

Bylaws of First Unitarian

Approved at a
Meeting of the Congregation
April 11, 2010

First Unitarian

*A Unitarian Universalist Congregation
meeting in Albuquerque, Carlsbad, Edgewood, and Socorro*



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Contents

Article I. Our Mission Covenant	1
Article II. Denominational Affiliation	2
Article III. Membership.....	3
Section 1. Qualifications	3
Section 2. Membership and Committees	3
Section 3. Termination of Membership	3
Article IV. The Authority of the Congregation	4
Article V. Congregational Meetings.....	5
Section 1. The Annual Meeting of the Congregation	5
Section 2. The Annual Meeting Agenda.....	5
Section 3. Notice of Annual Meeting	5
Section 4. Quorum.....	5
Section 5. Special Congregational Meetings, Other Than Meetings to Adopt Stands on Social Issues	6
Section 6. Special Congregational Meetings to Take Stands on Social Issues	6
Section 7. The Moderator	6
Article VI. Board of Directors	7
Section 1. Membership	7
Sub-Section a. Composition of the Board	7
Sub-Section b. Officers of the Board.....	7
Sub-Section c. Vacancies and Removal of Board Member	7
Section 2. Duties and Responsibilities.....	7
Sub-Section a. Operations and Policy	7
Sub-Section b. Finances and Budget	8
Sub-Section c. Ministry Goal Setting	8
Sub-Section d. Bylaw Review	8
Section 3. Executive Committee	8
Section 4. Meetings	8
Section 5. Committees	8
Sub-Section a. Standing Committees	8
Sub-Section b. Program Committees.....	9
Sub-Section c. Board-Created Committees	9
Article VII. Officers	10
Section 1. President	10
Section 2. Vice President.....	10
Section 3. Secretary	10
Section 4. Treasurer.....	10
Section 5. Vacancies.....	11
Article VIII. Ministry	12
Section 1. Selection	12
Section 2. Tenure.....	12
Section 3. Duties.....	12
Section 4. Interim Minister	12
Section 5. Other Ministers	12
Section 6. Absence of the Senior Minister	13
Article IX. Standing Committees	14
Section 1. The Standing Endowment Committee	14
Sub-Section a. Membership.....	14
Sub-Section b. Responsibilities	14
Section 2. The Standing Committee on Finance.....	14
Sub-Section a. Membership.....	14
Sub-Section b. Responsibilities	14
Section 3. The Standing Committee on Buildings and Grounds	15
Sub-Section a. Membership.....	15

Sub-Section b. Responsibilities 15

Section 4. The Program Team 15

 Sub-Section a. Membership..... 15

 Sub-Section b. Purpose and Responsibilities..... 15

Section 5. The Leadership Succession Committee 16

 Sub-Section a. Membership..... 16

 Sub-Section b. Responsibilities 16

Section 6. The Stewardship Committee..... 16

 Sub-Section a. Membership..... 16

 Sub-Section b. Responsibilities 16

Section 7. The Personnel Committee..... 16

 Sub-Section a. Membership..... 16

 Sub-Section b. Responsibilities 17

Section 8. The Membership Committee 17

 Sub-Section a. Membership..... 17

 Sub-Section b. Responsibilities 17

Section 9. The Healthy Community Team 17

 Sub-Section a. Membership..... 17

 Sub-Section b. Responsibilities 17

Section 10. Other Provisions of Standing Committees..... 18

 Sub-Section a. Vacancies 18

 Sub-Section b. Notification of Meetings 18

Article X. The Budget 19

 Section 1. Budget Period 19

 Section 2. Budget Procedures 19

 Section 3. Budget Modifications and Limitations 19

 Section 4. Borrowing Money..... 19

Article XI. Other Finance-Related Provisions 20

 Section 1. Execution of Instruments..... 20

 Section 2. Bonding 20

 Section 3. Real Property 20

 Section 4. Endowment Purpose, Distributions, and Dissolution 20

Article XII. Other Provisions..... 21

 Section 1. Open Records 21

 Section 2. Protection of Non-Profit Status 21

 Section 3. Indemnification..... 21

 Section 4. Open Meetings..... 21

Article XIII. Amendment of Bylaws 22

 Section 1. Procedures 22

 Section 2. Adoption of the Proposed Amendment 22

Article XIV. Parliamentary Authority 23

Article XV. Dissolution Clause 23

Article XVI. Transition 23

Article I. Our Mission Covenant

We the members of the First Unitarian Church of Albuquerque agree to

- promote the spiritual, intellectual, and personal growth of each member
- minister to each other in an atmosphere of welcome, acceptance, and caring
- be a positive force for social, environmental, and economic action
- promote the wider understanding of our purposes and principles in the larger community
- provide a dynamic religious education program for all ages

To these ends, we declare our commitment to the health and vitality of this liberal religious community.

Article II. Denominational Affiliation

This Church, a Unitarian Universalist Church, is a member of the Unitarian Universalist Association (UUA) and the Mountain Desert District (MDD) of the UUA, and acts in accordance with the Principles and Purposes of the UUA.

Article III. Membership

Section 1. Qualifications

To become a member in good standing of this Church, a person must:

- sign the Membership Book;
- have attained the age of 14 years;
- be in sympathy with the purpose and program of this Church;
- make an identifiable financial contribution to the Church;
- agree to abide by these Bylaws and the *Compendium of Church Policies* of the Church.
- thirty days after signing the book, the individual becomes a voting member of the Church.

Section 2. Membership and Committees

Only members in good standing of the Church may serve on the Board of Directors and Standing Committees. Only a member may chair a Church committee, whether it is Standing or Program Committee. Only members of the Church in good standing may vote at any Committee meeting.

Section 3. Termination of Membership

A member may resign membership from the Church by notice to the office. A member may be removed from membership after 18 months of no identifiable financial contributions. A member failing to abide by Church Bylaws or the Safe Congregation Policy set forth in the official *Compendium of Church Policies* may have their membership revoked by a Board of Directors affirmative vote of eight or more Board members after consultation with the Membership Committee.

Article IV. The Authority of the Congregation

The Congregation is defined as the collective body of the members. The ultimate governing authority of the Church is vested in the Congregation as expressed in Annual and special meetings. The Congregation is thus solely empowered, except as otherwise specified below, to call and dismiss its ministers, to approve the purchase or sale of real property, to borrow money and/or mortgage Church property, to define the requirements of membership, to elect directors and remove them, to supervise its prudential affairs, to approve the annual budget for the operating fund and to adopt and amend its Bylaws. The Congregation affirms and promotes the full participation of persons in all Church 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 V. Congregational Meetings

Section 1. The Annual Meeting of the Congregation

An Annual Meeting of the Members shall be held in January in Albuquerque at a time and place to be selected by the Board of Directors.

Section 2. The Annual Meeting Agenda

- **Reports.** The President and the Senior Minister shall report on the activities of the Church since the previous Annual meeting, and make appropriate recommendations for the future direction of the Church. The Treasurer shall report on the financial condition and transactions of the Church during the past year. The Chairpersons of all Standing and Program Committees shall submit written or oral reports covering their respective activities and recommendations.
- **The Budget.** The Members in good standing shall receive and vote upon the operating Budget of the Church for the ensuing fiscal year.
- **Elections.** The Members in good standing shall elect the President of the Church, the Treasurer, the Moderator, the members of the Board of Directors, members of the Standing Leadership Succession Committee, and members of the Standing Endowment Committee as specified in Article IX, Section 1. Nominations from the floor will be accepted.
- **Bylaws.** Adopting and revising of the Bylaws as necessary.

Section 3. Notice of Annual Meeting

At least fourteen days prior to the Annual Meeting, notice of the meeting shall be mailed to each member in a special mailing or published in the official Church newsletter. Notice shall include the time and date of the meeting, the agenda, and the proposed budget for the ensuing fiscal year. A single notice may be addressed to two or more members at the same residence.

Section 4. Quorum

Unless otherwise provided in these Bylaws, 10 percent of the voting members in good standing present in person shall constitute a quorum. A member not present in person may not vote by proxy. Unless otherwise specified in the Bylaws or Policies, a majority of the affirmative votes cast by voting members in good standing present at a meeting at which a quorum is present shall constitute the act of the Congregation. In the event that a quorum is not obtained, the existing budget, and such members of the Board, including the President and the Treasurer, whose terms of service are expiring, shall continue to serve until a new budget and new officers are approved at a subsequent Special Congregational meeting.

Section 5. Special Congregational Meetings, Other Than Meetings to Adopt Stands on Social Issues

A special meeting must be called within 30 days by the Board of Directors or upon submission of a written petition to the Board of Directors signed by at least 10 percent of members in good standing. The special meeting may concern itself only with those items enumerated in the call for the meeting or in the petition. A member not present in person may not vote by proxy. Special meetings must follow the same rules for Quorum and Notice as specified for the Annual Meeting in these Bylaws unless otherwise specified by the Board of Directors.

Section 6. Special Congregational Meetings to Take Stands on Social Issues

Following completion of the steps set forth in the Policy on Congregational Resolutions included in the Compendium of Church Policies, a Congregational meeting will be called by the Board for the purpose of considering a congregational stand on issues of social concern. A quorum of 30 percent of the members in good standing must be present, and 80 percent of those members in attendance must approve the resolution. A member not present in person may not vote by proxy. So long as the requirements for notice and for a quorum under this section are met, this meeting may be convened immediately following any Annual or Special Meeting of the Congregation.

Section 7. The Moderator

All meetings of the Congregation shall be conducted by a Moderator who is not a member of the Board of Directors but is a member of the Church. The Moderator shall be elected by the members at the Annual Meeting of the Congregation. The Moderator shall serve for a two-year term, and may be reelected for successive terms without term limit. The Moderator may appoint a Parliamentarian who is not a member of the Board of Directors.

Article VI. Board of Directors

Section 1. Membership

Sub-Section a. Composition of the Board

The Board of Directors shall be composed of 9 members elected for two-year terms. Two additional Board members shall be the President and Treasurer and shall be elected to these positions for one-year terms by the Congregation at the Annual Meeting. A Board member must be in good standing of the Church. The Senior Minister shall serve as an ex-officio, non-voting member of the Board.

The Board annually shall select from its membership a Vice President and a Secretary. The members of the Board shall take office immediately upon election following adjournment of the meeting. All members of the Board, except for the President and Treasurer, serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Board member completing two terms may not be reelected until after one year off the Board.

Sub-Section b. Officers of the Board

The positions of the President, Vice President, Treasurer, and Secretary constitute the officers of the Board and are one-year terms. The President shall have been a member in good standing of this congregation for a minimum of the preceding two years at the time of the election. The officers may be reelected to consecutive terms, provided that they do not exceed the term limits set forth for all Board members.

Sub-Section c. Vacancies and Removal of Board Member

A vacancy shall be filled temporarily by appointment by the Board, after consultation with the Leadership Succession Committee, to serve the remainder of the Church year. A member of the Board may be removed for cause by an affirmative vote of eight or more Board members.

Section 2. Duties and Responsibilities.

Sub-Section a. Operations and Policy

The business, property, and affairs of the Church shall be managed by the Board of Directors acting collectively on behalf of, and for the benefit of, the Congregation in accordance with the Bylaws and the operating budget approved by the Congregation. Revocation of membership of a Church member requires an affirmative vote of eight or more Board members. Policies of the Church may be initiated by the Board or by any Standing or Program Committee, but final approval of all Policies is the responsibility of the Board. Those Policies approved by the Board shall be included in the Compendium of Church Policies and shall be available on the Church Web site and in the Church office.

Sub-Section b. Finances and Budget

The Board shall establish budget priorities for the ensuing year, recommend the budget for the ensuing year to the Congregation, set parameters for staff discretion in budget management, and review financial reports. The Board shall ensure that the accounts of the Church, including all endowment funds, receive an internal audit at least every three years. All internal audits shall be available for Church members' inspection.

Sub-Section c. Ministry Goal Setting

Each year, the Board shall work with the Senior Minister to develop goals and priorities for the ministry of the Church. These goals will be reviewed and the Senior Minister's performance will be evaluated by the Board on a yearly basis.

Sub-Section d. Bylaw Review

The Bylaw Committee shall consist of three (3) members in good standing appointed by the Board. The Committee shall meet a few months prior to the Annual Meeting of the Congregation to review the Bylaws. They shall propose any amendments needed to the Board of Directors in time to bring them forward for presentation to the Congregation at the Annual Meeting or other Congregational meeting.

Section 3. Executive Committee

The Executive Committee of the Board of Directors shall consist of the four Officers and, as ex-officio, non-voting members, the Senior Minister. The Executive Committee shall conduct business needing immediate attention, in keeping with the general policies of the Board of Directors, and shall ensure that the Board is kept fully informed of important issues of Church governance.

Section 4. Meetings

The Board of Directors shall meet at least once a month. A quorum shall be a majority of the current voting Board members. Adoption of a motion or resolution requires the affirmative vote of a majority of the Board members present at a meeting at which a quorum is present. Board meetings are open to all members of the Church. Non-Board members may speak but may not make motions or vote at meetings. The Board may meet in executive session to discuss personnel matters, or issues of a confidential personal nature, or to receive legal advice. Any action taken during the executive session shall be reported in the minutes of the meeting.

Section 5. Committees**Sub-Section a. Standing Committees**

A Standing Committee is a committee essential for the operations of the Church. The Bylaws define the composition and responsibilities of each Standing Committee. Standing Committee chairpersons shall be appointed by the Board, except the

Leadership Committee, as noted in Article IX Section 5. Chairpersons of Standing Committees, with the exception of the Endowment Committee, the Finance Committee, and the Leadership Succession Committee, shall appoint the members of their respective committees and determine the length of the members' terms.

Standing Committees may create, and dissolve, subcommittees as may be deemed necessary to carry out the Standing Committee's responsibilities.

The Board of Directors shall have the power to remove the chair and members of all Standing Committees by a simple majority vote of all Board members with the exception of any members or chairpersons elected by the Congregation or members of the Board. Chairpersons and members of a Standing Committee elected by the Congregation may only be removed by an affirmative vote of eight or more Board members.

Sub-Section b. Program Committees

A Program Committee is a committee that is part of the Church's programming meant to enrich the lives of the Church's constituents and community. While ultimately under the jurisdiction of the Board, the composition, responsibilities, and performance of Program Committees belongs to the Program Team.

Sub-Section c. Board-Created Committees

In addition to Standing and Program Committees, the Board of Directors may appoint temporary committees as it deems necessary, and may abolish or terminate such committees, and may also assign additional duties and powers to any Standing or other committee. Any committee created by the Board falls under the jurisdiction of the Board.

Article VII. Officers

Section 1. President

The President shall:

- preside at meetings of the Board of Directors and the Executive Committee;
- see that orders and resolutions of the Board are carried into effect;
- be an ex-officio member of all Church committees;
- have general powers and duties of supervision and management usually exercised by the Board chairperson of a Unitarian Universalist church;
- have signatory power in the absence of the Treasurer on checking and other financial accounts;
- have been a member in good standing of the Church for a minimum of the preceding two years at the time of the election;
- have signatory power on all legal instruments pertaining to the Church.

Section 2. Vice President

The Vice President shall:

- in the absence of the President, perform the duties and exercise the powers of the President;
- and perform duties delegated by the President or by the Board of Directors.

Section 3. Secretary

The Secretary shall:

- attend all meetings of the Board of Directors, the Executive Committee, and of the Congregation;
- ensure that minutes are taken and then present the minutes of such meetings to the Board of Directors for approval at the next regular meeting;
- preserve the books of the Church, the true minutes of the proceedings, and a true copy of the Compendium of Church Policies;
- be the official custodian of the seal of the Church and shall affix the seal to all instruments as required;
- give all notices required by statute, bylaw, or resolution
- and any other duties as may be delegated by the Board of Directors.

Section 4. Treasurer

The Treasurer is responsible for:

- reporting, at least quarterly, to the Board on the financial condition of the Church, or at such times as required by the Board;
- furnishing periodic statements to pledging units detailing the status of their pledges;
- signatory authority on checking and other financial accounts;
- receiving, safely keeping, and accounting for all money and other property of the Church entrusted to the Treasurer;
- disbursing the same under the direction and to the satisfaction of the Board of Directors;
- and preparing the annual financial report of the Church.

The Treasurer is responsible for maintenance of:

- a current roster of the pledging units and their pledges;
- a complete accounting of the financial records of the Church, which shall remain the property of the Church, and which shall be open for inspection by any member.

Section 5. Vacancies

Vacancy of any office due to death, resignation, or other cause shall be filled by the Board by appointment and, as necessary, with the input of the Leadership Succession Committee.

Article VIII. Ministry

Section 1. Selection

A new Senior Minister will be selected through a search and candidacy procedure recommended by the UUA. In advance of the search, the exact process will be determined by the Board with the following requirements:

- The Search Committee members shall be members of the Church, nominated by the Leadership Succession Committee, and elected by the Congregation at a duly called Congregational meeting.
- The Church's Senior Minister must be in fellowship with the UUA.

Section 2. Tenure

The Senior Minister shall be chosen or may be dismissed only by a vote of the Congregation at a Special Meeting at which a quorum of 30 percent of the church members in good standing is present. An 80 percent affirmative vote of those voting is required for calling a Senior Minister, and a majority negative vote is required for dismissal of a Senior Minister. The terms of employment shall be set forth in a written letter of agreement recommended by the Board of Directors and approved by the Congregation at the meeting at which the Senior Minister is called. Minor amendments to the terms of employment may be made by the Board.

Section 3. Duties

The duties of the Senior Minister are those defined by the letter of agreement and related documents outlining the ministerial position. In general, the Senior Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Church. The Senior Minister shall be guaranteed freedom of the pulpit.

Section 4. Interim Minister

Upon receiving approval from the Congregation to find an interim minister, the Board of Directors is empowered to choose an interim minister and set the terms of employment. Interim senior ministers are non-voting ex-officio members of the Board of Directors. Interim ministries are governed by rules set forth by the Ministerial Fellowship Committee of the Unitarian Universalist Association.

Section 5. Other Ministers

The procedures for employing Associate ministers, Assistant ministers, and ministerial interns shall be included in the Church's Personnel Policies and developed and/or amended by the standing Personnel Committee, subject to the approval of the Board of Directors.

Section 6. Absence of the Senior Minister

In the event of the absence of the Senior Minister because of illness, vacation, sabbatical, or such other cause, the duties of the Senior Minister shall be undertaken by the Associate or Assistant Minister.

Article IX. Standing Committees

Section 1. The Standing Endowment Committee

Sub-Section a. Membership

The Standing Endowment Committee (SEC) shall consist of seven members. Four members shall be elected by the Congregation and three members shall be appointed by the Board of Directors, one of whom shall be a member of the Board. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed or reelected until after one year off of the Committee. The Board of Directors shall appoint the chairperson.

Sub-Section b. Responsibilities

The SEC is charged with recommending and overseeing distributions from the Endowment Fund as described in Article XI, Section 4, and ensuring appropriate checks and balances for the long-term maintenance of the Endowment Fund. It shall promote the growth of the Endowment Fund, encourage and accept gifts to the Endowment Fund, and ensure that all gifts are acknowledged, honored, and properly recorded for posterity in accordance with the Policies of the Church. The Committee shall meet at least quarterly. The Committee shall report quarterly on Endowment Fund activities to the Board of Directors and annually to the Congregation. The Committee may recommend to the Board Policies for gift acceptance and distribution. The SEC shall respect the purpose of the Endowment Fund and follow the guidelines for distributions defined in Article XI Section 4.

Section 2. The Standing Committee on Finance

Sub-Section a. Membership

The Standing Committee on Finance (SCF) shall consist of three to five members plus two additional members who are the Treasurer, the Vice President, or other Board member. The Board may appoint additional members. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed until after one year off of the Committee. The chairperson shall be appointed by the Board from the members of the SCF.

Sub-Section b. Responsibilities

The SCF shall meet at least once a month. It is charged with assisting the Treasurer in reviewing the financial condition of the Church, advising the Treasurer on matters brought to the Committee for consideration, making recommendations for funding Church facilities and activities, and recommending financial management procedures and Policies for Board approval. The SCF shall oversee and participate in the budget process.

Section 3. The Standing Committee on Buildings and Grounds

Sub-Section a. Membership

The Standing Committee on Buildings and Grounds (SCBG) shall consist of five to seven members. One of the members shall be a member of the Board. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed until after one year off of the Committee. The chairperson of the Building and Grounds Committee shall be appointed by the Board of Directors.

Sub-Section b. Responsibilities

The SCBG shall meet monthly and is responsible for the overall condition and functionality of the buildings and grounds. The Committee may develop Policies regarding buildings and grounds; Policies are subject to Board approval. The SCBG is authorized to spend funds for major repairs and capital improvements up to the amount approved as capital expenditure line item in the operating budget, and to spend funds from the Capital Reserve Fund, a separate fund not included in the operating budget, in compliance with Church Policies. The SCBG must approve all expenditures for repairs, improvements, or changes over amounts specified in Church Policies, and must get Board approval if those expenditures exceed those specified in Church Policies. Such authorizations will be reported in writing to the Treasurer and appropriate members of the staff.

Section 4. The Program Team

Sub-Section a. Membership

The Program Team shall consist of seven members in good standing. Three members shall be one current member of the Board, a Minister, and, as ex-officio, the Church Administrator or designee. All other members, who are appointed by the Board, serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed until after one year off of the Committee. The exceptions to term limits are the Minister and Church Administrator who are permanent members with no term length or limit. The Program Team shall have no designated chairperson, although the Church Administrator shall serve as convener of the Committee.

Sub-Section b. Purpose and Responsibilities

The Program Team is responsible to the Board for the effectiveness of the Church's programs, which enrich the lives of the Church's constituents and community. Program Committees are one part of this, while other parts include, but are not limited to, Social and Affinity Groups and community outreach. The chairpersons of any Program Committee shall be appointed by the Program Team. The Program Team shall also be responsible for the development and implementation of leadership development programs.

Section 5. The Leadership Succession Committee

Sub-Section a. Membership

The Standing Leadership Succession Committee (LSC) shall consist of seven members elected by the Congregation. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reelected until after one year off of the Committee. The chairperson shall be elected by the Congregation specifically as chairperson.

Sub-Section b. Responsibilities

The Committee shall:

- consult with the ministers and lay leadership concerning appropriate candidates for elected Standing Committee positions;
- maintain position descriptions and resource files for leadership positions;
- make recommendations to the Board for those members and chairs of Standing Committees appointed by the Board;
- assist the Program Team in identifying members who would benefit from further leadership development;
- and select candidates for elected positions at Congregational meetings.

Section 6. The Stewardship Committee

Sub-Section a. Membership

The Stewardship Committee shall consist of six to twelve members. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed until after one year off of the Committee. The chairperson shall be appointed by the Board of Directors.

Sub-Section b. Responsibilities

The Stewardship Committee shall prepare and conduct the annual Church fund drive. It shall also solicit new member pledges throughout the year. The Stewardship Committee shall meet as a committee and follow up on the annual Church fund drive throughout the year.

Section 7. The Personnel Committee

Sub-Section a. Membership

The Personnel Committee shall consist of five members. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee

member completing two terms may not be reappointed until after one year off of the Committee. The chairperson shall be appointed by the Board of Directors.

Sub-Section b. Responsibilities

The Personnel Committee assists the head of staff, a position defined in the Personnel Policies and designated by the Board, in developing and monitoring the policies and procedures of the Congregation as they pertain to Associate and Assistant Ministers, ministerial interns, and all non-ministerial employees. Areas monitored include Position Descriptions, Personnel Agreements, Annual Performance Reviews, Personnel Guidelines, Hiring and Termination Practices, and Salary and Benefits. Recommendations made by the Committee shall be made to the Board of Directors.

Section 8. The Membership Committee

Sub-Section a. Membership

The Membership Committee shall consist of six to twelve members. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed until after one year off of the Committee. The chairperson of the Membership Committee shall be appointed by the Board of Directors.

Sub-Section b. Responsibilities

The Membership Committee is responsible for helping people become members of the Church. The Committee shall assist the Ministers in visiting new members and encouraging inactive members. It shall be the continuing endeavor of the Committee, in cooperation with the Ministers, to increase the membership roll and to develop and conduct membership drives approved by the Board. The Committee shall develop procedures relevant to obtaining membership.

Section 9. The Healthy Community Team

Sub-Section a. Membership

The Healthy Community Team consists of four to six persons. All members serve for two-year terms corresponding to the Church fiscal year, with a staggered rotation. A Committee member completing two terms may not be reappointed until after one year off of the Committee. The chairperson of the Healthy Community Team is appointed by the Board of Directors.

Sub-Section b. Responsibilities

The charge of the Healthy Community Team is to nurture the development of skills and processes that make the church a healthy community and which can bring health to all of the communities to which Unitarian Universalists belong. The Healthy Community Team is responsible for:

- maintaining the process of conflict resolution by which members with conflicts with other members, ministers, or committees can have access to the services of a church member/counseling professional for mediation;
- informing themselves about Healthy and Safe Congregations programs from the UUA and proposing implementation areas to appropriate church leaders;
- publicizing conflict resolution processes to the congregation and consulting with church entities experiencing conflict or desiring better communication or processes;
- and consulting with ministers and leaders about needed programs or education.

Section 10. Other Provisions of Standing Committees

Sub-Section a. Vacancies

- If the member or chair was elected by the Congregation, the Board shall appoint a replacement for the remainder of the term with the input of the Leadership Succession Committee.
- If the committee chairperson was appointed by the Board, the Board shall appoint a replacement for the remainder of the term and may seek input from the Leadership Succession Committee.
- If the committee member was appointed by the chairperson, the chairperson shall appoint a replacement for the remainder of the term and may seek input from the Leadership Succession Committee.
- If a person fills a vacancy on a Standing Committee, that term shall not count toward the term limit.

Sub-Section b. Notification of Meetings

Notification of meetings of Standing Committees shall be given in advance in the official Church newsletter. If a special meeting needs to be called, the chairperson shall notify every member of the committee.

Article X. The Budget

Section 1. Budget Period

The annual budget is established on the basis of a fiscal year as designated by the Board of Directors.

Section. 2. Budget Procedures

The Standing Committee on Finance, with the support of appropriate Church staff, shall be responsible for building the proposed budget for the ensuing year, taking into account the budget priorities established by the Board of Directors. The proposed budget shall be reviewed by the Board of Directors, which shall approve the final draft for submission to the Congregation. The Congregation shall approve or vote to change the recommended budget at the Annual Meeting.

Section 3. Budget Modifications and Limitations

The Board of Directors may modify the approved operating budget from time to time, as in its judgment may be required, but shall not make or approve expenditure that would exceed the total approved budget, unless supplemental income is obtained in the amount of the increase. The Board of Directors shall not make any capital expenditure in excess of 5 percent of the total approved budget unless specifically included in that budget or subsequently approved by the Congregation. Funds appropriated for special purposes may not be used for any other purpose without approval of the Congregation.

Section 4. Borrowing Money

The Board of Directors shall not authorize the borrowing of money for operating purposes without the prior approval by a two-thirds majority of the votes cast by members in good standing present at a Congregational meeting at which a quorum was present.

Article XI. Other Finance-Related Provisions

Section 1. Execution of Instruments

In addition to persons designated herein, checks, drafts, and orders for the payment of money may be signed on behalf of the Church by persons specifically named by the Board of Directors until such authority is revoked by the Board. Where a contract, conveyance, or other legal document approved by the Board of Directors does not specify the executing official, the President or Vice President may execute it on behalf of the Church, and the Secretary may affix the Seal of the Church thereto. The Seal shall be circular in form and shall contain the name of the Church with the following words and numbers: "Corporate Seal - 1953 - New Mexico."

Section 2. Bonding

All persons handling and/or managing funds shall be bonded at the expense of the Church. This includes the Treasurer, President, staff, and volunteers.

Section 3. Real Property

Any action involving the sale, encumbrance, or acquisition by the Church of real property or major construction improvements thereon shall require a two-thirds vote of those members in good standing present and voting at a Congregational meeting at which a quorum is present with such action in its call.

Section 4. Endowment Purpose, Distributions, and Dissolution

The purpose of the Endowment Fund shall be to help further the principles and purposes of the Church as embodied in the Mission Covenant Statement. Reasonable annual distributions from unrestricted and broad field of interest accounts shall be made, but must retain the historic buying power of the endowment, and are limited to a maximum of 4 percent of the average market value balance of the Fund for the previous three years. Changing from this maximum shall require that a Special Congregational Meeting be called for this purpose, with a quorum requirement of 25 percent of the membership, and a two-thirds affirmative vote by those present. If the Church dissolves, any residual assets of the Fund will be distributed to the Unitarian Universalist Association or its successor.

Article XII. Other Provisions

Section 1. Open Records

All records of the Church other than those of a confidential personal or personnel nature or donor records shall be made available for inspection by any member during reasonable hours. Requests to inspect records must be directed to the President of the Board and/or the Associate Minister. In the event the requested records are not made available within 30 days, an appeal should be directed to the entire Board, which shall then assure that the Bylaws are enforced.

Section 2. Protection of Non-Profit Status

Neither the Church, the Board of Directors, nor any member or employee of the Church shall take any action or allow any activity or use of Church property that shall endanger the nonprofit status or charitable, tax-exempt status of the Church or its property. Nothing in these Bylaws shall be construed to allow a violation of this section.

Section 3. Indemnification

The Church shall indemnify and defend any person who is or was a duly elected or appointed employee, officer, member of the Board of Directors or a committee volunteer of the Church against any liability (including any attorney fees and costs incurred in defense thereof) asserted against such person and incurred in the course and scope of his/her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

Section 4. Open Meetings

All Board and committee meetings, other than those that deal with personnel or personal issues or donor records or to receive legal advice, shall be open to all members of the Congregation, although only official Committee members may vote on any matter of business. Minutes of all Board and Committee meetings are required to be submitted to the Church office and be on file within 40 days following the meetings.

Article XIII. Amendment of Bylaws

Section 1. Procedures

Amendments to these Bylaws may be proposed by the Board of Directors or by a petition, stating the proposed amendment, signed by at least 10 percent of the members in good standing of the Church. The text of the proposed change(s) shall be mailed to all members of the Church or published in the newsletter and on the Web site at least 14 days prior to the Congregational meeting called to consider the change(s).

Section 2. Adoption of the Proposed Amendment

Amendments to the Bylaws require approval by a two-thirds majority of the votes cast by members in good standing present at a Congregational meeting at which a quorum is present.

Article XIV. Parliamentary Authority

The rules contained in Robert's Rules of Order, as interpreted by Sturgis, shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the corporation.

Article XV. Dissolution Clause

Should the Church cease to function and/or the membership vote to disband, all assets of the Church shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with applicable laws.

Article XVI. Transition

In order to make an orderly and sensible transition from operating under the old Bylaws (Approved June 29, 2003) to full implementation of these new Bylaws, there will be a transition process, described in the Compendium of Church Policies, that will be completed within four years of the adoption of these Bylaws. Following the Annual Meeting in 2011, this article will be stricken from the Bylaws.

Bylaws as Adopted 1-04-2009.