

1     **UNITARIAN UNIVERSALIST FELLOWSHIP OF KEY WEST, also known as ONE ISLAND**  
2                                   **FAMILY, BYLAWS**

3  
4  
5  
6     **ARTICLE I - NAME**

7     The legal and official name of this Corporation shall be the Unitarian Universalist Fellowship of  
8     Key West, Inc., and the public name shall be One Island Family, the Southernmost Unitarian  
9     Universalist Congregation, also referred to simply as One Island Family. The members of One  
10    Island Family shall be collectively referred to as the Congregation.

11  
12    **ARTICLE II - PURPOSE**

13  
14    Love is the force that binds this Congregation together in worship, study, and service. We  
15    foster each individual's personal search for universal values. We support the democratic  
16    process in human relations and we pledge allegiance to the cause of a united world  
17    community.

18  
19    **ARTICLE III - AFFILIATION**

20  
21    This Congregation shall be a member of the Florida District, Southern Region, Unitarian  
22    Universalist Association . We subscribe to its constitution and bylaws, but reaffirm the  
23    independence and autonomy of local churches and Congregations both as to individual  
24    freedom of belief and Congregational freedom of decision and action. It is the intention of this  
25    Congregation to make annual financial contributions in an amount the Board determines as its  
26    fair share.

27  
28    **ARTICLE IV - MEMBERSHIP**

29  
30    Membership in One Island Family is open to all persons eighteen years of age or older.

31  
32    **Section 1**

33  
34    Any person who is at least eighteen (18) years of age may become a member of this  
35    Congregation by:

- 36  
37    <     Demonstrating sympathy with its purposes and programs;  
38    <     Demonstrating an understanding of its bylaws;  
39    <     Signing the Membership Book; and  
40    <     Supporting it through financial and/or personal participation.  
41  
42

43    It is generally expected that prospective members will have had a discussion of the Unitarian  
44    Universalist movement with the minister or such other person as the Board may designate.

45  
46    **Section 2**  
47

48 Any member may become a voting member sixty (60) days after  
49 Signing the membership book,  
50 Pledging to make a financial contribution of record for a period of at least one year, and  
51 Remitting all or any part of that pledge.

52 It is generally expected that voting members will make a total annual financial  
53 contribution of record at least equal to the per-capita share paid by the Congregation for  
54 each member to the Florida District, Southern Region, Unitarian Universalist  
55 Association.  
56  
57

### 58 Section 3

59  
60 In order to maintain voting membership, one must continue to have a current annual pledge of  
61 record and have made a payment on that current pledge at least fifteen (15) days before any  
62 Congregational Meeting.  
63

### 64 Section 4

65  
66 A member shall be removed from Membership and the signature in the membership book so  
67 marked in the case of:

- 68 (1) the member's death; or
- 69 (2) the member's written resignation to the Secretary; or
- 70 (3) by removal by a two-thirds (2/3) vote of the Board for actions that threaten  
71 the well-being of the Congregation. This decision may be appealed to the  
72 Congregation at the next Congregational meeting.  
73

## 74 ARTICLE V - FISCAL YEAR

75 Section 1. The fiscal year of this Congregation shall begin January 1 and end December 31

76 Section 2. One Island Family budgets shall be balanced.

77 Section 3. The principal of the congregational funds previously designated as Unrestricted  
78 Reserves shall become Restricted Reserves, with the principal restricted in  
79 accordance with the provision of this Article.  
80

81 Section 4. The value of that principal, set at \$94,000.00, will be used as the benchmark for determining  
82 future gains, if any. Only the amount of gain over that benchmark, if any, as determined at the end  
83 of each calendar year, may be allocated or used for expenses in the following fiscal year.  
84

85 Section 5. The principal, (other than the determined gain, if any) as determined by the benchmark, may only  
86 be appropriated into an annual budget or for capital improvements by a two-thirds majority of  
87 voting members present and voting at a congregational meeting. Bridge loans from the principal  
88 approved by the board in order to facilitate cash flow will be allowed, but must be repaid in the  
89 fiscal year they are made.  
90

## 90 ARTICLE VI - MEETINGS

### 91 Section 1

92  
93  
94 The annual meeting of this Congregation shall be held each year at such time and place as  
95 shall be fixed by the Board of Directors.  
96

97 Section 2

98

99 A special business meeting shall be called by the Board of Directors at the written request of  
100 any five (5) members of the Congregation, stating the purpose of the meeting. Special  
101 business meetings may also be called by the President or by the Board of Directors.

103 Section 3

104

105 The business to be transacted at the annual meeting and special business meetings shall be  
106 set forth in a written notice, which shall be sent to all members by mail, or with the permission  
107 of the member by email, at least fifteen (15) days prior to the meeting.

108

109 Section 4

110

111 Thirty (30) percent of the membership of the Congregation shall constitute a quorum. No  
112 member may vote by absentee ballot, by proxy or by attorney. On matters of purchasing,  
113 mortgaging, or selling real estate, or calling of a minister, the votes shall be only by written  
114 ballot submitted to the membership at least fifteen (15) days prior to the postmark return date  
115 specified in the call to meeting or the meeting date, whichever is earlier.

116

117 Section 5

118

119 The agenda for the annual meeting shall include reviewing the financial statement for the past  
120 year, approving the proposed budget for the next fiscal year, electing the Board of Directors to  
121 vacancies , electing members of the Nominating Committee, and receiving reports from the  
122 President, Minister and such other leaders as represent the diverse ministries of the  
123 Congregation.

125 Section 6

126

127 Unless otherwise specified in these bylaws or by statute, all Board of Directors meetings, the  
128 annual meeting, and special business meetings shall be carried on in accordance with the  
129 principles of the most recent revision of Robert's Rules of Order. Decision shall be made by  
130 majority vote of those present and voting except in the cases of purchasing, mortgaging, or  
131 selling real estate, or the calling of a minister, in which cases a four-fifths (4/5) majority of those  
132 voting by returning a completed ballot shall be required for passage. Each voting member shall  
133 have at least one chance to speak on any issue, and the members shall only speak to the  
134 issues.

135

136 Section 7

137

138 Meetings of the Board of Directors shall be called monthly and at such times as the President  
139 may choose. The Board may, by majority vote, cancel a single meeting, provided that at no  
140 time shall the Board fail to meet within any seventy-five (75) day period. A majority of the  
141 members of the Board shall constitute a quorum.

142

143 Section 8

144

145 Subject to procedures and guidelines adopted by the Board of Directors, Board members not  
146 physically present at any duly called Board meeting may be deemed present in person to  
147 participate in and vote by means of remote communication. In case of any matter deemed  
148 urgent by the President or any three Board members, a motion may be proposed, discussed,  
149 and voted on by the Board by email or telephone, but any motion adopted in this fashion must  
150 be entered into the record at the next duly noticed or scheduled Board meeting.

151

## 152 ARTICLE VII - BOARD OF DIRECTORS and NOMINATING COMMITTEE

153

### 154 Section 1

155

156 The officers of this Congregation shall be a President, a First Vice-President, a Second Vice-  
157 President, a Secretary and a Treasurer. The Board of Directors shall consist of these officers  
158 and two (2) other directors. This Board may elect or appoint other officers, such as an  
159 Assistant Secretary or Assistant Treasurer, as it deems necessary, such officers to have the  
160 authority to perform the duties prescribed by the Board of Directors, serving as members of the  
161 Board ex officio without votes. In the event of the resignation or the inability of a member of the  
162 Board to continue serving, the remaining members of the Board of Directors may appoint a  
163 replacement to serve in the position until the next Annual Meeting at which time a replacement  
164 shall be elected for any remaining portion of the original term.

### 166 Section 2

167 There shall be a Nominating Committee of three (3) members who shall not be members of the  
168 Board of Directors. The Nominating Committee shall submit a slate of proposed Directors and  
169 Nominating Committee members for the coming year to the Secretary, who shall send the slate  
170 to all members by mail, or with the permission of the member by email, at least fifteen (15)  
171 days prior to the annual meeting.

### 173 Section 3

174

175 The Directors of this Congregation and members of the Nominating Committee shall be  
176 elected at the annual meeting by plurality vote of members present and voting.

177

### 178 Section 4

179

180 The President, the Second Vice-President, and one Director-at-large shall be elected at Annual  
181 Meetings in even years; the First Vice-President, Secretary, Treasurer, and the other Director-  
182 at-Large shall be elected at Annual Meetings in odd years. All shall serve for a term of two (2)  
183 years. Except for the Treasurer, no person may serve in the same capacity for more than two  
184 (2) consecutive terms. The term for a board member who has been appointed or elected, per  
185 Section 1 of this article, to fill an interim vacancy shall be considered a full term if the remaining  
186 vacant term is more than one (1) year. If one (1) year or less, then the board member may  
187 serve in the same capacity for two additional consecutive terms.. The Nominating Committee  
188 shall be elected annually to serve for one (1) year. All Directors and members of the  
189 Nominating Committee shall be voting members of the Congregation.

190

### 191 Section 5

192

193 The President shall preside at meetings of the Congregation and of the Board of Directors.

4

4

194 The president may sign, with any other members of the Board of Directors as required, any  
195 contracts or legal instruments authorized by the membership of the Congregation under these  
196 bylaws.

#### 198 Section 6

199  
200 In the absence of the President, one of the Vice-Presidents shall perform the duties of the  
201 President. At a meeting of the membership, if a quorum is present without the President or a  
202 Vice-President, a President pro tem may be elected for that meeting.

#### 203 204 Section 7

205  
206 The Secretary shall keep the minutes of the meetings of the Congregation and the Board of  
207 Directors; see that all notices are duly given in accordance with the provision of these bylaws  
208 or as required by law; be custodian of the corporate records and of the seal of the Corporation  
209 and see that the seal is affixed to all necessary documents; and keep a register of the post  
210 office addresses, email addresses, and telephone numbers of all members.

#### 211 212 Section 8

213  
214 The Treasurer shall have charge and custody of, and be responsible for, all funds and  
215 securities of the Congregation, receive and give receipts for moneys in the name of the  
216 Congregation in such banks, trust companies or other depositories as shall be approved by the  
217 Board of Directors, and provide monthly reports to the Board of Directors and an annual report  
218 to Congregation members, and any other duties that may be required by the Board of  
219 Directors. At the end of each fiscal year, the Treasurer, with the Board's concurrence, shall  
220 arrange for a sample audit or internal financial review of the books of account and shall report  
221 thereon to the Board and to the Congregation in a newsletter or other communication.

### 222 223 ARTICLE VIII - ORGANIZATION

#### 225 Section 1 – GENERAL ORGANIZATION

226  
227 The Board of Directors shall adopt and promote such systems of organization that it deems will  
228 further the well-being of the Congregation. It is expected that members shall be free to take  
229 any social action that is consistent with UUA principles and policies, but that no individual or  
230 group shall claim specifically or by implication that such action represents the consensus of the  
231 Congregation of One Island Family without a prior four-fifths (80%) affirmative vote of the  
232 voting members present and voting at an annual or special meeting of the Congregation. This  
233 does not limit the right of individuals or groups within the organization to make statements in  
234 their own name.

#### 235 236 Section 2 – POLICIES AND PROCEDURES

237  
238 The membership and the Board Of Directors shall implement and follow a financial policy, an  
239 employment and volunteer policy, and such other policies and procedures as deemed prudent  
240 and advisable. This may include but is not limited to CALM Committee procedures. All such  
241 policies shall be in writing and shall be made available to members as requested.

242

243 ARTICLE IX - MINISTER

244

245 Section 1 - Ministerial Search

246

247 Should the Congregation determine by the vote of its members that it wishes to call a Minister,  
248 or it wishes to contract with a consulting or interim Minister to serve the Congregation, a  
249 Ministerial Search Committee shall be elected by the Congregation. Only voting members may  
250 serve on the ministerial search committee. The search committee shall be comprised of voting  
251 members of the Congregation, at least one half of whom are not serving as Board members  
252 during the duration of the search committee's term.

253

254 Section 2 - Ministerial Call or Contract

255

256 A minister shall be called upon recommendation of the Ministerial Search Committee by a four-  
257 fifths (4/5) majority of the qualified members of the Congregation voting by ballot returned by  
258 mail or in person at any meeting legally called for the purpose.

259

260 A contract with a consulting or interim Minister may be made upon recommendation of the  
261 Ministerial Search Committee affirmed by a simple majority of the qualified members of the  
262 Congregation voting by ballot returned by mail or in person at any meeting legally called for the  
263 purpose.

265 Section 3 - Duties of a Minister

266

267 The duties of the Minister shall be as prescribed by the Board of Directors, agreed to by the  
268 Minister in writing and approved by the members of the Congregation. In general the Minister  
269 shall provide overall religious leadership and guidance in accordance with the established  
270 purposes of the Congregation, and shall be guaranteed freedom of the pulpit. The Minister is  
271 an ex officio and non-voting member of the Board and all organizational elements it may create  
272 other than the Nominating Committee and any Ministerial Search Committee.

273

275 Section 4 - Qualification of a Minister

276

277 The Minister shall be and remain in fellowship with the Unitarian Universalist Association.

279 Section 5 - Dismissal of a Minister

280

281 A called Minister may be dismissed by a majority vote of the qualified members of the  
282 Congregation present at any meeting legally called for that purpose, quorum for such a  
283 meeting to be constituted by fifty percent (50%) of the voting members rather than thirty  
284 percent (30%) of the voting members as called for other Congregational meetings. In the event  
285 of the minister's dismissal, his or her salary and allowance shall be continued for three (3)  
286 months after the date of dismissal. Should the minister offer his or her resignation, three (3)  
287 month's notice must be given at the time the resignation is made, except as the governing  
288 board may allow an interval of less time.

289

290 A called Minister may be directed to cease all duties and refrain from all contact with the  
291 Congregation by the unanimous vote of the Board provided the Board finds and makes known

292 specific cause for such action, and immediately calls for a Congregational meeting to act on a  
293 motion to dismiss according to the terms of this Section.

294  
295 A called Minister may be dismissed by a unanimous vote of the Board without any salary,  
296 benefit, or allowance if the Minister has been convicted of a Felony or has been removed from  
297 Ministerial Fellowship with the Unitarian Universalist Association unless those actions  
298 occurred prior to the Minister's tenure with this Congregation and were made known to the  
299 Congregation prior to the initial vote to call that Minister.

300  
301 A contracted Minister will be bound by the conditions of that contract.

302  
303

#### 304 ARTICLE X - OTHER STAFF

306 The Board of Directors shall have the power, within constraints of the approved budget, to  
307 offer employment, end employment, determine job descriptions, create personnel policies, and  
308 supervise all employed and contracted staff other than the Minister. A member of the  
309 Congregation may only serve as a regularly or on-going employed or contracted employee or  
310 independent contractor of the Congregation following a unanimous vote of the Board. The  
311 Board may delegate supervision of employees as needed to others.. Any member who  
312 becomes an employee under this section shall declare a conflict of interest and shall recuse  
313 him or herself from voting on any budget matters...

314

#### 315 ARTICLE XI - OTHER PROVISIONS

316

##### 317 Section 1 - Indemnification

318

319 The Congregation shall indemnify any member or person who is or was an employee, agent,  
320 representative, member of the Board of Directors, or volunteer of the Congregation against any  
321 liability asserted against such person and incurred in the course and scope of his or her duties  
322 or functions within the Congregation to the maximum extent allowable by law, provided the  
323 person acted in good faith and did not engage in an act or omission that is intentional, willfully  
324 or wantonly negligent, or done with conscious indifference or reckless disregard for the safety  
325 of others. The provisions of this article shall not be deemed exclusive of any other rights to  
326 which such person may be entitled...

327

##### 328 Section 2 - Interpretation.

329

330 These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is  
331 hereby stated to be the efficient operation and management of the Congregation in order to  
332 accomplish the purposes stated in the Congregation's Purpose and Mission Statement.

333

##### 334 Section 3 - Protection of Non-Profit Status.

335

336 Neither the Board, the Minister, nor any officer or employee of the Congregation shall take any  
337 action or allow any activity or use of the Congregation property which shall endanger the non-  
338 profit corporate status or charitable, tax-exempt status of the Corporation or its property.  
339 Nothing in these bylaws shall be construed to allow a violation of this section. If any Bylaw is

340 found to so endanger such status, it shall be deemed void.

342

343 ARTICLE XII - AMENDMENTS

344

345 These bylaws, so far as allowed by law, may be amended or replaced at any meeting of the  
346 Congregation by a two-thirds (2/3) vote of those present and voting except changes in these  
347 bylaws regarding the voting to purchase, sell, or mortgage real estate or call a minister shall  
348 require approval by four-fifths (80%) of those present and voting. Notice of any proposed  
349 changes in the bylaws shall be sent to all members at least fifteen (15) days prior to the  
350 meeting.

351

352 ARTICLE XIII - DISSOLUTION

353

354 Should the Corporation cease to function or the membership vote to disband, or the  
355 Corporation no longer is a member Congregation of the Unitarian Universalist Association or  
356 its successor, any assets of the Congregation will be transferred to the Unitarian Universalist  
357 Association for its general purposes, so long as the dissolution and transfer of assets are  
358 made in full compliance with the law.

359