



Note: See proposed changes on pages 1-3, 5, 7-9. For congregational meeting 6/27/21

Article I: NAME, PURPOSE, AFFILIATION

Section 1: Name The name of this religious society shall be the TENNESSEE VALLEY UNITARIAN UNIVERSALIST CHURCH (referred to as TVUUC or Church).

Section 2: Purpose The mission of TVUUC is to create a welcoming community that nurtures spiritual growth and challenges us to transform the world through acts of love and justice. The fundamental guiding principles of the Church are expressed in the Unitarian Universalist principles, the TVUUC mission, and the goals and mission adopted by the Board of Directors. The Church will operate in accordance with these principles.

Section 3: Affiliation The Church shall maintain membership with the Unitarian Universalist Association and with the UUA district association for the region in which the Church is located.

Article II. MEMBERSHIP

Section 1: Eligibility A person may become a member of TVUUC who is at least sixteen years of age, who subscribes to the mission and values of TVUUC, who considers TVUUC their primary place of worship, **and** who intends to actively participate in the activities and programs of the Church community. ~~and who makes a pledge to financially support the church. One becomes a member upon signing the membership book~~

~~The minister may waive the requirement for a pledge based on financial need and pastoral considerations.~~

Section 2: Register of Members There shall be a register of all members. Membership shall be reviewed annually. Members who have requested resignation shall be removed from the register immediately. ~~Members who do not respond to membership status inquiries shall be removed after a period of one year.~~

*****Section 3: Resignation of Membership** Any member may resign at any given time by giving notice to the church office. **The Office Administrator will then remove that member's information from the membership database.**

*****Section 4: Reinstatement of Membership** Anyone who has been dropped from the Register of Members **membership database** may be reinstated by requesting the **Membership Coordinator** for reinstatement. ~~subject to meeting the requirements for membership.~~ **At that time, the member will be added back to the membership database by the Office Administrator.**

Section 5: The Director of Administration will provide to the Board new member names and dates for joining the Church to record in Board minutes .



Article III: CONGREGATIONAL MEETINGS

Section 1: The Annual Meeting of the congregation shall be held each year before the beginning of the next financial year, at such time and place as shall be fixed by the Board of Directors.

Section 2: Special meetings shall be called by the Board of Directors, either on its own initiative or upon the written request of at least fifteen members of the Church. In the latter case, the Board will call the meeting within 30 days of the date on which the written request is received. Special meetings are held at such times and places as will be determined by the Board of Directors.

Section 3: The Secretary-Clerk, **working with the President and Director of Administration**, shall notify members of meetings of the congregation by electronic communication and in the TVUUC newsletter at least eight days before the meeting. The business to be transacted at any meeting of the Church shall be specified in reasonable detail, including any actions to be voted on, in the notice of that meeting.

No other business shall be transacted. Copies of proposals to be considered shall be distributed at meetings.

Section 4: All meetings shall be conducted according to the procedures set forth in the current edition of Robert's Rules of Order, but provisions of these Bylaws shall take precedence in the event of a conflict.

Section 5: Fifty (50) members, or one-fourth of the total membership eligible to vote, whichever is less, shall constitute a quorum. Proxy votes shall not be counted toward a quorum. Questions shall be decided by majority vote unless otherwise stipulated in the Bylaws.

Section 6: Proxy voting shall be permitted at the TVUUC annual meeting and at all special meetings. Proxy voting will be conducted in accordance with the procedures approved by the Board of Directors.

Article IV. BOARD OF DIRECTORS

Section 1: The Church is governed by a Board of Directors comprising Church officers, seven members at large, and up to two youth representative members. The Senior Minister and the Director of Administration shall attend Board Meetings as ex-officio, non-voting members.

a) Church Officers shall be:

President, President-elect, Immediate Past President, Secretary-Clerk, Treasurer

b) Board Directors shall be:

Seven elected by the Church for terms of three years. The terms shall be staggered so that two directors are elected every two of three years, and three are elected every third year. When a vacancy occurs during the term of a director, the Board will appoint a replacement to serve until the next annual



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meeting. If the person filling the vacated director position is willing to remain on the Board for the remainder of the term of the vacated position, then that person's name will be on the ballot at the next annual meeting along with the other nominees to the Board. If that person is unable to serve past the next annual meeting, the Nominating Committee shall present a nominee at the next annual meeting. At that meeting, the congregation shall elect a person to serve the remainder of the unexpired term. Board members can be removed in accordance with Board Policies and Procedures and/or the Board Covenant.

c) Youth Representative:

One or two additional directors may be elected by the High School Youth Group. If two are elected and both are present at a Board meeting, they shall each have one-half vote. One representative present at a meeting shall have one vote. Candidates must be members of the Church and active members of the youth group. **RE staff shall oversee the election and communicate to the congregation the name(s) of the youth(s) elected.**

Section 2: The Board of Directors serves the Church and is responsible for following the bylaws as approved by members at congregational meetings. On behalf of the congregation, it shall have general charge of the property of the Church, the conduct of all business affairs of the Church, and oversight of the administration. It shall have the power to receive and administer gifts, make appointments as it deems appropriate and necessary, and otherwise set policies for the conduct of TVUUC affairs.

Section 3: Budget

a. Approval of Detailed and Summary Budget

In discharging its responsibility for fiscal management and accountability on behalf of the Church, the Board, before the beginning of a new fiscal year, shall have prepared a line-item detailed budget of anticipated revenue and expenditures for the coming year. At the annual congregational meeting, the Board shall present a broad category summary of the line-item budget to the congregation for approval.

b. Approval of Extraordinary Expenditures

No expenditure shall be made which exceeds \$10,000 and is not in the budget, unless the expenditure has been approved at a meeting of the congregation.

*****Section 4:** The financial records of the Church shall be subject to a financial review every other year. **The Board may order an audit in its discretion at any time.** ~~with an audit conducted every fourth year by an accountant to be chosen by the Board.~~ The financial review and audit reports shall be made available to any member of the Church requesting access.

Section 5: The Board of Directors shall meet monthly and at such other times as called by the President or any three members of the Board. All members shall be notified of meetings in a timely manner. A quorum of seven Directors is required and a simple majority of votes cast, but not fewer than four affirmative votes, is needed for formal action.



Article V. EXECUTIVE TEAM

Section 1: Members The Executive Team (ET) shall have the following members:

a. The Senior Minister, who as Chief Executive Officer of the Church, shall be the ranking member and serve as chair of the ET.

b. The Director of Administration, with overall responsibility for operations and administration, will function as Executive in Charge when the Senior Minister is unavailable and when specifically appointed to the role by the Senior Minister or the President of the congregation.

Section 2: Responsibilities The ET is responsible for supervising day-to-day operations of the Church. In carrying out its responsibilities, the ET:

a. Will provide executive leadership and oversight to all programmatic elements of the Church including Lifespan Religious Education, Music, Membership and other programs within the various Program Council cluster groups.

b. Will not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful or imprudent or that is in violation of Unitarian Universalist principles, Church Bylaws, Church policies or commonly accepted business practices, accounting, and professional ethics and practices.

c. Will consult with pertinent sectors of the Church community before making decisions. Attending regularly scheduled meetings of the Leadership Team and Program Council should constitute an important means for obtaining said input.

d. Will carry out other responsibilities as designated in its Board-approved charter.

Article VI. PROGRAM COUNCIL

Section 1: Members The Program Council (PC) shall be organized in a manner that will provide representation of all program committees of the Church. The composition and organization of the PC shall be as described in the Board-approved Program Council Charter. The Program Council Chair and the Program Council Chair-elect shall be recruited by the Nominating Committee. At the beginning of each Church year, the Chair shall become the Past-Chair, the Chair-elect shall become the Chair, and a new Chair-elect shall be appointed by the Board. The President-elect shall serve as an ex-officio, non-voting member of the PC.

Section 2: Responsibilities The PC shall assume a leadership role in designing and monitoring program activities of the Church, including establishing program council clusters/committees and recruiting committee chairs. The PC shall facilitate communication and coordination among the various program committees and encourage joint planning in program areas. Additional responsibilities are



described in the Board-approved PC charter. Minutes of Program Council meetings shall be sent to the President for distribution to the Board.

Article VII. LEADERSHIP TEAM

Section 1: Members The Leadership Team (LT) is composed of the President, President-elect, Past President, Program Council Chair, Program Council Rising Chair, Treasurer, **Treasurer-elect**, Director of Religious Education, Senior Minister, and the Director of Administration.

Section 2: Responsibilities The Leadership Team shall support the Executive Team, the Board, and the Program Council in the following ways:

- a. Assist the President with the development of the monthly board agenda and provide any advice as may be appropriate.
- b. Assist other members of the team with regard to important decisions that affect their official responsibilities,
- c. Ensure that important decisions are made by the appropriate Church entities, and shall serve as a consultative body for the Executive Team.
- d. Comply with the requirements of the Board-approved Leadership Team Charter.

Article VIII. COMMITTEES

Section 1: Committee Charters: The Board of Directors will determine which church committees need to have Board-approved charters and/or manuals to describe their operations.

Section 2: Attendance at Committee Meetings: Meetings of the Board and any Church committee are open to attendance by TVUUC members, except for sessions designated by the relevant body as executive sessions because of the sensitive nature of issues under consideration.

The participation of visitors will follow procedures established by the relevant body.

Section 3: Board Committees Board committees shall be defined as those committees whose functions are important to fulfilling the responsibilities of the Board or that are fundamental to the operation of the Church; they are accountable to the Board of Directors.

All Board committees shall have a chair appointed by the Board (except for the Finance Committee) for a term determined by the respective committee charters. Members of Board committees shall be selected by their chairs in consultation with the President and approved by the Board.



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All chairs and members of Board committees must be members of the Church.

A list of all Board committees and their membership shall be maintained in the Church office.

The following are Board committees: Finance Committee, Personnel Committee, Stewardship Committee, Strategic Planning Committee, and any Board task force or other committee so designated by the Board.

a. Finance Committee

The Finance Committee shall consist of the Treasurer, acting as chairperson, a Treasurer-elect selected during odd numbered years, the President, President-elect, the Director of Administration, the Senior Minister and such other members as the Board shall designate. The Committee shall be responsible for preparing an annual budget, overseeing the management of the Church's funds, and advising the Board on all financial matters, including non-cash assets. These and any other duties shall be described in a Board-approved Finance Manual.

b. Personnel Committee

The Personnel Committee shall consist of a Chair, a rising Chair, a past Chair, and at least three other at-large members. The at-large members shall be appointed annually with terms not to exceed three years. The Personnel Committee supports the Executive Team in all matters related to Church staff, except for the minister(s). The Senior Minister, the Director of Administration and a liaison member of the Board will be ex-officio, non-voting members.

The Personnel Committee shall maintain the Personnel Policies and Procedures Manual and abide by any responsibilities as assigned therein to the Personnel Committee. Additional roles and responsibilities shall be as described in the Board-approved Personnel Committee Charter.

c. Stewardship Committee

The Stewardship Committee shall consist of a Chair or Chairs and Chair(s)-elect, a flexible number of committee members, and a liaison member of the Board as an ex-officio, non-voting member. The Stewardship Committee shall be responsible for conducting an annual pledge campaign toward a goal determined by the Board and, at the end of the campaign, reporting the results to the Finance Committee so that a final budget for the next fiscal year can be prepared. The Stewardship Committee will provide the Board with regular updates during the planning and implementation of the campaign.

Section 4: Elected Committees All members of the Endowment Fund Committee and the Nominating Committee are elected by the congregation and must be members of the Church.

Elected committees will periodically report to the Board but are ultimately responsible to the congregation.

A mid-term vacancy on either elected committee will be filled by Board appointment until the next annual congregational meeting, at which time a nominee will be put on the slate for a congregational vote.

a. Nominating Committee

The Nominating Committee shall be composed of six (6) elected persons, who shall serve two-year terms. Committee members may not be elected for successive terms. In addition to the elected



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members, a liaison member of the Board shall also attend as an ex-officio member. At each year's Annual Meeting, the congregation will elect two members and a Chair-elect. The previous year's Chair-elect becomes the new Chair and the two members elected the previous year serve the second year of their term.

The Committee shall present nominee(s) at the Annual Meeting for the following positions:

- President-elect **to serve one year as President-elect, one year as President, and one year as past President;**
- Secretary-Clerk **for a one-year term;**
- Treasurer-elect, in even numbered years to serve one year as Treasurer-elect and two years as Treasurer;
- Chair-elect of the Program Council to serve one year as Chair-elect, one year as Chair, and one year as past-Chair;
- Two members of the Nominating Committee;
- Chair-elect of the Nominating Committee to serve one year as Chair-elect and one year as Chair;
- Nominees for Board member at-large will be presented for three-year terms; two Board members are nominated every two of three years and three are nominated every third year; and
- The number of Endowment Fund Committee members needed to maintain a total membership of seven (7), as reflected in the Endowment Fund Committee Charter.

- **Chair-elect of the Personnel Committee**

The names of all nominees shall be made available to members of the Church at least eight (8) days prior to any election. If the Nominating Committee has not been able to find a nominee for any position, this should be communicated to the President at least eight (8) days prior to any election. Nominations from the floor for such positions shall then be in order.

Nominations from the floor for any elected office shall also be in order.

b. Endowment Fund Committee

The Endowment Fund Committee shall have seven (7) voting members elected for three-year terms. The Finance Committee chair and a liaison member of the Board will attend as ex-officio, non-voting members. Qualifications for voting membership on the Committee are defined in the Endowment Fund Committee Charter. Any amendments to the charter must be reviewed by the Board and approved by the congregation.

5: Other Committees: In addition to those committees defined in these Bylaws, the Board, Program Council and Executive Team may establish any other committees deemed necessary to accomplish their respective roles in fulfilling the mission of the Church. Chairpersons of committees shall serve for one year or until their successors have been appointed or the committee is dissolved.

A list of all committees and their members shall be maintained in the Church office **and on the Church website by the Office Administrator.**



Article IX. OFFICERS

Section 1: President: The President is the chief lay officer of the Church and is responsible for the implementation of rules, policies, and directives established by the Church and the Board. He/she shall recommend for Board approval those committee chairpersons whose selection is not otherwise specified by these Bylaws or by policy statement. In the event of a vacancy in the office of President occurring during the first six months of the term, the immediate Past-President shall fulfill those duties. If the vacancy shall occur in the second six months of the term, the President-elect shall take office for the unexpired period in addition to his/her regular term. The President will also chair the Leadership Team.

Section 2: President-elect The President-elect shall automatically become President after his/her term as President-elect. During his/her term the President-elect shall act for the president in his or her absence and attend meetings of committees as advised by the President. The President-elect will also attend Leadership Team meetings. In the event of a vacancy in the office of President-elect, the Nominating Committee shall present for congregational approval at least one successor candidate at a special congregational meeting to be held as soon as possible after the President-elect is no longer available to perform the duties of office. Nominations from the floor shall be in order. The successor will fulfill the unexpired term.

Section 3: Secretary-Clerk The Secretary-Clerk shall take the minutes of the meetings of the congregation and the Board. The draft proposal of the Secretary-Clerk's minutes of meetings shall be prepared promptly. Board minutes shall be available in the Church office. Congregational meeting minutes and Board meeting minutes shall be approved by the Board and posted electronically and in the Church in a manner conducive to congregational inspection, and shall thereafter be available in the Church office for congregational review. The Secretary-Clerk shall prepare official correspondence and make revisions in official records of meetings as directed by the Board. The Secretary-Clerk's records for the past **year(s)** shall be turned over to the incoming Secretary-Clerk.

Section 4: Treasurer The Treasurer is the chief financial officer of the Church and, as Chairperson of the Finance Committee, shall coordinate and implement the duties of that Committee. The Treasurer is specifically vested with the power to sell, transfer, reinvest or otherwise manage non-cash assets of the Church at the direction of the Board. The Treasurer shall report to the Board, at the Annual Meeting, and at special meetings as required, and shall serve as **an** non-voting-ex-officio member of the Endowment Fund Committee. The Treasurer shall be responsible for review and reconciliation of account balances ~~and the preparation of a monthly report for the Finance Committee~~ **for the Board.**



Article X. FISCAL YEAR

The fiscal year shall begin July 1st of each year and end June 30th.

Article XI. EMPLOYEES OF TVUUC

Section 1: TVUUC shall endeavor to have on its staff a full-time minister and such other staff members as are deemed necessary for the discharge of its mission. In the event there is more than one ministerial staff position, one of these is herein referred to as that of Senior Minister. If there is only one ministerial staff position, then bylaw provisions related to Senior Minister shall apply to that position.

Section 2: A job description describing current duties, responsibilities and requirements for each position shall be available. The Board shall approve the Job Descriptions for the called ministers, **non-called ministers**, and the Director of Administration. Job descriptions for other employees will be approved by the Executive Team and the Personnel Committee.

Section 3: Each employee will also have a Letter of Agreement specifying salary, benefits, and any other aspects of the employer/employee relationship as appropriate. Letters of Agreement for called ministers and the Director of Administration will be negotiated and approved by the Board. All other Letters of Agreement, will be negotiated and approved by the Executive Team and the Personnel Committee.

Section 4: The Senior Minister shall have primary responsibility for the spiritual interests and wellbeing of the congregation, by way of religious gatherings of the congregation and pastoral services to individuals and families. The Senior Minister shall also serve as the Chief of Staff and Chair of the Executive Team and shall conduct such administrative and management duties as defined by his/her Job Description, Letters of Agreement and the Executive Team Charter.

- a. The Ministers of this Church shall have the freedom to express their opinions on any and all matters, both within and without the pulpit.
- b. The Senior Minister shall be an ex-officio member of the Board of Directors, without a vote, and of all other committees as appropriate, save the Nominating Committee, to which the Minister shall have the privilege of submitting suggestions.
- c. Election and dismissal of the Senior Minister shall be by written ballot and shall require a two-thirds vote of those present and voting at a meeting of the Congregation. A minimum 90-day notice is required in case of resignation or dismissal.



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Section 5: Candidates for the office of Senior Minister shall be chosen from among ministers in fellowship with the Unitarian Universalist Association and according to the procedures recommended by the Association.

a. When a Search Committee becomes necessary the Board shall submit for congregational approval nominations to form a committee of at least (5) and no more than nine (9) persons. The Search Committee shall be composed of persons who are members of the Church as of the date of their election.

Additional nominations from the floor shall be in order. The election of the Search Committee shall take place at a meeting of the Church.

b. The Search Committee, having been elected by the congregation and having diligently searched, shall recommend a single candidate, keeping confidential its contacts with all other ministers.

Section 6: The selection and dismissal of any other called ministers on the church staff shall be by the same procedure as for the Senior Minister.

Section 7: The Search Committee for any position other than that of a called **minister** shall be selected by the Personnel Committee and the Executive Team. Selection and dismissal of any employee other than a called minister or the Director of Administration shall be made by the Executive Team in consultation with the Personnel Committee.

Dismissal of the Director of Administration requires Board approval by a two-thirds majority.

Section 8: It is expected that employees of TVUUC shall work harmoniously together in accomplishing the mission of the Church. However, in case of serious conflict the Personnel Committee, in consort with the Board, shall mediate or arrange for mediation.

Article XII. AMENDMENTS

These bylaws may be amended or repealed at any annual meeting of the Church or at any special meeting called for that purpose, by a two-thirds vote of those present and voting. The text of any proposed changes shall be provided in the notice of the meeting.

Article XIII. DISSOLUTION

Should this Church cease to function and the membership vote to disband, any assets of the Church will be transferred to the Southeastern District of the Unitarian Universalist Association or its successor, for its general purposes. This transfer shall be made in full compliance with relevant state and federal laws.