

**UNITARIAN UNIVERSALIST
CHURCH OF THE DESERT
BY-LAWS**

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*Initially Capitalized Terms Shall have the Meanings Set Forth Herein:
The Glossary of Which is Set Forth in Article XI*

ARTICLE I NAME

The name of this religious organization is the Unitarian Universalist Church of the Desert (“UUCOD” or “Church”).

ARTICLE II PURPOSE

The purpose of the UUCOD is to organize as a religious community, to assist and support one another in each person’s spiritual journey, to gain strength from the community in working together to realize goals and fulfill principles, dedicated to these beliefs:

- The inherent worth and dignity of every person;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregations;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within our congregations 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.

"UUCOD is committed to providing programs and bearing active witness to the importance of these beliefs."

ARTICLE III DENOMINATIONAL AFFILIATION

The UUCOD shall be a member of the Unitarian Universalist Association of Congregations (“UUA”), the Unitarian Universalist Pacific Southwest District (“UUPSWD”) and the Unitarian Universalist Pacific Western Region (“UUPWR”). The UUCOD subscribes to their constitutions and by-laws, but reaffirms the independence and autonomy of local churches and fellowships, both as to individual freedom of belief and congregational freedom of decision and action.

It is the intention of the UUCOD to make annual financial contributions equal to its full fair share as reasonably determined by the UUA , UUPSWD and UUPWR.

ARTICLE IV EQUALITY

The UUCOD affirms and promotes the full participation of persons in all our activities and endeavors including membership, program participation, hiring practices, and the calling of

religious professionals and members, without regard to: creed, faith, race, color, national origin, physical or mental challenge, affectional or sexual orientation, transgendered status, age, political affiliation, immigration status, military or veteran's status. The Church will continue follow federal employment law.

ARTICLE V UUCOD MEMBERSHIP

A. Member. Any person may become a member of the Church ("Member") by:

- Demonstrating sympathy with its purposes and programs;
- Being a prior UU, or participation in formal orientation, or informal orientation with the Minister; and
- Signing the UUCOD membership book.

Ministers are Members of the Church.

Members are expected and required to contribute responsibly as they are able, to sustain the annual operating budget and any capital campaigns. Members who would suffer financial hardship by fulfilling the annual contribution requirement may receive a waiver from the Minister or the President.

An annual financial contribution can be fulfilled in a number of ways. The primary way is a monetary commitment during the annual pledge drive. Other ways would include performing in-kind services to the church, donating weekly during the offering or actively assisting in the maintenance of the church.

B. Voting Member. Any Member shall automatically be a voting member of the Church, entitled to vote on all matters voted upon by the Congregation (a "Voting Member"), 60 days after having signed the membership book, unless such Member is no longer in good standing with the Church. If a new member, the 60-day waiting period will be waived if such member was a member in good standing at another UU church. Any Member who is designated as an Inactive Member, as hereinafter defined in Article V.C, shall not be a Voting Member.

C. Inactive Member. Any Member who has not participated in Church services or programs and who has not made a recorded financial contribution to the Church, as described above during the preceding Fiscal Year, may be designated an Inactive Member thirty (30) days following personal contact and or consultation, the emailing or mailing of a notice of intention to designate such person an Inactive Member, without response from such person requesting that such designation not occur. The Inactive Member's status shall be designated within church records as the administrator and Membership Committee Chair deem convenient.

- D. Termination of Membership Status. A Member shall have their membership status terminated, and, concurrently their status as a Voting Member, if they are one, upon the occurrence of any of the following conditions:
- request by such person to the Secretary that such person wishes to resign from the Church;
 - the death of the Member;
 - such person being designated an Inactive Member for a full Fiscal Year; or
 - a 2/3 vote of the Board of Directors that such person has engaged in conduct that the Board of Directors believes, acting in good faith, threaten the well being and ongoing purposes and operations of the UUCOD, or causes the UUA, UUPSWD, UUPWR or UUCOD to be subject to public ridicule for reasons other than the principles and beliefs of such organizations.
- E. Dual Membership. Members who are members of more than one UUA church, society or fellowship, shall elect which such church, society or fellowship will report their membership to the UUA.
- F. Non Discrimination. No test of faith, of race, of color, of national origin, of gender, of physical or mental challenge, of sexual orientation, of transgendered status, of age, of political affiliation, or of class, or other similar test, shall be imposed as a condition of becoming a Member.

ARTICLE VI. THE CONGREGATION

The Congregation of the Church consists of all of the Members, and to the fullest extent permitted by California law, it is the ultimate authority for all matters pertaining to the Church.

The Congregation, at duly held and noticed meetings, given in accordance with the provisions of Article VI.I, has the ultimate authority with respect to the following matters:

- Election of the Board of Directors, and its officers, as more specifically set forth in Article VII.B.
- Election of members of the Settled Minister Selection Committee, as more specifically set forth in Article VIII.D.
Approval of the Settled Minister Selection Committee's nominee of the Settled Minister, as more specifically set forth in Article VI.C.
- Dismissal of the Settled Minister, as more specifically set forth in Article VI.D.
- Approval of amendments or revisions to the By-Laws, as more specifically set forth in Article VI.E.
- Approval of the Annual Budget.
- Such other matters as it shall consider.

- A. Annual Business Meeting. The annual business meeting of the UUCOD shall be held in the spring at the UUCOD, located at 72-425 Via Vail, Rancho Mirage, CA 92270, or such other place as the Board of Directors shall designate, at such time as so properly noticed (the “Annual Meeting”), in accordance with the provisions of Article VI.I. The Annual Meeting shall be open to the public; however attendees who are not Members of the Congregation may participate in the Annual Meeting only at the pleasure of the Presiding Officer, as defined immediately below, and may be asked to leave by the Presiding Officer if such attendee’s conduct is deleterious to the conduct of the Annual Meeting business.

The President shall preside at the Annual Meeting, or if unavailable, the First Vice President, or if unavailable, the Second Vice President or if unavailable, any Director so designated by the Board of Directors (the “Presiding Officer”). The Presiding Officer shall endeavor to allow the broadest possible discussion of matters under discussion, balanced by the need to transact the items of business to be conducted in a timely manner. In the event of dispute concerning the Presiding Officer’s handling of the Annual Meeting, Robert’s Rules of Order shall be utilized to further the conduct of the Annual Meeting.

The agenda of the Annual Meeting shall include, but not be limited to, the following:

- Any objections to the Notice or convening of the Annual Meeting to conduct its business
- Recognition of accomplishments of the UUCOD, during the past year, presented by the Presiding Officer
- A “state of the Church” report, presented by the Minister, assessing the Church’s performance in meeting the past year’s objectives as previously articulated by the Minister, and setting forth objectives for the coming year
- Reports of such Committees on their activities during the past year as the Board requests
- Election of the Board of Directors, taking into consideration the recommendations of the Nominating Committee, as hereinafter set forth in Article VII.B. below.
- Election of the members of the Nominating Committee, as hereinafter set forth in Article VIII.C. below.
- Approval of the Annual Budget.
- Such other agenda items and business as the Board of Directors, duly noticed, as set forth in Article VI.I. below, may so designate.

Notice of the Annual Meeting shall be sent to all Members, and shall list all agenda items for consideration, in accordance with the notice provisions set forth in Article VI.I. below.

The quorum necessary for conducting business at the Annual Meeting shall be as set forth in Article VI.F. below, and shall include for purposes of such quorum count, Absentee Forms received by the UUCOD, in accordance with Article VI.H below. All items for consideration at the Annual Meeting shall be approved as set forth in Article VI.G. below.

B. Special Business Meetings. (“Special Business Meetings”) may be called from time to time in accordance with the following:

- a majority vote of the Board of Directors; or
- a written directive of twenty percent of the Voting Members.

The agenda items to be considered shall be strictly limited to the matters articulated in soliciting such a meeting, and Notice of such strictly limited items shall be as sent as set forth in accordance with the Notice provisions set forth in Article VI.I. below.

Special Business Meetings shall be open to the public; however attendees who are not Members of the Congregation may participate in the Special Business Meeting only at the pleasure of the Presiding Officer, and may be asked to leave by the Presiding Officer if such attendee’s conduct is deleterious to the conduct of the Special Business Meeting business.

A Presiding Officer shall preside at any Special Business Meeting. The Presiding Officer shall endeavor to allow the broadest possible discussion of matters under consideration, balanced by the need to transact the items of business to be conducted in a timely manner. In the event of dispute concerning the Presiding Officer’s handling of a Special Business Meeting, Robert’s Rules of Order shall be utilized to further the conduct of the Special Business Meeting.

The quorum necessary for conducting business at any Special Annual Business Meeting shall be as set forth in Article VI.F. below, and shall include for purposes of such quorum count, Absentee Forms received by the UUCOD, in accordance with Article VI.H below. All items for consideration at any Special Business Meeting shall be approved as set forth in Article VI.G. below.

C. Settled Minister Appointment Meeting. The appointment of a Settled Minister for the UUCOD shall occur at a special meeting of the Congregation duly called and Noticed (a “Settled Minister Appointment Meeting”) in accordance with the provisions of Article VI.I. below.

The Settled Minister Appointment Meeting shall have as its sole item of business, the selection and appointment of a Settled Minister for the UUCOD. The only vote permitted to be taken at a Settled Minister Appointment Meeting is on the approval of the sole candidate proposed by the Settled Minister Selection Committee, as hereinafter set forth in Article VIII.D. hereof. No additional candidates may be considered for selection and appointment at a Settled Minister Appointment Meeting.

Settled Minister Appointment Meetings shall be open to Members only; however Members who are not Voting Members of the Congregation may participate in the Settled Minister Appointment Meeting only at the pleasure of the Presiding Officer, and may be asked to leave by the Presiding Officer if such attendee’s conduct is deleterious to the conduct of the Settled Minister Appointment Meeting business.

A Presiding Officer shall preside at any Settled Minister Appointment Meeting. The Presiding Officer shall endeavor to allow the broadest possible discussion of matters under consideration, balanced by the need to transact the items of business to be conducted in a timely manner. In the event of dispute concerning the Presiding Officer's handling of a Settled Minister Appointment Meeting, Robert's Rules of Order shall be utilized to further the conduct of the Minister Appointment Meeting.

The quorum necessary for conducting business at any Settled Minister Appointment Meeting shall be as set forth in Article VI.F. below. The resolution for the appointment of a Settled Minister shall be approved as set forth in Article VI.G. below.

- D. Settled Minister Dismissal Meetings. Should the Board of Directors propose that a Settled Minister be dismissed, in accordance with the provisions set forth in Article IX.D. below, they shall call a special meeting of the Congregation duly called and Noticed (a "Settled Minister Dismissal Meeting") in accordance with the provisions of Article VI.I below. The only vote permitted to be taken at a Settled Minister Dismissal Meeting is on the resolution to dismiss a Settled Minister of the UUCOD. A Settled Minister can only be dismissed upon the proposal by the Board of Directors, and approved for dismissal at the Settled Minister Dismissal Meeting.

Only Voting Members of the Congregation may attend a Settled Minister Dismissal Meeting, and such meetings shall be closed to all persons who otherwise might wish to attend.

A Presiding Officer shall preside at any Settled Minister Dismissal Meeting. The Presiding Officer shall endeavor to allow the broadest possible discussion of matters under consideration, balanced by the need to transact the item of business to be conducted in a timely manner. In the event of dispute concerning the Presiding Officer's handling of a Settled Minister Dismissal Meeting, Robert's Rules of Order shall be utilized to further the conduct of the Settled Minister Dismissal Meeting.

The quorum necessary for conducting business at any Settled Minister Dismissal Meeting shall be as set forth in Article VI.F. below. The resolution for the dismissal of a Settled Minister shall be approved as set forth in Article VI.G. below.

- E. Articles and/or By-Laws Revision Meeting. Should the Board of Directors propose that an amendment or revision be made to the Articles or By Laws they shall call a special meeting of the Congregation, duly called and Noticed (an "Articles and/or By-Laws Revision Meeting") in accordance with the provisions of Article VI.I below. The only vote permitted to be taken at an Articles and/or By-Laws Revision Meeting is on amendments or revisions to the By-Laws proposed by the Board of Directors

Articles and/or By-Laws Revision Meetings shall be open to the public; however attendees who are not Members may participate in the Articles and/or By-Laws Revision Meeting only at the pleasure of the Presiding Officer, and may be asked to leave by the Presiding

Officer if such attendee's conduct is deleterious to the conduct of the Articles and/or By-Laws Revision Meeting business.

A Presiding Officer shall preside at any Articles and/or By-Laws Revision Meeting. The Presiding Officer shall endeavor to allow the broadest possible discussion of matters under consideration, balanced by the need to transact the item of business to be conducted in a timely manner. In the event of dispute concerning the Presiding Officer's handling of an Articles and/or By-Laws Revision Meeting, Robert's Rules of Order shall be utilized to further the conduct of the Articles and/or By-Laws Revision Meeting.

The quorum necessary for conducting business at any Articles and/or By-Laws Revision Meeting shall be as set forth in Article VI.F. below. The resolution for approval of the revised By-Laws shall be approved as set forth in Article V.G. below.

F. Quorum With Respect to UUCOD Meetings.

Annual Meeting. The Quorum necessary to transact business at the Annual Meeting is Twenty-Five Percent (25%) of the Voting Members. If a Quorum is present at the commencement of the Annual Meeting, it may continue to transact business thereafter, without regard to the numbers of Voting Members present.

Special Business Meeting. The Quorum necessary to transact business at a Special Business Meeting is Twenty-Five Percent (25%) of the Voting Members. If a Quorum is present at the commencement of a Special Business Meeting, it may continue to transact business thereafter, without regard to the numbers of Voting Members present physically.

Settled Minister Appointment Meeting. The Quorum necessary to transact business at a Settled Minister Appointment Meeting is Fifty Percent (50%) of the Voting Members. If a Quorum is present at the commencement of a Settled Minister Appointment Meeting, it may continue to transact business thereafter, without regard to the numbers of Voting Members present, physically.

Settled Minister Dismissal Meeting. The Quorum necessary to transact business at a Settled Minister Dismissal Meeting is Fifty Percent (50%) of the Voting Members. If a Quorum is present at the commencement of a Settled Minister Dismissal Meeting, it may continue to transact business thereafter, without regard to the numbers of Voting Members present., physically

Articles and/or By-Laws Revision Meeting. The Quorum necessary to transact business at an Articles and/or By-Laws Revision Meeting is Twenty-Five Percent (25%) of the Voting Members. If a Quorum is present at the commencement of an Articles and/or By-Laws Revision Meeting, it may continue to transact business thereafter, without regard to the numbers of persons present, physically.

- G. Votes Necessary to Approve an Item Under Consideration. Votes at any meeting of the Church may be taken by acclamation. However, should any three (3) Voting Members so request, an actual vote tally shall be taken and recorded in the minutes of such meeting.

Annual Meeting. A simple majority of those votes cast by Voting Members either in person or by Absentee Form, at an Annual Meeting, shall be sufficient to either approve or disapprove matters submitted for determination by vote.

Special Business Meeting. A simple majority of those votes cast by Voting Members either in person or by Absentee Form, at a Special Business Meeting, shall be sufficient to either approve or disapprove matters submitted for determination by vote.

Settled Minister Appointment Meeting. A Ninety Percent (90%) affirmative vote of those votes cast by Voting Members either in person or by Absentee Form, at a Settled Minister Appointment Meeting, shall be sufficient to call a Settled Minister to the UUCOD.

Settled Minister Dismissal Meeting. An Eighty Percent (80%) vote in favor of dismissal of those votes cast by Voting Members either in person or by Absentee Form, at a Settled Minister Dismissal Meeting, shall be sufficient to dismiss a Settled Minister.

Articles and/or By-Laws Revision Meeting. A simple majority of those votes cast by Voting Members either in person or by Absentee Form, at a By-Laws Revision Meeting, shall be sufficient to approve or disapprove proposed amendments or revisions to the By-Laws submitted for determination by vote.

- H. Absentee Voting: Absentee ballots shall be allowed for those members of the congregation who request them verbally, by mail or by email to the Secretary of the Board of Directors. The completed absentee ballot must be submitted in person to the Secretary, or a member of the Board of Directors of the church or mailed to the UUCOD postal box in a sealed envelope on or before the Sunday prior to the congregational meeting at which the matter(s) on the ballot will be considered. If sent by U.S. mail, the absentee ballot must be postmarked on or before the Monday before said meeting. The Secretary of the Board and at least one other Board member will count absentee ballots. The resulting tally will be included in the total count for each matter under consideration. Members submitting an absentee ballot may abstain from voting on any one of the matters under consideration at the congregational meeting.

- I. Notices with Respect to all Meetings of the UUCOD. Notice of all meetings of the UUCOD shall be sent to the Congregation, in the following order of priority:

By email, sent to the email address provided by the Member; if no such email address is provided, then,

By mail, postage prepaid, addressed to the Member and deposited with the United States Postal Service.

Notices shall state the date, time, location, and matters to be considered at a UUCOD meeting (“Notice”).

Notice for all UUCOD meetings shall be deemed validly given if sent in accordance with the above at least fifteen (15) days preceding the date of the Noticed meeting.

- J. Attendance at UUCOD Meetings. A Member’s attendance at any of an Annual Meeting, Special Business Meeting, Settled Minister Appointment Meeting and/or Settled Minister Dismissal Meeting constitutes a waiver of Notice with respect to any such meeting(s), unless such a Member objects at the beginning of such a meeting(s) to the transaction of business because such person believes that the meeting was not properly Noticed or convened.

VII BOARD OF DIRECTORS

The Church shall be governed by a board of directors ("Board of Directors" or sometimes referred to simply as the "Board"). The activities and affairs of the UUCOD shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The board may delegate the management of the activities of the corporation to any person or persons provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board. It shall:

1. establish and maintain short/long range goals, procedures, and policies to govern the operating practices of the Church;
 2. have charge of the properties of the Church; and
 3. provide facilitation and liaison services as needed to Committees and Councils.
- A. Composition. The Board of Directors shall consist of seven voting members: the five Officers of the Board, and two at-large Directors. The Officers of the Board are the President, the 1st Vice President, the 2nd Vice President, the Secretary, and the Treasurer.
- B. Election; Term of Office. The Directors shall be elected by the Voting Members of the Congregation, upon the prior nomination of the Nominating Committee, or nomination from the floor, at the Annual Business Meeting. The 2nd Vice President, the Secretary, and one of the at-large Directors shall be elected to a two year term, or until their successors are elected, and such seats on the Board of Directors shall be voted upon in subsequent even-numbered years. The President, 1st Vice President, the Treasurer, and the other of the at-large Directors shall be elected to a two year term, or until their successors are elected, and such seats on the Board of Directors shall be voted upon in subsequent odd-numbered years.

No Director shall serve more than 2 consecutive terms for any office; but may upon concluding any second two year term, be elected to immediately begin serving a term as a different officer of the Board and Church or as an at-large Director.

- C. Qualifications of Directors. Only Voting Members of the Church who have been a Voting Member at least a year, and who have served actively on one Committee for at least a year, are eligible to be elected a Director.
- D. Duties of Directors. The Directors shall have the following duties and responsibilities:
1. The President: The President is the Presiding Officer of the Board and at Congregation meetings. The President shall have such other powers and duties as customary, as permitted by law, or as provided by action of the Board of Directors. The President shall collaborate with the minister to coordinate the administrative functions of the church and shall represent the Church on all appropriate occasions. Prior to being elected President, such person must have served as a Director for at least a full Fiscal Year.
 2. The 1st Vice President. The 1st vice president (“1st Vice President”) shall fulfill the duties of the President in such instances when the President is absent or unable to perform the duties of President. As such, the 1st Vice President is the Presiding Officer of the Board and at Congregation meetings when the President is absent. The 1st Vice President is the Presiding Officer of the Church Council. The 1st Vice President shall maintain a list of all Church and Board Committees, Activity Groups, etc. indicating the Chair or co-Chairs of each, as well as each member. The 1st Vice President shall have such other powers and duties as provided by action of the Board.
 3. The 2nd Vice President. The 2nd Vice President shall fulfill the duties of the 1st Vice President in such instances when the 1st Vice President is absent or unable to perform the duties of the 1st Vice President. As such the 2nd Vice President is the Presiding Officer of the Board and at Congregational Meetings when the President and 1st Vice President are absent. The 2nd Vice President shall coordinate efforts to strengthen the quality of belonging and connection within and between members of our community including chairing a Stewardship Committee and working with other committees to support their efforts to engage members and friends more fully in our church community. The 2nd Vice President shall have such other powers and duties as provided by action of the board.
 4. The Secretary. The secretary (“Secretary”) shall keep or cause to be kept:
 - a. a book of minutes of all meetings, proceedings and actions of the Board at Board meetings and the Congregation at Congregation Meetings; and

- b. a record of all Church Members and Church friends, showing each such person's name, e-mail address, address, phone number, and status in the Church.

The Secretary shall give, or cause to be duly given, notices for all Board meetings and all meetings of the Congregation. The Secretary shall have such other powers and duties as provided by action of the Board.

5. The Treasurer. The treasurer ("Treasurer") shall direct the handling of all funds and financial records of the Church. The Treasurer shall prepare or cause to be prepared the following:
 - a. monthly statements of financial position;
 - b. monthly revenue and expense statements;
 - c. monthly, a four month cash projection;
 - d. monthly, a summary report to the Board; and
 - e. such other reports or information as the Board may require.
6. At-Large Directors. The two at-large Directors shall have such powers and duties as provided by action of the Board.

- E. Meetings of Directors. The Board shall hold regular meetings monthly, on such days and times as the Board shall set from time to time. Special meetings of the Board may be called by a Presiding Officer, any two voting Directors, or the Secretary at the request of the Minister, upon the giving of notice at least 48 hours in advance of the scheduled date and time. Board meetings shall be open to the public; however attendees who are not members of the Congregation may attend a Board meeting only at the pleasure of the Presiding Officer, and may be asked to leave by the Presiding Officer if such attendee's conduct is deleterious to the conduct of the Board business. Board meetings may be conducted in person, by conference call, or votes may even be taken by e-mail polling, or such other means as the Board believes prudent under the circumstances.

When the Board meets in Executive Session only Directors and the Settled Minister, if any, shall attend such sessions, and such other persons as the Presiding Officer of the Board may invite. The forgoing notwithstanding, the Settled Minister shall not have a right to attend an Executive Session of the Board if the topic of discussion concerns the Settled Minister.

- F. Ordinary Powers of the Board. In addition to the powers of a board of directors under the California Non Profit Religious Corporation Law, as the same is in force from time to time, the Board shall additionally have the power:
 1. to hire and fire staff, including ministers other than the Settled Minister;

2. subject to the limitations set forth immediately below, to borrow money and & and/or mortgage assets;
3. to rescind any Member's membership in the Church, in the exercise of its judgment;
4. appoint the chairs of Standing Committees;
5. appoint Directors to serve as liaison between Standing Committees and the Board; and
6. create ad-hoc committees of the Board, or committees or ad hoc committees of the Church, or activity groups, or authorize an auxiliary group status.

The foregoing notwithstanding, the Board shall not have the power without the approval of the Congregation, to:

1. sell or otherwise dispose of any real property of the Church;
2. authorize aggregate expenditures in excess of (5%) of the total expenditures authorized by the budget for the Fiscal Year in question; or
3. incur indebtedness in excess of (5%) of the total expenditures authorized by the budget for the Fiscal Year in question.

G. Extraordinary Powers of the Board. In addition to all other powers enumerated herein, and permitted by law, the Board of Directors shall have the following additional powers:

1. appoint a successor Director upon the vacancy of such a position, the term of which shall be until a successor is elected by the Congregation;
2. appoint an interim Committee on Ministry, following the call of a settled Minister, the members of which must be members of the Settled Minister Selection Committee, the term of which shall expire upon the later to occur of the following:
 - a. six months; or
 - b. the commencement of the next fiscal year;
3. hire a replacement for a Settled Minister, upon the vacancy of such Settled Minister's position, until a Settled Minister is called.

H. Quorum for Director Actions. A majority of the voting Directors constitutes a quorum of the Board for the transaction of business. If a Quorum is present at the

commencement of a Board meeting, it may continue to transact business thereafter, without regard to the numbers of persons present thereafter.

- I. Removal of Directors. The Board may remove a Director from the Board upon the occurrence of any of the following circumstances: (1) such Director shall have missed three meetings in any Fiscal Year; (2) such Director has been convicted of a felony; (3) such Director has been adjudicated incompetent by a court of competent jurisdiction; or (4) such Director has engaged in conduct that the remaining Board of Directors believes, acting in good faith, threaten the well being and ongoing purposes and operations of the UUCOD, or causes the UUA, UUPSWD, UUPWR or UUCOD to be subject to public ridicule for reasons other than the principles and beliefs of such organizations.
- J. Resignation of Directors. Any director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No Director may resign where the Church would then be left without a duly elected Director.

VIII CHURCH COUNCIL, COMMITTEES, ACTIVITY & AUXILIARY GROUPS

To more effectively perform its work and organize its activities, the Board shall create and organize a Church Council, Committees, Activity Groups and Auxiliary Groups. As more completely set forth in Article X.G., such meetings are generally open to all Members, and the public. A simple majority of voting committee or council members shall be necessary to transact business. If a Quorum is present at the commencement of a meeting, it may continue to transact business thereafter, without regard to the numbers of persons present thereafter.

- A. Church Council. There shall be a Church Council which shall serve as a mechanism for sharing information about Church activities and programs, and coordinating activities within the Church. It shall have such other further responsibilities as the Board of Directors shall so direct.

The Church Council shall consist of the Directors, the Chairs of the Standing Committees, all other Church Committees which have been created by Board action, and all Leaders of Activity Groups. It shall meet at least twice a year and be presided over by the 1st Vice President, or, if unavailable, a Presiding Officer.

At the first meeting of the Church Council in each Fiscal Year, the Church Council shall establish a calendar of Church Events, listing all known recurring events to be held that Fiscal Year. The Church Council shall be responsible for updating the calendar from time to time to reflect Church Activities.

The Church Council shall additionally have the responsibility for overseeing committee work on fulfilling each Committee's goals and objectives, as established by the Board or each such Committee.

- B. Committee on Ministry. The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the Church. It serves to promote and facilitate the relationship between the Minister and the Congregation and its constituent entities, and shall receive, investigate, and respond to all matters affecting the Ministerial-Congregational relationship. The Committee on Ministry shall alert the Minister and/or the Board of Directors, as appropriate, of any concerns between the Minister and the Congregation, or its constituent organizational entities.

The Committee on Ministry shall work with the Minister in planning the Minister's Sabbatical and professional Development activities.

The Committee on Ministry shall consist of three members: 2 shall be appointed by the Minister and one appointed by the Board of Directors. Upon the creation of each Committee on Ministry (except the creation of the "interim" Committee on Ministry upon the calling of a new Settled Minister, as set forth below) the Minister shall designate which of his or her appointees shall serve the 3 year term and which shall serve the 1 year term. The appointee of the Board of Directors shall serve the 2 year term. Each member shall serve a staggered three Fiscal Year Term, with one member's term expiring every year. When vacancies occur, if the vacancy was a ministerial appointment, the Minister (or minister) shall appoint the replacement. If the vacancy was a Board of Director appointment, the Board shall appoint the replacement. Replacement Committee on Ministry members shall serve the balance of the unexpired term.

Upon the calling of a new Settled Minister, the Committee on Ministry shall be reconstituted, and composed of three voting members of the Settled Minister Selection Committee that recommended the Settled Minister, and appointed by the Board of Directors. The reconstituted Committee shall serve a term of office which shall expire upon the later to occur of (1) six months; or (2) the commencement of the next fiscal year. Thereafter, the Committee on Ministry shall be constituted in accordance with the provisions of the preceding paragraph.

The Committee on Ministry shall elect its own Chair, and shall meet quarterly, or more frequently in the sole discretion of the Committee on Ministry.

Committee on Ministry meetings are closed to all except Committee members and those invited to attend the meeting by either the Board, the Minister or the Committee. The Committee may meet with or without the presence of the Minister. All proceedings of the Committee on Ministry are confidential, and each Committee member shall sign a confidentiality agreement, in the form and substance prescribed by the Board.

Notwithstanding any other provision to the contrary, the Board does not have the power to alter in any respect the provisions of this Article VIII.B.

- C. Nominating Committee. The Nominating Committee is responsible for nominating to the Congregation candidates for election to the Board of Directors and to the Settled Minister Selection Committee. In furtherance of this responsibility, the Nominating Committee shall publish, solicit, and submit the names of all qualified candidates for vacant positions on the Board of Directors and the Settled Minister Selection Committee.

All members of the Nominating Committee shall be elected by the Voting Members of the Congregation, upon the prior nomination of the Board of Directors, or nomination from the floor, at the Annual Meeting. The Board of Directors may appoint a replacement Nominating Committee member to fill any vacancy that arises during a Fiscal Year, subject to the qualifications for office set forth below.

The Nominating Committee shall consist of three members. The immediate past president of the Congregation shall be a member of the Nominating Committee. A second member must have been a member of the Nominating Committee the previous Fiscal Year. A third member must have been a Voting Member at least a year, and have served actively on one Standing Committee for at least a year. No member of the Nominating Committee shall be a voting Director, nor the spouse, partner, or significant other of a Board member. No nominee of the Nominating Committee can be the spouse, partner or significant other of a Nominating Committee member.

Each member's term shall be one Fiscal Year; however, in practice, each member will serve 2 one-year terms, given the requirements set forth above.

- D. Settled Minister Selection Committee. The Settled Minister Selection Committee is responsible for recommending the sole Settled Minister candidate for consideration by the Congregation at a Settled Minister Appointment Meeting.

All members of the Settled Minister Selection Committee shall be elected by the Voting Members of the Congregation, upon the prior nomination of the Nominating Committee, or nomination from the floor, at a Settled Minister Appointment Meeting. The Board of Directors may appoint a replacement Settled Minister Selection Committee member to fill any vacancy that arises during the term of the Settled Minister Selection Committee, subject to the qualifications for office set forth below.

The Settled Minister Selection Committee shall consist of seven voting members, and two non-voting alternate members. All members of the Settled Minister Selection Committee, voting and non-voting, must have been a Voting Member of the congregation for at least a year, and have served actively on one Standing Committee for at least a year. All members of the Settled Minister Selection Committee shall sign a confidentiality agreement, in form and substance satisfactory to the Board of Directors.

The Settled Minister Selection Committee shall have the power to invite other Church Members to participate in the work of the Committee on a non-voting basis, provided,

however, that such additional non-voting members must first sign a confidentiality agreement substantially similar to that signed by the voting members of the Committee. Settled Minister Selection Committee meetings shall be closed to all persons not Committee members, except those invited to attend by the Settled Minister Selection Committee Chair.

Each member's term shall be for the term of the Committee. It shall be constituted prior to March 1, and shall serve until the earlier to occur of the appointment of the Settled Minister by the Congregation, or October 1 of the following calendar year.

Notwithstanding any other provision to the contrary, the Board does not have the power to alter in any respect the provisions of this Article VIII.D.

- E. Standing Committees. Standing Committees are those Church Committees that exist on a continuous basis. The Standing Committees are the Membership Committee, the Finance Committee, the Facilities and Furnishings Committee, and the Social Justice Committee. The Board may create additional Standing Committees from time to time, may alter the responsibilities of Standing Committees, or eliminate a Standing Committee altogether, to best meet the changing needs of the Church..

Each Standing Committee shall consist of at least five members. The Chair of each Standing Committee shall be appointed by the Board of Directors.

1. Membership Committee. The Membership Committee shall be responsible for welcoming visitors and potential new members. It shall conduct new member orientation programs. This committee shall maintain records of members and develop and distribute an annual directory of the church membership. It shall keep records of attendance at Sunday Services and provide the information needed to file annual reports with the UUA. This committee will assist in identifying members who are in need and provide that information to the minister or appropriate committee.
2. Finance Committee. The Finance Committee shall be responsible for the financial integrity of the Church, and all Church financial matters. It shall ensure that there is adequate insurance coverage for Church assets, and potential Church liabilities and losses. It shall oversee investments of Church Assets, and, in the event of a separate endowment committee, shall work with the endowment committee to ensure safe, responsible investments of church assets.
3. Facilities and Furnishings Committee. The Facilities and Furnishings Committee shall be responsible for the maintenance of the buildings and grounds of the Church, and the furnishings and decorations located within and without the building. It shall have the power to contract with third parties for maintenance and repair of the building, in accordance with its budget and the policies and directives of the Board of Directors.

4. Social Justice Committee. The Social Justice Committee shall be responsible for identifying issues of social concern, locally and internationally, and identify or create programs to address those concerns. It shall, from time to time, prepare position statements addressing issues of concern to the Church, and, with the prior approval of the Board of Directors, issue the same in the name of the Church.

- F. Committees of the Staff. The committees of the staff are responsible for the spiritual and pastoral care of the congregation and the work of the staff and shall be led by the minister. The minister shall report the work of these committees to the Board, and where appropriate, to the congregation.
 1. Worship Committee. Working closely with the Minister and the Music Director, the Worship Committee shall be responsible for assisting the Minister in the planning of the Sunday services, and any other liturgical celebrations. It shall coordinate guest speakers when the Minister is not preaching at a service.
 2. Pastoral Care Committee: Working closely with the minister and the Membership Committee, the Pastoral Care Committee shall be responsible for identifying and supporting those Members who are in need of physical or emotional support. The Pastoral Care Committee will insure that the privacy wishes of the person needing support or help is maintained.
 3. Personnel Advisory Committee: The Personnel Advisory Committee shall consist of the President of the Board of Directors, the Minister and a Church Member who shall be appointed by the Board of Directors. The Church Member appointee shall be a person who has been a member of the congregation for at least one year and has personnel experience. The Personnel Advisory Committee shall recommend to the board, for employees other than the Minister, setting or changes in salaries, oversees annual reviews of church employees, and will insure compliance with Federal and California Labor laws and policies of the UUA as well as UUCOD,

- G. Other Committees. In addition to the committees specified herein, the Board may establish such other committees of the Church, as well as ad-hoc committees of the Board, as required. The motion to establish such a committee shall specify the purpose of the work of the committee, and the Board shall define the committee's powers and responsibilities. Except with respect to the Committee on Ministry, the Nominating Committee, and the Settled Minister Selection Committee, the Board may alter the responsibilities of committees, or eliminate a committee altogether, to best meet the changing needs of the Church.

- H. Activity Groups. In addition to committees and councils, the Board may organize activity groups to engage in one time or recurring projects. The powers and responsibilities of such groups will be established by the Board, and the Board may alter such powers and responsibilities, or eliminate an Activity Group altogether, to best meet the changing needs of the Church.

- I. Auxiliary Organizations. Upon application to and approval by the Board of Directors, a group or organization which does not wish to function as a committee of the Church or Church Activity Group may become an auxiliary organization, sponsored by, but not funded by, the Church. The foregoing notwithstanding, the Board of Directors may allow Auxiliary Organizations to use Church property, to use the Church name, and provide some non-continuous funding for special needs.

The application for Auxiliary Organization status may be approved by the Board of Directors if, among other things, it shows that the purposes, principles, and activities of the group will be consistent with Church principles and purposes, and not contravene the spirit or letter of the Church Articles and By-Laws. The majority of officers of the Auxiliary Organization must be Voting Members of the Congregation.

The Board may revoke Auxiliary Organization status, in its sole discretion, at any time and insist that such organization cease using the name of the UUCOD in any form.

IX THE MINISTER(S)

The Minister is the religious and spiritual leader of the church. The Minister shall have freedom of pulpit, and shall be free at all times to express his or her opinion on any subject, both in and out of the pulpit. The minister shall collaborate with the President to coordinate the administrative functions of the church and shall represent the Church on all appropriate occasions. The Minister is employed under written contract, which states the duties, compensation, benefits, and other conditions of employment. The Settled Minister shall have the right to attend Executive Sessions of the Board of Directors as more fully set forth in Article VII.E., and subject to the limitations contained therein.

- A. Qualifications. The Minister shall be in fellowship with the UUA, or be an applicant for such accreditation.
- B. Responsibilities. In addition to the responsibilities of the Minister as set forth in the written employment agreement, and such other duties and responsibilities as required from time to time by the Board of Directors, the Minister is responsible for: (1) the Sunday Service, with the assistance of the Worship Committee; (2) assisting in development and implementation of the religious education programs of the Church; (3) ministerial care, visitation, and counseling, (4) performing marriages, commitment ceremonies and unions; (5) funeral and memorial services; (6) dedications; (7) such other religious services and observations as he or she may deem advisable; (8) his or her active engagement and participation in the denomination, the Church and its activities, and the community at large.
- C. Calling or Selection. A Settled Minister shall be called in accordance with the provisions of Articles VI.C. & VIII.D. herein. Assistant Ministers, Consulting Ministers, Contract Ministers, Interim Ministers, or other ministers may be hired by the Board of Directors without the necessity of Congregation action.

- D. Minister Dismissals. A Settled Minister may be dismissed by the Congregation in accordance with the provisions of Articles VI.D. Assistant Ministers, Consulting Ministers, Contract Ministers, Interim Ministers or other ministers may be dismissed by the Board of Directors, without the necessity of Congregation action.

In the event of a Settled Minister's dismissal, his or her salary and benefits (excluding professional and out of pocket expenses) shall be continued for three months after the date of dismissal.

Should a minister resign, he or she shall give a minimum of 3 months notice, although the Board of Directors may allow a shorter time period.

X MISCELLANEOUS PROVISIONS

- A. Amendments. The Articles of Incorporation of this Church, and these By-Laws, may be amended to the extent permitted by law at a duly noticed Articles and/or By-Laws Revision Meeting of the Congregation.
- B. Real Property. The Church Building(s) and the land upon which they stand shall not be purchased, sold, conveyed, encumbered, or made subject to any lien; and no Church building shall be erected by the Church unless such purchase, sale, conveyance, encumbrance or building shall first be authorized by a vote of two-thirds of the Board of Directors, and three-fourths of the Voting Members in attendance at a Special Business Meeting, duly called and noticed.
- C. Indemnification. The Church shall indemnify any person who is or was an employee, agent, representative, member of the Board of Directors, member of any Committee or Church Activity Group, or volunteer against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in any act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this Article X.C. shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of Members, or otherwise.
- D. Bonding and E&O Insurance. The President, Treasurer, Finance Committee Chair, and any other person having access to and authority over Church funds and assets shall be bonded at the expense of the Church in an amount determined by the Board of Directors. The Board of Directors shall obtain and keep in force Errors and Omissions insurance, the form and amounts of which are determined by the Board of Directors.
- E. Protection of Tax Exempt Status. Neither the Church, the Board, any Church Committee, any Church Activity, nor any officer or employee of the Church shall take any action or

allow any activity or use of Church property which shall endanger the tax-exempt status of the Church or its property.

- F. Restrictions on Political Endorsements. The Church, its Board of Directors, the Church Council, Church Committees, Church Activity Groups, and Church Auxiliary Organizations are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the Church, its Board of Directors, the Church Council, Church Committees, Church Activity Groups, and Church Auxiliary Organizations in favor of or in opposition to any candidate for public office clearly violate the prohibition contained herein.
- G. Open Meeting and Services. Except as expressly noted otherwise herein, Church meetings, services and activities are open to all; provided, however, that should a Presiding Officer or Director believe that a participant's conduct is deleterious to the conduct of the Church function, such person may be asked, or with the assistance of appropriate law enforcement personnel, forcibly removed from any or all Church meetings, services or activities, or grounds.
- H. Social Responsibility. UUCOD shall endeavor to follow Unitarian Universalist Association guidelines with respect to expenditures and investments of Church funds with companies that embrace and reflect UU principles. The provisions of this Article X.H. do not require that the Board investigate every vendor or firm with which UUCOD does business. Rather it requires the Board to act in good faith in regularly examining Church practices with respect to those with whom it engages in business activities to ensure that UUCOD stands committed to these principles, and expects those with whom it engages in business relationships to do likewise.
- I. Dedication of Assets and Dissolution. The Church's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties or assets of the Church, on dissolution or otherwise, shall serve to the benefit of any private person or individual, not to any Director or Officer of the Church. On liquidation or dissolution, all properties of the Church shall be conveyed to the Unitarian Universalist Association, or to its legal successor, or to any Unitarian Universalist related organization and the Board of Directors shall perform all actions necessary to effectuate such conveyance.
- J. Fiscal Year. The Fiscal Year of the Church is from July 1 through June 30.
- K. Interpretation. These By-Laws shall be liberally interpreted in order to accomplish their basic intent, which is the efficient operation and management of the Church in order to accomplish its purposes.

ARTICLE XI. GLOSSARY OF DEFINED TERMS

Annual Meeting: has the meaning set forth in Article VI.A, and is first referenced therein.

Articles and/or By-Laws Revision Meeting: has the meaning set forth in Article VI.E., and is first referenced therein.

Board: is sometimes simply used in place of the term “Board of Directors.”

Board of Directors: has the meaning set forth in Article VII, and is first referenced in Article V.D.

By-Laws: means these By-Laws of the Unitarian Universalist Church of the Desert, as the same shall be amended or revised in accordance with the provisions of Article VI.E, and is first referenced in Article VI.

Church: means the Unitarian Universalist Church of the Desert, first referenced in Article I.

Congregation: has the meaning set forth in Article VI, and is first referenced in Article V.B.

1st Vice President: means the First Vice President of the Board of Directors, as defined in Article VII.D.2. The 1st Vice President is also the 1st Vice President of the UUCOD. The term 1st Vice President is first referenced in Article VI.A.

Inactive Member: has the meaning set forth in Article V.C, and is first referenced therein.

Member: has the meaning set forth in Article V.A, and is first referenced therein.

Minister(s): means the Settled Minister, and if there is no Settled Minister, any Assistant Ministers, Consulting Ministers, Contract Ministers, Interim Ministers, or such other ministers as the Church shall hire from time to time, and is first referenced in Article V.A.

Notice: has the meaning set forth in Article VII.I, and is first referenced in Article VI.A.

Presiding Officer: means, (i) with respect to the Annual Meeting, the definition as set forth in Article VI.A; (ii) with respect to a Special Business Meeting, a Settled Minister Appointment Meeting, a Settled Minister Dismissal Meeting, or a Articles and/or By-Laws Revision Meeting, the then President, or if unavailable, the 1st Vice President, or if unavailable, any Director so designated by the Board of Directors; and (iii) with respect to a Church Council Meeting, the 1st Vice president, or if unavailable, the 2nd Vice President, or if unavailable, any Director so designated by the Board of Directors. Presiding Officer is first referenced in Article VI.A.

President: means the President of the Board of Directors, as defined in Article VII.D. (1), and is first referenced in Article V.A. The President is also the President of the Church.

Absentee Form(s): has the meaning set forth in Article VI.A, and is first referenced therein.

Quorum: means the number of persons necessary to be present, in order for a committee or body of the UUCOD to validly transaction business. It is defined by a percentage, the numerator of which is the number of persons present, physically; the denominator of which is the total eligible number of persons constituting such committee or body of the UUCOD. The percentages necessary for a quorum are as set forth in Article VI .F. (with respect to quorums for meetings of the Congregation), in Article VII.H (with respect to the Board of Directors), and in Article VIII (with respect to committees of the Church), and is first referenced in Article VI.A.

2nd Vice President: means the Second Vice President of the Board of Directors, as defined in Article VII.D.3. The 2nd Vice President is also the 2nd Vice President of the UUCOD. The term 2nd Vice President is first referenced in Article VII.A.

Secretary: means the Secretary of the Board of Directors, as defined in Article VII.D.4. The Secretary is also the Secretary of the UUCOD. The term Secretary is first referenced in Article V.D.

Settled Minister Appointment Meeting: has the meaning set forth in Article VI.C, and is first referenced therein.

Settled Minister Dismissal Meeting: has the meaning set forth in Article VI.D, and is first referenced therein.

Special Business Meeting: has the meaning set forth in Article VI.B, and is first referenced therein.

Treasurer: means the Treasurer of the Board of Directors, as defined in Article VII.D.5. The Treasurer is also the Treasurer of the UUCOD. The term Treasurer is first referenced in Article VII.A.

UUA: means Unitarian Universalist Association of Congregations, first referenced in first referenced in Article III.

UUCOD: means Unitarian Universalist Church of the Desert, first referenced in Article I.

UUPSXD: means Unitarian Universalist Pacific Southwest District, first referenced in Article III

UUPWR: means Unitarian Universalist Pacific Western Region, first referenced in Article III

Voting Member: has the meaning set forth in Article V.B, and is first referenced therein.

First Amendment: Approved April 13, 2014
Second Amendment: Approved May 1, 2016