



# ***UUCR Bylaws***

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

(As adopted May 6, 2006 and amended through March 17, 2019, effective July 1, 2019)

### **ARTICLE I: NAME**

The name of this religious society shall be the Unitarian Universalist Church of Roanoke (referred to hereinafter as the “Church”).

### **ARTICLE II: AFFILIATION**

The Church shall be a member of the Unitarian Universalist Association (UUA) of North America and of the Southeastern District of the UUA.

### **ARTICLE III: PURPOSES**

The purposes of the Church are to provide an opportunity for its members to:

- enjoy friendly communion with open-minded people;
- explore together religious ideas and experiences;
- stand publicly in the larger community for a humane, open-minded concept of religion;
- participate in a program of liberal religious education for children and adults;
- find encouragement to build for themselves a unique, self-critical, coherent pattern of religious beliefs and practices; and
- be a supportive part of a larger religious movement that seeks to integrate and affirm humane and ethical qualities of various religious outlooks, basic universal democratic values and insights from the physical and social sciences and the humanities.

No test or creed or dogma is required for membership in the Church. The Church affirms and promotes the full participation of persons in all activities and endeavors of the Church, without regard to race, gender, gender identity, physical or mental ability, ethnicity, sexual orientation, class, age, or national origin.

### **ARTICLE IV: GOVERNING POLICY**

The Church is constituted in the congregational manner, that is, the active members acting at a legally called meeting are the ultimate authority in all matters. Subject to such authority, these Bylaws, and policies and procedures promulgated by the Board of Directors (referred to hereinafter as the Board) shall govern the Church.

Section A: The active members of the Church shall elect the members of the Board, the Nominating Committee, and the Endowment Trustees.

Section B: The active members of the Church must approve the following:

- 1) Selection and dismissal of a minister.
- 2) Adoption of and amendment of the Bylaws, as specified in Article XII, Section A.
- 3) Adoption of the annual budget.
- 4) Purchase, sale, mortgage, lease, or other disposition of Church property, other than assets managed by the Endowment Trustees, in an amount exceeding \$5,000, or incurring any indebtedness. Transactions under \$5,000 may be effected by a majority vote of the Board without a congregational vote, subject to the overall limitation of Article VII, Section D, and state law.
- 5) Authorization of capital improvements costing in excess of \$10,000, and any budget changes equal to or greater than ten (10) percent of the adopted annual budget.
- 6) Dissolution of the Church, and disposition of all Church assets and debts at that time as provided for in Article XIII.

Section C: Either the active members or the Board acting on their behalf may approve the following:

- 1) Removal of members of the Board who fail to perform their duties as specified in Article VII, Section H.
- 2) Change in membership status as provided in Article V, Section D.
- 3) The establishment of policies and procedures as are deemed necessary to carry on the business of the Church.
- 4) Filling of vacancies that may occur on the Nominating Committee or the endowment committee (see Article VIII) and other committees as provided in the Bylaws.

Section D: The executive power of the Church is delegated by the active members to the Board, which shall provide leadership and conduct the business of the Church in accordance with Article VII. Any 15% of the active members may appeal any action of the Board by petitioning the active membership for a decision, at a special meeting, in accordance with Article VI, Section B.

Section E: A resignation of a member of the Board, the Nominating Committee, or the Endowment Committee shall be directed in writing to the President and copied to the Clerk, and shall be effective upon receipt by either. The resulting vacancy shall be filled in accordance with these Bylaws.

#### ARTICLE V: MEMBERSHIP

Section A: Any person sixteen (16) years of age or older, who is in sympathy with the purposes of the Church stated in Article III may become a member by signing the Membership Book of the Church. Signing the Membership Book shall constitute the member's commitment to abide by the governing documents of the Church and the amendments thereto.

Section B: An active member is a member

- 1) Whose signature has been in the Membership Book at least twenty-eight (28) days;
- 2) Who participates in the activities of the Church; and
- 3) Who supports the Church financially.

Section C: Only active members are eligible to cast a vote on any matter coming before a meeting of the membership, or to chair a committee. Only active members at least eighteen years of age are eligible to hold a position on the Board. Only active members shall be reported to the UUA or otherwise as members of the Church.

Section D: The Board is authorized to change the membership status of any member from active to inactive if the member:

- 1) Has indicated that s/he does not wish to be an active member of the Church, or
- 2) Has not participated in Church activities for two or more years; or
- 3) Has not supported the Church financially for two or more years.

Section E: A friend of the Church shall be one who is in sympathy with the purposes of the Church stated in Article III, does not wish to become an active member, financially supports the Church directly or through another member of the household, and indicates to the presiding officer that he or she wishes to be considered a friend of the Church. Friends of the Church are welcome to participate in the activities of the Church.

#### ARTICLE VI: MEETINGS OF THE MEMBERSHIP

Section A: An Annual Meeting of the membership shall be held on a date set by the Board each year no earlier than eight (8) weeks and no later than three (3) weeks prior to the end of the fiscal year. The purpose of the Annual Meeting is to adopt the budget, hold elections, and consider other business as set forth in the notice of the meeting. At this meeting any active member present may inquire into any Church business but no business other than that stated in the notice of the meeting may be voted upon.

The President, the Vice-President Finance, the Minister, the Director of Lifespan Faith Development, the Music Director, and each committee chair shall submit a written report to the Clerk at least one month prior to the Annual Meeting. The Clerk shall see that the reports are compiled and distributed to the membership at least fourteen (14) days prior to the Annual Meeting. The reports shall include the proposed annual budget and any financial disbursements proposed for a vote. For the Annual Meeting the Nominating Committee shall nominate a candidate for each open position on the Board, the Nominating Committee, and the Endowment Trustees. Further nominations may be made from the floor with the nominee's consent.

Section B. Other meetings of the membership may be called by the Board at its discretion or shall be called by the Board upon the written request of at least fifteen percent (15%) of the active members. The written request shall state specifically the purpose of the proposed called meeting and shall be sent by the United States Postal Service to the church office, the President, and the Clerk. Such request shall be considered not later than the Board's next regularly scheduled meeting and a day set for the called meeting which is within sixty (60) days of the mailing of the request. In its discretion the Board may implement a process for mediating, conciliating or otherwise resolving the identified concern prior to the called meeting. Requesting

members shall participate at the invitation of the Board. The Board may cancel the called meeting if the number of requesting members withdrawing their request in writing prior to the day of the called meeting reduces the total to less than 15% of the active membership. If the called meeting is held, no business other than that stated in the meeting notice may be voted on.

Section C: Notice of the Annual Meeting or any called meeting of the membership shall be given to all active members not less than fourteen (14) days before the meeting, unless these Bylaws require longer notice for some particular business to come before the meeting. Notice of meetings of the membership shall be given by mail or email. The Notice of the Annual Meeting shall include all nominations by the Nominating Committee. In case of cancellation by the Board of any Annual or called meeting, it shall be rescheduled at the earliest possible date, with reasonable notice of the new date. No changes may be made in the original agenda.

Section D: The President shall preside at each meeting of the membership. In the President's absence the meeting shall be presided over by the President-Elect. The presiding officer may appoint a parliamentarian for the meeting.

Section E: Prior to each meeting of the membership, the President shall appoint one or more Board members as tellers, and the Clerk shall furnish the tellers with the current list of active members. The tellers shall establish the number of active members required for a quorum, and verify the active member status of those voting.

Section F: A quorum at any meeting of the membership shall consist of thirty percent (30%) of the active membership, except for the call or dismissal of a minister as provided in Article X, Section G. The quorum count shall include active members present by proxy as well as in person. In the event that an active member cannot attend a meeting of the membership, he or she may designate another active member to cast the absent member's vote on any business coming before the meeting. The designation shall be made on a proxy form, provided by the Clerk for that purpose; the proxy form shall be signed by the absent member, and shall be signed by the designated member showing consent to the designation. The proxy must be presented to the tellers before the meeting. No active member present in person for the meeting may hold a proxy for more than three (3) absent members.

Section G: Except as otherwise provided in these Bylaws, votes taken at meetings of the membership shall be by written ballot, and carried by a simple majority of the total of active members voting in person and by proxy. Any motion for the adoption of a budget or other disbursement of funds must be carried by a two-thirds vote of active members voting in person and by proxy.

## ARTICLE VII: BOARD

Section A: The executive body of the Church shall be the Board, which shall at all times conduct its activities as prescribed within Article IV.

Section B: The Board shall consist of seven (7) active members at least eighteen (18) years of age as follows:

- 1) A President-Elect and a President. The President-elect shall be elected for a two-year term and shall become President after serving one year of the term as President-Elect.
- 2) Two Members-at-Large shall be elected in odd-numbered years for two-year terms.
- 3) A Clerk, Vice-President Finance, and one Member-at-Large shall be elected in even-numbered years for two-year terms.
- 4) All Board members shall be active members as of the date of the Annual Meeting at which their election occurs, and remain active members for the entire term of their office. A nominee for President-Elect must have been an active member of the Church for at least two years as of the date of the Annual Meeting at which the election occurs.
- 5) The President-Elect/President shall not serve more than one consecutive two-year cycle in that office. Other Board members may not serve more than two consecutive terms in the same office.
- 6) Each Board member shall have one vote in matters before the Board.

Section C: The Board shall establish bookkeeping and accounting system in accordance with generally accepted accounting practices for similar institutions. Promptly after the close of the fiscal year occurring during each calendar year divisible by two, the Board shall appoint an ad hoc Audit Committee of three active members not currently serving in an office dealing with Church finances. This Audit Committee shall audit the Church's accounts and report the results to the Board at the next regularly scheduled meeting.

Section D: The Board shall authorize the expenditure of budgeted funds or other funds approved by the active members.

Section E: The Board, as executive body for the membership, shall oversee the Minister's performance of ministerial duties, and shall ensure that the Minister receives an annual performance review. The Board shall adopt and maintain personnel policies for administration of staff of the church, including an internal grievance procedure assuring fair hearing to any paid staff member proposed for termination or otherwise aggrieved. The Board shall decide upon the form and terms of any contract for employment of staff, and whether to approve any proposed staff position that is not provided for in the current budget, and whether to approve any proposed staff termination.

Section F: The Board shall meet on a regular basis, but not less often than monthly. The Board may hold executive sessions only for the purpose of considering personnel matters, real estate transactions, or possible litigation. Regular meetings of the Board shall be open to all members of the Church. Any member of the Church may present any matter to the Board for its consideration by notification in writing to the President or Clerk at least forty-eight (48) hours before the meeting, stating the issue to be considered.

Section G: A quorum of the Board shall be five (5) members.

Section H: Any member of the Board who misses three (3) consecutive regular Board meetings without good cause, or who fails to perform his or her duties, may be considered for removal by the Board at its next meeting. Removal shall be by a three-fourths vote of the Board members present.

Section I: New Board members shall take office on the first day of the fiscal year following the one in which they were elected.

Section J: In the event of a vacancy on the Board, the Nominating Committee shall nominate an active member to fill that position until the end of the fiscal year following the next Annual Meeting. The Board shall vote to approve such nominee at its next regularly scheduled meeting. Any remaining portion of the original term shall be filled by election at the next Annual Meeting.

#### ARTICLE VIII: ENDOWMENT TRUSTEES

Four Endowment Trustees shall be active members of the Church who shall be elected by the active membership at the Annual Meeting. They shall be selected on the basis of their personal or professional investment knowledge and interest. Each Trustee shall serve a four year term, with one member being elected each year. Trustees may serve no more than two consecutive terms. Vacancies on the Endowment Committee shall be filled by the Board. It shall be the duty of the Endowment Trustees to manage the assets entrusted to them in accordance with established Endowment guidelines. A representative of the Endowment Trustees shall report to the Board of Directors semi-annually in order to inform the Board of the progress and direction of the Endowment.

#### ARTICLE IX: COMMITTEES

Section A: The mission of the Shared Ministry Committee is to support and monitor the well-being of the church-wide ministry – a ministry in which all members, friends and professional staff are involved in ministering to each other and the wider community and in affirming the Unitarian Universalist principles. The Shared Ministry Committee shall consist of six (6) active members selected for three- year staggered terms, with the Minister serving as an ex-officio member. Members of the Shared Ministry Committee may serve no more than two consecutive terms and may not simultaneously serve on the church staff or the Board or, preferably, any other church leadership position. New committee members shall be selected by the following process: Each year the Shared Ministry Committee shall submit a list of at least twice as many names as open positions on the Committee to the Board at its March meeting. The Board shall prioritize the names and approve members for the Committee from the list. The Shared Ministry Committee shall invite new members in order of priority.

Section B: The Nominating Committee shall consist of five (5) active members each elected for a two-year, staggered term, with at least two (2) new members elected every year at the Annual Meeting. There shall be no consecutive terms. The Nominating Committee shall work throughout the Church year to find and cultivate active members who are deemed capable and are willing to serve as openings occur. The Committee shall recommend candidates for election to the Board, the Nominating Committee, and the Endowment Trustees at the next Annual Meeting after apprising the potential nominee of the duties and responsibilities of the position and obtaining his or her consent to stand for election. The Committee shall notify the President and the membership of its slate of nominees at least fourteen (14) days before the Annual Meeting by posting the list in the Church and publishing it in the Church newsletter. The

nominees shall be listed in the notice of the meeting distributed to the members. Nominations may be made from the floor at the Annual Meeting.

Section C: The Personnel Committee shall assist the Board and the Minister in their oversight of the congregation's personnel matters. These include ensuring that the Personnel Manual is up-to-date, annual staff assessments are conducted, job descriptions are reviewed and updated, staff training occurs, and that all staff are performing consistent with Board policies. Membership shall include at least one Board member who shall serve as chair and the Minister.

Section D: The Board, in its discretion, may from time to time establish such other committees as it deems necessary to carry on the business of the Church. These committees shall be charged with specific duties and responsibilities, and their assignments may be of a continuing nature or for a specific length of time. Those with a limited charge shall cease to exist as soon as their charge is completed, unless otherwise provided in these Bylaws or by the Board. The Board shall provide for the charges, responsibilities, and members of all committees, to be maintained on the Church website.

Section E: All committees shall report to the Board, as the Board directs.

#### ARTICLE X: MINISTER

Section A: In the event of a ministerial vacancy, a Ministerial Search Committee shall seek candidates for the position of Minister of the Church and recommend a candidate to the active members for consideration. Election of and procedures followed by the Search Committee shall follow current UUA guidelines for the search process. A candidate for Minister shall have, or be actively pursuing, ministerial fellowship with the UUA. Election shall be by at least eighty (80) percent of the active members present in person or by proxy at a meeting legally called for this purpose at which not less than forty (40) percent of active members are present in person or by proxy. A contract shall be negotiated between the Board and the Minister and approved by the active members before the Minister assumes his or her duties. The contract shall include duties and responsibilities, and shall specify the term of the contract.

Section B: The Minister shall be called by the congregation and accountable to the Board. As executive body for the membership, the Board shall oversee the Minister's performance and shall ensure that the minister receives an annual performance review starting in his or her second year. The Minister shall render all such reports as the Board may require, and shall make whatever recommendations to the Board as seem pertinent to the general interests of the Church. The final decision in matters of policy or procedure shall rest with the Board.

Section C: The Minister is responsible for maintaining a productive and effective staff, for ensuring that its efforts are directed towards fulfilling the church's mission and vision of ministry, and for compliance by the staff with all Board policies. The Minister, after consultation with the Personnel Committee, is authorized to hire for any program staff position that has budget approval, upon form and terms of contract approved by the Board. The Minister is also authorized to discharge or change the compensation of program staff, in consultation with the Personnel Committee and with Board approval. Program staff, in consultation with their supervisor, are authorized to hire for any program assistants that have budget approval, upon form and terms of contract approved by the Board.

Section D: The Minister shall ensure that the staff's working conditions are fair, humane, respectful and professional. The Minister shall also report annually to the Board, 2-3 months in advance of the budgetary planning process, regarding desired changes in compensation and/or duties of program staff. An internal due-process grievance procedure for paid staff shall be maintained and published by the Personnel Committee in the Personnel Policy Manual.

Section E: The Minister shall be a non-voting, ex-officio member of the Board and all Church Committees except the Nominating Committee and the Ministerial Search Committee.

Section F: The Minister shall have the freedom to express whatever opinion he or she wishes from the pulpit, being mindful that he or she is not the official spokesperson for the Church on any matter unless so authorized. In public matters, the Minister shall speak only on his or her own behalf, unless authorized by the Board to speak for the Church.

Section G: The Minister may be dismissed by a two-thirds vote of the active members of the Church present at a meeting called for that purpose, at which not less than forty (40) percent of the active members of the Church are present in person or by proxy. Resignation may take place immediately or when specified by the members voting at such meeting, but the Minister's salary and housing allowance shall be as specified in the minister's contract.

#### ARTICLE XI: FISCAL YEAR

The fiscal year of the Church shall commence July 1 and end June 30 of the following year.

#### ARTICLE XII: ADOPTION AND AMENDMENTS

Section A: Amendment and adoption of these Bylaws shall be by a two-thirds vote of those active members represented at a meeting called for the purpose of amending or adopting the Bylaws, at which a quorum is present. A copy of the proposed changes shall be distributed to active members at least fourteen (14) days prior to the meeting and posted in the Church. All rules and regulations as set forth in these Bylaws for the conduct of such a meeting shall be adhered to in accordance with Article VI, Section A.

Section B: An ad hoc Bylaws Committee, appointed by the Board, shall review these Bylaws every year divisible by five.

#### ARTICLE XIII: DISSOLUTION OF THE CHURCH

If the Church ceases to function and the members vote to disband, any assets of the Church shall be transferred to the Unitarian Universalist Association or its successor, after payment of all debts.

#### ARTICLE XIV: RULES OF PROCEDURE

The most recent edition of Robert's Rules of Order shall govern the proceedings of meetings of the congregation, unless such rules of order conflict with specific provisions of these Bylaws.

#### ARTICLE XV: EFFECTIVE DATE

These Bylaws were originally adopted effective May 6, 2006.