

THE UNITARIAN UNIVERSALIST CHURCH OF LITTLE ROCK

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED, UNDER AND PURSUANT TO THE LAWS OF THE STATE OF ARKANSAS AND IN EVIDENCE THEREOF, DO HEREBY EXECUTE THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I NAME

The name of the Corporation shall be the Unitarian Universalist Church of Little Rock. It shall be referred to herein as "Congregation" or "Church."

ARTICLE II PURPOSE

The purpose of this Congregation is to foster liberal religious attitudes and mature living through group study, worship, service, work and recreation; to affirm and promote the full participation of persons in all our activities, including membership, programming, hiring practices and the calling of religious professionals, without regard to race, color, gender, gender expression, physical ability, affectional or sexual orientation, age, or national origin; to do everything necessary, proper, advisable, convenient, or appropriate for the accomplishment of any of the purposes or powers herein set forth; to exercise all powers granted to business corporations by the nonprofit corporation laws of Arkansas; and to do every other act and thing incidental thereto and connected therewith provided the same be not forbidden by the laws of the State of Arkansas; and provided further that nothing contained herein shall be construed to authorize the conduct by the Corporation of any business not authorized under the nonprofit corporation laws of the State of Arkansas. The enumeration of specific powers herein is not intended as an exclusion or waiver of any powers, rights or privileges granted or conferred by the corporation laws of Arkansas now or hereafter in force, or the laws of such other states in which the Corporation may from time to time be conducting its business and under which the Corporation may from time to time qualify.

ARTICLE III TERM OF EXISTENCE

The period of existence of this Corporation shall be perpetual.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Number: The number of Directors shall be 11.

Section 2 Composition: The Board of Directors shall be composed of the following members, who shall perform their duties as outlined in the Bylaws and in the Rules and Regulations:

- President,
- President-Elect,
- Secretary,
- Treasurer,
- Disbursing Officer,
- Immediate Past President,
- The Lead Minister (without vote), and
- Four Members at Large.

The President, President-Elect, Immediate Past President, and Lead Minister (without vote) shall constitute the Executive Committee.

Section 3 Terms of Office: All Members at Large shall be elected to two-year terms with two members elected in even numbered years and three members elected in odd numbered years.

The President will serve three years on the Board of Directors; one as President-Elect, one as President and one as Immediate Past President. The Secretary will be elected for a term of one year. The Treasurer and Disbursing Officer will be elected for a term of two years.

Election of members of the Board shall take place at the Annual Congregational Business Meeting, and members shall be installed at the beginning of the church fiscal year. Members shall serve until their successors are installed.

Any person who has served on the Board for a total of six consecutive years shall be ineligible for re-election to the Board until he or she shall have remained off the Board for at least one year; provided, however, that this provision shall not apply to the persons serving as President, President-Elect, Treasurer, Disbursing Officer, and Immediate Past President.

All Board members shall be voting members, in good standing, of the Church.

Section 4 Vacancy in Office: When a vacancy occurs on the Board of Directors between annual elections, the Nominating and Leadership Committee shall present to the Board within 30 days a list of candidates for the vacant position; Board and voting members may nominate candidates as well. The Board shall elect one of the candidates to fill the vacancy until the next annual election.

The voting membership shall be given at least seven days' written notice of any Board meeting at which an election for a vacant office is to be held. Nominations by Board members or by voting members shall be made at the Board meeting at which the election is to be held.

Section 5 Duties: The Board of Directors, on behalf of the Church, shall have general charge of the Church's property, the conduct of its business affairs, the control of its administration, and the interpretation of its Articles of Incorporation and Bylaws.

Members of the Board shall be responsible for attending Board meetings. If any member is absent from three consecutive, regularly scheduled monthly Board meetings during the fiscal year, said person shall be automatically removed from the Board. Such person may be reinstated at the next regularly scheduled Board meeting if that person explains his or her reasons for absence and the other members then vote to retain him or her on the Board. Results of this vote shall be conveyed to the congregation in a report of the minutes for that Board meeting.

ARTICLE V MEMBERSHIP

Section 1 Definition of Membership: Any person shall be a member of the Church with full voting privileges who has signed the official Membership Book, who is 16 years of age or older, and who has signed and remitted to the Church a pledge form for the current fiscal year, or belongs to a household which has filed such a form. Any person desiring to be a member who cannot make a financial contribution due to his or her economic circumstances shall qualify for voting privileges by stating in writing on his or her pledge form the circumstances of said hardship, provided that the other requirements of membership are met.

Membership shall automatically terminate upon death, written resignation, or failure to submit a pledge form. The Board of Directors may exempt an individual from the requirement to submit a pledge form.

If a previous member chooses to reinstate their membership, he or she is required to submit a current pledge form and re-sign the book to show his/her recommitment and to regain their membership status. The Board of Directors may exempt an individual from the requirement to submit a pledge form or to re-sign the membership book.

Section 2 Certification of Voting Membership: The Treasurer shall review the membership rolls at least once each fiscal year, and shall maintain a current list of those persons who have

qualified as voting members of the Church. Persons who have ceased to qualify as voting members shall be removed from said list after being given ten days' written notice. Persons who are not voting members of the Church shall not be entitled to receive notices of meetings and shall not be included in statistical reports of the Church.

Membership may be terminated for cause by three-fourths (3/4) vote of the Board of Directors on the recommendation of the Executive Committee. A person whose membership has been terminated may be restored to membership by three-fourths (3/4) vote of the Board on the recommendation of the Executive Committee.

Section 3 The Privilege to Vote: Voting privileges will commence 30 days after membership is established or re-established.

Section 4 Powers: These powers shall be reserved to the voting membership of the Church: approving the acquisition or disposal of real property of the Church; authorizing disbursements of the principal of the Endowment Fund; approving the annual budget, except that the Board of Directors may subsequently reallocate funds within the approved budget if necessary; committing the Church to a public position or action on a controversial issue; amending the Articles of Incorporation or the Bylaws; and calling or dismissing a minister. Although the minister is referred to herein in the singular person, the term minister shall include Associate, Assistant, Affiliated, and Interim ministers called by the Congregation.

ARTICLE VI DENOMINATIONAL AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association and of the appropriate District and Region thereof.

ARTICLE VII MEETINGS

Section 1 Definition of Meetings: Church meetings shall be open to all members and friends of the Church, except that all voting on business matters shall be done by voting members of the Church as defined by Article V herein. Church meetings shall include worship services, a business meeting held for the purpose of electing officers or approving the annual Church budget, and any special business meetings. Annual or special business meetings shall include any meeting that involves consideration of budget, property, or other policy matters by the Congregation.

Section 2 Business Meeting Requirements: Annual or special business meetings shall be called by giving at least 14 days' written notice via timely mailing to all voting member households in the Church at their last known addresses. Such written notice shall state the topics to be considered at the meeting. A congregational meeting shall be held for the purpose of electing officers, for approving the annual church budget and for other church business. The meeting shall be held at a time and place designated by the Board of Directors.

Section 3 Quorum: All business matters shall be decided only with the presence of a quorum, which shall consist of at least 25 voting members or 25 percent (25%) of the voting membership, whichever is smaller. The quorum for a congregational business meeting having as its purpose the calling or dismissing of a minister shall be at least 40 percent (40%) of the voting membership.

Section 4 Decisions: All business matters shall be decided by a majority vote of the voting members present and voting; except that committing the Church to a public position or action on a controversial issue, or amending the Articles of Incorporation shall require a two-thirds (2/3) majority vote. The action of calling a minister shall require a four-fifths (4/5) majority vote; dismissing a minister shall require a two-thirds (2/3) majority vote.

Section 5 Special Meetings: The President shall call a special business meeting by the above procedure if requested to do so by ten percent (10%) of the annual membership certified to the

Unitarian Universalist Association. Such a request shall be in writing and shall state the topics to be considered at the meeting. Such call shall be issued within seven days of receiving the request. The meeting shall be held within 28 days following the request.

The President shall also call a special business meeting by the above procedure if instructed to do so by a majority vote of the Board of Directors. Such a call shall be issued within seven days of the authorizing vote. The meeting will be held within 28 days following the authorizing vote.

ARTICLE VIII MINISTER

Section 1 Duties and Responsibilities: The Lead Minister shall be responsible for the conduct of worship within the Church and for the Church's spiritual interests and affairs. The minister shall have freedom of the pulpit as well as freedom to express his or her opinions outside the pulpit. The Lead Minister shall be an *ex officio* member of the Board of Directors and of the Executive Committee without vote.

The Lead Minister shall serve as Chief of Staff.

Section 2 Calling the Minister: The minister shall be called on recommendation of a duly constituted Ministerial Search Committee by a four-fifths (4/5) majority vote, using secret ballot, of the qualified voting members of the Church present and voting at any meeting legally called for the purpose; a quorum for such a meeting is to be constituted by at least 40 percent (40%) of the voting members rather than the normal business quorum set forth in Article VIII herein; provided, however, that the Board of Directors may, by a four-fifths (4/5) majority vote, recommend to the Congregation candidate(s) for a) Affiliated Minister and b) Minister Emeritus only, which candidate(s) shall be called by the qualified voting members of the Church as provided in this Section.

Section 3 Tenure: The tenure of the minister shall be indefinite unless the minister and the Board of Directors approve a contract or letter of agreement for a definite term.

Section 4 Dismissing the Minister: If dismissal of the minister is sought, a statement of the proposed reasons shall be made to the minister, and he or she shall have an opportunity to respond to those reasons before a final vote is taken. Should the minister be dismissed, dismissal shall be by a two-thirds (2/3) majority vote, using secret ballot, of the qualified voting members of the Church present and voting at any meeting legally called for that purpose; a quorum for such a meeting is to be constituted by at least forty percent (40%) of the voting members rather than the normal business quorum set forth in Article VIII.

Section 5 Notice: The minister shall give three months' notice if he or she resigns, unless the Board of Directors and the minister agree to waive this requirement. The minister shall be given three months' notice if he or she is dismissed, unless the Board and the minister agree to waive this requirement.

Section 6 Contract: The Church's contract or letter of agreement with the minister shall be approved by the minister and the Board of Directors. The contract or letter of agreement shall include no terms which conflict with the Articles of Incorporation or the Bylaws of this Church.

ARTICLE IX RULES OF ORDER

All business meetings shall be conducted by parliamentary procedures as stated in the current edition of Robert's Rules of Order Newly Revised, or by parliamentary procedures as stated in some other standard resource which may be adopted from time to time by the Board of Directors.

ARTICLE X BYLAWS

Other rules necessary for the routine business of this Congregation shall be detailed in the Bylaws and the Rules and Regulations. The Bylaws may be adopted or changed by a simple majority of the voting members present and voting under the rules of these Articles of Incorporation. The Rules and Regulations may be changed by a two-thirds (2/3) majority of the currently seated members of the Board of Directors.

ARTICLE XI ASSUMPTION OF RIGHTS AND LIABILITIES

This Corporation is a successor corporation to the Unitarian Universalist Church (of Little Rock), and it assumes all the rights and liabilities now existing of the Unitarian Universalist Church (of Little Rock).

ARTICLE XII DISSOLUTION

This Corporation may be dissolved upon a four-fifths (4/5) majority vote of all members eligible to vote (whether attending or absent). In the event of dissolution of this corporation, all assets of the corporation will revert to the Unitarian Universalist Association to be held in trust until such time as a new congregation is formed in this geographic area.

ARTICLE XIII AUTHORITY

These Articles of Incorporation and Bylaws shall supersede all previous governing documents of this Church, and any subsequent amendments shall be effective immediately upon adoption.

(AS AMENDED MAY 29, 1980)
(AS AMENDED MARCH 30, 1982)
(AS AMENDED MAY 12, 1985)
(AS AMENDED MARCH 20, 1988)
(AS AMENDED MAY 19, 1996)
(AS AMENDED JUNE 11, 2000)
(AS AMENDED JUNE 13, 2004)
(AS AMENDED JUNE 12, 2005)
(AS AMENDED JUNE 11, 2006)
(AS AMENDED JUNE 8, 2008)
(AS AMENDED APRIL 18, 2010)
(AS AMENDED JUNE 5, 2011)
(AS AMENDED JUNE 9, 2013)
(AS AMENDED JUNE 1, 2014)
(AS AMENDED JANUARY 18, 2015)
(AS AMENDED JUNE 7, 2015)
(AS AMENDED JUNE 5, 2016)