

# **Bylaws**

## **Unitarian Universalist Church, Midland, TX**

As amended October 20, 1968; April 27, 1979; January 20, 1980; October 29, 1980; February 15, 1981; April 29, 1984; April 28, 1985; May 18, 1986; October 9, 1989; May 20, 1990; May 17, 1992; May 23, 1993; October 22, 1996; May 3, 1998; May 16, 2000; October 22, 2000; November 19, 2003; May 23, 2004; November 12, 2005; February 11, 2006; May 18, 2008; November 16, 2014; November 15, 2020.

### **Article I Name**

The name of this corporation shall be the Unitarian Universalist Church of Midland (hereafter also referred to as UUCOM).

### **Article II Purpose**

We unite in the free quest of high values in religion and in life. Freedom shall be our method, reason our guide, fellowship our spirit, character our test, and service our aim in religion.

### **Article III Inclusive Clause**

We, the congregation of the Unitarian Universalist Church of Midland, strive to create a community that intentionally affirms and celebrates all. In accordance with the principles of Unitarian Universalism, we aim to foster a just, loving community in which people are free to be themselves fully and without fear, where no one is exiled, silenced, or exploited because of their sex, age, race, ethnicity, national origin, citizenship status, mental and physical differences and health, sexual and affectional orientation, gender identity and expression, religious belief and background, financial means, education, family structure, or political perspective. These inclusive beliefs and principles apply to all congregational activities and practices. They are the foundation of our decisions, including, but not limited to, our employment decisions, and the calling, installation, and retention of our Minister.

We strive to be a congregation that truly welcomes all persons and commits to structuring congregational and associational life in ways that empower and enhance everyone's participation. Systems of power, privilege, and oppression have traditionally created barriers for persons and groups of differing demographics and perspectives. We pledge to replace such barriers with ever-widening circles of unity, support, and mutual respect.

## **Article IV Membership**

### **Section 1:**

Voting members shall include all persons seventeen (17) years of age or older who subscribe to the purpose stated in Article II, satisfy the requirements prescribed by these bylaws, have signed the membership book in the presence of the Minister, or a member of the Board of Directors (hereafter also referred to as the Board), and who agree to make a regular recorded financial contribution to the Church. Under special consideration, services may be substituted for monetary contribution. A new member shall be eligible to vote on church business sixty (60) days after meeting the requirements for membership.

Any person, between the ages of fourteen and seventeen, shall be eligible for membership provided he/she has satisfactorily completed a membership preparation course conducted by the Minister or a layperson appointed by the Board.

### **Section 2:**

There shall be one class of membership: Active

Members shall be those who have joined the Church and who, in the judgment of the Board of Directors, have supported the Church and its purposes by attending or participating in church activities, or making a recorded contribution of time, treasure, or talent.

### **Section 3:**

The membership list shall be kept by the Secretary and reviewed by the Board within 30 days prior to the fall and spring meetings. The number of members shall constitute the official membership of the Church and shall be used to establish a quorum at congregational meetings, as defined in Article V, Section 5.

### **Section 4:**

An individual may, at any time, be removed from membership for the following reasons: (1) Such person has died, resigned, or failed to respond within sixty (60) days to a letter of inquiry from the Church as to whether such person wishes to continue their membership.

### **Section 5:**

While openness to a wide variety of individuals is one of the prime values held by our congregation and expressed in our church purposes and principles, we affirm the belief that our congregation must maintain a secure atmosphere where such openness can exist. When any person's physical and/or emotional well-being or freedom to safely express their beliefs or opinions is threatened, the source of this threat must be addressed. At such time, the UU Right Relations Policy will be followed.

## **Article V Meetings**

### **Section 1:**

All of the meetings of this corporation shall be held in the County of Midland, Texas, at such time and place as shall be fixed by the Board of Directors. Notice of time and place and agenda of business shall be sent by first class mail to members at least ten days before the Spring Meeting, the Fall Meeting, or any special meeting, or any of said meetings which shall have been adjourned to meet at a later date.

### **Section 2:**

Annual Meetings shall be held in the fall and spring of each year. The fiscal year shall begin July 1st of each year.

### **Section 3:**

The principal business of the Fall Meeting shall be the election of the Nominating Committee. The principal business of the Spring Meeting shall be the approval of the budget and election of the Board of Directors and the Investment Committee.

Action other than that on the published agenda may be taken except that notice is required for the calling or dismissal of the Minister, or the purchase or sale of real property, and for the amendment of bylaws.

### **Section 4:**

A special meeting of the church shall be called by the President on a majority vote of the Board of Directors or a petition of twenty-five percent of the members.

### **Section 5:**

A quorum of the congregation is required before a vote can be taken. Proxy voting is prohibited. Voting by mail shall be allowed only in calling or dismissal of a Minister. In all other instances a member must be present to be able to vote.

A quorum is hereby defined as twenty-five percent of official membership. The quorum may be established by physical presence or via telecommunication (phone or video conferencing).

## **Article VI Board of Directors and Investment Committee**

### **Section 1:**

The business, property, and affairs of the corporation not reserved for vote of the entire church membership nor specifically delegated to the Investment Committee shall be managed by the Board of Directors.

### **Section 2:**

The President, President-Elect, Secretary, Treasurer, and three At-Large Members shall constitute the Board of Directors. The Minister shall act as an ex-officio member of the Board.

### **Section 3:**

Five of the members of the Board of Directors shall constitute a quorum.

### **Section 4:**

Vacancies shall be filled by the Board of Directors and the person shall serve out the remainder of the term of office, or, if the person so desires, they shall serve until the next election.

### **Section 5:**

The Board of Directors shall hold regular meetings. Special meetings of the Board may be called at any time by the President.

### **Section 6:**

Each year the congregation shall elect a President-Elect, who will serve in that position for one year and succeed to the position of President the next year. The term of all other offices shall be two years. In even-numbered years the congregation shall elect the Secretary and two At-Large Members. In odd numbered years, the congregation shall elect the Treasurer, and one At-Large Member.

No member of the Board shall be eligible for election to more than two consecutive terms *in the same office*. No member of the Board of Directors shall serve for more than six consecutive years. After six consecutive years, the outgoing member shall not be elected or appointed for one year, except for extenuating circumstances.

### **Section 7:**

Checks, drafts, and orders for payment shall be signed by the Treasurer or in their absence by one other person designated by the Board. Any check, draft, or order for payment of money in excess of \$2000 shall require a countersignature by the President or President-elect.

### **Section 8:**

The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

In the case of a resolution passed by a congregational meeting approving a purchase, sale, loan, or other major financial or legal transaction, the Treasurer and President shall be responsible for executing the resolution and signing any legal documents on behalf of UUCOM, where needed. Other documents may require the signature(s) of a longtime member(s) whose name(s) appears on bank documents and in the Articles of Incorporation. The board shall review these names every five years.

### **Section 9:**

Any voting member of the Board of Directors, or any member of the Investment Committee, who does not carry out their duties or responsibilities and fails to resign, may, at the board's discretion, be removed from such position. The vacancy shall be filled as provided by Article VI, Section 4.

In cases of malfeasance, upon the recommendation of the remaining members of the Board of Directors in regard to removal of any elected position, an emergency congregational meeting shall be called. A majority (51%) vote shall result in immediate removal. The vacancy shall be filled as provided by Article VI, Section 4.

### **Section 10:**

The Board of Directors shall maintain a set of policies of the church, which shall adhere to and supplement these bylaws. In the event of conflict between these bylaws and the policies, the provisions of the bylaws shall govern.

### **Section 11:**

The Board of Directors shall not make any expenditure or execute any notes, bonds, or other indebtedness, outside of the approved annual budget, in an amount in excess of 2% of the annual budget without the approval of a majority of the members attending a duly called meeting of the members. This limitation shall not apply to repairs or government-declared emergencies or disasters that require immediate attention.

## Section 12:

The congregation shall set aside a special fund(s) to be managed by an Investment Committee. The Board of Directors shall review the books of the Investment Committee annually. The Board of Directors shall have the right to fill by appointment any vacancy which occurs.

The Investment Committee shall consist of a chairperson and two members elected by the congregation's church membership to serve three-year terms. One member shall be elected each year. The chairperson may be required to be bonded for an amount to be determined by the Board of Directors annually. Any person appointed to fill a vacancy shall serve until the next annual meeting or an election of a successor. Two members of the Investment Committee shall constitute a quorum. Special meetings may be called by the chairperson or the other two members.

Duties of the Investment Committee shall be to:

1. Select the chairperson.
2. Establish, maintain, and execute investment policies in the best fiduciary interest of UUCOM.

Duties of the chairperson shall be to:

1. Provide the Treasurer a written monthly statement.
2. Keep all contacts current on accounts.
3. Coordinate quarterly meetings.
4. Present yearly report at the Spring Congregational Meeting.
5. Sign checks, drafts, and other negotiable instruments for payment of money from the investment account to the general operating account. Countersignature shall be required.

## Article VII Elections

### Section 1: Nominating Committee Selection Process

The five-member Nominating Committee shall be nominated at the Fall Congregational Meeting and elected by a quorum of the congregation in the following manner:

Nomination:

- a. The congregation shall nominate a slate of at least two candidates from members of the *Board of Directors* for election to the Nominating Committee.
- b. The congregation shall nominate a slate of at least six candidates from *members of the congregation* for election to the Nominating Committee.
- c. Nominees must have been members of UUCOM in good standing for the previous 90 days.

Election:

- a. In order of votes received, five candidates shall be *elected* to the Nominating Committee; this shall include one member of the Board of Directors and four members of the congregation.
- b. The remaining nominees shall serve as alternates for the committee, in order of votes received.

Duties:

- a. The nominating committee shall elect a chairperson immediately following the Fall Congregational Meeting.
- b. The Nominating Committee shall nominate candidates for expiring positions on the Board and on the Investment Committee. They shall communicate their nominees to the Board at its monthly board meeting one month before the Spring Meeting.

## **Section 2: Board of Directors and Investment Committee Selection Process**

The Board of Directors and the Investment Committee shall be nominated and elected in the following manner:

- a. At its board meeting one month before the Spring Congregational Meeting, the Nominating Committee shall submit to the Board of Directors nominations for positions on the Board of Directors with expiring terms and one member of the Investment Committee.
- b. Nominees must have been members in good standing for at least the previous consecutive 90 days.
- c. The consent of each nominee must be obtained before their name is placed in nomination.
- d. At the Spring Meeting, the President shall call for nominations from the floor. Election shall be by ballot or show of hands, and those receiving a majority of votes cast shall be declared elected.
- e. All those elected at the Spring Meeting will assume their duties no later than July 1st.

## **Article VIII Duties of the Individual Board Members**

### **Section 1:**

The President shall preside at all meetings of the corporation, shall perform such other duties as may be prescribed in these bylaws, and shall coordinate the work of the officers and committees. The President shall be ex-officio member of all committees with the exception of the Nominating Committee.

### **Section 2:**

The President-Elect shall perform the duties of the President when the President is unable to act for any reason; shall serve on the Finance Committee; and shall serve as Chair of the Stewardship Committee.

### **Section 3:**

The Secretary shall record the minutes of all meetings; work with the church administrator to keep current the roll of members; and give all notices required by statute, bylaws, or resolution. (Article 5, Section 1)

#### **Section 4:**

The Treasurer shall chair the Finance Committee. They shall oversee and report all monthly transactions to the Board. The Treasurer shall make a detailed report of accounts to the membership at the Fall and Spring Congregational Meetings. The Treasurer may be required to be bonded.

#### **Section 5:**

At-Large Members of the Board of Directors shall serve as volunteers where needed.

### **Article IX Committees**

#### **Section 1:**

The standing committees and teams shall include investment, worship, finance, stewardship, membership, building and grounds, religious education, and any others deemed necessary by the Board of Directors. The Board of Directors shall ensure that each standing committee or team has a chairperson. Committees and teams will meet as needed, as determined by the chair.

#### **Section 2:**

Ad hoc committees, task forces, or teams may be appointed by the Board of Directors as needed. Each group shall have a chairperson for administrative purposes.

#### **Section 3:**

Any member or friend of the church is free to attend as an observer at any meetings (except executive sessions and Nominating Committee meetings).

### **Article X Denominational Affiliation**

This corporation shall be a member of the Unitarian Universalist Association and of its Southern Region.

### **Article XI Amendments**

These bylaws may be amended at the Spring, Fall, or a special Congregational Meeting of the members, by a two-thirds vote, provided that notice of any proposed amendments has been made available to the congregation at least 10 days before the meeting.

## **Article XII Minister**

### **Section 1:**

The congregation may have both called ministers and non-called ministers. Called ministers are ministers who have overall responsibility for ministerial leadership within the congregation and can only be called by congregational vote. Non-called ministers include, but are not limited to, contract ministers, community ministers, interim ministers, and intern ministers.

The decision regarding whether to hire a called or non-called minister lies with the congregation. Alternatively, the congregation can choose to be lay-led.

### **Section 2:**

In the event of notification or vacancy of the pulpit, the Board of Directors shall notify the congregation and call a vote to determine the type of ministry the church desires; then, if the congregation decides to hire a minister, at the earliest opportunity and not later than the next regular Board meeting, the Board shall appoint a Search Committee which shall be charged with the responsibility of evaluating and recommending a Minister to the congregation. The Search Committee shall carry out its duties, as nearly as possible, in accordance with established procedures of the denomination.

In the event that the congregation chooses to be lay-led, the Worship Committee shall organize and designate the functions of ministry to lay individuals.

### **Section 3:**

A called minister shall be chosen, and their salary determined, by an affirmative three-fourths vote of all church members casting votes. Members unable to attend shall be permitted to vote by absentee ballot.

### **Section 4:**

An interim, contract, or other kind of non-called minister shall be chosen, and their salary determined, by the Board of Directors.

### **Section 5:**

A called minister shall be considered to have indefinite tenure and is to have complete freedom of the pulpit as per the tradition of the free church.

## **Section 6:**

A called minister may be dismissed at a special meeting by a majority vote of all church members casting ballots. Members unable to attend shall be permitted to vote by absentee ballot.

## **Section 7:**

A contract minister, interim minister, community minister, or any other kind of non-called minister may be dismissed at will by the Board of Directors, as provided for in their contract.

## **Section 8:**

The terms of employment and termination of employment shall be covered by a written agreement between the Minister and the Board of Directors. A copy of the agreement between the Minister and the Board shall be available to all members.

## **Section 9:**

The Minister shall make a full report of their work during the year at the Spring Meeting and shall bring to the attention of the Board of Directors any matters that seem to them pertinent to the general welfare of the church and make recommendations. The final decision in matters of procedure and policy shall remain with the Board of Directors or a meeting of the members.

## **Article XIII Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order" shall be the rules of procedure of the Church in all cases in which they are applicable and in which they are not inconsistent with these bylaws. If the provisions of the laws of the State of Texas, the Articles of Incorporation of the Church, and the bylaws in effect at the time an action was taken, have been complied with, then no action of the Church or of the Board of Directors shall be held to be invalid because of a failure to follow the current edition of "Robert's Rules of Order."

## **Article XIV Dissolution**

In the case of dissolution of the congregation, all of its property, real and personal, after paying all just claim upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to any Unitarian Universalist-related organization. The Board of Directors shall perform all actions to effectuate such conveyance.