

1 **Williamsburg UNITARIAN UNIVERSALISTS**

2 **CONSTITUTION AND BYLAWS**

3
4 **ARTICLE I. Name.**

5 The name of this religious Congregation shall be the Williamsburg
6 Unitarian Universalists (WUU).

7
8 **ARTICLE II. Purpose.**

9 The purpose of this Congregation shall be the practice and enjoyment of
10 religion founded upon devotion to individual freedom of belief.

11
12 **ARTICLE III. Denomination Affiliation. (Revised 1/29/17)**

13 This Congregation shall be a member of the Unitarian Universalist
14 Association of Congregations (UUA) and of the Southern Region. It is the
15 intention of this Congregation to make financial contributions equal to its fair
16 share as determined by the association and by the region.

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18 **ARTICLE IV. Membership. (Revised 1/29/17)**

19 1. Persons who (i) are at least 18 years of age or have completed the
20 Coming of Age classes at WUU or another UUA-affiliated congregation, (ii)
21 have completed the WUU orientation classes or transferred from another UUA-
22 affiliated congregation, (iii) are in sympathy with the purpose of this
23 Congregation, (iv) sign the membership book and (v) make an annual financial

24 contribution of record to the Operating Fund shall be members of the
25 Congregation and have voting privileges.

26 2. Membership is open to all persons regardless of race, color, gender,
27 disability, sexual orientation, gender identity or expression, or national origin.

28 3. A member may resign from the membership by notifying in writing the
29 minister or the chair of the appropriate Ministry Team.

30 4. Within three months after each annual stewardship canvass, the
31 appropriate Ministry Team shall review the membership list to ensure its
32 currency

33 5. A member who has been inactive for a period of more than one year may
34 be removed from membership if the member fails to respond within sixty days
35 to an inquiry about the person's membership from the Board. This inquiry must
36 state that failure to respond will result in removal from membership.

37 6. A member can be removed from membership for cause, if deemed to be
38 in the best interest of WUU. Removal shall occur only by majority vote of the
39 Board, with the concurrence of the Committee for Right Relations and the
40 minister.

41 **ARTICLE V. Voting. (Revised 1/29/17)**

42 Absentee ballots are permitted on propositions (1) that are known sufficiently
43 in advance for the absent member to be informed, and (2) that in the opinion of
44 the Secretary of the Board have not been substantially changed by the time
45 the vote is counted. Members may not vote by proxy.

46 **ARTICLE VI. Congregational Meetings. (Revised 1/29/17)**

47 1. Two annual Congregational meetings shall be held during the fiscal year.

48 a. The first (the winter meeting) in January or February of each year, at a
49 date, time and place to be determined by the Board, shall be for the purposed
50 of receiving the report of the Nominating Committee, electing members of the
51 Board and all other elected committees, and conducting other business set

52 forth in the agenda which may properly come before the Congregation. In
53 addition to the slate presented by the Nominating Committee, any eligible
54 person, with his or her consent, may be nominated from the floor for any open
55 position by any member of the Congregation.

56 b. The second Congregational meeting (the spring meeting) will be held
57 during the month of May or June for the purpose of receiving the reports of the
58 President,-Treasurer, appropriate committees and the Minister. If no business
59 is to be conducted at this meeting, the usual requirements for a quorum will be
60 suspended.

61 2. Special Congregational meetings may be called at any time by the
62 Board or at the written request of 10% of the membership.

63 3. Written notice of each annual or special Congregational meeting, stating
64 the agenda thereof, shall be provided to each member not less than seven nor
65 more than thirty days prior to the meeting.

66 4. A quorum for any Congregational meeting shall be one-fifth of the
67 membership.

68 5. A simple majority of all votes shall decide all elections and other questions
69 except for (i.) amendment of the Constitution and Bylaws, (ii.) selection of
70 ministers, and (iii) disbursement of endowment funds. (See Articles XV, XI
71 and VII)

72 6. Roberts Rules of Order shall be used to conduct Congregational
73 meetings.

74
75 **ARTICLE VII. Board. (Revised 1/29/17)**

76 1. The Board shall be composed of nine voting members, who shall have
77 been members of the Congregation for at least one year at the time of their
78 election, elected at the annual winter meeting. In addition, the Minister and the
79 Director of Religious Education shall be *ex officio* non-voting members. The

80 term of office for each member shall normally be three years, but members
81 may be elected to shorter terms upon joint recommendation of the Nominating
82 Committee and the Board. The term of office of newly elected members of the
83 Board shall begin on May 1st. In the event of a vacancy on the Board for any
84 reason, the Board may appoint a member to serve until the next annual winter
85 meeting when the Congregation shall elect a member to serve any remainder
86 of the unexpired term. No more than two consecutive terms may be served by
87 a member of the Board, except that a member of the Board serving an interim
88 appointment is eligible for election to no more than two full consecutive terms.

89 2. The primary duty of the Board is to articulate and serve the Mission of the
90 WUU Congregation. To this end, the Board will (i) set policy guiding the
91 overall affairs of the Congregation, (ii) establish a mechanism to ensure Board
92 oversight of the financial affairs of the Congregation, (iii) set personnel policy
93 and establish mechanisms to ensure fair treatment of the staff, (iv) develop
94 specific policies and guidelines for soliciting, managing and using endowment
95 funds, (v) select and certify delegates to each General Assembly of the
96 Unitarian Universalist Association, (vi) evaluate, annually, the ministries of the
97 Congregation, using well-defined expectations that have been previously
98 established and (vii) when the position of minister becomes vacant, initiate a
99 ministerial search committee pursuant to UUA guidelines. In carrying out
100 these duties the Board shall link with the Congregation, and may prepare and
101 utilize whatever surveys or instruments it deems helpful. The Board shall
102 approve, or delegate for Minister's approval, all contracts and other written
103 instruments to which the Congregation is a party except as otherwise provided
104 by these Bylaws or by any applicable law.

105 3. The Board shall establish standing committees, e.g., (1) Finance, (2)
106 Personnel, and (3) Bylaws, to assist it in performing its duties under paragraph
107 2 above. It shall appoint members of the Congregation as it deems advisable
108 to serve on these standing committees. Members of the standing committees
109 shall serve 3-year terms of office, renewable for one additional 3-year term as
110 determined by the Board.

111 4. In performing its duties under 2.(iv) above, the Board shall observe the
112 restriction that the principal of the Endowment Fund, defined as the sum of the
113 original values of all gifts and bequests received by the Fund, shall not be
114 distributed without approval by 80% of the members of the Congregation
115 present at a meeting called in accordance with Article VI.

116 5. The Board shall hold such meetings and make such rules for its own
117 governance as it may deem advisable. A quorum of the Board is six members.
118 Any meetings of the Board at which business is conducted shall be open to
119 any member of the Congregation unless the Board determines by a majority
120 vote to meet in executive session to consider personnel matters.¹ⁱⁱⁱ All votes of
121 the Board taken in executive session must be confirmed and recorded in open
122 session.

123
124 **ARTICLE VIII. Officers.**

125 1. The incoming Board shall elect, from among its nine members, a
126 president, vice president and secretary. The meeting to elect new officers
127 shall be convened no later than the first meeting of the Board after April 30th,
128 when the new Board is in place. A quorum for the meeting to elect Board
129 officers shall be seven members. The duties of these officers are as follows:
130 **(Revised 1/29/17)**

131 a. President - The president shall preside at all meetings of the Board and of
132 the Congregation. Except for those delegated to the minister, the president
133 shall sign all contracts and other written instruments to which the Congregation
134 is a party which have been approved by the Board or the Congregation. The
135 president shall perform other duties usually incident to the office.

¹ Personnel matters are limited to discussions involving (i) hiring, evaluation and termination pf staff (both paid and volunteer), (ii) review of grievances that may come to the Board under WUU personnel policy, and (iii) matters brought by the Committee for Right Relations. (Revised 1/29/17)

136 b. Vice President – The vice president shall preside at all meetings of the
137 Board or Congregation and otherwise act for the president in the president’s
138 absence. The vice president shall chair the Personnel Committee.

139 c. Secretary – The secretary shall keep the minutes of all meetings of the
140 Congregation and the Board, shall notify members of the Congregation and
141 the Board of the time, place and purpose of meetings, shall take charge of all
142 appropriate papers and documents belonging to the Congregation and shall
143 perform other duties usually incident to the office.

144 2. Treasurer - A member of the Congregation shall be appointed by the
145 Board to serve as treasurer. The treasurer shall serve a three-year term, which
146 may be renewed one time. The treasurer shall have custody of all funds of the
147 Congregation, keep an account of all receipts and expenditures, pay salaries
148 and bills authorized by the budget and/or the Minister, and render an annual
149 report to the congregation and such other reports as may be required by the
150 Board. **(Revised 1/29/17)**

151
152 **ARTICLE IX. Special Committees of the Congregation.** **(Revised 1/29/17)**

153 1. **A Nominating Committee** shall consist of three members of the
154 Congregation, serving terms of three years, with one member to be elected at
155 each annual meeting of the Congregation. The term of office shall begin on
156 May 1st. In the event of a vacancy on the Nominating Committee for any
157 reason, the Board may appoint a member of the Congregation to fill the
158 unexpired term.

159 a. The Nominating Committee shall nominate at least one candidate for
160 each open position on the Board; at least one candidate for each open position
161 on the Committee for Right Relations; at least one candidate for each open
162 position on the Endowment Committee; at least one candidate for each open
163 Trustee position; and at least one candidate for each open position on the
164 Nominating Committee.

165 b. The Nominating Committee's nominations shall be included in the notice
166 of the annual meeting.

167 c. When a Ministerial Search Committee is needed, the Nominating
168 Committee shall nominate at least three more candidates than there are
169 positions, the number to be determined by the Board.

170 2. A **Committee for Right Relations** (CRR) is charged with facilitating
171 resolution of conflicts brought to it under the Covenant of Right Relations
172 (CORR) by any person associated with the Congregation. **(Revised 2/17/13)**

173 a. The CRR will consist of three members of the Congregation selected
174 because of their wisdom, experience, or skill in conflict resolution.

175 b. Members of the CRR are elected by the Congregation at its annual
176 meeting, and serve staggered three year terms, with one new member elected
177 by the Congregation each year.

178 c. The term of office shall begin on July First.

179 d. In the event of a vacancy on the CRR for any reason the Board may
180 appoint a member to serve until the Congregation at its next annual meeting
181 shall elect a member to serve the unexpired term.

182 3. An **Endowment Committee** (EC) is charged with managing the
183 Endowment Fund and advising members of the Congregation who seek
184 information on how to best to contribute to the Fund.

185 The EC will consist of five members of the Congregation selected for their
186 wisdom and experience in financial matters or for their ability to articulate the
187 vision and mission of the Congregation.

188 Members of the EC are elected by the Congregation at its annual meeting,
189 and serve staggered five year terms, with one new member elected by the
190 Congregation each year.

191 a. The term of office shall begin on July First.

192 b. In the event of a vacancy on the EC for any reason the Board may
193 appoint a member to serve until the Congregation at its next annual meeting
194 shall elect a member to serve the unexpired term.

195 c. Activities of the EC shall be guided by the policy provided by the Board
196 under its authority as outlined in Article VII, Section 2.

197 d. The EC will be incorporated into the normal management structure of the
198 Congregation with ultimate accountability to the Board.

199 4. A **Ministerial Search Committee**, when needed, shall consist of at least
200 seven members, the number to be determined by the Board, elected by the
201 Congregation from a slate of ten or more members nominated by the
202 Nominating Committee.

203

204 **ARTICLE X. Organized WUU Groups.**

205 Members and friends of this Congregation may organize into program
206 groups or other special interest groups. If any such group wishes to be
207 recognized as an Organized WUU Group, or apply for WUU funds, it must
208 submit annually a statement of purpose to the minister for approval.
209 Organized WUU Groups must embrace WUU principles and covenants, but
210 are otherwise free to operate without supervision by the minister. Once
211 approved, the group's name will be included in an appropriate list of
212 recognized Organized WUU Groups. **(Revised 5/6/07)**

213

214 **ARTICLE XI. Ministers. (Revised 1/29/17)**

215 1. Any person called or continued as a minister of this Congregation shall be
216 in fellowship with the Unitarian Universalist Association.

217 2. Ministers shall be called upon recommendation of the ministerial search
218 committee by a four-fifths majority vote of the members present at any
219 Congregational meeting properly called for the purpose. A quorum for such a
220 meeting is to be constituted by one-half of the members.

221 3. Minister may be dismissed by a majority vote of the members present at
222 any Congregational meeting called for the purpose with the same quorum
223 requirement as set forth in Section 2. herein above.

224 4. Minister shall give three months notice of his/her resignation or such
225 notice as is mutually agreed upon by the minister and the Board.

226 5. Ministers shall be responsible for the conduct of services. They shall
227 have freedom of the pulpit as well as freedom to express their opinions outside
228 the pulpit, but shall not speak for the Congregation.

229 6. Ministers shall have overall responsibility for the administration of
230 operations, including creation, supervision and dissolution of all Ministry
231 Teams. The ministers do not have administrative responsibility for the Board,
232 the Standing Committees of the Board, the Special Committees of the
233 Congregation outlined in Article IX or the Trustees as provided for in Article XI.
234 They shall be ex-officio non-voting members of the Board and of such
235 committees as the Board shall designate. They are encouraged to attend all
236 meetings of the Congregation and the Board except meetings of the Board
237 held in executive session.

238 7. By mutual agreement and in accordance with the provisions of Para. 6
239 above, the Board and the ministers shall establish policy specifying how paid
240 and volunteer staff are to be supervised, hired, and evaluated. New staff
241 positions shall be approved by the Board.

245 **ARTICLE XII. Organization and Property of the Congregation.**

246 1. The Congregation's organization consists of the Board, the Ministers, the
247 Treasurer, the Trustees herein defined, the employees and such committees
248 and Ministry Teams as the Minister(s), the Board and these Bylaws authorize.

249 2. At any Congregational meeting duly called, the Congregation may, by
250 majority vote, (1) elect Trustees to hold legal title to real property for any of the
251 purposes set forth in the Code of Virginia, Title 57 (1992), and (2) direct such
252 Trustees to initiate proceedings to sell, encumber or otherwise act with respect
253 to such real property as is permitted by law.

254 a. Trustees shall be three in number and must be members elected from a
255 slate, chosen by the Nominating Committee, of at least one candidates for
256 each open position.

257 b. The term of a Trustee will be five years. A Trustee may serve two terms
258 plus a partial term consecutively. Terms will be staggered.

259 c. In the event of a vacancy for any reason, the Board may appoint a
260 member to serve until the Congregation at its next annual meeting elects a
261 member to complete the unexpired term. If Trustees are not currently needed,
262 the Board may wait until the next annual meeting without filling the vacancy.

263

264 **ARTICLE XIII. Dissolution.**

265 Should this Congregation cease to function and the members vote to
266 disband, any assets of the Congregation shall be transferred in accordance
267 with applicable legal procedure to the Unitarian Universalist Association for its
268 general purposes.

269

270 **ARTICLE XIV. Fiscal Year.**

271 The fiscal year shall be from July 1 to June 30.

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273 **ARTICLE XV. Amendments.**

274 Amendments to this Constitution and Bylaws may be made at any annual or
275 special meeting duly called, of which proper notice has been given pursuant to
276 Article VI, Section 3., by two-thirds vote of the members present, provided that
277 the text of the proposed amendment is enclosed in the notice of meeting.

278

279 **ARTICLE XVI. Effective Date.**

280 The effective date of the Constitution and Bylaws shall be July 1, 1989 if
281 adopted prior thereto by a two-thirds vote of the voting members present at a
282 meeting called for this purpose. A quorum for this purpose shall be constituted
283 by one-third of the voting members.

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