

**BYLAWS
Of
BORDERLANDS UNITARIAN UNIVERSALIST
ARTICLE I**

NAME

The name of this religious society, formerly known as Unitarian Universalist Congregation of Green Valley, is now **Borderlands Unitarian Universalist** (hereinafter Congregation). The governing body of the Congregation is the Board of Directors (hereinafter Board).

ARTICLE II

PURPOSE

Section 1

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.

Section 2

The Congregation is incorporated in the state of Arizona as a not-for-profit corporation and is organized exclusively for the religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

Section 1, Qualifications

Voting Members are those who are in sympathy with the Congregation's purposes and covenant, have signed the Membership Book, make an annual financial contribution of record, and actively support the congregation by participating in its programs and activities as they are willing and able. Continuing membership in another Unitarian Universalist congregation will not be a barrier to membership in this Congregation, as well.

Section 2, Friends

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, creating an honorary life membership was deleted as not necessary, and the remaining sections in this article were renumbered.

Section 3, Inclusion

This Congregation welcomes all persons without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed. (deleted listing of categories)

Section 4, Membership Book

The Membership Committee or other entity designated by the Board will keep a current Membership Book listing the names of Members. Upon request from the Treasurer, a member of the Board, or the Office Staff, the Membership Committee shall provide a current list of eligible voting members. (deleted category of Associate Member)

Section 5, Termination of Membership

(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 reasonable efforts to locate and communicate with the member. Attempts to contact by mail, phone, or electronic means shall be considered reasonable notice. (Board vote requirement deleted)

Section 6, Denial or Removal of Membership

The Board shall have the power to deny or remove membership for 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 Western Region of the Association or their successors. (Deleted District membership, which no longer exists, intention to donate fair share – question about whether to further amend or even delete this Article – pending recommendations of GA Task Force)

ARTICLE V

CONGREGATIONAL MEETINGS

Section 1, Annual Meeting

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 (if any) 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 thirty (30) 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

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 **thirty** (30) 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 1 of this article.

Section 3, Minutes

Written minutes of Annual and Special meetings of the Congregation will be approved by the Board at its next monthly meeting. (section added)

Section 4, Agendas

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 **a vote of 2/3 of the members present**, agree to take up a matter not on the agenda or amend a resolution.

Section 5, Voting

Voting at any Congregational meeting shall be limited to Members who have attained the age of eighteen (18). A Member may vote **in person, virtually**, 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. (Sentence concerning Associate Members was deleted)

Section 6, Quorum

Except as otherwise provided in these bylaws for votes on calling a minister or acquiring or disposing of real property, or removing a member of the Board, 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 **physically, virtually, 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. Except for calling a minister, a decision to acquire or dispose of real property, or to remove a member of the Board, a vote of a majority of those voting will decide the issue being voted upon.

Section 7, Acquisition or Disposition of Property

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 60 (reduced from 70) percent (60%) 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, virtually, or by proxy will be counted as present. A decision to acquire or dispose of property requires the vote of three fourths of the votes cast by those voting.

ARTICLE VI **BOARD OF DIRECTORS AND OFFICERS**

(This whole article was reorganized for clarity's sake)

Section 1, Authority and Responsibilities

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 or its designee shall develop appropriate policies and procedures 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. (deleted subject to repeal by the congregation)

Section 2, Budget

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 3, Management Review

The Board shall provide for periodic management reviews of Congregation accounts, financial practices and procedures as it considers necessary but at least upon a change in Treasurer. The Review Committee shall consist of no more than three members of the Congregation, one of whom shall be appointed as the chairperson. The Review Committee shall make a review of the financial transactions of the Congregation, and it shall make a report to the Board and Congregation. (The section on Audit Committee was moved here and reworded to clarify a professional audit is not required)

Section 4, Membership

The Board of 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 nonvoting members.

Section 5, Officers

The Congregation Officers are:

A. The President of the Congregation, who serves as the Executive Officer of the Board, and presides at meetings of the Board and Congregation. (deleted being a non-voting member of committees)

B. The Vice President of the Congregation presides at meetings of the Congregation and Board in the absence of the President and performs such other functions as assigned by the Board. (note that there should be some discussion about whether, in order to promote continuity, we should have a President, President elect and Past President instead of a President and Vice President)

C. The Secretary of the Congregation 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 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 6, Members at Large

Officers and Members at Large shall be elected by the Congregation at the Annual meeting to serve terms of two years. Terms will commence at the beginning of the fiscal year.

Section 7, Elections and Vacancies

To provide continuity, terms for members of the Board shall be staggered. Three members will be elected in odd numbered years and four in even numbered years. The Board of Directors may fill by appointment any vacancy that occurs within its membership during a member's term, 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 8, Incapacity and Removal

If an Officer or Member at Large is incapable of carrying out the duties of the position for any reason, the other Board members may by unanimous vote declare the position vacant and so notify the Congregation.

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, proxy or virtually 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, proxy or virtually.

Section 9, Monthly Meetings

The Board shall meet regularly year-round at least once a month

unless circumstances require cancellation of a meeting. (deleted the requirement of a ten day notice for a regularly scheduled Board meeting)

Section 10. Special Meetings

Special meetings of the Board may be called by the President, the Vice President in the President's absence, or at the request of two Board Members. Sufficient advance notice shall be given Board members to enable them to attend the meeting. 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 of actions taken at regular or special Board meetings and matters pending before the Board. (deleted by newsletter or other means)

Section 11. Agenda

Members of the congregation may submit written requests to the Board for Discussion of matters of concern. Reasonable time shall be allotted by the agenda for such discussions.

Section 12. Quorum and Voting

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, electronically or virtually.

Section 13. Closed Meetings

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, real estate, legal, or other matters requiring confidential discussion.

ARTICLE VII

COMMITTEES

Section 1. Creation

(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 serve 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 committees required by these bylaws or established by the Board and maintain oversight. (deleted "that the policies are being followed")

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

Section 2 – Nominating Committee

(a) The Nominating Committee shall consist of three members.

(b) The Nominating Committee shall select one or more candidates to fill vacancies for Officers and Members at Large. It will then recommend to the Board one of 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. (deleted 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, Duties

The minister's responsibilities include the conduct of worship services, serving as spiritual leader and advisor to Congregation members. The minister's contract or letter of agreement shall define his or her duties and shall include the normal prerogatives and freedoms afforded a professional minister in the free church tradition. The minister shall be a non-voting member of the Board and of all committees, except as otherwise specified. Participation in these committees is welcome but not required. The minister will be a voting member of the Committee on Ministry and any other committees specified by the Board and may render advice and make recommendations to the Nominating Committee. He or she will not be a member, voting or otherwise, of a Ministerial Search Committee.

Section 2, Denominational Affiliation

The Minister shall be and remain in associate membership or fellowship with the Unitarian Universalist Ministers Association.

Section 3, Settled Minister

To call a **settled** full-time or part-time minister, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. (**deleted requirement of UUA procedures**)

Section 4, Congregational Vote on Settled Minister

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, by proxy **or virtually**. A quorum shall be met if at least **70** 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 shall 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. (**deleted UUA procedures provision**)

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. (**Deleted some details here**) An appropriate version of Roberts Rules of Order (**deleted some details here**) **may** 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 or the

Articles of Incorporation. (deleted or these bylaws)

ARTICLE XI

AMENDMENTS

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 **in person, by proxy or virtually** 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. (**This provision is required for membership in the UUA**)

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-this part will change