

**UNITARIAN UNIVERSALIST
CONGREGATION OF FAIRFAX (UUCF)**

BYLAWS

June 6, 2021

Bylaws

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ARTICLE I: NAME AND AFFILIATION

1. Name. The Congregation shall be known as the Unitarian Universalist Congregation of Fairfax (UUCF), a non-stock, not-for-profit corporation organized under the laws of the Commonwealth of Virginia.

2. Affiliation. The Congregation shall be a member of the Unitarian Universalist Association (UUA). It shall cooperate with associate members and independent affiliated organizations of the UUA and shall support the extension of Unitarian Universalism.

ARTICLE II: PURPOSE

1. Purpose. The purpose of the Congregation is to establish a community of people who individually and collectively seek to live out their religious, social and ethical values. In this quest, we are committed to the principle of the inherent worth and dignity of every person and to the right to individual freedom of belief, expression and lifestyle. Love is the spirit of the Congregation and service is its work. As an expression of our values, we seek to:

- Encourage each other in our spiritual and worldly journeys;
- Guarantee freedom of thought and speech for our members and ministers;
- Affirm, defend and promote the use of democratic processes;
- Practice responsible stewardship of all our resources;
- Serve the community and the world; and
- Promote and affirm the understanding and interests of liberal religion.

2. Mission. We are a liberal religious congregation whose mission is to transform ourselves, our community and the world through acts of love and justice.

ARTICLE III: MEMBERSHIP

1. Membership. All persons who are at least sixteen (16) years of age, subscribe to the purposes of the Congregation by signing its membership book and have made a financial contribution of record to the operating fund within the previous twelve (12) months shall constitute its active membership.

2. Congregation. The ultimate authority for all matters pertaining to the operation of the Congregation shall rest with the Congregation, which shall consist of its members and which shall function as a legally constituted body at its annual and special meetings.

3. Rights. Members may make motions, speak in debate on them, vote at annual or special meetings of the Congregation and serve as officers, directors, lay ministers, committee chairs or members of committees elected by the Congregation or appointed by the Board of Directors. Voting is a privilege of membership. New members shall be eligible to vote ten (10) days after they have signed the membership book and met the financial requirements of membership.

4. Withdrawal and Removal. Withdrawal from membership may be made at any time by the member's written notice to the office. Members who have not made a financial contribution of record to the operating fund for twelve (12) months may be removed from membership.

ARTICLE IV: BUDGET YEAR AND MEETINGS

1. Budget Year. The congregational budget year shall begin on July 1 and end on June 30.

2. Annual Meeting. The annual meeting of the Congregation shall be held within sixty (60) days before the end of the budget year, at a time and place determined by the Board of Directors. At that meeting, all elected officials shall be elected, a budget for the coming budget year approved, reports made and any other business transacted. In the event a state of emergency prevents the annual meeting from being held within sixty (60) days before the end of the budget year, the meeting will be postponed until conditions allow for the meeting to be rescheduled. In that event, the current year budget and all elected officials will remain in effect until such time as the annual meeting can be held. The board shall have authority to carry out emergency activities needed to address the state of emergency on behalf of the congregation.

3. Special Meetings. Special meetings of the Congregation may be called by the Board of Directors. Special meetings shall be called by the Board of Directors upon written petition to the Secretary, stating the purpose and signed by ten percent (10%) of the voting members. Such meetings shall be held within sixty (60) days from the receipt of the petition unless a longer period is requested by the petition. No business other than that announced in writing shall be transacted at any special meeting.

4. Notice. The Secretary shall ensure that written notice, including the agenda, of the annual meeting and any special meeting of the Congregation to consider calling a minister or dismissing a called minister or amending the Bylaws of the Congregation is delivered to the Congregation members by an effective means of individual written communication, including but not limited to email, other methods of electronic transmission, or regular mail service, at least ten (10) days before the meeting. Time-critical matters about which it is not possible to give ten (10) days' written notice may be voted on at a special meeting, in which case, the Secretary shall ensure that all reasonable means of communication are used to inform the Congregation of the meeting, including, but not limited to email, website or other electronic postings, other methods of electronic transmission, notices in the order of service or newsletter and announcements from the pulpit. For the annual meeting, the written notice shall include the list of nominees for all elective offices, the budget proposed for the coming year and a statement of actual and anticipated income and expenses for the current year, or shall state how and where to obtain those materials.

5. Rules. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the congregational meetings in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Congregation may adopt. The chair of any congregational meeting may appoint a Parliamentarian.

6. Quorum. Ten percent (10%) of the members or seventy-five (75) members, whichever is less, present at any meeting of the Congregation shall constitute a quorum, unless otherwise specified in these Bylaws. No proxies shall be allowed. No absentee ballots shall be counted toward the quorum unless otherwise specified in these Bylaws.

7. Requesting Absentee Ballots: Members who are unable to attend a meeting of the Congregation at which there is to be electoral voting, or the calling of a minister or dismissal of a called minister, may request an absentee ballot for these transactions. If to be sent by mail or electronic transmission, absentee ballots must be requested from the Secretary in writing at least seven (7) days before the meeting.

8. Submitting Absentee Ballots: Completed absentee ballots may be returned by mail or other secure and effective means, including electronic transmission, determined by the Board, or delivered in person, but must be received by the Secretary before the meeting to which they apply is called to order. Alternatively, Members may vote absentee in person at UUCF during normal business hours the week prior to a congregational meeting. Members may vote absentee in person the day of a congregational meeting at any time before the meeting is called to order.

9. Majority Vote. At any meeting of the Congregation, a majority vote shall be sufficient to approve business transactions, unless otherwise specified in these Bylaws. Nominees shall be voted in individually rather than via a predefined slate of candidates.

10. Meetings During Emergency Periods. During a state of emergency caused by weather, pandemic, civil unrest, or other disaster that makes meeting in person infeasible or illegal, the annual meeting and any special meeting of the Congregation may be held through electronic communications means with or without a quorum of members physically present in a single location, provided that notice of such meeting(s) continues to be given in accordance with these bylaws.

Such meetings may be held without members physically present in a central location, so long as alternative arrangements, reasonable under the circumstances, for member access to such meetings are made. Such alternative arrangements may include, but not be limited to, any one or combination of electronic means, including web conferencing platforms that include video, audio and/or telephonic connection capabilities.

Members will be encouraged to provide comments and input by written means prior to non-physical meetings. Comments may also be solicited and received by electronic and/or telephonic means if possible and practical, and any such comments shall be provided to all members and made a part of the record of such meeting.

Absentee ballots will be accepted at non-physical meetings, received by mail or electronic transmission.

Further, during a state of emergency, meeting requirements for the committees may be relaxed, including requirements for frequency of meetings and quorums.

ARTICLE V: ORGANIZATIONAL AUTHORITY

1. Congregation. The Congregation shall elect the Board of Directors, the Nominating Committee, the Endowment Fund Committee and, when it considers it desirable, special committees for specific and limited functions. Such committees shall report directly to the Congregation. The Congregation shall approve the annual budget of the Congregation including the annual remuneration of the Senior Minister. The Congregation shall call the Senior Minister and may call other ministers; and shall dismiss any called minister.

2. Board of Directors. The Board of Directors (the Board or the Directors) shall be responsible for policies and overall governance. The Board shall establish committees and other such agencies as needed to carry out the activities of the Congregation; and may delegate responsibility for the conduct of the affairs of the Congregation.

3. Coordinating Team. The Coordinating Team (CT) is responsible for the day-to-day operation and administration of the Congregation, implementing the policies and goals developed by the Board of Directors on behalf of the Congregation.

ARTICLE VI: BOARD OF DIRECTORS

1. Members. The Board of Directors shall consist of nine (9) at-large members. At each annual meeting, the Congregation shall elect three (3) members to serve three-year terms. All terms shall begin July 1 of the year of election.

2. Officers. The officers of the Board shall be a President, Vice President, Secretary, and Treasurer. Each year, before the annual meeting, the Board of Directors shall select one of its members, whose term does not expire that year, to serve as President for the coming year. At the first meeting of the new Board, the Directors shall select from among the remaining at-large members a Vice President, Treasurer and Secretary for that year. No member shall hold multiple offices.

3. Policies and Procedures. The Board of Directors delegates the development and adoption of policies and procedures to the Coordinating Team. Policies and procedures may be amended or repealed by the Board of Directors or the Congregation by majority vote.

4. Congregation Governance Manual. The Board shall ensure the maintenance of a governance manual, which states the policies and procedures of governance guiding the Board and Coordinating Team. These will be available on the UUCF website.

5. Financial Responsibility. The Board shall oversee the procurement of all monies necessary to support the Congregation. The Board shall oversee the eligibility of members to vote. The Board shall present the budget for the coming year at the annual meeting, including the remuneration of the Senior Minister. The Board shall authorize expenditures pursuant to the approved budget, but shall not have the authority to spend more than the available funds. The Board shall provide for the Financial Oversight Committee to conduct internal financial review of Congregation property, finances and budget. The scope of this review shall be at the discretion of the Board.

6. Property. All real and personal property of the Congregation shall be vested in the corporation in accordance with the laws of the Commonwealth of Virginia. The Board acting on behalf of the corporation shall not buy or sell real property on behalf of the Congregation without a majority vote of the Congregation. Consent for such action may be obtained by written ballot by mail or other secure and effective ballot method as determined by the Board if the pertinent facts are presented.

7. Employment Authority. The Board is responsible for the employment of all paid staff but may delegate the responsibility for employment of paid staff except the ministers, the Director of Music and Arts, and the Director of Religious Exploration.

8. Meetings. The Board shall meet at least monthly and at other such times as it deems advisable, provided that notice of at least 24 hours is given. A quorum shall be a simple majority of Directors present either physically or electronically. Meetings shall be open, except when the Board votes to go into executive session.

9. Resignation by Absence. Any Director who is absent, without advance notification to the Secretary, from three (3) consecutive regularly scheduled meetings of the Board shall be considered as having resigned from the Board, unless the Board votes otherwise, and shall be so notified by the Secretary.

10. Vacancies. The Board may fill any vacancy in its membership after consultation with the Nominating Committee. Anyone so appointed shall hold office until the end of the budget year. The remainder of the term shall be filled by election at the next annual meeting.

11. Re-election. Directors may serve two (2) consecutive terms, after which there shall be at least one (1) year before another term of office, except that a Director appointed to fill a term of one (1) year or less may serve a total of seven (7) consecutive years.

ARTICLE VII: OFFICERS

1. President. The President of the Board shall also serve as the President of the Congregation. The President shall preside at all meetings of the Congregation, the Board and the Executive Committee; shall represent the Congregation on all appropriate occasions; and shall perform other duties customary to the office.

2. Vice President. The Vice President of the Board shall also serve as the Vice President of the Congregation. The Vice President shall act in place of the President in the latter's absence and shall perform such other duties as the President delegates.

3. Secretary. The Secretary of the Board shall also serve as the Secretary of the Congregation. The Secretary shall give notice of each meeting of the Congregation, shall verify the quorum and shall record the minutes and post them within fifteen (15) days of the meeting. The Secretary shall publicize each meeting of the Board and shall record the minutes of each meeting of the Board and the Executive Committee and post them within fifteen (15) days of approval. The Secretary shall certify the list of members of the Congregation; shall ensure the maintenance of the Bylaws and a governance manual; and shall perform other duties customary to the office. In the absence of the Secretary at any meeting, the presiding officer shall appoint an acting Secretary.

4. Treasurer. The Treasurer of the Board shall be responsible, subject to oversight by the Board, for establishing, evaluating and monitoring compliance with financial policies. The Treasurer shall chair the Financial Oversight Committee and be a member of the Endowment Fund Committee and other committees as assigned by the Board.

5. Executive Committee. The officers of the Board, serving as an Executive Committee, shall be responsible for emergency decisions between meetings of the Board. A quorum shall be three (3) officers. The Executive Committee shall act by majority vote, shall keep minutes of its meetings and shall report on its activities at the next meeting of the Board. Any formal action taken by the Executive Committee must be ratified by the full Board at its next meeting.

ARTICLE VIII: MINISTERS

1. Ministers. The Congregation shall establish any ministry or ministries necessary to fulfill its purpose. The conduct of all ministers shall be in accordance with the Code of Professional Practice adopted by the Unitarian Universalist Ministers Association. Freedom of the pulpit shall not be abridged.

2. Calling Ministers. The Congregation shall be guided by the settlement process of the Ministerial Fellowship Committee of the Unitarian Universalist Association (UUA) in calling a minister, and any called minister shall be in fellowship with the UUA. A quorum of forty percent (40%) of the members or three hundred (300) members, whichever is less, and a two-thirds vote by ballot at a special meeting called for this purpose shall be required to call a minister. Absentee ballots shall be counted in determining the presence of a quorum. No proposal for calling a minister may be considered unless timely written notice is provided to the Congregation in accordance with the first sentence of Article IV, section 4.

3. General Duties. The Senior Minister(s) shall provide leadership in keeping with the purpose of the Congregation, shall have general charge over all religious activities and shall have supervisory authority over any associate or assistant minister. The duties of any associate or assistant minister shall be determined by the Senior Minister.

4. Board and Committee Membership. The Senior Minister shall be ex-officio, non-voting member of the Board and all committees, except the Nominating Committee and any special committees elected by the Congregation. The Senior Minister may attend all meetings of the aforementioned not held in executive session. Any associate or assistant minister may be an ex officio, non-voting member of committees as assigned by the Senior Minister, except the Nominating Committee and any special committees elected by the Congregation, and may attend all meetings of such committees not held in executive session.

5. Letter of Agreement. Specific responsibilities of each minister shall be detailed in a letter of agreement which shall be made available to any member of the Congregation upon request. The agreement shall include the terms and conditions of employment and evaluation, and make provision for the notice, which either party shall give, of an intention to sever the ministerial relationship.

6. Dismissal. A quorum of forty percent (40%) of the members or three hundred (300) members, whichever is less, and a majority vote by ballot at a special meeting called for this purpose shall be required to dismiss a called minister. Absentee ballots shall be counted in determining the presence of a quorum. An associate or assistant minister who has not been called may be dismissed by the Senior Minister, subject to approval by the Board. In the event of dismissal of any minister, the minister shall be given a minimum of three months' notice, or a minimum of three months' salary in lieu of notice.

ARTICLE IX: COORDINATING TEAM

1. Members. The Coordinating Team (CT) shall consist of two lay Members, the Senior Minister, the Associate or Assistant Minister, and the Operations Manager. The CT shall report to the Board of Directors.

2. General Duties. The CT shall implement UUCF Board of Directors directives and manage day-to-day operations at UUCF.

3. Appointment. The Board of Directors shall appoint congregational lay Members to the Coordinating Team for a two-year term. No lay member may serve more than two consecutive two-year terms.

4. Financial Authorities. The CT shall be responsible for the receipt and safekeeping of all funds and securities of the Congregation, the proper disbursement of such funds, and the maintenance of accurate records of all receipts and disbursements. The CT shall develop an

Annual Budget and Operating Plan, which shall be presented to the Board of Directors for approval on a date designated by the Board and shall correspond to the Congregations' coming budget year.

5. Policies and Procedures. The CT may adopt any policies and procedures for the governance of the Congregation consistent with these Bylaws. These policies and procedures may cover functions of committees and congregational activities groups, conditions applying to the use of the building by congregational groups and outside groups, shutting down the campus during a state of emergency caused by weather, pandemic, civil unrest, or other disaster, job descriptions of staff members, personnel policies and other necessary or helpful regulations for the efficient operation of the Congregation by its members. The CT shall maintain these policies and procedures on the UUCF website.

6. Limitations on Authorities. The CT shall not, without Board authorization: make permanent changes to UUCF buildings or grounds, undertake capital fundraising campaigns or assume indebtedness, sell, purchase, encumber, or dispose of real property, or set the salary of a called minister.

ARTICLE X: COUNCIL OF LAY MINISTERS

1. Members. The Council of Lay Ministers shall consist of lay ministers recommended by the called ministers and appointed by the Board before each annual meeting to serve two-year terms. The lay ministers shall select one of their members to serve as Chair of the Council of Lay Ministers. The Chair shall:

- Prepare an agenda and preside over the meetings of the Council of Lay Ministers.
- Be responsible for the orientation of new lay ministers.

All lay ministers' terms shall begin July 1 of the year of appointment.

2. Duties. The lay ministers shall oversee and nurture the programs of the Congregation and shall be members of all councils and committees under their ministries. The Council of Lay Ministers shall recommend the establishment of any new councils or committees, or the realignment or dismissal of existing ones, as appropriate.

3. Re-appointment. Lay ministers may serve up to three (3) consecutive terms, after which there shall be at least one (1) year before another term of office, except that anyone appointed for a term of one (1) year or less may serve a total of seven (7) consecutive years.

ARTICLE XI: COMMITTEES AND OTHER GROUPS

1. Board-Created Committees. The Board of Directors may create such other committees, councils, task forces and working or other groups as it deems appropriate and may determine the composition and powers of those groups, subject to the provisions of these Bylaws or any resolutions duly adopted by Members of the Congregation. The Board may delegate the responsibility for the creation of such groups.

2. Member-Created Committees. Members of the Congregation may create such other committees, task forces and working or other groups without action of the Board, provided that the purpose and activities of such groups are consistent with the mission of the Congregation, these Bylaws, all Resolutions duly adopted by Members of the Congregation (and remaining in

effect) and the Board (and remaining in effect). Any such group shall advise the Coordinating Team (or such other group or person designated by the Board) of its formation and periodically advise the Coordinating Team (or such other group or person designated by the Board) and the appropriate lay minister of its activities and shall be subject to any requirements or limitations the Board or its designees may adopt. The Coordinating Team and/or the Board, as appropriate, shall determine to which Lay Ministry any new committee should report.

3. Charters. Each committee or other group shall develop a charter detailing its purpose, membership, reporting relationships, authority and duties, which shall be in effect once approved by the Coordinating Team (or such other group or person designated by the Board). Charter amendments may be proposed at any time by the applicable committee or group or by others but may only be amended by the Board or its designees.

ARTICLE XII: NOMINATING COMMITTEE

1. Members. The Leadership and Nominations Committee (LNC) shall consist of eleven (11) members comprising six (6) elected members and five (5) appointed members. Three (3) members shall be elected at each annual meeting to serve two-year terms forming the group of six elected members. The remaining five members shall be appointed from a cross-section of committees throughout UUCF with each committee appointing one (1) member to serve on the LNC for a 1-year term. Should vacancies arise, at-large members may be appointed by the Board. All terms shall begin July 1 of the year of election. The LNC shall select a Chair or Co-Chairs from among its members, elected or appointed. The ministers, as represented by the Assistant Minister for Congregational Life shall be ex-officio, non-voting members

2. Nominations.

The Leadership and Nominations Committee shall secure qualified nominees for all elective offices, presenting one (1) nominee for each vacancy to be filled. The LNC shall solicit suggestions from the Board, the minister(s), the lay ministers and the Congregation at large and maintain a roster of candidates for all elective offices. At least thirty-five (35) days before the annual meeting, the LNC shall post its list of nominees and publish it to the congregation. Up to twenty-one (21) days before the annual meeting, the LNC shall accept written petitions of fifteen (15) or more members to add any qualified member, designated as nominee by petition, to the list. The LNC shall ensure that the final list of nominees, including those nominated by petition, is provided to the Congregation with the notice of the annual meeting in accordance with Article IV, section 4.

3. Leadership Development.

The Leadership and Nominations Committee shall promote the development of congregational leadership by identifying, directing or planning, and encouraging participation in leadership development activities.

4. Additional Duties. Upon request of the Board, the Leadership and Nominations Committee may help identify qualified nominees for any special committee to be elected by the Congregation, or shall suggest candidates for vacancies in elective offices or positions appointed by the Board.

5. Restriction. Elected members of the Leadership and Nominations Committee may not stand for any elective office while serving on the Committee.

6. Meetings. The Leadership and Nominations Committee shall conduct its business independently according to procedures it may adopt; however, meetings may be held in executive session as described in the LNC Charter. A quorum shall be a majority of Leadership and Nominations Committee members.

7. Vacancies. The Board may fill any vacancy in the membership of the Leadership and Nominations Committee after consultation with the Leadership and Nominations Committee. Anyone so appointed shall hold office until the end of the term being filled.

8. Re-election. No member shall serve more than 6 consecutive years on the LNC through any combination of elected and/or committee representation.

9. Charter. As a board committee, The Leadership and Nominations Committee shall create and maintain a committee charter. The charter shall be approved by the Board of Directors and shall document the mission, business functions, and term limits of non-elected members, identification of committee chair and organization and process of the committee.

ARTICLE XIII: ENDOWMENT FUND COMMITTEE

1. Members. The Endowment Fund Committee shall consist of six (6) elected members, two (2) of whom shall be elected at each annual meeting to serve three-year terms, plus the Treasurer, as an ex-officio (voting) member. All terms shall begin July 1 of the year of election. Each year, before the annual meeting, the Endowment Fund Committee shall select one of its elected members, whose term does not expire that year, to serve as the Chair for the coming year.

2. Duties. The Endowment Fund Committee shall administer two endowment funds on behalf of the Congregation, the Grants Endowment Fund and the General Endowment Fund. The Endowment Fund Committee shall encourage contributions to the endowment funds, develop policies and procedures governing fund management and distribution, monitor the status of invested funds and provide timely reports to the Board on the funds available for distribution.

3. Endowment fund descriptions.

- Grants Endowment Fund - a principal protected fund whose income is used to provide grants for projects that enhance the purpose and strategic goals of the Congregation apart from its general operation. The Endowment Fund Committee will conduct a transparent grant application process and will recommend grants to the Board for approval.
- General Endowment Fund – a principal protected fund whose income is used to support current priority operating, capital or programmatic needs as determined by the Board.

4. Growth and Maintenance of Principal. Income from the Grants Endowment Fund shall not be distributed unless there is a threshold of \$250,000 in the fund. Income from the General Endowment Fund may be distributed annually with no minimum principal requirement. Except where specified otherwise in the terms of a particular gift to a fund, all principal amounts will be retained and only the income generated by the fund's investments, less expenses and an amount to offset inflation, may be expended.

5. Investment Policy. As much as practical, all investment decisions shall be consistent with "Socially Responsible Investments" as defined by the UUA. Investments shall be based on a policy of seeking to maximize total return (income and capital gains) while maintaining a reasonable degree of safety of principal.

6. Loans to the Congregation. Up to 30 percent of the total Grants Endowment Fund may be loaned to the Congregation. Such loans must be approved using the same requirements as a Bylaws amendment. Interest on such loans shall be set at prime rate, adjusted annually and paid annually along with at least 1/10 of the original loan amount, until the loan is repaid.

7. Reports. The Endowment Fund Committee shall report annually to the Board on contributions to the funds, the current investment portfolio, incurred expenses, past actions and future intentions. The Endowment Fund Committee shall render a complete account of the administration of the funds during the preceding year in each year's Annual Report.

8. Meetings. The Endowment Fund Committee shall meet at least quarterly and at other such times as it deems advisable. A quorum shall be four (4) Endowment Fund Committee members. Meetings shall be open to all members, except when the Endowment Fund Committee votes to go into executive session.

9. Removal. The Board may remove a member of the Endowment Fund Committee for malfeasance, negligence, or incapacitation.

10. Vacancies. The Board may fill any vacancy in the membership of the Endowment Fund Committee after consultation with the Nominating Committee. Anyone so appointed shall hold office until the end of the budget year. The remainder of the term shall be filled by election at the next annual meeting.

11. Re-election. Endowment Fund Committee members may serve two (2) consecutive terms, after which there shall be at least one (1) year before another term of office, except that anyone appointed for a term of one (1) year or less may serve a total of seven (7) consecutive years.

ARTICLE XIV: AMENDMENTS

1. Via a Meeting. These Bylaws may be amended at an annual or special meeting of the Congregation by a two-thirds vote. No amendment may be considered unless it is provided to the Congregation in accordance with Article IV, section 4, except that technical and other minor revisions to proposed amendments may be made at the meeting. Any adopted amendment shall become effective at the close of the meeting.

2. Via Written Ballot. These Bylaws may also be amended by written ballot provided to all members by mail or other secure and effective ballot method, including electronic transmission, as determined by the Board. Members shall be allowed at least thirty (30) days but not more than forty-five (45) days to return their ballot. Approval by two-thirds of the members who return their ballots, and by a majority of all members eligible to vote, is required for passage.

3. Proposals. Amendments may be proposed by the Board, by written petition to the Secretary signed by ten percent (10%) of the members, or by special committees established by the Congregation for that purpose at an annual or special meeting. The Board shall decide whether a proposal shall be handled via a written ballot as provided in Article XIII, section 2, or at the next appropriate congregational meeting.

ARTICLE XV: DISSOLUTION

1. Assets. In the event of dissolution of the Congregation, all net assets of the Congregation shall be transferred to the Central East Region of the Unitarian Universalist Association. This article shall apply to all donated property unless the donor expressly provides otherwise.

Appendix 1: Change History of Bylaws

June 7, 2008: Bylaws Article VI. Board of Directors, 4) added “and the effective policies of the Congregation. These will be available on the UUCF Web”; 5) deleted “shall devise a means of raising funds, and”; 7) deleted “the Board shall employ and fix the salaries and conditions of employment for all non-ministerial employees, and”; deleted “may appoint consultants to itself and to the Congregation as required.”

June 7, 2008: Bylaws Article VII. Officers, 1) deleted “shall be an ex-officio, non-voting member of all committees except the Nominating Committee and any special committees elected by the Congregation”; 2) deleted “the Vice President shall also serve as liaison to the Council of Lay Ministers”; 4) changed “monthly” to “quarterly”; 5) added “ratified by the full Board at its next meeting.”

June 7, 2008: Bylaws Article VIII. Ministers, 4) added “the Board’s Executive Committee.”

June 7, 2008: Bylaws Article IX. Council of Lay Ministers, 1) deleted “plus the Vice President serving as Board liaison.”

June 7, 2008: Bylaws Article X. Committees and Other Groups, 1) deleted “Board-created”; 2) added “Coordinating Team and the”; added “The Coordinating Team and/or ... new committee should report”; added “reporting relationships.”

June 7, 2008: Bylaws Article XII. Endowment Fund Committee, 3) deleted “inflation.”

June 7, 2009: Bylaws Article VI: Board of Directors, 5. Fiscal Responsibility; and Article VII: Officers, 4. Treasurer. Changed to bring language into line with the reality of UUCF financial management under policy-based governance.

June 7, 2009: Bylaws Article IV: Fiscal Year and Meetings, 3. Special Meetings. Added language to specify special meetings “of the Congregation.”

June 7, 2009: Bylaws Article IV: Fiscal Year and Meetings, 4. Notice. Revised to allow the Board Secretary to call a special meeting of the Congregation on short notice on time-sensitive matters, while continuing to require 10 days’ notice of meetings to call or dismiss a minister or amend the Bylaws.

June 7, 2009: Bylaws Article VIII: Ministers, 2. Calling Ministers and 6. Dismissal. Language added to reflect the requirement in Bylaws Article IV, 4 requiring 10 days’ notice to the Congregation of meetings to call or dismiss a minister.

June 7, 2009: Bylaws Article III: Membership. Replaced Article III in its entirety to remove distinction between voting and non-voting member, simplify how we determine who is a member and clarify the circumstances under which an individual may be removed from membership.

June 6, 2010. XII Bylaws Article I. Updated Mission.

June 6, 2010 XII Bylaws Article VI. Changed board majority from five (5) to simple majority.

June 6, 2010. XII Bylaws Article VIII. Implemented recommendations of Task Force on Ministry. Established Parish Minister as supervisor of any associate or assistant minister. Allows for ministers to be “called”, “hired to call”, or “hired”.

June 6, 2010 XII Bylaws Article X. Committees. Removed two (2) year term limit for committee chairs.

June 11, 2011. XII Bylaws - Article IV (Section 4); Article VIII (Section 2); and Article XI (Section 2) amended to authorize notice of Congregation meetings by electronic transmission.

June 11, 2011. XII Bylaws - Article IV (Section 7); Article VI (Section 6); and Article XIII (Sections 2 and 3) amended to authorize “secure and effective” methods of electronic transmission for absentee balloting and “mail balloting.”

June 11, 2011. XII Bylaws - Article XIII (Section 2) amended to require a majority of all members to approve changes to the bylaws by written ballot, to conform with Virginia law.

June 11, 2011. XII Bylaws - Article VI (Sections 1 and 2) amended to provide that the Treasurer will be selected by the Board from among the at-large Board members, in the same manner as the other officers (President, Vice President, Secretary).

June 11, 2011. XII Bylaws - Article V amended to codify current practice (already recognized in Article VIII (Section 6), in which the Congregation calls (and dismisses) the Parish Minister but other ministers are ordinarily hired by the Board and subject to dismissal by the Parish Minister, with approval of the Board. Minor conforming changes were made in several other sections.

June 11, 2011. XII Bylaws - Article VII (Section 5) amended to clarify scope of financial review.

June 5, 2016. throughout made minor editing changes to correct misuses.

June 5, 2016. throughout made minor changes to update titles and labels and more accurately reflect current practices.

June 5, 2016. Article III: MEMBERSHIP (Sections 1 & 4) Change “financial contribution of note” to “financial contribution of record” to more clearly state intention and in section 1 eliminate “either made a pledge to the current year or” because a financial contribution should actually have been made.

June 5, 2016. Article VIII: MINISTERS (Section 2) Change “abide” to “be guided” to allow more leeway in the process.

June 5, 2016. Article XII: ENDOWMENT FUND COMMITTEE (Section 2) Add the sentence “The committee shall monitor the status of invested funds and will conduct a transparent process to provide grants that support established UUCF strategic goals.” This increases the detail needed in the description of duties. (Sections 3, 4 and 5) Change wording to define the process and restrictions as introduced in the new section 2.

June 5, 2016. Completely uncouple the Bylaws from the Governance Manual since these are two distinct documents.

June 4, 2017. Article XII: ENDOWMENT FUND COMMITTEE – Added a general endowment fund and related changes.

June 7, 2020. (1) Grammar and language updated throughout the document to improve clarity and readability. (2) ARTICLE IV: BUDGET YEAR AND MEETINGS updated to reflect additional methods to vote by absentee ballot. Updated to allow the possibility of a virtual congregational meeting in lieu of an in-person meeting during emergency periods. (3) ARTICLE

IX: COORDINATING TEAM created to reflect the Coordinating Team's role in UUCF day-to-day operations. Clarified that the CT is responsible for approving committee charters.

June 6, 2021: ARTICLE IV: BUDGET YEAR AND MEETINGS updated to clarify that individuals (vs a slate of candidates) are voted upon. ARTICLE XII: LEADERSHIP AND NOMINATIONS COMMITTEE replaced the previous ARTICLE XII: NOMINATING COMMITTEE, reflecting a broader mission of the former NC to additionally include leadership development activities.