

FLORIDA DISTRICT UUA BYLAWS
(As revised March 23, 2012)

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ARTICLE I -- NAME

The name of this organization is the Florida District of the Unitarian Universalist Association.

ARTICLE II -- PURPOSE

The purpose of this organization shall be:

- (a) the fiduciary to our member congregations regarding the funds of the Florida District
- (b) the conduit between and with our member congregations regarding service to and with our Unitarian Universalist faith
- (c) ensuring the covenant between our District Executive and the UUA Director of Congregational Life regarding services to our district
- (d) develop mechanisms and opportunities to engage the creative and collaborative energies of Unitarian Universalists in Florida
- (e) continue our growing and collaborative relationships with the District Boards in the Southern Region
- (f) support the Unitarian Universalist Association and assist in formulating and implementing its policies and programs

ARTICLE III -- MEMBERSHIP AND REPRESENTATION

SECTION 1 - COMPOSITION: Membership shall be comprised of congregations within the Florida District which are members of the Unitarian Universalist Association and which indicate their wishes to assume the privileges and responsibilities of membership in this District.

SECTION 2 - VOTING DELEGATES AT DISTRICT MEETINGS: Each member congregation in good standing shall be entitled to three (3) voting delegates and any member congregation with membership of more than fifty (50) persons shall be entitled to one (1) additional delegate for each additional one hundred (100) members, or fraction thereof, to a maximum of eight (8). Each minister professionally serving a congregation shall be entitled, if he or she so chooses, to be one of the voting delegates for that congregation.

SECTION 3 - GOOD STANDING: In order to maintain good standing, a congregation must have made contributions to the UUA Annual Program Fund and to the Florida District for the fiscal year ending the preceding June 30. Only delegates from congregations which are in good standing shall have the right to participate in meetings of this District.

ARTICLE IV -- THE BOARD OF TRUSTEES

SECTION 1 - COMPOSITION OF BOARD: All Members of the Board of Trustees are committed Unitarian Universalists, who are deeply thoughtful about our faith and who we are; who can commit the time to be visionary with respect to serving Unitarian Universalists in our district, both in our congregations and those who may not be integrated into congregational life. The Board serves existing and future Unitarian Universalists, is committed to growing our faith, and increasing our engagement with our world at large. As Unitarian Universalists it is our commitment to be part of the conversation and to enable the work of healing the deep wounds in our communities, country, and world. The Board of Trustees shall consist of a President, a Vice President, a Secretary, a Treasurer, a Trustee and the District Executive Ex-Officio without vote.

SECTION 2 - DUTIES OF THE BOARD OF TRUSTEES

(a) PRESIDENT:

The President shall:

- (1) Exercise general supervision over the activities and programs of the District.
- (2) Preside at all meetings of the District and of the Board of Trustees.
- (3) In consultation with the Board, appoint all committee chairs not otherwise chosen.

(b) VICE PRESIDENT:

The Vice President shall:

- (1) In the absence or inability of the President to serve, be vested with the powers of the President and perform those duties. In the event of the death, resignation or permanent inability of the President to serve, the Vice President shall assume the office of President.
- (2) Perform such other duties as the President and the Board may assign.

(c) SECRETARY:

The Secretary shall:

- (1) Keep minutes of all meetings of the District and of the Board of Trustees, and send copies of minutes to the appropriate member groups and individuals.
- (2) Provide all required notices of the meetings of this organization.

(d) TREASURER:

The Treasurer shall:

- (1) Monitor the District financial transactions to ensure that they:
 - a. Serve the purposes of the District.
 - b. Are in accordance with accepted accounting practices.
- (2) Sign and submit required tax and/or other legal documents.

(e) TRUSTEE

The Trustee shall:

- (1) Be in service to Unitarian Universalists throughout the Florida District.

SECTION 3 - ELECTIONS: All District-wide elections shall be held at the Annual Meeting each year. All newly elected officers and directors elected-at-large shall assume office at the close of the Annual Meeting at which elected, except for the Treasurer who shall assume office at the beginning of the next fiscal year.

SECTION 4 VACANCIES: If any Board member vacates the position before completing the term, a replacement is to be elected at the next Annual Meeting. As needed, the Board may waive timelines for nominations in order to nominate such replacements.

SECTION 5 - TERMS OF OFFICE: The term of office shall be three (3) years. Service on the Board of Directors will be limited to the greater of two (2) consecutive terms or a maximum of eight (8) consecutive years. Individuals who have served the limit will be eligible for re-election after being out of office at least one (1) year.

SECTION 6 - NOMINATION OF OFFICERS AND TRUSTEES: The Leadership Development Committee shall nominate the positions for the Board of Trustees. The Committee shall make every effort to insure that the Board is composed of members who are broadly representative of the Florida District. No congregation may have more than one (1) member serving on the Board at one time. Each candidate shall be a resident of the Florida District and a member or minister of a member congregation in good standing or the Church of the Larger Fellowship. Youth, age 14 - 18 as of April 1 of the year of their election, may serve on the Board.

SECTION 7 - BOARD MEETINGS: Meetings of the Board of Trustees shall be held not less than twice a year. Special meetings may be called by the President or upon the request of three (3) members of the Board. Notices shall be sent to members at least ten (10) days before the time of the meeting. A quorum shall consist of fifty percent (50%) plus one (1) of the current Board membership. A report of the actions of the Board shall be submitted to all member congregations and to the District Annual Meeting.

SECTION 8 - GENERAL AUTHORITY OF THE BOARD: The general direction of the affairs of this organization and the general authority necessary to exercise such direction, together with the authority to adopt all measures necessary for promoting the interests of this organization, shall be vested in the Board of Trustees, subject to annual review by the delegates of the member congregations. The Board is authorized to fill any Board or Leadership Development Committee Member vacancy (except that of the President) until the next Annual Meeting when an unexpired term can be filled by election.

SECTION 9 - PRIMARY FUNCTION OF THE BOARD: The primary function of the Board is the making of policy and plans. The Board is hereby empowered to determine its own procedures in order to expedite routine business so that proper attention can be given to policy and planning.

SECTION 10 – TRANSITION: The transition to the revised Board Structure shall be as described below. The existing Board of Directors shall be dissolved upon election of the new Board of Trustees as described in these amended bylaws. The initial Board of Trustees shall be nominated by the Nominating Committee according to the following terms of office.

President – Two (2) years, to 2014

Vice President – Two (2) years to 2012

Secretary – Three (3) years to 2015

Treasurer – Three (3) years to 2015

Trustee – One – (1) year to 2013

This transition paragraph shall expire as of June 30, 2012 and shall be removed from these amended bylaws at that time.

ARTICLE V -- DISTRICT MEETINGS

SECTION 1 - ANNUAL MEETING: The Annual Meeting of this organization shall be held at a place within the Florida District.

SECTION 2 - SPECIAL MEETINGS: Special meetings of the District may be called by the Board of Trustees and shall be called at the written request of five (5) or more member congregations. At any such meeting, consideration may be given only to business for which the meeting has been called as stated in the notice of the meeting.

SECTION 3- NOTICE OF MEETINGS: The Secretary shall provide notice of any meeting of delegates by depositing the same in the United States mail, regular first-class postage prepaid, not less than twenty-one (21) days before the date of the meeting, with a separate copy of the notice to be addressed to the minister and the Board Chair or President of each member congregation. In lieu of U.S. mail, notices which are emailed and for which confirmation of receipt is provided shall be considered in compliance with this section.

SECTION 4 - VOTING ENTITLEMENT: At all meetings of the District, those entitled to vote shall be the Board members of this organization and the delegates from each congregation in good standing.

SECTION 5 - QUORUM: At meetings of the District, a quorum shall require at least thirty (30) delegates representing at least ten (10) separate member congregations. In determining a quorum, Board members of the District shall be counted as delegates and as representing the congregation of which the Board member is a member.

SECTION 6 - PRIVILEGE OF THE FLOOR: At the discretion of the Chair, the privilege of the floor shall be extended to those in attendance who are not voting delegates.

SECTION 7 - ACTION TAKEN: Action taken at the Annual Meeting of the District shall constitute the final authority in all policy matters and shall constitute general direction to the Board on budgetary matters. A majority vote of those present and voting shall decide all substantive questions presented at meetings of the District, except as otherwise provided herein.

ARTICLE VI -- COMMITTEES AND APPOINTMENTS

SECTION 1 - APPOINTMENT OF COMMITTEE CHAIRS: The Board of Trustees shall recommend to the President the appointment of committee chairs for such periods as they may deem appropriate and shall specify the duties of each committee at the time of appointment.

SECTION 2 - COMMITTEE REPORTS: Each committee shall make a written report to the Board of Trustees for inclusion in the Annual Report to delegates.

SECTION 3 – LEADERSHIP DEVELOPMENT COMMITTEE:

- (a) The Leadership Development Committee shall consist of six (6) persons who shall serve for three (3) years each, of which one member shall be a Youth age 14 – 18 and one member shall be a Young Adult age 19 - 30. The ages of the Youth and the Young Adult shall be as of April 1 of the year of their election. Efforts should be made to have at least one (1) member who has served on the District Board and to have members on the Committee who are broadly representative of the Florida District.
- (b) The Leadership Development Committee shall nominate candidates to serve on the Leadership Development Committee. The number of members to be elected each year is the number needed to bring the membership up to six (6). If any member vacates the position before completing the term, a replacement is to be elected at the next Annual Meeting to complete said term. No member may serve more than five (5) years in succession. All candidates for Leadership Development Committee shall be active members or ministers of member congregations in good standing or the Church of the Larger Fellowship. Ministers who serve on the Leadership Development Committee must be Fellowshiped by the UUA and Religious Education professionals must be UUA credentialed.
- (c) The Leadership Development Committee shall nominate candidates to serve on the District Board of Trustees. No Committee member is eligible to be nominated by the Committee for any District Board position.
- (d) The Committee shall present at least one (1) nomination for each position to be filled. No person shall be nominated by the Committee or from the floor at the Annual Meeting without the nominee's consent. It is recommended that the report of the Committee include biographical material for each nominee. The report shall be submitted to the Board of Trustees at least sixty (60) days before the Annual Meeting and copies shall be included in the Notice of the Annual Meeting.
- (e) ALL MEMBERS OF THE LEADERSHIP DEVELOPMENT COMMITTEE ARE: Committed Unitarian Universalists, who are deeply thoughtful about our faith and who we are; who can commit the time to be visionary with respect to serving Unitarian Universalists in our district, both in our congregations and those who may not be integrated into congregational life. The purpose of the Committee is to actively support leadership development in the Florida District, to identify emerging Unitarian Universalist leaders of all ages, and to encourage them to be in service to our faith.
- (f) The transition to the revised Leadership Development Committee shall be as described below. The existing Nominating Committee shall be dissolved upon election of the new Leadership Development Committee as described in these amended bylaws. The initial Leadership Development Committee shall be nominated by the Nominating Committee according to the following terms of office.

- Member – Three (3) years to 2015
- Member – Three (3) years to 2015
- Member – Two (2) years, to 2014
- Member – Two (2) years to 2012
- Member – One (1) year to 2013
- Member – One (1) year to 2013

This transition paragraph shall expire as of June 30, 2012 and shall be removed from these amended bylaws at that time.

SECTION 4 - COMMITTEE ON CREDENTIALS: There shall be a Committee on Credentials composed of at least three (3) members, to be appointed by the Board of Trustees before the Annual Meeting. It shall be responsible for determining the credentials for voting members and the supervision of elections and balloting procedures at the Annual and Special Meetings of the District and shall make such reports to each meeting as the delegates or the Secretary shall direct. In order to be recognized as a voting delegate, a representative must be certified as a delegate or an alternate by the congregation being represented. Proxy voting will not be honored. The certification should be in writing over the signature of an officer of the congregation. However, the Committee on Credentials shall have the authority to use other reasonable criteria in determining credentials.

SECTION 5 – OTHER COMMITTEES: The Board may establish other Committees to do work of the Florida District.

ARTICLE VII -- ADMINISTRATION

The Board of Trustees shall enter into a covenant with the UUA regarding employment of staff and ensuring that services are provided to Florida District congregations. The staff shall work in concert with the Board of Trustees.

ARTICLE VIII -- GENERAL PROVISIONS

SECTION 1 - FISCAL YEAR: The fiscal year of this organization shall be from July 1 through June 30.

SECTION 2 - RULES GOVERNING MEETING BUSINESS: The business of each District Meeting shall be conducted in accordance with these By-Laws and the latest edition of *Roberts Rules of Order*.

SECTION 3 - BUDGET: The annual budget of this organization shall be supported by its member congregations, together with such funds as may be secured from other sources. The "fair share" of member congregations shall be determined at the Annual Meeting preceding the fiscal year in which it is to be collected.

SECTION 4 - INCORPORATION: The Florida District of the UUA shall be incorporated under the laws of the State of Florida.

SECTION 5 - WAIVER OF NOTICE: Any notice required by these By-Laws shall be deemed sufficiently given if a Waiver of Notice is subsequently signed by a majority of the members of the group entitled to the notice.

ARTICLE IX -- RESOLUTIONS

To be presented for adoption at a meeting of the District, a resolution must have been furnished in writing to each member congregation at least twenty-one (21) days before the meeting. This rule may be waived by the favorable vote of three-fourths (3/4) of the delegates present at any meeting of the membership.

ARTICLE X -- AMENDMENTS

These by-laws may be amended by the favorable vote of three-fourths (3/4) of the delegates present and voting at any Annual or Special Meeting, provided a copy of the proposed amendment has been mailed to the member congregations with the call of the meeting. Proposed amendments may originate with the By-laws Committee, the District Board or by petition of at least five member congregations. Additional amendments to the by-laws shall not be acted upon at the meeting.

ARTICLE XI -- DISSOLUTION

In the event of dissolution of this organization, all of its assets shall be vested in the UUA.