

# **Bylaws of the Unitarian Universalist Church of Loudoun**

## **Article 1: Name**

The name of this religious society shall be the Unitarian Universalist Church of Loudoun.

## **Article 2: Purpose**

Joining together in a common purpose, we are united in the search for truth and in devotion to universal fellowship. We regard as essential the freedom to express individual beliefs and the practice of democratic processes in human relations. Through the sharing of thoughts and ideas, we strive for a growing philosophy, strength of character, new opportunities for service, and a richer life for ourselves, our children and all humanity.

## **Article 3: Denominational Affiliation**

The Unitarian Universalist Church of Loudoun shall be a member of the Unitarian Universalist Association of Congregations (UUA) and the appropriate regional district as established by the UUA.

## **Article 4: Voting Members**

Section A. Membership is open to any person who:

- Is in sympathy with the congregation's purpose;
- Agrees to abide by the Covenant of Loving Relations;
- Has signed the membership book in the presence of a Board member;
- Has made a monetary pledge of record within the previous twelve months;
- Has completed a new member orientation

New members attain voting privileges and may be counted for quorum 30 days

after meeting the above criteria. Voting privileges shall be extended to any member 18 years of age or older.

### Section B. Youth Members

Those individuals who are 14 to 17 years of age may become Youth Members with the privileges and responsibilities of membership except that youth members may not vote, hold office or chair a committee. Upon attaining the age of 18 all Youth Members who have completed the requirements for membership will automatically have voting rights, be able to hold office, and become a committee chair.

### Section C. Dissolving Membership

A member's name shall be removed from the membership roll in the case of: (1) the member's death; (2) the member submitting a written request to the Board; (3) no longer meeting the criteria for membership, pending review by the Board; or (4) removal by a two-thirds (2/3) vote of the Board for behavior detrimental to the Church.

## **Article 5: Congregational Meetings**

### Section A. Annual Meeting

The Annual Congregational Meeting shall be held each year in the Spring, no later than the first Sunday in June, at such time, manner, and place as designated by the President. The agenda for the Annual Congregational Meeting shall include adoption of an annual budget, election of Board Officers and Nominating Committee, and other business as appropriate.

### Section B. Additional Congregational Meetings

Additional Congregational Meetings may be called whenever deemed necessary by the Board or the Minister or by written request stating the purpose of the Meeting, signed by at least ten percent (10%) of the voting membership and delivered to any member of the Board.

### Section C. Rules of Order

Robert's Rules of Order shall be used as a guide in conducting Congregational

Meetings.

#### Section D. Notice

Notice of Congregational Meetings shall be communicated through multiple methods which shall include but need not be limited to email, and by announcement at Sunday services no less than 14 days prior to the meeting.

#### Section E. Quorum

A quorum of members for Congregational Meetings shall be twenty five (25%) percent of the current voting membership except as noted in Article 11, Section C (Calling of a Settled Minister) and Article 17 (Amendments). Proxy votes and youth members shall not count toward a quorum.

#### Section F. Proxies

Members are permitted to vote by proxy if they cannot attend a given meeting for reasons of incapacitation or travel unless the Governing Board votes to not allow a proxy vote for a particular issue. Members wishing to vote by proxy shall convey their proxy votes in writing to a Board member at least twenty-four hours prior to the meeting, using the proxy form provided by the Board. If the Governing Board determines not to allow proxy voting for a particular issue, it will be stated in the meeting notice.

#### Section G. Voting

At Congregational Meetings, all voting and elections shall be determined by a simple majority of the voting members present and proxies, except as otherwise noted in these bylaws.

### **Article 6: Governing Board**

#### Section A. Purpose

The Governing Board (“the Board”) is the principal policy-forming and administrative body of the Church. The Board has full authority and responsibility to act on the business and programs of the Church, except as

limited by these bylaws.

#### Section B. Composition

The Board shall consist of seven (7) members, including four (4) Officers and three (3) At-Large members, plus non-voting members to include the Minister and a Youth Representative. Board members shall have such other duties and responsibilities as described elsewhere herein or assigned by the President. All members of the Board may cast one (1) vote at meetings of the Board with the exception of the Minister and the Youth Representative.

#### Section C. Youth Representative

A Youth Representative who has attained the age of 14 years may be elected annually to serve as a non-voting member of the Board by the participants of the Youth Group. The Youth Representative shall be encouraged to participate in deliberations of the Board, but shall not have a vote.

#### Section D. Board Meetings

Board meetings shall be open to all UUCL voting members. Non-Board members may speak at Board meetings by prior arrangement, but may not make motions or vote. Members of the Board who are unable to attend in person may attend electronically.

#### Section E. Board Election

The members of the Board shall be elected by the voting members of UUCL at the Annual Meeting. Any voting member, who has been a member of the Church for at least one (1) year may serve as a member of the Board. Candidates for the Board, including Officers (as defined in Article 7), shall be selected by the Nominating Committee.

Election may be by acclamation in the event there is only one candidate for a given Board position. In the event there is more than one candidate for one position, a written ballot shall be provided by the Nominating Committee.

#### Section F. Terms of Office

The term of office for all members of the Board shall be two (2) years, concurrent

with the fiscal year. Members of the Board may serve for a total of three (3) consecutive full terms, and, after serving three (3) consecutive terms, may return to the Board after a two (2) year hiatus.

Board members serve staggered terms. The President, Vice-President and two (2) At-Large Members shall be elected in odd-numbered years; the Secretary, Treasurer and one (1) At-Large Member shall be elected in even-numbered years.

#### Section G. Midterm Vacancies

If a position on the Board becomes vacant in the middle of a term, the Board may request the Nominating Committee to put forth a qualified candidate to fill the vacant position. The remaining Board members then have the authority to appoint the recommended member until the next scheduled Congregational Meeting, at which time an election will be held to fill the remainder of the term.

Individuals elected to fill unexpired terms may then stand for election in their own right at the completion of the originally scheduled period of service. Time served to fill a vacancy will not count toward the three (3) consecutive full terms allowed each Board member.

#### Section H. Quorum

Quorum for Board meetings shall be a simple majority of Board members: four (4).

### **Article 7: Board Officers**

The Officers of the Board shall be President, Vice-President, Secretary and Treasurer.

#### Section A. President

The President or a designee, shall prepare the agenda for and preside over meetings of the Board as well as Congregational Meetings. The President shall be responsible for the Church's community, public, inter-faith and inter-denominational relations, and shall be its spokesperson or shall appoint appropriate spokespersons when necessary. The President shall cast one (1) vote at meetings of the Board and fulfill other responsibilities as determined by the Board.

## Section B. Vice-President

The Vice-President shall perform the duties of the President in the event of absence or illness of the President, or as delegated by the President. In the event the President is unable to continue in office, the Vice President shall succeed to the Presidency and serve the balance of any Presidential term of office. The Vice President shall be responsible for the scheduling, agenda and leading of the Leadership Council. The Vice-President shall cast one (1) vote at meetings of the Board and fulfill other responsibilities as determined by the Board.

## Section C. Treasurer

The Treasurer shall keep UUCL's financial accounts and prepare reports on the income, expenses and financial status of the church for presentation at Board meetings and Congregational meetings. The Treasurer shall also serve as a member of any finance committees, shall be the Board's representative on said committees, and shall report to the Board at each Board meeting on the progress of said committees. The Treasurer shall cast one (1) vote at meetings of the Board and fulfill other responsibilities as determined by the Board.

## Section D. Secretary

The Secretary or a designee shall be responsible for keeping and securing all of the non-financial written records of the Church; for the taking, safe-guarding and reading of the minutes of all Board meetings, Congregational Meetings and Leadership Council meetings and the posting of minutes and policies in a place designated by the Board. The Secretary shall cast one (1) vote at meetings of the Board and fulfill other responsibilities as determined by the Board.

# **Article 8: Committees**

## Section A. Appointment

The Board may appoint special committees as it deems necessary. All committees shall report to the Board at the time and in the form determined by the Board.

## Section B. Meetings

Most Church committee meetings shall be open to all interested voting members. Committees may request that the Board approve a closed meeting in the event that confidential or personal information is to be discussed.

#### Section C. Chairpersons

Committee chairpersons shall be voting members of the Church. All committee chairpersons shall be members of the Leadership Council.

#### Section D. Appointment and Removal of Chairpersons

With the exception of those elected by the congregation, the President, in consultation with the Board, shall be responsible for appointing and removing all committee chairpersons. Chairpersons may be removed by the President due to restructuring of committees, for non-performance of the duties of the position, or for behavior detrimental to the committee or Church.

### **Article 9: Leadership Council**

#### Section A. Membership

Leadership Council shall include all committee chairpersons, Board members, and professional staff of the Church.

#### Section B. Purpose

The Leadership Council facilitates communication and coordination between committees, the Board, and professional staff.

#### Section C. Chair

The Leadership Council is chaired by the Vice President and meets at such times as determined by the Vice President.

### **Article 10: Nominating Committee**

#### Section A. Election

Candidates for the Nominating Committee shall be selected by the existing

members of the Nominating Committee. A candidate must be a voting member of UUCL for at least two years before being nominated. The Nominating Committee is composed of three (3) members, at least one (1) of whom shall have previously served as an officer of the Board. Election of Nominating Committee members shall be made by a majority vote at a Congregational Meeting where a quorum is present.

#### Section B. Term

Nominating Committee members shall serve a three (3) year term and may be re-elected once for a total of six (6) years. The Nominating Committee members' terms are staggered.

#### Section C. Responsibilities

The Nominating Committee shall be responsible for the selection of Board Candidates, for the conduct of elections, pursuant to Article 6, Section E, and other responsibilities assigned by the Board.

#### Section D. Notice

The Nominating Committee shall announce all nominations at least four (4) weeks prior to elections, including at two [2] consecutive Sunday services.

#### Section E. Nominations by Voting Members

Five (5) voting members may nominate a candidate to the Board, up to no less than two (2) weeks before the Congregational Meeting. The five voting members shall transmit the name of their nominee to any member of the Nominating Committee, in writing or electronically and signed by all five voting members no less than two weeks prior to the Annual Meeting. A person so nominated shall automatically appear on the ballot, unless the person declines to stand for election.

#### Section F. Midterm Vacancies

In the event of a midterm vacancy on the Nominating Committee, the Board may appoint a voting member to fill the vacancy until the next Congregational Meeting. The vacant position shall be filled pursuant to Article 10, Section A, except the



person so elected shall serve the remaining vacated term.

## **Article 11: Minister**

### Section A. Employment

The Minister shall be employed by written contract, signed by the President and the Minister, which clearly stipulates the duties, compensation and conditions of employment. Any candidate for the position of Minister must be in fellowship with the Unitarian Universalist Association or be an applicant for such accreditation.

### Section B. Rights and Responsibilities

The Minister shall provide religious leadership and guidance in accordance with the established purposes of the Church, and shall be guaranteed freedom of the pulpit.

The Minister is an ex officio, non-voting member of the Board and all committees with the exception of the Nominating Committee.

### Section C. Calling of Settled Minister

The Board may appoint an acting, consulting, or interim Minister. A settled minister may only be called by a congregational vote. The call of a settled Minister may be made only at a Congregational Meeting convened for such a purpose. At such a meeting, fifty percent (50%) of the members eligible to vote shall constitute a quorum, and the call must be made by a vote of at least seventy-five percent (75%) of those voting members present. Notice of the meeting shall be announced to the membership at least 30 days prior to the meeting.

### Section D. Termination

The relations between the Minister and the Church may cease by mutual agreement, or by either party giving written notice 90 days prior to departure/termination.

In the case of a settled Minister, the Governing Board may give such notice only after approval by the Church at a specially called meeting under the same requirements as those for calling a minister, namely 30 days notice, a quorum of

fifty percent (50%) and a vote of at least seventy-five percent (75%), and proxy voting is not permitted. Upon a written petition of fifteen percent (15%) of the membership, a special meeting to consider termination of relations between the Minister and the Church shall be scheduled by the Board.

#### **Article 12: Other Professional and Support Staff**

All other staff shall be responsible to the Board, which shall determine direct lines of reporting as appropriate to a staff member's job duties.

#### **Article 13: Real Property**

The real property of the Church shall not be purchased, sold, conveyed, encumbered, or made subject to any lien; and no 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 (2/3) of the Board, and three-fourths (3/4) of the voting members in attendance at a Congregational Meeting duly called for that purpose, which purpose shall be plainly stated in the call.

#### **Article 14: Fiscal Year**

The fiscal year shall end June 30.

#### **Article 15: Indemnification**

The Church shall indemnify any person who is or was an employee, agent, representative, or member of the Board against any liability asserted against such person and incurred in the course and scope of the duties or functions of the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an 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 shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, and vote of members or otherwise.

#### **Article 16: Ratification**

These bylaws shall take effect if two-thirds (2/3) of voting members present (providing a quorum exists) vote in favor of passage.

## **Article 17: Amendments**

These bylaws may be amended at any Congregational Meeting by a two thirds (2/3) vote of a quorum. A quorum to amend the bylaws shall be 50% of the total voting membership. Notice of any proposed change shall be sent to the membership and announced at Sunday services at least 14 days before the meeting.

## **Article 18: Dissolution**

Should the Church cease to function and the membership vote to disband, any assets shall be transferred to the Unitarian Universalist Association of Congregations for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

[As originally ratified by the congregation on June 2, 1991, amended in 1993, and revised and ratified by the congregation on October 26, 2008, on January 28th, 2016, and on May 21, 2023].