

## UUCSV BYLAWS - Revised ~~May 3, 2009~~October 23, 2011

### Article I -- Name

The name of this religious congregation shall be the Unitarian Universalist Congregation of the Swannanoa Valley (*UUCSV*).

### Article II -- Purpose

The purpose of this Congregation shall be to explore Unitarian Universalism in all its facets, and to manifest our understanding of its Principles and values in the Swannanoa Valley. We further seek to create and sustain an open, active and welcoming liberal religious community which nurtures spirituality, inspires growth and learning in the search for truth, and challenges us to live our values conscientiously through service and example.

### Article III -- Membership

#### 1. *Initiation*

Any living natural person at least 13 years of age may be counted as a Member who:

- a. supports its purpose and its covenant with the other member congregations of the Unitarian Universalist Association;
- b. declares an intention to support this Congregation with time, energy and finances according to ability, in value exceeding the amount of the Congregation's fair share contribution to the UUA and the ~~FF~~Southeast District, and subsequently continues such support;
- c. signs the Membership Book in the presence of the Minister or a Trustee, and receives an orientation as defined by the Board of Trustees.
- d. It is specifically understood that Membership in, and employment by, UUCSV is open to all qualified persons regardless of race, color, sex, affectional or sexual orientation, age, or national origin.

#### 2. *Termination*

Termination of Membership may be accomplished by:

- a. written request by the Member to the Congregation, delivered to the Minister or to the Board;

- b. action of the Board, should it determine that the Member no longer meets the criteria of Membership as described in section 1 above.

#### **Article IV -- Affiliation**

This congregation shall be a member of the Unitarian Universalist Association, of the ~~Thomas Jefferson~~Southeast District, and of the Universalist Convention of NC. It is the intention of this congregation to make financial contributions to support these affiliations in amounts equal to its full fair share.

#### **Article V -- Meetings**

The affairs of the Congregation shall be governed by the vote of all eligible Members present at meetings duly called in accordance with these Bylaws.

##### **1. *Annual Meeting***

The annual meeting of the Congregation shall be held on the third Sunday of May, unless it conflicts with Memorial day, at a time determined by the Board of Trustees. At the annual meeting, the Members of the Congregation shall elect Trustees, appoint an auditor or auditors if required, approve the annual budget, and transact such other business as may properly be brought before the meeting.

##### **2. *Special Meetings***

Special meetings of the Congregation may be called for any purpose by the Board of Trustees, and shall be called by the Board upon the written request of either ten Members of the Congregation or ten percent of the Membership, whichever number is greater.

##### **3. *Notice***

Notice of the annual meeting and all special meetings of the Congregation, including a description of the business to be transacted at the meeting, shall be posted conspicuously in the church building, and sent to all Members by mail at least fifteen (15) days prior to the meeting date. The business to be transacted at all meetings shall be confined to those matters specified in the notice of the meetings, and those matters reasonably incident thereto.

##### **4. *Voting Power***

The Board shall publish a list of eligible Members prior to each meeting. Each Member of the Congregation shall have one vote on all

questions to be decided at the annual meeting, or any other special meetings of the Congregation. Members may not vote by proxy. A Member must be of legal age to be eligible to vote on questions involving legal issues. Members not of legal age may speak to such questions at the meeting but may not vote.

5. ***Quorum***

Twenty percent of the Congregation's eligible Membership shall constitute a quorum. If a quorum is not present at any meeting of the Congregation, the Members of the Congregation who are present shall recess until such time as a quorum exists. Once a quorum is present, all business may be transacted which might have been transacted at the meeting had a quorum been present at the time and place originally stated in the notice thereof.

6. ***Moderator***

A Moderator shall be appointed by the Board to facilitate any meeting of the Congregation. The Members present shall ratify the choice of Moderator by simple majority vote, or choose and so ratify an alternate.

7. ***Vote Necessary to Take Action***

It is the historical intent of this Congregation for decisions to be made, following any relevant discussion, by consent of all eligible Members present. If such full consent on a given decision cannot be achieved, the Moderator shall have the sole discretion to table the question or call for a vote, wherein a vote of at least two-thirds (67%) of the eligible Members present at that meeting shall decide any question properly brought before the meeting. These provisions will prevail unless the question is one on which, by state statute, or these Bylaws, a different vote is required, in which case the statute or these Bylaws shall govern the decision on such question.

**Article VI -- Governance**

1. ***Trustees***

At each annual meeting there shall be chosen by the Congregation, from among its Members, a Board of seven to nine Trustees, with two- or three-year terms staggered to the greatest degree feasible, as follows: Board membership will be composed of returning Trustees and a slate of candidates who have agreed, prior to the notice of the annual meeting, to be nominated for service. The slate will be presented for

approval by the Congregation at the annual meeting as a whole, unless the number of candidates plus returning Trustees totals more than nine, in which case the open slots will be filled by process of elimination of candidates by withdrawal, popular ballot or random drawing, at the discretion of the Moderator. A maximum of one Trustee may be under legal age.

The Board of Trustees shall have general charge of the property of the Congregation and the conduct of all of its business affairs and the control of its administration, including the appointment of such committees as it may deem necessary.

## 2. *Officers*

The Board shall designate a President and a Vice President from among its members, who shall perform the duties usually pertaining to these offices. The Board shall choose a Secretary and a Treasurer from among its members, the Congregation, or the willing and able at large, who shall perform the duties usually pertaining to these offices. The President may serve a maximum of two consecutive years as President.

## 3. *Procedure*

At the beginning of each fiscal year, all Trustees will attend a community-building retreat, led by the current Board President and/or his/her designees. This retreat will include a review of current By-Laws, expectations and duties of Trustees, and a review of UUCSV history. The Board will meet monthly thereafter at a regular date and time to be set by the Trustees. The Board President, or his/her designee, will conduct meetings according to Robert's Rules of Order, Revised.

## 4. *Term of Office*

All Trustees shall serve for two or three years and until their successors have been elected and qualified, except that a President will be eligible to serve as Trustee during the year following her/his term as President. A Trustee shall be eligible to be re-elected for one consecutive term. If necessary, a Trustee may resign by written request if necessary. Remaining trustees may fill vacancies on the Board with persons who shall serve until the next annual meeting.

## **Article VII -- The Minister**

### 1. *Duties*

Specific duties shall be negotiated between the Minister and the

Ministerial Relations Committee or the Ministerial Search Committee, be written into a job description, and be approved by the Board.

In general, the Minister shall have responsibility for the conduct of worship services, and shall serve as a spiritual resource and advisor to Members of the Congregation. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express her or his opinions outside the pulpit, but not to represent the Congregation without authorization from the Board or the Membership. The Minister shall be an ex officio, non-voting member of the Board of Trustees, and of such committees as the Board designates.

## **2. ~~Search~~ Calling a Minister**

### **2.a. Search**

A Ministerial Search Committee shall be elected by the Congregation when necessary. Rules and procedures concerning the Committee's composition and operation shall be approved by the Congregation at a meeting prior to the selection of Committee members, with the only restriction being that employees of the Congregation shall not serve on the Committee.

### **3.b. Approval**

The Ministerial Search Committee shall present a Ministerial Candidate to the Membership. The Candidate must be approved by at least three-fourths (75%) vote of the eligible Members present at a special congregational meeting held for that purpose.

### **4.3. Termination of Call**

The relations between a Minister and the Congregation may cease by mutual agreement, or by the giving in writing of three (3) months notice by either party. The Board of Trustees shall not give such notice without prior approval by simple majority vote of the eligible Members of the Congregation present at a special congregational meeting held for that purpose.

## **Article VIII -- Fiscal Year**

The fiscal year shall end on June 30.

## **Article IX -- Dissolution**

In the case of dissolution of the Congregation, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to

and vested in the Unitarian Universalist Church of Asheville, NC, or to its legal successor; or if none, to a qualified charitable organization of its choice. The Board of Trustees of the Congregation shall perform all actions necessary to effectuate such conveyance.

### **Article X -- Amendments**

Except as otherwise provided by law, these Bylaws may be amended, added to, altered, or repealed, in whole or in part, by vote of at least three-fourths (75%) of the eligible Members of the Congregation present at any meeting, in the notice of which meeting the substance of the proposed amendment, addition, alteration, or repeal shall be specified; however, this requirement will not be construed as to limit any such change to the specific language of the notice.

Such changes shall take effect as of the date of the adoption thereof by the Congregation.