

**Unitarian Church in Charleston Constitution**

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# Unitarian Church in Charleston Constitution

**CONSTITUTION  
OF THE UNITARIAN CHURCH IN CHARLESTON (UC-CHS)  
(A Member of the Unitarian Universalist Association)  
CHARLESTON, SOUTH CAROLINA  
(As revised and adopted May 21, 2023)**

## **ARTICLE I**

### **NAME AND AFFILIATION**

The Unitarian Church in Charleston, South Carolina (the Church) is a religious organization created in perpetuity by the act of the General Assembly of the State of South Carolina. The Unitarian Church in Charleston is a member of the Unitarian Universalist Association.

## **ARTICLE II**

### **MISSION**

The mission of the Church is to be “an inclusive community of inspiration, love, and service committed to creating a better world.” (Adopted November 22, 2020.)

## **ARTICLE III**

### **MEMBERSHIP**

#### **Sec. 1 Congregation**

The Congregation shall be composed of all Church Members in good standing (as defined in Section 2 of this Article III). All rights, duties and privileges not otherwise delegated in the Constitution shall be the rights, duties, and privileges of the Congregation.

## **Sec. 2 Church Membership**

Membership in the Church is open without any arbitrary tests of beliefs to all who subscribe to the mission set forth in Article II of this Constitution. Membership in the Church is open to all persons of at least fourteen (14) years of age regardless of race, color, gender, sexual orientation or national origin. Membership in the Church may be attained by signing the Membership Book in the presence of either the Minister or the Chair of the Vestry Board, and by making a recorded financial contribution to the budgeted operations of Church for the Church's current Fiscal Year. If the prospective Member is unable to physically sign the Membership Book for any reason deemed legitimate by the Minister or the Vestry Board Chair, the prospective Member may virtually sign the Membership Book and physically sign the Membership Book when he or she is able. All rights and privileges of Membership in the Church will begin ninety (90) days after the signing of the Membership Book, provided a recorded financial contribution to the budgeted operations of the Church has been made in the meantime. Once these conditions have been met, the individual is deemed to be in good standing, and is herein referred to as "Member," and will be fully invested with the rights and privileges of Membership in the Church.

## **Sec. 3 Responsibilities of Membership**

- A. Members will commit themselves the mission of this Church.
- B. Members are encouraged to participate actively in congregational activities.
- C. Members are expected to support the mission of the Church financially each Fiscal Year.

## **Sec. 4 Privileges of Membership**

- A. Eligibility to participate in and vote at Congregational meetings that determine the life and work of the congregation.
- B. Eligibility to serve on the Vestry Board, Endowment Investment Board (EIB), Nominating Committee, and Standing Governance Committees.
- C. Eligibility to serve as the chair or co-chair of a Ministry Team (as defined in Sec. 2 of Article X) or task force.
- D. Eligibility to serve as a delegate at the UUA General Assembly and other denominational gatherings.
- E. Subscription to denominational and church communications.

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### **Sec. 5 Termination and Reinstatement of Membership**

The names of Members shall be removed from the Membership roll upon:

- A. The Member's death.
- B. Written request by the Member to the Church.
- C. Removal by a two-thirds (2/3) vote of the Vestry Board for actions that threaten the well-being of the Congregation.
- D. Failure to pay a recorded contribution to the Church both for the current Fiscal Year and for a continuous period of twelve (12) months.
- E. Church membership may be reinstated after making a recorded contribution to the budgeted operations of the Church and in consultation with the Minister.

### **Sec. 6 Friends**

In addition to membership, the Church recognizes Friends of the church. While Friends have no official status for denominational purposes, it allows the Church to recognize those who wish to make a financial commitment without becoming Members.

- A. Friends may attend general Membership meetings and, if recognized by the Chair, may participate in the discussion of issues, but they may not vote.
- B. Friends are not eligible to serve on the Vestry Board, EIB, Nominating Committee or a Standing Governance Committee, or as chair or co-chair of Ministry Teams or task forces.

## ARTICLE IV

### VESTRY BOARD GOVERNANCE

#### **Sec. 1 Vestry Board Membership and Operation**

The Church shall be governed by nine (9) Vestry Board members who shall be Church Members elected by the Congregation and responsible to it.

- A. The term of office for Vestry Board members shall be three (3) years beginning at the first regular Vestry Board meeting following the Annual Meeting of the Congregation.
- B. Vestry Board members shall not be eligible for reelection until one (1) year after each full three (3) year term.

- C. Three (3) Vestry Board members shall be retired and three (3) new Vestry Board members shall be elected to succeed them at each annual meeting.
- D. The nomination of Vestry Board members shall be provided by the Nominating Committee and may also be received from the floor at the Annual Meeting.
- E. A Chair, Vice-Chair, and Secretary of the Vestry Board shall be elected annually by the Vestry Board at the first regular Vestry Board meeting following the Annual Meeting of the Congregation.
- F. All unscheduled vacancies occurring in the Vestry Board shall be filled by appointment of the Vestry Board until a vote can be held to elect a new Vestry Board member to fulfill the term at the next Annual Meeting.
- G. The Minister and Executive Director, shall be ex officio and non-voting members of the Vestry Board.

### **Sec. 2 Vestry Board Attendance**

In the event that a member of the Vestry Board shall, unless excused by the Chair, miss three (3) consecutive meetings of the Vestry Board, the unexpired term shall be declared vacant by the Chair.

### **Sec. 3 Vestry Board Policies**

Policies, not clearly set forth in this Constitution, approved by the Vestry Board for the governing of the Church, shall be in the form of Vestry Board Governance Policies. Governance Policies with date effective shall be accessible to all Church members.

### **Sec. 4 Voting**

- 4.1 At any Vestry Board meeting at which its members are present in person and/or by virtual technology, and as to which notice has been given as provided in Article XII containing a brief description of the item(s) to be considered, five (5) members shall constitute a quorum for the transaction of business. The affirmative votes of a majority of such members shall be required to carry a motion.
- 4.2 Motions may be approved without a meeting by unanimous electronic consents or other communications from all Vestry Board members, not counting abstentions, provided that notice has been given as provided in Article XII containing a brief description of the item(s) to be considered.

### **Sec. 5 Open Meetings**

Vestry Board meetings are open to the Congregation for all sessions other than those held in executive session for legal or personnel matters.

## **ARTICLE V**



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### DUTIES OF THE VESTRY BOARD

#### Sec.1 Responsibility

The Vestry Board is responsible for the effective governance and business of the Church and to advance the mission of the Church.

#### Sec. 2 Duties

The Vestry Board shall call meetings of the Congregation, hire temporary or interim ministers if needed, convene or create Vestry Board teams, committees, task forces, and officers as necessary, and provide candidates for the Nominating Committee.

#### Sec. 3 Reports Requested by Congregation

The Vestry Board, when requested to do so by fifteen (15) percent of the Church membership, will report to the Congregation without unreasonable delay on conditions of Church affairs.

### ARTICLE VI

#### CONGREGATIONAL MEETINGS

#### Sec. 1 Meetings of the Congregation

The Annual Meeting of the Congregation shall be held in May on a date specified by the Vestry Board. Other meetings of the Congregation may be called by the Vestry Board.

- A. The business of Congregational meetings may include, but not be limited to:
  - i. Elections of Vestry Board Members, Nominating Committee, and EIB Members
  - ii. Approval of annual operating budget
  - iii. Selection or dismissal of a Minister
  - iv. Dissolution of the Church
  - v. All rescissions and/or amendments of the Constitution or any portion thereof.
  
- B. The Vestry Board shall call a meeting of the Congregation within twenty-one (21) days after receipt of a petition for such meeting signed by at least fifteen (15) percent of the Congregation.

- C. Notice of all meetings of the Congregation shall be given at least two (2) weeks prior to the meeting and by announcement from the pulpit on two (2) successive Sundays immediately preceding the meeting.
- D. Notice of all meetings shall include the time, place, and in case of a special meeting, the special business to be considered.
- E. Virtual participation options shall be arranged for all Congregational meetings.
- F. The presiding officer at all meetings of the Congregation shall be the Chair of the Vestry Board or, in the Chair's absence, the Vice-Chair. If both Vestry Board Chair and Vice-Chair are absent, a presiding officer shall be elected by the Church Members present.
- G. A quorum for all meetings of the Congregation, except as hereinafter provided for, shall consist of twenty-five (25) percent of the Church Membership. Members attending virtually shall be considered present and counted towards the quorum.
- H. A simple majority vote of those present and voting shall decide any question, unless otherwise specified in this Constitution.

## **Sec. 2 Voting**

Voting in Congregational meetings shall be limited to Church Members.

- A. The Minister shall cause staff to provide an accurate list of Church Members entitled to vote and present the presiding officer with the number needed to have a quorum.
- B. Voting at meetings of the Congregation shall be as directed by the presiding officer, except upon the request of any three (3) Members that the voting shall be by secret ballot.
- C. Members attending virtually as contemplated in Section 1 of this Article may participate in discussions and vote.
- D. No vote by proxy or mail shall be allowed.

## **ARTICLE VII**

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### CONTRACTS AND EXPENDITURES

#### **Sec. 1 Requirement for Congregational Approval**

No contracts or projects (including associated contracts or expenditures relating to the same project) involving the unbudgeted expenditure of monies exceeding a total of ten (10) percent of the current operating budget of the Church shall be made or entered into in any Fiscal Year without the affirmative vote of the Congregation.

#### **Sec. 2 Approval Authority**

Only an authorized Vestry Board member, the Minister or authorized staff may approve contracts or expenditures, and only if approved by the Vestry Board or within limits set by financial policies of the Vestry Board.

#### **Sec. 3 Exceptions from Congregational Approval Requirement**

These limitations and restrictions shall apply to all Church funds, provided, however, that the approval of the Congregation shall not be required (i) for the use of funds raised in a congregationally-approved capital funds campaign for the specified purpose; (ii) for the use by the Vestry Board of restricted funds donated by individuals for the specified purpose; or (iii) for distributions from the Endowment Fund provided in accordance with Section 3.1 or 3.3 of Article XIII.

#### **Sec. 4 Emergency Approvals**

Notwithstanding the foregoing restrictions of Section 1, in the case of emergency, the affirmative vote of at least five (5) members of the Vestry Board may authorize needed expenditures in excess of ten (10) percent of the current operating budget of the Church. Imminent danger to people, Church buildings or the Churchyard shall constitute an emergency for the purposes of this Section 4.

### ARTICLE VIII

#### FISCAL YEAR

The Fiscal Year of the Church shall commence on July 1 and terminate on June 30 of each year.

### ARTICLE IX

#### THE MINISTER

#### **Sec. 1 Election and Dismissal of Minister**

The election of the Minister shall be by ninety percent (90%) of those Church Members present and voting at an officially called meeting of the Congregation. A simple majority vote of the Church Membership present and voting at an officially called meeting of the Congregation shall be required to request the resignation or effect the discharge of the Minister except in the exceptional circumstances described in Section 2.

## **Sec. 2 Dismissal of Minister under Exceptional Circumstance**

The Minister may be dismissed by a vote of at least seven (7) members of Vestry Board with less than ninety (90) days' notice, without severance, and without a Congregational vote if the Vestry Board finds compelling evidence of Ministerial misconduct. Such misconduct may include Minister conviction of a felony (unless arising from civil disobedience), is terminated by the UUA from their ministerial fellowship, is found by the Vestry Board to have engaged in one or more physically, emotionally, or sexually abusive acts towards any person, is determined by the Vestry Board of seriously neglecting ministerial responsibilities, improperly uses Congregational funds for personal gain, or engages in activities that egregiously violate UUMA guidelines.

## **ARTICLE X**

### **STANDING GOVERNANCE COMMITTEES AND MINISTRY TEAMS**

#### **Sec. 1**

Standing Governance Committees assist the Church Vestry Board in carrying out its responsibilities.

##### **A. Financial Review Committee**

The Financial Review Committee shall consist of three (3) Members of the Congregation, at least one (1) of whom shall be a member of the Vestry Board. The Financial Review Committee shall be appointed by the Board and ensure that financial operating procedures are adequate and adhered to, and that thorough financial records are properly recorded and maintained, and perform other duties as determined by the Vestry Board.

##### **B. Nominating Committee**

- The Nominating Committee shall consist of five (5) Church Members elected on a rotating basis at the Annual Meeting.
- The term of office for members of the Nominating Committee shall be three (3) years beginning with the first meeting following the Annual Meeting of the Congregation, and they shall not be eligible for reelection until one (1) year after each full three (3) year term. The Nominating Committee shall nominate candidates for all vacancies in the Vestry Board and the EIB. Nominations may also be received from the Church members from the floor.

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- A list of all nominations for elective offices shall be communicated to each Church member at least two (2) weeks prior to the election.

### Sec. 2

#### Ministry Teams

Ministry Teams are formal Church groups that play a critical part in the life of the Church, support the Church's yearly program activities and are supported by its annual budgeting process.

- A. The Minister may create Ministry Teams to assist them in the fulfillment of their duties and the mission of the Church.
- B. Each Ministry Team shall be supervised by the Minister or a Church staff member designated by the Minister.

## ARTICLE XI

### BUDGET

The Minister shall cause to be prepared and submitted to the Vestry Board a detailed budget for the ensuing Fiscal Year. After approval by the Vestry Board, the budget, in major categories of income and expenses, shall be sent to each Member of the Congregation at least two (2) weeks prior to the Annual Meeting of the Congregation for acceptance or rejection.

## ARTICLE XII

### NOTICES AND COMMUNICATIONS

#### Sec. 1 Effectiveness of Notices

Notices required in this Constitution shall be effective when delivered in person, via electronic means, or sent to the physical address on file at the office of the Church.

#### Sec. 2 Written Notices

All communications and documents required by this Constitution to be in writing shall be satisfied if transmitted to the intended recipient as provided above.

## ARTICLE XIII

## **ENDOWMENT INVESTMENT FUND AND ENDOWMENT INVESTMENT BOARD**

### **Sec. 1 Endowment Fund**

The Church has established an Endowment Fund to assure the long-range financial future and vitality of the Church. Principal in the Endowment Fund will be protected on an inflation-adjusted basis according to the specifics laid out in the policies and practices of the EIB (such most recently calculated amount being hereinafter called the Protected Principal).

### **Sec. 2 Endowment Investment Board (EIB)**

The EIB is formally established to oversee the investment of the Endowment Fund. EIB meetings are open for attendance by Members of the Congregation pursuant to established policies and practices noted in Sec. 2.1.

#### **2.1 Policies and Practices**

The EIB operates within a formal statement of policies and practices, which are initially approved by the Vestry Board and later may be modified upon recommendation of the EIB or the Vestry Board and approval by the other body. If the EIB and the Vestry Board should fail to agree to proposed modifications, the Vestry Board may submit the proposed modifications to the Congregation for approval by at least a majority of those voting at an officially called meeting.

#### **2.2 Members of the Endowment Investment Board**

- The EIB shall consist of five (5) voting members. Four (4) voting members with staggered three-year terms shall be elected by the Congregation from among Church Members. The Nominating Committee will provide nominations to fill these vacancies for election at the Annual Meeting. An individual may serve up to two consecutive terms and then must take at least a one-year hiatus before serving again.
- The Vestry Board will appoint a fifth voting member from the Vestry Board.
- The Chair of the EIB will be elected annually by majority vote of all voting members of the EIB, and can be any member of the EIB except a Vestry Board member.
- The EIB may appoint non-voting advisors to the EIB with a majority vote of all voting members.
- A professional financial advisor, recommended annually by the EIB and approved by the Vestry Board, will be an *ex officio* non-voting member of the EIB.

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### **2.3 Reporting and Accountability**

The EIB is accountable to the Congregation through its interaction with the Vestry Board. Following every meeting of the EIB, the EIB shall submit to the Vestry Board and Minister a report of:

- The status of the Endowment Fund, including changes in investment strategies;
- Any determination regarding requested or determined distribution of assets from the Endowment Fund, and its rationale therefor; and
- A statement regarding its assessment of alignment of its investment and other policies and actions with the mission and principles of the Church.

### **Sec. 3 Availability and distribution of Endowment Funds**

#### **3.1 Emergency Uses Approved by the Congregation**

Upon approval by at least a majority of Members voting at an officially called meeting of the Congregation, portions or the entirety of the Endowment Fund (including Protected Principal) can be loaned to the Church or committed as security for loans to, or other indebtedness of, the Church; and in extreme conditions threatening the survival of the Church, portions or the entirety of the Endowment Fund (including Protected Principal) can be committed to help the Congregation recover.

#### **3.2 Annual and Special Distributions Approved by the EIB**

The EIB shall at least annually review the status of the Endowment Fund, and the EIB is encouraged and authorized to make annual and specially requested distributions to the Church from the Endowment Fund that are in excess of the Protected Principal of the Endowment Fund if it determines that such actions are financially prudent in accordance with its policies and practices and will not materially impair the purposes for which the Endowment Fund was created. These funds are to be used to advance the mission of the Church and (except as provided below or as approved by the Congregation) not to be used to fund the annual operations of the Church.

#### **3.3 Emergency Uses Approved by the Vestry Board and the EIB**

The EIB shall make available and distribute Endowment funds to the Church prior to Congregational approval in the event of emergency conditions threatening imminent danger to people or property, or resulting from significant damage to Church buildings or the Churchyard, subject to the following conditions:

- The Vestry Board shall have determined that, due to emergency conditions, a quorum for a Congregational meeting cannot be obtained on a timely basis;

- Upon approval by both the Vestry Board and the EIB, it shall have been determined that a distribution or distributions of Endowment funds to the Church is necessary and appropriate to prevent such imminent danger or remediate such damage;
  - The aggregate amount of such distribution(s) shall not exceed 10% of the total assets of the Endowment Fund at the time of determination;
  - The distribution(s) shall be deemed to be temporary loan(s), pending Congregational determination; and
  - As soon as practicable, the Vestry Board shall call a meeting of the Congregation to determine whether such temporary loan(s) shall be forgiven or required to be repaid to the Endowment Fund on terms then approved by the Congregation.

#### **ARTICLE XIV**

#### **INDEMNIFICATION**

The Church shall indemnify any person who is or was an employee, agent, representative, Vestry Board or EIB member, or volunteer of the Church against any liability asserted (including advancement of litigation defense expenses) against such person and incurred in the course and scope of his or her duties or functions within the Church to the extent allowable by law, provided the person acted in good faith as determined by the Vestry Board, acted in accordance with Church policies, 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. Indemnification payments may be made from the Church's unrestricted accounts, upon written agreement by the person to be indemnified to promptly reimburse the Church to the extent of any net insurance proceeds received.

#### **ARTICLE XV**

#### **AMENDMENTS**

Upon thirty (30) days' notice, this Constitution may be rescinded or amended, in whole or in part, at any officially-called meeting of the Congregation upon a two-thirds (2/3) vote of those present and entitled to vote, provided that thirty (30) days' notice of the subject of the proposed change has been given to all Church Members.

#### **ARTICLE XVI**



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### **DISSOLUTION OF THE CHURCH**

The Church may be dissolved as provided under the applicable laws of the State of South Carolina, if approved at an officially-called meeting of the Congregation upon a three-quarters (3/4) vote of Church Members present and voting. In the event of the dissolution of the Church, the ownership of all Church property, after the payment of all just debts owed by the Church, shall vest in and become the property of the Unitarian Universalist Association; and in such event, the Chair and the Secretary of the Vestry Board at the time of dissolution shall be authorized to execute and deliver in the name and on behalf of the Church such deeds, conveyances, and other legal documents as may be necessary to transfer the title to the said Church property to the Unitarian Universalist Association.

### **ARTICLE XVII**

#### **REPEAL OF PREVIOUS CONSTITUTIONS**

All previous Constitutions are hereby repealed.