

Unitarian Universalists of New Braunfels

Founded in 1995 (As Comal UU Society) Incorporated December 1997

BYLAWS (01/22/2023)*

Proposed Amendments

Article 1: Name

The name of this organization shall be “Unitarian Universalists of New Braunfels.”

Article 2: Purpose

The purpose of this Congregation is to organize as a religious community that has as its center these principles:

- a commitment to accept one another and encourage each other’s development as loving, fulfilled individuals;
- a recognition of the inherent worth and dignity of every person;
- a belief in the need for justice, equity, and compassion in human relations;
- a commitment to a free and responsible search for truth and meaning;
- acceptance of the right of conscience and the use of democratic process within our congregation;
- a desire to further the goal of world community with peace, liberty and justice for all; and
- a deep and abiding respect for the interdependent web of all existence of which we are a part.

Article 3: Affiliations

Section 3.0 UUA/SWUUC Affiliations

This Congregation is a member of the Unitarian Universalist Association of Congregations and the Southwestern Unitarian Universalist Conference or their successors.

Section 3.1 Withdrawal of Affiliation

Withdrawal of affiliation from the Unitarian Universalist Association of Congregations and the Southwestern Unitarian Universalist Conference or their successors shall require a vote of three-fourths of the voting members attending a Congregational Meeting. A meeting for this purpose will require a thirty day notice.

Article 4: Membership

Membership in this Congregation is open to any person who is in sympathy with and contributes to the purpose, programs, budget and growth of this organization. It is specifically understood that membership is open to all qualified persons regardless of ethnicity, gender, mental or physical challenge and affectional or sexual orientation.

Section 4.0 Adult Membership

Adult membership is open to anyone eighteen (18) years of age or over. Individuals may become Voting Members thirty (30) days after signing the Membership Book and are eligible to become Officers or Trustees ninety (90) days after signing said book. (In Congregational Meetings, only Voting Members are entitled to vote on issues submitted for a vote.)

Section 4.1 Youth Membership

Youth membership is open to any young person between the ages of nine (9) and eighteen (18) who has met with and is sponsored by an unrelated adult Member of the Congregation. Youth members may participate in all age-appropriate activities. Adult membership with full voting privileges will begin upon the young person's eighteenth birthday.

Section 4.2 Removal of Members

Membership may be terminated by the Board:

- when a member submits a written request;
- on the recommendation of the Membership Chairperson when the member has died, moved away, or cannot be located;
- when there has been no response to inquiries for a period of one year; or
- on a two-thirds vote of the Board in response to actions that threaten the wellbeing of the Congregation, provided that the member has been given the opportunity to appear before the Board.

Article 5: Officers and Trustees * (Suggested Amendments)

Section 5.0 The Board of Trustees

The Board of Trustees shall be composed of ~~the Officers~~ **members** of the ~~organization~~ **Congregation elected to the following offices:** President, President-Elect, Treasurer, Secretary and ~~four~~ **two (2)** additional Trustees **at-large**. **Also serving shall be** the immediate Past-President. ~~may be invited to serve ex-officio for a one-year term without a vote.~~

All Officers shall represent the ~~organization~~ **Congregation** on appropriate occasions and perform all duties incident to the office and other such duties as may be required from time to time by the congregation. Each of the ~~eight~~ **seven (8) (7)** Board members shall serve as a member of one committee of his/her choice.

~~All officers must be members of the organization in keeping with Article 4, with the possible exception that the treasurer may be a paid employee of the organization. In that situation, the treasurer is expected to perform all treasurer duties but is not a member of the Board of Trustees nor in line to perform the duties of the president.~~

Section 5.1 The President

The President shall:

- be the executive officer of the organization;
- serve as presiding officer of the Board of Trustees;
- organize the agenda for and preside over scheduled Congregational Meetings and all Special Congregational Meetings (as provided in Article 6.0);
- call an organizational meeting of the Leadership Development (Nominating) Committee no later than the end of February each year; and
- have the authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts or other legal instruments which at least eighty percent (80%) of the quorum of the congregation present and at least seventy-five percent (75%) of the Board of Trustees has authorized to be executed, except in those instances where the signing and other execution of such instruments shall have been previously delegated to the President by at least eighty percent (80%) of the quorum of the congregation present and at least seventy-five percent (75%) of the Board of Trustees or by these Bylaws.

Section 5.2 The President-Elect

The President-Elect shall serve as a member of the Board of Trustees and shall assume the duties of the President in the absence or incapacity of the President and, after the election of Officers at the Annual Meeting in January, will assume the Office of President upon expiration of the term of the current President.

***5.3 (Recommended for the future to insert a section here for “Past President” section 5.3 which in turn changes the following section numbers, should the changes in 5.0 pass in September)**

Section 5.3 The Treasurer *(Amendment drawn from previously approved 1/22/2023)

The Treasurer shall:

- receive and safely keep all money and other property of the Congregation entrusted to his/her care;
- make disbursements in accordance with an annual budget approved by the Congregation and at least fifty percent (50%) of the Board of Trustees;
- keep a complete account of the finances of the organization;
- render a current statement at each Scheduled Congregational Meeting;
 - ensure that all federal, state or local returns, reports or other items required by law are properly prepared and filed with the appropriate authorities in a timely manner;
- perform the duties of the President in the event of the simultaneous absence or incapacity of both President and President-Elect.
- prepare, with the consultation of the Stewardship Committee, and recommend to the BOT a budget for the ensuing fiscal year. This budget, when approved by the BOT, shall be submitted to the Congregation at the Annual Meeting for adoption.

The Treasurer may be bonded at the organization’s expense. The Treasurer, in consultation with and at the request of the President, is authorized to spend, in an emergency that precludes the convening of a Special Meeting of the Congregation and at least a quorum fifty percent (50%) of the Board of Trustees, charitable funds in an amount not to exceed a predetermined limit set by the Board. Any such expenditure will be announced and fully explained at the next Congregational Meeting. **In the absence of a Trustee who is qualified to meet the demands of this position, the Board may hire a person with financial qualifications to manage accountancy duties. In this instance, the Board will designate a member of the**

Congregation as Treasurer who will be responsible for monitoring the work and ensuring that the above duties are executed. Hired personnel are ineligible to assume the authority of Board Membership.

Section 5.4 The Secretary

The Secretary shall:

- keep accurate, typed minutes of all Board, Congregational and Special Meetings; issue all notices and conduct the correspondence of the Board of Trustees and the congregation.
- Provide all members of the Board of Trustees with an updated copy of the Bylaws in a timely manner and make updated Bylaws available to all members.
- Maintain the Mailing Lists. Names, addresses, phone numbers and email addresses of friends and members of the congregation are solely for the use of the organization and shall not be given to individuals or organizations or listed on the Web Site without the express permission of the person(s) involved.
- Determine the presence or absence of a quorum for all congregational meetings and report to the President.
- maintain a digital archive of documents of lasting worth to the Congregation.

The official set of final approved minutes shall be kept in a bound form at a place determined by the Board to be safe from loss or damage. A second set of minutes will be kept in a place and under such conditions that make them readily available to all members.

Section 5.5 Terms of Office* (Suggested Amendment)

The terms of office will be one calendar year for Officers and two years for ~~other~~ **at-large** Trustees and will begin upon their elections at the Annual Meeting in January. The President, President-Elect, and the ~~four~~ **two** Trustees shall serve no more than two consecutive terms of office. **The President, ex-officio, shall serve a one-year term immediately following the term of active service.** After one year out of office, they may again be eligible for election. The Trustees' terms shall be staggered so that no more than two Trustees go out of office in any one year. **No more than one member of a family may serve on the Board at a given time.** The Treasurer and Secretary may be elected to successive one-year terms without limit. Officers and Trustees may not hold more than one elective office at a time.

Section 5.6 Vacancies* (Typographical Correction)

If an Officer or Trustee resigns, dies, moves away, or is incapacitated; the Board will appoint a successor to serve until the next Annual Meeting, at which time the Leadership Development/Nominating (~~Nominating~~) Committee will present a candidate for election by the Congregation, to serve the remainder of the unexpired term.

Section 5.7 Removal from the Board of Trustees

Any Officer or Trustee who has three unexcused absences from the Board of Trustees in one calendar year may be removed by a majority vote of the Board members present at a regular meeting of the Board with a quorum. Board members may be removed for breach of trust or gross misconduct by a consensus of the Voting Members at a Congregational Meeting.

Article 6 : Governance

Section 6.0 General Considerations

- **Fiscal Year:** The Fiscal Year shall be from January 1 to December 31
- **Congregational Meetings:** Scheduled and Special Congregational Meetings will be conducted using a combination of consensus and parliamentary procedures as further outlined in the Standing Rules.
- **Quorum:** For Congregational Meetings, a quorum is defined as thirty percent (30%) of the number of Voting Members of the Congregation as reported to the UUA for that year. A quorum for the Board of Trustees is 5 (may include past president).

Section 6.1 Regular Board of Trustees Meetings* (Suggested Amendment)

The President will hold ~~monthly~~ a **minimum of six (6)** meetings of the Board of Trustees at as consistent a date, time and place as possible. Board meeting dates will be publicized and will normally be open to Voting Members of the Congregation to attend; however, only Board members may vote. The Board of Trustees is authorized to conduct all necessary business of the congregation, as specified in the Standing Rules and modification of the Standing Rules.

Section 6.2 Executive Sessions (Suggested Amendment)

While meetings of the Board of Trustees shall be open to all Voting Members, the Board shall have the authority to determine that it is in the best interest of the organization that item(s) of a confidential nature be considered in Executive Session. The Board may, by a majority vote of attending Board Members, such vote being cast in an open Board Meeting, decide to enter Executive Session. All persons other than elected Board Members will be excluded from such an Executive Session unless specifically invited to attend by a majority of the Board Members present. Deliberations of the Executive Session may not be recorded, but final decisions will be announced in an open meeting of the Board. It is the intent of the organization to conduct its business in as open a manner as possible, with the recognition that, on rare occasions, some items must be discussed in confidence. **It is recommended that as needed the Board should meet in executive session after any regular Board meeting. The purpose of such sessions is to provide the Executive Board Members with an opportunity to explore broader ranging questions than those normally associated with regular Board agenda items.**

Section 6.3 Scheduled Congregational Meetings

Congregational Meetings will be held in January, May, and September of each year. The January meeting will be the Annual meeting and will include the items as delineated in the Standing Rules. The May and September meetings will consider other necessary business, with Stewardship Development as the primary business of the September meeting. Other business appropriate for congregational consideration at these meetings includes, but is not limited to: the purchase or sale of real estate, the development of purchased property, the hiring or termination of the Minister, and the adoption or amendment of these Bylaws. The agenda for the Scheduled Congregational Meetings will be publicized at least three (3) weeks prior to the meeting.

Section 6.4 Special Congregational Meetings

Special Congregational Meetings may be called by the Board of Trustees to consider matters which should be decided by the entire congregation, but which should not be delayed until the next Scheduled Congregational Meeting. Special Congregational Meetings will be held only after the purpose, time and place of such meeting has been publicized for at least three (3) weeks except in cases of immediate need as judged by the Board of Trustees.

Article 7: Committees Section

Section 7.0 Standing and Special Committees **(Note: Proposed Amendment regarding Committee planning, activities, and reporting from the January meeting should be in the Standing Rules.)*

This organization shall have ~~nine~~ **ten** Standing Committees: Building and Grounds, Stewardship, Social Service/Social Justice, Leadership Development/Nominating, Membership, Religious Education, Sunday Service, Committee on Ministry, ~~and~~ Communications **and Personnel Committee** and such Special Committees as will facilitate the work of the Congregation. Standing Committees shall continue subject to the terms of these Bylaws; Special Committees may be created or abolished by the Board according to needs.

Each committee shall have a chair. The chair of the committee may be selected from within the committee and presented to the Board for final approval. Without a nomination from the committee, the chair shall be appointed by the President.

~~Each committee will make reports to the congregation and the Board, as needed/requested by the Board. The Board shall identify when and how the committees shall report their activities to the Congregation. Following the January Congregational Meeting, each committee will develop a plan for the year's activities and report on its accomplishments prior to the year's end with the possibility of an interim report.~~

Section 7.1 Buildings and Grounds Committee

The Buildings and Grounds Committee will develop and implement procedures for the safe and responsible use of the grounds and buildings of UUNB, following the guidelines as set forth by the Board of Trustees. The committee will be responsible for 1) the aesthetics, maintenance and general care of the buildings and grounds; 2) the safety and security policies and procedures; and 3) the usage of building and grounds by members, friends, and the larger community.

Section 7.2 Stewardship Committee

The Stewardship Committee will oversee the financial health of the congregation. The committee will assist the Treasurer in developing the Annual Budget, and will assist in making any investment recommendations to the Board of Trustees. The Treasurer may delegate tasks for which he or she is responsible to members of the

Committee in accordance with generally recommended principles for separation of financial duties.

The Stewardship Committee will direct any fund-raising efforts of the church, including, but not limited to the Annual Pledge Drive.

Section 7.3 Social Service/Social Justice

In order to fulfill its mission, UUNB supports programs for providing social services and for seeking social justice. UUNB supports and assists others in need, locally and in the broader community; and works to increase awareness, often through the democratic process, in areas in which the worth and dignity of others is not recognized. The chair of the committee shall act as a liaison between the various activities and the board and may direct the initiation of various special projects with the approval of the board.

Section 7.4 Leadership Development /Nominating Committee

The Leadership Development/Nominating Committee is charged with identifying/developing current and future congregational leaders. The committee will publicize, support and encourage attendance at UUA Leadership Training opportunities; will bring in UUA training opportunities to UUNB; and/or will develop training programs particularly suited to the congregation.

The committee is comprised of three voting members who are directly elected by the congregation at the January Annual Meeting. The President, in consultation with the BOT and with input from the Congregation, will propose the slate to be considered. The members serve a two-year term with terms staggered. The President will designate the chair. Two members of the Leadership Development/Nominating Committee shall constitute a quorum required to conduct any business of the Committee. In the event that any vacancy occurs on the Committee between Congregational Meetings, the BOT shall appoint a person from among eligible Voting Members to serve until the next Annual Meeting, at which time a replacement shall be elected by the Congregation to serve the remainder of the unexpired term.

The Leadership Development/Nominating Committee will present to the congregation at the Annual Meeting in January a slate of nominees to succeed the Officers and Trustees whose terms are expiring. The slate must be publicized at least three (3) weeks prior to the Congregational Meeting, and nominees must be qualified and have agreed to serve if elected. The Leadership

Development/Nominating Committee will also provide replacement nominees in the event of the resignation, death or other incapacity of an Officer or Trustee, as provided above in Section 5.6 Vacancies.

Section 7.5 Membership Committee

The Membership Committee oversees the 1) greeting and welcoming of visitors, members and friends to UUNB, 2) introduction and education of visitors, friends, and members to Unitarian Universalism, and 3) integration of members into the UUNB community. The committee also maintains and preserves the membership book; collects contact information (name, phone number, mailing address, and email) of members and friends; and keeps a current list of voting members.

7.6 Religious Education Committee

The Religious Education Committee will formulate and implement goals and strategies for the Religious Education Program. The Religious Education Committee makes policy recommendations to the Board, advocates for/supports the children, the Religious Education Program, and the Director of Religious Education. The Committee will consist of at least five persons including the Director of Religious Education.

This Committee is charged with selecting the curriculum and organizing materials and teachers for the Sunday morning Religious Education programs.

7.7 Sunday Service Committee

The Sunday Service Committee (SSC) will plan and produce consistently high-quality services that will offer opportunities for faith development, for learning about Unitarian Universalism, and for creating healthy community, all while inviting the larger community with welcoming hospitality and with special sensitivity to visitors and new members.

The committee is open to all interested individuals and welcomes input from all congregants. Committee chair or co-chairs are selected from within the group, or, lacking this action, shall be appointed by the President. Terms for committee chairs shall be at the pleasure of the committee and those holding the chair positions.

Section 7.8 Communications Committee

The Communications Committee will foster communications within and outside of the congregation. They will work to inform and educate members, friends, and the

wider community about Unitarian Universalism and UUNB. They will provide information and updates on church news, events, and activities and manage the church's digital communication.

Section 7.9 Committee on Ministry (CoM)

The purpose of the CoM is to serve the health of the congregation by reviewing the effectiveness of all the congregation's ministries and being an impartial observer of congregational life, not advocating particular policies or issues on behalf of members or the minister. This committee shall act as ombudsman or mediator in time of need.

The CoM will be comprised of 4 members in good standing serving 3 year staggered terms, renewable once for a maximum of six years' service. The minister and the board shall submit a list of nominees in whom both have confidence and trust to the President, who then appoints the committee and its chair.

The CoM shall report annually to the Board on the state of the health of the congregation, and at other times that the CoM deems necessary to alert the Board to issues that need addressing.

Section 7.10 ~~Special Committees~~ Personnel Committee *(Addition to address Draft Amendment related to "Responsibilities for Employees")

The Board of Trustees of UUNB charters the formation of a Personnel Committee. The Personnel Committee will hold the responsibility and authority to monitor and advise the Board of Trustees on personnel matters, including staff compensation within UUA fair compensation guidelines; compliance with all federal, state and local labor laws; and any rules for participating in Insurance and/or Retirement programs. The Personnel Committee will make recommendations that are resonant with Unitarian Universalist values and the church's stated vision and mission. The Personnel Committee will be accountable to the Board of Trustees.

The Personnel Committee will consist of 3 voting members, including the President and President-Elect and an additional board member. All voting members must be members in good standing of UUNB.

Section 7.11 Special Committees

Special committees may be established by the Board of Trustees to facilitate the work of the Congregation. At the discretion of the Board of Trustees, Special Committee Chairs and members may be appointed by name, or Special Committee

Chairs may be appointed and allowed to select their own members, or Committee members may be appointed and allowed to select their own chair. Any three or more members wishing to form a new committee may petition the Board. Membership on all Special Committees will be open to all interested persons. The Board may, with sufficient reasons made known to the congregation, discontinue any Special Committee.

Article 8: Standing Rules

At its discretion, the Board may adopt Standing Rules. Standing Rules may be amended, or deleted by the Board of Trustees with a quorum present. In case of a conflict between any Standing Rule and these Bylaws, the Bylaws will govern. The Secretary shall maintain an up-to-date copy of The Standing Rules.

Article 9: The Minister (Much of this will be subsumed in the duties of the Personnel Committee as well as the Ministerial Contract. A thorough review is recommended.)

In order to provide for the needs of its members and to further its aims and goals, the Congregation may engage a minister in either a part-time or a full-time capacity.

Section 9.0 Selection of the Minister

The Minister shall be selected by a consensus (as defined in Standing Rules) of those members at a Congregational Meeting called for such purpose. Fifty percent (50%) of the Voting Members shall constitute a quorum at such a Congregational Meeting. Any candidate considered for selection shall first have been interviewed and recommended for consideration by the Congregation.

Section 9.1 Duties of the Minister

The duties of the Minister shall be prescribed by the Board of Trustees, agreed to by the Minister in writing and approved by the Congregation. In general, the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Congregation, and shall be guaranteed freedom of the pulpit. The Minister will be employed under written contract that clearly stipulates the duties, compensation and other conditions of employment.

Section 9.2 Contract Termination

The contractual relationship between the Minister and the Congregation may be dissolved by either party for any reason upon satisfactory written notice. Such provision shall be incorporated in any contractual arrangement.

Section 9.3 Triennial Evaluation

The Board of Trustees shall direct the evaluation by the Membership of the performance of the Minister no less frequently than every three years following employment. More frequent evaluations may be done if both parties agree. The results of such evaluations shall be in writing and made a part of permanent records.

Section 9.4 The Search Committee

In the event of a decision by the Congregation to hire a Minister, or in the event of a future vacancy in the position of Minister, a Search Committee may be established as a Special Committee in accordance with Section 7.7 for the purpose of identifying, screening and bringing to the Congregation for consideration candidates for the position of Minister. The Search Committee shall consist of one Board Member and four Voting Members designated by the Board. The Search Committee shall submit the candidates for minister for approval by the Board prior to scheduling the Congregational Meeting called to select a Minister as described in Section 9.1.

Article 10: Amendments to Bylaws

These Bylaws may be amended by a 2/3 vote at any Congregational Meeting with a quorum of the Voting Members of the Congregation, provided that the text of any proposed change has been publicized to the membership at least thirty days prior to such meeting.

The Board shall submit to the Congregation any amendment received by the Board which shall have been proposed by a petition signed by at least ten percent (10%) of the members of the Congregation eligible to vote.

Article 11: Indemnification

The Congregation shall indemnify any person who is or was an employee, agent, representative, officer, trustee, or volunteer against any liability asserted against such person and incurred in the course and scope of his or her duties or function with the organization to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

Article 12: Dissolution (Should additional Articles be adopted; the numbering of this Article should change to become the last number.)

In the case of dissolution of this organization, all outstanding debts shall be paid. The remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said organization, shall become the property of the Unitarian Universalist Association, Boston, Massachusetts, or its successor, subject to all applicable laws. The Board of Trustees shall perform all actions necessary to effectuate such conveyance. With the prior written approval of the UUA Board of Trustees, the Congregation has the option of naming a UUA affiliate organization (such as a district, camp, conference center, or other congregation) as the recipient of its assets.

Recommendations from Bylaw Review group:

Article # TBD Conflicts of Interest

Board Members are expected to avoid any action, position, or interest that conflicts or gives an appearance of conflict with the best interest of UUNB. Members shall recuse themselves and not participate in the discussion and voting on any matter presented at a Board meeting if they have or appear to have a personal interest in or a conflict of interest in the given matter.

Article # TBD Exigent Circumstances (recommend insertion of this into Standing Rules so as not to confuse the Bylaws with non-general/specific actions requiring a quorum of the congregation to approve)

While a contingency fund of \$10,000 is established as a budget item for emergencies, should an emergency arise that requires funds beyond the budgeted amount, the Board is authorized to withdraw a supplement of \$5,000 from the undesignated Savings Account. Board Approval will be documented by majority vote via e-mail.

Specifically, those from Draft: Additions to Bylaws

- Section 5.0 The Board of Trustees - See the crossed-out section in 5.0 and embedded Amendment to Section 5.3 regarding the treasurer.
- Section 7.0 Standing and Special Committees – Crossed-out 3rd paragraph in 7.0. Action described advised to become an element of Standing Rules
- Article 9: Draft verbiage incorrectly labels this “Responsibilities for Employees” - aspects of the elements will become the responsibility of the Personnel Committee and others are incorporated in the Ministerial Covenant
- Article 11 (original Article 11 is Indemnification) Article # TBD is delineated as Exigent Circumstances is reworded for clarification and added to recommendations for an additional Article or preferably an element of the Standing Rules related to “Exigent Circumstances”

Conclusion

Changes to the bylaws proposed in January and tabled in May of 2023 are being amended per this 2023 September Congregational Meeting. An additional comprehensive bylaw review is recommended. We further recommend that said committee file its report to the Board so that proposed changes can be reviewed by the Board prior to the notification of the annual meeting in January of 2024. (The Board will, in accordance with bylaws, post bylaw changes 30 days before the 2024 annual meeting.)