

1 *Proposal for Congregational Discussion*
2 Unitarian Universalists of Transylvania County Bylaws
3 *Working Draft/March 2008*
4 Revised April 10, 2008 by the Bylaws Team
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6 I. NAME and AFFILIATION
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- 8 A. The name of this religious congregation, located in Transylvania County, North
9 Carolina, is Unitarian Universalists of Transylvania County, hereafter referred
10 to as UUTC or the Congregation.
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12 B. UUTC was chartered on June 6, 1999.
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14 C. UUTC is a member congregation of the Unitarian Universalist Association
15 (UUA) headquartered in Boston, MA and of UUA's Thomas Jefferson district
16 headquartered in Charlotte, NC.
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19 II. PURPOSE and PRINCIPLES
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- 21 A. PURPOSE—The purpose of UUTC is to create a community that
22 encourages free spiritual discovery and growth, celebrates personal and
23 religious diversity, and promotes active, responsible involvement in the
24 larger community.
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26 B. PRINCIPLES—Members covenant together to affirm and promote the
27 following principles:
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29 1. the inherent worth and dignity of every person;
30 2. justice, equality, and compassion in human relations;
31 3. acceptance of one another and encouragement of spiritual growth;
32 4. a free and responsible search for truth and meaning;
33 5. the right of conscience and the use of the democratic process within
34 the Congregation and in society at large;
35 6. the goal of world community with peace, liberty, and justice for all;
36 and
37 7. respect for the interdependent web of existence of which all people
38 are a part.
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41 III. MEMBERSHIP
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- 43 A. INCLUSION—UUTC affirms and promotes participation in all its activities
44 without regard to race, color, sex, disability, affectional or sexual orientation,
45 gender identification, age, or national origin and without requiring adherence
46 to any religious belief or creed.

47 B. MEMBERS—Members shall be of age 16 or older and are entitled to all the
48 services and privileges of UUTC, including the right to vote. Expectations of
49 those desiring membership are:

- 50 1. Meet with the minister;
- 51 2. Attend an orientation class;
- 52 3. Sign the membership book;
- 53 4. Attend a service of recognition.

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55 C. FRIENDS—Friends are entitled to all the services and privileges of UUTC,
56 including the right to speak at meetings, but excluding the right to vote or
57 hold an elective office. A person may become a Friend of UUTC, providing
58 such person meets the requirements for membership but chooses not to
59 sign the membership book, requesting Friend status instead.

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61 D. EXPECTATIONS—of all Members and Friends:

- 62 1. Abides by these Bylaws and other decisions lawfully made by the
- 63 Congregation or the Board of Trustees;
- 64 2. Actively participates in the spiritual life of UUTC;
- 65 3. Makes an annual financial contribution to UUTC;
- 66 4. Makes a contribution of time and talent to UUTC.

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69 E. CHANGES IN MEMBER OR FRIEND STATUS

- 70 1. A Member or Friend of UUTC may discontinue that status by
- 71 submitting a written request to the Secretary of the Board of Trustees.
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- 73 2. The Board Secretary will remove from member or friend status any
- 74 person who is deceased.
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- 76 3. The Board of Trustees may, after all appeals have been exhausted,
- 77 instruct the Board Secretary to remove from member or friend status
- 78 any person who has behaved in a manner that undermines the
- 79 wellbeing of the Congregation.
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- 81 4. The Board shall direct an annual review of the membership roles to
- 82 determine membership status.
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85 86 IV. GOVERNANCE

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

- 93 1. annually elect a Board of Trustees to act on its behalf;
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2. annually elect members for the Nominations Committee;
3. annually approve the next fiscal year’s operating expenditures budget;
4. approve any major multi-year fund-raising and/or the assumption of major long-term indebtedness;
5. approve any proposed action concerning the lease, sale, purchase or construction of real property or major improvements to such property;
5. authorize the Board of Trustees to exercise special powers on its behalf with an Enabling Resolution (ER);
6. authorize any formal public statement in the name of the Congregation;
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 from the Board of Trustees.

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), the immediate past-President (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.

IV. 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, as outlined in the policy manual.
- B. RESPONSIBILITIES—The Board shall:

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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 organization 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;
 3. Provide oversight in all areas of congregational life;
 4. Represent UUTC in the broader community;
 5. Be assisted in its responsibilities by the appropriate UUTC committees and/or task groups and/or individuals.

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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 of 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. At its discretion, the Board may invite comment from non-board members in attendance.

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D. COMPOSITION AND TERMS—The time limit on consecutive Board service shall be six years. Filling an unexpired term through an appointment does not count in this limit. The Board shall consist of:

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1. the President who may serve a maximum of two consecutive one-year terms and then assumes an ex-officio member role for one year;
 2. the President-elect who may serve a maximum of two consecutive one-year terms and then assumes the office of President;
 3. the Secretary who serves a one-year term and may be reelected for two additional successive terms;
 4. the Treasurer who serves a one-year term and may be reelected for two additional successive terms;
 5. three At-large Members, elected annually, who serve a maximum of three years with one rotating off each year.

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V. COMMITTEES

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A. ELECTED—Members of the Nominations Committee shall be elected by the Congregation at the Annual Congregational Meeting.

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1. The committee shall have six members , elected annually. Each member shall serve a maximum of three consecutive years. Each

191 year two members shall rotate off and be replaced by two new
192 members. Should an interim vacancy occur, the members
193 remaining shall appoint someone to fill the vacancy.

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- 195 2. Members of the committee shall be Members of the Congregation
196 and may not hold another elective position while serving in this
197 capacity.
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 - 199 3. Early in each fiscal year the committee will select a chair from
200 among its members and provide that name in writing to the
201 Secretary of the Board. In addition, it will report on its progress
202 during the year to the Board at the time and in a manner determined
203 by the Board for all committees.
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 - 205 4. The committee shall actively encourage the Congregation to
206 suggest to it the names of qualified candidates for nomination for
207 election. It will provide its slate of nominees for election at the
208 Annual Congregational Meeting and will also find qualified
209 candidates to fill interim vacancies in elected positions.
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 - 211 5. The committee will consult with other committees and task groups,
212 as requested, to identify qualified members for them.

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215 B. OTHER—The creation, purpose, structure and composition of all other
216 congregational committees and/or task groups shall be at the discretion, and
217 under the management, of the Board.

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220 VI. CONGREGATIONAL MEETINGS

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222 A. MEETING TYPES—There shall two types of official meetings of the
223 Members of the Congregation for the purpose of conducting UUTC
224 business. One is the Annual Congregational Meeting and the other is a
225 Special Congregational Meeting. In addition, a Congregational Discussion
226 may be called at which resolutions to be voted on at a later date are fully
227 explored with no action being taken. Members will be notified in writing of
228 Congregational Meetings by either e-mail or postal mail at least two weeks
229 in advance of the meeting date. E-mail is an acceptable written medium
230 only for those Members who have previously approved receiving their
231 notices in this manner.

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- 233 1. The Annual Meeting shall be held once each year in May or early
234 June at a time and place determined by the Board. The Annual
235 Meeting is for the purpose of reviewing the activities and events of
236 the current fiscal year, electing new members to the Board of
237 Trustees and Nominations Committee, and approving the operating
238 expenditures budget for the coming fiscal year. Special business

239 may also be conducted. The Annual Meeting notice shall include
240 the time and location, the meeting agenda, the text of any
241 resolutions to be considered, and a list of nominees for election.
242 Only business specified in the meeting notice may be acted upon
243 although other business may be discussed at the discretion of the
244 Board President.

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246 2. Special Meetings will be convened as required by the Board or shall
247 be called by the Board upon receipt of a written request signed by
248 no less than fifteen (15) percent of the current UUTC membership
249 count. Special Meeting notices shall include the time and location,
250 and contain an agenda and text of any resolutions to be considered.
251 Only business specified in the meeting notice may be acted upon
252 although other business can be discussed at the discretion of the
253 Board President.

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255 3. If an Annual Meeting or a Special Meeting includes a resolution
256 involving the lease, sale, purchase or construction by the
257 Congregation of real property or major improvements thereto, in
258 addition to the regular requirements for notice, notice of the meeting
259 and its purpose shall be published in the UUTC newsletter at least
260 thirty (30) days prior to said meeting and announced from the pulpit
261 at least two (2) consecutive Sundays preceding said meeting.

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263 4. If an Annual Meeting or a Special Meeting includes consideration of
264 an Enabling Resolution (ER), the ER must specify a description of
265 the actions to be authorized, a limit on any financial commitment,
266 and a date beyond which the ER is no longer in force.

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268 5. Congregational Discussions will be convened as required by the
269 Board or shall be called by the Board upon receipt of a written
270 request signed by no less than fifteen (15) percent of the current
271 UUTC membership count. Discussion notices shall include the time
272 and location, and explain the context of any matters to be
273 discussed. Only business specified in the notice may be discussed.
274 No quorum is required.

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276 B. QUORUM FOR MEETINGS—A quorum of not less than thirty (30) percent
277 of the current UUTC membership count must be present at a meeting for
278 any vote to be taken. Proxy votes may not be counted in the determination
279 of whether a quorum is present.

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281 1. At the beginning of either the Annual or any Special Meeting, the
282 Board Secretary shall determine whether a quorum is present and
283 so notify the President.

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285 2. If requested by a Member, immediately prior to a vote the Board
286 Secretary shall determine the total of votes to be cast, both in

287 person and proxy, and the number needed for the resolution to
288 pass. If a quorum is no longer present, the vote may not be taken.

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290 3. Decisions will be made by simple majority of the votes cast (in
291 person and proxy), EXCEPT for matters referred to in Article IV,
292 Section A, Numbers 4,5,6,7,8, 9, 10 and 11, which decisions shall
293 require no less than two-thirds of the votes cast (in person and
294 proxy) in order to pass.

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296 C. PROXY VOTES—A proxy voting form that allows a Member to assign
297 his/her vote to another Member who will attend the meeting shall
298 accompany notification of either the Annual or any Special Meetings.

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300 1. Completed proxy voting forms must be in the possession of the
301 Board Secretary at the time the meeting is called to order.

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303 2. On a voice vote that is close, the Secretary may call upon each
304 Proxy to announce the vote s/he is holding; on a written vote, the
305 Proxy must request and cast a ballot for the absent voter. Only the
306 Member to whom the Proxy was originally assigned may cast such
307 vote.

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309 3. Proxy votes may not be cast for any resolution changed or amended
310 at the Meeting.

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312 D. RULES OF PROCEDURE—The rules contained in the most current edition
313 of *Robert's Rules of Order Newly Revised* shall govern the conduct of
314 Congregational business unless they are inconsistent with these bylaws or
315 other special rules of order the Congregation may adopt.

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318 VII. MINISTER

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320 A. LEADERSHIP—UUTC engages a Minister to provide spiritual leadership in
321 keeping with the purpose of this Congregation as set out in Article II. For a
322 full-time minister, s/he must be in fellowship with the Unitarian Universalist
323 Association (UUA) and shall adhere to its Code of Professional Practice for
324 the Unitarian Universalist Ministry. The Minister shall have the freedom of
325 the pulpit as well as freedom to express individual opinion outside the pulpit.

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327 B. DUTIES—The role of the Minister in Congregational life shall be set out in a
328 Letter of Agreement (contract) signed upon initial hiring and renewed at the
329 beginning of each fiscal year. The Letter will also contain the compensation
330 agreement for that fiscal year. More detailed duties are contained in a job
331 description created in consultation with the Minister and modified annually if
332 necessary.

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335 VIII. FISCAL YEAR

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

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343 IX. PROTECTION OF NONPROFIT STATUS

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

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351 X. INDEMNIFICATION

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353 UUTC shall indemnify (including attorney fees and legal expenses) any elected or
354 appointed officer, volunteer, employee, or representative of UUTC, past or present,
355 against personal liability incurred while carrying out the duties and functions of UUTC,
356 *EXCEPT liability resulting from: (1) acts or omissions not performed in good faith, or*
357 *which involve intentional misconduct or a knowing violation of the law, or (2) any*
358 *breach of duty or loyalty to UUTC or its Members.* The provisions of this article shall
359 not be deemed exclusive of any other rights to which such person may be entitled
360 under any bylaw, agreement, insurance policy, vote of the Members or otherwise.

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363 XI. RATIFICATION AND AMENDMENT

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365 A. RATIFICATION—Upon ratification, these bylaws take effect immediately
366 and supersede all former bylaws of UUTC.

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368 B. AMENDMENT—Amendment of these bylaws may occur at a Special or
369 Annual Congregational Meeting. The process is contained in Article VII,
370 MEETINGS.

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373 XII. DISSOLUTION

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