

Bylaws of the Unitarian Universalist Church
of the Shenandoah Valley, Inc.
(Adopted December 18, 2016)

Article I Name

The name of this religious community shall be the Unitarian Universalist Church of the Shenandoah Valley, Inc. ("Church")

Article II Incorporation

Section 1

The Church is incorporated in the Commonwealth of Virginia, effective April 24, 2012, as a non-stock corporation qualifying as an exempt organization under 501(c)(3) of the Internal Revenue Code.

Section 2

The activities of the Church shall abide by the Articles of Incorporation. The Articles of Incorporation shall take precedence in the event of any conflict with this document.

Article III Affiliation

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

Article IV Mission and Covenant

Section 1 Mission

The mission of the Unitarian Universalist Church of the Shenandoah Valley, Inc. is to build a community based on and committed to self-development, compassion, open communication and action.

Our Community is defined by how we interact with each other, both within the congregation and with the larger society.

Self-development is enabled by meeting the spiritual, intellectual, and social awareness needs of the congregation.

We practice compassion by placing ourselves in the position of both other members of the

congregation and of the larger society.

We practice open communication by speaking openly and with respect, civility, and compassion.

Action means we play active roles both within the congregation and wider community in fulfilling our self-development and compassion values.

Section 2 Covenant

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 3 Welcoming Congregation

The Church declares and affirms its responsibility to promote the full participation of persons without regard to race, color, gender, physical and mental challenge, affectional or sexual orientation, age, national origin, socioeconomic status, political affiliation, or previous religious affiliation.

Article V Membership

Section 1 Initiation of Membership

Subsection A Regular Member

A member of the Church (hereafter “Member”) shall be any individual who has:

- (1) Reached the age of sixteen,
- (2) Completed a current year pledge commitment reflecting at least the minimum defined by the Board of Directors (hereafter “the Board”). The Settled Minister or the Board's designee may grant a waiver to this requirement.
- (3) Demonstrated support of the Principles of this Church by signing its Membership Book

Subsection B Founders Award Life Members

In honor of those Members who have contributed significantly to the growth and vitality of the Church we will award life-time Membership status to those who meet the following criteria:

- (1) Member of this Church for 20 years
- (2) Served as Committee chairperson or board positions for a combined total of 5 years
- (3) Unanimous vote of the Board

Section 2 Responsibilities of Members

The responsibilities of the Members include:

- (1) Participating at Annual and Special Meetings
- (2) Participating in the governance of the Church,
- (3) Calling a Settled Minister
- (4) Approving the following policy matters:
 - (a) Naming the Church (Article I)
 - (b) Determining the corporate status of the Church (Article II)
 - (c) Determining the affiliation of the Church (Article III)
 - (d) Determining Church principles (Article IV)
 - (e) Defining Church Membership (Article V)
 - (f) Defining policies and procedures of Annual and Special Meetings (Article VI)
 - (g) Establishing the executive authority of the Church (Article VII)
 - (h) Initiating a search for a Settled Minister (Article VIII)
 - (i) Termination of the Ministerial Agreement with a Settled Minister (Article VIII)
 - (j) Establishing of and determining policies and procedures for Permanent Committees (Article IX)
 - (k) Buying and/or selling real property

- (l) Adopting policy on public Issues (Article X)
 - (m) Dissolution of the Church (Article XI)
 - (n) Approving amendments to any of the above policy matters in the Bylaws (Article XII)
- (5) Approving the following administrative matters
- (a) Electing Directors
 - (b) Electing members of Permanent Committees
 - (c) Approving the annual budget
- (6) Reviewing amendments to sections other than those in Article V Section 2 Subsection 4 to the Bylaws adopted by the board. (See Article XII)

Section 3 Validation of Membership

Subsection A

For the purpose of ascertaining Membership at each Annual or Special Meeting, the Board shall establish a Record Date that shall be no earlier than 14 days prior to the mailing of notice of meeting as provided in Article V Section 5, and no later than the date of mailing the notice. The Secretary shall prepare a list of Members as of the Record Date to include the names of those who have met the Membership requirements:

- (1) Prior to the Annual Meeting, Membership shall be determined based on an individual's fulfillment of the minimum annual financial requirement.
- (2) Prior to any Special Meeting, Membership shall be determined based on an individual's current year financial pledge. (see Article V, Section 1, Subsection A)

Subsection B

The Secretary shall post this list on the Church website and have it otherwise made available for inspection no later than one week before any Annual or Special Meeting.

Section 4 Termination of Membership

- (1) Any Member may terminate Membership by notifying the Church in writing.
- (2) The Board shall establish guidelines for the removal of Members.

Section 5 Notice and Waiver of Notice

Subsection A

Any notice to members required in these Bylaws may be given by mailing or sending by electronic means at members' mailing or electronic addresses as shown on the Church's Membership roll, and such notice shall be deemed to have been given at the time of such mailing or electronic notification.

Subsection B

Any notice required by these Bylaws to be given may be waived by the person entitled to such notice.

Article VI Meetings

Section 1 Annual Meeting

Subsection A

The Annual Meeting shall be held during the month of May or June. The purpose of the annual meeting shall be to:

- (1) Elect members to the Board and permanent committees,
- (2) Approve the annual budget,
- (3) Review amendments to the Bylaws enacted by the Board since the last Annual Meeting,
- (4) Address any business initiated by the Board or upon the written request to the Board by twenty percent of the Members.

Section 2 Special Meetings

Special Meetings may be called by the Board on its own initiative or upon the written request to the Board by twenty percent of the Members.

Section 3 Rules of Order for Annual and Special Meetings

Subsection A Rules

- (1) No business other than that announced shall be transacted at Annual or Special Meetings.

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

Subsection B Notice of Meetings

Notice of the time, place, and agenda of and method of obtaining supporting documentation for meetings shall be sent at least fourteen days prior to the meeting.

Subsection C Supporting documentation

Supporting documentation for meetings shall include:

- (1) Draft minutes of the previous Annual or Special Meeting,
- (2) Report of the Nominating Committee (Annual Meeting),
- (3) Proposed budget (Annual Meeting),
- (4) Bylaws amendments adopted by the Board since the last Annual Meeting (Annual or Special Meeting),
- (5) Relevant materials related to any matter brought before the congregation (Annual or Special Meeting).

Subsection D Quorum

Twenty percent of the Members shall constitute a quorum for all business, except that forty percent of the Members will constitute a quorum for any business related to the call of a Settled Minister or approval of any other policy matters designated in Article V Section 2 Subsection 4.

Subsection E Voting

- (1) Voting outcomes at meetings shall be determined by a simple majority of the Members present and voting except for the following situations:
 - (a) A minimum eighty percent vote of the Members present and voting shall be required to approve the call of a Settled Minister
 - (b) A minimum eighty percent vote of the Members present and voting shall be required to confer status of Minister Emeritus/Emerita
 - (c) A minimum two-thirds vote of the Members present and voting shall be required to approve policy matters designated in Article V Section 2 Subsection 4.

(2) Voting for contested elections for the Board and standing committees shall be by secret ballot. Approval of uncontested slates of candidates may be by voice vote.

Article VII Board of Directors

Section 1 Board Authority

The Board of Directors ("Board") holds executive authority for the business and affairs of the Church.

Section 2 Composition of the Board

- (1) The Board shall consist of seven Directors, all of whom must be Members.
- (2) Any Director may resign at any time.
- (3) The Board shall fill vacancies occurring among the Directors, and such replacement shall serve until the next Annual Meeting.

Section 3 Election

The Board of Directors shall be elected at the Annual Meeting.

Section 4 Term of Office

- (1) The terms of all Directors shall be three years, except those of Directors elected to fill vacancies, whose terms shall be for the remainder of the term of the Director who ceased to serve.
- (2) No Director shall serve more than two consecutive three-year terms, including an unexpired term.

Section 5 Responsibilities

In addition to specific responsibilities designated elsewhere in these Bylaws, the Board shall have the following responsibilities:

- (1) Perform all functions necessary to fulfill the purposes and obligations of the Church not specifically assigned to others in these Bylaws;
- (2) 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;
- (3) Appoint and terminate a non-settled Minister;

- (4) Provide a written performance review of the Settled Minister by January 1st of each year;
- (5) Approve the creation or removal of any staff position in the Church
- (6) Ensure the Church stays within the financial levels of the approved annual budget;
- (7) Appoint delegates to the Unitarian Universalist Association (UUA);
- (8) Define minimum annual financial pledge and contribution requirements to maintain the status of Member of the Church, and/or the formula to calculate these requirements based on Membership overhead costs--to be reported to the congregation by February 1st each year;
- (9) Approve and sign the Ministerial Agreement with a Settled Minister;
- (10) Make available to Members the Ministerial Agreement prior to the Congregational vote to call a Settled Minister.
- (11) Establish guidelines for the removal of Members and post such guidelines to the Church website and have them otherwise made available to the Congregation.

Section 6 Officers.

Subsection A Roles

The officers of the Church shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected annually by the Board.

Subsection B Removal

- (1) Any officer may be removed at any time by the affirmative vote of a majority of the Board at a special meeting of the Board called for that purpose.
- (2) The Board shall fill all vacancies occurring among any of the Board officers.

Subsection C The President

- (1) The President shall be a Director
- (2) The responsibilities of the President shall include the following:
 - (a) Serving as chief executive officer of the Church and supervise its affairs;
 - (b) Presiding at all Annual, Special and Board meetings;

- (c) Representing the Church on all appropriate occasions;
- (d) Serving as a non-voting member of all committees except the Nominating Committee; and
- (e) Performing such other duties as the Board may specify.

Subsection D The Vice President:

- (1) The Vice President shall be a Director
- (2) The responsibilities of the Vice President shall include the following:
 - (a) In the absence or disability of the President, exercise the powers and perform the duties of the President;
- (3) Assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

Subsection E The Treasurer

- (1) The Treasurer is not required to be a Director but must be a Member.
- (2) If the Board of Directors so desires, the Treasurer shall, prior to taking office, post a surety bond, the premium of which shall be paid by the corporation.
- (3) The responsibilities of the treasurer, or a person designated by the treasurer, shall include the following:
 - (a) Maintaining custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in such bank or trust company as shall be designated by the Board;
 - (b) Receiving and issuing receipts and acquittances for monies paid on account of the corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity of the same;
 - (c) Entering regularly in books of the corporation to be kept by him or her for that purpose full and accurate accounts of all monies received and paid out by him or her on account of the corporation;
 - (d) All other duties incident to the office of Treasurer or as shall be prescribed by the Board.

Subsection F The Secretary

- (1) The Secretary is not required to be a Director but must be a Member or an employee of the Church.
- (2) The responsibilities of the secretary, or a person designated by the secretary, shall include the following:
 - (a) Keeping the minutes of all proceedings of the Board of Directors and Annual and Special Meetings. A draft of the minutes of each Annual, Special and Board meetings shall be posted on the Church website no later than two weeks after each such meeting;
 - (b) Attending to the correspondence and giving and serving of all notices to the Members and Board of Directors, or other notices required by law or the By-Laws;
 - (c) Maintaining custody of the records, including the Membership Book, of the Church;
 - (d) Validating Membership as per Article V, Section 3;
 - (e) All other duties incident to the office of Secretary or as shall be prescribed by the Board.

Subsection G Subordinate Officers

- (1) The Board may appoint such other officers, agents, and/or assistants with such powers and duties as it shall deem necessary
- (2) The appointment of such other officers, agents, and/or assistants with a description of their powers and duties shall be published on the Church website and be available on request to any Member.

Section 7 Meetings

- (1) The Board shall hold regularly scheduled meetings which shall be open to all Members, except for executive sessions.
- (2) Special Board meetings may be called, with three days advance notice, at the request of the President or any three Directors.
- (3) Four Directors shall constitute a quorum for the conduct of business by the Board.

(4) All decisions at Board meetings shall be made by a simple majority of the Directors present and voting.

Section 8 Compensation

The Board of Directors shall serve without compensation.

Section 9 Fiscal Year

The fiscal year of the Church shall be July 1 to June 30.

Article VIII Settled Minister

Section 1 The Call of a Settled Minister

(1) After approval by the Members in accordance with Article V Section 2, the Board shall appoint a Ministerial Search Committee of at least five individuals, all of whom shall be Members.

(2) A Minister shall be called under the conditions of a written Ministerial Agreement, without any specific termination date, approved by the Board as per Article VII, Section 5.

Section 2 Ministerial Agreement

The Ministerial Agreement shall set forth the terms and conditions of the Settled Minister's covenant with the Congregation.

Section 3 Termination of the Ministerial Agreement with a Settled Minister (Article V, Section 2)

(1) The Ministerial Agreement shall provide that either party must, unless both agree otherwise, give at least ninety days notice in writing of its intention to terminate the Agreement.

(2) The Members may terminate the Ministerial Agreement with a Settled Minister in accordance with Article V Section 2.

Article IX Committees

Section 1 Permanent Committees

Subsection A General Rules of Order

- (1) All members of Permanent Committees shall be elected at the Annual Meeting
- (2) The Board shall fill vacancies within Permanent Committees, and such replacement shall serve until the next Annual Meeting.

Subsection B Term of Office

- (1) The term of office is 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.
- (2) No member shall serve more than two consecutive terms, including partial terms.

Section 2 The Nominating Committee

Subsection A Function and Composition

- (1) The Nominating Committee shall be responsible for selecting the slate of candidates to include at least one nominee for each vacant position for the Board and Permanent Committees.
- (2) The Nominating Committee shall be composed of three individuals who must be Members.

Subsection B Procedures

- (1) The Nominating Committee shall solicit candidates for all vacancies on the Board and Permanent Committees through the Newsletter, announcements in the Sunday bulletin, at Sunday services, and by word of mouth.
- (2) The Nominating Committee shall prepare a written report by April 15 of each year that shall include a biography of each candidate. Each candidate may also prepare a statement of the candidate's aspirations, which shall be included as an annex to the Committee's report.
- (3) Any Member who wishes to run for the Board or a Permanent Committee but was not nominated by the Nominating Committee, may also submit a statement for inclusion in the annex,
- (4) Nominating Committee shall submit its report, including the annex, to the Board no later than fifteen (15) days prior to the Annual Meeting
- (5) Nominations for the Board or a Permanent Committee may be taken from the floor.

Section 3 Standing and Ad Hoc Committees

- (1) The Board shall establish such Standing and Ad Hoc committees as deemed necessary to carry out the purposes of the Church and shall establish rules governing function, composition of members, selection of members, terms of members, and procedures of each such committee.
- (2) Each Standing and Ad Hoc Committee shall operate under a Committee Charter which will document the function, composition of members, selection of members, terms of members, and procedures of the committee.
- (3) A list of all Standing and Ad Hoc Committees and their charters will be published on the Church website and be available on request to any Member,
- (4) All standing and Ad Hoc Committees shall submit annual reports to the Board.

Article X Policy on Public Issues

Subsection A Official standings on social or political issues

- (1) 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.
- (2) The Church itself can take an official stand on public issues only by the action of the Members in accordance with Article V Section 2 above.

Subsection B Interference with IRS 503(c) tax status

- (1) No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation
- (2) 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 XI Dissolution

Section 1 Governing provisions

The Church may only be dissolved in accordance with Article V Section 2.

Section 2 Disposition of Assets

(1) Upon dissolution of the Church, the Board 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 Board shall determine.

(2) If the Unitarian Universalist Association does not so qualify, the Board shall dispose of the assets of the Church in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, 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 Board shall determine.

(3) 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 XII Amendment of the Bylaws

(1) These Bylaws may be amended by the Members or by the Board.

(2) Any amendments related to specified responsibilities of the Members as defined in Article V Section 2 Subsection (4) shall only be approved at an Annual or Special Meeting in which forty percent of the Members shall constitute a quorum and two-thirds of those present and voting vote in the affirmative.

(3) Other provisions may be amended by the Board and implemented immediately.

(4) Amendments shall be published in the Church newsletter and website and be available in writing on request to any Member.

(5) Amendments shall also be included in the Notice of the next occurring Annual or Special Meeting and are subject to repeal by the Members under rules of regular business.