



# South Valley Unitarian Universalist Society

## Bylaws

South Valley Unitarian Universalist Society Mission:

We are a community of hope for religious explorers who wish to transform our world into a more just, compassionate, and sustainable place. We embrace diversity and provide opportunities for creativity, spiritual growth, and celebration of life.

Amended May 21, 2023

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## **ARTICLE I — NAME**

The name of this religious society, a non-profit corporation organized under the laws of the State of Utah, shall be the South Valley Unitarian Universalist Society of Salt Lake County, Utah. Whenever the word “Society” is used in these bylaws, it shall mean the legal organization of the South Valley Society of Salt Lake County. “A vote of the Society” or any similar phrase shall mean a vote of a quorum of the Society’s members at any duly held congregation meeting.

## **ARTICLE II — PURPOSE**

### Section 1 - Covenant

Love is the spirit of this congregation, and our service to the world is love in action. We covenant to build a religious community that is guided by love, sustained by respectful relationships, and committed to action to make a better world. We celebrate this common purpose whenever we gather and do our best to abide by this covenant.

### Section 2 - Purpose

This society shall be a fellowship of free minds in the study and practice of liberal religion, the development of the human potential of its participants, and the building of a better local and world economy.

## **ARTICLE III — MEMBERSHIP**

### Section 1 - Membership

All persons who share the purpose and spirit of this Society are welcome as members, regardless of race, color, creed, sex, gender, sexual preference or orientation, disability, or national origin.

### Section 2 - Membership Requirements

Any person sixteen years or older who is in sympathy with its purpose and program may become a member of this Society by placing their name on the membership rolls, as witnessed by the minister or a member of the Board of Trustees and making an annual pledge which may be monetary or time in a volunteer capacity. If neither contribution can be pledged, a waiver may be provided to the member at the purview of either the minister or the membership chair. This membership roll shall be open to inspection by any member or prospective member at any reasonable time. Any person, upon recommendation by the minister and membership chair, and decided by the Board of Trustees, may become a Lifetime Friend in recognition of this member’s long and continued support of ‘South Valley Unitarian Universalist Society’.

### Section 3 - Voting

All members of this Society may vote at all Congregational Business Meetings except on questions of (1) dissolution of the Society and (2) sale or acquisition of real estate. Voting on these matters is limited to those persons who have been members for six months or longer.

Voting by mail shall be allowed in place of holding a Congregational Business Meeting for such matters as the board deems necessary, provided that ballots with the complete text of proposals be mailed to all Society members and postmarked three weeks prior to the last date completed ballots will be accepted. Absentee ballots will not be accepted for proposals to be voted on at Congregational Business Meetings. There shall be no voting by proxy.

#### Section 4 - Terminating Membership

Members may voluntarily terminate membership at any time by notifying the Society president, minister, Membership Chair, or Canvass Chair.

#### Section 5 - Removal of a Member

A member's name may be removed from the membership roll when they die, move away and no longer contribute to the support of the Society, cannot be located, fail to make a pledge or participate in a Society-sponsored activity during a fiscal year. This action shall be taken by a two-thirds vote of the Board of Trustees only after reasonable efforts have been made to locate and communicate with the member.

### **ARTICLE IV — AFFILIATION**

This Society shall be a member of the Unitarian Universalist Association. This Society will cooperate in extending the interest of the Unitarian Universalist movement. It is the intention of this Society to make annual financial contributions equal to its full share as determined by the Association.

### **ARTICLE V — CONGREGATIONAL MEETINGS**

#### Section 1 - Use of Robert's Rules of Order

All Congregational Business Meetings shall be conducted in accordance with Robert's Rules of Order, Revised, to the extent they are applicable and not inconsistent with the bylaws of this Society.

#### Section 2 - Moderator

A Moderator may, at the discretion of the Board of Trustees, preside over Congregational Business Meetings. The Moderator shall be a member of the Society and have a working knowledge of Robert's Rules of Order and parliamentary procedure.

#### Section 3 - Parliamentarian

It is recommended that a professional parliamentarian may be present to assist at Congregational Business Meetings.

#### Section 4 - Annual Congregational Business Meeting

An Annual Congregational Business Meeting shall be held in the month of April or May at a convenient time and place designated by the Board of Trustees, for the purpose of reviewing the past year, adopting the budget, electing members of the Board of Trustees, Leadership Succession Committee, and Endowment Fund Committee, and transacting any other appropriate business.

#### Section 5 - Other Congregational Business Meetings

Other Congregational Business Meetings may be called by the Board of Trustees or by written request of twenty percent of the members of the Society.

#### Section 6 - Agenda and Notice

The business to be transacted at all Congregational Business Meetings, also known as the agenda, shall be set forth in the notice of the meeting. This notice with agenda shall be prominently displayed in the official church newsletter at least ten days preceding the meeting

and announced at the Society's services at least one week prior to the meeting date. As an alternative, written notice of the meeting shall be provided at least ten days prior to all members by email for those who have provided an email address or by physical mail for those who have not provided an email address.

#### Section 7 - Quorum

Twenty percent of the members of this Society with a minimum of ten members shall constitute a quorum unless otherwise specified in these bylaws.

#### Section 8 - Community Meetings

Informal discussion or community meetings may be held at any time, but voting may occur only at Congregational Business Meetings and as provided by Article III, Section 3.

### **ARTICLE VI — BOARD OF TRUSTEES - OFFICERS**

#### Section 1 - Board of Trustees

The Board of Trustees shall consist of a minimum of 5 members. Members of the Board shall be elected to fill vacancies at each annual meeting and shall serve a term of three years beginning on July 1. Members of the Board of Trustees shall be members of this Society for at least six months prior to election and shall be at least 18 years of age.

#### Section 2 - Term Limits

A member of the Board of Trustees who had served two full three-year terms shall not be eligible for nomination or election for a period of one year following the completion of the second term.

#### Section 3 - Officers

Prior to the end of the fiscal year, the Board of Trustees shall select a President, Vice President, Secretary, and Treasurer. At their first meeting, the new Board of Trustees shall designate specific assignments to its members.

#### Section 4 - Duties

Subject to the congregation's direction, the Board of Trustees shall exercise general charge of the property of the Society and the pursuit of the Society's mission.

1. It may appoint committee chairpersons.
2. It may fill a Leadership Succession Committee vacancy in consultation with the current Leadership Succession Committee; the person selected is to serve until the next congregational business meeting is held, at which time they must be officially nominated and elected to serve the remainder of the term.
3. All paid staff assignments (e.g., administrative assistant, building and grounds caretaker, religious exploration director) and their salaries are subject to Minister(s) approval in consultation with the Board.

#### Section 5 - Meetings

The Board of Trustees shall meet monthly. All board meetings shall be open to any member of the Society. All meetings shall be conducted using Robert's Rules of Order, Revised. A quorum for board meetings is a majority of board members in office.

## Section 6 - Closed Sessions

The Board may, by majority vote, enter Closed Session to discuss and deal with legal, employee, or other matters of a sensitive nature. Besides Board members, only guests or staff members approved by the board may attend the Closed Session. The board shall vote to reenter the regular session and shall readmit meeting attendees who were excused from the Closed Session.

## Section 7 - Executive Committee

The Executive Committee of the Board shall consist of the President, Vice President, Secretary, and Treasurer. The minister shall be an ex-officio member. The Executive Committee and other board members shall attend to other details of business as identified by the Board of Trustees.

## Section 8 - Duties of Officers

The President of the Board shall be the Chair of the Executive Committee, shall preside at Board meetings, and shall not vote in Board meetings except to make or break a tie. The President, in consultation with the Board, shall set the agenda for Board meetings. The Vice President shall act as President in their absence. The Secretary shall keep and prepare minutes of the Board and Congregational meetings and shall make approved minutes available to the congregation within a reasonable time frame. The Treasurer is responsible for the custody of the Society's funds and shall report on the funds to the Board and the congregation.

## Section 9 - Vacancy

In the event that a Member of the Board resigns, dies, or otherwise leaves the Board of Trustees before their term has ended, the Board President shall appoint a member to serve for the balance of the fiscal year (ending on June 30th). The permanent replacement shall be elected at the Annual Congregational Meeting and will have a partial term, fulfilling the balance of the original member's term.

## Section 10 - Leadership Succession Committee

The Leadership Succession Committee shall work to develop skills among community members to ensure a continual pool of members to serve in leadership roles within the congregation. This Committee shall consist of elected members plus other interested members of the congregation. Three members of the Committee shall be elected, who shall not be members of the Board of Trustees. One member shall be elected by the congregation at the Annual Congregational Business Meeting for a term of three years. A member of the Leadership Succession Committee who has served two full three-year terms shall not be eligible for nomination or election for a period of one year following the completion of the second term. The Leadership Succession Committee will nominate a Society member for this position. The Leadership Succession Committee shall search out nominees for the Board of Trustees and other elected leadership positions to be elected at the Society's Annual Congregational Business Meeting. The Committee's slate shall be made public a month prior to the annual meeting. Nominees shall be members of the Society for at least six months prior to the Annual Congregational Business Meeting. Nominations may be made from the floor at the Annual Congregational Business Meeting. The Leadership Succession Committee may designate one or more of the board nominees to fill a term of less than 3 years to keep board terms staggered.

### Section 11 - Regional Participation

The Society shall participate to the extent possible with other Unitarian Universalist congregations in the geographical area.

## **ARTICLE VII — MINISTER(S)**

### Section 1 - Ministerial Call

A decision to call a minister(s) or to participate in a UUA-sponsored limited-term professional placement must be approved by the Society at a special Congregational Business Meeting, quorum being 40% of the voting members. Approval must exceed 75% of the quorum to participate in a UUA-sponsored limited-term professional placement. Approval must exceed 90% of the quorum to call a minister(s).

### Section 2 - Duties and Freedoms

The minister(s) shall be responsible for the conduct of worship within the society and the Society's spiritual interests and affairs. The minister(s) shall have the freedom of the pulpit as well as freedom to express opinions outside the pulpit. The minister(s) shall be an ex officio member(s) of the Board of Trustees and all committees but without a vote; they shall not be a member of the Leadership Succession or search Committee.

### Section 3 - UUA Fellowship

The minister(s) shall be in fellowship with the UUA.

### Section 4 - Chief of Staff

The minister(s) shall fulfill the role of Chief of Staff over the staff of the Society.

### Section 5 - Term and Termination

The term of the minister(s) shall be at the pleasure of the congregation. Termination may be affected by resignation or majority vote of the congregation. Upon termination, three months' notice with payment of regular compensation shall begin. Should the minister(s) offer their resignation, three months' notice is to be given; final compensation will be at the discretion of the Board of Trustees.

### Section 6 - Search Committee

A ministerial Search Committee consisting of seven members shall be elected by the congregation at a special meeting called for that purpose. The Search Committee shall search out, screen, and recommend candidates.

## **ARTICLE VIII — EMPLOYEES**

It is the policy of South Valley Unitarian Universalist Society to provide equal opportunity in employment, development, and advancement for all qualified persons without regard to age, ancestry, color, domestic partner status, gender identity and/or expression, HIV status, marital status, medical condition, national origin, physical or mental disability, race, religion, sex, sexual orientation, veteran status, or any other non-job-related factor. This policy applies to every aspect of employment, including, but not limited to hiring, advancement, transfer, demotion, lay-off, termination, compensation, benefits, training, and working conditions. It is also South Valley Unitarian Universalist Society policy to provide equal benefits to employees with spouses and employees with domestic partners. All paid staff assignments (e.g., administrative assistant,

building and grounds caretaker, religious exploration director) and their salaries are subject to Board approval (See Article VI Section 4). The Society shall strive to provide commensurate compensation for its employees by providing periodic compensation review. SVUUS shall consult the UUA fair compensation standards in its considerations.

## **ARTICLE IX — FISCAL YEAR**

The Society's fiscal year shall be July 1 through June 30.

## **ARTICLE X — AMENDMENTS**

These bylaws may be amended or replaced at any Congregational Business Meeting of the society by a two-thirds vote of those present and voting, provided that any proposed change has been included in the notice of the meeting.

## **ARTICLE XI – ENDOWMENT FUND**

### Section 1 – Establishment and Management

Establishment The Endowment Fund shall be administered and managed independently of the Society's operating budget and the Endowment Fund's assets shall be kept in a separate account from Society operating funds.

### Section 2 – Sources and Uses

The Endowment Fund shall derive from gifts, bequests in wills, charitable remainder, and other trusts, charitable gift annuities, assignment of life insurance, and transfers of property, including, but not limited to, cash, stocks, bonds, and real estate. All such transfers to the Fund shall be irrevocable. Gifts of real property and other unique property must be first approved by the Endowment Fund Committee ("Committee"). All unrestricted gifts of more than \$5,000 shall be placed in the Endowment Fund. The Endowment Fund shall be used exclusively to support the mission of this Society and of Unitarian Universalist Association within the permitted limits of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Base Amount of the Fund is defined to be \$400,000 plus any additional amount contributed to the Fund, which is \$10,000 or more. Contributions of less than \$10,000 are welcome but shall not increase the Base Amount of the Fund. The Endowment Fund is created to ensure in perpetuity the continuity and growth of the Society and the causes it supports. The Endowment Fund is bound by the expectation that its funds will not be dissipated for ordinary operations of the Society but will provide a base of additional income to aid the Society's programs. At the sole discretion of the Committee, funds may be loaned to the Society for special expenditures and in emergencies.

### Section 3 – Annual Distributions

The Endowment Fund Committee shall annually determine, in its sole discretion, an amount (the "Distribution") of not less than 1.5% and not more than 3% (subject to the prohibition on disbursements below the Base Amount) of the Fund's total assets existing at the end of each calendar year. The Distribution shall be made in July of each year or on a schedule as determined by the Committee. The Distribution shall be made to the SVUUS general fund for use in accordance with the approved budget for that fiscal year. The desired first priority for the use of the Distribution shall be for specific projects not normally covered in the operating budget, subject to the authority of the Board and Congregation to allocate and use the



Distribution within the budget as they determine to be appropriate. The Fund's total asset value shall be determined as of the end of each calendar year. No Distribution shall be permitted, which will cause the actual value of the Fund to be less than the Base Amount of the Fund. However, once the Distribution is decided upon, it shall be made on schedule even if the Fund total falls below the Base Amount at the time of distribution.

#### Section 4 – Excess Distributions

Distributions in Excess of the 1.5% to 3.0% Permitted Annual Distributions Up to 20% of the Fund, but not to exceed 25% of the Base Amount of the Fund, may be distributed in any single fiscal year if first recommended by the Endowment Fund Committee and approved by a vote of  $\frac{3}{4}$  of the members present at a Congregational meeting called for that purpose. This shall be calculated as 20% of the total market value of all assets in the Endowment Fund as of the end of the most recent calendar quarter, as determined by the Endowment Fund Committee. Any distribution from the Fund which will exceed this limitation requires the following three actions: (1) Approval by not less than four members of the Endowment Fund Committee. (2) Approval by a vote of  $\frac{3}{4}$  of the members present at any Congregational meeting, followed by (3) Ratification of the approval by a second vote of  $\frac{3}{4}$  of the members present at a subsequent Congregational meeting, called for that purpose at least 28 days after the first meeting. This second Congregational meeting requires a special quorum of 30% of the active Society. Specific expenditures of Fund moneys within the above limits for projects that have already been approved by Congregational vote shall be implemented by the Board.

#### Section 5 – Endowment Fund Committee

- (1) The Endowment Fund Committee (Committee) shall be the steward and custodian of the Fund and shall determine the disbursement objectives of the Fund. It shall consist of a total of five members. There shall be three elected members of this Congregation who are not members of the Board, plus one a member of the Board selected annually by the Board, and the fifth member shall be the Treasurer. No other member of the Board shall be a voting member of the Committee. The Minister, who shall serve as ex-officio member of the Committee, without vote.
- (2) When needed, the Congregation shall elect three members to the Committee: One member shall serve until the next annual meeting plus a term of two additional years, and One member shall serve until the next annual meeting plus a term of one additional year, and One member shall serve until the next annual meeting. Thereafter, at each annual meeting of the Congregation, the Congregation shall elect the necessary members for a term of three years, plus any remaining term for a seat which the Board has filled by appointment. A member of the Endowment Committee who has served two full three-year terms shall not be eligible for nomination or election for a period of one year following the completion of the second term. In the event a member shall resign or otherwise cease to be a member of the Committee, the Board shall appoint a member of the Congregation to serve until the next annual meeting.
- (3) The Committee shall meet at least quarterly. A quorum shall consist of three members. Except as specifically provided in this Article, a majority present and voting shall carry any motion or resolution.

- (4) The Committee shall keep books recording income, expenditures, and investments of the Fund. These books shall be audited annually by a person who is not a member of the Committee.
- (5) All expenditures and disbursements from the Endowment Fund shall require the signature of any two of the five members of the Committee.
- (6) The Committee shall make an annual report to the Board and, at each annual or special meeting of the Congregation called for that purpose, shall render a full and complete audited account of the administration of the Fund during the preceding year.
- (7) The expenses of administering the Endowment Fund shall be paid out of the Fund's income.
- (8) Members of the Committee shall not be liable for any losses which may be incurred upon the investments of the Fund or any actions taken or not taken by the Committee except to the extent such losses, actions, or inactions shall have been caused by bad faith. No member shall engage in any self-dealing or transactions with the Fund in which the member has direct or indirect financial interest. Members shall at all times refrain from any conduct in which their personal interests would conflict with the interest of the Fund.

#### Section 6 – Powers and Authority

Investments The Committee shall have the following discretionary powers and authority with respect to any and all property, real or personal, at any time held hereunder, without regard to any legal restrictions otherwise applicable to fiduciaries, all of which shall be exercised only in a fiduciary capacity.

- (1) To retain any property received as a contribution; to invest and reinvest in any property without regard to the effect any such investment may have upon the diversification of investments held hereunder; to hold any part of the Fund properties in cash or uninvested for any period which may seem advisable; and at any time and from time to time to join in or consent to or become a party to any agreement, reorganization, readjustment, merger, consolidation or exchange, to deposit any securities or property thereunder, or to exercise rights and options to subscribe to new securities, and to take, receive and hold any securities or property resulting therefrom. The word "securities" shall include (but without limitation) corporate bonds and stocks of any kind, shares of investment companies, Funds and discretionary common Fund funds, and any and all unsecured obligations and choses in action.
- (2) To convey, sell, exchange or otherwise dispose of any of the Fund property at public or private sale, and at such prices, at such time or times, and for such purposes, as may seem advisable; to lease, operate, develop or exploit any property.
- (3) To distribute and to accept in kind, or partly in kind, the property to be allocated, transferred or distributed hereunder and to determine the kind and the values of any property for such purposes.
- (4) To vote and give proxies, discretionary or otherwise, in respect of securities.
- (5) To such extent, if any, as may seem necessary or desirable, to keep and maintain any property in good state of repair and upkeep; to effect insurance upon any property; and

to pay the taxes, upkeep, repairs, carrying charges, maintenance and premiums of insurance.

- (6) To employ attorneys, investment advisory services, accountants and bookkeepers, including any firm or corporation with which any Committee member may from time to time be associated and to employ a bank, trust company, national brokerage or investment company as custodian of the securities held hereunder; to invest the funds in pooled investment funds maintained for such purposes by the Unitarian Universalist Association and to pay the fees for such services and advice as expenses of this Fund.
- (7) To settle, compromise and adjust any and all claims in favor of or against this Fund, including any claim for taxes; to execute and deliver such instruments as may be necessary to carry out every power hereunder; and generally, to have all powers with respect to property as if the Committee member were the absolute owner thereof.

#### Section 7 – Amendment

Amendment Notwithstanding the provisions of Article X of these Bylaws, this Article XI: Endowment Fund may be amended only by a four-fifths vote of those present and voting, provided that any proposed change has been included in the notice of the meeting.

#### **ARTICLE XII – DISSOLUTION**

In case of dissolution of this Society, all of its assets after just claims have been paid shall be conveyed to the Unitarian Universalist Association or its successor.