

# First Unitarian Universalist Church

## Constitution

Revised May 17, 2015



### ARTICLE 1 NAME

The name of this church shall be THE FIRST UNITARIAN UNIVERSALIST CHURCH OF HOUSTON, TEXAS.

### ARTICLE 2 STATEMENT OF PURPOSE

Firmly grounded in our Unitarian Universalist principles, we join together on the path of spiritual and intellectual growth to promote and celebrate community, diversity, and social justice for a healthier and more equitable world.

### ARTICLE 3 MEMBERSHIP IN THE CHURCH

#### A. Requirements for Church Membership

Any person 16 years of age or older or a youth that has completed the coming of age course and has been recommended by the Senior Minister may become a member of the Church by making a pledge of financial support as able, signing assent to the Statement of Purpose in the membership book, and by being recognized as a new member by the Board of Trustees. The Board of Trustees may recognize such persons as members or may defer recognition to the next meeting of the Church Membership (also referred to as the Membership), when recognition shall be voted on as the first order of business.

#### B. Rights of Church Members

A person who has been recognized as a member becomes eligible for the full privileges of membership 60 days after making a pledge of financial support as able and signing the membership book. Only then do Members have the right to vote at meetings of the Church Membership, to serve as committee chairpersons, and to serve as appointed officers of the Church.

#### C. Renewal of Membership

Membership shall be renewed each year by a monetary contribution of record, by a pledge of financial support, or by a signed statement of renewal. Those members who have not complied prior to the General Meeting will become unable to vote at the Meeting and will be dropped from the membership rolls.

### ARTICLE 4 THE BOARD OF TRUSTEES

#### A. Responsibilities of the Board of Trustees

The Board of Trustees (also referred to as the Board) shall be responsible for all business affairs of the Church and shall control the administration of the Church.

#### B. Membership of the Board of Trustees

Commencing July 1, 2011, the Board of Trustees shall consist of nine voting members and the non-voting members as provided in Section E of this Article. Additional non-voting members may be appointed by the Board as defined in the bylaws. All board members must have been recognized members of the church for at least one year immediately prior to their election, and must maintain Church membership while serving on the Board.

### C. Meetings of the Board

The Board shall meet monthly. Special meetings may be called by the President or by a majority of the voting members of the Board. A quorum for meetings of the Board shall consist of a majority of its voting members.

### D. Voting Members of the Board

Voting members shall be elected to serve a three year term at each General Meeting. The dismissal of a voting member of the Board shall take place only at a Regular or a Special Board Meeting called for such purpose. When a vacancy exists in the voting membership of the Board by reason of (1) death, (2) resignation, (3) failure to maintain church membership, (4) absence from three consecutive regular Board Meetings, or (5) by dismissal, the remaining voting members of the Board may elect a qualified member of the Church to fill the vacancy. A voting member of the Board, who has been selected in this manner, shall serve until the next General Meeting, when a person shall be elected by the established procedure to serve the remainder of the term. A person who has served a full three-year term as a voting member of the Board shall be eligible for re-election to an additional three year term, but after six years of continuous service is only eligible for re-election after the expiration of at least one year.

### E. Non-Voting Members of the Board

The Board shall elect a Clerk and a Treasurer from the Church Membership. They shall serve for a one-year term and shall be eligible for re-election. The Clerk, the Treasurer, the Senior Minister and the Immediate Past President of the Board, if his/her term of office has expired, shall be nonvoting members of the Board. A non-voting member of the Board, other than the Senior Minister may be removed from office by a majority vote of the Board. When a vacancy exists in the non-voting membership of the Board (other than the Senior Minister) by reason of (1) death, (2) resignation, (3) failure to maintain membership, (4) absence from three consecutive regular Board Meetings, or (5) removal by the Board, the voting members of the Board may elect a qualified member of the Church to fill the vacancy. In the event of a vacancy in the non-voting membership of an immediate Past President, the Board may elect any Past President of the Board to fill the vacancy.

## **ARTICLE 5 THE NOMINATING COMMITTEE**

The Nominating Committee shall consist of a minimum of five members, all of whom shall be Church members recognized at least one year prior to their selection. At least three of the members shall be elected at the General Meeting. The Board may increase the slate of candidates for the Nominating Committee as needed to be elected by the Congregation. One Board Member and a Past President shall be appointed by the Board at their first regular meeting following the General Meeting. In the event of a vacancy, the Board shall select a replacement from the qualified Church members. The Nominating Committee shall elect its own Chairperson.

The Nominating Committee shall select nominees for the available Voting Member positions on the Board of Trustees. The Committee shall meet at least once at the Church in an open session to receive recommendations from Church members. Announcement of the meeting shall be made to the membership. In addition, any Church member may make recommendations to any Committee Member. All such recommendations shall be presented to the full Committee at its next meeting. The Committee's list of nominees shall be published twice in church publications immediately prior to the General Meeting. Members in good standing may self-nominate or nominate another member in good standing by submitting names and biographies to the front office no later than 14 days prior to the general meeting. Prior consent must have been obtained from all nominees. Nominees' names and biographies will be published at least two times prior to the General Meeting.

The Nominating Committee shall also select nominees for a Search Committee, if the need for one arises, as described in ARTICLE 7. The Nominating Committee shall be available to help identify potential leaders for membership on Board Committees or other needed leadership positions at the church. The list of nominees for leadership positions shall be presented to the Board of Trustees no later than the May meeting of each year. Prior consent must have been obtained from each of the nominees.

## **ARTICLE 6 MEETINGS OF THE MEMBERSHIP**

### **A. Types of Meetings**

There shall be two types of meetings of the Membership: General Meetings and Special Meetings.

### **B. Parliamentary Procedure**

All meetings of the Membership shall be governed by the latest edition of Robert's Rules of Order.

### **C. Quorum**

The quorum for all meetings of the Church Membership shall be 15% of the membership of the congregation.

### **D. Notice of Meetings**

Notice of and the agenda for every meeting of the Membership must be announced in two Church publications immediately preceding the date of the meeting and on the day of the meeting, if it occurs on a Sunday.

### **E. General Meetings**

A General Meeting shall be held annually by the second week of June. The agenda for each meeting shall be prepared by the President. Its content shall be determined by the President and/or by petition presented to the President and signed by at least five Church members or by any Board member. Such petition must be presented in time that compliance with the Notice of Meetings requirement in Section D of this Article will be met.

### **F. Special Meetings**

A Special Meeting of the Membership can be called by (1) the President of the Board, (2) a majority of the voting members of the Board, or (3) on written request to the Board by twenty voting members of the Church. Only that business which is specified in the call for the meeting may be transacted.

### **G. Absentee Voting**

1. Absentee ballots shall be available for all items on the agenda of congregational meetings, unless specifically excluded by the Board of Trustees. Such exclusion will be stated in the publication of the agenda of the congregational meetings. No absentee voting will be accepted for the following items except for the calling or dismissal of a minister, absentee ballots shall be available for all other items on the agenda of a congregational meeting.

2. At least six weeks prior to a congregational meeting, the Board of Trustees shall publish procedures that seek to enfranchise all members in deliberation and voting on the business of the meeting.

3. Absentee ballots shall be available from the Church Administrator not less than 14 days prior to the congregational meeting and must be dated and signed by the voting member and received by the Parish Clerk or designee prior to the congregational meeting.

4. Absentee ballots will be rescinded if the voting member attends the congregational meeting for which the absentee ballot was cast or if the motion on which the ballot is cast is amended at the congregational meeting.

## **ARTICLE 7 MINISTERS**

The Senior Minister shall be the religious head of the Church and shall have complete freedom of the pulpit, as well as freedom to express personal opinions outside the pulpit. The Senior Minister shall render ministerial service to individuals and families. In a special book belonging to the Church the Senior Minister shall keep a record of marriages, christenings or dedications of children, and funeral or memorial services involving Church people and said ministry.

The Senior Minister shall be accountable to the Board for the administration of the Church in accordance with Executive Limitations set by the Board in order to achieve Ends Statements established by the Board.

A Minister may be asked and required to withdraw from any meeting at which the Minister's salary or allowance, or the Minister's conduct in office is properly under consideration; but the reason for such request shall always be explained to the Minister, and without delay the Minister shall be given the opportunity to speak. A Minister may not undertake any additional employment for compensation without the approval either of the Board of Trustees or of the Membership except such honorariums or emoluments as may come to the Minister. A Minister shall negotiate a professional contract, from time to time, with the Board of Trustees of the Church which contract shall be valid until terminated either by its own terms or by a two-thirds (2/3) vote of the Church Membership. Upon resignation, death, disability or dismissal of the Senior Minister, a Special Meeting of the Membership shall be called for the purpose of electing a Search Committee of seven members. In addition to nominees for this committee presented by the Nominating Committee (ARTICLE 5), nominations may be made from the floor. Once established, the Search Committee shall select one candidate only for the vacant position of Minister and this candidate shall be submitted to the Church Membership for approval or disapproval. The candidate must be in Fellowship with the Unitarian Universalist Association.

The election by the Membership shall be at a Special Meeting called for this purpose. Election shall be by written ballot and shall require a two-thirds (2/3) vote of the membership present at the meeting. If such candidate fails to receive the required two-thirds (2/3) approval, another candidate shall be nominated and submitted for election in like manner. Unitarian Universalist Association suggested procedure and guidelines shall be followed except when in conflict with any of the provisions of our Articles of Incorporation, Constitution or Bylaws. A Minister shall serve the Church for at least three months subsequent to the date written notice or resignation has been formally submitted to the Board of Trustees of the Church, or until such time that the Membership, at a Special Meeting called for such purpose, shall vote for dismissal of the Minister. Such Special Meeting shall meet the same quorum and vote requirements as for the calling of a Minister. Such dismissal would not affect whatever legal rights a Minister could assert against the church for breach of contract, if any.

## **ARTICLE 8 SPECIAL FUNDS**

### **A. Endowment Fund**

There shall be separate and permanent fund known as the Endowment Fund. The primary purpose of the Endowment Fund is to provide for the long term growth, development and security of the church and its facilities. The Endowment Fund is intended to provide a long-term source of income to the Church, and accordingly the Church shall seek to grow the Endowment Fund over time. In each fiscal year, the Church may disburse up to five percent (5%) of the Endowment Fund balance for use in its operations, provided that the Endowment Fund balance exceeds \$500,000. Otherwise, no part of the Endowment Fund, either principal or earnings, may be spent or encumbered for any purpose except by two-thirds (2/3) vote of the Church Membership at either a General Meeting or a Special Meeting. Notice of such a vote must comply with the Notice of Meetings section in Article 6. The Endowment Committee is authorized to spend up to 0.5% of the Endowment Fund (as of the beginning of each fiscal year) on activities intended to increase the fund.

### **B. Reserve Fund**

There shall be a separate and permanent fund known as the Reserve Fund. Withdrawals from the Reserve Fund may be made only upon approval by a two-thirds (2/3) vote of those present at a regular monthly meeting of the Board of Trustees or by a two-thirds (2/3) vote of the Church Membership present at a General Meeting or Special Meeting. When approval for a withdrawal is given by the Board, this shall be reported to the Membership in the Church newsletter within two weeks after the approval.

## **ARTICLE 9 DISPOSITION OF PROPERTY**

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof. The corporation is organized solely for non-profit purposes.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of its purposes.

The property, assets, profit, and net income of this corporation are irrevocably dedicated exclusively to the practice of the Unitarian Universalist religion as it is presently known and for the purposes expressed in this Constitution and in the Articles of Incorporation.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to the Unitarian Universalist Association if its status as a non-profit, tax-exempt organization is maintained, or if not, to another corporation which is organized and operated exclusively for similar purposes and which has established its tax-exempt status under Section 501(c) of the Internal Revenue Code. This provision shall apply to all property of the Church, however received or acquired, unless intent or conditions attached to its receipt expressly provide otherwise.

It shall be the duty of the Board of Trustees to take all necessary action to carry out the purpose of this provision.

## **ARTICLE 10 BYLAWS**

Bylaws may be adopted at any Board meeting to implement this constitution. The Bylaws shall not conflict with the provision of the Articles of Incorporation or this Constitution. Notice of the intent to adopt Bylaws at a Board meeting must have been given in the Church newsletter at least one week prior to the meeting. A vote of two-thirds (2/3) of the voting members of the Board will be required for passage.

## **ARTICLE 11 AMENDMENTS**

### **A. Amendment of the Articles of Incorporation and/or Constitution**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation or in this Constitution. Approval of an amendment shall be by a two-thirds (2/3) vote of the Membership present at any General Meeting or Special Meeting, provided that the proposed amendment(s) shall have been fully set forth in the call for the meeting.

### **B. Amendment of Bylaws**

Bylaws may be amended at any Board meeting by a vote of two-thirds of the voting members of the Board. Notice of the proposed amendment must have been given in the Church newsletter at least one week prior to the meeting.

## **ARTICLE 12 LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. This limitation on activities includes the publication or distribution of statements or other materials.