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Unitarian Universalists of Transylvania County Bylaws  
As Amended on XX/XX/XXXX

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8 I. NAME and AFFILIATION  
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- 10 A. The name of this religious congregation, located in Transylvania County, North Carolina, is  
11 Unitarian Universalists of Transylvania County, hereafter referred to as UUTC or the  
12 Congregation.  
13 B. UUTC was chartered on June 6, 1999.  
14 C. UUTC is a member congregation of the Unitarian Universalist Association (UUA) and of UUA's  
15 Southern Region, Southeast District.  
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17 II. PURPOSE and PRINCIPLES  
18

- 19 A. PURPOSE—The purpose of UUTC is to create a community that encourages free spiritual  
20 discovery and growth, celebrates personal and religious diversity, and promotes active,  
21 responsible involvement in the larger community.  
22 B. PRINCIPLES—Members and Friends covenant together to affirm and promote the following  
23 principles:  
24 The inherent worth and dignity of every person;  
25 Justice, equity, and compassion in human relations;  
26 Acceptance of one another and encouragement to spiritual growth in our congregation;  
27 A free and responsible search for truth and meaning;  
28 The right of conscience and the use of the democratic process within our congregation  
29 and in society at large;  
30 The goal of world community with peace, liberty, and justice for all;  
31 Respect for the interdependent web of all existence of which we are a part.  
32

33 III. MEMBERSHIP  
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- 35 A. INCLUSION—UUTC affirms and promotes participation in all its activities without regard to  
36 race, color, sex, disability, affectional or sexual orientation, gender identity or expression,  
37 age, or national origin and without requiring adherence to any religious belief or creed.  
38 B. MEMBERS—Members shall be of age 16 or older and are entitled to all the services and  
39 privileges of UUTC, including the right to vote. Participation in an introductory class is  
40 encouraged. Membership is open to any person who:  
41 1. is in sympathy with the principles and purposes of UUTC;  
42 2. agrees to abide by the UUTC Bylaws and other decisions lawfully made by the  
43 Congregation or the Board of Trustees;  
44 3. commits to actively participate in the life of UUTC and make an annual contribution of  
45 record;  
46 4. signs the Membership Book in the presence of the Minister or a member of the Board.  
47 C. FRIENDS - Friends shall be of age 16 or older and are entitled to all the services and privileges  
48 of UUTC, including the right to speak at meetings, but excluding the right to vote or hold an  
49 elective office. Participation in an introductory class is encouraged. Friends are expected to

50 make an annual contribution of record. Friend status is open to any person who:

- 51 1. is in sympathy with the principles and purposes of UUTC;
- 52 2. agrees to abide by the UUTC Bylaws and other decisions lawfully made by the
- 53 Congregation or the Board of Trustees;
- 54 3. commits to participate in the life of UUTC and its activities.

55 D. CHANGES IN MEMBER OR FRIEND STATUS

- 56 1. A Member or Friend of UUTC may request a change of status by completing and
- 57 submitting a Change of Status form to Administrative Staff.
- 58 2. Administrative Staff shall remove from Member or Friend status any person who is
- 59 deceased.
- 60 3. The Board of Trustees may instruct Administrative Staff to remove from Member or
- 61 Friend status any person who has behaved in a manner that undermines the well-being of
- 62 the Congregation, in accordance with existing Board policy and/or Safe Congregation
- 63 policy. However, that person shall have the right to appeal in writing and/or meet with
- 64 the Board of Trustees to appeal its decision.
- 65 4. The Board of Trustees shall be informed of any change of status.
- 66 5. The Board shall ensure annual review of the membership rolls to determine membership
- 67 status. A Member or Friend without contact or contribution of record for 3 years will be
- 68 removed.

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70 IV. GOVERNANCE

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

- 77 1. With a quorum of at least thirty (30) percent of the current UUTC membership present,  
78 decisions will be approved by a simple majority of the votes cast (in person and by  
79 absentee ballot) to:
  - 80 a. annually elect a Board of Trustees to act on its behalf;
  - 81 b. annually elect members for the Nominations Committee;
  - 82 c. annually elect members for the Endowment Committee;
  - 83 d. annually approve the next fiscal year's operating expenditures budget;
  - 84 e. authorize Community Outreach Endowment Fund movements from one fund to
  - 85 another as described in Bylaws Article XI, Section C.
- 86 2. With a quorum of at least thirty (30) percent of the current UUTC membership present,  
87 decisions will be approved by at least two-thirds (2/3) majority of the votes cast (in  
88 person and by absentee ballot) to:
  - 89 a. adopt any multi-year fund-raising and/or the assumption of long-term
  - 90 indebtedness;
  - 91 b. adopt any proposed action concerning the lease, sale, purchase or construction
  - 92 of real property or major improvements to such property;
  - 93 c. authorize Community Outreach Endowment Fund disbursements deemed
  - 94 extraordinary as described in Bylaws Article XI, Section E;
  - 95 d. authorize the Board of Trustees to exercise special powers on its behalf with an
  - 96 Enabling Resolution (ER);
  - 97 e. adopt Bylaws or amendments to them;
  - 98 f. remove one or more members who have been elected to office by the
  - 99 Congregation;

- 100 g. terminate a minister's employment with UUTC.
- 101 3. With a quorum of at least forty (40) percent of the current UUTC membership present,
- 102 decisions will be approved by at least ninety (90) percent majority of the votes cast (in
- 103 person and by absentee ballot) to:
- 104 a. accept a ministerial candidate to serve as minister.
- 105 B. ROLE OF THE BOARD OF TRUSTEES—UUTC shall be governed by a Board of Trustees (the
- 106 Board) consisting of the Minister (as an ex-officio, non-voting member) and seven voting
- 107 members elected from a slate of nominees presented to the Congregation at its Annual
- 108 Meeting by the Nominations Committee or nominated from the floor (provided the nominee
- 109 has given prior approval). Nominees must be Members of UUTC. Any interim vacancy on the
- 110 Board shall be filled by an appointment made by the Board from candidates submitted by the
- 111 Nominations Committee and shall be valid until completion of the original term.
- 112 C. ENABLING RESOLUTIONS
- 113 1. The Congregation may authorize the Board to exercise special powers with an Enabling
- 114 Resolution (ER), which enables the Board to take essential action when extraordinary
- 115 circumstances require such action or make it desirable.
- 116 2. An ER may be enacted at the regular Annual Congregational Meeting or any special
- 117 Congregational Meeting convened for the purpose of considering an ER. Notice of any
- 118 meeting in which an ER is to be considered must describe the ER.
- 119 3. Enabling Resolutions must specify:
- 120 a. a limit on any financial commitment to be authorized;
- 121 b. a description of actions to be authorized;
- 122 c. a date beyond which the ER is no longer in force.
- 123 4. Adoption of an ER requires an affirmative vote of no less than two thirds (2/3) of the
- 124 votes cast at a Congregational Meeting.
- 125 5. No later than 30 days following its action, the Board must notify the Congregation of the
- 126 action it has taken.
- 127
- 128 V. BOARD OF TRUSTEES
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- 130 A. AUTHORITY TO ACT—The Board shall have full authority to act on behalf of the Congregation
- 131 with the exception of those actions set out in Bylaws Article IV, Section A above. The Board
- 132 may delegate authority, as appropriate, to UUTC committees and/or task groups and/or
- 133 individuals. The Board has the authority to amend the budget, but it may not increase the
- 134 entire budget by more than 10%.
- 135 B. RESPONSIBILITIES—The Board shall, with appropriate assistance from committees, task
- 136 forces, or individuals:
- 137 1. assume the usual and customary responsibilities for managing the business affairs of the
- 138 Congregation and for providing oversight of its programs. This includes, but is not limited
- 139 to, maintaining an appropriate organizational structure and setting organizational policy;
- 140 2. maintain and annually update a Policy Manual. This Policy Manual shall guide the
- 141 operation and governance of UUTC in accordance with the bylaws and shall be readily
- 142 available to the congregation for review and comment;
- 143 3. provide oversight in all areas of congregational life;
- 144 4. represent UUTC in the broader community;
- 145 5. authorize any formal public statement in the name of the Congregation;
- 146 6. establish special funds, as needed;
- 147 7. approve membership of Board Committees.
- 148 C. MEETINGS—The Board shall hold regular monthly meetings unless there is no business to
- 149 transact and may hold special meetings as the need arises. A meeting quorum will consist of

150 the President or the President-Elect and any three additional voting Board members. The  
151 meetings are open to UUTC Members and Friends to observe, except for when the Board  
152 goes into Closed Session, as outlined in the Policy Manual. Excepting unusual situations, some  
153 time will be allowed at Board meetings for members to address the Board, without the  
154 requirement that they be included on the meeting agenda.

155 D. COMPOSITION AND TERMS

- 156 1. The Board shall consist of:
- 157 a. the President, who serves a single one-year term;
  - 158 b. the President-Elect, who serves a single one-year term and who is expected to  
159 become a candidate for President the next administrative year;
  - 160 c. the Secretary, who serves two consecutive one-year terms;
  - 161 d. the Treasurer, who serves three consecutive one-year terms;
  - 162 e. three At-large Members, who each serve a three-year term. Each year, one At-Large  
163 Member shall rotate off of the Board and be replaced by a new At-Large Member.
- 164 2. No individual may be elected to serve more than three consecutive years on the Board of  
165 Trustees. Should a Board position be vacated during the administrative year, the Board  
166 shall appoint a Congregational Member to complete the vacated term. Time served as an  
167 appointee to complete a vacated position does not count against term limits if that  
168 individual is subsequently elected to serve in that same or another Board position.

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170 VI. BOARD MEMBER DUTIES

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172 A Duties of the UUTC President include:

- 173 1. preside over meetings of the Board and of the Congregation;
- 174 2. inform the Congregation of activities and decisions of the Board;
- 175 3. bring before the Board administrative issues for their resolution;
- 176 4. represent UUTC to the public and to the denomination;
- 177 5. see that administration of UUTC affairs conforms to the provisions of these Bylaws;
- 178 6. prepare, with the other Board members, an agenda to be distributed to the Congregation  
179 by the Secretary for any Congregational Meeting;
- 180 7. serve on the Board Negotiating Team to negotiate contract terms for an Interim,  
181 Transitional, or Settled Minister;
- 182 8. discharge other duties as may reasonably appertain to this office.

183 B. Duties of the UUTC President-Elect include:

- 184 1. function in the place of the President, if necessary;
- 185 2. serve on the Board Negotiating Team to negotiate contract terms for an Interim,  
186 Transitional, or Settled Minister;
- 187 3. undertake other responsibilities as assigned by the Board.

188 C. Duties of the UUTC Secretary include:

- 189 1. maintain an accurate record of all activities of the Board and of any Congregational  
190 Meeting;
- 191 2. arrange for publication of information about activities of the Board and the Congregation  
192 within UUTC;
- 193 3. notify the Congregation at least two weeks in advance of any Congregational Meeting.  
194 Such notification shall include a meeting agenda, a list of Nomination Committee  
195 nominees, when appropriate, and absentee ballots;
- 196 4. assure safe storage of all records of UUTC Board and Congregational activities;
- 197 5. prepare correspondence for, and with the approval of, the Board.

198 D. Duties of the UUTC Treasurer include:

- 199 1. advise the Board of financial needs, priorities and concerns based on Member input and

- 200 Finance Committee recommendations;
- 201 2. safeguard all UUTC monies and documents in reasonably accessible locations;
- 202 3. disburse monies for approved (budgeted) expenses or according to Board direction;
- 203 4. provide open and timely disclosure of budget plans and changes to the Congregation;
- 204 5. provide timely accounting records of all financial activities and facts (receipts,
- 205 disbursements, earnings, losses, obligations, and fund balances) to the Board, the Finance
- 206 Committee and the Congregation;
- 207 6. supervise the Bookkeeper;
- 208 7. serve as a non-voting member of the Finance Committee;
- 209 8. serve on the Board Negotiating Team to negotiate contract terms for an Interim,
- 210 Transitional, or Settled Minister.
- 211 E. Duties of the At-large Board Members include:
- 212 1. attend meetings of the Board and participate in its activities;
- 213 2. discharge other duties as may be assigned by the Board or that reasonably may be
- 214 assumed by members of the Board.
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## 216 VII. COMMITTEES

### 217 A. COMMITTEES OF THE CONGREGATION

- 218 1. NOMINATIONS COMMITTEE - Members of the Nominations Committee shall be elected
- 219 by the Congregation at the Annual Congregational Meeting.
- 220 a. The committee shall be comprised of three members. Each member shall be elected
- 221 annually for a one-year term and shall serve a maximum of three consecutive years.
- 222 Each year, at least one member shall rotate off and be replaced by (a) new
- 223 member(s). Should an interim vacancy occur, the members remaining shall
- 224 recommend to the Board someone to fill the vacancy for the remainder of the term.
- 225 b. Members of the committee shall be Members of the Congregation and may not hold
- 226 another elective position while serving in this capacity.
- 227 c. The committee shall select a chair from among its members and provide that name in
- 228 writing to the Secretary of the Board.
- 229 d. The committee shall actively encourage the Congregation to suggest to it the names
- 230 of qualified candidates for nomination for election. It will provide to the Board its
- 231 slate of nominees for election at the Annual Congregational Meeting no later than
- 232 the Board's regular April meeting. The list of nominees shall be published no later
- 233 than in the May Newsletter. The committee will also propose qualified candidates to
- 234 fill interim vacancies in elected positions.
- 235 2. ENDOWMENT COMMITTEE – Members of the Endowment Committee shall be elected by
- 236 the Congregation at the Annual Congregational Meeting.
- 237 a. The Committee shall be comprised of three members.
- 238 b. Members of the Endowment Committee must be Members of the Congregation and
- 239 may not serve simultaneously on the Finance Committee or as Board Treasurer.
- 240 c. Members of the Endowment Committee shall be identified and nominated by the
- 241 Nominations Committee.
- 242 d. Nominations to the Endowment Committee shall be opened to the floor at the
- 243 Annual Congregational Meeting; individuals nominated from the floor must have
- 244 agreed to be nominated prior to their nomination.
- 245 e. Each member shall be elected annually for a one-year term and may serve a
- 246 maximum of three consecutive years. Each year, at least one member shall rotate off
- 247 the Committee and be replaced by (a) new member(s). Should an interim vacancy
- 248 occur, the Board will appoint a member to fill the vacancy.
- 249

- 250 f. The Endowment Committee shall select a chair from among its members and provide  
251 that name in writing to the Secretary of the Board.
- 252 B. COMMITTEES OF THE BOARD - The creation, purpose, structure and composition of all other  
253 committees and/or task groups shall be at the discretion, and under the management, of the  
254 Board.

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256 VIII. CONGREGATIONAL MEETINGS

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- 258 A. MEETING TYPES—There shall be two types of official meetings of the Members of the  
259 Congregation for the purpose of conducting UUTC business, including voting. One is the  
260 Annual Congregational Meeting and the other is a Special Congregational Meeting. In  
261 addition, a Congregational Discussion may be called at which resolutions to be voted on at a  
262 later date or other matters of interest to the whole Congregation are fully explored, with no  
263 action being taken. Members shall be notified in writing of Congregational Meetings and  
264 Discussions at least 14 days in advance of the meeting date by either e-mail or postal mail. E-  
265 mail is an acceptable written medium only for those Members who have previously approved  
266 receiving their notices in this manner.
- 267 1. The Annual Meeting shall be held once each year in May or early June at a time and place  
268 determined by the Board. The Annual Meeting is for the purpose of reviewing the  
269 activities and events of the current fiscal year, electing new members to the Board of  
270 Trustees, Nominations Committee, and Endowment Committee, approving the  
271 operating expenditures budget for the coming fiscal year, and reviewing the financial  
272 statement and fund balances of UUTC. Special business may also be conducted. The  
273 Annual Meeting notice shall include the time and location, the meeting agenda, the text  
274 of any resolutions to be considered, a list of nominees for election, and an absentee  
275 ballot. Only business specified in the meeting notice may be acted upon, although other  
276 business may be discussed at the discretion of the Board President.
- 277 2. Special Meetings will be convened as required by the Board or shall be called by the  
278 Board upon receipt of a written request signed by no less than fifteen (15) percent of the  
279 current UUTC membership.  
280 Special Meeting notices shall include the time and location, and contain an agenda and  
281 text of any resolutions to be considered. Only business specified in the meeting notice  
282 may be acted upon, although other business may be discussed at the discretion of the  
283 Board President.
- 284 3. If an Annual Meeting or a Special Meeting includes a resolution involving the lease, sale,  
285 purchase or construction by the Congregation of real property or major improvements  
286 thereto, in addition to the regular requirements for notice, notice of the meeting and its  
287 purpose shall be published in the UUTC newsletter at least thirty (30) days prior to said  
288 meeting and announced from the pulpit at least two (2) consecutive Sundays preceding  
289 said meeting.
- 290 4. If an Annual Meeting or a Special Meeting includes consideration of an Enabling  
291 Resolution (ER), as described in Bylaws Article IV, Section C, the ER must specify a  
292 description of the actions to be authorized, a limit on any financial commitment, and a  
293 date beyond which the ER is no longer in force.
- 294 5. Congregational Discussions may be convened at the discretion of the Board or shall be  
295 called by the Board upon receipt of a written request signed by no less than fifteen (15)  
296 percent of the current UUTC membership. Discussion notices shall include the time,  
297 location, and subject matter to be discussed. Only business specified in the notice may be  
298 discussed. No quorum is required, and no votes will be taken. At each meeting a time  
299 shall be provided for individual members to raise issues for discussion at future meetings.

300 These issues may not be discussed during the current meeting.

301 B. PROTOCOLS FOR MEETINGS

- 302 1. A quorum of the current UUTC membership must be present at a meeting for any vote to  
303 be taken. (See Bylaws Article IV, Section A, for quorum requirements.) Absentee ballots  
304 may not be counted in the determination of whether a quorum is present.
- 305 2. At the beginning of either the Annual or any Special Meeting, the Board Secretary shall  
306 determine whether a quorum is present and so notify the President.
- 307 3. Before any vote, any member may require the Secretary to determine whether a quorum  
308 is present. If a quorum is not present, or is no longer present, no vote, other than a vote  
309 to adjourn, may be taken.
- 310 4. Protocols to adopt resolutions are found in Bylaws Article IV, Section A.

311 C. ABSENTEE VOTING - Members may submit absentee ballots at both Annual and Special  
312 Meetings. An absentee ballot form shall accompany notification of such meetings.

- 313 1. Completed absentee ballots must be in the possession of the Board Secretary at the time  
314 the meeting is called to order.
- 315 2. On a voice vote that is close, the Secretary may announce each absentee vote s/he is  
316 holding. On a secret ballot, the secretary must tally all the absentee votes and add them  
317 to the written ballots that are submitted.

318 D. RULES OF PROCEDURE—The rules contained in the most current edition of Robert's Rules of  
319 Order Newly Revised shall serve as guidelines to govern the conduct of Congregational  
320 business, unless they are inconsistent with these bylaws or other special rules of order the  
321 Congregation may adopt.

322 E. REMOTE VOTING – Under extraordinary circumstances (e.g., pandemic), when the  
323 Board of Trustees is unable to convene an in-person congregational meeting  
324 safely, the Board has the authority to determine a remote voting process (e.g., mail-in ballots,  
325 email votes) to ensure that the organization can conduct business in a timely manner.

- 326 1. Remote ballots will be sent to Members early enough to provide sufficient time for  
327 completion and return of the ballots. A deadline for submission will be clearly stated on  
328 the remote ballot.
- 329 2. The Board will provide ample opportunity for congregational input prior to a remote  
330 vote, but ballot resolutions may not be amended during the voting process.
- 331 3. The number of valid Member ballots received in the remote process must meet the  
332 applicable quorum and approval protocols described in Bylaws Article IV, Section A. In a  
333 remote voting situation, remote ballots count towards establishing a quorum.
- 334 4. The Board shall ensure transparency and integrity in the voting process.
- 335 5. All remote ballots will be retained in a secure location under the control of the Board  
336 Secretary for at least three years.

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338 IX. MINISTER

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340 A. LEADERSHIP—UUTC engages a Minister to provide spiritual leadership in keeping with the  
341 purpose of this Congregation as set out in Bylaws Article II. A full-time minister must be in  
342 fellowship with or in the process of becoming fellowshiped by the Unitarian Universalist  
343 Association (UUA) and shall adhere to its Code of Professional Practice for the Unitarian  
344 Universalist Ministry. The Minister shall have the freedom of the pulpit as well as freedom to  
345 Express individual opinion outside the pulpit.

346 B. DUTIES—The role of the Minister in Congregational life shall be set out in a Letter of  
347 Agreement (contract) signed upon initial hiring and renewed at the beginning of each fiscal  
348 year. The Letter shall also contain the compensation agreement for that fiscal year. More  
349 detailed duties are contained in the Agreements.

- 350 C. VACANCY  
351 1. Whenever a vacancy occurs in the position of Minister, the Board of Trustees shall initiate  
352 processes to appoint an interim or a transitional minister and to search for a new  
353 minister.  
354 2. Specifics shall be included in the UUTC Board Operating Guidelines.  
355 3. For quorum and decision requirements to call a new minister, see Bylaws Article IV,  
356 Section A, 3.

- 357 D. RESIGNATION  
358 1. Conditions regarding resignation by the Minister shall be included in the employment  
359 contract whereby the Minister is hired.  
360 2. Procedures to be followed by the Board and Congregation shall be included in the UUTC  
361 Board Operating Guidelines.

- 362 E. TERMINATION - The Minister may be terminated as follows:  
363 1. Twenty percent (20%) of the voting members of the Church may petition the Board, in  
364 writing, to dismiss the Minister.  
365 2. The Board shall act on the petition by calling a Congregational Meeting as prescribed in  
366 Bylaws Article VIII, Section A, 2. The Minister shall be invited to speak at this meeting.  
367 3. A Congregational vote to terminate the Minister shall be taken by secret ballot. Quorum  
368 and decision requirements are prescribed in Bylaws Article IV, Section A, 2.  
369 4. A decision to terminate the Minister shall be followed by a letter to the Minister by the  
370 Board confirming the termination with at least 90 days notice.

- 371  
372 X. FISCAL YEAR  
373  
374 The fiscal and administrative year of UUTC shall run from July 1 through June 30. Members of the  
375 Board of Trustees, Nominations Committee, and Endowment Committee shall begin their terms  
376 on July 1 and, unless specifically provided otherwise, contractual terms will conform to the  
377 administrative year.  
378

- 379 XI. COMMUNITY OUTREACH ENDOWMENT FUND  
380 A. CREATION - The Unitarian Universalists of Transylvania County affirm and formalize by  
381 integration into the Bylaws the creation of the Community Outreach Endowment Fund as  
382 proposed and noted in minutes of the Congregational Meeting of May 30, 2009.  
383 B. PURPOSE – The purpose of the Community Outreach Endowment Fund is to further the long-  
384 term financial health of the Congregation and to support its mission. Annual disbursements  
385 from the fund can be used for community outreach, social justice, and educational and  
386 spiritual exploration programs. Withdrawals from the Community Outreach Endowment Fund  
387 are not to be used either for capital projects or for operating expenditures, except in the case  
388 of extraordinary need, where not using these funds threatens the existence of UUTC as  
389 determined by the Board.

- 390 C. RECEIPT AND INVESTMENTS OF FUNDS  
391 1. Receipt of funds and gifts:  
392 a. To be added directly to the Community Outreach Endowment Fund, gifts to UUTC  
393 must have clear indication from the donor that the gift is to be added to the Community  
394 Outreach Endowment Fund.  
395 b. Non-cash gifts to the Community Outreach Endowment Fund will be converted to  
396 cash as soon as practical, consistent with policies applicable to non-cash gifts as found in  
397 Article V of the Policy Manual: Finance.  
398 2. Investment of funds:  
399 a. Funds designated for the Community Outreach Endowment Fund shall be kept



- 400 separate from the general operating and capital funds of the Congregation.
- 401 b. Funds shall be invested in socially responsible investment funds such as the UUA
- 402 Common Endowment Fund, or some similar vehicle.
- 403 c. To move funds from one socially responsible investment fund to another requires
- 404 approval by a simple majority of the vote of the Congregation in a meeting called in a
- 405 manner consistent with Bylaws Article IV, Section A, 1.
- 406 D. ORDINARY DISBURSEMENT OF FUNDS - The Endowment Committee shall:
- 407 1. develop and maintain Operating Guidelines and Procedures, in consultation with the
- 408 Board, for the disbursement of funds from the Community Outreach Endowment Fund.
- 409 The guidelines and procedures shall be consistent with the purpose of the Community
- 410 Outreach Endowment Fund, as indicated in Bylaws Article XI Section B;
- 411 2. disburse funds annually from the Community Outreach Endowment Fund at a designated
- 412 percentage of the fund, typically at 3-5% of the total value of the fund;
- 413 3. identify appropriate recipients for disbursements from the Community Outreach
- 414 Endowment Fund (in compliance with conditions noted in Bylaws Article XI Section B and
- 415 Operating Guidelines as approved by the Board) and request the Treasurer to effect said
- 416 disbursements;
- 417 4. request no disbursements from the Community Outreach Endowment Fund if the
- 418 balance of the Fund is less than 90% of the nominal value of the gifts to the Fund (not
- 419 considering inflation or deflation) or the disbursements would cause the balance of the
- 420 Fund to be less than 90% of the nominal value of the Fund;
- 421 5. report to the Congregation, at its Annual Meeting, the Committee's activities for the
- 422 current fiscal year.
- 423 E. EXTRAORDINARY DISBURSEMENTS OF FUNDS – In certain circumstances, the Congregation
- 424 may borrow monies from the Community Outreach Endowment Fund.
- 425 1. The loan must be approved by a 2/3 majority vote of Congregation in a congregational
- 426 meeting, convened as noted in Bylaws Article IV, Section A, 2.
- 427 2. Contemporaneous with the approval of the loan, the Congregation must approve a
- 428 schedule of repayment with interest.
- 429 3. The Board of Trustees must, at each Annual Meeting subsequent to the initiation of the
- 430 loan and continuing until the loan is fully repaid, report the status of the loan to the
- 431 Congregation.

## 432 XII. PROTECTION OF NONPROFIT STATUS

433 Neither the Congregation, the Board of Trustees, nor any employee of UUTC shall take any action

434 or allow any activity or use of UUTC property which shall endanger the nonprofit corporate status

435 or charitable, tax-exempt status of UUTC or its property. Nothing in these bylaws shall be

436 construed to allow a violation of this section.

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## 440 XIII. INDEMNIFICATION

441 UUTC shall indemnify (including attorney fees and legal expenses) any elected or appointed

442 officer, volunteer, employee, or representative of UUTC, past or present, against personal liability

443 incurred while carrying out the duties and functions of UUTC, EXCEPT liability resulting from: (1)

444 acts or omissions not performed in good faith, or which involve intentional misconduct or a

445 knowing violation of the law, or (2) any breach of duty or loyalty to UUTC or its Members. The

446 provisions of this article shall not be deemed exclusive of any other rights to which such person

447 may be entitled under any bylaw, agreement, insurance policy, vote of the Members or

448 otherwise.

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451 XIV. RATIFICATION AND AMENDMENT

452

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

455 B. AMENDMENT—Amendment of these bylaws may occur at a Special or Annual Congregational  
456 Meeting. The process is contained in Bylaws Article VIII, CONGREGATIONAL MEETINGS.

457

458 XV. DISSOLUTION

459

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

DRAFT