



Bylaws & Amendments of Unitarian Universalist Fellowship of Bay County, Inc.

Revisions adopted at the annual Congregational Meeting of 21 May 2017

Article I – Name

The name of this religious society shall be the Unitarian Universalist Fellowship of Bay County, Inc.

Article II – Purpose

We are united to provide a setting for personal growth and exploration of the many dimensions of liberal religion in the Unitarian Universalist tradition.

Article III – Membership

Section 1. Becoming and Remaining a Member

Any person may become, and remain, a member of this Fellowship who is in sympathy with its purpose and program; agrees with the Fellowship's bylaws; has attended New Member Orientation; signs the Membership Book; and is prepared to make a financial contribution of record to the Fellowship and participate, as able, in its ministry. It is specifically understood that membership is open to all persons without regard to age, color, race, national origin, sex, sexual orientation or gender expression

Section 2. Voting Privileges

Any member may vote in congregational meetings thirty days after signing the Membership Book, except as specified in Article VII, Section 4.

Article IV – Denominational Affiliation

The Fellowship is a member of the Unitarian Universalist Association and the Southern Region of the UUA. This Fellowship intends to make the annual financial contribution equal to its full share, as determined by the Association and the Region.

Article V – Religious Services

Religious services shall be conducted on a regular basis to provide for the needs and desires of the membership.

Article VI – Executive Board

Section 1. Composition

a. The Board of Directors (hereafter called the Board) shall be composed of the Officers and at least two At Large Board members.

b. The Executive Board shall be comprised of the Officers. The Officers shall be: President, Vice President, Secretary, and Treasurer.

c. The positions of President and Vice-President shall require one year of previous Board service or equivalent as determined by the Leadership Development Committee.

d. The Officers shall each be elected to a two year term, and may not be elected to consecutive terms in the same position. After a lapse of one year, a former Officer may be re- elected.

e. At Large Board members shall be elected to two year terms. At Large Board members may not be elected to more than two consecutive terms as an At Large member. After a lapse of one year, the former At Large member may be re-elected.

f. All persons serving in Board positions have completed Leadership Training or will complete it during their first three months of service.

Section 2. Meetings of the Board

a. The Board shall meet monthly. A quorum of four members is required to conduct business.

b. Board meetings shall be open to any member of the Fellowship.

Section 3. Duties and Powers of the Board

a. The Board shall have general charge of the property and the funds of the Fellowship, conduct all of its business affairs and control of its administration. The Board shall establish and appoint the chairs of such committees as it may deem necessary. The Board may not borrow any funds nor make a contract involving more than twenty five percent of the current annual budget without approval of the membership.

b. Officers shall have such duties and powers as customarily pertain to their office and/or are assigned by the Board.

c. The Board may adopt such Policies and Procedures as it deems necessary to carry out its duties.

Section 4. Removal and Replacement of Board Members

a. The Membership shall have the power to remove any Board member who is unable or fails to perform the duties of the position to which elected, by a simple majority of those present and voting at a Congregational Meeting announced in writing for that purpose.

b. If any vacancy occurs on the board between regularly scheduled elections, regardless of the reason, the LDC will be consulted for resolution of the vacancy. (See Article VIII, Section 1, i. for resolution via election of a replacement.)

Article VII – Congregational Meetings

Section 1. Congregational Meetings

Congregational Meetings may be called by the Board, or five members of the Fellowship. All members shall have received prior written notification at least ten days before such meeting, including the purpose of the meeting.

Section 2. Annual Congregational Meeting

The Annual Congregational Meeting of the Fellowship shall be held within the six weeks preceding the end of the fiscal year.

Section 3. Conduct of Business

A quorum for Congregational Meetings, except as shown elsewhere in these Bylaws, shall be one third of the current voting membership. Approval of business shall be by two-thirds majority of those voting members present. Robert's Rules of Order, Revised, shall be the authority for conduct of business.

Section 4. Matters of Contract

A quorum of two thirds of the current voting membership is required at a Congregational Meeting for purchase, sale and/or mortgage of real property and matters related to a minister's contract. Approval of such business must be by a three-fourths vote of members present. Only those members at least 18 years of age may be counted for the quorum or may vote on these matters.

Article VIII Congregational Committees

Section 1. Leadership Development Committee

a. The Leadership Development Committee shall consist of three members, each nominated by the Leadership Development Committee and elected to a three year term by a simple majority of the members present during the annual Congregational Meeting. Terms shall be staggered so that each member's term will start on a different year.

b. Leadership Development Committee members may not be re-elected to consecutive terms. After a lapse of one year, a former Leadership Development Committee member may be re-elected to service.

c. A member who is elected to serve on the Leadership Development Committee must have already completed Leadership Training, or complete it during their first three months of service on this Committee.

d. LDC chair shall fill any vacant positions on the committee until the next scheduled election.

e. If the LDC chair is vacant it will be filled by the senior remaining committee member.

f. If the LDC has no members, the board will call for a congregational meeting for the UUFBC to elect members.

g. LDC shall be responsible for helping members of the congregation develop their potential for leadership responsibilities in the church.

h. LDC shall also serve as the Nominating Committee for the Fellowship.

i. If a vacancy occurs on the board between regularly scheduled elections such that a new board member must be added, the LDC will be responsible for nominating a replacement candidate who will be elected at a Special Congregational Meeting called for that purpose.

Section 2. Ministerial Relations Committee

The Ministerial Relations Committee shall consist of three members, two appointed by the Board and one appointed by the minister under contract.

Article IX – Elections Section

1. Proposed Slate

a. The Leadership Development Committee shall present a slate for all Officers, At Large Board members, and Leadership Development Committee members at least ten days Prior to the Annual Congregational Meeting.

b. All nominees must be voting members of the Fellowship.

c. Nominations may be made from the floor at the time of election, but so nominated members must have already agreed to serve.

Section 2. Elections

Election of persons to fill elected positions shall be held at a Congregational Meeting called for that purpose. Such persons shall assume duties the following July 1.

Article X – Finances

Section 1. Fiscal Year

The fiscal year begins July first and ends on June thirtieth.

Section 2. Budget

The Board shall present a proposed budget to the membership for approval at the Annual Congregational Meeting.

Section 3 Audit

At the end of the fiscal year, and at any other time requested by the Board, the Treasurer shall present the records for audit.

Article XI – Amendment

Proposed amendments to these Bylaws shall be received in writing by the members at least ten days prior to a Congregational Meeting. Approval of an amendment shall require a two-thirds vote of the voting members present at the meeting.

Article XII – Dissolution

Should this Fellowship cease to function and the membership vote to disband, all assets of the Fellowship shall be transferred to the Unitarian Universalist Association, the Mid-South District or a UUA member society.

Amendment to Congregational Bylaws

An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established.

A. RESOLUTION TO IMPLEMENT THE ENDOWMENT FUND

WHEREAS, stewardship involves the faithful management of all the gifts we have been given—time, talents, the created world and money, including accumulated, inherited and appreciated resources; and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation;

THEREFORE BE IT RESOLVED that this congregation, in congregational meeting, approve and establish on the records of the congregation a new and separate fund to be known as THE ENDOWMENT FUND OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BAY COUNTY INC., (hereafter called the "FUND");

BE IT FURTHER RESOLVED that the purpose of this FUND is to enhance the mission of the UNITARIAN UNIVERSALIST FELLOWSHIP OF BAY COUNTY, INC., apart from the general operation of the congregation, as set forth in Section B, Item 2 Distributions: that no portion of distributions from the FUND shall be used for the annual operating budget of the congregation;

That only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, may this congregation, by action in meeting assembled, use FUND distributions for its own operating or support services; And that, except where specifically authorized otherwise in the terms of the grantor's directive of a gift, distributions from the FUND may be made annually, in amounts not to exceed 5% of the average fair market value of the FUND over the previous thirteen quarters;

BE IT FURTHER RESOLVED that until such time as the FUND reaches a value of \$50,000.00, the management and promotion of the FUND shall be the responsibility of the Treasurer, with oversight by the Board of Directors.

BE IT FURTHER RESOLVED that the Endowment Fund Committee (hereinafter called the "COMMITTEE") shall be the custodian of the FUND;

BE IT FURTHER RESOLVED that the following Plan of Operation sets forth the administration and management of the FUND.

B. PLAN OF OPERATION

The Endowment Committee!The Endowment Committee (hereafter, the "COMMITTEE") shall consist of three (3) members, all of whom shall be members of the Unitarian Universalist Fellowship of BAY COUNTY. Except as herein limited, the term of each member shall be two (2) years and shall begin July 1 following an election. The minister and the president/vice president of the Fellowship Board shall be advisory members of the COMMITTEE.

Upon adoption of this resolution by the congregation, it shall elect three (3) members of the COMMITTEE: two (2) for a term of two (2) years; and one (1) for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of two (2) years.

No member shall serve more than three consecutive two-year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected.

The Board of the Congregation shall nominate new members for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees.

In the event of a vacancy on the COMMITTEE, the Board shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of two (2) members. A majority of those present and voting (2) shall carry motions or resolutions, excepting investment decisions which require a unanimous vote (3) of the full committee. The committee shall elect from its membership a chairperson, financial secretary and recording secretary. The chairperson, or member designated by the chairperson, shall preside at all committee meetings.

The COMMITTEE shall routinely accept unrestricted cash, stocks and bonds, charitable bequests in Wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities and assignment of life insurance and retirement plans. Restricted gifts, and real and tangible assets will be considered by the committee in view of potential burdens or liabilities, and the committee may consult with the Board regarding whether to accept such gifts.

The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE. Each member shall keep a complete copy of minutes to be delivered to her or his successor. The secretary shall also supply a copy of the minutes to the Fellowship Board.

The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the FUND and shall submit to the treasurer on behalf of the COMMITTEE written requests for checks payable from the FUND and shall sign all other necessary documents on behalf of the congregation in furtherance of the purposes of the FUND.

A certified public accountant or other appropriate person who is not a member of the COMMITTEE shall audit the books annually. The COMMITTEE shall report on a quarterly basis to the Board and, at each annual or special meeting of the congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

The COMMITTEE may request other members of the congregation to serve as advisory members and, at the expense of the FUND (taken from the annual distribution amount OR undistributed capital appreciation), may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the fund.

Members of the COMMITTEE shall not be liable for any losses that may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BAY COUNTY INC., THE ENDOWMENT FUND OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BAY COUNTY, INC.

Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE for approval by the Fellowship Board, with subsequent execution by the delegated member of the COMMITTEE. The COMMITTEE should practice conservative principles of investment which balance growth with preservation of capital. Whenever financially prudent, investments should be based on concepts of social responsibility.

C. DISTRIBUTIONS

The COMMITTEE shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and what is income according to accepted accounting procedures.

Lifetime and testamentary unrestricted gifts to the FUND shall accumulate until a fair market value of \$50,000 is achieved, after which annual distributions may commence. However, should the fair market value of the FUND subsequently decline to less than \$40,000, distributions shall be made only upon a 2/3 vote of the members present at a congregational meeting called specifically for that purpose.

The COMMITTEE shall use the Harvard Method to determine the annual distribution [This method involves (1) determining and recording the net asset value (NAV) of the Fund on a quarterly basis, (2) finding the average NAV for the last 13 quarters, and (3) multiplying the average NAV by an agreed upon rate (usually between 4% and 6%) to determine the amount available to spend for the next budget year.. (p. 29 of the UUA Endowment Fund Guide).]

Distributions from the FUND may be made annually and at such other times as deemed necessary and/or feasible to accomplish the following purposes

Scholarships or grants to members of the Unitarian Universalist Fellowship of Bay County for the purpose of attending UU-related camping or leadership conferences; or such other training which enables members of this congregation to grow in faith and service to Unitarian Universalism;

Outreach into the community including, but not limited to, grants to UU camps and conference centers, theological schools, social service agencies or institutions to which this congregation relates, and to special programs designed for those persons in our community who are in spiritual and/or economic need; and to sponsor programming such as music, arts, and speakers to enhance the Fellowship's spiritual growth and presence in the community

For the wider mission of the UUA at home and overseas, including, but not limited to, grants to the UUA for new Fellowship development, professional leadership, educational ministries, world mission, and capital financing.

When all other sources have been exhausted, a non-recurring distribution may be made for the physical plant of the Unitarian Universalist Fellowship of BAY COUNTY INC., such as, but not limited to, maintenance of buildings, capital improvements or renovations, or debt reduction;

Programs for support shall be recommended by the COMMITTEE and approved by the Board for funding. Suggestions or requests for funding are to be submitted to the COMMITTEE by the Fellowship's budget preparation date of each year.

D. AMENDING THE RESOLUTION

BE IT FURTHER RESOLVED that any amendment to this resolution, which will change, alter or amend the purpose for which the FUND is established, shall be adopted by a two-thirds vote of the members present at congregational meeting called specifically for the purpose of amending this resolution.

E. DISPOSITION OR TRANSFER OF FUND

BE IT FURTHER RESOLVED that in the event that THE UNITARIAN UNIVERSALIST FELLOWSHIP OF BAY COUNTY ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Fellowship Board in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association. Consultation with the Association may also be desirable for continuation of THE ENDOWMENT FUND OF THE UUFBC obligations to grantors of gifts.

F. ADOPTION OF RESOLUTION

This resolution, recommended by the Fellowship Board and accepted by the congregation at a legally called congregational meeting, is hereby adopted.