

# Wildflower Church

A Unitarian Universalist Congregation

## Bylaws

### *Adopted*

December 16, 2001

### *Revised*

December 7, 2003

December 12, 2004

May 22, 2005

May 7, 2006

December 3, 2006

May 6, 2007

December 2, 2007

May 7, 2008

December 7, 2008

December 6, 2009

December 5, 2010

May 6, 2012

December 17, 2013

June 1, 2014

December 4, 2016

## 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, volunteering, programming, hiring practices, and the calling of qualified religious professionals without regard to race, color, gender identity or expression, physical or mental challenge, affectional or sexual orientation, class, or national origin.

Section 4. Nondiscrimination. A person may not be denied membership on the basis of race, gender identity or expression, sexual orientation, color, ability, class, or national origin. There shall be no creedal test, express or implied, for membership.

Section 5. Denominational Affiliation. This Church shall be a member of the Unitarian Universalist Association (UUA) and the Southern Region of the Unitarian Universalist Association of Congregations.

## Article II Organization

Wildflower Church shall have a Board of Trustees elected by its voting 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 seven members and the Minister, who serves as a non-voting, ex officio member. If the immediate past President is not a current member of the Board, he or she shall serve as a non-voting, ex officio member. The Board will meet in closed session when discussing or acting on legal or personnel matters. All Board meetings will be open and publicized except when discussing or acting on legal or personnel matters.

Section 2. Election of Board Members. Three Board members shall be elected at the Spring Semi-Annual meeting in each odd-numbered year. Four 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, cohabitators, 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 three Board members in each odd-numbered year and four 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. As its first order of business, 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 endorse a proposed annual budget for approval by the voting members 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 four voting Board members. Action is taken by a majority vote of Board members present.

The President may call for a vote by email for time critical issues when it is expected Board members will not have reason to discuss the merits of the proposal. If an issue can wait for decision until the next regular meeting of the Board, it should not be decided by an email vote. If an issue requires significant discussion, it should not be decided by an email vote.

## 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. The outgoing President shall call the first meeting of the incoming 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 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; overseeing the deposit of 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 may constitute an Executive Committee. The Minister shall serve as a non-voting, ex officio member. The Executive Committee may have responsibility and authority for making emergency decisions as necessary between Board meetings to manage the business, property, and affairs of the Church. If the Board chooses to establish and operate with an Executive Committee, three of the four voting members of the Executive Committee will constitute a quorum and the Committee shall act by a majority vote of its members present. The Secretary shall keep minutes of all Executive Committee meetings. Executive Committee decisions shall be reported 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, 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 voting 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 voting 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, a Nominating Committee, and an Endowment 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 in any order:

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

After completing these requirements, a person is eligible to sign the Membership Book, upon which a person becomes a Voting Member.

Section 3. Continuing eligibility to Vote. 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

Each voting member shall be entitled to cast one (1) vote on each matter submitted to a vote of the congregation. Voting members may vote in elections and in semi-annual and special meetings, and may serve as officers, trustees, or chairpersons of any elected or appointed committee, team, or task force. Any person, whether voting member, non-voting member, or non-member may serve as a member of any committee, team, or task force. Non-members serve at the discretion of the chair of the committee, team, or task force.

Section 4. Renewal of Membership. Any former member who resigned his/her membership in good standing may renew that membership by submitting to the church office a written request to be reinstated and by satisfying the requirements of voting membership under Section 3 of this Article.

Section 5. Renewal of Voting Member Status. Any non-voting member who wishes to return to voting member status may do so simply by satisfying the requirements of Section 3 of this Article.

Section 6. Removal from Membership. No member shall be dropped from membership unless the member resigns or is dropped by action of the Board.

Section 7. Proxy. Nothing in these Bylaws is meant to prohibit voting by Proxy; such shall be left to the discretion of the Board.

Section 8. Nondiscrimination. A person may not be denied membership on the basis of race, color, gender identity or expression, physical or mental challenge, affectional or sexual orientation, age, class, or national origin. There shall be no creedal test, express or implied, for membership.

## Article VII Congregational 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 on progress relative to the Long Range Plan. 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 proposed 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 voting 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 voting 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 voting members at least twenty one (21) days prior to the meeting. The voting membership roll will be posted at least fourteen (14) days prior to congregational Semi-Annual, and special meetings.

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

Section 5. Majority. A majority vote of voting 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.

Section 6. Congregational meetings shall be conducted in accordance with Robert's Rules of Order, latest edition, in all instances wherein its provisions do not conflict with these bylaws.

## Article VIII Committees

Section 1. Committees, Teams, and Task Forces. The Board or entities the Board delegates shall establish such committees, teams, and task forces as it deems necessary for the proper running of the Church. Each Committee, Team, or Task Force will have a charge and will be responsible to the Board or those delegated by the Board to carry out that charge in concert with the mission and goals articulated by the Congregation and the Board. Further descriptions of committees, teams, and task forces will be elaborated in the Board's Policies.

Section 2. Committees in the Bylaws. The Nominating Committee and the Endowment Committee are defined within these Bylaws. Rules in the Articles which define these committees take precedence over other rules the Board might set.

## 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 voting members present at a special meeting shall be required to call a minister.

Section 3. Dismissal and Resignation. A called minister may be dismissed only by a majority vote of the voting members present at a special meeting called for this purpose. In the event of a dismissal, the Called Minister's salary and allowance may 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 called minister shall be 40 percent of the voting membership.

Section 5. Hiring a Minister. An Interim or Developmental Minister will be hired rather than

called. Approval of such hiring will be by vote of the Board of Trustees following the search process outlined by the Unitarian Universalist Association.

Section 6. Dismissal and Resignation of an Interim or Developmental Minister. Dismissal of an Interim or Developmental Minister will be by vote of the Board of Trustees. In the event of a dismissal, the Interim or Developmental Minister's salary and allowance may be continued for three months after the date of dismissal. Should the Interim or Developmental Minister resign, three months' notice must be given at the time of resignation, unless the Board allows a shorter time.

## Article X Dissolution

Section 1. The Board of Trustees will establish policies and procedures for the dissolution of the congregation.

Section 2. 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

Section 1. These bylaws may only be amended by the congregation at any Congregational Meeting by a vote of two-thirds of the voting members present and voting.

Section 2. The Board shall ensure a process that provides the Congregation adequate opportunity to consider proposed amendments prior to the congregational vote.

## 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 voting 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 voting 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.