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Proposal for Congregational Discussion
Unitarian Universalists of Transylvania County Bylaws
Working Draft/March 2008

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 founded by ratification of a State of North Carolina Charter on June 6, 1999.
- C. UUTC is a member congregation of the Unitarian Universalist Association (UUA) headquartered in Boston, MA and of UUA's Thomas Jefferson 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:
1. the inherent worth and dignity of every person;
 2. justice, equality, and compassion in human relations;
 3. acceptance of one another and encouragement of spiritual growth;
 4. a free and responsible search for truth and meaning;
 5. the right of conscience and the use of the democratic process within the Congregation and in society at large;
 6. the goal of world community with peace, liberty, and justice for all; and
 7. respect for the interdependent web of existence of which all people 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, age, or national origin and without requiring adherence to any religious belief or creed.

48 B. MEMBERS—Members are entitled to all services of UUTC which includes
49 the right to vote. Any person may become a member of UUTC providing
50 such person:

- 51 1. is age sixteen or older;
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- 53 2. meets with the President of the Board or his/her designate to
54 discuss the rights and responsibilities of membership;
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- 56 3. agrees to support the purpose of UUTC with an annual financial
57 pledge (or service contribution of time and talent as approved by the
58 minister);
- 59
- 60 4. agrees to abide by these Bylaws and other decisions lawfully made
61 by the Congregation or the Board of Trustees;
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- 63 5. signs the membership book in the presence of an officer of the
64 UUTC Board of Trustees.
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67 C. FRIENDS—Friends are entitled to all services of UUTC, including the right
68 to speak at meetings, but excluding the right to vote or hold an elective
69 office. A person may become a Friend of UUTC providing such person:

- 70 1. meets the requirements for membership but chooses not to sign the
71 membership book, requesting Friend status instead; or
- 72
- 73 2. is the spouse or partner of a Member and requests Friend status.
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76 D. CHANGES IN MEMBER OR FRIEND STATUS

- 77 1. A Member or Friend of UUTC may discontinue that status by
78 submitting a written request to the Secretary of the Board of
79 Trustees.
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- 81 2. The Board Secretary will remove from member or friend status any
82 person who is deceased.
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- 84 3. The Board of Trustees may, after all appeals have been exhausted,
85 instruct the Board Secretary to remove from member or friend status
86 any person that has behaved in a manner that undermines the
87 wellbeing of the Congregation.
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- 89 4. Any Member or Friend that has not participated in the life of UUTC
90 during the prior fiscal year shall be contacted by the Board
91 Secretary to determine his/her intention to maintain that status. If
92 s/he does not intend to resume participation or does not respond,
93 the Board of Trustees may instruct the Board Secretary to remove
94 that person from member or friend status.
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96 IV. GOVERNANCE

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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 major multi-year fund-raising and/or the assumption of major long-term indebtedness;
5. approve any 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. authorize any formal public statement in the name of the Congregation;
8. approve a ministerial candidate to serve as minister;
9. adopt Bylaws or amendments to them;
10. terminate a minister’s employment with UUTC;
11. 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.

144 V. BOARD OF TRUSTEES

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- 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.
- B. RESPONSIBILITIES—The Board shall 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. The Board will provide leadership in all areas of congregational life and will represent UUTC in the broader community. The Board shall 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 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.
- 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:
 - 1. the President who serves a one-year term, and then assumes an ex-officio member role for one year;
 - 2. the President-elect who serves a one-year term 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 whose three-year terms with no succession are staggered to replace one each year.

188 VI. 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 with three-year terms, no succession, and the terms shall be staggered so that each year two members rotate off and are replaced by two new members. Should an interim vacancy occur, the members remaining shall appoint someone to complete the term.
2. Members of the committee shall be Members of the Congregation and may not hold another elective position while serving in this capacity.
3. Early in each fiscal year the committee will select a chair from among its members and provide that name in writing to the Secretary of the Board. In addition, it will report on its progress during the year to the Board at the time and in a manner determined by the Board for all committees.
4. The committee shall actively encourage the Congregation to suggest to it the names of qualified candidates for nomination for election. It will provide its slate of nominees for election at the Annual Congregational Meeting and will also find qualified candidates to fill interim vacancies in elected positions.
5. The committee will assist other committees and task groups, as requested, to enlist qualified members for them.

B. OTHER—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.

VII. CONGREGATIONAL MEETINGS

A. MEETING TYPES—There shall two types of official meetings of the Members of the Congregation for the purpose of conducting UUTC business. One is the Annual Congregational Meeting and the other is a Special Congregational Meeting. In addition, a Congregational Discussion Meeting may be called at which resolutions to be voted on at a later date are fully explored with no action being taken. Members will be notified in writing of Congregational Meetings by either e-mail or postal mail at least two weeks in advance of the meeting date. 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

240 Trustees and Nominations Committee, and approving the operating
241 expenditures budget for the coming fiscal year. Special business
242 may also be conducted. The Annual Meeting notice shall include
243 the time and location, the meeting agenda, the text of any
244 resolutions to be considered, and a list of nominees for election.
245 Only business specified in the meeting notice may be acted upon
246 although other business may be discussed at the discretion of the
247 Board President.
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249 2. Special Meetings will be convened as required by the Board or shall
250 be called by the Board upon receipt of a written request signed by
251 no less than fifteen (15) percent of the current UUTC membership
252 count. Special Meeting notices shall include the time and location,
253 and contain an agenda and text of any resolutions to be considered.
254 Only business specified in the meeting notice may be acted upon
255 although other business can be discussed at the discretion of the
256 Board President.
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258 3. If an Annual Meeting or a Special Meeting includes a resolution
259 involving the lease, sale, purchase or construction by the
260 Congregation of real property or major improvements thereto, in
261 addition to the regular requirements for notice, notice of the meeting
262 and its purpose shall be published in the UUTC newsletter at least
263 thirty (30) days prior to said meeting and announced from the pulpit
264 at least two (2) consecutive Sundays preceding said meeting.
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266 4. If an Annual Meeting or a Special Meeting includes consideration of
267 an Enabling Resolution (ER), the ER must specify a description of
268 the actions to be authorized, a limit on any financial commitment,
269 and a date beyond which the ER is no longer in force.
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271 5. Discussion Meetings will be convened as required by the Board or
272 shall be called by the Board upon receipt of a written request signed
273 by no less than fifteen (15) percent of the current UUTC
274 membership count. Discussion Meeting notices shall include the
275 time and location, and explain the context of any matters to be
276 discussed. Only business specified in the meeting notice may be
277 discussed. No quorum is required.
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279 B. QUORUM FOR MEETINGS—A quorum of not less than thirty (30) percent
280 of the current UUTC membership count must be present at a meeting for
281 any vote to be taken. Proxy votes may not be counted in the determination
282 of whether a quorum is present.
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284 1. At the beginning of either the Annual or any Special Meeting, the
285 Board Secretary shall determine whether a quorum is present and
286 so notify the President.
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- 288 2. If requested by a Member, immediately prior to a vote the Board
289 Secretary shall determine the total of votes to be cast, both in
290 person and proxy, and the number needed for the resolution to
291 pass. If a quorum is no longer present, the vote may not be taken.
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293 3. Decisions will be made by simple majority of the votes cast (in
294 person and proxy), EXCEPT for matters referred to in Article IV,
295 Section A, Numbers 4,5,6,7,8, 9, 10 and 11, which decisions shall
296 require no less than two-thirds of the votes cast (in person and
297 proxy) in order to pass.
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299 C. PROXY VOTES—A proxy voting form that allows a Member to assign
300 his/her vote to another Member who will attend the meeting shall
301 accompany notification of either the Annual or any Special Meetings.
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303 1. Completed proxy voting forms must be in the possession of the
304 Board Secretary at the time the meeting is called to order.
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306 2. On a voice vote that is close, the Secretary may call upon each
307 Proxy to announce the vote s/he is holding; on a written vote, the
308 Proxy must request and cast a ballot for the absent voter. Only the
309 Member to whom the Proxy was originally assigned may cast such
310 vote.
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312 3. Proxy votes may not be cast for any resolution changed or amended
313 at the Meeting.
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315 D. RULES OF PROCEDURE—The rules contained in the most current edition
316 of *Robert's Rules of Order Newly Revised* shall govern the conduct of
317 Congregational business unless they are inconsistent with these bylaws or
318 other special rules of order the Congregation may adopt.
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321 VIII. MINISTER

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323 A. LEADERSHIP—UUTC engages a Minister to provide spiritual leadership in
324 keeping with the purpose of this Congregation as set out in Article II. For a
325 full-time minister, s/he must be in fellowship with the Unitarian Universalist
326 Association (UUA) and shall adhere to its Code of Professional Practice for
327 the Unitarian Universalist Ministry. The Minister shall have the freedom of
328 the pulpit as well as freedom to express individual opinion outside the pulpit.
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330 B. DUTIES—The role of the Minister in Congregational life shall be set out in a
331 Letter of Agreement (contract) signed upon initial hiring and renewed at the
332 beginning of each fiscal year. The Letter will also contain the compensation
333 agreement for that fiscal year. More detailed duties are contained in a job
334 description created in consultation with the Minister and modified annually if
335 necessary.

336 IX. FISCAL YEAR

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

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344 X. PROTECTION OF NONPROFIT STATUS

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

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352 XI. INDEMNIFICATION

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

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364 XII. RATIFICATION AND AMENDMENT

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

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

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374 XIII. DISSOLUTION

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