

# **Holston Valley Unitarian Universalist Church Bylaws (Updated 2018)**

## **Article I: Name**

1. The name of this religious organization is Holston Valley Unitarian Universalist Church (hereafter “the Church”).

## **Article II: Incorporation**

1. The Church is incorporated under the laws of the State of Tennessee as a nonprofit religious organization, with all the rights, privileges, and responsibilities granted under its Charter of Incorporation, dated March 21, 1961.

## **Article III: Purpose**

1. The purpose of the Church is to promote spiritual growth, religious freedom, and ethical action.

## **Article IV. – Membership**

1. A member shall be any person at least sixteen (16) years of age who is in support of the Church purposes stated in these Bylaws, and has demonstrated a commitment to enter into covenant with the congregation by signing the membership register. In order to show said support, and a full understanding of their commitment, prospective members must follow a "path to membership" program offered by the Church or have a discussion of the Unitarian Universalist faith tradition with the Minister or such other person(s) as the Board of Trustees may designate.
2. New members will be eligible to vote 60 days from the date that they signed the membership register.
3. A member who has not participated in the life of the Church over a twelve month period by actively participating in church activities or making a recorded financial contribution to the Church shall be contacted and asked whether they intend to continue as a member. If they indicate that they do not so intend, or do not respond within one month, their name shall be removed from the membership roll. This procedure may be waived by the Minister or designee of the Board of Trustees on a case by case basis.
4. A member may also be removed from the membership roll by reason of: (1) the member's death, (2) written request by the member to the Church Secretary, Minister, or any Board Member, or (3) by 2/3 majority vote by the Board of Trustees for member actions that threaten the well-being of the Church.
5. Membership enrollments and terminations shall be recorded promptly. The Board shall provide for the maintenance of a current membership roll, and make it available to members of the congregation.

## **Article V. – Affiliation**

1. The Church shall be a member of the Unitarian Universalist Association and the Southeast District of the Southern Region, or their successors, and shall assume all obligations that these memberships entail.
2. The Board of Trustees will have the authority to appoint church members as delegates to represent the Church at meetings of the organizations of which it is a member.

## **Article VI: Meetings**

1. The Annual Meeting of the Church will be held each year in the month of April at a time and place to be chosen by the Board.
2. Special Meetings of the Church may be called by the President of the Board of Trustees. In addition,

the President is required to call such a Meeting within thirty (30) days upon receiving a petition to do so, signed by twenty (20) percent of the church membership.

3. The *planned* agenda or business to be transacted at all Meetings shall be set forth in the notice of the Meeting, which shall be sent to all members by mail or electronic communication ten (10) days prior to the Meeting. The proposed budget shall be included in this notice. Any member may raise a topic not on the agenda at the Meeting of the congregation.
4. No business other than the Stated Purpose of a Special Meeting may be transacted at said Special Meeting.
5. Thirty percent (30%) of the membership will constitute a quorum to hold a legal Meeting. However, any action regarding 1) dissolution of the church, 2) calling a settled minister, 3) dismissing a settled minister, or 4) changing the Bylaws, requires a quorum of thirty-five percent (35%) of the membership.
6. All voting and elections shall be determined by a simple majority of the membership present and voting, except as otherwise noted in the Bylaws.

## **Article VII: The Board**

1. The Board will consist of nine (9) members, the four (4) Officers; President, Vice President, Secretary-Historian, and Treasurer, and four (4) Trustees; of Programs, Membership, Facilities, and Stewardship, and the Immediate Past President. The Minister will be a non-voting member of the Board. The terms of office of the President, Vice President, and Immediate Past President will be one (1) year. If the Immediate Past President is unable to serve on the Board, the Nominating Committee will nominate another Past President to serve. The terms of office of the Secretary-Historian, the Treasurer, and each Trustee will be two (2) years.
2. The Board will be charged with oversight of the fulfillment of the church's mission. The Board will have general charge over the property of the Church, the conduct of all its business affairs, and the control of its administration and facilities. It will fill vacancies in its own membership and in the Nominating Committee, and persons so appointed will serve until the end of the current fiscal year.
3. The Board will operate within a total budget approved by the congregation. The Board may reallocate funds within that budget. The Board may exceed the approved annual budget authorization by no more than six percent (6%) and may not increase total spending by more than three percent (3%) of the current year's budget in any single action. The Board may vote in May to distribute any forecasted surplus funds from the current year's annual budget to line items in the next year's budget.
4. In addition to budgeted resources, the Board is authorized to expend proceeds from special fundraisers, gifts, bequests, insurance compensation and/or surplus funds from the previous year's annual budget, as long as these proceeds are expended for the purpose(s) for which they were designated by the contributing source.
5. At the Annual Meeting, the congregation will be asked for a vote to accept or reject the proposed budget as presented by the Board. If the congregation rejects the proposed budget, additional motions should be made to give guidance for change to the Board. A Special Meeting shall be called within thirty (30) days of the annual meeting for the purpose of presenting a revised budget proposal.
6. In the event that a fiscal year expires without approval of a succeeding annual budget by the congregation, the Board will be authorized to spend an amount up to 10% of the preceding year's budget, pending a Special Meeting of the congregation called to approve a new budget. That Special Meeting will be called within 30 days of the annual meeting.
7. The President, the Vice President, either the Secretary-Historian or the Treasurer, and two (2) Trustees will be elected at each Annual Meeting, will take office the following first of June, and will serve until the end of their terms or until their successors have been duly qualified. Each Officer or Trustee as described above is limited to two (2) consecutive full terms in any position. All Officers and Trustees must be members of the Church.
8. A member of the Board of Trustees may be removed from office due to lack of regular attendance or inappropriate behavior by a vote of at least 6 members of the Board.

## **Article VIII: Duties of Officers and Trustees**

1. The President will be the chairperson of the Board; will, when present, preside at all business meetings of the Church and of the Board; and will represent the Church in duties incident to the office.
2. The Vice-President will perform such duties as are prescribed by the Board and in the absence of the President will perform the duties of the President. The Vice-President will under normal circumstances be willing to accept the nomination for the next presidency if so requested by the Nominating Committee. The Past President will preside if both President and Vice-President are absent.
3. The Secretary-Historian will keep an accurate record of the transactions of all business meetings of the Church and of the Board; will compile and keep a record of the activities and achievements of the Church; will make historical facts available upon request; and will perform other duties incident to the office.
4. The Treasurer will have custody of all funds belonging to the Church unless otherwise designated by the Board; will receive, deposit, and disburse the same under the direction and to the satisfaction of the Board; will keep full and accurate accounts of the finances of the Church; and will perform other duties incident to the office.
5. The Officers and the Trustees may be chairpersons of, or Board liaison with, one or more of its operating committees and task forces. The Trustees will perform such other duties as may be prescribed by the Board.

## **Article IX: Committees**

1. The Board, the Congregation, and the Minister all may have need to form and disband committees and task forces from time to time. The authority of such a committee would be derived from the delegated authority of the forming entity. Only the forming entity has the ability to disband their own committees or task forces.
2. Any committee (or task force) formed shall either be 1) overseen by a member of the Board, or 2) be governed by a set of operating guidelines. If such guidelines are not explicitly part of the chartering act, then guidelines must be submitted to the Board for approval before said committee is fully authorized. Subsequently, changes to said guidelines may be proposed by said committee for approval by the Board.

[NOTES: This article was added to codify the operating procedures for newly formed groups such as the Covenant Implementation Team (formed by action of the congregation), the changing nature of the Committee on Ministry (see notes to Article XII below), etc., which may or may not be constituted as operating committees of the Board from year to year.]

## **Article X: Elections**

1. At each Annual Meeting, the Church will elect all Board Members with a single year term and at least two (2) new members of the Nominating Committee as needed. It will also fill other vacancies that have occurred during the current fiscal year. In even numbered years, the Church will also elect a Treasurer, a Trustee of Facilities, and a Trustee of Membership; in odd numbered years, a Secretary-Historian, a Trustee of Programs, and a Trustee of Stewardship.
2. The Nominating Committee will present to all members of the Church at least twenty (20) days in advance of the Annual Meeting one or more nominations for each position to be filled by election at that Meeting. The Nominating Committee will be expected to nominate either the current Vice-President or the current President for President unless prohibited by other provisions of the Bylaws. Additional nominations may be made from the floor of the Meeting provided that notice of the nominees has been given to the President at least ten (10) days in advance of the Annual Meeting; the President will give advance notice to the congregation of any proposed floor nominations. The

consent of each nominee must have been obtained.

3. The Nominating Committee shall consist of five (5) members. Members shall serve only one (1) term of up to two (2) years. If more than three (3) are elected in a single year to fill vacancies, the fourth or fifth nominees will serve a one (1) year term. In the event that the chair is not named in the proposed slate, the Committee will then select its own chair. Members of the Nominating Committee may not be re-elected for a successive term.

## **Article XI: Fiscal Year**

1. The fiscal year will be June 1 through May 31. The Board will arrange for a review or audit of the books of account at the end of each fiscal year.

## **Article XII: Minister**

1. In the event of a vacancy in the position of Minister, a Search Committee shall be established for the purpose of identifying, screening, and bringing to the Church for consideration, candidates for the position of Minister. This committee will be comprised of seven (7) members of the Church, four (4) of whom will be appointed by the Nominating Committee and the remaining three (3) members appointed by the Board.
2. Election of a minister will be by three-fourths (3/4) majority vote at a Special Meeting of the congregation, in accordance with the provisions of Article VI.
3. The Board shall negotiate a contract with the Minister. Terms of said contract may include financial commitments beyond the current fiscal year, provided they are in accordance with general practice.
4. The Minister will be a non-voting member of the Board and all Church committees.
5. The Church will not restrict the free expression of personal belief by the minister in or out of the pulpit.
6. The Minister may be dismissed by a three-fourths (3/4) majority vote at a Special Meeting of the congregation, in accordance with the provisions of Article VI. Before calling a Special Meeting to consider dismissal of the Minister, a Special Meeting of the congregation must first be held for information and discussion, at which no vote will be taken and a quorum is not required. In the event of the Minister's dismissal, the Minister's compensation shall be continued pursuant to his/her contractual agreement.

## **Article XIII: Public Statements**

1. The Church may express itself publicly on any ethical, social, or justice issue, provided the position taken is approved by a three-fourths (3/4) vote of members present at a Social Justice Call to Action Meeting called specifically to discuss and approve such a position and approval of the Board. Such a meeting shall be announced at least two (2) Sundays in advance in all official information outlets possible (including but not limited to the Yahoo! Group, Facebook, the announcement insert in the order of service and mail for those who do not use electronic communication), so all members have the opportunity to plan to attend or submit a written statement of their position to be read at the meeting if they are not able to attend. The written statement will consist of not more than 300 words and will not constitute a vote.

The purpose of the meeting and the proposed position shall be stated in the meeting announcement. It is the responsibility of members who agree or disagree with a position either to attend the meeting or submit a written statement of their position because our action or inaction as a congregation on any ethical, social, or justice issue should not be dictated by lack of interest in attending a meeting.

1. Annual Congregation meeting voted in support of HVUUC having a banner in all MLK parades (April 29, 2012)

2. Social Justice Call to Action Meeting voted to have HVUUC support Tripride (September 2, 2018)

**Article XIV: Parliamentary Authority**

1. All meetings of the Board of Trustees and the Congregation will be governed by Rules of Order adopted annually by the Board of Trustees.

**Article XV: Amendments**

1. These Bylaws, insofar as allowed by law, may be amended or repealed at any lawful Meeting of the congregation by a three-fourths (3/4) vote of those present and voting, according to the terms of Article VI. Proposed amendments must be contained in the notice of the Meeting.

**Article XVI: Dissolution**

1. In the event of dissolution of the Church, which requires a three-fourths (3/4) majority vote at a lawful Meeting of the congregation in accordance with Article VI, all the property of the Church, whether real or personal, will be transferred to the Unitarian Universalist Association on the understanding that said property will be used by the Association for its general purpose; and this provision will apply to all property donated to the Church, whether by will or in some other manner, unless the donor expressly provides otherwise. It will be the duty of the Board to take all necessary action to carry out the purpose of this article.

**Article XVII: Staff**

1. All hiring and firing of staff members shall be by the Board or their designated committee, according to established guidelines.
2. The Board may enter into contracts with staff and outside contractors that include financial commitments beyond the current fiscal year, provided they are in accordance with general practice and the approved budget in place at the time of the establishment of the contract.

\*\*\*\*\*

This is to certify that the above Bylaws are the official Bylaws of Holston Valley Unitarian Universalist Church, adopted by Congregation Vote on April 17, 2011, revised and adopted by Congregation Vote on April 24, 2016. (Specific votes added to Article XIII in October 2018)

Cindi Huss, President \_\_\_\_\_

Tom Burns, Secretary \_\_\_\_\_