

BY-LAWS
OF
THE FIRST UNITARIAN CHURCH OF DALLAS

As Amended

December 9, 2007

BY-LAWS OF
THE FIRST UNITARIAN CHURCH OF DALLAS, TEXAS

ARTICLE I.

NAME

This church shall be known as THE FIRST UNITARIAN CHURCH OF DALLAS, TEXAS, (the “*Church*”) incorporated under the laws of the State of Texas, and pursuant to the applicable provisions of the Texas Business Organizations Code, including without limitation those provisions constituting the Texas Nonprofit Corporation Law.

ARTICLE II.

PURPOSE

The purpose of this Church is as expressed in the following affirmation:

Love is the doctrine of this Church; the quest of Truth is its sacrament, and Service is its prayer. To dwell together in peace, to seek knowledge in freedom, to serve humanity in fellowship to the end that all souls shall grow in harmony with the divine—thus do we covenant with each other.

ARTICLE III.

DENOMINATIONAL AFFILIATION

This Church shall be a member of the Unitarian Universalist Association and the Regional District of the Unitarian Universalist Association. It shall cooperate with affiliated organizations. It shall aid in the establishment of Unitarian Universalist churches and fellowships.

ARTICLE IV.

MEMBERSHIP

- 1. Eligibility.** The membership of this Church shall consist of persons who are in sympathy with its purpose and who have signed the membership card or book.
- 2. Provisional Membership.** Persons who have signed the membership card or book, but have not yet become voting members as provided for in Section 3 of this Article, shall be designated as provisional members. They may attend all Congregational meetings, meetings of the Board of Trustees and of any appointed committee of the Church. They may serve on, but not as chairpersons of, any appointed committee.

3. **Voting Membership.** A provisional member shall automatically become a voting member once (a) at least thirty (30) days have passed after signing the membership card or book, and (b) that member has made a pledge or an identified contribution of at least a minimum amount of money, the minimum amount to be established annually by the Board of Trustees. The Senior Minister may waive this requirement when it is deemed appropriate. Voting members may vote in elections and in all Congregational meetings and may serve as officers, trustees, and as chairpersons or members of all elected and appointed committees.
4. **Historical Membership.** Any member who resigns or is deceased shall be designated as an historical member. Any provisional member who has not become a voting member within one year after signing the membership card or book shall, unless the Board of Trustees decides otherwise, be designated an historical member. Any voting member who, according to the Treasurer's records, has not during the current or the last preceding church year, contributed to the Church at least the minimum amount provided for in Section 3 of this Article shall, unless the Board of Trustees decides otherwise, be designated an historical member.
5. **Restoration of Voting Membership.** Any historical member shall be reinstated as a voting member thirty (30) days after an identified contribution of at least the current minimum amount of money, set by the Board of Trustees, is received by the Treasurer.
6. **Designation of Membership.** The latest list of designated voting members, certified by the Clerk, shall be made available to members at least ten (10) days prior to each Congregational meeting. Any member omitted from such a list may request designation as a voting member in such manner as may be established by the Board of Trustees.

ARTICLE V.

ORGANIZATION

1. Authority

- a. **Congregational Authority.** The ultimate authority for all matters pertaining to the operation of the Church shall rest with the “*Congregation*,” which shall consist of the voting membership of the Church, and shall function as a legally constituted body at its annual, regular, and special meetings. The Congregation shall elect the Board of Trustees, the Senior Minister and such other called ministerial positions as shall be authorized from time to time by the Congregation, the Nominating Committee, the Endowment Fund Committee, and special committees as needed. No called ministerial position shall be created or minister called by the Church, except by vote of the Congregation as provided in Section 1 of Article IX. No interim ministerial position shall be created or interim minister

hired by the Church, except as proposed by the Senior Minister and approved by the Board of Trustees as provided for in Section 2 of Article IX.

- b. Board of Trustees' Authority.** The Board of Trustees acts on behalf of the Congregation, sets the Church's policies in the form of the "*Approved Policies*" of the Church, and monitors the chief executive officer's performance.
 - c. Senior Minister's Authority.** The Senior Minister shall be the chief executive officer of the Church, shall be responsible to the Board of Trustees for implementing the Approved Policies determined by the Board of Trustees, and shall operate under the general supervision of the Board of Trustees. The Senior Minister shall also supervise the ministerial staff of the Church as it may be constituted from time to time by the Congregation.
- 2. Comprehensive Church Powers.** The Church also shall have such other powers as may be necessary for the conduct of its affairs and as may be provided for under these By-Laws, by the Board of Trustees, the applicable provisions of the Texas Business Organizations Code, including without limitation those provisions constituting the Texas Nonprofit Corporation Law, and the laws of the State of Texas.

ARTICLE VI.

CHURCH MEETINGS

- 1. Church Year.** The church fiscal year shall be a calendar year.
- 2. Annual Meeting.** The Annual Meeting of the Congregation shall be held each fall on a date to be determined by the Board of Trustees, at which a budget for the ensuing year shall be presented by the Senior Minister for approval by the Congregation, and any other appropriate business transacted. The time, place, and agenda of the Annual Meeting shall be designated by the Board of Trustees, and written notice thereof shall be given to all voting members in a manner determined by the Board of Trustees at least ten (10) days in advance of the meeting.
- 3. Regular Meeting.** A regular meeting of the Congregation shall also be held each spring on a date to be determined by the Board of Trustees, for the transaction of such business as shall be stated on the agenda. The time, place, and agenda of this meeting shall be designated by the Board of Trustees, and written notice thereof shall be given to all voting members in a manner determined by the Board of Trustees at least ten (10) days in advance of the meeting.
- 4. Special Meetings.** Special meetings of the Congregation may be called by the Board of Trustees. In addition, a special meeting shall be called by the Board of Trustees to be held within twenty (20) days after receiving a petition to do so signed by ten percent (10%) of the membership entitled to vote. Written notice stating the purpose of a special

meeting shall be mailed to all voting members at least ten (10) days in advance of the meeting. No business other than that announced shall be transacted.

5. **Voting Quorum.** Ten percent (10%) of the membership entitled to vote shall be present at the beginning of the meeting to constitute a quorum throughout the meeting.
6. **Majority Vote.** At any meeting of the Congregation, a majority of the votes cast shall be sufficient to approve business transactions, except as specified in Section 1 of Article IX (concerning election of Ministers) and Section 1 of Article XVI (concerning amendment of the By-Laws).

ARTICLE VII.

BOARD OF TRUSTEES

1. **Governing Body of the Church.** The governing body of the Church shall consist of a Board of Trustees, elected by the Congregation as provided in Section 1(a) of Article V and the Senior Minister, ex officio and non-voting.
2. **Board of Trustees Members.** The Board of Trustees shall consist of: (a) three (3) elected officers, which shall be the President, the Vice President, and the Treasurer, each of whom shall be elected by ballot each year; and (b) nine (9) additional Trustees (each a "*Trustee at Large*"), who shall be divided into three (3) equal classes of three (3) Trustees at Large each, with one class of three (3) Trustees at Large being elected by ballot each year to serve three-year terms. Each of the foregoing members of the Board of Trustees shall take office at the beginning of the Church year following their election and shall serve until the end of their terms and until their successors are elected, or until their respective death, resignation, disqualification or removal from office as otherwise provided for in these By-Laws.
3. **Immediate Past-President.** The immediate Past-President shall serve as an advisory member of the Board of Trustees, ex officio and non-voting, for one (1) year after leaving office.
4. **Clerk.** Annually the Board of Trustees shall appoint a Clerk from among the current Trustees at Large, who shall serve a one-year term and until the next annual appointment of the office by the Board of Trustees. There shall be no limit on the number of terms an individual may serve as Clerk, so long as that individual is currently a Trustee at Large.
5. **Board of Trustees Meetings.** The Board of Trustees shall hold such meetings as it deems advisable. A quorum shall consist of eight (8) Trustees. Meetings shall be open to members of the Congregation except when the Board of Trustees may decide by majority vote to go into executive session.
6. **Vacancies.** The Board of Trustees shall fill any vacancy that may occur in any elected position. Any person or persons so appointed shall hold office until the end of the current

Church year, or until the end of the unexpired term, and until their successors are elected; provided, however, that any such person or persons appointed to serve in the vacated position shall only hold that appointed office until the vacancy has been filled through the nomination and election of a successor pursuant to Section 2(b) of Article XII below.

- 7. Resignation of Trustee at Large for Other Office.** Any Trustee at Large who agrees to be nominated to serve as President, Vice President or Treasurer during any remaining year or years of that Trustee at Large's three-year term shall be deemed to have resigned as a Trustee at Large upon the end of the Church year that the nomination is accepted, regardless of whether or not the Trustee at Large is elected to new office, and the resulting vacancy shall be filled through the nomination and election of a successor pursuant to Section 2(b) of Article XII below.
- 8. Resignation by Absences.** Any member of the Board of Trustees who shall be absent from three (3) consecutive regular meetings of the Board of Trustees, or any five (5) regular meetings of the Board of Trustees in a Church year, shall, unless the Board of Trustees votes otherwise, and after written notification, be considered as having resigned from the Board of Trustees.
- 9. Removal.** Any Trustee may be removed from office by a two-thirds (2/3rds) vote by ballot at any meeting of the Congregation, providing the proposal is on the published agenda of the meeting.
- 10. Trustee Eligibility for Re-Election.** Trustees at Large shall not be eligible for re-election as a Trustee at Large for a period of one (1) year after expiration of their three-year terms of office. A Trustee serving as an officer shall be eligible for re-election or election to a different officer position upon expiration of her or his one-year term without limitation. Any Trustee at Large elected or appointed for a term of two (2) years or less to replace a vacancy in a class of Trustees at Large shall be eligible for re-election upon expiration of that term for one (1) additional three-year term as if he or she had not been elected or appointed to fill the vacancy.

ARTICLE VIII.

OFFICERS

- 1. Officers.** Officers of the Church shall be:

President of the Congregation/Chairperson of the Board of Trustees
Vice President
Treasurer
Clerk

- 2. President.** The President shall preside at all meetings of the Board of Trustees and of the Congregation, shall be a member ex officio of all committees except the Nominating

Committee and any search committee, and shall represent the Church on all appropriate occasions.

3. **Vice President.** The Vice President shall act in place of the President in the latter's absence, and perform such other duties as the President delegates.
4. **Treasurer.** The Treasurer shall, under the direction of the Board of Trustees, be responsible for the funds of the Church, perform the duties customary to the office, and be a member ex officio of the Endowment Committee.
5. **Clerk.** The Clerk shall keep the minutes of the Board of Trustees' meetings and of all Congregational Meetings, shall certify the list of members eligible to vote at each Congregational Meeting and perform other duties as the President delegates.
6. **Executive Committee.**
 - a. **Executive Committee.** The President, the Vice President, the Treasurer, the Clerk, and the Senior Minister, ex officio and non-voting, shall constitute the Executive Committee.
 - b. **Executive Committee Authority.** The Executive Committee shall be responsible for emergency decisions between Board of Trustees Meetings. It shall act by majority vote of its members and shall keep minutes of its meetings. Minutes and actions of the Executive Committee shall be reported to the Board of Trustees at the next succeeding regular or special meeting of the Board of Trustees.

ARTICLE IX.

MINISTERS

1. **Candidates and Election of Called Ministers.** The "*Called Minister(s)*" shall be invited to candidate by an affirmative vote of two-thirds (2/3rds) of the members of the Board of Trustees and shall be elected by two-thirds (2/3rds) of the voting members present at the next succeeding annual, regular, or special meeting of the Congregation.
2. **Engagement of Interim Ministers.** Any "*Interim Ministers*" that are not called by the Congregation but that are engaged by the Church on a contract basis for a period of no longer than two (2) years shall be proposed by the Senior Minister and approved by a two-thirds (2/3rds) vote of the Board of Trustees. Should the Church wish to engage that Interim Minister for longer than two (2) years, that Minister will have to be called by the Congregation as provided for in Section 1 of this Article IX.
3. **Religious Activities and Administration.** The Minister(s) shall provide leadership in keeping with the purpose of the Church and shall have general charge over all religious activities. They shall be guaranteed freedom of the pulpit. The Senior Minister shall

provide administrative supervision of the Church in collaboration with the Board of Trustees.

- 4. Member of Board of Trustees.** The Senior Minister shall be an ex officio, non-voting member of the Board of Trustees and of all councils and committees of the Church except the Nominating Committee. The Senior Minister shall be informed of all decisions taken by the Board of Trustees, its councils, and its committees.
- 5. Employment and Removal of Ministers.**
 - a. Conditions of Employment.** The Senior Minister's compensation is recommended by the Board of Trustees and approved by the Congregation. The Senior Minister's letter of agreement shall be executed by the President, subject to approval by the Board of Trustees. Compensation for all Ministers other than the Senior Minister shall be set by the Senior Minister. Letters of agreement for all Ministers other than the Senior Minister shall be executed by the Senior Minister.
 - b. Removal.** In order for the Congregation to remove a Called Minister, a majority vote of the Congregation is required at a special meeting called for this purpose. Such a vote may not be taken again for six (6) months. In order for the Church to remove an Interim Minister, a majority vote of the Board of Trustees is required at a special meeting called for this purpose.
- 6. Annual Review.** The Board of Trustees shall review the Minister's(s') administration annually. This shall be carried out by a procedure that is mutually agreed upon by the Board of Trustees and the Senior Minister.

ARTICLE X.

RELIGIOUS EDUCATION

- 1. Religious Education Program.** There shall be a Religious Education program administered by a Minister and/or a Director of Religious Education, who reports to the Senior Minister.
- 2. Minister of Religious Education.** If a Minister of Religious Education, in ministerial fellowship with the Unitarian Universalist Association, is to be employed, the procedures set forth in Article IX, Section I, shall be followed.
- 3. Religious Education Committees or Groups.** The Minister or Director of Religious Education may convene, as needed, committees or groups necessary to carry out and support all religious education programs and special events.

ARTICLE XI.

PROGRAM MANAGEMENT TEAM

1. **Program Management Team Purpose.** The Program Management Team (or “*PMT*”) ensures that all Lay Groups are aligned with the mission, vision and Approved Policies of the Church as interpreted and implemented by the Senior Minister. The term “*Lay Groups*” in the preceding sentence refers to all programs, committees, and groups of the Church that are not managed by the professional staff of the Church, formed as ad hoc committees reporting to the Board of Trustees, or elected by the Congregation.
2. **PMT Members and Terms of Office.** The Program Management Team shall consist of:
 - a. Six voting members of the Church, three of whom shall be annually elected by the Congregation to serve two (2) year terms. They shall take office at the beginning of the Church year following their election and shall serve until the end of their terms and until their successors are elected; and
 - b. Members of the Church’s professional staff as appointed by the Senior Minister.

The filling of vacancies created by the departure of an elected member of the PMT and the selection of PMT chairpersons shall all be consistent with the Approved Policies of the Church.

ARTICLE XII.

NOMINATING COMMITTEE AND ELECTIONS

1. **Nominating Committee Membership.** The Nominating Committee shall be composed of five (5) voting members of the Church: two (2) to be elected annually for a term of one (1) year from a slate of two (2) or more nominees; one (1) to be elected each year for a term of two (2) years from a slate of one (1) or more nominees; and a fifth (5th) to be appointed by the Board of Trustees for a term of one (1) year. The President shall call an organizational meeting of the Committee by at least the first day of June, at which meeting a Chairperson shall be elected and the duties of the Committee reviewed.
2. **Nominations.**
 - a. **Annual Election Nominations.** The Nominating Committee shall nominate for each annual election:
 - i. one (1) or more voting members for the offices of President, Vice President, and Treasurer for terms of one (1) year each;
 - ii. three (3) nominees to serve as the next sequential class of Trustees at Large for terms of three (3) years each;

- iii. one (1) nominee for the Endowment Fund Committee for a term of three (3) years;
 - iv. one (1) or more nominees for each vacancy on the Program Management Team; and
 - v. positions on the Nominating Committee according to the provisions of Section 1 of this Article.
- b. Nominations for Vacancies.** Nominations shall also be submitted by the Nominating Committee at each annual election to fill the remainder of terms of office in which vacancies have occurred during the year.
- c. Voting Members' Requirements.** All nominees shall be voting members of the Church and shall have consented to their nomination.
- 3. Publication of Nominees and Nominations by Petition.** At least fifty (50) days before the Annual Congregational Meeting, the Nominating Committee shall publish its list of nominees in the Church Newsletter and post the list publicly at the Church. Additional voting members may be nominated for any position by a petition signed by fifteen (15) voting members and submitted to the Nominating Committee at least thirty-five (35) days before the Annual Meeting. Prior consent of those nominated shall be obtained.
- 4. Church Elections.** Officers, Board of Trustees Members, and members of elected committees shall be elected by voting members by written ballot mailed to all voting members, in a manner determined by the Board of Trustees.
- 5. Committee Quorum.** A majority of the Nominating Committee acting at any meeting shall constitute a quorum.
- 6. Committee Vacancies.** Any vacancy on the Nominating Committee shall be filled for the unexpired term by the Board of Trustees.
- 7. Board of Trustees Ineligibility.** Members of the Board of Trustees shall not be eligible to serve on the Nominating Committee until their term of office expires.

ARTICLE XIII

ENDOWMENT FUND

- 1. Endowment Fund Established and Defined.** The Board of Trustees shall establish or maintain an Endowment and Memorial Gift Fund (“*EMGF*” or the “*Fund*”) to collect and administer gifts, bequests and conveyances for memorial or other purposes when the intent of the donor is to make a lasting financial contribution to the Church. All such monies and all real and personal property given to the Church shall be considered part of the Fund and forwarded to the EMGF Committee promptly upon receipt for consolidation, management, and investment.

2. Endowment Fund Purposes.

The Fund will be used for:

- a. supporting special Church projects not anticipated in or provided for by the operating budget,
- b. supporting the communities in which we live and operate as well as the cause of Unitarian Universalism in general,
- c. providing stability for the ongoing operations of the church by providing a small part of the annual operating budget; however, under no circumstances will the portion of the annual operating budget funded by the EMGF be more than 10% of that budget, and
- d. providing a financial reserve for the Church in times of emergency.

No more than fifty percent (50%) of the allowable expenditures from the Unrestricted Fund (see "Section 7, Annual Expenditures Allowable From Unrestricted Fund," below) in any given year may be spent in any one of the four categories above. There will be no such restriction on disbursements from restricted funds.

3. Management of the Fund. The Board will establish appropriate Approved Policies for promotion of the Fund, acceptance of gifts, management of the Fund, and disbursements from the Fund, and will provide for the performance of these functions through the EMGF Committee, delegation to the Senior Minister, or both.

4. EMGF Committee.

- a. **Election of EMGF Committee.** There shall be an EMGF Committee as a standing committee of the Board of Trustees. Members of the EMGF Committee shall be three (3) in number, all of whom shall be at least twenty-one (21) years of age, and all of whom shall be voting members of the Church; and none of whom shall be members of the Board of Trustees of the Church or members of the staff of the Church. One EMGF Committee member shall be nominated by the Nominating Committee and elected by the Congregation each year to serve for a term of three (3) years. The Treasurer of the Church shall serve on the EMGF Committee, ex officio, with no voting privileges.
- b. **Authority.** The EMGF Committee shall have the authority and responsibility to pursue the purposes of the Fund as called for in this Article and in accordance with the Approved Policies. This authority includes the power to manage and protect the assets of the Fund; retain, sell, and convey Fund assets as appropriate; vote proxies; settle claims; establish accounts, and to exercise from time to time

all rights, powers, discretion and authorities given such fund trustees under the terms of the Texas Trust Act as the same now exists and as said Act may hereafter be amended.

- c. **Removal of an EMGF Committee Member.** Any EMGF Committee member shall be removed from office by a two-thirds (2/3rds) vote by ballot at any Congregational meeting, providing the proposal is on the published agenda of the meeting.
 - d. **Vacancies.** Any vacancy on the EMGF Committee shall be filled for the unexpired term by the Board of Trustees.
5. **Reporting to the Church.** The Board will make status information regarding the EMGF available to any Church member requesting such at any time, and will report formally on the EMGF to the Church at its Annual Meeting.
 6. **Requirement for Unrestricted Fund and Authority of the Board to Make Loans to the Church from that Fund.** The EMGF will include (but is not limited to) a general, unrestricted fund (the "*Unrestricted Fund*") in the form of a true endowment (the corpus or principal is not expended). The Board of Trustees is hereby delegated the authority to make loans of the principal to the Church at any time, with the restriction that the total outstanding amount of such loans may not exceed 10% of the principal amount of this Unrestricted Fund.
 7. **Annual Expenditures Allowable From Unrestricted Fund.** The dollar amount of the Unrestricted Fund available for spending in a given fiscal year shall be established by the EMGF Committee in consultation with the Board and with Church staff; however, in no event shall such amount exceed six percent (6%) of the average market value of the Unrestricted Fund assets calculated over the 12 calendar quarters ending just prior to the beginning of the given fiscal year. For purposes of this calculation, illiquid assets shall be valued at zero.

The fiscal year spending limit set forth above shall apply to all disbursements from the Unrestricted Fund in the aggregate, including administrative expenditures and investment management fees, as described in Section 8 below, attributable to the Unrestricted Fund.

8. **Administrative Expenditures and Investment Management Fees.** The dollar amount of the Fund available for spending on administrative expenses in a given fiscal year shall be not more than one percent (1%) of the average market value of the Fund assets calculated over the 12 calendar quarters ending just prior to the beginning of the given fiscal year. For purposes of this calculation, illiquid assets shall be valued at zero. Administrative expenses are those expenses necessary to properly carry out the functions of the Fund and the EMGF Committee including, but not limited to, bookkeeping, publicity, solicitations, and public recognition of donors to the Fund.

Investment management fees shall not be considered to be administrative expenses as described above, and shall be limited to reasonable and prudent charges for such services.

- 9. Fund Termination.** The Fund may be terminated by a three-fourths (3/4ths) majority vote of those Church members eligible to vote and present at a regular or special meeting of the Congregation, provided that at least thirty (30) days notice has been given to the Congregation that such a vote is to be taken. In the event of such termination, all restricted funds shall be used for the purpose for which they were donated, if possible. After such distribution, all remaining assets of the Fund shall be turned over to the Board of Trustees and expended according to the directives of the Congregation in conformity with Church purposes, in its By-Laws and Approved Policies.
- 10. Church Dissolution.** Upon dissolution of the Church as a corporation or the winding up of its affairs, the assets of the Fund shall be distributed in accordance with the provisions of this Article, Section 9, Fund Termination.

ARTICLE XIV.

AFFILIATED GROUPS AND ACTIVITIES

- 1. Recognition by the Church.** Church Lay Groups that are not under the management of the Church's professional staff are organizations recognized by the Program Management Team as those having activities integral to the mission and vision of the Church. They shall be authorized to elect their officers and may determine their own programs without restriction when such programs are carried out in a manner consistent with the Approved Policies of the Church.
- 2. Relationship.** All Church Lay Groups are related to the Church through the Program Management Team, which in turn reports and is responsible to the Senior Minister.

ARTICLE XV.

PARLIAMENTARY AUTHORITY

- 1. Robert's Rules of Order.** The rules contained in Robert's Rules of Order Revised shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or special rules of order of the Church.
- 2. Parliamentarian.** The Chairperson of any Congregational Meeting may appoint a Parliamentarian.

ARTICLE XVI.

AMENDMENTS AND MISCELLANEOUS PROVISIONS

- 1. Amendments.** These By-Laws may be amended at any Congregational Meeting by a two-thirds (2/3rds) vote of the voting members present, provided that the text of the proposed change is mailed to all members eligible to vote at least thirty (30) days prior to the meeting.
- 2. Proposed Amendment Procedure.** The Board of Trustees, acting for itself, may submit to the Congregation, in accordance with the provisions of Section 1 of this Article, any proposed amendment. The Board of Trustees shall submit to the Congregation, in accordance with the provisions of Section 1 of this Article, any amendment proposed by a petition signed by at least forty-five (45) voting members of the Church.
- 3. Captions Not Controlling.** All titles, headings, and captions used in these By-Laws have been inserted for administrative convenience only and do not constitute matters to be construed in interpreting these By-Laws.
- 4. Unitarian Universalist Association (UUA) Elections.** The Board of Trustees has the authority to establish policies concerning the selection and instruction of delegates from the Church voting in elections of the Unitarian Universalist Association.

ARTICLE XVII.

DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event that dissolution of the Church is approved by a two-thirds (2/3rds) vote of the voting members present, as provided in the applicable provisions of the Texas Business Organizations Code, including without limitation those provisions constituting the Texas Nonprofit Corporation Law, all assets of the Church shall be distributed to the Unitarian Universalist Association.

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