

BYLAWS

UNITARIAN UNIVERSALIST CONGREGATION

MISSION STATEMENT OF THE UNITARIAN UNIVERSALIST CONGREGATION

Inspire spiritual and ethical growth. Create compassionate community. Transform our community and the world through courageous love.

PREAMBLE

We, the members of the Unitarian Universalist Congregation, being a *Welcoming Congregation*, resolve not to discriminate on the basis of sex, age, race, gender identity, religious background, disability, sexual orientation, economic or social status. This resolution includes acceptance for membership, programming, hiring and for calling religious professionals.

ARTICLE I. NAME

The name of this religious congregation shall be the Unitarian Universalist Congregation (UUC).

ARTICLE II. PURPOSE

The purpose of this congregation shall be to foster the *Principles and Purposes* of Unitarian Universalism as described in the publications of the Unitarian Universalist Association (UUA). We pledge to promote ourselves actively to the community at large as a congregation that offers and maintains a cordial welcome to the full range of persons, as long as they are in sympathy with our principles and purposes and missions.

ARTICLE III. DENOMINATIONAL AFFILIATIONS

The UUC shall be a member of the Unitarian Universalist Association and of the Southeast District of the UUA or their successors.

ARTICLE IV. MEMBERSHIP

- A. Membership is open to all who are in sympathy with the *Principles and Purposes* of the UUA, and who make a financial contribution to the UUC or obtain a waiver as described below.
- B. Attaining and Maintaining Membership
 - 1. A person who is at least 16 years of age is welcomed into membership by signing the Membership Book either at a regular meeting of the Congregation or in the presence of the Minister or the President. In the case that a person wishing to

become a member is unable to travel to Blacksburg in a timely manner, that person may become a member by submitting a signed letter of intention to join to the Minister or President.

2. A member remains in good standing by making identifiable financial contributions to the Congregation. A member may petition the Treasurer or the Minister for a waiver of financial requirement.
3. A list of members shall be kept. It shall be continuously up-dated as members join or leave the Congregation. For the two weeks prior to any Congregational Meeting at which a vote is to be taken, the list shall be closed, and that list shall be verified.

C. Rights of Members

1. Every member shall have the right to attend all functions of the Congregation, including meetings of the Congregation, the Executive Board, the Board of Trustees, and the committees. Exceptions to this right include Executive Session meetings, and other meetings so designated by the Executive Board.
2. Every member shall have the right to vote on issues raised at Congregational Meetings (ARTICLE V).
3. Any member who is unable to attend a Congregational Meeting shall have the right to designate a proxy for the purpose of voting on Congregational matters. Absentee ballots shall not be accepted. The proxy shall be a member and shall present a signed statement of authorization from the absent member to the presiding officer prior to voting. No member shall serve as proxy for more than one absent member.

D. Revocation of Membership

1. A member may terminate membership by writing a letter to the Executive Board stating so.
2. Membership of an individual or group of individuals may be terminated by action of the Executive Board as follows:
 - a. All cases in which a member fails to meet membership requirements as given in ARTICLE IV.B.2 (financial contribution) for a period of not less than two fiscal years, and has not petitioned for a waiver of the requirement, shall be taken under consideration for possible action by the Executive Board.
 - b. Behavior on the part of one or more members that is considered to be grievously inconsistent with the *Purposes and Principles* of the UUA and/or causes harm to the Congregation, its members, and/or its property may be cause for revocation of membership. Causes and procedures for revocation of membership shall be defined by the Executive Board.

ARTICLE V. CONGREGATIONAL MEETINGS

A. Annual Congregational Meeting

An Annual Congregational Meeting shall be held each year between March 22 and June 15. The Congregation at this meeting shall elect new officers, adopt the Congregation budget, and conduct other such business as the Executive Board may designate. The President shall serve as Presiding Officer.

B. Extraordinary Congregational Meetings

An Extraordinary Congregational Meeting may be called by the Executive Board at any time. Such a meeting may also be called upon presentation to the Executive Board of a written request signed by at least 15% of the Congregation's members. The only business to be conducted at such meetings shall be that described in the announcement; a Presiding Officer other than the President may be specified in the written request. Executive Board approval is not needed to call such meetings.

C. Notice and Information

1. The Executive Board shall publicize the time, date, and purpose of any Congregational Meeting by mailing or emailing a notice at Congregation expense to all members at least two weeks in advance of the meeting date.
2. Not less than one week before a Congregational Meeting, except one called solely for the purpose of an election, the Executive Board shall convene an Informational Meeting for the Congregation at which issue(s) on the agenda of the upcoming Meeting are presented for discussion. No votes or parliamentary motions shall be entertained at informational meetings.

D. Quorum

A quorum for all Congregational Meetings shall be fifty percent (50%) of the Congregation's total membership as determined in ARTICLE IV.B.3. Proxies as provided for in ARTICLE IV.C.3 will be counted toward the quorum requirement. Proxies can be either paper or printed emails from members.

If a quorum is not attained, a notice shall be mailed at Congregation expense to all members to reschedule another meeting within one month but not less than two weeks later. Should a quorum not be obtained at the rescheduled meeting, the matter shall be referred to the Executive Board for further action.

E. Minutes of all Congregational Meetings shall be maintained.

ARTICLE VI. GOVERNANCE

A. Officers of the Congregation

Officers shall be members elected by the Congregation to serve as Trustees and members of the Executive Board. Their terms of office shall begin and end in accord with the Congregation's fiscal calendar.

B. Election of Officers

1. Elections shall be held during the Annual Congregational Meeting.
2. The Executive Board shall present a list of nominees for the elective offices of the congregation to be filled, at least one nominee per office. The list shall be published at least one month before the Congregational Meeting.
3. Further nominations for any of the offices to be filled may be made by presentation of a petition to the President at least ten days before the Annual Congregational Meeting. Any such petition must be signed by at least ten members of the Congregation. Nominations by petition shall be published and distributed to the membership not less than one week before the meeting.
4. If there is no nominee for one or more offices at the time of the Annual Congregational Meeting, the position shall remain vacant until the Executive Board can find and approve a candidate to fill the position. It is necessary that the office of Treasurer should never be vacant for an extended period of time, so if there is no nominee for the office of Treasurer, the Executive Board shall appoint an Acting Treasurer who will serve until the position can be filled by a vote of the Congregation at the next Congregational Meeting.

C. Removal of Officers

An elected officer may be removed from office by presentation of a petition to the Executive Board signed by at least one-fourth (25%) of the Congregation's members. The Executive Board shall have in place a policy for mediating the complaint. If the complaint remains unresolved after mediation, the matter shall be taken up at an Extraordinary Congregational Meeting. A decision for removal requires a three-quarters (75%) majority vote of members present or voting by proxy.

D. Board of Trustees

1. The Board of Trustees is the legal entity responsible to the Commonwealth of the Virginia for the fiduciary management of real estate and the fiscal integrity of the Congregation. The Trustees shall act with the advice and consent of the general Congregation to execute any mortgages, deeds of trust, and other security obligations for the Congregation.
2. There shall be three Trustees elected by the Congregation to serve at the pleasure of the Congregation. If a Trustee is unable (or unwilling) to perform his or her functions because of health or an anticipated extended period of absence, the Executive Board shall terminate the appointment of said Trustee. If there is a vacancy, the Executive Board shall designate a Member to serve as Trustee until the next Annual Congregational Meeting, at which time the Congregation shall elect a new Trustee.

E. Executive Board

1. Constitution of the Executive Board

The Executive Board shall consist of the President, President-Elect, Secretary, Treasurer and three At-Large Members. The Minister and Director of Lifespan Faith Development shall be non-voting members of the Executive Board.

2. Terms of the Executive Board

The President-Elect shall be elected to serve one year as President-Elect and one year as President. The Treasurer, the Secretary and three At-Large Members shall be elected for two-year terms. Two At-Large members and the treasurer shall be elected every other year, with the Secretary and the other At-Large Member in the alternate years. The terms of all Executive Board members shall be aligned with the fiscal year.

3. Executive Board Vacancies

- a. If the position of President becomes vacant, the President-Elect shall become Acting President and fulfill the duties of the President for the remainder of the current term. At the end of said term, the Acting President shall become President. If the President-Elect is unable to fulfill the role of president then the Executive Board can assign an Acting President until the next annual congregational meeting and election of officers.
- b. If the position of Treasurer or Secretary becomes vacant, the Executive Board shall appoint an Acting Treasurer or Secretary who will serve until the position can be filled by a vote of the Congregation at the next Congregational Meeting.
- c. When the Executive Board has fewer than 7 voting members, the President shall appoint additional At-Large Members as necessary, subject to Executive Board approval, to serve for the remainder of the duration of the vacancy or vacancies.

4. Responsibilities of the Executive Board
 - a. The Executive Board shall be responsible for setting policy and procedures pertaining to the internal and external affairs of the Congregation.
 - b. The Executive Board shall establish an organizational structure to carry out operations, programs, and activities of the Congregation as described in the Policies and Procedures Manual.
 - c. The Executive Board shall report to the Congregation by publishing or posting the minutes of their meetings.
5. Quorum of the Executive Board shall be a simple majority of its voting members.
6. Decisions by the Executive Board shall be made by a simple majority vote. Voting by proxy shall not be allowed. At the President's discretion, issues of major importance shall require all Executive Board members to vote. In this case, the President shall fully inform those not present about the matter and request they communicate their vote to all other Executive Board members.

ARTICLE VII. FINANCE

- A. The fiscal year shall begin on July 1 and end June 30 of the following calendar year.
- B. Financial decisions not expressly reserved for the Trustees shall be made by the Executive Board within the constraints of income and assets.
- C. An annual budget shall be proposed by the Executive Board and approved by a simple majority of the members voting in person or by proxy at the Annual Congregational meeting.
- D. The budget allocations may be changed in the course of the year by either the Treasurer in consultation with the Executive Board or the Executive Board by majority vote, to reflect actual circumstances without consultation of the membership, as long as the total amount of such adjustments during the fiscal year does not exceed 15% of the total budget. In the case of total actual changes in spending that exceed 15% of the budget, the adjustments must be approved by the membership at an Extraordinary Congregational Meeting or at a regularly scheduled Congregational Meeting if approved by the Executive Board; a positive decision to affirm the expenditure requires a simple majority vote. Changes to the Ministerial Package are subject to the requirements of the Internal Revenue Service.
- E. Adjustments not provided for in ARTICLE VII.D must be approved by the membership at an Extraordinary Congregational Meeting; a positive decision requires a simple majority vote.

- F. An Endowment Committee shall be established and maintained for the purpose of ensuring long-term financial stability; its purpose will be to support the mission of this congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in wills or trusts, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans.

ARTICLE VIII. MINISTER

- A. A decision to fill the post of Minister shall be made by the Executive Board in its policy function. Once that decision is made, a Ministerial Search Committee of at least 7 members shall be elected at an Extraordinary Congregational Meeting called solely for that purpose. The Minister search will be conducted according to the recommended processes of the UUA.
- B. A decision to call a minister shall be made upon recommendation of the Ministerial Search Committee at a Congregational Meeting called solely for that purpose. A positive vote shall require approval by a four-fifths (80%) majority of the Congregation's total membership, voting in person or by proxy.
- C. The Minister shall be responsible for the conduct of worship within the Congregation. The Minister's duties and responsibilities shall be detailed in a Memorandum of Agreement signed by the Minister and the President.
- D. A Minister who chooses to be a member of the Congregation shall be entitled to all the rights of members as herein defined except those of election to the Executive Board or Board of Trustees. The Minister may attend Congregational Meetings as defined in ARTICLE V.A and ARTICLE V.B.
- E. Should the minister decide to resign, he or she shall notify the Executive Board by written letter. The letter of resignation shall constitute three months notice, except as the Executive Board may approve a shorter interval.
- F. The minister may be dismissed by a three-fourths (75%) majority vote of members present or voting by proxy at an Extraordinary Congregational Meeting called solely for that purpose. In the event of the Minister's dismissal, the date of dismissal shall be the date on which the vote to dismiss was taken.

ARTICLE IX. PARLIAMENTARY AUTHORITY.

- A. In cases not covered by these Bylaws, the most recent edition of Sturgis's Standard Code of Parliamentary Procedure governs procedures in the Congregation.
- B. The Executive Board shall maintain a Policy and Procedures Manual consisting of all policies and procedures arising from decisions of the Executive Board and the Congregation.

ARTICLE X. AMENDMENTS

- A. These Bylaws shall be amended by a two-thirds (67%) majority vote of the members present or represented by proxy at a duly called Congregational Meeting.
- B. If needed, a schedule for implementing the approved amendment(s) shall be presented at that meeting.

ARTICLE XI. DISSOLUTION OF THE CONGREGATION

- A. The Congregation may decide to dissolve itself by a three-fourths (75%) majority vote of members present or voting by proxy at an Extraordinary Congregational Meeting called solely for that purpose.
- B. Should the Congregation decide to dissolve itself, the Trustees are directed to dispose of the Congregation's assets and place the proceeds therefrom in trust. The trust so created should be designed to manage the remaining assets in a manner to protect them to the maximum extent from taxation and to preserve them for at least five years for the purpose of establishing a new Unitarian Universalist congregation in the New River Valley. At the termination of the Trust, the remaining assets (principal and interest) shall be distributed to the Unitarian Universalist Association of America or its successor.

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- Adopted by the Fellowship as revised, May 31, 1987.
 - Adopted by the Fellowship as revised, May 31, 1988.
 - Adopted by the Board as revised, April 1989.
 - Adopted by the Fellowship as revised, April 25, 1993.
 - Adopted by the Fellowship as revised, May 15, 1994.
 - Adopted by the Fellowship as revised, April 30, 1995.
 - Adopted by the Fellowship as revised, March 31, 1996
 - Adopted by the Fellowship as revised, December 7, 1997
 - Adopted by the Fellowship as revised, April 26, 1998
 - Adopted by the Fellowship as revised, October 1, 2000
 - Adopted by the Fellowship as revised, May 19, 2002
 - Adopted by the Congregation as revised, April 27, 2003 Changes made: 1) revised *Mission Statement*: effectively immediately; 2) Previously the Preamble to these Bylaws was the Mission statement, but it was not so identified. The change is to replace the old Mission Statement in these Bylaws with the new one and to replace the title Preamble with a title which explicitly states that this is our Mission Statement; 2) change in name of our group from Unitarian Universalist Fellowship of the New River Valley to Unitarian Universalist Congregation (ARTICLE I): effective July 1, 2003.
 - Adopted by the Congregation as revised, April 25, 2004 (Changes made: voted to become a Welcoming Congregation, which caused us to add 1) a PREAMBLE pertaining to nondiscrimination and 2) a second sentence to ARTICLE II.
 - Adopted by the Congregation as revised, November 21, 2004. Change made: voted to change the date of the congregational meeting to take place by June 1 (ARTICLE V.A).
 - Adopted by the Congregation as revised, May 21, 2006. Changes made: 1) clarified wording for verified list of voting members prior to a Congregational vote (ARTICLE IV.B.3); 2) defined a quorum based on membership as determined in ARTICLE IV.B.3 and omitted reference to membership book (ARTICLE V.D); 3) voted to change the date of the congregational meeting to take place by June 15 (ARTICLE V.A); 4) changed Nominating Committee to Leadership Development Committee as a permanent Committee of the Executive Board (ARTICLE VI.B.2); 5) reduced number of Trustees from five to three and set term at

- pleasure of the Congregation, deleted all responsibilities except for fiduciary management of real estate and fiscal integrity of the Congregation (ARTICLE VI.D); 6) modified procedure for making changes in budget allocations to give Treasurer and Executive Board maximum flexibility (ARTICLE VII.D); 7) added ARTICLE VI.B.4 to provide procedure in the event that no nominee is presented for an office at the time of the Annual Congregational Meeting; 8) deleted ARTICLE VI.E.3.b as it was thought to be in conflict with new ARTICLE VI.B.4. There were procedural problems with the handling of this last amendment, and it will be revisited at a later date.
- Adopted by the Congregation as revised, June 10, 2007. Fixed problem cited in previous entry. Sections changed were ARTCLE VIB4 and ARTICLEVIE3.
 - Adopted by the Congregation as revised, June 6, 2010. The revision fixed the problem of having to hold the Informational Meeting one week before the Annual Congregational Meeting, which could put it on Memorial Day Weekend. The revised wording replaces “one week” with “not less than one week.” (ARTICLE V.C.2).
 - Adopted by the Congregation as revised, June 2, 2013. Changes made: 1) Changed our district name to the Southeast District in ARTICLE III; 2) Changed the contact for requesting waiver of financial requirement for membership from the Board to the Treasurer or Minister in ARTICLE IV.B.2; 3) changed the requirement for calling a settled minister from 80% to 67% of the total membership voting in person or by proxy in ARTICLE IX.A; and 4) Sturgis’s Standard Code of Parliamentary Procedure will now govern procedures in the Congregation and not just Congregational Meetings in ARTICLE IX.A.
 - Adopted by the Congregation as revised, June 7, 2015. Change made: “The Executive Board shall establish the minimum annual contribution that satisfies this requirement.” deleted from Article IV, Membership, Section B.2.
 - Adopted by the Congregation as revised, January 29, 2017. Changes made: 1) Updated the wording of the UUC Mission Statement as voted on by the Congregation on June 5, 2016; 2) Article V. Adopted wording to allow for mailing or emailing of congregation meeting announcement and to allow for paper or email proxies; 3) Article VI. Amended the process for election of officers, amended the make-up of the Executive Board by addition of Board Secretary, deletion of Past-President and 1 Member-at-large, amended terms of the Executive Board, and amended procedures for filling Board vacancies; and 4) Article VIII. Amended the process for deciding to call a new minister and increased the vote for calling a new minister from 67% to 80% of the total membership voting in person or by proxy.
 - Adopted by the Congregation as revised, June 4, 2017. Changes made: 1) addition of “gender identity” to Preamble; 2) Establishment of Endowment Fund (added Article VII F).
 - Adopted by the Congregation as revised, June 6, 2021. Changes made: 1) Provided a method of becoming a member by submitting a letter of intent rather than by signing the Membership Book (Article IV.B.1); 2) Added the Director of Lifespan Faith Development as a non-voting member of the Executive Board (Article VI.E.1).