



## Unitarian Universalists of Transylvania County Bylaws As Amended on February 26, 2017

### I. NAME and AFFILIATION

- A. The name of this religious congregation, located in Transylvania County, North Carolina, is Unitarian Universalists of Transylvania County, hereafter referred to as UUTC or the Congregation.
- B. UUTC was chartered on June 6, 1999.
- C. UUTC is a member congregation of the Unitarian Universalist Association (UUA) headquartered in Boston, MA and of UUA's Southern Region, Southeast District, headquartered in Charlotte, NC.

### II. PURPOSE and PRINCIPLES

- A. PURPOSE—The purpose of UUTC is to create a community that encourages free spiritual discovery and growth, celebrates personal and religious diversity, and promotes active, responsible involvement in the larger community.
- B. PRINCIPLES—Members covenant together to affirm and promote the following principles:
  - The inherent worth and dignity of every person
  - Justice, equity, and compassion in human relations
  - Acceptance of one another and encouragement to spiritual growth in our congregations
  - A free and responsible search for truth and meaning
  - The right of conscience and the use of the democratic process within our congregations and in society at large
  - The goal of world community with peace, liberty, and justice for all
  - Respect for the interdependent web of all existence of which we are a part

### III. MEMBERSHIP

- A. INCLUSION—UUTC affirms and promotes participation in all its activities without regard to race, color, sex, disability, affectional or sexual orientation, gender identity or expression, age, or national origin and without requiring adherence to any religious belief or creed.
- B. MEMBERS—Members shall be of age 16 or older and are entitled to all the services and privileges of UUTC, including the right to vote. Membership is open to any person who:
  - 1. Is in sympathy with the principles and purposes of UUTC;
  - 2. Agrees to abide by the UUTC Bylaws and other decisions lawfully made by the Congregation or the Board of Trustees;
  - 3. Commits to actively participate in the life of UUTC and make a contribution of time, talent, and financial support, all as personal circumstances permit;
  - 4. Meets with the minister;
  - 5. Signs the membership book in the presence of the Minister or a member of the Board.
- C. FRIENDS—A person may become a friend of UUTC by being in sympathy with its principles and purposes, participating in its life and activities, and requesting Friend status. Friends are encouraged to make a contribution of time, talent and financial support, as personal

circumstances permit. Friends are entitled to all the services and privileges of UUTC, including the right to speak at meetings, but excluding the right to vote or hold an elective office.

D. CHANGES IN MEMBER OR FRIEND STATUS

1. A Member or Friend of UUTC may discontinue that status by sending a written notice of his/her decision to the Secretary of the Board of Trustees, and requesting that the Secretary remove his/her name from the Membership Book and the UUTC Directory.
2. The Board Secretary shall remove from member or friend status any person who is deceased.
3. The Board of Trustees may instruct the Board Secretary to remove from member or friend status any person who has behaved in a manner that undermines the well-being of the Congregation. However, that person shall have the right to submit a rebuttal or appeal in writing and/or meet with the Board of Trustees to appeal its decision.
4. The Board shall direct an annual review of the membership rolls to determine membership status.

IV. GOVERNANCE

A. ROLE OF THE MEMBERS—The ultimate authority for all matters pertaining to the operation of UUTC shall rest with the Members of the Congregation. In addition to serving on UUTC committees and task groups and providing input to the activities of these and to the Board, the Members shall exercise this authority by voting during officially called congregational meetings to:

1. annually elect a Board of Trustees to act on its behalf;
2. annually elect members for the Nominations Committee;
3. annually approve the next fiscal year's operating expenditures budget;
4. approve any multi-year fund-raising and/or the assumption of long-term indebtedness;
5. approve any proposed action concerning the lease, sale, purchase or construction of real property or major improvements to such property;
6. authorize the Board of Trustees to exercise special powers on its behalf with an Enabling Resolution (ER);
7. approve a ministerial candidate to serve as minister;
8. adopt Bylaws or amendments to them;
9. terminate a minister's employment with UUTC;
10. remove one or more members who have been elected to office by the Congregation

B. ROLE OF THE BOARD OF TRUSTEES—UUTC shall be governed by a Board of Trustees (the Board) consisting of the Minister (as an ex-officio, non-voting member) and seven voting members elected from a slate of nominees presented to the Congregation at its Annual Meeting by the Nominations Committee or nominated from the floor (provided the nominee has given prior approval). Nominees must be Members of UUTC. Any interim vacancy on the Board shall be filled by an appointment made by the Board from candidates submitted by the Nominations Committee and shall be valid until completion of the original term.

### C. ENABLING RESOLUTIONS

1. The Congregation may authorize the Board to exercise special powers with an Enabling Resolution (ER), which enables the Board to take essential action when extraordinary circumstances require such action or make it desirable.
2. An ER may be enacted at the regular Annual Congregational Meeting or any special Congregational Meeting convened for the purpose of considering an ER. Notice of any meeting in which an ER is to be considered must describe the ER.
3. Such resolutions must specify:
  - a. a limit on any financial commitment to be authorized;
  - b. a description of actions to be authorized;
  - c. a date beyond which the ER is no longer in force.
4. Adoption of an ER requires an affirmative vote of no less than two thirds (2/3) of the votes cast at a Congregational Meeting.
5. No later than 30 days following its action, the Board must notify the Congregation of the action it has taken.

### V. BOARD OF TRUSTEES

- A. **AUTHORITY TO ACT**—The Board shall have full authority to act on behalf of the Congregation with the exception of those actions set out in Article IV, Section A above. The Board may delegate authority, as appropriate, to UUTC committees and/or task groups and/or individuals. The Board has the authority to amend the budget, but may not increase the entire budget by more than 10%, as outlined in the Policy Manual.
- B. **RESPONSIBILITIES**—The Board shall:
  1. assume the usual and customary responsibilities for managing the business affairs of the Congregation and for providing oversight of its programs. This includes, but is not limited to, maintaining an appropriate organizational structure and setting organizational policy;
  2. maintain and annually update a policy manual. This policy manual shall guide the operation and governance of UUTC in accordance with the bylaws and shall be readily available to the congregation for review and comment;
  3. provide oversight in all areas of congregational life;
  4. represent UUTC in the broader community;
  5. authorize any formal public statement in the name of the Congregation;
  6. establish special funds, as needed;
  7. be assisted in its responsibilities by the appropriate UUTC committees and/or task groups and/or individuals.
- C. **MEETINGS**—The Board shall hold regular monthly meetings unless there is no business to transact and may hold special meetings as the need arises. A meeting quorum will consist of the President or the President-Elect and any three other voting Board members. The meetings are open to UUTC Members and Friends to observe, except for when the Board goes into Executive Session, as outlined in the policy manual. Excepting unusual situations, some time will be allowed at Board meetings for members to address the Board, without the requirement that they be included on the meeting agenda.

- D. COMPOSITION AND TERMS—The time limit on consecutive Board service shall be three years. Filling an unexpired term through an appointment does not count in this limit. The Board shall consist of:
1. the President, who may serve a single one-year term;
  2. the President-Elect, who may serve a single one-year term;
  3. the Secretary, who may serve two consecutive one-year terms;
  4. the Treasurer, who may serve three consecutive one-year terms;
  5. three At-large Members, who each serve a three year term and may not be re-elected without a gap of two years. Each year, one At-Large Member shall rotate off and be replaced by a new At-Large Member.

## VI. BOARD MEMBER DUTIES

- A. Duties of the UUTC President include:
1. preside over meetings of the Board and of the Congregation;
  2. inform the Congregation of activities and decisions of the Board;
  3. bring before the Board administrative issues for their resolution;
  4. represent UUTC to the public and to the denomination;
  5. see that administration of UUTC affairs conforms to the provisions of these Bylaws;
  6. prepare, with the other Board members, an agenda to be distributed to the Congregation by the Secretary for any Congregational Meeting;
  7. with the President-Elect, appoint Committee Chairs and Chairs-Elect
  8. serve as Chair of the Board Executive Committee
  9. discharge other duties as may reasonably appertain to this office.
- B. Duties of the UUTC President-Elect include:
1. function in the place of the President, if necessary;
  2. with the President, appoint Committee Chairs and Chairs-Elect;
  3. serve as a member of the Board Executive Committee;
  4. undertake other responsibilities as assigned by the Board.
- C. Duties of the UUTC Secretary include:
1. maintain an accurate record of all activities of the Board and of any Congregational Meeting;
  2. arrange for publication of information about activities of the Board and the Congregation within UUTC;
  3. notify the Congregation at least two weeks in advance of any Congregational Meeting. Such notification shall include a meeting agenda, a list of Nomination Committee nominees, when appropriate, and absentee ballots;
  4. assure safe storage of all records of UUTC Board and Congregational activities;
  5. prepare correspondence for, and with the approval of, the Board;
  6. serve as a member of the Board Executive Committee;
  7. maintain accurate membership records.

- D. Duties of the UUTC Treasurer include:
  - 1. advise the Board of financial needs, priorities and concerns based on Member input and Finance Committee recommendations;
  - 2. safeguard all UUTC monies and documents in reasonably accessible locations;
  - 3. disburse monies for approved (budgeted) expenses or according to Board direction;
  - 4. provide open and timely disclosure of budget plans and changes to the Congregation;
  - 5. provide timely accounting records of all financial activities and facts (receipts, disbursements, earnings, losses, obligations, and fund balances) to the Board, the Finance Committee and the Congregation;
  - 6. supervise the Bookkeeper;
  - 7. serve as a member of the Board Executive Committee;
  - 8. serve as a voting member of the Board and a non-voting member of the Finance Committee.
- E. Duties of the At-large Board Members include:
  - 1. attend meetings of the Board and participate in its activities;
  - 2. discharge other duties as may be assigned by the Board or that reasonably may be assumed by members of the Board.

## VII. COMMITTEES

- A. **NOMINATIONS COMMITTEE** - Members of the Nominations Committee shall be elected by the Congregation at the Annual Congregational Meeting.
  - 1. The committee shall be comprised of three members. Each member shall be elected annually for a one-year term and shall serve a maximum of three consecutive years. Each year, at least one member shall rotate off and be replaced by (a) new member(s). Should an interim vacancy occur, the members remaining shall recommend to the Board someone to fill the vacancy.
  - 2. Members of the committee shall be Members of the Congregation and may not hold another elective position while serving in this capacity.
  - 3. The committee shall select a chair from among its members and provide that name in writing to the Secretary of the Board.
  - 4. The committee shall actively encourage the Congregation to suggest to it the names of qualified candidates for nomination for election. It will provide to the Board its slate of nominees for election at the Annual Congregational Meeting no later than the Board's regular April meeting. The list of nominees shall be published no later than in the May Newsletter. The committee will also propose qualified candidates to fill interim vacancies in elected positions.
- B. **OTHER COMMITTEES**- The creation, purpose, structure and composition of all other congregational committees and/or task groups shall be at the discretion, and under the management, of the Board.

## VIII. CONGREGATIONAL MEETINGS

- A. MEETING TYPES—There shall be two types of official meetings of the Members of the Congregation for the purpose of conducting UUTC business, including voting. One is the Annual Congregational Meeting and the other is a Special Congregational Meeting. In addition, a Congregational Discussion may be called at which resolutions to be voted on at a later date or other matters of interest to the whole Congregation are fully explored, with no action being taken. Members shall be notified in writing of Congregational Meetings and Discussions at least 14 days in advance of the meeting date by either e-mail or postal mail. E-mail is an acceptable written medium only for those Members who have previously approved receiving their notices in this manner.
1. The Annual Meeting shall be held once each year in May or early June at a time and place determined by the Board. The Annual Meeting is for the purpose of reviewing the activities and events of the current fiscal year, electing new members to the Board of Trustees and Nominations Committee, approving the operating expenditures budget for the coming fiscal year, and reviewing the financial statement and fund balances of UUTC. Special business may also be conducted. The Annual Meeting notice shall include the time and location, the meeting agenda, the text of any resolutions to be considered, a list of nominees for election, and an absentee ballot. Only business specified in the meeting notice may be acted upon, although other business may be discussed at the discretion of the Board President.
  2. Special Meetings will be convened as required by the Board or shall be called by the Board upon receipt of a written request signed by no less than fifteen (15) percent of the current UUTC membership.  
Special Meeting notices shall include the time and location, and contain an agenda and text of any resolutions to be considered. Only business specified in the meeting notice may be acted upon, although other business may be discussed at the discretion of the Board President.
  3. If an Annual Meeting or a Special Meeting includes a resolution involving the lease, sale, purchase or construction by the Congregation of real property or major improvements thereto, in addition to the regular requirements for notice, notice of the meeting and its purpose shall be published in the UUTC newsletter at least thirty (30) days prior to said meeting and announced from the pulpit at least two (2) consecutive Sundays preceding said meeting.
  4. If an Annual Meeting or a Special Meeting includes consideration of an Enabling Resolution (ER), the ER must specify a description of the actions to be authorized, a limit on any financial commitment, and a date beyond which the ER is no longer in force.
  5. Congregational Discussions may be convened at the discretion of the Board or shall be called by the Board upon receipt of a written request signed by no less than fifteen (15) percent of the current UUTC membership. Discussion notices shall include the time, location, and subject matter to be discussed. Only business specified in the notice may be discussed. No quorum is required, and no votes will be taken. At each meeting a time shall be provided for individual members to raise issues for discussion at future meetings. These issues may not be discussed during the current meeting.

- B. QUORUM FOR MEETINGS—A quorum of not less than thirty (30) percent of the current UUTC membership must be present at a meeting for any vote to be taken. Absentee ballots may not be counted in the determination of whether a quorum is present. More than 30% of Members present may be required for certain votes, as prescribed by these bylaws.
  - 1. At the beginning of either the Annual or any Special Meeting, the Board Secretary shall determine whether a quorum is present and so notify the President.
  - 2. Before any vote, any member may require the Secretary to determine whether a quorum is present. If a quorum is not present, or is no longer present, no vote, other than a vote to adjourn, may be taken.
  - 3. Decisions will be made by simple majority of the votes cast (in person and by absentee ballot), EXCEPT for matters referred to in Article IV, Section A, Numbers 4,5,6,8, and 10, which decisions shall require no less than two-thirds of the votes cast (in person and by absentee ballot) in order to pass. Article IV, Section A, Number 7 requires a 90% vote in order to pass.
- C. ABSENTEE VOTING - Members may submit absentee ballots at both Annual and Special Meetings. An absentee ballot form shall accompany notification of such meetings.
  - 1. Completed absentee ballots must be in the possession of the Board Secretary at the time the meeting is called to order.
  - 2. On a voice vote that is close, the Secretary may announce each absentee vote s/he is holding. On a secret ballot, the secretary must tally all the absentee votes and add them to the written ballots that are submitted.
- D. RULES OF PROCEDURE—The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the conduct of Congregational business, unless they are inconsistent with these bylaws or other special rules of order the Congregation may adopt.

## IX. MINISTER

- A. LEADERSHIP—UUTC engages a Minister to provide spiritual leadership in keeping with the purpose of this Congregation as set out in Article II. A full-time minister must be in fellowship with or in the process of becoming fellowshipped by the Unitarian Universalist Association (UUA) and shall adhere to its Code of Professional Practice for the Unitarian Universalist Ministry. The Minister shall have the freedom of the pulpit as well as freedom to express individual opinion outside the pulpit.
- B. DUTIES—The role of the Minister in Congregational life shall be set out in a Letter of Agreement (contract) signed upon initial hiring and renewed at the beginning of each fiscal year. The Letter shall also contain the compensation agreement for that fiscal year. More detailed duties are contained in the Agreements.
- C. Vacancy
  - 1. Whenever a vacancy occurs in the position of Minister, the Board of Trustees shall initiate processes to appoint an interim minister and to search for a new minister. The Board may follow the current procedures recommended by the UUA as a guide.
  - 2. Specifics shall be included in the UUTC Board Operating Guidelines.
  - 3. An affirmative vote of 90% of those members voting is required to call a new Minister. The quorum for this vote shall be forty (40) percent of the current UUTC membership.
- D. Resignation
  - 1. Conditions regarding resignation by the Minister shall be included in the employment contract whereby the Minister is hired.
  - 2. Procedures to be followed by the Board and Congregation shall be included in the UUTC Board Operating Guidelines.

- E. Termination - The Minister may be terminated as follows:
1. Twenty percent (20%) of the voting members of the Church may petition the Board, in writing, to dismiss the Minister.
  2. The Board shall act on the petition by calling a Congregational Meeting as prescribed in Article VIII, Section A, 2. Quorum and decision requirements are prescribed in Article VIII, Section B, 1-3 and Section C, 1-2. The Minister shall be invited to speak at this meeting.
  3. A Congregational vote to terminate the Minister shall be taken by secret ballot. A majority vote is required to terminate.
  4. A decision to terminate the Minister shall be followed by a letter to the Minister by the Board confirming the termination with at least 90 days notice.

#### X. FISCAL YEAR

The fiscal and administrative year of UUTC shall run from July 1 through June 30. Members of the Board of Trustees and Nominations Committee shall begin their terms on July 1 and, unless specifically provided otherwise, contractual terms will conform to the administrative year.

#### XI. PROTECTION OF NONPROFIT STATUS

Neither the Congregation, the Board of Trustees, nor any employee of UUTC shall take any action or allow any activity or use of UUTC property which shall endanger the nonprofit corporate status or charitable, tax-exempt status of UUTC or its property. Nothing in these bylaws shall be construed to allow a violation of this section.

#### XII. INDEMNIFICATION

UUTC shall indemnify (including attorney fees and legal expenses) any elected or appointed officer, volunteer, employee, or representative of UUTC, past or present, against personal liability incurred while carrying out the duties and functions of UUTC, EXCEPT liability resulting from: (1) acts or omissions not performed in good faith, or which involve intentional misconduct or a knowing violation of the law, or (2) any breach of duty or loyalty to UUTC or its Members. 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 the Members or otherwise.

#### XIII. RATIFICATION AND AMENDMENT

- A. RATIFICATION—Upon ratification, these bylaws take effect immediately and supersede all former bylaws of UUTC.
- B. AMENDMENT—Amendment of these bylaws may occur at a Special or Annual Congregational Meeting. The process is contained in Article VIII, MEETINGS.

#### XIV. DISSOLUTION

Should UUTC cease to exist without creation of a successor organization, the assets shall be transferred to the Unitarian Universalist Association (UUA) in Boston, MA.