

THE UNITARIAN UNIVERSALIST CHURCH OF ANNAPOLIS, INC.

CONSTITUTION

Adopted by Vote of the Congregation at the April 2006 Congregational Meeting

ARTICLE I – NAME

The name of this congregation shall be The Unitarian Universalist Church of Annapolis, Inc., (hereinafter “UUCA,” or “the Church). The Church is a not-for-profit Maryland corporation that has been granted status as a tax-exempt entity under paragraph 501-c-3 of the Internal Revenue Code of the United States.

ARTICLE II - PURPOSE

The purposes of this Church are to provide for public worship according to the liberty of individual belief, the free discussion of religious and moral questions, the opportunity for children to discover an evolving faith of their own through broad religious education, and the transformation of individual and social life in the light of religious principles. To these ends all persons are welcomed to membership without regard to race, color, nationality, gender, sexual orientation, gender identity, ableness or prior religious persuasion.

ARTICLE III – MEMBERSHIP

Section A. Any person fourteen (14) years of age or older, in sympathy with UUCA’s program and purpose, may become a member of UUCA by entering his/her name in the Registry of Membership and by making an identifiable annual monetary contribution to the Church, thereby subscribing to this Constitution. Voting rights are restricted to those who have been members for at least thirty (30) days.

Section B. Members under eighteen (18) years of age will be designated as “Junior Members.” Junior Members have voting rights but are not be expected to make more than a token annual monetary contribution. Junior Members will be expected to reaffirm their membership upon attaining eighteen (18) years of age.

Section C. Members no longer resident in this area, or who have not entered into any of the activities of this Church for more than six months, and who do not respond affirmatively to a letter of inquiry as to their continuing desire for membership, may be dropped from membership; provided, however, that prior approval of the Senior Minister shall have been obtained for such procedure in each case.

Section D. Members no longer resident in the area, or who may be unable to participate actively in the activities of the Church, but who wish to maintain their connection with the Church, may, at the discretion of the Senior Minister, be designated as “inactive members.” Such members will not have voting rights, and will not be counted in the official membership report to the denomination or in determining a quorum for the transaction of business.

Section E. The Registry of Membership is the official list of members of UUCA and, as such defines the “Congregation.”

ARTICLE IV – AFFILIATION

UUCA shall maintain denominational membership in the UUA and in its Joseph Priestley District.

ARTICLE V – MEETINGS

Section A – Annual Meeting. The Annual Meeting of UUCA shall be held in April of each year on a date fixed by the Board of Trustees.

Section B – Congregational Meeting. A Congregational Meeting shall be held annually before the beginning of the following fiscal year for the purpose of adopting the annual budget proposed by the Senior Minister for that subsequent fiscal year.

Section C – Special Meetings. Special Congregation Meetings shall be called by the Board of Trustees or by the Senior Minister upon petition from ten percent (10%) of the voting membership. The Board of Trustees or the Senior Minister may call additional meetings of the Congregation when deemed necessary.

Section D - Notice. Notice of Congregation Meetings, stating the business to be transacted at the meeting, shall be communicated by U. S. Mail or, with the member's approval, by electronic means to all active members at least ten (10) days prior to the meeting date.

Section E - Quorum. At any Congregation Meeting, with the exception of a meeting for the purpose of calling or dismissing a Senior Minister, twenty percent (20%) of the voting membership shall constitute a quorum. (Voting requirements for calling or dismissing a Senior Minister are set forth in Article VIII.) The tally of all votes of UUCA Annual, Congregation or Special Meetings shall be of members present and voting. The vote shall be taken by secret ballot upon the request of any member.

ARTICLE VI – OFFICERS AND TRUSTEES

Section A. – Officers. The Officers of UUCA consist of a President; Vice President; Finance Officer; and Secretary.

Section B. - Board of Trustees. The Board of Trustees of UUCA shall consist of the Officers of UUCA, three (3) Trustees at Large; the Senior Minister; and the chairperson of the Nominating Committee. The Board of Trustees has the authority to establish Governing Policies for UUCA which enact the principles of Unitarian Universalism by protecting the dignity of individuals and the integrity of the church community. These Governing Policies shall provide goals, constraints, direction and guidance to the Senior Minister for the management and operations of the Church.

Section C. - Election, Term and Vacancies. Board of Trustees Members shall be elected at the Annual Meeting of UUCA from among the voting members of the Congregation who are twenty-one (21) years of age or older.

1. The President, Vice President, Finance Officer and Secretary shall be elected for a term of one year, and shall serve no more than three consecutive terms in the same office.

2. Three Trustees-at-large shall be elected for terms of three years in rotation, one Trustee being elected each year. A Trustee-at-Large shall be eligible for a second full term in that position only after a lapse of a minimum of one year.

3. No person, except the Senior Minister, shall serve more than six consecutive years on the Board of Trustees, except that the President shall be eligible to serve three terms in that office regardless of previous service on the Board of Trustees.

4. Officers and Trustees shall take office on the first day of the month following their election, and shall serve until their successors have been elected and installed. The Board of Trustees shall fill any vacancies occurring in its membership until the next Annual Meeting; except that a vacancy in the position of President shall be filled by the Vice President.

Section D. - Responsibilities.

1. **President.** The President of UUCA shall be the presiding officer of the Board of Trustees and shall have such other responsibilities as may be set forth in the By-laws or properly required by the Board of Trustees or Congregation.

2. **Vice President.** The Vice President of UUCA shall have all the powers and responsibilities of the President in the absence or disability of the President; and shall have such other responsibilities as may be prescribed in the By-laws or assigned by the Board of Trustees or the President.

3. **Finance Officer.** The Finance Officer of UUCA shall assist the Senior Minister in the preparation and supervision of the annual budget of UUCA; shall receive and monitor reports of income and expenditures by budgeting account provided by the Senior Minister; with the Senior Minister, shall provide regular financial status reports to the Board of Trustees; and shall have such other responsibilities as may be prescribed in the By-laws or assigned by the Board of Trustees or the President.

4. **Secretary.** The Secretary of UUCA shall keep minutes of all Congregational and Board of Trustee meetings; shall provide members of the Board of Trustees with these minutes; upon request shall certify the eligibility of members to vote; shall give notice of Congregational Meetings as required in Article V; and shall have such other responsibilities as may be prescribed in the By-laws or assigned by the Board of Trustees or the President.

6. **Trustees-at-large.** The Trustees-at-large of UUCA shall have such responsibilities as may be assigned by the Board of Trustees or the President.

Section E. - Meetings of the Board of Trustees. A minimum of six (6) meetings of the Board of Trustees of UUCA shall be held annually at whatever time and place its members shall direct. Meetings shall be open to any member of UUCA. A majority of the members of the Board of Trustees shall constitute a quorum. Provision may be made in the By-laws for an Executive Committee of not fewer than three (3) members of the Board of Trustees to act when the Board of Trustees is not in session, subject to ratification of any action taken at the next regular meeting of the Board of Trustees.

Section F. - Other UUCA Officers.

1. **Moderator.** A Moderator shall be elected by the voting membership of UUCA at the Annual Congregation Meeting for a term of one-year. The Moderator shall preside at the Annual Meeting of UUCA, and at such other business meetings of the Congregation as may be called.

2. **Additional Officers.** Additional Officers of UUCA may be appointed by the Board of Trustees as provided for in the By-laws, with terms and responsibilities prescribed therein.

Section G. – Removal of UUCA Officers and Trustees. Upon petition of ten percent (10%) of the voting members of the Congregation, and notice as required by Article V, any Officer or Trustee may be suspended or removed from office by a two-thirds vote of a quorum of the voting membership at any regular or special meeting of UUCA.

ARTICLE VII – COMMITTEES

Three types of Committees are authorized to assist in the management and operation of the Church: Church Committees, Board Committees and Congregation Committees. All Committees shall conduct their business as set forth in the UUCA Committee Manual. Committee members need not be members of UUCA, and their term of appointment shall coincide with that of the Chair. Committee Chairpersons and members may be re-appointed in successive years.

Section A. – Church Committees. The day-to-day operations of UUCA shall be the responsibility of the Senior Minister assisted by the Church Committees, Task Forces, Councils or Teams, (hereinafter referred to as ‘Church Committees’). In May of each year the Senior Minister shall appoint the Chair of each Church Committee from among the voting members of UUCA. Chairpersons of Church Committees shall serve for a term of one year beginning on June 1. Each Chair shall submit a list of at least three (3) committee members to the Senior Minister at its June meeting.

Section B - Board Committees. Board Committees may be set up by the Board of Trustees, and reporting directly to them, to assist and support the Board’s policy-making function. These include the Audit Committee, and the Investment Committee. In May of each year the Board of Trustees shall appoint the Chair of each Board Committee from among the voting members of UUCA. Chairpersons of Board Committees shall serve for a term of one year beginning on June 1. Each Chair shall submit a list of at least three (3) committee members to the Board of Trustees at its June meeting.

Section C – Congregation Committees. Congregation Committees are responsible to, and report directly to the Congregation. These are the Nominating Committee and the Endowment Board. The terms of reference and work of the Endowment Board and the Investment Committee are defined in the Appendix A to the By-laws to this Constitution.

1. **Nominating Committee Members.** There shall be a Nominating Committee of five voting members of UUCA elected at the Annual Meeting for terms of two years in rotation, two members being elected in each even-numbered year, and three members in each odd-numbered year. A member shall be eligible for election to a second full term. Nominating Committee members shall take office on the first day of the month following their election, and shall serve until their successors are elected and installed. The Nominating Committee shall select its own Chair annually, and the Chair shall be, ex officio with vote, a member of the Board of Trustees. The Chair may serve in that position for up to two years.

2. **Nominations of Officers, Trustees and Nominating Committee Members.** - The Nominating Committee shall submit a slate of nominees for all Officers, Trustees, a Moderator, and Nominating Committee members seeking election at the Annual Meeting of UUCA in time for inclusion in the notice of that meeting. Additional nominations may be made from the floor at the Annual Meeting, with the consent of each person nominated. It shall recommend to the Congregation persons to fill any vacancies in elected or appointed positions that may occur during the year.

3. **Nominations of Chairpersons of Church Committees.** The Nominating Committee shall provide to the Senior Minister recommendations for Chairperson of the Church Committees of UUCA, and for any additional officers prescribed in the By-laws at the meetings specified for such appointments. It shall recommend to the Senior Minister persons to fill any vacancies in elected or appointed positions that may occur during the year.
4. **Church Committee Chairpersons.** The Nominating Committee shall also assist Church Committee Chairpersons in carrying out their responsibilities, including recruiting committee members, and shall recommend to the Senior Minister any changes in organizational structure, job descriptions, or committee responsibilities it deems desirable.
5. **Other Duties as Assigned.** The Nominating Committee shall develop recommendations on other Nominating matters assigned to it by the Senior Minister or by the Board of Trustees
6. **Senior Ministerial Selection Committee.** Whenever a vacancy exists or is anticipated in the position of Senior Minister, a Ministerial Selection Committee, a Congregation Committee, of seven (7) voting members of UUCA shall be chosen. Four (4) members shall be elected by the Congregation, and three (3) members appointed by the Board of Trustees. The Ministerial Selection Committee shall choose its own Chair, and shall conduct the interviews and select a candidate to fill the vacancy in accordance with recommended standards and procedures of the Department of Ministry of the Unitarian Universalist Association, and Section VIII of this Constitution.
7. **Audit Committee.** An audit or review of the financial records of the Church shall be completed no less than once every two years, or more frequently if requested by the Board of Trustees. The Board of Trustees shall appoint a Board Committee to oversee this audit. This Audit Committee shall report on the results of the audit to the Board of Trustees one month prior to the Annual Meeting of UUCA. The President, Finance Officer, Senior Minister and any other officers provided for in the By-laws who handle funds or keep financial records shall not be eligible to serve on the Audit Committee.

ARTICLE VIII – MINISTERS

1. The Senior Minister of UUCA shall be responsible to the Congregation. The Senior Minister shall be called by vote of the Congregation. At a meeting set by the Board of Trustees, after receiving a recommendation from the Ministerial Selection Committee, and in accordance with Article V. Sections C. and D. of this Constitution, the Senior Minister shall be selected and engaged upon written terms, which from time-to-time may be modified by the Congregation at an Annual Meeting or Special Meeting of the Congregation. The Senior Minister shall be a member of the Board of Trustees, and shall be, ex-officio, a member of all committees except a Ministerial Selection Committee to select his/her successor.
2. The Senior Minister shall have general charge of the property of UUCA and shall oversee the conduct and administration of all of the activities of UUCA, including the hiring and dismissing of employees. The Senior Minister shall be responsible to the Congregation for meeting the requirements set down in the Governing Policies of the Board of Trustees under Article XI of this Constitution. He/she shall be responsible for all financial matters of the Church including the planning and implementation of the annual budget.
3. If deemed necessary by the Board in consultation with the Senior Minister, an Associate Minister may be called by vote of the Congregation. At a meeting set by the Board of Trustees, after receiving a recommendation from the Ministerial Selection Committee, and in accordance with Article V. Sections C.

and D. of this Constitution, the Associate Minister shall be selected and engaged upon written terms, which from time-to-time may be modified by the Congregation at an Annual Meeting or Special Meeting of the Congregation.

4. Any meeting called for the purpose of calling a Senior Minister, Minister or Associate Minister shall require a quorum of thirty-five percent (35%) of the voting Congregation. An eighty percent (80%) vote of voting members present shall be necessary to call any Minister.

5. The Board, in consultation with the Senior Minister, may decide to hire Assistant Ministers. In this event the Ministerial Selection Committee shall carry out the selection and present its recommended choice to the Board. Additional ministers shall be selected and engaged upon written terms, which from time-to-time may be modified by the Congregation at an Annual Meeting or Special Meeting of the Congregation.

6. Three months notice by either party, unless waived by both, shall be necessary to terminate the Senior, Associate or Assistant Minister's tenure. Any meeting called for the purpose of dismissing a called Minister shall require a quorum of fifty percent (50%) of the voting membership. A Two Thirds (2/3) vote of voting members present shall be necessary to dismiss the Minister.

ARTICLE IX – FISCAL YEAR

The fiscal year of this Church shall be from January 1 through December 31.

ARTICLE X – BY-LAWS

The Board of Trustees shall propose By-laws under this Constitution that may be adopted, and amended from time to time by a majority vote of a quorum of voting members present at an Annual Meeting or Special Meeting of UUCA in accordance with Article V of this Constitution.

ARTICLE XI - GOVERNING POLICIES

The Board of Trustees shall prepare a set of Governing Policies for the guidance and management of the church. The Governing Policies will include Ends Policies setting down the principal aims and objectives of the church; Senior Minister Limitations and Responsibilities defining the constraints and limits on executive authority; the Governance Process defining the Board's roles and responsibilities; and the Board/Senior Minister Relationship describing the linkage and reporting requirements between the Board and the Senior Minister. In all cases the provisions of this Constitution and its By-laws take precedence over the Governing Policies.

ARTICLE XII - AMENDMENTS

This Constitution, insofar as permitted by the laws of Maryland, may be amended or repealed by a two-thirds (2/3) vote of a quorum of voting members present at an Annual Meeting or Special Meeting of UUCA, provided that notice of any proposed change be given as provided in Article V. of this Constitution.

BY-LAWS TO CONSTITUTION

APPENDIX TO CONSTITUTION RE ENDOWMENT