

**Constitution of the
Unitarian Universalist Church of the Shenandoah Valley
(with revisions adopted June 2, 2013)**

Article I: Name

The name of this religious community shall be the Unitarian Universalist Church of the Shenandoah Valley.

Article II: Affiliation

This Church shall be a member of the Unitarian Universalist Association.

Article III: Purpose

This Church exists to provide a religious environment consonant with the following vision:

Ours is a welcoming church – a sanctuary and a beacon – where with love and mutual support we encourage one another in our spiritual journeys. With open hearts and minds we rejoice in our diversity and are its beneficiaries. We strive to provide an environment and program that, along with visionary leadership, shared ministry, and effective organizational structure, address the intellectual, emotional, aesthetic and spiritual needs of people of all ages. Our church is a shining presence of dynamic liberal religion in the community, dedicated to social justice and active in its pursuit.

Article IV: Membership

Section 1: Covenant

The covenant of membership shall be as follows:

Love is the spirit of this Church.
The quest for truth is its sacrament.
To dwell together in peace,
To seek the truth in freedom,
And to help our neighbor:
To these ends we covenant one with another.

Section 2: Initiation of Membership

All persons who are at least sixteen years of age, support the Purpose and join in the Covenant of this Church by signing its Membership Book shall be members.

Section 3: Voting Members

- a. Members who have made a financial contribution of record during the year preceding the record date as established by the Board for an Annual or Special Meeting shall be classified as Voting Members.
- b. Only Voting Members shall have the right to vote at Annual or Special meetings and to serve as Officers, Board Members, and Trustees.
- c. Only Voting Members shall be considered for purposes of membership reporting and payment of dues to the Unitarian Universalist Association and the Joseph Priestley District.

Section 4: Termination of Membership

- a. Any member may terminate membership by advising the Secretary in writing. Terminated members may reinstate membership by making a written request to the Secretary.
- b. The Board may establish in the Bylaws guidelines for the removal of members who have not made a financial contribution of record and who do not respond to communication from the Church.

Article V: Meetings

Section 1: Annual Meeting

There shall be an Annual Meeting during the month of May or June. The Nominating Committee shall submit its report, after which additional nominations may be made from the floor. The Nominating Committee and the Board shall be elected by secret ballot, and the budget shall be approved in its final form.

Section 2: Special Meetings

Special meetings may be called by the Board on its own initiative or upon written request to the Board by twenty percent of the Voting Members. No business other than that announced shall be transacted at a special meeting.

Section 3: Quorum

- a. Forty percent of the Voting Members shall constitute a quorum at meetings to consider any of the following matters:
 - 1) Amending this Constitution;
 - 2) Initiating, renewing, revising or canceling a contract with a settled Minister, as well as deciding to search for a Minister;
 - 3) Buying or selling real property;

- 4) Encumbering the Church with new expenditures beyond the total of the approved budget;
 - 5) Dissolving the Church; and
 - 6) Policy on Public Issues.
- b. Twenty percent of the Voting Members shall constitute a quorum for all other business.

Section 4: Voting Requirements

All decisions at meetings shall be made by a simple majority of Voting Members present and voting, except that a two-thirds vote of the Voting Members present and voting shall be required in support of those decisions requiring a forty percent quorum.

Section 5: Notice of Meetings

- a. Written notice of the time, place, and purpose of meetings shall be sent by first class mail at least fourteen days prior to the meeting.
- b. The Notice of the Annual Meeting shall include:
 - 1) Proposed budget;
 - 2) Report (including annex) of the Nominating Committee;
 - 3) Draft minutes of the previous Annual or Special Meeting;
 - 4) Bylaws amendments adopted by the Board since the last Annual Meeting;
 - 5) Any matters listed in Article V, Section 3a.
- c. The Notice of Special Meeting shall include:
 - 1) The matter of business for which the meeting has been called, and
 - 2) The draft minutes of the previous Annual or Special Meeting.

Section 6: Parliamentary procedure

All meetings shall be conducted in accordance with Robert's Rules of Order (Revised).

Article VI: Board

Section 1: Church Policy

The Board is the sole policy making body of the Church.

Section 2: Composition of the Board

The Board of the Church shall consist of seven Voting Members.

Section 3: Election

At the Annual Meeting, the successors of members of the Board whose terms are expiring shall be elected by secret ballot. No member shall serve more than six consecutive years. The terms of all board members shall be three years, except those of members elected to fill vacancies, whose terms shall be for the remainder of the term of the member who ceased to serve.

Section 4: Powers

The Board shall have the following powers:

- a. Elect from among its members a president and vice president;
- b. Appoint a secretary and treasurer and such assistants to them as the Board deems appropriate;
- c. Establish committees to carry out the purposes of the Church. The Board shall appoint committee chairpersons, and may delegate to chairpersons the authority to appoint other members;
- d. Designate the persons by whom and the procedures by which, on behalf of the Church, deposits or investments may be made, checking accounts opened, and checks and withdrawal orders signed;
- e. Regularly review the relationship between the Church and the Minister;
- f. Approve the proposed appointment or dismissal and fix the compensation of any employee of the Church;
- g. Fill any vacancy in the Board, its officers, or the Nominating Committee until the Annual Meeting;
- h. Hire or fire Interim Minister; and
- i. Perform all other functions necessary to fulfill the purposes and obligations of the Church, and not specifically assigned to others in this document.

Section 5: Meetings

The Board shall hold regular scheduled meetings. Other Board meetings may be called at the request of the President or any three members. The quorum of the Board shall consist of four members.

Article VII: Leadership Development and Nominating Committee

Section 1: Election

The committee shall consist of three members with overlapping three year terms.

At the Annual Meeting, the successor of member of the nominating committee whose term is expiring shall be elected by secret ballot. No member shall serve more than six consecutive years. The terms of all committee members shall be three years, except those of members appointed by the board to fill vacancies, whose terms shall be for the remainder of the term of the member who ceased to serve.

In the transition year from one year terms to three year terms, the members elected to the committee for one year shall decide which ones are going to have 1,2 or 3 years remaining in their term.

Section 2: Nominations

The Nominating Committee shall present at least one nominee for each vacancy on the Board and at least three nominees for the Nominating Committee.

Article VIII: Minister

Section 1: Free Pulpit

The Unitarian Universalist tradition of a free pulpit shall be maintained.

Section 2: Search for a Minister

After approval by the members, the Board shall appoint a Ministerial Search Committee of at least five members.

Section 3: Call of a Minister

A Minister shall be called under the conditions of a written contract signed by the candidate and the President. The contract shall provide that either party must, unless both agree otherwise, give at least ninety days notice in writing of its intention not to renew this contract. A copy of the proposed contract with the Minister shall be included in the written notice of any meeting to initiate, renew, revise or cancel it. However, the contract need not be included if the only change is in the Minister's compensation. In that case the change may be set forth in the proposed budget or as a separate item in the notice of meeting.

Article IX: Policy on Public Issues

Neither any individual nor any group belonging to the Church may take an official stand on behalf of or in the name of the Church on social or political issues. The Church itself can take an official stand on public issues only by the action of the Voting Members in

accordance with Article V, Sections 3 and 4 above. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Article X: Dissolution

Upon dissolution of the Church, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church to the Unitarian Universalist Association providing that organization qualifies as an exempt organization under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. If the Unitarian Universalist Association does not so qualify, the Trustees shall dispose of the assets of the Church in such manner or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) 3 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Church is then located, for such purposes or to such organization or organizations, as said court shall determine.

Article XI: Endowment Fund

Section 1: Purpose

There shall be an Endowment Fund whose function shall be to further the principles, objectives, programs, and purposes of the Church with sustained annual investment income. The Fund shall be created by receiving gifts, bequests, annual donations, and conveyances for memorial and other purposes, where the intent of the donor or testator is to make a lasting contribution to the Church.

Section 2: Endowment Fund Committee

- a. Committee Members: The Endowment Fund committee members shall be appointed by the Board. Members shall serve a term of three years and shall not serve more than two consecutive terms.
- b. Records and Reports: The Endowment Fund Committee shall provide a written report to the Church at each Annual Meeting. A record shall be kept of all financial activity associated with the Endowment Fund, including tracing of any special provisions or stipulations associated with contributions to the Fund.

- c. Stewardship of Investments: All assets will be maintained in accounts separate from other church assets. The Endowment Committee will manage the Endowment Fund consistent with the mission of the UUCSV.
- d. Annual Appropriation: The Endowment Fund Committee shall have no authority to spend any Endowment Fund assets other than reasonable and necessary management and administrative costs.

Revised Constitution adopted at a duly called meeting of the Unitarian Universalist Church of the Shenandoah Valley, June 1, 2008, Robert Hurt, President, presiding. Revised Constitution amended at a duly called meeting of the UUCSV membership, June 2, 2013, Kathryn Mack, President presiding. This amendment eliminated the responsibilities of the Board of Trustees pursuant to the membership's earlier (June 3, 2012) decision to incorporate the church.