

# BYLAWS OF THE THOMAS JEFFERSON DISTRICT UNITARIAN UNIVERSALIST ASSOCIATION

## **ARTICLE I – Name**

The name of this organization shall be “The Thomas Jefferson District of the Unitarian Universalist Association” (TJ District).

## **ARTICLE II – Purposes**

The purpose of this organization shall be:

1. To cultivate cooperative relationships among member congregations and their constituencies;
2. To promote the religious life of these congregations;
3. To assist member congregations to carry on active and effective programs within their respective communities;
4. To foster liaison between the member congregations and the Unitarian Universalist Association.
5. To extend and promote Unitarian Universalism in the district;
6. To provide and share resources, leadership, and training;
7. To raise sufficient funds to finance such activities.

## **ARTICLE III – Membership**

Section 1. Membership in this organization shall be comprised of churches and fellowship within this District that are affiliated with the Unitarian Universalist Association (UUA).

Section 2. This District shall be composed of churches and fellowships in the general area of Georgia, North Carolina, South Carolina, Tennessee, and Virginia.

## **ARTICLE IV – Representation**

Each affiliated member congregation shall be entitled to the number of delegates determined as follows: the number of delegates shall be equal to the number of certified members of the congregation divided by fifty, plus one delegate for each fraction remaining; provided that each congregation shall be entitled to at least two delegates. There shall be no maximum number of delegates permitted to any congregation. (See box below for illustration)

Each settled minister in the T.J. District also shall have one (1) vote.

Table 1:

Congregational Size	Number of Delegates
01-100	2
101-150	3
151-200	4
201-250	5
251-300	6
301-350	7
351-400	8
401-450	9
451-500	10
501-550	11
551-600	12
601-650	13
651-700	14

## **ARTICLE V – Meetings**

Section 1. The Annual Meeting of this organization shall be held at a time and place to be determined by the Board of Directors. The Board of Directors shall supervise the planning of the schedule, agenda, and program for the Annual Meeting of the District.

Section 2. A special meeting of the delegate assembly may be called by the Board of Directors and shall be called at the written request of not less than five (5) member congregations. At any special meeting only that business for which the meeting is specifically called and which has been stated in the notice calling the meeting shall be acted upon.

Section 3. The Secretary shall cause to be sent notice of any meeting to the president and secretary and minister, where applicable, of each member congregation not less than sixty (60) days prior to the time of the meeting.

Section 4. At all meetings those entitled to vote shall be the officers and directors of this organization and the delegates from each member congregation, as provided in Article IV.

Section 5. Twenty percent (20%) of the eligible delegates representing twenty-five percent (25%) of the member congregations shall constitute a quorum.

Section 6. At the discretion of the chair, the privilege of the floor shall be extended to those in attendance who are not voting delegates.

Section 7. Any duly constituted delegate assembly of the District shall be the final authority in all policy and budgetary matters. A majority vote of those present and voting is required for all decisions of the assembly, except as provided in Article XIII and XV.

Section 8. Annual or special meetings of the District may adopt rules of procedure for the conduct of such meetings, provided said rules are not inconsistent with these Bylaws. The rules

contained in the current edition of Robert's Rules of Order Newly Revised shall govern District meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any rules that may be adopted hereunder.

## **ARTICLE VI – Board of Directors**

The general direction of the affairs of this organization and the general powers necessary for exercising such direction, together with powers to adopt all needful measures for promoting the interests of this organization, shall be vested in the Board of Directors, subject to annual review by the member congregation delegates.

Section 1. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, The District Executive, the District Trustee, and six (6) Directors. The District Executive and District Trustee serve without vote.

Section 2. The President, Vice-President, Secretary, and Treasurer are elected biannually. The President and Vice-President shall be elected and begin their terms in even-numbered years, and the Secretary and Treasurer shall be elected and begin their terms in odd-numbered years, beginning with the 1988 election. Six (6) Directors are elected to 3-year terms, with two expiring terms to be filled each year. The President, Vice-President and Secretary may serve no more than two successive full terms in addition to any partial terms which may have been served in the same office. The Treasurer may serve no more than four successive full terms. None of the six (6) Directors may serve more than two successive full terms.

Section 3. Members of the Board of Directors, except for the District Executive and District Trustee, shall be elected at an annual meeting, shall assume office at the beginning of the new fiscal year, and shall serve their specified term or until their successors are elected and qualified.

Section 4. In the event that any directors shall not be present at any two [2] successive meetings of the Board of Directors, that director is automatically removed from office upon the adjournment of the second such meeting, and the office becomes vacant, unless the Board by a majority vote, reinstates said board member within thirty [30] days. The secretary shall be charged with the responsibility of providing an accurate record of attendance at each board meeting. The Board is charged with the responsibility of appointing an interim director to the vacated office, who shall serve until the next Board of Directors election.

Section 5. Except in the case of the President, vacancy in any office, election to which is vested in the annual meeting, shall be filled by the Board of Directors until the next annual meeting, at which time an election will be held to fill the vacancy. A vacancy in the office of the President shall be filled as provided in Article VII, Section 2.

Section 6. The Board shall meet at least twice-each year. Meetings shall be called by the President and must be called upon request of three (3) members of the Board. Notices shall be sent to members at least ten (10) days prior to the time of the meeting. The sole exception to the requirement of the ten days' notice is in order to reconvene the Board for a vote of reconsideration for a Director who has been removed for failure or inability to attend as

enumerated in Article VI, Section 4. Six (6) voting members of the Board shall constitute a quorum. A report of the actions of the Board of Directors shall be submitted promptly to all member congregations and to the annual meeting of this organization.

Section 7. The Board of Directors is authorized to delegate its responsibilities for the administration of District affairs to an Executive Committee composed of the President, Vice-President, Secretary, and Treasurer with the District Executive as an ex officio non-voting member. If a voting member of the Executive Committee is unable to attend a committee meeting, the President shall call upon the most senior member of the Board of Directors to serve as a voting member for the duration of said meeting. If more than one member of the Executive Committee is unable to participate in a meeting, the next senior member(s) of the Board of Directors shall be assigned as a voting member for the duration of said meeting. No Executive Committee meeting shall be held with less than four (4) voting members.

## **ARTICLE VII – Duties of Members of the Board of Directors**

Section 1. The President shall preside at all meetings of this organization and of the Board of Directors and shall appoint all committees not elsewhere provided for.

Section 2. The Vice-President, in the absence or disability of the President to serve, shall be vested with the powers of the President and shall perform the duties of the President.

Section 3. The Secretary shall cause notice to be given of all meetings of this organization and of the Board of Directors; shall keep a complete record of the proceedings of such meetings; shall include in the notice and call of any annual meeting (a) the proposed budget for the succeeding fiscal year and (b) the report of the Nominating Committee. The Secretary shall advise individuals of their election to office or appointment to any committee.

Section 4. The Treasurer shall be responsible for all monies collected under the authority of this organization and shall give proper receipts therefore; shall pay all orders which may be drawn by the Board of Directors; and shall keep faithful accounts of such transactions, which accounts shall become the property of the organization, and make timely reports of the financial status of the organization at least quarterly to the Board of Directors and annually to the membership-at-large.

Section 5. The Board of Directors, or the Executive Committee acting for the Board, shall have the following specific responsibilities:

- a. Prior to each annual meeting and after receiving recommendations for its officers and committee chairpersons, it shall prepare for submission to the annual meeting a proposed annual budget of sufficient proportions to permit the effective operation of the program and services of the organization to its member congregations in the succeeding fiscal year. Copies of the proposed budget shall be included in the call and notice of said annual meeting.
- b. It shall be responsible for the raising of funds required to meet the operating budget of the organization and for the control of budget expenditures as authorized by the Annual or special meetings of the organization.

- c. It shall authorize disbursements for the organization by orders to the Treasurer. The Board shall establish rules covering travel expenses.
- d. It shall appoint an auditor whose duties it shall be to examine and audit the accounts of the Treasurer and to report to the annual meeting as to their correctness.
- e. It shall have power to employ personnel as needed and as provided for in the annual budget.
- f. It shall appoint annually a Credentials Committee as provided in Article XII, Section 3.
- g. It shall provide for protection of the physical and financial assets of the organization through proper insurance coverage, bonding of employees and/or other means as may be deemed appropriate.

Section 6. The above enumerated duties or parts thereof, with the exception of Section 5d (Audit) and Section 5f (Credentials), may be delegated to the District Executive through a specific delegation of authority approved by the Board of Directors or by Board approval of its written policies that contain such delegations.

## **ARTICLE VIII – District Executive**

Section 1. The District shall employ the services of a District Executive jointly with the UUA. The relationship of the District and its Executive Board to the District Executive shall be in accordance with the policies of the Unitarian Universalist Association of Congregations.

Section 2. The District Executive is expected to attend the District Board Meetings as an ex-officio member without vote of the TJ District Board and its Executive Committee. Additionally, the District Executive shall serve as ex-officio member without vote of all District Committees, with the exception of the Nominating Committee. The District Executive will attend as many of the meetings of the committees as time and travel schedule permit.

Section 3. The duties of the District Executive shall be specified by the District Board, in cooperation with the appropriate official of the UUA. They shall include the maintenance and operation of a District office. The District Executive shall have direct supervisory responsibility for all non-professional employees of the District, including those whose work occurs in the District office.

Section 4. The duties or parts thereof enumerated in Article VII, Section 7, with the exceptions noted therein, shall be the responsibility of the District Executive as approved from time to time by the Board of Directors or their written policies.

## **ARTICLE IX – Southeast Unitarian Universalist Summer Institute**

Section 1. The Board of Directors shall appoint two members to the Board of Trustees of the Southeast Unitarian Universalist Summer Institute (SUUSI).

- a. Each such appointment shall be certified in writing to the Secretary of SUUSI by the Secretary of the District.
- b. An appointment and certification shall be made prior to the Summer Institute at which the terms of a previous appointee will expire. The Board shall also fill any vacancies which occur for the balance of the unexpired terms.
- c. The appointed trustee shall take office at the beginning of the program year following his /her selection and certification, and shall serve for terms of three years, or until a successor is selected and certified. NO trustee shall serve more than two consecutive three-year terms. For the purposes of determining length of service on the SUUSI Board, a partial term shall not count as a full term.
- d. Each SUUSI Trustee representing the District shall reside in the District and shall be a member of a member congregation of the District.
- e. SUUSI Trustees shall attend all Summer Institutes and all annual meetings of the SUUSI Board held during their terms of office. If a Trustee fails to attend any of said meetings, the Trustee may be disqualified and the position be declared vacant by the action of the SUUSI Board.

Section 2. Amendments. The SUUSI Bylaws may be amended by a 2/3 vote of the SUUSI Board, followed by ratification by the governing bodies of each of the districts associated with SUUSI.

## **ARTICLE X – UUA General Assembly Agenda**

Any duly called delegate meeting of the District at which a quorum is present may submit resolutions, including proposed amendments to UUA Rules or By-laws and Study/Action Issues for Social Justice, to the UUA General Assembly Planning Committee for inclusion in the Tentative Agenda of the General Assembly.

The Board of Directors shall remind the member congregations of all the procedures by which resolutions may be placed on the UUA General Assembly Tentative Agenda, and encourage their participation in these procedures.

## **ARTICLE XI – Committees**

The program of this organization shall be administered through committees appointed by the Board of Directors, an Executive Committee acting for the Board of Directors, or the Annual Meeting.

Section 1. The Executive Committee assumes the responsibilities of the current Personnel Committee, assigning them to ad hoc committees as needed. These responsibilities include: overseeing and implementing the Board Personnel Policy; appointing and serving as a resource for search committees; proposing benefit packages for District staff to the Finance Committee prior to the Winter Board meeting; preparing an annual performance review of the District Executive in cooperation with the UUA Director of District Services; and handling any personnel conflicts or disputes that might develop.

Section 2. There shall be a Nominating Committee of five (5) persons serving two-year terms. Three (3) members shall be elected at Annual Meetings held in even-numbered years; two (2) members shall be elected at Annual Meetings held in odd-numbered years. No person shall serve more than two consecutive full terms. An appointment to fill a vacancy for one year or less shall not be counted as a full term. The President shall designate one of the members as the Chairperson Pro-tem, but the five members shall elect their own permanent chairperson. The Nominating Committee shall present at least one nomination for each office to be filled by election at the Annual Meeting. The report of the Committee shall be submitted to the Secretary at least seventy (70) days prior to the Annual Meeting, and copies shall be included in the call and notice of the Annual Meeting.

The Nominating Committee is directed to give consideration in its nominations to providing a Board of Directors and a Nominating Committee that provide geographic area representation, that are representative of the entire constituency, and that are experienced in district affairs.

Section 3. There shall be a Liaison Committee, chaired by the Vice-President, which shall consist of: Board members and others appointed by the Board or by the Committee Chairperson. Committee members shall be assigned to designated geographical areas of the District. The basic function of the Committee shall be to facilitate two-way communication between the Board and the member congregations, state conferences, cluster groups, and individuals in the District. Such communications shall include promoting support of the UUA Annual Fund and district dues, encouraging participation in district, sub-district, and denominational programs, and bringing to the Board concerns of member congregations, sub-district groups, and individuals in the District.

Section 4. There shall be a Credentials Committee of not less than three (3) members. This committee shall be appointed by the Board of Directors not less than twenty-one (21) days prior to the Annual Meeting, or concurrent with the collection of credentials at special meetings. The Credentials Committee shall be responsible for the elections and balloting procedures at the annual and special meetings of this organization, and shall make such reports to each meeting as the meeting or the Secretary shall prescribe. The Credentials Committee shall also serve as tabulators of all votes for the District Trustee election and shall report their findings to the Board Secretary. The Credentials Committee shall make certain that the number of votes counted for each congregation is that to which the congregation is entitled. If a congregation has made an error in the number of votes recorded, the Credentials Committee is authorized to make proportional adjustments.

Section 5. There shall be a Finance and Stewardship Committee which will include the Treasurer, the Vice-President, the Annual Program Fund Chair and the District Dues Coordinator. Other members shall be appointed as needed. The purpose of this committee shall be: 1) to draft the annual operating budget for submission to the Board for their consideration; 2) to develop income and other financial projections and to make recommendations as indicated to the Board; 3) to develop fund-raising options; 4) to share expertise and resources with member congregations; 5) to distribute information to member congregations concerning Annual Program Fund and District funding processes; and 6) to advise the District Board on the Stewardship Program.

Section 6. The duties of the committees shall be those specified by the Board of Directors or the Annual Meeting in addition to those specified in these By-laws. Each committee shall make a report to the Annual Meeting.

## **ARTICLE XII – DISTRICT TRUSTEE**

The District Trustee shall be nominated and elected in accordance with provisions of the Bylaws of the UUA. Amendments to the UUA Bylaws affecting District Trustee nominations and election procedures shall take precedence over the provisions of this article. [The Board of Directors is charged to make any and all changes necessary to bring this bylaw into compliance as soon as practicable.] For the purpose of this article, active member congregations are those which are qualified to send delegates to the General Assembly.

Section 1. The Thomas Jefferson District shall nominate and elect a member of a member congregation of the District as a Trustee to the UUA Board of Trustees for a four-year term. [Said elected member must be a member in good standing of their congregation throughout their term of office and must satisfy any other requirements for said office specified by the Bylaws of the Association.]

Section 2. See Table 2 for the calendar dates for the nomination, election, and certification of the TJD Trustee.

Table 2:

<b>Date (preceding Trustee Election)</b>	<b>Action required in Bylaws</b>
By September 30	TJD Board must adopt rules governing election of District Trustee, and appoint Election Supervision Committee (see Article XII, Section 6)
By November 1	Letters of interest from candidates and resumes must be submitted to Nominating Committee (Nom Com); if none received, Nom Com must name a candidate
By January 1	Nom Com must establish a slate of one or more candidates
By January 8	Slate must be sent to TJD congregations
By March 15	Candidates not named to slate may be brought forward for consideration by Nom Com (see Article XII, Section 2.c)
ASAP after March 15	TJD Secretary must send a ballot to each congregation (see Article XII, Section 2.d)
By May 1	Ballots must be returned to TJD Secretary, and opened and counted by Tellers (see Article XII, Section 2.d)
ASAP after May 1	Candidates and congregations must be informed of election results

a. No later than November 1 of the year preceding the Trustee election interested members of congregations shall submit a letter of interest and a resume of contributions and accomplishment within our faith community to the Nominating Committee of the TJD. If no

interested member of a congregation comes forward, the Nominating Committee is charged with recommending a candidate.

b. On or before January 1 of the year of the election of the Trustee the Nominating Committee of the District shall have met and reviewed the qualifications of the candidates for the office of Trustee and established an election slate of one or more candidates. Said slate shall be sent to member congregations the first week of January of the year of election.

c. Additional nominations may be made by member congregations acting in accordance with their congregational polity at an annual or special meeting or meeting of congregational board. The nominations must be submitted to the Nominating Committee on or before March 15 of the year of the Trustee election. Said nominations shall be signed by the congregational minister or congregational president and submitted on congregational letterhead. No nominee shall be placed on the ballot unless he has been nominated by three (3) member congregations.

d. As soon as possible after March 15 of the year of the Trustee election the Secretary of the District shall prepare a ballot which shall show the names of all persons duly nominated and the congregation of which each nominee is a member. One such ballot shall be sent to each member congregation of the District. Neither the ballot nor any other official publication distributed after the close of nominations shall specify the manner in which any nominee was nominated.

Section 3. In the election of the Trustee of the Association each member congregation shall be entitled to cast a number of votes equal to the number of delegates which it is entitled, under the Bylaws of the UUA, to send to the General Assembly. See Table 1.

a. Each congregation may cast all of their votes for one nominee or the congregation may cast their votes proportional to the individual votes cast by the congregation. Only whole number votes may be cast; fractional voting will invalidate congregational ballot.

b. Each congregation shall vote for candidates at a congregation meeting in line with their polity. The names of the duly nominated candidates shall be presented to this meeting and the vote shall be taken by written ballot or show of hands as each congregation shall determine.

c. The secretary, clerk, or other principal officer of each congregation shall then fill in and certify the official ballot of the congregation, indicating the votes cast for each candidate. The results shall be sent to the Secretary of the District in the official envelope provided. Said envelopes shall remain sealed until the Tellers Committee of the TJD meets on May 1 of the year of election to tally the votes. All ballots must be in the hands of the Secretary of the TJD by May 1.

d. Upon opening the ballot, the Tellers Committee shall first ascertain that the requirements for election have complied with. No fractional votes or write-ins will be accepted; neither will that ballot be counted. After the ballots are counted, the new Trustee will be the candidate who receives the greatest number of votes cast. In the event of a tie vote the TJD Board shall meet within ten days of the election to vote by secret ballot to elect one of the two or more

candidates tied for first place. The person elected shall have the greatest number of votes cast by the TJD Board. The candidates and the congregations shall be informed of the final tally of votes as soon as possible. Individual votes by congregation may be obtained by sending a formal request by the congregational minister or congregational president on congregational letterhead to the Secretary of the TJD within ten days of the announcement of election results.

Section 4. The tabulation of ballots is configured in Article XI, Section 3, and certification to the UUA Secretary follows.

Section 5. The District Board shall adopt rules to carry out the purpose and intent of this article and to regulate the campaign activities of the candidates for Trustee and their supporters. Such rules shall be adopted on or before September 30 of the year preceding the Trustee election. Said rules may be amended by the TJD Board of Directors after that date. These rules shall govern such matters as individual and joint appearances of candidates before member congregations; the type and cost of campaign literature which may be mailed or otherwise distributed; and other similar matters.

Section 6. To implement and interpret the rules and to supervise the election campaign the TJD Board shall appoint an Election Supervision Committee of not less than three or more than five persons who may or may not be members of the Board of Directors. The members of the Committee shall be chosen for the experience and impartiality and be as representative as possible of the geographical area with the District and of the different types and sizes of member congregations. No member of the Committee shall publicly endorse or in any way take part in the campaign of any candidate. This Committee shall be appointed on or before September 30 of the year preceding the Trustee election.

Section 7. In the event the office of TJD Trustee to the UUA becomes vacant, the vacancy shall initially be filled by appointment of the Board of Directors of the TJD until such time as a special election to fill the vacancy shall be held. A special election shall be held within one year from the date of the vacancy if the vacancy occurs at a time when more than two years remain of the term of office and may be held if a lesser portion of the term remains if the District Board considers such a special election feasible and warranted by circumstances. The procedures of the special election shall be the same as those specified in this Article for a regular election except the election date shall be whatever the Board of Directors shall so designate. Said date shall be at least 160 days in advance of the ballot. A Trustee so elected shall take office immediately upon certification of the results of the special election by the Secretary of the TJD to the Secretary of the UUA and shall serve for the remainder of the term of office of the Trustee originally elected.

Section 8. No Trustee shall serve for more than two four-year terms or, if elected by special election, no more than one four-year term and the unexpired term of another.

Section 9. The Association Trustee shall carry out the duties and responsibilities of this position as set forth in the UUA Constitution and Bylaws to the best of her/his abilities and shall be responsible to the District by communicating to the Board and the member congregations the actions and activities of the UUA Board in ways which are most feasible within the limits the

TJD budget dictates. The Trustee shall be a non-voting member of the District Board and is expected to attend all Board meetings which are not in conflict with meetings of the UUA Board of Trustees.

## **ARTICLE XIII – General Provisions**

Section 1. All members of the Board of Directors shall be members in good standing of one of the member congregations of this District. No person shall simultaneously hold more than one of the offices provided for in Article VI. Nor more than two members of the Board of Directors shall be members of one member congregation.

Section 2. The fiscal year of this organization shall be from July 1 to June 30.

Section 3. The annual budget of this organization shall be supported by dues from member congregations, together with such funds as it may secure from other sources. Dues shall be established by the Annual Meeting.

## **ARTICLE XIV – Amendment**

Section 1. The By-laws may be amended by a two-thirds (2/3) vote of the delegates present and voting at any annual or special meeting, provided that substance of the proposed change shall have been included in the call and notice of the meeting and copies shall have been sent to the presidents and secretaries and ministers, where applicable, of the member congregations at least sixty (60) days before the meeting for acting upon such changes.

Section 2. Bylaws amendments may be proposed and placed on the agenda of any Annual or special meeting in the following ways, subject to the notice and call requirements contained in Section 1 of this article and in Article VII, Section 3.

- a. Amendments may be proposed by the Board of Directors
- b. Any three (3) member congregations may propose amendments, provided the proposals, in identical language, are transmitted by these congregations to the Board of Directors prior to the meeting at which it plans the schedule, agenda, and program for the next Annual or special meeting.
- c. At any Annual Meeting or at any special meeting called for the purpose, proposed amendments may be placed on the agenda of the next Annual Meeting or special meeting by majority vote of those delegates present and voting.
- d. All amendments to the bylaws shall be accompanied by a Financial Impact Statement which has been researched by the Treasurer of the Board of Directors.

**LAST AMENDED DURING THE MAY 2010  
THOMAS JEFFERSON DISTRICT ANNUAL MEETING**