

# **WESTSIDE UNITARIAN UNIVERSALIST CHURCH BYLAWS**

## **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 religious freedom in a climate that welcomes diversity. 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.

This corporation is organized exclusively for religious, charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article 3. Membership**

### **Section 3.1. Voting Members**

Voting Membership is open to any person, aged 18 or older, regardless of race, color, ethnicity, gender, gender identity or expression, sexual orientation, or physical disability, who is in consonance with the purposes and programs of the Church, by signing the membership book in the presence of the Minister or a member of the Board of Directors. Prospective members pledge to commit time, talent, and financial resources to the Church. No creedal test is required for membership. Voting Members may vote on any matter prescribed in these bylaws, or on any business or policy matter brought before the congregation by the Board of Directors. Effective date of membership is thirty days after signing the book.

### **Section 3.2. Associate Members**

Youth aged fifteen through seventeen, or who have completed the Coming of Age Religious Education Program, may become Associate Members by signing the membership book as in Section 3.1. Such Associate Members shall have limited voting privileges pursuant to age requirements specified under law. An Associate Member may not be elected as an Officer, as described in Section 6.1, but may be elected as a

Director, as described in Section 6.2. An Associate Member will not be included in the official membership count, as reported to the UUA. Associate Members become Voting Members upon reaching their eighteenth birthday.

### **Section 3.3. Members Emeritus**

Members Emeritus are members whose past commitment to the Church is honored when they are no longer able to be actively involved or provide financial support. This designation may be requested by the individual, or by family members or close associates of the individual on their behalf, and is affirmed by the Board. Members Emeritus are not counted in the official membership as reported to the UUA.

### **Section 3.4. Friends**

- Friends are those who are eighteen years of age or older and, while not having signed the membership book, are committed to active involvement in the Church, and have requested such designation. Friends will be encouraged to pledge if financially able to do so, but pledging will not be a requirement. A Friend may not serve as a board member nor chair a committee, and may not vote in official Church proceedings.

### **Section 3.5. Resignation or Removal from Membership**

A member may resign in writing from membership at any time. The Board 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. No member or friend shall be excluded for cause from the Church premises and Church activities without due process as outlined in the Disruptive Behavior Policy.

## **Article 4. Denominational Affiliation**

This Church shall be a member of the Unitarian Universalist Association (UUA), the UUA Southern Region, 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 and, when requested, NTUUC.

## **Article 5. Congregational Meetings**

### **Section 5.1 Annual Business Meeting**

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

- a) Adopt a budget
- b) Elect Officers, Directors and members of the Nominating and Leadership

- Development Committee and the Endowment Committee
- c) Ratify the appointment by the Board of the Audit Committee
  - d) Transact such other business as may properly come before them.

## **Section 5.2. Special Business Meetings**

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

## **Section 5.3. 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 days prior to the date of the meeting. Notice may be sent via electronic and/or standard mail, as appropriate. Business items may be added to the agenda of the annual meeting, or any special business meetings by the President, by a two-thirds vote of the Board, or by a written request from twelve Voting or Associate Members.

## **Section 5.4. Quorum**

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

## **Section 5.5. Voting**

Election of Officers, Directors, the Nominating and 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 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 year. The Secretary and Treasurer shall be elected for terms of two years with the Secretary elected in odd-numbered years, and the Treasurer in even-numbered years. Directors shall be elected to two year terms. All officers shall be Voting Members of the Church. No more than one member of a family or pledge unit shall serve on the Board of Directors at any given time. Families of the minister or

DLRE are prohibited from service on the Board of Directors. Officers may serve any number of terms.

If an elected Officer should vacate their position on the Board before the end of their term, the President shall, from a list of nominees provided by the Nominating and Leadership Development Committee, and with a majority vote of the Board, appoint another Voting Member to that position for the remainder of the fiscal year.

## **Section 6.2. Election of Directors**

### **Section 6.2.1 General Election Procedures**

There shall be five Directors. Three Directors shall be elected each year by the membership at the annual business meeting, and shall take office the following July 1. Directors may be either Voting or Associate Members, and shall serve two year terms.

If an elected Director should vacate their position on the Board before the end of their term, the President shall, from a list of nominees provided by the Nominating and Leadership Development Committee, and with a majority vote of the Board, appoint another Voting or Associate member to that position for the remainder of the fiscal year.

### **Section 6.2.2 Associate Member as a Director**

The Board may include one Associate Member, who has been put forward by the Nominating and Leadership Development Committee as part of a proposed slate of directors and who has been elected by a majority vote of the congregation as part of that slate. No floor nominations of an Associate Member shall be permitted. An Associate Member elected to the Board shall not have the same legal or fiduciary commitment as other Voting Members so elected. Associate Members may participate in debate and deliberations of the Board and may vote on any issue concerning the internal life of the congregation. An Associate Member shall not vote on any contractual issue.

## **Section 6.3. Board of Directors**

The Officers and Directors together shall constitute the Board of Directors (Board) and shall 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 President may call a special meeting of the Board to take action on an item of business when the urgency of that business precludes waiting for the regular meeting. The Board may also take action on an urgent item of business electronically when there is insufficient time to hold a regular or called meeting.

## **Article 7. Duties and Powers of Officers and Directors**

### **Section 7.1. Duties and Responsibilities**

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. In consultation with the Minister, the Board may delegate such administrative duties to the Minister as it may deem appropriate. It may fill Board vacancies in accordance with procedures set forth in Article 6 of these bylaws. Any Board member who has been absent at least one-half of six consecutive regular monthly meetings shall be removed and the vacancy filled as above.

### **Section 7.2. Financial Limitations**

The Board shall not sell Church real property, and shall not make major alterations to same, nor shall it purchase real property, without approval of three-fourths of the Voting Members attending an annual business meeting or a special business meeting of the congregation called for that purpose. No item or items of Church "personal property" having a total value in excess of two percent of the current year's budget may be disposed of in any way without the approval of two-thirds of the members present at an annual or special congregational business meeting.

### **Section 7.3. Executive Committee**

The President, Minister, Vice President, Secretary and Treasurer, shall constitute an Executive Committee with the duty of providing the Church and the Board positive leadership and plans for direction and growth.

### **Section 7.4. 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 7.5. 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 shall be an ex-officio member with voting privileges of all councils, committees, and task forces, with the exception of the Committee on Shared Ministry (COSM) and the Nominating and Leadership Development Committee. The President shall report in writing on the work of the Board and the State of the Church to the Annual Business Meeting. In meetings of the Board, the President shall vote only in the

case of a tie.

### **Section 7.6. 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. Unless unforeseen circumstances arise, the Vice President will be nominated to serve as President when their term as Vice President ends.

### **Section 7.7. Duties of the Secretary**

The Secretary shall be responsible for making and preserving all official records of the Church and the Board, for conducting, in consonance with office administrative staff, official Church correspondence, and all other duties usually associated with that office. All records shall remain the property of the Church.

### **Section 7.8. Duties of the Treasurer**

The Treasurer shall have custody and responsibility of all Church funds, except those assigned to the Endowment Committee, or assigned to others in writing by the Board, or by standing policies. The Treasurer 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 Business Meeting. The Treasurer may make disbursements of funds to the extent of the budgeted amount. The Treasurer shall not make disbursements of any non-budgeted item of more than the amount specified in Church policy without the approval of the Board 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 7.9. Duties of the Immediate Past President**

The Immediate Past President shall serve as a non-voting, ex officio member of the Board and as such shall attend regular Board meetings. 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 and task forces, or act as a spokesperson for the Church.

### **Section 7.10. 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 NonProfit 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 without vote on each of the standing committees of the Church. The Minister may, with their consent and continuing at the pleasure of the Board, assume such administrative supervisory duties as may be conferred by the Board.

### **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 nine-tenths majority of the Voting Members present at any business meeting legally called for that purpose. The quorum for that vote shall be forty percent of the Voting Members. The vote shall be by ballot.

### **Section 8.3. Dismissal of the Minister**

The Minister shall be dismissed if they do not receive a three-fourths majority favorable vote of the Voting Members present at any meeting legally called for that purpose. The quorum for that vote shall be forty percent of the Voting Members. The vote shall be by ballot.

## **Article 9. Paid Professional Staff**

### **Section 9.1 Authority**

The Executive Committee of the Church, with majority approval of the Directors, shall have authority to employ such paid professional staff as they may deem appropriate to carry out the administrative and physical functions of the Church.

### **Section 9.2 Employment Policies**

All staff are hired subject to the at-will doctrine of the State of Texas and the policies established in the Personnel Policies Manual of the Church. Westside will endeavor to

the best of its ability to conform to the employment practices set forth by the Unitarian Universalist Association.

## **Article 10. Councils, Committees and Task Forces**

### **Section 10.1. Board Prerogatives**

The Board shall review Church committees, program councils, and task forces annually, at a minimum. With the exception of the Committee on Shared Ministry and those committees elected by the congregation, the Board may create and dissolve standing and temporary committees, program councils, and task forces as it deems necessary. Once established, each committee and program council shall, at the earliest practicable date, publish a document establishing its goals and its policies. The Board will provide a format for these documents. These policy documents become effective upon Board approval. Chairs or members of Board established councils, committees and task forces may be removed by a majority vote of the Board.

### **Section 10.2. Council, Committee and Task Force Spending Limits**

The chairpersons of councils, committees, and task forces shall be authorized to expend budgeted funds allocated for their committee's use, for a specific purpose within their committee's purview, up to a maximum specified in the appropriate policy.

### **Section 10.3. Committee on Shared Ministry (COSM)**

The Committee on Shared Ministry (COSM) exists to support and strengthen the quality of the church's entire ministry. The committee's duties and responsibilities are defined by a separate mission statement.

After a Minister is called to settlement, through the process of a Ministerial Search Committee, the Ministerial Search Committee will become the Committee on Shared Ministry from the start of the Ministerial contract, continuing for six months. At the end of six months, three members of the committee shall remain for a term of one year, and two new Voting Members of the Church shall be appointed to serve a two-year term. Thereafter, new appointments are for two years. The committee will select its own Chair.

When a committee position opens, the Minister and Board will each submit the number of names of Voting Members of the Church equal to twice the number of positions to be filled. The Minister and the Board shall agree on the members to serve on the committee during an executive session of the Board. No member of the COSM may also be a Voting Member of the Board but they may be a member of the Transition Team.



## **Section 10.4. Transition Team**

A Board appointed Transition Team shall serve as a search committee charged with finding a Contract Minister if the Congregation votes to hire one, and does not choose to hire a settled Minister through the UJA. The Board appointed Transition Team will consist of a Chair and four members. The Chair and two members shall serve a 2- year term, and two shall serve a one year-term. Thereafter, new appointments are for two years. Vacancies will be filled with appointments by the Board.

The Transition Team will also serve as the liaison for the staff (including a contract minister) when a settled minister has not been called and the COSM will be temporarily disbanded. The board will serve as liaisons for the committees through individual assignments of a board member for each committee. Once a settled minister has been called the COSM, under the guidelines in Section 10.3 above and the COSM Mission Statement will be reinstated.

## **10.5 Committees with Restricted Membership Elected/Ratified by the Congregation**

### **Section 10.5.1. Financial Reviews/Audits**

An internal Financial Review should be ordered by the board to be done annually. If problems arise that warrant the expense, the board should contract for an outside audit by a CPA firm. The committee shall review the financial records of the Church not later than ninety days after the end of the fiscal year and report its findings to the Board.

### **Section 10.5.2 Endowment Committee**

Westside Unitarian Universalist Church shall have an Endowment Committee, consisting of four to six members, to manage the Church's separate Endowment Fund. Due to the special nature of this committee, it shall be governed by separate bylaws. Any changes or amendments to said bylaws, shall be approved by a two-thirds vote of the congregation at a regular or special congregational business meeting. Members of this committee shall be Voting Members of the Church, and shall be elected by the congregation, at the regular congregational business meeting, in accordance with procedures set forth in the committee bylaws.

### **Section 10.5.3. Nominating and Leadership Development Committee**

A Nominating and Leadership Development Committee of five Voting Members of the Church, 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. This

committee shall publish its operational procedures in a policy document. This policy document shall become effective upon approval by the Board. Prior to the Annual Meeting, the committee shall propose nominees for Church Officers, Directors, and the next Nominating and Leadership Development Committee. The President, with the concurrence of the Board, shall fill any vacancy on the Nominating and Leadership Development Committee that occurs between Annual Meetings.

#### **Section 10.5.4. Ministerial Search Committee**

When the Church requires a new Minister, the search for such Minister may be performed by a Ministerial Search Committee. The committee shall consist of at least five Voting Members of the Church, 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 Voting Members 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.

#### **Article 11. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Church 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 12. 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 13. Fiscal Year**

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

#### **Article 14. Dissolution of the Church**

The Church may be dissolved by a two-thirds 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 the 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 15. 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 majority of the 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 days prior to the meeting.

## **Article 16. Diversity, Equity and Inclusion**

There shall be no barriers to full participation of persons in all of our activities and endeavors, including membership, programming, hiring, and the calling of religious professionals based on gender, gender identity or expression, ethnicity, race, native or indigenous origin, age, generation, sexual orientation, culture, religion, belief system, marital status, parental status, socioeconomic status, language, accent, ability status, mental health, educational level or background, geography, nationality, work style, work experience, job role function, thinking style, personality type, physical appearance, political perspective or affiliation and/or any other characteristic that can be identified as recognizing or illustrating diversity.

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