

**BYLAWS
OF THE
UNITARIAN UNIVERSALIST CONGREGATION OF VENICE**

ARTICLE I. Name

The name of this religious society shall be Unitarian Universalist Congregation of Venice, Inc. (Congregation). The Congregation is recognized as a 501(C)3 religious organization and incorporated under the laws of the State of Florida.

ARTICLE II. Purpose

The purpose of this Congregation is to build and maintain a welcoming and diverse community which encourages growth of the human spirit, the free search for truth and meaning, and active participation in social and community affairs.

ARTICLE III. Membership

Section 1. Member

Membership is open to all who sympathize with the Congregation's purposes and programs, regardless of race, creed, gender, sexual orientation, gender identity, national origin, or physical challenge.

A Member is defined as a person who has signed the Membership Book. In addition, Members are expected to make a yearly identifiable financial commitment and to contribute generously of time and talents to the Congregation. Members sixteen (16) years and older may vote at all business meetings. Membership is effective thirty (30) days after signing the Membership Book.

Withdrawal from membership may be made by written request to the Board of Trustees (Board) or the membership chair. The Board may withdraw a membership for cause including inactivity. Appropriate notification shall be given in writing.

Section 2. Friend

A Friend is defined as a person who does not desire to sign the Membership Book but who makes a yearly identifiable financial commitment to the Congregation. Friends are not eligible to vote in Congregational matters, be members of the Board, or chair committees. Friends may attend social activities or events, be listed in the directory, and be members of committees, with the exception of the Nominating Committee and the Committee on Ministry.

Section 3. Dual Membership

Individuals may maintain a membership in a UU church outside the southwest Florida area as well as maintaining a membership in this Congregation. Such individuals must meet the requirements of membership of the Congregation and will be entitled to all the privileges of Members on recognition of the dual status. Individuals with multi-congregational memberships are expected to designate one membership as primary; such registration may be done through the Membership Committee or the Treasurer.

Section 4. Honorary Membership

Honorary Member is a title bestowed on a Member or non-member by the Board to recognize outstanding contribution to the Congregation. Honorary recognition is a lifetime membership with the rights to full membership privileges.

ARTICLE IV. Denominational Affiliation

This Congregation shall be a member of the Unitarian Universalist Association (UUA), and of the Southern Region of the UUA, or their successors.

ARTICLE V. Meetings of the Congregation

The annual meeting shall be held in the month of March at such time and place as designated by the Board. The agenda shall include adoption of an annual budget, election of Officers and Trustees, and other business as appropriate.

The annual meeting of the Congregation shall be called to order by the Secretary of the Board. The President of the Board or his or her designee shall conduct the business of the meeting, and the President may appoint a Parliamentarian.

Special congregational meetings may be called by no less than three (3) members of the Board or by petition of twenty (20) per cent of the Members of the Congregation.

Written notification shall be mailed, emailed or delivered to all Members at least thirty (30) days prior to the annual meeting, and at least twenty-one (21) days prior to any other called meeting. Thirty (30) percent of the Members shall constitute a quorum unless specified otherwise in these Bylaws. Members shall be entitled to vote on noticed items by paper or electronic ballot. Vote taken by written or electronic means must follow procedures submitted to the membership in writing with the notification of the annual meeting or a called meeting. For the conduct of all meetings, parliamentary procedure (ARTICLE XVI) shall be observed.

Proxy balloting will not be allowed at annual or called meetings.

ARTICLE VI. Board of Trustees

Section 1. Composition

The Board shall consist of four (4) Officers who shall be the President, Vice President, Secretary, Treasurer, and three (3) Trustees at Large (Trustees).

Section 2. Qualifications

Officers and Trustees shall have been Members of the Congregation for at least ninety (90) days and elected at the annual meeting.

Section 3. Terms of Office

Officers and Trustees shall be elected for two (2) year terms. Officers and Trustees shall assume office immediately following election. The President, Vice President and Trustees are limited to two (2) successive full terms, and the Secretary and Treasurer to three (3) successive full terms. Eligibility for re-election after the limited successive full terms shall not be until two (2) years have passed after their term of office. An Officer or Trustee who has reached the limit of his or

her term may be elected to a different office, but may not repeat in any one office until he or she has been out of that office for one (1) full year.

Section 4. Duties

The business, property and affairs of the Congregation, including preparing of annual budgets and entering into contracts, shall be governed and/or conducted by the Board. However, transactions involving any increase in existing debt, or purchase or sale of real estate shall require advance approval of the Congregation.

The Board and the Minister jointly decide on hiring and discharging church staff. The Board receives the annual recommendations for staff and Minister compensation change from the Finance Committee and Personnel Committee and will consult with the Minister as appropriate. The Board has final and sole authority to recommend compensation changes to the Congregation via the annual budget process.

The Board may define responsibilities and privileges of all categories of membership consistent with these Bylaws. The Board shall annually review the active membership list with the Membership Chair, Treasurer, and Minister, and remove any Members for cause including inactivity. Written notification of status will be sent to such Members prior to removal.

The Board is empowered to alter the annual budget approved by the Congregation to deal with contingencies that may develop, and may reallocate funds, as long as the reallocation does not exceed ten (10) percent of the approved budget.

The Board may promulgate policies and procedures for the conduct of the Congregation, its employees, and the Minister, consistent with the current written agreement of call and ministry, these Bylaws, the Articles of Incorporation and applicable laws.

Section 5. Vacancies

Vacancies in Trustee positions may be filled by the Board until the next annual meeting, or the Board may call a special meeting for that purpose, when the Congregation shall elect a Member to fill the unexpired term.

Section 6. Board Meetings

The Board shall meet on a regular basis. Additional meetings may be called by the President or four (4) members of the Board. Meetings shall be appropriately publicized to the Congregation. With the exception of discussion of legal or personnel affairs, Board meetings are open to Members of the Congregation. By prior request to the Secretary of the Board, Members may ask to be placed on the meeting agenda and may participate in discussions at the discretion of the President, but may not make motions or vote.

A majority of Board members constitutes a quorum. The Board may permit any or all Board members to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. The Board shall arrange facilities so that Members of the Congregation may hear the deliberations of the meeting. A Board member participating in a meeting by this means shall be considered to be present in person at the meeting.

Section 7. Executive Committee

The elected Officers shall constitute the Executive Committee. The Executive Committee is empowered to act for the Board between regular meetings; such actions must be ratified by the Board at its next meeting.

Section 8. Removal of Officer or Trustee

In the event that any elected Officer or Trustee fails, without showing good cause, to be present at three (3) consecutive Board meetings, or otherwise is considered derelict in duties to the Congregation, that person may be subject to recall. Consideration of cause or dereliction will be determined by the Executive Committee of the Board under fair disciplinary process.

ARTICLE VII. Committees

Section 1. Nominating Committee

The Nominating Committee's purpose is to nominate a slate of candidates for open positions on the Board and for elective positions on the Nominating Committee at the annual meeting or at any meeting where such election takes place.

The Chair and two (2) other Committee members are appointed by the President and approved by the Board. The remaining two (2) Committee members are elected by the Congregation at the annual meeting. The term of appointment is one (1) year.

The Committee shall file its proposed slate with the Secretary to be posted and publicized with the notice of the annual meeting or any meeting where an election will take place.

In addition to the Nominating Committee slate, nominations from the floor will be accepted with the permission of the person being nominated and the support of two (2) seconding nominations.

Section 2. Finance Committee and Endowment and Restricted Funds Committee

The Finance Committee's purpose is to oversee the financial matters of the Congregation. The Endowment and Restricted Funds Committee's purpose is to oversee the management of funds held for other than operations. The Chair of these committees shall be appointed by the President with the consent of the Board. The Chair of the Endowment Committee shall be a member of the Finance Committee.

Section 3. Personnel Committee

The purpose of the Personnel Committee is to prepare, maintain and update a Personnel Manual which is in compliance with all applicable laws and UUA guidelines. Each employee of the Congregation will be issued a copy of said manual.

The Finance Committee and Personnel Committee are jointly responsible for recommending staff compensation changes to the Board, consulting with the Minister as appropriate. The Finance Committee participates in the annual review of the Minister's salary.

Section 4. Bylaws Committee

The Bylaws Committee shall be composed of five (5) members, including its Chair or Co-Chair, appointed by the President with the approval of the Board. The Committee shall review the Bylaws not less frequently than every three (3) years. It may propose changes in the Bylaws in accordance with ARTICLE XVII herein.

Section 5. Committee on Ministry

The purpose of the Committee on Ministry is to monitor and nurture the health of the ministry of the Congregation. This Committee serves as a channel for mutual problem solving and communication between the Minister and the Congregation. Committee members should have the confidence of both Minister and Congregation.

The Committee shall consist of three (3) members appointed by mutual agreement between the Minister and the Board. The term of office shall be for three (3) years, but initial terms shall be staggered so that at least one person is replaced each year.

No member of the Committee may serve more than two (2) consecutive terms without an intervening period of at least two (2) years. An assessment of the work of the Minister and the ministry of the Congregation will be conducted as specified in the current written agreement of call and ministry.

Section 6. Other Committees.

In addition to the committees specified herein, the Board may establish other committees as required. The motion to establish a committee shall specify the purpose of the committee. The Chairs of all committees shall be Members of the Congregation and shall be appointed or reappointed as of the beginning of the fiscal year by the President, with the consent of the Board, except as otherwise specified herein. Chairs shall select additional persons to serve on their committees, except as otherwise specified herein or as may be directed by the Board.

The Board shall establish and promulgate an operational and reporting structure for all Committees.

ARTICLE VIII. Endowment and Restricted Funds.

Section 1. Purpose

The purpose of these funds is to enhance the mission of the Congregation apart from the general operations, by accepting and receiving bequests and other gifts of money and or personal property, to be held, invested, disbursed, and administered in accordance with the wishes of the donor, and the policies and procedures of the Endowment and Restricted Funds Committee.

Section 2. Composition and Management of Funds

These funds shall include property of any kind or nature bequeathed, devised, or donated to the Congregation for other than current operations, subject to acceptance of such property by the Board. All such property shall be held in accordance with the terms and provisions of such bequests, devises, or donations, if any. In the absence of any such restriction by the donor, such property shall be added to the Endowment Fund unless the Congregation determines, by vote in each instance, that it should be used for capital improvements, including a Building Fund.

All funds held shall be invested appropriately in accordance with the gift stipulations, if any, and in keeping with the financial goals of the Congregation.

ARTICLE IX. Minister

The called or settled Minister and the Congregation share responsibility for the leadership and ministry of the Congregation. To that end, the expectations, services, duties, leave and sabbatical periods are defined in a written agreement of call and ministry mutually agreed upon by the Minister and the Congregation. All compensation, benefits, and expenses are reviewed annually by the Finance Committee and Board and considered by the Congregation as part of the yearly budget review and approval.

ARTICLE X. Selection and Termination of Ministers

Section 1. Vacancies

To fill a ministerial vacancy, the Board and Congregation are guided by the current UUA guidelines.

Section 2. Settled Minister

a. Search Committee

In the event of a vacancy in the position of settled minister, a Search Committee shall be constituted from the Members of the Congregation, by vote of the Congregation. The Board shall submit a slate of nominees for the Search Committee, and additional nominations may be made from the floor at an annual or called meeting. The Search Committee shall consist of seven (7) members.

b. Settled Minister Selection

The Search Committee shall submit one nominee for the position of settled minister. A Congregational Meeting shall be called for the purpose of voting on the selection. At such a Congregational Meeting a quorum is defined as forty (40) percent of the Members. A ninety (90) percent favorable vote is required from the quorum present to call the Minister. Notice of the meeting and choice of the Search Committee shall be provided twenty-one (21) days prior to the meeting.

c. Dismissal and Termination of Call

The Settled Minister may be dismissed by a majority vote of the Members of the Congregation present at a meeting called for that purpose. A quorum for such a meeting is defined as fifty (50) percent of the Members. In the event of the Minister's dismissal, his or her salary and allowance shall be continued as defined in the current written agreement of call and ministry.

Section 3. Consulting or Interim Ministers

The Board is responsible for the hiring and/or termination of all contract ministers. Consulting or interim ministers may be recommended by a Search Committee constituted for that purpose.

ARTICLE XI. Fiscal Year

The Congregation's fiscal year shall be April 1 through March 31.

ARTICLE XII. Insurance

All persons in a fiduciary capacity over Congregation and Endowment and Restricted Funds assets shall be bonded at Congregation expense and in an amount determined by the Board. The Congregation shall carry appropriate property and casualty insurance as determined by the Board.

ARTICLE XIII. Records and Audits

Proper and complete financial records shall be maintained regarding all financial matters of the Congregation and the Endowment and Restricted funds. All records, excepting the amount of financial contributions of individual Members or Friends, shall be available to any Member upon request. Regular financial statements shall be provided to the Board and to the Congregation. An in-house Financial Review shall be carried out each year. An audit by an outside firm may be performed when deemed necessary by the Board.

ARTICLE XIV. Protection of Non-Profit Exempt Status

Neither the Congregation, the Board nor any officer, employee nor member of the Congregation shall take any action or allow any activity or use of Congregation property which shall endanger the non-profit corporate status or the charitable tax exempt status of the Congregation or its property. Nothing in these Bylaws shall be construed to allow a violation of this section.

ARTICLE XV. Dissolution

In case of dissolution of this Congregation, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its successor or assigns.

ARTICLE XVI. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Congregation and Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, Articles of Incorporation or applicable law.

ARTICLE XVII. Changes to Bylaws

These Bylaws, so far as allowed by law, may be amended, revised, or replaced at any meeting of the Congregation by a two-thirds (2/3) vote of those present, providing a thirty (30) percent quorum of the Members is present. Notice of any proposed change shall be contained in the notice of the meeting.

Adopted by the Unitarian Universalist Congregation of Venice on November 21, 1999.

Amended March 20, 2005; December 2, 2007; March 30, 2008; February 5, 2012.

Revised March 29, 2015 2015