corporation expenses, is to be set aside until the members vote to purchase a congregational home or otherwise distribute the money.

SECTION 2. Additional funds may be received by the corporation either as designated gifts or as donations to be managed by the trustees.

SECTION 3. As a means for accomplishing the forgoing purposes, the corporation shall have the following powers, as necessary:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, of description and whatever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. To retain or to disburse and distribute property and funds in accordance with the purposes of this corporation and the specific directions of donors with regard to property donated by them, except where such directions would impair the classifications of the corporation as an exempt non-profit organization under the laws of the United States or the State of Florida.

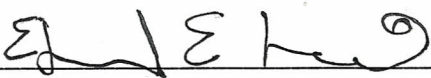
6. In general, to execute such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law.

ARTICLE IX – Reports

SECTION 1. The officers and trustees shall render an annual financial report to the members at their Annual Meeting.

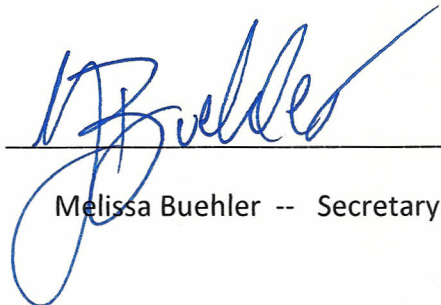
SECTION 2. The officers and trustees shall render such additional reports as from time to time may be requested by a majority of the members of the River of Grass Unitarian Universalist Congregation Capital Foundation, Inc.

These Bylaws were revised and adopted by unanimous vote of the members present at a duly called meeting of the membership on May 19, 2019.



Ed Lewis -- President

ATTEST:



Melissa Buehler -- Secretary