

**Volume**

**1**

UNITARIAN UNIVERSALISTS OF SANTA FE

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UU Santa Fe Manual

## **Bylaws**

Volume 1, Version 3.0

Amended approved by congregation September 13, 2020

## Revision History

Date	Version	Comments
November 15, 2009	1.0	Version approved by the Congregation
May 20, 2012	1.1	Version amended by the Congregation
May 19, 2013	1.2	Version amended by the Congregation. Changes made to Section 2 (Membership Termination).
February 16, 2014	1.3	Version amended by the Congregation. Article VI added; changes made to Articles VII, VIII, and IX. Minor consistency updates made in other areas.
May 31, 2015	2.0	Changed volume number. Changes to Articles VI, VII, VIII, X and XI based on recommendations from the Bylaws Review Task Force. Minor editorial changes.
May 20, 2018	2.1	Version amended by the Congregation. Unitarian Universalists of Santa Fe (UU Santa Fe) added as DBA name (Article I). Membership (Article V) simplified and updated. Added ethics section to Article VII (Board of Trustees). Personnel Committee removed from Elected Committees list, Congregational Council renamed Program Council, Permanent Endowment Committee definition revised and Committee on Shared Ministry deleted (Article VIII).
September 13, 2020	3.0	Version amended by the Community: Provisions for Meetings of UU Santa Fe, voting at meetings, making statements in the name of the Community and minor editorial changes

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# Table of Contents

Article I. Name of Corporation	1
Article II. Purpose	1
Section 1. Values	1
Section 2. Mission	1
Article III. Affiliation	1
Article IV. Participation	1
Article V. Membership in the Community	2
Section 1. Qualification	2
Section 2. Termination of Membership	2
Article VI. Meetings of UU Santa Fe	2
Section 1. Annual Meeting of UU Santa Fe	2
Section 2. Special Meetings	2
Section 3. Notice of Meetings	2
Section 4. Quorum for Meetings	2
Section 5. Voting Eligibility	2
Section 6. Voting	3
Section 7. Procedures	3
Article VII. Public Statements in the Name of UU Santa Fe	3
Article VIII. Board of Trustees	4
Section 1. Standards of Conduct	4
Section 2. Composition	4
Section 3. Quorum	4
Section 4. Nominations	4
Section 5. Election and Terms of Office	5
Section 6. Board Powers and Responsibilities	5
Section 7. Officers	6
Section 8. Compensation	7

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**UU SANTA FE MANUAL, VOLUME 1, BYLAWS  
VERSION 3.0, SEPTEMBER 13, 2020**

Section 9. Removal from Office	7
Article IX. Program Council, Teams and Committees	7
Section 1. The Program Council	7
Section 2. Teams	8
Section 3. Committees	8
Article X. Ministry	9
Section 1. Qualifications of Minister	9
Section 2. Calling a Minister	9
Section 3. Ministerial Agreement	9
Section 4. Duties of the Minister	10
Section 5. Dismissal of the Minister	10
Section 6. Other Ministries	11
Section 7. Freedom of Expression	11
Article XI. Real Estate	11
Article XII, Relationships with Affiliated Groups	11
Article XIII. Use of UU Santa Fe Property and Endowments	11
Section 1. Use of Property by Non-affiliated Groups or Persons	11
Section 2. Use of Property by Members of UU Santa Fe	11
Section 3. Permanent Endowment Fund	11
Article XIV. Corporate Seal	12
Article XV. Dissolution of the Community	12
Article XVI. Amendment or Repeal of the Bylaws	12
Article XVII. Cancellation of Preceding Bylaws	12
Index	13

## **Article I. Name of Corporation**

The Articles of Incorporation identify this religious organization as the Unitarian Church of Santa Fe, hereafter DBA the Unitarian Universalists of Santa Fe (UU Santa Fe). Wherever “Community” is used in this document, it refers to the community that is the entity of UU Santa Fe. The principal office is located in the city of Santa Fe, New Mexico.

## **Article II. Purpose**

### **Section 1. Values**

UU Santa Fe follows the traditions of Unitarian Universalism and reaches out to all who cherish and support those traditions. Its purpose is to foster liberal religious living through worship, study, service and fellowship.

### **Section 2. Mission**

Our mission is to nurture hearts and minds, practice beloved community and work for justice.

## **Article III. Affiliation**

UU Santa Fe is affiliated with the Unitarian Universalist Association. The Community is pledged to cooperate with the Unitarian Universalist Association and its related subdivisions and agencies in fostering and extending the interests of Unitarian Universalism.

## **Article IV. Participation**

In keeping with the Unitarian Universalist principle to affirm and promote the inherent worth and dignity of every person:

UU Santa Fe affirms, promotes and invites the full participation of all persons in our activities and endeavors, without regard to race, color, ethnicity, national origin, gender, sexual orientation, physical ability, age, economic status, political opinion or other class of exclusion. This policy of non-discrimination extends to the hiring of staff.

## **Article V. Membership in the Community**

### **Section 1. Qualification**

Any person fourteen years of age or older may become a member by signing the UU Santa Fe Membership Book. The Membership Book will be maintained in the UU Santa Fe office and will be open to inspection at all reasonable times.

### **Section 2. Termination of Membership**

Any person having become a Member will continue to be a Member until one: (a) gives notice of resignation to the Board; (b) dies; (c) has made no identifiable financial contribution during the current or previous pledge year up to one month before the date of the Annual Meeting of UU Santa Fe; or (d) has Membership terminated for cause (e.g., assault of another person participating in a Community event; intentional damages to UU Santa Fe property, or exhibiting a consistent and unyielding pattern of dangerous, disruptive or offensive behavior that interferes with the mission of UU Santa Fe). The process for termination begins with a recommendation from the Program Council and requires a two-thirds vote of the Board of Trustees.

## **Article VI. Meetings of UU Santa Fe**

### **Section 1. Annual Meeting of UU Santa Fe**

An Annual Meeting of UU Santa Fe will be held at a time no later than 18 months after the last Annual Meeting and in a manner determined by the Board of Trustees to be appropriate to the circumstances. The purpose of the annual meeting is to elect officers and trustees, elect members of the nominating committee, adopt the budget for the following fiscal year (July 1 to June 30) and conduct any other business as determined by the Board of Trustees.

### **Section 2. Special Meetings**

Special meetings of UU Santa Fe may be called at any time by the Board of Trustees or by written petition of at least ten percent of the voting members. The business to be transacted will be set forth in the notice of the meeting.

### **Section 3. Notice of Meetings**

The Secretary will post a notice of annual and special meetings to every member of the Community at the last known street address or email recorded with the Secretary no less than fourteen calendar days before the day of the meeting.

### **Section 4. Quorum for Meetings**

A quorum at any meeting will be at least twenty percent of the Community members.

### **Section 5. Voting Eligibility**

To be eligible to vote at UU Santa Fe business meetings, one must have:

- Signed the membership book, and
- Been received into membership by the Board of Trustees, and
- Made an annual pledge to the general fund on record for the current pledge year, and
- Fulfilled all or part of that pledge. Upon request of a member, the Board may waive this requirement.

## **Section 6. Voting**

Each member will be entitled to one vote. The Board of Trustees is authorized to permit appropriate methods of voting, which may include in-person voting, electronic voting, mail-in ballots and proxies. A secret ballot on any issue may be called for by any member, in which case voting will be by secret ballot.

## **Section 7. Procedures**

Current *Robert's Rules of Order* will be the final procedural authority at UU Santa Fe and Board meetings.

## **Article VII. Public Statements in the Name of UU Santa Fe**

- a. A committee or Community member may propose a statement to be issued publicly as a public pronouncement, endorsement, sponsorship, advertisement and/or underwriting in the name of UU Santa Fe. Any committee or Community member wishing to propose such statement must use the following process:
  - i. For issues on which the UUA has approved social witness statements the Board of Trustees has the authority to approve the statement.
  - ii. The proposal must be submitted in writing to the President, or acting President, of the Board of Trustees.
  - iii. If the proposed statement conforms to an existing UUA resolution, the Board may vote to authorize its use in the name of UU Santa Fe, with a two-thirds majority of those Board members present and voting.
  - iv. The Board will vote on the proposal no later than at its next regularly scheduled business meeting.
- b. For issues on which the UUA has no approved social witness statements, Community approval at an Annual or Special Meeting is required for adoption of the statement.
  - i. The Community member or committee seeking approval must organize an informal meeting for information and discussion of taking a public stand on the issue in the name of the full Community.
  - ii. If the informal meeting, attended by at least 10% of the Community, approves the proposal, the Board shall call a Special Meeting of UU Santa Fe within 30 days following the informal meeting.

- iii. The Community shall first act upon the advisability of a Community stand on the issue and, if that passes,
- iv. Secondly, will vote on a statement proposed by the organizers of the informal meeting.
- v. A majority vote of those voting members present and voting shall be necessary for passage.

## **Article VIII. Board of Trustees**

There will be an elected Board of Trustees that will act at all times on behalf of UU Santa Fe and will serve as the governing body of the Community and referenced as the Board.

### **Section 1. Standards of Conduct**

Members of the Board of Trustees, acting on behalf of UU Santa Fe, will at all times be loyal to its Mission and will discharge their powers and responsibilities:

- a. in good faith;
- b. with the care a prudent person in a like position would exercise under similar circumstances; and
- c. in a manner each Trustee reasonably believes to be in the best interests of UU Santa Fe.

### **Section 2. Composition**

The Board of Trustees (hereafter called the Board) will consist of seven to nine members plus the Minister ex officio. Based on anticipated needs, the Board will inform the Nominating Committee by January 15 of its needs for the coming year.

Board membership will consist of three to five Trustees elected at-large and the following officers of the UU Santa Fe (hereafter called the Officers): President, Vice President, Vice President for Finance and Secretary.

The President, Vice President, Vice President for Finance, Secretary and Minister (ex-officio) will constitute a Board Executive Committee. The Board Executive Committee is responsible for preparing the agenda for upcoming Board meetings and addressing time-sensitive matters that cannot wait until a scheduled Board meeting. Board Executive Committee actions will be promptly reported to the Board and recorded in Board Meeting Minutes.

### **Section 3. Quorum**

A simple majority of Board members eligible to vote represents a quorum. If all members present consent, a member may participate in a meeting by remote means and may be counted as present for a quorum.

### **Section 4. Nominations**

Nominations of candidates for the Board at the Annual Meeting of UU Santa Fe will be made by report of the Nominating Committee, or from the floor by a voting member, with prior consent of the nominees. All elected leaders will have been voting members of UU Santa Fe for 12 months



preceding their assuming office unless that criterion is waived by the Community or the Board of Trustees.

### **Section 5. Election and Terms of Office**

- a. At each Annual Meeting of UU Santa Fe, Trustees at-large, plus the President, Vice President, Vice President for Finance and Secretary, will be elected to fill those terms that are expiring.
- b. Trustees-at-large will be elected for terms of two years. If nominated and elected from the floor, the elected Trustee-at-Large will serve until the next Annual Meeting of UU Santa Fe.
- c. The President, Vice President, Vice President for Finance and Secretary will hold office for terms of two years. An Officer may not hold any one office for more than two full or partial consecutive terms.
- d. New Officers and Trustees at-large will take office at the beginning of the fiscal year.
- e. Trustees may serve on the Board for a maximum of three consecutive full or partial terms with a maximum of two terms in the same position. After serving three terms, former Trustees must stay off the board for a minimum of one full term before seeking another term on the Board.
- f. In the event of a vacancy on the Board during the year, the Board may appoint an interim member to serve for the unexpired term.

### **Section 6. Board Powers and Responsibilities**

- a. Provide leadership in pursuit of the goals and objectives of UU Santa Fe:
    - i. Call meetings of the Community.
    - ii. Approve and revise operating policies for the direction and guidance of Officers, committees and staff in the conduct of Community business.
    - iii. Maintain the *UU Santa Fe Manual* of Bylaws, Goals, Organization and Policies as established by UU Santa Fe and make it available to the members.
    - iv. Establish or dissolve committees, ad hoc committees, teams and task forces; ensure that they operate effectively; and record the duties and authority of committees in the *UU Santa Fe Manual*.
    - v. Appoint successor members to serve for unexpired terms on elected committees.
    - vi. Report to the Community the activities, actions, and accomplishments of the Board on a regular basis. Actions of the Board Executive Committee will be reported to the Board and documented in Board minutes. Actions that derive from the Board meeting in executive session will be voted on in open session and documented in Board minutes.
    - vii. Prepare an Annual Report and make available to the Community.
  - b. Ensure that adequate funds are secured to support UU Santa Fe's operating budget and capital investments.
  - c. Manage and be informed regarding UU Santa Fe funds as well as real and personal property to:
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- i. Ensure that detailed budgets for operations and capital investments for the coming fiscal year are submitted for approval by the voting members at the Annual Meeting of the Community and at any special meeting called for that purpose.
  - ii. Establish and maintain a formal program of asset protection and risk management.
  - iii. Establish policies and procedures for use including rental of UU Santa Fe property.
- d. Oversee ministerial relations to:
- i. Negotiate the Letter of Call and the Ministry Agreement for hiring of the minister called by the Community and oversee their implementation.
  - ii. Negotiate the resignation or retirement of the called minister, as appropriate; or dismissal, as described in Section IX.5 of these Bylaws.
  - iii. Establish duties to be assigned to any individual serving in the place of a permanent minister.

## **Section 7. Officers**

### **a. President**

The President will preside at and propose agendas for all meetings of the Board, will preside at all regular and special meetings of the UU Santa Fe, will see that orders and resolutions of the Board and UU Santa Fe are carried out including execution of all legal documents, will co-sign all checks, drafts and promissory notes in amounts in excess of \$3,000, and will serve as ex officio, non-voting member of all committees except the Nominating, Financial Review, Ministerial Search and the Permanent Endowment Committees.

### **b. Vice President**

The Vice President will act in the place and stead of the President in the event of the latter's absence or inability to act, will serve as chair of the Program Council (described in VIII.1) and call its meetings; and will exercise such other duties as may be required of her or him by the Board.

### **c. Secretary**

The Secretary will record the votes and keep the minutes of all meetings of the Board and of the Community, will be responsible for serving notice of meetings of the Board and of the Community, will ensure that current records of the eligible voting members of the Community are kept, will be responsible for assuring that only valid ballots are cast at any meeting of the Community, will be responsible for the corporate records, will maintain the *UU Santa Fe Manual* and will perform such other duties as may be required by the Board.

### **d. Vice President for Finance**

- i. The Vice President for Finance will advise the Board regarding fiscal matters of UU Santa Fe and will, in consultation with the appropriate committees and staff, develop fiscal policy and budgets for Board approval.

- ii. The Vice President for Finance, in consultation with the appropriate committees and staff, will be responsible for: receiving and safely keeping all money and other UU Santa Fe property entrusted to his or her care; making disbursements as directed or approved by the Board; keeping a complete account of the finances of the Community in books belonging to UU Santa Fe, including direction and coordination of any public accounting firm employed by UU Santa Fe; rendering current financial statements at each regular meeting of the Board and of the Community; and ensuring that all federal, state, or local returns, reports or other items required by law are properly prepared and filed with the appropriate authorities in a timely manner.
- iii. The Vice President for Finance may be bonded at the expense of UU Santa Fe. In addition to the Vice President for Finance, the Board may authorize Officers or staff to sign checks for routine expenditures.
- iv. The Vice President for Finance will be responsible for establishing a standing Finance Committee that will assign responsibility for managing budget development, the yearly pledge campaign and fundraising.

## **Section 8. Compensation**

No Trustee will receive remuneration for any service they may render by serving on the Board.

## **Section 9. Removal from Office**

Any elected Trustee may be removed from office by two-thirds of voting members present at a Community meeting. Should any Trustee miss three consecutive meetings of the Board, they may be removed by resolution of the Board. If a Trustee cannot complete the term of office for any reason, the remaining Trustees will, by majority vote, appoint a successor to fill the unexpired term. The Board and Nominating Committee will collaborate to find suitable candidates for appointment.

## **Article IX. Program Council, Teams and Committees**

### **Section 1. The Program Council**

The UU Santa Fe Program Council (hereafter called The Council) will consist of the Vice President of the Board of Trustees (as authorized by the Bylaws, Article VII, Section 7b) plus the Team Lead(s) of each Team established and described in the UU Santa Fe Manual, Volume 2. The Council will meet no fewer than six (6) times a year.

- a. Powers and Duties of the Program Council
    - i. To act as the program operational arm of the Community, carrying out actions and programs as authorized or directed by the Board
    - ii. To create initiatives consistent with the mission and within budgetary guidelines
    - iii. To ensure and support the effective functioning of the teams and the committees of which they are composed
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- iv. To propose an annual budget, as structured by the teams
- v. To advise the Board when requested by the Board
- vi. To request action by the Board on matters the Council deems important
- vii. To report annually to the Board on the programs of the Community and
- viii. To create, appoint, direct and dismiss subordinate committees and task forces to accomplish its duties.

b. Council Elections and Terms of Office

Team Leads will be selected by their team members. The Vice President will inform the Board of selected leaders. Terms of office depend on the Team, as established and described in the UU Santa Fe Manual, Volume 2.

c. Council Quorum

A simple majority of Council members will constitute a quorum.

## **Section 2. Teams**

Except as otherwise provided, all committees will function in Teams, as created and described by the Board in the UU Santa Fe Manual, Volume 2.

Any Team Lead may be removed from office by action of the team that selected the Team Lead or by the Council after the Team Lead has missed three (3) Council meetings. Any vacancy on the Council will be filled in the manner prescribed in Section B, above.

## **Section 3. Committees**

a. Elected Committees

- i. Ministerial Search Committee: When there is a ministerial vacancy, a Ministerial Search Committee will be nominated by the Nominating Committee and elected at a special meeting of UU Santa Fe.
- ii. Nominating Committee: The Nominating Committee nominates a slate of candidates for elected offices to be voted upon by the Community members at the UU Santa Fe Annual Meeting and collaborates with the Board of Trustees to find interim replacements for vacant elected positions for appointment by the Board. All nominations are to be made with consideration of the knowledge, experience and skills specific to the job to be done.
- iii. Financial Review Committee. The Financial Review Committee will review the financial records of the Community, including the Permanent Endowment Fund, at least every other year. The results of the financial review/audit shall be reported to the Board and the Community.

- iv. Permanent Endowment Committee. The Permanent Endowment Fund managed by the Permanent Endowment Committee is to assure the long-range financial security of the Community, to help manage financial emergencies and to fund capital needs and special projects that support the mission of the Community.
- b. The duties of elected committees will be established by the Board of Trustees in consultation with the committees described in the UU Santa Fe Manual, Volume 2.
- c. The members of these elected committees and the chairs of the committees referenced in Section 3. a. above, except for the Ministerial Search Committee, will be elected at the Annual Meeting of UU Santa Fe. Nominations of candidates for elected committees at the Annual Meeting may be made by report of the Nominating Committee or from the floor by a voting member with prior consent of the nominee.
- d. The terms of all elected members and chairs of committees will be two (2) years, renewable one time. The special terms of the Ministerial Search Committee will be established when it is elected by the Community. If nominated from the floor, the elected person will serve until the next Annual Meeting, at which time they may be nominated for a full term.
- e. Non-Elected Committees

The Board of Trustees may establish other committees or task forces, standing or ad hoc, as are necessary to conduct the activities of UU Santa Fe with the duties, duration and method of appointment clearly delineated.

## **Article X. Ministry**

### **Section 1. Qualifications of Minister**

The Minister will be in fellowship with the Unitarian Universalist Association of Congregations and will be recommended by a Ministerial Search Committee elected by the Community members.

### **Section 2. Calling a Minister**

After the Ministerial Search Committee recommends a candidate, a special meeting of the Community is called to vote on the candidate by secret ballot. Forty percent (40%) of voting members constitutes a quorum for this meeting and an affirmative vote of ninety percent (90%) of voting members present and voting is required to approve the candidate. The Board President informs the candidate in writing of the result and, if called, the candidate indicates his/her acceptance in writing. The Minister's letter of acceptance will be made available to the Community.

### **Section 3. Ministerial Agreement**

The Minister's terms of employment are specified in the written contract between the Community and Minister; this contract is to be reviewed at least every three (3) years and must be approved by the Board of Trustees.

#### **Section 4. Duties of the Minister**

- a. The Minister will be the religious and spiritual leader of UU Santa Fe and will have overarching responsibility for the conduct of worship within the Community and for UU Santa Fe's spiritual interests and affairs. The Minister will have freedom of the pulpit as well as freedom to express their opinions outside the pulpit. (See the *UU Santa Fe Manual* for specific duties and job description.)
- b. The Minister, in consultation with the Personnel Committee and other appropriate committees, will appoint, supervise and dismiss any and all employees of UU Santa Fe.
- c. The Minister will be an ex officio, non-voting member of the Board and of all committees except Ministerial Search and Nominating.
- d. The Minister will report at regular Board meetings and the Community's Annual Meeting.
- e. Should the Minister offer their resignation, no less than three (3) months' notice must be given at the time the resignation is tendered. The Board, at its discretion, may allow an interval of less time. Allowances, benefits and salaries will terminate on the date the resignation is final.

#### **Section 5. Dismissal of the Minister**

- a. Dismissal for cause. The Minister may be dismissed by the Board of Trustees with fewer than ninety days' notice, and without the severance payments described in item (b. iii) of this section if the Minister:
    - i. Is convicted of a felony,
    - ii. Has their ministerial fellowship with the UUA terminated or suspended, or
    - iii. Is found by the Board to have engaged in physically or sexually abusive acts toward a member of the Community, a UU Santa Fe employee or a child.
  - b. Dismissal for non-fulfillment of the Letter of Call or the Ministry Agreement.
    - i. If the Minister becomes the focus of a conflict, the Board and the Minister will work to resolve the conflict. If the conflict is between the Minister and the Board, the resources and advice of the UU Ministers' Association and District Executive may need to be utilized.
    - ii. If, in the judgment of the Board, no effective resolution is possible, it will call a special meeting of the Community to consider a proposal to dismiss a called Minister(s). The Board will present to the Community its findings to the extent that is legally permissible. A quorum for this special meeting will be forty percent (40%) of the members of UU Santa Fe.
    - iii. The members present will vote on the proposal to dismiss, and a majority vote to dismiss by those members present and voting will constitute dismissal. In the event of the Minister's dismissal during their contract period, their salary, benefits and allowances will be continued for no more than three (3) months after the date of dismissal. Dismissal, however, may be immediate.
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## **Section 6. Other Ministries**

- a. An Associate or Assistant Minister, Co-Minister, Minister of Religious Education or any minister whose financial support is substantially provided by UU Santa Fe, will be employed as specified in the UU Santa Fe Manual.
- b. A UU Santa Fe Minister, Minister Associated with the Community, Intern and ministerial student sponsored by UU Santa Fe, or any minister whose financial support is not substantially provided by the Community, but who may require or desire UU Santa Fe affiliation or sponsorship, will be engaged as specified in the UU Santa Fe Manual.

## **Section 7. Freedom of Expression**

Ministers and ministerial students employed by, affiliated with, or sponsored by UU Santa Fe, will be free at all times to express personal convictions that are consistent with UU principles.

## **Article XI. Real Estate**

Any transfer or encumbrance of new or existing real estate or authorization of improvements thereon exceeding three percent (3%) of the operating budget for that year will be decided at a UU Santa Fe meeting with such action in its call and with a quorum of 40 percent (40%) of the members. Approval will require two-thirds of those members present and voting.

## **Article XII. Relationships with Affiliated Groups**

Formal relationships between UU Santa Fe and groups seeking affiliation may be established on a case-by-case basis by the Board of Trustees.

## **Article XIII. Use of UU Santa Fe Property and Endowments**

### **Section 1. Use of Property by Non-affiliated Groups or Persons**

- a. It will be a policy of UU Santa Fe to rent, on occasion, its facilities to persons or groups of the Community. No group or person whose activities are of a nature that might cause UU Santa Fe's tax-exempt status to be jeopardized by their use of the Community's facilities will be permitted use of the facilities.
- b. The Board will establish policies and procedures in regard to such use of property and these policies and procedures will be included in the *UU Santa Fe Manual*.

### **Section 2. Use of Property by Members of UU Santa Fe**

The Board will establish policies and procedures in regard to use of property by members of UU Santa Fe, and these policies and procedures will be included in the *UU Santa Fe Manual (Facilities)*.

### **Section 3. Permanent Endowment Fund**

Funds bequeathed or donated to the Community and designated for the Permanent Endowment Fund will be placed in an account called the Permanent Endowment Fund. The investment of such Permanent Endowment Fund monies will be the responsibility of the Permanent

Endowment Committee. Policies and procedures will be included in the *UU Santa Fe Manual (Permanent Endowment Fund)*. The PEC will work with the Facilities Committee and the Board to prepare an annual budget for the Annual Meeting. This budget also may include donations solicited by members for projects not covered in the operating budget. During the year the PEC, with approval by the Board, may address emergency capital funding needs whose total for the year may not exceed 10% of the capital without a special vote of two-thirds majority of the Community members.

#### **Article XIV. Corporate Seal**

All documents requiring authorization of the corporation will be effective upon signing by authorized officials. No corporate seal will be required.

#### **Article XV. Dissolution of the Community**

In the event of dissolution of UU Santa Fe, all properties and other assets of said Community will become the property of the Unitarian Universalist Association of Congregations.

#### **Article XVI. Amendment or Repeal of the Bylaws**

These *Bylaws* may be amended or repealed at any special or annual meeting of UU Santa Fe provided that:

- a. Written notice of the proposed amendment(s) has been sent to all members of the Community at least fourteen calendar days prior to the date of the meeting at which action is proposed to be taken, and
- b. The proposed amendment(s) receives an affirmative vote of two-thirds of the members present and voting.
- c. A Bylaws Review Task Force will be established by appointment of the Board at least every three years to review and to recommend such amendments, deletions, and changes as appropriate.

#### **Article XVII. Cancellation of Preceding Bylaws**

Any and all *Bylaws* in force at the date of enactment of these *Bylaws* are canceled.



## Index

- Affiliated Groups, 11
  - Affiliation, 1
  - Board of Trustees, 4
    - Compensation, 7
    - Composition, 4
    - Election, 5
    - Nominations, 4
    - Officers, 6
    - Powers and Responsibilities, 5
    - Quorum, 4
    - Removal from Office, 7
    - Standards of Conduct, 4
    - Terms of Office, 5
  - Bylaws
    - Amendment or Repeal, 12
    - Cancellation of Preceding, 12
  - Community
    - Dissolution of, 12
    - Mission, Values, 1
  - Corporate Seal, 12
  - Corporation, Name of, 1
  - Meetings
    - Annual, 2
    - Conduct of, 3
    - Notice of, 2
    - Quorum for, 2
    - Robert's Rules of Order, 3
    - Special, 2
    - Voting, 3
    - Voting Eligibility, 2
  - Membership, 2
    - Qualification, 2
    - Termination of, 2
  - Ministry, 9
    - Calling a Minister, 9
    - Dismissal of the Minister, 10
    - Duties of Minister, 10
    - Freedom of Expression, 11
    - Ministerial Agreement, 9
    - Other Ministries, 11
    - Qualifications of Minister, 9
  - Participation, 1
  - Permanent Endowment Fund, 11
  - Program Council, Teams and Committees, 7
    - Committees, 8
    - Teams, 8
    - The Program Council, 7
  - Property
    - Use of by Members of the Community, 11
    - Use of by Non-Affiliated Groups, 11
  - Public Statements, 3
  - Real Estate, 11
-