

Unitarian Universalist Congregation of Charlottesville

BYLAWS

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Unitarian Universalist Congregation of Charlottesville Bylaws

ARTICLE I Name, Mission, Participation, Denominational Affiliation, and Intention

I.1 Name. The name of this religious organization is The Unitarian Universalist Congregation of Charlottesville (hereinafter referred to as “Congregation or UU Congregation of Charlottesville”).

I.2 Mission.

The UU Congregation of Charlottesville builds community through love in action.

Together we cultivate a safe and welcoming place for all.

Together we nurture mind, heart, body, and spirit.

Together we work for equity, justice, and peace for all people and the planet.

I.3 - Inclusivity and Nondiscrimination. This Congregation is intentionally nondiscriminatory. Therefore, in its activities and practices, this Congregation welcomes and promotes the full participation of all persons of whatever race, ethnicity, creed, gender, ability and/or disability, affectional or sexual orientation, gender identification, age (except as limited by legal membership rules), economic status, or origin.

I.4 SelfGovernment. The Congregation is a self-governing body whose final authority is vested in the members of the congregation acting through a congregational meeting.

I.5 Affiliations. This Congregation belongs to and supports the Unitarian Universalist Association.

I.6 - Intention of Operating as a 501(c)(3) Qualifying Organization. The UU Congregation of Charlottesville is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II Membership

II.1 Member. Any person who supports the purposes of the Congregation and recognizes and understands the need of the Congregation for support through financial contributions and active participation shall become a member upon signing the Membership Book in the presence of a Minister, the Director of Faith Development, an officer of the Congregation, or the Chair or Assistant Chair of the Membership Committee.

II.2 Voting. Any member may vote if present at any meeting of the congregation held at least thirty (30) days after he/she has signed the Membership Book.

II.3 Withdrawal and Reinstatement. A member may withdraw from active membership by submitting a written request to the Congregation. A member who has withdrawn may be reinstated by making a written request to the Congregation.

ARTICLE III – Congregation Years

III.1 Administrative Year. The administrative year shall be July 1 through June 30.

III.2 Fiscal Year. The fiscal year shall be July 1 through June 30.

III.3 - Personnel/Staffing Year. The employment year shall be July 1 through June 30.

ARTICLE IV Congregational Meetings

IV.1 Required Meetings. There shall be one congregational business meeting each year held in late spring to adopt a budget and elect officers, trustees at large, and congregationally elected committee members.

IV.2 Special Meetings. Special meetings may be called by the Board or shall be called by the President upon petition to the Secretary of 10% of the members as last reported to the Board. The petition must state the purpose of the meeting.

IV.3 Call and Notice. At least ten (10) days prior to any meeting, written notice must be sent to members. In addition, notice of a meeting must be announced from the pulpit on the Sunday preceding the meeting. Such notices shall state the time, place, date, and business of the meeting. Only the stated business may be transacted during the meeting, unless an addition to the agenda is unanimously approved by the voting members present.

IV.4 Quorum. Ten percent (10%) of the membership as last reported to the Board of Trustees shall constitute a quorum. Business may not be transacted without a quorum. Only members may vote.

IV.5 Procedures. Procedures shall be governed by Robert's Rules of Order, the latest revised edition, in all cases not covered by the bylaws. A vote shall be by secret ballot if five (5) members request it.

ARTICLE V Board of Trustees

V.1 Authority of the Board of Trustees. The Board of Trustees (hereinafter referred to as “the Board”) shall administer Congregational policy in conformity with the bylaws. It shall have general charge of Congregation property, and authority to conduct the Congregation's business and manage its financial affairs.

V2 Policy Manual. The Board shall adopt and maintain a Policy Manual which states the important policies and procedures of the Congregation as approved by the Board.

V3 Specific Duties. In fulfilling the mission of the Congregation, the Board shall be responsible for the following duties: solicit financial support for the Congregation; submit an annual budget to members for approval; administer the approved budget; maintain and support a strong Faith Development Program; be responsible for appointment of, administration of, contracts for, and dismissal of staff members other than a Minister; establish ad hoc committees and special task forces, approve the duties of these committees and task forces; appoint persons as delegates to the General Assembly of the Unitarian Universalist Association and other denominational and community bodies; and perform such other duties as may arise under its authority. The Board shall ensure that the accounts and funds administered by the Congregation or any of its agencies are subjected to review at least annually, either by the Finance Committee or as the Board shall otherwise direct.

V4 Composition. The members of the Board of Trustees shall consist of four officers of the Congregation (President, Vice President, Secretary, and Treasurer), and three to five at-large trustees. All officers and at-large members of the Board must be Congregation members in good standing. The Minister(s), the Director of Administration and Finance, the Director of Faith Development and the immediate Past President shall serve as ex officio, nonvoting members.

V5 Election. Congregation members shall elect the Board at the annual business congregational meeting. Board members shall assume their duties on July 1 immediately following election.

V6 Terms of Office. Officers of the Board will serve two years in their positions. At-large members shall serve three-year terms. Officers shall not serve more than two consecutive full terms in the same office. An at-large member may only serve one 3-year term in that position. The President and Treasurer shall be elected in the same year, and the Vice President and Secretary shall be elected in the alternating year. The terms of the at-large members shall be staggered so that no more than two at-large positions expire in any given year. More than half of an unexpired term shall be considered a full term. No member of the Board may serve more than six consecutive years on the Board but may serve again after a two-year absence from the Board.

V7 Vacancies. A vacancy in any Board position shall be filled by the Board in consultation with the Nominating Committee. The Board may, at its discretion, declare any position vacant when the member has missed three consecutive meetings. The term of such appointments shall be effective immediately. At the next congregational meeting, there shall be a special election to fill the vacancy for the remainder of the term.

V8 Meetings. The Board shall hold at least 10 open meetings per year. A quorum shall consist of a majority of the voting Board members. Board meetings are public except during closed sessions. Closed sessions may be held upon the agreement of at least three-quarters of the Board

members present and voting. Ex-officio members, at the discretion of the Board, may be excluded from closed sessions. The Board shall provide a time for public comment near the beginning of each regularly scheduled meeting. Visitors shall have no vote but may speak when recognized by the chair.

ARTICLE VI Officers

VI.1 President. The President shall serve as chair and a voting member of the Board of Trustees, Executive Committee, and at congregational meetings, and ensures that the Board fulfills its obligations. The President shall collaborate as an equal partner with the senior staff in the direction of the Congregation to carry out the vision and policies of the congregation. At the conclusion of their term, the President will assume the role of Past President.

VI.2 Vice President. The Vice President shall serve as a voting member both on the Executive Committee and Board of Trustees. The Vice President shall ensure that the Congregational Councils meet on a regular basis and as needed and shall report to the Board on the Councils' activities and recommendations.

VI.3 - Treasurer. The Treasurer shall serve as a voting member of the Finance Committee, Board of Trustees, and Executive Committee. The Treasurer shall oversee the receiving and safe keeping of all fiscal assets of the Congregation. The Treasurer shall oversee the disbursement of the fiscal assets of the Congregation and ensure a complete record of the Congregation's finances are kept. The Treasurer shall provide a current financial statement at each Board and congregational meeting.

VI.4 Secretary. The Secretary shall serve as a voting member on both the Board of Trustees and Executive Committee. The Secretary shall keep and preserve an accurate record of Board, Executive Committee, and Congregational meetings; notify members of congregational meetings; perform other secretarial duties as requested by the President or the Board, including the dissemination and publication of Board Minutes; and ensure maintenance of current, updated copies of the bylaws and Policy Manual.

ARTICLE VII Executive Committee

VII.1 Purpose. The Executive Committee shall be responsible for preparing the agenda for the Board meetings and presenting recommendations for action requiring Board approval.

VII.2 Composition. The Executive Committee shall be composed of the Officers of the Congregation. Senior Staff and the Past President shall serve as ex officio non-voting member(s).

ARTICLE VIII - Policy Review Team

VIII.1 - Purpose. To coordinate all proposals to establish new policies or revise existing policies governing Congregational operations, except for policies related to personnel, and to recommend appropriate action on proposals to the Board.

VIII.2 - Composition. The Policy Review Team shall be composed of three members of the Congregation, as follows: one Board member and two other Board-appointed members of the congregation who are not currently serving on the Board. Policy Review Team members will serve for two years and for no more than two consecutive full terms.

ARTICLE IX Congregational Councils

IX.1 - Purpose. Congregational Councils facilitate the exchange of information among their constituent committees. Each Council shall meet at least three times a year.

IX.2 - Composition. The Board of Trustees shall be responsible for the creation and/or dissolution of each Council. The Board shall approve which committees and groups are represented on each Council.

IX.3 - Council Chairs. Council Chairs serve a two-year term and shall attend meetings of the Council Chairs when called by the Vice President.

ARTICLE X - Congregation Committees and Groups

X.1 - Definitions. The term "Committee" shall refer to three or more members of the congregation charged by the Councils, Board, or Congregation to coordinate and implement programs and activities of the Congregation, consistent with the Bylaws, Policy Manual, Board guidance, and the mission of the Congregation. The term "Group" shall refer to persons organized to implement social, worship, service, education, or enrichment programs and initiatives or to enhance the congregational community life. Congregation membership is not required for participation in or leadership of a Group.

X.2 - Governance Structure. Committees and Groups affiliated with and approved by an appropriate Council shall report to the Board through the Council structure. Committees and Groups not affiliated with a Council shall report to the Board through the Vice President.

X.3 - Ad Hoc Committees, Task Forces, and Teams. The Board may, at its discretion, appoint ad hoc committees and/or task forces, whose charges will be established by the Board. The Board may appoint Teams (of short-term or long-term duration) to respond rapidly to accomplish specific well-defined tasks with short deadlines.

X.4 - Congregationally-Elected Committees

X.4.1 - Nominating Committee

X.4.1.1 - Purpose. The Nominating Committee shall recruit qualified persons to fill vacancies on all congregationally elected committees as well as other committees as requested by the Board. The Nominating Committee shall present a list of qualified nominees for positions to be filled by election at the annual congregational business meeting.

X.4.1.2 - Composition. The Nominating Committee shall consist of four to five members elected at the annual congregational business meeting for terms of two years. The terms should be staggered so that two or three positions expire each year. One additional voting member shall serve from the Board. Elected members shall not serve consecutive full terms. More than half an unexpired term shall be considered a full term. The Nominating Committee shall elect a chair from among its members. In case of a vacancy, the Board shall appoint a replacement to serve until the next congregational meeting, when a new member shall be elected in a special election.

X.4.2 - Ministerial Search Committee

X.4.2.1 - Purpose. A Ministerial Search Committee shall be established when it is necessary to seek a new settled Minister to conduct that search process.

X.4.2.2 Composition. The Ministerial Search Committee shall be elected at a congregational meeting and shall consist of seven to nine members of the Congregation, the number to be decided by the Board.

X.4.3 Personnel Committee

X.4.3.1 Purpose. The Personnel Committee provides recommendations and advice to the Board and the Senior Staff on policy, staffing needs, and operational matters pertaining to staff members of the Congregation, as requested.

X.4.3.2 Composition. The Personnel Committee shall consist of five to six members of the congregation as follows: One designated member of the Board and four to five members to be elected at the annual business congregational meeting, two to three each year. The chair of the committee will be chosen by the committee. A Senior Staff member shall serve on the committee in a nonvoting, exofficio capacity. Members serve threeyear terms and may serve a second threeyear term if elected or appointed. Any staff member may be excluded from closed sessions of the Personnel Committee.

ARTICLE XI – Board Appointed/Approved Committees

XI.1 - Finance Committee

XI.1.1 - Purpose. The Finance Committee is a permanent committee for the Congregation which shall act as an advisory body for the Treasurer of the Board of Trustees in decisions related to the

financial health of the Congregation. The Finance Committee shall report directly to the Board of Trustees through the Treasurer.

XI.1.2 - Composition. Members of the Finance Committee are appointed by the Board of Trustees.

XI.2 Committee on the Ministry

XI.2.1 - Purpose. The Committee on the Ministry interprets, supports, and monitors the ministry of the Congregation.

XI.2.2 - Composition. The Board shall establish a Committee on the Ministry consisting of at least three members of the Congregation, serving two-year staggered terms. Terms are renewable for one additional two-year term. More than half of an unexpired term shall be considered a full term. The Board shall select members of the committee from a list of nominees submitted by the Minister(s).

XI.3 - Stewardship Steering Committee

XI.3.1 - Purpose. The Stewardship Steering Committee (SSC) shall develop short- and long-term priorities and programs enabling and expanding the Stewardship Ministry. The Stewardship Ministry shall:

- (1) Nurture a culture of giving, through the responsible development, planning, and management of the congregation's resources
- (2) care for our human, physical, and financial resources
- (3) promote regular opportunities for educating the congregation and friends about the Stewardship Ministry, and
- (4) provide consistent and regular methods of communicating current and upcoming stewardship activities.

Specific responsibilities include, but are not limited to, planned giving, long-term planning, and stewardship of the gift of time. The SSC will also lead, but not necessarily operate, the annual Pledge Drive.

XI.3.2 - Composition. The Stewardship Steering Committee shall consist of six to seven individuals: the Lead Minister and Treasurer serving as ex officio members, and a Board of Trustees member. Three to four Members of the congregation (not Board members) are appointed by the Board of Trustees to serve as members-at-large. The members-at large each serve staggered two-year terms and may serve an additional two-year term if re-appointed by the Board. The members-at-large will serve staggered two terms. The past Treasurer and Board of Trustees members are eligible to serve full terms as members-at-large. Former committee members who have served the maximum of two two-year terms may be eligible for re-appointment to the committee by the Board of Trustees after an absence of one year from the

Stewardship Steering Committee.

ARTICLE XII Nominations and Elections

XII.1 Nominations for any Congregationally Elected Committee

XII.1.1 - By Nominating Committee. At least one month before the annual business congregational meeting, the Nominating Committee shall prepare a list of nominees for open positions on the Board of Trustees and congregationally elected committees. For a congregational meeting to elect a Ministerial Search Committee, the Nominating Committee, advised by the Board, shall prepare a list of nominees. The list(s) of nominees shall be distributed to the congregation at least ten days before a congregational meeting and presented at the congregational meeting.

XII.1.2 By Petition. Ten or more members may nominate members for any congregationally elected position by petition to the Nominating Committee at least seven days prior to an election. The names of the nominees by petition shall be so designated and added to the list of nominees at the meeting.

XII.1.3 From the Floor. Nominations may be made from the floor at the time of an election.

XII.1.4 Consent. No person shall be nominated without that person's consent.

XII.1.5 Special Elections. When a special election is held to fill vacancies, the Board may place names in nomination.

XII.2 Elections.

XII.2.1 Individual Positions. If there is only one nominee for any open position, the chair shall declare the nominee elected by acclamation. If there are two or more nominees for any open position, election shall be by written ballot, and a plurality of votes shall be sufficient to elect.

XII.2.2 Group Positions. If the number of nominees for any group of positions equals or is less than the number of open positions, the chair shall declare the nominees elected by acclamation. If the number of nominees exceeds the number of open positions, election shall be by written ballot, and the positions shall be filled by those nominees receiving the largest number of votes.

ARTICLE XIII - Minister(s)

XIII.1 - Fellowship. All candidates for Settled Minister(s) shall be in fellowship or in process of fellowship with the Unitarian Universalist Association.

XIII.2 Freedom of the Pulpit. Each Minister shall be free to express and act upon their opinions, beliefs, and convictions, both in the pulpit and in the community at large. It is understood that a Minister's views are not necessarily those of the congregation. Any member shall be free to express divergent views.

XIII.3 Selection. The Board, advised by the Ministerial Search Committee and the Finance Committee, and with agreement by the ministerial candidate(s), shall recommend to the members of the congregation a proposed contract or letter of agreement between the ministerial candidate(s) and the members of the congregation. The President shall call a special congregational meeting to elect the Minister(s) and approve the contract or letter of agreement. Written notice of this meeting shall be sent to all members at least twentyone (21) days prior to the vote to elect the Minister(s) and approve the contract or letter. Voting shall be by secret ballot. At least eighty-five percent (85%) of those voting must approve the election and contract or letter.

XIII.4 Duties and Responsibilities. The Minister(s) shall provide religious leadership and pastoral care to the congregation. In cooperation with the appropriate committees, the Minister(s) shall provide Sunday services; shall be a principal administrator of the daytoday operations of the Congregation; shall serve as a nonvoting member of the Board and will be expected to attend its meetings and report on work accomplished; shall report on the state of the Congregation at the annual business meeting. The Minister(s) shall be ex officio on all committees, councils, and task forces except the Nominating Committee and the Ministerial Search Committee.

XIII.5 Tenure and Termination. Each Minister shall have indefinite tenure. The relationship between the Minister(s) and the Congregation may be terminated by either party. The terminating party shall provide a minimum of three month's written notice. However, the Congregation may, in place of notice, provide three months' severance pay. The Congregation shall give notice of termination to a Minister if a majority of members at a special congregational meeting called to

consider termination has voted by secret ballot to so act. Written notice of such a meeting shall have been sent to all members at least 21 days prior to the meeting.

XIII.6 Interim Minister. If the members of the congregation decide to call an Interim Minister, the guidelines of the Unitarian Universalist Association for calling interim ministers shall be followed.

ARTICLE XIV - Endowment

XIV.1 - Purpose. The Unitarian Universalist Congregation of Charlottesville shall have a separate Endowment Fund(s). The purpose of the Endowment Fund(s) is to safeguard principal and generate earnings and growth of funds to be available for very special projects that cannot be supported from the annual congregational budget. Each year up to five percent (5%) of the general Endowment Funds' market value may be used for: (1) capital expenditures for the maintenance of the physical facilities for all property owned or controlled by the Congregation above and beyond normal budget allocations; (2) major capital equipment purchases; and (3) extraordinary expenses beyond those in the normal operating budget, including debt reduction.

XIV.2 - Management. The Board is empowered, acting on its own or through its appointed representative, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Endowment Fund pursuant to the Endowment Investment and Distribution Policy and the bylaws. The Board shall act in its sole judgment and discretion as it deems wise and prudent, without further approvals.

ARTICLE XV – Indemnity

A duly elected or appointed officer, trustee, employee, or agent of the Congregation shall not be personally liable to the Congregation or to its members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any breach of duty or loyalty to the Congregation or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Congregation shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, trustee, employee or agent of the Congregation.

ARTICLE XVI - Conflict of Interest

No member of the Board of Trustees, or any of its Councils, Committees, or Task Forces shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Congregation. Each individual shall disclose to the Congregation any personal interest which he or she may have in any matter pending before the Congregation and shall refrain from participation in any decision on such matter.

ARTICLE XVII - Disposition of Property

If this Congregation should at any time cease to be a member of the Unitarian Universalist Association, all of the property of the Congregation, whether real or personal, shall be transferred to the Unitarian Universalist Association for its general purposes; and this bylaw shall apply to all property donated to the Congregation, whether by will or in some other manner, unless the donor expressly provides otherwise. If the Congregation ceases to be a member of the Unitarian Universalist Association, it shall be the duty of the officers of the Congregation and the Board of Trustees to take all necessary action to carry out the purpose of this Article.

ARTICLE XVIII - IRS Compliance Distribution of Assets

Upon the dissolution of the UU Congregation of Charlottesville, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIX - Remembrance Garden

The Remembrance Garden is a permanent addition to the Congregation. The garden may be moved or discontinued only by both a majority vote of the Board of Trustees and by a threequarter vote of those members present and voting at a congregational meeting duly called for that purpose.

ARTICLE XX - Amendments

Amendments of the bylaws may be proposed by the Board of Trustees or by petition of 20 voting members. A congregational meeting shall be called to consider the proposed amendment. The notice of the meeting shall include a draft of the proposed amendment. These bylaws, so far as allowed by law, may be amended, or repealed by a twothirds vote of those present and voting at the congregational meeting. However, amendment or repeal of Article XVII Disposition of Property must be by a twothirds vote at two consecutive congregational meetings separated by at least two weeks.