

Bylaws of Mount Vernon Unitarian Church Last Revised May 2022

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Article 1. Name

The name of this religious organization shall be the Mount Vernon Unitarian Church (Unitarian Universalist). Mount Vernon Unitarian Church shall be a non-stock, nonprofit corporation in the Commonwealth of Virginia.

Article 2. Purpose

The purpose of this church shall be to promote the understanding and interests of liberal religion, based upon individual freedom of belief, universal kinship, and the democratic process in human relations

Article 3. Membership

3.1 Membership requirements Any person fifteen (15) years of age or older who is in sympathy with the church's purpose and program may become a member by signing the membership book in the presence of the Minister or a member of the Board.

3.2 Member Emeritus A **member emeritus** is a longstanding member of the congregation who, by reason of age, infirmity, or other conditions is no longer able to participate actively in the life of the church and who has been so designated by the Board of Trustees."

3.3 Participation in Church Life Members are expected, as they are able, to participate in the life of the church by attending church functions, serving the church community, and making an annual financial contribution of record to the operating fund. The contribution of record requirement is waived for a member emeritus and may be waived for other members by the Minister or the Chair of the Board. Membership shall be open to all qualified persons regardless of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age (except as subject to Article 3.1 requiring that members be at least 15 years of age), disability, or genetic information (including family

medical history).

3.4 Creedal test prohibited Nothing in these Bylaws, except this article, shall be construed as an authoritative test of membership, and no creedal or other test shall ever be required as a condition of membership in this church.

3.5 Resignation A member may resign from membership by notifying the church office.

3.6 Removal of Members Members who have not resigned but who are thought to be inactive may be removed from membership if they fail to respond within sixty (60) days to a written inquiry. The inquiry must state that failure to respond will result in removal from membership. Notifications under this section may be made only by a committee designated for that purpose by the Board.

3.7 Restrictions on Individuals The Board of Trustees may restrict an individual's access to church property and/or specific church activities based on previous actions that may represent a threat to others in accordance with appropriate procedures approved by the Board.

Article 4. Church Organization

4.1 Structure The church structure includes the Board of Trustees, the Program Council, the Minister, other staff members and employees, and such committees as the Board or the Bylaws may authorize.

4.2 Congregational Governance This church shall be congregational in its governance. The voting members of the church, exercising the democratic process as provided by these Bylaws, are the first and final authority in matters affecting the church.

4.3 Fiscal Year The financial year of the church shall be July 1st through June 30th.

4.4 Property Title to all real and personal property of the church shall be held in the corporate name of the church.

4.5 Official Records All financial and other records of the Board and the officers are the property of the church.

4.6 Denominational Affiliation This church shall be a member of the Unitarian Universalist Association.

Article 5. Congregational Meetings

5.1 Annual Meeting The annual congregational meeting shall be held during April or May of each year, at an hour and a place determined by the Board.

5.2 Special Meetings The Board may call a special congregational meeting at any time. The Board must call a special congregational meeting within thirty (30) days after receiving a written request for such a meeting from not less than ten percent (10%) of the voting members.

5.3 Announcement of Meetings Notice of each annual or special meeting, stating the agenda of the meeting, shall be mailed or e-mailed to each member at least **fourteen (14) days before the date of the meeting.**

Announcement in the church's regular newsletter is appropriate notice. The **announcement of the annual meeting shall include names of all persons nominated for elected positions and a detailed budget proposed by the Board for the forthcoming financial year.** The text of any resolutions presented for action at the meeting, including any proposed by individual members, shall be included in the notice. The method of voting may also be specified. **Individuals wishing to make proposals which would require changes in the Bylaws or dealing with personnel matters or organizational structure shall submit them to the Board in writing no later than 45 days before the annual meeting.** Proposals on other matters may be offered from the floor at the meeting without advance notice.

5.4 Quorum A quorum for any congregational meeting shall be one fifth (20%) of the voting members, including proxies and absentee ballots if permitted.

5.5 Rules Congregational meetings shall be conducted in accord with Robert's Rules of Order unless otherwise provided in these Bylaws or unless suspended by a two-thirds (2/3) majority vote of those voting members present in person or by proxy.

5.6 Eligibility to Vote Eligibility to vote at a congregational meeting or in an election by written ballot shall be restricted to those who were members or members emeriti **on the date that official notice of the meeting or election was published.**

5.7 Proxies A voting member may exercise a proxy, authorized in writing, for **one other** voting member. No other proxies are allowed.

5.8 Absentee Ballots A voting member may cast a written absentee ballot on any question so designated by the Board in the official notice of a congregational meeting.

5.9 Alternative Voting Procedure Instead of presenting a question for decision at a congregational meeting, the Board may call for a vote of the membership using written ballots. If such a procedure is to be used, the Board shall announce procedures for distributing, casting, verifying, and tabulating of ballots.

5.10 Majority A simple majority of votes cast, including proxies and (when authorized) absentee ballots, shall decide all questions unless otherwise provided in these Bylaws or Robert's Rules of Order.

Article 6. Board of Trustees

6.1 Duties The Board of Trustees shall have general supervision and direction of the affairs of the church, including fiduciary responsibility for church finances.

The Board has the authority to borrow money and buy and sell property on behalf of the church, except that any loan, sale or purchase in excess of \$100,000, and any sale or purchase of real estate, shall require approval of a majority of the members eligible to vote. The Board may appoint a Chief Executive or Executive Team to perform management duties as it may delegate. The Board shall hire all employees of the church except the Minister and shall fix the compensation and conditions of employment of all employees, including the Minister. The Board may delegate to the Minister or other staff member authority to hire employees for specified positions. The Board shall appoint delegates from the church to the UUA General Assembly. Any property, whether real or personal, received by gift, may be sold subject to the prior majority vote of the Board of Trustees. **Funds received from the sale of such property shall be held and expended in accordance with the terms of the gift, interpreted as provided in Virginia Code Section 64.2-1102.**

6.2 Composition The Board of Trustees shall be composed of ten (10) persons. At each annual meeting, the voting members shall elect a youth member to serve for one year and three adults to serve three-year terms, as well as any adult members needed to fill vacant terms. All terms shall begin July 1.

6.3 Recall A trustee may be recalled by majority vote at a congregational meeting called in accord with Article V.

6.4 Vacancies In the event of a vacancy on the Board due to the resignation of a trustee or the inability of a trustee to perform the duties of office, the Board may appoint a member of the congregation to serve until the end of the current fiscal year. At the next annual meeting after that appointment, the congregation shall elect a trustee to serve the remainder of any unexpired term. Serving by appointment for more than six months shall be considered a one-year term. No person shall serve as a trustee for more than three consecutive years.

6.5 Meetings The Board shall hold such meetings and make such rules for its own governance as it may deem advisable. A quorum of the Board shall consist of six (6) voting members. All meetings shall be open to any member of the church except when the Board determines by a majority vote to meet in executive session. All votes taken in executive session must be confirmed and

recorded in open session.

Article 7. Officers

7.1 Chair

- a. Election. One of the adult members of the Board shall be elected by the new Board to serve as chair for a one-year term.
- b. Eligibility for Reelection. If the current chair's three-year term as trustee will not have expired, the chair shall be eligible for reelection as chair for one additional one-year term.
- c. Vacancies. In the event of a vacancy in the position of chair, the vice chair shall become chair and the Board shall elect from its membership a new vice chair.
- d. Duties. The chair shall preside at all meetings of the Board and of the congregation and notify voting members of meetings in accord with Article 5.3.

7.2 Vice Chair Following the annual meeting, the Board shall elect a vice chair from its membership to serve a one-year term. The vice chair shall act as chair in the absence of the chair and shall have such additional duties as may be assigned by the chair of the Board.

7.3 Secretary Following the annual meeting, the Board shall elect a secretary from its membership to serve a one-year term. The secretary shall provide for recording and timely posting of the minutes of all meetings of the congregation and the Board and shall have such additional duties as may be assigned by the chair of the Board.

7.4 Treasurer and Assistant Treasurer The Board shall appoint a treasurer and assistant treasurer from the church membership, each to serve a renewable one-year term. The treasurer and assistant treasurer shall monitor the receipt, maintenance, and disbursement of all money and other property of the church except endowment funds. The treasurer and assistant treasurer shall be responsible for the preparation of monthly financial reports and such other reports as the Board may direct.

All accounting records shall be the property of the church and all such records except individual pledges shall be available to any trustee for inspection on request. The reports and accounts shall be reviewed annually by such persons as the Board may direct. Checks may be signed on behalf of the church only by the treasurer, assistant treasurer, or such other persons as the Board may designate. Bond shall be provided at expense of the church for the treasurer, assistant treasurer, and any other persons authorized to sign checks.

7.5 Convener, Program Council The Board shall select from its membership the convener or co-convener of the Program Council.

7.6 Recall An officer may be recalled by majority vote at a

congregational meeting called in accord with Article V.

Article 8. Committees

8.1 Standing Committees The Board or congregation may establish standing committees for the conduct of the business and activities of the Church.

8.2 Special Committees Special committees may be constituted either by the Board or by the congregation. Each special committee shall be appointed for a specified period of time and shall be dissolved when its purpose is fulfilled.

8.3 Committee Membership and Leadership The role and functioning of each church committee except congregational committees shall be in accord with a written charter approved by the Board of Trustees specifying the committee's general purpose, duties, and organization. The membership and chair of each committee shall be determined as specified in its charter or in these Bylaws. Appointments to all committees shall be for one year unless otherwise specified.

8.4 Program Council The activities of all committees and councils, with the exception of those the Board deems necessary to oversee, shall be coordinated by the Program Council, consisting of one coordinator for each program area. Members of the Program Council shall be elected by the congregation at the annual meeting for two-year terms which begin July 1. In the event of a vacancy on the Program Council, the Board may appoint a member of the congregation to serve until the next annual meeting, at which time the congregation shall elect a replacement to serve the remainder of any unexpired term.

8.5 Nominating Committee Each year's Nominating Committee shall consist of five (5) members of the church elected at annual meetings by those authorized to vote at the meeting. The term of office for members of the Nominating Committee shall be two years beginning July 1, with terms of some of the members expiring each year. In the event of a vacancy on the Committee, due to a member's resignation or inability to perform the duties of a Committee member, the Board may appoint a member of the church to fill the vacancy. Current trustees are not eligible to serve on the Nominating Committee.

- a. Duties. In preparation for election by the congregation at the annual meeting, the Nominating Committee shall nominate at least one candidate for each vacancy on the Board of Trustees, the Program Council, and the Nominating Committee.
- b. Qualifications of Nominees. All officers, trustees, members of the Program Council, and members of the Nominating Committee must be members of the church. The Nominating Committee may not nominate one of its members either for the Board or the Nominating Committee.
- c. Nominations Process. The Nominating Committee's nominations shall be included in the notice of the annual meeting. In addition, any eligible person may be nominated by any member of the church from the floor

at the annual meeting. Consent of the nominee shall be required for nomination.

8.6 Endowment Fund Committee The Endowment Fund Committee shall be responsible for all matters pertaining to the management and administration of any or all endowment fund(s) established by the Board. Specific responsibilities shall be:

- Stewardship and investment of endowment fund assets, either directly or via a professional investment manager. All such assets shall be maintained in accounts separate from other church assets and shall be controlled by officers of the Endowment Fund Committee.
- Maintenance of all financial records associated with the endowment fund(s), including tracking of any special provisions or stipulations associated with contributions to the funds.
- Annual appropriation, for use by the church, of appreciated assets (if any) after adjustment for inflation.

The Endowment Fund Committee shall have no authority to spend any endowment fund assets, other than reasonable and necessary management and administration costs. Its authority shall be restricted to the transfer of funds to church accounts under control of the Board. In addition, the committee shall be specifically restricted from transferring to the church any part of the adjusted principal of any endowment fund. This Bylaw provision may be changed only by a two-thirds vote cast at a congregational meeting called by the Board in accord with article V.

Membership of the Endowment Fund Committee shall consist of six persons, plus the church treasurer. Members shall be appointed by the Board for three-year staggered terms. Terms shall commence upon appointment. Officers of the Endowment Fund Committee shall be determined in accord with the charter of the committee.

8.7 Ministerial Search Committee In the event of a vacancy in the position of minister, a Ministerial Search Committee shall be established as a special committee of the congregation. The congregation shall elect five resident members. The Nominating Committee shall nominate five or more nominees, who shall be listed in the notice of the meeting. In addition, any eligible person may be nominated by any member of the church from the floor at the meeting. Consent of the nominee shall be required for nomination. Following the election, the Board of Trustees may appoint two additional resident members for a total of seven committee members. In the event of a vacancy on the Committee, due to a member's resignation or inability to perform the duties of a Committee member, the Board may appoint a member of the church to fill the vacancy. The Committee shall conduct the candidating and selection of a new minister in accord with recommended standards and procedures of the UUA.

Article 9. Minister

9.1 Appointment A new minister shall be called, upon the recommendation of the Ministerial Search Committee, by a nine-tenths (90%) majority of the members of the church present or authorized to vote by proxy or by absentee ballot, at any meeting legally called for the purpose. Quorum for such a meeting shall be fifty percent (50%) of the members, including proxies and absentee ballots.

9.2 Terms of Employment The Board shall determine the Minister's compensation and conditions of employment in accord with these Bylaws and incorporate them in a written letter of agreement. The Board shall review terms of the Ministerial letter of agreement at least once every three years. The employment of a minister may be terminated by either the Minister or the church upon ninety (90) days notice. Termination by action of the church requires an affirmative vote by a majority of the total voting church membership at a meeting especially called for that purpose.

9.3 Responsibilities and Privileges

- a. **Worship Services.** The Minister shall be responsible for conducting church worship services. In performance of this responsibility, the Minister shall occupy a free pulpit and may conduct the services as he or she sees fit. The Minister shall not infringe the freedom of the pew.
- b. **Meetings.** The Minister is a non-voting member of the Board and of each church committee except the Nominating Committee. The Minister may attend all meetings of the church and the Board except executive sessions of the Board, which he or she may attend if invited by the Board.
- c. **Administration and Supervision.** The Minister's role in day-to-day administration of church operations and supervision of church employees shall be determined by the Board and shall be specified in writing in each Minister's employment letter of agreement.

Article 10. Religious Education

The church shall offer a program of religious education developed and coordinated by the Religious Education Council with leadership from the qualified professional staff member responsible for Religious Education.

Article 11. Dissolution

Should the church cease to function and the Congregation vote to disband, all church property, real and personal, remaining after payment of all just claims, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor. The Board shall perform all actions necessary to effectuate such conveyance.

Article 12. Amendments

12.1 Amendment Process These Bylaws may be amended by majority vote at

any congregational meeting called in accord with Article V. The text of any proposed amendment shall be included in the notice of the meeting.

12.2 Editing of Amendments Newly adopted amendments may be reworded for clarity and consistency by the Board before being incorporated into these Bylaws.

Definitions

The Board of Trustees, or Board, is the governing body elected by the congregation to exercise general supervision and direction of church affairs.

A **detailed budget** is a list of anticipated revenues and expenditures, including salaries and benefits to be paid to each employee.

In these Bylaws, **Church** refers to the Mount Vernon Unitarian Church (Unitarian Universalist) a Virginia non-stock, nonprofit corporation.

Congregational governance means that the church is governed by its own internal governance structure rather than by an external ecclesiastical authority. This church is governed by a Board of Trustees elected by and responsible to the congregation.

Executive sessions are meetings of the Board called to consider legal or personnel matters at which other members of the congregation are not present.

Freedom of the pulpit and **freedom of the pew** mean that in this church, as in all Unitarian Universalist congregations, both the Minister and parishioners have the right to free expression of their beliefs.

The **officers** are the Board chair, vice-chair, secretary, and convener of the Program Council, who are trustees, and the treasurer and assistant treasurer, members of the congregation who may or may not also be trustees.

The **Program Council** coordinates the activities of all committees except those the Board deems necessary to oversee. Members of the Program Council are elected by the congregation.

Restrictions on re-election refer to election to a position currently held. A person not eligible for re-election may be elected to the position again at a later time.

A **Trustee** is a member of the Board of Trustees.