

BYLAWS OF RED RIVER UNITARIAN UNIVERSALIST CHURCH
Approved by the Congregation on November 8, 2009

**ARTICLE I.
NAME**

This Church shall be known as RED RIVER UNITARIAN UNIVERSALIST CHURCH, INC. (the “Church”) incorporated under the laws of the State of Texas, Internal Revenue Code Section 501(c)(3), and pursuant to the applicable provisions of the Texas Business Organizations Code, including without limitation those provisions constituting the Texas Nonprofit Corporation Law.

**ARTICLE II
AFFILIATIONS**

The Church shall be a member of the Unitarian Universalist Association (UUA), The Southwestern Unitarian Universalist Conference, and the North Texas Association of Unitarian Universalist Societies.

**ARTICLE III
MISSION STATEMENT**

We are a diverse liberal religious community that seeks to uphold and promote the Principles and Purposes of the Unitarian Universalist Association. Our Congregation welcomes and accepts all people. We reach out beyond our Congregation to serve as a catalyst for social action.

**ARTICLE IV
PURPOSE**

It is the purpose of this Church, in the Unitarian Universalist tradition, to provide a place where freedom of worship, freedom of speech, freedom of thought, and freedom for the dissemination of ideas shall be welcomed, protected and fostered; to maintain a pulpit where these freedoms shall be exercised and made manifest to the members of this Church and to the community in which we carry on our activities; to develop the intellectual, physical, moral and spiritual faculties of all persons without any discrimination based on race, color, national origin, disability, sex, sexual orientation or gender identity; and to provide a community in which members offer each other moral and spiritual support.

**ARTICLE V
MEMBERSHIP**

Section 1: Method of Joining

Membership in this Church is open to any person 18 years old or older who accepts the general purpose and programs of this Church. There shall be no creedal requirements for membership. No requirement as to race or belief, either political or theological, shall ever be made. Signature in the membership book and a contribution of record financial or otherwise are the basic requirements, and membership becomes official when acknowledged by the Board of Trustees. The date of membership is the date of signature in the membership book.

Section 2: Requirement for Voting Membership

Individuals who have been members of the Church for 30 days or more and who have (as an individual or part of a family unit) made a contribution of record during the last 12 months, which must have occurred at

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least 30 days prior to the meeting, shall have the right to vote at all official Church meetings.

Section 3: Youth Membership

Individuals 12 through 17 years of age also become members as described in Section 1. They are not included in the Church population count and do not have voting privileges, therefore are not required to make a contribution of record.

Section 4: Friends

A Friend is a person who is interested in the Church but who has not completed the requirements for membership.

Section 5: Termination of Membership

Any member who chooses to resign from the Congregation may do so by notifying the Board of Trustees in writing. Members who have moved away permanently or ceased to participate in Church affairs may, by action of the Board of Trustees, be deleted from the membership list after an effort to determine their wishes has been made. Recommendations of the Safe Congregation Panel as to the revocation of membership will be reviewed, amended and decided by a majority vote of the entire Board of Trustees on a case-by-case basis.

Section 6: Restoration of Membership

Restoration of membership will occur when an ex-member signs the membership book, makes a contribution of record, and is approved by the Board of Trustees.

Section 7: Nondiscrimination

A person may not be denied membership on the basis of race, color, national origin, disability, sex, sexual orientation or gender identity. There shall be no creedal test express or implied, for membership.

Section 8: Proxy

Nothing in these Bylaws is meant to prohibit voting by proxy. A voting member in attendance at a Congregational meeting will be allowed to vote by proxy on behalf of no more than two other voting members.

Section 9: Membership Committee

The Membership Committee shall conduct programs and establish policies for the purpose of promoting and maintaining membership in the Church and educating new members in the programs and policies of this Church. The Committee Chair will cooperate with the Secretary and Treasurer in keeping the membership roll current. The membership roll will be posted at least 14 days prior to the congregational semi-annual meeting and special (congregational) meetings.

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**ARTICLE VI
CONGREGATIONAL AUTHORITY**

Red River Unitarian Universalist Church shall have a Board of Trustees elected by its voting members. The ultimate governing power of this Church resides in its members which shall consist of the voting membership of the Church, who may, after action taken at a properly authorized congregational meeting held in accordance with these bylaws, instruct the Board of Trustees as to their will.

**ARTICLE VII
BOARD OF TRUSTEES (“Board”)**

Section 1: General Duties of the Board of Trustees

The Board of Trustees has the authority between congregational meetings to conduct the business of the Church. This includes, but is not restricted to, the conduct of its business affairs, the management of its property, the responsibility of an annual financial review, the control of its administration, the establishment of the covenant with its Minister, the review of the bylaws, and the coordination of its programs, except as otherwise restricted by these bylaws. Notwithstanding these described duties of the Board, as stated above in article VI, the ultimate governing power resides in the voting membership of the Church.

Section 2: Composition of the Board of Trustees

The Board shall consist of the President, Vice President, Treasurer, and four Trustees-at-Large who shall be elected directly by the membership as described in Section 1. A Secretary shall be elected by the Board from among the Trustees-at-Large. The immediate Past President and the Minister shall serve as *ex-officio* (non-voting) members of the Board.

Section 3: Election of Board Members

Board members shall be elected to replace those whose terms are expiring at the May semi-annual congregational meeting each year. Candidates for the Board must be voting members of the Church. Trustees shall be elected for terms of two years and shall serve until their successors are elected and take office. The term of a Trustee begins on July 1 immediately following the Trustee’s election. No spouses, cohabiters, or blood or adoptive relatives shall serve on the Board at the same time.

Section 4: Removal of Board Members

A member of the Board of Trustees may be removed from office by a simple majority vote of the Church voting membership (by those attending or by proxy) at a Special Church Meeting, called as described in Article X, Section 2.

Section 5: Vacancies

The Board shall fill a vacancy in consultation with the Nominating Committee. The new member(s) shall serve until the July 1st following the next May semi-annual meeting. A candidate may be elected to the Board for a one-year term if necessary to maintain the election of three (3) Board members in each odd-numbered year and four (4) Board members in each even-numbered year.

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Section 6: Limit on Tenure

A Trustee may not serve more than two consecutive elected terms on the Board. The Board may remove any Board member who misses four or more meetings during his/her current elected or appointed tenure, or for cause. Cause shall be defined by the Board.

Section 7: Financial Affairs of the Church

The Board shall have the authority to oversee, manage, and conduct the financial affairs of the Church, including investing some or all funds held by the Church. Each Board member owes a fiduciary duty to the Church and its members when the Board conducts any and all financial affairs on behalf of the Church. Each Board member shall fully comply with all provisions of the Texas Non-Profit Corporation Act, the Internal Revenue Service's Tax Code and its rules and regulations, and generally the laws of the State of Texas.

Section 8: Annual Budget

The Board shall adopt an annual budget subject to the approval of the membership at the May semi-annual meeting. The proposed budget shall be made available in writing at least 14 days prior to the membership vote. On adoption of the budget, no expenditure exceeding the budget shall be made unless by official vote of two-thirds of the members attending a congregational meeting or by three-quarters vote of the Board of Trustees present at a regular or special meeting. A vote by the Board of Trustees to expend or to encumber capital funds cannot exceed \$10,000 per annum, nor single expenditure exceeding \$1,000 per occurrence.

Section 9: Annual Goals

The Board and the Minister (when one is in office) shall jointly develop annual goals subject to the approval of the Congregation at the May semi-annual meeting. The Board and the Minister will annually conduct a joint evaluation of the ministry of the Church in reference to the Church's mission and goals.

Section 10: Meetings and Quorum

The Board shall meet at least monthly. A quorum shall consist of five voting Board members. Action is taken by a majority vote of the Board members present. The Board of Trustees will regularly report major decisions to the Congregation by announcements in the newsletter. Board minutes will be available on the Church bulletin board and website.

Section 11: Executive Session

The Board may hold Executive (closed) Sessions only for the purpose of considering personnel matters, meeting with the Safe Congregation Panel, Committee on Ministry and possible litigation.

Section 12: Limits on Board Authority

The Board shall not have the authority to incur a mortgage, purchase or sell real estate, without first calling a special meeting for that purpose as described in Article X. A decision to incur a mortgage, purchase or sell real estate must be approved by a two-thirds (2/3) majority vote of the voting members who attend the special meeting in person or by proxy.

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**ARTICLE VIII
OFFICERS**

Section 1: President

The President shall be the executive officer of the Church; exercise all the functions usually pertaining to the office of president of a non-profit corporation. Such functions may include the signing of deeds, mortgages, notes, bonds, contracts or other instruments authorized by the congregation to be executed, except as may otherwise be delegated by the Board to some other officer or agent of the Congregation; preside at meetings of the Congregation and the Board of Trustees; call special Board meetings when necessary at any time or upon the request of three other Board members; convene the Nominating Committee; be an ex-officio member of all committees except the Nominating Committee when it is sitting for the purpose of making nominations for elected positions. The President may appoint another Board Member as representative in ex-officio capacities.

Section 2: Vice-President

The Vice-President shall assume the duties of the President in the absence of the President, coordinate the activities of the Standing and Special Committees, and perform other duties assigned by these bylaws and the President or Board of Trustees.

Section 3: Secretary

The Secretary shall keep minutes of all Board of Trustee meetings and congregational meetings of the Church and maintain the Policies and Procedures as adopted by the Board. The Secretary shall issue all notices and conduct the correspondence of the Board of Trustees, as directed by the President and these bylaws. The Secretary shall be responsible for overseeing the maintenance of current addresses and phone numbers of members and friends of the Church, and maintaining and preserving Church records documents and papers (other than financial records). The Board may appoint the position of Assistant Secretary to assist the Secretary with these duties as needed.

Section 4: Treasurer

The treasurer shall be responsible for the receipt and safekeeping of all money and other property of the Church entrusted to the Treasurer's care; disbursing the same under the direction and to the satisfaction of the Board of Trustees; keeping a complete account of the finances of the Church upon books and computer programs which shall remain the property of the Church and which shall be open for inspection by the Trustees and voting members at any time; rendering a current statement at each regular meeting of the Board of Trustees and at each congregational meeting; maintaining a current list of voting members of the Church; and bringing necessary records to congregational meetings to resolve any questions concerning membership status. The execution of these duties may be delegated by the Board to some agent or staff of the Congregation. The Board may appoint the position of Assistant Treasurer to assist the Treasurer with these duties as needed. The Treasurer may be bonded at the expense of the Church and shall serve as *ex-officio* member of the Ways and Means Committee.

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**ARTICLE IX
NOMINATIONS**

Section 1: Nominating Committee

A Nominating Committee shall be elected by a majority vote of members at the May Semi-annual meeting. Any voting member of the Church, except current staff, Board members and spouses, cohabiters or blood or adopted relatives of Board members may serve on the Nominating Committee. The Committee shall consist of three members who serve one-year terms. In the event of a vacancy, the President shall appoint a member to fill the unexpired term.

Section 2: Nominating petition

Any voting member may run for election to the Nominating Committee. Members running for election to the Nominating Committee must submit a petition signed by at least five voting members to the Secretary at least ten days prior to the May semi-annual congregational meeting. Additional nominations may be taken from the floor during the May semi-annual meeting and accepted onto the ballot by agreement of the nominee and at least five affirmative votes from the Congregation. The Board shall appoint additional nominees as needed.

Section 3: Chairperson

The Nominating Committee shall elect its own chairperson

Section 4: Slate of Nominees for the Board of Trustees.

The Nominating Committee shall submit to the Secretary not less than thirty days, nor more than sixty days prior to the May semi-annual congregational meeting a slate of nominees for the Board of Trustees to be elected at the May semi-annual congregational meeting.

Section 5: Additional Nominations

Additional nominations for the Board may only be made with the prior written consent of the nominee and by petition signed by no fewer than 5 members and filed with the Secretary not less than ten days prior to the May semi-annual congregational meeting. Such consent must be filed with the nominating petition. The Nominating Committee shall publicize petition procedures and shall provide the appropriate forms.

**ARTICLE X
MEETINGS**

Section 1: Semi-Annual Meetings

Semi-annual congregational meetings shall be held on a day in May and October of each year at a time to be selected by the Board. The agenda of the May meeting shall include annual reports from the Board of Trustees, President and the Membership Committee, presentation of the Treasurer's annual financial report(s), approval of the Board's budget for the next fiscal year and annual goals, the election of the Board of Trustees, Nominating Committee and Committee on Ministry.

The agenda for the October meeting shall be set by the Board of Trustees, and shall include standing committees not represented in the May meeting and issues other than Board elections.

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Section 2: Special Meetings

Special meetings may be called at any time by the Board or upon receipt by the Secretary of a petition signed by at least twenty percent of the Church's members. Petitions must be presented in accordance with the petition policy. A meeting to consider dismissal of a Minister must be signed by at least thirty percent of the Church's members.

Section 3: Notice of Meetings

Notices and all appropriate documents related to the agenda of the semi-annual and special meetings shall be mailed to all members at least fourteen (14) days prior to the meeting, or emailed to those members who have the capability to receive emails. Members receiving the email notification and documents must agree to acknowledge receipt of said email.

Section 4: Quorum.

Forty percent of the voting members who attend the meeting in person or by proxy shall constitute a quorum. However, the quorum for a meeting to call or dismiss a Minister shall be fifty (50) percent of the membership who attend the meeting in person or by proxy.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Revised* shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Church. The Chairperson of any Congregational Meeting may appoint a Parliamentarian.

**ARTICLE XII
COMMITTEES AND AFFILIATED ORGANIZATIONS**

Section 1: Standing Committees

The Board has staffing responsibility for the following Standing Committees from members of the Congregation and, if needed, from within the Board membership. Each Standing Committee shall elect a chairperson from its members to preside at meetings of the committee. All chairpersons must be voting members of the Church. A contact person shall be appointed by the Vice-President in the event there is an insufficient number of members to elect a chairperson. The Standing Committees of the Church are:

- Children and Adult Religious Education
- Committee on Ministry
- Communication (Newsletter/Website and Archives)
- Endowment
- Facilities and Grounds
- Fellowship/Caring and Community Service
- Long range planning (Five-Year Plan)
- Membership
- Social Action and Community Service
- Ways and Means
- Worship

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Section 2: Policy and Procedure of Standing Committees

Committees defined elsewhere in the bylaws must have all or partial membership elected by the Congregation. Each committee shall develop policy and procedures consistent with its function and the mission of this Church. The policy and procedures shall be presented to and approved by the Board of Trustees.

Section 3: Special Committees

The Board shall form, as needed, various Special Committees. The Members and Chairperson of the Special Committee shall be appointed by the Board. Such committees shall exist for as long as they are needed and may be dissolved by the Board at any time.

Section 4: Committee on Ministry

The Board will work with the Minister and the Congregation to form a Committee on Ministry with two (2) members elected by the Congregation and one selected by the Minister. If a Minister has not been called, the Congregation shall elect the entire committee. The committee will consist of three members. Initially, one member will be chosen for one-year term and two for two-year terms. Thereafter, each member shall serve a two-year term. The members shall be chosen from the voting members of the Congregation and shall not include any Board members nor spouses, cohabiters or blood or adopted relatives of Board members. A chairperson will be chosen by the members of the committee. No member shall serve for more than two consecutive elected terms. The committee will function in strict confidentiality with respect to communications and actions.

The committee will meet monthly, with a regular agenda for each meeting so that, during the course of a year, each aspect of our shared ministry will be reviewed. The committee will report to the Congregation during the semi-annual May meeting and any other time the committee deems necessary.

ARTICLE XIII MINISTER

Section 1: Authority of Minister

The Minister shall provide spiritual leadership and guidance in accordance with the purpose of this Church and is guaranteed freedom of the pulpit. The Minister is responsible to the Board of Trustees and the Congregation for furthering the purposes of the Church and will report regularly to the Board and the Congregation in carrying out these responsibilities.

The Minister shall deliver a State Of The Ministry report to the Congregation on an annual basis during the October congregational meeting to insure the Congregation and the Minister are in agreement on furthering the purposes of the Church.

Section 2: Calling a Minister

- a. The Minister shall be called on recommendation of Board, such recommendation requiring a five-sevenths (5/7) majority vote of all Board members.
- b. A Minister Search Committee of nine Church members shall be elected by the Congregation at a Church business meeting, the time, place and purpose of which shall be broadly publicized at least thirty days before the meeting is held. The function of the Minister Search Committee is to search

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for and evaluate candidates for the position of Minister, working with UUA Headquarters and taking account of any guidelines that may be specified by the Congregation, and as a result of that search to recommend a candidate for Congregation approval.

- c. Nominations for election as members of the Minister Search Committee shall be made by the Nominating Committee and shall be submitted to the Board at a Board meeting held at least thirty-one days before the Church business meeting at which the election is to be held. The Nomination Committee shall attempt to make the slate of nominees broadly representative of the Congregation and of the major functions of the Church.
- d. The Minister shall be called by a four-fifths (4/5) majority vote, using secret ballot, of the voting Congregation membership attending in person or by proxy at any meeting legally called for that purpose; a quorum for such a meeting is 50% of the voting membership.
- e. The Board may, by a five-sevenths (5/7) majority vote of all Board members, recommend to the Congregation candidate(s) for a) Affiliated Minister, b) Part-Time Minister, Community Minister and c) Minister Emeritus, which candidate(s) shall be called by four-fifths (4/5) of the voting membership attending in person or by proxy as provided in this section.

Section 3: Contract

The Board shall draw up a written document, consistent with these bylaws, which shall define the contractual relationship between Minister and the Church. This contract shall go into effect when it has been approved by the Board and has been signed by both the President and the Minister.

Section 4: Dismissing a Minister

If the dismissal of the Minister is sought, a statement of the proposed reasons shall be made to the Minister, and he or she shall have an opportunity to respond to those reasons before a final vote is taken. Should the Minister be dismissed, dismissal shall be by a simple majority vote, using secret ballot, of the voting membership attending in person or by proxy at any meeting legally called for that purpose; a quorum for such a meeting is 50% of the voting membership. Minister's compensation shall be continued for three (3) months after the date of the vote, plus the term of any accrued vacation.

ARTICLE XIV AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by a vote of two-thirds (2/3) of the Church voting membership whether in person or by proxy at any Semi-annual or special business meeting duly called per Article X, Meetings. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted must include the text of the proposed bylaw provisions as well as the text of any existing provisions to be altered, amended, or repealed.

ARTICLE XV DISSOLVING THE CHURCH

This corporation (the Church) may be dissolved upon a four-fifths (4/5) majority vote of all members eligible to vote (whether attending or by proxy). In the event of dissolution of this corporation, all assets of the corporation will revert to the Unitarian Universalist Association to be held in trust until such time as a new congregation is formed in this geographic area or to another nearby congregation as directed by a two-thirds (2/3) majority vote of all members eligible to vote (whether attending or by proxy).