

**WILLIAMSBURG UNITARIAN UNIVERSALISTS
CONSTITUTION AND BYLAWS
Adopted February 18, 2024**

ARTICLE I. NAME

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

ARTICLE II. PURPOSE

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

ARTICLE III. DENOMINATION AFFILIATION

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

ARTICLE IV. MEMBERSHIP

1. Membership is open to persons who (i) are at least 18 years of age or have completed coming of age classes at WUU *or* another UUA-affiliated congregation, (ii) *or* have completed WUU orientation classes *or* have transferred from another UUA-affiliated congregation; *and* (iii) are in agreement with the purpose of this Congregation, (iv) sign the membership book *and* (v) make an annual financial contribution of record to the Operating Fund.
2. Membership is open to all persons of any race, color, gender, disability, sexual orientation, gender identity or expression, or national origin.
3. A person may resign from membership by written notification of that intention to the Minister or the President of the Board.
4. Membership will end when a member no longer makes an annual contribution of record to the Operating Fund, except when an exemption has been granted.
5. Membership may be revoked for cause.

ARTICLE V. VOTING

1. The business of the congregation may be transacted at a properly called meeting. Participation may be either in person or electronic.
2. Whenever a Congregational vote is required, a quorum shall be necessary. The size of a quorum shall be defined in terms of the percentage of the Congregation's members who must be present and counted in person or electronically at a properly called meeting. A quorum for election of officers and committees and for other congregational business shall be at least 20% of the membership, unless otherwise stated in the Bylaws.
3. A simple majority of all votes shall decide elections and approval of other questions, except for the amendment or revision of the Constitution and Bylaws and the calling of a Settled Minister.
4. Absentee voting shall be permitted when a proposition is known sufficiently in advance and remains substantially unchanged when votes are cast.
5. Absentee ballots must be received by the WUU office no later than the second day before the day of the vote.
6. Voting by proxy is not permitted.

ARTICLE VI. GOVERNANCE

The Congregation is governed by its members. These include those who are elected to serve on the Board and members elected to serve on the Committees of the Congregation.

A. Board

1. The primary duty of the Board is to articulate and serve the mission and vision of the Congregation.
2. The term of office for an elected board member shall normally be two years, and the member may be elected to serve up to three consecutive terms. A member may be elected to serve a shorter term upon joint recommendation of the Nominating Committee and the Board.
3. The term of office of newly elected members of the Board and Committees of the Congregation shall begin on May 1.

4. In the event of a vacancy on the Board or a Congregational Committee, the Board may appoint a member to serve until the next time the Congregation meets, at which time a member may be elected to serve the remainder of the unexpired term.

5. The Board shall be composed of nine members, who shall have been members of the Congregation for at least one year by the date of their election or appointment and have demonstrated leadership qualities. In addition, the Minister and the Treasurer shall be *ex-officio* non-voting members.

6. Board Meetings: The Board shall hold meetings and make rules for its own governance. A quorum of the Board is a majority of its members. Any meeting of the Board at which business will be conducted shall be open to members of the Congregation, except that the board may meet in executive session to discuss personnel or other sensitive matters.

7. The Board shall:

- a. set policy guiding the overall affairs of the Congregation;
- b. establish Committees of the Board, including, but not limited to the Committees for Finance and for Personnel. The Board shall appoint the chair for each committee and approve appointment of additional members;
- c. establish a mechanism to ensure board oversight of the financial affairs of the Congregation;
- d. appoint a treasurer, who shall have custody of the Operating Fund of Congregation. The Treasurer shall be a member of the Congregation and serve a three-year term, which may be renewed one time;
- e. develop specific policies and guidelines for soliciting, managing and using endowment funds;
- f. set personnel policy and establish mechanisms to ensure fair treatment of the staff, establish positions required for the Congregation's daily operations in conjunction with the Minister and determine staff salaries and other payments to staff;
- g. evaluate, annually, the Ministries of the Congregation, using well defined expectations that have been previously established;
- h. approve contracts and other written instruments requiring board action;
- i. select and certify delegates to each General Assembly of the Unitarian Universalist Association

j. when the position of minister becomes vacant, initiate a ministerial search committee in accordance with UUA guidelines;

k. appoint a historian. The Historian shall serve at the pleasure of the Board.

B. Board Officers:

Members of the Board are elected by the Congregation to serve as President, Vice President and Secretary, each for a one-year term, renewable annually. Their duties are as follows:

1. President - The President shall preside at all meetings of the Board and of the Congregation. Except for those delegated to the Minister or Trustees, the President shall sign contracts and other written instruments approved by the Board or the Congregation.

2. Vice President - The Vice President shall preside at any meeting of the Board or Congregation and otherwise act for the President in the President's absence.

3. Secretary - The Secretary shall keep the minutes of meetings of the Congregation and the Board, shall notify members of all congregational meetings and preserve related records.

C. Committees of the Congregation:

Committees of the Congregation consist of members elected by the congregation. Terms of office vary.

1. A Nominating Committee of three members is charged with nominating candidates for the election of officers and other members of the Board, and nominating candidates for election to Committees of the Congregation. The term of office is three years. Members may serve up to two consecutive terms.

2. A Committee for Right Relations (CRR) of three members is charged with facilitating resolution of conflicts brought to it under the Covenant of Right Relations. The term of office is three years. Members may serve up to two consecutive terms.

3. An Endowment Committee (EC) of five members is charged with the care of and reporting on the Endowment Fund. The term of office is five years. Members may serve up to two consecutive terms. The EC is accountable to the Board.

D. Ministries

Ministries are teams formed by members and friends of WUU to provide operational support to carry out the Congregation's mission and vision. Ministries work under the guidance of the Minister.

ARTICLE VII. CONGREGATIONAL MEETINGS

1. At least two annual Congregational meetings shall be held during the fiscal year.
2. The first Congregational Meeting shall be held by the end of February for the Nominating Committee to present candidates for election as members and officers of the Board and members of Committees of the Congregation and to conduct other business set forth in the agenda. In addition to the slate presented by the Nominating Committee, any eligible person who is present, with stated consent, may be nominated from the floor for an open position by any member of the congregation who is present.
3. The second Congregational meeting shall be held by the end of June to present the budget for the next fiscal year and to receive the reports of the President, Treasurer, Minister and any other reports requested by the Board. Additional business may be conducted; if no business requires a vote, a quorum will not be required.
4. Special Congregational meetings may be called at any time by the Board or at the written request of 10% of the membership.
5. Written notice of any Congregational meeting shall be provided to each member not less than seven days or more than thirty days prior to the meeting.
6. Robert's Rules of Order (most recent edition) or an alternative approved by the Board shall be used to conduct Congregational meetings.

ARTICLE VIII. MINISTERS

1. The Minister of this Congregation shall be in fellowship with the Unitarian Universalist Association.
2. The Minister shall be responsible for the conduct of worship and shall have the freedom of the pulpit as well as freedom to express their opinions outside the pulpit, but shall not speak for the Congregation without authorization from the Board or the Congregation.

3. The duties of the Minister shall be as prescribed by the Letter of Agreement, agreed to by the Minister and Board.
4. Recruitment of a minister and the ministerial search process shall be decided by the Board and governed by the most recent UUA ministerial search guidelines.
5. Should the Congregation call a Settled Minister that Minister shall be called by a 90% vote of the members present at a congregational meeting called for that purpose. A quorum shall be 50% of the Congregation's membership.
6. A Settled Minister may be dismissed by a majority vote of the members present or voting by absentee ballot at a Congregational meeting called for that purpose. A quorum shall be 50% of the Congregation's membership.

ARTICLE IX. PROPERTY OF THE CONGREGATION

Trustees: Following the *Code of Virginia, Title 57-8, (2005)* the legal title of the Congregation's real property shall be held by three Trustees who shall be elected by members of the Congregation, with the power to initiate proceedings to sell, encumber or otherwise act with respect to such real property as permitted by law and WUU policy.

1. Trustees shall be members elected from a slate proposed by the Nominating Committee with at least one candidate for each open position.
2. The term of a Trustee will be five years. A Trustee may serve two consecutive terms.
3. In the event of a vacancy for any reason, the Board may appoint a member to serve until the Congregation at its next annual meeting elects a member to complete the unexpired term.

ARTICLE X. DISSOLUTION

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

ARTICLE XI. FISCAL YEAR

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

ARTICLE XII. AMENDMENTS OR REVISIONS

Amendments or revisions to the Constitution and Bylaws may be made at any annual or special meeting duly called, of which proper notice has been given pursuant to these Bylaws, by two-thirds vote of the members present, provided that the text of the proposed amendment or revision is enclosed in the notice of meeting.

ARTICLE XIII. EFFECTIVE DATE

The effective date of the Constitution and Bylaws was established as of July 1, 1989, those documents having been adopted prior thereto by a two-thirds vote of the voting members present at a meeting called for that purpose. A quorum for this purpose constituted one-third of the voting members.