



Tennessee Valley Unitarian Universalist Church 2024 Bylaws Revision Version 7b

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, Congregation, or Church).

Section 2: Purpose: TVUUC is 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 Shared Vision (Core Values, Covenant, Mission, and Vision), and the Goals adopted by the Board of Directors. The Church will operate in accordance with these principles.

Section 3: Affiliation: The Church will maintain membership with the Unitarian Universalist Association and 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.

Section 2: Register of Members: There will be a register of all members.

Section 3: Resignation/Reinstatement of Membership: Any member may resign at any time by giving notice to the Church office. Their name will then be removed from the Register of Members. Anyone who has been dropped from the Register of Members may be reinstated at any time by giving notice to the Church office.

Article III: CONGREGATIONAL MEETINGS

Section 1: Annual and Midyear Meetings of the Congregation will be held each year on the dates selected by the Board of Directors. During these meetings, the Board of Directors and the Management Team will provide the Congregation with updates on the Church's priorities as they relate to the Church's Shared Vision and Goals.



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Section 2: Special congregational meetings will 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 receiving the written request. Special meetings are held at such times and places as will be determined by the Board of Directors.

Section 3: The Secretary, working with the President and Director of Finance and Operations, will notify members of meetings of the Congregation by TVUUC electronic communications at least eight (8) days before the meeting. The business to be transacted at any meeting will be specified in reasonable detail, including any actions to be voted on, in the notice of that meeting. Copies of proposals to be considered will be available for distribution at meetings.

Section 4: All meetings will be conducted in accordance with the Church Covenant, but Robert's Rules of Order will take precedence in the event of a conflict. An opportunity for online participation and voting will be made available to those members who prefer not to attend in person.

Section 5: Fifty (50) members, or one-fourth of the total membership eligible to vote, whichever is less, will constitute a quorum. Questions will be decided by majority vote unless otherwise stipulated in the Bylaws.

Section 6: Proxy voting will be permitted at congregational meetings and at all special congregational 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, a Treasurer-Elect, seven members-at-large, and up to two youth representative members. The Management Team members and Program Council Chairs can attend Board Meetings as ex-officio, non-voting members.

- a) *Church Officers will be:*
The President, Vice President, Secretary, and Treasurer.



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b) The Board of Directors will be:

The seven members-at-large are elected by the Church for terms of three years. The terms will 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 a director's term, the Board will appoint a replacement to serve until the next regular meeting of the Congregation. 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 congregational meeting along with the other nominees to the Board. If that person cannot serve past the next regular meeting of the congregation, the Leadership Development Committee will present a nominee at the next meeting. At that meeting, the Congregation will elect a person to serve the remainder of the unexpired term. Board members can be removed in accordance with Board Policies and Procedures.

c) Youth Representative:

One or two additional directors may be elected solely by TVUUC youth registered as High School students in the TVUUC Religious Exploration program. The candidates must be enrolled in high school, registered in the TVUUC Religious Exploration program, and, by the time they begin fulfilling their role on the Board of Directors, a member of TVUUC. Each youth representative at a Board meeting will have one vote. Each youth representative will serve one year and may be elected to serve a maximum of three years. Religious Education staff will oversee the election and communicate to the congregation the names of the youth(s) elected. Vacancies arising mid-term will be filled via the same process of election solely by TVUUC youth registered as High School students in the TVUUC Exploration program and must meet the requirements listed above.

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 will have general charge of the property of the Church, the conduct of all business affairs of the Church, and oversight of the administration. It will 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 will have prepared, before the beginning of the new fiscal year, a detailed, balanced line-



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item budget of anticipated revenue and expenditures. At the Annual Congregational meeting, the Board will present a broad category summary of the line-item budget to the Congregation for approval.

b) Approval of Extraordinary Expenditures

No expenditure that exceeds \$15,000 and is not in the budget will be made unless the expenditure has been approved at a meeting of the Congregation or unless the expenditure has been approved by all members of the Finance Committee and 75% of all Board members to meet a dire emergency involving the building.

Section 4: The Church's financial records will be subject to an independent financial review or audit at any time the Board designates. Financial review or audit reports will be made available to any member of the Church requesting access.

Section 5: The Board of Directors will meet monthly and at such other times as called by the President or any three members of the Board. All members will 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. MANAGEMENT TEAM

Section 1: Members: The Management Team will be accountable to and regularly report to the Board of Directors. It will consist of the following members, who will be ex-officio members of the Board:

- a) The Senior Minister
- b) The Director of Finance and Operations
- c) The Director of Religious Exploration
- d) The Director of Music

Section 2: Responsibilities: The Management Team collaborates to manage the ongoing operations of the Church. Its four peer members are the Director of Finance and Operations, who chairs the team, the Senior Minister, the Director of Religious Exploration, and the Director of Music. Their respective focuses are Managerial, Financial, and Operational Affairs, Pastoral Care and Outreach, Lifespan Religious Education, and organization of the Music Program. In carrying out its responsibilities, the Management Team:

- a) Will meet regularly to coordinate its members' ministerial, educational, worship, outreach, and operational duties.



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- b) Will consult with pertinent sectors of the Church community when making decisions.
- c) Will provide empowering leadership and maximize the development opportunities for staff and volunteers involved in church operations.
- d) Will formulate the Management Team Charter to establish meeting, decision, and evaluation guidelines.
- e) Will provide regular reports to the Board.
- f) Will not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful or imprudent or that violates Unitarian Universalist principles, Church Bylaws, Church policies, or commonly accepted business practices, accounting, and professional ethics and practices.
- g) Will carry out other responsibilities as designated in its Board-approved charter.

Article VI. PROGRAM COUNCIL

Section 1: Members: Every program, from service groups to community partnerships, will have a designated leader and should belong to a relevant cluster for focused collaboration.

The Program Council composition reflects diverse viewpoints, and two Co-Chairs will facilitate seamless operations and membership updates. Co-chairs will be elected by the Congregation annually, but each can seek re-election as desired. Co-Chairs will act as ex-officio members of the Board. The composition and organization of the Program Council will be as described in the Board-approved Program Council Charter.

Section 2: Responsibilities: The Program Council fosters collaboration and synergy among church programs. It supports TVUUC's Shared Vision and Goals by reviewing and voting on new program proposals, establishing thematic clusters, and recruiting cluster leaders.

The Program Council will assume a leadership role in designing and monitoring program activities of the Church, including establishing Program Council clusters and recruiting program chairs. The Program Council will facilitate communication and coordination among the various program committees and encourage joint planning in program areas. Additional responsibilities are described in the Board-approved Program



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Council charter. Minutes or a summary of Program Council meetings will be sent to the President for distribution to the Board.

Article VII. Church Groups

Section 1: Group Definition: Standard definitions for each type of group that supports Church functions or is involved in Church activities are required for data management, documentation, and communication consistency. These bylaws assume the following definitions:

- Committees – Groups supporting church governance and Board functions.
- Programs – Groups involved in Church service, special interest, community involvement, activism, and community partnerships.
- Standing Teams – Groups involved with ongoing processes to support worship services and day-to-day operations.
- Volunteer Teams – Groups recruited with specialist skills for short-term commitments and specific tasks for major projects and initiatives.

Section 2: Group Charters: The Board of Directors will determine which Church committees, teams, or programs need to have Board-approved charters and/or policies to describe their operations.

Section 3: Attendance at Group Meetings: Meetings of the Board and any TVUUC 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. Visitors will participate by following procedures established by the relevant body.

Section 4: Board Committees: Board committees will 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. Each Board Committee charter will specify reporting and liaison requirements (some committees may have members who are currently Board members).

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



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

A list of all Board committees and their membership will be maintained in the Church office. The following are Board committees: Finance Committee, Personnel Committee, Stewardship Committee, Strategic Planning Committee, Building and Grounds Committee, and any Board project team or other group so designated by the Board.

a) Finance Committee

The Finance Committee will consist of the Treasurer acting as chairperson and a Treasurer-Elect. The Committee will prepare an annual budget, oversee the management of the Church's funds, and advise the Board on all financial matters, including non-cash assets. Membership other than the Treasurer, Treasurer-Elect, and any other duties will be described in a Board-approved Finance Committee Charter.

b) Personnel Committee

The Personnel Committee will consist of a Chair or Co-chairs and at least three additional at-large members. The Personnel Committee supports the Board in all matters related to Church staff. The Management Team and the President of the Board or their assigned representative will be ex-officio, non-voting members of the Personnel Committee.

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

c) Stewardship Committee

The Stewardship Committee will consist of a Chair or Co-Chairs and a flexible number of committee members. The Stewardship Committee will be responsible for conducting an annual pledge campaign 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.

d) Strategic Planning Committee

The Strategic Planning Committee will consist of a Chair or Co-Chairs and a flexible number of committee members. The Strategic Planning Committee will be responsible for gathering congregation, staff, and



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volunteer input and feedback concerning TVUUC's Shared Vision (Core Values, Covenant, Mission, Vision) and Goals. It will assist the Board in developing, deploying, and tracking Goals and other Board-sponsored efforts and provide the Board with quarterly updates. The Strategic Planning Committee will ensure that there are processes in place for accountability and results.

e) *Building and Grounds Committee*

The Building and Grounds Committee will consist of a Chair or Co-Chairs and a flexible number of committee members. It will serve as the Congregation's responsible body for ensuring that TVUUC's buildings and grounds are adequately maintained and that they represent the wishes of the Congregation. It will actively coordinate with the Director of Finance and Operations in determining priorities and assisting with implementing plans, programs, and activities. The Committee will also collaborate with other church entities in carrying out its responsibilities.

Section 4: Elected Committees: All members of the Endowment Fund Committee and the Leadership Development 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 congregational meeting. At that time, a nominee will be put on the slate for a vote by the Congregation.

a) *Leadership Development Committee*

The Leadership Development Committee will be composed of at least six (6) elected members who will serve at least two-year terms. Committee members may be elected for successive terms. In addition to the elected members, the Vice President will also attend as an ex-officio member. The Congregation will elect two members and a Chair-elect at each year's Annual Meeting. The previous year's Chair-elect becomes the new Chair, and the Chair becomes the Past Chair. At least two members elected the previous year serve the second year of their term. The Committee will present nominee(s) at the Annual Meeting for the following positions:

- President to serve a term of one year and can be re-elected up to three successive terms with the expectation that each President will serve at least two years.
- Vice President to serve a term of one year and can be re-



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elected up to three successive terms with the expectation that each Vice President would serve at least two years.

- Secretary for a one-year term.
- Treasurer-Elect, in odd-numbered years, will serve one year as Treasurer-elect and two years as Treasurer.
- Co-Chairs of the Program Council, who can be reelected as the Congregation chooses.
- Two members of the Leadership Development Committee.
- Chair-elect of the Leadership Development Committee to serve one year as Chair-elect, one year as Chair, and one year as Past 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.
- The number of Endowment Fund Committee members needed to maintain a total membership of seven (7), as reflected in the Endowment Fund Committee Charter.

In addition to providing nominees, the Leadership Development Committee will provide a training and development plan for each nominee, identifying resources and time frames consistent with the responsibilities of the position the nominee will be assuming.

The names of all nominees will be made available to members of the Church at least eight (8) days prior to any election. If the Leadership Development 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 will then be in order.

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

b) Endowment Fund Committee

The Endowment Fund Committee will have seven (7) voting members elected for three-year terms. Each year, the Board will select one or two of its members, or one of its members and the Senior Minister, to be the non-voting, ex-officio member(s) of the Endowment Fund Committee for that year. 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.

Section 5: Other Committees, Teams, and Programs: In addition to those committees defined in these Bylaws, the Board, Program Council, and Management Team may establish any other Standing Teams,



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Volunteer Teams, and Programs deemed necessary to accomplish their respective roles in fulfilling the mission of the Church.

A list of all Committees, Teams, and Programs and their members will be maintained in the Church office and on the Church website.

Volunteer Teams will be composed of church members and friends with expertise and/or other resources that can contribute substantially to TVUUC's Goals and Shared Vision (Mission, Values, Covenant, and Vision). Team members may be called on to accomplish a specific task in an agreed-upon time frame or work on a short-term project. Attendance at Board or Committee meetings is not required but may be requested.

Standing Teams will consist of volunteers and staff members involved in ongoing processes supporting worship services and day-to-day operations. These teams are expected to receive feedback from the Congregation and constantly improve the Church's processes.

Article VIII. 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 Congregation and the Board. They will serve a term of one year and can be re-elected up to three terms with the expectation that each President would serve at least two years. They will 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 the President, the Vice President will fulfill those duties until a new President is elected. A new President will be elected at the next scheduled congregational meeting. The President will consult with the Management Team and other TVUUC stakeholders in preparation for Board Meetings.

Section 2: Vice President: During their term, the Vice President will act for the President in their absence and attend meetings as requested by the President. In the event of a vacancy in the office of Vice President, the Leadership Development Committee will present for congregational approval at least one successor candidate at a special congregational meeting to be held as soon as possible after it is anticipated that the Vice President will not be available to perform the duties of the office. Nominations from the floor will be in order. The successor will fulfill the unexpired term.



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

Section 4: Treasurer: The Treasurer is the chief financial officer of the Church and, as Chairperson of the Finance Committee, will coordinate and implement the duties of that Committee. The Treasurer is specifically vested with the power to sell, transfer, reinvest, or otherwise manage the Church's non-cash assets at the board's direction. The Treasurer will report to the Board at the Annual Meeting and at special meetings as required and will serve as an ex-officio member of the Endowment Fund Committee. The Treasurer will be responsible for reviewing and reconciling account balances for the Board.

Article IX. FISCAL YEAR

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

Article X. EMPLOYEES OF TVUUC

Section 1: TVUUC will endeavor to have on its staff a full-time Senior Minister, a Director of Finance and Operations, and other ministers and staff deemed necessary for the discharge of its mission.

Section 2: A job description describing current duties, responsibilities, and requirements for each position will be recommended by the Personnel Committee and available to Congregation members. The Board will have final approval of all Job Descriptions that are recommended by 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. The Board will negotiate and approve letters of Agreement for called ministers and the Director of Finance and Operations. All other Letters of Agreement will be negotiated



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and approved by the Personnel Committee and presented to the Board of Directors.

Section 4: The Senior Minister will have primary responsibility for the spiritual interests and well-being of the Congregation by way of religious gatherings of the Congregation and pastoral services to individuals and families.

- a) The Ministers of the Church will have the freedom to express their opinions on any and all matters, both within and without the pulpit.
- b) The Senior Minister will provide input and suggestions to the Board of Directors and all other committees as appropriate.
- c) Election and dismissal of the Senior Minister will be by written ballot and will require a two-thirds vote of those present and voting at a meeting of the Congregation. A minimum of 90 days notice is required in case of resignation or dismissal.

Section 5: Candidates for the office of Senior Minister will 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 will submit for congregational approval nominations to form a committee of at least five (5) and no more than nine (9) persons. The Search Committee will be composed of people who are members of the Church on the date of their election.

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

- b) The Search Committee, having been elected by the Congregation and having diligently searched, will 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 will be by the same procedure as for the Senior Minister.

Section 7: The Search Committee for any full-time position other than that of a called minister will be selected by the Personnel Committee and the Management Team. The selection and dismissal of any full-time



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employee will be made by the Board of Directors in consultation with the Personnel Committee.

Director-level staff are empowered to conduct the hiring for limited-time departmental staff.

Article XI. AMENDMENTS

These Bylaws may be amended or repealed at any meeting of the Congregation 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 will be provided in the meeting notice.

Article XII. DISSOLUTION

Should this Church cease to function and the membership votes to disband, the Board, in consultation with the Endowment Fund Committee, will disperse endowment funds in accordance with the TVUUC Endowment Charter, and the Board will transfer other assets of the Church to the Southeastern District of the Unitarian Universalist Association or its successor, for its general purposes.

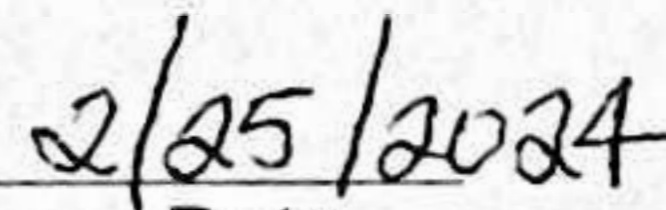
These transfers will fully comply with relevant state and federal laws. The Board, in consultation with the Endowment Fund Committee, will make provision for the perpetual care of the Memorial Garden.

Certification

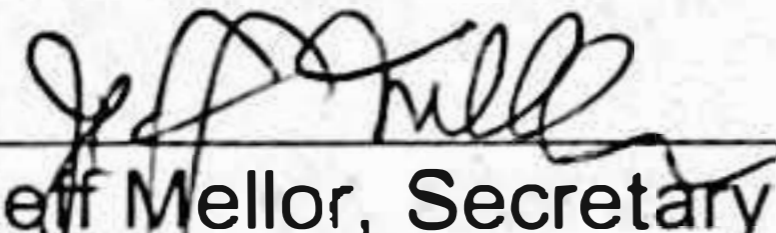
This is to certify that the above document is a true and correct copy of the Tennessee Valley Unitarian Universalist Church Bylaws as amended by the TVUUC Congregation at its meeting on February 25, 2024



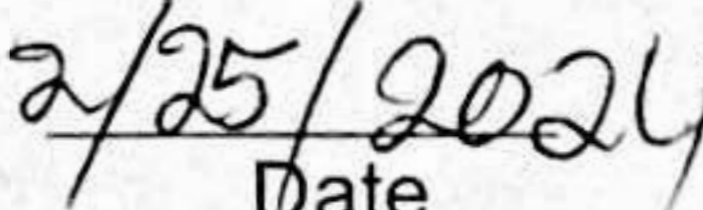
Edward Chin, President



Date



Jeff Mellor, Secretary



Date