

# **BYLAWS**

## **Unitarian Universalist Church of Sarasota, Inc.**

3975 Fruitville Road  
Sarasota FL 34232

### **ARTICLE 1** – Covenant and Mission

#### **WE COVENANT:**

- To actively live the Unitarian Universalist principles;
- To welcome and nurture diversity of belief and  
Openness of religious expression without dogma;
- To create a caring atmosphere;
- To provide a person-centered, moral, and ethical  
Education for children and adults.

#### **OUR MISSION IS:**

- To provide and perpetuate the principles of Unitarian Universalism;
- To provide the motivation and means to serve the wider community;
- To promote justice, tolerance and compassion in ourselves, among  
ourselves and in the wider community.

### **ARTICLE II** – Membership

#### **SECTION 1: Affiliation**

The Church shall be affiliated with the Unitarian Universalist Association.

#### **SECTION 2: Definition**

Any person, sixteen years or older, who is in sympathy with the purposes and objectives of this Church, and willing to undertake the responsibilities and privileges of Membership (except those prohibited by Florida law) may become a Member by signing the Membership Book in the presence of the Minister, the President, or other Church trustee.

No condition of membership will be imposed due to one's faith, national origin, race, color, gender, age, physical ability or inability. Members are welcome regardless of what their sexual or affectional orientation may be including but not limited to straight, gay, bisexual, lesbian, hermaphrodite or transgender.

Interested persons between thirteen and fifteen years old may be received by the Church as Junior Members and be entitled to all of the benefits of Membership except the privileges to vote at annual or special meetings of Members and of service as a Trustee.

### **SECTION 3: Classifications of Membership**

<b>MEMBER</b>	Individuals who have met the requirements of Article II, Section 2 and have assumed the responsibilities as set forth in Article II, Section 4, are entitled to the benefits contained therein. This is the only category of Membership that shall be included in the official Membership count of the Congregation, which is also provided to and used by the UUA to establish its annual assessment.
<b>JUNIOR MEMBER</b>	Individuals between the ages of thirteen and fifteen as defined in Article II, Section 2. This category of Membership is excluded from the official Membership count.
<b>MEMBER EMERITUS</b>	An honorary category established for those individuals who, are no longer able to participate in the activities of the Church due to illness, confinement in a nursing home or other similar circumstances. Individuals for this honorary title shall be determined by the Membership Committee and the Minister. This category of Membership will receive the Church newsletter and directory. This category of Membership shall not be included in the official Membership count.
<b>DUAL MEMBER</b>	Individuals whose primary UU affiliation is outside the District. These Members have all of the privileges and responsibilities of full Members and are included in the member count for a quorum, except are not included in the Membership count reported to UUA headquarters, and are not permitted to vote here on UUA national issues since they are entitled to vote on these issues with their primary congregation.

### **SECTION 4: Responsibilities and Benefits of Membership:**

The responsibilities of Membership include participation in the life of the Church and on-going support of the Church with an identifiable annual financial contribution, within one's means. Members and Dual Members who have not made an annual financial contribution shall no longer be Members. To make certain that no one is denied the benefits of Membership because of financial hardship, the Minister and/or the President may waive the financial requirement.

Members of the Church are entitled to receive the Church newsletter, Membership directory, a subscription to UU World, and a copy of the Church bylaws. The benefits of Membership as contained in this paragraph may be modified as necessary by the Board of Trustees.

**Members shall have full voting rights one month after signing the Membership Book (and meeting the requirements of this section, paragraph 1.)**

**Members may serve on all committees in accordance with the bylaws and are obligated as committee Members or chairs to abide by the duties and responsibilities specified by the Board for those committees.**

**Members may also serve as delegates to the General Assembly of the UUA, and officers of the Board of the Florida District and Florida Cluster provided they are appointed as specified by the policies set forth by the Board of Trustees.**

#### **SECTION 5: Review of Membership, Withdrawal**

**Membership shall be reviewed by the Membership Committee at least once a year, or more often as required to maintain accurate records.**

**Withdrawal of Membership may be made by notice to the Minister or President. Board Policies will define criteria and procedures for removal of Members who have not made an identifiable contribution within a year or whose behavior has become detrimental to the spirit of the congregation.**

#### **SECTION 6: Friends**

**Friends are persons who wish to affiliate with the Church, are in sympathy with the purposes and objectives of the Church, and are willing to contribute financially but do not choose to be Members. Friends will not be included in the count of Members provided to the UUA and used to establish the annual assessment by the UUA. Friends are entitled to participate in the activities of the Church and will receive the newsletter subscription provided their annual contribution is equal to or exceeds the annual cost of the newsletter subscription.**

#### **SECTION 7: Newsletter Subscription**

**The Board will annually establish the cost of a newsletter subscription for those individuals who are not Members, Dual Members or Members Emeritus of the Church. Anyone is eligible to subscribe to the newsletter upon paying the subscription fee.**

### **ARTICLE III -- Meetings of the Membership**

#### **SECTION 1: Annual Meeting**

**An Annual Meeting of the Members of the Church shall be held within the month of March at a time and place determined by the Board of Trustees.**

## **SECTION 2: Special Meetings**

**A Special Meeting of the Membership shall be called by notice by the Board of Trustees or upon the written petition to the Board of Trustees signed by at least 25 Members. Action taken at special meetings shall be limited to that set forth in the notice or petition.**

## **SECTION 3: Notice**

**Notice of the Annual Meeting and of Special Meetings shall be given by announcement at a Sunday service and by mail at least two (2) weeks prior to the meeting except that for a Special Meeting called to amend the bylaws, provisions of Article IX shall apply.**

## **SECTION 4: Quorum**

**Twenty percent (20%) of the voting Members shall constitute a quorum at any Annual or Special Meeting except that in the calling or dismissal of a Minister or Trustee or in the purchase or sale of real estate (land or permanent structure), or dissolution of the Church pursuant to Article X, a quorum shall be defined as forty percent (40%) of the voting Members.**

## **SECTION 5: Proxies**

**Voting at Meetings of the Membership shall be in person.**

## **SECTION 6: Meeting Procedure**

**Robert's Rules of Order (Revised) shall govern all Meetings of the Membership.**

# **ARTICLE IV – Board of Trustees**

## **SECTION 1: Membership**

**The Board of Trustees of the Church shall be ten (10) Church Members, at least 18 years of age, consisting of four (4) officers, including the President, Vice-President, Secretary and Treasurer of the Church, and six (6) other Trustees, to be elected at the Annual Meeting of the Members. The four officers shall be elected to one-year terms, and the six other Trustees shall be elected to two-year terms; however, the terms of three (3) of the elected Trustees shall expire each year so that only three Trustees are elected on alternate years for a total of six (6) every two years. Newly elected Members of the Board of Trustees shall take office at the first meeting of the Board of Trustees in April, which is the first month of the Church fiscal year.**

## **SECTION 2: General Powers**

The Board of Trustees shall be the legal representative of the Church and shall have general charge of its business and administrative affairs. It may adopt such rules of procedure as the majority shall determine.

## **SECTION 3: Vacancies**

The Board of Trustees shall fill any vacancy on the Board.

## **SECTION 4: Regular Meetings**

There shall be at least ten (10) meetings in each fiscal year. Five (5) Members of the Board shall constitute a quorum for any meeting. Notice of the regular Board meetings shall be given to the Church Members. Attendance at meetings shall be open to all; however, the Board may go into Executive Session when discussing personnel matters.

## **SECTION 5: Special Meetings**

Special meetings may be called by the President or by any two (2) Board Members. Notice shall be made by announcement at a Sunday service or by telephone to Board Members.

# **ARTICLE V – Officers and Trustees**

## **SECTION 1: Officers**

Officers of the Church shall be a President, a Vice-President, a Secretary and a Treasurer.

## **SECTION 2: Election and Term**

The officers of the Church shall be elected for a one-year term by the Members at its Annual Meeting. Newly elected officers shall take office at a meeting of the Board of Trustees in April and shall remain in office until a successor to the office has been selected.

## **SECTION 3: Duties**

The officers shall perform such duties as are usually and customarily incident to the office and such other duties as may be prescribed by the Board of Trustees. Duties of the officers shall include the following:

### **Section 3-1: President**

The President shall be the Executive Officer of the Church, shall preside at meetings of the Board of Trustees and of the Membership, and shall be an ex-officio member of all committees, except shall not be a regular or ex-officio member of the Nominating and Search Committees.

### **Section 3-2: Vice President**

The Vice-President shall: (1) assist the President in the duties of that office; (2) execute the duties of the office of President in the absence of the President; and (3) perform other duties as may be assigned by the President.

### **Section 3-3: Secretary**

The Secretary shall: (1) take notes of the proceedings of meetings of the Members of the Corporation and the Board of Trustees and prepare minutes of each meeting, which shall be the property of the corporation; (2) preserve and oversee the safekeeping of all records, reports and official documents of the corporation, including the official Minutes Book of the Board of Trustees and the official Policy Handbook of the Church; (3) prepare and file reports other than those which are the responsibility of the Treasurer, including the annual Membership report to the UUA; (4) prepare and transmit notices of all Meetings of the Members of the Corporation and the Board of Trustees as required; (5) communicate actions or concerns of the Board via the Church newsletter or other appropriate means; (6) conduct official correspondence for the corporation; and (7) be the custodian of the Corporate Seal of the corporation and keep available a current copy of Robert's Rules of Order, newly revised.

### **Section 3.4: Treasurer**

The Treasurer shall: (1) receive and maintain custody of all funds of the corporation; (2) maintain one or more accounts in the name of the corporation in a bank or other financial institution approved by the Board of Trustees; (3) make disbursements for all appropriate purposes as authorized by the Board of Trustees; (4) keep a full and accurate record of all income and expenditures; (5) prepare written monthly and annual reports reflecting the current financial condition of the Church; and (6) be responsible for the filing of all required tax and other financial reports.

### **Section 3.5: Trustee Duties**

Along with the Officers, Trustees compose the governing body of the Church—The Church Board. Trustees participate in all decisions not reserved to the congregation as a whole.

## **SECTION 4: Removal**

**An Officer or Trustee may be removed from office upon a vote of a majority of the Membership of the Church present and voting at any duly constituted meeting of the Membership. A quorum for such a meeting to be constituted at forty percent (40%) of the Members.**

## **ARTICLE VI – Committees**

### **SECTION 1: General**

**The Board of Trustees, shall appoint such standing and special committees except the Nominating Committee and Search Committee as may be necessary or desirable and carry out the aims and objectives of the Church.**

### **SECTION 2: Nominating Committee**

**The Nominating Committee shall consist of seven (7) Members to serve for one (1) year. Three (3) Members shall be the retiring voting Members of the Board of Trustees. The other Members shall be elected by the Church Members at the Annual Meeting.**

**The Nominating Committee shall present a slate of candidates for officers of the Church, for trustees, and for the Nominating Committee vacancies, to fill expiring terms. The selections of the Committee shall be published in the Church newsletter one (1) month prior to the Annual Meeting.**

**Nominations may also be made by petition signed by at least ten (10) Members and presented to the Nominating Committee at least two (2) weeks prior to the Annual Meeting. Such nominations shall be published in the Church newsletter. Consent in writing of such nominees must be obtained.**

**The Nominating Committee will meet within one month following the annual meeting to select a Chair.**

## **ARTICLE VII – The Minister**

### **SECTION 1: Selection**

**The minister shall be called, upon recommendation of the Ministerial Search Committee and the Board of Trustees, by a four-fifths (4/5) majority of the Members of the Church present at any meeting called for that purpose. The quorum for such a meeting shall be forty percent (40%) of the Members.**

## **SECTION 2: Duties**

The Minister shall have a free pulpit and through message and example is responsible for leading the congregation toward fulfillment of our Covenant and Mission. Specific privileges and duties shall be spelled out in an employment contract.

## **SECTION 3: Dismissal**

The minister may be dismissed, in accordance with procedures recommended by the Unitarian Universalist Association, by a majority vote of the Members of the Church present at any meeting called for that purpose, a quorum for such meeting to be constituted at forty percent (40%) of the Members.

## **ARTICLE VIII – Financial Matters**

**SECTION 1:** The fiscal year of the Church shall be from April 1 through March 31.

**SECTION 2:** The Church shall establish and maintain the Unitarian Universalist Church of Sarasota Endowment Fund, Inc. to provide an opportunity for Members, friends and others interested in the Church to make a charitable contribution to the Church that will provide future income to the Church.

### **SECTION 3:**

Special memorial or otherwise restricted funds shall be established only upon the approval of the Board of Trustees. Any such fund approved by the Board of Trustees shall exist for a defined time period and shall have written terms governing the purpose, management and use of the fund.

### **SECTION 4:**

The Board of Trustees may establish a Building and Maintenance Fund for major maintenance construction and repairs to the Church real property and a Music Fund to accumulate funds for the maintenance and growth of major projects related to the musical endeavors of the Church, an Operating Reserve Fund; and any other Fund which the Board may decide.

#### **SECTION 5:**

The Board of Trustees may accept gifts of personal property or money designated to acquire tangible personal property or improve the physical plant of the Church.

#### **SECTION 6:**

All other funds received shall be a part of the annual operating budget of the Church.

### **ARTICLE IX – Amendments**

#### **SECTION 1: Bylaws**

These bylaws may be amended or repealed at either an Annual or a Special Meeting of the Members, which is conducted in accordance with these bylaws, by a two-thirds (2/3) majority vote of Members present and eligible to vote. Notice of any proposed change shall be contained in the notice of the meeting, given at least one (1) month in advance and may be done electronically. A quorum for such a meeting to be constituted at forty percent (40%) of the Members.

### **ARTICLE X – Dissolution**

In the event that the Membership shall vote to dissolve the Church, such dissolution and disposition of assets shall be accomplished pursuant to the applicable provisions of the Florida Not For Profit Corporation Law and any other applicable laws or regulations. All assets shall be transferred to the Unitarian Universalist Association for its general purposes. A quorum for such a meeting to be constituted at forty percent (40%) of the Members