

**Bylaws of the**  
**UNITARIAN UNIVERSALIST SOCIETY**  
**OF THE HIGH DESERT**

**Victorville, California**

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## **Articles of the Bylaws**

### **Preamble**

We, the members of the Unitarian Universalist Society of the High Desert, acknowledge the deep human needs for community and **the desire** to pursue personal spiritual growth and understanding throughout our life's journey. To satisfy these needs, we unite together in the creation of this Church and dedicate it to the free and unfettered, unending quest for the highest, most ennobling values in religion and life. Accordingly, this Church is hereby organized exclusively for religious purposes as defined by the Internal Revenue Code 501 (c) (3), or corresponding section of any future tax code.

We, the members of the Unitarian Universalist Society of the High Desert, therefore pledge together to affirm and promote the Seven Principles of our Unitarian Universalist Denomination: the inherent worth and dignity of every person; justice, equity and compassion in human relations; acceptance of one another and encouragement to spiritual growth; a free and responsible search for truth and meaning; the right of conscience and the use of the democratic process within our congregation and in society at large; the goal of world community with peace, liberty and justice for all; respect for the interdependent web of all existence of which we are a part.

### **Article 1: NAME AND AFFILIATION**

This Church shall be known as Unitarian Universalist Society of the High Desert. It is affiliated with the Unitarian Universalist Association and with the Association's Pacific Southwest District. It is chartered as a nonprofit corporation by the State of California.

### **Article 2: MEMBERSHIP**

#### **2.1 Procedure to Join**

Any person who is in sympathy with the purposes and program of this Church may become a voting member by signing the membership book. It is expected that all members should have or will achieve an understanding of the history and the current situation of the Unitarian Universalist movement and of this Church. Membership is open to all persons regardless of **ethnicity, religion**, color, sex, affectional orientation, gender, age, or national origin.

#### **2.2 Age**

Persons may become voting members **at** the age of 16.

## **2.3 Voting**

All persons who have been members for at least **thirty (30)** days may vote at duly called meetings and may hold office. A member must be at least **eighteen (18)** years of age to vote on financial matters, to be an officer, or hold executive office.

## **2.4 Contribution**

Recognizing the requirement of annual dues to the Unitarian Universalist Association and its Pacific Southwest District for each active member, members are expected to contribute responsibly to the support and/or operation of the **Church**. A minimum annual contribution, the amount to be determined by the Board of Trustees, is required of all members. This minimum amount may be variable, and may take into account the unique circumstances of each member.

## **2.5 Inactive Membership**

Any member who, for a period of one **(1)** year, fails to make a minimum contribution may be reclassified, at the discretion of the Board of Trustees, as an inactive member and his or her name transferred to a list of inactive members. Before changing any member to inactive status, the minister or a representative of the **Board of Trustees** must communicate the Board's intent to do so and request a meeting to discuss the member's interest in and support of the Church. Inactive members shall not be counted as members of the **Church** for purposes of denominational assessment, shall not receive notices of meetings of the church, and may be removed from the newsletter mailing list. However, inactive members may be reinstated as voting members of the **Church** by the Board of Trustees whenever, in the judgment of the **Trustees**, their renewed interest warrants it and they may be granted letters of recommendation to other churches if they so request.

## **2.6 Withdrawal**

Any member may voluntarily terminate membership in this Church by writing to the **secretary of the Board of Trustees**. Any member who, for a period of two **(2)** consecutive years, neither attends Church **functions** nor makes a financial or other contribution in support of the **ongoing operation and maintenance of the Church**, and who **further** fails to signify in writing a continued interest **in the Church**, may **have their active membership status** withdrawn, and his or her name may be removed from the list of **active** members. A member may be involuntarily withdrawn from membership by a **two-thirds (2/3)** vote of the **Board of Trustees** for actions that threaten the well being of the congregation. **When an involuntary withdrawal of membership is considered** during any **Board of Trustees** meeting, the member concerned has the right to appear before the Board and the right to appeal the Board's decision to the congregation at large at a special meeting. The involuntary withdrawal shall be sustained unless it is overturned by a **two-thirds (2/3)** vote of a special congregational meeting, at which a quorum shall be **forty percent (40%)** of the congregation's members.

## **2.7 Liability of Members**

A member of the **Unitarian Universalist Society of the High Desert** or Board of Trustees is not, as such, personally liable for any debt, liability or obligation of the corporation.

### **3. Article 3: CHURCH YEAR**

#### **3.1 Fiscal Year**

The fiscal year of this Church shall be from January 1 to December 31.

#### **3.2 Program Year**

The program year of this Church (i.e., terms of office for Trustees and committees) shall be from October 1 to September 30.

### **Article 4: MEETINGS**

#### **4.1 Annual Meeting**

The annual meeting of the congregation shall be held during the month of September for the purpose of electing officers, **appointing members to the standing** committees, and conducting any other business that shall be brought forward, excepting the annual budget.

#### **4.2 Annual Budget Meeting**

**The Board of Trustees shall approve** the annual budget **at a** meeting held during the month of November.

#### **4.3 Calling Regular Meetings**

The dates of **regular Board** meetings shall be set by the Board of Trustees. The meetings shall be announced from the pulpit and by written notice or e-mailed notice to members at least **thirty (30)** days prior thereto.

#### **4.4 Quorum**

A quorum for all congregational meetings, unless otherwise specified in these bylaws, shall be 20% of the active membership.

#### **4.5 Special Meetings**

Special meetings of the congregation shall be called by the president of the Board of **Trustees**, either when a majority of the **T**rustees so request or at the written request of ten **(10)** members. Such meetings must be held within three **(3)** weeks of the submission of the request to the president. Announcement of such meetings shall be made in writing or e-mail to each church member at least two **(2)** weeks in advance and also announced from the pulpit. In case of emergency, the notice requirement may be reduced to one **(1)** week. The notice shall state the agenda of the meeting. No other business shall be transacted at that meeting.

#### **4.6 Procedure**

The latest edition of Robert's Rules of Order shall prevail in meetings of the Church membership and of the Board of Trustees, but shall be superseded by any contradictory provisions of these bylaws.

## **4.7 Proxy Voting**

Active members unable to attend a duly called meeting of the congregation may vote by proxy. The person designating proxy must do so in writing, and the proxy must be presented to the chairman of the meeting. Proxies must be dated and signed by the active member who is unable to attend the meeting.

## **Article 5: BOARD OF TRUSTEES**

### **5.1 Purpose of Board of Trustees**

The Board of Trustees shall be a policy-making body rather than an operational body. The Board of Trustees must ensure that the business of the Church is carried out in accordance with applicable laws and policies, including compliance with conflict of interest standards set forth in Appendix A of the Federal Internal Revenue Form 1023. The membership shall carry out the day-to-day business of the congregation through the various committees. The Board's role is primarily that of oversight, protection of the Church's assets, policy making involving the congregation, vision, leadership, and responsibility for employees and personnel matters. Full communication with the congregation is essential to properly carrying out the purposes of the Board of Trustees.

### **5.2 Composition**

The Board of Trustees shall initially consist of a president, vice president, secretary, treasurer, and spiritual director/religious education director. This last position may be split as growth of the congregation mandates. No person shall hold more than one (1) Board office simultaneously. As growth of the congregation mandates, the Board of Trustees may, at its discretion, add up to five (5) members-at-large, one of whom would be, if possible, an active member of the Church's high school youth group. The total number of voting Board members shall be an odd number whenever possible. The outgoing president will also sit on the Board, but will not have voting privileges. Only in the event of a tie vote will the Board president be allowed to cast a vote.

### **5.3 Executive Committee**

An Executive Committee, consisting of the elected officers, may conduct necessary business between the regular meetings of the full Board and shall report any decisions to the next meeting of the full Board. At its next meeting, the Board shall vote for concurrence or non-concurrence with the actions of the Executive Committee. Executive Committee decisions with which the Board of Trustees concurs shall become Board policy. Executive Committee decisions with which the Board of Trustees does not concur shall be sent back to the Executive Committee or forwarded to the appropriate standing committee for further consideration.

## **5.4 Authority**

Subject to the restrictions imposed by law, by the articles of incorporation, and by these bylaws, the Board of Trustees shall exercise the powers of this corporation, control its property, and conduct its business affairs as the executive power of the Church, always subject to the ultimate control of the congregation.

## **5.5 Limits on Board Discretion**

The Board of Trustees shall not expend in excess of 105% of the total approved budget, nor shall it alter any major budget category (e.g., administration, property, etc.) by more than ten percent (10%) without approval of full Board. Mortgaging or selling of any real church property, or entering into a real property lease or purchase agreement must be approved by a two-thirds (2/3) vote of the members of the congregation present and voting at a duly called congregational meeting.

## **5.6 Authorization for Expenditures**

Routine budgeted Church expenditures can be paid by check on this Church's accounts with the treasurer's signature alone, if the amount is less than \$100.00. Should the amount be greater than \$100.00, the check must be signed by both the president and the treasurer. In the event of the incapacity or absence of the president, the vice president shall be the authorized signatory; in the event of the absence or incapacity of the treasurer, the secretary shall be the authorized signatory. As may become necessary from time to time due to the growth of this Church, petty cash, and other named funds or accounts may be established by the Board of Trustees, which will also determine their purpose, disbursement practices and limits. The treasurer is empowered to open any Board authorized account. All expenditures will be fully accounted for and presented to the Board for approval at its regular meetings by the treasurer. No automatic, recurring, or electronic withdrawals or debits shall be made on this Church's accounts without the express authorization of the Board of Trustees by a two-thirds (2/3) vote. An active auditing mechanism shall be created by the Board to ensure that proper disbursement of the Church's funds has occurred.

## **5.7 Conflict of Interest**

Any voting member of the Board of Trustees, who has the potential for receiving any kind of payment (whether monies or services), greater than \$1,000 from this Society, whereby there is an actual conflict of interest, or a potential for conflict of interest, must submit the following to the Board of Trustees:

- 1) A written proposal estimating the cost(s) and the time wherein the services are to be performed;
- 2) A proposed written contract signed by the Board member, and an appropriate second Board member confirming the written proposal;

- 3) A revised proposal, if during the course of the work, the actual cost of completing the work is found to exceed the estimate by 33 1/3%, or more.

Any voting member of the Board, who has the potential for receiving any kind of payment (whether monies or services) greater than \$1,000 from this Society, will not be allowed to vote on the written proposal submitted to the Board as above, nor will they be present when the vote of the Board is taken to either approve or deny the proposal.

In order for the proposal to be considered by the Board, it must be submitted to the Board for discussion at least one meeting prior to the Board meeting in which the vote to accept or deny the proposal is taken.

In order for the proposal to be approved by the Board, at least 75% of the Board members who are qualified to vote on the proposed contract must vote to approve it.

## **5.8 Meetings**

The Board of Trustees shall meet at least eight (8) times a year and on special notice from the president or any three (3) Board members. A quorum is deemed to be a majority of the voting members of the Board. Minutes shall be kept of all meetings of the full Board and of the Executive Committee. These minutes shall be made fully available to the congregation, except for minutes regarding personnel matters, or other matters where legal concerns, or concerns for individual privacy is of paramount importance.

## **5.9 Standing Committees**

The Board of Trustees shall appoint from among members of the congregation, annually or as congregational growth dictates, the following standing committees: finance, property, membership, religious services, nominations, and religious education. Members of the Board shall act as liaison between the Board and the standing committees. The committees shall elect their own chairs. No member of a standing committee shall serve for longer than six (6) consecutive years without a break of at least one (1) year. The duties of the standing committees shall be in accordance with common practice and shall be guided by the current Congregational Handbook of the Unitarian Universalist Association.

## **5.10 Job Descriptions**

The Board of Trustees shall ensure that all officers, Board members, employees, and committee chairs receive job descriptions that accurately reflect their legal responsibilities and other requirements. All such job descriptions shall also be made available to the nominating committee and to the congregation at large. Written copies of these descriptions shall be given to the officers and members of the Board upon their election.



## **Article 6: ELECTIONS**

### **6.1 Terms of Office**

The Board president and a vice president shall be elected annually and serve one (1) year terms. Any Board members-at-large shall also be elected annually and serve one (1) year terms. The treasurer, secretary, and spiritual director/religious education director shall be elected every other year, and each shall serve two (2) year terms.

A Board member whose term of office is one (1) year shall be eligible to serve no more than three (3) consecutive terms and a period of at least one (1) year off the Board shall have elapsed before that member may be appointed or elected to a new Board term of office. A Board member whose term of office is two (2) years shall be eligible to serve no more than two (2) consecutive terms and a period of at least one (1) year off the Board shall have elapsed before that member may be appointed or elected to a new Board term of office.

It is the intent of these bylaws to prevent excessive Board turnover in any given year, and to set an election schedule that will be staggered. Accordingly, for the first Board election, the secretary and the spiritual director/religious education director will be elected for one (1) year terms. Because of this shortened first term, these two founding Board members **only** will be allowed to serve three (3) consecutive terms of office if they desire and are duly elected.

### **6.2 Vacancies**

Whenever a seat on the Board of Trustees becomes vacant, the Board shall appoint a Trustee to serve until the next annual meeting. Any Board member who misses three (3) consecutive regular meetings or any five (5) regular meetings in one program year shall be considered to have resigned, except under extenuating circumstances deemed by the Board not to be permanent.

### **6.3 Religious Education Committee**

The religious education committee members shall be appointed by the Board. This committee shall have an odd number of members.

### **6.4 Nominations Committee**

The nominating committee shall consist of three members who shall be appointed by the Board of Trustees.

### **6.5 Elections**

Any active voting member of the congregation may submit names of suitable candidates, including a self nomination, in writing to the nominating committee, which must acknowledge receipt of each nomination and place the name of each nominee on the ballot, subject to the consent of the nominee concerned. Nominations from the floor at the annual meeting shall be accepted, provided the nominee indicates his or her willingness

to accept nomination. The nominee receiving the largest number of votes cast for that position shall be declared elected.

## **Article 7: COMMITTEES**

### **7.1 Required Meetings**

The Religious Education Committee and all standing committees will meet at least five (5) times a year and shall keep minutes of all meetings. The committees shall file a report to the Annual Meeting of the congregation in October.

### **7.2 Religious Education Committee**

The purposes of the Religious Education Committee shall be: (a) to develop a philosophy of religious education; (b) to implement a program of lifespan religious education; and (c) to assure the continuity and development of the religious education program. The religious education director (or spiritual director/religious education director) shall serve as the chairperson of the Religious Education Committee and shall act as liaison to the Board of Trustees.

### **7.3 Nominations Committee**

The Nominations Committee shall be responsible for nominating, from among the active members of the congregation, the required number of persons for vacancies on the Board of Trustees.

### **7.4 Other Committees**

The Board of Trustees, upon recommendation of the president of the Board of Trustees, minister, or members of the congregation, may approve by majority vote the formation of other, ancillary committees deemed necessary for the conduct of the programs of the Church. Such committees may include: personnel, social, hospitality, publicity, denominational affairs, long-range planning, social responsibility, and any others as may become appropriate. Similarly, by majority vote, the Board of Trustees may abolish or consolidate any ancillary committee when and if its functions may no longer be required for the conduct of the programs of the Church.

## **Article 8: MINISTRY**

### **8.1 Procedure for Calling a Minister**

When the congregation's growth first enables the calling of a minister, or in the case of a ministerial vacancy, a special meeting of the congregation shall be called to determine a course of action. If it is decided to seek a minister, a search committee consisting of not fewer than five (5), nor more than seven (7) members, shall be elected at a special meeting of the congregation. At least two (2) members of the Board shall be members of the search committee, who will function as a liaison to the Board, reporting the committee's progress through the search process. Alternates may be elected. Any candidate for minister of this Church must be in fellowship with the Unitarian

Universalist Association. When a minister is to be called, the search committee, working with the Department of Congregational Services of the Unitarian Universalist Association, shall coordinate arrangements and negotiations with the Board of Trustees. A special meeting of the membership of the Church shall be called for the purpose deciding whether the search committee's proposed candidate is to be called. A 90% majority of those present and voting shall be required to call a minister.

## **8.2 Term**

The minister shall be called to serve for an indefinite period of time. Should the minister resign, he or she shall give at least ninety (90) days notice of intent to leave.

## **8.3 Dismissal**

Unless the minister voluntarily retires or resigns, the minister shall not be dismissed except by the approval of a majority vote of the active members of the church present at any meeting legally called for the purpose; quorum for such a meeting to be constituted by forty percent (40%) of the voting members. Should the minister be dismissed by the congregation, the minister shall continue to receive his or her regular salary for at least ninety (90) days from dismissal.

## **8.4 Duties**

The minister shall be responsible for the conduct of worship within the Church, and for the Church's spiritual interests and affairs. The minister shall have freedom of the pulpit, as well as freedom to express his or her opinion outside of the pulpit, as long as it is represented as such, and not as the opinion of the membership. The minister shall conduct a ministry in accordance with the Guidelines and the Professional Code of Practice of the Unitarian Universalist Ministers' Association. The minister shall be a non-voting member of the Board of Trustees, the standing committees, and any other committees active in the Church.

## **8.5 Committee on Ministry**

When a minister is called, the Board of Trustees shall ensure the existence and meeting of the committee on ministry. Appointment of the committee on ministry and its operation shall be in accordance these bylaws, with the Congregational Handbook, and with the Guidelines of the Unitarian Universalist Ministers' Association.

## **Article 9: GENERAL**

### **9.1 Endowment Fund**

The Board of Trustees shall form an Endowment Fund Committee, when necessary, in order to manage any endowments or bequests that may accrue to the Church, in accordance with applicable laws and the stated intent of the endowments or bequests. The number of committee members shall be three (3), with the treasurer participating as a non-voting member.

## **9.2 Bylaws Changes**

Bylaws may be amended at any regular or special meeting of the Church by a two-thirds (2/3) vote of the members present. A notice of the proposed bylaws change(s) and the time and date of the meeting at which the proposed bylaws change will be considered for adoption shall be given from the pulpit for two (2) consecutive regularly scheduled Sunday worship services immediately preceding the meeting and by written notice, mailed or e-mailed, to all members of the Church at least one (1) month prior to the date of such meeting. The wording of the proposed change(s) shall be included in the written notice along with an indication of prior wording, if applicable.

## **Article 10: DISSOLUTION**

### **10.1 Vote to Dissolve**

Dissolution of this corporation requires a two-thirds (2/3) vote of active members present and voting. Notice of a meeting to decide upon dissolution must be given in writing no fewer than thirty (30) days prior to such meeting.

### **10.2 Merger**

Dissolution for the purpose of merger requires the same percentage vote as calling a minister.

### **10.3 Disposition of Assets**

Should this Church cease to function and the membership vote to disband, all assets of the Church will be transferred to a 501(c)(3) tax exempt religious or charitable organization associated with the Unitarian Universalist Association, or to any of its member congregations, or affiliated institutions, as determined by vote of the active membership. Any such transfer shall be made in full compliance with whatever laws are applicable.

## **Article 11: ADOPTION OF BYLAWS**

### **11.1 Adoption of Bylaws**

These bylaws were adopted on October 15, 2006 by a two-thirds (2/3) majority at a special meeting of the signatories in the membership book of the Unitarian Universalist Society of the High Desert. A quorum consisting of at least forty percent (40%) of the signatories in the membership book was present. These bylaws were amended October 5, 2008 by a 2/3 majority of the membership present at the regular annual meeting.

In witness whereof, we set our hands, October 5, 2008:

*Bylaws of the Unitarian Universalist Society of the High Desert*

_____	Ross T. Quinn, M. D., President
_____	Janet Flecher, Vice President
_____	Jack Mott Cartwright, Treasurer
_____	Pat Dorobiala, Secretary