

THE UNITARIAN UNIVERSALIST CHURCH OF OAK CLIFF

Adopted September 1989, further revised 5/4/03 and 4/23/06

ARTICLE I NAME

The name of this religious organization is Unitarian Universalist Church of Oak Cliff, and will be called the Church in these bylaws. The Church may refer to itself as the "Oak Cliff Church".

ARTICLE II PURPOSE

The Church is a Unitarian Universalist religious organization practicing disciplines of truth, honesty, and love. In the spirit of universal brotherhood, undivided by race, color, gender, gender identity, physical or mental challenge, sexual orientation, creed, class or national origin, its members are united in fellowship to pursue and to practice, individually and collectively, principles of liberal religious faith.

ARTICLE III MEMBERSHIP

Sec. 1 **MEMBER** - anyone who has signed the membership roll and is in sympathy with the Church's purposes.

Sec. 2 **VOTING MEMBER** - a members who is at least 16 years of age, who has made a recorded contribution within the last 12 months, and who has been a member for 60 days. Recorded contributions from any member of a household shall be considered as contributions from all members of the household. The Board of Trustees shall review and establish the membership list annually, in September or October and the Secretary shall notify in writing any members whose membership status is being changed. The Board of Trustees may make exceptions to these rules for cause. Only Voting Members may vote at any meeting of the Church.

ARTICLE IV DENOMINATIONAL AFFILIATION

The Church shall be a member of the *Unitarian Universalist Association*, the *Southwest Unitarian Universalist Conference*, the *North Texas Association of Unitarian Universalist Societies*, and other such Unitarian Universalist groups as determined by the Board of Trustees. It is the intention of the Church to make full, fair share financial contributions to the Association, the Conference, and other denomination groups of which it is a member, based on the numerical total of the Voting Members as determined by the Board of Trustees.

ARTICLE V MEETINGS

Sec. 1 The **SPRING MEETING** of the Church shall be held in the month of March, April, or May. A Budget proposal for the ensuing Fiscal Year shall be adopted by the

members, and reports shall be received from the Minister, the President, and the Committee Chairs. The agenda shall include any other business as deemed necessary.

Sec. 2 The **ANNUAL MEETING** of the Church shall be held in the month of September, October, or November. The election of Officers, Trustees and other elected positions shall take place at this meeting. The agenda shall also include adoption of the permanent Budget for the next fiscal year, unless previously adopted at a Special Called Meeting.

Sec. 3 **SPECIAL CALLED MEETINGS** may be called by the Board of Trustees or may be called at the written request of any ten voting members. The business to be transacted will (a) be clearly stated in the request, (b) be placed in the notice of said meetings, and (c) Take precedence over any other business included in the agenda. The meeting must be held in 30 calendar days after the Board of Trustees receives the request.

Sec. 4 **MEMBERSHIP MEETING QUORUM** will be 40% of the voting members except as otherwise provided for in these bylaws. Decisions will be made by a simple majority of those present and voting except as otherwise specified in these bylaws.

Sec. 5 **AGENDA NOTICE** shall be given of each Membership Meeting in writing. The agenda, time, and place of the meetings will be established by the Board of Trustees and as specified in these By-Laws. The notice will include time and place of the meeting. Agendas will be mailed to voting members at least 7 days before the meeting except as specified in these bylaws.

Sec. 6 **AGENDA NOTICE** of 14 days shall be mailed to members when the agenda includes the sale or purchase of real property, the employment, dismissal, or extension of contract of a minister, dissolution of the Church, and election of officers or other elected officials (excluding ministers). Decisions on these agenda items shall be made by a 60% majority of the voters present and voting, except as otherwise specified in these By-Laws.

Sec. 7 **ABSENTEE VOTING** shall be permitted only on election of officers and other elected officials and on resolutions published and distributed with the call for the meeting, which come to a vote un-amended. Absentee ballots shall be in the possession of the Secretary prior to the call to order of the meeting. Absentee ballots shall not be considered in determining if a quorum is present.

Sec. 8 Throughout these By-Laws, a **QUORUM**, once established, shall remain in effect until the meeting is adjourned.

Sec. 9 **PARLIAMENTARY PROCEDURES** follow Robert's Rules of Order, Revised, at all meetings except where in conflict with these By-Laws.

ARTICLE VI OFFICERS AND TRUSTEES

Sec. 1 **VOTING MEMBERS** on the Board of Trustees shall be as follows:
President, Vice president, Secretary, Treasurer, Trustees, and Past President.

Sec. 2 **OFFICERS** of the Church, whose terms of office shall be one year, except for the Treasurer who shall be elected for two years, are as follows:

Sec. 2a The **PRESIDENT** shall be the chief executive officer of the Church. He or she shall preside at all meetings of the Board of Trustees and at Membership meetings.

Sec. 2b The **VICE PRESIDENT** shall perform the duties of the President when the President is for any reason unable to act and shall also perform those duties delegated to him or her by the President and shall preside over the Coordinating Council meetings.

Sec. 2c The **SECRETARY** shall be responsible for making and preserving full records of all meetings of the Church and of the Board of Trustees and shall be responsible for conducting the general correspondence of the Board of Trustees. The Secretary shall have custody of all Church records.

Sec. 2d The **TREASURER** shall have custody of all Church funds and shall receive and disburse monies as directed by the Board of Trustees. The Treasurer shall transact all Church financial business, shall keep an accurate record of all Church finances, shall make reports to the Board of Trustees at its regular meetings, and shall report to the Membership at the Annual Meeting. The treasurer shall serve on the Finance Committee.

Sec. 3 Four **TRUSTEES** shall be elected by the membership to serve two-year terms. Two Trustees shall be elected in even numbered years and two Trustees shall be elected in odd numbered years.

Sec. 4 No person shall hold the same office for longer than two consecutive full terms. One-half of the term plus one day constitutes a full term.

Sec. 5 **VACANCY OF THE PRESIDENCY** shall be filled by the following descending order: Vice President and Voting Member Past Presidents.

Sec. 6 **REMOVAL FROM OFFICE** of an elected official (other than minister) shall be by a 60% vote of the Voting Members present and voting at a Membership Meeting.

Sec. 7 All Officers and Trustees must be Voting Members of the Church.

ARTICLE VII BOARD OF TRUSTEES

Sec. 1 The **BOARD OF TRUSTEES** shall consist of the Officers, the four Trustees and the immediate Past President.

Sec. 2 **PURPOSE OF THE BOARD** - The Board of Trustees will:

- a) establish and maintain Church policies consistent with the By-Laws and membership-approved long-range goals and objectives;
- b) take charge and responsibility of the property and physical assets of the Church;
- c) ensure sound conduct of business and fiscal affairs;
- d) employ and dismiss employees other than ministers;
- e) receive and act upon recommendations of the Coordinating Council;
- f) appoint and remove Standing and Special Committees;
- g) maintain job descriptions for Standing Committees;
- h) propose improvements and planning for Membership consideration; and
- i) determine items to be acted on by the Board of Trustees, the Coordinating Council, and the Voting Members of the Church.

Sec. 3 **MEETINGS** of the Board of Trustees shall be held at least bimonthly and at the call of the President or any two members of the Board of Trustees. 24 hours' notice of Board of Trustees meetings shall be given.

Sec. 4 **BOARD MEETING QUORUM** is a simple majority of the Board of Trustees. Decisions of the Board of Trustees shall be by a simple majority of those Board of Trustees members present and voting.

Sec. 5 The Board of Trustees shall fill a **VACANCY** in its membership (other than the President) or that of the Nominating Committee by appointing a Voting Member until such vacancy can be filled at the next Annual Meeting.

Sec. 6 A **VACANCY OF THE IMMEDIATE PAST PRESIDENT** can be filled only by a Voting Member Past President selected in order of descending years.

ARTICLE VIII COORDINATING COUNCIL AND COMMITTEES

Sec. 1 The **COORDINATING COUNCIL** shall consist of the chairpersons of the standing committees of the Church and be presided over by the Vice President

Sec. 2 **PURPOSE OF THE COORDINATING COUNCIL** - The Coordinating Council will:

- a) coordinate general and special activities, plans and actions which do not require Board of Trustees action;

- b) make policy change and other recommendations to the Board of Trustees;
- c) make budget proposal recommendations for committee budgets to the Board of Trustees for inclusion in the overall Church budget proposal at the Spring and Annual Meetings;
- d) make inter-committee budget adjustments during the fiscal year;
- e) appoint and remove members (other than chairpersons) of standing committees; and
- f) appoint sub-committee and ad hoc committees.

Sec. 3 **MEETINGS** of the Coordinating Council shall be held at least bimonthly and at the call of the Vice President or any two members of the Coordinating Council. Forty-eight hours' notice of such meetings shall be given.

Sec 4 **COORDINATING COUNCIL MEETING QUORUM** is a simple majority of the Coordinating Council. Decisions of the Coordinating Council shall be by a simple majority of those Coordinating Council members present and voting.

Sec. 5 A **SECRETARY** shall be elected by the Coordinating Council to keep a record of its actions.

Sec. 6 **STANDING COMMITTEES** shall include, but not be limited to, the following: Sunday Services, Religious Education, Adult Education, Publicity, Communications, Membership, Social, Social Responsibility, Caring, Long Range Planning and Property Management.

Sec. 7 The following committees and representatives shall report to the Board of Trustees: Shared Extension Ministry Representations, Ministerial Relations Committee, NTAUUS Representatives, Audit Committee, Endowment Committee, and such other committees and representatives as the Board of Trustees may from time to time appoint.

Sec. 8 Five members of a **NOMINATING COMMITTEE** shall be elected by the Membership to serve two-year terms. Two Committee members shall be elected in even numbered years and three Committee members shall be elected in odd numbered years.

Sec. 8a Members of the Nominating Committee may be any voting members of the Church other than the incumbent four officers.

Sec. 8b The **CHAIRPERSON** of the Nominating Committee shall be elected by its members each year.

Sec. 8c The Nominating Committee shall **PROPOSE** nominees for the elective positions to be voted on at the Annual Meeting. These nominations shall be mailed to the membership with the Meeting notice. A nomination from the floor, with the consent of the nominee, is permitted at membership meetings.

ARTICLE IX MINISTER

Sec. 1 The **MINISTER** in conjunction with the Sunday Services and Adult Education Committee shall be responsible for the conduct of worship and the Church's spiritual interest and affairs. The minister shall have the freedom of the pulpit as well as freedom to express his or her opinions outside the pulpit.

Sec. 2 The Minister shall be an ex officio member of the Board of Trustees and of such committees as the Board of Trustees shall designate.

Sec. 3 The Minister shall be **CALLED** upon the recommendation of a Ministerial Search Committee (nominated by the Board of Trustees and elected by the Voting Members) by a 70% majority of the Voting Members of the Church present and voting at any meeting legally called for the purpose; a quorum of 50% of the voting members shall be required at this meeting. The Church may, however, be served by a Minister selected by other means in the event of the Church's voting at any legally called meeting to participate in any extension program sponsored by the Unitarian Universalist Association. The quorum and majority vote requirements of this section apply at this meeting.

Sec. 4 The Minister may be **DISMISSED** or his or her contract **EXTENDED** by a 60% majority vote of the Voting Members present and voting at any meeting legally called for the purpose; a quorum of 50% of the voting members shall be required at this meeting.

Sec. 5 In the event of the Minister's dismissal or **RESIGNATION**, three months' notice must be given and his or her salary and allowances shall continue for three months after the date of the notice, unless a shorter period is mutually agreed upon.

ARTICLE X ENDOWMENT FUND

Sec. 1 **ENDOWMENT FUND NAME AND PURPOSE**

There shall be an Endowment Fund, hereafter referred to as the UU Fund, whose function shall be to further and augment the principles, objectives, programs, and purposes of the Church by receiving gifts, bequests, and conveyances for memorial and other purposes, where the intent of the donor or testator is to make a lasting contribution to the Church; and to consolidate such gifts into one fund for the purpose of management and investment so that the Church may realize the greatest possible benefit consistent with sound and prudent investment.

Sec. 2 ENDOWMENT FUND COMMITTEE

- a) Endowment Fund. The endowment Fund shall be managed in accordance with the Endowment Fund Agreement by a committee composed of three (3) voting members of the Church, one of whom shall be elected by ballot at each Annual Fall Meeting to serve for a term of three years.
- b) Chairperson and Reports. The Endowment Fund Committee shall elect a Chairperson, and shall make a written report to the Church at each Annual Meeting and any other reports as may be requested by the Board of Trustees.
- c) Finance Committee Member. The Chairperson of the endowment Fund Committee shall be a voting member of the Finance Committee.

ARTICLE XI FISCAL YEAR

The Fiscal Year shall begin on January 1 and end on December 31. **TERMS OF OFFICE** shall coincide with the Fiscal Year.

ARTICLE XII BY-LAW AMENDMENTS

These By-Laws may be amended or replaced at any Membership Meeting by a 60% majority of those present and voting. Notice of any proposed change will be printed and mailed to the voting members 14 calendar days prior to the meeting, and the notice will be clearly marked **PROPOSED BY-LAW CHANGES**. Unless otherwise indicated, amendments will be effective immediately upon passage.

ARTICLE XIII DISSOLUTION

Should the Church cease to function and the membership vote to disband, any assets of the Church will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable. Responsibility for dissolution and transfer of the assets will be by the Board of Trustees in office, or as delegated by the Board of Trustees to a legally responsible agency.