

UUCLV Bylaws

Effective July 1, 2016

Article I: Name and Object

Section 1: The name of this corporation shall be the Unitarian Universalist Congregation of Las Vegas, Nevada (UUCLV).

Section 2: Our vision and our mission:

A: As a beacon in the desert, we gather as a multi-generational, spiritual community to build a place of love, acceptance, and justice dedicated to worshipping, learning, and working together here and throughout southern Nevada.

B: To achieve our vision, we pledge to strengthen our worship experience, to improve our physical surroundings and to continue to provide an environment of lifespan faith development. We will strengthen our commitment to collaborative social justice work. We will support volunteers in all areas of congregational life. We will deepen fellowship and hold true to our covenant of good relations.

Section 3: The UUCLV is a member of the Unitarian Universalist Association of Congregations (UUA), the Pacific Western Region (PWR) and of the Pacific Southwest District (PSWD) of the UUA.

Section 4: The members of the UUCLV constitute the final authority in the governance of the congregation.

Article II: Membership

Section 1: Membership is open to all persons regardless of color, race, gender identity or expression, affectional or sexual orientation, physical or mental ability, economic status and national origin or ethnicity. Membership does not require adherence to any particular interpretation of religion or to any particular religious belief or creed. The Board Secretary maintains the list of members of all types.

Section 2: Types of membership:

A: Adult members must be at least 18 years old. Adult membership is achieved by signing the membership book in the presence of the Minister or a member of the Board and making an annual pledge.

1. Adult membership is renewed annually by paying the pledge. This must be paid and recorded, or adjusted, by the end of the church fiscal year (June 30).
2. Adult membership is terminated by resignation, failure to pay or adjust the pledge, or for cause by a majority vote of the Board.
3. Adult members have the following rights:
 - a. May vote on all matters at congregational meetings as long as Adult Membership was established by the Sunday 30 days prior to the date of the meeting.

- b. Are eligible for election to the Board and any other elected positions.
 - c. May serve as delegate to the Pacific Southwest District Assembly (DA) and Unitarian Universalist Association General Assembly (GA). Delegates are appointed by majority vote of the Board.
4. The number of Adult Members as of December 31 of each year shall be reported to the UUA as the basis for UUCLV's annual "fair share" contribution to the UUA.

B: Youth Members are any person under the age of 18 who has successfully completed the Coming of Age program or an orientation program as determined by the minister, and signs the membership book as a Youth Member.

- 1. Youth members are not required to pledge and are not counted in determining the "fair share" payment to the UUA, but are reported to the UUA as Youth Members.
- 2. Youth members may serve on UUCLV committees, but they may not chair committees or serve on the Board.
- 3. Youth members may vote at congregational meetings except on the following matters: election of Board members; dissolution of the corporation, calling of a settled minister, dismissal of a settled minister, the annual congregational budget or amendment of the bylaws. Youth membership must have been established at least 30 days prior to a congregational meeting in order to vote.
- 4. Youth membership may be terminated by resignation, attaining the age of 18, or for cause by a majority vote of the Board.
- 5. Youth members who become 18 are invited to become Adult Members.

C. Emeritus Members are former Adult Members who have made significant contributions to the congregation; who may or may not still be visible in church life, and are awarded this status by the Board.

- 1. They may serve on committees but not chair them.
- 2. Have the same voting rights as Youth Members.
- 3. May not serve as delegates to DA or GA. And are not reported as members to the UUA.

Article III: Meetings

A: Quorum and Voting:

- 1. Twenty five percent (25%) of the Adult Members shall constitute a quorum for regular meetings including the annual meeting.
- 2. Bylaw amendments require a 2/3 vote of those present and voting and at least 10 days' previous notice. The Board shall make a recommendation about all amendments.
- 3. For special meetings relating to the sale or acquisition of property, calling or dismissing a settled minister, removing or electing a Board member, or dissolution of the congregation, a quorum will consist of forty percent (40%) of the Adult Members and a 2/3 vote of those present and voting is required.
- 4. A majority vote of all Adult, Youth and Emeritus Members present and voting shall decide all other questions.

B. Congregational Meetings:

1. An annual meeting shall be held each April or May at a time and place determined by the Board. Special meetings may be called by a majority vote of the Board or by a written request of 10% of the Adult Members.
2. Town Hall meeting(s) each year are scheduled by the Board to discuss major issues of congregational life.
3. Notice of all congregational meetings shall be sent by mail to all members at least 10 days prior to the meeting. This notice shall include an agenda for the meeting. Notice may be sent electronically at the discretion of the Board.
4. Proxies and absentee ballots are not permitted at any UUCLV meeting.

Article IV: Officers and Elections

A: Board of Trustees is the governing body of the congregation. It is responsible for managing all property of the congregation; managing the budget and finances; establishing policies and procedures; exercising final legal and fiscal responsibility for UUCLV, all personnel matters, and all other duties as described in these bylaws. The Board establishes procedures for all standing committees.

1. **Membership:** President, Vice-President, Secretary, and Treasurer are the officers of the Board. In addition, there are from three to five members elected as Program Representatives who will be responsible for all church committees not assigned elsewhere in these bylaws. The Minister is an ex-officio member of the Board.
 - a. **The Financial/Building Program Representative** will be responsible for all committees that have to do with the physical plant and financial issues of the church.
 - b. **The Program Representative** will be responsible for all standing committees that involve the program of the church.
 - c. **The Special Interests Program Representative** will be responsible for all special committees created by the membership.
 - d. **Additional Program Representatives** will be appointed by the Board as needed if the number of committees becomes large.
2. **Eligibility:** All Board members must be Adult Members for at least the 12 month period prior to their election or appointment.
3. **Terms of Office:**
 - a. The president is elected for a one year term, and cannot be elected to a third consecutive term.
 - b. The Vice-president, Secretary and Treasurer are elected annually and may not be elected for a fourth consecutive term in that office.
 - c. Half of the other Board members are elected annually for a two year term.
 - d. The past-president is an ex-officio, non-voting board member who is not counted in the quorum.
4. Elections are held at the annual meeting each April or May, but newly elected officers do not assume office until the beginning of the following fiscal year on July 1.

5. **Vacancies** in any Board position are filled by the Board. Appointments are ratified at the next congregational meeting. Except that the vice-president automatically becomes president in the event that the presidency is vacant. If the past-president position becomes vacant, it remains vacant until there is another past-president.
6. No Board member shall receive compensation for service. However they may be reimbursed for actual expenses incurred in the performance of their duties.

B. Duties of Officers: In addition to the usual duties of each office, the officers have the following responsibilities:

1: The President has the following duties

- a. Calling monthly regular or special Board Meetings.
- b. Developing the agendas for all meetings with the advice of the Minister and Board.
- c. Chairing all meetings.
- d. Signing contracts on behalf of the congregation at the direction of the Board and filing any needed legal papers.
- e. Serves as ex-officio member of all committees except the Nominating Committee

2. The Vice President has the following duties

- a. Fulfilling the duties of the President when necessary.
- b. Learning the job of president.
- c. The Vice-President is an ex-officio, non-voting member of all committees and is not counted in the committee quorum.

3. The Secretary has the following duties

- a. Maintaining and publishing the list of members in all categories who can vote at congregational meetings.
- b. Keeping minutes of all meetings.
- c. Ensuring that all notices, records and policies and procedures are kept and proper notice is provided to the membership.
- d. Filing necessary incorporation papers with the Nevada Secretary of State.

4. The Treasurer has the following duties:

- a. Managing all the financial activities of the congregation.
- b. Presenting monthly financial reports to the Board and assisting in the creation of the annual budget.
- c. Establishing and serving as an ex-officio member of the Finance Committee.
- d. Close the annual fiscal record.

C. Elections

1. Nominating Committee

- A. Shall have four Adult members who serve 2 year terms. One member is appointed by the Board and one member is elected at the annual meeting. The Nominating committee elects its own chair.
- B. The nominating committee develops a slate of candidates for all elected positions including those on the Board. All nominees must have agreed to their nomination.

- D. Arranges for the list of candidates to be presented to all members with the call to the annual meeting.

2. Audit Committee

- A. Audit: conducts an annual audit of all financial matters.
- B. Members of this committee have three year terms with one member elected each year.

3. Election Procedures

- A. All Board members and other elected positions are elected by written ballot at the annual meeting. When an office is unopposed, voice vote for that office may be conducted.
- B. Nominations from the floor may be made at this meeting. Write in votes are allowed, but permission must be obtained from the candidate.
- C. Tellers are appointed by the president to count the ballots. Election results are announced by the president.

Article V. Committees

- A. **Board:** The following Committees are appointed by the Board as needed.
 - a. Strategic Planning: develops mission and vision documents which provide a five year plan.
 - b. Bylaws/Governance: writes and recommends bylaws amendments.
 - c. Denominational Affairs: act as liaison between the congregation and UUA. Shares and encourages participation in national, regional, and district UUA news and events.
 - d. Personnel Committee: works with the Minister on staff issues.
 - e. Other special committees as needed.
- B. **Minister:** The following committees are appointed by and report directly to the Minister:
 - a. Lifespan Faith Development: Working collaboratively with the Director of the LFD and the Minister, sets and assesses annual goals for religious education for children and adults.
 - b. Shared Ministries: Reviews all aspects of the congregation; acts as a confidential sounding board for the minister, conducts annual evaluation of the ministries and programs of the congregation and the role of the Minister as needed.
 - c. Pastoral Care: serves as an extension of the Minister to provide support and care services to members and friends of the congregation.
 - d. Small Group Ministry: organizes and provides training and guidance to Chalice Circles and Seminarians.
 - e. Worship: trained Worship Associates who collaborate with the Minister in all aspects of worship including music, aesthetics in the worship hall and audio visual services.
- C: **Standing:** The following committees are chaired by members appointed by the board for two year terms of office:
 - a. Communications: creates and maintains website, notices and other communication needed in consultation with the Minister and Board.
 - b. Facilities: oversees building maintenance and repairs and anything else associated with the physical space and grounds.
 - c. Finance: In consultation with the Treasurer, creates and monitors budget and expenses.
 - d. Welcome: Creates a welcoming and safe experience for everyone coming to UUCLV. Encourage paths to membership.

- e. Social Justice: identifies programs that fulfill our commitment to social outreach. Creates sub-committees to accomplish these goals. Serves as liaison to Nevadans for the Common Good.
 - f. Stewardship: organizes and conducts the annual fund raising program in consultation with the Minister and Board.
 - g. Historian/Archivist: keeps historical records including photographs and makes an annual report to the congregation.
- C. Special Committees:** The Board may create special committees as needed. There are two types of special committees:
- a. Special Interests groups will be created following Board policy for members of the congregation who wish to have a formal group that serves the interests of a particular group within the congregation. These committees will be reviewed annually by the Board.
 - b. Other special committees can be created when special needs arise.

Article VI. The Minister

- A.** The ministry of UUCLV is open to any person regardless of race, gender identity or expression, affectional or sexual orientation, ethnicity, age, economic status, physical ability, national origin or ethnicity, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.
- B.** The minister must be in fellowship with the Ministerial Fellowship Committee of the UUA.
- C.** Permanent (settled) ministers must be called and may be dismissed only by the process described in Article III. A.2. of these bylaws. The Board may hire and discharge temporary (e.g. interim and consulting) ministers.
- D.** The Minister shall be responsible for the conduct of worship within the congregation and congregation's spiritual interests and affairs. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.
- E.** The Minister shall be an ex-officio non-voting member of the Board and all committees.
- F.** The minister shall supervise all paid staff of the church. The minister, in consultation with the Board of Trustees and Personnel Committee, may delegate day-to-day supervision of staff performance to other staff, appropriate committees, or members of the congregation.
- G.** The minister recommends personnel actions to the Personnel Committee. The Personnel Committee, Board, and Minister will jointly decide on hiring, discharging, and changing compensation of church staff.

Article VII: Indemnification and Dissolution

- A.** The Board will indemnify all board members as allowed under the laws of the state of Nevada. The Board shall also have the power to provide and pay for insurance on behalf of anyone indemnified in this section. The Board may also provide bond for any Board member when it determines that this is needed.
- B.** Upon dissolution of the corporation, none of the assets or properties shall be given to any member. All such assets will become the property of the Pacific Southwest District of the Unitarian Universalist Association.

Article VIII: Independent Affiliate Organizations

- A.** The Board may grant affiliate status to independently constituted and operated organizations whose purpose and intentions are in sympathy with the principles of the UUA and the mission and vision of UUCLV.
- B.** Such organizations will be given privileges and must follow rules as established by the Board.
- C.** The Board may remove such organizations if they no longer meet the criteria for affiliate status.
- D.** The Board will provide the membership with a list of such organizations and what policies it has adopted regarding them.

Article IX: Parliamentary and Statutory Authority

- A.** These bylaws have been prepared under the authority of the laws of the state of Nevada and the United States Internal Revenue Code. Any portion of the bylaws in conflict with these laws or in excess of the authority of a corporation under the Internal Revenue Code section 501 (c) (3) shall be null and void.
- B.** *Robert's Rules of Order, Newly Revised*, in the latest edition shall govern UUCLV in all cases where they are not inconsistent with these bylaws or any special rules of order which the church may adopt.
- C.** These bylaws may be amended with a 2/3 vote at any congregational meeting as long as the membership has been given ten days' notice.