

ARTICLES OF ASSOCIATION

of the

UNITARIAN UNIVERSALIST COMMUNITY CHURCH
GLEN ALLEN, VIRGINIA

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ARTICLES OF ASSOCIATION

The name of this church shall be **Unitarian Universalist Community Church**, hereafter referred to as the Church.

ARTICLE I PURPOSE

We, the members of the Unitarian Universalist Community Church, do covenant to affirm and promote:

- A caring environment which fosters and nurtures the spiritual growth of each member;
- Sharing and concern for each other in all stages of life's journey;
- Human connections based on compassion and demonstrated by a generous, loving spirit of acceptance and tolerance.

As a spiritual community, we seek to pursue the missions of:

- Fostering the individual's free search for religious truth, which includes both spiritual and rational knowledge;
- Promoting the acceptance of the diversity that is intrinsic to life;
- Celebrating wholeness and the joy of all endeavors which say "Yes!" to life;
- Responding to the needs of the larger community in both social action and personal commitment;
- Communicating the evolving Unitarian Universalist religious heritage as responsive to the human needs and societal issues of our time.

ARTICLE II MEMBERSHIP

Section 1. A member is any person who supports the purpose of the church, who has signed a declaration of membership, and who supports the church with financial contributions of record at least once a year. Membership becomes effective when a person's name is recorded in the official minutes of the Board of Stewards as outlined below. Members are qualified to participate in the consensus decision-making at Congregational meetings, to serve on the Board of Stewards, hold other offices, and to receive all other privileges of membership as defined in these Articles.

- Section 2.** Deletions from the church membership list may be declared by the Board of Stewards upon recommendation of the appropriate responsible committee, as determined by Board policy, as follows:
- Upon death or written resignation of the member.
 - Upon the member's failure to respond to appropriate follow-up
- Section 3.** The Board of Stewards shall maintain a membership list and ensure that new members are given information about the Church. The Board may delegate this function to a Committee, with the Board retaining oversight of these activities.
- Section 4.** Throughout these Articles, the members in aggregate are referred to as the "Congregation."

ARTICLE III ORGANIZATIONAL STRUCTURE

- Section 1.** The activities of this Church will be conducted via several interdependent bodies. Specifically, the business of this Church will be conducted by the Board of Stewards, the Operating Council, the Leadership Council, and the Committees created both in Article VII and by the Board. These entities serve together to implement the mission and goals of this Church.

ARTICLE IV BOARD OF STEWARDS

- Section 1.** The management of the affairs of the Church shall be vested in a Board of Stewards, hereafter called "the Board." The Board of Stewards shall consist of the Moderator, Vice-Moderator, Operating Council Chair, Leadership Council Chair, Secretary, the Finance Committee Chair and an At-Large Representative. Each member of the Board must be a member of the Church.

Section 2. The Board shall have charge of the conduct of all business of the Church and responsibility for its administration. The Board shall approve all policies for the effective implementation of these Articles of Association. Specifically, each policy is in effect only after Board vote and each such policy remains in effect and governs the conduct of the Board in its Church business unless and until such policy is deleted by Board vote. Such policies shall include, but are not limited to, job descriptions for each Board position and for the Minister. The Board shall be authorized to employ staff and otherwise expend funds as provided in the budget approved or amended by the Congregation at a Congregational Meeting.

Section 3. The Board shall have the authority to approve and effect the acquisition, purchase, transfer, or sale by the Church of any real property or interest therein, or encumbrance thereof, and to take such actions as may be necessary to consummate any transactions in connection therewith as required by law, provided that the Board first obtains approval of the Congregation for any such action involving more than \$5000. Approval shall be by consensus as defined in these Articles of Association at a Congregational Meeting called in accordance with the provisions of these Articles of Association. The Board may authorize the Moderator to execute on behalf of the Church any approved contracts of sale, purchase, construction or transfer. The Board shall have the authority of the Church to make applications on behalf of the Church, in whose name the title of any real property of the Church may be held, received, granted, or conveyed.

Section 4. The duties and responsibilities of the Board shall include

- Examining periodically the purpose of the Church in order to establish and modify, as needed, Church programs and long-range goals;
- Establishing policies consistent with and in furtherance of the Church's purpose, pursuant to Article IV, §2;
- Appointing the Chair of each Special Ad Hoc Committee appointed by the Board of Stewards;
- Removing any committee Chair prior to the end of his/her term as the Board deems necessary, appropriate, or in the best interest of the organization;

- Providing guidance, as needed, to Committee Chairs and Council Chairs;
- Maintaining the financial accountability, integrity, and viability of the Church. Maintaining financial accountability shall include but is not limited to reviewing and proposing a budget for the organization and its programs, establishing fees and dues, and overseeing the Treasurer's responsibility to maintain accurate books and records.
- Establishing and implementing a policy or policies regarding appropriate risk management for all church activities;
- Ensuring that the following activities are conducted by at least one of the Committees established by the Board:
 - ▶ The monitoring of pledge payments;
 - ▶ The development of recommendations for the Board on the investment of capital funds;
 - ▶ The monitoring of building use income;
 - ▶ The solicitation of endowment funds;
 - ▶ Recommendation of a proposed annual budget to the Board and the Congregation;
 - ▶ Compliance with the Church's Finance and Accounting Manual pursuant to Article VII, §3; and
 - ▶ Presentation of an annual report regarding each of these activities to the Board and the Congregation.
- Arranging for an independent audit of the Church's financial records as the Board deems necessary, pursuant to Article VII, §3.
- Setting the time and place for the Congregational meetings;
- Overseeing the maintenance of a membership list, which shall be updated at least annually;
- Overseeing the canvass of members for annual financial contributions;
- Reviewing Church activities to determine the need for the addition and/or deletion of particular Committees, as well as a determination for each new Committee whether it is within the purview of the Operating Council, the Leadership Council or should independently report to the Board as a Special Ad Hoc Committee. The Board shall conduct this review annually and develop a written report containing the conclusions of that review and attach that report to the Board's annual report; and

- Appointing a Special Ad Hoc Committee at least every five years to perform the review of these Articles as outlined in Article XIV.

Section 5. Membership on the Board necessarily requires a commitment to Unitarian Universalism and the Church purposes beyond the specific duties imposed upon Board members in these Articles of Association. Such commitment means that members of the Board are expected to make concerted efforts to attend and participate in all meetings and events that further the goals, growth, and development of the Church, or which otherwise affect the Church.

Section 6. Board Members and the Treasurer shall be selected by the Nominating Committee. The Moderator, Vice-Moderator, Treasurer, and Operating Council Chair are selected in the even years and the Leadership Council Chair, Finance Committee Chair, the At-Large Representative, and Secretary are selected in odd years. The selected Board Members and Treasurer shall be affirmed at the Annual Meeting of the Church. No Board Member or Treasurer shall serve in the same capacity for a period longer than two consecutive terms without a break of at least one year. The term for all Board positions and that of Treasurer is two fiscal years.

Section 7. Any Board Member who wishes to resign shall submit a letter of resignation to the Board. Interim vacancies shall be filled by appointment by the Board upon recommendation of the Nominating Committee. Persons so selected shall serve for the remainder of the term of the resigning Board member.

Section 8. The Board may vote to remove individual Board members for conduct detrimental to the interests of the Church and its membership, for lack of sympathy with its goals, or for refusal to render reasonable assistance in carrying out its purpose. Any such Board Member proposed to be removed shall be entitled to at least ten days written notice of the Board meeting at which such removal is to be determined, and shall be entitled to appear before and be heard at such public meeting.

Section 9. The Board shall hold regular meetings at intervals not exceeding two months. Special meetings may be called by the Moderator or by any two

members of the Board. The quorum for a board meeting shall be four of the Board members. Upon request of the majority of the Board members present at any Board meeting, the Board may meet in a closed session to consider personnel actions or other issues of a sensitive and confidential nature.

ARTICLE V
DUTIES AND RESPONSIBILITIES OF
SPECIFIC BOARD MEMBERS AND THE TREASURER

- Section 1.** The Moderator shall preside at all meetings of the Congregation and of the Board, sign all contracts and other instruments of writing which have first been approved by the Board, represent the Church as a spokesperson to the community, and perform other duties usually incident to this position.
- Section 2.** The Vice Moderator shall assist the Moderator as needed and serve in his/her absence.
- Section 3.** The Treasurer shall hold in custody all funds of the Church, keep an account of all receipts and expenditures, authorize payment of expenditures approved by the Board within limits of the annual budget approved or amended by the Congregation, render to the Annual Meeting and for such other meetings as may be required a financial statement of the Church, maintain accurate books and records of the Church's financial activities.
- Section 4.** The Secretary shall keep a record of all meetings of the Congregation and of the Board of Stewards, maintain and hold custody of all Board Policies and Board and Congregational minutes, including all Committee reports and other pertinent attachments, all issues of the Church newsletter, all orders of service, and all other appropriate papers and documents belonging to the Church, and perform other duties as necessary.
- Section 5.** The At-large Representative shall attend all Board meetings and serve in any capacity needed.

Section 6. The Leadership Council Chair, the Operating Council Chair, and the Finance Committee Chair each represent his or her Council or Committee on the Board at all meetings.

ARTICLE VI COUNCILS

Section 1. Board membership includes the Chair of each of the two Councils of the Church: the Operating Council and the Leadership Council. The Chair of each Council must be a member of the Church. The Chair of each Council serves as liaison between his or her Council and the Board.

Section 2. The Chairs of each Committee, with the exception of the Nominating Committee and the Ministry Committee, serve on either the Operating Council or the Leadership Council, as determined by the Board pursuant to Article IV, Section 4.

Section 3. The Chairs of the Operating and Leadership Councils shall conduct meetings of their respective Councils as needed, but at least once every quarter. The Council Chairs should be available to their respective Committee Chairs for guidance and assistance with Committee activities.

Section 4. The Chairs of each Council shall submit a proposal outlining its major anticipated activities and proposed budget for the next fiscal year to the Board at least sixty days prior to the end of each fiscal year.

ARTICLE VII COMMITTEES

Section 1. Membership on each of the Church committees should reflect as broad a cross-section of the membership of the Church as possible. Committee Chairs shall be selected by the Committee members and affirmed by the appropriate Council; however, in the case of all Special Ad Hoc Committees, the Nominating Committee and the Ministry Committee,

the Board shall affirm the Committee Chairs. A Special Ad Hoc Committee is one created by the Board pursuant to Article IV, §4 where the Board directs that the Committee Chair shall not serve on one of the two Councils but instead should report directly to the Board itself. All Committee Chairs must be members of the Church. No committee shall engage in any activities outside the Church without prior approval of the appropriate Council.

Section 2. Each Committee shall submit a proposal outlining its major anticipated activities and proposed budget for the ensuing fiscal year to the appropriate Council at least 90 days prior to the end of each fiscal year, except that the Nominating, Ministry and Special Ad Hoc Committees, which should submit such proposal to the Board. Unless otherwise provided for in the Articles of Association, each such proposal shall also include a list of members who wish to serve on the Committee and the name of the member recommended to chair the Committee. The appropriate Council shall have the authority to approve, amend, or reject any such proposal. Any Committee may propose additions to or deletions from its membership to the appropriate Council at any time during the year.

Section 3. The Finance Committee shall be responsible for the monitoring of pledge payments, the development of recommendations to the Board on the investment of capital funds, the monitoring of building use income, the solicitation of endowment funds, recommending a proposed annual budget to the Board and membership, and assure compliance with the Church's Financing and Accounting Manual. The Committee shall see that an outside, independent audit is conducted when instructed to do so by the Board. The determination that such an outside audit is necessary and appropriate shall be made by the Board with or without consultation with the Finance Committee, and shall take place at any time as determined by the Board. If the Board determines additional expertise is needed, outside resources will be engaged. The Finance Committee shall submit appropriate reports of the above activities to the Board and to the membership at the Annual Meeting. The Chair of this Committee serves on the Board of Stewards. The Treasurer serves on this Committee but may not serve as the Chair of this Committee.

Section 4. The Nominating Committee shall solicit from the Congregation the names of people to serve on the Board of Stewards. The Committee shall develop a slate from the list of nominees for open positions on the Board of Stewards. The Committee shall send the slate to each member of the Congregation at least one month in advance of the Annual Meeting. The slate shall contain brief biographical information about each nominee. The Committee shall provide the membership with an opportunity to submit written comments on the slate in advance of the Annual Meeting. If a member submits written comments and such a member is not present at the Annual Meeting, those written comments shall be heard and considered at the Annual Meeting.

The Nominating Committee shall be comprised of five members, all of whom must be members in good standing of the Church. Two members shall be current or past Board members and shall be appointed by the Board in alternate years to serve two year terms. The member appointed by the Board in the second year of his/her term shall be the Committee Chair. Three members shall be chosen by the membership at large at the Annual Meeting and shall serve for a term of two years. One position will be elected in even years, two positions to be elected in odd years. No person may serve on the Committee for more than two consecutive full terms. The Chair does not serve on either the Operating or the Leadership Council; rather, the Nominating Committee Chair serves as a liaison between the Committee and the Congregation and Board.

Section 5. The Committee on Ministry is to assess the quality of ministry in the Congregation, serve as a supportive presence for the Minister and be a communication channel between the Minister and the Congregation. The six members are to have staggered terms of two years each and may not serve more than two terms without a year not on the committee. The members are recommended by the Minister and affirmed by the Board of Stewards. The Committee shall select a Chair from within its members.

That Chair does not serve on either the Operating or the Leadership Council; rather, the Ministry Committee Chair serves as a liaison between the Committee and the Minister.

- Section 6.** The Personnel Committee is responsible for administering the UUCC Personnel Policy Manual adopted by the Board of Stewards and for assisting with the annual salary review that must occur as part of each year's budget development.
- Section 7.** Special Ad Hoc Committees may be appointed by the Board, pursuant to Article IV. Unless otherwise provided for in its charge, each Special Ad Hoc Committee shall serve for the remainder of the fiscal year during which it is appointed.
- Section 8.** Any Committee Chairs who wish to resign before the end of their term shall submit a letter of resignation to the appropriate Council, with the exception of the Nominating and Ministry Committees and all Special Ad Hoc Committees. A member of those Committees who wishes to resign before the end of his or her term should submit a letter of resignation to the Board. A new Committee Chair shall be selected by the Committee members and approved by the Board, in the case of the Nominating and Ministry Committees and Special Ad Hoc Committees, and by the appropriate Council in the case of all other Committees.

ARTICLE VIII CONGREGATIONAL MEETINGS

- Section 1.** A Congregational Meeting shall be called by the Board upon request of Board members or upon receipt of at least ten percent of the-Congregation. Only members of the Church shall have the privilege of participating in consensus decision-making at Congregational Meetings. Written notice stating the purpose of the meeting shall be mailed to the members not more than six weeks or less than two weeks in advance of any Congregational Meeting.
- Section 2.** The Annual Meeting shall be a Congregational Meeting held each year within sixty days prior to the end of the fiscal year. Written notice of the Annual Meeting shall be mailed to the members at least two weeks in advance. At least one week prior to the meeting, a copy of the proposed

Annual Budget for the new fiscal year as-prepared by the Finance Committee and recommended by the Board shall be mailed to each member. The Annual Meeting shall be for the purpose of:

- selecting Stewards;
- receiving the written Annual Reports of the Moderator, Treasurer, Leadership Council, Operating Council, Nominating Committee, Personnel Committee, Minister, and any other appropriate committee or organization;
- approving an annual budget for the ensuing fiscal year;
- other business deemed necessary by the Board;
- and other business submitted from the floor.

Minutes of Congregational Meetings shall be prepared and maintained by the Secretary.

Section 3. At the Annual Meeting, the slate for Board members shall be considered by the Congregation. After discussion, the Congregation shall affirm or disaffirm the slate. If the Congregation disaffirms the slate, the nominations process shall be repeated and a special meeting held within the ensuing two months to affirm a newly proposed slate. Congregational action on the slate shall affect only the nominees for open positions on the Board. At the Annual Meeting, newly affirmed Board members and Board members serving current terms shall be formally installed as the newly constituted Board of Stewards of the Church.

Section 4. A Quorum for meetings shall be twenty-five percent of the Congregation.

ARTICLE IX MINISTERIAL SEARCH PROCESS

Section 1. A three (3) member Interim Minister Search Committee shall be appointed by the Board of Stewards with at least one (1) member to be a continuing member of the Board, to act as liaison to the Board. This Committee will select its own chairperson.

The Interim Minister Search Committee's task is to bring forth the nominee as an Interim Minister to the Board for affirmation. The Board will negotiate the contract with the Interim Minister.

Section 2. For the Called Minister, the Board declares that a Search Committee shall be formed and asks the Nominating Committee to prepare a slate. The Nominating Committee will present a slate of seven members for the Ministerial Search Committee. The Congregation will affirm the seven.

Section 3. At the Congregational meeting to affirm the candidate for Minister as brought forward by the Search Committee the following process will be used.

- Believing that decisions made by the entire Congregation are superior decisions, and understanding that the Congregation has only one opportunity for a Congregational meeting to reach consensus to call or not to call the Candidate, the usual procedure of three meetings to reach consensus shall be set aside.
- The assembled members of the Congregation shall discuss the merits of the recommended Candidate and attempt to reach a consensus. If, after a reasonable time, consensus cannot be reached, the Congregation can agree to implement a blended decision making process of consensus and voting as follows:
 - All agree and consensus is reached. Because Ministerial Candidates desire to know the percentage of members in favor of the call to a Church, a straw poll (by raised hands) shall be conducted after consensus is reached, to determine the percentage of the Congregation in favor of extending a call. The minister is called.
 - All but a few agree, and the few agree to step aside and let the will of the group prevail. Consensus is then reached. Because Ministerial Candidates desire to know the percentage of members in favor of the call to a Church, a straw poll (by raised hands) shall be conducted after consensus is reached, to determine the percentage of the Congregation in favor of extending a call. The Minister is called.

- Consensus cannot be reached through discussion. The Congregation can move to take a vote to affirm the Minister. Eighty-five (85%) percent of the members in attendance (by a show of hands) must agree to take such a vote. If a vote is taken (by secret ballot), a majority of 90% of the members in attendance in favor of hiring the Minister will be required to express the will of the members. The Minister is called.

ARTICLE X MINISTRY

Section 1. Ministers' salaries shall be determined by the Congregation on recommendation of the Board as part of the proposed annual budget. Ministers shall be called according to the requirements of Article IX.

Section 2. Ministers shall be ex officio participants in meetings of the Board.

Section 3. Ministers shall be responsible to the Congregation as outlined by contracts and in job descriptions developed by the Board pursuant to Article IV, §2. Ministers shall be accountable to the Congregation for their ministries.

Section 4. Ministers shall give three months notice of their resignations. Ministers may be dismissed by a consensus of the active membership present at a Congregational Meeting called for that purpose. Upon consensus of the Board, or upon receipt by the Board of a petition bearing the signatures of at least twenty-five percent of the active Church membership, the Board shall call such a meeting. If any member cannot be present, he or she can ask that a written statement be read at the meeting. This written statement shall be considered by the Congregation when reaching consensus. The Minister's salary shall be continued for three months after the vote of dismissal.

ARTICLE XI
FISCAL YEAR

The fiscal and program year is from July 1 through June 30.

ARTICLE XII
INDEMNIFICATION

The Church shall defend, indemnify, and hold harmless every registered agent, Board member, Council member, Committee member, and officer against liability and against expenses reasonably incurred in connection with any action, suit, or proceeding to which such an individual or individuals shall be made a party by reason of being or having been an agent, director, or officer of the organization, except with regard to such actions or matters that such individual shall be finally adjudicated in such action, suit, or proceedings to be liable for willful misconduct.

ARTICLE XIII
DISSOLUTION

Should this Church cease to function and the Congregation vote to disband, The Board of Stewards, in compliance with State and Federal law and after paying or making provision for the payment of all the organization's liabilities, shall distribute any assets of the Church to the Unitarian Universalist Association for its general purposes. This transfer is to be made in full compliance with whatever laws are applicable.

ARTICLE XIV
AMENDMENTS

These Articles of Association may be amended at any legal Congregational Meeting, provided that the proposed amendment is provided to the Congregation in writing at least two weeks prior to the meeting at which such amendments are to be considered. During this time members may submit written comments on proposed amendments. If a member submits written comments in advance of the meeting and such member is not present at the meeting, those comments shall be heard and considered at the meeting at which such amendments are presented. A consensus of all active members present is necessary for the

adoption of an amendment.

A committee for revision of these Articles of Association shall be established by the Board at least every five years for the purpose of reviewing these bylaws and revising them as necessary.

ARTICLE XV CONTINUITY AND VALIDITY

Notwithstanding any other provisions of these Articles of Association to the contrary, all members of the Board of Stewards, Council Members, and Committee Members of the Church shall continue in their respective positions until their successors are duly selected and installed. Any action taken after any deadline established by these Articles of Association shall be considered as valid and binding as if the deadline had been met.

ARTICLE XVI STATEMENT OF POLICY

Section 1. Acknowledging that the reality of prejudice in society gives minorities reasons for uncertainty as to their reception, we of the Unitarian Universalist Community Church of Glen Allen, Virginia, wish to make clear our real and genuine welcome to all persons regardless of race, color, heritage, disability, age, gender or sexual orientation. We affirm that all people are part of one family and that we all are meant to enjoy the gifts of love, joy, and intimacy.

All who strive for accordance with our purposes and principles are welcomed as full participants in the life and worship of this church. Therefore, we are gratefully open to the service and leadership of members from all races, colors, heritages, physical abilities, ages, genders, or sexual orientations, including those called as ordained clergy and those who will serve as members of our Board of Stewards or in positions of leadership in our local, district, or national affairs.

- Section 2.** Believing that decisions made by the entire congregation are superior decisions, meetings will be conducted by the Moderator of the Board of Stewards, Council Chairs, and Committee Chairs, and decisions at all such meetings, will be made by consensus. Four scenarios are possible:
- All agree and consensus is reached.
 - All but a few agree, but the few agree to step aside and let the will of the group prevail. Consensus is reached.
 - All but a few agree and those few won't step aside and let the will of the group prevail, causing further discussion of the issue.
 - In those situations where consensus is not reached through discussion and the progress of the organization is significantly impeded, a vote taken under the following guidelines will be considered to represent consensus:
 - ▶ At least two appropriately called meetings must be held in which members discuss the issue at hand.
 - ▶ At the third meeting, 85% of the members in attendance must agree to take a vote.
 - ▶ If a vote is taken a majority of 85% will be required to express the will of the members.

Effective Date: July 1, 2009

