

**BY-LAWS OF
FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO, TEXAS**

Approved January 25, 2015, to be effective April 30, 2015

ARTICLE I - NAME OF THE CHURCH

The name of this religious corporation shall be the First Unitarian Universalist Church of San Antonio (the "Church").

ARTICLE II - PURPOSE

The purpose of this Church is to foster liberal religious living through worship, study, service and fellowship, and to cherish and celebrate its Unitarian Universalist heritage. These By-Laws are intended to further this purpose by creating a policy oriented style of governance

ARTICLE III - AFFILIATIONS

This Church shall be a member of the Unitarian Universalist Association and the Southwest Unitarian Universalist Conference, or any successor organizations, and shall recognize its responsibilities of fellowship in these entities.

ARTICLE IV - MEMBERSHIP

Section 1 - **Eligibility:** Membership in this Church is based upon the voluntary desire of people to work together in a religious fellowship.

- A. Any person, 14 years of age or older, who signs a membership form and/or membership book and meets the requirements specified below shall be registered as a member of this Church.
- B. Eligible members must have paid a responsible contribution of financial support to the Church within the preceding twelve (12) months.
- C. Emeritus members are persons who have been long-time voting members and who for reasons as determined by the Board of Trustees are offered life-time membership without the requirement of providing annual financial support.

Section 2 - **Freedom of Belief:** Each member of this Church shall be free to hold opinions and beliefs regarding religious or secular matters. This freedom shall be maintained and defended by the officers, Trustees, and ministers of this congregation.

Section 3 - **Requirements:** Requirements for membership shall be determined by the Board and set down in the policies of the Church.

Section 4 - **Voting Members:**

- A. Must have met the requirements listed in Section 1 at least 60 days prior to the date of any vote.
- B. The President of the Board of Trustees shall certify the list of voting members annually and at least eight (8) days prior to any congregational meeting or vote.

- C. Eight (8) days prior to an official meeting of the congregation where a vote will be called, a list of voting members shall be posted on the Church bulletin board.
- D. Only voting members shall be counted for establishing the total membership of the Church.

Section 5 - **Withdrawal:** Members may withdraw by informing the Church office of such intent. Once a year, the Church shall inquire of members who no longer qualify for voting membership because they do not pay a responsible contribution as to whether they wish to continue affiliation. Emeritus members shall also be contacted each year about continuing their membership. Any member who can no longer be reached by the office may be dropped from the membership roll ninety (90) days after written contact has been attempted.

ARTICLE V - FISCAL YEAR, GOVERNANCE YEAR, AND BUDGET

Section 1 – **Fiscal Year:** The fiscal year shall begin on the first day of June in each year.

Section 2 – **Governance Year:** The governance year during which officers and Trustees assume duties shall begin on the first day of June of each year.

Section 3 – **Budget:** The Board of Trustees shall adopt a proposed budget, an outline of which will be provided to each voting member along with the notice of the annual meeting. The proposed budget shall be submitted for approval by the voting members of the congregation at this meeting. In addition, the Board of Trustees shall submit to the congregation a summary (including fund balances and indebtedness) of the financial condition of the church. The procedure for establishing the budget and the financial statement shall be in accordance with the policies adopted by the Board of Trustees.

ARTICLE VI - CONGREGATIONAL MEETINGS

Section 1 - **Annual Meetings:** There shall be one (1) annual meeting held in May, at a time and place to be fixed by the Board of Trustees. This meeting shall be for the purpose of electing the Board of Trustees, Trustees for the Endowment Fund, Trustees for the Community Responsibility Endowment Fund, members of the Leadership Development committee, Committee on Ministry, and Stewardship Committee, whose terms may be expiring, and for the purpose of adopting the budget for the next fiscal year. Reports of standing committees shall also be presented at this meeting.

Section 2 - **Special Meetings:** Special meetings of the congregation may be called by the President or by a majority of the Board of Trustees and shall be called by them upon written request of ten percent (10%) of the voting members of the congregation.

Section 3 - **Notification of Meetings:** Notification of all meetings shall be made by the Board Secretary or such other person as the Board of Trustees shall name. Written notice, which includes electronic communications such as email, shall be provided to all voting members at least fourteen days in advance of the meeting and it shall be orally announced to the congregation at the two successive Sundays prior to the meeting. The business to be transacted at any meeting of the

congregation shall be specified in the notice of the meeting. Only business included in the notice of a special meeting shall be considered and acted upon at such special meeting.

Section 4 - **Quorum:** Twenty percent (20%) of the voting members of the congregation must be physically present to constitute a quorum. A quorum must be present to conduct a meeting. A quorum once established remains in force for the duration of the meeting.

Section 5 - **Voting Qualifications:** Only those persons who are designated voting members under Article IV, Sec. 4, have the right to participate and vote at meetings of the congregation.

Section 6 - **Elections:** Elections shall be by a majority vote of the total of those present and voting plus votes by proxy. No person shall simultaneously hold more than two elective offices.

Section 7 - **Proxy Votes:** Except as provided in these by-laws, proxy votes shall be available to members who cannot attend a given meeting for reasons of incapacitation or travel. All proxies shall be in writing and specifically state the issue and how the proxy is to be voted. Proxies must be provided in duplicate copies, one copy to the President and one copy to the Secretary.

Section 8 - **Parliamentarian:** The President shall appoint a voting member to serve as a Parliamentarian. The Parliamentarian shall serve at all meetings of the congregation.

Section 9 - **Rules of Order:** Robert's Rules of Order shall govern all duly called meetings of the congregation.

ARTICLE VII - OFFICERS

Section 1 - **Terms of Office:** The officers of this Church are: President, Vice-President, Secretary, and Treasurer. All of these persons shall be voting members of the congregation and, excepting the President and Vice-President, shall hold their offices for three years, and for such further time until their successors have been qualified, and shall perform the duties usually pertaining to such offices. The term of office for the President and Vice-President shall be for one year, with a maximum of two consecutive years each.

Section 2 - **The President:** The President is the chief governance officer and presiding officer of the Church. The President shall perform the following duties:

- A. Preside at all meetings of the Board of Trustees;
- B. Preside at all meetings of the congregation;
- C. Appoint a Parliamentarian;
- D. Appoint delegates to represent the congregation in various denominational and other organizations with the consent of the Board of Trustees;
- E. Set the business agenda for the meetings of the congregation as directed by the Board of Trustees;
- F. Call special meetings of the Board of Trustees as he or she deems necessary or advisable;
- G. Call special meetings of the congregation as he or she deems necessary or advisable; and
- H. Serve as the Board liaison to any committee on Ministry.
- I. In consultation with the Vice President and the Minister, establish the Agenda for meetings of the Board of Trustees.

Section 3 - **Vice-President:** The Vice-President shall be elected at the annual meeting of the congregation. The Vice-President shall perform the duties of the President when the President is unavailable or unable to perform those duties. The Vice-President serves as Board liaison to the Leadership Development Committee. The Vice-President may convene, but not sit on, the Trust Fund of Endowments and Community Responsibility Endowment Fund, and shall serve as the Board liaison to these bodies. The Vice President shall ensure a report to the President is rendered annually from each of these committees. The Vice President shall chair the Facilities Team. The Vice President shall assist the President in developing the agenda for all meetings of the Board of Trustees.

Section 4 - **Secretary:** The Secretary is the recording and corresponding officer of the Church and is responsible for the custody of its seal and records, except for financial records. Records of the Church include the following documents: Bylaws, Governance Policies, and minutes of Board and congregational meetings. The Secretary may serve one (1) additional year beyond the three (3) year term of office with the approval of the President and congregation.

Section 5 - **Treasurer:** The Treasurer is the financial officer of the Church responsible for all Church monies and securities other than the Trust Fund of Endowments and the Community Responsibility Endowment Fund. The Treasurer actively monitors all financial records prepared for the Church; maintains positive control of Church expenditures; and chairs the Finance Committee. The Treasurer may serve one (1) additional year beyond the three (3) year term of office with the approval of the President and congregation.

ARTICLE VIII - BOARD OF TRUSTEES

Section 1 - **Governing Body of the Church:** The governing body of the Church shall consist of a Board of Trustees, elected by the congregation, and the Minister (ex officio and non-voting). The Board is empowered to work and speak on behalf of the congregation between congregational meetings.

Section 2 - **Composition of the Board of Trustees:** There shall be a Board of Trustees consisting of the President, Vice-President, Secretary, Treasurer, and up to four (4) At-Large Members, all of whom shall be voting members of the congregation. The President and the Vice President must each have served at least one year as a Trustee of the Board within the preceding 5 years. Only duly serving officers and At-Large Members shall have the right to vote at a meeting of the Board of Trustees. Officers may serve continuously on the Board of Trustees for no more than five (5) years.

Section 3 - **At-Large Member Terms of Office:** A maximum of four (4) At-Large Members may be elected annually. The term of At-Large members shall be one (1) year. An At-Large Member may be re-elected a maximum of three (3) consecutive years as an At-Large member.

Section 4 - **Duties of the Board of Trustees:** The Board of Trustees shall be the chief governance organ of the Church and shall carry out the governance policies of the congregation. The Board shall focus, to the extent possible, on policy issues and on long term, strategic matters of the Church and the Board alone retains the authority to enter into binding contracts on behalf of the Church. In no event shall a contract be entered which would cause indebtedness or the sale of Church real property, without approval of the voting members of the congregation.

Section 5 - **Meetings:** The Board of Trustees shall meet as it deems appropriate, but no fewer than ten (10) times per year. Special meetings of the Board of Trustees shall be called by the President or upon written request of a quorum of the Board.

Section 6- **Vacancies:** In the event of a vacancy among any of the At Large Trustees of the Church, the Leadership Development Committee shall select a voting member of the congregation to fill such vacancy. In the event of a vacancy among the position of President, Vice President, Secretary, or Treasurer of the Church, the Board of Trustees shall choose from among themselves a member of the Board of Trustees to fill such vacancy. The Leadership Development Committee shall then select a voting member of the congregation to fill the resulting vacancy among one of the At Large Trustees.

The position of any officer or At Large member who fails to attend three consecutive meetings of the Board may be declared vacant at the option of the Board. If the Board determines that extenuating circumstances accounted for the absences, then the position shall not be declared vacant. The Board shall have the right to remove any officer or At-Large member for malfeasance upon the vote of 2/3rds of all of the remaining members (excluding the member the subject of the complaint) of the Board of Trustees.

Section 7- **General Obligations of the Board:**

- A. The Board shall establish governance policies which delineate and further the mission and vision of the church.
- B. The Board will hold the Minister accountable for the operational organization of the church, for creating and publishing operational protocols and procedures, and for operating under the annual plan (as developed by the Board of Trustees and the Minister) of the church. The Minister shall serve as the chief of staff of the church.
- C. The Board shall make all governance documents of the Church available to all members of the congregation.

Section 8 - **Quorum:** A quorum shall be at least fifty one percent (51%) of the duly serving voting members of the Board of Trustees. Once a quorum is established it remains established throughout the meeting.

ARTICLE IX – COMMITTEES

Section 1 - **Committees of the Church:** The following are Committees of the Church. They are elected by the congregation at the annual meeting. They act independently of the Board of Trustees. Other than budgeting for the activities of these committees, the Board of Trustees does not have general supervisory authority over them. The Committees of the Church are as follows:

- A. **Trustees of the Trust Fund of Endowments.** The Trustees of the Trust Fund of the Endowments shall act in accordance with the trust instrument creating the Endowment Fund as well as their operating procedures.

- B. **Trustees of the Community Responsibility Endowment Fund.** The Trustees of the Community Responsibility Endowment Fund shall operate in accordance with the instrument creating the Community Responsibility Endowment Fund as well as their operating procedures.
- C. **Leadership Development Committee.** The Leadership Development Committee shall consist of a Chair and five other members. Two members shall be elected each year for a three year term at the annual Congregational meeting. The Members' terms shall be staggered. A member of the Leadership Development Committee shall not concurrently serve on the Board of Trustees. The Leadership Development Committee will have the primary responsibility for preparing a slate of qualified members for leadership positions in the Church. They will operate in accordance with the requirements of these Bylaws, and in particular in accordance with the provisions for nominations and elections below.
- D. **Ministerial Search Committee.** Upon the resignation, permanent disability, or dismissal of a minister, a meeting of the congregation shall be called for the purpose of electing a Ministerial Search Committee to consist of at least seven (7) members but not more than nine (9) members. The Leadership Development Committee shall submit the names of the nominees in written form for the meeting. The Ministerial Search Committee shall follow the general procedures recommended by the Unitarian Universalist Association, presenting a single candidate of their choice to the membership and considering only candidates in good standing with the Unitarian Universalist Association.

Section 2 – **Committees of the Board of Trustees.** The Board of Trustees shall have general authority to create such Committees as the Board of Trustees deems appropriate to carry out their functions. These Committees include but are not limited to the following:

- A. **Strategic Planning Committee.** The Strategic Planning Committee shall consist of four (4) persons appointed by the President with the consent of the Board to act as a steering committee for the strategic planning process. The Strategic Planning Committee shall assist and facilitate the preparation of strategic planning documents, which will include reports on both the long and short term goals, together with a projection of financial needs for the church. The Strategic Planning Committee shall submit its report to the Board of Trustees. The Board of Trustees shall report on the progress and accomplishments of the Strategic Planning Committee to the congregation at the annual meeting. Members of the Strategic Planning Committee may serve for up to three years.
- B. **Committee on the Ministry.** The Committee on the Ministry shall consist of five voting members elected by the congregation from a list prepared by the Leadership Development Committee in collaboration with the Minister at the annual Congregational meeting. The Committee on the Ministry shall focus on supporting and monitoring the Ministry of the congregation and assisting and supporting the Minister. The members shall serve for a term of three years, with two members elected each year except that every third year only one member shall be elected. Meetings of the Committee on the Ministry shall be announced

to the congregation and a portion of each meeting of the Committee shall be open to the members of the Church.

- C. **Stewardship Committee.** The Chair of the Stewardship Committee shall be selected by the congregation. The Leadership Development Committee shall then select at least three (3) other members for the Stewardship Committee. The Stewardship Committee shall have the authority to plan for and conduct the stewardship campaigns of the church in consultation with the Board of Trustees.
- D. **Finance Committee.** The Finance Committee shall be chaired by and assist the Treasurer. The Finance Committee shall include the Minister in a consultative capacity. The Finance Committee shall assist the Treasurer in managing the financial affairs of the church. A sub-committee of the Finance Committee will serve as the investment committee of the church. The Finance Committee shall consist of such members as the Treasurer, in consultation with the Minister, deems appropriate, subject to approval by the Board of Trustees. The Finance Committee shall have the general obligation to create the annual budget for approval by the Board of Trustees, and to monitor the expenditures of the church in accordance with the budget on an ongoing basis.

Section 3 – Program Committees - Program Committees are those entities whose purpose is to develop and maintain programs that fulfill the mission and vision of the congregation and care for its facilities and grounds. Program Committees may develop sub-committees or teams to assist in fulfilling their specific mission or charter. Program Committees in existence as of the date of the passage of these by-laws shall continue in existence until altered by the Minister or the Board. Program Committees will be organized into Teams for coordination and consultation.

- A. **Coordinating Team.** The Coordinating Team shall be composed of all of the Chairs (or the Chairs' representatives) of the Program Committees, including those included in the Facilities Team. The Coordinating Team is chaired by the Minister. The purpose of the Coordinating Team is to coordinate all of the activities of the church in accordance with the church's vision, its mission, and its strategic plan.
- B. **Facilities Team.** The Facilities Team shall consist of those Program Committees responsible for the maintenance, repair, and care of the physical facilities. The Facilities Team is chaired by the Vice President. The Facilities Team, the Minister and other paid staff shall co-ordinate as needed for the preservation, repair, and improvement of the campus and buildings.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1- **Leadership Development Committee:** The Committee will select a Chair from its members. The Committee members are expected to be familiar with the Church Bylaws and Governing Policies, especially as related to the duties of nominees.

Section 2- **Function:** The function of the Leadership Development Committee shall be to nominate one or more candidates for each open position on the Board of Trustees, the Leadership Development Committee, the Committee on Ministry, the Stewardship Committee, the Trust Fund of Endowments, and the Community Responsibility Endowment Fund, for the terms specified by the Bylaws or Trust instruments. The Leadership Development Committee is also responsible for recommending chairs of the various committees established for the Coordinating and Facilities Teams, including in the case of a vacancy. Each prospective nominee shall be personally contacted by a member of the Committee and all duties and terms of office explained to him/her. The Leadership Development Committee will consult with the Minister and the Board of Trustees during its deliberations. Nominations may be suggested to this committee by any voting member of the congregation. The Leadership Development Committee shall make its final report and submit its final slate to the Board of Trustees and to the congregation no later than fourteen (14) days prior to the annual meeting of the Congregation.

Section 3- **Report of the Leadership Development Committee and Nominations from the Floor:** The report of the Leadership Development Committee and its final nominations with Board approval shall be sent to all voting members of the congregation fourteen (14) days before the date of the annual meeting as part of the notice of the congregational meeting. Immediately following the presentation of this report at the annual meeting nominations may be made from the floor by any voting member, provided the consent of the nominee has been secured.

Section 4- **Elections:** The final “slate” of nominations, including those from the floor, will be voted on at the annual congregation meeting.

ARTICLE XI - THE MINISTER

Section 1- **Calling:** A minister shall be chosen by a 90% vote of the voting membership of the congregation present at a meeting legally called for that purpose. A minister shall be directly responsible to the Church membership and shall be considered to have indeterminate term.

Section 2- **Minister's Functions:** The Minister's functions shall be outlined in the minister’s contract, and shall include, but not be limited to:

- A. Interpreting liberal religious principles;
- B. Contributing to and supervising youth and adult religious education;
- C. Representing the Church in the community;
- D. Consulting with officers and committee Chairs;
- E. Pastoral counseling;
- F. Conducting the services of worship and ceremonies;
- G. Attending meetings of the Board of Trustees and associated committees when appropriate;
- H. Managing Church affairs as delineated by the Board of Trustees.
- I. Acting as Chief of Staff of the church, subject to the oversight of the Board of Trustees.

Section 3- **Freedom of the Pulpit:** The Minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.

Section 4- **Dismissal:** A majority vote of the congregation, excluding proxies, at a meeting legally called for the purpose of dismissing the Minister at which meeting at least forty percent (40%) of the voting members are physically present shall be necessary for dismissal. In the event of dismissal, a severance salary shall be paid for a period of one month for every full year of service, for at least three (3) months and no more than six (6) months.

Section 5- **Resignation:** Subject to the Minister's contract, the Minister shall give at least three (3) months' notice prior to the date of resignation.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting, provided the amendments are submitted to the membership in writing at least fourteen (14) days in advance of the meeting. Amendments may originate in the Board of Trustees, in a committee appointed by the Board to report to the congregation, or in the congregation, and in the latter case the signatures of at least ten percent (10%) of the voting members of the congregation shall be necessary in order to require action at, and by, a meeting of the congregation. Amendments may be voted upon at annual or special meetings of the congregation.

ARTICLE XIII – DISSOLUTION

In case of dissolution of the congregation, 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 Trustees of the congregation shall perform all action necessary to effectuate such conveyance. Any dissolution procedure must follow the following requirements:

This church is a not-for-profit entity. It is anticipated that this church will maintain an exemption for income taxes under Section 501(c) of the Internal Revenue Code of the United States. Therefore, the church may not take any action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c) and related regulations, rulings, and procedures. The church may not take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles, or state law, or the bylaws, the church may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Bylaws and as defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

5. Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the church’s assets will be distributed for a public purpose to an organization exempt from taxes under Internal Revenue Code Section 501(c)to be used to accomplish the general purposes for which the church was organized.
7. Permit any part of the church’s net earnings or income to inure to the benefit of any private individual or member of the church or any private individual.
8. Carry on any unrelated trade or business, except as a secondary purpose directly related to the church’s primary, exempt purposes.

ARTICLE XIV – EFFECTIVE DATE

These Bylaws shall be effective as of April 30, 2015.