

**CONSTITUTION**  
**SOUTHWESTERN UNITARIAN UNIVERSALIST CONFERENCE**

**ARTICLE I - NAME & PURPOSE**

**Section 1.1 Name:** The name of this organization shall be THE SOUTHWESTERN UNITARIAN UNIVERSALIST CONFERENCE (SWUUC). SWUUC is a district of the Unitarian Universalist Association of Congregations (UUA).

**Section 1.2 Purpose:** The purpose of THE SOUTHWESTERN UNITARIAN UNIVERSALIST CONFERENCE is to foster liberal religion and to make it effective in the life of the Southwest; to transact business pertaining to the general interest of the churches, societies or organizations connected with it; to conduct training institutes and conferences for adults and for youth; to promote the establishment of additional Unitarian Universalist societies in the Southwest and to carry on Unitarian Universalist extension in cooperation with the Unitarian Universalist Association.

**ARTICLE II – MEMBERSHIP**

**Section 2.1 Member Societies:** All societies recognized as active Member Societies of the UUA according to the provisions of the UUA Bylaws and assigned to the Conference shall be Member Societies of the Conference.

Each Member Society which has made a financial contribution of record during the current fiscal year and prior to the Annual Meeting shall be entitled to voting representation at the Annual Business Meeting or any Special Meeting of the Conference by its settled minister or ministers and by two accredited lay delegates for the first fifty voting members or fractional part thereof, and one additional lay delegate for each additional fifty voting members or fractional part thereof; or by a like number of accredited alternate lay delegates to serve only in the event of the absence of any of the delegates originally chosen; except that no Member Society shall be represented by more than ten accredited delegates. Accredited delegates are those officially representing their Member Societies.

**Section 2.2 Annual Meetings:** Business meetings of the Conference shall be held each year at such places and times as shall have been determined by the Members (õMemberö or õMembersö used in this Constitution shall include Member Societies ) at the previous Business Meeting. One of these meetings shall be designated the Annual Meeting. In the event no such action is taken by the Members, the Board of Trustees (henceforth referred to as the Board) shall designate a time and place for such meetings.

**Section 2.3 Notice of Meeting:** A notice stating the place, day and hour of the Annual Meeting of the Members shall be mailed to each Member of the Conference not less than sixty (60) nor more than ninety (90) days before the date of the meeting.

**Section 2.4 Agenda:** Included in the notice mailed to each Member of the Conference shall be the text of any proposed resolutions to be voted on at the Annual Meeting (See Article IX regarding Amendments).

**Section 2.5 Voting by Members at the Annual Meeting:** Except as otherwise provided in section 4.1, each accredited delegate shall have one vote in person.

**Section 2.6 Quorum:** A quorum shall consist of one or more delegates in person from twenty-five per cent (25%) of the Member Societies.

### **ARTICLE III - BOARD OF TRUSTEES**

#### **Section 3.1 BOARD OF TRUSTEES**

**A. Membership:** The Board shall consist of four officers (the President, the Vice-President, the Secretary, and the Treasurer), and five Trustees (all of whom shall be elected by Conference Members) , plus the member of the UUA Board of Trustees elected from the Conference (who shall be an ex-officio Trustee with voting privileges). The non-officer Trustees shall include among their number one Youth Trustee and two ministers who are also members of the SWUUMA. In addition, the Youth Observer, the District Executive and the District Director of Lifespan Faith Development shall be ex-officio members of the Board without voting privileges.

1. Transition Changes 2012: At the Annual Meeting to be held in April 2012, two (2) Lay At-Large Trustee positions will be eliminated through attrition (this change is included in the above language).

2. Transition Changes 2013: At the Annual Meeting to be held in April 2013, the UUA Trustee position will be eliminated by attrition per vote of the 2011 UUA General Assembly, and the number of officers will be reduced in number from four (4) to three (3) by the merger of the offices of Vice President and Secretary into the office of Vice President/Secretary.

3. Transition Changes 2014: At the Annual Meeting to be held in April 2014, one At-Large Ministerial position and one At-Large Lay position will be eliminated through attrition.

4. **Board Membership after 2014 Annual Meeting:** At the end of this transition period The Board shall consist of three officers (the President, the Vice President/Secretary, and the Treasurer), and three Trustees (all of whom shall be elected by Conference Members). The non-officer Trustees shall include among their number one Youth Trustee, one At-Large Minister who is also a member of the SWUUMA, and one At-Large Lay member. In addition, the Youth Observer, the District Executive and the District Director of Lifespan Faith Development shall be ex-officio members of the Board without voting privileges.

5. **Effective Date:** All changes are effective at the close of the designated Annual Meeting.

- B. Powers and Responsibilities:** The business and affairs of the Conference shall be the responsibility of a Board of Trustees. The Board shall:
- Establish and maintain connections with member congregations of the Conference,
  - Establish policies to govern the operations of the Conference,
  - Hire the District Executive, who shall report to the Board as set out in the policies adopted by the Board,
  - Arrange for an audit of the accounts of the Conference by an independent auditor on such schedule as the Board may determine,
  - Appoint such ad-hoc and standing committees and task forces as the Board deems necessary to assist the Board in the performance of its duties, and
  - Delegate to staff such duties and responsibilities as the Board deems proper.
- C. Annual Meeting of the Board:** The Annual Meeting of the Board shall be held each year in conjunction with the Annual Meeting of the Members.
- D. Other Meetings of the Board:** A minimum of two additional meetings of the Board shall be held each year. Other special meetings of the Board may be called by the President and one other officer, or by three (3) voting members of the Board of Trustees. Twelve (12) days written notice of a special meeting shall be given by mail addressed to each Board member. Meetings may be conducted with members present in person, or if approved by a majority vote of the members of the Board, by alternate means in which all or any number of members may participate by telephone or by use of the internet or other technology that may be approved by the Board.
- E. Quorum:** A majority of the voting members of the Board, present or participating by other means authorized by the Board, shall constitute a quorum.

## Section 3.2 OFFICERS

- A. Elected Officers:** The Officers of the Conference shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for a term of two years from the close of the Annual Meeting.
- Note:** Transition 2013 Annual Meeting: Effective at the 2013 Annual Meeting, the offices of Vice President and Secretary will be merged into the office of Vice President/Secretary.
- B. President:** The President shall preside at all meetings of the Members and Board, and shall perform such functions as are commonly associated with the office.
- C. Vice-President:** In the absence of the President, the Vice-President shall preside at all meetings of the Members and the Board and shall perform such functions as are commonly associated with the office.
- Note:** Transition 2013 Annual Meeting: The office of Vice President is eliminated after the 2013 Annual Meeting.
- D. Secretary:** The Secretary shall keep a correct record of all meetings of the Members.
- Note:** Transition 2013 Annual Meeting: The office of Secretary is eliminated after the 2013 Annual Meeting.
- E. Vice President/Secretary:** The Vice President/Secretary shall keep a correct record of all meetings of the Members. In the absence of the President, the Vice President/Secretary shall preside at all meetings of the Members and the Board and shall perform such functions as are commonly associated with the office. The office of Vice President/Secretary is effective at the close of the 2013 Annual Meeting.
- F. Treasurer:** The Treasurer shall ensure the Board fulfills its responsibility for monitoring compliance of its Board's financial policies and the financial integrity of the Conference.
- G. Terms of Office:** An Officer elected to a full two year term shall be eligible to be elected to one successive full two year term in that same office; and after that second full two year term, shall be ineligible to be elected as that officer until one year shall have elapsed after ceasing to serve as that officer by virtue of an election. The Treasurer is an exception and may serve several consecutive terms. The President and Treasurer shall be elected in even-numbered years; the Vice President/Secretary shall be elected in odd-numbered years.

- Note:** Transitional Term Exceptions: The following exceptions apply:
1. The Treasurer shall have a single three (3) year term from 2011-2014.
  2. The Vice President will have a one (1) year term from 2012-2013, at which time the office is eliminated.

- H. Vacancies:** A vacancy in any office for any reason may be filled by the Board until the next Annual Meeting, at which time a successor shall be elected.

### **Section 3.3 TRUSTEES**

- A. Election and Term of Office:**
1. Ministerial At-Large Trustee: The ministerial At-Large Trustee shall be elected at the 2012 Annual Meeting for a three-year term and every three years thereafter, or until his or her successor has been elected.
  2. Lay At-Large Trustee: The lay At-Large Trustee shall be elected at the 2014 Annual Meeting for a three-year term and every three years thereafter, or until her or his successor has been elected.
  3. Youth Trustee and Youth Observer: One Youth Trustee and one Youth Observer, whose ages shall fall within the age range designated for Conference youth activity, shall be elected each year at the Annual Meeting for one-year terms or until successors have been elected. The Youth Observer shall be a non-voting Observer, allowed to observe and gain experience in the purposes and operation of the SWUUC Board. The following year, the name of the Youth Observer who has served in the preceding year shall be placed in nomination for the Youth Trustee position.
- B.** The terms of Trustees and Officers shall begin at the close of the Annual Meeting at which they are elected. Trustees shall carry out ARTICLE I, Section 2, and attend Board Meetings.
- C. Eligibility:** A Trustee elected for a full three-year term shall be ineligible to a new term until one year shall have elapsed after he or she ceased to serve as Trustee by virtue of such election.
- D. Vacancies:** Any vacancy occurring in the Board shall be filled by the Board until the next Annual Meeting at which time a successor shall be elected. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Two (2) consecutive absences from regularly scheduled meetings of the Board on the part of any Trustee or Officer shall be grounds for removal from

office by action of the Board.

#### ARTICLE IV - UUA TRUSTEE

**Section 4.1 Election:** A Trustee representing the SWUUC on the Board of Trustees of the UUA shall be elected according to UUA Bylaws Article IX, Section 9.12, (d), (2) which reads as follows:

ö(2) by delegates at a district meeting at which each certified member society is entitled to the same number of voting delegates as specified in Section 4.8(a) of these [UUA] Bylaws, with absentee ballots by the delegates permitted.ö

**Section 4.2 Term of Office:** A UUA Trustee representing the SWUUC shall be elected for a term of four (4) years and may serve no more than two successive terms of four years each.

**Section 4.3 Nomination:** Nominations for the office of Trustee of the UUA shall be made by petition signed by at least sixty (60) legal members of six (6) or more Member Societies of the Conference provided that no more than ten (10) such members of any Member Society shall be counted as part of the required sixty (60) signatures.

**Section 4.4 Transition 2013 Annual Meeting:** The UUA Trustee position is eliminated by attrition at the close of the 2013 Annual Meeting per vote of the 2011 UUA General Assembly.

#### ARTICLE V – COMMITTEES

**Section 5.1 Executive Committee:** There shall be an Executive Committee comprised of the Officers of the Board (the President, the Vice-President, the Secretary, and the Treasurer). The Committee shall have the power to act in exigent matters. Any emergency decisions made by the Executive Committee shall be communicated to the remaining members of the Board of Trustees as soon as practical. Three (3) members shall constitute a quorum.

**A. Executive Committee after 2013 Annual Meeting:** Effective the close of the 2013 Annual Meeting, there shall be an Executive Committee comprised of the Officers of the Board (the President, the Vice President/Secretary, and the Treasurer). The Committee shall have the power to act in exigent matters. Any emergency decisions made by the Executive Committee shall be communicated to the remaining members of the Board of Trustees as soon as practical. All three (3) members shall constitute a quorum. Following the April 2014 Annual Meeting, the Executive Committee will be dissolved.

**Section 5.2 Nominating Committee:** The Nominating Committee shall exist for the purpose of selecting nominees for the Board of Trustees and Officers of the Conference and the Nominating Committee.

- A. The Nominating Committee shall consist of six (6) members serving two-year terms, three of which will be elected at the Annual Meeting each year. A second-year member shall serve as Chair of the Nominating Committee.
- B. The Nominating Committee shall present a slate of one candidate for each office to be filled and for each vacancy on the Nominating Committee. This slate will be published and distributed to all Members with the notice of the Annual Meeting.
- C. Nominations for Officers, Trustees or members of the Nominating Committee may be made from the floor by voting delegates at the Annual Meeting provided the nominee meets the qualifications for the office and has given prior consent.
- D. In proposing nominees, the Nominating Committee shall seek to maintain insofar as feasible a diversity of representation of Member Societies and congregants.
- E. In addition to nominating candidates for election by Members at the Annual Meeting of the Conference, the Nominating Committee shall assist the Board by identifying potential candidates for vacancies on the Board to be filled by the Board between Annual Meetings or vacancies on Board Committees and Task Forces.
- F. A member of the Nominating Committee elected for a full two-year term shall be ineligible to serve a new term on the Nominating Committee until one year shall have elapsed after he or she ceased to serve by virtue of such election.

**Section 5.3 Other Committees:** The Board has general authority to create such committees and task forces as it deems necessary to carry out its duties and charge such committees with such duties as the Board deems appropriate. These committees and task forces shall serve at the pleasure of the Board.

## **ARTICLE VI – RESOLUTIONS**

**Section 6.1 General and Business Resolutions:**

- A. Resolutions submitted to be considered at an Annual Meeting must be received by the President of the SWUUC Board of Trustees at least one hundred ten (110) calendar days prior to the Annual Meeting and be

accompanied by evidence of compliance with requirements of Subsection B, below.

- B.** In order to be included in the notice regarding the date of the Annual Meeting and placed on the agenda for the meeting, resolutions must have the endorsements of at least six (6) Member Societies of the Conference eligible to vote as per Section 2.1. Endorsements may be made in accordance with the by-laws of the Member Society (i.e. formal action by the Board of Trustees or formal action by the Congregation) or by petition signed by at least ten (10) members of the Member Society (membership in the Member Society to be attested by the Clerk, Secretary, President or Minister of the Member Society).
- C.** All resolutions (except emergency resolutions which require special procedures and majorities as set out in 6.2 below) shall require for passage a two-thirds (2/3) majority vote of the accredited delegates present and voting.

**Section 6.2 Emergency Resolutions:** Resolutions (relating to important events or issues which occurred after the deadline date for presentation of resolutions as required in Sections 6.1.A and B above) may be introduced by an accredited delegate to the Annual Meeting under the following procedure:

If six (6) Member Societies believe the matter requires immediate action, a resolution in response to the event may be introduced at the Annual Meeting by a writing, signed by at least one accredited delegate from each of six (6) Member Societies. A copy of the proposed resolution must be presented to the President at least 24 hours prior to the commencement of the Annual Meeting.

Any question raised regarding whether the emergency resolution is appropriate for consideration by the delegates and whether or not the resolutions meets the requirements of Section 6.2 may be resolved by a vote of the accredited delegates (a two-third [2/3] affirmative vote shall be required on the question of whether or not the resolution meets the preceding requirements). However, passage of the resolution shall require an affirmative vote of seventy-five percent (75%) of the accredited delegates present and voting.

**Section 6.3 Other Resolutions:** Resolutions involving routine matters relating to administration of the meeting, housekeeping items and commendations may be offered from the "Floor" by delegates during the meeting and shall require a majority vote for passage.



## ARTICLE VII - RULES & POLICY

- Section 7.1 Adoption, Repeal and Amendment of Rules & Policy by Delegates:** The Conference may adopt, amend, or repeal Rules & Policies consistent with this Constitution at any Annual Meeting by a majority vote providing the proposed action has been placed on the agenda in the same manner as general and business resolutions under Section 6.1 above.
- Section 7.2 Board of Trustees:** The Board may adopt Rules & Policies consistent with this Constitution and may amend or repeal these Rules & Policies.
- Section 7.3 Rules of Order:** The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Conference in all cases to which they are applicable and in which they are consistent with this Constitution and any Rules adopted hereunder.

## ARTICLE VIII - DUES

- Section 8.1 Annual Dues:** Annual Dues for Member Societies shall be set at any Annual Meeting, after due notice, and shall continue at the rate so set until changed. Dues are to be figured on the basis of the Society's most recent annual Member Society Certification submitted to the UUA, and payable prior to the Annual Meeting of the Conference.

## ARTICLE IX - DISSOLUTION

- Section 9.1 Dissolution:** Any action to dissolve the Conference must be approved by a two-thirds (2/3) vote of eligible Member Societies of the Conference present at the Spring Annual Meeting or a meeting called to specifically consider such action, for which meeting written notice has been issued to all Member Societies. If the Conference shall cease to exist, all property, real or personal, shall be transferred to the Unitarian Universalist Association or its legal successor. The Conference Board of Trustees shall perform all actions necessary to effect such a transfer.

## ARTICLE X - AMENDMENTS

- Section 10.1 Amendments:** This Constitution may be amended by a majority vote of the accredited delegates at any meeting of the Conference, provided written notice shall have been mailed by the President or Secretary of the Board to the Members at least one (1) month prior to such Annual Meeting, or notice shall have been given at the Annual Meeting next preceding.

As Amended April 1978, April 1989, April 1990, April 1992, April 1994,  
April 1996, April 1997, April 1998, April 1999, April 2000, April 2007, April  
2008, April 2011, April 2012, April 2014