

BYLAWS

THE UNITARIAN UNIVERSALIST CHURCH OF CHARLOTTE, INC.

May 17, 2009

ARTICLE I GENERAL PROVISIONS

- Section 1. Name: The name of this religious society shall be the Unitarian Universalist Church of Charlotte, Inc. (hereinafter referred to as the "UUC"), as incorporated under the laws of the State of North Carolina.
- Section 2. Purpose and Governance: The fundamental core values of the UUC are expressed in the Unitarian Universalist Principles, the Mission statement adopted by the Membership of the UUC, and the Ends and Policies adopted by the UUC Board of Trustees (see Article V, Sec. 2). Operations of the UUC shall be in accordance with these values.
- Section 3. Denominational Affiliation: The UUC shall be a member of the Unitarian Universalist Association (UUA), its successors and assigns, and of the Unitarian Universalist regional conference in which it is located.

ARTICLE II MEMBERSHIP

- Section 1. Membership Qualifications:
Membership is open to all qualified persons, regardless of race, color, gender, sexual orientation, or national origin.
- a. Joining – Any person sixteen years of age or older, in agreement and sympathy with the purpose as stated in Article I, may become a member.
- b. Membership Requirements – Members must make an annual financial contribution of record that is in a form making it attributable to the member. Members of a pledging unit that has made a contribution of record shall be considered to have met this obligation.
- c. Voting Eligibility – Members of the UUC shall be eligible to vote three months after joining.
- Section 2. Recognition of New Members: The name of the new member shall be read into the minutes of the Board, and the new member shall be introduced to the congregation at a regular service by the Senior or Associate Minister or by a representative of the Board.
- Section 3. Withdrawal From Membership: Withdrawal from membership may be made only by written request.
- Section 4. Removal From Membership for Failure to Contribute Financially:
a. At least once each year, members who have not made a recorded financial contribution during the preceding fiscal year and who have not received financial hardship waivers shall be notified by mail at their last known address that their names are scheduled to be removed from the membership list. If no satisfactory response is

received within sixty days, their names shall be removed.

b. A financial hardship waiver may be granted for periods not exceeding one year. Financial hardship waivers may be renewed.

c. This section shall not limit the Board of Trustees' authority to revoke UUCC membership for cause.

ARTICLE III AUTHORITY OF THE MEMBERSHIP

Section 1. The Membership is the ultimate authority of the UUCC.

Section 2. Notwithstanding other reserved powers, these specific powers are reserved solely to the Membership:

- a. to call or dismiss Ministers, except for time-limited contracts;
- b. to review and approve an annual budget;
- c. to approve the purchase, sale or lease of any interest in real estate;
- d. to approve borrowing funds, encumbering assets, committing any asset, or expending unbudgeted funds owned by the Membership in an amount exceeding 10% of the current operating budget;
- e. to amend, repeal or interpret these bylaws as provided in Article XI Section 3 herein;
- f. to decide any other issue submitted to the Congregation for a vote by a majority vote of the Board of Trustees or by a petition signed by 10% of the membership and presented to the Board of Trustees at least 14 days prior to the congregational meeting.

Section 3. Subject to the powers reserved to the Membership, or otherwise specifically delegated, the Board of Trustees shall be the governing body.

ARTICLE IV MEETINGS OF MEMBERSHIP

Section 1. Meeting Place and Times: The annual meeting of the Membership shall be held during the last ninety (90) days of each fiscal year. Special meetings may be called by the Board. Also, the Board shall call and hold a special meeting within thirty (30) days upon receipt of the written request of at least ten (10) percent of the voting members.

Section 2. Notice of Meetings: The Board shall give notice by mail of all annual and special meetings of the Membership to all members of the UUCC posted at least 8 days in advance of the date of the meeting. The time, place, and a description of the business to be transacted shall be included in the notice of the meeting. Meetings may consider only those items of business specified in the notice.

Section 3. Congregational Voting
Only members in good standing of the congregation may vote at an annual or special congregational meeting. Members must be present to vote, except that at least five days prior to the meeting any member may vote by written ballot provided to the Chair of the Board of Trustees, except where these bylaws otherwise require that a member be present to vote. The written ballot shall be void as to any issue which is materially changed during the meeting by amendment, nominations from the floor or similar action.

- Section 4. Quorum:
- a. A quorum at any meeting of the Membership shall consist of twenty (20) percent of the voting members, as defined in Article II, Section 1 of these bylaws. If a quorum is not present, the meeting can proceed upon an affirmative vote to do so by eighty (80) percent of the voting members present. Otherwise, the presiding officer shall adjourn the meeting to such time as may be deemed necessary to obtain the required quorum or affirmative vote. The Membership shall be notified of the time the adjourned meeting is to be held as provided in Section 2 of this Article.
 - b. A meeting authorized by quorum or affirmative vote may continue until adjournment, notwithstanding the withdrawal of any number of members in attendance at the beginning of the meeting.
- Section 5. Decisions: All decisions made at a duly authorized meeting of the Membership shall be binding upon the Board, the officers of the UUCG and all its agencies and organizations.
- Section 6. Other Meetings: No meetings other than meetings for worship, the conduct of weddings, dedications, and funerals, religious education, business of the UUCG, or activities sponsored by the UUCG shall be held in the UUCG, or other utilization made of the UUCG without prior approval of the Coordinating Team (see Article VII) or its designated representative(s).
- Section 7. Rules of Procedure: Duly authorized meetings of the Membership and all other business meetings of the UUCG shall be conducted according to rules of procedure set forth at the beginning of the meeting by the presiding officer. Such rules shall allow full, open, and free discussion of the issues by all members, shall seek unity and consensus, shall recognize and respect the rights of individuals and minority viewpoints, and shall promote the effective disposition of business.

ARTICLE V BOARD OF TRUSTEES

- Section 1. General Powers:
- a. There shall be a Board of Trustees that shall govern the business, property, and affairs of the UUCG, including submission of a budget to the annual meeting of the Membership. The Board of Trustees shall promulgate as well as monitor to ensure compliance with, policies for the conduct of the affairs of the UUCG consistent with, as well as authorized by, the laws of the State of North Carolina including NCGS Chapter 55A, the North Carolina Non-profit Corporation Act, the Articles of Incorporation, and these Bylaws.
 - b. At each annual meeting of the Membership, the Board shall report on activities of the past year and make any recommendations it deems desirable.
- Section 2. Responsibilities:
The Board of Trustees shall:
- a. In consultation with the Membership, regularly establish and review "Ends" (i.e. objectives which will guide all activities of the UUCG);
 - b. Create and review Policies defining the parameters within which all activities of the UUCG will be conducted;
 - c. Monitor both the Coordinating Team's Means for accomplishing the UUCG's Ends (see Article VII, Sec. 1) and compliance with the Policies;

- d. Report at each Annual Meeting of the UUCC on activities of the past year and make any recommendations it deems desirable.

Section 3. Composition, Terms, and Qualifications:

a. The Board shall consist of nine (9) members, except as provided in paragraph *d* of this section. Each trustee shall be a voting member of the congregation and shall serve for a term of three (3) years. At every annual meeting voting members shall elect three (3) trustees and vote on any vacancies that have been filled by the Board since the last annual meeting.

b. The officers of the UUCC – Chair and Secretary (see Article VI) – are chosen by the Board from among its members. Officers may serve for no more than two consecutive one-year terms and must have served on the Board for at least one year before assuming office.

c. Any voting member of the UUCC shall be eligible for election to the Board of Trustees, provided that

(1) no person who has been elected to and served a full term on the Board may be elected or appointed to that or any other Board position until one year has elapsed; (2) a person who has been elected or appointed to fill the remainder of a vacant Board position may, following that partial term, be elected to one full term; and (3) no more than one member of a family may serve on the Board simultaneously. (4) no person may be considered for Board of Trustees membership until s/he has been a member of UUCC at least two years; and (5) no person may serve on the Board of Trustees whose family member is currently serving in a paid staff capacity at UUCC.

d. In the event of a vacancy on the Board of Trustees for any reason, the Board may elect a successor to fill the vacancy for the remainder of the unexpired term. The continuance of this successor shall be subject to approval by the Membership at the next annual meeting.

Section 4. Removal: Any Trustee may be removed upon a vote of two-thirds (2/3) of the voting members present at any duly authorized meeting of the Membership, provided that the resolution to remove is included in the notice of the meeting.

Section 5. Meetings of the Board:

a. The new Board shall take office at the beginning of the church year.

b. The Board shall meet monthly on a regular day, time, and place prescribed in advance by the Board. The monthly meeting schedule having been established and publicized, these meetings require no further notice.

c. Special meetings may be called by or at the request of the Chair or any two (2) Trustees, with the time and place specified in the notice of the meeting. The person or persons calling a special meeting shall, at least three (3) days before the meeting, give notice thereof to the other Trustees by any usual means of communication.

d. All regular and special Board meetings shall be open, and minutes of these meetings shall be available for examination by any member upon request.

e. A quorum of six (6) Trustees is required to transact business.

f. The Board may go into executive session at any regular or special meeting, but any action agreed to in executive session must be formally voted at the same or the next following open meeting of the Board in order to be binding.

g. Where circumstances make holding a physical meeting impractical, and after a reasonable effort has been made to contact all Trustees, any action agreed to by a majority of the Membership of the Board shall be official action. A record of such informal consultation, including the vote and the action taken, shall be made part of the Board's official records at its next regular or special meeting.

Section 6. Nominations and Elections:

- a. The Board shall appoint a Nominating Committee of 3 voting members of the congregation, none of whom are current members of the Board.
- b. The Nominating Committee shall submit the list of nominees for new members of the Board of Trustees to the Membership at the annual meeting.
- c. Additional nominations may be submitted from the floor of the annual meeting by voting members, provided that absent floor nominees have submitted written consent.
- d. Trustees shall be elected by the voting Membership at the annual meeting.

ARTICLE VI OFFICERS

Section 1. General: Prior to the annual congregational meeting the Board of Trustees shall elect a Chair and a Secretary for the upcoming UUCU fiscal year.

Section 2. Chair: The Chair shall be the principal officer of the Membership and of the Board and shall be subject to the control of the Board. The Chair:

- a. shall preside at all duly authorized meetings of the Membership and the Board and shall represent the Membership on all appropriate occasions;
- b. shall sign, with other authorized persons, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the UUCU, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board to some other person(s);

Section 3. Secretary: The duties of the Secretary shall be:

- a. to keep accurate records of the acts and proceedings of all meetings of the Board and the Membership;
- b. to oversee the giving of all notices required by law and these bylaws;
- c. to have general charge of the corporate books and records;
- d. to sign such instruments as may be required;
- e. to report the number of members enrolled in the UUCU at each annual meeting of the Membership; and,
- f. in general, to perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Board.

Section 4. Agents: The Board may appoint other agents and define their responsibilities and terms of office. Any agent appointed by the Board may be removed by a majority of the Trustees.

**ARTICLE VII
COORDINATING TEAM**

- Section 1. Responsibilities and Duties: The Coordinating Team shall coordinate, integrate, and advocate the Means for accomplishing the UUCC's Ends in accordance with the Board's Policies.
- Section 2. Composition:
- a. The Senior Minister shall be the lead member of the Coordinating Team and Chief of Staff.
 - b. The Board, at a duly authorized meeting, shall approve the hiring or selection of any additional members of the Coordinating Team.
- Section 3. Accountability: Coordinating Team members shall report to the Board individually concerning their areas of responsibility and as a team for collaboration toward overall achievement of the congregation's mission.

**ARTICLE VIII
PROFESSIONAL MINISTRY**

- Section 1. Qualification: Called Ministers of the UUCC shall be ministers in fellowship with the UUA.
- Section 2. Selection: Calling a Minister shall require an affirmative vote of at least ninety percent (90%) of the members present and voting, by a secret ballot, at a duly authorized meeting of the Membership. Recommendations for a candidate for Senior Minister shall be made by a Search Committee, with the concurrence of the Board, at a duly authorized meeting of the Membership. This Search Committee shall consist of seven (7) voting members elected at a duly authorized meeting of the Membership.
- Section 3. Freedom of the Pulpit: Ministers shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and are accorded freedom to speak the truth, as they understand it, in the UUCC and the community.
- Section 4. Dismissal: Ministers may be dismissed only by majority vote of the members present and voting, by secret ballot, at a duly authorized meeting of the Membership called for that purpose in accordance with Article IV, Section 1.

**ARTICLE IX
MEMORIAL ENDOWMENT TRUST**

- Section 1. Trust Agreement: The UUCC is the financial beneficiary of the Memorial Endowment Trust established and governed by the Trust Agreement dated May 2, 1980, as amended, and Bylaws of the Trust.
- Section 2. Undesignated Bequests: Any Undesignated Bequest shall be paid to, and become a part of the principal of, the UUCC Endowment. An "Undesignated Bequest" means any gift to the UUCC pursuant to a will, trust, or beneficiary designation, or other written document, instrument of agreement of a decedent, that does not designate, as beneficiary, the UUCC's general operating fund, a specific UUCC program or

other UUCC use of funds. The “UUCC Endowment” means the Unitarian Church of Charlotte Memorial Endowment Trust.

ARTICLE X WEEKDAY SCHOOL

- Section 1. Definition: The UUCC has a weekday preschool known as the Open Door School for children of all races, religions, economic levels, ethnic origins, family configurations, and as feasible, abilities.
- Section 2. Purpose: ODS exists to provide children with a high quality educational experience consistent with the mission and ends of the UUCC.
- Section 3. Administration: The school is administered by a Managing Team, a Director and a Parents Council.
- Section 4. Managing Team:
- a. The ODS Managing Team governs ODS, providing primary responsibility for financial, facility and policy management.
 - b. The Managing Team hires and supervises an ODS Director.
 - c. The Managing Team consists of eight members; the ODS Director (Ex-officio), a member of the UUCC professional staff, Parent Council Chair and five at-large church members.
 - d. Nominations for the five at-large UUCC members are to be submitted to the Board by the Coordinating Team. At-large members serve three year terms.
- Section 5. ODS Director: The ODS Director hires and manages staff and teachers, oversees daily operations, and serves as an Ex-officio member of the Managing Team.
- Section 6. Parents Council:
- a. The Parents Council offers support to the ODS community.
 - b. The Parents Council consists of at least five parents/guardians, one of whom serves as Chair.
 - c. The Chair is a voting member of the Managing Team.
 - d. The Parents Council for the following year is determined each Spring by the existing Council
- Section 5. Fiscal Policy: ODS is a non-profit school. It is intended that ODS operate on a financially self-sustaining basis. The Managing Team submits an annual budget to the Coordinating Team to be included in the UUCC annual budget.

ARTICLE XI BYLAWS PROCEDURES

- Section 1. Bylaws Review: The Board shall review the bylaws at least every five (5) years.

Section 2. Bylaw Interpretation. Any dispute involving interpretation of the provisions of these Bylaws shall be decided by the Board at a regular or special meeting. Such decision shall be final unless appealed to a duly authorized meeting of the Membership and overruled by a majority of the members present and voting.

Section 3. Amendments: These bylaws may be amended or repealed at any duly authorized meeting of the Membership by a two-thirds (2/3) vote of the voting members present and voting. The proposed change(s) shall be contained in the notice of the meeting, along with the name(s) of the proposer(s). To be in order, an amendment shall be submitted to the Secretary at least fifteen 15 days before the meeting.

ARTICLE XII DISSOLUTION

Section 1. If the UUCC shall at any time cease to function as a Unitarian Universalist Church, all the property of the UUCC, whether real or personal, shall be transferred to the Unitarian Universalist Association, its successors or assigns on the understanding that said property will be used by the Association for its general purposes; and this bylaw shall apply to all property donated to the UUCC whether by will or in some other manner, unless the donor expressly provides otherwise.