

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

## **ARTICLE I - NAME**

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

## **ARTICLE II - PURPOSE**

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

## **ARTICLE III - AFFILIATION**

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

## **ARTICLE IV - MEMBERSHIP**

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

### **Section 1**

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

- Expressing sympathy with its purposes and programs;
- Signing the Membership Book; and
- Supporting it through financial participation.

## Section 2

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

## Section 3

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

## ARTICLE V – FISCAL YEAR

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

Section 2     One Island Family budgets shall be balanced.

Section 3     The principal of the congregational funds is to be held as Restricted Reserves, with the principal restricted in accordance with the provision of this Article.

Section 4     The value of that principal, set as of 1/25/2015 at \$94,000,00, will be used as the benchmark for determining future gains, if any. Any amount over that benchmark, as determined at the end of each calendar year, may be allocated or used for expenses in the following fiscal year.

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

## ARTICLE VI - MEETINGS

### Section 1

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

## Section 2

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

## Section 3

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

## Section 4

Thirty (30) percent of the membership of the Congregation shall constitute a quorum. No member may vote by absentee ballot, by proxy or by attorney. .

## Section 5

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

## Section 6

Unless otherwise specified in these bylaws or by statute, all Board of Directors meetings, the annual meeting, and special business meetings shall be carried on in accordance with the "rules of the meeting" as set forth and adopted at the meetings. Decisions shall be made by majority vote of those present and voting except in the cases of purchasing, mortgaging, or selling real estate, or the calling of a minister, in

which cases a four-fifths (80%) majority shall be required.

## Section 7

Meetings of the Board of Directors shall be called monthly and at such times as the President may choose. The Board may, by majority vote, cancel a single meeting,

provided that at no time shall the Board fail to meet within any seventy-five (75) day period. A majority of the members of the Board shall constitute a quorum.

## Section 8

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

## ARTICLE VII - BOARD OF DIRECTORS and NOMINATING COMMITTEE

### Section 1

The Board of Directors of this Congregation shall be a President, a Vice-President, a Secretary, a Treasurer, and at least one Director-at-Large. In the event of the resignation or the inability of a member of the Board to continue serving, the remaining members of the Board of Directors may appoint a replacement to serve in the position until the next Annual Meeting at which time a replacement shall be elected for any remaining portion of the original term.

### Section 2

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

### Section 3

The Directors of this Congregation and members of the Nominating Committee shall be elected at the annual meeting by plurality vote of members present and voting and begin their terms immediately thereafter.

### Section 4

The President and Director-at-large shall be elected at Annual Meetings in even years; the Vice-President, Secretary, and Treasurer shall be elected at Annual Meetings in odd years. If there are additional Directors-at-Large, they shall be elected at Annual Meetings as appropriate to their original elections for a two year term. All shall serve for

a term of two (2) years. Except for the Treasurer, no person may serve in the same capacity for more than two (2) consecutive terms. The term for a board member who has been appointed or elected, per Section 1 of this article, to fill an interim vacancy shall be considered a full term if the remaining vacant term is more than one (1) year. If one (1) year or less, then the board member may serve in the same capacity for two additional consecutive terms.. The Nominating Committee shall be elected annually to serve for one (1) year. All Directors and members of the Nominating Committee shall be voting members of the Congregation.

#### Section 5

The President shall preside at meetings of the Congregation and of the Board of Directors. The president may sign, with any other members of the Board of Directors as required, any contracts or legal instruments authorized by the membership of the Congregation under these bylaws.

#### Section 6

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

#### Section 7

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

#### Section 8

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

### ARTICLE VIII - ORGANIZATION

## Section 1 – GENERAL ORGANIZATION

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

## Section 2 – POLICIES AND PROCEDURES

The membership and the Board Of Directors shall implement and follow a financial policy, a membership policy, and such other policies and procedures as deemed prudent and advisable. . All such policies shall be in writing and shall be made available to members upon request.

## ARTICLE IX - MINISTER

### Section 1 - Ministerial Search

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

### Section 2 - Ministerial Call or Contract

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

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

### Section 3 - Duties of a Minister

The duties of the Minister shall be as prescribed by the Board of Directors, agreed to by

the Minister in writing and approved by the members of the Congregation. In general the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Congregation, and shall be guaranteed freedom of the pulpit. The Minister is an ex officio and non-voting member of the Board and all organizational elements it may create other than the Nominating Committee and any Ministerial Search Committee. The Minister shall not be a voting member of the Congregation.

#### Section 4 – Qualification of a Minister

The minister shall have a Unitarian Universalist background.

#### Section 5 - Dismissal of a Minister

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

A called Minister may be directed to cease all duties and refrain from all contact with the Congregation by the unanimous vote of the Board provided the Board finds and makes known specific cause for such action, and immediately calls for a Congregational meeting to act on a motion to dismiss according to the terms of this Section.

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

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

#### ARTICLE X - OTHER STAFF

The Board of Directors shall have the power, within constraints of the approved budget, to offer employment, end employment, determine job descriptions, create personnel policies, and supervise all employed and contracted staff other than the Minister. A member of the Congregation may only serve as a regularly or on-going employed or contracted employee or independent contractor of the Congregation following a unanimous vote of the Board. The Board may delegate supervision of employees as needed to others.. Any member who becomes an employee under this section shall

declare a conflict of interest and shall recuse him or herself from voting on any budget matters.

## ARTICLE XI - OTHER PROVISIONS

### Section 1 - Indemnification

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

### Section 2 - Interpretation.

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

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

Not the Board, Minister, or any officer or employee of the Congregation shall take any action or allow any activity or use of the Congregation property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Corporation or its property. Nothing in these bylaws shall be construed to allow a violation of this section. If any Bylaw is found to so endanger such status, it shall be deemed void.

## ARTICLE XII - AMENDMENTS

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



### ARTICLE XIII - DISSOLUTION

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