

UNITARIAN UNIVERSALIST
CONGREGATION
OF ROCKVILLE

BYLAWS

Approved at the
UUCR Annual Congregational Meeting
May 20, 2018.

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ARTICLE I GENERAL

Section 1. Name. This organization is incorporated as Unitarian Universalist Church of Rockville. This organization shall be known as Unitarian Universalist Congregation of Rockville, referred to herein as "Congregation."

Section 2. Address. The post office address of the Congregation's principal place of business is 100 Welsh Park Drive, Rockville, Maryland 20850. The registered agent in charge of the principal place of business is the Minister of the Congregation.

Section 3. Fiscal Year. The fiscal year of the Congregation shall begin on the first day of July and end on the last day of June next succeeding.

Section 4. Corporate Seal. The Trustees may by resolution adopt or alter a corporate seal and fix or alter the form thereof.

Section 5. Effect. These Bylaws shall supersede and take the place of any previous existing Bylaws and any amendments or modifications to such Bylaws.

ARTICLE II DENOMINATIONAL AFFAIRS

Section 1. Affiliation. The Congregation shall be a member of the Unitarian Universalist Association of Congregations (UUA) and a member of the Central East Region or their successors and shall recognize its fellowship and fiscal responsibilities in these entities.

ARTICLE III MEMBERSHIP

Section 1. General. Membership is open to all individuals sixteen years of age or older. Membership is established by signing the membership book. A member is one who is recorded on the Congregational rolls and is reported to the Unitarian Universalist Association. Specific expectations of membership are defined in the written Membership Policy established by the Board of Trustees.

Section 2. Qualifications of Voting Members, Members who have signed the membership book at least three (3) months prior to any regular or special meeting of the Congregation shall be entitled to vote with the following exceptions:

- a. Upon petition of ten percent (10%) of all members or by majority vote of the Trustees, the right to vote at any particular meeting on either or both of the following questions shall be restricted to those who have been members for one year or longer: to call or discharge a Minister, to purchase any real property or to transfer or repurpose the real property located at 100 Welsh Park Drive.
- b. As required by Maryland law, only members who are adults, as defined

by Maryland law, may vote for the election of members of the Nominating Committee or of the Trustees or any proposed amendment to the Bylaws of Articles of Incorporation.

Section 3. Orientation Prospective members, except those who have been members of a Unitarian Universalist society, are expected to participate in an orientation meeting or other such consultation conducted by the Congregation designed to give a balanced and adequate understanding of the philosophy, work, and worship program of the Congregation as well as the opportunities and responsibilities involved in Congregational membership. After such a meeting, the membership roll may be signed, customarily in a discussion with the Minister.

Section 4. Termination or Resignation A member's name shall be removed from the membership roll upon the following:

- a. Resignation. Any member may resign membership at any time by so notifying the Minister in writing.
- b. Relocation or Inactivity. An annual membership review will be carried out in accord with the Membership Role Review Policy. In no event shall any names be removed from the membership in the thirty-day (30) period immediately preceding an annual meeting.
- c. Death. A member will be removed from the membership roll upon the member's death.
- d. Removal. In accordance with the Conflict Resolution Policy, the Board retains the authority to remove a member for actions that threaten the well-being and safety of the Congregation.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Number. The Congregation shall be governed by a Board of Trustees composed of seven (7) individuals all of whom are voting members of the Congregation. The Officers of the Congregation (as defined in Article V) shall serve as Trustees and will count towards the total composition of the Board. The Board may approve a non-voting youth member to the Board who will not count towards the total composition of the Board. The Minister and the immediate Past President shall serve as ex-officio, non-voting members of the Board and will not count towards the total composition of the Board.

Section 2. Terms. Trustees shall be elected by the members of the Congregation at the annual meeting, shall serve terms of three (3) years and may be re-elected for one consecutive term. General Trustees, that is the Trustees who are not Officers of the Congregation, shall serve staggered three-year terms, such that one General Trustee is elected by the Congregation at each annual meeting. The term of a General Trustee begins the first day of June immediately following the annual meeting at which he or she was elected.

Section 3. Responsibilities. The Board of Trustees has a fiduciary duty to the

Congregation and shall be responsible for the financial health of the Congregation, discerning the Congregation's vision, providing comprehensive long-term planning, and establishing policies and procedures to govern personnel and other operating practices of the Congregation consistent with these Bylaws.

Section 4. Transitional and Organizational Meetings. A transitional meeting of the Trustees shall be held as soon as possible following the annual meeting of the Congregation but in no case on the same day, notice of the time and place thereof to be given by the Secretary. The newly elected officer(s) and general trustee shall attend the meeting as observers. An organizational meeting of the Trustees shall be held in June, notice of the time and place thereof to be given by the Secretary. The Trustees at such organizational meeting shall: provide by resolution for the time and place necessary for the conduct of business and transact such other business as shall properly come before the meeting.

Section 5. Quorum and Voting. A quorum shall consist of a simple majority of the voting members of the Board, at least two of whom shall be officers. Any action by the Board of Trustees may be decided upon by a simple majority of the votes cast by those present at the meeting unless otherwise specifically increased in Board of Trustees' policies. Voting on questions that require an immediate response may be conducted in person, via electronic mail, or via telephone or video conference.

Section 6. Regular Meetings. The Trustees may hold regular meetings, as fixed by these Bylaws or by resolution of the Trustees, for the purpose of transacting such business as properly may come before the Trustees. Such regular meetings shall be open to the congregation and their date, time, and place shall be announced at least two days in advance. Trustees who are unable to attend the meeting in person may participate via telephone or video conference.

Section 7. Special Meetings. The Trustees may hold special meetings for any lawful purpose upon not less than two (2) days' notice, upon call by the President of the Congregation or by not less than one-third members of the Board of Trustees. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. The purpose of any such meeting need not be specified. Trustees who are unable to attend the meeting in person may participate via telephone or video conference. On urgent issues requiring a rapid response, the President may call for a vote via email. An affirmative vote by a simple majority of the voting members of the Board shall be required for passage.

Section 8. The Trustees may meet in closed executive session to discuss sensitive matters such as those relating to personnel, contracts, or property. Trustees who are unable to attend the executive session in person may participate in the executive session via telephone or video conference if

permitted by the operating procedures of the Board.

Section 9. Disposition of Real Property. The Trustees shall not purchase any real property, or transfer or repurpose the real property located at 100 Welsh Park Drive, unless such purchase repurpose or transfer has been authorized by the Congregation in an annual or special meeting where a quorum of the number required for amending the Bylaws is present.

Section 10. Election. The Board of Trustees shall be elected by ballot at the annual meeting of the Congregation. No person shall be voted upon or be declared elected unless he or she has consented to serve if elected. Nominations shall be made in accord with Article VII, Section 3.1.

ARTICLE V OFFICERS

Section 1. General. The Officers of the Congregation shall be a President, a Vice President, a Treasurer, Assistant Treasurer(s), and a Secretary. Each officer shall be elected by the Congregation at the Congregation's annual meeting. All officers except for the Assistant Treasurer(s) shall be members of the Board of Trustees. The Board of Trustees may authorize the number of offices of Assistant Treasurer and any other such position (i.e., Assistant Secretary), as they deem necessary for the proper conduct of the business of the Congregation.

Section 2. President's Duties and Term of Office. The President shall serve as the President of the Congregation and as the Chair of the Board of Trustees. The President shall generally do and perform all the acts incident to the office of President and shall have such additional powers and duties as may be assigned by the Board. The President may, in the name of the Congregation, sign and execute deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Trustees, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by the Bylaws to some other officer or agent of the Congregation. The President's normal term of office is one year and begins on the first day of June of the year following the year of his or her election as Vice President.

Section 3. Vice President's Duties and Term of Office. The Vice President shall be the presiding officer at a meeting of the Board of Trustees in the absence of the President. The Vice President's normal term of office is one year and begins on the first day of June immediately following the annual meeting at which the Vice President was elected.

Section 4. Treasurer's Duties and Term of Office. The Treasurer shall also serve as a member of the Congregation's Finance Committee. Under the direction of the Board of Trustees, the Treasurer shall be responsible for the receipt and safekeeping of the funds of the Congregation and their proper disbursement,

keeping accurate financial accounts, and keeping a record of each Member's pledges and contributions. The Treasurer shall render a report for the current fiscal year at the annual meeting of the Congregation, and within thirty (30) days of the end of the fiscal year, shall render a written report to the Congregation for such fiscal year. The Treasurer shall render special reports to the Board of Trustees as requested and perform all other duties customary to that office. The Treasurer shall be bonded and/or insured in form and amount satisfactory to the judgment of the Board of Trustees. The Treasurer shall be elected to a three-year term. The Treasurer shall hold office from the first day of August immediately following the annual meeting at which the Treasurer was elected. When concluding the term of office three years hence, the Treasurer shall turn over to the incoming Treasurer all funds of the Congregation in his or her custody, including all records pertaining thereto, and shall account to the incoming Treasurer for all receipts and disbursements since the date of the last financial report examined by the Board of Trustees and accepted by the Congregation. The term of the Treasurer is different from that of the other members of the Board of Trustees, so as to serve for three fiscal years.

Section 5. Assistant Treasurers and Term of Office. An Assistant Treasurer shall assist in the discharge of the Treasurer's regular duties and in the Treasurer's absence, act as substitute Treasurer (except for voting on the Board of Trustees). An Assistant Treasurer shall be bonded and/or insured in form and amount satisfactory to the judgment of the Board of Trustees. Assistant Treasurer(s) shall be elected to a three-year term. The Assistant Treasurer(s) shall hold office from the first day of August immediately following the annual meeting at which they were elected. When concluding the term of office, the Assistant Treasurer(s) shall turn over to the Treasurer all funds of the Congregation in his or her custody, including all records pertaining thereto, and shall account to the Treasurer for all receipts and disbursements since the date of the last financial report examined by the Board of Trustees and accepted by the Congregation.

Section 6. Secretary's Duties and Term of Office. The Secretary shall record the proceedings of all meetings of the Congregation and of the Board of Trustees in the minutes book of the Congregation. The Secretary shall certify the list of Members qualified to vote at each meeting of the Congregation, make the list available to any Member upon request, and preserve the list with the minutes of each meeting. The Secretary shall cause to be preserved an account of whatever may be of general interest in the history of the Congregation, have custody of any seal adopted by the Board of Trustees, and perform other duties assigned by the Board of Trustees. In the absence of the Secretary at any meeting, the presiding officer shall appoint an acting secretary to record minutes only. The Secretary shall be elected to a three-year term. The Secretary shall hold office from the first day of June immediately following the annual meeting at which the Secretary was elected.

Section 7. Removal from Office. Trustees, including officers, may be removed by a two-thirds (2/3) vote by ballot at an annual or other congregation meeting upon notice given as specified in the Articles of Incorporation. In addition, an individual officer or trustee may be removed by a 2/3 vote of the other six Trustees in the manner described in the Operating Procedures of the Board of Trustees.

Section 8. Vacancies. A vacancy occurring in the office of the President shall be filled by the Vice President without affecting the Vice President's subsequent one-year term as President. A vacancy occurring in any other office shall be filled by appointment by the Board of Trustees until a congregational election can be conducted to fill the remainder of the unexpired term.

ARTICLE VI MINISTER

Section 1. Calling a Minister. The Minister, or Senior Minister when there is more than one, shall be called by a ballot at a meeting of the Congregation by two-thirds (2/3) of the votes cast, provided that a notice of the meeting setting forth the business to be transacted was given in the manner provided in the Articles of Incorporation. Associate and Assistant Ministers are non-called positions, and thus not subject to calling by ballot.

Section 2. Severance of Relationship. A Minister may sever his or her ministerial relationship with the Congregation by three month's written notice to the Board of Trustees. The Congregation may sever its relationship with a Minister by resolution adopted by two-thirds (2/3) of the votes cast by ballot in a meeting for which notice, setting forth the business to be transacted, was given in the manner provided in the Articles of Incorporation. Nothing herein shall be construed to prevent termination of the relationship by mutual consent of the Minister and the Congregation upon such written terms as they may agree.

Section 3. Compensation. The compensation of the Minister(s) shall be fixed by the Board of Trustees.

Section 4. Administrative Duties. The Minister, or Senior Minister when there is more than one, shall serve as the chief administrative officer of the Congregation and shall supervise the staff, including called staff. The Board of Trustees may appoint a substitute chief administrative officer when the Minister cannot function as such.

ARTICLE VII COMMITTEES & PROGRAM GROUPS

Four types of committees / Program Groups are authorized in the ministry, management and operation of UUCR. These are: Board Committees, Program Groups, Congregationally-elected Committees and the Committee on Ministry.

Section 1. Board Committees. Board Committees assist and support the Board's

visioning, planning, policy-making and fiduciary functions. They are created by and report directly to the Board. Examples of functions performed by Board Committees include, but need not be limited to, strategic planning, finance, personnel, endowments, and canvass (fundraising for general operations). Chairs of Board Committees must be members of the Congregation and are appointed by the Board. Each Board Committee shall have a chair responsible for running the committee's meetings and reporting the work of the committee to the Board. Each Board Committee shall also have a secretary, appointed by the members of the committee, who shall take and keep minutes of all meetings.

1.1 Special Committees. In addition, the Board may create committees, task forces or other working groups as it deems appropriate, to assist the Board in performing its responsibilities. The Board may determine the composition and the scope of work assigned to such groups, consistent with the Articles of Incorporation and these Bylaws. The Board of Trustees may establish additional committees as may be appropriate to the needs of the Congregation (e.g. a new minister search committee.)

Section 2. Program Groups. Program Groups are responsible for ministry or program functions such as religious education, worship arts, social justice, and fellowship, or for operating functions such as membership, communications, and buildings and grounds. Program Groups shall be structured and report to the Program / Lay Ministry Council in accordance with procedures determined by the Council. Program Groups may be comprised of committees, task forces, teams or other entities as deemed appropriate by the Council. The Council, together with the Minister, is responsible for selecting and approving chairs of Program Groups. It is recommended that chairs and secretaries of Program Groups serve no more than three consecutive one-year terms.

Section 3. Congregationally-elected Committees. Congregationally-elected Committees are responsible to and report directly to the Congregation. The establishment of such committees requires Congregational approval at a duly called Congregational meeting. The Nominating Committee is a Congregationally-elected Committee.

3.1, Nominating Committee. The Nominating Committee shall consist of seven members of the Congregation, one of whom, but not more than one, shall be a member of the Board of Trustees. The Nominating Committee shall elect a Chair from among its members. Four members shall constitute a quorum for committee action. Nominating Committee vacancies that occur during a term shall be filled by the Board of Trustees. The Nominating Committee is responsible for preparing a slate of nominees for Trustees/Officers and Nominating Committee members for election at the annual Congregational meeting. Other duties of the Nominating Committee may be mutually agreed upon by the members of the committee and the Board of Trustees. Nominating Committee members are nominated by the outgoing Nominating Committee and are elected at the

Congregation's annual meeting. They serve for staggered three- year terms, until their successors are elected. The Board of Trustees shall select one member to serve a one-year term on the Nominating Committee each year. Former Nominating Committee members may serve on the Nominating Committee again only after a one-year break in service unless this requirement is waived by the Board. The Nominating Committee shall nominate at least one person for each position to be filled at the next annual meeting and shall post a list of nominees for inspection by the Congregation at least thirty (30) days before the annual meeting. The Nominating Committee shall also cause the list of nominees to be circulated to the Congregation by letter or Congregational publication at least ten (10) days before the annual meeting. Any three (3) Congregation members may sign a nominating petition, addressed to the Secretary, for submission to the Congregation in the manner prescribed above before the annual meeting, or any other meeting at which an election is to be held. Ballots shall not indicate whether a candidate was nominated by the Nominating Committee. Biographical material shall be furnished by all candidates.

Section 4. Committee on Ministry. The Committee on Ministry examines, evaluates, and supports ministry within the Unitarian Universalist Congregation of Rockville, including the Minister, professional staff, lay leadership, and the Congregation at large. The Committee shall be constituted as agreed to by the Minister and the Board of Trustees. The Committee shall advise the Board on issues related to ministry.

Section 5. Special Circumstances. As required by special circumstances, the Board of Trustees may provide for a particular committee or program group to report directly to the Board of Trustees, even if it does not normally report to the Board of Trustees.

ARTICLE VIII CONGREGATIONAL MEETINGS

Section 1. Annual Congregational Meeting. Annual meetings of the Congregation shall be held as provided for in the Articles of Incorporation. Ten days' written notice of the time, place, and purpose of such meeting shall be given or sent to each member of the Congregation by (a) sending it to the person's mailing or email address as it appears in the record book, (b) leaving it at his or her residence or usual place of business, or, (c) delivery in person.

Section 2. Other Congregational Meetings. Other meetings of the Congregation may be called by the Board of Trustees or by the written request of one-eighth (1/8) of the members qualified to vote at the last preceding Congregational meeting. Notice of the time and place of such meeting and the business proposed to be transacted shall be given as for an annual congregational meeting.

Section 3. Quorum. One-eighth (1/8) of the members entitled to vote at any such

meeting shall constitute a quorum. Proxies will not be counted toward the quorum.

Section 4. Voting. Except where otherwise provided in these bylaws, and unless suspended by a vote of the Congregation, a majority vote of the qualified members present shall be required to carry any motion.

Section 5. Proxies. Proxies shall be available to members who cannot attend a congregational meeting for reasons of health or travel. A proxy shall be in writing. A proxy may be granted only to another member, both members must be eligible to vote at that meeting, and no member may hold more than two proxies. Proxies shall be valid only for the particular meeting and issues designated therein and must be filed with the Secretary at least three calendar days before the meeting. A proxy shall be deemed revoked only upon actual receipt, by the person presiding over the meeting, of notice of revocation from the member granting the proxy.

Section 6. Irregularities in Voting List. No inadvertent irregularity in listing the qualified voters or in enabling any interested person to determine who the qualified voters are shall invalidate any action taken at any annual or other meeting of the Congregation.

Section 7. Moderator. The Board of Trustees shall appoint a moderator for Congregational meetings and may also appoint a parliamentarian.

Section 8. Parliamentary Procedure. The parliamentary authority for Congregational meetings shall be the most recent edition of Robert's Rules of Order.

ARTICLE IX LAY MINISTRY COUNCIL

Section 1. Responsibilities. The Lay Ministry Council is responsible for visioning, coordinating, supporting, and evaluating the program areas of the Congregation and for overseeing the Congregational calendar. The Lay Ministry Council, through its Chair, shall report to the Board of Trustees. The Lay Ministry Council may render advice and/or make recommendations to the Board of Trustees on any issue which, in the Lay Ministry Council's judgment, may have a significant impact on the programs of the Congregation.

Section 2. Members. Members of the Lay Ministry Council shall be trained as Lay Ministers under the auspices of the Minister, shall be recommended by the Board or Minister and shall be approved by the Board in consultation with the Minister. The Board shall appoint a Board member to be a liaison to and a voting member of the Lay Ministry Council.

Section 3. Chair. The Lay Ministry Council shall elect the Chair of the Lay Ministry Council.

Section 4. Term: Lay Ministers shall serve on the Council for a two (2) year term. It is recommended that Lay Ministers serve no more than two (2) consecutive terms. However, variations on term length and limits are permitted if jointly agreed to by the Board and the Minister.

ARTICLE X FINANCES

Section 1. Congregational Funds. All departments, organizations and agents of this Congregation shall deposit any collected funds with the Treasurer, who shall deposit such funds into the Congregation's account(s).

Section 2. Contracts. The Board of Trustees may authorize one (1) or more officers, agents, or employees of the Congregation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Trustees, no officer, agent or employee shall have the power to bind the Congregation or to render it liable for any purpose or amount.

Section 3. Reconciliation of Congregation Accounts. Individuals authorized to disburse funds (i.e. signing authority) on behalf of the Congregation shall not be responsible for reconciling the Congregation's accounts, and vice versa.

Section 4. Loans. Unless authorized by the Board of Trustees, no loan shall be made by or contracted for on behalf of the Congregation and no indebtedness shall be issued in its name.

ARTICLE XI ENDOWMENTS

Section 1. Fund. A General Endowment Fund, whose purpose, governance, and operating procedures shall be defined by resolution adopted by the Congregation, shall be established.

ARTICLE XII AMENDMENTS

These Bylaws may be amended or repealed by a majority of the votes cast at any meeting of the Congregation, provided notice thereof has been given as provided in these Bylaws for an annual Congregational meeting. Amendments may be proposed by the Board of Trustees or by a group of members petitioning for a meeting as provided for in these Bylaws.