

River of Grass Unitarian Universalist Congregation

By-laws

May 2019

**BYLAWS OF THE RIVER OF GRASS
UNITARIAN UNIVERSALIST CONGREGATION, INC.
May 2019**

Article 1

Name, Purpose, Expectations and Affiliation

1.1 Name. The name of the Congregation is the River of Grass Unitarian Universalist Congregation, Inc.

1.2 Congregation purpose. The purpose of this Congregation shall be to bring religious liberals in closer acquaintance and cooperation in order to foster individual religious development, to provide religious education, and to further ethical liberty, freedom of thought, and other human spiritual rights of all our fellow beings.

1.3 Expectations of Congregational membership. All members are expected to have an understanding of the Unitarian Universalist movement and its history. Those new to Unitarian Universalism, as well as those new to River of Grass, are encouraged to attend a Unitarian Universalist history and orientation course. Prospective members shall meet with the Minister, President or Membership Committee chairperson to discuss membership. It is the expectation that members will attend worship services and Congregational functions, to offer service to this Congregation and the larger community, and to make a pledge of generous financial support to the Congregation.

1.4 Denominational affiliation. This Congregation shall be a member of the Unitarian Universalist Association, Southern Region of the UUA and the Southeast Florida Cluster or their successors.

Article 2

Membership

2.1 Membership defined. A member of this Congregation is a person who:

1. Is at least 18 years of age and considers this Congregation their place of worship,
2. Commits to support the purpose and expectations of the Congregation as set out in Sections 1.2 and 1.3 of these bylaws,
3. Signs the membership book.

2.2 Waiver of membership requirements. In special circumstances, the Minister or Pastoral delegate may waive membership requirements.

2.3 Nondiscrimination. A person may not be denied membership on the basis of race, color, gender, gender identity, gender expression, disability, sexual orientation, national origin or socioeconomic status. There shall be no theological test, expressed or implied, for membership.

2.4 Membership standing. Any person having become a member shall be identified as a member in good standing by each year re-committing to support the purpose and expectations of the Congregation as set out in Sections 1.2 and 1.3 of these bylaws. The method for recommitment is to be established in the Congregational Policies.

2.5 Membership removal.

1. Any person having become a member shall continue to be a member until:
 - a. death; or
 - b. notice of resignation to the Board; or
 - c. failure to maintain membership in good standing as set out in Section 2.4 for twelve consecutive months; or
 - d. membership has been terminated by the Board for cause.
2. Any person whom the Board intends to terminate from membership for cause shall have 30 days advance written notice by certified mail. The notice shall include the reasons for the proposed action and an opportunity to be heard by the Board, orally or in writing, not less than five days before the effective date of the action. A 2/3 affirmative vote of the Board members then in office shall, for cause as defined in the Policies, remove any member. If the member requests the right to appeal the Board's decision, the Board shall call a Special Meeting. A 2/3 majority of the members present at the Special Meeting is required to overturn the Board's decision.

2.6 Membership reinstatement. With the exception of persons terminated from membership for cause, any previous member may be reinstated to membership in good standing by re-committing as set out in Section 2.4 to support the purpose and expectations of the Congregation.

2.7 Membership denial. The Minister or President (in the minister's absence) may deny membership. The potential member has the option to appeal this decision to the Board, following the process outlined in Section 2.5.2 Membership Removal.

2.8 Immediate exclusion. The Minister or President of the Board of Trustees, or their delegate may immediately exclude or remove any person for dangerous or disruptive behavior from the Congregation's property or events, without opportunity to be heard.

Article 3

Board of Trustees

3.1 Board composition. Between meetings of the Congregation, the policy making body of this Corporation shall be a Board of Trustees, composed of members of the Corporation. This Board shall consist of the President, Vice-President, Secretary, Treasurer, Past-President, four Trustees and Optional Youth Representative. All Officers and Trustees shall be at least eighteen years of age. The Optional Youth Representative shall be between the ages of 14 and 18 years of age at the start of their term.

3.2 Officer election and terms. The President, Vice-President, Secretary and Treasurer shall be elected at the Annual Meeting and shall each serve for a term of two years. Following the President's two year term, they will be deemed the Past-President, and act in consultation, as a non-voting member of the Board for a period of one year.

3.3 Trustee election and terms. The Trustees shall be elected at the Annual Meeting and shall each serve for a term of two years.

3.4 Term start and term limits. The terms of the Officers and Trustees elected at the Annual Meeting shall commence July 1 following such meeting and continue until their successors are duly elected and installed. Board members shall be eligible to serve for no more than three consecutive two-year terms, and no more than two consecutive two-year terms in any given position.

3.5 Optional youth representative. The Board may have a youth representative as an optional non-voting member. The Optional Youth Representative shall serve for one one-year term. The youth representative must:

1. be a part of a member family of the Congregation;
2. be active in the River of Grass Faith Development program;
3. be willing and able to attend Board meetings; and
4. be willing to report back to the River of Grass youth about the Board meetings.

Nomination and approval procedure shall be:

1. Youth, 6th through 12th grade, shall nominate one or more candidates;
2. River of Grass Teen advisors and Faith Development staff shall review candidate(s);
3. Youth, 6th through 12th grade, shall vote for a candidate;
4. name of the Youth nominee shall be submitted to the Nominating Committee by the Faith Development staff; and
5. approval of the candidate shall be by election at the Annual Meeting.

3.6 Board and quorum. The Officers and the Trustees together may be, for convenience, referred to as "The Board," and it is required that four voting members of the Board be present to do business.

3.7 Board chair. The President shall act as Chairperson of the Board, and shall vote only in case of a tie.

3.8 Board vacancies. Vacancies shall be filled by the remaining Board members through appointment, and such appointees shall serve with full authority until the next Annual Meeting, at which time there shall be an election to fill any unexpired term.

3.9 Board meetings. The Board shall meet at least nine times per fiscal year. Reasonable notice must be given.

3.10 Board absences. A vacancy shall automatically result when a Board member is absent from three consecutive monthly meetings or four meetings total during the twelve months prior to the next Annual Meeting, regardless of the reason for such absences.

3.11 Calling Board meetings. Meetings of the Board may be called by the Chairperson or any three members of the Board, after reasonable notice being given of no less than twenty-four hours. The latter time restriction may be waived by no less than six Board members; all of whom are present at the meeting when waived.

3.12 Open Board meetings. Board meetings shall be open to the membership. Provision shall be made at meetings for non-Board members to address the Board, provided they and their discussion items are listed in advance on the agenda. The Board may meet in executive session only to discuss sensitive matters or to receive legal advice. All Board minutes shall be made available to the members and shall include the full text of any policy or guidelines that the Board passes.

Article 4

Officers

4.1 Duties of Officers. The duties of the Officers shall be those commonly performed in the positions held.

4.2 Duties of President. The President shall be the chief administrative officer of the Congregation, serve as chairperson of the Board of Trustees, preside at all meetings of the Congregation, and shall represent the Congregation on all appropriate occasions. The President shall be a nonvoting member of all committees, except the Nominating and Ministerial Search Committees.

The President shall, in consultation with the Minister, and subject to the approval of the Board, appoint the chairpersons of all committees and team leads of all teams. The chairpersons, in turn, shall appoint the members of their committees and teams.

4.3 Duties of Vice-President. The Vice-President shall coordinate the working committees and teams and act as liaison to and between committees and teams, and, in the absence of, or at the request of the President, shall perform the duties of the President.

4.4 Duties of Secretary. The Secretary shall maintain records and supervise the election procedure, collect absentee ballots, and oversee tellers. In times of high workload, the Board may appoint an Assistant Secretary who does not thus become a member of the Board.

4.5 Duties of Treasurer. The Treasurer shall have charge of all funds and deposit them in the name of the Corporation in such banks, or other depositories selected by the Board. The Treasurer shall make such reports to the Board as it may request. In times of high workload, the Board may appoint an Assistant Treasurer who does not thus become a member of the Board.

Article 5

Committees and Teams

5.1. Standing Committees and Ad Hoc Committees and Teams.

1. Standing Committees shall be Finance, Membership, Faith Development/Religious Education, and Worship.
2. There shall be at least three members of each Standing Committee.
3. Ad Hoc committees and teams, other than Nominating Committee and Ministerial Search, may be appointed, as required, by the Board, and cease to exist when the committee or team has discharged its assigned duties and has provided a final report to the Board.
4. The Board shall have responsibilities to approve any other committees and teams. Board-approved committees and teams shall provide monthly or quarterly reports, (as per their meeting schedule), and annual reports to the Board.
5. Only members of this Congregation shall chair a committee or lead a team.

5.2. Nominating Committee. Nominating Committee shall consist of six members, selected as follows:

1. Three by the membership at the Annual Meeting.
2. Three by the Board, following the Annual Meeting.
3. Nominating Committee members shall select their own chairperson no later than one month after all six members are determined.
4. No member may serve on the Nominating Committee who benefits directly or through a relative, as result of the payment of salary or other continuous remuneration authorized or recommended by the Board.

5.3 Ministerial Search Committee. A Ministerial Search Committee shall be created when required and after consideration of the UUA ministerial settlement guidelines. Half of its members shall be elected by the Congregation and half appointed by the Board. This committee shall elect its own chairperson and all of its members must be members of the Congregation.

Article 6

Meetings and Elections

6.1. Annual Meeting. At its February meeting, the Board shall set a time and place for the Annual Meeting to be held in the late spring, notice of such date, including an agenda, to be distributed by mail (electronic or postal) to all members at least 30 days prior to the designated date.

1. No subjects may be voted on at the Annual Meeting unless written notice of same is distributed by mail (electronic or postal) to all members 14 days in advance of the meeting.
2. Any member may submit, in writing, 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.
3. Operating budget shall be voted upon at the Annual Meeting.

6.2. Elections. Nominating Committee shall suggest candidates for election to offices.

1. The committee shall file its report, in writing with the Board, no later than February 15.

2. If the committee is unable to nominate for any vacancies, the Board shall thereafter act as said committee.
3. The report of the Nominating Committee shall be announced at Sunday Services, and in writing distributed by mail (electronic or postal) to members, as soon as practical.
4. Other nominations may also be made by written petition signed by at least two members, delivered to an officer or Board member at least 20 days prior to the date of the Annual Meeting in order to be included on the final written slate. Members may nominate themselves.
5. The final written slate of candidates shall not indicate by which method each candidate was nominated.
6. Nominations may also be made from the floor and must be seconded by members at the Annual Meeting.

6.3 Special Meetings. Special Meetings of the membership may be called by a majority of those serving on the Board, or by 10% of membership, by distributing to all members written notice by mail (electronic or postal), of not less than 14 days prior to the date such meeting is to be held, stating the purposes for which the Special Meeting is called. Only such stated purposes shall be voted upon and discussed at the Special Meeting.

6.4 Voting eligibility defined. Members who are in good standing as identified in Section 2.4 as of 14 days prior to a meeting may vote at the Annual Meeting and Special Meetings. A new member is eligible to vote 60 days after signing the membership book and having committed to support the purpose and expectations of the Congregation as set out in Sections 1.2 and 1.3 of these bylaws. The method for commitment is to be established in the Congregational Policies.

6.5 Voting eligibility is in question. If a person's voting eligibility is in question, the decision will rest with the presiding officer of the meeting.

6.6 Absentee ballots. There shall be absentee ballots for election of Officers and Trustees only. Such ballots shall be issued by the Secretary of the Board to members, and must be completed, signed, and in the hands of said Secretary prior to the Congregational Meeting.

6.7 Items requiring a congregational meeting. Calling and dismissal of the Minister, and the purchase, sale, or financing of real property must be voted on by the general membership at an Annual Meeting or Special Meeting.

Article 7

Quorum and Required Votes

7.1 Quorum. At Annual and Special Meetings, including meetings for the purchase, sale or financing of real property, 40% of the members eligible to vote is required to constitute a quorum. At Board meetings, four voting Board members shall constitute a quorum, per Section 3.6. At Annual and Special Meetings to call a Minister, 60% of the members eligible to vote shall constitute a quorum, per Section 8.4. At Annual and Special Meetings to dismiss a Minister, 60% of the members eligible to vote shall constitute a quorum, per Section 8.5.

7.2 Majority. Except as otherwise specified in the charter or bylaws, a majority of those members present at Congregational or Board meeting shall be sufficient to pass resolutions and otherwise transact business.

7.3 Rules of order. Robert's Rules of Order shall be used as a guide for meetings.

Article 8

Minister

8.1 Conduct of worship. The Minister shall be responsible for the conduct of worship within the Congregation and the Congregation's spiritual interests and affairs. The Minister shall have freedom of the pulpit as well as freedom to express their opinion outside the pulpit.

8.2 Terms of employment. The Minister's terms of employment shall be in accordance with the covenant negotiated between the Minister and the Board of Trustees using UUA guidelines.

8.3 Committees. The Minister shall be a nonvoting member of all committees, except the Ministerial Search and Nominating.

8.4 Choice of Minister. The membership shall have complete freedom in its choice of any Minister, and any Minister shall be in Fellowship with the UUA. The Minister shall be called upon recommendation of the Ministerial Search Committee using UUA guidelines and a 90% majority of the members present at a duly called meeting of the Congregation. A quorum for a meeting of the Congregation to call a Minister will be 60% of members eligible to vote.

8.5 Dismissal of the Minister. The Minister may be dismissed by an 80% majority of the members present at a duly called meeting of the Congregation. A quorum for a meeting of the Congregation to dismiss a Minister will be 60% of members eligible to vote.

8.6 Mediation. Prior to dismissal of the Minister, a UUA sanctioned mediator shall be called and earnest effort will be made to resolve the issue(s) leading to the consideration for dismissal.

8.7 Event of the Minister's dismissal or resignation. In the event of the Minister's dismissal, salary and allowances shall be continued for three months after date of dismissal. Should the Minister offer resignation, three month's notice must be given at the time the resignation is made, excepting that the Board may allow an interval of less time.

8.8 Fees. The Minister may charge fees for weddings, funerals, and other special ceremonies conducted for nonmembers. Such fees shall be income for the Minister and is above and beyond the Minister's salary outlined in the Minister's covenant.

Article 9

Fiscal Year, Indemnification, Interpretation, Congregational Funds and Charge to the Board

9.1 Fiscal year. The fiscal year of this Congregation shall be from July 1 through June 30. Annual reports shall be made to the membership.

9.2 Indemnification. The Congregation shall indemnify any person (and ensuing estate and personal representative) who is or was an employee, agent, representative, member of the Board of Trustees, or volunteer of the Congregation, against any liability asserted against such person and incurred in the course and scope of duties or functions within the Congregation to

the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that was intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

9.3 Interpretation. These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Congregation in order to accomplish the purposes stated in the mission statement.

9.4 Amending bylaws. As per the charter, these bylaws may be amended by a two-thirds (2/3) vote of the members present at an Annual or Special Meeting called for that purpose on proper notice and with a copy of the proposed amendment having been distributed by mail (electronic or postal) to the membership.

9.5 Congregational funds. All funds, gifts, contributions, donations, bequests of cash and property received by or coming into the custody of the Congregation belong to and are trust funds and the property of River of Grass Unitarian Universalist Congregation or its duly constituted legal successors, to be held and expended, as authorized, in perpetuity.

9.6 Charge to Board. Neither Board, nor Officers of the Congregation shall incur any additional financial obligations totaling in excess of 5% of the operating budget most recently approved during the fiscal year without specific authorization at a duly called Special Meeting.

Recall that Purpose, Denominational Affiliation, Nondiscrimination, Dissolution, Tax-exempt Status and Amendments are already addressed in the Charter.

ATTEST:

President

Secretary

Adopted: May 19, 2019