

BYLAWS OF THE UNITARIAN UNIVERSALIST CONGREGATION OF ASHEVILLE

ARTICLE I – NAME AND DENOMINATIONAL AFFILIATION

In accordance with the North Carolina Certificate of Incorporation (amended March 2012; hereafter the Charter) the name of this Congregation shall be the Unitarian Universalist Congregation of Asheville, North Carolina, Inc. (UUCA). The Congregation shall be affiliated with the Unitarian Universalist Association (UUA).

ARTICLE II – PURPOSE

This Congregation, as stated in the Charter, organizes, conducts, and carries on various plans, efforts, and undertakings for the general, spiritual, moral, and social well-being and improvement of its members and the community in which they live.

ARTICLE III – NON-DISCRIMINATION

The Congregation declares and affirms its special responsibility to promote the full participation of all persons in all of its activities and in the full range of human endeavor without regard to arbitrary criteria or protected characteristics.

ARTICLE IV – MEMBERSHIP

Section 1. A Voting Member is a person who:

- a. is in sympathy with the purpose and mission of the Congregation and abides by its covenant,
- b. has completed the UUCA Coming of Age program or reached the age of 16,
- c. has completed a course of study approved by the Board of Trustees or has discussed the matter with a Minister or person designated by the Lead Minister,
- d. completes an annual commitment form and makes an annual recorded contribution; and
- e. has signed the Membership Book.

Section 2. Voting Members elect members of the Board of Trustees and the Leadership Development Committee. They are entitled to all the services of the Congregation. Voting Members who are the age of maturity in North Carolina may serve in governance or leadership positions established by these bylaws.

Section 3. Member Emeritus. A Voting Member who is no longer able to participate in the activities of the Congregation but who wishes to retain an affiliation may be designated as such at the discretion of the Lead Minister.

Section 4. The number of Voting Members recorded in the church database, maintained by the Congregation's staff, will be used to establish quorums at congregational meetings and for reports to the UUA. A Voting Member's name shall be removed from active membership status in case of:

- a. the member's death;
- b. written request by the member to the Congregation's office;
- c. the lack of an annual commitment form and/or recorded contribution; however, attempts will be made to contact the Member prior to removal; or
- d. removal by a two-thirds (2/3) vote of the Board for actions that the Board and Lead Minister agree violate the Disruptive Persons Policy and/or the Safe and Civil Church Policy.

Section 5. A Sustaining Friend of the Congregation is a person who:

- a. is in sympathy with the Purpose and Mission of the Congregation and abides by its Covenant;
- b. has completed the UUCA Coming of Age program or reached the age of 16;
- c. has completed a course of study approved by the Board of Trustees or has discussed the matter with a Minister or person designated by the Lead Minister;
- d. completes an annual commitment form and makes an annual recorded contribution; and
- e. chooses not to be a Voting Member and identifies him/herself as a Sustaining Friend.
- f. A Sustaining Friend is entitled to all the services of the Congregation excluding the right to vote or serve in governance or leadership positions established by these bylaws. A Sustaining Friend may speak at Congregational meetings. A Sustaining Friend shall be removed from active status in accordance with Art. IV, Section 4.

ARTICLE V – BOARD OF TRUSTEES AND OFFICERS

Section 1. The business and affairs of UUCA shall be the responsibility of the Board of Trustees (a.k.a. Directors in the Charter) elected by the Congregation. The Board shall be composed of nine (9) Trustees. For election see Art. IX, Section 1.

Section 2. The Board shall meet regularly during the year. A majority of its members shall constitute a quorum.

Section 3. Between Congregational meetings, the Board shall act on behalf of the Congregation. The Board sets governance policies that reflect the Mission of the Congregation and delegates the work of implementing the policies to the Executive. In addition to responsibilities described in *Governance Document: Unitarian Universalist Congregation of Asheville* (hereafter Governance Document), maintained by the Board and the Executive, the Board shall have authority to:

- a. Recommend revisions of the bylaws.
- b. Establish meeting dates for the Congregation and Board of Trustees.
- c. Fill vacancies in the Board of Trustees or Leadership Development Committee in consultation with the Leadership Development Committee. At its discretion and providing at least seven elected Trustees remain, the Board may decide not to immediately fill a Board vacancy, but to wait until the next election to replace Trustee(s) who cannot complete their terms. Persons appointed to fill such vacancies shall serve until the end of the current Congregational fiscal year or until successors shall have been elected and assumed office in accordance with Art. IX, Section 6.

- d. Appoint delegates to represent the Congregation at denominational and other meetings.

Section 4. Removal from the Board of Trustees

- a. Resignation by Absences. Any member of the Board of Trustees who shall be absent from three (3) consecutive meetings of the Board or any five (5) regular meetings of the Board in a church year, shall, unless the Board votes otherwise, and after written notification, be considered as having resigned from the Board of Trustees.
- b. Recall. A member of the Board of Trustees may be recalled at a Special Meeting of the Congregation called for that purpose as described in Art. VII, Section 1.

Section 5. Officers. The Officers shall be President, Vice President, and Clerk. Duties are listed below; additional responsibilities of the Officers are described in the Governance Document. Officers shall be selected for one-year terms by the Trustees from among their members at the first meeting of the new board. Immediately upon selection Officers shall begin their term and may be reselected for office.

Section 6: President. The President shall preside at all meetings of the Congregation and the Board and represent the Congregation on all appropriate occasions.

Section 7: Vice President. The Vice President shall act in the place of the President in the latter's absence.

Section 8: Clerk. The Clerk shall coordinate and certify the election process at Congregational meetings, confirming the quorum, and tabulating ballots.

Section 9: Liability of Trustees. A Trustee shall not be personally liable to the Congregation or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any breach of duty or loyalty to the Congregation or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Congregation shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been elected as a Trustee.

ARTICLE VI – MINISTERS

Section 1.

- a. All Ministers shall be in fellowship with the Unitarian Universalist Association (UUA) and shall adhere to the code of professional practice of the Unitarian Universalist Ministers Association.
- b. All Ministers shall have the freedom of the pulpit as well as freedom to express individual opinion outside the pulpit.

Section 2. Lead Minister

- a. The Congregation shall have a Lead Minister who is called at a Congregational Meeting by a 90% majority of votes cast (see Art. VII, Section 3).

- b. The Lead Minister shall be responsible for providing spiritual leadership in keeping with the mission and purpose of the Congregation. The Lead Minister shall be the Executive of the Congregation, serving as Chief of Staff and responsible for the day-to-day operations of UUCA in accordance with the Governance Document.
- c. The Lead Minister shall be an ex-officio, non-voting member of the Board of Trustees as well as any committees or task forces, with the exception of any search committee for a new Lead Minister.
- d. In the case of a vacancy for Lead Minister the Board of Trustees shall initiate the search for a new minister and may appoint an interim minister as needed. The Board may be guided by the comprehensive selection process recommended by the UUA for Called Minister searches.
- e. The Lead Minister may be terminated under either of the following conditions:
 - 1) Upon at least 90-day notice of resignation, in writing, by the Minister to the Board of Trustees. Such period of notice may be altered by mutual consent.
 - 2) A petition by twenty percent (20%) of the Voting Members of the Congregation to the Board, in writing, to dismiss the Minister. The Board shall act on the petition by calling a Congregational Meeting as prescribed in Art. VII. Decision requirements and quorum are prescribed in Art. VII, Sections 3 and 4. The Minister shall be invited to speak at this meeting. A congregational vote by secret ballot to terminate the Minister shall be followed by a letter to the Minister from the Board confirming the termination.

Section 3. Other Ministers

a. Called Ministers

- 1) The Congregation may choose to call another minister in addition to the Lead Minister under terms defined in a Letter of Agreement between the Congregation and that minister as negotiated by the Board of Trustees. That Letter will define the role of that minister in the Congregation and her/his accountability to the Lead Minister.
- 2) A Called Minister will be selected at a Congregational Meeting by a 90% majority of votes cast (see Art. VII, Section 3).
- 3) A Called Minister may be terminated under conditions applied in Art. VI, Section 2.
- 4) In the case of a vacancy for a Called Minister other than the Lead Minister the Board of Trustees will assess whether it wishes to avail itself of the process set out in Art. VI, Section 2.

b. Non-called Minister(s)

- 1) From time to time, the Executive may recommend to the Board of Trustees the employment of other ministers necessary to assist the Executive to achieve the Congregational Ends described in the Governance Document.
- 2) Such Ministers shall be referred to as “Non-called Ministers” and shall report to the Executive.
- 3) The Executive shall establish a process for recruiting, interviewing, and hiring non-called ministers.

ARTICLE VII – MEETINGS OF THE CONGREGATION

Section 1. Meetings of Voting Members for the transaction of business of the Congregation shall be known as Congregational Meetings and shall include two types: Annual and Special.

- a. The Annual Meeting of the Congregation shall be held between May 15 and June 15, inclusive, at a time and place designated by the Board of Trustees.
 - 1) At the Annual Meeting, the Voting Members shall elect Trustees and others as required by these bylaws, approve an annual budget, and conduct such other business as necessary.
- b. Special Congregational Meetings may be called by the Board and shall be called by the Board upon receipt of a written request signed by not fewer than ten percent (10%) of the Voting Members of the Congregation. (See special requirement for removing called ministers in Art. VI, Section 2.)
 - 1) At a Special Meeting, only that business contained in the notice shall be transacted.

Section 2. Notice of a Congregational Meeting shall be given by the Board to Voting Members via Congregational media, electronic and/or print as listed in Governance Document, on or before the tenth (10th) day preceding the date of the meeting except in the case of amending the Bylaws. (See Art. XIII, Section 1).

- a. The Board's notice shall state: the record date for voting membership; the date, time, place of meeting; agenda; text of any resolutions to be considered at the meeting; when elections are to be held, list of nominees; and date, time, and place for absentee ballots to be returned.

Section 3. Voting at Congregational Meetings shall be restricted to Members as of the announced record date for the meeting.

- a. Proxy voting with either paper or electronic ballots shall be allowed with respect to any business to be conducted at the meeting.
 - 1) No proxy ballots shall be counted on any resolution amended in any way at the meeting.
 - 2) Should a Voting Member complete a proxy ballot and then wish to participate in person at a meeting, the proxy ballot shall be destroyed.
- b. A simple majority of the votes cast shall be sufficient to approve business items, except for the following situations:
 - 1) To call a minister, a 90% majority of votes cast shall be necessary; and to dismiss a minister, a two-thirds (2/3) majority of votes cast shall be necessary (see Art. VI, Section 2).
 - 2) To amend these bylaws, a two-thirds (2/3) majority of votes cast shall be necessary (see Art. XIII, Section 1).
 - 3) To acquire or dispose of real property, a two-thirds (2/3) majority of votes cast shall be necessary.
 - 4) To amend or dissolve the Charter of the Corporation, a three-quarters (3/4) majority of votes shall be necessary (see Charter).

Section 4. A quorum for all Congregational meetings shall be ten percent (10%) of the Voting Members (see Art. IV) as of the announced record date for the meeting.

- a. Such a quorum present at the beginning of the meeting shall constitute a quorum throughout the meeting.
- b. Proxy ballots shall be counted in the determination of quorums.

ARTICLE VIII – LEADERSHIP DEVELOPMENT COMMITTEE

Section 1. There shall be a standing Leadership Development Committee (LDC) whose purpose is:

- a. To develop and implement, in consultation with the Board, Executive, Staff, and Congregation, the means for identifying, cultivating, and developing leaders for the Congregation;
- b. To select candidates, in consultation with the Board and the Executive, for positions to be filled at the Congregation’s Annual Meeting
- c. To recommend nominees to the Board of Trustees to fill vacancies on the Board and the Leadership Development Committee that occur between annual Congregational meetings (see Art. V, Section 3);
- d. To assist the Board and Executive as requested in identifying candidates for appointed positions.

Section 2. The committee shall consist of five Members elected by the Congregation. The committee will elect its own chairperson.

Section 3. Members of the Leadership Development Committee shall be elected annually for overlapping three-year terms and shall take office as provided in Art. IX, Section 6. Members of the LDC may be elected for up to two successive terms.

Section 4. Any mid-term vacancy on the Leadership Development Committee shall be filled by appointment by the Board of Trustees (see Art. V, Section 3).

Section 5. Members of the Board of Trustees shall not be eligible to serve on the Leadership Development Committee until their term of office expires. Members of the Leadership Development Committee shall not be eligible to serve on the Board of Trustees until their term of office expires.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. Three Trustees shall be elected annually for three-year terms and shall take office as provided in Section 6 of this Article. A Trustee may not be elected for more than two consecutive terms.

Section 2. Members of the Leadership Development Committee shall be elected annually per Art. VIII.

Section 3. At a meeting of the Board at least 45 days prior to the Annual Meeting, the Leadership Development Committee shall submit a list of nominees for the positions of Trustees, members of the Leadership Development Committee, and for unexpired terms of elected leaders. The list of nominees shall be accepted by the Board and publicized on Congregational media within five (5) days of the Board meeting.

Section 4. Additional nominations for any elective office to be filled at the Annual Meeting may be made by a petition signed by 5% of the Voting Members and submitted to the Clerk at least 30 days prior to the Annual Meeting. No one may be nominated without his or her prior consent. The additional nominee(s) shall be accepted by the Board and publicized on Congregational media within five (5) days.

Section 5. Elections shall be held at the Annual meeting. (See Art. VII.)

Section 6. Trustees and members of the Leadership Development Committee shall take office following their installation at the Annual Meeting at which they were elected and shall serve until their successors have been elected and installed.

ARTICLE X – FISCAL YEAR

The fiscal year of the Congregation shall be from July 1 through the following June 30.

ARTICLE XI – DISSOLUTION

All property shall be held in the name of the Congregation. Dissolution of the Congregation will be as described in the Charter.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, Revised, shall govern in all cases not covered by these bylaws or by any special Rules of Order which may be adopted.

ARTICLE XIII – AMENDMENTS

Section 1. These bylaws may be amended at any Congregational Meeting by a two-thirds (2/3) majority of those votes cast, provided that notice of the proposed amendments has been sent to the Members at least 30 days prior to such meeting.

Section 2. Amendments to the bylaws may be recommended by the Board or proposed by the petition of five percent (5%) of Voting Members. Amendments proposed by the petition must be in writing, must carry the signatures of the proponents, and must be delivered to the Congregation’s office staff at least 60 days before the Annual Meeting.

Section 3. Upon receipt of a petition for amendment, the Congregation’s office staff shall certify the signatures of the Voting Members. If the five percent (5%) threshold is met, the Congregation’s office staff shall so notify the Board. The Board must then schedule the proposed amendment for action at the next Annual Meeting, or may, at its discretion, call a Special Meeting for that purpose.

Change log:

2013: *Adopted new version of the bylaws at Annual Meeting, 6/9/2013.*

2020: *Changed Art. XIII, Sect. 3 to allow two terms for LDC members, approved at Annual Meeting, 6/15/2020*

2022: *Changed Art. VI, Sects. 2 and 3, and Art. VII, Sect 3, to require a 90% majority to call a minister, approved at Annual Meeting, 6/12/2022*