

**BYLAWS of SPINDLETOP UNITARIAN CHURCH**

.BEAUMONT, TX

Final Revision March 21, 2004

**ARTICLE I -- NAME**

1.01 The name of this organization shall be Spindletop Unitarian Church, Incorporated.

**ARTICLE II - OFFICES**

2.01 The registered office of the corporation shall be at 1575 Spindletop Road, Beaumont, Texas 77705, and the name of the registered agent of the corporation is the Reverend Mike Thompson.

**ARTICLE III - PURPOSE**

3.01 The church shall be a religious and charitable corporation the purpose of which is to seek, to express, and to implement religious values in accordance with the principles of a free faith, affirming the practice of a free and disciplined search for truth, the supreme worth and dignity of every human being, the use of the democratic method in human relationships, and the responsibility of actualizing our ideals through dedicated service to our fellow human beings.

**ARTICLE IV--AFFILIATION**

4.01 This church shall be a member of the Unitarian Universalist Association and the Southwestern Unitarian Universalist Conference.

**ARTICLE V--MEMBERSHIP**

5.01 Any person 16 years of age or over who subscribes to the purposes of this church, as stated in Article III, may become a member through signing the membership book.

5.02 The right to vote at Congregational business meetings shall be reserved to members who have contributed either financially or through their service to the church within the preceding twelve months.

5.03 Right of election to the Board of Trustees shall be reserved to members who have been voting members for at least six months.

5.04 The Chairman of the Membership committee, in consultation with the Chairman of the Finance committee, shall review the membership annually, and as necessary for special meetings, in accordance with paragraph 5.02, and shall present their recommendations to the Board of Trustees for action, following which a voting membership list shall be posted on the church bulletin board ten days prior to the respective meeting. Any member omitted from the membership list may appeal to the Board of Trustees, whose decision shall be final.

5.05 Any member who has not participated in the church's activities or made a financial contribution within a year without reasonable cause shall be contacted for an expression of his or her desire regarding membership. If the individual does not desire to continue as

a member or does not assume the contracted commitment, his or her membership may be terminated by the Board of Trustees.

5.06 Any member may resign at any time by written notice to the Board of Trustees.

5.07 Other than with regard to amendment of the By-Laws or business decisions approved by the Congregation in a duly called Congregational meeting, the members of the church shall not participate in the actual day-to-day management of the corporation which instead shall be the duty of the Board of Trustees.

#### **ARTICLE VI--MEETINGS**

6.01 The annual Congregational meeting of the church shall be held during the month of May, at such time and place as shall be fixed by the Board of Trustees, for the receiving of reports, for the elections of Trustees, for adoption of a budget, and for the transaction of other proper business.

6.02 Special meetings of the Congregation may be called by the Board of Trustees, by the President, or by members having not less than one-tenth of the votes entitled to be cast at such meeting, for only such purpose as may be specified in the call to the meeting.

6.03 Except as provided otherwise by these by-laws, all business matters coming before the church membership in any legally called meeting shall be approved by the consensus process as spelled out by bylaw article XVI.

6.04 Ten days advance notice of the time and place of the meeting fixed by the Board of Trustees shall be given from the pulpit and by U.S. mail for every meeting of the congregation.

6.05 Other than proposing, amending, repealing, or adopting the Bylaws of Spindletop Unitarian Church, Inc., and other than business and budgetary decisions submitted for Congregational approval in accord with these Bylaws, the members of the Church shall not participate in the actual day-to-day management of the corporation.

#### **ARTICLE VII--OFFICERS**

7.01 There shall be a Board of Trustees composed of seven term trustees. Two trustees will be elected at each annual meeting and three trustees will be elected at every third annual meeting. Trustees will serve a three year term until their successors have been elected.

7.02 Any trustee vacancy which occurs during the year shall be filled through appointment by vote of the remaining Board members. Such electee shall be chosen from the general membership, in accordance with paragraph 5.03 above, and shall serve until the next annual meeting at which time a regularly elected member shall be chosen to fill the unexpired term of such vacancy.

7.03 No trustee who has served a full three year term shall be eligible for re-election until

the expiration of at least one year. No paid employee of the church shall concurrently serve on the Board, except in an ex-officio capacity.

7.04 The secretary and the Treasurer appointed by the Board of Trustees shall be voting members of the Board either by right of their congregational election to the Board or by right of their appointment by the Board of Trustees.

7.05 The officers of the corporation shall be elected by the Board of Trustees and shall be a president, a vice-president, a secretary and a treasurer. The Board of Trustees may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person except that the offices of president and secretary or of president and treasurer shall not be held by the same person.

7.06 The officers of the corporation shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each annual meeting of the Congregation. Vacancies or new offices shall be filled at any meeting of the Board of Trustees to serve until the next election of officers. Each officer shall hold office until his successor has been elected and qualifies, or until the death, resignation, or removal of the officer.

7.07 The Board of Trustees may appoint such other officers and agents as it deems necessary. Such officers and agents shall be appointed for such terms and shall exercise

such powers and perform such duties as may be determined from time to time by the board. If the Board appoints a member as its agent, it must specify the limits of that agency.

7.08 The president shall be the chief executive officer of the corporation and, subject to the direction of the Board of Trustees, shall supervise and control the business and affairs of the corporation. The president shall preside at all meetings of the Board of Trustees. The president shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Trustees may prescribe.

7.09 In the absence of the president or in the event of his or her inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Each vice-president shall also have such powers and perform such duties as from time to time may be assigned by the president or by the Board.

7.10 The secretary shall attend all Congregational Meetings and all meetings of the Board of Trustees. The secretary shall keep a true and complete record of the proceedings, including all votes and resolutions presented at these meetings. He or she shall be custodian of the records and of the seal of the Corporation, and shall affix the same to documents, the execution of which is duly authorized. He or she shall give or cause to be

given all notices required by law or these bylaws. The secretary shall also perform such other duties as may be prescribed by the Board of Trustees or the president.

7.11 All financial records shall be audited at least annually by a committee of three appointed by the Board of Trustees. Results of the annual audit, conducted immediately prior to the annual meeting shall be reported by the chairman of the Auditing Committee at the annual meeting, and shall become official records of both the Treasurer and the Secretary. Such annual report shall be in compliance with state law. Any member, upon written demand, may examine and copy, in person or by agent, at any reasonable time and for any proper purpose, the books and records of the corporation, at the expense of the member.

7.12 The method of bookkeeping used by the Treasurer shall be subject to the approval of the Auditing Committee.

7.13 (a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees.

(b) The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the president and trustees, at the regular meeting of the board, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the

corporation. The treasurer shall also perform such other duties as may be prescribed by the Board of Trustees or the president.

(c) If required by the Board of Trustees, the treasurer shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his control belonging to the corporation.

7.14 At any business or annual meeting there shall be a trained facilitator appointed by the president or his/her designate.

7.15 A trained facilitator shall preside at all business meetings of the congregation.

7.16 The trained facilitator shall officiate at all business meetings of the congregation and shall insure that all business is conducted in accordance with the consensus process spelled out in the bylaw article XVI

#### **ARTICLE VIII --DUTIES OF TRUSTEES**

8.01 The Board of Trustees shall have general charge of church property, conduct of business, and control of the administration of the church.

8.02 The Board of Trustees shall meet at least monthly. A quorum of five trustees must

be present at any meeting in order to conduct business. Failure of an officer or trustee to attend three (3) consecutive regular Board meetings, or four (4) of any six (6) consecutive regular Board meetings, shall be an automatic resignation from the Board without further action or notice.

8.03 The Board of Trustees shall authorize all expenditures of money; however, no transaction action or transactions involving expenditure of money exceeding five percent of the annual budget, not provided for in the budget, shall be made in any one year without the affirmative vote of the congregational membership at a meeting called for that purpose.

8.04 The Board of Trustees shall appoint annually the regular committees, and special committees as necessary, and shall delegate to them the authority necessary to adequately perform their responsibilities.

8.05 The Board shall submit a budget for the ensuing fiscal year, at the annual meeting, for congregational approval.

8.06 The Board of Trustees shall be responsible for all organizations, programs and activities of the church. They shall act on applications for new organizations within the church and shall pass on all requests for use of the buildings, premises, facilities, and equipment. Activities not expressly approved by the Board shall be implicitly disapproved.

8.07 The Board of Trustees can, without further approval accept gifts or bequests upon which payment is still owing only on the condition that all related debts or liabilities assumed by acceptance are fully explained and specifically acknowledged by the Board at the time of said acceptance.

#### **ARTICLE IX -- COMMITTEES**

9.01 Regular Committees of the church, chairperson to be appointed by the Board of Trustees at the first meeting of the Board after the annual meeting of the church, or in such a manner as the Board may decide, may be: Membership Committee, Finance Committee, Religious Education Committee, Buildings and Grounds Committee, Worship and Arts Committee, Hospitality Committee, Social Responsibility Committee, Denomination Affairs Committee, Nominating Committee, Promotion Committee, Adult Programs Committee, Planning Committee, Ushering Committee, and other Committees as required by the organization or desired by the Board or Congregation.

9.02 Special Committees of the church may be appointed at any time by the Board.

9.03 An Auditing Committee of three persons shall be appointed by the Board of Trustees for duties prescribed by paragraph 7.10.

9.04 A Nominating Committee of three or more active voting members of which not more than one shall be a Trustee, shall be appointed by the Board of Trustees to present

the Annual Meeting one slate of candidates for the offices of Trustees, Moderator and Vice-Moderator, Parliamentarian and Vice-Parliamentarian.

9.05 The Nominating Committee shall notify the congregation, by writing and by notice on the church bulletin board, not less than 30 days prior to the annual Congregational meeting, of the names of the candidates selected.

9.06 Nominations to elected offices shall not be limited to the nominees selected by the Nominating Committee. Any member may nominate a candidate at the Annual Meeting providing a petition signed by 12 voting members endorsing the nominee is given to the President and Secretary two weeks prior to the meeting. All nominees must give their consent prior to nominations.

9.07 When a minister is to be called, the members of the Church shall elect a Search Committee. The Search Committee shall consist of at least five active voting members of the church chosen by written ballots from candidates nominated by the Board of Trustees or from the floor. The Search Committee, working with the Southwest Conference Ministerial Settlement Representative and the Department of Ministry of the Unitarian Universalist Association, shall consider no less than five candidates and present their chosen candidate's biographical data and related material to the Congregation for election in accordance with paragraph 11.02

## **ARTICLE X -- THE CHURCH COUNCIL**

10.01 The Church Council shall be composed of the Minister, the Trustees and all officers and committee chairpersons of the church; with the exception of the Moderators and Parliamentarian.

10.02 The Church Council shall be presided over by the President of the Board of Trustees, with the Minister as ex-officio Co-Chairman.

10.03 The purpose of the Church Council shall be to coordinate, plan and implement the church program and activities.

10.04 The Church Council may meet (at least) once a quarter or as necessary.

#### **ARTICLE XI -- THE MINISTER**

11.01 Recommendation of a new minister shall be made by a Search Committee in accordance with paragraph 9.07.

11.02 Election of a minister shall be made by secret ballot and shall require a 3/4 vote of the voting members present at any Congregational meeting legally called for that purpose.

11.03 Terms of the initial contract between the Minister and the Board of Trustees and all subsequent agreements shall be a matter of official record, endorsed by the Minister, the President and the Secretary, with a copy going to the Minister.

11.04 The minister shall be considered to have indefinite tenure.

11.05 The Minister may be dismissed by a 2/3 vote of the voting members of the Church present at any meeting legally called for that purpose.

11.06 In the event of dismissal, the Minister's salary shall be continued for two months after the date of the congregational vote to terminate his or her employment and his tenure may not exceed two months.

11.07 The Minister shall give at least two months notice if he or she desires to terminate his or her employment.

11.08 The Minister shall be responsible for the religious services of the church, and for providing spiritual guidance in the affairs and conduct of the church.

11.09 The Minister or any speaker, in accordance with Article 3.01, shall be granted the right and responsibility of a free pulpit. The Minister, as well as any member of the church, shall be free to express himself or herself or pursue any social issue or action, but shall not represent the Congregation without delegated authority.

11.10 The Minister shall be an ex-officio member of all regular committees and organizations, except the Nominating Committee, the Auditing Committee, and the

Search Committee. The Minister is not a voting member of the Board.

11.11 The Secretary of the Church, the Director of Religious Education, the Choir Director, and other full or part time employees of the church may be hired by the Board of Trustees in consultation with the Minister and shall be under the supervision of the Minister.

11.12 Salary and compensation for the Minister(s) and all paid employees shall be the responsibility of the Board of Trustees.

11.13 All salaries, compensations, and benefits shall be reviewed annually by the Board.

## **ARTICLE XII -- THE FISCAL YEAR**

12.01 The fiscal year of the church shall begin May 1st and end April 30th.

## **ARTICLE XIII -- AMENDMENTS**

13.01 These By-Laws may be modified by a two-thirds vote of the voting membership present at any meeting, providing ten days notice in writing, including the proposed changes, has been made to the voting membership.

## **ARTICLE XIV -- REVERSION**

14.01 Should this society cease to function and the membership vote to disband, any asset of the society will be transferred to the Unitarian Universalist Association for its general

purposes, or as otherwise provided by Articles VIII and IX of the Articles of Incorporation of Spindletop Unitarian Church, Inc., this transfer to be made in full compliance with the Texas Non-Profit Corporations Act Article 1396 - 1.01 et sequelae (Vernon's statutes) or other applicable laws.

#### **ARTICLE XV - SEVERABILITY**

15.01 Each clause, phrase, or provision herein may be construed as fully severable from the remainder without affecting the validity of any other passage or provision. The deletion of, or the declaration of the invalidity of, any provision of these By-Laws, shall not be considered to affect the validity of any other provision.

#### **Article XVI –Consensus Process**

16.1 The consensus process shall proceed as follows: A question is proposed; a general question and answer discussion period shall follow; thereafter there is a test for unanimous consensus; if unanimous consensus is reached, the proposal is adopted; if unanimous consensus is not reached, then there shall be further discussion and, at the discretion of the facilitator, the congregational meeting shall be recessed and the proposal sent to committee which shall respond to all questions and objections and shall report back to the congregation for further consideration. At the congregational meeting, questions may be posed to and answered by the committee or designates of the committee or members of the congregation. Thereafter, there shall be a test for unanimous consensus, and if unanimous consensus is reached the proposal is adopted. If a unanimous consensus cannot be reached, at the discretion of the facilitator, the facilitator

may continue the consensus process or may call for a 2/3 majority vote on the proposal. In the event a vote shall be called for, the vote shall proceed according to Robert's Rules of Order. If the proposal receives a 2/3 majority in favor of the question, it shall pass. If the proposal fails to obtain a 2/3 majority it shall fail. The president or his/her designate will appoint a moderator and a parliamentarian to conduct the vote.

16.2 The board of trustees shall also operate under the consensus process as described above except the president shall act as facilitator at all board meetings and in the absence of the president, the vice president shall serve as facilitator.

16.3 The board of trustees shall adopt policies that further describe the consensus process, including qualifications for the facilitator, consistent with this bylaw provision.

Congregational Meeting

Sunday, March 21, 2004