

SEDONA UNITARIAN UNIVERSALIST FELLOWSHIP

These Bylaws contain all revisions passed by the congregation at a meeting called for that purpose on March 22, 2015, a special meeting on December 17, 2017, and an Annual Meeting on May 22, 2022.

ARTICLE I: NAME

The name of this religious group shall be Sedona Unitarian Universalist Fellowship (SUUF), of Sedona, Arizona, incorporated under the laws of the State of Arizona.

ARTICLE II: DENOMINATIONAL AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association of Congregations and the Pacific Southwest District or their successors.

ARTICLE III: MEMBERSHIP

Section 1 - Membership Requirements

Any person who is in sympathy with the purposes and programs of this Fellowship may become a member by signing the Membership Book in the presence of an officer of the Fellowship and supporting it through financial and/or personal participation. Persons affiliated with the Fellowship other than as members shall be designated as Friends.

Section 2 - Voting Eligibility

Eligibility to vote at any meeting of the Fellowship is limited to those who have been members for at least thirty (30) days prior to the date of such meeting.

Section 3 - Roster of Members and Friends

The Secretary of the Fellowship, or other designated officer, shall maintain an up-to-date list of members and friends. At each duly called meeting, the Secretary shall furnish a list of members eligible to vote.

Section 4 - Termination of Membership

A member's name shall be removed from the Membership Roll in case of: 1) the member's death; 2) written request by the member to the Board Secretary; 3) an extended period of disassociation, pending review by the Board; or 4) removal by a unanimous vote of the Board for actions that threaten the well-being of the Fellowship.

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

Section 1 - Annual Meeting

The Annual Meeting of the Fellowship shall be held for presentation of the Annual Report, election of Officers and Trustees to fill expiring Board positions, election of members of the Leadership Development Committee (LDC), Minister Support Committee and Outreach Committee to replace those whose terms expire at the end of the current fiscal year, approval of the next fiscal year operating budget, and for transacting any other business that may come before the members. The Annual Meeting shall be held within 45 days of the end of the current fiscal year at a date and time to be determined by the Board of Trustees.

Section 2 - Special Meetings

The Board of Trustees may call a special meeting of the membership at any time. Special meetings may also be called through the written request to the Board of five (5) or more voting members who have signed the Membership Book at least sixty (60) days prior to submitting their request. The business transacted at all special meetings shall be limited to that specified in the call to meeting.

Section 3 - Notice of Member Meetings

The Secretary shall give notice of all meetings to every Member eligible to vote. Notice shall be given by first-class mail, e-mail or hand delivery to the address shown on the membership list at least twenty-one (21) days prior to the meeting date and shall state the date, hour, location and agenda of the meeting, and the persons calling the meeting and the purpose of the meeting, unless it is the Annual Meeting.

Section 4 - Place of Meeting

Every meeting of the Membership shall be held at its place of Sunday services or at a location designated by the Board of Trustees.

Section 5 - Quorum

Twenty percent (20%) of members eligible to vote or twenty (20) eligible voting members, whichever is lower, shall constitute a quorum. The presiding officer at the start of each meeting shall announce the number of eligible voters. Lacking a quorum, the members present shall have the power to adjourn the meeting to a later time. Notice of the adjourned meeting must be given to the Fellowship.

Section 6 - Proxy Votes

Proxy votes shall be allowed should any eligible voter be unable to attend a Membership meeting and wish to vote on items to be considered. The Board shall set procedures for proxy voting.

Section 7 - Method of Voting

Except as otherwise provided in these bylaws, all votes at any Membership meeting shall be taken by a show of hands. The item shall carry if approved by a majority of voting members, except as otherwise provided in these bylaws.

Section 8 - Fellowship Hearings

A Fellowship Hearing may be called by the Board of Trustees for the purpose of informal discussion and debate on matters of special interest. No formal action may be taken.

ARTICLE V: BOARD OF TRUSTEES

Section 1 - Board Role

A Board of Trustees (Board) shall be responsible for framing policy and carrying on the operations of the Fellowship, and shall maintain compliance with these bylaws. It shall act on behalf of and in the interest of the congregation and shall provide leadership to the congregation consistent with its goals and objectives as described in the SUUF Mission statement. Trustees shall receive no compensation other than reimbursement of reasonable expenses.

Section 2 - Number of Trustees

The Board shall consist of the Officers of the Fellowship and Trustees at Large. The total number of officers and trustees shall be not less than three (3) nor more than 10 percent of the active membership, rounded to the nearest odd integer. At the discretion of the current Board the immediate past President, if not a member of the Board in another capacity, may be invited to serve as an *ex officio*, non-voting member of the Board.

Section 3 - Eligibility for Election to Board

Any voting member is eligible to serve on the Board, except that no two members of the same household may serve on the same Board.

Section 4 - Election and Term of Office

Members of the Fellowship shall elect officers of the Fellowship for two-year terms at Annual Meetings in odd-numbered years. Members of the Fellowship shall elect Trustees at Large of the Fellowship for one-year terms at Annual Meetings every year. No person shall serve in the same elective position, either as an Officer or Trustee at Large, for more than four consecutive years without a break in service of at least one year.

Candidates for Board positions shall be nominated by the LDC of the Fellowship as specified in Article VII, Section 1 of these Bylaws. Nominations may also be made from the floor at the Annual Meeting, provided written notification of such intent and written consent of the nominee are received by the President seven (7) days prior to the meeting date.

Section 5 - Assuming Office

Persons elected to the Board of Trustees assume office on the first day of the fiscal year following the Annual Meeting at which the election occurs.

Section 6 - Resignations and Vacancies

Resignations from the Board must be made in writing to an officer of the Fellowship. Vacancies on the Board of Trustees anytime during a fiscal year shall be filled by a member of the Fellowship appointed by a majority of the remaining trustees. The appointee shall serve until the next Annual Meeting, at which time the remaining portion of any unexpired term shall be filled by election.

Section 7 - Meetings

There shall be at least 10 regular meetings of the Board of Trustees during each fiscal year. The President or Secretary of the Board may call special meetings as needed. Meeting dates and times shall be made available to the Fellowship at least four (4) days prior to the meeting. Any member of the Fellowship may attend a Board meeting for informational purposes. Any person other than Board Members and the Minister who wishes to address the Board at a scheduled meeting must notify the President requesting permission to be added to the agenda.

Section 8 - Quorum

A majority of the Board shall constitute a quorum.

ARTICLE VI: OFFICERS

Section 1 - Number

The Officers of the Fellowship shall be President, Secretary and Treasurer.

Section 2 - President

The President shall be the Principal Executive Officer of the Fellowship. The President shall preside at all meetings of the Board and Fellowship and shall be accountable to the Fellowship for all decisions of the Board of Trustees. The President shall be the official spokes-person for the Fellowship.

Section 3 - Secretary

The Secretary shall perform the functions of the President in the latter's absence; shall keep an accurate record of the proceedings of all meetings of the Fellowship and the Board of Trustees; shall ensure that a current roster of members and friends is maintained; shall make available at any meeting of the Fellowship a list of members eligible to vote; and shall perform such other duties as are incidental to this office and as assigned by the Board of Trustees. All records of the Secretary shall remain the property of the Fellowship and shall be made available to the Fellowship.

Section 4 - Treasurer

The Treasurer shall supervise the receipt, disbursement and safekeeping of all funds as directed by the Fellowship or as approved by the Board of Trustees. The Treasurer shall be responsible for the maintenance of a complete and accurate account of the finances of the Fellowship to be kept on suitable archival media. This account shall remain the property of the Fellowship. A current financial statement to include budget to actual figures, shall be rendered at each regular meeting of the Board of Trustees and at the Annual Meeting of the Fellowship. Voting members may request a current statement at any time.

ARTICLE VII: COMMITTEES

Section 1 - Leadership Development Committee (LDC)

Consistency and continuity of leadership within SUUF shall be the responsibility of the LDC.

The LDC has a twofold responsibility to the SUUF membership:

Selection of nominees for vacant positions to be filled by election at the Annual Meeting.

The LDC shall recommend to the membership at the Annual Meeting a slate of nominees for each expiring position on the Board of Trustees and the Leadership Development, Minister Support, and Outreach Committees. The LDC shall present the slate of candidates to the Board not later than its regular meeting prior to the Annual Meeting, and to the membership at the Annual Meeting. The slate will be included in the Notice of the Annual Meeting.

Identification of candidates and training of members and, if appropriate, friends in the objectives and practices of leadership expected of elected and appointed officers and volunteers in the Fellowship. Identification of potential candidates for elective positions should be an ongoing process. The LDC should keep informed of the availability, interest and suitability of members and friends for the various elected and appointive positions in the SUUF governance structure. In addition, the LDC should be prepared to advise the Board in filling any vacancies in elective positions that may arise between Annual Meetings.

The LDC shall consist of three (3) members serving three-year terms whose terms shall be staggered so that one member is elected each year. The members of the LDC shall elect annually a chairperson from among their number.

Candidates shall be drawn from those members of the Fellowship eligible to vote who are not incumbent members of, or candidates for election to the Board of Trustees during the period of service covered by the nomination.

Section 2 - Minister Support Committee

The purpose of the Minister Support Committee concerns a minister in preliminary fellowship (the first three years of UU ministry). Pursuant to UUA guidance, the Minister Support Committee shall review, evaluate and offer support to a new minister through direct, clear and constructive communication in an effort to create a successful and nurturing ministry based on trust and mutual support.

The Minister Support Committee shall consist of three (3) members, serving three-year terms whose terms shall be staggered so that one member is elected each year. The members of the Minister Support Committee shall elect annually a chairperson from among their number, meet at least quarterly, and prepare a report of its activities for inclusion in each Annual Report.

Candidates shall be drawn from those members of the Fellowship eligible to vote who are not incumbent members of, or candidates for election to the Board of Trustees during the period of service covered by the nomination.

Section 3 - Outreach Committee

The purpose of the Outreach Committee is to identify community needs that the congregation will actively work to support.

The Outreach Committee shall consist of three (3) members serving three-year terms whose terms shall be staggered so that one member is elected each year. The members of the Outreach Committee shall elect annually a chairperson from among their number, meet at least quarterly, and prepare a report of its activities for inclusion in each Annual Report.

Candidates shall be drawn from those members of the Fellowship eligible to vote who are not incumbent members of, or candidates for election to the Board of Trustees during the period of service covered by the nomination.

Section 4 - Ministerial Search Committee

See Article IX, Section 3.

Section 5 - Special Committees

The Board may resolve to establish Special Committees. Such appointments shall not require membership in the Fellowship. The establishing resolution shall define the Special Committee's role, tasks, and number of members and whether the committee is to be ongoing until dissolved by an action of the board, or if will be reviewed annually to see if it should still function and if the Board wants to change its tasks or members. The President (or Secretary) will report on the activities of Special Committees at the Annual Meeting.

ARTICLE VIII: MISSION SUPPORT AREAS (MSAs)

Accomplishment of the Mission of SUUF requires participation by all members, in accordance with their willingness, abilities and availability. Officers and Trustees shall coordinate and supervise the operation of volunteer activities as follows:

- 1) Membership, Records (Secretary)
- 2) Public Relations (At Large)
- 3) Finance (Treasurer)
- 4) Personnel (President)
- 5) Sunday Service Support (At Large)

By mutual consent the responsible Board members may delegate operations in each of the MSAs to willing members and friends of the Fellowship. Board members will prepare a section of the Annual Report describing activities in their respective areas of responsibility during the reporting period.

ARTICLE IX: MINISTER

Section 1 - Responsibilities

The Minister shall conduct Sunday services and shall serve as spiritual leader and advisor to the congregation. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express his or her opinions outside the pulpit, but not to represent the Fellowship without authorization from the Board or the membership. The Minister shall be an *ex officio*, non-voting member of the Board of Trustees and of such committees as the Board designates. Other specific duties shall be negotiated between the Minister and the Ministerial Search Committee, be written into a job description, and be approved by the Board.

Section 2 - Reports to the Fellowship

The Minister shall make a full report to the congregation at the Annual Meeting. The Minister shall be expected to attend all Board of Trustee meetings, to bring to the attention of the Board all matters which seem pertinent to the general welfare of the congregation, and to make such recommendations as seem proper. However, the final decision in matters of policy and procedure shall remain with the Board or the congregation through regular special meetings.

Section 3 - Vacancy

Upon notification of an immediate or future vacancy in the position of Minister, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee consisting of one (1) Board member and four (4) voting members of the Fellowship. The Leadership Development Committee shall submit a special slate of nominees for the Ministerial Search Committee at the Special Congregational Meeting. The Ministerial Search Committee shall identify, screen and bring to the congregation for consideration candidates for the position of Minister.

Section 4 - New Minister Call

The President of the Board of Trustees shall call a Special Meeting of the congregation for the selection of a minister when so requested by the chair of the Ministerial Search Committee. Notice of such meeting shall be given as specified in these Bylaws. A quorum for such meeting is forty percent (40%) of the members eligible to vote or 25 eligible voting members, whichever is lower. Voting shall be by secret ballot. An affirmative vote by seventy-five percent (75%) of those present shall be required to call a minister.

Section 5 - Dismissal

The Minister's services may be terminated by a seventy-five percent (75%) affirmative vote by secret ballot of those voting members present at a Special Meeting of the membership. Quorum and notice for such a meeting shall be the same as for that in calling a minister. Such a meeting may be called by the Board or upon written petition of twenty percent (20%) of voting members.

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 as the Board agrees to allow less time.

ARTICLE X: OTHER STAFF

Other staff may be employed at the discretion of the Board of Trustees in consultation with the Minister.

ARTICLE XI: FISCAL MATTERS

Section 1 - Fiscal Year

The fiscal year of the Fellowship shall begin on July 1 and end on June 30.

Section 2 - Use of Fellowship Funds

No part of the funds of the Fellowship shall inure to the benefit of, or be distributed to, its members, officers, trustees or other person. The Board shall determine financial recordkeeping and other fiscal policies and procedures.

Section 3 - Budget Process

At each Annual Meeting the Board shall submit an operating budget for the coming fiscal year. A budget is adopted by a majority vote of the voting members present at the meeting. During a fiscal year the Board of Trustees may make adjustments to the adopted budget, as circumstances dictate.

Section 4 - Investments

Investment policies and procedures shall be established by the Board of Trustees. Non-budgeted drawdowns of long-term investments for purposes other than meeting normal operating expenses must be approved by a majority vote of the voting members at a Special Meeting of the membership called for that purpose. Notice of the meeting and quorum shall be as specified in these Bylaws.

Section 5 - Indebtedness

The Fellowship shall not become indebted in an amount greater than ten thousand dollars (\$10,000) unless said limit is increased by a two-thirds (2/3) vote of the voting members present at a duly called Special Meeting.

Section 6 - Audit

At the end of each even-numbered fiscal year, a biennial financial review of the Fellowship's financial records shall be conducted. The Board of Trustees shall appoint the reviewer and determine the type of review to be performed (Compilation, Review, or Full Audit). The reviewer shall not be serving in any elected Fellowship position. A third-party full CPA audit may be conducted at any time at the behest of the Board of Trustees.

ARTICLE XII: RULES OF PROCEDURE

Section 1 - Meetings

Unless otherwise provided in these Bylaws, all legal meetings of the Board of Trustees and the Membership shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Revised*.

Section 2 - Authority of Congregation

The ultimate authority of the Fellowship is vested in the congregation as expressed in Annual and Special Meetings. The following powers may not be delegated, but may only be exercised by the congregation:

- 1) the employment or release of the Minister and the amount of the Minister's compensation package;
- 2) the location of any church buildings and grounds and their purchase or sale;
- 3) the requirements for membership
- 4) approval of the annual budget for the operating fund
- 5) ratification or amendment of the Bylaws

Section 3 - Non-Discrimination

This Congregation affirms and promotes the full participation of persons in all its activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, class or national origin.

ARTICLE XIII: INDEMNIFICATION

The Fellowship shall indemnify any duly elected or appointed officer, trustee, employee, or agent of the Fellowship, and his/her estate and personal representative, against any liability asserted against such person incurred in the course and scope of his or her duties or functions within the Fellowship to the maximum extent allowable by law, provided the person acted in good faith and did not engage in acts or omissions which involve intentional misconduct or a knowing violation of the law.

ARTICLE XIV: DISSOLUTION

Any action to dissolve the Fellowship must be approved by a two-thirds (2/3) vote of eligible voting Members of the Fellowship present at a meeting called specifically for such action, for which meeting written notice has been issued to all Members eligible to vote in accordance with the provisions of these Bylaws. In the event of dissolution of the Fellowship, after payment of all liabilities the Board shall transfer all remaining assets to the Unitarian Universalist Association or its legal successor, under applicable provisions of Sec.501(C)(3) or the corresponding section of any future federal tax code.

ARTICLE XV: SEVERABILITY

If any provision of these Bylaws is declared invalid by a court of competent jurisdiction, said provision shall be severed and the remainder of these Bylaws shall remain in full force and effect.

ARTICLE XVI: AMENDMENTS

Section 1 - Approval

These Bylaws may be amended or replaced at the Annual Meeting, or any Special Meeting of the Fellowship called for that purpose, by a two thirds (2/3) vote of voting Members present at the meeting. Notice of meeting shall be as specified in these Bylaws and a copy of the amendment(s) or rewritten Bylaws shall be included in the notice of meeting.

Section 2 - Proposals

Amendments may be proposed by the Board or by a petition to the Board signed by at least twenty percent (20%) of Members eligible to vote. No later than their next meeting following receipt of the proposed amendments, the Board must call a Fellowship meeting to vote on the proposed amendments.

Section 3 - Bylaws Review

At least every five (5) years, the Board shall appoint a Bylaws Review Committee to review and possibly update these Bylaws. The Review Committee shall report to the Board its activities and any recommendations for changes to these Bylaws within six (6) months of its appointment. No later than their next meeting following receipt of the proposed amendments, the Board shall vote on whether to approve the amendments, and if approved, inform the membership that a congregational vote will be taken at the next annual meeting, or a special meeting scheduled for that purpose. A copy of the proposed amendments shall be sent to the membership at least two weeks prior to the scheduled vote.