

**Bylaws of Red River Unitarian Universalist Church**  
*Amended and Accepted by the Congregation on October 21, 2018*

**ARTICLE I**  
**NAME**

This Church shall be incorporated under the laws of the State of Texas, Internal Revenue Code Section 501 (c) (3), as RED RIVER UNITARIAN UNIVERSALIST CHURCH, INC., and pursuant to the applicable provisions of the Texas Business Organizations Code, including without limitation those provisions constituting the Texas Nonprofit Corporation Law. The Church shall be known as Red River Unitarian Universalist Church.

**ARTICLE II**  
**AFFILIATIONS**

The Church shall be a member congregation of North Texas Unitarian Universalist Congregations, the Southern Region of the Unitarian Universalist Association, and the Unitarian Universalist Association.

**ARTICLE III**  
**MISSION STATEMENT**

We are a diverse liberal religious community that seeks to uphold and promote the Principles and Purposes of the Unitarian Universalist Association. Our Congregation welcomes and accepts all people. We reach out beyond our Congregation to serve as a catalyst for social action.

**ARTICLE IV**  
**PURPOSE**

It is the purpose of this Church, in the Unitarian Universalist tradition, to provide a place where freedom of worship, freedom of speech, freedom of thought, and freedom for the dissemination of ideas shall be welcomed, protected and fostered; to maintain a pulpit where these freedoms shall be exercised and made manifest to the members of this Church and to the community in which we carry on our activities; to develop the intellectual, physical, moral and spiritual faculties of all persons without any discrimination based on race, color, national origin, disability, sex, sexual orientation or gender identity; and to provide a community in which members offer each other moral and spiritual support.

**ARTICLE V**  
**MEMBERSHIP**

Section 1: Method of Joining

Membership in this Church is open to any person 13 years old or older who accepts the general purpose and programs of this Church. There shall be no creedal requirements for membership. No requirement as to belief, either political or theological, shall ever be made. One becomes a member by signing the membership book and making a contribution of record, financial or otherwise. The date of membership is the date in the membership book.

Section 2: Requirements for Voting Membership

Individuals who have been members of the Church for 30 days or more and who have (as an individual or part of a family unit) made a contribution of record during the last 12 months, which must have occurred at least 30 days prior to the meeting, shall have the right to vote at all official Church meetings.

Section 3: Friends

A Friend is a person who is interested in the Church but who has not completed the requirements for membership.

Section 4: Termination of Membership

Any member who chooses to resign from the Congregation may do so by notifying the Board of Trustees in writing. Members who have moved away permanently or ceased to participate in Church affairs may, by action of the Board of Trustees, be deleted from the membership list after an effort to determine their wishes has been made. Recommendations of the Safe Congregation Panel as to the revocation of membership will be reviewed, amended and decided by a majority vote of the entire Board of Trustees on a case-by-case basis.

53 Section 5: Nondiscrimination

54 A person may not be denied membership on the basis of race, color, national origin, disability, sex, sexual orien-  
55 tation or gender identity.

56 **ARTICLE VI**  
57 **CONGREGATIONAL AUTHORITY**

58  
59 The ultimate governing power of this Church resides in the voting membership of the Church, which may, after  
60 action taken at a congregational meeting held in accordance with these bylaws, instruct the Board of Trustees as to its  
61 will.

62  
63 **ARTICLE VII**  
64 **BOARD OF TRUSTEES (“Board”)**

65  
66 Section 1: General Duties of the Board of Trustees

67 The Board of Trustees has the authority between congregational meetings to conduct the business of the Church.  
68 This includes, but is not restricted to, the conduct of its business affairs, the management of its property, the responsibility  
69 of an annual financial review, the control of its administration, the establishment of the covenant with its Minister, the  
70 review of the bylaws, and the coordination of its programs, except as otherwise restricted by these bylaws. Notwithstand-  
71 ing these described duties of the Board, as stated above in article VI, the ultimate governing power resides in the voting  
72 membership of the Church.

73  
74 Section 2: Composition of the Board of Trustees

75 The Board shall consist of the President, Vice President, Treasurer, Secretary and three Trustees-at-Large (one  
76 Trustee-at-Large while the congregation has sixty-four (64) or less voting members and two Trustees-at-Large when vot-  
77 ing membership is between sixty-five (65) and eighty-four(84) who shall be elected directly by the membership as de-  
78 scribed in Article VI. The immediate Past President and the Minister shall serve as *ex-officio* (non-voting) members of  
79 the Board.

80  
81 Section 3: Election of Board Members

82 Board members shall be elected to replace those whose terms are expiring at the May semi-annual congregational  
83 meeting each year. Candidates for the Board must be voting members of the Church. Trustees shall be elected for terms  
84 of two years and shall serve until their successors are elected and take office. The term of a Trustee begins on July 1  
85 immediately following the Trustee’s election. No spouses, cohabiters, or blood or adoptive relatives shall serve on the  
86 Board at the same time.

87 The President and Treasurer will be elected on even-numbered years. The Vice-President and Secretary will be  
88 elected on odd-numbered years.

89 The Trustee-At- Large elections will depend on the size of the congregation. While the voting membership is fewer  
90 than sixty-four (64), one Trustee-At- Large will be elected in odd-numbered years, none in even-numbered years. When  
91 the voting membership is between sixty-five (65) and eighty-four (84), one Trustee-At- Large will be elected in odd-num-  
92 bered years, and one in even-numbered years. When the voting membership reaches a membership of eighty-five (85),  
93 one Trustee-At- Large will be elected in odd-numbered years and two in even-numbered years.

94  
95 Section 4: Removal of Board Members

96 A member of the Board of Trustees may be removed from office by a simple majority vote of the Church voting  
97 membership (by those attending or by proxy) at a Special Church Meeting, called as described in Article X, Section 2.

98  
99 Section 5: Vacancies

100 The Board shall fill a vacancy in consultation with the Nominating Committee (see Article X, Section 1). The new  
101 member(s) shall serve until the July 1st following the next May semi-annual meeting. A candidate may be elected to the  
102 Board for a one-year term if necessary to maintain the election of up to three (3) Board members in each odd-numbered  
103 year and up to four (4) Board members in each even-numbered year depending on the size of the congregation as de-  
104 scribed in Article VII, Section 3.

106 Section 6: Limit on Tenure

107 A Trustee may not serve more than two consecutive elected terms on the Board. The Board may remove Board  
108 members who miss four or more meetings during their current elected or appointed tenure, or for cause. Cause shall be  
109 defined by the Board.

110 Section 7: Financial Affairs of the Church

111 The Board shall have the authority to oversee, manage, and conduct the financial affairs of the Church, including  
112 investing some or all funds held by the Church. Each Board member owes a fiduciary duty to the Church and its members  
113 when the Board conducts any and all financial affairs on behalf of the Church. Each Board member shall fully comply  
114 with all provisions of the Texas Non-Profit Corporation Act, the Internal Revenue Service’s Tax Code and its rules and  
115 regulations, and generally the laws of the State of Texas.

116  
117 Section 8: Annual Budget

118 The Board shall submit an annual budget for the approval of the membership at the May semi-annual meeting.  
119 The proposed budget shall be made available in writing at least 14 days prior to the membership vote. On adoption of  
120 the budget, no expenditure exceeding the budget shall be made unless by official vote of two-thirds of the members  
121 attending a congregational meeting or by three-quarters vote of the Board of Trustees present at a regular or special  
122 meeting. A vote by the Board of Trustees to expend or to encumber capital funds cannot exceed \$10,000 per annum.

123  
124 Section 9: Annual Goals

125 The Board and the Minister (when one is in office) shall jointly develop annual goals subject to the approval of the  
126 Congregation at the May semi-annual meeting. The Committee on Ministry will annually conduct an evaluation of the  
127 ministry of the Church in reference to the Church’s mission and goals of the previous year and will report on progress at  
128 the May congregational meeting.

129  
130 Section 10: Meetings and Quorum

131 The Board shall meet at least monthly. A quorum shall consist of five voting Board members on a seven member  
132 board, four voting Board members on a six member Board, and three voting Board members on a five member board.  
133 Action is taken by a majority vote of the Board members present. The Board of Trustees will regularly report major deci-  
134 sions to the Congregation by announcements in the newsletter. Board minutes will be available at the Church.

135  
136 Section 11: Executive Session

137 The Board may hold Executive (closed) Sessions only for the purpose of considering personnel matters, meeting  
138 with the Safe Congregation Panel, Committee on Ministry and possible litigation.

139  
140 Section 12: Limits on Board Authority

141 The Board shall not have the authority to incur a mortgage, purchase or sell real estate, without first calling a  
142 special meeting for that purpose as described in Article X. A decision to incur a mortgage, purchase or sell real estate  
143 must be approved by a two-thirds (2/3) majority vote of the voting members who attend the special meeting in person  
144 or by proxy.

145  
146 **ARTICLE VIII**  
147 **OFFICERS**

148  
149 Section 1: President

150 The President shall be the executive officer of the Church; exercise all the functions usually pertaining to the office  
151 of president of a non-profit corporation. Such functions may include the signing of deeds, mortgages, notes, bonds,  
152 contracts or other instruments authorized by the congregation to be executed, except as may otherwise be delegated by  
153 the Board to some other officer or agent of the Congregation; preside at meetings of the Congregation and the Board of  
154 Trustees; call special Board meetings when necessary at any time or upon the request of three other Board members;  
155 convene the Nominating Committee; be an ex-officio member of all committees except the Nominating Committee when  
156 it is sitting for the purpose of making nominations for elected positions. The President may appoint another Board Mem-  
157 ber as representative in ex-officio capacities.

159 Section 2: Vice-President

160 The Vice-President shall assume the duties of the President in the absence of the President and perform other  
161 duties assigned by these bylaws and the President or Board of Trustees.  
162

163 Section 3: Secretary

164 The Secretary shall keep minutes of all Board of Trustee meetings and congregational meetings of the Church and  
165 maintain the Policies and Procedures as adopted by the Board. The Secretary shall issue all notices and conduct the  
166 correspondence of the Board of Trustees, as directed by the President and these bylaws. The Secretary shall be respon-  
167 sible for overseeing the maintenance of current addresses and phone numbers of members and friends of the Church,  
168 and maintaining and preserving Church records, documents, and papers (other than financial records). The Board may  
169 appoint the position of Assistant Secretary to assist the Secretary with these duties as needed.  
170

171 Section 4: Treasurer

172 The Treasurer shall be responsible for the receipt and safekeeping of all money and other property of the Church  
173 entrusted to the Treasurer’s care; disbursing the same under the direction and to the satisfaction of the Board of Trus-  
174 tees; keeping a complete account of the finances of the Church upon books and computer programs which shall remain  
175 the property of the Church and which shall be open for inspection by the Trustees and voting members at any time;  
176 rendering a current statement at each regular meeting of the Board of Trustees and at each congregational meeting;  
177 confirming the current list of voting members of the Church; and bringing necessary records to congregational meetings  
178 to resolve any questions concerning membership status. The execution of these duties may be delegated by the Board  
179 to some agent or staff of the Congregation. The Board may appoint the position of Assistant Treasurer to assist the  
180 Treasurer with these duties as needed. The Treasurer may be bonded at the expense of the Church.  
181

182 **ARTICLE IX**  
183 **NOMINATIONS**  
184

185 Section 1: Nominating Committee

186 A Nominating Committee shall be elected by a majority vote of members at the May Semi-annual meeting. Any  
187 voting member of the Church may be elected, except current staff, Board members, or cohabiters, blood or adopted  
188 relatives of other members of the Nominating Committee or of Board members. While the membership of the congre-  
189 gation is 84 or less the restriction against relatives serving one on the Board and one on the Nominating Committee shall  
190 be waived. When the congregation reaches 85, current committee members will serve the rest of their term before the  
191 restrictions are enforced.

192 The Committee shall consist of three members who serve three-year terms, with one member elected  
193 each year. To obtain this at first election, one person will be nominated for three years, one for two years, and  
194 one for one year. In the event of a vacancy, the President shall appoint a member to fill the unexpired term.  
195

196 Section 2: Nominating petition

197 Any voting member may run for election to the Nominating Committee. Members running for election  
198 to the Nominating Committee must submit a petition signed by at least five voting members to the Secretary  
199 at least ten days prior to the May semi-annual congregational meeting. Additional nominations may be taken  
200 from the floor during the May semi-annual meeting and accepted onto the ballot by agreement of the nominee  
201 and at least five affirmative votes from the Congregation. The Board shall appoint additional nominees as  
202 needed.  
203

204 Section 3: Chairperson

205 The Nominating Committee shall elect its own chairperson.  
206

207 Section 4: Slate of Nominees for the Board of Trustees

208 The Nominating Committee shall submit to the Secretary not less than thirty days, nor more than sixty days prior  
209 to the May semi-annual congregational meeting a slate of nominees for the Board of Trustees to be elected at the May  
210 semi-annual congregational meeting.

211 Section 5: Additional Nominations

212 Additional nominations for the Board may only be made with the prior written consent of the nominee and by  
213 petition signed by no fewer than 5 members and filed with the Secretary not less than ten days prior to the May semi-  
214 annual congregational meeting. Such consent must be filed with the nominating petition. The Nominating Committee  
215 shall publicize petition procedures and shall provide the appropriate forms.

216  
217 **ARTICLE X**  
218 **MEETINGS**  
219

220 Section 1: Semi-Annual Meetings

221 Semi-annual congregational meetings shall be held on a day in May and October of each year at a time to be  
222 selected by the Board. The agenda of the May meeting shall include annual reports from the Board of Trustees, President  
223 and the Membership Committee, presentation of the Treasurer’s annual financial report(s), approval of the Board’s  
224 budget for the next fiscal year and annual goals, the election of the Board of Trustees, Nominating Committee and Com-  
225 mittee on Ministry.

226 The agenda for the October meeting shall be set by the Board of Trustees and shall include committees not rep-  
227 resented in the May meeting and issues other than Board elections.

228 Section 2: Special Meetings

229 Special meetings may be called at any time by the Board or upon receipt by the Secretary of a petition signed by  
230 at least twenty percent of the Church’s members. Petitions must be presented in accordance with the petition policy. A  
231 meeting to consider dismissal of a Minister must be signed by at least thirty percent of the Church’s members.

232 Section 3: Notice of Meetings

233 Notices and all appropriate documents related to the agenda of all congregational meetings shall be mailed or e-  
234 mailed to all members at least fourteen (14) days prior to the meeting.

235 Section 4: Proxy

236 Nothing in these Bylaws is meant to prohibit voting by proxy. A voting member in attendance at a Congregational  
237 meeting will be allowed to vote by proxy on behalf of no more than two other voting members.  
238  
239

240 Section 5: Quorum

241 Forty percent of the voting members who attend the meeting in person or by proxy shall constitute a quorum.  
242 However, the quorum for a meeting to call or dismiss a Minister shall be fifty (50) percent of the membership who attend  
243 the meeting in person or by proxy.  
244

245 **ARTICLE XI**  
246 **PARLIAMENTARY AUTHORITY**  
247

248 The rules contained in **Robert’s Rules of Order Revised** shall govern the Church in all cases to which they are applicable  
249 and in which they are not inconsistent with these Bylaws or special rules of order of the Church. The Chairperson of any  
250 Congregational Meeting may appoint a Parliamentarian.

251  
252 **ARTICLE XII**  
253 **COMMITTEES AND AFFILIATED ORGANIZATIONS**  
254

255 Section 1: Standing Committees

256 The Board has staffing responsibility for the following Standing Committees from members and friends of the  
257 Congregation. Each Standing Committee shall elect a chairperson from its members. All chairpersons must be voting  
258 members of the Church. A contact person shall be appointed by the Board in the event there is an insufficient number of  
259 members to elect a chairperson. The Standing Committees of the Church are:

- 260 Finance/Endowment
  - 261 Membership
  - 262 Worship
- 263

264 Section 2: Policy and Procedure of Standing Committees

265 Each committee shall develop policy and procedures consistent with its function and the mission of this Church. The  
266 policy and procedures shall be presented to and approved by the Board of Trustees.

267  
268 Section 3: Special Committees

269 The Board shall form, as needed, various Special Committees. The Members and Chairperson of the Special Committee  
270 shall be appointed by the Board. Such committees shall exist for as long as they are needed and may be dissolved by the  
271 Board at any time.

272  
273 **ARTICLE XIII**  
274 **COMMITTEE ON MINISTRY**

275  
276 Section 1: Committee on Ministry

277 The Board will work with the Minister and the Congregation to form a Committee on Ministry with two (2) members  
278 elected by the Congregation and one selected by the Minister. If a Minister has not been called, the Congregation shall  
279 elect the entire committee. The committee will consist of three members. The terms of office shall be for three years  
280 with one member elected each year. Initially (2012) to reach this cycle current members will be asked to extend their  
281 terms by one year, with anyone who then reaches their third year being the one replaced.

282 Any voting member of the Church may be elected, except current staff, Board members, Nominating Committee,  
283 Worship Committee or cohabiters, blood or adopted relatives of other members of the Committee on Ministry, Board of  
284 Trustees, or Worship Committee.

285  
286 Section 2: Chairperson

287 A chairperson will be chosen by the members of the committee. No member shall serve for more than two con-  
288 secutive elected terms. The committee will function in strict confidentiality with respect to communications and ac-  
289 tions.

290  
291 Section 3: Meetings

292 The committee will meet monthly, with a regular agenda for each meeting so that, during the course of a year, each  
293 aspect of our shared ministry will be reviewed. The committee will report to the Congregation during the May meeting  
294 and any other time the committee deems necessary.

295  
296 **ARTICLE XIV**  
297 **MINISTER**

298  
299 Section 1: Authority of Minister

300 The Minister shall provide spiritual leadership and guidance in accordance with the purpose of this Church and is  
301 guaranteed freedom of the pulpit. The Minister is responsible to the Board of Trustees and the Congregation for further-  
302 ing the purposes of the Church and will report regularly to the Board and the Congregation in carrying out these respon-  
303 sibilities.

304 The Minister shall deliver a State Of The Ministry report to the Congregation on an annual basis during the October  
305 congregational meeting to insure the Congregation and the Minister are in agreement on furthering the purposes of the  
306 Church.

307  
308 Section 2: Calling a Minister

- 309 a. The Minister shall be called on recommendation of the Board, such recommendation requiring a five-sevenths  
310 (5/7) majority vote of all Board members.  
311 b. A Minister Search Committee of nine Church members shall be elected by the Congregation at a Church business  
312 meeting, the time, place and purpose of which shall be broadly publicized at least thirty days before the meeting  
313 is held. The function of the Minister Search Committee is to search for and evaluate candidates for the position  
314 of Minister, working with UUA Headquarters and taking account of any guidelines that may be specified by the  
315 Congregation, and as a result of that search to recommend a candidate for Congregation approval.

- c. Nominations for election as members of the Minister Search Committee shall be made by the Nominating Committee and shall be submitted to the Board at a Board meeting held at least thirty-one days before the Church business meeting at which the election is to be held. The Nomination Committee shall attempt to make the slate of nominees broadly representative of the Congregation and of the major functions of the Church.
- d. The Minister shall be called by a four-fifths (4/5) majority vote, using secret ballot, of the voting Congregation membership attending in person or by proxy at any meeting legally called for that purpose; a quorum for such a meeting is 50% of the voting membership.
- e. The Board may, by a five-sevenths (5/7) majority vote of all Board members, recommend to the Congregation candidate(s) for a) Affiliated Minister, b) Part-Time Minister, Community Minister and c) Minister Emeritus, which candidate(s) shall be called by four-fifths (4/5) of the voting membership attending in person or by proxy as provided in this section.

Section 3: Contract

The Board shall draw up a written document, consistent with these bylaws, which shall define the contractual relationship between Minister and the Church. This contract shall go into effect when it has been approved by the Board and has been signed by both the President and the Minister.

Section 4: Dismissing a Minister

If the dismissal of the Minister is sought, a statement of the proposed reasons shall be made to the Minister, and he or she shall have an opportunity to respond to those reasons before a final vote is taken. Should the Minister be dismissed, dismissal shall be by a simple majority vote, using secret ballot, of the voting membership attending in person or by proxy at any meeting legally called for that purpose; a quorum for such a meeting is 50% of the voting membership. Minister’s compensation shall be continued for three (3) months after the date of the vote, plus the term of any accrued vacation.

**ARTICLE XV  
AMENDMENTS TO BYLAWS**

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by a vote of two-thirds (2/3) of the Church voting membership whether in person or by proxy at any Semi-annual or special business meeting duly called per Article X, Meetings. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted must include the text of the proposed bylaw provisions as well as the text of any existing provisions to be altered, amended, or repealed.

**ARTICLE XVI  
DISSOLVING THE CHURCH**

This corporation (the Church) may be dissolved upon a four-fifths (4/5) majority vote of all members eligible to vote (whether attending or by proxy). In the event of dissolution of this corporation, all assets of the corporation will revert to the Unitarian Universalist Association to be held in trust until such time as a new congregation is formed in this geographic area or to another nearby congregation as directed by a two-thirds (2/3) majority vote of all members eligible to vote (whether attending or by proxy).