

**Bylaws of  
Metropolitan Community Church – Key West**

**Article I – Name**

The name of this church shall be Metropolitan Community Church Key West, Inc., also known as MCC Key West.

**Article II – Affiliation**

This church is a member congregation of the Universal Fellowship of Metropolitan Community Churches (UFMCC); ascribes to the government, doctrine, vision, mission, and values of UFMCC; and agrees to abide by the UFMCC Bylaws and decisions made by General Conference. Metropolitan Community Church Key West, Inc. is incorporated as a Not for Profit Corporation under the Laws of the State Of Florida.

A. Successor Corporation - The Universal Fellowship of Metropolitan Community Churches is the not-for-profit organization designated to receive the church's property in the event of dissolution or abandonment of the church or disaffiliation from the UFMCC, in accordance with UFMCC Bylaws.

B. Disaffiliation – A decision to disaffiliate from the UFMCC shall require a two-thirds (2/3) vote of the Members present at a Congregational Meeting called for the purpose of disaffiliating and shall be decided in accordance with UFMCC Bylaws.

**Article III – Purpose**

The purpose of this church is Christian fellowship, worship, witness, and service, borne in the cooperation, program development, and implementation of UFMCC and local church Bylaws, Standard Operating Procedures, and Policies.

**Article IV – Members and Friends**

A. Criteria for Membership – Any person who is a baptized Christian, has made a profession of faith or who professes the values and upholds the mission of MCC Key West, who has also completed a membership class or is (or was) an Active Member of another MCC church and submits a letter of transfer or other verification of membership from that church (when possible), may become an Active Member of MCC Key West by participating in the Rite of Membership. The Rite of Membership shall be administered within the context of a regular public MCC Key West worship service. An Active Member is any Member who has registered his/her regular attendance, provided financial support, made a committed service contribution, as able, and demonstrated interest in and loyalty to MCC Key West.

1. Membership List – The list of Active Members shall be maintained by the Clerk, who shall report changes monthly to the Board of Directors.

2. Membership Review – The Board of Directors shall review the Membership List at least once per year prior to the Congregational Meeting.

B. Friends of the Church – A person who, for one reason or another, feels unable to become a Member but who supports the goals of the church and wants to be a part of the work of the church may be designated as a “Friend of the Church.”

1. List of Friends of the Church – The list of Friends of the Church shall be maintained by the Clerk of the Board of Directors and/or the Church Administrator.
2. Limitations on Friends of the Church – Friends may serve on appointed committees and may participate in activities of the church. Friends may not vote at Congregational Meetings or serve on the Board of Directors. Friends shall not be considered in determining the number of Lay Delegates.

C. Discipline of Members and Friends – The church cannot condone disloyalty or unbecoming conduct on the part of any Member or Friend. The Board of Directors shall investigate the alleged conduct and is empowered to remove by majority vote any Member or Friend or take other disciplinary action as deemed appropriate by the Board of Directors, pursuant to Standard Operating Procedures (SOPs), Article IX. Discipline.

### **Article V – Congregational Meetings**

Government of the church is vested in its Congregational Meeting, which exerts the right to control of its affairs, subject to the provisions of the UFMCC Articles of Incorporation, Bylaws, or documents of legal organization, and the General Conference.

A. Time and Place – A Congregational Meeting shall be held annually. The time and place of the annual Congregational Meeting shall be determined by the Board of Directors.

B. The Board of Directors shall ensure that Members are notified in writing or via email at least two (2) weeks in advance of the scheduled meeting as specified in the SOPs. An announcement of the meeting shall be posted on the public notice board at MCC Key West.

C. Voting Rights – Each Active Member has the right to vote. Members must be present to register their vote at Congregational Meetings.

D. Votes Required for Approval – Decisions, including elections, requires approval by a vote of more than fifty percent (50%) of those Members present and voting, unless otherwise required by UFMCC Bylaws or otherwise stated in these local church Bylaws

E. Quorum – In order to transact business, no less than thirty percent (30%) of the Active Members must be present.

F. Agenda – The agenda for Congregational Meetings shall be determined by the Board of Directors. The agenda shall include, but not be limited to, election of members to the Board, election of Lay Delegates in the appropriate year, presentation of financial report, approval of budget, and receiving reports and other relevant reports as appropriate from the Board of Directors, Lay Delegate and the Pastor. A draft of the proposed agenda shall be posted no later than fourteen (14) days prior to the date of the scheduled meeting. Members may request the Board of Directors to add agenda items by submitting additional agenda items to the Clerk no later than one (1) week prior to the meeting.

G. Elections – All votes for positions shall be taken by secret ballot. Votes of affirmation from the floor are not permitted. Procedures for nominations, including the necessary forms, and special qualifications for office shall be provided for by SOP.

H. Special Congregational Meetings – In addition to the annual Congregational Meeting, special Congregational Meetings may also be held. Special Congregational Meetings are governed by the same rules as those herein pertaining to the Annual Congregational Meeting (Article II, Sections B, C, D, and E).

#### **Article VI – Local Church Administrative Body**

A. Name – The local church administrative body shall be the Board of Directors, which is authorized to provide administrative leadership for MCC Key West.

B. Board Responsibilities – The Board of Directors shall be responsible for providing the church with a set of Bylaws, which are subject to approval by Congregational Meeting, and submitting the approved Bylaws to the Elder serving the Region, also subject to his/her approval. The Board of Directors may from time to time create and approve Standing Operating Procedures (SOPs). The SOPs shall provide additional guidance on the day to day operation of MCC Key West. The Clerk of the Board shall maintain a copy of all SOPs adopted by the Board of Directors. The Board of Directors shall have charge of all matters pertaining to the documents of legal organization and incorporation, church property, risk management, and physical and financial affairs of the church. The Board of Directors shall be responsible for collecting and disbursing funds, keeping adequate church records, and making timely reports to the Congregation and UFMCC. The Board of Directors is also responsible for filing the Annual Report with the Secretary of State.

C. Board Eligibility – Members of the Board of Directors must be Active Members of MCC Key West and shall have been Active Members for at least six (6) months.

D. Board Composition – There shall be seven (7) members; including the Pastor who shall serve as Moderator; Vice Moderator; Clerk; Treasurer and three (3) Members at Large. There shall also be up to two (2) Alternate Board Members to fill vacancies left by Seasonal Board Members. Due to the nature of seasonal residence in Key West, or in the event of any Member's extended absence, the Congregation shall elect two (2) Alternate Board Members to replace elected Board Members when the elected

Board Members are seasonal residents of Key West or are absent for any substantial period of time, as determined by the SOPs, Article \_\_, Section \_\_. Alternate Board Members shall serve only in the extended absence of a Seasonal Board Member, and must fulfill the same eligibility requirements heretofore mentioned in the above Section C. Board Eligibility, and as proscribed by the SOPs, Article \_\_, Section \_\_. Seasonal Board Members or Board Members who are absent for an extended period of time and their respective replacement Alternate Board Members may not serve concurrently.

E. Term of Office of Board Members – The term of office for members of the Board of Directors, except the Pastor, shall be two-year staggered terms, with half being elected at each annual Congregational Meeting.

F. Meetings – The Board of Directors shall meet at least once a month. Except for executive sessions, meetings shall be open to the congregation and to the public to attend as Observers without vote.

1. Minutes – Minutes shall be available to Members of the church in draft form within two (2) weeks following the meeting, and available in final form immediately following their approval by the Board of Directors at the next meeting. Minutes shall include a record of those present and decisions made. A copy of the approved minutes shall become part of the permanent church records.
2. Financial Reports – Financial Reports will be available immediately following their acceptance by the Board of Directors.
3. Roberts Rules of Order – All Meetings will be conducted as provided for in UFMCC Bylaws, MCC Key West Bylaws and MCC Key West SOPs. If these do not provide sufficient guidance, Roberts Rules of Order as revised shall apply. Special Meetings may be called by the Pastor, Vice-Moderator, or a majority of the Members of the Board (in accordance with SOP Article VII, Congregational Meetings).

G. Quorum – No less than a majority of the members of the Board of Directors must be present in order to transact business

H. Official Officers – The official officers of the church are Moderator, Vice-Moderator, Clerk, Treasurer and three (3) Members-at-Large.

1. Election of Officers – The official officers, except for Moderator, shall be elected at the annual Congregational Meeting (as specified in the SOPs, Article IV. Board of Directors).
2. The term of office for officers, except for Moderator, shall be two (2) years, beginning immediately after the Congregational Meeting.

I. Vacancies – In the event of a vacancy on the Board of Directors, the Board may appoint one of two elected Alternate Board Members to fill the vacancy until the next Congregational Meeting, when an election shall be held to fill the unexpired term. The Alternate Board Member may elect to run for the vacant seat.

J. Limitation of Liability – No director or officer of the church shall be liable for:

1. Any act or failure to act by any other director or officer of the Church or by any employee of the Church;

2. Any loss arising from any fault in the title to any property acquired by the Church;

3. Any loss arising from any fault in any security in which the Church might invest, or from bankruptcy, insolvency, or wrongful act by any person to whom the Church might entrust any of its property; or

4. No director or officer of the church shall be liable for any loss due to error of judgment or oversight on his/her part, or for any other loss whatsoever occurring in the carrying out of the duties of his/her office, unless this loss arises from the director's or officer's own willful neglect or fraudulent or criminal actions. Florida Statutes Sections 607.0831 Liability of directors and 617.0834 Officers and directors of certain corporations and associations not for profit; immunity from civil liability, also limit the Liability of Officers and Directors.

L. Indemnity – The church shall protect every director and officer of the church against all costs arising in relation to his/her relations with the Church, unless they are occasioned by his/her own willful neglect or fraudulent or criminal actions. Florida Statutes Section 607.0850 Indemnification of officers, directors, employees, and agents, also provides for indemnity. (Please see Florida Statutes Sections 607.0850 which is appended to this document.)

## **Article VII – Pastor**

A. Role – The Pastor is the UFMCC clergy person with a license to practice who has been called by God and elected by the church to be responsible for the duties of teacher, preacher, and spiritual leader until such time that the relationship is terminated. The Pastor shall also fulfill such other roles and responsibilities as are stated in the UFMCC Bylaws (see Article IV, Section B. Ministry of the Clergy, of the UFMCC Bylaws) and the SOPs (Article III. Staff).

B. Termination of Relationship – The Pastor and congregation may choose at any time to terminate their relationship through mutual agreement. Unilateral failure to renew the Pastor's contract shall not constitute removal of the Pastor from office. No petition for removal of the Pastor based on irreconcilable differences is valid unless preceded by the process of conflict resolution, as referred to in Article VIII.

C. Deacons - At the Pastor's discretion, the Pastor may appoint Deacons subject to the approval of the Board of Directors.

D. Interim Pastoral Leader – In the event that a UFMCC clergy person is not available to serve as Pastor, the Board of Directors may request the Regional Elder to appoint an Interim Pastoral Leader, who shall be subject to a background check. The term of office of the Interim Pastoral Leader shall be one (1) year. If the Interim Pastoral Leader is a Member of MCC Key West, then the Interim Pastoral Leader shall have the authority to fulfill all of the roles and responsibilities of Pastor. If the Interim Pastoral Leader is not a Member of MCC Key West, then the Interim Pastoral Leader shall have the authority to fulfill all of the roles and responsibilities of Pastor, except that the Interim Pastoral Leader shall serve as Moderator of the Board of Directors and Congregational Meetings, with voice but no vote.

### **Article VIII – Conflict Resolution**

When there are conflicts or difficulty within the church that cannot be resolved, including conflicts between the Pastor and congregation; the Board of Directors, the Pastor, any Lay Delegate, or a petition signed by a minimum of thirty-three percent (33%) of the Active Members may invite intervention by the Regional Elder to resolve the conflict, in accordance with UFMCC Bylaws.

### **Article IX – Lay Delegate**

The church shall elect one (1) lay person for every one hundred (100) Members in good standing, or part thereof, to serve as Lay Delegate. The Lay Delegate shall be a Member in good standing of this church.

A. Election – The Lay Delegate(s) shall be elected at the next regular Congregational Meeting following each General Conference. A majority of the votes cast shall be required to elect.

B. Term of Office - The term of office of Lay Delegate shall be two (2) years. A Lay Delegate shall not be elected to more than three (3) consecutive terms.

C. Funding - To the best of its ability, the congregation shall fund the Lay Delegate's transportation, registration, and per diem at General and Regional Conferences.

D. Alternate Lay Delegate – The church shall elect one (1) Alternate Lay Delegate for each Lay Delegate elected. The election, term of office, and funding shall be the same as for Lay Delegate.

### **Article X – Adoption and Amendments**

A. Adoption – These Bylaws shall become effective immediately upon adoption by the Congregational Meeting pending approval by the Regional Elder. These Bylaws supersede all previous sets of Bylaws.

B. Amendments – These Bylaws may be amended or repealed at any duly convened Congregational Meeting. Proposed amendments or repeals shall be submitted in writing to the Board of Directors no later than thirty (30) days prior to the

Congregational Meeting the proposal is to be considered. Adoption of the amendment or the repeal shall require approval by a two-thirds (2/3) affirmative vote and is subject to approval by the Regional Elder. Amendments that are necessitated by amendments made to the UFMCC Bylaws shall not require approval by the congregation.

These Bylaws were adopted by the Congregation of Metropolitan Community Church Key West at a Special Congregational Meeting on November 22, 2009.

Attest:

Scott Fuhriman  
Clerk, Board of Directors  
MCC Key West