

Bylaws
Unitarian Universalist Church
Midland, TX

As amended October 20, 1968; April 27, 1979; January 20, 1980; October 29,1980; February 15, 1981; April 29, 1984; April 28, 1985; May 18, 1986; October 9, 1989; May 20, 1990; May 17, 1992; May 23, 1993; October 22,1996; May 3, 1998; May 16, 2000, October 22,2000; November 19, 2003; May 23, 2004, November 12, 2005, Feb. 11, 2006, May 18, 2008, Nov. 16, 2014.

Article I
Name

Section 1:

The name of this corporation shall be the Unitarian Universalist Church of Midland.

Article II
Purpose

Section 1:

We unite in the free quest of high values in religion and in life. Freedom shall be our method, reason our guide, fellowship our spirit, character our test, and service our aim in religion.

Article III
Inclusive Clause

Section 1:

This congregation affirms and promotes the full participation of persons in our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

Article IV
Membership

Section 1:

Voting members shall include all persons seventeen (17) years of age or older who subscribe to the purpose stated in Article II, satisfy the requirements prescribed by these bylaws, have signed the membership book in the presence of the Minister, or a member of the Board of

Directors, and who agree to make a regular recorded financial contribution to the Church. Under special consideration, services may be substituted for monetary contribution. A new member shall be eligible to vote on church business sixty (60) days after meeting the requirements for membership.

Any person, between the ages of fourteen and seventeen, shall be eligible for membership provided he/she has satisfactorily completed a membership preparation course conducted by the minister or a layperson appointed by the Board.

Section 2:

There shall be one class of membership: Active

a. Members shall be those who have joined the Church and who, in the judgment of the Board of Directors, have supported the Church and its purposes by attending or participating in church activities, or making a contribution of record.

Section 3:

The membership list shall be kept by the secretary and reviewed by the Board within 30 days prior to the fall and spring meetings. The number of members shall constitute the official membership of the Church, and shall be used to establish a quorum at congregational meetings.

Section 4:

An individual may, at any time, be removed from membership for the following reasons: (1) Such person has died, resigned, or failed to respond within sixty (60) days to a letter of inquiry from the Church as to whether such person wishes to continue his or her membership.

Section 5:

While openness to a wide variety of individuals is one of the prime values held by our congregation and expressed in our church purposes and principles, we affirm the belief that our congregation must maintain a secure atmosphere where such openness can exist. When any person's physical and/or emotional well-being or freedom to safely express his or her beliefs or opinions is threatened, the source of this threat must be addressed. At such time, the UU Right Relations Policy will be followed.

Article V
Meetings

Section 1:

All of the meetings of this corporation shall be held in the County of Midland, Texas, at such time and place as shall be fixed by the Board of Directors. Notice of time and place and agenda of business shall be sent by first class mail to members at least ten days before the Spring meeting, the Fall meeting, or any special meeting, or any of said meetings which shall have been adjourned to meet at a later date.

Section 2:

An Annual Meeting shall be held in the fall and spring of each year. The fiscal year shall begin July 1st of each year.

Section 3:

The principal business of the Fall Meeting shall be the election of the Nominating Committee. The principal business of the Annual Meeting shall be the election of the Board of Directors, and the Investment Committee, and approval of the budget. Action other than that on the published agenda may be taken except that notice is required for the calling or dismissal of the minister, or the purchase or sale of real property, and for the amendment of bylaws.

Section 4:

A special meeting of the church shall be called by the president on a majority vote of the Board of Directors or a petition of 25% of the members.

Section 5:

Twenty-five percent of the members shall constitute a quorum. Proxy voting is prohibited. Voting by mail shall be allowed only in calling or dismissal of a minister. In all other instances a member must be physically present to be able to vote.

Article VI

Board of Directors and Investment Committee

Section 1:

The business, property, and affairs of the corporation not reserved for vote of the entire church membership nor specifically delegated to the Investment Committee shall be managed by the Board of Directors.

Section 2:

The president, president-elect, secretary, treasurer, and three at-large members shall constitute the Board of Directors.

Section 3:

Five of the members of the Board of Directors shall constitute a quorum.

Section 4:

Vacancies shall be filled by the Board of Directors and the person shall serve out the remainder of the term of office.

Section 5:

The Board of Directors shall hold regular meetings. Special meetings of the Board may be called at any time by the President.

Section 6:

Each year the congregation shall elect a president-elect, who will serve in that position for one year and succeed to the position of president the next year.

The term of all other offices shall be two years. In even-numbered years the congregation shall elect the secretary and two at-large members. In odd numbered years, the congregation shall elect the treasurer, and one at-large representative.

No member of the Board shall be eligible for election to more than two consecutive terms in the same office. No member of the Board of Directors shall serve more than six consecutive years. The outgoing member shall not be elected or appointed for one year, except for extenuating circumstances.

Section 7:

Checks, drafts, and orders for payment shall be signed by the treasurer or in his/her absence by one other person designated by the Board. Any check, draft, or order for payment of money in excess of \$2000 shall require a counter-signature by the President or President-elect.

Section 8:

The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

Section 9:

Any officer, elected position, or chair who does not carry out his or her duties or responsibilities may, at the Board of Trustees' discretion, be removed from such position. Decisions of the Board of Trustees in regard to removal of any elected position are subject to review by the church membership at any duly constituted congregational meeting. The vacancy shall be filled as provided by Article VI, Section 4.

Section 10:

The Board of Directors shall maintain a set of Standing Rules of the church, which shall implement these bylaws. In the event of conflict between these bylaws and the standing rules, the provisions of the bylaws shall govern.

Section 11:

The Board of Directors shall not make any expenditure or execute any notes, bonds, or other indebtedness, in an amount in excess of 2% of the annual budget without the approval of a majority of the members attending a duly called meeting of the members. This limitation shall not apply to repairs that require immediate attention.

Section 12:

The congregation shall set aside a special fund to be managed by an Investment Committee. The Board of Directors shall review the books of the Investment Committee annually. The Board of Directors shall have the right to fill by appointment any vacancy which occurs.

The Investment Committee shall consist of a chairperson and two members elected by the congregation's church membership to serve three-year terms. One member shall be elected each year. The chairperson may be required to be bonded for an amount to be determined by the Board of Directors annually. Any person appointed to fill a vacancy shall serve until the next annual meeting or an election of a successor.

Two members of the Investment Committee shall constitute a quorum. Special meetings may be called by the chairperson or the other two members.

Duties of the Investment Committee shall be to:

1. Select the chairperson.
2. Establish and maintain investment policies.

Duties of the chairperson shall be to:

1. Provide the treasurer a written monthly statement.
2. Sign checks, drafts, and other negotiable instruments for payment of money from the investment account to the general operating account. Counter-signature shall be required.

Article VII
Elections

Section 1:

The five member nominating committee shall be nominated and elected in the

following manner:

- a. At least two members of the Board of Directors shall be nominated and one elected.
- b. At least six members shall be nominated and four elected.
- b. In order of the number of votes received, the remaining nominees shall serve as alternates on the committee.
- d. The nominating committee shall elect a chairperson immediately following the fall congregational meeting.

Section 2:

The Board of Directors and the Investment Committee shall be nominated and elected in the following manner:

- a. At least ten days before the annual meeting the nominating committee shall submit to the membership nominations for the Board of Directors and one member of the Investment Committee.
- b. The consent of each nominee must be obtained before his/her name is placed in nomination.
- c. The president shall call for nominations from the floor. Election shall be by ballot or show of hands, and those receiving a majority of votes cast shall be declared elected.
- d. All those elected at annual meeting will assume their duties no later than July 1st.

Article VIII Duties of the Officers and Directors

Section 1:

The president shall preside at all meetings of the corporation, shall perform such other duties as may be prescribed in these bylaws, and shall coordinate the work of the officers and committees. The president shall be ex-officio member of all committees with the exception of the nominating committee.

Section 2:

The president-elect shall perform the duties of the president when the president is unable to act for any reason and shall serve on the Finance Committee.

Section 3:

The secretary shall record the minutes of all meetings; keep a current roll of members, and give all notices required by statute, bylaws, or resolution (Article 5, section 1)

Section 4:

The treasurer shall chair the Finance Committee. He/she shall oversee and report all monthly transactions. The treasurer will report regularly to the board; and shall make a detailed report of accounts to the membership at the fall and spring meetings. The treasurer may be required to be bonded.

Section 5:

At-large members of the board of directors shall serve as volunteers where needed.

Article IX
Committees

Section 1:

The standing committees shall include investment, program, finance, membership, religious education, and any others deemed necessary by the Board of Directors. The Board of Directors shall ensure that each standing committee has a chairperson.

Section 2:

An ad hoc task force may be appointed by the Board of Directors.

Section 3:

Any member or friend of the church is free to attend as an observer any meetings (except executive sessions and nominating committee meetings).

Article X
Denominational Affiliation

Section 1:

This corporation shall be a member of the Unitarian Universalist Association and of the Southwest Conference.

Article XI Amendments

Section 1:

These bylaws may be amended at the spring, fall, or a special meeting of the members, by a two-thirds vote, provided that any proposed amendments have been mailed with the notice of the meeting.

Article XII Minister

Section 1:

In the event of notification or vacancy of the pulpit, the Board shall, at the earliest opportunity and not later than the next regular Board meeting, appoint a search committee which shall be charged with the responsibility of evaluating and recommending a minister to the congregation. The search committee shall carry out its duties, as nearly as possible, in accordance with established procedures of the denomination.

Section 2:

The Minister shall be chosen and his/her salary determined by an affirmative three-fourths vote of all church members casting votes. Members unable to attend shall be permitted to vote by absentee ballot.

Section 3:

The Minister shall be considered to have indefinite tenure and is to have complete freedom of the pulpit as per the tradition of the free church.

Section 4:

The Minister may be dismissed at a special meeting by a majority vote of all church members casting ballots, Members unable to attend shall be permitted to vote by absentee ballot.

Section 5:

The terms of employment and termination of employment shall be covered by a written agreement between the Minister and the Board of Directors. A copy of the agreement between the minister and the Board shall be available to all members.

Section 6:

The minister shall make a full report of his/her work during the year at the spring meeting and shall bring to the attention of the Board of Directors any matters that seem to him/her pertinent to the general welfare of the church and make

recommendations. The final decision in matters of procedure and policy shall remain with the Board of Directors or a meeting of the members.

Article XIII Parliamentary Authority

Section 1:

The rules contained in the current edition of "Roberts Rules of Order" shall be the rules of procedure of the Church in all cases in which they are applicable and in which they are not inconsistent with these bylaws. If the provisions of the laws of the state of Texas, the Articles of Incorporation of the Church, and the bylaws in effect at the time an action was taken, have been complied with, then no action of the Church or of the Board of Directors shall be held to be invalid because of a failure to follow the current edition of "Robert's Rules of Order".

Article XIV Dissolution

Section 1:

In the case of dissolution of the congregation, all of its property, real and personal, after paying all just claim upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to any Unitarian Universalist related organization. The Board of Directors shall perform all actions to effectuate such conveyance.