

UNITARIAN UNIVERSALIST CHURCH OF JACKSONVILLE, INC.
UUCJ By-Laws adopted by the membership 12/13/2015

PREAMBLE

These By-Laws form the basis for a covenant between the UUCJ Board and Congregation as to how the members of the Unitarian Universalist Church of Jacksonville agree to ensure successful governance grounded in a thriving ministry.

ARTICLE I NAME

The name of this Church shall be Unitarian Universalist Church of Jacksonville, Inc., a Florida non-profit corporation, hereinafter referred to as UUCJ.

ARTICLE II MISSION, VISION AND COVENANT

Section 1 Mission and Vision

The mission and vision of UUCJ shall be crafted, adopted and amended by UUCJ's members as needed.

Section 2 Covenant

As members of this congregation, in order to nurture and enhance our lives together in this sacred space where we seek personal growth, to discern life's meaning, and to build relationships of fairness and love, we intend to:

- A. Offer our unique gifts, talents, time, energy, and financial support.
- B. Respect the views and needs of others, practicing tolerance, understanding, and acceptance even in disagreement, allowing loving relationship to transcend issues.
- C. Celebrate the diversity within our midst even when it is difficult or uncomfortable.
- D. Invite and welcome others in the quest for spiritual and ethical growth, recognizing each other and guests in fellowship.
- E. Share the ministry of our Church, caring for each other through times of joy and sorrow.

ARTICLE III DENOMINATIONAL AFFILIATION

UUCJ shall be a member of the Unitarian Universalist Association (UUA).

ARTICLE IV MEMBERSHIP

Section 1 Membership Requirements

Any person, without regard to race, ethnicity, gender, gender identity or expression, sexual orientation or ability, who is in alignment with the covenant of UUCJ may become a member provided such person:

- A. Has attained the age of fifteen (15),
- B. Signs the membership book,
- C. Submits an annual financial commitment,
- D. Submits a traceable financial contribution within the fiscal year, not including financial donations offered in support of fund-raising events.
- E. Abides by the congregational covenant in his/her interaction with all UUCJ members and guests.

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Section 2 Membership Count

The Board shall establish an official membership count in the first month of each fiscal year and transmit the count to the UUA.

Section 3 Continuation of Membership

1. Membership continues until:

- A. The member gives written notice of resignation to the Board.
- B. The death of the member.
- C. The person's membership is terminated by two-thirds vote of the Board for recurring and repeated covenant violations, or by recommendation by the Right Relations Committee.

A member so terminated has the right to submit a written appeal to the congregation and the congregation may vote to affirm or negate the decision of the Board.

- 2. After the Board performs its once-per-year annual membership review, membership shall lapse in January for those members who fail to meet the membership requirements of Section 1.
- 3. The Board, in collaboration with the Minister, may waive membership requirements.

Section 4 Membership Benefits

Membership status confers upon the member the right to:

- A. Petition for a congregational meeting as per Article VI of these By-Laws.
- B. Vote on all matters placed before the congregation for a vote.
- C. Be elected or appointed to the Board, the Ministerial Search Committee, the Leadership Development Council, the Committee on Ministry and any other standing committee, work group or task force as identified by the Board.
- D. Be elected or appointed as chairs of standing committees, working groups or task forces.
- E. Be chosen by the Board to be a UUCJ delegate and/or representative to the General Assembly of the Unitarian Universalist Association.

Section 5 Membership Expectations

UUCJ members are expected to:

- A. Be active participants in the life of UUCJ by engaging and participating in UUCJ's ministries of Worship, Faith Development, Inreach and Outreach.
- B. Assist the Minister with carrying out his/her duties and responsibilities.
- C. Attend and participate in scheduled and properly noticed congregational meetings, and vote on requirements identified by these By-Laws, the Board and/or issues raised by members at congregational meetings.
- D. Attend and participate in meetings other than congregational meetings as called by the Board and/or the membership.
- E. Help craft UUCJ's mission and vision, and help formulate UUCJ's short- and long- term goals.
- F. Assist the Board with carrying out its duties and responsibilities.
- G. Join committees, work groups and task forces as able.
- H. Assist with the maintenance of UUCJ's campus.
- I. Volunteer to provide service to the congregation,

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J. Provide financial support to sustain UUCJ's mission.

ARTICLE V FISCAL YEAR

The fiscal year shall begin January 1 and end December 31 each year.

ARTICLE VI MEETINGS

Section 1 Congregational Meetings

A. Annual Meetings

At least one annual congregational meeting shall be held before the end of the fiscal year to:

1. Approve a budget for the coming fiscal year.
2. Elect Board members.
3. Conduct any other business as deemed necessary and/or appropriate by the Board.

Discussion and action at annual meetings shall be limited to matters stated in the notice of such meetings.

The Board may approve annual meeting venues and procedures other than requiring the physical presence of members at the UUCJ campus.

B. Special Meetings

Special meetings may be called by:

1. The Board President, or
2. Majority vote of the Board, or
3. The Board in receipt of a petition signed by twenty (20) percent of the membership or thirty (30) members, whichever of the two is less, at a regularly scheduled Board meeting. If such a petition is received, the Board must give notification of the special meeting within one week.

Discussion and action at special meetings shall be limited to matters stated in the notice of such meetings.

The Board may approve special meeting venues and procedures other than requiring the physical presence of members at the UUCJ campus.

C. Any action taken by the Board may be rescinded by a majority vote of the members present and voting at a duly called congregational meeting as per Section D

D. Meeting Notice and Quorum

Meeting notices shall be communicated to members by e-mail on record and to members without access to e-mail by U.S. mail, order of service, announcements, and other methods as deemed appropriate by the Board. Notices shall include the time, place and agenda of any business to be addressed by all UUCJ members at least fourteen (14) and no more than thirty (30) days prior to such meetings.

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Twenty (20) percent of the membership or forty (40) members, whichever of the two is less, shall constitute quorum at all congregational meetings. Should there be no quorum, the meeting presiding officer shall adjourn the meeting until such future time when a quorum may be present. Members shall be notified of the adjournment by e-mail or U.S. mail as identified above within ten (10) days of adjournment.

E. Voting

Should there be a quorum, 30% of those members participating at a meeting may request voting by secret ballot. By a two thirds vote, participating members at any congregational meeting may decide to conduct a mail ballot vote.

The Board may approve voting venues and procedures other than requiring the physical presence of members at the UUCJ campus. Alternate voting venues and procedures shall be announced by all appropriate means necessary to the membership at least five (5) days after the Board's decision and no later than five (5) days before the meeting is to take place.

Section 2 Townhall Meetings

Townhall meetings are considered informal membership assemblies designed to address and discuss issues of importance to the membership, disseminate information, consider problem-solving options, conduct visioning activities, conduct straw polls, and the like. No official action may be taken at a townhall meeting, nor is any straw poll result binding on the Board, the Minister, or the membership.

Townhall meetings may be called by:

1. The Board President, or
2. Majority vote of the Board, or
3. The Board in receipt of a petition signed by twenty (20) percent of the membership or thirty (30) members, whichever of the two is less, at a regularly scheduled Board meeting. If such a petition is received, the Board must give notification of the townhall meeting within one week.

Discussion shall be limited to matters stated in the notice of such meetings.

The Board President, with the concurrence of the Board, may set the meeting time, place and agenda and shall communicate such through all means considered appropriate.

The Board may approve townhall meeting venues and procedures other than requiring the physical presence of members at the UUCJ campus.

ARTICLE VII THE BOARD

Section 1 Covenant

The Board shall establish a Board Covenant that addresses member conduct, attendance, and removal. Board members are expected to attend Board meetings and advise the President of an expected absence. The Board President, with the consent of the Board, may remove a member who is out of covenant with the Board or who misses more than four (4) consecutive scheduled Board meetings.

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Section 2 Membership

The Board shall consist of seven (7) members plus the minister as a non-voting member. Only UUCJ members may serve on the Board. Paid staff may not serve on the Board.

Section 3 Terms of Office

Board members shall be elected to three-year terms and may be elected to two (2) consecutive such terms, for a total of six (6) years. A Board member who has served two consecutive terms may be elected to another three-year term after an absence of one three-year term. The Board shall establish an election plan that specifies which positions are to be elected each year.

Section 4 Officers

Board members shall elect, from among themselves, a President, a Vice President, a Secretary and a Treasurer at the closing of the Congregational Meeting conducted at the end of the fiscal year to serve for one year. An officer may be re-elected to one more year. By unanimous vote of the Board, an officer's term may be extended beyond the second year.

Section 5 Quorum and Voting

Four members, including the President, who are physically or virtually present, shall constitute a quorum. The Minister, as a non- voting member, shall neither be considered to establish a quorum nor to have the vote. The President shall vote only in the event of a tie. All other Board members shall have the vote.

Section 6 Board Vacancies

The Board President may appoint a Church member to fill a vacancy with the consent of the Board. The appointee shall serve until the next congregational meeting, at which time the vacancy shall be filled through election by UUCJ's membership for the remainder of the unexpired term if applicable. An appointee may be elected to two consecutive three-year terms following the conclusion of his/her appointment.

Section 7 Powers and General Duties of the Board

The Board shall:

- A. Establish and publicize its regular meeting schedule and set rules as necessary for changing the schedule.
- B. Transact business in the open when there is a quorum except when it votes by a majority to place itself in Executive Session.
- C. Attend congregational and townhall meetings as scheduled.
- D. Attend Church functions and activities as Board representatives as often as possible.
- E. Carry out tasks assigned by the President and as approved by the Board.

- F. Hear reports from Board members at its monthly meeting regarding the status of assigned tasks as appropriate.
- G. Plan for and administer the resources and facilities needed to fulfill UUCJ's vision and mission.

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- H. Set policy and act in the name of UUCJ between congregational meetings.
- I. Have final authority in the employment of all personnel other than the Settled Minister(s), and shall adopt the necessary rules, regulations and contracts affecting employment.
- J. Create a salary range scale and/or total compensation criteria that differs from the UUA's recommendations when considering the employment of a minister other than a UU Settled Minister.
- K. Have authority to adopt and recommend a budget to the congregation and set annual goals in support of the Strategic Plan. The Board shall retain the authority to make necessary adjustments to expenditures.
- L. Approve the charters of the standing committees and work groups and maintain the Policy Manual.
- M. Authorize and specify duties and responsibilities of standing committees, working groups and task forces needed for carrying out UUCJ's vision and mission.
- N. Generate and adopt, in collaboration with the Leadership Development Council, a slate of candidates for Board members and communicate the slate to the congregation.
- O. Draft, adopt and update the Policy and Procedures Manual which shall contain the Church policies and procedures; vision and mission statements; By-Laws; staff job descriptions; church annual goals; annual budget; minister Letter of Agreement; minister evaluation plan; charter document for each standing committee and working group; non-confidential Foundation documents; safety guidelines; governance and structure documents; and any other supplemental and pertinent documents as necessary. This manual shall be housed in the Church Administrator's office.
- P. Communicate to the Congregation decisions made, actions and how to access documents.

Section 8

Duties

- A. The President shall
 - 1. Serve as the chief executive officer of UUCJ.
 - 2. Prepare a monthly Board agenda, preside over Board meetings, or delegate to the Vice President or a Board member in his/her absence.
 - 3. Preside over congregational and townhall meetings, or delegate to the Vice President or a Board member in his/her absence.
 - 4. Vote in the event of a tie.
 - 5. Have the authority to call special, including virtual, meetings of the Board at any time provided Board members and the Minister receive at least one (1) day's notice in person, by telephone, by text, or any other electronic media as necessary.
 - 6. Ensure that all decisions of the membership and Board task assignments are carried into effect.
 - 7. Delegate authority to Board members as necessary and appropriate.
 - 8. Appoint to the Board additional non-voting church members to serve a function as necessary (e.g. Recording Secretary; Parliamentarian) to effectively carry out the duties of the Board.
 - 9. Appoint, in collaboration with the Leadership Development Council and Board consent, persons to fill Board vacancies as well as the leadership and membership of all committees, working groups and task forces authorized by the Board.

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10. Be an ex-officio member of all committees, working groups and task forces.
11. Review the Strategic Plan and recommend a process for updating it.
12. Work closely with the Minister.

B. The Vice President shall

1. Preside over Board, congregational and townhall meetings in the absence of the President.
2. Be accountable to the Board for the review of UUCJ's committee structure.
3. Develop Standing Rules at the beginning of the fiscal year for adoption by the Board.
4. Manage projects delegated by the President.

C. The Secretary shall

1. Keep the minutes of each Board, congregational, townhall and other meetings as assigned by the Board and distribute the approved minutes to the Board, the Church Administrator and/or designee within three weeks of their approval.
2. Provide written summaries to the Church Administrator and/or designee by the assigned deadline for publishing in UUCJ's newsletter.
3. Provide the Church Administrator and/or designee with electronic copies of minutes and related documents for publication and archiving.
4. Assist the President with the development of the Board meeting agenda.

D. The Treasurer shall

1. Serve as the chief fiscal officer.
2. Receive, disburse, and manage UUCJ funds as approved by the congregation and the Board.
3. Be a member of the Finance Committee.
4. Provide the Board with monthly reports on UUCJ's financial condition.
5. Ensure that there is an effective financial management system.
6. Ensure appropriate financial records and accounting procedures.
7. Prepare the Annual Financial Report.
8. Prepare Annual Budget in collaboration with the Finance Committee, the Board and the congregation.

E. Other Board Members shall serve as liaisons with standing committees, working groups and task forces as assigned by the Board.

ARTICLE VIII STANDING COMMITTEES, WORKING GROUPS AND TASK FORCES

Section 1 Standing Committees

Standing committees are those committees which are necessary for maintaining and sustaining the mission and vision of UUCJ.

Standing committees and their charter shall be established annually by the Board at their first meeting of the fiscal year and shall be composed of a Chair and as many members as appropriate to carry out the assigned duties and responsibilities.

The Board shall approve the committee leadership.

The Board shall approve the duties and responsibilities for each standing committee. Should a standing committee be established at any time during the fiscal year, the Board shall approve its duties and responsibilities.

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The committee chair shall complete the *COMMITTEE AND WORKING GROUP CHARTER* form.

Section 2 Working Groups

Working groups carry out UUCJ's day-to-day work that sustains its mission and vision. Working groups may be established by the Board or by members, with Board approval, to support a specific mission, project, or undertaking.

The Board shall annually approve the working groups' charter and leadership.

The Board shall approve the duties and responsibilities for each working group.

Should a working group be established at any time during the fiscal year, the Board shall approve its duties and responsibilities.

The working group chair shall complete the *COMMITTEE AND WORKING GROUP CHARTER* form.

Section 3 Task Forces

The Board may authorize a task force and establish its charter to address and complete a particular, clearly defined task, issue or endeavor within a set timeline for completion. The task force shall present a final report to the Board for approval.

The Board shall approve the task force leadership and members.

Section 4 Other Committees

The Board may establish sub-committees, ad hoc committees and any other type of committee as necessary in support of UUCJ's vision and mission.

Section 5 Funding

Whenever a group wishes to raise funds for a special or specific purpose, the group must gain permission from the Board Treasurer and the Fund Raising Committee.

Dedicated funds will be held by the Treasurer in the Church's accounts and allocated for the designated purpose. If dedicated funds are not used within the budget year in which they are raised, the Board may after discussing the issue with the appropriate group leadership, direct the Treasurer to remove the allocation and use the funds in the general budget.

ARTICLE IX PROPERTY RIGHTS

No member of the Church shall have a vested right or interest in any of the assets, functions, easements, or franchises of UUCJ which shall be transferable, inheritable, or which shall continue after his/her membership ceases.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Revised* shall govern the Board meetings and

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the meetings of the membership in all cases where they are not inconsistent with these By-laws. All members, committees and other church groups are expected to comply with these By-Laws. The Board shall establish a process to ensure compliance with these By-Laws.

ARTICLE XI STANDING RULES

The Board by majority vote shall approve Standing Rules each fiscal year.

Standing Rules may be amended, modified or rescinded by majority vote of the Board.

ARTICLE XII MINISTRY AND MINISTER

Section 1 Ministry

UUCJ is committed to a shared ministry led by a minister who shall have, or seek to have, a professional relationship within the UUA.

Section 2 Ministry Assessment and Evaluation

Every third year a full-scale review of the Congregation's ministry, covenant, mission, vision, goals, and effectiveness in achieving them shall be undertaken by the Committee on Ministry (COM) and results reported to the Board. The Board shall consider and evaluate these reports and other pertinent information and shall make appropriate recommendations in response to the results.

Section 3 Selecting a Minister

UUCJ recognizes two processes by which to select a minister:

A. Call

If the congregation calls a minister, UUCJ shall follow UUA procedures in all cases where they are not inconsistent with these By-laws. Refer to Article XIII.

B. Contract

A contract minister is one hired by the Board for a specified term which may be extended. The contract minister may be, but is not limited to, interim, developmental or consulting minister.

If the Board employs a contract minister, the Board shall establish the procedures to be followed.

Section 4 Ministerial Duties

The minister and the Board shall sign a letter of agreement that sets forth the minister's compensation and benefits as well as his/her responsibilities, to include, but not be limited to:

- A. Performance of such duties as is usually carried out by ministers.
- B. Promotion of a caring community through pastoral care and/or referral to appropriate community agencies as necessary.

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- C. Promotion of the congregation's faith development.
- D. Promotion of UU values and principles in the community.
- E. Being an ex-officio member of all standing committees, working groups, task forces, and any other committees created by the Board.

Section 6 Terms of Employment

A. Called Minister

Employment negotiations shall be conducted between the Board or its delegates and the Minister.

The Board shall update a Letter of Agreement to include all contractual terms of employment and the final compensation package which shall then be signed by the Board President, the Minister and the Board Treasurer.

The Board shall ensure that the negotiations of the Minister's total compensation package and the signed Letter of Agreement are completed in a timely manner for incorporation into the annual budgeting process and prior to the Congregational Meeting called to adopt the budget.

B. Contract Minister

The Board shall negotiate with a contract minister a contract to not exceed three years. The Board may renew a contract that shall not exceed three (3) years. Additional renewals may be approved at the discretion of the Board.

The terms of the total compensation and benefits package shall be included in a Letter of Agreement which shall be presented to the Congregation for information prior to finalization. Once finalized, the Letter of Agreement shall be signed by the Contract Minister, the Board President and the Board Treasurer.

The Board shall ensure that the negotiations of the Minister's total compensation package and the signed Letter of Agreement are completed in a timely manner for incorporation into the annual budgeting process and prior to the Congregational Meeting called to adopt the budget.

C. Contractual Modifications

Either the Board or the minister may re-negotiate the terms of the Letter of Agreement in force should there be unforeseen changes of circumstances with the Board, Church or minister,

Section 7 Minister's Assessment and Evaluation

The Board, in conjunction with the COM, shall ensure that a mid-year and an annual assessment of the minister are conducted as per the COM Charter to assess the degree to which the minister has successfully attained established annual goals.

Section 8 Dismissal of a Minister

The Board may initiate dismissal of a minister and shall present to the minister, in writing, the

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rationale for dismissal. The minister shall be afforded the opportunity to address the Board's concerns.

A. Called Minister

1. Dismissal of a called minister shall require the consent by written ballot of a majority of voting members present at a congregational meeting duly called for that purpose.
2. Prior to advertising the congregational meeting, the minister shall be given at least thirty (30) days to address the issues of concern.

B. Contract Minister

1. Dismissal of a contract minister may be effected through Board action.
2. Prior to taking action, the Board shall give the minister at least thirty (30) days to address the issues of concern.

ARTICLE XIII PROCEDURES FOR CALLING A MINISTER

Section 1 Nomination to the Ministerial Selection Committee

The Leadership Development Council shall, upon the retirement, resignation, death, incapacity or dismissal of a minister, submit to the Board a slate of at least seven (7) nominees none of whom may be Board members, to serve on the Ministerial Selection Committee. The Board shall call a congregational meeting and present to the membership the slate of nominees. Additional nominations may be made from the floor.

All nominees must consent to the nomination prior to the vote. The seven (7) nominees receiving the highest number of votes shall be declared members of the Ministerial Selection Committee.

Section 2 Function of Ministerial Selection Committee

The Ministerial Selection Committee shall meet and elect its own chairperson.

The Ministerial Selection Committee shall follow UUA procedures. It shall select one candidate to recommend to the congregation.

The Committee shall submit to the Board for approval, the procedures and timeline to be followed. If the Committee needs to go beyond UUA guidelines, it may do so by authority of the Board.

The Committee shall vet prospective candidates for the vacant pulpit.

The Committee shall arrange to investigate the suitability and availability of the candidates. After completing its review of ministerial candidates' qualifications, the Committee shall conduct sufficient in-depth telephone interviews with prospective candidates and in-person interviews with at least two (2) such candidates. The Committee shall interview references listed by the candidates chosen for in-person interviews.

The Committee shall consider UUA Fair Compensation Guidelines in developing a proposed total compensation package.

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Section 3 Approval by Congregation

The Ministerial Selection Committee shall present its Selected Candidate to the congregation and Church groups. The Committee must inform the Congregation of the details of the proposed letter of agreement agreed upon by the Selected Candidate and the Committee. The Congregation must approve the Selected Candidate's appointment as minister by written ballot of 85% of the voting members present at the duly noticed congregational meeting called for that purpose.

ARTICLE XIV THE FOUNDATION

- A. The Unitarian Universalist Church of Jacksonville Foundation, Inc. has been created to encourage members and friends of UUCJ to make gifts and donations to the Church which will have a lasting and enduring effect, and to establish the basis for a sound and stable fiscal foundation according to the Foundation By-Laws.
- B. The Foundation's By-Laws must be consistent with the UUCJ By-Laws.

ARTICLE XV SEVERABILITY

Any finding that a provision of these By-Laws conflicts with law will not have the effect of invalidating other provisions of these By-Laws.

ARTICLE XVI DISSOLUTION

In the event of the dissolution of this Church, all real properties and financial assets shall revert to the Unitarian Universalist Association.

ARTICLE XVII AMENDMENTS

These By-laws may be amended, modified, or rescinded by a two-thirds (2/3) vote of UUCJ members present at any congregational meeting as per Article VI, Section I thereof provided notice shall be given of the intention to amend, modify or rescind these By-laws at such meeting. The notice shall state explicitly the nature of the proposed changes.