

First Unitarian Church of Orlando
Orlando, Florida



BY-LAWS

BYLAWS OF
The First Unitarian Church of Orlando
Orlando, Florida

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BYLAWS OF THE FIRST UNITARIAN CHURCH OF ORLANDO

(Approved November 9, 2020)

Article 1: PURPOSE

The mission of the First Unitarian Church of Orlando (1U) is to exemplify liberal religion in Central Florida with a commitment to lifelong spiritual growth and compassionate service to the community.

Article 2: AFFILIATIONS

The church will be a member of the Unitarian Universalist Association of congregations and the Unitarian Universalist Association Southern Region or their successors.

Article 3: NON-DISCRIMINATION AND INCLUSION STATEMENTS

3.1 Non-discrimination

This congregation affirms and promotes the full participation of persons in all our activities and endeavors, including but not limited to membership, programming, hiring practices, and calling of religious professionals, without regard to race, color, ethnicity, gender identity, physical or mental challenge, affectational or sexual orientation, class, or national origin.

3.2 Inclusion

We recognize that systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to do all we can to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be a congregation that truly welcomes all persons and commits to structuring congregational life in ways that empower and enhance everyone's participation.

Article 4: MEMBERSHIP

4.1 Requirements

Membership requires commitment to the covenant of this church as stated in the *Bond of Union* in the Membership Book:

Our Bond of Union: We associate ourselves together for the study and practice of morality and religion as interpreted by the noblest lives of humanity, hoping thereby to prove helpful to one another and to promote truth, righteousness and love in the world.

Members should be caring, supportive participants in the congregation.

To become a member, a person will:

- Adhere to the current requirements for membership as set forth in church "Paths to Membership" policies.
- Be 18 years of age and older
- Make a responsible financial contribution to the church and commit to do so annually.

The final steps to membership are the acceptance of the prospective member by the Board of Trustees and the signing of the Church Membership Book in the presence of the Minister or President. New members may vote at a congregational meeting 30 days after signing the membership book.

4.2 Removal

Removal from membership can be brought about by:

- a. Letter of resignation sent to and acknowledged by the Board of Trustees
- b. Failure to meet the current requirements of membership
- c. Failure to make a responsible financial contribution annually

The final responsibility to remove an individual from membership rests with the Board of Trustees, acting according to current policies, including but not limited to the "Disruptive Behavior Policy".

Article 5: CONGREGATIONAL MEETINGS

5.1 Annual Meetings

The annual business meeting of the church shall be held in May of each fiscal year at such time and place and manner as determined by the Board of Trustees. The purpose of the meeting is to:

- a. Adopt the budget for the coming year
- b. Elect officers and trustees of the Board and members of the Nominating Committee
- c. Hear reports from the officers, minister and committees of the church
- d. Announce General Assembly delegates
- e. Such other matters as may come before the congregation

5.1.1 Notice

The notice for the Annual Meeting of the members will be published on the website at least **21 days** prior to the meeting, and shall include an agenda, a copy of the proposed budget recommended by the Board, a list of vacancies to be filled, the nominations for such vacancies, a clear description of each candidate's qualifications and the names of officers and trustees whose terms continue for an additional year, and other items as determined by the Board. In addition, the announcement of the Annual Meeting will be in the Order of Service for at least the two Sundays prior to the meeting. Notice shall be effective upon publishing on the website. Members may opt to receive notice via mail or other means, with the same distribution schedule.

5.2 General Meetings

In addition to the Annual Meeting of the church, there shall be at least two general meetings of the members of the church held in different quarters of the year. The Board of Trustees shall set the date, agenda, and issue the notice for such meetings. Notice for any general meeting will be published on the website at least **21 days** prior to the meeting and will be in the Order of Service for at least the two worship services prior to the meeting. The agenda for the first general meeting of the fiscal year should include the financial reports for the previous year. Notice will be effective upon publishing on the website. Members may opt to receive notice by mail or other means, with the same distribution schedule.

5.3 Special Congregational Meetings

Special Congregational Meetings may be called by the Board or by the receipt of a written petition requesting such a meeting and signed by at least fifteen percent (15%) of all voting members. The Secretary of the Board will distribute notice of such a meeting. A call for a Special Congregational Meeting, either by the Board or by petition, will state the purpose for the meeting. No other business may be transacted at such a meeting.

Notice for a Special Meeting will be given at least seven days prior, by posting on the website and at a Sunday worship service of the congregation. Members may opt to receive notice via mail or other means with the same distribution schedule.

5.4 Quorum

5.4.1 Regular

Twenty percent (20%) of the members shall constitute a quorum at any meeting of the Congregation for the transaction of business, except as provided in section 5.4.2.
(Note: Committee charters to include notation of their individual quorum)

5.4.2 Special

Forty percent (40%) of the members shall constitute a quorum for the following actions:

- a. Calling a settled minister.
- b. Dismissal of a minister.
- c. The sale, transfer or any other disposition of any real property of the church valued at more than \$75,000, or the encumbrance of any real property of the church.

5.5 Voting

5.5.1 Regular

A majority of the votes cast should be sufficient for the adoption of any motion, which may properly come before the meeting.

5.5.2 Exceptions

The following exceptions will apply:

- a. Calling a new minister, including the contract provisions and subsequent amendments, requires 75% affirmative vote of the members present. (*For dismissal of the minister, see Section 9.2.4.*)
- b. Approval of the sale, transfer or any other disposition of any real property of the church, valued at more than \$75,000, or the encumbrance of any real property of the church, requires a 75% affirmative vote of the members present.

5.5.3 Means

The means of voting shall be determined by the presiding officer at any meeting.

Article 6: BOARD OF TRUSTEES AND OFFICERS

6.1 Church Officers

The officers of the church will include President, President Elect, Secretary, and Treasurer (*see Section 2.5 in Board Governance Policies for duties*). The same person may not simultaneously serve in more than one office. Only one person may serve in each officer or trustee position.

6.2 Composition of the Board of Trustees

The Board of Trustees shall consist of no fewer than seven members, and no more than 11 members: four (4) officers (President, Present Elect, Secretary and Treasurer) and the remainder trustees at-large. The Minister and the most recent Past President shall be non-voting, ex officio members.

6.3 Limits of Terms

The Board of Trustees, except the President and President Elect, shall serve two-year terms. Trustees at-large will be assigned to one of two classes, which are elected in alternate years. The President and President-Elect shall serve one-year terms, renewable up to three (3) times, for total of four (4) consecutive years.

All officers and trustees elected at the annual meeting will take the office at the beginning of the next fiscal year on July 1 and will serve until their successors have been properly elected and take office. All members of the Board of Trustees will be eligible for service up to seven (7) consecutive years, unless further service is approved by the Board.

6.4 Duties of the Board of Trustees

The Board of Trustees is the principal policy forming and administrative body of the church. The Board of Trustees has full authority and responsibility, except as limited by these bylaws, to act on the business and programs of the church. Specific responsibilities of the Board of Trustees and Board members are set forth in the current policy manual as adopted by the Board of Trustees.

6.5 Meetings

The Board of Trustees must have quarterly regular meetings at a minimum.

6.6 Notice

Written notice including the agenda of the regular meetings will be sent to all members of the Board of Trustees at least three (3) days prior to the meeting. The Board of Trustees' calendar of meetings will be published on the church website annually in August.

6.7 Special Board Meetings

Special meetings may be called by the President or three trustees petitioning the secretary with 24-hour notice, either in writing or by telephone. Notice is effective when it is transmitted. Special meetings may be held without notice to the congregation in case of an emergency provided that the emergency is documented in the minutes of the next board meeting. **Otherwise, notice will be published on the church website.**

6.8 Quorum

At all meetings of the Board of Trustees a quorum shall consist of at least a majority of the voting members of the Board of Trustees, two (two) of whom must be officers. An affirmative vote of a majority of voting Board of Trustees members shall be required for any action by the Board of Trustees.

6.9 Vacancies

In consultation with the Chair of the Nominating Committee, the Board of Trustees shall fill vacancies in a position of President Elect, Secretary, Treasurer, Trustee, and members of the Nominating Committee for the balance of that fiscal year. Vacancy of the President will be filled by the President Elect. Positions will be filled by election at the annual congregational meeting for the balance of the term.

6.10 Removal of an Elected Officer or Trustee

Any elected officer or trustee may be removed:

6.10.1 By the Board

This is done by a two-thirds (2/3) vote of the voting members of the Board of Trustees. Notice of any proposed removal shall be provided by mail to the officer or trustee in question no less than seven days prior to the meeting at which such action will be considered, or

6.10.2 By the Congregation

This is done by a two-thirds (2/3) vote of the members of the congregation at a meeting called for that purpose at which a quorum shall be twenty percent (20%) of the qualified voting members. Notice of any proposed removal shall be provided by mail to the officer or trustee in question no more than thirty (30) days and no less than ten (10) days prior to the meeting at which such action will be considered.

6.10.3 Member Status

Any officer or trustee shall automatically be removed from office if the Board of Trustees determines he or she fails to qualify as a Member of the Church.

6.11 Duties of Officers

6.11.1 Executive Committee

The current Officers (President, President Elect, Secretary, Treasurer) and the Minister and most recent Past President shall constitute the Executive Committee of the Board. This Committee shall meet on the call of the President to prepare the agenda for Board of Trustee meetings and will advise the President on any matters concerning the Church. The Executive Committee has no authority to act for or on behalf of the Board of Trustees unless that authority is granted by the full Board of Trustees.

ARTICLE 7: NOMINATING COMMITTEE

7.1 Composition of the Nominating Committee

This committee shall consist of six (6) members who shall serve a term of two years. Committee members will be assigned to one of two classes, which are elected in alternate years.

7.2 Duties of the Nominating Committee

After consultation with congregational leadership, members and the minister, the Nominating Committee will present to the congregation in writing a slate of members qualified to fill vacant officer and trustee positions, as well as three candidates for the succeeding Nominating Committee. The slate will be included in the notice for the Annual Meeting.

7.3 Meetings

The Nominating Committee will meet at least twice a year.

7.4 Quorum

A quorum for the Nominating Committee will be four (4).

ARTICLE 8: ELECTIONS

8.1 Eligibility

To be considered for election, candidates for the Nominating Committee or for the Board of Trustees

- a. Must have been a Member of the Church for at least one year prior to the election and must be a member at the time of nomination
- b. Must have consented to the nomination, and
- c. Must not be a paid employee of the Church.

8.2 Nominations

8.2.1 Nominations by the Nominating Committee

The Nominating Committee is responsible for preparing the slate for the Board of Trustees and Nominating Committee (*See section 7.2*).

8.2.2 Nominations by Petition

Nominations for any elective position may be made by petition, after the slate is presented in writing to the congregation. Nominations by petition must be made in writing to the Board Secretary, accompanied by the signatures of at least 10% of the voting members of the Church at least 10 days prior to the Annual Meeting. The Secretary will present nominations by petition during the elections at the Annual Meeting.

8.3 Election

The Congregation will vote on the slate at the Annual Meeting. The term for officers and trustees begins July 1. The term of the Nominating Committee begins immediately following the Annual Meeting. The Nominating Committee will designate and announce a Chair by July 1.

8.4 Votes Necessary for Election

8.4.1 Electing Officers and Trustees

Members may cast one vote for the slate of Board of Trustees candidates. A majority of the votes cast shall be necessary for the election of officers and trustees.

8.4.2 Electing the Nominating Committee

Members may cast one vote for the slate of Nominating Committee candidates. A majority of the votes cast shall be necessary for the election of the Nominating Committee.

Article 9: MINISTER

9.1 Duties

The Minister will perform the duties and functions specified in the employment covenant/contract, as amended by agreement with the Board of Trustees, provided that none of these duties and functions conflicts with any provisions of these bylaws.

9.2 Calling, Tenure, Resignation, Dismissal

9.2.1 Calling a New Minister

The calling of a new minister will be approved by 75% of the members present at a meeting held for that purpose, at which a quorum of 40% of the members will be required.

9.2.2 Compensation

Compensation for the fiscal years beyond the first year of employment will be established annually through the budgetary process.

9.2.3 Resignation or Retirement

The employment of the Minister will continue until it is terminated by the Minister's resignation or retirement. Notice of at least three months will be required.

9.2.4 Termination by Dismissal

The Minister may be dismissed by a majority (50% plus one vote) of the members present at a meeting called for that purpose, at which a quorum of 40% of the members will be required.

9.3 Reports and Other Responsibilities

The Minister will make an oral or written report to the Annual Meeting of the Church. The Minister will bring to the attention of the Board of Trustees any matters that seem to be pertinent to the general welfare of the church and will make such recommendations as seem appropriate.

Article 10: GENERAL PROVISIONS

10.1 Fiscal Year

Fiscal year will end June 30.

10.2 Signature Authority

The President and the Treasurer shall be authorized signatories on all accounts of the church as approved by the Board and will be authorized agents to sign evidences of indebtedness as approved to be issued by the Board or by the congregation, as required. Additional signatories may be authorized by the Board. Such signatories must be reviewed annually, before July 1

10.3 Bonding

The President, the Treasurer, and other authorized signatories shall be bonded at the expense of the Church in an amount determined by the Board.

10.4 Protection of Not-for-Profit and Tax-Exempt Status

Neither the Church, the Board nor any Officer, Trustee or employee of the Church will take any action or allow any activity or use of Church property which will endanger the nonprofit corporate status or charitable tax-exempt status of the Church or its property. Nothing in these By-laws shall be construed to allow a violation of this section. Policies on conflict of interest, document destruction and "whistleblower" protection are to be enforced.

10.5 Associated Organizations

The Church recognizes and supports a good working association with the Alliance and the First Unitarian Church of Orlando Endowment Fund Inc.

10.6 Parliamentary Authority

At all meetings of the Board and the Church, the most recent edition of *Roberts Rules of Order, Newly Revised*, will be the applicable authority on matters of parliamentary procedure to the extent they are not inconsistent with these Bylaws, the Articles of Incorporation of the Church, or applicable law.

Article 11: AMENDMENTS

Amendments to these Bylaws may be made at any legal meeting of the Church, provided a resolution containing the proposed amendment is set forth in the call for such meeting. An affirmative vote of 51% of the qualified members present will be necessary for the adoption of the amendment.