

WESTSIDE UNITARIAN UNIVERSALIST CHURCH BYLAWS

January 31st, 2016

Article 1. Name

The name of this religious society shall be Westside Unitarian Universalist Church of Fort Worth (Church).

Article 2. Purpose

The purpose of this Church shall be to promote and practice freedom, particularly religious freedom, in a climate that welcomes diversity. Furthermore, we affirm and promote: the inherent worth and dignity of every person, justice, equity, and compassion in human relations, acceptance of one another and encouragement to spiritual growth in our congregation a free and responsible search for truth and meaning, the right of conscience and the use of democratic process within our congregation and in society at large, the goal of world community with peace, liberty and justice for all, and respect for the interdependent web of all existence of which we are a part.

Article 3. Membership

Section 3.1. Method of Joining

Membership in this Church is open to any person aged fifteen (15) or older who is in sympathy with the purpose and program of the Church. A person desiring to become a member of this church shall do so by signing the membership book in the presence of the minister or a member of the Board. By signing the membership book, a prospective member offers to share his or her time, talents, and financial resources. It is specifically understood that membership is not, and cannot be, predicated upon race, color, ethnicity, gender, gender identity or expression, or sexual orientation. No creedal test is required for membership.

Section 3.2. Voting Members

Individuals eighteen (18) years of age or older become Voting Members thirty (30) days after having signed the membership book, having been acknowledged by the Board of Directors (Board), and having made a contribution or submitted a written pledge to the Church.

Section 3.3. Associate Members

Individuals aged fifteen (15) through seventeen (17) may become Associate Members upon fulfilling the requirements for Voting Members. Such Associate Members will have full voting privileges and may be elected as a Director as described in Section 6.2. An Associate Member may not be elected as an Officer as described in Section 6.1 and will not be included in the population count of the Church. Associate Members may not vote on any matter on which they

may not legally do so. An Associate Member automatically becomes a Voting Member upon his or her eighteenth birthday.

Section 3.4. Friends

A Friend is someone who is not a member, but who attends church services and other church activities, gives of their time, talent and treasures, and acknowledges the Unitarian Universalist Seven Principles. A Friend may not chair a committee nor serve as a church officer or board member, and may not vote in official church meetings.

Section 3.5. Removal or Resignation from Membership

The Board of Directors may remove an individual from membership who is voluntarily absent for one year from all participation in the life of the church. The individual must be notified of this action by mail. A member may resign in writing from membership at any time. No member or friend shall be excluded for cause from the church premises and all church activities without due process. The details of this process are outlined in the Disruptive Behavior Policy.

Article 4. Denominational Affiliation

This Church shall be a member of the Unitarian Universalist Association (UUA), the Southwestern Unitarian Universalist Conference (SWUUC), and the North Texas Unitarian Universalist Congregations (NTUUC). The Church intends to make annual financial contributions equal to its fair share as determined by the UUA, the SWUUC, and the NTUUC.

Article 5. Congregational Meetings

Section 5.1 Annual Business Meeting

A regular annual business meeting shall held be no later than June 30 of each year at times and places fixed by the Board. At the annual business meeting, Voting Members shall:

- (a) Elect Officers, Directors and members of the Nominating Committee;
- (c) Adopt a budget;
- (d) Ratify the appointment by the Board of the Audit Committee; and
- (e) Transact such other business as may properly come before them.

Section 5.2. Mid-Year Business Meeting

A mid-year Business Meeting will be held each year at a time and place fixed by the Board. At the Mid-Year Meeting current information regarding finances, committee activity and other matters important to the operation of the church will be reported.

Section 5.3. Special Business Meetings

Special business meetings may be called by the President, by a written request of twelve (12) Voting Members, or by a two-thirds (2/3) majority of the Board. Special business meetings shall consider only the issues described in the notice of the meeting.

Section 5.4. Notice of Meetings

The business to be transacted at all business meetings shall be set forth in the notice of the meeting that shall be sent to all members at least fourteen (14) days prior to the date of the meeting. Business items may be added to the agenda of the Annual and Mid-year Business Meetings by the President, by a two-thirds (2/3) vote of the Board, or by a written request from twelve (12) Voting Members.

Section 5.5. Quorum

Twenty (20) percent of the Voting Members shall constitute a quorum at any business meeting, except as otherwise specified in these bylaws.

Section 5.6. Voting

Election of Officers, Directors, Nominating & Leadership Development Committee, and the Audit Committee shall be by ballot if there are any contested positions. Voting for calling or dismissal of the minister shall also be by ballot. Except as set out in these Bylaws, all other voting at a business meeting shall be by ballot only if it is so determined by a majority of the Voting Members present at that business meeting.

Article 6. Election of Officers and Directors

Section 6.1. Election of Officers

The Officers of the Church shall be a President, a Vice President, a Secretary, and a Treasurer who shall be elected by the membership at the annual business meeting and take office the following July 1. The President and the Vice President shall be elected annually for terms of one (1) year. The Secretary and Treasurer shall be elected for terms of two (2) years with the Secretary elected in even-numbered years, and the Treasurer in odd-numbered years. All officers shall be Voting Members of the Church. Officers may serve any number of terms.

If an elected Officer should resign from the Board before the end of their term, the President may appoint another member to that position for the remaining part of the fiscal year from a list of nominees provided by the Nominating Committee. The Board will need to confirm the interim appointment with a majority vote.

Section 6.2. Election of Directors

There shall be six Directors. Three Directors shall be elected for terms of two (2) years each year by the membership at the annual business meeting and take office the following July 1. Directors may be either Voting or Associate Members.

If an elected Director should resign from the Board before the end of their term, the President may appoint another member to that position for the remaining part of the fiscal year from a list of nominees provided by the Nominating Committee. The Board will need to confirm the interim appointment with a majority vote.

Section 6.3. Board of Directors

The Officers and Directors together shall constitute the Board of Directors (Board) and will meet monthly on a date agreeable to members of the Board. The Immediate Past President shall serve as a non-voting ex officio member of the Board. The Board may take action on an item of business electronically when the requisite time of the action precludes holding a regular or called meeting.

Article 7. Duties and Powers of Officers and Directors

Section 7.1. Duties of Officers and Directors

The Officers and Directors, acting as the Board, shall have general charge of the property of the Church, the conduct of all of its business affairs, and the control of its administration. It may fill vacancies on the Board with persons who shall serve until July 1 following the next election. Any Board member who has been absent at least one-half of six consecutive regular monthly meetings must be removed and the vacancy filled as above.

Section 7.2. Quorum of the Board

A quorum of the Board shall consist of a majority of the Officers and Directors. Actions of the Board shall be by majority vote of Board members present at any official meeting of the Board.

Section 7.3. Duties of the President

The President shall be the chief executive officer of the Church and of the Board and shall have all the powers necessary to carry out the duties usually associated with the office. The President, or the congregation at a regular or special business meeting, shall exercise sole authority to authorize any non-budgeted financial expenditure, or related combination of expenditures, in excess of \$500, except that the President may delegate such authority in writing to a Church congregant for a specific purpose and with a stated monetary limit. This authority shall be deemed to include funds allocated in the budget to church committees. The President shall give the Church and the Board positive plans for direction and growth. The President shall be an ex-officio member of all standing committees. The President shall make written reports on the work

of the Board that will be submitted to the membership at the Annual and Mid-Year Business Meetings. In meetings of the Board, the President shall vote only in the case of a tie.

Section 7.4. Duties of the Vice President

The Vice President shall perform the duties of the President when the President is unable to act for any reason and shall perform any other duties determined by the President and Board, as well as other duties set out in these Bylaws. The Vice President shall chair the Council of Committees. Unless unforeseen circumstances arise, the Vice President will be nominated to serve as President when the term as Vice President ends.

Section 7.5. Duties of the Secretary

The Secretary shall be responsible for making and preserving all official records of the Church and the Board, for conducting the official correspondence, and for maintaining a current list of Voting and Associate Members, and all other duties usually associated with that office. All records shall remain the property of the Church.

Section 7.6. Duties of the Treasurer

The Treasurer shall have custody and responsibility of all Church funds except those assigned to others as established in the standing policies by the Board, shall keep accurate records of all matters pertaining to this office, and shall make monthly reports to the Board. The Treasurer shall make a report of the finances of the Church to the membership of the Church at the Annual and Mid-Year Business Meetings. The Treasurer may make disbursements of budgeted funds to the extent of the budgeted amount. The Treasurer shall not make disbursements of any non-budgeted item of more than \$500 without the approval of the Board President or vote of the Church at a regular or special business meeting. The Treasurer shall assist the Audit Committee, as requested, in the audit of the financial records of the Church. The Treasurer shall be a member of the Finance Committee.

Section 7.7. Duties of the Immediate Past President

The Immediate Past President shall serve as a non-voting ex officio member of the Board. The Immediate Past President shall be available to the President as an advisor at the request of the President. The Immediate Past President may, at the discretion of the President: act as a Board liaison to standing committees and/or preside over or participate in special ad hoc committees or act as a spokesperson for the Church.

Section 7.8. Indemnification and Limitation of Liability

The Officers, Directors, and other elected or appointed representatives of the Church shall be indemnified and their liability shall be limited to the fullest extent authorized by the Texas Non-Profit Corporation Act, Article 1396-2.22a, Vernon's Annotated Civil Statutes, as it now exists or

hereafter may be amended and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code.

Article 8. The Minister

Section 8.1. Duties and Responsibilities

The minister shall have charge of the pulpit and conduct the worship services of the Church. The minister shall have freedom of the pulpit as well as freedom to express personal opinions outside the pulpit. The minister shall be a non-voting ex-officio member of the Board and a member with vote on each of the standing committees of the Church.

Section 8.2. Call of the Minister

The minister may be called upon recommendation for consideration by the Board or by the Ministerial Search Committee by a four-fifths (4/5) majority of the Voting Members present at any business meeting legally called for that purpose, the quorum for that vote shall be forty (40) percent of the Voting Members. The vote shall be by ballot.

Section 8.3. Dismissal of the Minister

The minister shall be dismissed if he or she does not receive a three-fourths (3/4) majority vote of the Voting Members present at any meeting legally called for that purpose, the quorum for that vote shall be forty (40) percent of the Voting Members. The vote shall be by ballot.

Article 9. Committees

The chairpersons of the committees shall be appointed by the President, with nominations by the Nominating Committee if requested by the President, and ratified by a majority of the Board. Chairpersons shall be authorized to expend budgeted funds allocated for their committee's use up to a maximum of \$500 for a specific purpose within their committee's purview. Chairpersons or committee members may be removed from appointment by a majority of the Board. The duties of the committees not outlined in the Bylaws shall be established in the written policies of the Board. All committees shall be represented at regular meetings of the Council of Committees to collaborate and disseminate information regarding church programming.

Section 9.1. Standing Committees

The following Standing Committees are open to any member of the Congregation:

Adult Forum	Library
Adult Religious Education	Membership
Building and Grounds	Neighborhood Awareness
Caring Team	Social
Children's Religious Education	Social Justice
Digital Communications	Stewardship
Finance	Green Sanctuary

The following Standing Committees are appointed by the Board of Directors:

Aesthetics and Building Use

Committee on Ministry (COM) - The purpose of the Committee on Ministry is to strengthen the quality of ministry within the congregation, to support the Minister, and to be the liaison for the Minister to the Board and Congregation. Throughout the year committee members shall be observant and cognizant of general member perceptions of the minister that might benefit from attention and deliberation with the minister. The COM will evaluate the Minister and report to the Board each January. The committee will make recommendations to the Board for the ministerial compensation as part of the budgetary process of the church.

The COM is assigned the duty of investigating claims of member, friend, or visitor behaviors that represent a serious concern for or constitute a threat to the security or well being of the congregation and/or church as an organization. The details of this process are outlined in the Disruptive Behavior Policy.

After a Minister is called to settlement, through the process of a Ministerial Search Committee, the Ministerial Search Committee will become the Committee on Ministry from the start of the ministerial contract, continuing for six months. At the end of six months, three members of the search committee will remain for a term of one year, and two new members will be appointed to serve a two-year term. Thereafter, new appointments are for two years.

In the event that a minister is hired upon Board recommendation without use of a Ministerial Search Committee, a Committee On Ministry will be elected by a majority of Voting Members present at a special business meeting legally called for that purpose. Five committee members shall be selected from ten (10) persons nominated by the Board. Three (3) will serve a 2-year term, and two (2) will serve a one year-term. Thereafter, new appointments are for two years.

When a committee position opens, the Minister and Board will each submit the number of names equal to twice the number of positions to be filled. The Minister and the Board will agree on the members to serve on the committee during an executive session of the Board. Should a committee

member resign, a new member will be appointed to serve the remainder of the term according to the guidelines set up in this paragraph. The committee shall select its own chair from among its members. No member of the COM may also be a voting member of the Board.

Safe Congregation - This committee is responsible for developing and applying policies concerning the safety and well-being of any person within the physical confines of the Church building and Church property, or any sponsored function of the Church. This committee will work closely with the Committee on Ministry, the Minister, the Director of Lifespan Religious Education, the Building and Grounds Committee, and the Board of Directors, and bring any safety concerns to these entities for investigation and appropriate remedial action.

The following Standing Committees are elected by the Congregation:

Audit - An Audit Committee of three (3) members, none of whom are members of the Board, shall be appointed by a majority of the Board and submitted for Church ratification at the annual business meeting. The committee shall audit the financial records of the Church not later than ninety (90) days after the end of the fiscal year and report its findings to the Board.

Endowment - Westside Unitarian Universalist Church shall have a separate Endowment to assist in assuring the long range financial future of the church and to help fund special projects that further the mission of the church. The Endowment shall be governed by an Endowment Committee, which shall serve as the custodian of the Endowment Investment and Distribution Policy passed by a vote of two-thirds of the members attending the congregational meeting. This policy shall provide for the protection of the corpus of the Endowment over the long term and shall require the Committee to respect the integrity of restrictions placed on any gift to the Endowment.

The Endowment Committee shall consist of six members of the congregation. Except in the initial election, when shortened terms will enable a staggered rotation of members, the term of each Committee member will be three years. The committee members will be proposed by the Nominating Committee and elected by the Congregation. No member may serve more than two consecutive 3-year terms. The length of the term of the initial members will be determined by a drawing. After a lapse of one year, former Committee members may be re-elected. No member may serve on the Endowment Committee while serving on the church governing Board. Committee members who resign will be replaced by the Board until the next Congregational Meeting.

A favorable vote of four committee members or more is required to pass any motion or resolution. The Committee shall elect its own chairperson. The Committee shall report to the Board on a quarterly basis and provide a written report to the congregation at the annual meeting

The Endowment Committee is empowered, acting through a designated member, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Endowment pursuant to the Endowment Investment and Distribution Policy. The Committee shall act in its sole judgment and discretion as it deems wise and prudent, without further approvals.

Committee members shall not be liable for any losses incurred by the Endowment except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each member shall be liable for his/her own acts and omissions of willful misconduct or gross negligence and not for the acts or omissions of other members. No member of the Committee shall engage in any self-dealing or transactions with the Endowment in which the member has direct or indirect financial interest. Members shall refrain at all times from conduct in which his/her personal interests would conflict with the interest of the Endowment.

Nominating and Leadership Development - A Nominating Committee of five members, one of whom shall be a member of the Board, and at least three of whom are not members of the Board, shall be chosen at the annual business meeting. The committee shall select its own chairperson at its first meeting.

The committee shall propose nominees for the Officers, Directors, and the next Nominating Committee. Upon request of the President, the committee shall also recommend nominees for elected committee members and/or standing committee chairs.

Members of this committee may not nominate themselves or close relatives. Should a member of the committee or relation of a member be nominated by others, the vote within the committee must be by ballot.

The President, with the concurrence of the Board, shall fill any vacancy on the Nominating Committee that occurs between Annual Meetings. The President shall call the Nominating Committee for a meeting before January, or sooner if the need arises.

The committee will work to identify potential congregational leaders, and promote and offer opportunities for leadership development. The committee will develop, offer, and promote opportunities to integrate new members into the life of the church.

Section 9.2. Special Committees

Ministerial Search Committee - In the event that a new minister is needed, the search for such minister may be performed by a Ministerial Search Committee. The committee shall consist of at least five (5) members, who shall be selected by a majority of the Voting Members present at a special business meeting legally called for that purpose. The members shall be elected from ten (10) persons nominated by the Board. The committee shall select and interview candidates for minister and propose a candidate for selection as described in Section 8.2. The Ministerial Search Committee shall prepare an employment contract for the selected minister.

Other Committees - The President may appoint and the Board may ratify such other committees as the President and Board agree are necessary for the conduct of the business of the Church.

Article 10. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Church may adopt.

Article 11. Delegates to Denominational Meetings

The President shall designate consenting members of the congregation to serve as delegates to denominational meetings. The selection shall be ratified by the Board.

Article 12. Fiscal Year

The fiscal year shall be July 1 through the following June 30.

Article 13. Dissolution of the Church

The Church may be dissolved by a two-thirds (2/3) majority of the Voting Members present at any meeting legally called for that purpose. In the event 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 UUA or its legal successor. The Board, or in its absence any person designated by a majority of the Voting Members present at any business meeting, shall perform all actions necessary to effectuate such conveyance.

Article 14. Amendments

These bylaws, so far as allowed by law, may be amended or revised at any business meeting of the Church by a two-thirds (2/3) majority of the Voting Members present. The congregation may change both the wording and the intent of any proposed amendment. Notice of any proposed change shall be contained in the notice of the business meeting, which must be sent to the membership at least fourteen (14) days prior to the meeting.

Article 15. Inclusion

This congregation affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring, and the calling of religious professionals without regard to race, color, ethnicity, gender, gender identity or expression, or sexual orientation.

Adopted April 2, 1995
Amended May 17, 1998
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