



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 be a welcoming, caring community encouraging spiritual growth, seeking meaning and pursuing justice.

ARTICLE III. Membership

Section 1. Member: Membership is open to all who sympathize with the Congregation's purpose/mission, principles and covenant. It is specifically understood that membership in this congregation is not predicated on race, national origin, color, abilities, economic status, sex, sexual orientation, gender identity or expression.

A Member is defined as an individual who has expressed a commitment to the Congregation by signing 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 eighteen (18) years and older may vote at all business meetings and make up the Congregation's quorum number. 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 to the membership chair. The Board may withdraw membership for cause including inactivity. Appropriate notification shall be given in writing.

Section 2. Friend: A Supporting 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 may attend any and all social activities or events, be listed in the directory, and be members or chairs of Committees/Teams. A Friend is not a Member as defined in Article III, Section 1.

Section 3. Member Emeritus: A Member Emeritus is defined as a member of the Congregation who can no longer participate on an ongoing basis due to health reasons, relocation, or other extenuating circumstances. This designation is identified by the Membership Team and reviewed and approved by the Board of Trustees. A Member Emeritus is not a Member as defined in Article III. Section 1.

Section 4. Honorary Membership: Honorary Member is a title bestowed on a non- member by the Board to recognize outstanding contribution to the Congregation. An Honorary Member is not a Member as defined in Article III, Section 1.

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 physical 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 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 fourteen (14) days prior to the annual meeting, and at least seven (7) days prior to any other called meeting. Written notification shall include an agenda and any proposed actions. A majority vote will be the standard unless otherwise stated in the meeting notice.

Thirty (30) percent of the Members shall constitute a quorum unless specified otherwise in these Bylaws (Article IX). Members unable to attend a meeting shall be entitled to vote by an absentee ballot on proposed items by paper or emailed ballot.

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.

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.

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 capital debt exceeding 10% of the total current expense budget, or purchase or sale of real estate shall require advance approval of the Congregation.

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. Any reallocation exceeding (10) percent of the total current expense budget must be approved by 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 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.

Section 9. Past Presidents:

A past President of the UUCOV Board of Trustees may serve as an ex-officio member of the Board at the discretion of the current BOT because institutional memory and history may be beneficial to the Board. An ex-officio member may participate in Board discussions but may not vote on Board issues.

ARTICLE VII. Committees/Teams

Section 1. General Committees /Teams: The Board will ensure appropriate Committee/Team structures to carry on the business of the congregation, as volunteer hours will permit. A summary of the Congregation's Team and Committee structures for any given year is found in the Policy and Procedure Manual.

All Committees /Teams shall specify the purpose of the Committee/Team and strive to develop a covenant as well as a mission. The Chairs of all standing Committees/Teams shall be Members or Friends 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/Teams, 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/Teams. The Coordinating Council is composed of Committee Team Leaders and chaired by the Vice President of the Board. Its duties are delineated on the UUCOV website.

Section 2. Standing Board Committees

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 the appointment is one (1) year. The position is limited to two (2) successive terms, starting in 2026. 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. Nominations from the floor will not be accepted. Members of the Nominating Committee cannot be proposed as Board members.

Bylaws Committee: The Bylaws Committee shall be composed of at least five (5) three (3) members. The Chair is appointed by the President with the approval of the Board; the Chair then selects the additional members. 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. The term for this is one year.

Finance Committee: In collaboration with the Treasurer, the Finance Committee is responsible for the preparation of the annual budget and UUCOV's financial policies and procedures. These are submitted to the Board for review, approval, or request for changes. The Finance Committee advises the Board on all matters pertaining to UUCOV finance. The Finance Committee is composed of a Chair, appointed by the Board of Trustees, and consisting of at least four other individuals selected by the Chair who shall serve at the discretion of the Chair. The Treasurer is an ex-officio member of the Finance Committee.

Safety Committee: The Chair is appointed by the President with the approval of the Board; the Chair then selects additional members. The committee will comprise members and friends selected by the chair together to provide a safe campus using the Safe Congregation Policy.

Personnel Committee: The Board shall appoint a Chair of the Personnel Committee, and the Chair shall add no less than two other members. This Committee shall assist the Board and Minister in all hiring activities and strive to ensure a competent and diverse workforce.

ARTICLE VIII. Operating and Restricted Funds

Section 1. Purpose: The purpose of the Operating Fund is to fund the day-to-day general operations of the Congregation. The purpose of the Restricted Funds, which include the Endowment Fund and the Futures Fund, is to provide additional funds to enhance the mission of the congregation. The Endowment Fund provides a steady stream of funding to the Operating Fund.

Section 2. Bequests and Gifts: The Board may receive and accept bequests and other gifts of money or property, to be held, invested, and disbursed in accordance with the policies and procedures in force at the time of acceptance. Accepted bequests and gifts of property may be sold for cash. Accepted bequests and gifts of money may be deposited directly into the Operating Fund, the Endowment Fund or the Futures Fund, or placed in another Restricted Fund in accordance with the wishes of the donor. If the donor does not communicate any wishes regarding the allocation of the bequest or gift, the Finance Committee will determine the allocation. The Board may refuse to accept any bequest or gift.

Section 3. Management of Funds: All funds held shall be invested in accordance with the financial goals of the Congregation, state standards (FL Chapter 617.2104) and existing recommended methods of investing for Foundations or other not-for-profit organizations.

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. The Search Committee shall consist of seven (7) members. The Board and Congregation are guided by the current UUA guidelines regarding the formation of a search committee.

B. Settled Minister Selection: Following UUA Guidelines, 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 sixty (60) percent 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 Operating, Endowment, and Restricted Funds assets shall be bonded at Congregational 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 records of membership, Board Actions, and finances of the Congregation shall be maintained. All records, excepting the amount of financial contributions of individual Members or Friends, shall be available to any Member upon written request. The Board shall review membership data annually and financial records, at a minimum, on a quarterly basis. All board actions shall be posted. An in-house financial review shall be carried out each year by designated Members appointed by the board. 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 a not for profit entity as voted on by the congregation at the time of dissolution. Preference shall be given to a local UU Congregation or local charity or to the Unitarian Universalist Association.

ARTICLE XVI. Parliamentary Authority

The rules contained in the current edition of the Democratic 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.
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**Revised March 29, 2015; March 24, 2018; March 19, 2022. Revised March 25, 2023.
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