

# Bylaws of the Unitarian Universalist Church, Surprise, AZ

as amended 12/5/96, 12/2001, 10/12/03, 12/5/03 and 12/2013

## I. Name, Affiliation and Purpose

- A. The name of this religious organization is the Unitarian Universalist Church, an Arizona non-profit corporation, located in the city of Surprise, Maricopa County, Arizona.
- B. The church is a member of the Unitarian Universalist Association (UUA) and of the Pacific Southwest District (PWSD) of the UUA.
- C. The purpose of this organization is to provide a church in which its members, and all of like purpose, shall study and practice the principles of Unitarian Universalism, with its emphasis on freedom of belief and recognition of the inherent worth and dignity of every person.

## II. Congregation

- A. Authority of Congregation - The ultimate authority of the church is vested in the congregation as expressed in the Annual and Special Meetings. The following powers may not be delegated, but may only be exercised by the congregation:
  1. The employment or release of the Minister
  2. Change of site of any church buildings and the purchase or sale of such buildings and grounds and capital additions in excess of \$10,000
  3. The requirements for membership
  4. Approval of the annual budget including the Minister's annual salary and benefits
  5. Ratification or amendment of the bylaws
- B. Congregational Overrides of Board Action - The congregation may override an action of the Board of Trustees (hereinafter called the "Board") at an Annual or Special Meeting. At least twenty members must petition, within thirty days of posting in the church of the Board minutes, to consider such action. The congregation cannot override the following Board actions:
  1. Any expenditure previously authorized by the congregation
  2. An expenditure that has been declared an emergency expenditure by the Board and which has been approved by two-thirds of those present at a Board meeting, or
  3. An expenditure less than \$4,000 unless otherwise limited by these bylaws.
- C. Membership - Any person at least 16 years of age or otherwise approved by the Minister, President or Membership Committee Chair, who is in sympathy with the principles and purposes of the church as evidenced by signing the Membership Book in the presence of the Minister or Officer of the church may become a member of this church.
- D. Voting Rights - Each member, who has been a member for at least 30 days, is entitled to one vote at Annual or Special Meetings.

- E. Membership Records - a listing of members of the congregation shall be maintained at the church by the Membership Committee showing the name, date of affiliation, address and telephone number of each member.
- F. Honorary Membership - A member who is no longer able to participate in the activities of the church but who wishes to retain an affiliation may be elected to honorary membership in the church upon the recommendation of the Membership Committee, favorable action by the Board and notification to the person that Honorary Membership has been conferred. Honorary Members do not have a vote and are not included in any quorum count.
- G. Withdrawal and Termination - A member or honorary member may withdraw from membership upon notification to the church. The Board may terminate the membership of any person who fails to evidence any interest in the church for two consecutive years, provided that written notice of such proposed action is given or mailed to such person at his/her last known address at least fifteen days before the proposed termination date.

### III. Meetings

- A. Services of worship shall be held at such time and place as shall be determined by the Board.
- B. Annual Meeting - the Annual Meeting of the congregation shall be held between the November and December Board meetings at a time and place selected by the Board.
- C. Special Meetings - A Special Meeting of the congregation may be called by the Board or shall be called upon the petition of twenty members to the Board within forty days of the receipt of such petition.
- D. Notice of Meetings - All members shall be notified by hand delivery, first class mail or electronically of all Annual or Special Meetings at least ten days and not more than forty days before the meeting. The notice for Special Meetings shall specify an agenda for the meeting and the meeting shall be limited to those topics specified.
- E. Quorum and Voting - Twenty-five percent of the membership shall constitute a quorum at any Annual or Special Meeting, except as noted below. Actions shall require a majority vote of those voting except for 1) any vote to amend these bylaws which shall require a 2/3rds vote of those voting, and 2) any vote, which shall be by secret ballot, on calling or releasing a Minister (for each of which the quorum shall be 40% of the membership) and shall require an 80% vote of those voting to call a Minister and a majority vote of those voting to terminate the services of the Minister. Proxy voting shall not be permitted at any meeting.

### IV. Board of Trustees

- A. Authority - the Board has full authority and responsibility, except as limited by these bylaws, to act on the business of the church.
- B. Number and Term - The Board shall consist of no less than seven nor more than nine voting members as determined by the Board: the Officers (President, Vice-President, Treasurer and Secretary), three to five at-large members and, as a non-voting member, the settled Minister. Terms for Board

members shall be two years, with a consecutive full two-term limit in each position.

- C. Election of Board Members - Board members shall be elected by the congregation from the congregation membership at its Annual Meeting. Candidates shall be recommended by the Nominating Committee or nominated from the floor with the written or oral consent of the nominee. The term of Board members shall commence January first of the year after election. Should a vacancy on the Board occur during the year, the Board shall, with the assistance of the Nominating Committee, fill the vacancy until December 31. At the next Annual Meeting following such vacancy, a person shall be elected to fill the unexpired term of the person being replaced.
  - 1. The following shall be elected at the Annual Meeting in even numbered years: President, Secretary, and one at-large (two if five at-large members) member.
  - 2. The following shall be elected at the Annual Meeting in odd numbered years: Vice-President, Treasurer, and two at-large (three if five at-large members) members. However, at the 2003 Annual Meeting one additional at-large member shall be elected for a one-year term.
- D. Meetings - The Board shall meet at least monthly, except for July and August, on such dates and places as the Board shall from time to time fix. Meetings shall be open to the members of the congregation. Provision shall be made at meetings for non-Board members to address the Board. The Board may meet in executive session (with attendance determined by majority vote of the Board) only to discuss personnel matters and for sensitive issues such as, but not limited to, charges of misconduct, sexual harassment, malfeasance, employment issues and matters requiring legal advice. Special meetings of the Board may be called by the President or by any two members of the Board, with at least 24 hours notice to each Board member.
  - 1. Procedures at Meetings - The Board may adopt its own rules of procedure for Board meetings, except that there shall be no proxy voting.
  - 2. Quorum - A quorum at a Board meeting shall consist of a majority of the voting members of the Board.
  - 3. Policy Statements - The board, by majority vote, shall establish policies and procedures, which shall be reviewed annually.
- E. Duties of Officers - The Officers shall perform the duties normally associated with their respective offices. In addition, the Officers shall have the duties defined herein and in the policy statement, "Officer and Committee Responsibilities", approved by the Board.
  - 1. The President shall preside at all Board, Annual and Special Meetings, except as provided herein, and, with the exception of the Nominating Committee, be an ex officio member without vote of all committees. The President shall vote at Board meetings only in case of a tie.

2. The Vice-President shall assume the duties of the President in the President's absence and such other duties as designated by the President.
3. The Secretary shall maintain an accurate record of Board, Annual and Special Meetings
4. The Treasurer shall have responsibility for all financial activities of the church and shall be assisted by a Finance Committee and a Standing Funds Committee.

V. Committees

- A. The Board may establish such committees as required for the implementation of Board policy. Committee chairs shall be appointed by the Board, except as otherwise provided in the bylaws. Chairpersons shall select such additional persons as required to accomplish the purpose of their committee.
- B. Nominating Committee - A Nominating Committee of five members including the chair shall be elected at each Annual Meeting to serve for the following calendar year. The committee shall present candidates for each open church office and suggest candidates for committee chairs for appointment by the Board. If possible, one or more of the current members of the Nominating Committee shall be nominated for a second year. No member of the Nominating Committee shall serve for more than two consecutive full years. Should a vacancy occur on the Nominating Committee, the Board shall fill the vacancy.

VI. Committee Council

- A. The Committee Council shall consist of committee chairs and leaders of such program activities of the church as designated by the Board.
- B. The Committee Council shall have responsibility for coordinating and helping establish the programs of the church.
- C. The Committee Council shall select its own chair and secretary.
- D. The Board shall appoint from its membership a liaison to the Council to serve as ex officio member without vote.

VII. Minister

- A. Responsibilities - the Minister is the religious and spiritual leader of the church. The Minister shall have freedom of the pulpit and of speech. The Minister shall be in fellowship with the UUA, or be an applicant for such accreditation. Except for the Nominating Committee and Search Committee, the Minister is an ex-officio member without vote of all other committees.
- B. Calling and Termination
  1. Calling (see Section III.E.)
    - a) A Search Committee consisting of at least five members shall be elected by the membership. This committee shall select a ministerial candidate.
    - b) The Board shall authorize the President to call a Special Meeting at the request of the Search Committee for the purpose of recommending to the membership the candidate selected by the Search Committee.

- c) Minister's Contract - A written contract between the Minister and the church shall be negotiated by the Search Committee and approved by the Board prior to the vote to call the candidate. The contract shall specify, but not be limited to, salary and other compensation, length of contract, resignation and dismissal terms and ministerial duties and responsibilities, subject to subsequent modifications agreed to by the Minister and the Board.
- 2. Termination (see section III.E.) - If the congregation votes to terminate the services of the Minister, at least three months notice shall be given. Should the Minister resign, at least three months notice shall be given. The Board and the Minister may mutually agree to such other terms as are in the best interest of the church and Minister.
- C. Leave Policy - Upon completion of a minimum of three years service as Minister of this church, the Minister shall be entitled to leave of one month at full pay for each year served, up to a maximum of six months. Such leave shall be for the furthering of the ministry. The Minister shall agree to serve the church for one full year after each leave has ended. The church has no liability for leave accrued but not taken at the time of the Minister's resignation, termination or retirement.
- D. Ministerial Relations Committee - The President in consultation with the Minister, shall appoint from the membership, subject to Board approval, a Ministerial Relations Committee for the purpose of assisting the Minister in evaluating feedback from the congregation and assisting the Board and the congregation to understand concerns the Minister may have about the well-being of the church. The committee shall recommend compensation for the Minister to the Finance Committee for the annual budget. Members may serve staggered three year terms subject to a limitation of not serving more than six consecutive years.

## VIII. Finance

- A. Fiscal Year - The fiscal year of the church shall be the calendar year.
- B. Funds - The following funds are established by these bylaws:
  - 1. Operating and Operating Reserve Funds - The Operating Fund is used to account for the income and expenses of the church as set forth in the annual operating budget as adopted at an Annual Meeting or subsequently modified at a Special Meeting. It includes the Operating Reserve Fund, which consists of any part of the Operating Fund not required by the Treasurer for immediately foreseeable needs. The Board shall determine annually the minimum amount to be carried in the Operating Reserve Fund.
  - 2. Endowment Fund - This account is for investments from which the net income is credited at least annually to the Operating Fund unless otherwise instructed by vote of the congregation. The principal may not be withdrawn unless the church ceases to operate.

3. Capital Fund - This account is to be used for capital equipment, major repairs or major improvements to the church building.
  4. Restricted Funds - Restricted accounts may be established from time to time to segregate money intended for a specific purpose. Such accounts that have been inactive for at least five years may be re-allocated at the discretion of the Board. The Treasurer shall see that monies in these accounts are expended only for the designated purpose.
  5. Other Funds - Other accounts may be established by the Board. Such action shall state the name, source and purpose of the fund, disposition of income and the specific authority required to disburse income and/or principal.
  6. Money or other valuable consideration, other than gifts to the Operating Fund, given to the church without designation of purpose by the donor, shall be accepted and designated as to purpose by the Board.
- C. Execution of Instruments - Checks and other orders on the funds or credit of the church, and instruments in writing by the church, shall be valid and binding upon the church only when executed by such person as shall be designated and authorized by the Board.
  - D. Financial Review - the President, with the concurrence of the Board, shall arrange for an annual review of the books of account by someone other than the Treasurer. The results of such review shall be reported to the Board, which shall communicate such results to the congregation in a newsletter or other communication.
- IX. Other
- A. Amending the Bylaws - Amendments may be proposed by the Board or by written petition of twenty members. (See Section III.E.)
  - B. Rules of Order - The latest edition of Robert's Rules of Order shall govern the conduct of the meetings and affairs of this church except as otherwise expressed in these bylaws.
  - C. Dissolution - Should the church cease to function or the membership vote to disband, the Board shall, after paying or making provision for the payment of all liabilities of the church, transfer all remaining assets to the UUA as long as it continues to be exempt under Section 501 ( c ) (3) of the Internal Revenue Code.

This concludes the bylaws. The following pages describe the changes made starting in 2013.

## Bylaws Change to be Adopted 12/2013

In order to make meeting notification easier, more green, timely and cost effective, the Board recommends this change to the bylaws:

### III. Meetings

- D. Notice of Meetings - All members shall be notified by **hand delivery, first class mail or electronically** of all Annual or Special Meetings at least ten days and not more than forty days before the meeting. The notice for Special Meetings shall specify an agenda for the meeting and the meeting shall be limited to those topics specified.