

BYLAWS

of the

UNITARIAN UNIVERSALIST CONGREGATION OF GREEN VALLEY

Adopted: March 10, 1993 - Amended: February 6, 2004, June 10, 2004 June 20, 2008,
July 9, 2008, April 17, 2011

ARTICLE I

NAME

The name of this religious society shall be 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

Any person may become a member of this Congregation (hereinafter Member) who is in sympathy with Unitarian Universalist principles, the purposes and programs of the Congregation, and who signs the official Membership Book of the Congregation (see Section 3, below). It is expected that all members will make an annual financial contribution of record to support the operations of the Congregation.

Section 2 Adopted July 9, 2008.

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 Book as a non-voting "Associate Member," and be welcome at all functions of the Congregation. It is expected that Associate Members will make an annual financial contribution of record to support the operations of the Congregation.

Section 3 Adopted July 9, 2008.

The Membership Committee 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.

ARTICLE IV

DENOMINATIONAL AFFILIATION

The Congregation shall be a member of the Unitarian Universalist Association of the Congregations, and of the Pacific Southwest District of the Association. 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

For the purpose of moving to closure on issues at meetings of the Congregation, the Congregation shall be the final authority in matters of policy and procedure.

Section 2

The Annual Meeting of the Congregation shall be held at a time and place as determined by the Board of Directors (hereinafter Board). Written notice of the Annual Meeting is to be sent to each Member not less than ten (10) days nor more than fifty (50) days prior to the meeting's scheduled date. Agenda items are to be stated in the notice of the meeting. The Congregation's monthly newsletter may be used for the purpose of such notice.

Section 3

Special Meetings of the Congregation may be called by the Board. 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 nor 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. The Congregation's monthly newsletter may be used for the purpose of such notice.

Section 4 Adopted by the Board on April 2, 2008, July 9, 2008.

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. A full Member may vote in person, or by an absentee ballot delivered to the Secretary of the Congregation, or by a proxy ballot delivered to the Secretary of the Congregation designating in writing the person who is to vote the proxy.

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 shall decide any question except as otherwise provided by these Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 Adopted March 14, 2007, Adopted July 9, 2008.

The Board shall consist of seven (7) members, including the President, Vice President, Secretary, and Treasurer of the Congregation and three (3) Members at Large. Board members shall be elected by the Congregation at the Annual Meeting to serve for two (2) year terms, or until their successors are elected and qualified. One (1) Member at Large shall be elected to take office on odd numbered years; two (2) Members at Large shall be elected to take office on even numbered years. The Minister and the immediate past President of the Board shall serve as ex-officio, non-voting members.

The Assistant Treasurer shall serve as a voting member of the Board in the absence of the Treasurer.

The Board may, at its discretion, appoint additional Non-voting Board Members to represent a voice for special caucus of affinity groups. Such members shall serve for a time period to be determined by the Board.

Section 2

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 property of the Congregation, the conduct of business affairs, and the administration of routine matters.

Section 3 Adopted July 9, 2008.

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

Section 4 Adopted April 2, 2008.

Any acquisition, purchase, disposition or sale of real estate shall be approved by vote of the Congregation at a meeting called for that purpose. For any such transaction, a quorum shall consist of seventy percent (70%) of the Members of the Congregation, and the presence of the quorum shall be determined at the beginning of the meeting.

Section 5 Adopted July 9, 2008.

The Board of Directors shall meet regularly year round, at least once a month. Each Board member shall be notified not less than ten (10) days prior to every regular Board meeting.

Section 6 Adopted July 9, 2008.

A majority of the Board shall constitute a quorum for conducting business at regular Board meetings. Under emergency conditions, a quorum may be obtained, if necessary, by a conference telephone call or electronic communication.

Section 7

Meetings of the Board shall be open to any Member of the Congregation, with two exceptions. First, when timeliness in emergency situations, as determined by the Board, requires Board action with no opportunity for notification of Members. Second, at its discretion the Board may call closed meetings when the agenda is devoted exclusively to sensitive personnel matters or real estate transactions.

Section 8

Special meetings of the Board may be called by any Board member and held, depending on existing circumstances, with or without prior notice to the Congregation. Notice to the Congregation of special meeting of the Board shall be made by a Board member in an expeditious manner.

ARTICLE VII

OFFICERS

Section 1 Adopted March 14, 2007, July 9, 2008.

The Officers of the Corporation (hereinafter Officers) shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be ex officio members of the Board. Officers shall be members of the Congregation, except as provided in Article IX.

Officers shall be elected to serve for two (2) years by the Congregation at the Annual Meeting, shall take office when it becomes vacant, and shall serve until their successors

take office. The President and Secretary shall serve concurrent terms and take office on odd numbered years. The Vice President and Treasurer shall serve concurrent terms and take office on even numbered years.

Section 2

Other officers may be appointed by the Board and may be designated by such titles as may be determined by the Board, and shall serve at the discretion of the Board. Such other officers shall not be ex officio members of the Board.

Section 3

Officers shall perform the duties usually pertaining to each office, and such other duties as may be determined by resolution of the Board. All actions by Officers shall be in compliance with Section 10-2325 of the Arizona Revised Statutes relating to books and records.

Section 4 Adopted July 9, 2008.

The Board establishes the position of Assistant Treasurer for the purpose of assisting the Treasurer of the Board of the Unitarian Universalist Congregation of Green Valley. The duties of the Assistant Treasurer shall be those designated to him/her by the Treasurer in order to facilitate the business of the Congregation. The Assistant Treasurer shall have the power to collect the offerings, make deposits to the bank, and sign checks in order to pay bills and obligations of the Congregation.

ARTICLE VIII

REMOVAL OF DIRECTORS AND OFFICERS

Any Director or Officer, including any person who holds both offices, 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. Such a Director or Officer may be removed by two-thirds (2/3) of the Members present. If the person so removed is both a Director and an Officer, both positions shall be deemed vacant.

ARTICLE IX

VACANCIES

Section 1

The Board of Directors shall, within two (2) months, fill any vacancy that occurs within its membership, as provided in Section 10-2319 of the Arizona Revised Statutes. Such a vacancy would include any vacancy in the office of President, Vice President, Secretary, or Treasurer the incumbent of which was ex officio a member of the Board. A Director appointed to a vacancy shall serve until a successor takes office.

Section 2

If any vacancy occurs in the office of President, Vice President, Secretary or Treasurer, the Board shall appoint a replacement from within its own membership. The person so appointed shall hold office until a successor takes office, and shall be an ex officio member of the Board. When such an appointment occurs, the Board in its discretion, may transfer the incumbent any of the three (3) remaining offices, and concurrently appoint any of its members to the office or offices so vacated. Each officer so appointed shall hold office until a successor takes office and shall be an ex officio member of the Board.

ARTICLE X

COMMITTEES

Section 1 - General, Adopted July 9, 2008.

(a) The Board shall designate committees and their chairpersons as it may so direct. Membership will consist of Members and Associate Members. Non-members may attend meetings and with permission of the chair may contribute to the discussions. Decisions are made by committee members. Duties and responsibilities of each committee will be established, and may be changed at the discretion of the Board. Members of the Board may be designated as chairpersons of committees.

(b) The Board may name additional committee chairpersons, and fill other positions as deemed necessary, all of who may attend Board meetings as requested.

(c) The Board shall grant to each committee such authority as the Board by resolution determines, subject only to the limitations of Section 10-2321 of the Arizona Revised Statutes.

(d) Associate Members of the Congregation may be named by the Board to any committee, except the Audit Committee, The Nominating Committee, and any other committee so limited by the Board.

Section 2 - Audit Committee

Each year the Board shall appoint an Audit Committee at least two (2) months prior to the Annual Meeting. The Audit Committee shall consist of three (3) Members of the Congregation, one of whom shall be the chairperson appointed pursuant to this section. The Audit Committee shall make an examination of the financial transactions of the Congregation for the year prior to the forthcoming Annual Meeting, and it shall make an Audit Report at the Annual Meeting.

Section 3 - Nominating Committee, Adopted July 9, 2008.

The Board shall appoint a Nominating Committee of three (3) Members of the Congregation, which shall hold office until its duties as stated in this section are accomplished.

The Nominating Committee shall provide for inclusion in the notice of Annual Meeting (See Section 2, Article V) names of the nominees to replace officers and members at large whose positions are, or will become, vacant.

Section 4 - Floor Nominations

A nomination to fill an Office or Board position may be made from the floor by any Member at the Annual Meeting if prior permission by the nominee has been granted.

ARTICLE XI

MINISTER

Section 1, Adopted July 9, 2008.

Upon approval by the Congregation at an Annual or Special Meeting, the Board may negotiate a contract for the part time services of an ordained minister who is in fellowship with the Unitarian Universalist Association.

When negotiation has effected a tentative agreement with a minister, a Special Meeting shall be called for the purpose of obtaining the approval of the Congregation. After the Congregation has approved, the Board is authorized to sign a written contract with the minister, based on the approved tentative agreement. The contract shall include terms relating to tenure and termination. The minister shall be an ex officio, non-voting member of the Board (6/10/04).

Section 2, Adopted May 5, 2007

To call a full time permanent Minister, The Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. The Board shall present a slate of at least five (5) and not more than seven (7) nominees of qualified applicants from the Congregation. The Ministerial Search Committee shall comprise five (5) members.

Section 3, Adopted July 28, 2008.

To call a full time or part time permanent minister, the Board shall call a Congregational Meeting for that purpose. A successful call is achieved if the ministerial candidate receives the affirmative votes of at least 90% from a quorum of full members who cast votes in person, by absentee ballot or by proxy. A quorum shall be met if at least 80% of the eligible voters cast votes.

Section 4, Adopted June 20, 2008.

The Minister shall be responsible for the conduct of worship services within the Congregation and for the Congregation's spiritual interests and programs. The minister shall act to unify the Congregation in our diversity and guide us in pursuing a fellowship based upon our guiding principles and purposes. Specific duties shall be negotiated for the first six (6) months with the Ministerial Search Committee and thereafter with the Committee on Ministry.

ARTICLE XII

FISCAL YEAR

Section 1, Adopted January 10, 2007.

To become effective July 1, 2007, the fiscal year shall run from January 1 through December 31.

Section 2, Adopted April 17, 2011.

To become effective July 1, 2012, the fiscal year shall run from July 1 through June 30.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules in Robert's Rules of Order 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 XIV

BYLAWS

Section 1

The Board is vested with the power to alter, amend or repeal the Bylaws, subject to the provision of the next sentence. At any special meeting or Annual Meeting, the Congregation may:

- (a) Repeal or change existing Bylaws or any portion thereof, or
- (b) By resolution charge the Board to adopt a described change within a time certain fixed by the resolution.

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.

Section 3, Adopted June 10, 2004, July 9, 2008.

The Congregation will be informed by monthly newsletter if the Bylaws have been changed. A copy of the Bylaws may be obtained at the church office, and posted publicly.

ARTICLE XV

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.

The undersigned certifies that these Bylaws of the Unitarian Universalist Congregation of Green Valley were amended and adopted by the Board of Directors on April 17, 2011, that the Bylaws as so amended and adopted are in pages one (1) through nine (9) above, and that this document has been executed by a duly authorized officer of the Congregation, undersigned below, on this day of 2011.

UNITARIAN UNIVERSALIST CONGREGATION OF GREEN VALLEY

By: _____
EDITH WHITE, President

Date: _____