

BYLAWS OF THE UNITARIAN UNIVERSALIST CHURCH
SURPRISE, ARIZONA
Amended 1-7-2024.

Article I
Name, Affiliation, and Purpose

Section 1: Name

The name of this religious organization is the Unitarian Universalist Church, an Arizona nonprofit corporation, located in the city of Surprise, Maricopa County, Arizona. Throughout these Bylaws, the organization may be referred to as “UUCS,” “the Corporation,” “the Organization,” or “Congregation.”

Section 2: Affiliation

UUCS is a member of the Unitarian Universalist Association (UUA) of Congregations and the Pacific Southwest District (PWSD) of the UUA.

Section 3: Purpose and Status

A. Purpose

The purpose of UUCS is to provide a place 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.

B. Nonprofit Status

UUCS shall operate under Arizona nonprofit law. UUCS is organized for purposes which are exclusively religious, charitable, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code. To wit, UUCS has received from the UUA its letter of “Good Standing” in support of UUCS’ nonprofit purposes. The properties and assets of UUCS are irrevocably dedicated to religious and charitable purposes.

Section 4: Business Office

The registered office of this Corporation shall be that as set forth in the most recent Articles of Incorporation.

Article II
Congregation

Section 1: Authority

A. The ultimate authority of UUCS is vested in the Congregation as expressed in these Bylaws and in Annual and Special meetings. The following powers may not be delegated, and may only be exercised by the Congregation:

1. Employment or release of the Minister.
2. Change of church building site, including the purchase or sale of such building and grounds, and capital additions in excess of \$10,000;

3. Requirements for membership;
4. Approval of the annual budget; and
5. Ratification of, or amendments to, the Bylaws.

B. Overrides of Board of Trustees' Actions

The Congregation may override an action of the Board of Trustees ("Board") at an Annual or Special meeting. To consider such action, at least twenty members must petition the Board within thirty days of the action being posted in the social hall, Board minutes or on the UUCS website. Board actions which cannot be overridden by the Congregation include:

1. Any expenditure previously authorized by the Congregation;
2. Any expenditure that has been declared an emergency expenditure by the Board and which has been approved by two-thirds of the Board members; and
3. Any expenditure less than \$5000 unless otherwise limited by these Bylaws.

Article III Membership

Section 1: Members A.

Voting Members

Any person at least 18 years of age or otherwise approved by the Minister or President, who is in sympathy with the principles and purposes of UUCS as evidenced by signing the Membership Book in the presence of the Minister or any Officer of the Congregation, may become a member.

B. Youth Members

Any person 16 to 18 years of age who has participated in UU religious instruction, may have limited voting rights as indicated in the Policies and Procedures Manual, and possible leadership roles with approval of the Minister and the Board.

C. Pledging Friends

Any person who is in general sympathy with the purposes, goals, and programs of UUCS, and who makes a pledge or contribution of record, but chooses not to sign the Membership Book. Such members shall not have voting rights at Annual or Special meetings but may serve on committees.

D. Legacy members

Any former voting member or pledging friend who is unable to personally participate or contribute financially due to age, health, or financial condition.

Section 2: Withdrawal and Resignation

Any member may withdraw from membership upon written notification to the Secretary of the Board, the Membership Chair or the UUCS Administrator, and that person's name shall be removed from the Membership Book.

Section 3: Suspension and Removal

- A. A member may be suspended by the Board from participation in congregational activities for behavior that is disruptive or threatens the well-being of any member or the Congregation. Such behavior shall be defined in the Policies and Procedures Manual.
- B. A member may be permanently removed for
 - 1. a period of inactivity over two years, pending review by the Board and in consultation with the Minister; or
 - 2. disruptive or threatening behavior, by a unanimous vote of the Board in consultation with the Minister and following notice of action to remove.

Article IV Worship Services and Meetings

Section 1: Services

Worship services shall be held at such time and place as determined by the Board and the Minister.

Section 2: Annual Meeting

The Annual meeting of UUCS shall be held in January at a time and place selected by the Board.

Section 3: Special Meetings

A Special meeting of UUCS shall be called by the Board or upon a petition of twenty members to the Board within thirty days of the receipt of such petition.

Section 4: Notice of Meetings

All members shall be notified by hand delivery, first class mail or electronically of all Annual or Special meetings at least 10 days and not more than 30 days before the meeting. The notice for Annual and Special meetings shall specify an agenda for the meeting and the meeting shall be limited to only those topics specified.

Section 5: Quorum and Voting

- A. 30% of the voting membership shall constitute a quorum at any Annual or Special meeting. If a quorum is present when a meeting is convened, the members may continue to meet until adjournment, even though the withdrawal of members originally present leaves less than the number otherwise required for a quorum.
- B. Actions shall require a simple majority of those voting; however, any action to change the Bylaws shall require a two-thirds vote of those eligible to vote.
- C. Proxy voting shall be permitted only at Annual and Special meetings called by the Board. Proxy votes shall be considered valid in determining the presence of a quorum. No more than two proxies shall be held by a member. The specifics of proxy voting shall be delineated in UUCS' Policies and Procedures Manual.

Article V

Board of Trustees

Section 1: Powers

- A. The Board has full authority and responsibility, except as limited by these Bylaws, to conduct the business of UUCS.

- B. The Board, by majority vote, shall establish written policies and procedures which shall be reviewed annually by the Board for relevancy and timeliness.

Section 2: Number of members

The Board shall consist of no less than seven nor more than nine voting members of UUCS as determined by the Board: the Officers (President, Vice-President, Treasurer and Secretary); three to five Trustees and, as a non-voting member, the Settled Minister and/or Interim Minister.

Section 3: Election of Board members

- A. Board members shall be recommended by the Nominating Committee and elected by the Congregation at its Annual meeting. Candidates may also be nominated from the floor with the written or oral consent of the nominee.

- B. In order to maintain continuity, efforts shall be made to stagger positions on the Board so half of the positions are elected in alternating years. Exceptions may be made in unusual circumstances.

Section 4: Terms of Office

- A. Terms for Board members shall be two years, with one consecutive full two-term limit in each position. The term of Board members shall commence the month after the Annual meeting.

- B. Should a vacancy on the Board occur, the Board shall, with the assistance of the Nominating Committee, fill the vacancy until the end of that member's term.

Section 5: Board Meetings

- A. The Board shall meet at least monthly on dates, at places, and by means as the Board deems.
 - 1. Any action taken at a Board meeting may be taken at an in-person meeting or by electronic or remote means of communication- Participation in a meeting through a form of remote communication shall serve as a Board member's personal presence at the meeting, and decisions made in this manner shall be considered binding actions of the Board.
 - 2. UUCS recognizes that authenticated electronic communication which meets the requirements of this section shall legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts.

- B. Board meetings shall be open to members of the Congregation and provision made for them to address the Board.
- C. The Board may meet in executive session only to discuss personnel matters, employment issues, and matters requiring legal advice.
- D. Special meetings of the Board may be called by the President or by two members of the Board.
- E. A quorum for a Board meeting shall consist of a majority of the voting members of the Board.

Section 6: Responsibilities of Officers

- A. Officers shall perform the duties normally associated with their respective offices. In addition, Officers shall have the duties defined below and in the policy handbook approved by the Board.
- B. Specific responsibilities for each Officer include the following:
 - 1. The President shall preside at all Board, Annual and Special Meetings, and with the exception of the Nominating Committee, be an ex-officio member without vote on all other committees. However, the President shall be able to vote at Board meetings. The President shall sign, execute, and deliver on behalf of the Congregation, all conveyances, leases, notes, and contracts.
 - 2. The Vice-President shall assume the duties of the President in the President's absence and such duties as designated by the President.
 - 3. The Secretary shall maintain an accurate record of Board, Annual and Special meetings. The Secretary shall maintain the current Bylaws and all amendments thereto and be responsible for notifying Board members of scheduled or special meetings. The Secretary, along with the UUCS Administrator, shall be the custodians of all correspondence and papers relating to the business of the Organization, and shall distribute and post the minutes of Board, Annual and Special meetings expeditiously.
 - 4. The Treasurer shall have responsibility for all financial activities of UUCS. The Treasurer shall work with Congregation staff and volunteers to ensure that financial transactions including deposits and bill payments are processed in a timely manner and are accurately recorded in the financial records of the Organization. The Treasurer shall oversee compliance with Arizona and IRS requirements. The Treasurer shall provide a written financial report to the Board monthly or as requested by the President.

Section 7: Board Committees

- A. The Board shall establish such committees as required for the implementation of Board policy. Committee chairs shall be appointed by the Board, except as otherwise provided in these Bylaws. Chairpersons shall select such additional persons as required to accomplish the purposes of their committees.

B. Executive Committee

1. The Officers on the Board shall serve as the Executive Committee.
2. Except for the actions enumerated below, the Executive Committee shall have the authority to act for the Board on all matters, so long as the Executive Committee determines that it would be imprudent to wait for the next Board meeting, or to call a Special Board meeting, to take such action. The Executive Committee is not authorized to make decisions with respect to the following matters:
 - a. Dissolve the Corporation;
 - b. Call or terminate the Minister;
 - c. Enter into major contracts or sue another entity;
 - d. Adopt or eliminate major standing committees;
 - e. Buy or sell property; and
 - f. Amend the Articles of Incorporation or the Bylaws.
3. With respect to any action taken on behalf of the Board, the Executive Committee is required to report any formal actions it has taken to the full Board within five days.

C. Nominating Committee

1. The Nominating Committee, elected each year at the Annual meeting, shall present candidates for each open Board position and a slate of members for the Nominating Committee.
2. No member of the Nominating Committee shall serve for more than two consecutive years. When possible, efforts shall be made to stagger positions on the Committee so that half are elected in alternating years. Exceptions may be made in unusual circumstances.
3. Should a vacancy occur on the Nominating Committee, the Board shall fill the vacancy.

D. The Board may appoint task forces on a temporary basis as needed.

Section 8: Conflicts of Interest:

Except as permitted by Arizona law, any contract or other financial transaction between UUCS and any organization to which a Board member is or was a director, officer, member, legal representative, or has a material financial interest, must be disclosed or made known to the Board of Trustees prior to approval of such transaction or contract. The conflicted Board member may not be counted in determining the presence of a quorum. It is expected that when matters come before the Board which may directly conflict with the interests of a Board member or any member of the Congregation, that the member not participate in discussion nor have a vote on the matter, and shall be asked to absent themselves from the meeting room. A formal Conflict of Interest statement shall be adopted by the Board and signed annually by all Board members.

Article VI

Minister

The Minister is the spiritual leader of UUCS and shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.

Section 1: Qualifications of Minister

The Minister shall be in fellowship with the Unitarian Universalist Association of Congregations or, under special circumstances, be an applicant for fellowship.

Section 2: Calling a Minister

A. Ministerial Search Committee (“MSC”)

1. The MSC shall serve as an ad hoc committee of the Congregation and once nominated, shall be affirmed by a vote of the Congregation. No fewer than six at large members shall serve on the Committee.
2. The MSC shall search out and recommend to the membership a Minister for UUCS

B. Quorum

1. When a qualified candidate is chosen by the MSC, the Chair of that committee shall request the President of the Board to call a Special meeting for the purpose of recommending the candidate to the voting membership. Notice of such meeting shall be given as specified in these Bylaws.
2. A quorum for such a meeting shall be 60% of voting members. A proxy shall count as a member in attendance.
3. An affirmative vote by 90% of voting members present at the meeting shall be required to call a Minister.

Section 3: Duties of the Minister

- A. Specific duties of the Minister shall be negotiated between the Minister and the Board in a Letter of Agreement approved prior to calling. This Letter of Agreement shall specify, but not be limited to terms of employment; scope of duties; compensation; resignation and dismissal. The Letter of Agreement may be subject to subsequent modifications agreed to by the Minister and the Board.
- B. The Minister shall serve as an ex-officio and non-voting member of the Board and all committees with the exception of the MSC and the Nominating Committee.

Section 4: Dismissal

- A. The Congregation may, when necessary, terminate the covenantal relationship with the Minister when trust and confidence in the Minister has been compromised or lost.
- B. The Minister may be terminated by 30% of the voting members of the Congregation present at a meeting designated for that purpose. The quorum needed for such a meeting shall be 60% of voting members.
- C. In the best interest of both the Congregation and Minister, the Board and Minister may mutually agree to such other terms for separation as specified in the Letter of Agreement.

Section 5: Ministerial Relations Committee

- A. The Chair of the Nominating Committee, 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 UUCS.
- B. This Committee shall be comprised of no more than three members from the Congregation and one Board member as liaison to the Board. Members shall serve staggered two-year terms subject to a limitation of not serving more than four consecutive years.

Article VII Finance

Section 1: Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 2: Budget

- A. Expenses shall be met through various income sources such as voluntary pledges, contributions, fundraisers, and other methods approved by the Board.
- B. The Treasurer shall prepare a proposed annual budget based on existing commitments, expected income, past experiences and proposed expenditures submitted by Committee Chairs. This proposed annual budget shall be submitted to the Board for approval or modification. The approved proposed annual budget shall then be presented and acted upon at the Annual meeting.
- C. Unbudgeted expenditures projected to exceed 5% of the approved budget must be approved by the membership at the Annual or Special meeting.

Section 3. Funds A.

Operating Fund

The Operating Fund is used to account for the income and expenses of UUCS as set forth in the annual operating budget as adopted at an Annual meeting or subsequently modified at a Special meeting.

B. Operating Reserve Fund

This account includes funds set aside for unforeseen expenses or interruptions in cash flow. The Board shall annually determine the minimum amount to be carried in this fund.

C. The Endowment Fund

This account is for investments from which the net income or total return as determined by the Investment Committee 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 Corporation ceases to operate and/or the Congregation determines by a two-thirds vote that an existential emergency exists.

D. Endowed Restricted Funds

These funds are gifts where net income or total return distributions are restricted to a named purpose fund. Access to principal is governed by each Gift Agreement.

E. Restricted Funds

Restricted accounts may be established to segregate money intended for a specific purpose. Such accounts that have been inactive for at least five years may be reallocated at the discretion of the Board. The Treasurer shall supervise these accounts to ensure they are expended only for the designated purpose.

F. Capital Fund

This account is to be used for new capital equipment, or major improvements to the UUCS building.

G. Capital Reserve Funds

This account is used for major repair and replacement of the physical assets of UUCS.

H. Property Funds

These accounts are established to recognize the value of physical assets owned by UUCS.

I. Other Funds

1. Undesignated money or other valuable considerations may be accepted and designated as to purpose by the Board.
2. Other accounts may be established by the Board. Such action shall state the name, source and purpose of the fund, disposition of the income and the specific authority required to disburse income and/or principal.

Section 4: Execution of Instruments

Checks and orders on the funds or credit of UUCS, and instruments in writing by UUCS, shall be valid and binding upon UUCS only when executed by an Officer of the Board. Expenditures not included in the Annual Budget and over \$1500 must be approved by the Treasurer and the President. (Refer to Policy/Procedural Handbook for details)

Section 5: Review of Statements

On an annual basis, a review of the congregational finances by a qualified person(s) shall be required and a written report of the findings submitted to the Board of Trustees. The results of this review will be shared with the Congregation by the Board in written form. (See Finance Policy for process)

**Article VIII
Indemnification**

Section 1: Indemnification of Board Members, Employees, and Volunteers

Subject to Article VIII, section 2, the Corporation shall indemnify its Board members, employees, and volunteers, including persons formerly occupying any such positions, in accordance with the most recent enactment of the Arizona Revised Statutes concerning indemnification for religious nonprofit organizations operating in Arizona. To the fullest extent permitted by law, UUCS shall provide indemnification against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such persons in connection with their service to UUCS.

Section 2: Approval of Indemnity

Upon written request to the Board by any Board member, employee, or volunteer seeking indemnification, the Board shall promptly determine whether the person being charged and/or sued has acted in good faith (in a manner the person reasonably believed to be in, or at least not opposed to, the best interests of UUCS, and had no reason to believe the conduct was unlawful). If the Board determines the person acted in good faith, it shall authorize indemnification.

Section 3: Insurance

UUCS shall purchase and maintain insurance as permitted by Arizona law on behalf of those persons listed in Section 1 of this Article against any liability asserted against or incurred by such persons in connection with their service to UUCS.

Article IX Records and Reports

Section 1: Maintenance and Inspection of Articles of Incorporation and Bylaws

The Corporation shall keep a hard copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at reasonable times by Board members and any member of the Congregation.

Section 2: Maintenance

The accounting books, records, and minutes of the Board and any committees of the Board shall be kept at such place(s) as designated by the Board. While these records may be stored on computer hard drives, computer discs, and flash drives, all minutes, accounting documents and records shall be kept in hard form as well. Except for materials pertaining to private information of any member, all minutes, accounting books and records shall be open to inspection at any reasonable time upon the written request of any member to the Board.

Section 3: Annual Financial Report

Within 60 days after the close of UUCS' fiscal year, the Board shall distribute to the membership an annual financial report containing information about the financial condition of UUCS, prepared in such format as shall be specified by the Board.

Article X Privacy Policy

Section 1: Personal Information

- A. To operate efficiently and productively, UUCS may from time to time collect personal information about its members, employees, volunteers, and donors. This information is for internal use only. UUCS shall treat such personal information with confidentiality and respect and shall take reasonable steps to protect the privacy of all personal information provided it.
- B. At no time shall the privacy of the membership, employees or donors be compromised by any member or employee of the Congregation.

Section 2: Safeguards

UUCS shall maintain physical, electronic, and procedural safeguards to protect such nonpublic personal information.

Article XI Amendments and Revisions to Bylaws

Section 1: Proposals to Amend and Revise Bylaws

Amendments and revisions to these Bylaws may be proposed by the Board or by written petition of twenty members.

Section 2: Approval of Amendments and Revisions

- A. These Bylaws may be amended and revised only at an Annual or Special meeting of the Congregation provided the proposed amendment or revision has been reviewed and approved by the Board by majority vote.
- B. Before any amendment or revision to the Bylaws is brought to the general membership for a vote, the proposed amendment or revision must be submitted in writing to the Board at least three weeks before the scheduled vote.
- C. Amendments and revisions approved by the Board must be approved by a two-thirds (2/3rds) vote of UUCS members present at an Annual or Special meeting.
- D. If any amendment or revision carries, a newly written Bylaws document shall be created by the Secretary, dated as to when approved, and posted where appropriate.
- E. The Board shall appoint a Bylaws Committee to review the current Bylaws at least every five years. This Committee shall submit a written report of its review to the Board when requested.

Article XII Rules of Order

Section 1: Rules of Order

Whenever possible, consensus decision-making should be sought as an alternative to commonly practiced parliamentary decision-making procedures like *Robert's Rules*. When

consensus cannot be achieved, the latest edition of *Robert's Rules of Order* shall govern the conduct of all meetings and affairs of this Congregation, except as otherwise expressed in these Bylaws.

Article XIII

Dissolution of UUCS

Section 1: Dissolution

Should UUCS 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 Corporation, transfer remaining assets to the UUA and/or a qualified charity commensurate with UUA principles.

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