



ALL FAITHS UNITARIAN CONGREGATION, INC
BYLAWS – Effective November 19, 2023

ARTICLE I: NAME AND PURPOSE

The name of this Corporation shall be **ALL FAITHS UNITARIAN CONGREGATION, INCORPORATED**; hereinafter the Corporation will be referenced as the Congregation.

Purpose: As a Member Congregation of the Unitarian Universalist Association (UUA), we promote the Association’s Principles and Values, and support individuals in their search for truth and meaning.

ARTICLE II: POWERS

The Congregation shall exercise rights and powers conferred by the laws of the State of Florida with regard to non-profit corporations. The rights and powers include, without limiting the generality of the foregoing, the ability to acquire by donation, contribution, bequest, devise, or gift, the purchase or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

The Congregation shall further have the power to do such other things as are incidental to the purposes of the Corporation, or necessary or desirable in order to accomplish them.

ARTICLE III: FINANCIAL POLICY

It shall be the policy of the Congregation to obtain sufficient funds during each fiscal year to meet the capital and operating expense requirements. The Congregation shall approve the annual budget at the Annual Congregational Meeting. A special meeting of the Congregation shall be called to vote for any change in the budget which would require obtaining a loan to meet the expenses of the Congregation. The Board of Directors shall prepare the annual budget to be presented to the Congregation for approval at the Annual Meeting.

The financial records shall be examined by the Audit and Financial Review Committee at the end of each fiscal year and a report shall be given to the Finance Committee and Board of Directors and a written summary published in the newsletter.

The fiscal year shall begin April 1st and end March 31st of the subsequent year.

ARTICLE IV: AUTHORITY

The ultimate authority of this Congregation is vested in the Members of the Congregation. The privilege of holding office, becoming a Director, making motions, debating, and voting will be limited to the Members as defined in ARTICLE V.

ARTICLE V: MEMBERSHIP

The Congregation shall have voting Members whereas each voting Member shall commit to support the Congregation and is in general agreement with the Principles and Purposes of the UUA and with the provisions of these Bylaws. Membership is open to all regardless of race, color, creed, gender, gender identity and expression, or sexual or affectional orientation, subject to the restriction that Members must be at least 14 years of age.

Section I. Becoming a Member

A prospective Member:

- a) Shall meet with the Membership Committee Representative after completing an Intent to Join form;
- b) Shall meet with the Minister (or with the Membership Committee Chairperson in the absence of the Minister);
- c) Shall be encouraged to participate in New Member Orientation sessions;
- d) Shall agree to be recognized in a New Member Service; and e) Is encouraged to make an identifiable financial contribution.

Section II. Membership Status

Members are those who have joined the Congregation. Members may include those who have dual membership with another UUA Congregation.

Section III. Changes in Membership Status

The Board of Directors shall have the authority to set policies concerning the termination of membership for non-participation for a period of two years or more, or for threatening or disruptive behavior detrimental to the welfare of the Congregation.

ARTICLE VI: CONGREGATIONAL MEETINGS

Section I. Annual Meeting

The Congregation shall have an Annual Meeting to:

- a) Elect Nominating Committee Members, Officers and Directors;
- b) Approve the annual budget;
- c) Conduct other Congregational business as determined by the Board of Directors;
- d) Conduct business proposed by a petition of no less than 20 percent of Members which has been submitted to the Board of Directors prior to or not later than February 1st of the given year.
- e) The meeting may be conducted in whole or in part, using communication technology authorized by the Board.

The Secretary shall send notice of the meeting and issues to be voted upon through the newsletter, church bulletin, and/or via other electronic notification; said notice should be published no less than ten and no more than 30 days prior to the meeting. The Annual Meeting shall be conducted during the month of March unless otherwise directed for good cause by the Board of Directors.

Section II. Special Meetings

Special meetings may be called in such instances as defined in the Bylaws and for reasons when called by:

- a) Majority of a vote of the Board of Directors;
- b) Chairperson of the Board of Directors;
- c) Minister after giving notice of need to the Board of Directors; or
- d) Twenty (20) percent of the Members through special petition, specifying the reason for the meeting.
- e) The meeting may be conducted in whole or in part, using communication technology authorized by the Board.

No business other than that which is specified in the call for the meeting shall be conducted. The Secretary shall send notice to the Membership as outlined in Section I of this Article no less than ten and no more than 30 days prior to the meeting.

Section III. Regular Meetings

Each Sunday morning service is considered an official regular meeting of the Congregation for purposes of recognizing new Members and informing the Congregation about Congregational business.

Section IV. Voting

Each Member of record shall have one vote on each item of business. Voting may be done in person, by using communication technology authorized by the Board, or by absentee ballot. Members attending the meeting in person, absentee ballots, and Members attending using communication technology authorized by the Board shall be included in the count for the quorum. No person shall be counted more than once. The absentee ballot shall be provided by the Secretary. The absentee ballot must be submitted in a manner that ensures confidentiality. All absentee ballots are to be received in the Congregational office prior to the date and time of the meeting for inclusion in the vote count, and such absentee ballots shall be included in the count for the quorum.

Section V. Proxy

No proxy voting shall be allowed.

Section VI. Quorums for General Business

Twenty (20) percent of the Membership shall constitute a quorum for conducting regular order of business, including but not limited to:

- a) Approval of the budget;
- b) Borrowing money;
- c) Leasing/renting/buying of real property;
- d) Amending the Bylaws; and
- e) Election of Directors or Nominating Committee Members.

Voters submitting appropriate absentee ballots shall be counted for purposes of establishing the required quorum.

Section VII. Conducting Congregational Meetings

Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised (RONR).

ARTICLE VII: NOMINATING COMMITTEE

A Nominating Committee shall have the responsibility for interviewing and recommending to the Congregation candidates to serve as Officers and Directors on the Board of Directors and the Nominating Committee.

Section I. Nominating Committee Members

Members of the Nominating Committee shall consist of five Members of the Congregation. The Nominating Committee Members shall be at least 18 years of age and shall have been Members of the Congregation for at least twelve months. They need not be citizens of the State of Florida.

At their initial organizational meeting, the Committee shall elect their Chairperson. The Nominating Committee's meeting times shall be announced to the Congregation and the meetings shall be open to all Members for input; however, the Nominating Committee then has the right to call a closed session.

Section II. Term of Office

Members of the Nominating Committee shall serve for two-year terms and may serve not more than two consecutive terms.

Section III. Election of Nominating Committee Members

The Nominating Committee Members shall serve staggered, two-year terms. In odd number years, two Nominating Committee Members shall be elected, and in even numbered years three shall be elected to maintain a five-member committee.

At the Annual Meeting, after the election of Members of the Board of Directors, the Nominating Committee shall be elected from a slate of candidates prepared by the outgoing Nominating Committee and any additional candidate nominated from the floor. Nominations from the floor shall be accepted with an affirming vote from the majority of the Members attending the meeting. Those candidates receiving the greatest number of votes shall constitute the new Nominating Committee.

No Member of the sitting Board of Directors shall be eligible to serve on the Nominating Committee. No Members of the Nominating Committee shall be eligible to serve simultaneously on the Board of Directors.

Section IV. Vacancies

Any vacancy for the balance of a Nominating Committee Member's term shall be filled by a vote of a majority of the regular Nominating Committee Members at a regular or specially-called Nominating Committee Meeting, and the candidate to fill the position is then recommended to the Board of Directors for approval

Section V. Nominating the Board of Directors

The Secretary, and three Directors shall be elected in odd-numbered years; and the Treasurer, and four Directors shall be elected in even-numbered years. All Directors and Officers will be elected to two-year terms.

“No person shall serve in two officer positions at the same time. If any person currently serving as an officer is nominated for another officer position, or as a Director or vice versa, his/her prior position shall be deemed vacant upon the election. For purposes of that election, the Nominating Committee shall put forth a nominee for the position to be vacant so as to maintain the nine-member Board.

ARTICLE VIII: BOARD OF DIRECTORS

The affairs of the Congregation shall be managed and corporate powers executed by the Board of Directors as referenced in the Articles of Incorporation and as defined by Florida State Statutes.

Section I. Number

The Board of Directors shall consist of nine voting Members: the Chairperson, Vice Chairperson, Secretary, Treasurer, and five Directors.

The Minister and Immediate Past Chairperson shall serve as ex-officio non-voting Board Members.

At the time of their installation, all Board Members shall pledge their compliance to the All Faiths' Bylaws as their guide.

Section II. Eligibility

Directors must be 18 years of age and Members of the Congregation for not less than 12 months. They need not be residents of Florida.

Section III. Election

Election to the Board of Directors shall be by secret ballot at the Annual Congregational Meeting from a slate of candidates prepared by the Nominating Committee. The slate may be supplemented by any additional nominations from the floor, which may be made by any Member with prior consent of the Nominee. Those candidates who receive the greatest number of votes shall be elected. If there are no nominations from the floor, election may be made by voice vote or show of hands.

The Secretary, and three Directors shall be elected in odd-numbered years; and the Treasurer and four Directors shall be elected in even-numbered years. The term of office shall be two (2) years for each position. The Board shall elect from within their membership a Chairperson and Vice-Chairperson at their initial organizational meeting of the new Board.

Section IV. Terms of Office

Officers and Directors may serve two two-year terms in a position, plus any partial term resulting from filling a vacancy. An Officer may serve an additional term if requested by the Nominating Committee and approved by the Board. The Board approval for the additional term requires at least six of the nine board members to vote in favor of the additional term. The Board action shall be prior to the Annual Meeting. Officers and Directors are eligible to serve again in that particular position only after a two-year absence from the position. They may serve in another position without an absence from the Board but may serve no more than three consecutive terms on the Board in any combination of positions. They are eligible to serve again on the Board after a two-year absence from the Board.

Section V. Duties

The Board shall control and manage the affairs and business of the Congregation. The Directors shall, in all cases, regularly convene by a majority vote. The Board shall adopt rules, regulations, and policies for the conduct of their meetings and management of the Congregational affairs in accordance with the Bylaws of the Congregation and the Florida State Statutes.

Each month, the Board shall make written reports in the Congregational newsletter. Such reports shall include the status of programs of Congregational interest and the status of income and expenses as related to the approved budget.

The Board shall obtain and maintain bond and/or liability insurance in an amount deemed appropriate to cover Board Members and other Congregational employees who are responsible for Congregational funds and assets.

The Board may assign to employees of the Congregation the general and active daily management of the business and affairs of the Congregation.

Section VI. Meetings

The Board shall determine the frequency, time and location of Board Meetings. Board Meetings shall be held in Lee County, unless approved otherwise by a majority of the Board. All meetings shall be conducted in accordance with Roberts Rules of Order - Revised. Notice of Board Meetings shall be the responsibility of the Secretary and said notice must appear in the Congregational newsletter, Order of Service, and/or be made via electronic notification. All Members of the Congregation may attend Board Meetings. However, the Board has the right to call a closed session.

Section VII. Quorum

A minimum of five Board Members must be present at the meeting for actions taken thereof to be official. Board Members participating via electronic means shall be counted for purposes of the quorum.

Section VIII. Vacancies

Any vacancy for the balance of that Board Member's term shall be filled by vote of a majority of not less than five of the regular Board Members at a regular or specially-called Board Meeting.

Section IX. Removal of Board Members

Any Board Member may be removed for cause at any time by a majority of the Members voting in a Special Congregational Meeting. In addition, if a Member of the Board misses three consecutive meetings without just cause, the Board may call for the removal of said Board Member.

When the Board recommends removal of a Board Member, a special Congregational Meeting shall be called in accordance with the Bylaws. A quorum of not less than 20 percent of the current Membership must be present at the meeting. Absentee ballots can be submitted and shall be counted in the final quorum.

Upon removal, the Board shall send written confirmation of the removal to the removed Member.

Section X Change in Terms

Whenever the Congregation changes the terms of office of a standing committee or board, the Board of Directors shall determine the terms of the existing members.

ARTICLE IX: BOARD OFFICERS

Section I. Powers and Duties

Board Officers shall have such powers and duties as listed below. Additional powers and duties can be assigned by the Board, within the limitations of the Bylaws of the Congregation and Florida State Statutes.

Section II. Chairperson/Vice Chairperson Responsibilities

The Chairperson shall conduct all Board and Congregational Meetings, sign checks, sign legal documents on behalf of the Congregation, and serve as liaison to the Finance Committee. The Chairperson may designate the authority to sign checks to another/other Congregational Member(s). In the absence of the Chairperson, the Vice Chairperson shall assume those responsibilities.

Section III. Secretary Responsibilities

The Secretary shall be the custodian of the Congregational Archives which include (but are not necessarily limited to) the Articles of Incorporation, Bylaws, licenses, tax identification and exemptions, contracts, leases, deeds, and meeting minutes. The Secretary shall record minutes of all Board and Congregational Meetings, and issue notices of all elections and Congregational Meetings. The Secretary, if designated by the Board Chairperson or Vice Chairperson, can sign checks for the Congregation.

Section IV. Treasurer Responsibilities

The Treasurer shall maintain a record of all income and expenses of the Congregation, and financial statements sent to Members. The Treasurer shall make a financial report to the Board of Directors at monthly Board Meetings and annual reports to the Congregation. The Treasurer shall serve as an ex-officio, non-voting Member of the Finance Committee.

Section V. Executive Committee

The Executive Committee consists of the four Officers of the Board of Directors including the Chairperson, Vice Chairperson, Secretary, and Treasurer. A minimum of two Members of the Executive Committee shall be empowered to make decisions requiring action between Board Meetings. Every effort shall be made to involve a quorum of the Board of Directors in such decisions if possible. Board Member involvement via electronic means is acceptable. The Executive Committee shall promptly report such decisions to the entire Board of Directors.

The Executive Committee, with the approval of the Board of Directors, shall have the authority to hire and dismiss Staff.

ARTICLE X: COMMITTEES AND TASK FORCES

It is the policy of the Congregation to involve as many Members as possible in the activities of the Congregation. Standing Committees shall include, at a minimum, the Finance Committee and Membership Committee. The Board of Directors may appoint additional standing committees, ad hoc committees, and short-term task forces to perform duties with relevant authority as delegated by the Board. Membership on committees is open to volunteers and all Members are eligible.

ARTICLE XI: MINISTER

The Congregation has the authority to call a Minister of its choice. Any minister called shall be in fellowship with the UUA. The Congregation and Minister shall adhere to UUA guidelines and Unitarian Universalist Ministers' Association (UUMA) Code of Conduct. A Lay Minister shall have completed or shall be in the process of completing the Commissioned Lay Ministry Program.

Section I. Selection of Settled or Contract Minister

The Board shall nominate and the Congregation shall vote for a Ministerial Search Committee at a specially-called meeting or at the Annual Meeting. The Ministerial Search Committee shall consist of five Members of the Congregation who are at least 18 years of age and have been Members of the Congregation for at least twelve months. Ministerial Search Committee Members need not be residents of Florida.

The Ministerial Search Committee shall conduct the search, interview, and recommend candidates to the Congregation in accordance with guidelines established by the Board of Directors and in accordance with the UUA Ministerial Search Guidelines.

Section II. Selection of a Lay, Interim or Developmental Minister

The Board of Directors shall have the authority to hire by contract for a designated term a Lay, Interim, or Developmental Minister for a period of transition. The Lay, Interim, and/or Developmental Minister shall serve at the will of the Board.

Section III. Election of Settled or Contract Minister

The Minister must be elected by a vote of no less than 90 percent of Members present at the specially-called meeting for that purpose. A quorum of 51 percent shall be required; for purposes of establishing a quorum and voting, absentee ballots shall be permitted.

Section IV. Terms of Employment

The terms of employment and compensation shall be determined by negotiation and agreement between the Board of Directors and the Minister.

Section V. Duties

The Minister shall have the responsibility and authority for conducting the religious services, religious education, and other activities of the Congregation. The Minister shall attend to the spiritual interests and needs of the Congregation. The Minister shall provide pastoral care to Congregational Members and others who may seek his or her assistance.

The Minister shall have the freedom of the pulpit and freedom to express his or her opinions and views outside the pulpit. The Minister shall have the right to actively engage in and promote social action in the community.

The Minister may have other duties determined by negotiation and agreement between the Board of Directors and the Minister.

Section VI. Dismissal or Suspension of a Settled or Contract Minister

A Settled or Contract Minister may be dismissed by a vote of no less than 70 percent of Members present at a Special Meeting called for the purpose of determining whether the Minister should be

dismissed. A quorum of 51 percent shall be required at that Special Meeting. For purposes of establishing a quorum and for voting, absentee ballots shall be permitted.

Such Special Meeting may be called by a vote of no less than six of the nine Board Members or by the Congregation provided there is a petition signed by no less than 40 percent of the total Membership of the Congregation.

Before calling such Special Meeting for the vote to retain or dismiss the Minister, three months shall be provided to allow the Minister and Board of Directors, in cooperation with the Congregation, to resolve the conflict in an amicable manner conducive to the welfare of the Congregation and the Minister. At the end of this three-month period, Members who originally signed a petition shall be asked to confirm or negate their decision to proceed with the Special Meeting. In the event the Board of Directors decide by a new vote (after the three-month probationary period) of six or more of the nine Directors, or a newly-circulated petition contains no less than 40 percent of the total Membership of the Congregation, the Chairperson shall call a Special Meeting of the Congregation within 30 days to conduct the vote to retain or dismiss the Minister.

However, in cases of gross misconduct involving criminal activity, which shall be determined by a vote of no less than six of the nine Members of the Board, the Board of Directors shall have the authority to immediately suspend the Minister, pending a vote of the Congregation which shall be held within no more than 30 days of the suspension. During the suspension, the Minister shall be compensated per his/her contract.

In all cases, the Minister shall have the opportunity and time to answer each complaint, criticism, allegation, etc. Any dismissal must be conducted in an equitable manner commensurate with the circumstances and reflect the high value the Congregation places on love, justice, and compassion.

ARTICLE XII: NONDISCRIMINATION

All Faiths Unitarian Congregation shall be an equal opportunity Congregation. Neither the Congregation nor the Board of Directors shall discriminate on the basis of race, color, creed, gender identity and expression, or sexual and affectional orientation, when calling religious professionals; when hiring permanent or temporary employees; when entering into a contract with any company for maintaining, renovating or repairing any of its facilities; when considering persons for Membership; or for appointment or election to committees or the Board of Directors. However, it is explicitly understood that the Congregation shall have the right to choose religious professionals who are compatible with the core values and mission of the Congregation.

ARTICLE XIII: AMENDMENTS TO BYLAWS

The Bylaws of the Corporation and Congregation are to be made and recommended by the Board of Directors and then adopted by the Congregation, and may be altered, amended, or rescinded by recommendation of the Board of Directors after approval by the Congregation. Amendments to the Bylaws may be made by a majority vote of those attending a Congregational Meeting at which a quorum is present. Recommendations for amendments to the Bylaws may be made to the Board of Directors by a Bylaws Review Committee appointed by the Board of Directors, members of the Congregation, or other Committees of the Board.

ARTICLE XIV: DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, convey all of its remaining assets and property, real and personal, to the UUA or its legal successor, or to another congregation affiliated with the UUA. Adopted at the Annual Meetings of the Congregation in 2005, as amended in 2006, 2007, 2009 and further amended December 5, 2010 and activated April 19, 2011; and further amended March 18, 2012, March 24, 2013, January 26, 2014, October 11, 2015, and activated April 1, 2016; and further amended October 2, 2016, Revised and Adopted at the Annual meeting March 25, 2018 and activated April 1, 2018 and further amended March 24th, 2019, and activated April 1, 2019; further amended March 26, 2023 and activated April 1, 2023; revised November 19, 2023 in Fort Myers, Florida, by action of the Board of Directors and Congregation of All Faiths Unitarian Congregation, Inc. by majority vote on November 19, 2023, witnessed by my hand.

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Secretary	Witness
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