

Wildflower Church
A Unitarian Universalist Congregation
Bylaws

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Revised May 5, 2002
Revised December 7, 2003
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Article I

Name, Purposes and Affiliation

Section 1. Name. The name of this Church is Wildflower Church, a Unitarian Universalist Congregation.

Section 2. Church Purpose. The purpose of this Church is to establish and maintain a loving, welcoming religious community that nurtures spiritual growth through worship, religious education, social action and charity, and fellowship.

Section 3. Inclusion. The congregation affirms and promotes the full participation of persons in all our activities and endeavors; including membership, volunteers, programming, hiring practices, and the calling of religious professionals; without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

Section 4. Denominational Affiliation. This Church shall be a member of the Unitarian Universalist Association (UUA) and the Southwest Unitarian Universalist Conference.

Article II

Organization

Wildflower Church shall have a Board of Trustees elected by its members.

Article III

Board of Trustees

Section 1. Board Established. The business, property, and affairs of this Church shall be managed by a Board of Trustees composed of nine members and the Minister, who serves *ex officio* (as a non-voting member). If the immediate past President is not a current member of the Board, he or she shall serve *ex officio*. The Board may meet in closed session when discussing or acting on legal or personnel matters.

Section 2. Election of Board Members. Four Board members shall be elected at the Spring Semi-Annual meeting in each odd-numbered year; five Board members shall be elected at the Spring Semi-Annual meeting in each even-numbered year. Candidates for the Board must be voting members of the Church. Trustees shall be elected for terms of two years and shall serve until their successors are elected and take office. The term of a trustee begins on July 1 immediately following the trustee's election. No spouses, cohabitants, or blood relatives shall serve on the Board at the same time.

Section 3. Vacancies. The Board shall fill a vacancy in consultation with the Nominating Committee. The new member(s) shall serve until the following July 1st. A candidate may be elected to the Board for a one-year term if necessary to maintain the election of four Board members in each odd-numbered year and five Board members in each even-numbered year.

Section 4. Limit on Tenure. A trustee may not serve more than two consecutive elected terms on the Board. The Board may remove any Board member who misses four or more meetings or for cause. Cause shall be defined by the Board.

Section 5. Officers. At the July meeting, the Board will elect for a one-year term from its own membership the following officers: a President, a Vice-President, a Secretary and a Treasurer. The Board will fill vacancies occurring in any office.

Section 6. Financial Affairs of the Church. The Board shall have the authority to oversee, manage, and conduct the financial affairs of the Church, including investing some or all funds held by the Church, except as otherwise provided by Article XII regarding the Endowment Fund. Each Board member owes a fiduciary duty to the Church and its members when the Board conducts any and all financial affairs on behalf of the Church. Each Board member shall fully comply with all provisions of the Texas Non-Profit Corporation Act, the Internal Revenue Service's Tax Code and its rules and regulations, and generally the laws of the State of Texas.

Section 7. Annual Budget. The Board shall adopt an annual budget subject to the approval of the membership at the Winter Semi-Annual meeting. The proposed budget shall be made available in writing at least 14 days prior to the membership vote.

Section 8. Annual Goals. The Board and the Minister shall jointly develop annual goals. The Board and the Minister will annually conduct a joint evaluation of the ministry of the Church in reference to the Church's mission and goals.

Section 9. Meetings and Quorum. The Board shall meet at least monthly. A quorum shall consist of five voting Board members. Action is taken by a majority vote of Board members present.

Article IV

Officers

Section 1. President. The President shall preside over all membership and Board meetings, may call special Board meetings at any time, and shall call special Board meetings at the request of three other Board members. In addition to the Minister, the President or his/her designee is the only member authorized to communicate on behalf of the Church without Board approval. The President shall have such other powers and duties as are usually vested in the presiding officer of a governing board.

Section 2. Vice-President. The Vice-President shall perform the duties and exercise the powers of the President during the President's absence or inability to act. The Vice President shall assist the President, serve as chair of the Committee Council, and shall perform such other duties as may be assigned from time to time by the Board or the President.

Section 3. Secretary. The Secretary shall be responsible for overseeing the maintenance of current addresses and phone numbers of members and friends of the Church; maintaining and preserving Church records, documents, and papers (other than financial records); recording correctly all proceedings of Semi-Annual, special, and Board meetings; ensuring that due notice is given of all Semi-Annual, special, and Board meetings; and corresponding on behalf of the Board. Fourteen (14) days prior to each Semi-

Annual and special meeting, the Secretary shall prepare and publish the Treasurer's certified list of eligible voting members.

Section 4. Treasurer. The Treasurer shall be responsible for overseeing the management, maintenance, and safekeeping the Church's monies, assets and accounts; depositing all monies, securities and other valuables in depositories designated for that purpose as instructed by the Board; and providing and presenting reports of all financial accounts and matters at regular meetings of the Board and membership, except as otherwise provided in Article XII. The Treasurer shall certify the list of Church members eligible to vote at each Semi-Annual and special meeting.

Section 5. Executive Committee. The President, Vice-President, Secretary and Treasurer shall constitute the Executive Committee. The Minister shall serve *ex officio*. The Executive Committee shall have responsibility and authority for making emergency decisions as necessary between Board meetings to manage the business, property, and affairs of the Church. Three of the four voting members of the Executive Committee constitute a quorum; the Committee shall act by a majority vote of its members present. The Executive Committee shall keep minutes of all of its meetings and report decisions at the next meeting of the Board.

Section 6. Ceremonial Officers. The President and the Past Presidents of the Church Board of Trustees, so long as they continue to remain members of the Church, shall be called "Ceremonial Officers." The Ceremonial Officers, without any further approval or action by the Church congregation or its Board, may conduct weddings and services of union in the State of Texas. The Ceremonial Officers, however, shall not have a vote before the Board, nor shall they have any authority to transact as officers any business of the Church other than performing marriage and services of union ceremonies. Notwithstanding the foregoing, however, any Ceremonial Officer may also serve the Church as its President, Vice President, Treasurer, Board Secretary, Trustee, committee chair, employee, or in any other capacity, under the rules established by the Church.

Article V

Nominations

Section 1. Nominating Committee. A Nominating Committee shall be elected by a majority vote of members at the Winter Semi-Annual meeting. Any voting member of the Church except current staff and Board members may serve on the Nominating Committee. The Committee shall consist of three members who serve one year terms. Members of the Nominating Committee are precluded from being nominated to or serving on the Board of Trustees during their term on the Nominating Committee. In the event of a vacancy, the President shall appoint a member to fill the unexpired term.

Section 2. Nominating Petition. Any voting member may run for election to the Nominating Committee. Members running for election to the Nominating Committee must submit a petition signed by at least five Church members to the Secretary at least thirty days prior to the Winter Semi-Annual meeting. The Board shall appoint additional nominees as needed.

Section 3. Chairperson. The Nominating Committee shall elect its own chairperson.

Section 4. Slate of Nominees for the Board of Trustees. The Nominating Committee shall submit to the Secretary, not less than thirty days nor more than sixty days prior to the Spring Semi-Annual meeting, a slate of nominees for the Board of trustees to be elected at the Spring Semi-Annual meeting.

Section 5. Additional Nominations. Additional nominations for the Board may only be made with the written consent of the nominee and by petition signed by no fewer than ten members and filed with the Secretary not less than ten days prior to the Spring Semi- Annual meeting. The Nominating Committee

shall publicize petition procedures and shall provide the appropriate forms.

Article VI

Membership

Section 1. Membership Authority. The membership shall exercise its authority by voting at congregational, Semi-Annual, and special meetings; by adopting and amending these bylaws; by electing a Board of Trustees and a Nominating Committee; by selecting a minister; by adopting a budget; and by adopting resolutions as proposed by the Board.

Section 2. Members. To become a member, a person must be sixteen (16) years of age and have completed the following requirements after signing an Intent to join card:

- (1) made an identifiable contribution of money to the Church and pledged financial support,
- (2) participated in the work of the Church,
- (3) signed the Church membership book, and
- (4) attended a New Member Orientation.

Members may vote in elections and in Semi-Annual and special meetings, and may serve as officers or trustees, or chairpersons, or members of any elected or appointed committee or task force. No member shall be dropped from membership unless the member resigns or is dropped by action of the Board.

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. Voting Members. Each member shall be entitled to cast one (1) vote on each matter submitted to a vote of the congregation. To be eligible to vote on any matter submitted to the vote of the congregation, a member must:

- (1) have made a pledge of financial support for the current year, and
- (2) during the twelve month period immediately preceding the congregational meeting, have actively participated in the work of the Church and made an identifiable financial contribution.

Section 5. Proxy. Nothing in these Bylaws is meant to prohibit voting by Proxy; such shall be left to the discretion of the Board.

Section 6. Membership Committee. The Membership Committee shall conduct programs and establish policies for the purpose of promoting and maintaining membership in the Church. The Committee Chair will cooperate with the Secretary and Treasurer in keeping the membership roll current. The membership roll will be posted at least fourteen (14) days prior to congregational Semi-Annual, and special meetings.

Section 7. Nondiscrimination. A person may not be denied membership on the basis of race, gender, sexual orientation, color, ability, class, or national origin. There shall be no creedal test, express or implied, for membership.

Article VII

Meetings

Section 1. Semi-Annual Meetings. A Spring Semi-Annual meeting shall be held on a day in May or June to be selected by the Board. The agenda of the Spring Semi-Annual meeting shall include election of the Board, presentation of the internal audit/review report on the previous year's financial statements, and a report from the Long Range Planning Committee. A Winter Semi-Annual meeting shall be held on a day

in November or December to be selected by the Board. The agenda of the Winter Semi-Annual meeting shall include election of the Nominating Committee, presentation of the treasurer's annual financial report(s), and approval of the Board's budget for the next fiscal year.

Section 2. Special Meetings. Special meetings may be called at any time by the Board or upon receipt by the Secretary of a petition signed by at least fifteen (15) percent of the Church's members, except that a petition to call a meeting to consider dismissal of a minister must be signed by at least thirty (30) percent of the Church's members.

Section 3. Notice of Meetings. Notices and all appropriate documents related to the agenda of the Semi-Annual and special meetings shall be mailed to all members at least twenty one (21) days prior to the meeting.

Section 4. Quorum. The greater of twenty (20) percent or twenty (20) members shall constitute a quorum at all congregational Semi-Annual, and special meetings, except as provided in Article IX, Section 5.

Section 5. Majority. A majority vote of members present, or by proxy, at any congregational Semi-Annual or special meeting is required to approve any motion, except as provided in Article IX, XI, XII, and the Endowment Investment and Distribution Policy.

Article VIII

Committees and Affiliated Organizations

Section 1. Standing Committees. The Standing Committees of the Church are:

Bylaws Committee. This committee has the responsibility for reviewing bylaws and processing bylaw amendments in accordance with Article XI. The Bylaws Committee shall consist of five members: the chair, a Board member appointed by the Board, and three members appointed by the Nominating Committee.

Committee on Ministry. The Committee on Ministry will consist of five members chosen by the Board from a list of ten people submitted by the minister(s). Members shall serve two-year terms. During the first year of the Committee on Ministry, two members will be chosen to serve one-year terms and three will be chosen to serve two-year terms, in order to establish the basis for rotation of membership on the committee. Thereafter members will be chosen for two-year terms from a list of people submitted by the minister(s) that is equal to twice the number of openings. Members may succeed themselves only once. A Chairperson for the Committee on Ministry will be chosen by members of the committee from members who have completed their first year of membership on the committee. The Committee on Ministry will meet monthly, with a regular agenda for each meeting so that, during the course of a year, each aspect of the shared ministry of the minister(s) and the congregation will be reviewed. The committee will function in strict confidentiality with respect to communications and actions.

Endowment. This committee has responsibility for the management and control of the Endowment Fund in accordance with Article XII.

Facilities. This committee will be responsible for oversight of all Church properties, including the operation, maintenance, construction and renovation thereof.

Finance. This committee shall include at least two voting members in addition to the Treasurer and the chairpersons of the Endowment and Stewardship Committees, who serve as voting, *ex officio* members. Committee members shall select the committee chair. Except as otherwise noted in Article XII, this committee shall have supervision over the financial affairs of the Church and shall work with the Board to prepare and submit a proposed budget for the ensuing year.

Long Range Planning. This committee will be responsible for developing a 3-5 year plan for Wildflower Church, aimed at achieving its mission and vision statements. The Board President will appoint the Chairperson, and the committee will consist of three or more individuals, at least one of whom will be a Board member. The Committee will be advisory to the Board and will meet and report to the Board no less than annually.

Membership. See Article VI, Section 6.

Nominating. See Article V.

Personnel. This committee will consist of the President, Vice-President, Secretary and Treasurer. This committee shall oversee and advise the Board in all matters relating to terms of employment and working conditions of all Church personnel. The Committee shall make annual compensation recommendations to the Board for the minister and staff.

Stewardship. This committee will have responsibility for fostering congregational awareness of the importance of personal service to and financial support of the Church, shall be responsible for the annual canvass of Church members, and shall develop programs to encourage planned and special giving to the Church by members and friends. This committee is responsible for reviewing and approving all fundraising activities for the Church. The chairperson will inform the Board of Trustees and the Finance Committee of all approved fundraising activities.

Section 2. Standing Committee Chairs. The Board shall appoint committee chairs for the following committees: By-laws, Facilities, Finance, Long Range Planning, Membership, and Stewardship. Other Standing Committee Chairs are chosen by their respective members. Chairpersons of standing committees must be voting members of the Church. A person may not serve more than three consecutive years as chairperson of a standing committee.

Section 3. Program Committees. The Board will establish program committees and affiliated organizations as it deems appropriate. The Board will appoint chairpersons of each program committee, who must be voting members of the Church. A member may not serve more than three consecutive years as chairperson of a program committee.

Section 4. Committee Council. The chairpersons of the standing and program committees and affiliated organizations, led by the Vice-President, shall constitute the Committee Council. The Council shall oversee and coordinate the work of the committees and serve as the liaison between the Board, the committees, and affiliated organizations. The Council shall make recommendations to the President and Board with respect to the establishment of new committees and the approval of affiliated organizations.

Section 5. *Ex Officio* Members. The President may serve *ex officio* on all program and standing committees except the Nominating Committee, the Ministerial Relations Committee, and the Ministerial Search Committee. The Minister may serve *ex officio* on all program and standing committees except the Nominating Committee, the Committee on Ministry, the Ministerial Search Committee, and the Personnel Committee.

Article IX

Minister

Section 1. Authority of Minister. The minister shall provide religious leadership and guidance in accordance with the purpose of this Church and is guaranteed freedom of the pulpit. The Minister is responsible to the Board for furthering the purposes of the Church and will report regularly to the Board in carrying out these responsibilities.

Section 2. Calling a Minister. The Board shall appoint a Ministerial Search Committee when the Board deems appropriate to seek and select a ministerial candidate. The Ministerial Search Committee shall select a ministerial candidate and at least an 80% vote of the members present at a special meeting shall be required to call a minister.

Section 3. Dismissal and Resignation. A minister may be dismissed only by a majority vote of the members present at a special meeting called for this purpose. In the event of a dismissal, the Minister's salary and allowance shall be continued for three months after the date of dismissal. Should the minister resign, three months' notice must be given at the time of resignation, unless the Board allows a shorter time.

Section 4. Special Quorum Required. The quorum for a meeting to call or dismiss a minister shall be the greater of thirty (30) percent of the membership or 40 members.

Article X

Dissolution

In the case of dissolution of Wildflower Church, all of its property, real and personal, after all just claims have been paid, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, a UU society, or an independent-affiliated organization of the UUA.

Article XI

Amendments

These bylaws may only be amended by the congregation at any semi-annual or special meeting by a vote of two-thirds of the members present and voting. Proposed amendments shall not be submitted to the congregation for final passage until reviewed by the Bylaws Committee.

The Bylaws Committee shall conduct an ongoing review of these bylaws and shall propose amendments as necessary. Amendments may also be proposed by the Board, by any Board member, by a standing or program committee, or by a petition signed by no fewer than 15% of the members of Wildflower Church. All proposed amendments shall be submitted to the Bylaws Committee for review and congregational input prior to being forwarded to the Board for action.

The Bylaws Committee shall give 10-days written notice to the membership of its meetings, which notice shall include the full text of any proposed bylaw amendments under consideration. After review, assessment and any required drafting of a proposed amendment, the Bylaws Committee shall submit its report to the Board, either recommending, or not recommending, the proposed amendment. The Board may accept or reject the Bylaws Committee's recommendation, seek additional congregational input, and/or make further changes to a proposed

amendment before its submission to the congregation. The full text of a proposed amendment shall be included in the notice for the semi-annual or special meeting.

Article XII

Endowment Fund

Section 1. The Church shall establish and maintain a separate Endowment Fund to assure the long-range financial future of the Church, to help the Church manage and survive temporary financial emergencies, and to fund capital needs and special projects that further the missions of the Church.

Section 2. The Endowment Fund shall be governed by an Endowment Committee, pursuant to the Endowment Investment and Distribution Policy.

Section 3. The Endowment Committee shall develop an Endowment Investment and Distribution Policy, which must be approved by at least two-thirds of the members of the congregation present and voting at a congregational meeting. This policy shall provide for the protection of the corpus of the Endowment over the long term and shall require the Committee to exercise utmost care with respect to the integrity of the fund and any restrictions placed by the donor on any gift to the Endowment Fund.

Section 4. The Endowment Committee shall consist of at least three members of the congregation elected by the congregation at a semi-annual congregational meeting. The term of each Committee member will be three years. No member may serve more than two consecutive 3-year terms. After a lapse of one year, former Committee members can be re-elected. No member may serve on the Endowment Committee while also serving on the Church governing Board or as an elected officer of the congregation. In the event of a vacancy on the Committee, the Board shall appoint a member to fill the vacancy until the next congregational meeting, at which time the congregation shall elect a member to fulfill the term of the vacancy.

Section 5. A unanimous vote of the members of the Endowment Committee is needed to carry any motion or resolution. The Committee shall elect its own chairperson. A recording secretary shall maintain complete and accurate notes of all meetings of the Committee and supply a copy thereof to each member of the Committee. The secretary shall also supply a copy of the minutes to the Church Board. The Committee shall report to the Board on a quarterly basis and provide a written report to the congregation at the winter-semi-annual meeting.

Section 6. The Endowment Committee is empowered, acting through its elected chair, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Endowment pursuant to the Endowment Investment and Distribution Policy. The Committee shall act in its sole judgment and discretion as it deems wise and prudent, without further approvals. Each member of the Endowment Committee

owes a fiduciary duty to the Church and its members with respect to its management and control of the Endowment Fund. Each Committee member shall fully comply with all provisions of the Texas Non-profit Corporation Act, the Internal Revenue Service's Tax Code and its rules and regulations, and generally the laws of the State of Texas.

Section 7. Committee members shall not be liable for any losses incurred by the Endowment except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each member shall be liable for his/her own acts and omissions of willful misconduct or gross negligence and not for the acts or omissions of other members. No member of the Committee shall engage in any self-dealing or transactions with the Endowment in which the member has direct or indirect financial interest. Members shall refrain at all times from conduct in which his/her personal interests would conflict with the interest of the Endowment.