



**FIRST UNITARIAN  
UNIVERSALIST CHURCH  
OF HOUSTON**

**BYLAWS**



REVISED &  
ISSUED  
MARCH 2023

# Bylaws

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1  
**PURPOSE**

The purpose of this organization shall be to support public worship, specifically to maintain services of worship in the community of Houston, and to promote the development of high ideals of a reasonable, benevolent, and helpful religion.

More specifically, the stated purposes for which the corporation is organized are:

- To establish a church that seeks the truth wherever it is found.
- To create an institution of religious fellowship open to all people.
- To encourage freedom of expression of feelings as well as ideas.
- To respect the needs of each individual and promote the common good of our community, our nation, and our earth.
- To provide people of all ages a place well suited for their religious experience and enlightenment.
- To provide opportunities for all peoples to demonstrate their beliefs in all kinds of fellowship and ministries, consistent with our Unitarian Universalist values and principles.

2  
**CORPORATION**

This Church is also a nonprofit corporation chartered by the State of Texas and tax exempt pursuant to Section 501(c)(3) of the U.S. Internal Revenue Code. This Church Corporation is governed by the laws of the State of Texas, the Articles of Incorporation (aka Certificate of Formation), and these Bylaws.

3  
**BOARD OF DIRECTORS**

**3.1 RESPONSIBILITIES**

The Board will govern primarily by discerning the Mission of the church, setting priorities, and planning and partnering with the Senior Minister for the achievement of shared goals.

3.1.1. The Board of shall be responsible for all business affairs of the Church and shall control the administration of the Church.

3.1.2. Whenever there is a vacancy in the Senior Minister position, the Board has discretion and responsibility to see that ministerial services are provided, either by appointment of interim minister, a contract minister, or developmental minister, until such time as a called minister is hired by the congregation.

**3.2 COMPOSITION**

The Board of Directors shall consist of nine voting Members and additional non-voting Members as provided in 3.2.2 of these Bylaws. All Board Members must have been recognized Members of the Church for at least one year immediately prior to their election and have demonstrated their

commitment to the Church. An elected Board Member must maintain Church Membership while serving on the Board.

### 3.2.1 Voting Members

#### 3.2.1.1 Election

Voting Members shall be elected to serve a three-year term at the Annual Meeting. The term of office for Members of the Board begins July 1 after the election and continues until their term expires or a successor is elected to fill their vacancy. The removal of a voting Member of the Board shall take place for cause as determined by the Board.

#### 3.2.1.2 Vacancies

3.2.1.2.1 When a vacancy exists in the voting Membership of the Board, the remaining voting Members of the Board may elect a qualified Church Member to fill the unexpired portion of the term by majority vote.

3.2.1.2.2 A voting Board Member who has been elected in this manner shall serve until the next Annual Meeting, when a Member shall be elected by the established procedure to serve the remainder of the unexpired term. Election to fill an unexpired term shall not count as all or part of a full term of office.

#### 3.2.1.3 Term Limits

A person who has served a full three-year term as a voting Board Member 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.

#### 3.2.1.4 Removal

In exercising its power under the Bylaws to remove an Officer or Member of the Board, the Board will adhere to the following procedures:

3.2.1.4.1 Removal for Misconduct. The President [or the Vice President and two Board Members if the performance of the President is at issue] will notify the Board Member in writing and offer a hearing before the Board. Pending such a hearing, the Board may suspend the Member's voting privileges.

3.2.1.4.2 Removal for Absence from Board Meetings. If an Officer or Board Member misses more than three consecutive meetings in a 12-month period without a valid reason, the President [or the Vice President and two Board Members if the President is the issue] will notify the Member in writing that the Member may appear at the next meeting to ask the Board to excuse the absences and continue to serve on the Board. If the Officer or Board Member does not appear or fails to commit to full participation in the future, then the Board may request the Member's voluntary resignation, or vote to remove them.

3.2.1.4.3 Voluntary Removal. If or when a Board Member is unwilling or unable to continue to serve, leaves the Church, moves, becomes incapacitated or disabled and unable to accommodate participation, the Board Member is expected to voluntarily resign. If resignation is not voluntary or not possible, the Board may remove the Board Member by majority vote.

### 3.2.2 Non-Voting Members

The Secretary, Treasurer, Senior Minister, and Immediate Past President of the Board shall be non-voting Members of the Board.

3.2.2.1 The Board shall have the discretion to designate additional non-voting positions on the Board and appoint a qualified Member in good standing to fill such a position.

3.2.2.2 Any non-voting Member of the Board, other than the Senior Minister, may be removed at any time for any reason by a majority vote of the Board.

3.2.2.3 When a vacancy exists in the non-voting Membership of the Board (other than the Senior Minister) the voting Members of the Board may appoint a qualified Member of the Church to fill the vacancy if needed.

3.2.2.4 In the event of a vacancy in the non-voting Membership of the Immediate Past President, the Board may appoint any past President of the Board to fill the vacancy.

### 3.2.3 Elected Officers of the Board

At their first meeting following the Annual Meeting, the Board shall elect from its Members a President and Vice-President as Officers of the Board.

#### 3.2.3.1 President

3.2.3.1.1 The Board President prepares the Board's agenda, facilitates, or arranges for facilitation of Board meetings, and works in partnership with the Senior Minister to ensure a productive partnership between the Board and staff.

3.2.3.1.2 The President may assume additional duties but only as prescribed by the Board

#### 3.2.3.2 Vice-President

3.2.3.2.1 The Vice President assists and substitutes for the Board President upon request.

3.2.3.2.2 The Vice President is responsible for any work or projects assigned by the Board.

3.2.3.3 The term of office of the President and Vice President shall be one year. Either of these Officers, if eligible, may be re-elected for a second term in the same or another office, but no Director may serve in either of these two offices for a combined term of more than three consecutive years.

### 3.2.4 Appointed Officers of the Board

#### 3.2.4.1 Secretary

3.2.4.1.1 The Secretary is appointed by the Board for an indefinite term and is a non-voting Member of the Board.

3.2.4.1.2 The Secretary serves as the Registered Agent of the Church Corporation and is responsible for maintaining and filing all corporate records and reports in accordance with state and federal laws.

3.2.4.1.3 The Secretary ensures the overall security and accuracy of Board and corporate records, including the Board Minutes and any policies established by the Board.

3.2.4.1.4 The Secretary, with the assistance of Clerk(s) and staff, is responsible to see that all appropriate corporate documents are added to the Church website and that Board Minutes are made available to the Members only. Other third parties may be provided a copy of the Minutes if required by law or if deemed appropriate by the Executive Committee of the Board.

3.2.4.1.5 One or more Clerks may be appointed by the Board to assist in performing the Secretary's functions including the recording and issuing of Board Minutes and any other duties under the purview of the Secretary.

#### 3.2.1.5 Treasurer

3.2.1.5.1 The Treasurer supports fulfillment of the Board's financial oversight responsibilities by working with the staff to ensure appropriate financial reports are created and made available to Board Members on a timely basis.

3.2.1.5.2 The Treasurer serves on the Finance Committee and is responsible for directing the annual financial audit or review, and therefore plays no direct role in financial management.

3.2.1.5.3 The Treasurer will be appointed by the Board for an indefinite term as a non-voting Member of the Board.

### 3.3 MEETINGS OF THE BOARD

3.3.1 The Board shall meet at least monthly.

3.3.2 Special meetings may be called by the President or by a majority of the voting Members of the Board.

3.3.3 A quorum for a meeting of the Board shall consist of a majority of its voting Members. Vacant Board positions do not count in determining a quorum.

3.3.4 Meetings of the Board are not restricted to in-person appearances. Should the circumstances require, a meeting may be held by telephonic conference calls, or other technological means, such as Zoom, that are reliable and available to all Members of the Board.

3.3.5 Board Members should attend meetings in person whenever possible. However, should circumstances preclude their physical appearance, they may participate through other technological means available to Board Members and the Church.

3.3.6 Time and circumstances sometimes require the participation of the full voting Members of the Board before a Special Board Meeting can be called or arranged. In such limited circumstances, the Board may act by email voting so long as a quorum of voting Board Members approves such action(s) through this means. Votes conducted by email must be taken up at the next scheduled Board Meeting to be acknowledged, reviewed, and approved of record by the Board.

### 3.4 STANDING COMMITTEES OF THE BOARD

The Board shall establish and maintain the following standing committees:

#### 3.4.1. Executive Committee

3.4.1.1 The President, Vice-President, and Senior Minister shall constitute the Executive Committee of the Board. The Business Administrator and Treasurer shall be nonvoting members who shall participate as needed. The official title of the person acting in the position of Business Administrator may vary. Regardless of title, the employee who is responsible for overseeing the daily administration of the Church facilities, staff, and business of the Church shall be understood to be the Business Administrator.

3.4.1.2 It shall be the responsibility of the Executive Committee to ensure that the Principles of

Governance, the Board responsibilities, and the policies and decisions of the Board are faithfully executed.

3.4.1.3 The Executive Committee may advise the President in setting the agenda for the Board Meeting.

3.4.1.4 The Executive Committee may act on behalf of the Board in the interim between Board Meetings as needed or required. Such limited decision-making authority actions are subject to discretionary ratification by the Board. Any actions taken between Board Meetings must be disclosed to the Board at the next Board Meeting for review and approval by majority vote.

### 3.4.2 Finance Committee

The Finance Committee assists the Board in its oversight of the Church's finances, ensures routine financial reports are timely provided and accurate, and coordinates the annual audit/review. From time to time, it holds educational sessions to ensure Board Members have adequate understanding of the Church's financial condition, status, and goals.

3.4.2.1 The Finance Committee has no management authority and does not participate in day-to-day financial decision-making.

3.4.2.2 The Finance Committee will develop and maintain financial policies subject to Board approval, work with the staff to prepare a draft budget for consideration by the Board and respond to requests from the Board and staff for advice on budgetary or financial concerns or requests or other financial matters.

3.4.2.3 This Committee is tasked with the responsibility to monitor compliance with the financial aspects of the Principles of Governance and Generally Accepted Accounting Principles (GAAP) on an on-going basis and report non-compliance to the Board promptly, if or when it occurs.

## 3.5 OTHER COMMITTEES OF THE BOARD

The Board shall review the existing committee and task force structure of the Church each year, organize new ones, dissolve existing ones as it deems necessary and confirm the election of chairpersons or appoint acting chairpersons of all groups (except the Nominating Committee). Each committee or task force shall have certain responsibilities defined by its charter as established by the Board.

## 4

## CHURCH MEMBERS

There is only one class of Church Membership: Members with voting rights. The Members have authorized the Board of Directors to manage the corporation except in circumstances that require a vote of the Membership which are:

- The means of calling Special Membership Meetings
- Election of Nominating Committee Members
- Election of Board Members



- Election of Search Committee Members
- Election, Termination, or Removal of the Senior Minister
- Any action concerning the use of endowment funds
- Amending the Articles of Incorporation
- Defining a quorum of Members for Annual Meetings

#### 4.1 MEMBERSHIP IN THE CHURCH

Any person 18 years of age or older, and any youth at least 14 years of age who has completed the Coming-of-Age program and has been recommended by a minister of the congregation may become a Member of the Church.

##### 4.1.1 The minimal requirements for Membership are:

- 4.1.1.1 completion of any educational or other ministerial requirements in effect at the time of Membership.
- 4.1.1.2 signing and attesting assent to the Mission of the Church in the Membership Book, which shall be maintained in the Church offices.
- 4.1.1.3 a pledge of financial support as able.
- 4.1.1.4 being recognized as a Member by the Board of Directors.

##### 4.1.2 Board Recognition

Once all other requirements are met, the Board of Directors shall recognize such person(s) as Members at the next available Board Meeting and reflect such recognition in the Board Minutes.

##### 4.1.3 Alternative Pledge

For those unable to make a commitment of financial support for whatever reason (age, disability, fixed income, etc.), in lieu of actual funds, a pledge of support may include a commitment of an agreed upon amount or duration of participation and/or involvement in Church events, ministries, Teams, or special projects. The acceptance of these pledges is at the discretion of a congregational minister.

#### 4.2 RIGHTS OF CHURCH MEMBERS

A person who has been recognized as a Member by the Board of Directors becomes eligible for the rights and privileges of Membership 60 days after recognition by the Board.

4.2.1 Members who are at least 18 years of age shall have the right to vote at duly called meetings of the Church Membership, to serve as Committee chairpersons, and to serve as appointed Officers of the Church.

4.2.2 Membership is not required for volunteering in or at Church projects, events, or tasks, or serving on a Committee, Team, or ministry. However, all volunteers must meet Church requirements for participation.

#### 4.3 RENEWAL OF MEMBERSHIP

Membership shall be renewed automatically each year by a Member making monetary contributions of record, a pledge of financial support, or a signed statement of renewal during the Church's annual

pledge drive.

4.3.1 Any persons who are unable to pledge financial support may provide an alternative pledge as described in Section 4.1.3 herein.

4.3.2 Members who have not complied with requirements for renewal prior to the Annual Meeting will be ineligible to cast a vote at the Annual Meeting or any subsequent Membership Meeting until such time as they renew their membership.

4.3.3 Those who fail to affirmatively retain membership will be removed from the Membership rolls after being notified of non-compliance with requirements for renewal of Membership and taking no action within 30 days of notice of non-compliance.

#### 4.4 TERMINATION OF MEMBERSHIP

4.4.1 The Membership of any Member of the Church shall automatically be terminated upon

4.4.1.1 their death.

4.4.1.2 written request for termination of Membership delivered either to the Senior Minister, Associate Minister, or President of the Board.

4.4.1.3 removal from Church Membership for failure to make a pledge of financial support.

4.4.1.4 failure to make one or more monetary contributions of record during the fiscal year.

4.4.2 Upon termination of Membership of any Member, all rights and privileges appertaining to such Membership shall be forfeited and withdrawn until Membership is reinstated in accordance with the requirements in effect at such time, as provided in the Bylaws.

#### 4.5. NON-DISCRIMINATION

No proof of creed, faith, national origin, race, color, gender, sexual or affectional orientation, disability or similar such proof shall be imposed as a condition of Membership.

## 5

### MEETINGS OF THE MEMBERSHIP

#### 5.1. TYPES OF MEETINGS

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

##### 5.1.1 Annual Meetings

5.1.1.1 An Annual Meeting shall be held in June of each year.

5.1.1.2 The President or the President's designee shall preside at all meetings of the Church Membership.

5.1.1.3 The agenda for the meeting shall be prepared by the Board President. Its content shall be determined by the President.

5.1.1.4 The President shall consider any petition for an item to be placed on the agenda that is presented to the President and signed by at least five Church Members or by any Board Member. Such request must be presented in a manner that complies with the Notice of

Meetings requirement in Section 5.4 herein.

#### 5.1.2 Special Membership Meetings

5.1.2.1 A Special Membership Meeting of the Church may be called by

5.1.2.1.1 the President of the Board

5.1.2.1.2 a majority of the voting Members of the Board

5.1.2.1.3 on written request to the Board by 20 Members of the Church regarding a matter under the purview of the membership

5.1.2.2 Any request must provide the purpose of the meeting.

5.1.2.3 Only that business which is specified in the notice of the meeting may be transacted at such meetings.

#### 5.2 PARLIAMENTARY PROCEDURE

All meetings of the Membership shall be governed by the Rules for the Conduct of Activities of the Board.

#### 5.3 QUORUM

The quorum for all meetings of the Church Membership shall be at least 50 voting Members of the Church or 15% of the eligible voting Members of the Church, whichever number is smaller.

#### 5.4 NOTICE

5.4.1 A minimum of 10 days' notice is required for all Membership meetings.

5.4.2 Notice of and the agenda for every meeting of the Membership must be published in two Church newsletters preceding the Meeting date.

5.4.3 In addition, announcements shall be made from the pulpit on the two Sundays immediately preceding the date of the Meeting, and on the day of the Meeting if it occurs on a Sunday.

5.4.4 At least four weeks prior to a Meeting at which there will be a vote, the Board of Directors shall provide notice of all items on the agenda requiring a Membership vote and shall make available information that will allow Members to make an informed decision.

#### 5.5. ABSENTEE VOTING

5.5.1. Absentee ballots shall be made available for items to be voted on by the Membership as set out in the Articles of Incorporation, as amended.

5.5.2 Absentee ballots shall be available from the Business Office not less than 14 days prior to any Meeting of the Membership.

5.5.3 Executed ballots must be dated and signed by the Member and received by the Secretary or designee prior to the Meeting.

5.5.4 A valid executed ballot signifies the presence of the Member for all purposes, including the making of a quorum.

5.5.5 Members may request an Absentee ballot by email. However, emailed Absentee ballots must be completed and submitted either in person or attached to an email sent to the Secretary or designee

prior to the Meeting.

5.5.6 Absentee ballots will be rescinded if the Member attends the Meeting for which the Absentee ballot was cast, or null and void if the motion on which the ballot is cast is amended at the Meeting.

## 6

### NOMINATING COMMITTEE

#### 6.1. MEMBERS

6.1.1 The Nominating Committee shall consist of a minimum of five and a maximum of nine Members.

6.1.2 Committee members shall be Church Members recognized by the Board at least one year prior to their selection.

6.1.3 At least three of the Members shall be elected by the Membership at the Annual Meeting.

6.1.4 At their first regular meeting following the Annual Meeting, the Board shall appoint one Board Member and a Past President to serve the current year on the Nominating Committee.

6.1.5 In the event of a vacancy, the Board may select a replacement from the qualified Church Members.

6.1.6 The Nominating Committee shall elect its own Chairperson.

#### 6.2 TERMS

6.2.1 Members will serve two-year staggered terms.

6.2.2 The Nominating Committee may nominate candidates for one-year or two-year terms to bring the Board or itself into appropriate staggered term compliance.

#### 6.3 RESPONSIBILITIES

##### 6.3.1 Select Nominees for Board of Directors and Nominating Committee

6.3.1.1 The Nominating Committee shall select nominees for the available Nominating Committee and voting Board Member positions in preparation for the Annual Meeting.

6.3.1.2 The Committee shall meet at least once in an open session to receive recommendations from Church Members. Announcement of the meeting shall be made to the Membership.

6.3.1.3 Any Church Member may recommend themselves for a position on the Board or the Nominating Committee.

##### 6.3.2 Present list of Nominees

6.3.2.1 The list of nominees shall be presented to the Board of Directors no later than the April meeting of each year. Prior consent must have been obtained from each of the nominees.

6.3.2.2 Nominees' names and biographies (including a photo) shall be published in Church publications at least two times prior to the Annual Meeting, with one such publication occurring no later than 14 days prior to the meeting.

##### 6.3.3 Nomination by Church Members

6.3.3.1 Additional Members may be nominated for any available position by a petition signed by fifteen Members and submitted to an Officer of the Board of Directors at least 45 days before

the Annual Meeting.

6.3.3.2 Prior consent must have been obtained from each of the nominees.

#### 6.3.4 Select Nominees for Search Committee

When necessary, the Nominating Committee is responsible for nominating Members for a Search Committee. The Nominating Committee may utilize any or all of the guidelines promulgated by the UUA for selecting Search Committee Members.

## 7

### SEARCH COMMITTEE

#### 7.1. MEMBERS

Following the creation of a slate of nominees, a Special Meeting of the Membership shall be called for the purpose of electing a Search Committee of seven members.

7.1.1. All Search Committee members must have been recognized Members of the Church in good standing for at least one year prior to their election.

7.1.2 No more than one member of the Search Committee may be an elected member of the Board.

7.1.3 If a vacancy arises on the Search Committee after the Special Membership meeting called for electing its members, the Nominating Committee may select a Member in good standing to fill the open position.

#### 7.2 RESPONSIBILITIES

7.2.1 Unitarian Universalist Association suggested procedures and guidelines shall be followed except when inconsistent with any provision of our Articles of Incorporation or these Bylaws.

7.2.2 The Search Committee shall select one candidate only for the vacant position of Senior 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.

7.2.3 The election of the candidate by the Membership shall be at a Special Membership Meeting called for that purpose at which a quorum is present. The election shall be by written ballot and shall require a two-thirds vote of the Membership present at the meeting.

7.2.4 If such candidate fails to receive the required two-thirds approval, another candidate shall be nominated and submitted for election in like manner.

## 8

### MINISTERS

#### 8.1 SENIOR MINISTER

The Senior Minister serves as the spiritual, programmatic, and administrative leader of the Church. Authority to manage the programmatic work and overall administration of the Church, as well as the allocation of its resources, resides with the Senior Minister, except as expressly limited by the policies established by the Board.

8.1.1 The Senior Minister shall have complete freedom of the pulpit, as well as freedom to express

personal opinions outside the pulpit.

- 8.1.2 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, dedications of children, and funeral or memorial services performed at the Church.
- 8.1.3 The Senior Minister shall negotiate a professional contract from time to time with the Board of Directors of the Church which contract shall be valid until terminated either by its own terms, by a negotiated settlement agreement, or by two-thirds vote of the Church Membership.
- 8.1.4. The Senior Minister shall serve the Church for at least three months after the date that written notice of resignation is formally submitted to the Board of Directors, or until such time that the Membership shall vote for the removal of the Senior Minister at a Special Membership Meeting called for such purpose. Such Special Membership Meeting shall meet the same quorum and vote requirements as for the calling of a Minister in Section 7.2.3 herein.
- 8.1.5 Removal will not affect whatever legal rights a Senior Minister could assert against the Church for breach of contract, if any.
- 8.1.6 A Minister may be asked and required to withdraw from any Board or Membership Meeting at which the Minister's salary, allowance, or conduct in office is properly under consideration. The reason for such request shall be explained to the Minister beforehand, and without delay, the Minister shall be given the opportunity to speak to the issue under consideration.
- 8.1.7 A Minister may not undertake any additional employment for compensation without the approval of the Board except for such honorariums or emoluments as may come to the Minister generally.

## 8.2 OTHER MINISTERS

The Senior Minister may hire, evaluate, and remove all Senior Staff with the exception of any contract ministers. The Senior Staff includes any and all Assistant and Associate Ministers.

# 9 SPECIAL FUNDS

## 9.1. ENDOWMENT FUND

There shall be a 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.

- 9.1.1 In each fiscal year, the Church may disburse up to five percent of the Endowment Fund balance for use in its operations, provided that the Endowment Fund balance exceeds \$500,000 after withdrawal.
- 9.1.2 Otherwise, no part of the Endowment Fund, either principal or earnings, may be spent or encumbered for any purpose except by two-thirds vote of the Church Membership at either an Annual Meeting or a Special Membership Meeting.
- 9.1.3 Notice of such a vote must comply with the Notice of Meetings in Section 5.4 herein.

## 9.2 RESERVE FUND

There shall be a separate and permanent fund known as the Reserve Fund.

9.2.1 Withdrawals from the Reserve Fund may be made only upon approval by two-thirds vote of those present at a regular monthly meeting of the Board.

9.2.2 When approval for a withdrawal is given by the Board, this shall be reported to the Membership in the Church newsletter within two weeks of the approval.

## 10

### **DISPOSITION OF CHURCH PROPERTY**

10.1 This Church 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. This Church Corporation is organized solely for nonprofit purposes.

10.2 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.

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

10.4 Upon the dissolution or winding up of this Church 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 nonprofit, tax exempt organization is maintained, or if not, to another corporation organized and operated exclusively for similar purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. This provision shall apply to all property of the Church, however, received or acquired, unless intent or condition attached to its receipt expressly provides otherwise. It shall be the duty of the Board to take all necessary action to carry out the purpose of this provision.

## 11

### **ORGANIZING DOCUMENTS AND AMENDMENTS**

The governing and corporate documents of this church are the Articles of Incorporation and the Bylaws. The document previously known as the Constitution has been subsumed and incorporated within the Articles of Incorporation as Restated or amended and filed in the Office of the Secretary of State of Texas or incorporated within these Bylaws. The Constitution is null and void as an official governing document of this Church.

## 11.1 AMENDMENT OF THE ARTICLES OF INCORPORATION

This Church Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation as amended at any time.

11.1.1 Approval of an amendment to the Certificate or Articles shall be by two-thirds vote of the eligible Membership present at any Annual or Special Membership Meeting, provided that the proposed amendment(s) shall be set forth and included in the Notice of the Meeting and comply with the requirements set forth in Section 5.4 herein.

## 11.2. AMENDMENT OF BYLAWS

11.2.1. Bylaws shall not conflict with any provision of the Articles of Incorporation, restated, or amended.

11.2.2 Following adoption by the Board, these Bylaws may be amended at any Board meeting by a vote of two thirds of the voting Members of the Board.

11.2.3 Notice of the proposed amendment(s) must have been published in the Church newsletter at least one week prior to the meeting.

## 12 LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Church Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church 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.

## 13

### AFFILIATIONS

First Unitarian Universalist Church is a member congregation of the Unitarian Universalist Association (UUA) and the Southern District of the UUA. The total number of Members reported to the UUA each year shall constitute the total Membership accepted at the January Board of Directors' meeting and on which the Church's annual assessment shall be based with the UUA and the Southern District. The Church may become a member of other local and national Unitarian Universalist organizations.

These Bylaws were amended, revised, and approved by the Congregation on the fifth day of March, 2023. This adoption was necessary to subsume the Constitution within these Bylaws to create one extant governing document along with the Articles of Incorporation.