Bylaws
of First Unitarian

Approved at a Meeting of the Congregation

January 29, 2017

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

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Article 1  The Congregation

Article 1 Section 01  Mission, Affiliation, and Principles

(a) 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.

(b) 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.

(c) Full Participation
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 1 Section 02  Membership

(a) Qualifications for Membership
   (i) Attaining Membership
To become a member in good standing of this Church, a person must
1. have attained the age of 14 years, or completed the Church’s Coming of Age Program;
2. be in sympathy with the mission covenant of this Church;
3. make an identifiable financial contribution to the Church;
4. agree to abide by these Bylaws and the *Congregation and Board Policy Manual*;
5. sign the Membership Book or other authorized declaration of membership.

Thirty days after fulfilling the requirements of membership the individual becomes a voting member of the Church.

(ii) **Retaining Membership**

To continue as a member in good standing a member must make an identifiable financial contribution to the Congregation at least once every year.

(b) **Membership and Committees**

Only members in good standing of the Church may serve on any Standing Committee (including the Board of Directors) or Board Committee. Only a member in good standing may chair a Program Team or serve on a Council.

(c) **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 if no identifiable financial contributions have been made in that time. A member failing to abide by Church Bylaws, or Healthy Community Policies, or who is deemed by the Board of Directors to be a danger to the persons or institution of the Church, may have their membership revoked by a Board of Directors affirmative vote of eight or more Board members after consultation with the Healthy Community Team.

**Article 1 Section 03  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,

1. to call and dismiss its Senior Minister;
2. to ordain persons in UUA fellowship to the ministry;
3. to approve the purchase or sale of real property, or major construction, or improvements thereon;
4. to borrow money and/or mortgage Church property;
5. to define the requirements of membership;
6. to elect the Board of Directors, the President, the Treasurer, and Standing Committee Members, or remove them;
7. to approve the annual budget for the operating fund;
8. to adopt and amend its Bylaws;
9. to adopt congregational policies which do not rise to the level of By-Laws.

**Article 1 Section 04 Standing Committees of the Congregation**

To accomplish its business efficiently, the Congregation elects certain Standing Committees.

- Members of Standing Committees are elected by the Congregation at the annual meeting. All Standing Committee members must be members in good standing of 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 reappointed or reelected until after one year off of the Committee.

- The Board, in conversation with the Leadership Succession Committee, may appoint interim members when vacancies occur.

- Each Committee chooses its own chair with the exception of the Board, which is chaired by the President of the Congregation.

- Each Standing Committee submits a written report to the Congregation at the Annual Meeting, and may report orally as appropriate. Between Annual Meetings, Standing Committees report to the Board as requested by the Board.

- All meetings of Standing Committees must conform to the Open Meetings Provisions of the Bylaws (Article 1 Section 07c).

- The Board may recommend to the Congregation the removal of any chair or member of a Standing Committee.

**(a) The Leadership Succession Committee**

The Leadership Succession Committee (LSC) shall consist of seven members. The Committee shall consult with the ministers and lay leadership concerning appropriate candidates for elected Standing Committee positions and provide a slate of nominations to the Congregation whenever elections are held. In addition, the LSC can make recommendations to the Board about any necessary interim appointments to Standing Committees. When a new Senior Minister is to be chosen, LSC nominates the members of the Search Committee.
(b) The Financial Review Committee
The Financial Review Committee shall consist of three persons who have not been involved in Church finances or the Board for at least two years. They may do a full review of the Church’s financial health and procedures or may select one portion of the financial area to review, in accordance with their policies found in the Congregation and Board Policy Manual. The Financial Review Committee submits a written report to the Congregation at every Annual Meeting. All financial reviews shall be available for Church members’ inspection.

(c) The Endowment Committee
The Endowment Committee shall consist of five members elected by the Congregation.

The Endowment Committee is charged with recommending and overseeing distributions from the Endowment Fund, 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 may recommend to the Board policies for gift acceptance and distribution.

The Committee shall provide quarterly reports to the Board of Directors and submit a written report to the Congregation at each Annual Meeting.

(d) The Board of Directors
Provisions governing the Board of Directors are contained in Article 2 of these Bylaws.

Article 1 Section 05   Congregational Meetings

(a) 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 in good standing 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.

(b) Notice for Congregational Meetings
At least fourteen days prior to the Annual Meeting or any Special Congregational Meeting, notice of the meeting shall be mailed or emailed to each member in a special mailing and/or published in the official Church newsletter. Notice shall include the time and date of the meeting and the agenda. A single notice may be addressed to two or
more members at the same residence. Members must opt out of email notifications. The budget and text of all Board-presented motions and Bylaws Amendments must be posted to the Church website and available in the Church office at least 7 days before the meeting.

(c) Quorum
Unless otherwise provided in these Bylaws, 10 percent of the voting members in good standing present in person either in Albuquerque or at a branch meeting shall constitute a quorum. A member not present in person may not vote by proxy.

In the event that a quorum is not obtained at the Annual Meeting of the Congregation, 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.

(d) Voting
(i) Subjects of Votes
Discussions may be held but no votes may be taken on matters not enumerated in the call to the meeting.

(ii) Majority
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.

(iii) Special Requirements for Decisions about Real Property
Any action involving the sale, encumbrance, or acquisition by the Church of real property, or major construction, or 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.

(iv) Special Requirements for Decisions involving Borrowing Money
Any action involving the borrowing of money 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.

(e) 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.

(i) 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. Each Standing Committee will make an appropriate report in writing, and may report orally to the meeting. The Chairpersons of all Program Teams and Councils shall submit written reports covering their respective activities and recommendations.

(ii) The Budget
The Members in good standing shall receive and vote upon the annual operating budget of the Church for the ensuing fiscal year.

(iii) Elections
The Members in good standing shall elect the President of the Congregation, the Treasurer, the Moderator, the members of the Board of Directors, and elected members of the Standing Committees. Nominations from the floor will be accepted.

(iv) Bylaws
The Members in good standing shall adopt and amend Bylaws as necessary.

(v) Other Business
The Members in good standing shall discuss and adopt resolutions on all other business on the agenda or appropriate to such a meeting.

(f) Special Congregational Meetings, Other Than Meetings to Adopt Stands on Social Issues
A special meeting is only called by the Board of Directors and must be called upon submission of a written petition to the Board of Directors signed by at least 10 percent of members in good standing. A special meeting may concern itself only with those items enumerated in the call for the meeting or in the petition. Special meetings must follow the rules for Notice and Quorum as specified in these Bylaws.

(g) 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 Congregation and Board Policy Manual, 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.

So long as the requirements for Notice in these Bylaws and for a quorum under this subsection are met, this meeting may be convened immediately following any Annual or Special Meeting of the Congregation.
Article 1 Section 06  Amendment of Bylaws

(a) Procedures
Amendments to these Bylaws may be proposed by the Board of Directors or by a petition which states the proposed amendment, signed by at least 10 percent of the members in good standing of the Church.

Amendments to the Bylaws may be taken up at any meeting of the Congregation.

Amendments proposed by petition will be taken up at the next called meeting.

The text of the proposed change(s) shall be presented to the Church according to Notice provisions as specified for Congregational Meetings in these Bylaws.

(b) Special Requirement for Adoption of Bylaws Amendments
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 1 Section 07  Other Provisions

(a) 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.

(b) 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.

(c) Open Meetings
All meetings of Standing Committees of the Congregation, Board Committees, Councils and Teams, other than those considering legal, personnel, nominations, personal issues or donor records shall be Open Meetings. At meetings or portions of meetings which are not open, the participating members and final decisions will be recorded.

Open Meetings will adhere to the following guidelines:

- They will be on the Church calendar when timing permits.
- They will be open to observation by any member in good standing of the Congregation.
• When special meetings are required, they must be announced as feasible and the chair must notify all members.

• The committee may elect to allow observers to speak, but not to vote.

• Minutes of all Board and Standing Committee meetings are required to be submitted to the Church office and be on file within 40 days following the meetings.

(d) 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.

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

Article 1 Section 08  The Endowment

(a) Purpose
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.

(b) Distributions
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.

(c) Special Requirements to Change Endowment Bylaws
Any changes to Article 1 Section 08 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.

(d) Special Language to Satisfy Mortgage Requirements 2012
If, and only if, the Church is in danger of defaulting on the construction line of credit extended in 2012 by the New Mexico Educators Federal Credit Union, and all other means of securing this money have been exhausted (an appeal to the Congregation, attempt to secure member loans), the Endowment may be used to pay off that loan.
This change to the intent of Article 1 Section 08 is made solely to satisfy a condition that the New Mexico Educators Federal Credit Union has placed. Under no other circumstances may the Endowment principal be disbursed. This exception expires on the day this line of credit is satisfied and will be removed from the Bylaws at that time.

Article 2  The Board of Directors

Article 2 Section 01  Composition

(a) Composition of the Board
The Board of Directors shall be composed of 9 members elected in staggered fashion for two-year terms. Two additional Board members shall be the President and Treasurer.

- A Board member must be a Member 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.

(b) Board Tenure, Vacancies and Removal
The members of the Board shall take office immediately upon election following adjournment of the Annual meeting.

- A Board member completing two terms may not be reelected until after one year off the Board.
- Vacancy of any office due to death, resignation, or other cause shall be filled by the Board by appointment with the input of the Leadership Succession Committee.
- A member of the Board may be removed for cause by an affirmative vote of eight or more Board members.

Article 2 Section 02  Officers

(a) President
The President shall:

- preside at meetings of the Board of Directors;
- see that orders and resolutions of the Board are carried into effect;
• have general powers and duties of supervision and management usually exercised by the Board chairperson of a Unitarian Universalist Church;

• 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 (non-financial) legal instruments pertaining to the Church.

(b) Vice President
The Vice President shall:

• in the absence of the President, perform the duties and exercise the powers of the President;

• perform duties delegated by the President or by the Board of Directors.

(c) Secretary
The Secretary shall:

• ensure that minutes are taken at all Board Meetings and Congregational Meetings, and then present the minutes of such meetings to the Board of Directors for approval at the next regular meeting;

• ensure that official Church documents are accurate and available;

• be the official custodian of the seal of the Church and shall affix the seal to all instruments as required;

• ensure that all notices required by statute, Bylaw, or resolution are given to the Congregation;

• perform any other duties as may be delegated by the Board of Directors.

(d) Treasurer
The Treasurer shall:

• communicate financial information, questions, and decisions among the Staff, Board, Congregation, and other Church bodies concerned with finance;

• have signatory authority on checking and other financial accounts.

(e) Tenure of 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 officers may be reelected to
consecutive terms, provided that they do not exceed the term limits set forth for all Board members.

Article 2 Section 03  Meetings
The Board of Directors shall meet at least once a month. A quorum shall be a majority of the current voting members.

a. 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.

b. Board meetings are subject to the Open Meetings provisions of these Bylaws (Article 1 Section 07c).

c. 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.

d. When action is required before a meeting is feasible, the President may poll the Board by electronic means. If two or more board members object to voting before a full discussion can be held, the electronic meeting will not be held. If a motion at an electronic meeting receives two or more "no" votes, the motion will fail.

e. The Board may permit any or all Board members to participate in Board meetings by any means of communication that permits all Board members to hear each other simultaneously during the meeting or communicate using disability related accommodations. A member participating in this way is deemed to be present in person at the meeting and shall be noted in the minutes as so.

Article 2 Section 04  Duties and Responsibilities

(a) Strategic Leadership and Direction
The Board of Directors is responsible for the long term strategic planning for the Church, including but not limited to

- visioning needs for future facilities and programs;
- functioning as a governance body for the Church;
- establishing policies to implement bylaws and governance provisions;
- setting annual governance objectives;
- planning for fundraising to meet future needs; and
- initiating task force actions to address identified long term needs.
(b) 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 congregation’s Mission Covenant,
- Applicable Law,
- The congregation’s bylaws,
- The congregation’s approved budget,
- Prudence in regards to the physical and emotional safety of participants,
- Prudence in regards to the congregation’s physical and reputational assets.

The Board will operate primarily by making policy. Board Policies may be initiated by the Board, and suggested policies may be brought to the Board by any person, group, or team. Board Policy is created by majority vote and added to the ‘Congregation and Board Policy Manual’ which is maintained on the church website.”

The Board, through its president or other designee will be in contact with members of each standing committee, initiate its first meeting of the year if necessary, and remain in contact with the chair throughout the year.

(c) Finances and Budget
The Board is responsible to the Congregation for the safety and good stewardship of the Congregation's financial resources. It acts primarily by setting priorities and enacting policy.

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 encourage the work of the Financial Review Committee.

(d) Risk management
The Board will see to it that the Church has adequate protection to protect its financial health in the case of property damage, malfeasance or the mishandling of funds, or liability claim, including liability claims against Staff and volunteers performing their functions or duties.

(e) Bylaw Review
The Board is responsible for acting in accordance with the Bylaws and recommending bylaw changes for the Congregation’s review and action.
(f) Ministry Goal Setting and Review
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 by the Board and the Senior Minister’s performance will be evaluated by the Board on a yearly basis.

Article 2 Section 05 Board Committees and Task Forces
The Board may form and dissolve committees (long term) or task forces (short term) to assist it with specialized functions such as Personnel, Finance, Stewardship, Strategic Planning, Healthy Community, Property, Insurance, Governance, etc.

(a) Board committees may be a mix of Board and non-Board members of the church. Chairs or conveners are named by the Board. The Board may dissolve committees or remove members as needed.

(b) Task forces are created by the Board and may include anyone from the Church community.

Article 2 Section 06 The Budget

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

(b) Budget Procedures
Each year the Board sets priorities for the budget and creates rules to govern how income and expense lines will be established. The Staff drafts a budget consistent with these priorities and rules. The Finance Committee reviews this budget for accuracy and conformity to the Board’s direction. The Board makes changes if necessary and recommends the budget to the Congregation at the annual meeting.

(c) Budget Modifications and Limitations
The Board of Directors may modify the approved operating budget, but shall not make or approve expenditures in aggregate above 5% of the approved budget without the vote of the Congregation unless current revenue is available to cover such increases. 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 approved by the Congregation.
**Article 2 Section 07 Other Finance-Related Provisions**

(a) 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.”

**Article 3 Ministry and Program**

**Article 3 Section 01 Senior Minister**

(a) 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.

(b) 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.

(c) 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.

The Senior Minister will serve as head of Staff, and in that role is responsible to the Board for Church administration and implementation of those goals, policies and procedures established by the Board and delegated to the Senior Minister, and includes all duties herein assigned to “Staff.”

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

(e) Other Ministers
The procedures for employing Associate ministers, Assistant ministers, and ministerial interns (and interims in these positions) shall be included in the Church’s Personnel Policies, subject to the approval of the Board of Directors.

Article 3 Section 02 Program Teams and Councils
Program Teams and Councils are responsible for the Church’s ministry: those activities which enrich the lives of the Church’s constituents and its community in one of the four major areas of ministry: Worship and Spiritual, Educational, Social Responsibility, and Caring Community. The Church Staff is responsible for supporting the effectiveness of Program Teams and Councils.

(a) Program Teams (e.g., Worship, Care, Adult Ed, ESL)
Program Teams form informally around ministry objectives.

Program Teams choose their own chairs. One of the Church Staff or ministers serves ex-officio on each Program Team.

Program Teams operate in accordance with the Open Meetings Bylaw (Article 01 Section 07c).

(b) Councils (e.g., Social Justice, Religious Education)
Councils form when multiple teams in crucial areas of the Church’s ministry need a structure to come together to share information, leadership, and administrative tasks.

Because Councils have major leadership, management, and spending authority, members are appointed by the Leadership Succession Committee from a list provided by either the Council or the Board.

A member of the Staff serves ex-officio on each Council.
Councils operate in accordance with the Open Meetings Bylaw (Article 01 Section 07)