



UNITARIAN
UNIVERSALIST
CHURCH
OF CORPUS CHRISTI

Bylaws

Adopted by the Congregation May 23, 2021

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Article 1. Name

1.1 The name of this religious organization is Unitarian Universalist Church of Corpus Christi, hereinafter referred to as the “Church.”

Article 2. Purpose

2.1 The purpose of the Church is to promote Unitarian Universalist principles through the shared values and mission of its membership.

2.2 For purpose of public notice, the currently applicable Mission, Vision, and Values statement(s) adopted by the members of the Congregation pursuant to Article 5a) shall be attached to these bylaws, along with a statement of the date(s) adopted. Said statement(s) shall be replaced from time to time pursuant to the actions of the Congregation under Article 5a), without necessity of amending these bylaws.

2.3 As a Welcoming Congregation, the Church affirms and promotes these principles without regard to race, ethnicity, color, sex, gender identity, physical or mental ability, sexual orientation, age, economic status, national origin, or theology/spiritual practice, in the full participation of persons in every aspect of our operations, programming, and activities.

Article 3. Denominational Affiliation

This Church is a member congregation of the Unitarian Universalist Association of Congregations, which is a non-creedal religion.

Article 4. Membership

4.1 Eligibility

Membership is open to any person aged sixteen (16) years or older who is in sympathy with the Church mission, principles, and covenant. Individuals may join the church and remain in good standing by: 1) signing the membership book; 2) making an annual financial contribution via pledge or contribution of record; and 3) attending membership orientation, or being endorsed by the Minister. Members are entitled to vote at congregational meetings.

4.2 Friends

A Friend is one who supports the purpose and programs of the Church, but chooses not to become a member. A Friend may choose to make financial contributions to the Church and participate in its activities. Friends may serve on all committees except the Committee on Ministries, Leadership Development and Endowment Fund committees. Friends are not eligible to vote at congregational meetings.

4.3 Resignation or Removal from Membership

A member may be removed from the Membership Rolls in case of: (1) the member's death; (2) written request of the member; (3) a period of inactivity for twelve or more months; (4) removal by the Board for actions creating a concrete risk to the well-being and safety of the congregation (after engaging in a dispute resolution process set out in a written Disruptive Behavior Policy adopted by the Board and applicable to the entire congregation). The Executive Committee will review the Membership Rolls yearly, at least 60 days before the Spring Congregational Meeting. Any member removed under 4.3.2, 4.3.3, or 4.3.4 will be immediately notified and, then provided an opportunity to be reinstated or appeal the removal to the Board. At least two-thirds vote of the Board members are required to sustain an appealed removal.

4.4 Reinstatement

Members removed from the rolls under Section 4.3.2 or 4.3.3 may regain Member status by fulfilling the requirements for membership in Section 4.1.

Article 5. Congregational Voting Authority

The members of the Congregation, acting together in accordance with the procedures laid out in these bylaws, are the ultimate authority of the church, with the power to vote to:

- a) Define the congregational mission, vision and values
- b) Call or dismiss a Minister;
- c) Approve the annual operating budget;
- d) Buy, sell or encumber any real estate that is or is intended to be the main meeting place of the church
- e) Mortgage, encumber, or commit any asset owned by the Congregation;
- f) Elect by vote the Board of Trustees, as well as the Leadership Development, Endowment Fund and Ministerial Search committees and to make floor nominations for these entities at congregational meetings; and
- g) Assert the congregational authority laid out in any other section of these bylaws including the "Adoption and Amendment of Bylaws."

Article 6. Congregational Meetings

6.1. Congregational Meetings

Two congregational meetings will be held each year, one in spring and one in fall at such date and time designated by the Board of Trustees. The primary focus of the fall meeting is approval of the church budget for the following calendar year and the election of the Endowment Fund Committee. The primary focus of the spring meeting is nominations for elected positions on the Board of Trustees and the Leadership Development Committees. The congregation shall be notified of the meetings at least three Sundays in advance. Methods of notification should attempt to reach every member, including the weekly newsletter, pulpit announcements and stand-alone meeting notifications on electronic media. Any member may request an absentee ballot at least one

week before the meeting by contacting the Church office, however absentee ballots will not count toward meeting quorum. Proxy votes are not permitted.

6.2 Other meetings

- a. Additional congregational meetings may be called as necessary by the Board following the provisions of 6.1.
- b. Special meetings may be called by a petition signed by at least twenty percent (20%) of the Members of the congregation and submitted to the Board. Agendas at such meetings will be limited to those matters specifically addressed in the petition. The same requirements for notification to the voting members outlined in 6.1 shall be followed.

6.3 A quorum of all congregational meetings of the Church shall be more than one-third (33%) of the Members, except when the agenda contains an item or items pertaining to the call or dismissal of a minister, dispersal of endowment fund principal, and/or the sale of the church building and land. On those instances the quorum shall be more than two-thirds (66%) of the Members. When the agenda contains an item pertaining to a bylaw change, the quorum shall be more than 50% of voting members.

6.4 A simple majority of votes cast shall be sufficient to carry a motion, except in the case of the call or dismissal of the minister, bylaw repeal or amendment and/or sale of the church building and land. In these cases, the vote to carry a motion shall be four-fifths (80%) of the Members present, and the vote will be taken by written ballot and allow for absentee voting.

6.5 All members have the right to speak to agenda items/motions on the floor within the time limits set by the presiding officer, but discussion time may be extended by vote of the congregation.

Article 7. Standing Committees

7.1 Committee on Ministries (COM)

The purpose of the COM is to assist and support the minister and to strengthen the various ministries of the Church. The COM is one of the primary structures within the congregation for demonstrating mutual trust and for modeling reconciliation and healing. The COM is appointed by the Board of Trustees from nominations made by the Board of Trustees, the Minister and the Leadership Development Committee.

7.2 Endowment Fund Committee

See Article 14.3. The Endowment Fund Committee is elected by the congregation.

7.3 Leadership Development Committee (LDC)

The LDC solicits qualified candidates for vacant positions on the Board of Trustees, the Endowment and other committees, recommending candidates that widely represent the congregation's demographics and skill sets appropriate to the open positions, and any other responsibilities delegated by the Board. The LDC is elected by the congregation.

Article 8. Election of Officers and Trustees

8.1 Election of Officers

The Church shall elect a President and Vice President for one-year terms. A Treasurer and Secretary shall be elected for two-year terms. The election of officers will occur at the spring congregational meeting referenced in section 6.1. Terms of the Secretary and Treasurer are renewable for one additional term.

8.2 Election of Trustees at Large

Three Trustees at Large shall be elected to two-year terms. The election of Trustees will occur at the spring congregational meeting referenced in section 6.1. Trustee at Large terms are renewable for one additional term.

8.3 All Board members must be Members of the church.

8.4 No person shall hold the same office longer than two consecutive full terms. Exceptions may be made by vote of the Church at a congregational meeting.

8.5 Removal from Office

Failure of an Officer or Trustee to attend three (3) consecutive Board meetings or four (4) of any six (6) consecutive meetings shall constitute an automatic resignation from the Board without further action or notice. Any Board Officer or Trustee may be removed during their term by a two-thirds vote (66%) of the congregation during a special meeting called for that purpose or by a petition signed by two-thirds (66%) of the voting members.

Article 9. Board of Trustees

9.1 Subject to the limitations contained in these bylaws, the business and affairs of the church are managed under the direction of the Board of Trustees, in accordance with the Board's Policies and the Mission and Vision of the congregation. In consultation with the Minister, the Board may delegate such administrative duties to the Minister or other staff it may deem appropriate. The Board of Trustees shall consist of seven voting members, including four Officers (President, Vice President, Secretary and Treasurer), as well as three Trustees at Large.

9.2. Non-voting members of the Board of Trustees are the Past President, Minister and Youth Representative. The Immediate Past President acts in an advisory capacity to the Board. A youth representative (at least 16 years of age) elected by the youth group and endorsed by the Director of Religious Exploration may be appointed as a non-voting member of the board.

9.3 Vacancies

Vacancies in voting Trustee positions shall be filled by an appointment by the Board of any Member to serve until the remainder of the vacated term. In the case of the President's position becoming vacant, the Vice President will assume the office of President for the remainder of the vacated term prior to completing their own elected term. In the case of the Vice President's position becoming vacant, the Board will appoint a Trustee at Large to complete the vacant term. The newly appointed Vice President will serve until the next Spring Congregational Meeting where they may be elected to that position.

9.4 Meetings

a. Regular Meetings. The Board of Trustees shall hold regularly scheduled meetings, open to observation by the congregation, throughout the year with reasonable notice for each meeting. Congregants may also stay informed about Board activities by reviewing Board meeting agendas and minutes. Proposed Board policies and policy changes will be published in advance with the upcoming meeting agenda. Members may request the inclusion of a specific issue on the agenda of the next Board Meeting by contacting a member of the Executive Committee at least 10 days before the meeting is scheduled. If the item is not entered into a Board Meeting agenda within a reasonable period of time, the Member can submit a petition signed by 20% of the congregation requesting that the Board address the issue.

b. Special meetings may be called by the President, Vice President, or Minister. Special meetings may also be called by request of at least three members of the Board of Trustees.

Article 10. Duties of Officers and Trustees

The Officers and Trustees shall perform the duties usually associated with their respective offices. In addition, and not in limitation, the Officers shall have the duties assigned herein and in Board Policy.

10.1. The President presides at meetings of the Board of Trustees and congregational meetings; signs such papers and documents, including notes, contracts, and other legal instruments, as are authorized by the Board of Trustees to carry out the business of the Church.

10.2. The Vice President performs the duties of the President when the President is unable to do so; performs other duties designated by the President or Board or in these bylaws; and becomes President if that office becomes vacant.

10.3. The Secretary shall be responsible for making and preserving all official records of the church and the Board; recording and maintaining the minutes of the Board and congregational meetings; and fulfilling other functions as assigned by the Board via policy.

10.4. The Treasurer shall have custody of all funds belonging to the Church; shall present a current financial statement at each regular meeting of the Board; and perform such other functions that are assigned by the board or board policy. The Treasurer and Board, operating under a fiscal year beginning January 1, are responsible for ensuring that all financial best practices are implemented to reduce the risk of (or detect in the event of) poor bookkeeping, embezzlement or theft by creating systems that segregate key duties and are transparent.

10.5. Trustees at Large support the principles and values of the Church by attending and voting at Board meetings and completing such other tasks and functions assigned by the board or board policy.

10.6 An Executive Committee shall contain a minimum membership of the President, Vice President, Past President and Minister. The committee will exercise the responsibilities delegated by the Board of Trustees, including the setting of Board and Congregational meeting agendas.

10.7. Indemnification and Limitation of Liability

The Officers, Trustees, and other elected or appointed representatives of the church shall be indemnified and their liability shall be limited to the fullest extent authorized by the Tex. Bus. Org. Code, §22.235, as it now exists or hereafter may be amended and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code.

10.8 Bonding

The president, vice president, treasurer, and other authorized signatories may be bonded at the expense of the Church in an amount determined by the Board.

10.9 Weddings

According to the Texas Family Code, Section 2.202(a) (93) among those who may perform a marriage are "Persons who are officers of religious organizations and who are duly authorized by the organization to conduct marriage ceremonies ..." Therefore, the following persons are authorized to perform marriage ceremonies: the current president, the current vice president, and the immediate past president.

Article 11: Minister

11.1 The minister shall be in Fellowship with the Unitarian Universalist Association or be an applicant for such accreditation.

11.2 Duties and Responsibilities

The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to church members. The minister shall have the freedom of the pulpit and the freedom to express personal opinions outside of the pulpit, but not to express opinions on behalf of the church without prior authorization by the Board or congregation. The Minister shall be a nonvoting, ex-officio member of the Board

and of all committees and working groups of the church. The duties of the Minister shall be prescribed by the Settlement Agreement agreed to by the Board and the Minister.

11.3 Selection and Appointment

When a vacancy occurs, the Board shall call a special meeting of the congregation for the purpose of electing a ministerial search committee. The Board shall present a slate of at least seven nominees and at least two alternates. Additional nominations may be made from the floor if the persons nominated are present and consent to the nominations.

11.4 Dismissal of a Minister

A minister may be dismissed by a two-thirds (66.6%) vote of the members present at a meeting called for that purpose. Such a meeting may be called by the Board or upon written petition of twenty percent (20%) of Members. Quorum, notice, and voting procedures for such meetings shall be the same as for calling a minister.

Article 12. Dissolution of the Church

Any action to dissolve the Church must be approved by an 80% vote of Members of the Church present at a meeting, with a quorum of 2/3 (66%) of Members, called to specifically consider such action, for which meeting written notice has been issued to all Members entitled to vote in accordance with the provisions of these bylaws. If the Church at its own option shall cease to exist, all property real or personal shall be transferred to the Unitarian Universalist Association or its successors.

Article 13. Adoption and Amendment of Bylaws

These bylaws may be amended, repealed, or changed at any congregational meeting of the church in accordance with the provisions of Articles 6.3 and 6.4.

Article 14. Endowment

14.1 Establishment and Purpose

The church shall maintain a separate Endowment Fund called The Corpus Christi Unitarian Universalist Endowment Fund ("Fund") for the furtherance of the long-range financial future of the church, to aid in financial emergencies, and to fund capital needs and special projects that further the mission of the church. The Fund shall not be used for the annual operating budget of the church.

14.2 Endowment Fund Policy

The board will establish appropriate policies according to the mission of the church for promotion of the Fund, acceptance of gifts, asset management, and disbursements, and will provide for the administration of these functions through the Endowment Fund Committee.

14.3 Endowment Fund Committee Membership

The Endowment Fund Committee ("EFC") shall be a standing committee under the supervision of the treasurer. The EFC shall consist of three (3) rotating Voting Members who are not members of the board. One EFC 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 be a non-voting member of the EFC. No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former EFC members may be reelected. In the event of a vacancy, the board shall appoint a member to fill the vacancy until the end of vacating member's term. Any EFC member may be removed from office by at least a two-thirds (2/3) vote by ballot at any congregational meeting.

14.4 Endowment Fund Committee Responsibilities

The EFC shall have the authority and the responsibility to pursue the purposes of the Fund in accordance with the policies established by the board.

14.5 Asset Management

The EFC shall have the power to accept, reject, manage, control and protect assets of the Fund; retain, purchase, sell or convey Fund assets as appropriate; vote proxies; settle claims; establish accounts, and to exercise all rights, powers, discretion and authority given to trustees under the terms of the Texas Trust Act, as amended, within their sole discretion as they deem wise and prudent. A majority vote of the EFC is required for all such decisions.

14.6 Meetings

The EFC shall meet at least quarterly. An EFC member shall maintain complete and accurate minutes of all meetings of the EFC and supply a copy to each member of the EFC, and to the board upon request.

14.7 Expenditure requests

Twice per year (by March 15th or by September 15th) members of the congregation may present requests for expenditure of Fund assets to the EFC for consideration. A majority vote of the EFC is required to approve an expenditure request (\$3,000 or under) or recommend an expenditure request's approval by the board.

14.8 Reports

The EFC shall report to the board semi-annually prior to April 15th and October 15th and notify the board of requests approved, denied, or recommended for approval by the board.

14.9 Distributions

Distributions may be considered by the EFC when the fair market value of the assets in the Fund is at least one hundred thousand dollars (\$100,000). Such distributions may not reduce the balance to less than one hundred thousand dollars (\$100,000). Distributions of over three thousand dollars (\$3,000) which are recommended by the EFC must be submitted for approval by a simple majority of the board. Distributions of over ten thousand dollars (\$10,000) which are recommended by the EFC must be submitted for approval by a simple majority of the board and, if approved, must be presented to the congregation for approval of at least a two-thirds (2/3) vote by ballot at any meeting of the congregation. In no event shall the amount(s) distributed from the Fund exceed six percent (6%) of the average market value of the Fund assets calculated over the 4 quarters ending just prior to the beginning of the given fiscal year. For purposes of this calculation, illiquid assets shall be valued at zero.

14.10 Endowment Fund Committee Liability Limitation

EFC members shall not be liable for any losses incurred by the Fund 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 or her own acts or omissions of willful misconduct or gross negligence and not for the acts or omissions of other members. No EFC member shall engage in any self-dealing or transactions with the Fund in which the member has direct or indirect financial interest.

14.11 Fund Termination

The Fund may be terminated by at least a three-fourths (3/4) majority vote at the semiannual congregational meeting, provided that at least thirty (30) days' notice has been given to the congregation that a vote for this purpose will be taken at such meeting. In the event a termination is approved, the assets of the Fund shall be used for the purpose for which they were donated, if possible. All remaining assets of the Fund shall be turned over to the board and expended according to the directions of the congregation in conformity with the mission of the church.

Attachment

Mission, Vision and Values Statements Unitarian Universalist Church of Corpus Christi

Our Vision

A world of radical
inclusion, justice and lovingkindness

Our Mission

Growing in spirit and faith
to inspire acts of
radical inclusion, justice and lovingkindness.

Mission/Vision Adopted by Congregation on May 31, 2020

Our Values

Respect and Compassion

We believe in the inherent worth of all people. We value each person and strive to create a safe environment where everyone is included. We seek new relationships, embrace our diversity and work for justice, equity and compassion in all human relations. As a community we respect and care for our environment.

Integrity

Our relationships with each other and with the wider world requires that we live in accordance with the Unitarian Universalist Seven Principles. We value honesty and strive to be worthy of trust. We keep our promises and our commitment to build a safe and healthy world for all life.

Search for Truth and Meaning

We recognize that we are privileged to be free to search for truth and meaning. We listen and learn from one another. We honor our gift of a safe harbor to explore diversity, new ideas and interests as we seek our own path to spirituality and wisdom.