

**UNITARIAN UNIVERSALIST FELLOWSHIP OF SILVER CITY**

**BYLAWS**

**AMENDED November 20, 2022**

**Article I. The Corporation**

**Article II. Denominational Affiliation--Welcoming and Affirming Congregation**

**Article III. Membership**

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**ARTICLE I**

**THE CORPORATION**

**Section 1.1** The name of the corporation shall be the Unitarian Universalist Fellowship of Silver City (hereinafter the Fellowship).

**Section 1.2** The Fellowship was incorporated as a New Mexico Domestic Nonprofit on September 9, 1994; the duration is perpetual. Its business purpose is that of a Church Fellowship. The Character of its Affairs is as a non-profit religious organization. The Business ID Number is 1687938.

**Section 1.3** The purpose of the Fellowship is to further individual freedom of belief, encourage spiritual growth, search openly for truth, and serve others.

**Section 1.4** The Fellowship shall have all powers expressly or implicitly authorized by the State of New Mexico and the United States and the power and authority to do everything necessary, proper or convenient to accomplish the purpose of the Fellowship.

**ARTICLE II**

**DENOMINATIONAL AFFILIATION—WELCOMING & AFFIRMING CONGREGATION**

**Section 2.1** The Fellowship shall be a member of the Unitarian Universalist Association of Congregations.

**Section 2.2** The Fellowship strives to foster a climate of purposeful inclusion, thereby fully welcoming, affirming, and celebrating all people.

**Section 2.3** The Fellowship affirms that we are one human family, which values and celebrates diversity. The Fellowship will not discriminate against any person based on race, color, cultural identity or background, nationality or national origin or immigration status, sexual or affectional orientation, gender, gender identity or expression, religious background or beliefs, age, mental or physical health or range of abilities, political perspective, educational or socioeconomic or marital status or family structure. Everyone is encouraged to participate fully in the life of the Fellowship.

**Section 2.4** This philosophy and these practices apply to all Fellowship activities. They shall inform all decisions, actions, and endeavors, including but not limited to membership, programming, hiring practices, and the calling of religious professionals.

**ARTICLE III  
MEMBERSHIP**

**Section 3.1** Membership in the Fellowship is open to any person who is eighteen (18) years of age or older; who affirms the Mission of the Fellowship, adheres to the principles of the Unitarian Universalist Association, and signs the Annual Membership Commitment.

**Section 3.2** Such a person may become a Voting member of the Fellowship, hereinafter "Voting Member," by signing an annually renewable membership commitment, which is in effect through the next May semi-annual meeting, and agreeing to abide by the Fellowship Bylaws.

**Section 3.3** A Voting Member is defined as any member who has made a monetary contribution of record during the congregational fiscal year, who has participated in the Fellowship activities within the past twelve (12) months, and who has signed a membership commitment at least sixty (60) days previous to the meeting requiring a vote.

**Section 3.4** Any member who meets the above criteria of a Voting Member shall be registered as a member of the Unitarian Universalist Association of Congregations and of the Pacific Western Region.

**Section 3.5** Any member may resign at any time by requesting, in writing, removal from the membership roll. Any member may be deleted from the roll when two-thirds (2/3) of the Board of Directors agrees that the member is no longer a member in good faith in accordance with the above criteria.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 4.1** A Board of Directors, hereinafter "Board," shall manage, direct, and control the activities, affairs, and property of the Fellowship as set forth in Article V.

**Section 4.2** To be eligible to serve on the Board, a member shall be a Voting Member and shall have been a Voting Member for at least sixty (60) days prior to their election or appointment.

**Section 4.3** The Board shall be elected by the Voting Members each year and shall consist of not fewer than four (4) or more than eight (8) members, including four (4) officers: Chair, Vice Chair, Treasurer, and Secretary and up to four (4) at-large Board members.

**Section 4.4** The Officers shall be elected for one-year terms. The Chair and Vice Chair may serve two (2) consecutive terms. The Secretary and Treasurer may serve four (4) consecutive terms. Directors at large shall hold office for staggered terms of two (2) years, with half of them up for election each year. An at-large Board Member may serve two (2) full consecutive terms.

**Section 4.5** All Board members must remain off the Board for a period of at least one (1) year before again being eligible for re-election for an additional term or terms. A partial term shall not be counted as one (1) of the two (2) consecutive terms.

**Section 4.6** No member of the Board shall receive remuneration for any service they may render by serving on the Board.

**Section 4.7** Any elected member of the Board may be removed from office by a two-thirds (2/3) majority of the Voting Members present at a Fellowship meeting. Should any member of the Board miss three (3)

consecutive meetings of the Board, they may be removed by Board resolution. In the event of death, resignation, or removal of a member of the Board, their successor shall be elected by a majority of the remaining Board members and appointed by them to serve for the unexpired term of their predecessor.

## ARTICLE V

### POWERS AND DUTIES OF THE BOARD

**Section 5.1** The Board shall be the governing body of the Fellowship and shall manage, direct, and control the activities, affairs, and the property of the Fellowship. The Board's responsibility and authority shall include but not be limited to: (a) hiring and managing contractors and staff as necessary and (b) establishing and maintaining short/long range goals, procedures and policies to govern the operating practices of the Fellowship consistent with these bylaws. In addition, the Board shall:

- A. Provide leadership in fulfilling the purposes of the Fellowship.
- B. Call meetings of the Fellowship in person or electronically and to conduct business on an emergency basis as necessary.
- C. Establish and monitor committees and other volunteer groups as needed.
- D. Cause to be prepared and presented at each May Semi-Annual Meeting of the Fellowship or at a Special Meeting called for the purpose, a definitive operating budget for the coming fiscal year for approval by a majority vote of the Voting Members. Once a budget is approved, the Board may authorize and expend the funds as budgeted.
- E. Authorize by resolution unbudgeted expenditures up to ten per cent (10%) of the approved annual budget, and to readjust budgetary line items as necessary to release the required funds.
- F. Take charge of and be informed regarding Fellowship funds and real and personal property.
- G. Secure and maintain insurance as necessary.
- H. Secure such fidelity bonds as necessary.

### Section 5.2 Powers and Duties of the Officers

A. The **Chair** shall call and preside at all meetings of the Board and the Fellowship; shall see that orders and resolutions of the Board and Fellowship are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks, drafts and promissory notes in amounts in excess of \$3,000; shall serve as ex-officio member of all committees and work teams except the Nominating and Audit Committees.

B. The **Vice-Chair** shall act in the place and stead of the Board Chair in the event of the latter's absence or inability to act; shall serve as Chair of the Fellowship Council made up of Volunteer Group Coordinators; and shall exercise such other duties as may be required by the Board.

C. The **Secretary** shall record the votes and keep and post the minutes of all meetings of the Board and of the Fellowship; shall serve notice of meetings of the Board and of the Fellowship; shall have a current list of eligible Voting Members; shall be responsible for assuring that only valid ballots are cast at any meeting of the Fellowship; and shall perform such other duties as may be required by the Board.

D. The **Treasurer** shall receive, deposit, and disburse all monies of the Fellowship pursuant to the approved operating budget or resolution of the Board; shall be responsible for the corporate financial records; shall maintain records of giving by Fellowship members and friends; shall prepare monthly statements of income and expenditures for the Board, and an annual statement of same for the Fellowship; and shall perform such other duties

incidental to the Office of Treasurer or as may be designated by the Board. The Board may authorize officers, in addition to the Treasurer, to sign checks for routine expenditures

## ARTICLE VI

### MEETINGS OF THE FELLOWSHIP

**Section 6.1** An Annual Meeting shall be held in November as designated by the Board. At the Annual Meeting, business shall include the election of members of the Board as set forth in Article IV and elected Nominating and Audit Committee Members. A Semi-Annual Meeting shall be held in May as designated by the Board. Business shall include approval of an operating budget for the coming fiscal year. The business to be transacted shall be set forth in the notices of the meetings.

**Section 6.2** Special Meetings may be called by the Board or may be called by written request of not less than twenty-five (25) percent of the Voting Members. The business to be transacted shall be set forth in the notice of the meeting.

**Section 6.3** The Secretary shall by electronic or other means cause to be mailed a notice of a meeting of the Fellowship and agenda to every Voting Member at the last known address recorded with the Secretary, no less than fourteen (14) days before the day of the meeting.

**Section 6.4** A quorum at any Meeting of the Fellowship shall be at least twenty-five (25) percent of the Voting Members.

**Section 6.5** Each Voting Member shall be entitled to one (1) vote. Written or electronically submitted proxy votes shall be accepted. A secret ballot on any issue may be called for by any Voting Member, in which case the ballot shall be written.

**Section 6.6** Any Voting Member may propose a resolution to be on the agenda as referenced in Sec. 6.3 of either an Annual Meeting or a Special Meeting if the resolution is accompanied by a petition containing the signatures of at least ten (10) percent of the membership. Each petition shall represent only one (1) subject to be put to membership vote.

**Section 6.7** Robert's Rules of Order, Revised shall be the procedural authority for all meetings except that a second shall not be required for a motion to be considered by the members of the Board at their meetings.

## ARTICLE VII

### COMMITTEES

**Section 7.1** A Nominating Committee of three (3) members shall be elected by the Fellowship to serve terms of one (1) year. They shall be Voting Members who shall have been Voting Members for at least sixty (60) days prior to their election. The Nominating Committee shall prepare a slate of nominees for election to the Board, the Nominating Committee, and the Audit Committee for submission to the Fellowship Secretary at least thirty (30) days prior to the Annual Meeting.

**Section 7.2** An Audit Committee of three (3) members shall be elected by the Fellowship to serve terms of one (1) year. They shall be Voting Members who shall have been Voting Members for at least sixty (60) days prior to their election. Two members of the Audit Committee shall conduct reviews of the Fellowship's financial records and shall submit its annual report of the audit to the Board within thirty (30) days prior to the Annual Meeting. One member of the Audit committee shall conduct monthly oversight.

**Section 7.3** There may be other committees and work groups, either standing or ad hoc, as the Board may decide are necessary to conduct the activities of the Fellowship.

**ARTICLE VIII**

**FISCAL YEAR**

The fiscal year of the Fellowship shall end May 31 of each year.

**ARTICLE IX**

**AMENDMENTS TO BYLAWS**

The Board or Voting Members by petition containing the signatures of at least 10% of the membership, shall have the power to propose changes and amendments to these Bylaws at any annual, semi-annual, or special meeting, providing that notice in writing has been made to the voting Members at least thirty (30) days in advance of the meeting. Such proposals must be approved by the majority vote of the Voting Members.

**ARTICLE X**

**DISSOLUTION OF THE FELLOWSHIP**

Dissolution of the Fellowship shall occur only after the Fellowship ceases to function, and upon a vote of two-thirds of the remaining Voting membership. At that time, all real estate owned by the Fellowship shall be sold. Proceeds from the sale, along with all assets remaining in Fellowship financial accounts shall be used to pay any remaining debts. The remainder shall be distributed exclusively within the greater Grant County, New Mexico area in keeping with the principles of the Unitarian Universalist Association and in adherence to Section 501 (c) of the United States Internal Revenue Code, and any amendments or supplements.

APPROVED BY THE UUFSC VOTING MEMBERSHIP: November 20, 2022.

BY: *Amber Price* (Chair)

BY: *Susan M. Price* (Secretary)