

Bylaws of the
**North Texas Association of
Unitarian Universalist Societies**

Adopted: May 22, 2010

ARTICLE I -- NAME

The name of the Association shall be the **NORTH TEXAS ASSOCIATION OF UNITARIAN UNIVERSALIST SOCIETIES, INC.**, hereinafter, referred to as the Association.

ARTICLE II -- PURPOSE

The purpose of the Association shall be the promotion and coordination of Unitarian Universalism in North Texas.

ARTICLE III -- OFFICES

A. **Registered Office.** The registered agent of the Association shall be the President and the registered office of the Association shall be the president's mailing address, or such other person and address as shall be fixed by the Board of Directors.

B. **Other Offices.** The corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine and specify.

ARTICLE IV -- MEMBERSHIP

A. Unitarian Universalist Societies in the following counties in Texas, which are affiliated with the Unitarian Universalist Association, are eligible to become participating member societies in the Association: **Archer, Anderson, Brown, Bosque, Bell, Clay, Cooke, Collin, Camp, Comanche, Cherokee, Coryell, Denton, Delta, Dallas, Eastland, Erath, Ellis, Fannin, Franklin, Freestone, Falls, Grayson, Gregg, Hunt, Hopkins, Hood, Henderson, Hamilton, Hill, Jack, Johnson, Kaufman, Lamar, Lampasas, Limestone, Montague, Mills, McLennan, Navarro, Palo Pinto, Parker, Red River, Rockwall, Rains, Rusk, Somervell, Stephens, Smith, Tarrant, Titus, Upshur, Van Zandt, Wichita, Wise, Wood and Young.**

B. A "participating member society" shall be an eligible society which has designated a director or directors as provided in Article V and Article VI.

ARTICLE V -- BOARD of DIRECTORS

A. The Board of Directors of the Association shall be responsible for establishing and implementing objectives and programs that further the purpose of the Association. Individual Directors shall act in the best interests of the Association, while always representing the society which appointed them.

B. The Board of Directors shall be composed of representatives designated from its lay membership by each participating member society.

C. Each member society shall be entitled to designate one Director and, in addition, shall be entitled to designate an additional Director for each five hundred members, up to a total of two additional directors, based on the number of directors which it certifies and for which it pays dues to the Association. The President of the Association shall be considered to represent the entire Association and shall not be considered as a designee of any member society for purposes of this paragraph.

D. The parish minister(s) of each participating society and the District Executive for the Unitarian Universalist Association whose district includes Dallas and Tarrant Counties shall constitute an Advisory Board with which the Board of Directors shall confer as it deems advisable.

E. Failure of a society to select its allowed number of Directors shall not affect the standing of the directors selected.

ARTICLE VI -- TERMS of BOARD of DIRECTORS

Terms of Directors shall start on June 1 of each year and shall be for a term on one year. Should any vacancy or vacancies occur by reason of death, resignation, or otherwise, the member societies shall have the power to fill such vacancies for the remainder of the Director's term, by appointment, as provided above. Should any such vacancy not be filled within thirty days, or should any member society's governing body fail to certify the name of the Director when required herein, and as a result thereof the total number of Directors is then less than six in number, the Board of Directors shall have the power to appoint Directors-at-Large by majority vote, at a special or annual meeting at which a quorum is present, to create the number of Directors necessary to maintain a minimum of six Directors.

ARTICLE VII -- OFFICERS

Officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as the Board may from time to time designate. All officers must be members of the Board and shall be elected at the annual meeting except that the President may be either a present or past member of the Board at the time of election, and if a past member of the Board shall become a member of the Board representing the entire Association upon his or her election as provided in Paragraph C of Article V. The terms of the officers shall commence on June 1 and they shall serve for a term of two years, or until a successor is duly elected and qualified. All officers shall be eligible to serve two full terms plus any partial term if elected midterm. Officers shall be eligible for re-election after the passage of a two year term out of office. In case of an officer vacancy prior to completion of the term, the Nominating Committee shall nominate a replacement. The Board of Directors will vote on the recommendation at the next meeting.

ARTICLE VIII -- COMMITTEES

The Board of Directors shall by majority vote at any regular or special meeting thereof have the power to designate and appoint members of such committees as it may deem appropriate. The chairman of each committee must be a Board member, but the other committee members need not be members of the Board or of a member society.

ARTICLE IX -- ANNUAL and SPECIAL MEETINGS

- A. The **annual meeting** of the Association shall be in the Spring of each year at a date set by the Board of Directors at a prior meeting and shall take place prior to June 1.
- B. **Special meetings** may be made upon the call of the President or upon written request of any three members of the Board of Directors to the President. Any such special meeting shall be held within ten days of the receipt of the request.
- C. The Board of Directors may set regularly scheduled meetings. Each Director shall be deemed to have notice of such scheduled meetings without the necessity of individual notice for each meetings.
- D. Any action required to be taken at any meeting of the Board of Directors of the Association, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof, or all member of the committee as the case may be. Such consent shall have the same force and effect as a unanimous vote, and shall be stated as such in any articles or document filed with the Secretary of State under the Texas Non-Profit Corporation Act or for any other purpose of the Association.

ARTICLE X -- NOTICES

- A. Notice of the annual meeting shall be sent to the governing body of each member society not less than twenty days prior to the date of the annual meeting.
- B. Notices of special and rescheduled meetings of the Board of Directors, except regularly scheduled meetings, shall be sent to each director not more than 10 nor less than 2 days prior to the date of such meeting, except that for a rescheduled meeting occurring within 3 days of its original time, reasonable effort toward notification of absent members shall suffice.

ARTICLE XI -- QUORUM

- A. A quorum shall consist of one third (1/3) of the Board of Directors.
- B. Any meeting at which a quorum is not present may be rescheduled by the President to a time not to exceed two weeks after thereafter. Any such rescheduled meeting likewise may be rescheduled should a quorum not be present. Reasonable notice as required under Article X shall be given to all members.

ARTICLE XII -- DUTIES of OFFICERS and DIRECTORS

- A. The **Board of Directors** shall be the governing body of the Association.
- B. The **President** shall be the chief executive officer and is delegated the power to make and execute contracts for the Association, call any necessary special meetings of the Board Directors, and carry on the business of the Association.
- C. The **Secretary** shall be responsible for keeping the minutes and records of the Association, sending out notices of meetings, recording meetings and cosigning contracts and other legal documents along with the President, where required by law.
- D. The **Vice-President** shall fulfill the duties of the President in the absence of the President.
- E. The **Treasurer** shall be responsible for the collecting and disbursing of funds and assets of the Association, keeping records and making regular accounting reports thereof to the Board of Directors.
- F. **Other officers** shall have such duties as the Board of Directors may from time to time designate.
- G. The Board may establish the dues for member societies.

ARTICLE XIII – ENDOWMENT FUND

The Board of Directors shall establish an endowment fund to manage its investment assets to be run by a committee designated for that purpose. The election, duties, powers, terms of office and governing rules of the committee and the endowment fund shall be governed by a separate document adopted by the Board of Trustees and as amended from time to time by the Board of Trustees.

ARTICLE XIV -- AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors; however, if at least three members of the Board, two of whom are from different societies, so request, proposed amendments of the Bylaws must be referred to the Board of Directors (or equivalent) of each member society, and then shall become effective only when approved by two-thirds (2/3) of those Boards of Directors.

ARTICLE XV -- DISSOLUTION

A. In the event of **dissolution** other than through bankruptcy or receivership proceedings, all assets belonging to the Association or in which the Association has a beneficial or future interest, shall be transferred to the Unitarian Universalist Association of Boston, Massachusetts, after payment of or provisions for all debts of the Association, and none of such property or assets shall ever revert to or become the property of any individual or corporate member or officer or Director of the Association.

B. The **transfer** to the Unitarian Universalist Association of Boston, Massachusetts, shall be provided for in any plan of dissolution and the failure of this Association's Board of Directors to meet for a period of two years shall be deemed the consent of the Board to dissolution, and upon demand of any member society

or any member of the Board a plan of dissolution may be filed as provided by the Texas Non-Profit Corporation Act after thirty days written notice to the Association at the registered office of the Association.

C. The consent to dissolution by the Directors then in office shall be implied if the Board does not hold a meeting in accordance with these Bylaws, at which a quorum is present, within thirty days from the date of such notice.

ARTICLE XVI -- FISCAL YEAR

The fiscal year of the Association shall end on September 30 of each year.

ARTICLE XVII -- VOTING

All business at a meeting of the Board of Directors of the Association shall be decided by majority vote of Directors present unless otherwise provided in these Bylaws.

[Note: Article titles, section letters and paragraph numbers have been added to the text of this document for the sake of clarity. They should not be considered part of the Bylaws.]