

2. Bylaws

FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO, TEXAS (amended May 2010)

ARTICLE I - NAME

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 shall be to cherish and celebrate its Unitarian Universalist heritage and to maintain active affiliation with the Unitarian Universalist Association.

ARTICLE III - MEMBERSHIP

Section 1 — Eligibility: Membership in this church is based upon the voluntary desire of people of good will to live together and work together in a religious fellowship. Any person of at least fourteen (14) years of age who signs a membership form and meets the requirements specified below shall be registered as a member of this Church.

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

Section 3 — Requirements: Prior to being accepted as a member the following must be accomplished by the applicant:

A. Have a personal meeting with the minister or an officer of the church.

B. Participate in an orientation program which shall include at least:

(1) The history of Unitarian Universalism

(2) The culture of the First Unitarian Universalist Church of San Antonio.

C. Review a copy of the current annual operating budget of the Church and make a responsible pledge of financial support commensurate with his or her capability and commitment.

D. Applicants who have recently been a member of another Unitarian Universalist church or have attended a Coming of Age class may be excused from B. (1) above.

Section 4 — Voting Members:

A. Must have met the requirements above at least 60 days prior.

B. Must have made a responsible contribution of financial support to the Church within the preceding twelve (12) months.

C. The Board of Directors shall certify the list of voting members annually and prior to any congregational meeting.

Section 5 — Withdrawal: Members may withdraw by informing the Church office of such intent. Any member who can no longer be reached by the office may be dropped from the membership roll thirty (30) days after written contact has been attempted. Once a year the office shall inquire of members who no longer qualify for voting membership whether they wish to continue affiliation.

Section 6 — Board review of membership: Only voting members shall be counted for the purpose of establishing the total membership of the Church. Any questions as to membership status shall be resolved by the Board of Directors. Hardships, such as limited income or advanced age, shall be taken into consideration when individuals' membership status is being reviewed.

Section 7 — List of voting members: At least eight (8) days prior to an official meeting of the Congregation, a list of voting members shall be posted on the Church bulletin board.

Section 8 — Non-voting members: designated by the Board of Directors

A. Friends of the Church: Persons who desire to affiliate with the Church but who do not desire to or do not otherwise qualify to be voting members.

B. Emeritus members: Persons who have been voting members in good standing and who for reasons as determined by the Board of Directors are unable to continue as voting members.

ARTICLE IV -
FISCAL YEAR, GOVERNANCE YEAR, AND BUDGET,
AND LONG RANGE PLANNING

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 directors assume duties shall begin on the first day of June of each year.

Section 3 — Budget: The Board of Directors shall adopt a proposed budget to be mailed to each voting member along with the notice of the December semiannual meeting. The proposed budget shall be submitted for approval by the voting members of the Congregation at said meeting. The procedure for establishing this budget shall be included in the Manual of Operations and made available to the membership annually.

Section 4 — Long Range Planning Committee: The Long Range Planning Committee shall consist of six (6) persons appointed by the President with the consent of the Board. The Long Range Planning Committee shall assist and facilitate the preparation of a report on the five year goals and budget. The Board of Directors shall report on the five-year plans/budget to the Congregation at the May annual meeting.

Section 5 — Finance Committee: The Finance Committee shall consist of five (5) persons: the Director of Finance, Treasurer, President Elect, and two members of the congregation at large nominated by the Director of Finance and approved by the Board. The Finance Committee shall provide oversight of the current year's budget and balance sheet; review all investments and make recommendations to the appropriate committees and/or Board; prepare a proposed annual budget, in coordination with the Church Council, and present to Board for approval; develop and maintain a five year financial plan; and undertake special financial assignments as requested by the Board.

ARTICLE V - CONGREGATIONAL MEETINGS

Section 1 There shall be one (1) annual congregational meeting, at time and place to be fixed by the Board of Directors. This meeting shall be for the purpose of electing the Church Officers, the Church Directors, Committee Chairs, Trustees for the Endowment Trust, Trustees for the Community Responsibility Trust and members of the Nominating Committee whose terms may be expiring shall be elected at the May semiannual meeting.

Section 2 — Special meetings: Special meetings of the Congregation may be called by the President or by the Board of Directors 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 Directors shall name. Written notice shall be mailed to all voting members at least seven days in advance of the meeting and it shall be orally announced to the Congregation at the two successive Sundays next 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.

Section 5 — Voting Qualifications: Only those persons who are designated voting members under Article III have the right to participate and vote at meetings of the Congregation.

Section 6 — Elections: Elections shall be by a plurality vote of the total of those present and voting plus votes by proxy, except for members of the Board of Directors who shall be elected by a majority vote. No person shall simultaneously hold more than two (2) elective offices.

Section 7 — Parliamentarian: The President shall appoint a voting member to serve as a Parliamentarian. The Parliamentarian shall serve at all meetings of the Congregation. The President may call upon the Parliamentarian to serve at Board of Directors meetings.

Section 8 — Rules of Order: Robert's Rules of Order shall govern all duly called meetings of the Congregation.

Section 9 — Absentee Ballots: Absentee ballots may be cast for election of officers, adoption of budgets and such other resolutions or other matters which the Board deems appropriate. In order to be counted, the absentee ballot must be cast in the form and manner set forth by the Board with the notice of the slate of nominees, budget, resolution or other matter. In order to be counted, the slate, budget, resolution or other matter must be unamended and unchanged at the time of the conducting of the vote at the congregational meeting.

ARTICLE VI - OFFICERS

Section 1 — Terms of Office: The officers of this Church are: President, Past President, President-Elect, Secretary, and Treasurer. All of these persons shall be voting members of the Congregation and, excepting the Treasurer, shall hold their offices for one year, 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 Treasurer shall be for two years.

Section 2 — The President: The President is the chief administrator and presiding officer of the Church. The President shall perform the following duties:

- A. Preside at all meetings of the Board of Directors;
- B. Preside at all meetings of the Congregation;
- C. Appoint a Parliamentarian;
- D. At his or her option, and with the consent of the Treasurer and the Board of Directors, appoint an assistant Treasurer, who shall be bonded;
- E. Appoint members and presiding officers to ad hoc committees, with the consent of the Board of Directors;
- F. Appoint delegates to represent the Congregation in various denominational and other organizations with the consent of the Board of Directors;
- G. Sit as an ex officio member of all committees except the Nominating Committee;
- H. Set the business agenda for the meetings of the Congregation as directed by the Board of Directors;
- I. Call special meetings of the Board of Directors as he or she deems necessary or advisable; and
- J. Call special meetings of the Congregation as he or she deems necessary or advisable.

Section 3 — President-Elect: A new President-Elect shall be elected each year at the May annual meeting of the congregation. The President-Elect shall become President on the first day of June in the next year following election as President-Elect. The President-Elect shall perform the duties of the President when the President is unavailable or unable to perform those duties. The President-Elect shall preside over the meeting of the Church Council.

Section 4 — Past-President: The President, upon the election and qualification of a successor, shall become Past President. The Past-President shall coordinate the Long-Range Planning activities of the Church, and shall serve as the Board liaison for any Strategic Planning committees that are operating. The Past-President shall convene, but not sit on, the Trust Fund of Endowments, and shall serve as the Board liaison to this body. The Past-President shall serve as the Board liaison to the Committee on Ministry. The Past- President shall serve as an officer for one year.

Section 5 — 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. The Secretary shall be limited to two (2) successive one (1) year terms of office.

Section 6 — 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 shall serve as a voting member of the Board of Directors. The term of office shall be for two years.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 — Composition of the Board of Directors: There shall be a Board of Directors consisting of the President, President-Elect, Past-President, Secretary, Treasurer, and four (8) Directors all of whom shall be voting members of the Congregation. Only duly serving offices and directors shall have the right to vote at a meeting of the Board of Directors. Voting member may serve continuously on the Board of Directors for more than five (5) years only when completion of the three (3) year Presidency cycle (President-Elect/President/Past-President) will extend their service beyond five (5) years. In these cases, the individual may serve a maximum of seven (7) years continuously as a voting member of the Board.

Section 2 — Directorships and Terms of Office: Four (5) Directors shall be elected in the areas of Worship/Education, Fellowship, Finance, Facilities, and Personnel/Contracts. All members of the Board of Directors, except the President,

President-Elect, and Past President shall serve staggered two (2) year terms. In addition, there shall be elected up to three (3) At-Large Directors, each with a one (1) year term.)

Section 3 — Vacancies: The position of Director or Officer who fails to attend three (3) consecutive meetings of the Board may be declared vacant, and the vacancy shall be filled as provided for in Section 6 of this Article, unless the Board determines that extenuating circumstances accounted for the absences. The Board of Directors shall have the right to remove a Director, Officer or committee chair for malfeasance upon the vote of two-thirds (2/3) of all remaining members of the Board of Directors.

Section 4 — Duties of the Board of Directors: The Board of Directors shall be the chief executive organ of the Church and shall carry out the policies of the Congregation. The Board of Directors shall conduct the business affairs of the Church, control and supervise the administration of the Church and its property and programs, and appoint such committees as it may deem necessary and advisable. The Board of Directors alone may enter into binding contracts on behalf of the Church, but in no event shall a contract be entered involving expenditure of money in excess of five percent (5%) of the last total annual budget without the prior approval of the voting members of the Congregation, and the aggregate of such expenditures shall not exceed ten percent (10%) of the total annual budget for any one year without approval of the voting members of the Congregation. The Board of Directors shall have the power to confirm or reject appointments made by the President excepting the appointment of the Parliamentarian.

Each Director shall act as a liaison with the following standing committees and/or positions, as specified.

Director of Worship and Education – Adult Religious Education, Worship, Youth Religious Education, Youth/Adult Council, Director of Music, and Director of Lifespan Religious Education.

Director of Fellowship – Denominational Connections, Member Care, Membership, Social Action, and Social Activities.

Director of Personnel and Contracts - Business Operations, Communications, and salaried office staff.

Director of Facilities - Maintenance & Repair, Grounds

Director of Finance – Treasurer, Stewardship and Finance Committee

Section 5 — Meetings: The Board of Directors shall meet at least once each month. Special meetings of the Board of Directors shall be called by the President to determine what action is necessary regarding potential violation of these Bylaws upon written request of five percent (5%) of the voting members of the Congregation.

Section 6 — Filling Vacancies: A person appointed by the President with the consent of the Board of Directors to a vacant position shall serve until the next May annual meeting. In the event that the President appoints a person to fill the position of President-Elect, the individual must be confirmed at the next annual meeting before ascending to the position of President. The President may, with the consent of the Board and, with the consent of the involved Directors, reassign directors to vacant directorships different from those to which elected.

Section 7 — Manual of Operations: These Bylaws shall be further implemented by a Manual of Operations, prepared under supervision of the Board of Directors. The Manual of Operations shall outline important policies, supply detailed description of directors' duties and of committee functions and shall be reviewed and updated by a committee appointed by the Board of Directors. The Manual of Operations shall be made readily available to voting members. A copy shall be supplied to each Director, Officer, Trustee, Chairperson and member of the Nominating Committee.

Section 8 — Quorum: A quorum shall be at least fifty percent (50%) of the duly serving voting members of the Board of Directors. A quorum must be present to conduct business at a meeting.

ARTICLE VIII - CHURCH COUNCIL

Section 1 — Composition of the Church Council: The Church Council shall consist of the President-Elect, as presiding officer, Council Scribe, and the elected Chairperson of the standing committees: Membership, Stewardship, Business Operations, Maintenance & Repair, Grounds, Worship, Youth Religious Education Council, Adult Religious Education, Social Activities, Communications, Social Action, Denominational Connections, and Member Care. The Youth/Adult Committee (a standing committee) will appoint one of their members as Representative to the Council.

Section 2 — Terms of Office: All elected Chairpersons shall serve for staggered terms of two (2) years each. New full two-year chairship terms shall be filled by election at each May annual meeting. A YAC Representative to the Council shall be elected

by the active minor members of the YAC and shall serve a one (1) year term. No elected Chair or YAC Representative shall serve continuously for more than two consecutive terms. Each chair or scribe office may be shared by two persons serving as co-chairs or co-scribes; however, only one of such persons elected or appointed as co-chair or co-scribe may vote at Council meetings. The person to exercise such vote shall be determined by the agreement of such co-chairs or co-scribes prior to the meeting. If the co-chairs or co-scribes cannot agree, then the presiding officer shall designate which of the co-chairs or co-scribes shall exercise the vote during the meeting.

Section 3: — Scribe: The Scribe is the recording and corresponding officer of the Council and is responsible for maintaining the Church calendar and minutes of the Council. The Scribe shall serve for a two (2) year term.

Section 4 — Vacancies: The position of Chairperson who fails to attend three (3) consecutive meetings of the Council may be declared vacant by the Board of Directors. Any such vacancy, as well as any vacancy caused by resignation or any other reason, shall be filled by appointment by the Board of Directors. Any person so appointed shall serve until the next May annual meeting. The Board may, with the consent of the involved Chairpersons, reassign chairpersons to vacant chairs of standing committees different from those to which elected.

Section 5 — Duties of the Council: The Council shall be responsible for coordinating and overseeing the Committees' implementation of the programs of the Church. The Council may also recommend policy changes to the Board.

Section 6 — Meeting: The Council shall meet monthly at least nine (9) times per year.

Section 7 — Filling Vacancies: A person appointed by the Board of Directors to a vacant position shall serve until the next May annual meeting. The Board may, with the consent of the involved Chairpersons, reassign chairpersons to vacant chairs of standing committees different from those to which elected.

Section 8— Quorum: A quorum shall be at least forty percent (40%) of the duly serving members of the Church Council. A quorum must be present to conduct business at a meeting.

The chair of the Committee shall be a voting member elected by the remaining voting members.

The Personnel Committee shall meet at least six (6) times per year. The purpose of the Personnel Committee is to strengthen the quality of staff relations and performance by serving as a support group for the Staff, and as a communication channel between the Staff and the Board. A portion of each meeting will be open to Staff members and members of the Church.

In addition, the committee shall review annually job descriptions and annual staff evaluations and make a recommendation by September 1 of each year to the Board of Directors relative to each staff member's compensation package.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1 — Nominating Committee: The Nominating Committee shall consist of a Chairperson and five (5) other members. Three shall be elected each year for a two-year term at the May annual congregational meeting, the terms being staggered and overlapped. A person on the Nominating Committee shall not serve concurrently on the Board of Directors nor be a nominee for any position. The first meeting of the Committee shall be held in or before January of the year of the election for which the next slate of nominees is to be provided, and will be called by the President. At this meeting, the committee will select a chairperson from its members. The Committee members are expected to be familiar with the Church Bylaws and Operations Manual, especially as related to the duties of nominees. The Board of Directors shall certify to the Committee at least 180 days prior to the May annual meeting which elected positions shall be filled by election to a full term and which shall be filled to a partial term.

Section 2 — Function: The function of the Nominating Committee shall be to nominate one or more candidates for each open position on the Board of Directors, the Nominating Committee, the Committee on Ministry, the Trust Fund of Endowments, the Community Responsibility Endowment Fund, and the other elected officers of the Church, for the terms specified by the Bylaws or Trust instruments. Each prospective nominee shall be personally contacted by a member of the Committee and all duties and term of office explained to him/her. Nominations may be suggested to this committee by any voting member of the Congregation, and any name offered for the same office by five (5) voting members shall be listed by the Nominating Committee as a candidate, and the name shall appear on the ballot. The Nominating Committee shall make its final report to the Board of Directors in the first week of April at a special called meeting of the Board.

Section 3 — Vacancies: A vacancy on the Committee shall be filled by the remaining members appointing a member from the most recent past members of the Nominating Committee. The chair shall be filled by a member currently serving an elected term.

Section 4 — Report of the Nominating Committee and Nominations from the Floor: The report of the Nominating Committee and its nominations for officers, directors, trustees for the Trust Fund of Endowments, trustees for Community Responsibility Endowment Fund, members of, Committee on Ministry, and the members of the succeeding Nominating Committee shall be sent to all voting members of the Congregation, one (1) month before the date of the May annual meeting as part of the notice of the congregational meeting. Immediately following the presentation of this report at the May annual meeting nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

ARTICLE X - THE MINISTER

Section 1 — Calling: A minister shall be chosen and his or her initial salary shall be determined by a two-thirds (2/3) vote of the voting membership of the congregation present at a meeting legally called for that purpose. Other conditions of the working relationship shall be approved in the same meeting by a majority vote and shall then be drawn up into a written agreement. A minister shall be directly responsible to the church membership and shall be considered to have indeterminate tenure.

Section 2 — Minister's Functions: The Minister's functions shall be delineated in the Manual of Operations and shall include:

- A. Interpreting liberal religious principles;
- B. Contributing to and supervising youth and adult religious education;
- C. Representing the Church in the community;
- D. Counseling with officers and committee chairpersons.
- E. Pastoral counseling;
- F. Conducting the services of worship and ceremonies; (The Minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit);
- G. Attending meetings of the Board of Directors and associated committees when appropriate;
- H. Managing Church affairs as needed.

Section 3 — Committee on Ministry: The Committee on Ministry shall consist of five (5) lay members elected by the Congregation. These committee members shall serve staggered terms of two (2) years. New full two-year terms shall be filled from a slate of nominees suggested by the Nominating Committee, jointly approved by the Minister and the President of the Congregation and submitted to the Congregation for election at the May annual meeting.

An unscheduled (midterm) vacancy on the Committee shall be filled by an appointee selected jointly by the Minister and President of the Congregation.

The chairperson of the Committee shall be a person currently serving an elected term who is elected by the remaining members.

The Committee on Ministry shall meet at least six (6) times per year. The congregation will be given reasonable prior notification of these meetings. The purpose of the Committee on Ministry is to evaluate and strengthen the entire congregational ministry. The committee serves to support the Minister and facilitate communication within the ministry of the congregation. A portion of each meeting shall be open to the members of the Church.

In addition, the Committee shall make a recommendation by September 1 of each year to the Board of Directors relative to the Minister's compensation package.

Section 4 — Dismissal: A majority vote of the congregation 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, but at least three (3) months and no more than six (6) months.

Section 5 — Resignation: The Minister shall give at least three (3) months' notice prior to the date of resignation.

Section 6 — Ministerial Search Committee: Upon the resignation, permanent disability, or dismissal of a minister, a meeting of the membership of the Congregation shall be called for the purpose of electing a Ministerial Search Committee to consist of seven (7) members with not more than eleven (11) in number, with not more than three (3) of its members then serving on the

Board or as officers of the Church. The Nominating Committee shall present the names of the nominees in the written call for the meeting. Additional nominations may be made from the floor.

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.

The Ministerial Search Committee shall continue to be active for one year after the settlement of a new minister to aid in the settlement process and to promote a harmonious integration of the new minister into the Congregation.

ARTICLE XI - 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 one (1) month in advance of the meeting. Amendments may originate in the Board of Directors, 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 semiannual or special meetings of the Congregation.