

UNITARIAN UNIVERSALIST CONGREGATION OF COLUMBIA BYLAWS

Adopted April 2008, revised June 2013

ARTICLE I -- NAME

The name of this religious society shall be the Unitarian Universalist Congregation of Columbia (UUC).

ARTICLE II -- PURPOSE

The purpose of this Congregation is to be a transforming spiritual community. The Congregation freely explores the mysteries of the universe and acts to make the world better.

ARTICLE III -- AFFIRMATION OF INCLUSIVENESS

This Congregation shall affirm and promote the full participation of *all* persons in all our activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, ethnicity, language, citizenship status, color, gender, physical or mental challenge, affectional or sexual orientation, age (notwithstanding the minimum age requirements established in Article V), economic status, or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed..

ARTICLE IV -- AFFILIATIONS

The Congregation shall be affiliated with the Unitarian Universalist Association (UUA), the Joseph Priestley District and, with the approval of the membership, may also affiliate with other denominational groups as may exist or be formed.

ARTICLE V -- MEMBERSHIP

Section 1 -- Membership

Any person at least 16 years of age or who has completed the QUEST program and who is in agreement with the purpose of the Congregation as set forth in Article II of these bylaws may become a member. Such person shall become a member by accepting the above conditions and signing the Membership Book in the presence of the Minister or a member of the Board of Trustee or designee thereof, and by making a financial pledge to the Congregation. The financial requirement may be waived in individual cases at the discretion of the Board of Trustees.

There shall be no requirement of adherence to any particular interpretation of religion or to any particular religious belief or creed. No rite or ceremony shall be imposed as a condition of membership.

Section 2 -- Duties of Members

The members shall elect a Board of Trustees, an Endowment Board, and a Nominating Committee, appoint or discharge a minister, buy or sell real property of the Congregation, and approve the Congregation's budget and any and all matters which may be brought to their attention by the Board of Trustees or membership at a duly-called meeting.

Only persons who have reached the age of majority in the state of Maryland may serve as chairpersons or in any position that can authorize actual spending of any funds.

Section 3 -- Withdrawal of Membership

An individual may withdraw membership in the Congregation by written notice to the Secretary of the Board of Trustees.

Section 4 -- Continuation of Membership

Once a year, the Board of Trustees shall review current membership in the Congregation. Individuals may be removed from the membership roll if they have not made a pledge and have not made a financial contribution to fulfill that pledge to UUCG in the preceding twelve-month period. This shall be done with at least thirty days written notice. This financial requirement may be waived in individual cases at the discretion of the Board of Trustees.

ARTICLE VI -- VOTING

Section 1 -- Requirements

Every member of at least sixty days as defined in Article V, Sections 1, 3, and 4, shall have all the privileges of membership and shall be entitled to vote, subject to Maryland law, on each matter presented.

Section 2 -- Procedures

For meetings of the Congregation, 20% of the membership present or represented by proxy shall constitute a quorum. All issues brought before this body can be decided by a majority of those present and voting with the exception of the special issues identified in this Section and in Article X, Section 2.

The following special issues require special procedures as described below:

- A. Capital commitments for real estate or for construction whose total expected costs will exceed 25% of the current year's budget

- B. A change in the Bylaws
- C. A change in the Articles of Incorporation
- D. Expenditure from the Endowment Fund of greater than 5% of the principal

A quorum for the consideration of these special issues shall require 30% of the members to be present or represented by proxy. Passage of a motion involving such special issues, furthermore, will require a "yes" vote by two-thirds of all members who are present or are represented by proxy.

If a quorum is not achieved, a second meeting is to be called upon appropriate notification (as per Section 2 of Article VII) to the membership, and a quorum at that meeting shall be all members present. This section does not apply to calling and dismissing a minister, which are covered under Article X, or to recalling a Board of Trustees member, which is covered under Article VIII, Section 6.

Section 3 -- Proxy Voting

In all cases, proxy voting shall be allowed for calling a quorum and voting.

An absent member may delegate to a member attending the meeting in question the right to cast the absent member's vote on any issues that may be considered. No member may cast more than three of these proxies.

Proxies shall be registered with the Secretary prior to the beginning of the meeting. A member may revoke his or her proxy at any time by informing the secretary in writing.

Section 4 -- Methods of Voting

Except as otherwise provided, voting may be by voice vote, a show of hands, or written ballot. Ballots shall be written upon request of at least 10% of the members present.

ARTICLE VII -- MEETINGS

Section 1 -- Annual Meetings

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An Annual Meeting shall be held each year at a time and place to be determined by resolution of the congregation at its preceding annual meeting, unless otherwise ordered by the Board of Trustees. Written notice of the time, place, and business to be transacted shall be sent to all members of record at least 30 days before the date of the meeting.

Section 2 -- Special Meetings

Special meetings may be called by the Board of Trustees or shall be called at the written request of 10% of the members of record. Written notice of the time, place, and business to be transacted shall be sent to all members at least 14 days prior to the meeting. Action taken at Special Meetings shall be limited to those items set forth in the notice.

ARTICLE VIII—BOARD OF TRUSTEES

Section 1 -- Purpose

The Board of Trustees is responsible for the overall operation and financial management of the Congregation.

The Board of Trustees shall organize and manage the overall operation and financial management of the Congregation subject to the following constraints:

The Board of Trustees shall develop and maintain written policies to guide the operation of the Unitarian Universalist Congregation of Columbia.

Board of Trustees expenditures shall be consistent with the annual operating budget.

The following departures from the budget shall require prior congregational approval:

- A. Expenditures for a line item that exceed the budgeted amount by more than 5% of the overall budget
- B. Aggregate budgeted expenditures that exceed the overall budget by 5%
- C. Any expenditure that requires the Board of Trustees to borrow money
- D. Any unbudgeted expense that exceeds the overall budget by 5%

Section 2 -- Membership

The Officers and Trustees shall include a President, a 1st Vice President/President-Elect, a 2nd Vice President, a Secretary, a Treasurer, and two at-large trustees.

Election to the presidential track is a three year term, spanning three positions on the Board of Trustees. The first year is served as 2nd Vice President, followed by one year as 1st Vice President/President-Elect, the third and final year as President. The congregation shall elect a new 2nd Vice President each year as the first step of this three year term.

The elections of Secretary, Treasurer, and At-Large (two positions) are staggered through a three year cycle. In the first year of the cycle, the Secretary shall be elected. In the

second year of the cycle, one At-Large member shall be elected. In the third year of the cycle, the Treasurer and the other At-Large member shall be elected.

No person shall serve for more than six consecutive years on the Board of Trustees.

Transition Year:

- 1) In 2010, the current Treasurer will extend his existing two year term to a three year term
- 2) In 2010 and 2011, the 1st Vice Presidents/Presidents-Elect elected will serve two years, one as 1st Vice President/President-Elect and one as President
- 3) In 2010, one new At-Large member will be elected to serve a two year term

This transition clause will automatically expire once the transition is completed in June 2012.

Section 3 – Vacancies

The 1st Vice President/President-Elect shall succeed to the office of President in the event of a vacancy in that office, and shall serve until the end of his/her term as President. The 2nd Vice President shall succeed to the office of 1st Vice President/President-Elect in the event of a vacancy in that office, and shall automatically become President at the end of the current President's term. In the event of a vacancy in the office of 2nd Vice President, the Board, by majority vote, shall choose a replacement who shall serve as an interim At-Large Board member until someone is nominated and elected by the Congregation to serve as Vice President. In the event of any other vacancy on the Board of Trustees, the Board, by a majority vote, shall choose someone to serve until the next regular election for that position.

Section 4 -- Nominating Committee

A Nominating Committee will consist of five members including the immediate past president and four members who shall be elected at the Annual Meeting for a term of two years. Members may serve on the Nominating Committee for no more than two consecutive terms.

In the event of a vacancy, the Board of Trustees shall name a replacement to serve the remainder of the term.

The Nominating Committee shall prepare a slate of candidates for all offices for which the term is ending, including the Board of Trustees, the Endowment Board, and the Nominating Committee, for the succeeding term. It shall interview all nominees and shall announce the names of the nominees to the Congregation at least thirty days prior to the Annual Meeting.

The President shall call for further nominations from the floor for each office.

Nomination for any elected position may be made from the floor provided the nominee has consented. A brief statement of the nominee's qualifications and any other pertinent facts must be presented.

Section 5 -- Election

The election of members of the Board of Trustees, the Endowment Board, and the Nominating Committee shall be by written ballot, except for those offices where there is no contest. In such cases, the nominees shall be considered elected without a vote.

Section 6 -- Removal of a Board of Trustees Member

The Congregation may at a duly called meeting decide to recall a Board of Trustees member. The quorum for such a meeting will require 50% of the members to be present or represented by proxy. The Board member may be recalled by a vote of a majority of those members voting. Article VI, Section 3 applies. If recalled, the Board member's term shall be considered terminated immediately.

ARTICLE IX -- ENDOWMENT BOARD

Section 1 -- Purpose

The Endowment Board shall be responsible for management and administration of any and all endowment funds of the Congregation. This responsibility includes stewardship and investment of assets, solicitation and acceptance of donations, acknowledgement of donations, maintenance of appropriate records, and determination of portions of assets for use by the Congregation. The Endowment Board shall create policies to govern its actions in managing the Endowment Fund, such policies subject to the approval of the Board of Trustees.

The Endowment Board shall make funds from the Endowment Fund available for the Congregation's operating expenses, subject to the need to maintain and grow the value of the Endowment Fund and to the voting procedures in Article VI, Section 2. Funds so allocated may not be specified by the Endowment Board for a particular purpose, except distributions of income from funds directed at the time of donation."

Section 2 -- Membership

The Endowment Board shall consist of five members, to be elected by the Congregation. The Board of Trustees, by majority vote, may remove a member of the Endowment Board for malfeasance, negligence, or incapacitation.

Members of the Endowment Board shall serve three-year terms. In the event of a vacancy, the Board of Trustees shall name a replacement to serve the remainder of the term.

ARTICLE X – MINISTERS

Section 1 -- Rights and Duties

Ministers of UUCU shall promote democratic decision-making in the Congregation, while enjoying a free pulpit. The Ministers, with the cooperation of the Board of Trustees and the Congregation, shall conduct such religious services, celebrations, and observances as may be deemed appropriate. The Ministers will facilitate cooperation with other staff and with Congregation members.

The Ministers' salaries shall be fixed for the coming year as part of the Annual Budget.

The Senior Minister shall be a member, ex-officio, and without a vote, of the Board of Trustees, the Endowment Board, and all standing committees except the Nominating Committee and the Ministerial Search Committee.

Section 2 -- Appointment

The Senior Minister must be called by the Congregation. Additional ministers may be hired, at the discretion of the Board of Trustees. Called ministers may be appointed by this Congregation at a duly called meeting for this purpose. The quorum for such a meeting will require 50% of the members to be present or represented by proxy. Ministers may be called by an affirmative vote of 90% or greater of the members voting, either in person or by proxy as provided for in Article VI, Section 3.

Section 3 -- Dismissal

A Minister may resign by giving 90 days notice of his/her intent to do so.

The Congregation may at a duly called meeting decide to discontinue the services of a called minister. The quorum for such a meeting will require 50% of the members to be present or represented by proxy. A called minister may be dismissed by a vote of a majority of those members voting, either in person or by proxy as provided for in Article VI, Section 3.

Section 4 -- Vacancies

Whenever a called ministerial vacancy exists, the Board of Trustees shall provide for the selection of a Ministerial Search Committee, which shall be representative of the

Congregation. In consultation with the Department of the Ministry of the UUA (or its successor), the Search Committee shall recommend and present to the Congregation a suitable candidate for office.

The Board of Trustees shall call a Special Meeting of the Congregation to receive the report of the Search Committee and to vote upon the candidate to serve as a called minister of the Congregation. The employment terms of the candidate shall be proposed by the Ministerial Search Committee and approved by the Board.

After election to office, a called minister shall meet with the Board of Trustees and the Personnel Committee to draw up a formal agreement. This document shall be signed by the minister and the President.

ARTICLE XI -- COMMITTEE ON MINISTRY

A Committee on Ministry is a vehicle to examine, evaluate, and support ministry within the Congregation, involving the professional leadership, lay leadership, and the Congregation at large. A Committee shall be constituted as agreed by the supported minister and the Board of Trustees.

ARTICLE XII -- PROFESSIONAL STAFF

The Congregation shall employ such paid professional staff as the Board of Trustees considers appropriate. The members of the professional staff shall conduct themselves in accordance with such policies as the Board may create.

ARTICLE XIII -- FISCAL YEAR

The fiscal year of the Congregation shall begin on July 1 and end on June 30 of the following year.

ARTICLE XIV -- AMENDMENTS

These Bylaws, so far as allowed by law, may be amended or replaced as specified in Article VI, Section 2.

ARTICLE XV -- DISSOLUTION

Should this Congregation cease to function and the membership vote to disband, any accrued assets of the Congregation shall be assigned to the UUA, to be used for the extension of liberal religion.

ARTICLE XVI—PARLIAMENTARY AUTHORITY

The rules of Robert's Rules of Order (current) shall govern all meetings of the Congregation in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules which the Congregation may adopt. A motion to call a question shall not be considered until an opportunity has been provided for at least one person to speak for, and one person to speak against, a motion.

Approved by the congregation of the Unitarian Universalist Congregation of Columbia on April 27, 2008

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Secretary: /s/ Jim Caldiero (signature)