

2026 Proposed changes are in Bold-to be voted on at the April 26th Annual Membership Meeting

**BYLAWS
Of
BORDERLANDS UNITARIAN UNIVERSALIST
ARTICLE I**

NAME

This religious organization, formerly known as Unitarian Universalist Congregation of Green Valley, **is now known as 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 pledge **with record of contribution to that pledge**, 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

database 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, Honorary Lifetime Membership

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, **with voting privileges**. Names will be submitted by the Membership Committee (or such other body as designated by the Board of Directors) to the Board of Directors.

Section 4, Inclusion

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, 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.

Section 6, 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. 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.

Section 7, 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.

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 and **Chair of Coordinating Council** to finalize election of 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. **The chair of the Coordinating Council will gather information from the various committees in constructing its annual report.**

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 **regular publications** 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 20% of the Members of the Congregation, **provided that the group wanting a special meeting shall have first requested that the Board call such a meeting, stating to the Board its proposed purpose.** 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 **regular publications** 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 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**, or by an absentee ballot delivered to the Secretary. A proxy given to a member in writing (including through electronic methods) is acceptable. The person who is to vote the proxy will so inform the Secretary.

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 **sixty 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 a 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 (3/4) of the quorum.**

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

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. **After consultation with the Board, the Congregation reserves the right to revise and repeal Board Policies and Procedures.**

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 and held in accordance with the provisions in these bylaws for such meetings.

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, 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.

Section 4, Membership

The Board shall consist of the four Congregation officers and three 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 and may serve as a non-voting member of any committee except the Management Review Committee.
- 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.
- C. The Secretary of the Congregation keeps records of the actions of the Congregation and Board, records minutes and performs other duties 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

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 **until the next Annual Meeting**. The person appointed to fill a vacancy shall be eligible at the next annual meeting 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 **quorum**.

Section 9, Monthly Meetings

The Board shall meet regularly year-round at least once a month unless circumstances require cancellation of a 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 **through any of its regular publications**. 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.

Section 11, Agenda

Members of the congregation may submit written requests a week in advance 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.
- B. Other committees or interest groups may be established by members subject to guidelines established by the Board.

Section 2 – Nominating Process

- A. The Board is responsible for advising the Congregation of vacancies when they occur in any of the Congregation’s regular publications.**
- B. Members of the Congregation can nominate themselves or another member at any time.**
- C. Additionally, nominations 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's contract must comply with these bylaws. 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.

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 ninety (90) percent of those voting in person, by absentee ballot, by proxy **or virtually**. A quorum shall be met if at least **seventy (70) percent** of the eligible Members who cast votes in person, by absentee ballot, by proxy **or virtually**.

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.

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. An appropriate version of Roberts Rules of Order 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.

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.

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 and amended again _____