

**HARRISONBURG UNITARIAN UNIVERSALISTS BYLAWS**  
**Revision Approved by the HUU Board on \_\_\_\_\_, 2020**  
**And Adopted by a Meeting of the Congregation on \_\_\_\_\_, 2020**

**ARTICLE 1 -- Name.**

The name of this incorporated congregation shall be the Harrisonburg Unitarian Universalists, hereafter also referred to as “HUU” and the “Congregation.”

**ARTICLE 2 -- Purpose.**

The purpose of this Congregation is to support each other in our various inward journeys toward truth (sense-making). We will endeavor to do this in an atmosphere of mutual acceptance, openness, and friendship (care-giving). Committed social action on behalf of the local and global communities will be a natural expression of this purpose (justice-seeking).

In accord with our purpose, members of HUU covenant to affirm and promote seven fundamental principles:

- the inherent worth and dignity of every person;
- justice, equity, and compassion in human relations;
- acceptance of one another and encouragement to spiritual growth in our congregation;
- a free and responsible search for truth and meaning;
- the right of conscience and the use of the democratic process within our congregation and in society at large;
- the goal of world community with peace, liberty, and justice for all; and
- respect for the interdependent web of all existence of which we are a part.

In accord both with our purpose and with our principles, members of HUU commit themselves

- to seek consensus in decision-making whenever possible;
- to respect the will of the majority as well as divergent opinions when consensus is not possible; and
- to provide due process in the resolution of issues at all times.

**ARTICLE 3 -- Denominational Affiliation.**

This Congregation shall be a member of the Unitarian Universalist Association (UUA). It is the intention of this congregation to make annual financial contributions equal to its Fair Share as determined by the Association.

## **ARTICLE 4 -- Membership.**

Membership in HUU is open to all persons regardless of race, color, ability, gender or gender identity, affectional or sexual orientation, age, or national origin.

### Section 1: Joining HUU

To become a member of HUU one must:

- be at least eighteen (18) years of age;
- support the purpose of this congregation;
- sign the membership book in the presence of an officer or director;
- support HUU functionally, volunteering one's time and talents for the work of the congregation; and
- support HUU financially to the best of one's ability through an annual pledge or regular contributions.

### Section 2: Privileges and Responsibilities

All members of HUU in good standing may vote in congregational meetings, and be eligible to serve in lay leadership positions and as committee chairpersons.

### Section 3: Leaving HUU

Membership in HUU may be ended in several ways:

- A member may withdraw from membership by making a written request to the Board. A member so withdrawn may be reinstated to membership upon notifying the Board in writing.
- The status of a member may be changed to "inactive member" by the Board if the member does not take part in HUU activities or support the congregation financially. Inactive members do not have any of the rights and responsibilities listed in Section 2. An inactive member may be reinstated to full membership upon resumption of active participation.
- If an "inactive member" does not participate in the life of the congregation or contribute financially for a period of one year, the Board may remove the individual from all membership categories upon recommendation of the Treasurer and the Membership Committee.
- A member may be removed from membership by the Board for cause (the member does not meet the letter and spirit of membership requirements). The Board shall give the member written notice of the reason(s) for removal and a time and place to present the member's objections to the Board, or its designee, who shall make a final determination of removal.
- The Board may restore an individual's membership privileges upon evidence of realignment with the Purpose and membership requirements.

## **ARTICLE 5 -- Congregational Meetings.**

## Section 1: Annual Meeting

An annual congregational business meeting shall be held each year in the month of May at such time and place as shall be fixed by the Board. At the annual congregational meeting, the annual budget and candidates for the Board of Directors shall be presented and voted upon, any reports may be presented, and such other business matters as the Board may deem appropriate.

## Section 2: Special Called Meetings

Special called congregational meetings may be called by the Board alone, or by the Board acting on the written request of ten percent (10%) of the members of the congregation. No business can be transacted at a special called congregational meeting other than that for which it was called, as stated in the notice.

## Section 3: Notice of Meeting

The date, time, place, and, for special called meetings, the business to be transacted at all congregational meetings shall be set forth in the notice of the meeting, which shall be sent to all members by mail (surface or electronic) at least (10) days prior to the meeting. If extreme emergency prevents this ten-day notice, every effort will be made to contact all members as quickly as possible.

## Section 4: Quorum and Voting

Fifteen percent (15%) of the membership present at the start of a duly called meeting shall constitute a quorum. A quorum must be present during congregational voting (voting by proxy is prohibited). If quorum is not met, then another meeting shall be called, with proper notice given. At that second meeting on the same subject(s), quorum is satisfied by the number of members present at the start of the meeting. Unless otherwise specified below, the following member decisions will be made by simple majority vote:

- Approval of the Annual Budget;
- Election of Directors;
- Election of Treasurer;
- Election of a Settled Minister – nine-tenths (9/10) majority;
- Removal of a Settled Minister – two-thirds (2/3) majority;
- Acquisition, sale, or transfer of any real property and related indebtedness – two-thirds (2/3) majority;
- Merger or dissolution of HUU – two-thirds (2/3) majority;
- Sale of all or substantially all of HUU's assets – two-thirds (2/3) majority; and
- Any other major event or decision as delegated by the Board.

## Section 5: Moderator

The President shall serve as the Moderator for all congregational meetings. If the President is unavailable or unwilling to serve, the Board shall appoint a Moderator *pro tem* to facilitate the meeting. The Moderator shall use *Robert's Rules of Order, revised*, as a guideline for parliamentary procedure for matters not outlined in these Bylaws.

#### Section 6: Minutes

The minutes of the congregational meetings shall be kept and maintained by the Secretary.

#### Section 7: Member Meetings by Virtual Conference, email, or mail in times of Emergency.

In times of emergencies or to facilitate broader attendance, The Board of Directors may permit members to participate in a meeting by means of a conference telephone, video conference, or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment. If such technology is not available or desired during this emergency, then votes can be taken by email or mail with proper notice and security according to Virginia law.

### **ARTICLE 6 -- The Board of Directors.**

#### Section 1: General Powers

The corporate powers of HUU shall be exercised by or under the authority of the Board of Directors, also referred to in these Bylaws as the "Board" or the "Directors." The powers, business, and property of HUU shall be exercised, conducted, and controlled by the Board for the purposes of overseeing the legal, business, financial, and administrative affairs of HUU with consensus agreement. If, in the course of the decision-making processes, the Board cannot unanimously agree, then the decisions shall be made by majority vote of the Board members present and voting at that meeting. The President shall be the tie breaking vote if that case ever arises; this vote shall be in addition to the President's vote as a Director.

#### Section 2: Composition and Election

The Board of Directors shall consist of a Treasurer and at least two (2) At-Large Directors elected by majority vote of the members at the annual congregational meeting. The authorized number of Directors shall be whatever number as authorized by the Board from time to time provided that such number shall not be less than three (3). The Board shall strive to maintain a Treasurer and at least four (4) At-Large Directors each year. No less than fifty percent (50%) of the Board shall consist of

members who are not related to each other or to paid staff.

Members may recommend candidates for Director to the Board, or a designated nominating committee, for an interview and to determine a desire to serve. No candidate shall be nominated without their consent. Qualified candidates shall be presented at the annual congregational meeting for election by majority vote of the members present and voting.

### Section 3: Election and Terms of Office

Board members shall be elected at the annual congregational meeting. Their terms shall begin on June 1 and end on May 31:

- The Treasurer shall be elected in odd numbered years for a two-year term.
- At-Large Directors shall be elected to three-year terms. At-Large Directors' terms shall be staggered so that approximately one-third (1/3) shall be elected each year to maintain continuity and to make for a smooth transition on the Board.

Board members may be reelected for consecutive terms without limitation or until their successor is elected and qualified.

### Section 4: Responsibilities

Without prejudice to the general powers outlined above, and subject to the same limitations, the Board shall have the following duties and powers:

- Establish governing policies and procedures for the operation of the Congregation, including the creation and maintenance of policy and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the Congregation's affairs;
- To recommend the borrowing of money and incurring indebtedness on behalf of HUU and cause to be executed and delivered for the Congregation's purpose and in HUU's name, promissory notes, and other evidence of debt and securities;
- Oversee the legal, business, financial, and administrative affairs of the Congregation; and
- Such other powers and duties necessary for the orderly administration of HUU.

The Board may delegate some of its authorities and duties to individual directors, ministers, staff, committees, and others as long as the delegation does not breach its fiduciary duties to HUU. The Board may also invite other individuals to be non-voting invitees to Board meeting whenever projects or programs in which they may be involved are to be considered.

### Section 5: Vacancies

If a vacancy occurs in the Board's membership, it shall be filled in the interim by

appointment of the Board until the next annual congregational meeting, when a Board member shall be elected in a special election for the remainder of the unexpired term.

#### Section 6: Resignation and Dismissal of Board Members

Any Board member who wishes to resign shall submit a letter of resignation to the President, which shall be effective upon acceptance by the Board. Any Officer or Director may be dismissed from the Board at any time with or without cause when, in the sole discretion of the Board, by a two-thirds (2/3) vote of the Board that such individual should no longer serve on the Board. In the event a Director is so removed, a replacement may be appointed in accordance with this Article.

#### Section 7: Transactions with Interested Parties

A contract or other transaction between HUU and one or more of its Directors, Ministers, Officers, or family members thereof (hereinafter “Interested Party”), or between HUU and any other entity, of which one or more of HUU’s Directors, Ministers, or Officers are also Interested Parties (“Common Party”), or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Congregation unless all of the following provisions are satisfied:

- The Congregation entered into the transaction for its own benefit;
- The transaction was fair and reasonable as to the Congregation, or was in furtherance of its exempt purposes at the time the Congregation entered into the transaction;
- Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
- Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Congregation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Congregation’s tax-exempt purposes.

Common or interested Board members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. This Article shall serve as a Conflicts of Interest policy for the Congregation until additional policies are adopted by the Board to provide for full disclosure of material conflicting interests by Directors, Officers, or staff. Such policies shall permit the Board to determine whether a contemplated transaction may be authorized as fair and reasonable to the Congregation. Notwithstanding the above, no loan shall be made by the Congregation to any of its Board members, Officers, Ministers, or Members.

#### Section 8: No Compensation

No salary or compensation shall be paid to any member of the Board in their capacity as a Board Member, but nothing herein shall be construed to preclude any Board Member from serving the Congregation in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

#### Section 9: Regular Meetings

The Board shall hold regular meetings at least once every two months. A majority of current Board members must be present at the start of the meeting for quorum to transact business at Board meetings. The Board may meet in closed session at the request of a majority of its current members to consider personnel actions or other issues of a sensitive and confidential nature. All other Board meetings are open to all members and invitees of the Board.

#### Section 10: Special Meetings

Special meetings may be called by the President or by at least three (3) other Board members with as much advance notice as possible to all Board members. Decisions at special Board meetings will require the same quorum as at regularly scheduled meetings.

#### Section 11: Action Without Meeting

Any action required or permitted to be taken by the Board Members may be taken without a meeting, if all of the Board Members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Any decision made through this method shall be documented in minutes of the next duly called Board meeting.

#### Section 12: Participation by Conference Telephone or Similar Electronic Device

Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

#### Section 13: Minutes

Minutes of the meetings of the Board shall be recorded and taken by the Secretary who shall have custody thereof and be responsible for circulating copies to the Board members in a timely manner.

## **ARTICLE 7 – Officers.**

### Section 1: Officers, In General

The Officers of HUU shall be the President, Secretary, Treasurer, and such other officers that the Board may deem necessary from time to time.

### Section 2: Appointment and Term

Except for the Treasurer, whose election procedure is outlined above, candidates for Officer shall be appointed by the Board on an annual basis.

### Section 3: President

The Chair of the Board shall serve as President of HUU. The President shall preside at all meetings of HUU, represent HUU on appropriate occasions, and perform any other duties customary to the office.

### Section 4: Secretary

The Secretary shall keep (1) the minutes of all congregational meetings, (2) the records of the Board of Directors, and (3) an account of whatever may be of general interest to the Congregation. The Secretary shall, under the direction of the Board, certify a list of members eligible to vote at each meeting of the Congregation and that notices of all official meetings have been properly sent.

### Section 5: Treasurer

The Treasurer shall be bonded or otherwise covered by a general liability insurance policy containing Directors and Officers Liability coverage. The Treasurer, under the direction of the Board, shall be responsible for the proper receipt, accounting, management and disbursement of Congregation funds within HUU policies established for adequate financial control. The Treasurer shall be responsible for seeing that adequate records are maintained and that a monthly report is submitted to the Board. The Treasurer shall submit an annual report at the annual congregational meeting of the Congregation.

## **ARTICLE 8 – Ministers.**

### Section 1 – Settled Minister

The congregation may call a settled minister. A settled minister is a minister who has

met the requirements of UUA ministerial fellowship and who is called by the congregation to serve for an indefinite period of time. The guidelines of the UUA and its Ministerial Fellowship Committee shall be adhered to in the selection and hiring of a settled minister.

## Section 2 – Settled Minister Selection Process

The authority to call a settled minister is vested exclusively in the membership of the Congregation. This authority can be exercised only in duly called congregational meeting.

- If the congregation desires to call a settled minister, a Ministerial Search Committee shall be elected by the Congregation to conduct the search and recommend a candidate to the Congregation.
- The Board, upon the advice of the Search Committee and with the concurrence of the candidate, shall recommend to the membership a proposed contract or letter of agreement between the minister and the Congregation. The Board shall call a special congregational meeting to call the minister and approve the contract or letter of agreement. Voting shall be by secret ballot. Election and approval shall be by at least ninety percent (90%) of the members present and voting.

## Section 3 – Non-Settled Minister

The Board may hire a non-settled minister to serve the needs of the Congregation.

- A non-settled minister is a minister whose terms of employment are determined by the Board and who serves for a defined period of time.
- A non-settled minister need not be in fellowship with the Unitarian Universalist Association.
- A non-settled minister shall be hired via a contract or letter of agreement between the minister and the Board. Such a contract or letter of agreement will be offered by the Board only after receiving input indicating broad support for the hire within the Congregation.

## Section 4 – Resignation and Dismissal of Minister

A minister may dissolve the relationship with the Congregation with a sixty (60) day written notice of intent to resign to the President, which shall be effective upon acceptance by the Board.

A minister's relationship with the Congregation may be dissolved in the following ways:

- A Settled Minister shall be dismissed upon a two-thirds (2/3) vote of the members present and voting at a duly called congregational meeting. Voting shall be by secret ballot.
- A Non-settled minister may be dismissed upon a two-thirds (2/3) vote of the

Board members at a duly called Board meeting.

## **ARTICLE 9 – Committees.**

### Section 1 – Standing and Special Committees

The Board may establish such other committees (Standing and Special) as needed to assist them in the performance of their responsibilities. These committees shall function under the oversight of the Board but shall continue to pursue their delegated responsibilities as defined by the Congregation and those tasks specifically delegated to them by the Board. A special committee may not exist beyond the duration of one year without reauthorization by the Board.

### Section 2 – Organization and Responsibilities

The organization and responsibilities of each standing and special committee shall be described more fully in the HUU Policy and Procedures Manual.

### Section 3 – Committee Members and Chairpersons

Individual committees shall seek and nominate candidates for empty committee seats for Board approval. Unless otherwise stated in these Bylaws, committees may select their own chairperson to oversee and run such committee and report to the Board.

## **ARTICLE 10 – Non-ministerial staff.**

### Section 1 – Support Staff

Non-ministerial staff, including office staff, function in support of the congregation and its mission. The Board will establish appropriate supervision and accountability for all hired staff.

### Section 2 – Duties and Responsibilities

The duties and responsibilities of all staff positions shall be formulated and approved by the Board, or its designee.

### Section 3 – Staff Selection

Selection and approval of non-ministerial staff shall be the responsibility of the Board, or its designee.

### Section 4 – Resignation and Termination

All non-ministerial staff may resign at any time by submitted a written notice to the President, which shall be effective upon acceptance by the Board. Any non-ministerial

staff member may be terminated upon recommendation of a supervising staff member and approval by the Board. Such termination of staff may be reported to the members but does not need membership approval.

## **ARTICLE 11 – Policy and Procedures Manual.**

### Section 1 – Development of Policy and Procedure Manual

The development of a Policy and Procedures Manual shall be overseen by the Board or their designees with professional consultation and review. This manual shall include all administrative policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Congregation. The Board or their designees shall review the manual at least annually, with the authority to recommend changes for the Board to consider and vote on.

### Section 2 - Compilation and Maintenance of the Manual

The Board and any of its designees shall be responsible for compiling and maintaining a policies and procedures manual for the day-to-day administrative functions of HUUs not covered in these Bylaws. The manual shall be kept in the HUU office and made available for review by any member of the Congregation.

## **ARTICLE 12 -- Financial Affairs.**

### Section 1 - The Fiscal Year

The fiscal year shall end on June 30 of each calendar year. However, the Board, in consultation with the necessary committees, shall have the power to fix, and from time to time change, the fiscal year of the Congregation.

### Section 2 - Annual Budget and Audit

The Treasurer shall prepare for Board approval an annual budget to be submitted to the Congregation for approval at the annual congregational meeting in May of every year. At the meeting an inclusive budget shall be presented indicating the amount needed and sought for all local and other expenses with an annual strategic plan. The Board, or a designated committee, shall conduct or arrange for an external financial review or audit at least every 3 years.

### Section 3 - Accounting Procedures

All funds received for any and all purposes shall pass through the hands of the Treasurer and be properly recorded on the books of the Congregation. A system of accounting for handling of all funds shall be the responsibility of the Treasurer and Finance Committee.

#### Section 4 - Deposits

The Treasurer, with Board approval, shall select banks, trust companies, or other depositories in which all funds of the Congregation not otherwise employed shall, from time to time, be deposited to the credit of HUU.

#### Section 5 - Checks

All checks or demands for money and notes of the Congregation shall be signed by such officer or officers or such other persons as the Board may from time to time designate. Any check over the amount of five thousand dollars (\$5,000.00) shall require two authorized signatures from two disinterested Board members or officers.

#### Section 6 - Contracts

The President can sign contracts to bind HUU once approved by the Board or according to its procedures. However, the Board may authorize any officer or officers, agent or agents of the Congregation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Congregation, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances.

#### Section 7 - Endowments

The Board may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

#### Section 8 - Designated Contributions

HUU may accept any designated contributions, grant, bequest, or devise consistent with its general tax-exempted purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions shall be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally shall be honored. However, the Congregation reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds shall be used to carry out HUU's tax-exempt purposes.

#### Section 9 – Emergency Needs Fund

The Board shall establish procedures to receive and disburse by check all funds allocated to them in the Emergency Needs Fund. It shall be the duty of the Board, or a designated benevolence committee, to determine needs of the congregants or others in the community as they arise. The Board, or its designee, shall examine the need of the recipients of these designated funds.

## Section 10 - Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations

The Board may authorize in writing any officer(s) or agent(s) of the Congregation to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines shall advance the religious purposes and goals of the Congregation as described herein and not violate HUU's tax-exempt status.

## Section 11 - Purchase or sale of property and borrowing

Neither officers nor agents of the Congregation may purchase or sell real or personal property on behalf of the Congregation unless authorized by the Board and in cases of real property, the members according to these Bylaws. Any borrowing of money must be approved by the Board and the members according to these Bylaws.

## **ARTICLE 13 – Emergency Powers and Bylaws.**

An "Emergency" exists for the purposes of this section if a quorum of the members cannot readily be obtained because of some catastrophic event (i.e. natural disaster, death, pandemic, or the like). In the event of such an Emergency, the Board may: (i) modify lines of succession to accommodate the incapacity of any officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so.

During an Emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable. Notification shall be attempted in the following ways: (a) Phone calls to all resident members (b) Email sent to all members.

Necessary or prudent action taken in good faith during an Emergency binds the Congregation and may not be the basis for imposing liability on any officer, employee or agent of the Congregation on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing HUU's operations during an emergency including; (i) procedures for calling a meeting of the members and (ii) quorum requirements for the meeting. These emergency bylaws shall remain in effect during the emergency and shall cease enforceability after the emergency ends.

## **ARTICLE 14 -- Indemnification.**

HUU shall indemnify any person who is or was an employee, agent, representative, Director, or volunteer of HUU against any liability asserted against such person and incurred in the course and scope of their duties or functions within HUU to the extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article

shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

**ARTICLE 15 -- Amendments.**

Members may suggest amendments to these Bylaws to the Board of Directors for consideration and comment. The Board, upon two-thirds (2/3) majority vote of the Directors, shall present the proposed amendment with their comments to the members of the Congregation. These Bylaws may be amended at any duly called congregational meeting by a two-thirds (2/3) vote of those present and voting. Notice of any proposed change shall be contained in the notice of the meeting.

*I, the undersigned Secretary for Harrisonburg Unitarian Universalists do hereby certify that the above Bylaws were adopted on \_\_\_\_\_ by the members at a duly called meeting and that these Bylaws are current and in operation as of that date.*

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date