

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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

Article One **Name**

The name of the congregation shall be the River Road Unitarian Universalist Congregation.

Article Two **Purpose**

The purpose of the Congregation is to establish a free and open religious community imposing neither creedal tests nor ceremonial conditions of membership. The Members seek to examine the world with clear vision and open hearts and minds, to celebrate the wonder of existence, and to serve human needs. They strive to practice and teach attitudes of openness and tolerance with religious convictions grounded in life and widely shared in action. They do this that they may better accept, develop, and understand the full implications of their humanity together.

This Congregation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Congregation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law.

Article Three **Members and Voting Qualifications**

The Members of the Congregation shall be those persons 16 years of age or over who have signed its membership roll, and whose memberships have not been terminated as provided in the Bylaws. Only Voting Members, as provided in the Bylaws, who are 18 years of age or over and who have been Members for 60 days prior to the election may vote for the election of members of the Board of Trustees or on any proposed amendment of these Articles

Article Four
Board of Trustees

1. The affairs of the Congregation shall be managed by the Board of Trustees. The Board of Trustees shall consist of nine members elected by the membership plus the Senior Minister as an *ex officio* and non- voting member.
2. The Congregation shall hold a meeting of the Members at least once each fiscal year for the purpose of electing members to the Board of Trustees and for such other purposes as may be provided pursuant to the Bylaws. The election of members of the Board of Trustees shall be by written ballot if the number of nominees exceeds the number of positions to be filled and shall otherwise be governed by the Bylaws. Elections shall be for a term of three years, upon a staggered basis, with three persons to be elected each year.
3. The terms of the Trustees shall begin on July 1 and shall end on June 30. Any vacancy occurring in the position of any trustee before the expiration of the term for which that trustee was elected shall temporarily be filled by a successor chosen by the remaining trustees to serve until the next annual meeting. If that term does not then expire, the vacancy shall be filled for the remainder of the term by election at such annual meeting in the manner in which other trustees are elected.
4. Any trustee may resign by giving notice at a regularly scheduled Board meeting or in writing to all other trustees. A trustee who misses three consecutive regularly scheduled Board meetings, or four of six consecutive regularly scheduled Board meetings, shall be deemed to have resigned unless the Board votes for a waiver. A trustee will be promptly notified that he or she has been deemed to have resigned.
5. Any trustee may be removed, prior to the expiration of that trustee's term of office, by the election of a successor by the Voting Members at any regular or special meeting held upon the same notice as is provided for the annual meeting.
6. A trustee may be removed from the Board by an affirmative vote of at least 7 trustees. If the Board removes a trustee, then the Board cannot fill the vacancy as provided for in Article 4, § 3, but it shall call a special meeting of members, as provided for by RRUUC's Bylaws, to elect a replacement trustee to occur within 45 days of the trustee's removal to serve the remainder of the removed trustee's term. The special meeting will be to elect a new trustee to fill the vacancy for the remainder of the removed trustee's term. For such a special meeting, the time to publish the nominations for the replacement trustee is cut in half. If the removal occurs less than 60 days prior to the annual meeting, then a special meeting shall not be called, and the position shall remain vacant until filled in the ordinary course at the annual meeting.
7. Any Voting Member of the Congregation 21 years of age or over and who shall have signed the membership roll at least 90 days before election shall

be eligible to serve as trustee. Persons may serve on the Board of Trustees for more than one term, but no person elected to a full term on the Board shall thereafter be eligible for election or appointment to a consecutive term.

Article Five
Bylaws

The internal affairs of the Congregation shall be regulated by the Bylaws, and the Board of Trustees shall supervise the management of the business and affairs of the Congregation in accordance with the Bylaws. The Bylaws shall be adopted by a majority vote of Voting Members present at any meeting of the Members of the Congregation called upon the same notice as is provided for the annual meeting of Members and shall be amended as provided therein.

Article Six
Amendment

These Articles of Incorporation may be amended from time to time in the manner provided by law.

Article Seven
Principal Place of Worship and Resident Agent

The principal place of worship of the Congregation is 6301 River Road, Bethesda, Maryland. The resident agent of the Congregation shall be Nancy McDonald Ladd and the address of the resident agent of the Congregation is 6301 River Road, Bethesda, Maryland. The resident agent is a resident of Maryland.

Article Eight
Dissolution of the Congregation

Upon the dissolution of the Congregation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section on any future federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose.