

DENTON UNITARIAN UNIVERSALIST FELLOWSHIP BY-LAWS (March 22, 2020)

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Article 1. Name and Location

1.1 The name of this organization shall be the Denton Unitarian Universalist Fellowship (DUUF). The words “church,” “congregation,” and “fellowship” are interchangeable as they appear in these bylaws as referring to our corporate organization.

1.2 The principal office of the corporation shall be fixed by the Board of Trustees (currently 1111 Cordell St., Denton, TX, 76201) as provided in the Articles of Incorporation of the Fellowship.

1.3 Records of membership, finances, donations, corporate minutes, etc. shall be maintained at the principal office of the corporation. Official church documents shall be available to church officers and senior minister and/or co-minister(s) at all times.

Article 2. Purpose

2.1 The purpose of the Denton Unitarian Universalist Fellowship is to further individual freedom of belief and to bring Unitarian Universalists and seekers into community for the study and practice of religion and for the diffusion of the knowledge of Unitarian Universalism.

2.2 This organization is incorporated 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.

2.3 Denton Unitarian Universalist Fellowship declares and affirms its responsibility to promote the full participation of all persons without regard to race, color, gender, disability, affectional or

sexual orientation, age, or national origin in all matters relating to membership, hiring practices, and the calling of religious professionals.

Article 3. Denominational Affiliation

This fellowship shall be a member of the Unitarian Universalist Association of Congregations.

Article 4. Membership

4.1 Voting Members

Voting Membership is open to any person aged eighteen (18) or older who is in sympathy with the church's purposes, principles, and programs by (a) signing the membership book in the presence of the Minister or a member of the Board of Directors and (b) pledging to commit time, talent, and financial resources to the church and (c) making a contribution of record as defined by board policy. Voting Members may vote on any matter prescribed in these bylaws, or on any business or policy matter brought before the congregation in a regularly called meeting as defined in these bylaws.

4.2 Associate Members

Youth aged sixteen through seventeen or who have completed the Coming of Age Religious Education Program may become Associate Members by fulfilling the requirements described in section 4.1. Associate members may vote on all issues except those proscribed by law. An Associate Member may not be elected as an Officer (as described in Section 6.1) but may serve as a Trustee with the same limits on voting rights pursuant to law. Associate Members become Voting Members upon reaching their eighteenth birthday.

4.3 Friends

A Friend of the fellowship is a person who participates in programs and activities, contributes by pledging or other means, but who has not completed the other steps to become a member. Friends may not vote or serve in elected offices.

4.4 Resignation or Removal from Membership

A member may be removed from the Membership Rolls in case of: (1) the member's death; (2) written request of the member; (3) a period of inactivity for twelve or more months; (4) removal by the Board for actions threatening the well-being and safety of the congregation under the terms of the Responsible Behavior Policy.

4.5 Reinstatement

Members removed from the rolls under Section 4.4.02 or 4.4.03 may regain Voting status by fulfilling the requirements for membership in Section 4.1..

4.6 Membership Rolls

The Board of Trustees shall annually review and establish a list of Voting Members.

Article 5 Meetings

5.1. Annual Meeting

An annual business meeting shall be called by the President with notice to the membership of at least 7 (seven) days in advance following methods of notification established by board policy. The time, place, and agenda of the Annual Meeting shall be established by the Board and published as part of the notice to the congregation.

5.2 Other meetings

- a. Additional congregational meetings may be called as necessary by the Board following the provisions of 5.1.
- b. Special meetings may be called by a petition signed by at least ten percent (10%) of the Voting Members of the congregation and submitted to the board. Agendas at such meetings will be limited to those matters specifically addressed in the petition. The same requirements for notification to the voting members outlined in 5.1 shall be followed.

5.3 A quorum at regular congregation meetings shall be twenty percent (20%) of the Voting Members in attendance at the meeting (except as noted elsewhere in the bylaws). A quorum, once established, shall remain in effect for the duration of the meeting.

5.4 A simple majority of those votes cast shall be sufficient to approve or disapprove matters and carry elections, unless otherwise stated in these bylaws or in the motion itself.

5.5 Church meetings shall be governed by the current edition of *Robert's Rules of Order Revised in Brief* in all cases in which they are applicable and to the extent they are not inconsistent with these bylaws or other rules the church may adopt. The President has the authority to rule on all matters of procedure in meetings and may appoint a parliamentarian to assist or advise in this role.

Article 6. Election of Officers and Trustees

6.1 Election of Officers

The Fellowship shall elect a President, a Vice-President, and the Past President for one-year terms. A Treasurer and Secretary shall be elected every other year for two-year terms; the Treasurer shall be elected in even-numbered years and the Secretary in odd-numbered years. The election of officers will occur at the annual meeting referenced in section 5.1

6.2 Election of Trustees

Two Trustees shall be elected to two-year terms, one in even-numbered years, the other in odd-numbered years. The election of Trustees will occur at the annual meeting referenced in section 5.1

6.3 All Board members must be voting members of the church.

6.4 No person shall hold the same office longer than two consecutive full terms or a total of four (4) years out of six. Exceptions may be made by vote of the Fellowship at an Annual or Special Meeting.

6.5 Removal from Office

a. Failure of an Officer or Trustee to attend 3 (three) consecutive regular Board meetings or four (4) of any six (6) meetings shall constitute an automatic resignation from the Board without further action or notice.

b. Any elected officer or trustee may be removed from office at a Fellowship Meeting called for that purpose upon a sixty (60%) per cent vote.

6.6 Board of Trustees

The Board of Trustees shall consist of the Officers and Trustees designated in Article 6.1 and 6.2. The minister is ex-officio (non-voting) member of the Board of Trustees. A vacancy on the Board of Trustees, except for the President, shall be filled by appointment by the Board of any Voting Member of the fellowship to serve until the next annual meeting. The Vice-President shall normally assume the office of President in the event of a vacancy.

6.7 Meetings

a. Regular Meetings. The Board of Trustees shall meet at locations and at times and dates per board policy. Members shall be notified of the time and place at least one week in advance of the meetings, and they shall be open to members and guests. Provision shall be made for non-Board members to address the Board. The Board may meet in executive session only to discuss personnel matters or to receive legal advice, but all decisions must be made in open session. Complete and accurate minutes shall be kept of all regular and special meetings excluding executive sessions. Minutes, policies, and other records will be maintained and made available to congregational members per board policy.

b. Special meetings may be called by the President or at the request (in writing) of at least two (2) members of the Board of Trustees. Members of the congregation must have at least twenty-four (24) hour notice of such meetings.

c. A quorum for Board of Trustee meetings is a simple majority of the Board. Decisions are made by majority of those present and voting. Electronic voting is permitted when authorized by the President; the outcome of such votes will be included in the minutes of the next meeting.

ARTICLE 7. DUTIES AND POWERS OF OFFICERS AND DIRECTORS

7.1 The Board of Trustees, on behalf of the Fellowship, shall be vested with the care and administration of the real and personal property of the church, the conduct 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.

7.2 The Officers and Trustees shall perform the duties usually associated with their respective offices. In addition, and not in limitation, the Officers shall have the duties assigned herein and in Board policy.

a. The President presides at meetings of the Board of Trustees and Fellowship meetings; appoints committees as specified in these bylaws or as authorized by the Board of Trustees; signs such papers and documents, including notes, contracts, and other legal instruments, as are authorized by the Board of Trustees to carry out the business of the fellowship; and shall be an ex-officio (voting) member of all councils, committees, task forces, and teams except the Committee on Shared Ministry and the Nominating Committee.

b. The Vice-President performs the duties of the President when the President is unable to do so; performs other duties designated by the President or Board or in these bylaws; coordinates the working committees and teams designated by the Board; and becomes President if that office becomes vacant. In such cases, the Board shall select a new Vice President from among the remaining trustees to serve the remainder of the term. Unless unforeseen circumstances arise, the Vice-President will be nominated to serve as President when the term of Vice-President ends.

c. The Secretary shall be responsible for making and preserving all official records of the church and the Board; recording and maintaining the minutes of the Board and Fellowship meetings; keeping all reports, contracts, other legal papers that pertain to the business of the Fellowship; and fulfilling other functions as assigned by the Board via policy.

d. The Treasurer shall have custody of all funds belonging to the fellowship; keep and maintain all records of financial transactions; oversee the bills and charges that are in the budget or approved by the Board; maintain a complete account of the finances of the congregation in records belonging to the congregation; present a current statement at each regular meeting of the Board and of the Fellowship; ensure that all federal, state, or local returns, reports, or other items required by law are properly prepared and filed with the appropriate authorities in a timely manner; performs such other functions that are assigned by the board or board policy.

e. The Past President shall be available as an advisor to the President and the Board and shall serve on the Nominating Committee. The Past President may also act as Board liaison to committees and/or preside over or participate in special ad hoc committees and task forces.

f. Indemnification and Limitation of Liability

The Officers, Trustees, 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

8.1 The minister shall be in Fellowship with the Unitarian Universalist Association, and a member in good standing with the Unitarian Universalist Ministers Association.

8.2 Duties and Responsibilities

The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to church members. The minister shall have the freedom of the pulpit and the freedom to express opinions outside of the pulpit. The Minister shall be a non-voting, ex-officio member of the Board and of all committees and teams of the church.

The duties of the Minister shall be prescribed by the Letter of Agreement agreed to by the Board and the Minister.

8.2 Calling a Minister

An Ad Hoc Ministerial Search Committee shall be elected by the congregation when necessary. Rules and procedures concerning the committee's composition shall be published by the nominating committee before selection. The members of the Search Committee will be approved by the congregation at a regular or special meeting.

The President shall call a special meeting for the selection of a minister when requested by the Chair of the Search Committee. Notice of the meeting shall be given as specified in these bylaws. A quorum for such a meeting is forty percent (40%) of Voting Members, and an affirmative vote of ninety percent (90%) of those present. Voting shall be by ballot.

8.3 Dismissal of a Minister

A minister may be dismissed by a three-quarters (75%) vote of the members present at a meeting called for that purpose. Such a meeting may be called by the Board or upon written petition of twenty percent (20%) of Voting Members. Quorum, notice, and voting procedures for such meetings shall be the same as for calling a minister.

Article 9 Committees

1. Nominating Committee

The Nominating Committee shall be responsible for recruiting nominees for the Board of Trustees members whose terms are expiring each year, and for Endowment Fund Trustees (see Endowment Fund Bylaws).

The Nominating Committee shall include the Past President and at least two other members of the fellowship but may not include any other incumbent Officers and Trustees.

The Nominating Committee shall be appointed by the President at least thirty (30) days prior to the Annual Meeting when officers are elected, and their report shall be presented at that meeting. In addition, nominations for elected positions may be made from the floor with the consent of the nominee. If positions are contested by two or more people, voting shall be by ballot.

2. Committee on Shared Ministry

The Committee on Shared Ministry exists to support and strengthen the quality of the church's ministries. The committee's structure, duties, and responsibilities are defined by a separate mission statement.

3. The Endowment Fund Committee shall be responsible for overseeing the Endowment Fund and encouraging donations to the Fund. Members shall be nominated by the Nominations Committee and elected at an annual meeting. Their duties are guided by the Endowment Fund By-laws approved by the Fellowship in December 1999. They will report to the Fellowship annually.

Article 10 Delegates to Denominational Meetings

The President may designate consenting members of the congregation to serve as delegates or representatives to denominational meetings. The Board shall ratify these designations.

Article 11 Dissolution of the Church

The church may be dissolved by two-thirds majority of voting members present at a meeting legally called for that purpose. In the case of dissolution, all property and funds after payment of the debts of the corporation shall be delivered to the Unitarian Universalist Association, a nonprofit corporation or its successor.

Article 12 Adoption and Amendment of Bylaws

1. These bylaws shall be adopted by two-thirds (2/3) majority of voting members in attendance at a regular or special meeting of the Fellowship. The congregation shall be notified at least fourteen (14) days in advance of the meeting and be provided with the text of the proposed bylaws. If approved, the bylaws shall take effect upon adoption.

2. The bylaws may be amended or revised at any regular or special meeting by a two-thirds (2/3) majority of voting members at the meeting. Notice of proposed changes must be submitted to the congregation following the rules for adoption of bylaws.