

**FIRST UU OF AUSTIN
SIGNIFICANT BYLAWS CHANGES
2011**

Article III: Purpose

- Removes former purpose, vision, mission. Current values, mission and ends will be in Board policies.

Article IV: Membership

- Changes minimum age of membership with full voting rights from 18 to 16.
- Eliminates youth membership category (age 12-17 with voting rights excluding financial considerations).
- Replaces associate membership with “Friends of the Congregation.”

Article V: Authority

- Section 3 identifies the Executive to be the senior minister as defined by the Board.
- Section 4 outlines Board delegation to the Executive.
- Section 5 makes first reference to Ministry Teams in lieu of committees.

Article VI: Board of Trustees

- Section 1 references discernment of Values/Mission/Ends based on linkage as well as creation of board policies including executive linkage.
- Section 2 references the President-Elect instead of the Vice-President and states that the President-Elect will be elected to a one-year term in that position and will then become the President for a one-year term.
- Eliminates Youth Trustee
- Section 4 removes the following: reference to the FAMP, two thirds vote of congregation or three fourths vote of Board to exceed the approved annual budget; restriction on the Board expending or encumbering capital funds in excess of \$10,000 or more. Replaces with “Board of Trustees shall establish executive limitations to ensure actual allocations by the Executive do not deviate materially from congregationally approved budget priorities or exceed the funds that are reasonably projected to be available.” (Further budget limitations are in the Executive Limitations policies and will be in the Executive interpretations)
- Section 5 authorizes the Board to establish executive limitations governing the use of buildings, facilities and properties by members and outside groups.
- Section 6 allows for the board to have an executive session only for confidential matters rather than only for consideration of personnel matters, real estate transactions or possible litigation. It makes explicit that no action can take place during an executive session. All actions of the Board shall be by majority vote in open session.
- Board communication with the congregation has been moved to a new Section 7. It states that Board meeting agendas and minutes must be made publicly available but removes the specification for the location of the church bulletin board as this may

change over time (i.e. the mailroom and on the website) so it can be in board process policy to allow for such updates. Similar language is used throughout the bylaws.

Article VII: Officers

- Section 1 refers to President-Elect succeeding to the President position. There are some minor changes in duties.
- Section 2 refers to President Elect being elected for 2-year term with second year serving as the President. Removes convening of committee councils as a duty of the President-Elect.
- Section 3 makes changes in Treasurer duties. Removes the following: receipt, “safe keeping” and disbursement of all the church money and property; keeping a complete account of the church finances; rendering a current statement at each Board and congregational meeting; maintaining a list of congregational voting members; service on Finance Committee. Most of these duties are given to the Executive as specified in the Bylaws or in Executive Limitations. Treasurer’s duties will include training the Board on financial circumstances and developments and facilitating the Board’s oversight regarding financial management; ensuring annual audit and/or other means to ensure annual monitoring of board policies related to finances.
- Section 4 slightly changes the Secretary duties.
- Section 5 deleted. This eliminates the Executive Committee.

Article VIII: Congregational Meetings

- Section 4c clarifies that the notice of a special meeting will be posted within 3 weeks of receiving the petition as opposed to the meeting being held within 3 weeks of receiving the petition.

Article IX: Elections and Appointments

- Section 2.B changes the role of the Nominating Committee with regard to the current committee chairs to one of “recruiting and identifying” Ministry Team chairs for use of the Executive who will have ultimate responsibility for appointing them.
- Section 2.C removes reference to the Committee on Ministries.

Article X: Ministry Teams

- Section 1 gives Executive authority to establish ministry teams (in lieu of committees) and allows the ministry teams to appoint task forces.
- Section 3 states that application for approval to be a Church Affiliated Organization goes to the Executive rather than the Board for approval.

Article XI: Minister

- Section 4 eliminates the current requirement to give the minister 3 months’ notice of termination.
- Section 5 spells out accountability and authority for, among other things, the hiring, supervision and dismissal of staff, coordination and oversight of ministry teams and volunteers and the business affairs, daily operations and fiscal matters of the church.

Article XIV. Church Savings and Endowment Funds

- This is a new article. Section 1 drops “Memorial” from “Savings Fund”. States that money may only be taken out of the operating fund and put into savings if there is at least two months worth of operating reserves; 5.5% of the Savings Fund as valued on 9/30 of each year is made available to the operating fund for the subsequent fiscal year; any other expenditures from the Savings Fund may only be approved by a two-thirds vote of the members present and voting at a regular or called congregational meeting.
- Section 2 is the Permanent Endowment Fund. Although not in the current bylaws, this has been approved by the congregation. The change is that the Executive or designee rather than the Finance Committee is accountable for the calculations regarding principal and income and maximum amount available for distribution.
- Section 3 adds a requirement that the executive ensure that applicable laws and best practices are followed as regards the acceptance and administration of donor restricted gifts.

First Unitarian Universalist Church of Austin

Bylaws

FIRST UNITARIAN UNIVERSALIST CHURCH OF AUSTIN

BYLAWS

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

The purpose of the church is to promote Unitarian Universalist principles through the shared values and mission of church members.

ARTICLE IV: MEMBERSHIP

Section 1: Method of Joining

Full voting membership in this church is open to any person 16 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 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 12 months and at least 30 days prior to the meeting, have the right to vote at all official church meetings.

Section 3: Friends of the Congregation

Any individual who has signed the membership book and who has not made a recorded financial contribution in 12 months, unless the Board of Trustees decides otherwise, will be designated a friend of the congregation, as will those who participate in the life of the congregation but choose not to sign the membership book.

Section 4: 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 5: Restoration of Membership

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

ARTICLE V: AUTHORITY

Section 1: Congregational Authority

The members of the Congregation, acting together in accordance with the procedures laid out in these bylaws, are the ultimate authority of the church, with the power to:

- A. Call or dismiss a Senior Minister;
- B. Approve the annual operating budget;
- C. Buy or sell any interest in real estate;
- D. Mortgage, encumber, or commit any asset owned by the Congregation; and
- E. Assert the congregational authority laid out in any other section of these bylaws.

Section 2: Board of Trustees

Subject to the limitations contained in these bylaws, the business and affairs of the church are managed under the direction of the Board of Trustees, in accordance with the Board's Policies.

Section 3: Executive

The Senior Minister shall function as the executive for the church unless otherwise designated by the Board of Trustees through a majority vote of the Trustees present at any regular or called meeting at which a quorum is present.

Section 4: Board Delegation

The Board maintains control of policies and discerns congregational mission and ends and delegates to the Executive reasonable latitude to determine the means by which they are carried out. The Board's direction, oversight, and supervision of the Executive are accomplished by:

- A. Adopting written policies providing for limitations on the Executive, and
- B. Holding the Executive accountable for acting within these executive limitations.
- C. Monitoring progress toward ends.

Section 5: Ministry Teams

To carry on the work of the Congregation, the Executive, acting within the scope of the executive limitations adopted by the Board, establishes Ministry Teams, consisting of members and friends of the Congregation and/or members of the staff.

ARTICLE VI: BOARD OF TRUSTEES

Section 1: General Duties of the Board of Trustees

The Board of Trustees shall act as the governing body of the church in accordance with the instructions provided by the Congregation and the authority delegated by the Congregation in the form of these bylaws. The business and affairs of church are managed under the oversight of the Board of Trustees, in accordance with the Board's Policies, which shall be in writing and publicly available. The Board's Policies shall include provisions for discerning values, mission and ends statements in linkage with the congregation and that establish limits upon the Executive's authority.

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. A President-Elect shall be elected at the spring semi-annual congregational meeting to a two-year term, one served as President elect and the following year as President. At this same meeting, a Treasurer and Secretary shall be elected for one-year terms. The President-Elect from the prior year shall become the President and serve a one-year term. In the event the President-Elect from the prior year is unable to fulfill this duty, then a President will also be elected at the Spring semi-annual congregational meeting. Each of these officers shall become Board of Trustees members by virtue of holding their offices.
- C. The immediate past President and the Executive shall serve as ex officio members of the Board of Trustees, and may not vote or make motions.

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

The Board of Trustees shall establish executive limitations to ensure actual allocations by the Executive do not deviate materially from congregationally approved budget priorities or exceed the funds that are reasonably projected to be available.

Section 5: Use of Church Buildings and Facilities

The Board of Trustees shall establish executive limitations 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. The President or any three Board of Trustees members may call additional meetings. 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. 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 to discuss confidential matters; however, no action may be taken during Executive Sessions.

Section 7: Board Communications with Congregation

The Board of Trustees will regularly report major decisions to the congregation. Board meeting agendas and minutes will be made publicly available within a reasonable timeframe.

Section 8: 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

An individual shall succeed to the office of President of the Congregation after having served one year as President-Elect. However, in the event of a mid-term vacancy in the office of President or President-Elect, a President may be elected or appointed who has not served a full year as President-Elect. No individual shall serve more than two consecutive terms as President.

The responsibilities of the President shall include but not be limited to the following:

- A. serving as chairperson of the Board of Trustees;
- B. appointing special committees as may be authorized by the Congregation or Board of Trustees;
- C. serving as chairperson for congregational meetings;
- D. appointing an official parliamentarian for congregational meetings;
- E. causing a count of eligible members to be made prior to each congregational meeting for the purpose of determining the number required for a quorum;
- F. explaining, at the beginning of all congregational meetings, items relating to the meeting including requirements for voting eligibility, quorum requirements, special rules to be used for the meeting, and any other items the President deems pertinent;
- G. exercise the functions associated with the Chairperson or President as required by state law, such as executing certain legal documents.

Section 2: President-Elect

An individual shall be elected at a business meeting of the Congregation, by a majority vote of those voting members present, for a two-year term, the first year serving as President-Elect and the second year serving as President of the Congregation.

The responsibilities of the President-Elect shall include, but not be limited to:

- A. working closely with and assisting the President in all duties and performing any duties that the President delegates;
- B. performing the duties of the President during the temporary absence or disability of the President.

Section 3: Treasurer

A Treasurer shall be nominated and elected by the Congregation for a one-year term.

The Treasurer sees that the Board is properly trained on financial circumstances and developments and facilitates the Board's oversight responsibilities with regard to financial management. The Treasurer also ensures at least annual monitoring of overall board policies related to finances occurs through independent auditing and/or other means. The Treasurer also carries out the duties enumerated in Article XIV, Section 2 of these bylaws, in relation to the Permanent Endowment Fund.

Section 4: Secretary

A Secretary shall be nominated and elected to a one-year term by the Congregation.

The Secretary ensures that minutes of meetings of the members of the Congregation and of the Board of Trustees are properly taken and maintained, works with the staff to ensure that other corporate records are properly maintained, ensures that board policies are kept current and available publicly and is authorized to execute legal documents in the capacity of corporate Secretary.

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 by

- A. the President of the Board of Trustees,
- B. at least three members of the Board of Trustees, or
- C. petition. The President or another member of the Board of Trustees shall post legal notice of a special 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 shall be posted in a publicly available location within the church 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 in a publicly available place in the church 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 elective members of the committee shall be delivered to the Secretary of the Board of Trustees and made publicly available 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 a current list of voting members. The Board Secretary shall provide the Nominating Committee with a list of Board of Trustee 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 (if needed due to a President-Elect not being available to accede to President), President-Elect, Secretary and Treasurer. These names shall be submitted in sufficient time to enable the Secretary to make them publicly available 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 Chairpersons of Ministry Teams: The Nominating Committee will work with the Executive to recruit and identify chairpersons for church ministry teams, and the Executive will have the ultimate responsibility for appointing such Chairpersons.
- C. Recommendations for nominating committee members: The Nominating Committee is responsible for recommending names of certain members of the Nominating Committee, as otherwise specified in these bylaws. 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 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: MINISTRY TEAMS AND CHURCH AFFILIATED ORGANIZATIONS

Section 1: Establishment of Ministry Teams

The Executive shall establish or abolish ministry teams as outlined in Article V. Section 5 of these bylaws, as the executive deems necessary for ministries of the church. Ministry Teams duly established and charged may appoint task forces, which are represented by their parent Ministry Team.

Section 2: Ministry Team Chairs

The chairperson of a ministry team must be a voting member of the church.

Section 3: Church Affiliated Organizations

Organizations whose activities and practices are consistent with the values and mission of the Church may apply in writing to be recognized by the executive as "Affiliated Organizations." The executive has the authority to revoke affiliation of any organization which no longer conform to the values and mission of the church or that otherwise do not comply with procedures the executive may establish for the management of such affiliations.

ARTICLE XI: SENIOR MINISTER

Section 1: Selection

In the event of a vacancy in the position of senior minister, the Board of Trustees shall appoint a committee of at least nine persons to assist in the selection of a candidate for this position. Upon nomination by the Board of Trustees, election to the position of senior 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 senior minister shall be indefinite.

Section 3: Resignation

In the event that the senior 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 for the senior minister's dismissal.

Section 5: Accountability and Authority of the Senior Minister

- A. The Senior Minister shall provide religious leadership and pastoral care for the Congregation and shall have the responsibility for Sunday services.
- B. Acting as the Executive (or as a member of an Executive Team as may be decided by the Board of Trustees), the Senior Minister shall:
 - a. be accountable for the hiring, supervision and dismissal of staff;
 - b. be accountable for the coordination and oversight of ministry teams and volunteers;
 - c. be accountable for the business affairs and day to day operational and fiscal matters of the church;
 - d. ensure that church records are maintained in an up to date manner and held within a proper repository.
- C. The Senior Minister shall make a report to the Congregation at annual meetings.
- D. The Senior Minister shall bring to the Board of Trustees all matters which the Senior Minister deems necessary and proper or that is requested by the Board of Trustees as a part of annual monitoring.
- E. The Senior Minister shall be accountable to the Board of Trustees for the reasonable interpretation of and compliance with board established policies.

ARTICLE XII: 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 XIII: POLICY AND PROCEDURES

These bylaws are supplemented by Board Policies; however, in no case shall any policy be established that contradicts or supersedes these bylaws and any policy found to do so shall be considered null and void.

ARTICLE XIV: CHURCH SAVINGS AND ENDOWMENT FUNDS

Section 1: Savings Fund (formerly Memorial Savings Fund)

At the end of each fiscal year, operating funds in excess of two months budgeted expenses for the next fiscal year, shall be transferred into the church Savings Fund.

A maximum of five and one half (5.5) percent of the Savings Fund as valued on September 30 of each year may be made available to the operating fund for the subsequent fiscal year.

Any other expenditures from the Savings Fund may be made only after approval by a two-thirds vote of the members present and voting at a regular or called congregational meeting.

Section 2: Permanent Endowment Fund (PEF)

Management of the PEF: The PEF shall be maintained as a separate investment account.

- A. Except as specified herein, no portion of distributions from the PEF shall be used for expenditures that would normally be included within the annual operating budget of the congregation.
- B. Accumulation and Distributions. The Treasurer shall ensure that a record is kept of all gifts to the PEF, and the Executive or designee shall determine what is principal and income according to accepted accounting procedures. Gifts to the PEF shall accumulate until a fair market value of One Million Dollars (\$1,000,000.00) is achieved, after which annual distributions of income and appreciation may commence, as long as the fair market value of the PEF remains over \$1,000,000. The maximum amount available for distribution shall be determined by the Executive or designee annually based on the income and appreciation available on December 31 of the year preceding the year in which distributions are to be made.
- C. Distributions from the PEF may be made as deemed necessary and/or feasible to accomplish the following purposes:
 1. for the physical plant of FUUCA, such as but not limited to maintenance of buildings, capital improvements or renovations, or debt reduction;
 2. for outreach into the community, including, but not limited to, grants to camps and conferences, theological schools, local social service agencies or institutions to which this congregation relates, and to special programs designed for those persons in our community who are in spiritual and/or economic need; and
 3. for the wider mission of Unitarian Universalism, including, but not limited to, grants for new church development; leadership training; community and educational ministries; world mission; capital financing; scholarships or grants to members of FUUCA for the purpose of attending college, theological, nursing, or medical school; for UU-related camping or leadership conferences; or such other training which enables members of this congregation to grow in faith and service to Unitarian Universalism.
- D. The Board of Trustees shall approve distributions from the PEF.

The Board of Trustees may adopt policies and procedures as necessary to ensure the proper administration of the PEF. The BOARD OF TRUSTEES is specifically authorized to delegate the authority to solicit, consider and/or approve requests for distributions.

Section 3: Donor Restricted Funds

The Executive shall ensure that accurate records are kept for contributions wherein the donor restricts the use of such contributions and that all laws and best practices for the management of restricted funds are strictly adhered to on an ongoing basis.

ARTICLE XV: AMENDMENTS

These bylaws may be amended or repealed at any congregational 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.

Adopted February 24, 1955

Amended or Replaced: 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, December 13, 2009, May 16, 2010 and add new date.