

# **Valley Unitarian Universalist Congregation By-Laws**

Dec. 1977; Dec. 1980; Dec. 1981; Dec. 1982; Dec. 14, 1986; Sep. 22, 1991; Apr. 25, 1993; Dec. 15, 1996; Dec. 14, 1997; Feb. 20, 2000; Apr. 23, 2000; Apr. 21, 2002, Apr. 3, 2005, June 4, 2006, June 6, 2010, June 5, 2011; June 2013; June 2014

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## **Article I. Name**

The name of this religious organization is the Valley Unitarian Universalist Congregation, hereinafter referred to as VUU.

## **Article II. Purpose**

### **Section.II.01 Mission Statement**

Love is Our Doctrine; Service is our Prayer, Justice is Our Calling

### **Section.II.02 Covenant**

Love is the doctrine of this congregation;

The quest of truth is our sacrament

And service is our prayer.

To dwell together in peace;

To seek knowledge in freedom;

To serve humankind in friendship;

Thus do we covenant.

## **Article III. Membership**

### **Section.III.01**

Membership in VUU is open to all who desire to join our congregation in the great adventure of filling our spiritual lives with passion and richness, of reaching out to positively impact the world around us, and of meaningfully supporting our mission and growth.

### **Section.III.02**

A full voting member must be in agreement with our principles and purposes, be active in congregational life, have attended New Member Classes, orientation, or equivalent, have signed the Membership Book, and contribute meaningfully of time and resources. A full member is listed on the membership rolls of the congregation and is included in the membership figures reported to the UUA.

### **Section.III.03**

A long-time member of the congregation who, through age or infirmity, is no longer able to contribute meaningfully of their time or resources may request to be an emeritus member. VUU remains their home congregation, but they are not a voting member of the congregation and are not included in the membership figures reported to the UUA.

### **Section.III.04      Withdrawal and Termination**

1. A member may withdraw from membership by written request.
2. The Board of Trustees may vote to terminate the membership of anyone who has shown no interest in VUU, including no identifiable contribution for a period of one year. Prior to taking such action, it must be determined that there is not a life change or other extenuating circumstance that has prevented the member's participation. Written notice of such proposed action shall be given to such member at the last known address at least thirty (30) days prior to the proposed termination date.
3. The Board of Trustees may terminate the membership of any member who is determined by the Board to be intractably disruptive to the congregation. Written notice of such proposed action shall be given to such member at the last known address at least thirty (30) days prior to the proposed termination date.

## **Article IV.    Operational Year**

The effective period for the terms of elected officials and the fiscal year for VUU shall be July 1 through June 30 of the following year.

## **Article V.    Meetings**

### **Section.V.01      Annual Meetings**

A meeting of the membership shall be held annually before the end of the Operational Year. The purpose of that meeting shall be:

1. To elect members of the Board of Trustees;
2. To elect members of the Leadership Development Committee;
3. To elect members of the Special Funds Committee;
4. To approve an annual budget, and
5. To transact whatever other business is scheduled to be brought before the congregation.

## **Section.V.02 Special Meetings**

Special meetings of the membership may be called by the Board of Trustees, and shall be called by it upon written request of at least fifteen percent (15%) of the official membership rolls of the congregation as last reported to the UUA.

## **Section.V.03 Notice of Meetings**

The Secretary shall give notice of all congregational meetings to the membership at least ten (10) days but no more than sixty (60) days before the day of the meeting. This notice shall be given by mailing or e-mailing the notice. The notice shall be published in a regular or special edition of the VUU newsletter and on the VUU web page. The general nature of the business to be transacted at such meetings shall be specified in the notice.

## **Section.V.04 Quorum**

A quorum at all annual and special meetings is required to conduct official business, except that in the absence of a quorum, the Board is authorized to pass a budget for the coming year. A quorum shall consist of 20% of the official membership rolls of the congregation as last reported to the UUA. The members present at a meeting at which a quorum is present may continue to do business until adjournment, even if there is the withdrawal of enough members to leave less than a quorum. A quorum must always be present when voting to amend these By-Laws per Article XIV.

## **Section.V.05 Organization.**

The President of the Board of Trustees or designated representative shall call meetings of the membership to order and shall act as chairperson of such meetings. The Secretary of the Board of Trustees shall act as secretary of all such meetings, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of that meeting. Except where contrary to these By-Laws, Robert's Rules of Order shall govern the procedure of the meetings.

## **Section.V.06 Voting Details**

Only those who have been members for at least thirty (30) days shall be permitted to vote. Voting may be done by voice or by written ballot at the discretion of the presiding officer, except that all elections shall be voted upon by secret written ballot. To ensure a one person one vote status, each member shall be issued a ballot as that person's name is checked off the membership list. All elections shall be decided by a plurality vote, except as otherwise specified by these By-Laws or provided by the laws of the state of Arizona.

The Leadership Development Committee shall count ballots in secret for the various positions. In the event of a tie for any position, the Committee shall bring the tie back to the congregation for a runoff balloting to determine the elected position.

Absentee voting will be allowed when a member is unable to attend due to illness or has to work or must be out of town. The "two envelope" method for return ballots will be used so members can be checked against the membership list without ballots becoming identifiable. The outer envelope must be dated and signed and presented to the presiding officer prior to the vote.

## **Section.V.07      Order of Business**

The order of business at all annual meetings of the membership shall include the following:

1. Determination of quorum
2. Approval of minutes of previous meeting
3. Report of the President
4. Financial Report
5. Report of the Minister
6. Other Reports (May be included in printed Annual Report)
7. Unfinished business
8. New business
9. Elections
10. Adoption of Budget

# **Article VI.    BOARD OF TRUSTEES**

## **Section.VI.01      Number and Powers**

The corporate powers, business and property of VUU shall be exercised, conducted, and controlled by a Board of Trustees composed of seven (7) trustees. All board candidates shall have been a full member of VUU for at least one (1) year prior to the annual elections. In addition to the powers and authority expressly conferred upon them by these By-Laws, the Board may exercise all such powers and do all such lawful acts as are not by statute or by these By-Laws directed or required to be exercised or done by the membership. In that connection, there is expressly reserved to the membership the following:

1. The statement of the Mission, Covenant and Purpose
2. The employment or release of the Minister(s) and compensation
3. The location of any VUU edifice and other building, and their cost and sale
4. The requirements for membership
5. Adoption of the budget
6. Approval of any indebtedness that cannot reasonably be repaid by certain, otherwise unencumbered revenues within 90 days

**Section.VI.02 Term**

The seven (7) Trustees, four of whom shall be elected in odd numbered years and three in even numbered years, shall serve for a term of two (2) years effective July 1 following election. The maximum number of consecutive years a person can serve on the Board of Trustees is six (6). After a total of six (6) consecutive years on the Board, there must be an interval of at least one (1) year until a member may again serve on the Board of Trustees. Any Trustee may be removed from office for cause by a two thirds vote of the full members present at a Special Meeting. The meeting may be called by the Board of Trustees or upon written request of at least fifteen percent (15%) of the official membership rolls of VUU as last reported to the UUA. The written request shall specify the name of the Trustee to be removed as well as the specific behavior which the requesting members believe constitutes cause for removal.

**Section.VI.03 Vacancies**

In the event of any vacancy on the Board of Trustees, such vacancy shall be filled by appointment of a full member made by the remaining members of the Board. Until such vacancy is filled, the remaining members of the Board shall continue to perform the duties required of them, and all actions taken by them shall be deemed valid if taken pursuant to these By-Laws, the Articles of Incorporation, and the laws of Arizona. Persons appointed to fill vacancies shall serve until the next regular Annual meeting when their successors are elected and qualified for the length of the unexpired term. Except where good cause for absences is shown to the satisfaction of the Board, any member of the Board failing to attend any three (3) consecutive meetings of the Board shall be conclusively presumed to have resigned from office. Upon the third absence, or any following monthly meeting, the Board may at its discretion accept the presumed resignation and declare the office vacant effective as of that date.

**Section.VI.04 Meetings**

The Board shall meet monthly on such dates as the Board shall fix. It shall not be necessary that notice be given to the members of the Board of any such meeting. Special meetings of the Board may be called by the President or by any two other members of the Board on twenty-four (24) hours notice to each member of the Board.

**Section.VI.05 Quorum**

A majority of the members of the Board shall constitute a quorum for the transaction of business.

**Section.VI.06 Organization**

The President of the Board, or, in the absence of the president, a designee, shall call meetings of the Board to order and shall act as chairperson of such meetings. The Secretary of the Board shall act as secretary of all meetings, but in the secretary's absence, the presiding officer may appoint any member of the Board to act as secretary. Except as otherwise provided herein, *Robert's Rules of Order* shall govern the procedure of the meeting.

**Section.VI.07 Voting**

All members of the Board present shall be permitted to vote on any matter before the Board. There shall be no voting by proxy.

**Section.VI.08 Order of Business**

The presiding officer shall determine the order of business at any given meeting.

**Section.VI.09 Action by Resolution**

Except as otherwise provided by law, the Board shall have power to act in the following manner: Action agreed to orally by poll not during a meeting by the majority of the Board, or by email, shall be legal provided that it is confirmed at the next Board meeting.

**Article VII. OFFICERS****Section.VII.01 Election and Term**

Each year at its first regular meeting, the Board of Trustees shall elect a President and a Secretary, and such other officers as it deems necessary, from among its members. They shall serve for a term of one (1) year in the office. No officer may serve more than three (3) consecutive years in the same office. Any officer may resign by giving notice in writing to all Trustees or may be removed from office by action of two thirds (2/3) of all Trustees. Officer vacancies shall be filled by an election of the Trustees and shall serve until the next regularly scheduled officer election.

**Section.VII.02 Duties.**

The duties of the President, and Secretary, shall be as follows:

- The President shall preside at all meetings of the membership and of the Board. The President may speak for and represent the congregation on positions of record that have been taken by the Board or Congregation, and shall perform such other duties as may be assigned by the Board.
- The Secretary shall keep an accurate record of the transactions of all business meetings of the membership and the Board. The Secretary shall be responsible for giving notices of meetings and shall perform such duties as the Board may assign.

**Article VIII.FINANCES**

**Section.VIII.01 Execution of Instruments**

Checks, drafts, and orders upon the funds or credits of VUU; bills, notes, and other obligations for the payment of money by VUU, and all contracts and instruments in writing by VUU shall be executed by such executive officers as may be designated and authorized by the membership of the Board.

**Section.VIII.02 Financial Responsibilities**

The Board shall assure that it receives monthly and annual financial reports of VUU's financial status as well as other appropriate financial information through the designation and authorization of such persons or committees as determined by Board Policy.

**Article IX. MINISTER(S)****Section.IX.01 Selection Process**

Upon a vacancy in the Senior Minister position, a meeting of the congregation shall be called for the purpose of electing a "Committee to Recommend a Minister" of seven (7) members. The "Committee to Recommend a Minister" shall nominate one candidate who has the endorsement of the Unitarian Universalist Association. A candidate for Associate Minister shall be selected in the same way.

**Section.IX.02 Election**

Call of senior or associate minister(s) shall be by written ballot and shall require a 90 percent affirmative vote of the full voting members at a meeting legally called for that purpose. Voting methods shall be as described in Article V Section 6. Salary and other conditions to be included in a letter of contract shall be approved by a majority vote of the members present. If such candidate fails of election or refuses the call, another candidate shall be nominated in a like manner.

**Section.IX.03 Rights and Responsibilities**

The senior minister shall be directly responsible to the membership. The rights and responsibilities of the senior minister shall be as follows:

1. The senior minister shall be responsible for the regular and special religious services of the congregation.
2. The senior minister shall have freedom of the pulpit, as well as freedom to express opinions outside the pulpit.
3. The senior minister shall keep records of marriages, christenings or dedications, and funeral and memorial services involving VUU people and the ministry in a special book belonging to VUU.

4. The senior minister shall consult with and advise the Board of Trustees as to the management of the affairs of the congregation and shall attend all meetings of the Board as an ex-officio member.
5. As circumstances suggest and as time permits, the senior minister shall keep in touch with any and all phases of congregational activities, and shall have access to all congregation related records and files.
6. The senior minister shall be a member ex-officio, without vote, of all the committees except a "Committee to Recommend a Minister," and shall bring to the attention of the Board or other congregational organizations any matters, including recommendations, which seem pertinent to the welfare of VUU. The final decision as to policy or procedure, however, remains with the congregation or the Board.
7. The senior minister shall make reports at the regular business meetings.
8. The senior minister shall be available for consultation as to the designation of VUU personnel, and may request such consultation. The senior minister shall be in charge of the office and may confer individually and collectively with the staff of VUU.

#### **Section.IX.04      Salary**

The senior minister shall have the opportunity to negotiate with and make proposals to the appropriate committee regarding the senior minister's salary package. The senior minister may be asked and required to withdraw from any meeting at which ministerial salary or allowances, or conduct in office is properly under consideration, but the reason for such request shall always be explained and without delay the senior minister shall be given the opportunity to speak. The senior minister shall be considered to have an indeterminate tenure. Salary and conditions of employment may be altered from year to year.

#### **Section.IX.05      Other Activities**

The senior minister shall be expected to take an active part in the affairs of the Unitarian Universalist Association. The senior minister shall represent the congregation on suitable occasions in the community. The senior minister shall be free to participate personally in public affairs but shall distinguish between personal opinions and congregational positions. The senior minister may not undertake any additional employment for compensation without the approval of the Board of Trustees, except such honorariums or emoluments as may come as a part of the ministry.

#### **Section.IX.06      Additional Ministers**

After consultation with the senior minister, assistant, consulting, or interim ministers are selected by the Board of Trustees in accord with procedures developed by the Board. Associate ministers may be called in the manner set forth in Article IX, Sections 1 and 8. All other provisions of this Article shall apply to any minister called by the congregation.

#### **Section.IX.07      Resignation**

A minister wishing to resign is expected to give three (3) months notice.

## **Section.IX.08 Dismissal**

A minister may be dismissed by a two thirds (2/3) vote of the full members present at a congregational meeting called for that purpose. Voting methods shall be described in [Article V Section 6](#). In the event of a dismissal, a severance salary of the minister shall continue for three months.

# **Article X. Committees**

## **Section.X.01 Standing and Ad Hoc Committees**

The Leadership Development Committee, the Committee to Recommend a Minister, and the Special Funds Committee are elected by the congregation and are responsible to the Board of Trustees. All other committees are populated by volunteers and are responsible to the Senior Minister / Executive Team or to the Board.

## **Section.X.02 Leadership Development Committee**

The name of the Committee is the Leadership Development Committee (formerly known as the Nominating Committee), and it actively encourages the development of the lay leadership of the Congregation. The Committee shall also solicit qualified candidates for vacant positions on the Board of Trustees, the Special Funds Committee, the Leadership Development Committee, and, as necessary, other Congregational Committees. As needed, upon Board request, the Committee will create a slate of candidates for a special purpose such as a Committee to Select a Minister or delegate selection, subject either to Board approval and/or Congregational vote, as appropriate. These candidates will be voted on at the Annual Congregational Meeting. The Committee is also in charge of conducting the election at the Annual Meetings.

1. **Number, Terms of Office, How Elected.** The Committee shall be composed of seven (7) voting members. All members shall be elected for two (2) year terms with elections of three (3) new members to the Committee in one year and four (4) members in the next, but in the opposite years of the Board's cycle of 3 and 4. No more than two terms may be served consecutively.
2. **Qualifications.** A qualified candidate for membership on the Leadership Development Committee shall have been a full member for at least one year prior to the elections. A Leadership Development Committee member may not concurrently serve on the Board of Trustees.
3. **Vacancies.** Should a member of the Leadership Development Committee resign, the Board of Trustees shall appoint a qualified congregation member to fill the vacancy until the next regular Annual Meeting. At that time, a qualified member (not excluding the appointed member) will be elected to fill the unexpired term. Should a Committee member fail to attend three or more consecutive regularly scheduled committee meetings, the remaining members of the committee may, upon majority vote, recommend that the Board of Trustees find said Leadership Development Committee member has resigned de facto. The Board of Trustees may, after making such a finding, appoint a qualified new

member to the Leadership Development Committee who shall complete the term of the member found to have resigned *de facto*.

### **Section.X.03 Special Funds Committee**

The Special Funds Committee shall have four main purposes as follows:

1. First, it shall promote, by publicity and solicitation, the donation of special contributions to VUU, including endowments, memorials, gifts, and insurance benefits.
2. Second, it shall keep orderly records of all special funds for reference by the membership.
3. Third, it shall prudently invest such funds so as to encourage their growth and security in a fiscally and socially responsible manner.
4. Fourth, it shall make the special funds available (subject to the limitations described in its charter) when needed by VUU. Funds established by VUU's annual budget shall not be included in the funds administered by the Committee.

The Special Funds Committee reports to the Board of Trustees and is governed by a special charter approved by a vote of the congregation. The charter can be amended only by a 2/3 majority vote of the full voting members voting at a congregational meeting.

### **Section.X.04 Committee to Recommend a Minister**

The Committee to Recommend a Minister shall be elected at a time when a settled minister is to be called. The Leadership Development Committee shall offer at least seven (7) names for the Committee to Recommend a Minister to be presented and voted on at a congregational meeting.

## **Article XI. NON-DISCRIMINATION**

The congregation affirms and promotes the full participation of persons in all our activities and in the full range of human endeavor without regard to race, color, sex, gender or gender expression, physical or mental challenge, affectional or sexual orientation, age, class or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

## **Article XII. AFFILIATES**

The Board may accept organizations as VUU affiliates with such rights and responsibilities as determined by the Board.

## Article XIII. Dissolution

In the event of the dissolution of the Valley Unitarian Universalist Congregation, the net assets thereof shall be assigned to the Unitarian Universalist Association.

## Article XIV. Amendment

### Section.XIV.01

Amendments may be proposed either upon the majority vote of the Board of Trustees or by not less than fifteen percent (15%) of the official membership rolls of the congregation as last reported to the UUA. All proposed amendments shall be set forth in full in the notice of the regular or special congregational meeting.

### Section.XIV.02

These By-Laws, so far as allowed by law, may be amended by a two thirds (2/3) vote of the full voting members at a regular or special meeting of the congregation which has been properly noticed as provided in this article and where a quorum is present when the vote to amend is recorded.

## Article XV. Adoption

The undersigned, being all of the duly elected members of the Board of Trustees hereby resolve that we adopt the foregoing By-Laws of this congregation.

In Witness Whereof, we have hereunto subscribed our names this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

The foregoing is a true copy of the By-Laws as adopted by the Board of Trustees on \_\_\_\_\_, as of this day, \_\_\_\_\_

## Appendix A: Legislative History

Dec. 1977

Dec. 1980

Dec. 1981

Dec. 1982

Dec. 14, 1986

Sep. 22, 1991: Creation of Special Funds Committee

Apr. 25, 1993: Amending quorum requirements

Dec. 15, 1996: Affiliated ministers

Dec. 14, 1997: Committee on the Ministry

Feb. 20, 2000: Disruptive persons amendment

Apr. 23, 2000: Term limits; socially responsible investing

Apr. 21, 2002: Membership definitions; church year definition

Apr. 3, 2005: Board restructuring, associate ministers, non-discrimination clause, various changes from fixed numbers to percentages and further definition of membership.

June 4, 2006: Membership definition changes; Board qualification changed to one year; removal of committee operational procedures.

June 6, 2010: Changed Church to Congregation or VUU, where appropriate, in accordance with change of name to VUU Congregation as approved at annual meeting.

June 5, 2011: Changed voting to call a minister to 90%. Other minor editing changes.

June 2, 2013: Clarified that absentee voting is appropriate for calling a minister; clarified that e-mail can be used to notify members about meetings. Granted nominating committee the ability to serve two terms up to four consecutive years; provided that the nomination for election to the nominating committee must be competitive; added clause that requires Board to assure that it is receiving adequate financial information; added clause that approval of indebtedness beyond 90 days has to be approved by congregation; used UUA language for the non-discrimination clause; changed requirement to 2/3 majority to amend the special funds charter.

June 1, 2014: Replaced by substitution Article X Section 2 changing Nominating to the Leadership Development Committee. Changed references to Nominating throughout the rest of the text.