

**BY-LAWS**  
**MID-SOUTH DISTRICT**  
**UNITARIAN UNIVERSALIST ASSOCIATION OF CONGREGATIONS**  
*As amended April 27, 2013*

**PREAMBLE**

The Mid-South District of the Unitarian Universalist Association of Congregations accepts and affirms its role and purpose as part of the continental Unitarian Universalist Association of Congregations. The Mid-South District shall seek to be cognizant of, and responsive to, the needs of its member congregations.

**ARTICLE I – NAME**

The name of this organization shall be the Mid-South District of the Unitarian Universalist Association of Congregations.

**ARTICLE II – MISSION**

The Mission of the Mid-South District of the Unitarian Universalist Association of Congregations is to foster a transforming, liberal religious faith that welcomes all people. Our lives are rooted in the beauty and cultural richness of the American South, where we are nourished by relationships and grace. Mindful of these roots, we offer a welcoming community of support that remembers the past, envisions a world transformed, and lives with passion in the present.

**ARTICLE III – MEMBERSHIP and REPRESENTATION**

**SECTION 1.** Membership in this organization shall include congregations within Alabama, Georgia, Mississippi, Florida, and Tennessee which indicate their wish to assume the privileges and responsibilities of membership in the District, and which are affiliated with the Unitarian Universalist Association of Congregations.

**SECTION 2.** Each member congregation shall be entitled to delegates to the District Meeting according to the following schedule:

1 – 50 members	4 delegates
51 – 100 members	8 delegates
101 – 200 members	10 delegates
201 – 300 members	12 delegates
301 – 500 members	14 delegates
501 – and above	16 delegates

Member delegates shall be certified by the Secretary or designate at each business meeting. Each delegate shall be entitled to one vote on all matters coming before the membership of the District. No person may vote by proxy.

**SECTION 3.** Financial support of this organization shall be provided by the member congregations and by such other funds as are available; the Board shall determine the suggested amount per member.

#### **ARTICLE IV – MEETINGS**

**SECTION 1.** The annual meeting of this organization shall be held at a time and place to be determined by the Board. The delegates there assembled shall be the policy making body for this organization and shall approve the annual budget by at least a simple majority vote.

**SECTION 2.** Special meetings of the delegate assembly may be called at the written request of not less than five (5) member congregations. The Board of Trustees may also call special meetings of the delegate assembly. 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 on.

**SECTION 3.** The secretary shall cause to be sent notice of any meeting to the Mid-South Board members, and the minister, president and secretary of each member congregation not less than twenty-one (21) days prior to the time of the meeting.

**SECTION 4.** At all meetings those entitled to vote shall be Mid-South District Board members and delegates from member congregations as provided in Article III, Section 2, further provided that the congregations have made a contribution to the Annual Program Fund of the denomination and to the District during the preceding twelve (12) months.

**SECTION 5.** A notice of the Annual Meeting shall include (a) the proposed budget for the succeeding fiscal year, (b) the report of the Leadership Development Committee, and (c) any other recommendations prepared by the Board. The notice and call of any Annual or special meeting shall include any proposed amendment or amendments to these By-Laws which shall have been properly submitted.

**SECTION 6.** Twenty (20) delegates representing seven (7) member congregations shall constitute a quorum.

**SECTION 7.** Meetings may be held in either of these ways: (1) a specific meeting that is located within the district of member congregations or (2) a virtual meeting (a meeting that uses technology such as a conference call, webinar, or video conference to connect participants).

#### **ARTICLE V – BOARD OF TRUSTEES**

**SECTION 1.** The Mid-South District Board of Trustees shall be composed of five (5) voting members plus the District Professional staff ex officio without vote. The voting members consist of the President, the Vice-President, the Secretary, the Treasurer, and the Relationship Trustee.

**SECTION 2.** Each Board Trustee shall be a member of one of the Mid-South District Congregations. No person shall hold simultaneously more than one of the offices provided for in Article V, Section 1. The broadest possible geographic and cultural representation shall be sought in the nomination and election of the Board of Trustees. No more than one member of the Board shall be from the same congregation.

**SECTION 3.** Terms of office for Trustees shall begin with the start of the new fiscal year following their election. The term of office for Officers (President, Vice-President, Secretary, Treasurer, and Relationship Trustee) shall be for two (2) years with President and Vice-President terms staggered with those of Secretary, Treasurer, and Relationship Trustee. The initial election for Relationship Trustee will be for a one year term. No person shall hold the same office for more than two consecutive terms. No person shall serve on the Board of Trustees for more than six (6) consecutive years.

**SECTION 4.** The Board of Trustees shall fill a vacancy in any office except the presidency until the next Annual Meeting, at which meeting an election will be held to fill the position in question. The Vice-President shall automatically succeed to the Presidency for the balance of the term of office should the presidency become vacant. Should this occur, the vice-presidency shall become vacant and shall be filled according to the procedure stated above.

**SECTION 5.** The District and its Board of Trustees relationship to the District professional staff shall be in accordance with the policies of the Unitarian Universalist Association of Congregations.

**SECTION 6.** The District shall indemnify any officer or Board of Trustees member, or former officer or Executive Board member, of the District against all expenses (including court costs, attorney's fees and the amount of any judgment or reasonable settlement) actually and necessarily incurred by any such person, subsequent to the adoption hereof, in connection with any claim asserted against any such person, or any action, suit or proceeding in which any such person may be involved as a part, by reason of having been such an officer or member of the Board of Trustees or by reason of any action alleged to have been taken or omitted by any such person as such officer or member of the Board of Trustees; excepting, however, expenses incurred in relation to any matter with respect to which a claim is made of willful misconduct or willful default, or of gross negligence in the conduct of the office of such officer or member of the Board of Trustees, unless there be an adjudication of freedom there-from by a majority of the Board of Trustees then in office, exclusive of those involved in such claim, action suit or proceeding, provided that such majority constitutes a quorum of the Board of Trustees. The right of indemnification herein provided for shall inure to the benefit of the executors or administrators of each such officer or member of the Board of Trustees and shall not be deemed exclusive of any other rights to which such person might have been entitled were it not for this provision. The Board of Trustees may in its discretion prepay all expenses incurred in defending any such action or proceeding in advance of final disposition of said action or proceeding upon receipt of an undertaking by the person indemnified to reimburse the District in the event he or she be adjudicated to be not entitled to such indemnification.

## **ARTICLE VI – DUTIES OF BOARD OF TRUSTEE MEMBERS**

**SECTION 1.** The President shall be concerned with the overall well being of the District. The President shall preside at all meetings of this organization and of the Board of Trustees. In consultation with the Board, the President shall appoint committees as deemed necessary and as elsewhere provided. The President is the Chief Executive Officer of the District and is invested with all of the powers and privileges customarily associated with that position. With the consent of the Board of Trustees, the President is empowered to speak for and on behalf of the Mid-South District in all legal proceedings, to serve as Contracting Officer of the Mid-South District, his/her signature being legally binding for the Mid-South District on contracts, etc., when affixed thereto by direction of the Board of Trustees.

**SECTION 2.** In the absence of the President to serve, the Vice-President shall be vested with the powers of the President and shall succeed to the Presidency if the President leaves office in mid-term, serving as President until the next regularly scheduled general election. The Vice-President shall perform such other duties as may be assigned by the Board.

**SECTION 3.** The Secretary shall keep a complete record of the proceedings of all meetings of this organization and of the Board of Trustees and assist the President with record keeping and meeting organizational issues as needed. The Secretary shall advise individuals of their election or appointment to office or committee.

**SECTION 4.** The Treasurer shall receive all monies collected under the authority of this organization and shall give proper receipts thereof. The Treasurer shall pay all orders that may be drawn on the District in accordance with procedures authorized by the Board. The Treasurer shall keep accounts of all transactions, which accounts shall be annually examined and certified by the Board.

**SECTION 5.** The Relationship Trustee is responsible for the development and monitoring of systems that facilitate deep conversations between the Board and member congregations, fellowships and other Unitarian Universalist communities in the district. In addition, this trustee facilitates the maintenance of covenantal relationships between and among the Board, UUA staff, and member congregations, fellowships, and UU communities.

**SECTION 6.** The Board is charged with carrying out the policies set by the District meetings and is hereby empowered to adopt such measures as shall be necessary including the adjustment of the annual budget.

**SECTION 7.** Meetings of the board shall be held at least three times a year. Special meetings may be called by the President and must be called upon request of two (2) members of the Board. Notice shall be sent to members at least fourteen (14) days prior to the time of the meeting. Three (3) voting members of the Board shall constitute a quorum and the expenses of the members in connection with business meetings shall be paid by the organization. A report of the actions of the Board shall be submitted to all member congregations and to the annual meeting of this organization.

**SECTION 8.** In addition to the general duties specified in Section 7 above, the Board shall have the following specific responsibilities:

1. The Board shall prepare for presentation to the Annual Meeting of the District a proposed 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 this budget shall be included in the call and notice of the Annual Meeting.
2. It shall authorize disbursement procedures for the organization by orders to the Treasurer.
3. It shall authorize procedures for employing whatever personnel other than the District professional staff that may be provided for in the annual budget that are needed for the District to be effective. It shall submit recommendations concerning policies and programs for the next fiscal year to the Annual Meeting. These recommendations shall be included in the call and notice of the Annual Meeting.

## **ARTICLE VII – GENERAL PROVISIONS**

**SECTION 1.** (a) A Leadership Development Committee consisting of a Chair and two (2) members shall be elected by ballot at each Annual Meeting. Of the three persons on this committee, one (1) shall be elected for a two-year term and one (1) shall be elected for a one-year term; the third is a carry-over. Any vacancy on the Leadership Development Committee shall be filled by appointment of the President. The Leadership Development Committee shall present at least one nomination for each office to be filled by election at the next Annual Meeting after its election. There may be nominations from the floor, but no person shall be nominated by the committee or from the floor without that person's consent. The report of the Leadership Development Committee shall be given to the Secretary at least 35 days before the Annual Meeting, to be included in the call and notice of the meeting. The Chair of the committee (often the committee member serving the second year of a term) is designated at the time of the election. (b) The elections for the Mid-South District shall occur at the Annual Business Meeting. The Secretary of the Board shall conduct the elections and oversee all vote and ballot counts and declare such to the Annual Meeting.

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

**SECTION 3.** The business of each District meeting shall be conducted in accordance with these By-Laws and Robert's Rules of Order, Revised.

**SECTION 4.** No resolution shall be presented for adoption at any meeting of the membership unless it shall have been furnished in writing to each of the member congregations at least twenty one (21) days prior to such meeting, except that this rule may be waived by the vote of three-fourths (3/4) of the delegates present at any meeting of the membership.

## **ARTICLE VIII – ELECTION OF UUA TRUSTEES**

The Mid-South District congregations will participate in elections of UUA Trustees following the processes developed and approved by the UUA.

## **ARTICLE IX – AMENDMENTS**

These By-Laws may be amended by a two-thirds (b) vote of the delegates present and voting at any annual or special meeting, provided that the 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 minister, president and secretary of each member congregation at least twenty-one (21) days before the date of the meeting.

## **ARTICLE X – DISSOLUTION**

In the event that the Mid-South District of the Unitarian Universalist Association of Congregations shall be dissolved without concurrent incorporation into another replacement organizational entity of the Unitarian Universalist Association or hold no annual meetings of the delegates for a period of three (3) years, the Treasurer shall pay over and deliver such assets as may be property of the district to the Unitarian Universalist Association of Congregations, a corporation of the Commonwealth of Massachusetts, or its successors or assigns.