

# **Unitarian Congregation of Taos**

## **BY-LAWS**

**Amended 02/04/2018**

### **1. Name**

The name of this religious Congregation shall be The Unitarian Congregation of Taos.

### **2. Purpose**

The purpose of this Congregation is to organize as a religious community which has at its heart these beliefs: a commitment to accept one another and encourage each other's spiritual growth; a recognition of the inherent worth and dignity of every person; a belief in the need for justice, equity and compassion in human relations; a commitment to a free and responsible search for truth and meaning; acceptance of the right of conscience and the use of the democratic process within our congregation; a desire to further the goal of world community with peace, liberty, and justice for all; and a deep and abiding respect for the interdependent web of all existence of which we are a part.

### **3. Congregational Membership in the Unitarian Universalist Association**

This Congregation shall be a member of the Unitarian Universalist Association and of the Mountain Desert District, at the appropriate level of membership in the Mountain Desert District.

### **4. Nondiscrimination Clause**

This congregation affirms and promotes the full participation of persons in all our 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.

### **5. Membership**

A member is any person who is in general sympathy with the purposes, goals, and programs of the Congregation, who makes a pledge or contribution of record thereto, who signs the membership book, and has remitted all or part of his/her current pledge.

A Voting Member is any Member who has attained the age of sixteen (16) years and has been a Member of the Church for at least thirty (30) days. Only Voting Members may vote at congregational meetings.

A Pledging Friend is any person who is in general sympathy with the purposes, goals, and programs of the Church, and who makes a pledge or contribution of record thereto, but who chooses not to sign the membership book.

An inactive member is one who has not participated, nor contributed services or funds, during the current and preceding church years.

## **6. Annual and/or Regular Meetings**

The Congregation will hold regular meetings at the time or times established by the Board of Trustees, provided that at least one meeting of the Congregation will be held annually during the first quarter of the calendar year. The agenda for regular meetings will be set by the President of the Congregation.

### **Special Congregational Meetings**

Except as otherwise provided in these bylaws, Special Congregational Meetings shall be called by the Board whenever deemed necessary by the Board or the Minister, or by written request stating the specific purposes of the Meeting, signed by at least ten percent (10%) of the Voting Members, and delivered to any member of the Board. No other business may be transacted at such a meeting.

### **Method of Notification**

The call for all Congregational Meetings shall be made by mailing a notice to all members at their last known address at least ten, and not more than sixty, days before the meeting. The notice may also be given by email. The call shall include a copy of the proposed agenda.

### **Quorum**

Twenty (20) percent of the membership shall constitute a quorum.

### **Voting**

A simple majority of those votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, except for those votes taken relating to the election of a Minister as described in these bylaws. The Minister of the Church shall be selected by a 2/3's majority of those members voting in person or by absentee ballot at a Congregational meeting called for such purpose.

## **7. Governing Structure**

A congregational board shall administer and manage the business of the congregation. The Board shall consist of as many as six (6) but not less than four (4) members who shall be elected, as vacancies occur, at the annual business meeting of the membership by a simple majority, for a term of two (2) years. The Board shall select who shall serve as president, vice-president, secretary, treasurer, and who shall assume other responsibilities, such as coordinating with specific committees or programs. The Board may appoint an ex-officio non-voting member with extensive Board experience such as a past president. To serve on the board, a person must be a voting member of the congregation.

In the absence of the president, the vice president shall serve as the presiding officer of the Board.

No member may serve more than two (2) consecutive terms without being off the board for at least one (1) year. Exceptions to this policy must be approved by the Board.

The Board shall be the head administrative body of the Congregation and, on behalf of the Congregation, shall be vested with the care and administration of the real and personal property of the Congregation, and shall conduct its business affairs. It shall keep the Congregation informed of its actions.

## **8. Fiscal Matters**

The fiscal year shall end December 31<sup>st</sup>.

**Congregational Funds:** All funds and property received by or coming into the custody of the Congregation belong to and are trust funds and the property of The Unitarian Congregation of Taos, to be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreements prescribed or accepted by the Board of Trustees of the Congregation.

**Execution of Instruments:** Checks and other orders on the funds or credit of the Congregation and all contracts and instruments in writing by the church, shall be valid and binding upon the Congregation only when executed by such officers as shall be designated and authorized by the Board.

## **9. Dissolution Clause**

Should the Congregation cease to function and the membership vote to disband, any assets of the Congregation shall be transferred to the Mountain Desert District of the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with whatever laws are applicable.

## **10. Indemnification**

A duly elected or appointed officer, trustee, employee, or agent of the Congregation shall not be personally liable to the Congregation or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any breach of duty or loyalty to the Congregation or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Congregation shall indemnify any person and his/her estate and personal representative through the maintenance of appropriate legal instruments against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, trustee, employee or agent of the Congregation.

## **11. Amendments**

These bylaws, so far as allowed by law, may be amended or replaced at any meeting of the congregation by a majority vote of those present and voting. Notice of any proposed change shall be contained in the notice of the meeting.