

**BYLAWS
Of the
UNITARIAN UNIVERSALIST CONGREGATION OF GREEN VALLEY**

ARTICLE I

NAME

The name of this religious society is the Unitarian Universalist Congregation of Green Valley (hereinafter Congregation).

ARTICLE II

PURPOSE

The purpose of this Congregation is to foster liberal religious living through worship, study, service and fellowship. We unite in the free quest of high values in religion and life as exemplified by ethical and humanitarian actions.

ARTICLE III

MEMBERSHIP

Section 1

Voting Members are those who are in sympathy with the Congregation's purposes and covenant, have signed the Membership Book, make an annual financial Pledge with an annual financial contribution of record, and actively support the congregation by participating in its programs and activities as they are willing and able. Exceptions to the financial contribution requirement may be granted one year at a time for specific individuals at the discretion of the Board of Directors. Continuing membership in another Unitarian Universalist congregation will not be a barrier to membership in this Congregation, as well.

Section 2

Any person who does not wish to become a full, voting Member, for any reason, may be listed in the appropriate section of the Membership data base as a non-voting "Friend" and will be welcome at all functions of the Congregation, except that they will not be entitled to vote on congregational matters, nor to serve on the Board of Directors.

Section 3

A person who has been actively participating as a member of our congregation or of another Unitarian Universalist congregation for an extended period of time and who is, because of age or infirmity, no longer able to actively participate may be granted the status of Honorary Lifetime Member (non-voting). Names will be submitted by the Membership Committee (or such other body as may be designated by the Board of Directors) to the Board of Directors for approval.

Section 4

This Congregation welcomes all persons without regard to affectional or sexual orientation, age, color, gender identity or expression, nationality, origin, physical or mental ability, race, sex, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Section 5

The Membership Committee or other entity designated by the Board of Directors (hereinafter the Board) will keep a current Membership Book listing the names of Members and Associate Members, and inform the Treasurer, members of the Board of Directors and the Office Staff of changes in a timely fashion.

Section 6

(a) A member who has not participated, nor contributed services or funds, during the current and preceding church years may be placed on the inactive membership roll pending a return to participation, written resignation or death.

(b) A member may voluntarily terminate membership or become an inactive member by written or verbal request to the Membership Committee, Congregation President or Minister.

(c) A member's name may be removed from the membership rolls when the member dies, moves away, cannot be located, fails to participate in a congregational activity for more than one church year, or engages in actions that threaten the well-being of the Congregation.

(d) Removal from membership requires a two-thirds vote of the Board and may be done only after reasonable efforts have been made to locate and communicate with the member. Sending a notice

to the person's last known address by conventional mail shall be considered a reasonable effort. A member removed for inactivity may be reinstated upon resuming participation.

Section 7

The Board shall have the power to deny membership to any person whose membership the Board considers potentially detrimental to the Congregation, including persons who appear threatening to the well-being of the Congregation or to be part of an organized effort by those not in sympathy with Unitarian Universalist or Congregation principles to gain control of the Congregation or its assets.

ARTICLE IV

DENOMINATIONAL AFFILIATION

The Congregation shall be a member of the Unitarian Universalist Association and of the Pacific Southwest District of the Association or their successors. It is the intention of this Congregation to make annual financial contributions equal to its full fair share as determined by the Association and the District.

ARTICLE V

CONGREGATIONAL MEETINGS

Section 1

The annual meeting of the Congregation shall be held each year at least one month before the beginning of the next fiscal year at such time and place as shall be fixed by the Board, in order to hear reports by the President, Treasurer, Minister and committee chairs, to elect new Officers and at-large Board members; to adopt an annual budget; and to transact any other business that may properly come before the congregation.

Written notice of the Annual Meeting is to be sent to each Member not less than ten (10) days or more than fifty (50) days prior to the meeting's scheduled date. The notice of the meeting shall include the agenda of items to be considered, names of nominees to fill an office or at-large position becoming vacant, the text of any resolutions to be voted on, and a summary of the proposed budget. The Congregation's newsletter may be used for the purpose of such notice. Electronic methods may be used to provide notice to members who have the capability of receiving them.

Section 2

Special meetings of the Congregation may be called by the Board. A meeting of the Congregation shall also be called by the Board upon written request of one-tenth (1/10) of the Members of the Congregation. Written notice of Special Meetings of the Congregation shall be sent to each Member not less than ten (10) days or more than fifty (50) days prior to the meeting's scheduled date. The purpose of any such meeting is to be stated in the notice, along with an agenda and text of any resolution proposed for passage. The Congregation's newsletter may be used for the purpose of such notice, as may electronic methods as provided in Section 2 of this article.

Section 3

In order to prevent potentially divisive surprises and misunderstandings and to ensure the opportunity for thorough analysis and review, the agenda shall be considered controlling at annual and special meetings. The chair shall declare as out of order, proposals to consider substantive matters not on the agenda or to amend a resolution in a way that in the chair's opinion substantially changes the import of the resolution as published. The Congregation may, however, by unanimous consent, agree to take up a matter not on the agenda or amend a resolution.

Section 4

Voting at any Congregational meeting shall be limited to Members who have attained the age of eighteen (18). Associate members are not entitled to vote or be counted as meeting the number required to request a special Congregational meeting. A Member may vote in person, by an absentee ballot delivered to the Secretary of the Congregation, or by a proxy given to a Member in writing (including through electronic methods). The person who is to vote the proxy will so inform the Secretary.

Section 5

Unless otherwise provided in the Bylaws, a quorum for any meeting of the Congregation shall consist of one-third (1/3) of the Members of the Congregation, and the presence of the quorum shall be determined at the beginning of the meeting. A majority of Members present or voting with absentee ballots or proxies shall decide any question except as otherwise provided in these bylaws. For the purposes of establishing a quorum, Members voting through absentee ballots or proxy will be counted as present.

Section 6

Any acquisition, purchase, disposition or sale of real estate shall be approved by a vote of the Congregation at a meeting called for that purpose. For any such transaction, a quorum shall consist of 70 percent (70%) of the Members of the Congregation, and the presence of a quorum shall be determined at the beginning of the meeting. For the purposes of establishing a quorum, Members voting by absentee ballot or proxy will be counted as present.

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

Section 1

The Board of Directors, subject to the prime authority of the congregation, is the policy-forming and administrative body of the church. The Board has full authority and responsibility, except as limited by these bylaws, to act on the business and programs of the church.

The Board shall develop appropriate policies and procedures, subject to revision or repeal by the Congregation, and maintain same in an official Policies and Procedures Manual. The Board also shall have general charge of the finances and property of the Congregation, the conduct of business affairs, the hiring of staff, and the administration of routine matters.

Section 2

The Board of Directors of the Congregation shall consist of the four Congregation officers and three (3) Members at Large, all of whom shall be voting members. The Minister and immediate Past President of the Congregation shall be ex officio, nonvoting members.

Section 3

The Congregation Officers are:

- A. The President of the Congregation, who:
 1. Serves as the Executive Officer of the Board
 2. Presides at meetings of the Board and Congregation
 3. Serves as ex officio, non-voting member of any committee, except the Nominating and Audit Committees, as he or she may deem desirable.

B. The Vice President of the Congregation, who presides at meetings of the Congregation and Board in the absence of the President and performs such other functions as assigned by the Board.

C. The Secretary of the Congregation, who causes to be kept records of the actions of the Congregation and Board, conducts official correspondence; and performs such other functions as assigned by the Board.

D. The Treasurer, who serves as the fiscal officer of the Congregation; has custody of money belonging to the congregation; keeps records of income, receipts, and expenditures; is empowered to sign checks; pays the bills and charges that are in the approved budget or are approved by the Board; reports to the Board at its monthly meetings and to the membership at the Annual Meeting; and performs such other functions as assigned by the Board. Subject to Board approval, the Treasurer may appoint people to assist in these duties. The Board shall, by resolution, designate persons empowered to sign checks if the Treasurer is unavailable.

Section 4

Officers and Members at Large shall be elected by the Congregation at the Annual meeting to serve terms of two years or until their successors are elected and qualified. Terms will commence at the beginning of the fiscal year. To provide continuity, terms for Members at Large shall be staggered. In the event three Member at Large positions are to be filled at the same annual meeting, the Board shall adopt policies to determine which terms are for two years and which for one year.

Section 5

The Board of Directors shall meet regularly year-round at least once a month unless circumstances require cancellation of a meeting. Each Board member shall be notified not less than ten days prior to every regular Board meeting. Special meetings of the Board may be called by the President or the Vice President in the President's absence or at the request of two Board Members, and sufficient advance notice shall be given Board members to enable them to attend the meeting.

Section 6

A majority of the voting members of the Board shall constitute a quorum for conducting business at regular or special Board meetings. A quorum may be established and votes taken with Members participating by means of a conference call or electronic communications.

Section 7

Proposed Congregational action to revise or repeal a policy or procedure or other action of the Board shall be in the form of a resolution to that effect voted on at a Congregational Meeting called and held in accordance with the provisions in these bylaws for such meetings.

Section 8

Where time permits, the Congregation shall also be notified in advance of special Board meetings and the business proposed for that meeting. The Congregation shall also be informed in a timely way by newsletter or other means of actions taken at regular or special Board meetings and matters pending before the Board.

Section 9

Regular and special Board meetings shall be open to all Congregation members, except that at its discretion the Board may hold closed sessions to consider personnel matters, real estate transactions and legal matters requiring confidential discussion.

Reasonable time shall be allotted by the agenda for Congregation members to discuss matters of concern with the Board. The Board also shall provide for receiving written communications from Congregation members on matters of concern.

Section 10

At the Annual Meeting the Board shall propose a budget for the next fiscal year. The budget shall be subject to a vote of the Congregation. The Board is empowered to carry out expenditures within the general scope of the budget as approved by the Congregation and to modify the budget as exigencies require. No indebtedness may be incurred by the Board without the Congregation's approval at the Annual Meeting or a Special Meeting.

Section 11

The Board of Directors may fill by appointment any vacancy that occurs within its membership, including Officers or Members at Large. If a Member at Large is appointed as an Officer, the at-large position will be deemed vacant. The person appointed to a position shall serve out the term of the Officer or Member at Large being replaced. The person appointed to fill a vacancy shall be eligible for nomination and election to that position.

Section 12

If an Officer or Member at Large is incapable of carrying out the duties of the position, such as because of illness, among other reasons, the other Board members may by unanimous vote declare the position vacant and so notify the Congregation.

Section 13

The election of an Officer or Member at Large at the Annual Meeting to fill a vacancy in the predecessor's mid-term, shall commence a new two-year term for that position. This provision shall apply retroactively to any elected Officers or Members at Large in office when these bylaws were adopted as well as to those elected in the future.

Section 14

Any Officer or Board Member at Large may, for cause, be removed from office at a special Meeting of the Congregation. For this purpose a quorum shall consist of one-half (1/2) of the Members of the Congregation, and the presence of a quorum shall be determined at the beginning of the meeting. Members voting by absentee ballot or proxy shall be counted as present for the purposes of establishing a quorum. Such an Officer or Member at Large may be removed by two-thirds (2/3) of the Members present or voting by absentee ballot or proxy.

ARTICLE VII

COMMITTEES

Section 1

(a) The Board may define and appoint committees, task groups, operating units and staff to carry out the business of the Congregation and the policies of the Board. Duties and responsibilities of each committee created by the Board may be established, and may be changed at the discretion of the Board. Members of the Board may be designated as

chairpersons of committees. The Board may delegate to each committee such authority as the Board by resolution determines. The Board may specify or approve policies for the committees and maintain oversight that the policies are being followed.

(b) Other committees or interest groups may be established by members subject to guidelines established by the Board.

Section 2 – Audit Committee

The Board shall provide for periodic audits of Congregation accounts and assets as it considers necessary but at least upon a change in Treasurer. The Audit Committee shall consist of no more than three members of the Congregation, one of whom shall be appointed as the chairperson. The Audit Committee shall make an examination of the financial transactions of the Congregation, and it shall make a report to the Board and Congregation.

Section 3 – Nominating Committee

(a) The Board shall appoint a Nominating Committee of three Members of the Congregation, which shall hold office until its duties as stated in this section are accomplished.

(b) The Nominating Committee shall solicit through the newsletter, announcements, and any other suitable means the names of potential candidates to fill vacancies for Congregation Offices and Members at Large and may also identify prospective candidates on its own. It will then recommend to the Congregation one or more persons to fill each vacant position to be voted on at the Annual Meeting. Its recommendations shall be included in the notice of Annual Meeting, but may be announced earlier to the Congregation if possible.

(c) A nomination to fill an Office or Member at Large position may be made from the floor by any Member at the Annual Meeting, if the nominee has agreed to serve.

ARTICLE VIII

MINISTER

Section 1

The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to Congregation members. The minister shall have freedom of the pulpit. The minister shall also have the freedom to express her or his opinions outside the pulpit. The minister shall be an ex officio, non-voting member of the Board and of all

committees except the Nominating Committee, Audit Committee, Committee on Ministry or a Ministerial Search Committee, as well as any other committees specified by the Board. Other specific duties shall be negotiated between the minister and the Board or designated committee, written into a job description, and approved by the Board.

Section 2

The Minister shall be and remain in fellowship with the Unitarian Universalist Association.

Section 3

To call a permanent full-time or part-time minister, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. The committee's recruitment of a minister will be guided by the currently recommended practices of the Unitarian Universalist Association (UUA) Department of the Ministry and other relevant UUA policies and procedures.

Section 4

Upon recommendation of the Ministerial Search Committee, a minister shall be called if, at a Special Congregational Meeting, the candidate receives the affirmative vote of 90 percent of those voting in person, by absentee ballot or by proxy. A quorum shall be met if at least 80 percent of the eligible Members cast votes.

Section 5

A called Minister's services may be terminated by a majority vote by secret ballot of those present and voting at a Special Meeting of the Congregation. Such a meeting may be called by the Board or upon written petition of twenty (20) percent of the members. Quorum and notice for such a meeting shall be the same as for that in calling a minister. If the congregation votes to terminate the services of the Minister, three (3) months notice shall be given. Should the Minister resign, three (3) months notice must be given, except that the Board may allow less time.

Section 6

When a minister has not been called, the Board may contract for the services of a minister according to procedures established by the Unitarian Universalist Association and Pacific Southwest District.

ARTICLE IX

FISCAL YEAR

Effective July 1, 2012, the fiscal year shall run from July 1 through June 30.

ARTICLE X

PARLIAMENTARY AUTHORITY

The Board may determine procedures for the conduct of business by the Board. It may also recommend procedures for Congregational meetings, subject to approval by the Congregation. These procedures may include alternative decision-making processes. In the absence of alternative procedures, an appropriate version of Roberts Rules of Order designated by the Board shall be used to govern the conduct of business by the Congregation in all cases for which they are applicable, and in which they are not in conflict with Arizona Law, the Articles of Incorporation, or these Bylaws.

ARTICLE XI

BYLAWS

Section 1

Amendments to these Bylaws may be proposed by the Board or by petition to the Board of at least fifteen percent (15%) of the Voting Members. All proposed amendment(s) shall be included in the Order of Business of the Special or Annual Congregational Meeting at which they are to be decided. The notice of any such meeting at which any such proposed amendment(s) shall be considered shall include a copy of the proposed amendment(s).

Section 2

In the event of any conflict of meaning, intent or provision between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail.

ARTICLE XII

DISSOLUTION

Section 1

Any action to dissolve the Congregation must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Congregation present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all Members eligible to vote in accordance with the provisions of these bylaws.

Section 2

Should the Congregation cease to function and the membership vote to disband, any assets of the Congregation shall be transferred to the Unitarian Universalist Association or its successor for its general purposes. Such transfer will be made in full compliance with whatever laws are applicable.

ARTICLE XIII

GOVERNING LAW

The applicable provisions of Arizona Law and of the Articles of Incorporation shall be considered part of these Bylaws as if set forth therein.

Adopted by the Congregation April 21, 2013 and amended April 2015