

**Bylaws of**  
**Southwest Unitarian Universalist Women (SWU UW)**  
**A Texas Non-Profit Corporation**

*Bylaws approved: February, 2003 amended February 25, 2006*

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Women in the churches and fellowships of the Southwest District of the Unitarian Universalist Association (UUA) shall form a District women's organization.

**ARTICLE I. NAME**

This organization shall be known as the Southwest Unitarian Universalist Women, hereinafter called SWU UW.

**ARTICLE II. PURPOSE**

The Corporation is organized exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Consistent with, and while pursuing these purposes, SWU UW has the following additional purposes:

- To deepen the religious life of the women of the Southwest District;
- To bring the women of the Southwest District of the UUA into closer acquaintance, cooperation, and fellowship through the SWU UW annual conference, the Southwest Unitarian Universalist Summer Institute (SWU USI) and other district events;
- To promote the formation of new women's groups in the Southwest District of the UUA (the "District") churches and fellowships;
- To develop women leaders to be a strong and effective voice within the Southwest District of the UUA.
- To sponsor a district-wide Women's Conference to be held annually within the Southwest District;
- To educate SWU UW members on social issues; and
- To work across the globe to promote greater social justice through long term systemic change at the local, national and international level.

No substantial part of the activities of the Corporation shall be the attempt to influence legislation in the United States, and the Corporation shall not intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in the United States.

### **ARTICLE III. OFFICES**

Section 3.01 **Principal Office.** The principal office of the Corporation shall be located at 6720 Brentwood Stair Road, Fort Worth, TX 76112-3310 and changed as the Board of Directors of the Corporation (the “Board”) may determine from time to time.

Section 3.02 **Other Offices.** The Corporation may have such other offices anywhere in the Southwest District of the UUA as the Board may determine.

Section 3.03 **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain within the State of Texas a registered office and a registered agent as required by the Texas Non-Profit Corporation Act (the “Act”). The registered office and/or agent may be changed from time to time by the Board. Notice of any change shall be timely filed with the office of the Texas Secretary of State as required by law.

Section 3.04 **Offices Outside Texas.** If additional offices are established and maintained outside the State of Texas, then the Corporation shall comply with all filings and other provisions required by the laws of the foreign jurisdictions, including, but not limited to, obtaining authorization to do business in the foreign jurisdictions prior to actually doing business there.

### **ARTICLE IV. MEMBERSHIP**

Persons who (i) wish to participate in SWUUV, (ii) qualify under the current “Membership in SWUUV” as promulgated by the Board, and (iii) are in sympathy with the purposes of SWUUV and the principles of Unitarian Universalism may become members by completing a membership application and paying dues to SWUUV. Each member in good standing will receive copies of the SWUUV newsletter (the “Newsletter”).

### **ARTICLE V. BOARD OF DIRECTORS**

Section 5.01 **General Powers.** It’s Board shall manage the affairs of the Corporation.

Section 5.02 **Members of the Board of Directors.** The Board of Directors (hereinafter the “Board”) shall consist of the officers of the Corporation (“Officers”) and four additional Board members. They shall take office at the conclusion of the annual meeting at which they are elected. Each of the four additional board members (“Non-Officer Board Members”) shall not at any time while serving on the Board concurrently hold a position as an Officer. The members of the Board are either elected or appointed as provided for in these Bylaws and shall hold office until a successor is elected or appointed.

Section 5.03 **Non-Officer Board Members.** The four Non-Officer Board Members shall be elected at large at the annual meeting of the general membership of SWUUS (herein referred to as the “Annual Meeting”), which is held in conjunction with the Women’s Conference. Suggested, but not required, portfolios for the Non-Officer Board members include activities involving social justice, conference planning, the Newsletter, leadership development, membership, and/or SWUUSI program planning.

Section 5.04 **Vacancies.** A vacancy of a Non-Officer Board Member shall be appointed by a majority of the remaining members of the Board.

Section 5.05 **Tenure.** Each Non-Officer Board Member shall hold office for a one (1) year term. A Board member or Officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor or until his/her successor has been elected.

Section 5.06 **Annual Meeting of the Board.** The annual meeting of the Board shall be held following the election of the Officers and other Board members at the Annual Meeting. This shall be a joint meeting of the old and new boards.

Section 5.07 **Regular Meetings.** Regular meetings of the Board shall be held at such place and at such times and with such frequency, as the Board by resolution shall elect.

Section 5.08 **Special Meetings.** Special meetings of the Board may be called by the President or by any two Board members. The person or persons calling a special meeting of the Board may fix the time and place for holding such meeting.

Section 5.09 **Notice.** Notice of annual and regular meetings of the Board shall be given twenty (20) days, and notice of all special meetings shall be given at five (5) days prior to such meeting by written notice setting forth the time and place for holding such meeting and shall be delivered to each Director personally, by first class mail, by facsimile transmission or by e-mail, or any combination of the above, according to those methods or addresses of each Director as currently shown on the records of the Corporation. Delivery shall be deemed given on the day it is sent. Actual attendance at a meeting constitutes waiver of the required notice of the meeting.

Section 5.10 **Quorum.** A majority of the Board elected and appointed shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, a majority of the Board who are present may adjourn the meeting at any time without further notice. Unless otherwise specified in these Bylaws, the actions of a quorum of the Board shall be considered actions of the entire Board.

Section 5.11 **Telephonic or Similar Meetings.** Subject to the notice provisions of section 5.08, any meeting of the Board may take place by means of conference telephone call or similar communications whereby all persons participating in the meeting can receive all communications taking place and can communicate with each other. Participation in any such meeting shall constitute attendance in person at such meeting.

Section 5.12 **Action by the Board Without a Meeting.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting for the action so taken shall be signed by all members of the Board. Consent in writing may be by mail, fax, e-mail, or any similar written communication.

Section 5.13 **Committees.** The Board may designate one or more committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board-appointed committee must consist of at least one (1) Board member and may include members and non-members as authorized by the Board. The Board shall have the power to change the powers and membership of any Board appointed committee including the removal and appointment of members, to fill vacancies, and to dissolve any Board appointed committee at any time. Members of any Board appointed committee shall

receive such compensation, if any, as the Board may from time to time provide. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed by law.

**Section 5.14 Proxy and Voting.** Board members of record may vote at any Board meeting, either in person or by proxy in writing filed with the Secretary before the vote is taken. Each Board member is entitled to one vote for each item to be voted on. An acceptable form of proxy shall be determined by the Secretary as long as the form of the proxy (e.g. e-mail or fax proxy) is reasonably calculated to actually represent the vote of the Board member submitting the proxy.

**Section 5.15 Compensation.** Board members shall not receive any stated salaries for their services on the Board. By resolution of the Board, any Board member may be reimbursed for reasonable expenses incurred in pursuing the interest of the Corporation.

**Section 5.16 Removal of Board Members.** Any Non-Officer Board member may be removed by the unanimous vote of all Board Members qualified to vote on the removal. All Board members are qualified to vote except those being considered at the same meeting for removal. Removal may only be for cause, where cause includes, but is not limited to, a medical condition of a Board member that prevents her from effectively performing her duties as a Board member, the non-attendance at two or more meetings within the period of a year, the Board member's failure to meet the requirements of membership in SWUW as stated in the "Membership in SWUUS" document promulgated by the Board, for gross incompetence or dereliction of duty, or upon conviction of any crime for moral turpitude.

## ARTICLE VI. OFFICERS

**Section 6.01 Officers.** The officers of the Corporation ("Officers") shall be the President, President Elect (Vice President), Secretary, Treasurer, and Past President.

**Section 6.02 Election and Terms.** The Officers and Non-Officer Board Members, unless waived by oral acclamation of those in attendance, shall be chosen by secret written ballot of the Members in attendance at the Annual Meeting of SWUW which is held concurrently with the Women's Conference. Every year the following are elected by the Members to one-year terms: the President, President-Elect and the four Non-Officer Board members. In even-numbered years, the Secretary is elected to a two-year term. In odd-numbered years, the Treasurer is elected to a two-year term. The President, President-Elect, Non-Officer Board Members, the Secretary and the Treasurer may serve one or more terms consecutively. All officers and Non-Officer Board Members may be elected to consecutive terms. The outgoing President becomes the Past President for one year following her term as President.

**Section 6.03 Removal of Officers.** Any Officer, except the President, may be removed at any time by an affirmative vote of a Super Majority of the Board. "Super Majority" is defined as at least 2/3 of those qualified to vote where the Officer whose removal is being considered is not qualified to vote. The President may be removed at any time by an affirmative unanimous vote of all other Board members.

**Section 6.04 Vacancies.** A vacancy of an Officer shall be appointed by a majority of the remaining members of the Board.

Section 6.05 **President.** The President shall be the principal executive officer of the Corporation and shall, in general, supervise the affairs of the Corporation. The President shall preside at all meetings of the Board and shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall convene membership meetings at the annual Women's Conference and at the summer (SWUUSI) membership meetings of SWU UW. The President shall be an ex-officio (i.e., non-voting) member of all committees except the Nominating Committee. The President shall call meetings as deemed necessary and shall perform other duties applicable to the office as prescribed by Roberts Rules of Order. The President is the spokesperson for the Corporation and the only person authorized to enter into agreements or speak on behalf of the Corporation.

Section 6.06 **President Elect (Vice President).** The President Elect (Vice President) shall perform the duties of the President when the President for any reason is unable to act. The President Elect shall perform all duties incidental to the office of President Elect and such other duties as may be prescribed by the Board or the President from time to time, and shall perform other duties applicable to the office as prescribed by Roberts Rules of Order.

Section 6.07 **Secretary.** The Secretary shall attend all meetings of the Board and record all proceedings of the meetings in a minute book to be kept for that purpose and shall perform like duties for any committees of the Board when directed to do so. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the President, under whose supervision the Secretary shall serve, and shall perform other duties applicable to the office as prescribed by Roberts Rules of Order.

Section 6.08 **Treasurer.** The Treasurer shall have the care and custody of the funds of the Corporation and shall have and exercise under the supervision of the Board all of the powers and duties commonly incidental to this office, including the collection and disbursement of funds of the Corporation. The Treasurer shall keep accurate and contemporaneous books of accounts of the Corporation's transactions, which shall be the property of the Corporation, and, together with all its property in the Treasurer's possession, shall be subject at all times to the inspection and control of the Board. The Treasurer shall prepare for, and publish to, the Board a thorough and accurate financial report for the Annual Meeting and for the summer meeting held at SWUUSI, and shall perform other duties applicable to the office as prescribed by Roberts Rules of Order.

## **ARTICLE VII. ANNUAL CONFERENCE**

Section 7.01 **Purpose.** The Annual Conference is the primary occasion for the gathering of SWU UW members and friends and for setting and accomplishing the goals of the Corporation. (The Annual Conference is also referred to as the Women's Conference.) The Annual Meeting and the annual meeting of the Board following that Annual Meeting occur as part of the Annual Conference.

Section 7.02 **Local Sponsoring Entity (LSE) and Conference Planning.** The local sponsoring entity (LSE) shall appoint a planning committee (Planning Committee) for the annual Conference. The Board shall appoint at least one Board member to serve on the

Planning Committee of the LSE. The LSE shall designate a liaison who has primary responsibility for decisions of the LSE (e.g., the chairwoman of the LSE) who, together with the Board member appointed to serve on the Planning Committee, will be responsible for regular (i.e., at least monthly) written reports on the status of the conference, including details of the conference plans. The LSE must be either a local Unitarian Universalist women's group, an affiliation of one or more local Unitarian Universalist congregations, or consist of any number of women thereof who are organized for acting as an LSE to sponsor the Annual Conference.

**Section 7.03 Promotion of Annual Conference.** SWU UW will promote the conference through the Newsletter and will provide the local sponsoring entity with its member list for distribution of conference promotional and registration materials as the local sponsoring entity sees fit to promote the Annual Conference.

**Section 7.04 Conference Program.** The conference program shall include the SWU UW Annual Meeting. The program shall be presented to the Board at least three months prior to the Annual Conference and the Board shall approve the program at least two months prior to the Annual Conference so that there will be sufficient time to publish the details of the Conference Program in the Newsletter.

**Section 7.05 Selection of Future Conference Sites.** The Board shall accept written proposals from local sponsoring entities for future locations of the Annual Conference. SWU UW shall solicit written proposals from prospective local sponsoring entities for subsequent annual conferences. (The solicited proposals will be for the subsequent Annual Conference.) At each Annual Conference the Board shall announce the location of the following year's Annual Conference. The Board shall timely execute a letter of agreement between SWU UW and the selected local sponsoring entity stipulating the duties and responsibilities of each concerning the following year's Annual Conference. The Board has complete discretion for establishing proposal requirements and for selecting future locations for the Annual Conference.

**Section 7.06 Finances.** The Conference Planning Committee shall investigate and make recommendations as to sponsoring hotel and other matters, including the conference program. SWU UW will be responsible for signing...and being legally obligated on...all conference-related contracts (e.g. with the conference hotel), collecting all conference registration fees, and paying all conference-related bills as they become due. The letter of agreement executed between SWU UW and the local sponsoring entity shall include terms and conditions representing these provisions as to financial matters.

## **ARTICLE VIII. MEETINGS**

There shall be at least two meetings held annually of the general membership (1) the Annual Meeting held in connection with the Annual Conference or Women's Conference and (2) concurrently during SWU USI. An agenda for each membership meeting including business matters to be considered at the meeting, shall be published in the Newsletter at least one month prior to the meeting.

## ARTICLE IX. NEWSLETTER

SWU UW shall publish the Newsletter at least quarterly. Issues shall be published: one prior to the Annual Meeting, one prior to SWU USI, and two other times during the year. This shall be the primary communication vehicle with the members outside of the Annual Conference and SWU USI. The proposed annual budget shall be published in the Newsletter, as well as the annual slate of officers, and any proposed bylaw changes.

## ARTICLE X. COMMITTEES

Section 10.01 **Nominating Committee.** The Nominating Committee shall be chaired by the Past President and will include two (2) SWU UW non-Board members appointed by the Board. The Committee shall publish a slate of officers at least one month prior to the Annual Meeting. Publication in the Newsletter at least one month prior to the Annual Meeting is acceptable notice.

Section 10.02 **Additional Committees.** Other than the Nominating Committee, additional committees necessary to serve the purposes of SWU UW may be appointed per section 5.13 of these Bylaws.

## ARTICLE XI. FISCAL YEAR, DUES AND EXPENDITURES

Section 11.01 **Fiscal Year.** The fiscal year shall be from June 1 through May 31 of each calendar year.

Section 11.02 **Membership.** Persons may join SWU UW at any time throughout the year; however, all membership dues are to be paid at or before the annual conference.

Section 11.03 **Dues.** Annual dues for individuals shall be determined as part of the annual budget. At the annual meeting to take effect at the following year's conference.

Section 11.04 **Budget.** Upon the recommendation of the Board, and following any amendments from the floor, the budget shall be adopted by a majority vote at the Annual Meeting.

Section 11.05 **Exceeding Budget.** Expenditures that would exceed the amounts in the current budget must be authorized in advance by a majority of the Board.

Section 11.06 **Membership Requirements.** The Board shall promulgate the qualifications and requirements for membership in a separate document entitled "Membership in SWU UW." This document may be in the form of the membership application used by SWU UW as revised from time to time.

## ARTICLE XII. VOTING

It is the goal of the Corporation to use the consensus model whenever reasonably possible when making decisions. Otherwise, all decisions shall require approval by a majority vote of those voting, whether by the Board, Officers, members, or any combination thereof, depending on the referendum being considered. For voting purposes, each person voting shall have one (1) vote for each referendum or for each officer or Board member being elected. Those voting shall not be allowed to cumulate their votes. For any referendum

presented for a vote by the general membership, only current members of SWU UW who are present shall be allowed to vote so that voting by proxy is not allowed.

### **ARTICLE XIII. AMENDMENTS**

These Bylaws may be amended only by approval of at least two-thirds of those present and voting at the Annual Meeting. The proposed changes shall be published to the membership at least one calendar month prior to the vote. Publication may be any method reasonably calculated to be received by the membership, including via the Newsletter, facsimile transmission, e-mail, and/or the official SWU UW website when available.

### **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

At any meeting of the Board, general membership, or committee, the rules contained in the then current edition of Robert's Rules of Order shall govern unless addressed by these Bylaws or elsewhere by rules promulgated by SWU UW and unless strict adherence to Robert's Rules of Order are impractical due to the method of communication used for the meeting (e.g., telephonic meeting).