

## **Appendix B**

### **Bylaws if all Proposed Changed are Adopted**

# **First Unitarian Universalist Church of Austin**

# **Bylaws**

## FIRST UNITARIAN UNIVERSALIST CHURCH OF AUSTIN

## BYLAWS

Adopted February 24, 1955

Amended: May 5, 1963, November 12, 1967, April 27, 1969, April 25, 1971, May 12, 1972, May 6, 1973, April 28, 1974, April 27, 1980, April 15, 1984, April 26, 1987, April 23, 1989, December 5, 1993, May 1, 1994, April 30, 1995, December 7, 1997, February 21, 1999, May 4, 2003, May 1, 2005, December 11, 2005, May 6, 2007, December 14, 2008, May 3, 2009.

## ARTICLE I: NAME

The name of this organization shall be First Unitarian Universalist Church of Austin.

## ARTICLE II: AFFILIATIONS

The church shall be a member of the Unitarian Universalist Association and of the Southwestern Unitarian Universalist Conference or their successors.

## ARTICLE III: PURPOSE

Founding Vision (Adopted circa 1959)

The purpose of this church is to encourage and practice the Unitarian principles of individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, and universal brotherhood and sisterhood, undivided by nation, race, or creed.

Current Vision (Adopted May 4, 2003)

As an inclusive religious and spiritual community, we support each individual's search for meaning and purpose, and join together to help create a world filled with compassion and love.

Mission Statement (Adopted May 4, 2003)

Our mission is to:

- Create and sustain a joyful, caring, involved church community;
- Promote intimacy, support and fellowship to foster the individual spiritual and emotional growth of our members;
- Offer inspirational and challenging worship services;
- Provide ritual and ceremony for rites of passage;
- Provide progressive religious education for all ages;
- Enrich our community through music, drama and the arts;
- Empower and encourage members toward social and civic leadership;
- Share our values and gifts with the larger community;
- Strive to create a more diverse church community.

## ARTICLE IV: MEMBERSHIP

### Section 1: Method of Joining

Full voting membership in this church is open to any person 18 years or older who accepts the general purpose and programs of this church. There shall be no creedal requirements for membership. Signature in the membership book, agreement to the membership covenant, and a contribution of record are the basic requirements. The date of membership is the date of signature in the membership book; membership becomes official when acknowledged by the Board of Trustees.

### Section 2: Requirement for Voting

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 recorded financial contribution during the last 18 months and at least 30 days prior to the meeting, have the right to vote at all official church meetings.

### Section 3: Associate Membership

Any individual who has signed the membership book and who has not made a recorded financial contribution in 18 months, unless the Board of Trustees decides otherwise, will be designated an associate member.

### Section 4: 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. These members are eligible to vote at official meetings on all but financial considerations.

### 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.

### 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.

## ARTICLE V: CONGREGATIONAL AUTHORITY

The ultimate governing power of this church resides in its members 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 VI: BOARD OF TRUSTEES

### 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 a periodic audit, 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.

### Section 2: Composition of the Board of Trustees

The Church Board of Trustees, all of whom shall be voting members of this church, shall consist of the following:

- A. Six Trustees who shall serve staggered terms of three years each. Two Trustees shall be elected at the spring semi-annual congregational meeting.
- B. The President, Vice-President, Treasurer, and Secretary, who shall be elected for one-year terms at the spring semi-annual congregational meeting and who shall become Board of Trustees members by virtue of their offices.
- C. A youth trustee member who shall be elected by the Youth Programming Committee, or its successor, to serve for a term of one year.
- D. The immediate past President, the Senior Minister, and the Executive Director shall serve as ex officio members of the Board of Trustees, and may not vote or make motions. In the event of vacancy of any of these ex officio positions, the Board of Trustees shall have the discretion to appoint interim ex officio members.

### Section 3: Vacancies and Term Limits

Board of Trustees vacancies occurring between annual meetings shall be filled by a majority vote of the Board of Trustees after consultation with the Nominating Committee. No person may serve more than six consecutive years without an absence of one year. This six-year term limit applies only to the time spent serving on elected, full terms as officer or other Board member. Time spent finishing out another individual's uncompleted term does not count toward the six-year limit.

### Section 4: Expenditures

On adoption of the budget, no expenditure exceeding the annual 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. Withdrawals from and expenditures of Memorial Savings Fund/Endowment Fund monies may only be in accordance with the Financial Asset Management Policy and the policy governing the Memorial Savings Fund.

### Section 5: Use of Church Buildings and Facilities

The Board of Trustees shall establish regulations governing the use of buildings and facilities and property of the church by members as well as by outside groups.

### Section 6: Meetings

The Board of Trustees shall meet monthly on a regular prescribed date. Additional meetings of the Board of Trustees may be called by the President or any three of its members. Notice shall be given to the Trustees of the time and purpose of any such special meeting. A majority of the Trustees shall constitute a quorum. Except for a vote to exceed the annual budget, which shall require a three-quarters vote, all actions of the Board of Trustees shall be by majority vote of those present. Any member of the church is entitled to attend any Board of Trustees meeting except Executive Sessions.

The Board may hold Executive Sessions only for the purpose of considering personnel matters, real estate transactions, or possible litigation. 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.

### Section 7: Absence from Meetings

Three absences from regular meetings by a Board of Trustees member without prior notification shall be considered resignation from the position.

## ARTICLE VII: 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; convene the Nominating Committee in June; 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.

### Section 2: Vice-President

The Vice-President shall assume the duties of the President in the absence of the President, convene the committee councils, and perform other duties assigned by the President or Board of Trustees.

### Section 3: Secretary

The Secretary shall keep minutes of all Board of Trustees 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 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 safe-keeping 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 which shall remain the property of the church and which shall be open for inspection by the Trustees at any time; rendering a current statement at each regular meeting of the Board of Trustees and at each congregation 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 Finance Committee.

#### Section 5: Executive Committee

The President, Vice-President, Secretary and the Treasurer shall constitute the Executive Committee. The Board of Trustees may, by majority vote, give specified decision-making authority to the Executive Committee. Between the meetings of the full Board of Trustees, the Executive Committee has authority to take action deemed necessary to carry out the policies and decisions of the Board of Trustees.

### ARTICLE VIII: CONGREGATIONAL MEETINGS

#### Section 1: Fiscal Year

The fiscal year shall be the same as the calendar year.

#### Section 2: Spring Semi-Annual Meeting

The election of officers and members of the Board of Trustees and the election of the Nominating Committee, as well as the transaction of other business shall take place at the spring semi-annual congregational meeting of the church. The time and place of the meeting shall be set by the Board of Trustees. The Nominating Committee will present a recommended slate of candidates at the meeting.

#### Section 3: Fall Semi-Annual Meeting

The adoption of the annual church budget and the transaction of other business shall take place at the fall semi-annual congregational meeting of the church. The time and place of the meeting shall be set by the Board of Trustees.

#### Section 4: Special Meetings and Petition Right

Special congregational meetings may be called

- A. by the President of the Board of Trustees,
- B. by at least three members of the Board of Trustees, or
- C. by petition. The President or another member of the Board of Trustees shall call a meeting within three weeks of receiving a written request signed by no fewer than 20 percent of the voting members. The questions or issues to be discussed shall be on the original petition and on the agenda for the meeting.

#### Section 5: Notice of Membership Status

A list of voting members compiled by the Treasurer shall be posted on the church bulletin board at least two Sundays prior to congregational meetings. This list shall be subject to correction up to the time of the meeting when supporting proof is provided for the requested changes.

#### Section 6: Notice of Meetings

Notice of the time and place of any meeting shall be mailed, e-mailed, or otherwise effectively and reliably transmitted to the members, and shall be posted on the Church bulletin board at least 20 days prior to the meeting day. Notice of the spring semi-annual meeting shall include the

recommendations of the Nominating Committee for officers and members of the Board of Trustees and the nominations for the Nominating Committee. Notice of the fall semi-annual meeting shall include the proposed budget.

#### Section 7: Terms of Office

All terms of office shall begin on June 1.

#### Section 8: Agenda

Notice of the congregational meetings shall list other business to be considered. Matters not listed in the meeting notice will be considered for discussion only and shall follow termination of listed business. If the Board of Trustees by majority vote determines that an emergency necessitates a special congregational meeting, notice of the meeting shall be mailed, e-mailed, or otherwise effectively and reliably transmitted to the members at least seven days prior to the meeting or given by telephone at least three days before the meeting date.

#### Section 9: Quorum

Ten percent of the voting members shall constitute a quorum.

#### Section 10: Procedure

Unless otherwise specified herein, the procedure for any congregational meeting is to be governed by such rules of order as are adopted at the meeting. In absence of specific enactment to the contrary, and where the bylaws are silent, Robert's Rules of Order, Currently Revised shall govern. Absentee voting and votes by proxy or by attorney shall not be accepted.

### ARTICLE IX: ELECTIONS AND APPOINTMENTS

#### Section 1: Selection of Nominating Committee Members

The Nominating Committee shall consist of five voting members of the church, two appointed by the Board of Trustees, and three elected by the congregation. The three elected members will serve staggered three-year terms, with one member elected at each semi-annual spring meeting of the congregation. The Board of Trustees will appoint two members at the April Board meeting to serve one-year terms. Nominations for the three elective members of the committee shall be delivered to the Secretary of the Board of Trustees and posted on the Church bulletin board at least 20 days prior to the meeting. In the event of a vacancy on the Nominating Committee, the Board of Trustees shall select a replacement.

#### Section 2: Nomination and Election Procedures

In order to carry out its responsibility, the Nominating Committee will receive from the Treasurer a current list of voting members. The Board Secretary shall provide the Nominating Committee with a list of Board of Trustee and committee positions to be filled. No recommendations or nominations should occur without consent of the person nominated or recommended. The committee shall elect its own chair. Meetings of this committee are closed.

- A. Nominations for the Board of Trustees: Every voting Church member shall have the right to present his or her name or that of any other voting member for consideration for nomination by the Nominating Committee as a candidate for elective office. The committee shall submit to the Secretary of the Board of Trustees a slate of nominations for positions to be voted on by the congregation at the spring semi-annual meeting. These nominations shall include those for Trustee positions on the Board of Trustees and for President, Vice-President, Secretary and



Treasurer. These names shall be submitted in sufficient time to enable the Secretary to post nominations on the Church bulletin board at least 20 days prior to the meeting date and to publicize them along with the notice of the meeting to members not less than 20 days prior to the spring semi-annual meeting.

- B. Recommendations for Committee Chairpersons: Except as otherwise provided in these bylaws or the Policies and Procedures, the Nominating Committee is responsible for recommending names of chairpersons for church committees as listed in the current policies and procedures. The Nominating Committee shall present a slate of recommended committee chair candidates to the Board of Trustees for approval prior to the spring congregational meeting.
- C. Recommendations for committee members: The Nominating Committee is responsible for recommending names of certain members of the Nominating Committee, as otherwise specified in these bylaws, and members of the Committee on Ministries. The Nominating Committee shall submit to the Secretary of the Board of Trustees a slate of recommended committee member candidates to be voted on by the congregation at the spring semi-annual meeting.
- D. The Nominations for Trustees, Officers, and Nominating Committee and Committee on Ministries members may also be made by petition signed by at least five voting members, filed with the Board Secretary at least 14 days before the meeting date with the prior consent of the nominee to serve if elected. Such consent must be made in writing and filed with the Nominating petition.

## ARTICLE X: COMMITTEES AND CHURCH AFFILIATED ORGANIZATIONS

### Section 1: Establishment of Committees

The Board of Trustees shall establish and charge such committees and task forces, as it deems necessary for the conduct of the church's business and programs. Committees duly established and charged may appoint sub-committees and task forces, which are represented by their parent committee. Committees and task forces may be abolished or consolidated by vote of the Board of Trustees.

### Section 2: Committee Membership and Chairs

Except as otherwise provided in these bylaws or the policies and procedures, membership of all committees is open to all interested persons. The chairperson of a committee must be a voting member of the church. Except as otherwise provided in these bylaws, committee chairs are appointed by the Board of Trustees on recommendation by the Nominating Committee.

### Section 3: Church Affiliated Organizations

Organizations whose activities and practices are consistent with those of the Church may be recognized by the Board of Trustees as "Affiliated Organizations." Members of this church wishing to form an Affiliated Organization must submit a written petition to the Board of Trustees. These organizations are responsible to the Board of Trustees, which has the authority to revoke affiliation of any organization which no longer conform to the guidelines established in the current policy and procedures.

## ARTICLE XI: MINISTER

### Section 1: Selection

In the event of a vacancy in the position of minister, the Board of Trustees shall appoint a committee of at least nine persons to assist it in the selection of a candidate for this position. Upon

nomination by the Board of Trustees, election to the position of minister shall be by an affirmative vote of two-thirds of the members of the church present and voting at a regular or special meeting.

#### Section 2: Tenure

The tenure of the minister shall be indefinite.

#### Section 3: Resignation

In the event that the minister resigns, he or she shall give the church not less than three months' notice, unless the Board of Trustees shall waive this requirement.

#### Section 4: Termination

A majority vote of those present and voting at a called meeting of the membership shall be necessary to the minister's dismissal. Three months' notice of termination of tenure shall be given.

#### Section 5: Authority

The minister shall have full authority over all regular or special services held in the church during his or her period of ministry of the church.

#### Section 6: Records

The minister shall keep the records entrusted to his or her care up to date and shall surrender these to the Secretary upon request, or at the termination of his or her ministry to the church.

#### Section 7: Church Committees

The minister shall be an ex-officio member of all church committees except the Nominating Committee, and the Personnel Committee when it is sitting to discuss salaries.

### ARTICLE XII: FINANCIAL ASSET MANAGEMENT POLICY

The Financial Asset Management Policy as adopted and amended by the Congregation shall serve as the financial policy for the church. The Financial Asset Management Policy shall be amended in the same manner as the By Laws.

### ARTICLE XIII: DISPOSITION OF PROPERTY

In the case of dissolution of the church, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the church shall perform all actions necessary to effect such conveyance.

### ARTICLE XIV: POLICY AND PROCEDURES

These bylaws are supplemented by policies and procedures adopted by the Board. These policies and procedures shall be maintained by the Secretary and reviewed periodically by the Board of Trustees.

ARTICLE XV: AMENDMENTS

These bylaws may be amended or repealed at any business meeting by a two-thirds vote of the members present and voting. Notice of any proposed change shall be contained in the call to the meeting.