

**Unitarian Universalist Church of Pensacola
BYLAWS**

Adopted January 1994 with amendments through **May 22, 2011**

ARTICLE I. NAME

The name of this organization is the Unitarian Universalist Church of Pensacola, Inc. referred to in these Bylaws as Church, Congregation or Membership.

ARTICLE II. MISSION AND COVENANT

The mission of the Church is to be a community which models embracing diversity, living one's beliefs while supporting spiritual and intellectual growth and service. We affirm that love is the spirit of this Church and service its law. Our covenant is to dwell together in peace, to seek the truth in love and to help one another.

ARTICLE III. DENOMINATIONAL AFFILIATION

This Church will be a member of the Unitarian Universalist Association (UUA), and the district that is approved by a vote of the Congregation. The Church does hereby covenant to affirm and promote the Principles and Purposes of UUA which reads as follows:

We, the member congregations, covenant to affirm and promote: the inherent worth and dignity of every person; justice, equity, and compassion in human relations; acceptance of one another and encouragement to spiritual growth in our congregations; a free and responsible search for truth and meaning; the right of conscience and the use of the democratic process within our congregations and in society at large; the goal of world community with peace, liberty and justice for all; respect for the interdependent web of all existence of which we are a part.

ARTICLE IV. MEMBERSHIP

Section 1. Membership Qualifications, Privileges and Responsibilities

Any person having reached the age of 15, or having completed pre-membership study acceptable to the Governing Board (herein after referred to as the Board), may become a member by agreeing to uphold the principles outlined in Article II of these by-laws and signing the Membership Book and by participating in the life of the congregation through involvement and a record of financial contribution within a church year. The Executive Committee of the Board may grant exceptions. Members of greater than six weeks duration are eligible to vote in elections, vote at business meetings, stand for elections, chair committees, and lead ministry teams. Members have the use of the property of the church under equitable and practical policies and procedures adopted by the Board and receive the services of the minister without a fee. The Board, with the Membership Ministry Team, shall review the membership rolls annually and after attempts to communicate with members to determine their current status, by a two-thirds vote of voting Board members, may remove those members of the congregation who are no longer active.

Members' or Friends' active status may be terminated by a vote of at least two-thirds of the voting members of the Board in cases of behavior that is unacceptable to the congregation as currently defined by appropriate Board policy, or if that person fails to cooperate with the Right Relations (Conflict Resolution) Team in its recommendations for resolving resulting conflicts.

Section 2. Friends Qualifications, Privileges and Responsibilities

A Friend of this Church is one who supports the Mission Statement of the Church and has chosen not to become a Member, but has participated in the life of the congregation through involvement and/or has made a repeated record of financial contribution within a church year. A Friend can participate in any Church activity except for voting and serving in elected or appointed positions and will not be counted as pledging units for the UUA and District fair annual contributions. Contributing friends shall be listed as such in the church directory and shall receive the newsletter and other communications from the church.

Section 3. Associate Members, Privileges and Responsibilities

Those members who have moved from the Pensacola area and were in compliance with Section 1 of this article immediately prior to leaving will be considered Associate Members and will continue to receive the UUCP newsletter if requested. No other privileges will be automatically extended to associate members and they will not be counted as pledging units for UUA and District annual contributions.

Section 4. Lifetime Honorary Members, Privileges and Responsibilities

Lifetime Honorary Members may be awarded to those members who are no longer able to participate actively in day-to-day activities and who have been contributing members of this Congregation for at least five years. Such designation will be declared by a majority vote of the Congregation. Lifetime Honorary Members are entitled to receive the Congregation's newsletter and to use the Church and the services of the minister for no additional fees. Lifetime Honorary Membership carries no right to vote.

ARTICLE V. CONGREGATIONAL MEETINGS

Section 1. Rules, Procedures and Quorums

1. The rules and procedures contained in Robert's Rules of Order Newly Revised will be used in governing this Church in all cases where they apply and are not inconsistent with the charter, these by-laws, or any special rules of order adopted by the Congregation. The business to be transacted at Board and Congregational meetings will be set forth in the notice of the meeting, which will be sent to all members by electronic or physical mail at least ten days before the meeting. Thirty percent of the members qualified to vote will constitute a quorum. No meeting will be held at a time or a place inconvenient to fifteen percent of members.

2. At least one week before all Congregational meetings, the time and place will be announced or posted on the Church bulletin board so that members and friends may attend.

Section 2. Specified Congregational Meetings

1. A meeting for choosing Governing Board Officers, Board Members At-Large and Members of Committees of the Congregation will be held annually during May or as otherwise designated by the Board.

At this Annual Meeting, after all nominations are made, recorded and announced, voting will occur. If there are no nominations from the floor, the slate of nominees presented by the Leadership Development (Nominating) Committee will be considered to have been elected by acclamation. In any case where there is more than one nominee for a position, voting will be by secret ballot. In addition, the annual budget for the next fiscal year will be presented for consideration and adoption.

2. A Business Meeting will be held in January at the Church, or at an appropriate time and place designated by the Board, to distribute a midyear financial report to the Congregation. Issues regarding the policies and aims of the Church, financing, growth, and improvement of physical facilities may be discussed at this meeting and a Special Meeting will be scheduled and properly advertised for any

votes that are necessary.

3. The Board may set Special Meetings of the Congregation.
4. At the written request of fifteen percent or more of the members qualified to vote, the President will call a Special Meeting. No issue except the one specified in the request will be considered at such a meeting, and once the issue is resolved, the same issue will not be subject to Special Meeting again for the remainder of the church year.

ARTICLE VI. GOVERNING BOARD AND OFFICERS

The ultimate authority of this Church is with the Congregation; between Congregational meetings, its affairs and business as a corporation will be managed and its corporate powers exerted by a Governing Board consisting of four officers and five members at large. The officers are the President, President Elect, Secretary, and Treasurer which will constitute the Executive Committee. The Past President and Minister will serve as ex-officio members of the Board.

Section 1. Governing Board Duties and Responsibilities

1. The Board will interpret and execute, to the best of its ability, the will of the membership with respect to long-term goals, public policies, facilities, contracts, paid employees, major disbursements, and methods of financing. The Board will prepare, or have prepared, and approve the Policies and Procedures for all routine business and Purposes, and Policies and Procedures for all shared Ministry Teams and Committees. The Policies and Procedures will be amended from time to time by the Board and the most current copy will be available in the Church office at all times.
2. The Board, with the Finance Ministry Team, will prepare a budget for the next fiscal year for presentation at the Annual Meeting. The qualified voting members will review the budget, amend as appropriate, and adopt.

During the fiscal year, the Board will seek congregational approval for any increase in the total budget but may adjust the allocation of funds within the budget as needed. The Board will monitor church expenditures to ensure compliance with the approved budget.

3. The Board will approve of suspending, hiring and/or dismissing all salaried or regularly compensated personnel except the minister in accordance with the existing laws of the State of Florida and the By-laws of the Church. This responsibility may be delegated by the Board to the Personnel Committee or specially selected Ad Hoc Committee but the final approval requires Board vote.
4. The Board will meet monthly; however, any meeting may be waived by general consent if no urgent business is on the agenda. Five Board members with at least two Executive Officers and two Members At-Large will constitute a quorum.
5. Meetings of the Board will be open to members and friends except where the Board is dealing with an agenda item involving a personnel or personal matter. Visitors may participate in discussions when recognized by the chairperson.

Section 2. Officers

1. The President will have general and active management of the business affairs of the corporation subject to the direction of the Board. The President will normally preside at all Congregational Meetings of the Church and will be the chairperson of the Board. The President will appoint Leaders of all shared Ministry Teams and Ad hoc Committees. Additionally, the President will notify officers

of their election. and will notify shared Ministry Team leaders and Ad hoc Committee chairpersons of their appointment. As the chairperson of the Board and as an ex-officio member of all shared ministry teams and ad hoc committees, the President will cast the deciding vote when needed in case of ties.

2. The President Elect will have such duties as assigned to him/her by the President or by the Board. In the absence of the President, the President Elect will perform the duties of the President.
3. The Secretary will maintain written records of the proceedings of Congregational and Board meetings, Policies, Procedures and Tasks, tax-exempt status of the Church and the non-profit corporate license and assume specific responsibilities as agreed upon with the President and the Board.
4. The Treasurer will be responsible for keeping accurate records of all money received and distributed by the Church, maintaining the books and securities in a safe place, and for the banking of the Church's funds. The Treasurer will pay all bills within the approved budget as approved by the Board and assume specific responsibilities as agreed upon with the President and the Board. The President with the approval of the Board may appoint a member or church personnel to assist the Treasurer.

Section 3. Board Members At-Large

The Board Members At-Large will be responsible for coordinating and reporting on certain shared Ministry Teams and Ad hoc Committees, as assigned by the President.

Section 4. Ex-Officio Members

1. The Past President will be an ex-officio member of the Board, chair the Leadership Development (Nominating) Committee and be a member of the Personnel Committee.
2. The Minister will be an ex-officio member of the Board and of all shared Ministry Teams and Committees of the Congregation. The minister will be an ex-officio member of the Committee on Ministry (Ministerial Relations), but will not be a member of the Right Relations (Conflict Resolution) Team or the Ministerial Search Committee unless invited.

Section 5. Elections and Conditions of Office

1. The President Elect will be elected each year, will serve as President Elect for a one year term, and succeed to the office of President for a one year term.
2. The Secretary and Treasurer will each serve for two years. The Secretary will be elected odd years and the Treasurer will be elected on even years.
3. Board Members At-Large will serve for two years. Three Board Members At-Large will be elected each year on odd years and two will be elected on even years.
4. Elected members of the Leadership Development (Nominating) Committee will serve for one year and may not serve the following year.
5. Newly elected Officers and Members At-Large will acquaint themselves with their new duties by serving with the outgoing Officers and Board Members At-Large during the month of June following their elections.
6. Any Officer or Board Member may be removed from office for cause with a two-thirds majority vote of the voting members of the Board.
7. In the event that the office of President becomes vacant, the President Elect will automatically succeed

- to the Presidency for the unexpired term and will serve as President for the following term.
8. In the event of other vacancies, the Board may, at its discretion, schedule a special election to fill the vacancy. Otherwise, the vacancy may be filled by appointment by the President in consultation with the Board and the Leadership Development (Nominating) Committee. The election or appointment will be for the completion of the term of office.

ARTICLE VII. MINISTER

The minister will provide overall religious leadership and guidance in accordance with the established purposes of the Church and will be guaranteed freedom of the pulpit. He/She will conduct worship services, weddings, and funeral or memorial services, and provide pastoral care, visitation and such other services as are within the normal duties of the Minister without fee to members. He/She will serve as the immediate supervisor of all church personnel and will work with designated committees in the hiring and evaluation of all church personnel. He/She will consult, advise, and collaborate with shared Ministry Teams or Committees and will participate in the ongoing program of the Church.

The Congregational meeting to call or dismiss a Minister will require a quorum of 50% of the members. A vote to call a minister will require a three fourths majority of the members present: a vote to dismiss will require a simple majority of the members present.

The minister will have a written letter of agreement with the Church and the Board will act as agent of the Church in its negotiation and implementation.

ARTICLE VIII. COMMITTEES AND SHARED MINISTRY TEAMS

Section 1. Committees of the Congregation

1. The Committee on Ministry (Ministerial Relations Committee) (MRC) will consist of five members elected by the Congregation at the Annual Meeting at which officers are elected. Members will serve three years. Members will be elected each year as needed for a three year term. In the event that a member of a committee can no longer serve, the Board will name an acting member who will serve until the next Annual Meeting. This committee will select its own chairperson. The Committee on Ministry (Ministerial Relations Committee) will work to aid communication and to improve and strengthen relations between the minister and the congregation.
2. The Leadership Development (Nominating) Committee will consist of the Past President or other person so designated by the Board, the Membership shared Ministry Team Leader, or other designee from this shared Ministry Team and two members elected from the Congregation elected annually. The Past President will serve as chairperson. In the absence of the Past President, the committee will select its own chairperson. No elected member will have served on the Leadership Development (Nominating) Committee the previous year. The committee will assist the President in appointing chairpersons and in filling any vacated office. This committee will also seek to identify potential leaders from the membership and encourage the development of this potential.
3. Meetings of the Leadership Development (Nominating) and Committee on Ministry (Ministerial Relations) Committees may be closed by the chairperson to protect confidentiality.

Section 2. Shared Ministry Teams and Ad hoc Committees of the Board

The newly elected President will appoint all Leaders of shared Ministry Teams and Ad hoc Committee Chairpersons, subject to the approval of the Board. Chairpersons of Ad hoc committees or shared Ministry Team Leaders may be requested to attend meetings of the Board in order to present information and make recommendations. The President and Minister will be ex-officio members of all shared

Ministry Teams and Board Ad hoc Committees except as noted in Article VI, Section 4.

Shared Ministry Teams or Ad Hoc Committees will include:

1. Shared Ministry Teams will be identified and provided duties in the Board's Policies and Procedures. Under the direction of the President, shared Ministry Teams, in addition to their specialized duties, are to aid and make recommendations to the Board.
2. Ad hoc Committees. Ad hoc committees may be appointed by the President as required, but will cease to exist on discharge of their duties.

ARTICLE IX. FISCAL YEAR

The Church Year and the fiscal year will begin the first day of July and end the last day of June.

ARTICLE X. UNITARIAN UNIVERSALIST CHARITABLE TRUST

The Unitarian Universalist Church of Pensacola Charitable Trust is an independent, nonprofit, tax-exempt trust. The purpose of the Trust is to receive, invest and administer private bequests, gifts and other financial support on behalf of the UUCP. Members of the Trust will be selected by the Trust in accordance with Trust Bylaws and in consultation with the UUCP President.

ARTICLE XI. AMENDMENTS

These bylaws may be amended or repealed at any Congregational meeting of the Church by a two-thirds vote of a quorum of the qualified voting members present, provided adequate notice of the proposed changes has been made known to the membership one month prior to the meeting.