

ARTICLE I – MEETINGS OF THE ASSEMBLY

Section 1. Annual Meeting. An Annual Meeting of the Assembly shall be held in April, May or June of each year, at a time and place determined by the Board of Trustees and published at least six months prior to the Annual Meeting. Official notice of the Annual Meeting and a tentative agenda shall be sent to all societies in the District at least 60 days before the meeting.

Section 2. Special Meetings. Special meetings may be called by the Board of Trustees by written notice to all member societies at least 30 days before the date thereof. Business meetings must be called by the Board of Trustees upon petition of not less than 50 members of member societies representing among them not less than one fourth of the member societies. The agenda for a special meeting shall be confined to items set forth in the notice of the meeting.

ARTICLE II – DELEGATES

Section 1. Representation at Assembly. Every member society shall have the right to be represented at meetings of the Assembly by delegates on the following basis: for a membership of 1 to 50, 2 delegates; membership 51 to 100, 3 delegates; 101 to 150, 4 delegates; 151 to 200, 5 delegates; 201 to 250, 6 delegates; 251 to 300, 7 delegates; 301.

Section 2. Ministerial Voting Rights. In addition, any minister who is settled in a member society shall be entitled to one vote at the assembly. Ministers emeriti of member societies who reside in the district shall also be entitled to one vote at the Assembly.

Section 3. Officer and Trustee Voting Rights. In addition, each officer and trustee of the District and each director of de Benneville Pines shall be entitled to one vote at the assembly.

Section 4. Alternates. All member societies shall be permitted to designate qualified persons as alternates. No minister or District officer shall be allowed an alternate.

Section 5. Delegate Accreditation. Not less than 30 days prior to any meeting of the Assembly, the secretary of the Board shall send to each society entitled to be represented by delegates the proper number of delegate credentials. With the approval of the Board of Trustees, the secretary shall make rules pertaining to accreditation of delegates and to election procedures, and under such rules, the secretary shall determine the number of delegates to which each society is entitled, membership being computed on the basis of figures listed in the current yearbook of the denomination. Any member society shall have the right of appeal to the Board of Trustees regarding the rules and procedures set forth by the secretary.

Section 6. Voting Limitation. No person shall be entitled to more than one vote.

Section 7. Ballots. The secretary shall provide enough ballots at each meeting so that all voting can be by closed ballot, if desired.

ARTICLE III – BOARD OF TRUSTEES: OFFICERS, TRUSTEES

Section 1. Structure of the Board

a. The officers of the District, to be elected by the Assembly, shall be a president, a vice president, a secretary, and a treasurer. These officers and four other persons called trustees shall constitute the Board of Trustees. The four officers and three of the trustees shall be elected for two years, with no more than one of these persons from any member society. At least one member of the Board shall be from an Arizona or Nevada society. The eighth trustee shall be a representative elected by a youth organization of the District. Youth members of the Board must not have passed their twentieth birthday before March 31 of the year of election. The term of the youth member shall be one year.

b. Except for the President, no person shall serve continuously longer than six years plus an

immediately preceding appointment of less than ten months. The six years may consist of any uninterrupted sequence of one and/or two year elected terms.

c. The President shall be limited to 3 terms except when elected to the presidency while serving as a trustee. In that case, service shall be limited to 2 terms, regardless of the length of prior continuous service.

d. All officers and trustees shall be members of a member society [or members of the Church of the Larger Fellowship who live within the borders of the PSWD].

e. Any vacancy on the Board of Trustees may be filled by the Board of Trustees until the next annual meeting of the Assembly at which time an election will be held to fill the position for the balance of the term.

Section 2. Duties of the Board.

a. The Board of Trustees shall meet in person at least two times a year and as many other times as is necessary to discharge their duties faithfully. A valid meeting of the Board of Trustees may be held with some or all members of the Board attending by telephone or other electronic means, so long as all those members of the Board can be understood by all other members of the Board.

b. A quorum of the Board of Trustees shall consist of any five members.

c. The Board of Trustees may consider any officer or trustee who misses a second regular meeting of the Board in one year to have resigned. That officer or trustee may be replaced at the discretion of the Board of Trustees, which will use the procedure set forth in 1.e of this Article.

d. The Board of Trustees may appoint such additional persons as it shall consider necessary to help in the execution of its duties.

e. Prior to each annual meeting of the Assembly, the Board of Trustees shall prepare for submission to the annual meeting a proposed budget of sufficient proportion to permit the PSWD effective operation and services of the organization to its member societies in the succeeding fiscal year. Copies of the proposed budget shall be included in the call to the said meeting.

f. The Board of Trustees shall be responsible for raising funds required to meet the operating budget of the organization, and for control of budget expenditures as authorized by the annual meeting or special meetings of the organization.

Section 3. Duties of Officers.

a. The president, who shall also be the chairperson of the Board of Trustees, shall preside at meetings of the Assembly and the Board of Trustees. The president shall be available to represent the District on special occasions and shall serve as chief executive officer of the District.

b. The vice president shall be assigned such duties and responsibilities as the Board of Trustees or the president shall from time to time determine. If for any reason the office of the presidency is vacated, the vice president shall assume the duties and responsibilities of the president.

c. The secretary shall perform all duties usually pertaining to the office and all other duties assigned by the Board of Trustees, and all duties specified in other sections of the Bylaws.

d. The treasurer shall have custody of all funds and property. The treasurer shall receive moneys, make disbursements as directed by the Board of Trustees, and otherwise transact all the business of the District relating to its property and finances. The treasurer shall cause an independent auditor to submit a report at each annual meeting. The cost of the treasurer's bond and the auditor's report shall be borne by the District. The treasurer shall make a report to each Board of Trustees meeting and shall submit a written report to the annual meeting.

ARTICLE IV – NOMINATION AND ELECTION OF BOARD OF TRUSTEES

Section 1. List of Candidates. The nominating committee shall prepare a list of candidates for all officers and trustees to be elected at the annual meeting. The committee must secure the consent of the candidates.

Section 2. Nominations. Nominations shall be made by the following two methods:

- a. The nominating committee must submit a list of candidates to all member societies by February 1 of each year.
- b. Additional nominations may be submitted to the nominating committee by March 1 over the signatures of a minimum of 10 members from at least two member societies, with no more than five from one society. The nominating committee shall submit to all member societies by April 1 the candidates so nominated.
- c. Nominations from the floor shall be permitted when an election for Officers or Trustees is otherwise uncontested. Valid nomination petitions must be signed by a minimum of 10 delegates from at least two societies with no more than five delegates coming from the same society.

Section 3. Geographical Representation. In making its nominations, the nominating committee shall try to achieve as wide a geographical representation as possible.

Section 4. Elections. The president, secretary, and one trustee shall be elected in even calendar years. The vice president, treasurer, and two trustees shall be elected in odd calendar years.

Section 5. Date of Office. The officers and trustees elected at an Annual Meeting shall assume their offices on the first day of the new fiscal year following their election.

ARTICLE V – BOARDS, COMMITTEES and AFFILIATES

Section 1. Nominating Committee

- a. The nominating committee shall have three members, who shall serve staggered three year terms. Members of the committee shall be elected at the Annual Meeting, with nominations by the nominating committee and from the floor. Members shall serve not more than three consecutive years on the committee. Vacancies occurring on the committee between elections shall be filled by the president with the approval of the Board of Trustees.
- b. The nominating committee shall make nominations for all officers and trustees and all members of the nominating committee, and two members of the G. W. White Fund committee, to be elected at the Annual Meeting as set forth in Article IV of these by-laws.

Section 2. G. W. White Fund Committee

- a. The G. W. White Fund committee shall consist of two elected members and one member appointed by the Board of Trustees who shall be a member of that board. The elected members shall serve staggered two-year terms, one elected at each Annual Meeting with nominations by the Nominating Committee and from the floor. Members shall serve not more than six consecutive years on the committee. Vacancies occurring on the committee between elections shall be filled by the president with the approval of the Board of Trustees.
- b. The G. W. White Fund committee shall supervise the investment of the principal of the fund and administer the income only for and in the aid of students of the Unitarian Universalist ministry. The principal of the fund shall not be spent. Aid may be to individual students or to any theological school which trains students for the Unitarian Universalist ministry. Grants shall be for the term of one year and may be renewed.
- c. The committee shall meet at least once a year to consider applications and to disburse available funds. The committee shall send written notice to all member societies 60 days in advance of any

meeting at which funds may be disbursed. Notice shall include criteria to be used in allocating available funds, the amount of available funds, and an application form for grants.

d. The committee shall submit a report which shows activity of the fund to the Annual Meeting each year. Section 3. Other Committees. The Board of Trustees shall appoint such other standing or special committees as deemed necessary to serve the District efficiently. Section 4. Affiliates. The Board of Trustees may at its discretion grant affiliate status to organizations within the District who subscribe to the purposes and objectives set forth in Article II of the PSWD-UUA Constitution.

ARTICLE VI – RULES

Section 1. Rules made under the authority of these By-Laws shall take effect upon adoption but may be repealed or amended by vote of the Assembly.

Section 2. All business of the Assembly shall be conducted according to ROBERT’S RULES OF ORDER, REVISED, except in such cases where these Rules of Order conflict with the Constitution of the district or with these By-laws.

ARTICLE VII – FISCAL YEAR

The fiscal year of the District shall be from July 1 to June 30.

ARTICLE VIII – QUORUM

A Quorum for the Annual Meeting or any special meeting shall consist of at least 50 members of member societies representing among them at least 15 member societies.

ARTICLE IX – SPECIAL FUNDS

The Board of Trustees may accept gifts and bequests, whether restricted or unrestricted, which it believes will further the purposes of the organization, and the Board of Trustees may decline any gifts or bequests which it believes, in its sole discretion, do not further the purposes of the organization. Unrestricted assets may be received, managed and disbursed in accordance with such policies as may be adopted and modified from time to time by the Board of Trustees. Restricted assets may be received only after the Board of Trustees consents to be bound by such restrictions as may be imposed by the donor or other source of restricted assets, and thereafter such assets shall be managed and disbursed in accordance with such restrictions. Notwithstanding the foregoing, the G. W. White Memorial Fund shall be managed in accordance with Article V, Section 4 of these By-laws.

ARTICLE X – DEDICATION OF PROPERTY

The property of the Pacific Southwest District is irrevocably dedicated to religious purposes. On dissolution of the District all its property, real or personal, subject to all just and legal claims upon it, will be transferred to the Unitarian Universalist Association or its successor.

ARTICLE XI – AMENDMENTS

Section 1. Amendments to these By-Laws may be proposed by a majority vote of the Board of Trustees; or by petition of not less than 20 members of member societies representing among them not less than one tenth of the member societies of the District.

Section 2. All amendments proposed by the Board of Trustees, or by petition shall be submitted to the secretary of the Board of Trustees no later than 90 days before the business meeting at which they are to be voted on. The secretary shall notify all societies of the District of proposed amendments at least 45 days before that meeting.

Section 3. Proposed By-Law amendments will be adopted by the assembly at a business meeting if a quorum is present and if two thirds of those present and voting so order.