

As Amended to April 23, 1978
As Amended to October 25, 1992
As Amended to April 21, 1996
As amended to February 7, 2016

ARTICLES OF INCORPORATION

of

CEDAR LANE UNITARIAN UNIVERSALIST CHURCH

This is to certify:

The members over twenty-one years of age of the congregation of the Montgomery County Unitarian Center, theretofore an instrumentality of All Souls' Church, Washington, D.C., with the encouragement, approval and support of All Souls' Church, Washington, D.C., and of the Greater Washington Committee for Unitarian Advance, took the following actions in a meeting duly held on the 8th day of March, 1953, for the purpose of organizing as an independent Unitarian congregation and electing persons to become a body corporate to act as trustee in the name and behalf of the congregation and to manage the estate, property, interest and inheritance of the same, pursuant to and with the rights and powers provided by Article 23 of the Annotated Code of the Public General Laws of Maryland (Flack, 1951):

- I. Elected the following persons belonging to the congregation, who satisfy the statutory requirement that they be sober and discreet to serve for the terms respectively specified below and until their successors should be elected:

Ending March 31, 1953:

Robert H. Horner
Ernest D. Stevens
Mrs. Elmer Stewart

Ending March 31, 1954:

Mrs. Donald Mader
Irvin H. Rimel
Orvis A. Schmidt

Ending March 31, 1955:

Weston P. Figgins
Lyman E. Fourt
Winthrop M. Southworth, Jr.

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- II. Chose the Reverend A. Powell Davies, D.D., as minister, to serve as heretofore until such time as a successor may be chosen. As minister for the time being of this congregation, Dr. Davies, becomes a member of the trustees in virtue of his ministry, as provided by Section 251 of Article 23 of the Annotated Code of the Public General Laws of Maryland (Flack, 1951).
- III. Determined upon and adopted the following PLAN of organization:
 1. CONGREGATIONAL NAME: The name of the congregation shall be:
“Cedar Lane Unitarian Universalist Church.”
 2. CORPORATE NAME: The name of the corporation shall be:
“Cedar Lane Unitarian Universalist Church.”
 3. PURPOSE: The Cedar Lane Unitarian Universalist Church affiliates with the Unitarian Universalist Association and subscribes to the purpose of that Association, as stated in its by-laws: To diffuse the knowledge and promote the interests of religion which Jesus taught as love to God and love to man. Nothing in this statement is to be construed as an authoritative test.
 4. ORGANIZATION AND GOVERNMENT: The church recognizes that its organization is congregational in polity, and that individual freedom of belief is inherent in the Unitarian tradition.
 5. MEMBERS AND VOTING QUALIFICATIONS: All persons who engage in the worship and work of the Cedar Lane Unitarian Universalist Church and who have heretofore or hereafter signed the membership roll of the congregation shall be members of the congregation. All members of the congregation who have attained the age of sixteen years and who made such contributions to the support of the church during the preceding twelve months as the By-Laws shall prescribe, shall be entitled to vote in any meeting of the congregation. Provided that: In conformity with the provisions of Section 5-308(d) of the Corporations and Associations Article, Annotated Code of Maryland (1975), no member who has not attained the age of eighteen years shall be entitled to vote on any proposed amendment to these Articles.
 6. ANNUAL MEETINGS: There shall be an annual meeting of the congregation for the election of trustees and transaction of other business prior to the beginning of the next fiscal year on a date and at an hour and place fixed by the trustees and announced at the regular service of the church on each of the two Sundays next preceding the meeting. One-tenth of the members qualified to vote, but not less than 35, shall constitute a quorum for the transaction of business. No proxy shall be recognized. Other meetings of the congregation may be held as provided for in the By-Laws.

7. TRUSTEES: The Trustees shall have the duties and powers provided by law and exercise general supervision and direction of the affairs of the church.

There shall be at least nine and no more than thirteen trustees. At the congregation meeting at which this Plan is being adopted three trustees are being elected to serve for a term ending March 31, 1953, and until their successors are elected; three for a term ending March 31, 1954 and until their successors are elected; and three for a term ending March 31, 1955, and until their successors are elected. No minister in the employ of the Church shall serve as a trustee ex officio.

At each annual meeting of the congregation beginning in 1953, at least three persons shall be elected by ballot to fill for the next three years and until their successors are elected, the positions of the trustees whose terms expire that year. Trustees so elected shall (a) be members who are entitled to vote in any meeting of the congregation, and (b) shall not have served as Trustee for any portion of the year next preceding the term for which elected. The requirement specified in clause (b) shall not apply to the Secretary, Treasurer and Assistant Treasurer.

Any vacancy occurring in the position of any trustee before the expiration of the term for which he was elected shall temporarily be filled by election by the remaining trustees until the next annual meeting. If that term does not then expire, the vacancy shall be filled for the remainder of the unexpired term by election at such annual meeting in the manner in which other trustees are elected. Trustees so elected shall be members who are entitled to vote in any meeting of the congregation.

Trustees may be removed by a two-thirds vote by ballot at an annual or other congregation meeting upon notice given as provided for the amendment of these Articles (Article III, 9, b).

The trustees shall elect their own Chairperson and make such rules for their own government as they may deem advisable, subject to the provisions hereof and of the By-Laws.

8. BY-LAWS: Subject to and in furtherance hereof the congregation by two-thirds vote may adopt By-Laws providing for: the further organization of the Church, a school of religion, and other instrumentalities; the minimum contribution required to qualify a member for voting; the qualifications, selection, tenure and duties of a Secretary, Treasurer, and any other officer (and whether or not such officer has ex officio status as a Trustee); the calling, notice and holding of congregation meetings other than the annual meeting; the giving of special notice of particular business to be transacted at an annual meeting, a corporate seal; and any other appropriate matter.

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9. AMENDMENTS: This plan of organization may be amended from time to time in accordance with the provisions of Section 5-308 and 5-309 of the Corporations and Associations Article, Annotated Code of Maryland (1975). As provided therein:
- a. A majority of the trustees shall adopt a resolution which declares that the amendment is advisable and shall call a meeting of the members of the church who have attained the age of eighteen years to vote on the amendment.
 - b. Ten days' written notice of the time, place and purpose of the meeting shall be given to each such member by (1) delivering it to him or her in person; (2) leaving it at his or her residence or usual place of business; or (3) mailing it to his or her address as it appears in the record books of the church.
 - c. The amendment shall be deemed to have been approved upon the affirmative vote of a majority of the members eligible to vote on the amendment who are present at the meeting.
 - d. Upon such approval, articles of amendment shall be prepared which shall set forth the amendment and state that it was advised by the trustees and approved by the members of the church. The articles of amendment shall be signed and acknowledged for the church by the trustees who declared the amendment advisable. The matters and facts contained in the articles of amendment shall be verified under oath by the chairperson or secretary of the meeting of members at which the amendment was approved.
 - e. The trustees shall file the articles of amendment for record with the State Department of Assessments and Taxation.
- IV. The members meeting as stated first above also directed that the trustees take the necessary steps to cause these Articles to be registered as provided in Section 265 of the Articles, hereinbefore referred to; directed that the State Tax Commission be advised of the fact that a greater part of the members of the congregation reside in Montgomery County and hence, under Section 265 of the aforesaid Article 23 a certified copy of these articles should be recorded in the appropriate court of that County; and directed that the appropriate officer shall provide and keep a good and sufficient record book for the registering of the corporation's proceedings, and shall enter these articles therein.

In witness whereof the above-named trustees have signed and acknowledged these articles this 15th day of March 1953.

Irvin H. Rimel
Winthrop M. Southworth, II.
Lyman E. Fourt
Ernest D. Stevens

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Robert H. Horner
Elizabeth E. Stewart
(Mrs. Elmer Stewart)
Weston F. Figgins
Mrs. Donald W. Mader
Orvis A. Schmidt

State of Maryland
County of Montgomery

On this 15th day of March, 1953, before me, the undersigned officer, personally appeared Robert H. Homer, Ernest D. Stevens, Elizabeth E. Stewart (Mrs. Elmer Stewart), Irvin H. Rimel, Weston P. Figgins, Lyman E. Fourt, and Winthrop M. Southworth, Jr., known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purpose therein contained.

In witness whereof I hereunto set my hand and official seal.

(signed) Naomi M. Worthington
Notary Public

My commission expires
May 4, 1953

District of Columbia

On this 15th day of April, 1953, before me, the undersigned officer, personally appeared Mrs. Donald W. Mader and Orvis A. Schmidt known to be to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purpose therein contained.

In witness whereof I hereunto set my hand and official seal.

(signed) Marion Brooks
Notary Public

My commission expires
March 14, 1956

Articles of Incorporation

WHEREFORE, we the undersigned, as members of the Board of Trustees on March 21, 1978, and April 23, 1978, do hereby acknowledge in the name of and on behalf of the Cedar Lane Unitarian Universalist Church the foregoing Articles of Amendment.

Elizabeth S. Maxwell (Chairperson)
Samuel D. Bingman, Jr.
Mary B. Fine
Etta G. Johnson
Robert F. Jones
Carol M. Green
Kenneth T. MacLean (Minister)
Constance L. Nissley
Joan C. Owen
Martha J. Rimel
Alan S. Rosenthal
Robert R. Scholz
Robert K. Wood

VERIFICATION

I, Elizabeth S. Maxwell, as Chairperson of the Board of Trustees of the Cedar Lane Unitarian Universalist Church as of the date of the above-stated meeting of the Board of Trustees and as Chairperson of the above-stated meeting of the members of the Church, do hereby certify that the above-described amendments to the Articles of Incorporation of the Cedar Lane Unitarian Universalist Church were duly adopted in the manner described in the foregoing Articles of Amendment.

/s/ Elizabeth S. Maxwell
Elizabeth S. Maxwell

Subscribed and sworn to before me
this 16th day of April, 1979

/s/ Bruce Bowman
Notary Public, P.G. Co.

Articles of Incorporation

WHEREFORE, we the members of the Board of Trustees listed below on October 25, 1992, do hereby acknowledge in the name of and on behalf of the Cedar Lane Unitarian Universalist Church the foregoing Articles of Amendment

Morris Waxler (Chairperson)
Kay Bugenhagen
Allen Dittmann
Penny Douglas
Ed Farley
Cita Furlani
Robert Gruber
Terry Hoffeld
Lynne Heltman
Kathleen Reedy Kowalski
Marjorie Melton
Ralph Petersberger
Pat Putzi

VERIFICATION

I, Morris Waxler, as Chairperson of the Board of Trustees of the Cedar Lane Unitarian Universalist Church as of the date of the above-stated meeting of the Board of Trustees and as Chairperson of the above-stated meeting of the members of the Church, do hereby certify that the above-described amendments to the Articles of Incorporation of the Cedar Lane Unitarian Universalist-Church were duly adopted in the manner described in the foregoing Articles of Amendment.

Morris Waxler

Notary Public

Articles of Incorporation

WHEREFORE, we the members of the Board of Trustees listed below on April 26, 1996, do hereby acknowledge in the name of and on behalf of the Cedar Lane Unitarian Universalist Church the foregoing Articles of Amendment.

C. Randall Grant (Chairperson)
Susan Clark
Michael Dodd
Penelope Douglas
Mary England
Joel Helke
Nancy McClusky
Vida Morley
Evelyn Myers
Elizabeth Shaw
David Stewart
Jan Stewart
Suzanne Zunzer

VERIFICATION

I, C. Randall Grant, as Chairperson of the Board of Trustees of the Cedar Lane Unitarian Universalist Church as of the date of the above-stated meeting of the Board of Trustees and as Chairperson of the above-stated meeting of the members of the Church, do hereby certify that the above-described amendments to the Articles of Incorporation of the Cedar Lane Unitarian Universalist Church were duly adopted in the manner described in the foregoing Articles of Amendment.

C. Randall Grant

Notary Public

Articles of Incorporation

WHEREFORE, we the members of the Board of Trustees listed below on February 7, 2016, do hereby acknowledge in the name of and on behalf of the Cedar Lane Unitarian Universalist Church the foregoing Articles of Amendment.

Lyn J. Peters (Chairperson)
James Anderson
Rebecca Bond
Maryann Dillion
Maureen Donnelly
David Hawver
Emily Mellgren

Melissa Reichley
Laban Jackson Rodgers
Katherine Anne Wing Simon
Michael Thoryn
Gwendolyn Warman
John S. Welch

VERIFICATION

I, Lyn J. Peters, as Chairperson of the Board of Trustees of the Cedar Lane Unitarian Universalist Church as of the date of the above-stated meeting of the Board of Trustees and as Chairperson of the above-stated meeting of the members of the Church, do hereby certify that the above-described amendments to the Articles of Incorporation of the Cedar Lane Unitarian Universalist Church were duly adopted in the manner described in the foregoing Articles of Amendment.

Lyn J. Peters

State of Maryland)

County of Montgomery) ss:

On this 6th day of March, 2016, before me, the undersigned officer, personally appeared LYN J. PETERS, known to me (or satisfactorily proven) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged that he/she/they executed the same for the purposes therein contained. In witness hereof I hereunto set my hand and official seal.

[SEAL]

Lisa E. Chernikoff

Notary Public

My commission expires: _____