



Buckman Bridge Unitarian Universalist Church

8447 Manresa Avenue
Jacksonville, FL 32244

P.O. Box 844
Orange Park, FL 32067

Phone: (904) 276-3739
www.BBUUC.org

January 30, 2020

To: **All BBUUC Members**

From: **Your Board**

Subject: **Preparatory Materials for the February 9, 2020 Special Meeting**

This special meeting of the membership has been called to discuss and vote on amendments to our bylaws. Some of the proposed changes will affect the annual meeting. Also, by dealing with the bylaws at a special meeting, we won't need to do so at the annual meeting. We also will be voting on last year's annual meeting minutes.

Operating our church is the business of its Members, one and all, so we hope everyone will make efforts to be there (bylaw changes require a 40% turnout). Childcare will also be provided during the meeting.

Included you will find several items that require your attention prior to the meeting:

- 1. BBUUC Proxy voting policy**
- 2. The Special Meeting Agenda.**
- 3. Minutes from the 2018-19 Annual Meeting** submitted for approval.
- 4. The Proposed Bylaws Changes** from your Bylaws Task Force and approved by the Board.

We hope to see all of you at our gathering after the service on February 9.

BBUUC Proxy voting policy

This policy must be followed for all proxies used at BBUUC meetings of the membership.

1. No individual may vote more than 3 proxies at any meeting.
2. Proxies must be submitted in one of the following ways:
 - a. By email, sent to proxy@bbuuc.org
 - b. In writing, mailed to P.O. Box 844, Orange Park, FL 32067
 - c. In writing, deposited in the designated collection box that will be available in the sanctuary or office
 - d. By calling (904) 276-3739 and leaving a message or talking to the Office Assistant.
3. Proxies must be received 3 days in advance.
4. Proxies count toward quorum.
5. Proxies must indicate
 - a. Name of member that is unable to attend.
 - b. Name of member that will vote the proxy.
6. Proxies are only valid for a single meeting.
7. A list of members voting by proxy and the member holding their vote will be made public during the meeting.
8. A voting card will be given for each proxy to the holder.
9. The proxy holder can vote any way they want.

Approved by the Board on January 21, 2020

Special Meeting Agenda

February 9, 2020 • After the Service

1. Call to Order
2. Establish Quorum
3. Approval of Minutes from 2018-19 Annual Meeting
4. Presentation of Bylaws changes
 - a. Action on Bylaws changes
5. Words from the President
6. Words from the Floor
7. Adjourn

Minutes of the Annual Meeting for Fiscal Year 2018-2019

BBUUC Annual Meeting held on May 19, 2019

1. The meeting was called to order at 12:15pm by the President, Grace Repass.
2. Kris Kines was appointed parliamentarian by the Board.
3. The total number of members in attendance was 79. This was above the 40% quorum requirement of 63 since total membership is 157.
4. Minutes from last year's annual meeting were presented, there were no corrections. Kris made a motion to approve that was seconded by Madeline Sims. There was 1 no and zero abstentions, so the motion passed.
5. Minutes from the congregational meeting held on April 28th were presented, there were no corrections. Viqui Hilliard made the motion and Manny Andrade seconded. It passed with 1 abstention.
6. The President's report was presented.
7. The chair introduced David Christenson to present bylaw changes.
8. Articles that don't need discussion will be approved in single vote.
 - a. Straw poll was taken to find out which articles could be approved without discussion. The only articles that members wanted to discuss were: Articles V Membership, VIII Leadership Development Committee, Article IX Nominations and Elections, Article X Meeting of the Membership, and Article XV Minister.
 - b. David made motion to approve the table of contents and articles I,II,III,IV,VI,VII,XI,XII,XIII,XIV,XVI,XVII (1, 2, 3, 4, 6, 7, 11, 12, 13, 14, 16, 17) (new numbering) as written in the Annual Report. Seconded by John Giordano. Motion passed.
9. Quorum
 - a. David made motion to add to Article X, Section 4. Quorum the sentence "At the annual meeting the Bylaws do not need the increased quorum but still need a 4/5 majority to approve." Seconded by Linda.
 - b. The motion passed.
10. Proxies
 - a. David made a motion to change Section 5. Voting in Article X Meetings of the Membership to the following:
 - i. Proxy votes shall be available only to Members who cannot attend a given meeting for reasons of incapacitation, travel or work. All proxies must be submitted using the Board approved procedure included with the meeting notice. A simple majority of Members present, and proxy votes may decide any question except as noted in Section 4 above.
 - b. The first attempt was inconclusive because the count was close. Pam Edwards-Roine called for a separation of the house.
 - c. After separating the house, the vote was 65 ayes and 13 nays. Since attendance was 79, 64 ayes were needed to pass, so the motion passed.
11. Membership section:
 - a. Change minimum age to 16
 - i. David made a motion to change the minimum age for membership from 18 to 16. Seconded by Kirsten Williams. The ayes were not counted, there were 5 nays and 6 abstentions, so the motion passed.

Minutes of the Annual Meeting for Fiscal Year 2018-2019

12. Board approval of reinstating or transferring members.
 - a. There was discussion about returning members needing Board approval. Molly Brady made a motion to delete the sentence "If the individual is reinstating membership, approval by the Board is required in advance." from the membership article of the Bylaws. Seconded by Alice Fletcher.
 - b. Molly then rescinded it and made another motion to approve proposed Article V Membership, Section 2 Member Requirements and delete the sentence "If the individual is reinstating membership, approval by the Board is required in advance."
 - c. Linda Crawford asked if this would take away the discretion of the Board. Pam said it would.
 - d. Molly then withdrew her motion.
13. Revoking Membership
 - a. David made a motion to add to the Bylaws in the membership article, "Section 6. Revoking Membership. The Board of Directors, after following approved policy, may revoke membership for violations of the BBUUC Covenant of Right Relationship. At least 5 Board members must vote in favor of revoking membership." Seconded by Manny Andrade.
 - b. Linda Mowers said that one of the things we need to do next year is to develop a healthy congregation team.
 - c. Carole said right relations process should be put in place before adding this to the bylaws.
 - d. The motion was defeated since only 56 members voted aye, which is 70% instead of the needed 80%.
14. David made a motion to approve the proposed article V Membership as written, but with the minimum age changed to 16 and without section 6. Seconded by Dale Crawford.
15. The vote did not take place; the President tabled the Bylaws for this meeting.
16. The elections.
 - a. The election process was explained by Jasmine Turner, a member of Leadership Development committee
 - b. Kris Kines was elected President unopposed
 - c. John Wrightington was elected vice-president unopposed
 - d. Secretary
 - i. Eileen Morrison was nominated by the Leadership Development committee
 - ii. Molly Brady nominated Carole Hawkins
 - iii. Carole Hawkins spoke
 - iv. Mark Yount spoke on process
 - v. Kris clarified process
 - vi. Eileen spoke
 - vii. Jasmine explained voting by paper ballots
 - e. While members voted, the elections continued
 - f. Pam Richards was elected Treasurer unopposed.
 - g. Annabelle Gallois-Bernos and Job Meiller were nominated by the Leadership Development committee for Trustee.

Minutes of the Annual Meeting for Fiscal Year 2018-2019

- h. Secretary results: Eileen Morrison got 53, Carole Hawkins got 17, there was one abstention.
 - i. Linda Crawford, John Giordano and Mark Yount were nominated for Leadership Development committee. They were elected.
- 17. Treasurer's Report by Pam Richards
- 18. Kris Kines announced that Job will be the 2-year trustee. A vote was taken, and Annabelle was elected to the 1-year trustee position.
- 19. Finance Chair, Peg Christenson, presented the Budget. The budget was approved without discussion.
- 20. Words from the floor
 - a. President elect, Kris Kines, spoke.
 - b. Pam Richards spoke
 - c. Joann Carollo spoke
- 21. Meeting was adjourned at 3:04

Proposed new article: Article VIII. LEADERSHIP DEVELOPMENT

Article VIII. LEADERSHIP DEVELOPMENT

Section 1. Composition

Leadership Development shall consist of three (3) BBUUC members elected by the members of the congregation at the Annual Meeting.

Section 2. Powers and Duties

- Nurture the long-term health and vitality of the congregation's leadership pool.
- Identify potential leaders.
- Provide training for current and potential leaders.
- If requested by the Board, act as process observer at meetings or facilitate self-reviews of the Board or other groups.
- Identify support resources for leaders.
- Advise the Board in recruiting or appointing committee, task force, or ministry chairs.
- Perform other duties as specified in these Bylaws.

Proposed change to Article IX. NOMINATIONS AND ELECTIONS

Article IX. NOMINATIONS AND ELECTIONS

Section 1. Elected office: Term length and limits

- President, Vice President and Secretary
 - are elected for a one (1) year term.
 - can only be elected to the same position two (2) consecutive times.
- Treasurer
 - is elected for one (1) year term.
 - has no term limits.
- Trustees
 - are elected for two (2) year terms except when 3 trustees are elected at the same annual meeting. In that case, one of the 3 will be selected using Board procedure, to have a one-year term.
 - can only be elected two (2) consecutive times.
 - If a trustee will not serve the second year of their term, their term will be truncated to a single year.
- Leadership Development Committee
 - are elected for two (2) year terms except when three (3) committee members are elected at the same annual meeting. In that case, one of the three (3) will be selected using Board procedure, to have a one (1) year term.
 - can only be elected two (2) consecutive times.
 - If a committee member will not serve the second year of their term, their term will be truncated to a single year.
- Only Members who are not employees of BBUUC shall hold elected office.
- A Person must be a member for at least a year to run for an elected office.
- Board members shall not be related by blood, marriage, or domestic partnership.
- Terms will begin at the start of the fiscal year (July 1st).

Section 2. Election Preparation

- The Leadership Development committee will solicit members to run for office.
- Nominees must be Members, be notified in advance, and consent to having their names placed into nomination.
- In order to be nominated, a member must have one of the following:
 - Support of the Leadership Development committee
 - Signatures of ten (10) members submitted to the Board at least four (4) days before the annual meeting.
- The list of candidates that are known thirty (30) days prior, must be submitted in writing to the congregation at least ten (10) days prior to the Annual Meeting.

Section 3. Holding Elections

- Elections are held at the annual meeting in May.
- The Leadership Development Committee shall place the names in nomination.

Proposed change to Article IX. NOMINATIONS AND ELECTIONS

- Floor nominations are only allowed for Board officer positions if no one has been nominated for that position before the meeting.
- Floor nominations are only allowed for Trustee or Leadership Development positions if there are unfilled positions after the nominated members are elected.
- If an election is uncontested, the candidate shall be elected by acclamation.
- Contested elections will be voted by secret ballot. The member with majority of the votes wins. If a runoff election is required, Board election procedures will be followed.
- The Board shall approve a procedure, compatible with these Bylaws, that will specify other details of elections.

Section 4. Vacancy in Elected Office

- If the office of President becomes vacant, the Vice President shall assume the office of President.
- If the office of Treasurer becomes vacant, the Finance Chair shall assume the office of Treasurer.
- If any other elected office becomes vacant, the Board will appoint a Member to that position to serve until the end of the current fiscal year.
- A partial term does not count for term limits.

Proposed change to Article X.MEETINGS OF THE MEMBERSHIP

Article X. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

The Annual Meeting shall be held in May at a place and time designated by the Board of Directors. At the Annual Meeting the officers, Leadership Development Committee, and Trustees as required shall be elected, and the annual financial report and other committee reports for the current year shall be presented. The budget for the following fiscal year shall be voted on. Action at the Annual Meeting shall be limited to matters stated in the Notice for that meeting.

Section 2. Special Meetings

Special meetings of the membership may be called by the Board of Directors. When requested by petition signed by a minimum of twenty-five (25) percent of the Members of the Church, a special meeting must be called within four (4) weeks by the Board of Directors upon receipt of such petition. Action at any special meeting shall be limited to matters stated in the notice of such meeting.

Section 3. Notice

Written notice of Annual and special meetings of the Church stating the time, place and agenda of the meeting shall be mailed to the Members not less than ten (10) days prior to the meeting.

Section 4. Quorum

Twenty-five (25) percent of the Members qualified to vote shall constitute a quorum for all matters except:

- Amending the Bylaws.
- Articles of Incorporation.
- Approving the purchase of land or a building.
- Calling of a Minister.

The quorum for these exceptions shall be forty percent (40%) of Members qualified to vote. At the annual meeting the Bylaws do not need the increased quorum.

Section 5. Voting

- Proxy votes shall be available only to Members who cannot attend a given meeting for reasons of incapacitation, travel or work. Proxy votes count toward quorum.
- All proxies must be submitted using the Board approved procedure included with the meeting notice.
- A simple majority vote may decide any motion except when a supermajority is required. A simple majority is when there are more yea votes than nay votes.
- A supermajority is when the number of yea votes is equal to or greater than 4 times the number of nay votes.
- A supermajority is required for changes to these Bylaws and any matter that requires the forty percent (40%) quorum, as specified in the previous section.
- Abstentions don't count as a vote but can be used to ensure quorum is still met.

Section 6. Procedure

Except as provided herein and in the Articles of Incorporation, Robert's Rules of Order shall govern all matters of parliamentary procedure. The Board will appoint a Parliamentarian.

Proposed change to Article XV. MINISTER

Article XV. MINISTER

Section 1. Called Minister

- a. **The Role of the Minister:** The Minister shall be responsible with the Members for the guiding of worship and the spiritual interests within the Church. The Minister shall have freedom of the pulpit as well as freedom to express their own opinion outside the pulpit.
- b. **Calling of a Minister:** The Minister shall be called upon recommendation of a Ministerial Search Committee by a supermajority of the Members at any meeting whose notice specifies this vote.
- c. **Dismissal:** The Minister may be dismissed by a simple majority vote of the Members at any meeting whose notice specifies this vote.

Section 2. Acting Minister (such as an interim, contract or developmental minister)

An Acting Minister may be selected with the approval of the Board of Directors and approval of a majority of Members at any Congregational Meeting. This arrangement may be extended or terminated by a majority vote of the Board of Directors and a majority vote of the Members at any Congregational Meeting, or by resignation of the Acting Minister.

Proposed change to Article XVI. AMENDMENTS

Article XVI. AMENDMENTS

The Articles of Incorporation or these Bylaws, so far as allowed by Law, may be amended or repealed at any regular or special meeting of the Church whose meeting notice specified that action. Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by ten (10) Members. Notice of the meeting shall contain in full the proposed change and shall be mailed to each Member not less than ten (10) days prior to the meeting. Further changes to any Bylaws' Article under consideration may be proposed and acted upon at any such meeting. No Article of these Bylaws may be changed unless a change to that Article is proposed in the meeting's notice.