

*A non-profit organization that supports women through worship, learning, leadership, community and social justice, SWUUV addresses women's issues, explores feminist theology, promotes friendships and celebrates the diversities that make us unique women on our individual spiritual paths. SWUUV is an organization open to all UU women particularly those women in the Southwest District of the Southern Region of the UUA. SWUUV aligns itself with the spirit of Welcoming Congregations as depicted by the UUA. All who see themselves as women are welcome.*

## **Bylaws of Southwest Unitarian Universalist Women (SWUUV) A Texas Non-Profit Corporation**

Bylaws approved: February, 2003, amended February 25, 2006 amended February 27, 2016.

Women in the Unitarian Universalist Association (UUA) churches and fellowships of the Southwest District of the Southern Region shall form an area wide women's organization.

### **ARTICLE I. NAME**

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

### **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, SWUUV has the following additional purposes:

- To deepen the religious life of the women of the Southwest District of the Southern Region of the UUA;
- To bring the women of said area of the UUA into closer acquaintance, cooperation, and fellowship through the annual SWUUV Conference and other UU events;
- To sponsor the annual SWUUV Conference to be held within the Southwest area;
- To hold the Annual Business Meeting during the SWUUV Conference;
- To promote the formation of new women's groups in UU churches and fellowships;

- To develop UU women leaders to be a strong and effective voice within the Southwest District of the Southern Region of the UUA.
- To educate SWU UW members on social issues; and
- 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 8127 Mesa Dr Ste B206-324, Austin, TX 78725 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 in other locations 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 SWU UW, (ii) qualify under the current “Membership in SWU UW” as promulgated by the Board, and (iii) are in sympathy with the purposes of SWU UW and the principles of Unitarian Universalism may become members by completing a Conference Registration or membership application and paying dues to SWU UW.

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

**Section 5.01 General Powers.** Its 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 Business 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 ("Board Members at Large") shall be elected at the Annual Business Meeting of the general membership of SWUJW (herein referred to as the "Annual Meeting"), which is held in conjunction with the Women's Conference. Suggested, but not required, experiences for the Non-Officer Board members include activities involving social justice, conference planning, leadership development, and/or membership.

**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 least 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 fax 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 forth 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 SWU UW as stated in the "Membership in SWU UW" document promulgated by the Board, for gross incompetence or dereliction of duty, or upon conviction of any crime.

## **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 SWU UW Annual Business Meeting 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. 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 keep a record of all proceedings of the meetings, “minutes,” 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 see that accurate and contemporaneous books of accounts of the Corporation’s transactions are kept, 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 publish and provide to the Board a thorough and accurate financial report for the Annual Business Meeting 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 SWUUW 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 for the annual SWUUW Conference. The LSE shall designate a liaison who has primary responsibility for decisions of the LSE (Conference Convener) who will be responsible for regular (i.e., at least monthly) reports to the Board 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.** SWUUW will promote the conference through its web- site 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 Business Meeting. The program shall be presented to the Board at least 90 days prior to the annual SWU UW Conference and the Board shall approve the program at least 60 days prior to the annual Conference so that there will be sufficient time to publish the details of the Conference Program on the website.

**Section 7.05 Selection of Future Conference Sites.** The Board shall accept and review proposals from local sponsoring entities for future locations of the Annual Conference. SWU UW shall solicit 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 be legally obligated for 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 a business meeting of the general membership during the annual SWU UW Conference. An agenda for said meeting including business matters to be considered at the meeting shall be published on the website at least 30 days prior to the meeting.

## **ARTICLE IX. COMMUNICATION AND PROMOTION**

Communication vehicles with the members of SWU UW may include but not be limited to: website, emails, printed materials, and social media. SWU UW shall update the website at least quarterly: once prior to the Annual Meeting and at least three other times during the year. The proposed annual budget shall be published on the website 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 may include two (2) SWU UW non-Board members appointed by the Board. The Committee shall present a slate of officers at the Annual Business Meeting as well as take nominations from the floor.

**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.** Membership Dues are included as a portion of the Annual SWU UW Conference registration fee. All Board Members need to be current in their dues.

**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.

## **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 Business Meeting. The proposed changes shall be published to the membership at least 30 days prior to the vote. Publication may be any method reasonably calculated to be received by the membership, including e-mail, and/or the official SWUW website.

### **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 SWUW 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).