

CONSTITUTION AND BYLAWS
of the
Unitarian Universalist Congregation of Miami

Adopted April 20, 2008

BYLAWS Revised March 15, 2015

CONSTITUTION

Article I – Constitution

The Constitution of this Congregation shall be the Charter of Incorporation as the same was approved by the Circuit Court of Dade County, Florida, on February 20, 1940, together with such amendments as shall be made from time to time.

Article II – Amendments to Charter

A. Proposed amendments to the Charter shall be presented to the Board of Trustees of the Congregation at any regular or special meeting; provided each member of the Board has received a copy of the amendments at least one week prior to the meeting.

B. A 2/3 vote of the Trustees present shall be necessary for favorable action by the Board of Trustees upon the proposed amendment, which action shall be only to recommend to the Congregation adoption of the proposed amendment for application to the Circuit Court of Miami-Dade County, Florida, or to the Secretary of State of the State of Florida.

C. Adoption of the proposed amendment for application to the Court or to the Secretary of State shall be by two-thirds vote of the members of the Congregation present and voting at any annual meeting or meeting called for that purpose.

BYLAWS

Article I - Name, Purpose, Bylaws

The name of the Congregation shall be the Unitarian Universalist Congregation of Miami (the “Congregation”).

Purpose: The Purpose of the Congregation is to create and maintain a co-operative Congregation dedicated to freedom of religious thought, freedom of individual belief, continuing search for truth, mutual respect in all human relationships, and care and concern for our planet and its life.

Affiliation: This Congregation acknowledges fellowship in and voluntary membership with the Unitarian Universalist Association of Congregations and the Southern Region/Florida District or their successors.

Covenant: As a free Congregation, we covenant to live by our Principles, support our Mission, and abide by our Covenant.

Commitment to Inclusiveness: The Congregation declares and affirms its special responsibility to promote the full participation of persons of any race, ethnicity, gender, gender identity, disability, affectional or sexual orientation, age, language, citizenship status, economic status, or national origin in all of its activities, without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Worship Year: The Congregation's worship and fiscal years coincide, running from July 1 through June 30.

Definitions:

The "Bylaws" are this document, setting the Congregation's structure and management. These Bylaws stand in relation to the following documents: Charter of Incorporation, Mission Statement, Covenant, Manual of Policies, Manual of Procedures, and Employee Handbook.

The "Congregation" shall mean the Members of the Congregation as a legal entity with the powers defined by the Charter of Incorporation.

The "Board of Trustees" (the "Board") shall mean the governing body of the Congregation.

Bylaws:

Amendment of the Bylaws: The Bylaws may be amended or revoked at a Congregational Meeting, as described below, only by an affirmative vote of 60 % of the Members in good standing present and voting.

Manual of Policies: The Board shall maintain a Manual of Policies that shall guide decisions on membership, committees, Congregational Meetings, the Board, the Minister, and Staff.

Reversionary Clause: In the event of the dissolution of the Congregation, all outstanding debts shall be paid and the remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said church, shall become the property of the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

Article II - Membership, Committees, Congregational Meetings

Membership in the Congregation:

Eligibility: Membership is open to all persons regardless of race, ethnicity, gender, gender identity, disability, affectional or sexual orientation, age, language, citizenship status, economic status, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Types of Membership:

-Member: A Member is a person, 16 years of age or older, who: is in sympathy with the purpose and mission of this Congregation, has signed the Membership Book, makes a financial pledge in support of the church within each fiscal year, and makes an identifiable financial contribution to the church within each fiscal year. Prior to membership, an applicant shall consult with the Minister or a member of the membership committee or of the Board of Trustees about the heritage of Unitarian Universalism, its principles, and the responsibilities of commitment to the congregation.

A past Member who was not removed for cause may reinstate their membership by meeting with the Minister or a member of the membership committee or of the Board of Trustees and satisfying the financial pledge and identifiable financial contribution requirements in the current fiscal year. If the Board has set a minimum contribution level, that requirement will be pro-rated based on the remaining part of the fiscal year when the past Member wishes to reinstate.

Members are considered to be in good standing if they meet all of the requirements as defined above.

Members shall be entitled to participate and vote at Congregational Meetings, to Chair standing and ad hoc committees, and to enjoy other privileges as defined in these Bylaws.

The number of Members, as determined by the Secretary, will be used to establish a quorum at Congregational Meetings and for membership reports to the Association.

In cases of hardship, financial requirements for a Member may be waived in accordance with Board policy.

-Friend: A Friend is a person, 16 years of age or older, who: chooses not to be a Member, identifies him/her self as a Friend of the Congregation, is in sympathy with the purpose and mission of the Congregation and makes an annual recorded financial contribution to the Congregation.

A Friend is entitled to speak at meetings, but can neither serve on the Board or as a Committee Chair, nor vote.

-Non-Voting Member: A Non-Voting Member is a Member who: has not participated in the activities of the Congregation nor made a contribution of record within the past year. A Non-Voting Member is neither eligible to vote at any Meeting nor shall be counted as part of the Congregation's population.

The Board may grant "Non-Voting Member" status to a person who is unable to participate but wishes to be recognized as a Member.

Maintaining Membership

During the annual pledge drive or other stewardship event, all recent contributors, including Members and Friends, shall be asked if they wish to continue their current status. If there is no response, such persons will be removed from the membership roll for the following year.

To maintain active membership each fiscal year, a Member must either: make a contribution of record, or make a written request to continue as an active member.

The Board may establish a minimum giving level.

Discontinuing Membership

A Member may withdraw from membership immediately upon submitting written notice to the Board President or Minister.

Where the Secretary learns that a previously active Member has relocated or otherwise become inactive, the Secretary may remove that person from the membership roster after consultation with the Membership Committee and the Minister.

In instances of a Member's conduct that is detrimental to the congregation, every attempt should be made for resolution and reconciliation following our policies and procedures. If the situation cannot be successfully managed utilizing those mechanisms, the Board shall have the power to cancel the Membership of any person whose conduct the Board deems to be detrimental to the congregation. Cancellation of Membership for cause may be appealed by the affected Member to the Congregation at a Special Meeting called for that purpose.

Authority of the Members of the Congregation: The majority view of the Congregation's Members in good standing shall constitute the action of the Congregation for legal and associational purposes.

Committees of the Congregation

-Ad hoc Committees: The Board may define and appoint Committees, Task Forces, and/or Groups.

-Leadership Development Committee ("LDC"):

The purpose of the LDC is to identify, nurture, and strengthen new and current leaders of the Congregation to serve on the Board, as Committee Chairs, and in additional leadership capacities as the needs of the Congregation require.

The LDC consists of 6 Members in good standing, each with a term of 3 years, elected two per year by the Congregation at the Annual Meeting. When an LDC member serves less than a full term, the Board shall select a replacement to serve the remainder of the original term. Serving as

a replacement member of the LDC does not disqualify a person from being elected as a member of the LDC for two consecutive terms.

Prior to each Annual Meeting of the Congregation, the LDC will prepare a ballot with nominees for each current vacancy on the Board. The LDC will also prepare a ballot to elect two members of the LDC. At the Committee's discretion, it may submit a slate with a single list of candidates or a slate with multiple candidates.

Other nominations, signed by at least five Members in good standing, shall be accepted in the office until 14 days prior to the Annual Meeting and included in the notice of the Meeting.

-Ministerial Search Committee: The Ministerial Search Committee shall be composed of 7 Members in good standing, nominated by the Board and elected by the Congregation at a Special Meeting called for that purpose.

-Committee on the Ministry ("COM"):

The COM shall serve to support and strengthen the shared ministry of the Minister and the Congregation.

The COM consists of 6 Members in good standing, who are selected two each year for three-year terms.

The COM will be selected by the Board from a slate jointly decided upon by the Minister and the Board President.

-The Personnel Committee:

The Personnel Committee shall act as an advisory committee to the Board in defining staff positions, reviewing the performance of staff, and acting to employ or discharge any/all staff with the exception of the Minister.

The Personnel Committee consists of the Board President, Vice President, and the Minister (ex-officio non-voting member).

Congregational Meeting (a "Meeting")

Annual Meeting: The Annual Meeting shall be held in May of each year at a time and place that the Board designates. At the Board's discretion, the agenda for the Annual meeting is as follows:

- approval of the minutes
- presentation of the budget for the ensuing fiscal year
- written reports by the Secretary
- written reports by the Treasurer
- other business as shall properly come before the Meeting
- election of Trustees.

Special Meeting: The Board may call a Special Meeting as the Board deems appropriate, or shall call a Special Meeting when the Secretary receives a petition signed by ten percent of Members in good standing calling for such a Meeting.

Notice of a Meeting: Notice of a Meeting shall be announced on the two successive Sundays immediately preceding the date of the Meeting from the pulpit and by other means so as to give reasonable notice (posting to Congregational website, publication in Order of Service, email and/or regular mail). The notice shall include the Meeting's purposes(s), resolutions to be voted on, and budget issues to be considered.

Quorum for a Meeting: Except as otherwise specifically provided, 30% of the Members in good standing shall constitute a quorum.

No proxy of Member shall be accepted at any Meeting.

Resolutions for a Meeting: Resolutions may be proposed by the Board or by members by petition. A petition proposing a Resolution for a Meeting must contain the signatures of at least 10% of the Members in good standing. Each petition may focus on only one subject for the congregation to vote on.

Meeting Rules of Order: The rules contained in the current edition of the Roberts Rules of Order, Newly Revised, shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Congregation may adopt.

The President shall appoint a Parliamentarian to assist at each Meeting.

Article III - Board of Trustees

A. Structure and Composition

The Board shall be comprised of up to 10 members:

-7 voting members, including: 4 Officers: President, Vice President, Secretary, and Treasurer; and 3 Trustees.

-3 ex officio non-voting members: the Minister, the Immediate Past President (who shall serve a one-year term), and a Youth Trustee, aged 16-18 (as selected by the Youth Group in collaboration with the Minister who shall serve a one-year term).

B. Duties of the Board

Subject to the power reserved in the Congregation, and acting in its representational capacity with due regard for the Mission, UUA Principles, and the restrictions contained in these Bylaws, the Board shall, at a minimum, do all of the following as appropriate:

- Govern the affairs of the Congregation;
- Set policy for the conduct of Congregational affairs;
- Develop an annual budget;
- Carry out such duties as the Congregation may assign to it;
- Provide a place for holding of regular services;
- Provide such other facilities as the Congregation may decide upon;
- Ensure performance of those functions normally performed by the Minister when the Congregation is without ministerial services;
- Meet openly at regular intervals during the year;
- Direct the Personnel Committee in appointing, reviewing, and discharging staff;
- Support the Minister and staff in carrying out their duties;
- Administer the Congregational finances and physical properties in accordance with the wishes of the Congregation and the "Prudent Investor Rule" as set forth in FL Stat. Title XXXIII, Ch. 518, sec. 518.11.
- Ensure the conduct of a yearly financial review or audit and publication of a summary of the results one month before the annual meeting;
- Appoint delegates to UUA continental and regional assemblies and councils;
- Maintain a Manual of Policies; and
- Review and comment on the Manual of Procedures.

Unless directed by vote of the Congregation in an Annual or Special Meeting, the Board shall have no power to:

- to buy or sell real estate;
- to grant rights in, lease all the property of the Congregation for more than a week, encumber or otherwise deal with any real estate of the Congregation except as to repairs thereon;
- to spend unrestricted funds except as budgeted or as authorized by special vote of the Congregation, or upon unanimous vote of the Trustees present at a regular or special meeting of the Trustees;
- to call or dismiss a Minister.

C. Board Meetings

Board Meeting Rules of Order: The rules contained in the current edition of the Roberts Rules of Order, Newly Revised, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

Quorum for a Board Meeting: When the total number of Voting Board Members is an odd number, the quorum will be a simple majority greater than 50%. When the total is an even number, the quorum will be half of the total number of voting members plus one.

Open Board Meetings, Executive Sessions:

The Board shall meet at regular intervals in Open Meetings not fewer than 10 times per year at a time and place that the Board determines. The Staff will publish notice of Board Meetings to the Congregation. Board meetings are generally open to the Congregation.

Executive Sessions: The Board President may call an Executive Session to handle issues involving special sensitivity or confidentiality, such as personnel, legal, and business matters. Executive Sessions are open only to the Board. The Board President may invite additional attendees. The President may exclude the Minister or any person for cause. Discussions are to be kept confidential, subject to the President's approval to release information.

The Secretary shall take minutes during all open Board meetings. In the Secretary's absence, the President will select another Trustee to do so. The Secretary shall make the Board minutes available to the Congregation after they are approved.

Votes taken by the Board, in either Open Meeting or in Executive Session, shall be recorded in the Board minutes.

D. Serving on the Board

Qualification to Serve: A Member in good standing for at least 1 year who is at least eighteen years old may serve on the Board, either when the Congregation elects that Member to the Board or when the Board selects that Member to fill an open seat on the Board.

Term Limits: The term for an elected Trustee-at-Large is 1 to 3 years as necessary to fill vacancies and create staggered terms. The term for an elected Officer is 1 year, renewable for up to 2 more years. A Member may serve at most 6 consecutive years as Trustee-at-Large and/or Officer. A Member may serve as an Officer for at most 3 years during any period of consecutive years of service on the Board.

Once a period of up to 6 years of consecutive service on the Board has ended, the Member is ineligible for service on the Board (as Trustee-at-Large or Officer) for 2 years.

Officer Responsibilities

The President, who:

Serves as Executive Officer of the Board

Presides at Board meetings;

Presides at Congregational meetings;

Recruits, in consultation with the Minister, the LDC, and with other members of the Congregation, candidates for committee chairs, team leaders, heads of task groups, and other staff and operating units and presents their names to the Board for approval or rejection.

Is an ex officio, non-voting member of all committees except the LDC and the Ministerial Search Committee.

With other officers of the Board, exercises or directs the powers of the Congregation with respect to any matter which may create a legal obligation to which the Congregation is a party.

The Vice President, who shall perform the duties of the President in the latter's absence, and shall perform such specific assignments as the President and the Board shall request.

The Secretary, who shall keep records of transactions of the Congregation and of the Board, and shall prepare official correspondence as directed.

The Treasurer, who shall be the finance control officer of the Congregation with power to appoint such assistants as he/she may require.

Being elected to serve:

Election at the Annual Meeting: At the Annual Meeting, the Secretary will inform the Congregation how many vacant Trustee-at-Large seats must be filled and present a corresponding list of Trustee-at-Large nominees as well as the nominees for each of the 4 Officer positions.

For Trustees-at-Large, if there are more nominees than vacant seats, those nominees receiving the greatest number of votes shall serve as Trustees-at-Large. If the number of Trustee-at-Large nominees is equal to the number of vacant seats then each nominee who receives more than 50% "yes" votes shall serve as a Trustee-at-Large.

For each Officer position, if there is more than 1 nominee, the nominee receiving the greatest number of votes shall serve in that position. If there is only 1 nominee for the position, the nominee must receive more than 50% "yes" votes.

Preprinted ballots shall include the names of the nominees in the appropriate format for each position ("candidates with most votes" or "yes/no"). The Membership shall vote by secret written ballot.

Selection by the Board: When a Trustee-at-Large or Officer vacancy occurs, the Board shall select a Member who satisfies the Qualification to Serve. The selected Member shall serve until the next Annual Meeting, at which time the seat shall be considered vacant.

Transition: during transition to this new system of direct election of Officers, the number of Trustees-at-Large may be up to 5.

When Service Begins: For those who are elected by the Congregation, service shall begin on the first day of the worship and fiscal year (July 1st) following the election. For those selected by the Board, service shall begin immediately.

End of Service on the Board:

A Board Member may end service immediately upon giving written notice to the Secretary.

Removal for Cause: In instances of a board member's conduct that is detrimental to the congregation, every attempt should be made for resolution and reconciliation following our policies and procedures. If the situation cannot be successfully managed utilizing those mechanisms, the Board may remove from its membership any person other than the Minister whose conduct the Board deems detrimental to the Board's regular and orderly functioning.

Article IV - Minister and Staff

Minister: The Minister shall be the Spiritual Leader of the Congregation.

Recruitment and Candidating for the position of Minister will normally be guided by the currently recommended practices of the UUA Department of the Ministry and the UUA Settlement Handbook.

Special Meeting for the possible Call: The Board will call for a Special Meeting. The quorum needed for this Special Meeting shall be 40% percent of Members in good standing.

Recommendation and Affirmative Vote: In the Special Meeting, the Minister shall be called upon the recommendation of the Ministerial Search Committee to the Congregation followed by an affirmative vote by a 90% majority of the Members in good standing present and voting.

Terms of employment: The Board shall negotiate the terms of the Minister's employment. The Board President shall sign the Minister's Letter of Call and Ministry Agreement or employment contract.

Minister's Tenure: The Minister shall hold indefinite tenure.

Minister's Notice of Termination: The Minister shall provide 90 days notice of intent to resign or retire, unless otherwise mutually agreed between the Minister and Board.

Congregation's Notice of Termination: The Congregation may terminate the Minister's employment contract with at least 90 days notice of intent to dismiss only if, at a Special Meeting for which the quorum shall be 40% of the Membership, as determined by the Secretary, 60% of the Voting Members present and voting vote affirmatively, as determined by the Secretary.

Remuneration in the Event of any Termination:

In the event of dismissal, salary, housing allowance, and benefits will continue for three months.

In the event that the minister's resignation is negotiated, salary, housing allowance, and benefits will continue for minimum of three months, plus one month per year of service up to twelve months from the date of dismissal, or until the Minister has begun service in another position, if sooner.

The Minister may be dismissed with less than ninety days' notice, and without the severance payments described above, if the Minister:

is convicted of a felony,
has his/her ministerial fellowship with the UUA terminated or suspended,
is found by the governing committee of the Congregation to have engaged in physically or sexually abusive acts toward a member of the Congregation, a Congregation employee, or a child, or,
is found by the Board of Trustees of the Congregation to have grossly neglected his/her ministerial responsibilities under this agreement and/or to have engaged in activities that bring the Congregation and/or Unitarian Universalism into disrepute in the community.

Minister's Duties: The Minister shall perform such duties as are usually performed by ministers and authorized by law, being continually responsive to the Congregation's needs.

The Minister shall be responsible for the religious duties in the congregation in accordance with these Bylaws, the Minister's Letter of Call and Ministry Agreement, and the law.

The Minister is expected to implement Board policies.

The Minister is expected to attend all regular Board meetings.

The Minister is an ex-officio member of any committee except LDC and the Ministerial Search Committee.

The Minister shall maintain the Procedures Manual in consultation with the Board.

The Minister shall share responsibility with the Personnel Committee to maintain an Employee Handbook.

Free Pulpit: In keeping with the liberal tradition, the Minister shall be free at all times to express his/her opinion on any subject, both in and out of a pulpit, with the understanding that the Minister does not necessarily speak for the entire congregation.

Evaluation of the Minister: Since regular reviews of the contributions of all parties to the collaborative relationship and shared ministry are essential to the health of the Congregation, the Minister and the Committee on Ministry shall discuss and assess the status of their shared ministry every 3 years. The discussion shall include any written recommendations signed by members, Committees, or other staff and operating units.

Staff: The staff shall consist of such personnel as the Personnel Committee deems necessary to carry on the functions of the Congregation.

Relationship to the Minister: The Minister is the Chief of Staff. Staff shall report to the Minister, while remaining responsive to Members.

Staff shall make themselves aware of the Manual of Policies and act in accordance with the Employee Handbook.

The congregation declares and affirms its special responsibility to promote the full participation of persons in all of its and their activities, and in the full range of human endeavor without regard to race, ethnicity, gender, disability, affectional or sexual orientation, age, language, citizenship status, economic status, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.