

**BYLAWS OF THE
UNITARIAN UNIVERSALIST CHURCH OF ARLINGTON, VIRGINIA**
Adopted: June 2011

ARTICLE I: Name and Affiliation

This Congregation shall be known as the UNITARIAN UNIVERSALIST CHURCH OF ARLINGTON, VIRGINIA (UUCA), a church corporation organized under the laws of the Commonwealth of Virginia. This Congregation shall be a member of the Unitarian Universalist Association.

ARTICLE II: Purpose

The purpose of this Church is to promote the understanding and interests of liberal religion, based upon individual freedom of belief, universal community, and the democratic process in human relations; and to support the extension of Unitarian Universalism.

ARTICLE III: Membership and Voting

- 1. Membership.** Any person fourteen years or older who subscribes to the purposes of this Church shall become a member of the Congregation by (a) signing the membership book; and (b) making a financial pledge of record (subject to exceptions as provided in Section 2).
- 2. Contributions.** The Board of Trustees shall adopt and maintain policies to provide for (a) exempting from the financial obligation those who cannot make a contribution; (b) removing members from the membership rolls; and (c) establishing other affiliations with the Church it deems appropriate. The policies shall include a requirement that a member who fails to make a financial pledge and contribution for two consecutive years shall be removed from the membership rolls (unless the member has received an exemption).
- 3. Rights.** Members may make motions, speak in debate on them, vote at Annual or special meetings of the Congregation, and serve as Trustees, officers, lay ministers, committee chairs, or members of committees elected by the Congregation. New members shall be eligible to vote ninety (90) days after they have signed the membership book and met the financial requirements of membership.
- 4. Withdrawal and Removal.** A member may withdraw from membership upon written notice to the office. The Ministers shall have the authority to remove any member, upon consultation with the Board of Trustees, for failure to pay dues or misconduct, including but not limited to criminal conviction, immoral behavior or conduct detrimental to the Church. The Ministers shall give the member written notice of the reasons for removal and a time and place to present the member's objections to the Board or its designees. The Ministers may restore membership.

ARTICLE IV: Fiscal Year and Meetings

- 1. Fiscal Year.** The fiscal year shall begin on July 1.

2. Annual Meeting. An Annual Meeting of the Congregation shall be held at the call of the Board of Trustees. Officers and Trustees shall be elected. The Board shall recommend the budget for the ensuing year for approval consistent with Article XII, Section 1.

3. Notice. The Secretary shall ensure that notice of any meeting of the Congregation is sent electronically or by mail to members of record at least ten days before the meeting. For the Annual Meeting, notice shall include the list of nominees for elective offices and the budget proposed for the coming year. Time-critical matters about which it is not possible to give ten days' notice may be voted on at a special meeting. In that case, the Secretary shall ensure that reasonable means of communication are used to inform the Congregation of the meeting.

4. Special Meetings. Special meetings may be called at any time by the Board of Trustees, or at the written request of thirty-five members, provided that written or electronic notice stating the purpose of the meeting is mailed to all members eligible to vote at least ten days in advance. No other business than that announced shall be transacted.

5. Quorum. At any meeting of the Congregation, a quorum shall be eight percent of the members eligible to vote, or seventy-five members eligible to vote, whichever is less. Proxies are prohibited. If a quorum cannot be satisfied at the first called meeting, a quorum at the next duly called meeting on the same issue will be satisfied by any number of members present and voting. No absentee ballots shall be counted toward the quorum unless otherwise specified in these Bylaws or by written resolution of the Board of Trustees.

6. Absentee Voting. The Board of Trustees may authorize a ballot to be cast by mail, electronically, or otherwise than in person at a meeting, provided that the membership has received ten days notice.

7. Majority Vote. At any meeting of the Congregation, a majority vote shall be sufficient to approve business transactions, unless otherwise specified in these Bylaws.

8. Parliamentary Authority. Unless otherwise specified, Robert's Rules of Order Newly Revised shall govern Board of Trustees and Congregation meetings. The chair of any meeting of the Congregation may appoint a parliamentarian.

9. Congregation. The Congregation shall:

- (a) Elect the Trustees, other officers, members of the Nominating Committee, and special committees for specific and limited functions; special committees shall report to the Congregation;
- (b) Approve the annual budget of the Congregation, including remuneration of the ministers, consistent with Article XII Section 1;
- (c) Call or dismiss any minister consistent with Article VII.

ARTICLE V: Board of Directors (hereinafter Trustees)

1. Authority. The Board of Trustees shall have general supervision and direction of the affairs of the Church. The Board may adopt policies and procedures for the governance of the Congregation consistent with these Bylaws, including but not limited to the creation of an Executive to perform duties as it may delegate. It shall maintain a policy manual that is available to the Congregation.

2. Composition and Election. The Board shall consist of at least three but generally nine members. The terms of four Trustees shall begin on July 1 of an even year, and the terms of five Trustees shall begin on July 1 of an odd year. A term shall be two years. A Trustee may be re-elected no more than twice consecutively. A Trustee who has served longer than four consecutive years shall not be eligible to serve until one year has elapsed since the Trustee's last date of service.

3. No Compensation for Trustees. No compensation shall be paid to any Trustee in his/her capacity as a Trustee, but nothing shall preclude any Trustee from serving the Church in any other capacity and receiving reasonable compensation. A Trustee may receive reasonable reimbursement for approved travel and other expenses upon request and written documentation.

4. Procedure. The Board shall elect its chair (or co-chairs) and make rules for its procedure, including but not limited to criteria and procedures for the removal of a Trustee. The chair/co-chair or the chair's designee shall preside at meetings of the Congregation.

5. Vacancies. The Board shall have the authority fill any vacancy in its membership or that of the Secretary, Treasurer or Nominating Committee, upon consultation with the Nominating Committee. Any person so appointed shall hold office until the end of the Church year. The remainder of the term shall be filled by election at the next Annual Meeting.

6. Conflicts of Interest Policy. The Board shall adopt a conflicts of interest policy that will provide for full disclosure of material conflicting interests by Trustees, officers, or employees. The policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church. A contract or other transaction in which a Trustee, officer or employee or their family member(s) has a financial interest (hereinafter "interested party") shall be voidable at the sole election of the church unless the following provisions are satisfied:

- (a) The Church entered into the transaction for its own benefit;
- (b) The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purpose at the time the Church entered into the transaction;
- (c) Before consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Trustees, without counting the vote of the interested Trustee(s), and with knowledge of the material facts concerning the transaction and the "interested party"; and
- (d) Before authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration that either (i) the church could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or (ii) the transaction was in furtherance of the Church's exempt purpose.

Common or interested Trustees may not be counted in determining a quorum at a meeting during which the Board authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Trustees.

7. **Meetings.** The Board shall hold business meetings provided that notice of at least 24 hours is available in the office. A quorum to conduct business shall be five Trustees unless otherwise required by law. Business meetings shall be open to all members of the Congregation except when by majority vote of the Board it meets in Executive Session. Executive sessions shall be held only for personnel or legal matters.

8. **Action without Meeting.** Any action of the Board may be taken without a meeting. Such action shall have the same effect as the vote of the Board and shall be filed with the minutes of the Board.

9. **Manner of Acting.** Except as otherwise provided in these Bylaws, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

10. **Appointment of Delegates.** The Board shall appoint the delegates of the Church to the General Assembly of the Unitarian Universalist Association and other denominational meetings or organizations at which the Church may be entitled to representation. Delegates must be members of the Congregation.

11. **Partnerships, Joint Ventures, LLC's and Auxiliary Corporations.** The Board may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board may determine will advance the Church's purposes and not violate its exempt status.

ARTICLE VI: Elected Officers

1. **President.** The Chair of the Board of Trustees shall serve as President of the Congregation. The President shall preside at all meetings of the Congregation, represent the Congregation on appropriate occasions, and perform other duties customary to the office.

2. **Secretary.** The Secretary shall keep (1) the minutes of all Congregation meetings, (2) the records of the Board of Trustees, and (3) an account of whatever may be of general interest to the Congregation. The Secretary shall, under the direction of the Board, certify a list of members eligible to vote at each meeting of the Congregation and that notices of all official meetings have been properly sent.

3. **Treasurer and Assistant Treasurers.** The Treasurer and any Assistant Treasurer will be bonded or otherwise covered by a general liability insurance policy containing Directors and Officers Liability coverage. The Treasurer, under the direction of the Board of Trustees, shall be responsible for the proper receipt, accounting, management and disbursement of Congregation funds within Church policies established for adequate financial control. The Treasurer shall be responsible for seeing that adequate records are maintained and that a monthly report is

submitted to the Board. The Treasurer shall submit a report at the Annual Meeting of the Congregation.

ARTICLE VII: Ministers

- 1. Authority.** The Ministers shall have charge over religious activities of the Congregation. The Ministers shall provide leadership in keeping with the purpose of the Congregation. The Ministers' freedom of the pulpit shall not be abridged.
- 2. Committee Membership.** The Ministers shall be ex-officio, non-voting members of all committees of the Congregation. The Ministers may attend all meetings of the Congregation and of the Board of Trustees, except when the Board shall elect to meet in Executive Session.
- 3. Calling.** Called Ministers shall be elected by the members eligible to vote, by ballot. When a vacancy occurs, a special meeting may be called to elect a committee to seek and recommend a nominee.
- 4. Dismissal.** The Congregation may dissolve its relationship with a Minister at a meeting called in accordance with Article IV, Section 4. The Minister may dissolve the relationship with sixty (60) days written notice to the Board of Trustees.

ARTICLE VIII: Evaluation

A Church-wide evaluation shall be conducted at least every fourth year. The evaluation shall be carried out in accordance with a policy prescribing its procedures.

ARTICLE IX: Nominating Committee

- 1. Members.** A Nominating Committee shall consist of five members, elected at the Annual Meeting. Its members shall serve a term of two years; three members shall be elected in even-numbered years and two members shall be elected in odd-numbered years.
- 2. Duties.** The Nominating Committee shall identify and nominate for consideration of the Church membership at least one individual to serve in each elected position to be filled on the Board of Trustees, other officer positions, the Nominating Committee, and special committees.
- 3. Delegates.** The Nominating Committee shall recommend to the Board of Trustees a slate of delegates to the General Assembly of the Unitarian Universalist Association.
- 4. Notice.** The Nominating Committee's slate for Trustees and officers shall be publicized in an appropriate manner at least three weeks before the Annual Meeting.
- 5. Nominations by Petition.** Additional nominations for any of the offices, committees, or delegates may be made by petition signed by no fewer than five Members eligible to vote at the Annual Meeting. The petitions shall note that the person being nominated has agreed to serve if

elected. Petitions shall be handed in to the Church office at least ten days before the Annual Meeting.

6. Other Nominations. Other nominations for Church office may be submitted from the floor. The nominees shall express at the time of nomination their willingness to serve if elected.

7. Other Nominations by Petition. In the event of nomination by petition, the Church office shall prepare a ballot listing each contested office, committee, or position, and the name of the persons nominated by the Nominating Committee and by petition. Persons eligible to vote shall receive a ballot as they arrive at the Annual Meeting. A secret ballot will be conducted for all contested elections.

ARTICLE X: Indebtedness and Real Property

1. Limit on Authority. The Board of Trustees shall not incur indebtedness beyond amounts needed to cover budget items except as provided in the Bylaws or buy or sell real property on behalf of the Congregation without prior approval of a majority of the members eligible to vote. Consent for such action may be obtained in writing provided that the pertinent facts are presented in writing at the time the vote is requested.

2. Absentee Procedures. A proposal for an absentee vote, in accordance with Article IV, Section 6, for the purpose of securing the Congregation's prior approval, shall be dated and shall state the period of time during which written votes will be received. Only those persons eligible to vote, as provided in Article III, Sections 1 and 2, on the date of the proposal shall be eligible to vote on that proposal.

ARTICLE XI: Indemnification

UUCA shall indemnify any person who is or was an employee, agent, representative, Trustee, or volunteer of UUCA against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within UUCA to the extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, 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, vote of members, or otherwise.

Article XII: Church Finances

1. Church Budget. The Board of Trustees shall oversee all Church funds. The Board shall determine the process for development of the operating and capital budget. The process shall provide for no fewer than two hearings convened to take advice from members. The Board shall recommend a budget to the Congregation at the Annual Meeting for its approval without amendment. The Board shall notify the Congregation whenever spending will exceed 105% of the annual operating budgeted expenditures. The Board shall authorize any long-term indebtedness.

- 2. Accounting Procedures.** The Board of Trustees shall authorize a system of accounting that will adequately provide for the handling of all funds. A unified budget plan will be used; all offerings not otherwise designated will go into one fund, and the Board shall provide for the allocation of amounts for various purposes. The financial records of the Church will be kept in accordance with procedures authorized by the Board. All payments for goods or services will be made only upon presentation of receipts and invoices consistent with authorized procedures.
- 3. Fundraising.** Special offerings may be sought with approval of the Ministers. The sale of merchandise or entertainment on behalf of the Church shall be in accordance with Church policy.
- 4. Checks.** All checks or demands for money and notes of the church shall be signed by an officer or officers or other persons as the Board of Trustees may designate.
- 5. Contracts.** The Board of Trustees may authorize any officer or agent of the Church to enter into any contract or execute and deliver any instrument on behalf of the Church, within the approved budget of the Church. This authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.
- 6. Endowments.** The Board of Trustees may establish any endowments for a general or special purpose for the Church.
- 7. Designated Contributions.** The Board of Trustees on behalf Church may accept any designated contribution, grant bequest or device consistent with its tax-exempt purposes, as set forth in the Articles of Incorporation. Donor-designated contributions may be accepted for special funds, purposes or uses as approved by the Board. Designations generally will be honored, but the Board shall reserve all right, title and interest in and to and control of the contributions, and discretion for their ultimate expenditure or distribution, to ensure that all funds are used for the Church's tax-exempt purpose.
- 8. Audit.** The Board of Trustees, through an internal audit committee, shall direct an annual review or audit of a type and nature it deems appropriate, except that every two (2) years the Church shall conduct either a review or an audit by an outside auditor. To avoid an apparent or real conflict of interest, (1) no member of the Church staff should be member of the internal audit committee, and (2) no member of the audit team should be related, by blood or marriage, to any of the Ministers or Church staff.
- 9. Benevolent Team.** A Benevolent Team shall be appointed under the authority of and upon consultation with the Board of Trustees. The Benevolent Team shall consist of least three (3) members. Consistent with a Benevolence Policy approved by the Board, the Benevolent Team may receive and distribute funds and goods to congregants or others in the community.

ARTICLE XIII: Amendments

- 1. Meeting.** These Bylaws may be amended at any meeting of the Congregation by a two-thirds vote of members present and voting. No amendment may be considered unless it is mailed to the

Congregation in accordance with the Bylaws, except that technical and other minor revisions to proposed amendments may be made at the meeting. Any adopted amendment shall become effective at the close of the meeting.

2. Proposals. Amendments may be proposed by the Board of Trustees, by written petition to the Secretary signed by at least thirty-five members eligible to vote, or by special committees established by the Congregation for that purpose.

I, the undersigned Secretary of UNITARIAN UNIVERSALIST CHURCH OF ARLINGTON, VA do hereby certify that the above Bylaws were adopted on _____, 2011, by the voting members at a duly called meeting and that these Bylaws are current and in operation as of that time.

Secretary

Date