

**GOVERNANCE**

**Unitarian Universalist Church of Pensacola  
BYLAWS**

Adopted as amended on May 18, 2025

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## **GOVERNANCE**

### **Unitarian Universalist Church of Pensacola BYLAWS**

Adopted as amended on May 18, 2025

#### **ARTICLE I. NAME**

The name of this organization is the Unitarian Universalist Church of Pensacola, Inc., referred to in these Bylaws as Church, Congregation, or Membership.

#### **ARTICLE II. MISSION AND COVENANT**

The mission of this Church community is to celebrate diversity, strive for justice, and inspire love. We affirm that love is the spirit of this Church and service its law. Our covenant is to dwell together in peace, to seek the truth in love, and to help one another.

#### **ARTICLE III. DENOMINATIONAL AFFILIATION**

This Church will be a member of the Unitarian Universalist Association (UUA) and the UUA-designated region.

Every UUA congregation is a “church” under U.S. tax law and, therefore, tax exempt, charitable, and exempt from tax filing. Neither the Church, the Church Governing Board (hereinafter referred to as the Board) or any Board Member, nor any Church personnel shall take any action that may endanger the tax-exempt status of the Congregation.

In the case of a Congregational vote to dissolve the Church, all Church property (real and personal), after paying all just claims upon it, shall be conveyed to and vested in the UUA or its legal successor. The Church Board shall perform all actions necessary.

#### **ARTICLE IV. MEMBERSHIP**

##### **Section 1. Member Qualifications, Privileges, and Responsibilities**

Any person having reached the age of 16 and having completed pre-membership study acceptable to the Board may become a Member by agreeing to uphold the mission and covenant outlined in Article II of these Bylaws and signing the Membership Book and by participating in the life of the Congregation through involvement and a record of financial contribution within a Church Year. The Executive Committee of the Board may grant exceptions. Members of greater than six weeks’ duration are eligible to vote in elections, vote at business meetings, stand for elections, chair committees, and lead Ministry Teams. Members have the use of the property of the Church under equitable and practical Policies and Procedures adopted by the Board and receive the services of the Minister without a fee. The Board, with the Membership Ministry

Team, shall review the Membership rolls annually and, after attempts to communicate with Members to determine their current status, by a two-thirds vote of voting Board Members, may remove from the Membership rolls those Members of the Congregation who no longer qualify for Membership.

Members' or Friends' active status may be terminated by a vote of at least two-thirds of the voting members of the Board in cases of behavior that is unacceptable to the Congregation as currently defined by appropriate Board policy, or if that person fails to cooperate with the Right Relations Team in its recommendations for resolving conflicts.

#### Section 2. Friend Qualifications, Privileges, and Responsibilities

A Friend of this Church is one who supports the Mission Statement of the Church and has chosen not to become a Member, but has participated in the life of the Congregation through involvement and/or has made a record of financial contribution within a Church Year. A Friend can participate in any Church activity except for voting and serving in elected or appointed positions. Friends shall be listed as such in the Church directory and shall receive official communications from the Church.

#### Section 3. Associate Member Qualifications, Privileges, and Responsibilities

Those Members who have moved from the Pensacola area and were in compliance with Section 1 of this article immediately prior to leaving will be considered Associate Members and will be listed as such as in the Church directory for a limited time, subject to annual review of the Membership rolls. No other privileges of Membership will be automatically extended to Associate Members.

#### Section 4. Lifetime Honorary Member Qualifications, Privileges, and Responsibilities

Lifetime Honorary Membership may be awarded to those Members who are no longer able to participate actively in day-to-day activities and who have been Members of this Congregation for at least five years. Such designation will be declared by a majority vote of the Congregation. Lifetime Honorary Members are entitled to use the Church and the services of the Minister without fees. Lifetime Honorary Membership carries no right to vote.

### **ARTICLE V. CONGREGATIONAL MEETINGS**

#### Section 1. Rules, Procedures and Quorums

The rules and procedures contained in Robert's Rules of Order Newly Revised will be used in governing this Church in all cases where they apply and are not inconsistent with the charter, these Bylaws, or any special rules of order adopted by the Congregation. The business to be transacted at Congregational meetings will be set forth in the notice of the meeting, which will be sent to all Members by electronic or physical mail at least ten days before the meeting. Thirty percent of the Members qualified to vote, attending only either in person or virtually, will constitute a quorum. No meeting will be held at a time or a place inconvenient to fifteen percent of Members. Our Congregation will allow proxy and/or absentee voting at the discretion and direction of the Board, provided such allowance is declared in the notice of the meeting.

## Section 2. Congregational Meetings

1. An Annual Meeting for electing Board Officers, Board Members At-Large, and Members of Committees of the Congregation will be held each year during May or as otherwise designated by the Board.

At this Annual Meeting, after all nominations are made, recorded, and announced, voting will occur. If there are no nominations from the floor, the slate of nominees presented by the Leadership Development (Nominating) Committee will be considered to have been elected by acclamation. In any case where there is more than one nominee for a position, voting will be by secret ballot.

The annual budget for the next Fiscal Year will be presented for consideration and adoption.

2. A Midyear Business Meeting will be held in January, or as otherwise designated by the Board, to distribute a midyear financial report to the Congregation. Issues of interest to the Congregation may be discussed, and voting may occur if appropriate notice was given.

3. Special Meetings of the Congregation may be called by the President either by a vote of the Board or at the written request of fifteen percent or more of the Members qualified to vote. No issue(s) except as specified in the request will be considered at such a meeting, and, once resolved, the same issue(s) will not be subject to a Special Meeting again for the remainder of the Church Year.

## **ARTICLE VI. GOVERNING BOARD AND OFFICERS**

The ultimate authority of this Church is with the Congregation. Between Congregational meetings, its affairs and business as a corporation will be managed and its corporate powers exerted by a Governing Board consisting of four officers and between three and five Members At-Large. The officers are the President, President-Elect, Secretary, and Treasurer. The Past President and Minister will serve as ex-officio members of the Board with the Minister, when one is called, serving as a non-voting member. The four officers with the Past President constitute the Executive Committee, which may provide guidance and background on matters that come before the Board.

### Section 1. Board Duties and Responsibilities

1. The Board will interpret and execute, to the best of its ability, the will of the Membership with respect to long-term goals, public policies, facilities, contracts, paid personnel, major disbursements, and methods of financing.

The Board will prepare, or have prepared, and approve the Policies and Procedures for all routine business and purposes and Policies and Procedures for all Ministry Teams and Committees. The Policies and Procedures will be amended from time to time by the Board, and the most current copy will be available electronically and in the Church office.

2. The Board, with the Finance Ministry Team, will prepare a budget for the next Fiscal Year for presentation at the Annual Meeting. The qualified voting Members will review the budget, amend as appropriate, and adopt.

During the Fiscal Year, the Board may adjust the allocation of funds within the budget as needed. If an increase in the total budget is needed, the Board must seek Congregational approval. The Board will monitor Church expenditures to ensure compliance with the approved budget.

3. The Board will approve the suspending, hiring, and/or dismissing of all salaried or regularly compensated personnel except the Minister, in accordance with the existing laws of the State of Florida and the Bylaws of the Church. This responsibility may be delegated by the Board to a Personnel Committee or specially selected Ad Hoc Committee, but the final approval requires a Board vote.

4. The Board will meet monthly; however, any meeting may be waived by general consent of the Board. Five Board Members with at least two Officers and two Members At-Large will constitute a quorum.

5. Meetings of the Board will be open to Members and Friends except where the Board is dealing with an agenda item involving a personnel or sensitive matter, which is defined as Executive Session. Such visitors, or others invited to attend by a Board Member, may participate in discussions when recognized by the Chairperson.

## Section 2. Board Officers

1. The President will have general and active management of the business affairs of the corporation subject to the direction of the Board. The President will normally preside at all Congregational Meetings of the Church and will be the Chairperson of the Board. The President will appoint all Ministry Team leaders and Ad Hoc Committee chairpersons. Additionally, the President will notify officers of their election. and will notify Ministry Team leaders and Ad Hoc Committee chairpersons of their appointment. As the Chairperson of the Board and as an ex-officio member of all Ministry Teams and Ad Hoc committees, the President will cast a vote only when needed in case of ties.

2. The President-Elect will have such duties as assigned by the President or by the Board. In the absence of the President, the President-Elect will perform the duties of the President.

3. The Secretary will maintain records of the proceedings of Congregational and Board meetings, as well as the Policies and Procedures. The Secretary will also assume specific responsibilities as agreed upon with the President and the Board.

4. The Treasurer will maintain accurate and secure financial records of all Church funds and will conduct the banking of the Church. The Treasurer, in a timely manner, will pay all bills within the approved budget and other expenditures approved by the Board. The Treasurer will also assume

specific responsibilities as agreed upon with the President and the Board. The President with the approval of the Board may appoint an assistant to the Treasurer.

### Section 3. Board Members At-Large

The Board Members At-Large will serve as liaisons to Ministry Teams and Ad Hoc Committees, as assigned by the President, and shall provide regular reports to the Board.

### Section 4. Board Ex-Officio Members

1. The Past President will be a member of the Board, be a member of a Personnel Committee, and chair the Leadership Development (Nominating) Committee.

2. The Minister will be a non-voting member of the Board and of all Ministry Teams and Committees of the Congregation, except for the Right Relations (Conflict Resolution) Team, the Ministerial Search Committee, or others specified by the Board.

### Section 5. Board Elections and Conditions of Office

1. The President-Elect will be elected each year, will serve as President-Elect for a one-year term, and will succeed to the office of President for a one-year term.

2. The Secretary and Treasurer will each serve for two years. The Secretary will be elected in odd years, and the Treasurer will be elected in even years.

3. Board Members At-Large will serve for two years. Up to three Board Members At-Large will be elected each year in odd years, and up to two will be elected in even years.

4. Elected members of the Leadership Development (Nominating) Committee will serve for one year and may not serve the following year.

5. Newly elected Officers and Members At-Large will acquaint themselves with their new duties by coordinating with the outgoing Officers and Board Members At-Large during the month of June following their elections.

6. Any Officer or Board Member may be removed from office for cause with a two-thirds majority vote of the voting members of the Board.

7. In the event that the office of President becomes vacant, the President-Elect will automatically succeed to the Presidency for the unexpired term and will serve as President for the following term.

8. In the event of other vacancies, the Board may, at its discretion, schedule a special election to fill the vacancy. Otherwise, the vacancy may be filled by appointment by the President in consultation with the Board and the Leadership Development (Nominating) Committee. The election or appointment will be for the completion of the term of office.

9. No person shall serve in more than one Board position simultaneously.

## **ARTICLE VII. MINISTER**

1. The Church may operate as a lay-led Congregation or may call or contract with a Minister.

2. A Minister, having a Letter of Agreement with the Church and the Board, shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to Church Members. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express opinions outside the pulpit, but not to represent the Church without authorization from the Board. The Minister shall be an ex officio, non-voting member of the Church Board. The Minister may be asked not to attend a Board meeting or a portion of a meeting where the Board is dealing with an agenda item involving a personnel or sensitive matter. Other specific duties shall be negotiated between the Minister and the Board in a Letter of Agreement.

3. Calling or dismissing a Minister requires a Special Congregational meeting called for that purpose. Fifty percent of the Members eligible to vote will constitute a quorum. A vote to call a Minister will require a three-fourths majority of the quorum. A vote to dismiss will require a simple majority of the quorum.

4. The Board will act as the agent of the Church in the negotiation and implementation of the written Letter of Agreement with the Minister. This responsibility may be delegated by the Board to a Ministerial Search Committee, but the final approval requires a Board vote.

5. None of the above provisions shall apply to a Community Minister.

## **ARTICLE VIII. COMMITTEES AND MINISTRY TEAMS**

### Section 1. Committees of the Congregation

1. When there is a Minister as described in Article VII, the Committee on Ministry will consist of five members elected by the Congregation at the Annual Meeting. Members may not serve more than three years consecutively. In the event that a member can no longer serve, the Board will name an acting member who will serve until the next Annual Meeting.

This committee will select its own chairperson. The Committee on Ministry will work to aid communication and to improve and strengthen relations between the Minister and the Congregation.

2. The Leadership Development (Nominating) Committee will consist of the Past President or other person so designated by the Board, the Membership Ministry Team Leader, or other designee from the Membership Team, and two Church Members elected annually by the Congregation. The Past President will serve as Chairperson. In the absence of the Past President, the committee will select its own chairperson. No elected member will have served on the Leadership Development (Nominating) Committee the previous year. The committee will assist

the President in appointing chairpersons and in filling any vacated office. This committee will also seek to identify potential leaders from the Membership and encourage the development of this potential.

3. Meetings of the Leadership Development (Nominating) Committee and Committee on Ministry may be closed by the Chairperson to protect confidentiality.

#### Section 2. Ministry Teams and Ad Hoc Committees of the Board

1. The President will appoint all Ministry Team leaders and Ad Hoc Committee chairpersons. Chairpersons of Ad Hoc Committees and Ministry Team leaders may be requested to attend meetings of the Board in order to present information and make recommendations. The President and Minister will be ex-officio members of all Ministry Teams and Board Ad Hoc Committees except as noted in Article VI, Section 4.

2. Ministry Teams will be identified and provided duties in the Board's Policies and Procedures. Under the direction of the President, Ministry Teams, in addition to their specialized duties, are to aid and make recommendations to the Board.

3. Ad Hoc Committees may be appointed by the President as required, but will cease to exist on discharge of their duties.

#### **ARTICLE IX. FISCAL YEAR**

The Church Year and the Fiscal Year will begin the first day of July and end the last day of June.

#### **ARTICLE X. CHARITABLE TRUST**

The Unitarian Universalist Church of Pensacola Charitable Trust is an independent entity. The purpose of the Trust is to receive, invest, and administer private bequests, gifts, and other financial support on behalf of the Church. Members of the Trust will be selected by the Trust in accordance with the Declaration of Trust (bylaws) and the Trust Policies and Procedures.

#### **ARTICLE XI. AMENDMENTS**

These Bylaws may be amended or repealed at any Congregational meeting of the Church by a two-thirds vote of a quorum of voting Members (as defined in Article V, Section 1 of these Bylaws), provided adequate notice of the proposed changes has been made known to the Membership 30 days prior to the meeting.