

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**  
(Adopted by the Congregation, May 2007)  
The Unitarian Universalist Church of Rockville

**Article One**  
**Name**

The name of the Church shall be the Unitarian Universalist Church of Rockville.

**Article Two**  
**Purpose**

Unitarian Universalist Church of Rockville affiliates with the Unitarian Universalist Association of Congregations and subscribes to the purpose of that association. Membership in the Unitarian Universalist Church of Rockville is based on joining in a common purpose and not on the acceptance of a common creed. United in the love of truth and individual freedom of belief, we share the quest for a growing faith, our children and all mankind. Nothing in this statement is to be construed as an authoritative test.

**Article Three**  
**Members and Voting Qualifications**

All persons, regardless of race or national origin, sixteen (16) years of age or over who engage in worship and work of the Unitarian Universalist Church of Rockville and who have heretofore or shall have hereafter signed the membership roll of the congregation shall be members of the congregation. All members of the congregation who have made such contributions, if any, as the By-Laws shall prescribe to the support of the Church during the preceding twelve months, subject to such reasonable limitations as to length of membership as the By-Laws may prescribe, shall be entitled to vote in any meeting of the congregation; provided that only members twenty-one (21) years of age or over may vote for the election of members of the Nominating committee or of the Board of Trustees, or on any proposed amendment of these Articles, except to the extent that voting at an earlier age on these matters may hereafter be permitted by law.

**Article Four**  
**Board of Trustees**

1. The Trustees shall have the duties and powers provided by law and exercise general supervision and direction of the affairs of the church.
2. There shall be a minimum of five (5) and a maximum of nine (9) Trustees, exclusive of the minister.
3. A Trustee may also be an officer of the Church.

4. At the May 2002 annual meeting, seven candidates shall be elected. At the first meeting of the Trustees following the May 2002 annual meeting, the term of two trustees who are not also officers shall be set at one and two years, respectively, so that the term of at least one trustee shall expire each year. Election of Trustees shall be by ballot if the number of nominees exceeds the number of positions to be filled. At annual elections at which more than the specified number of Trustees must be elected, because of vacancies in unexpired terms, the candidates receiving the largest number of votes shall be elected to the available two three-year (3 year) terms; the candidate receiving the next largest number of votes shall be elected to the next term to be filled, and so on, until all vacancies are filled; provided, that no candidate shall be deemed elected without receiving a majority of the ballots cast, and balloting shall continue until that requirement is met for each of the posts to be filled. Trustees so elected shall (a) satisfy the statutory requirements for trustees of religious corporations, and (b) be members who are entitled to vote in any meeting of the congregation.
5. Any vacancy occurring in the position of any Trustee before the expiration of the term for which he/she was elected shall temporarily be filled by election by the remaining Trustees until the next annual meeting. If that term does not then expire, the vacancy shall be filled for the remainder of the unexpired term by election at such annual meeting in the manner in which other Trustees are elected. Trustees so elected shall meet the requirement set forth in (a) and (b) of the preceding paragraph.
6. Trustees may be removed by a two-thirds (2/3) vote by ballot at an annual or other congregation meeting upon notice given as provided for the amendment of these Articles.
7. The Trustees shall elect their own chairperson [sic] make such rules for their government as they may deem advisable, subject to the provisions hereof and of the Bylaws.

#### **Article Five** **Annual Meetings**

There shall be an annual meeting of the congregation for the election of trustees and transaction of other business in May on a date and at an hour and place fixed by the trustees; provided, however, that notice of the meeting shall have been given in the manner provided in Article Seven, subsection 2 of these Articles. A quorum shall consist of twenty (20) members qualified to vote or such larger number as may be provided in the By-Laws but in no case shall be less than one-tenth (1/10) of the total membership. A proxy shall be recognized as provided in the By-Laws.

#### **Article Six** **Bylaws**

Subject to and in furtherance hereof the congregation by a majority vote of those present may adopt By-Laws providing for the further organization of the church, a school of religion and other instrumentalities; the minimum contribution required to qualify a

member for voting; the qualifications, selection, tenure and duties of a secretary, treasurer, and any other officer; the calling, notice and holding of congregation meetings other than the annual meeting; the giving of special notice of particular business to be transacted at the annual meeting; the use of proxy at congregational meetings; a corporate seal; and any other appropriate matter.

### **Article Seven Amendment**

This plan of organization may be amended from time to time in the manner provided under those sections of the law pertaining to religious corporations:

1. A majority of the trustees proposing to amend this plan shall (a) adopt a resolution which declares that the amendment is advisable and (b) call a meeting of the adult members of the congregation to vote on the amendment.
2. Ten days' written notice of the time, place, purpose of the meeting shall be given to each adult member of the congregation by (a) delivery in person (b) leaving it at his or her residence or usual place of business or (c) mailing it to the person's address as it appears in the record book.
3. If the proposed amendment is approved by the affirmative vote of a majority of the adult members present at the meeting, articles of amendment shall be adopted which state the amendment and declare that it was advised by the trustees and approved by the members of the congregation. These articles shall be signed by those trustees who declared the resolution advisable, and the matters and facts contained in the articles shall be verified under oath by the Chairperson and Secretary of the meeting of members.
4. The trustees shall file the articles of amendment for record with the State Department of Assessment and Taxation.

### **Article Eight Dissolution**

Should this church cease to function and the membership vote to disband, the assets of the church shall be transferred to the Unitarian Universalist Association of Congregations or any intermediate organization that it deems appropriate. In no event shall any distribution of the assets be made to an individual person.