

# BYLAWS OF THE UNITARIAN UNIVERSALISTS OF THE BLUE RIDGE

## ARTICLE I — NAME

The name of this congregation shall be the Unitarian Universalists of the Blue Ridge (UUBRidge).

## ARTICLE II – PURPOSE

The purpose of this congregation shall be to foster the principles and purposes of Unitarian Universalism. We dedicate ourselves actively to the global, national and local community as a congregation that offers and maintains a cordial welcome to the full range of persons, without regard to race, color, gender, physical or mental challenge, views on religion, sexual orientation, age, economic or social status, or national origin.

## ARTICLE III — DENOMINATIONAL AFFILIATIONS

UUBRidge shall be a member of the Unitarian Universalist Association of Congregations (UUA) and Central East Region of the UUA.

## ARTICLE IV — MEMBERSHIP

1. Membership is open to all who are in sympathy with the mission statement of UUBRidge and who make a financial contribution to our congregation or obtain a waiver as described below.
2. Attaining and Maintaining Membership
  1. A person who is at least 16 years of age is welcomed into membership by signing the Membership Book either at a regular meeting of the Congregation or in the presence of the Minister or the President.
  2. A member remains in good standing by making identifiable financial contributions to the Congregation. The Board of Directors shall establish the minimum annual contribution that satisfies this requirement. A member may petition the Board for a waiver of the financial requirement if unable to make the minimum contribution.
  3. A list of members shall be kept. It shall be continuously updated as members join or leave the Congregation. For the two weeks prior to any Congregational

Meeting at which a vote is to be taken, the list shall be closed, and that list shall be verified.

### 3. Rights of Members

1. Every member shall have the right to attend all functions of the Congregation, including meetings of the Congregation, the Board of Directors, and the various committees. Exceptions to this right include Executive Session meetings and other meetings as designated by the Board of Directors.
2. Every member shall have the right to vote on issues raised at Congregational Meetings.
3. Any member who is unable to attend a Congregational Meeting shall have the right to designate a proxy for the purpose of voting on Congregational matters. Absentee ballots shall not be accepted. The proxy shall be a member and shall present a signed statement of authorization from the absent member to the presiding officer prior to voting. No member shall serve as proxy for more than two absent members.

## ARTICLE V — MEETINGS

**Annual Meeting.** The annual meeting shall be held in the spring of each year at such time and place as shall be fixed by the Board of Directors. Motions shall be passed upon majority vote of those Members present and voting.

**Special Meetings.** Special meetings of the Congregations may be called by the Board, and shall take place no less than ten (10), and no more than fifty (50) days after the call for such meeting. The Board of Directors shall call a special meeting upon the petition of ten percent of the members. No business can be transacted at a special meeting other than that for which it was called.

**Quorum.** The quorum for annual and special meetings, counting both attendees and proxy ballots in hand at the start of the meeting, shall be at least forty (40) percent of the members of the Congregation.

**Governance of Meetings.** Unless otherwise provided by law, these Bylaws, or the Bylaws and rules of the UUA or Central East Region, the rules of procedures governing meetings shall be those of Democratic Rules of Order, as compiled by Fred and Peg Francis and as revised by the authors from time to time.

## ARTICLE VI — BOARD OF DIRECTORS

**Board of Directors Membership.** The Board of Directors (Board) shall consist of nine (9) members of the Congregation, elected at the annual meeting to staggered terms of three years each, with three members elected each year. The Minister shall be a non-voting, ex officio member of the Board. The year of service for each Director shall begin with the new fiscal year, i.e., July 1<sup>st</sup>.

Directors may not serve more than two consecutive three-year terms, but after one year's absence from the Board they may stand again for election. If a vacancy occurs in the Board's membership, it will be filled in the interim by appointment of the Board until the next Annual Meeting, when a Director will be elected in a special election for the remainder of the unexpired term. The Board of Directors may remove a Director for cause by a vote of six or more Directors to remove.

**Duties and Meetings.** The Board shall have general supervision and direction of the affairs of the Congregation and is empowered to establish policies and procedures for the operation of the Congregation. These policies and procedures will be compiled in a manual that is subject to periodic revisions. A quorum of the Board shall consist of five (5) Directors. Board meetings shall be open, except when the Board votes to meet in Executive Session. Board members not able to attend a board meeting may cast their vote by written proxy, however, the issue to be voted on must be specified beforehand on the proxy.

**Officers.** The Board shall elect its own officers for each fiscal year, consisting of President, Vice President, Secretary, and Treasurer. The new Board shall elect its officers and designate their responsibilities. An officer may be recalled by a two-thirds vote of the Board.

## ARTICLE VII — NOMINATING COMMITTEE

**Membership.** At the Annual Meeting, three Nominating Committee members shall be elected to serve during the following fiscal year. A fourth member shall be the chairperson of the previous year's Nominating Committee, and the fifth member shall be appointed by the Board. The Nominating Committee shall choose its own

chairperson. Vacancies on the Nominating Committee shall be filled by appointment of the Board.

**Duties.** In January, the past-year chair of the Nominating Committee will ascertain from the President of the Board the date of the Annual Meeting for the current year and the Board of Director positions to be filled including length of term and the names of eligible incumbents if any. The past-year chair shall then convene the Nominating Committee. At this meeting a chairperson for the current year shall be elected and the timetable for the nomination process for the year shall be established.

In February, the Nominating Committee shall announce that nominations for the Board and for the Nominating Committee are open and may be submitted by any member in good standing either in writing or by e-mail to the Nominating Committee Chairperson or any member of that committee. This announcement shall include the number of Nominating Committee positions to be filled and the number and length of term of the Board of Director positions to be filled.

The Committee shall solicit suggestions from the board, the minister, and the congregation at large and maintain a roster of candidates.

It is the responsibility of the Nominating Committee to verify that each nominee is a member in good standing and is willing to serve. Eligible candidates shall be invited to submit a brief description of their relevant experience and their priorities for UUBRidge.

If there are insufficient nominees for the positions to be elected, the Nominating Committee shall attempt to recruit suitable candidates.

Three weeks before the Annual Meeting, the nominations shall be closed.

The names of all candidates for the Board of Directors and for the Nominating Committee along with copies of any statements received are to be distributed to the membership two weeks prior to the Annual Meeting along with information about the

number and type of vacancies. All eligible nominees are to be on the ballot, which shall be prepared by the Nominating Committee.

**Voting.** Each member in good standing in attendance at the Annual Meeting or present by proxy as provided for in Article IV Membership, Section 4:3 may cast one vote for each position to be filled. Each person may cast no more than one vote per candidate. Separate ballots shall be used for candidates for the Board and candidates for the Nominating Committee. Vacancies shall be filled by those receiving the most votes in this order: full terms followed by partial terms, if any. The results of the voting shall be announced at the Annual Meeting, immediately after the ballots are counted. In the case of a tie, an immediate runoff election shall be held.

## ARTICLE VIII – FINANCIAL MATTERS

The Congregation's Fiscal Year shall begin July 1st and end the following June 30th.

**Annual Budget.** The Board shall submit, with the invitation to the Annual Meeting sent to the membership, a recommended budget for approval. The final budget must be approved by a majority vote of the Congregation. The budget shall consist of the anticipated revenues and planned expenses of the Congregation, including all operating expenses associated with the functioning of the various committees.

**Changes Between Annual Meetings.** The Board shall have the authority to adjust the budget as a result of revenue surpluses and/or shortfalls.

## ARTICLE IX — STANDING AND AD HOC COMMITTEES

A list of current Standing and *Ad Hoc* Committees of the Board and their charters will be maintained on the Congregation's website.

## ARTICLE X — AMENDMENTS

These bylaws, so far as allowed by law, may be amended or repealed at any meeting of the Congregation by a two-thirds (67%) vote of members present and voting, provided that a draft of the proposed change has been given to each member in writing not less than thirty (30) days before the meeting which acts upon it.

## ARTICLE XI — THE MINISTRY

**Minister.** The Minister shall be responsible for the conduct of worship and for the guidance of the Congregation's spiritual interests and affairs.

**Calling or Dismissal.** A ministerial candidate shall be called, or an incumbent minister may be dismissed, upon recommendation by the Board, by a four-fifths (80%) majority of the members of the Congregation either present and voting at any meeting legally called for this purpose, or voting by proxy in lieu of attending such meeting.

## ARTICLE XII — DISSOLUTION OF THE CONGREGATION

Should this Congregation cease to function or the membership vote to disband, any assets of the Congregation will be transferred to the Central East Region of the Unitarian Universalist Association of Congregations for its general purposes, in full compliance with whatever laws are applicable.

*These Bylaws were adopted by the Congregation at the Annual Meeting of November 21, 2010 and amended at the Annual Meeting of June 17, 2012 and amended at the Annual Meeting of June 2016 and amended at the Annual Meetings of June 2018.*