

RRUUC BYLAWS
(As Amended by the Congregation, June 4, 2017)
The River Road Unitarian Universalist Congregation

Section 1
Membership

1.1. Enrollment. An individual may enroll as a member of the Congregation (a "Member") by signing the membership book in the presence of a Member of the Board of Trustees or a person designated by the Board of Trustees (the "Board"). A Member can hold either voting or nonvoting status.

1.2. Voting Membership. All voting Members are expected to make an annual financial contribution to sustain the operations of the Congregation. To be entitled to vote at an annual or special meeting of the congregation, an individual member must have made a financial contribution to the operating fund within the previous twelve months. Any Member who would suffer financial hardship if required to make such a financial contribution may be exempted at the discretion of a Minister.

1.3. Nonvoting Membership. Any Member who, for a period of twelve months, does not make a financial contribution to the congregational operating fund required for voting members and is not exempted from such requirement by a Minister, shall become a nonvoting member. In order to have voting status for an annual or special meeting, a nonvoting member must make the financial contribution to the operating fund at least 60 days before such meeting.

1.4. Withdrawal of Membership. A Member may withdraw from membership by written notice to the Board.

1.5. Termination of Membership. A Member shall be considered inactive when there has been no known participation by such Member in the finances and activities of the Congregation for a period of two years. In this case, the Board shall authorize a letter to be sent requesting clarification of his or her status and if no answer is received within 30 days, the person's membership may be terminated by procedures established by the Board.

Section 2
Meetings of Members

2.1. Annual Meeting of Members. The annual meeting of the Members of the Congregation provided for in Article 4, Section 2, of the Articles of Incorporation shall be held each year at a time and place selected by the Board.

2.2. Special Meeting of Members. The Board may call a special meeting of the Members of the Congregation at any time. The Board shall call a special meeting of the Members of the Congregation upon a written request signed by

10% of such Members eligible to vote for members of the Board, which meeting shall include on its agenda the matter or matters specified in such request.

2.3. Notice of Meetings. The Board shall give ten days' written notice of any annual or special meeting to the voting Members of the Congregation by mailing the notice, postage prepaid and addressed, to each Member's address as it appears upon the records of the Congregation. The notice shall specify the place, day, and hour of such meeting and the business to be transacted thereat. No action binding on the Congregation shall be taken at any meeting except on such business as has been specified in the notice.

2.4. Agenda for Meetings. The Board shall determine the agenda for any meeting of the Members, subject to revision by action at the meeting. Members may submit to the Board matters that they wish to have included on the agenda of any meeting. Upon a written request signed by 10% of Members eligible to vote on the matter requested, the Board shall include on the agenda any matters specified in such request.

2.5. Voting Rights. Each Member who has continuously been a voting Member for the 60 days prior to a meeting shall be entitled to one vote on all matters presented at such meeting, except that the right to vote for members of the Board, for members of the Leadership and Nominations Committee and on amendments to these Bylaws or the Articles of Incorporation shall be further limited to Members who are 18 years of age or older. All voting Members may write in a name for an election.

2.6. Absentee Voting. A Member may vote for nominees for the Board and the Leadership and Nominations Committee by absentee ballot. The ballot provided will contain the names of candidates for the Board who are nominated by the Leadership and Nominations Committee, as well as the names of candidates for the Leadership and Nominations Committee who have nominated themselves in accordance with established procedures. A Member submitting an absentee ballot may write in the name of a Member of the Congregation for election to the Board or the Leadership and Nominations Committee even if that Member's name does not appear on the ballot; provided that the member has confirmed with that person whose name is being written in that she/he is willing to serve on the Board or the Leadership and Nominations Committee, as applicable. To obtain an absentee ballot, a member's written request must be received at the Congregational office two weeks before the annual meeting. The request must state that the member will be unavailable to attend the meeting. The completed ballot must be received at RRUUC during regular business hours no later than the Friday before the annual meeting to be counted in the election.

2.7. Quorum. Except as provided elsewhere in the Articles of Incorporation or these Bylaws, 10% of the Members of the Congregation eligible to vote on a particular matter shall constitute a quorum for the transaction of business for that matter at any meeting of such Members.

2.8. *Vote Required.* Except as provided elsewhere in the Articles of Incorporation or in these Bylaws, for business conducted for which absentee voting is permitted, a majority of the combined number of (i) Members present and eligible to vote on such business at the meeting and (ii) absentee ballots properly submitted under these Bylaws, shall be sufficient for approval or disapproval. For other business, except as provided elsewhere in the Articles of Incorporation or in these Bylaws, a majority of the Members present and eligible to vote on such business is sufficient for approval or disapproval of any matter submitted to a vote at any meeting.

2.9. *Procedural Matters.* Except to the extent otherwise provided in the Articles of Incorporation or these Bylaws, all meetings of Members shall be conducted in accordance with Roberts Rules of Order (rev.).

2.10. *Procedures for Taking a Position on Issues of a Social or Political Nature.* A proposed resolution for taking a public congregational position on an issue of a social or political nature may be adopted by one of the following two methods:

- (a) a vote during an annual or special meeting under 2.1 or 2.2 above, with the concurrence of not less than 75 percent of the Members meeting at which a quorum of 20 percent of the Members of the Congregation is present; or
- (b) a vote without meeting by written ballot during a period of time (not to exceed three months) approved by the Board and pursuant to such other procedures as the Board may deem appropriate. Sections 2.2, 2.3, 2.4 and 2.5 shall apply to procedures under this section 2.10 as though the voting were taking place at a meeting under section 2.1 or 2.2. Section 2.5 shall be applied as of the time when the period for voting commences. In a vote under the present section, Members shall be given the option of voting for the resolution, against it, or to abstain. During the period of time for such voting, Members shall have the right to withdraw or alter a previous written vote on the resolution. Ballots under this provision shall be sealed and shall not be opened or counted until the period for voting has elapsed. The resolution shall be adopted if the total votes cast equal or exceed 20 percent of the number of voting Members of the Congregation on the date when the voting commences and the votes for the resolution equal or exceed 75 percent of the total votes cast.

Section 3 **Board of Trustees**

3.1. *Powers.* The members of the Board shall have the duties and powers provided by law, except as may otherwise be provided in these Bylaws, and shall serve as the policy-making body of the organization. In its

role, the Board shall focus on establishing and maintaining the Congregation's mission, adopting and stewarding strategic plans, setting fiscal policy, ensuring adequate resources, and evaluating performance against established goals. The Board may make such rules for its government as it may deem advisable, subject to the provisions of the Articles of Incorporation and these Bylaws.

3.2. *Limitation on Sale or Mortgage of Real Property.* The Board of Trustees shall have no power to dispose of, sell or mortgage the real property purchased by and belonging to the Congregation without the concurrence of the Members of the Congregation expressed by a majority of 75% of the Members present at any annual or special meeting at which a quorum of 20% of the Members of the Congregation is present.

3.3. *Nominations for Board of Trustees.* The Leadership and Nominations Committee shall select nominees to the Board at least equal in number to the vacancies to be filled at the annual meeting. In its selection process, the Committee shall invite suggestions from individual members, representative groups, and organizations within the Congregation. The Committee shall publish its nominations at least 30 days before the annual meeting. It also shall present its nominations by oral report at the annual meeting. In addition to the nominations presented by the Committee, nominations may be made from the floor at the annual meeting by any Member of the Congregation eligible to vote, provided that the consent of the nominee shall have been obtained in advance.

3.4. *Chairperson(s) of the Board of Trustees.* The Board shall choose its own chairperson(s) from among the members of the Board.

3.5. *Vice-Chairperson(s) of the Board of Trustees.* In addition to the chairperson of the Board whose election is provided for by Section 3.4 of these Bylaws, the Board may in like manner choose a vice-chairperson or vice-chairpersons, who shall act as chairperson in the absence of such chairperson.

3.6. *Meetings.* Meetings of the Board shall be held at the call of the chairperson or of any four members of the Board, upon reasonable notice.

3.7. *Quorum.* Five members of the Board shall constitute a quorum for the transaction of business, but any vote, to be valid, must have the concurrence of at least five members.

3.8. *Record Book Required.* The trustees shall provide and keep a good and sufficient record of the corporate proceedings and shall enter in such record the Articles of Incorporation as amended and restated from time to time.

Section 4 **Ministers**

4.1. *Senior Minister.*

4.1.1 There shall be a Senior Minister for the Congregation, who shall provide overall religious leadership and guidance, who

shall be responsible for the conduct of worship, and who shall have freedom of the pulpit. The Senior Minister shall have responsibility and authority for the day-to-day management of Staff and the operations of the Congregation. The Senior Minister shall have such other responsibilities as stipulated by a written contract.

- 4.1.2** The Senior Minister shall be employed under a written contract that stipulates the duties, compensation and other conditions of employment.
- 4.1.3** The Senior Minister shall be an *ex officio* and non-voting member of the Board of Trustees and of such committees as jointly determined with the Board.
- 4.1.4** The Ministerial Search Committee shall present a candidate for Senior Minister at an annual or special congregational meeting at which a quorum of 33% of Members eligible to vote is present. The Minister shall be called upon a vote of at least 90% of Members present at the meeting.
- 4.1.5** The term of the Senior Minister shall be indefinite, but subject to termination either by voluntary resignation or by vote of the Members of the Congregation. The Senior Minister shall provide at least 90 days notice in writing to the Board of the Minister's resignation. Termination of the Senior Minister's contract by a vote of the Congregation shall occur at a meeting of the Members called for such a purpose at which a quorum of 33% of Members eligible to vote is present. The Minister shall be terminated upon a majority vote of Members voting at the meeting.

4.2. Associate Ministers and Ministers of Religious Education. There may be one or more Associate Ministers and/or Ministers of Religious Education for the Congregation, whose appointment and termination shall be subject to the same conditions as those for a Senior Minister.

4.3. Other Ministers. There may be other Ministers for the Congregation, including, but not limited to, Interim Ministers, Assistant Ministers, Ministerial Interns, Affiliate Ministers and Lay Ministers. The appointment, terms, and termination of such ministers shall be on such conditions as determined by the Board.

4.4. Recommendation Without Search. A Ministerial Search Committee provided for in Section 4.1 may, prior to commencing a search, choose to recommend a current employee of the Congregation. A minister to be appointed under this section shall require the same concurrence of the Members of the Congregation as any Minister appointed under Section 4.1 herein.

4.5. Prospective Effect. Nothing in these Bylaws shall affect the selection, appointment or congregational approval of any minister holding the office to

which he or she has been appointed at the time of the adoption of these Bylaws, but termination of any minister with respect to that office will be governed by these Bylaws.

Section 5 **Appointive Offices**

5.1. Director or Minister of Religious Education. There shall be a Minister or director of Religious Education, who shall be in charge of the Religious Education program and shall have such other duties as the Senior Minister may prescribe. A director of Religious Education shall be appointed by the Senior Minister. The term of a director of Religious Education shall be indefinite, but subject to termination by the Senior Minister. The appointment and term of a Minister of Religious Education shall be governed by Section 4 of these Bylaws.

5.2. Treasurer. There shall be a Treasurer, who shall be appointed annually by the Board. Such Treasurer, who shall be under such bond as is determined by the Board, shall have custody of all funds belonging to the Congregation. The Treasurer shall receive funds, deposit them in the name and to the credit of the Congregation in such depositories as the Board shall designate, make such disbursements thereof as may be directed by the Board, and keep a full and accurate account of the receipts and disbursements in books belonging to the Congregation. The Treasurer is hereby empowered to sign checks issued in the name of the Congregation in carrying out the duties hereunder, and in the event of the absence of the Treasurer, such checks may be signed by the Chairperson or a Vice Chairperson of the Board. The Board may appoint one or more Assistant Treasurers under the same conditions and with the same authority as the Treasurer.

5.3. Secretary. There shall be a Secretary, who shall be appointed annually by the Board. The Secretary shall record the proceedings of all meetings of the Board and of Members of the Congregation, certify the list of Members eligible to vote, and maintain at the principal office of the Congregation the record book required by law and these Bylaws. In the absence of the Secretary at any meeting, the presiding officer shall appoint an acting Secretary.

Section 6 **Committees, Councils and Other Groups**

6.1. Social Justice Council. The Board shall establish a Social Justice Council to coordinate the activities of social action task forces.

6.2. Leadership and Nominations Committee. A Leadership and Nominations Committee shall be established and have primary responsibility for identifying and recommending candidates for the Board and informing the

Members of the Congregation of these recommendations and for stimulating the development of leadership skills among members for service to the Congregation community.

- a. The Committee shall consist of nine members. Eight Members of the Committee shall be elected by the vote of Members of the Congregation who are 18 years of age or older at the annual meeting for a term of two years, upon a staggered basis, with four persons to be elected each year. The ninth member of the Committee will be appointed by the Board from its outgoing members to serve a one-year term. No member of the committee shall serve more than two consecutive years.
- b. Except for the member of the Committee selected for a one-year term from the outgoing members of the Board, candidates for the Committee will be invited to self-nominate from individual members, representative groups, and organizations within the Congregation for a total number of nominations at least equal to the Committee vacancies to be filled at the annual meeting. The Committee will identify candidates at least 30 days before the annual meeting.
- c. Any vacancies that may occur on the Committee between annual meetings shall be filled by appointment by the Board. The appointment shall not exceed the remainder of the term of the member whose departure has caused the vacancy.
- d. In its leadership support and development capacity, the Committee shall:
 1. Promote leadership development of volunteers by identifying training workshops and other programs to the Board and by recommending appropriate levels of funding support for participation;
 2. Direct or plan for the development of training materials and internal workshops for leadership skills;
 3. Encourage the Congregation's sponsorship of supportive voluntary educational programs related to leadership skills; and
 4. Serve as a resource to persons in leadership positions and to potential new leaders.

6.3. *Other Board Created Committees.* The Board of Trustees 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 the Articles of Incorporation, these Bylaws, or any resolutions duly adopted by Members of the Congregation.

6.4. *Member Created Committees.* Members of the Congregation may create such other committees, task forces, 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, the Articles of Incorporation, these Bylaws, all Resolutions duly adopted by Members of the Congregation (and remaining in effect) and all policies and other actions adopted by the Board (and remaining in effect). Any such group shall advise the Board of its formation and periodically advise the Board (or such other group or person designated by the Board) of its activities and shall be subject to any requirements or limitations the Board may adopt.

6.5. Program Committees Chartered by the Senior Minister. The Senior Minister may charter program committees to carry out the program work of the Congregation. The Senior Minister shall regularly communicate with the Board about Program Committee activities.

Section 7 **Finances**

7.1. Finance Committee. There shall be a Finance Committee consisting of seven persons who are Members of the Congregation. The Board shall appoint the members of the Finance Committee and select the Finance Committee's chairperson. Each appointed member of the Finance Committee, including the chairperson, shall have one vote. The Senior Minister, the Bookkeeper and the Treasurer shall each be an ex-officio non-voting member of the Finance Committee. Appointed members of the Finance Committee shall have two-year terms, and no appointed member shall serve more than three consecutive terms. The Finance Committee shall:

- advise the Board on financial matters;
- be responsible for the effective management of the reserves established by Section 7.6 of these Bylaws and such other financial assets of the Congregation as are designated by the Board (to include preparing and delivering to the Board no later than September 30th of each year a written report regarding investment performance of the Congregation's assets for which the Finance Committee is responsible); and
- fulfill such other duties and responsibilities as are assigned to it by these Bylaws or by the Board.

7.2. Audit Committee. An Audit Committee, consisting of three members, shall be appointed by the Board on a periodic basis. Upon appointment, the Audit Committee shall be responsible for ensuring that the financial systems and records of the Congregation are appropriate and accurate. This determination shall be made by a financial review or audit of the books and records by a qualified, outside auditor under the direction of the Audit Committee. The Audit Committee shall submit the financial review or audit to the Board, along with its summary of the findings and recommendations made by the outside auditor and include any recommendations of the Audit Committee. The Board shall cause the report to be included in the official records of the congregation. The term of the Audit committee shall end upon

the Board's acceptance of the report or such later date as determined by the Board. The financial review of the systems and records shall take place at least once every five years.

7.3. Budget Process. The Board of Trustees, using the procedures in this section, shall adopt an annual budget for the Congregation prior to the start of each fiscal year. The Senior Minister shall, in consultation with Staff and appropriate committees, prepare a formal draft budget document consistent with the Congregation's strategic plan and in service of the Congregation's vision and mission. The Finance Committee will review and make recommendations to the Senior Minister on the draft budget. After a thoughtful and collaborative process, if the Finance Committee and the Senior Minister are unable to resolve any differences regarding the content of the draft budget, the Committee and the Senior Minister shall submit both perspectives in writing to the Board for resolution. The Board shall review the draft budget and make changes as the Board deems appropriate. The Board shall then present a proposed budget to the Congregation at a meeting open to all Members and in which Members have the opportunity to comment. The Board shall then consider Member comments on the proposed budget and make any revisions that the Board deems appropriate (which may include further consultation with Congregation Staff or committees). The proposed budget, or any revision thereof, shall become the approved budget upon the affirmative vote of a majority of the Board.

7.4. Financial Reports. The Treasurer shall present to the Board of Trustees no later than the first Board meeting after the third month following the end of the Congregation's prior fiscal year a report on Congregation's financial condition and results of operations for the recently concluded fiscal year. Such report shall include, at a minimum:

- an analysis of the extent to which revenue exceeded or was exceeded by expenditures,
- the use of or addition to reserves, and
- the extent to which any use of reserves was not anticipated in budgets approved by the Board.

Promptly after presentation of the Treasurer's report, the Board shall cause a brief summary of the Treasurer's report to be published in the Congregation newsletter and shall cause full copies of the report to be made available at the Congregation offices to any Member. The Treasurer shall provide such other reports as the Treasurer deems appropriate or the Finance Committee or the Board requests.

7.5. Reserves and Capital Asset Fund.

(a) *Reserves.* The Board shall establish and fund operating and capital reserves.

1. *Operating Reserve.* The Board shall establish an operating reserve at a level which it deems appropriate to assure that operations of the

congregation can continue during periods when revenue is temporarily reduced and to cover unanticipated costs.

2. *Capital Reserve.* The Board shall establish a capital reserve at a level which it deems appropriate to assure that the equipment and infrastructure of the congregation can be repaired or replaced in the event of an unanticipated failure of a major component.

(b) *Capital Asset Fund.* The Board shall establish and fund an account dedicated to major maintenance, preservation and improvement of the RRUUC building and equipment assets based upon a plan for preventive maintenance, upkeep, repair and replacement of these assets. All unused monies in the fund shall carry over from one fiscal year to the next. The Board shall ensure that an appropriate amount is available in the Capital Asset Fund to maintain the RRUUC building prudently. Contributions from the operating budget shall be added to the Fund annually to achieve an adequate funding stream. Initially, some funding for this account shall come from the Capital Reserve.

7.6. Endowment Fund.

- (a) There shall be established a River Road Unitarian Universalist Congregation Endowment Fund (the "Endowment Fund"). The purposes of the Endowment Fund are:
 1. To expand the mechanisms by which individuals, groups, and organizations can contribute to the Congregation.
 2. To provide a fund the income from which may be used to promote liberal religion in special ways as appropriate and to meet extraordinary expenses of the Congregation, as defined by the Board; and
 3. To provide financial resources for the Congregation in the event of an extreme financial crisis (determined as provided below).
- (b) The Endowment Fund may receive transfers and gifts of cash, securities, real estate, or other property from Members, non-members or organizations, or from accounts of the Congregation. The Board may reject any transfer or gift to the Endowment Fund if it determines that acceptance of the gift would not be in the best interests of the Congregation.
- (c) The principal of the Endowment Fund shall not be distributed or used other than to produce income except:
 1. As otherwise may be provided under the terms of a particular gift instrument; or
 2. Provided the terms of a gift instrument do not preclude it, in a circumstance of extreme financial crisis for the Congregation as determined by unanimous vote of the Board and confirmed by a vote of not less than two-thirds of Members attending a duly called meeting of the Congregation.
- (d) The Board shall establish an Endowment Fund Committee (the "Endowment Committee") with responsibility and authority to administer and manage the

assets of the Fund under general guidelines established by the Board and to encourage donations to the Endowment Fund.

- (e) The Endowment Committee shall be composed of three Members of the Congregation, who shall be appointed by the Board, plus the Congregation Treasurer who shall be a non-voting member. The terms of each of the Endowment Committee members shall be for three years, with one member appointed each year. The Board may remove a member of the Endowment Committee for malfeasance or negligence. In the event of a vacancy on the Endowment Committee, the Board shall appoint a successor to complete the unfinished term of the vacant Endowment Committee position. The Endowment Committee shall annually elect a chairperson from among its members.
- (f) For purposes of these Bylaws, the principal of the Endowment Fund shall equal the value of gifts or other transfers into the Endowment Fund from whatever source at the time the Endowment Fund received the gift or transfer. Any value of the Endowment Fund above this principal amount shall be treated as the Endowment Fund's income. In accordance with the standards set forth in the Maryland Uniform Prudent Management of Institutional Funds Act (Maryland Code Title 15 § 15-401 et seq.) and subsection 7.7(a).2 of these Bylaws, the Board is authorized to annually assess for expenditure a portion of the Endowment Fund's income. The amount of income assessed for expenditure within one year shall be within the Board's discretion consistent with Maryland law, but ordinarily shall not exceed 7% of the average of the quarter-ending values of the Endowment Fund for the preceding twelve quarters. Any assessments for expenditure under this subsection shall reduce the value of the Endowment Fund's income, though the Board may not assess an amount for expenditure that would cause the Endowment Fund's income to fall below \$0. Any amounts assessed for expenditure under this subsection that remain unspent and that have not been allocated for expenditure after one year shall be returned to the Endowment Fund as a return of income.
- (g) In the event of the dissolution of the Congregation, all Endowment Fund assets shall become the property of the Unitarian Universalist Association.
- (h) The Board may establish other endowment funds on such terms and subject to such limitations as the Board determines appropriate.

Section 8

Membership in the Unitarian Universalist Association

8.1. *Membership in the Unitarian Universalist Association.* The Congregation shall maintain membership in the Unitarian Universalist Association.

Section 9
Amendments of Bylaws

9.1. Amendments. These Bylaws may be amended from time to time, at any annual or special meeting of the Members of the Congregation at which a quorum is present, by a majority vote of the Members.