

ARTICLE I - NAME

The name of this religious society shall be The Unitarian Universalist Church of Las Cruces (also known as The Unitarian Fellowship of Las Cruces). Whenever the word "Society" is used in these Bylaws or their amendments, it shall signify the legal organization of The Unitarian Universalist Church of Las Cruces as herein established.

ARTICLE II - PURPOSES

This Society is formed as a liberal religious fellowship, joining inquiring minds in caring community. This Society shall encourage its Members to find a deeper understanding of the relationship of person to person and of the human being to the universe, to further individual freedom of belief, to advance the ideals of brotherhood and sisterhood: and to participate in service to humankind. This Society affirms the freedom of all people to participate in all Society activities without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed. This Society, in keeping with its commitment to freedom of expression inside as well as outside the Society, declares and affirms freedom of the pulpit.

ARTICLE III - DENOMINATIONAL AFFILIATION

This Society shall be a member of the Unitarian Universalist Association (and of the appropriate subdivisions of that organization), the headquarters of which are at 24 Farnsworth Street, Boston, Massachusetts, 02210.

ARTICLE IV - MEMBERSHIP

SECTION 1 - MEMBERSHIP QUALIFICATIONS:

Any person who is at least 14 years of age, who is in agreement with the purposes of UUCLC as set forth in Article II, and who makes a financial contribution of record, may become a member of the church by signing the Membership Book and recording the date in the presence of the Lead Minister or a member of the Board of Trustees. The contribution requirement may be waived in individual cases at the discretion of the Lead Minister.

SECTION 2 - RIGHTS OF MEMBERSHIP:

Members have the right to hold office in the society, and to vote at Congregational meetings. New members, and those whose membership has been reinstated, may vote and hold office 60 days after signing or reinstatement.

SECTION 3 – OBLIGATIONS OF MEMBERSHIP:

To the extent they are able, members are expected to make an annual financial contribution of record to the Society, and to participate in Society activities. The contribution requirement may be waived in individual cases at the discretion of the Lead Minister. The Board may establish a special category of membership for those prevented by age or infirmity from meeting these obligations.

SECTION 4 – TERMINATION OF MEMBERSHIP:

- a. A member may resign by submitting a signed resignation to the Lead Minister or church office.
- b. Membership may be terminated for any member who has failed to meet the obligations of membership during the past fiscal year, and who fails to respond within 30 days to a membership inquiry from the Lead Minister or Membership Committee.

SECTION 5 – REINSTATEMENT OF MEMBERSHIP:

Former members may be reinstated to membership by giving written notice of their desire to do this, and by meeting the obligations of membership.

SECTION 6 – POLICIES AND PROCEDURES:

The Board may establish policies and procedures to implement the provisions of this Article.

ARTICLE V - MEMBERSHIP BUSINESS MEETINGS

SECTION 1 - ANNUAL MEMBERSHIP BUSINESS MEETING

An Annual Membership Business Meeting of the Society shall be held annually at such time and place as shall be fixed by the Board of Trustees.

The Annual Membership Business Meeting agenda shall be limited to the following business items in the stated order:

- Election of Trustees and other elected positions.
- Other business listed in the notification of the meeting

SECTION 2 - ANNUAL MEMBERSHIP BUDGET BUSINESS MEETING

The Annual Membership Budget Business Meeting of the Society shall be held annually before the end of the current church year. The agenda shall be limited to the following business items in the stated order:

- Presentation of a financial report and adoption of a budget for the next fiscal year
- Other business listed in the notification of the meeting

SECTION 3 - OTHER MEMBERSHIP BUSINESS MEETINGS

Business meetings, including the Annual Membership Business Meeting and the Annual Membership Budget Business Meeting, shall be called by the President upon a majority vote of the Board of Trustees or upon the presentation of a written petition signed by at least twenty percent of the Members of the Society. A meeting called by petition shall be held within thirty days of the date of submission of the petition.

SECTION 4 - NOTICE AND AGENDA

The Members of the Society shall be notified at least seven full days prior to any Membership Business Meeting. The Board of Trustees shall assemble the agenda of all Membership Business Meetings. The agenda shall include those items required by the Bylaws, items from petition, and items determined by the Board of Trustees. The agenda of the business to be transacted shall be included verbatim in the notice. Business shall be limited to the stated agenda.

SECTION 5 - VOTING

A number equal to twenty percent of the Members of the Society shall constitute a quorum for all Membership Business Meetings, except as otherwise specified in these Bylaws. The presence of a quorum shall be required to initiate the business meeting and must be maintained at all times to conduct business.

Proxy votes shall not be allowed. Absentee ballots may be requested upon receipt of the meeting notice, and must be returned prior to the business meeting.

Non-members shall be welcome at all Membership Business Meetings and may request the courtesy of the floor, but they may not vote nor be included in the quorum.

Business motions shall be passed by a majority vote except as otherwise specified in these Bylaws.

SECTION 6 - RULES OF ORDER

All Membership Business Meetings shall be conducted according to "Robert's Rules of Order, Newly Revised," except as specifically stated in these Bylaws or amended by a vote of the Society.

SECTION 7 - REPORTING A VOTE OF THE SOCIETY

The phrase "a vote of the Society" shall mean a vote of the Members of the Society at a Membership Business Meeting. Whenever a motion is acted upon by the Society, the

report shall always include the number of votes pro and con and the number of Members of the Society.

ARTICLE VI - OFFICERS AND BOARD OF TRUSTEES

SECTION 1 – POWERS AND RESPONSIBILITIES

The Board of Trustees shall function as the governing body of the Society. The Board of Trustees shall be responsible for:

- Ensuring the mission and vision of the Society reflect Unitarian Universalist values;
- Adopting policies for the organization and governance of the Society;
- Conducting strategic planning consistent with the Society’s mission and vision;
- Delegating to the Lead Minister, staff and volunteers the tasks of implementing the Society’s strategic plans;
- Safeguarding the property and funds of the church;
- Reviewing the annual budget, revising it as appropriate, and submitting the budget to the Membership for approval.

No person may perform official acts in the name of the Society except as authorized by the Bylaws or the Board of Trustees.

SECTION 2 – NUMBER AND TENURE

The Board of Trustees shall consist of nine Trustees elected by the Membership of the Society, and only Members of the Society may serve as Trustees. The Lead Minister shall be an ex officio nonvoting member of the Board of Trustees.

The terms of office, and restrictions thereon, are as follows:

- A. Trustees shall be elected at each Annual Membership Meeting to three-year terms that begin at the next regular board meeting or as soon thereafter as practical.
- B. A Trustee may not serve more than two consecutive three-year terms, but a trustee who was appointed or elected to a partial term to fill a vacancy may serve two consecutive three-year terms thereafter.
- C. No person may serve as a Trustee at the same time as their spouse, domestic partner, natural or adoptive parent, sibling or child is serving as a Trustee.

SECTION 3 – OFFICERS

- A. The officers of the Society shall be the President, Vice President, Treasurer and Secretary. Only members of the Board of Trustees may serve as officers.

- B. The slate of officers shall be selected annually by the Board of Trustees at the first Board meeting of the new year, or as soon thereafter as practical. The slate of officers shall be confirmed by vote at a Membership Business Meeting held prior to the next scheduled Board meeting. Beginning on Jan. 1, 2020, or at the time of the settlement of the next Lead Minister, whichever occurs first, the officers shall thereafter be elected annually by the Board at the first Board meeting of the new year, or as soon thereafter as practical. Each officer will hold office until a successor is duly elected or until the officer's death, resignation or removal.
- C. The President shall be the governing officer of the Society, and shall preside at all meetings of the Members and of the Board. The Vice President shall perform the duties of the President in the President's absence and other duties assigned the Board.
- D. The Treasurer shall be responsible for all funds and securities of the Society and shall perform all other duties customarily incident to the office of Treasurer and other duties assigned by the Board.
- E. The Secretary shall, directly or by delegation:
 - (a) prepare and keep the minutes of the meetings of the Congregation and the Board;
 - (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - (c) be custodian of the corporate records;
 - (d) authenticate corporate records;
 - (e) keep a register of the postal addresses of each member;
 - (f) perform all other duties customarily incident to the office of Secretary and other duties assigned by the Board.

SECTION 4 - VACANCY

Should a vacancy arise in the position of any Trustee, the position shall be filled by a Member of the Society, selected by the Board of Trustees, to serve the remainder of the unexpired term. The appointment shall be by majority vote of the Trustees remaining in office irrespective of the quorum requirement set out in Section 8. The term of a Trustee appointed to fill a vacancy shall expire at the end of the calendar year, and the

remainder of the vacated term, if any, shall be filled by election at the next Annual Membership Business Meeting.

SECTION 5 – REGULAR BOARD MEETINGS

The Board of Trustees shall conduct regular meetings at least ten months each year.

SECTION 6 – QUORUM

Five Trustees shall constitute a quorum for the transaction of business at any Board meeting. If fewer than five Trustees are present at a meeting, a majority of those present may adjourn the meeting.

SECTION 7 – OPEN MEETINGS

All Board of Trustees meetings shall be open to Members of the Society, except when declared closed by the President with the approval of the Board of Trustees. In principle, only consideration of sensitive matters (*e.g.*, personnel matters) justifies a closed meeting.

SECTION 8 – BOARD ACTIONS WITHOUT A MEETING

The Board may take any action without a meeting if all Trustees, entitled to vote, consent in writing. Such consents shall have the same force and effect as a unanimous vote at a Board meeting and shall become effective upon receipt by the Secretary of the last consent.

SECTION 9 – TERMINATION

- A. A Trustee may resign at any time by delivering a written resignation to the President or Secretary. The resignation shall state the effective date.
- B. Any Trustee may be removed from service by a two-thirds vote of the Members present at a legally called Membership Business Meeting.
- C. If a Board Trustee misses more than three meetings in a twelve-month period, the Trustee may be removed by majority vote of the remaining Trustees.

SECTION 10 – OTHER COMMITTEES AND TASK FORCES

The Board, at its discretion, may constitute other committees and task forces to assist in the supervision, management and control of the business and affairs of the Society. Each committee and task force constituted by the Board shall report to and advise the Board on its work. Committee and task force members shall be appointed by the Board. Unless the committee or task force chair is appointed by the Board, each committee and task force shall select its own chair.

ARTICLE VII - COMMITTEES

SECTION 1 – BOARD COMMITTEES

Committees, which could include a Stewardship Committee and a Finance Committee, may be established, modified, or abolished by the Board of Trustees, depending on the mission of the committee.

SECTION 2 - CONGREGATIONAL COMMITTEES

A. Leadership Development Committee

The Leadership Development Committee shall be responsible for identifying, nurturing, training and otherwise preparing leadership for the Congregation, including the preparation of a slate of candidates for the election of Trustees at the Annual Membership Business Meeting. The slate of candidates shall be reported to the Board of Trustees and shall be published in the newsletter prior to the Annual Membership Business Meeting. The Committee shall consist of six members, three members to be elected each year, to serve for 2-year terms.

Should a mid-term vacancy arise on the Leadership Development Committee or one of the two congregationally-elected positions for the Committee on Ministry, the vacancy shall be filled by a Member of the Society, selected by the Leadership Development Committee. The term of a member appointed to fill such a vacancy shall expire at the end of the calendar year, and the remainder of the vacated term, if any, shall be filled by election at the next Annual Membership Business Meeting. If a vacancy occurs in the final quarter of the calendar year, the position can be held open for the rest of the year and filled by election at the next Annual Membership Business Meeting.

B. Ministerial Search Committee

To facilitate a call by the Congregation of a new Minister, a Ministerial Search Committee shall be formed to locate, candidate, and settle a Minister. The Ministerial Search Committee shall be composed of five Members elected by the Congregation at a legally called Membership Business Meeting plus two Members appointed by the Board of Trustees. Vacancies shall be filled by the Board of Trustees, as needed. The Chairperson shall be selected by the members of the Committee.

The Ministerial Search Committee shall follow the procedures stated in the Ministerial Settlement Handbook of the Unitarian Universalist Association except when directed otherwise by the Membership at a Membership Business Meeting. The Chairperson shall make appropriate reports on the progress of the Ministerial Search Committee at the monthly Board of Trustees Meetings. The committee shall recommend a Ministerial

contract and make a final report to the Board of Trustees and Congregation. At the time of the Ministerial settlement, the committee shall be dissolved.

SECTION 3 - COMMITTEE ON MINISTRY

The Committee on Ministry helps strengthen the overall quality of ministry of the Society.

The Committee shall consist of 6 members, each selected for 3 years on a staggered rotation. Two members will be appointed by the Board in consultation with the Lead Minister. Two members will be appointed by the Lead Minister in consultation with the Board. In addition, two members will be elected by the Congregation (see Article VII, Section 2A for filling midterm vacancies in the congregationally-elected positions).

ARTICLE VIII - AFFILIATE ORGANIZATIONS AND SPONSORED GROUPS

SECTION 1 - AFFILIATE ORGANIZATIONS

Voluntary organizations composed largely of Members of the Society, and who support the Purposes as stated in Article II, may be established with the approval of the Board of Trustees and shall be known as Affiliate Organizations. Affiliate Organizations shall operate under the following general rules:

- Each Affiliate Organization shall direct its own program and functions
- Each Affiliate Organization shall be responsible for its own finances, including fund-raising and costs incurred on its behalf and at its request
- Each Affiliate Organization shall appoint a contact person with whom the Board of Trustees can communicate.

SECTION 2 - SPONSORED GROUPS

Voluntary groups not necessarily composed of Members of the Society but which, for reasons determined by the Board of Trustees, serve to benefit the Society may be sponsored by the Society. Each Sponsored Group shall operate under the general rules for Affiliate Organizations. The extent of sponsorship (use of facilities, etc.) shall be established by the Board of Trustees when the sponsorship begins. The extent of sponsorship may be modified or terminated by the Board of Trustees at any time.

ARTICLE IX - MINISTER

SECTION 1 - GENERAL

The Minister serves at the call of the Membership as its spiritual and professional leader. This person is delegated authority and responsibility for the administration and ministries of the Society.

The Lead Minister is accountable to the Board of Trustees, serves as Chief of Staff, and shall work collaboratively with staff and lay ministry teams and leaders. In furtherance of these duties, the Lead Minister shall, in consultation with the Board, establish and implement a clear organizational structure for shared ministry that links staff leadership, expertise, and support with lay ministry leadership and involvement.

The Minister shall be subject to the limitations, requirements, and other terms specified in the Letter of Agreement, in these Bylaws, and in such policies and procedures as may be adopted by the Board.

SECTION 2 – STANDARDS AND PROCEDURES

- A. The current guidelines of the Unitarian Universalist Association (UUA) and the Unitarian Universalist Ministers Association (UUMA) relating to the call and termination of Ministers, as amended from time to time, are incorporated in these bylaws. To the extent the guidelines are inconsistent, the UUA guidelines shall control.
- B. The Board shall adopt policies and procedures to implement the UUA and UUMA guidelines, unless it is in the Society’s best interest to depart from them.

SECTION 3 – QUORUM AND VOTING

- A. The quorum for a Membership Business Meeting to call or terminate a Minister is 40 percent of the Membership of the Society.
- B. Voting to call or terminate a Minister shall be by secret ballot.

SECTION 4 – CALL OF A MINISTER

A three-quarters (3/4) or higher vote of Members present at a legally called Membership Business Meeting is required to call a Minister and approve the terms of the call as set forth in the Letter of Agreement.

SECTION 5 – TERMINATION OF A MINISTER

- A. Termination of a Minister shall be in accordance with UUA and UUMA guidelines.
- B. A two thirds (2/3) vote of Members present at a legally called Membership Business Meeting is required to terminate a Minister.

SECTION 6 – VACANCY

In the event of a vacancy, the Board of Trustees assumes Executive authority until a Minister is called or appointed.

ARTICLE X – FINANCES

SECTION 1 – FISCAL YEAR

The fiscal year of the Society shall begin on January 1 and end on December 31 of each year.

SECTION 2 – OPERATING BUDGET

The Finance Committee and the staff shall hold open meetings and develop the proposed operating budget for each fiscal year. The Board of Trustees shall review the proposed operating budget, suggest revisions to Finance and Staff, approve the revised budget and submit the budget for approval by the Members at the Annual Membership Budget Business Meeting.

Expenditures by the Board of Trustees and the Minister, employees, committees, task forces, and teams of the church shall be consistent with the budget approved by the Society. No person or committee shall have the power to incur expenses on behalf of the Society except as authorized in the approved budget. However, the Board of Trustees may authorize deviations from the approved operating budget so long as such deviations do not exceed, in the aggregate, ten (10) percent of the total approved operating budget.

SECTION 3 – FUNDRAISING ACTIVITIES

The Board of Trustees shall establish a Stewardship Committee to engage in on-going fundraising activities, including an annual stewardship campaign to raise funds needed for the operating budget.

SECTION 4 – ENDOWMENTS, TRUSTS, AND GIFTS

The Society may maintain one or more endowment funds, which shall be administered by the Finance Committee in accordance with policies adopted by the Board of Trustees.

With the advice of the Finance Committee, the Board shall have authority to allocate interest and dividend income from endowment investments to the general operating fund and other funds of the Society if such allocation is determined to be consistent with preservation of the value of the endowment funds.

SECTION 5 – REAL PROPERTY

The power to authorize the purchase, sale or mortgage of real property by or on behalf of the church is reserved to the Membership. The Board of Trustees and the Lead Minister, employees and committees of the Society shall not have the authority to buy,

sell or mortgage real property unless the transaction is approved at a legally called Membership Business Meeting, with the exception of property donated to the Society with the expressed intention of its sale to benefit the Society.

SECTION 6 – DEBTS AND CONTRACTS

Except for debts and contracts to be paid from funds allocated in the approved operating budget for the purpose of paying such debts and contracts, no debts may be incurred or contracts entered into unless authorized by the Board of Trustees.

SECTION 7 – CHECKS, DRAFTS, AND OTHER PAYMENTS

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or agent of the Society and as determined by the Board of Trustees.

SECTION 8 – DEPOSITS

All funds received by individuals and committees on behalf of the Society shall be deposited in the general fund, unless:

- A. Directed by the donor to an authorized fund, endowment or line item; or
- B. Approved by the Membership at a legally called Membership Business Meeting.

All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

SECTION 9 – FINANCIAL REVIEW

A special committee established by the Board of Trustees shall annually review the financial records of the church.

ARTICLE XI - LEGAL

The Society shall be a non-profit, religious, charitable, and educational society incorporated under the laws of the State of New Mexico.

The physical address of the Society shall be 2000 South Solano Drive, Las Cruces, New Mexico, 88001, located in the county of Dona Ana.

The church corporation may be dissolved upon the adoption of a plan of dissolution. In the event of dissolution, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the assets of the corporation shall be distributed as follows:

- A. The assets shall first be applied to payment, satisfaction, or compromise of all liabilities and obligations of the corporation.
- B. Remaining assets shall be distributed to the Unitarian Universalist Association, an organization described in Sec. 501(c)(3) of the Internal Revenue Code, or its successor, for general purposes. If the Unitarian Universalist Association ceases to exist and has no successor, remaining assets shall be distributed to one or more organizations described in Sec. 501(c)(3) of the Internal Revenue Code as determined in the plan of dissolution.

ARTICLE XII - INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

The Society shall, to the full extent permitted by New Mexico statutes, indemnify all Trustees, Officers and Employees whom it may indemnify pursuant thereto, and such indemnification will continue as to any person who has ceased to be a Trustee, Officer, or Employee, and will inure to the benefit of the heirs, executors, and administrators of such person, all as provided by statute.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended at any legally called Membership Business Meeting by a two-thirds vote of the Members present. Proposed amendment(s) to these Bylaws must be included verbatim in the notice to the Members for the Membership Business Meeting. Proposed amendments shall be passed or rejected verbatim.

Article XIV – IMPLEMENTATION

These Bylaws, as amended, will take effect at the close of the Membership Business Meeting on November 13, 2016, with the exception of Article VI, Section 2 pertaining to the number and tenure of Trustees. These provisions will be implemented over a two-year period.

Approved at Special Membership Meeting November 13, 2016
Amended at Annual Membership Meeting January 8, 2017
Amended at Annual Membership Meeting January 13, 2019