

# BYLAWS

## UNITARIAN UNIVERSALIST CONGREGATION OF WILMINGTON, NORTH CAROLINA

July 28, 2023

Supersedes all previous Bylaws

### **ARTICLE I: NAME**

The name of this organization shall be the Unitarian Universalist Congregation of Wilmington, herein called the Congregation. This Congregation shall be incorporated as a non-profit corporation under the laws of the State of North Carolina.

### **ARTICLE II: PURPOSE**

The purpose of this Congregation is to affirm and promote the principles of the Unitarian Universalist Association (UUA) and to implement the Mission of the Congregation.

### **ARTICLE III: DENOMINATIONAL AFFILIATION**

This Congregation shall be a member of the Unitarian Universalist Association (UUA).

### **ARTICLE IV: MEMBER OF THE CONGREGATION**

We are a Welcoming Congregation and, as such, membership is offered without regard to race, ethnicity, gender, disability, affectional or sexual orientation, language, citizenship status, economic status, or national origin.

#### **A. MEMBER**

A Member of the Congregation is a person aged eighteen (18) years or older who:

1. Agrees with the purposes and policies of the Congregation; and
2. Has signed the membership book; and
3. Has consulted with the Minister or a member of the Board of Trustees about the principles of Unitarian Universalism and the expectations of membership including the requirement to financially support the Congregation; and
4. Has made, during the fifteen (15) months and not less than thirty (30) days before a congregational meeting, a recorded financial contribution to the Congregation.

All Members are expected to actively participate in the programs, upkeep, and maintenance of the Congregation. Only current Members can vote at congregational meetings.

**Waiver of Financial Requirement:** The Minister, or her/his delegates, may waive the requirement for a recorded financial contribution by any current or prospective Member.

## B. TERMINATION OF MEMBERSHIP

Any Member may resign from the Congregation at any time for any reason, by written resignation delivered to the Congregation. In addition, a Member's name shall be removed from the membership roll in cases of:

1. The Member's death.
2. A continuous period of inactivity (defined as neither making a recorded financial contribution nor participating in the programs, upkeep, and maintenance of the Congregation) of more than one (1) year. The Member has the right to appeal to the Board.
3. Disruptive actions as described in the Disruptive Behavior Policy of the Congregation.

## **ARTICLE V: BOARD OF TRUSTEES**

### A. COMPOSITION

The Board of Trustees (herein called the Board) of this Congregation shall consist of President, Vice-President, , Secretary and six additional Trustees. Officers and Trustees shall be voting members of the board. The Minister and the Treasurer shall be ex-officio, nonvoting Board members.

### B. ELECTION AND TERMS OF OFFICE

Trustees shall be elected at the Annual Meeting of the Congregation from a slate put forward by the Board as presented by the Nominating Committee. Trustees must be members in good standing and may not be employed by the Congregation. Trustees shall be elected for one three-year term to begin on the first day of July following their election. Each year three new Trustees will be elected to the Board and three will rotate off of the Board at the completion of their term. The Board of Trustees shall elect its own officers which shall include the President, Vice President, and Secretary. The election of officers will be held after the election of new Trustees at the Annual Meeting, but no later than the first meeting of the new Board. Board members shall not be elected to a second term until a lapse of one full year following their current term of office.

In the event of a vacancy on the Board, a successor shall be appointed by a majority of the remaining Board members to serve until the next Annual Meeting, when a replacement Trustee shall be elected to fill the remainder of the term of the vacant position. People appointed and/or elected to fill partial terms may be (re-)elected for partial terms as long as the total amount of time served does not exceed three consecutive years.

After serving on the Board for three consecutive years, a person must remain off the Board for at least one year before they can serve again.

The Board may remove a Trustee by a two-thirds vote of the Trustees.

### C. MEETINGS

The Board shall meet on a day agreed upon by the members of the Board. Any Member of

the Congregation shall have the right to attend any Board meeting and to be heard on all affairs of the Congregation.

#### D. QUORUM

Five voting members of the Board shall constitute a quorum.

### **ARTICLE VI: BOARD FUNCTIONS**

#### A. POWERS AND DUTIES OF THE BOARD

1. The Board shall provide leadership in pursuit of the purpose of the Congregation as stated in Article II.
2. The Board shall have overall fiduciary responsibility for managing the affairs of the Congregation. However, the Board may delegate as much of those responsibilities as they deem necessary and prudent in the best interest of the Congregation.
3. The Board shall cause the following items to be prepared and maintained:
  - All policies approved by the Board;
  - Job descriptions for Board officers;
  - Minutes of current year Board meetings;
  - Current Bylaws; and
  - Additional items as deemed necessary by the Board.

Responsibility for maintaining these documents shall be assigned to the current Board Secretary. A public copy of these documents shall be available at the Congregation for reference by Members of the Congregation.

4. The Board shall cause to be prepared an operating budget for the coming fiscal year, which will be presented for approval at the Annual Meeting of the Congregation or at a special meeting called for that purpose.
5. The Board shall not incur any liability in excess of 5% of the total annual budget without obtaining approval from the Congregation at a meeting called pursuant to Article VIII; and the Board shall not convey or mortgage the real estate of the Congregation without being authorized by the Congregation. The title to all property owned by the Congregation shall be vested in the Congregation.
6. The Board may authorize unbudgeted expenditures of up to 5% of the total annual budget per requested expenditure and readjust budgetary line items as necessary to cover such expenditures, providing that no single program of continuing interest to the Congregation be rendered ineffective by such readjustment.
7. No Board member shall receive remuneration for any service he/she may render by serving on the Board.

## B. DUTIES OF THE OFFICERS

1. President - The President shall serve, along with the Minister, as chief spokesperson and symbolic head of the Congregation. The President shall preside at all meetings of the Board or Congregation. The President shall sign documents pertaining to the purchase or sale of real property as authorized by the membership.
2. Vice President - The Vice President shall fulfill the duties of the President in the latter's absence and serve as acting President should that position become vacant.
3. Secretary - The Secretary shall take minutes and handle the correspondence of the official meetings of the Board and of the Congregation.

## **ARTICLE VII: CONGREGATION STRUCTURE**

### A. TREASURER

The Treasurer must be a member of the Congregation in good standing. The Treasurer is elected by the Congregation for a term of two years and may be re-elected for subsequent term(s).

The Treasurer shall have custody of and account for all Congregational funds. The Treasurer shall report on the finances of the Congregation as directed by the Board and shall prepare a Treasurer's Report for the annual meeting of the Congregation and budget recommendations for adoption by the Congregation at the annual meeting. As soon as practicable after the end of each Fiscal Year, the Treasurer shall report the full year financial results to the Board and to the Congregation.

In the event that the Treasurer position is vacant, the Board shall appoint a Treasurer to fill out the remainder of the term.

### B. CORE COMMITTEES.

The following are considered "core" committees in that they have defined requirements that provide checks and balances in the execution of their missions.

1. Nominating Committee - The Nominating Committee is a permanently established committee. Membership is open only to current Congregation Members. The Nominating Committee presents to the Board of Trustees candidates who have agreed to be put forward to stand for election to the Board, Nominating Committee and as Treasurer. Only candidates selected by the Nominating Committee will be considered for election to the Board, Nominating Committee or as Treasurer.

The Nominating Committee shall consist of three (3) to five (5) members who shall be elected by the Congregation at its Annual Meeting to serve a two (2) year term beginning on July 1st. Should a vacancy occur during the year, the Board shall appoint a replacement member who shall serve until the following June 30th.

The Nominating Committee shall present a Nominating Policies and Procedures document each year before the nomination process begins. This document shall be presented to the Board of Trustees and made available to the congregation.

2. Search Committee -A Search Committee shall be activated to search for a Minister upon approval of a motion to search, Article IX. The Committee shall consist of five (5) to seven (7) current members of the Congregation who are informed about and sensitive to the needs of the Congregation. The Board of Trustees shall create an open process to collect nominations for the Search Committee from the congregation. The Board of Trustees will contact the nominated members and if they agree to being nominated, they will fill out an application. From the submitted applications, the Board of Trustees shall choose a slate of candidates for the Committee that will be nominated by the Board of Trustees and presented at a called meeting of the Congregation, where a majority of Members present and voting shall elect the Committee members. The list of nominated members shall be included in the call for the meeting.
3. Finance Committee -The Finance Committee is a permanently established committee. It advises the Board concerning the financial affairs of the Congregation. The Committee develops and proposes to the Board an annual budget. It recommends the scheduling and extent of independent financial reviews of Congregation finances including all bank accounts and other investments, and financial practices. As directed by the Board, the Committee assesses the financial impact of Congregation policies, practices, and activities; manages the Endowment Fund; monitors Congregation investments including the Endowment Fund; and undertakes other projects as requested.

The Committee shall be composed of three (3) to five (5) members, all of whom shall be current members of the Congregation, in good standing. The Treasurer shall serve as Chair of the Finance Committee. All members shall serve a term of three (3) years and are appointed by the Board of Trustees.

#### C. APPOINTED GROUPS

The Board may create other committees, teams, or any such group as required for the functioning and operation of the Congregation. Any current Member of the Congregation may submit a request to the Board to establish such group. The request shall propose the group's duties and scope of responsibilities and authorities. The tenure of such groups is determined by the Board. Chairpersons shall be approved by the Board. The Chairpersons shall select additional persons as required to serve on their groups. Membership shall be open to both current Members of the Congregation and other persons. Persons not current Members of the Congregation must be approved by the Board. All group members, including the Chairperson, serve at the pleasure of the Board.

### **ARTICLE VIII: CONGREGATION MEETINGS**

#### A. ANNUAL MEETING

The annual meeting of the Congregation shall be held during the months of April, May,

or June on a date determined by the Board. The Board may authorize remote participation by members for any meeting. Participation as a member by means of remote communication is subject to any guidelines and procedures the Board of Trustees adopts. A protocol will be established and communicated to participants for member feedback and voting. Members will be advised that those who participate remotely must bear the risk, however minimal the risk may be, that technological issues that may arise could interrupt or inhibit their participation.

## B. SPECIAL MEETINGS

Special meetings of the Congregation shall be called at the request of the Board or upon written request of 20% of the Congregation. Such Special Meetings are to be only for such purposes as specified in the call for the meeting.

## C. NOTICE OF MEETINGS

The President of the Board shall provide ten-day notice by e-mail, announcement in the Order of Service, and a posting in the Church lobby for any and all official meetings of the Congregation.

## D. QUORUM

Twenty percent of the current Members of the Congregation shall constitute a quorum at any duly called meeting of the Congregation. A lesser number than a quorum shall necessitate adjournment of the meeting to a later date.

## E. VOTING

Adoption of resolutions shall be by majority of those Members present and voting, unless otherwise noted in these Bylaws.

## F. CONDUCT OF MEETINGS

Robert's Rules of Order, Newly Revised shall be the procedural authority.

# **ARTICLE IX: MINISTER**

## A. MOTION TO SEARCH

Should the Minister's position be or become vacant, the Board shall prepare and submit a motion to the Congregation, for consideration at a called meeting of Members of the Congregation, to either (1) search for and obtain the services of a Minister or (2) leave the Minister's position unfilled at that time. A motion to obtain the services of a Minister shall contain an estimated range of remuneration including salary and all benefits. Either motion must have the approval of 67% of those Members present and voting at the called meeting.

## B. GUIDELINES

The Search Committee, Article VII, shall follow the guidelines of the Department of the Ministry of the Unitarian Universalist Association.

## C. LETTER OF AGREEMENT

The tenure of the Minister shall be indefinite. Either party shall provide a ninety-day (90) notice before termination. The Letter of Agreement shall state that the Minister will be an ex-officio member of the Board and all committees and appointed groups, with a voice but without a vote. Other provisions in the contract will be negotiated between the Minister and the Board before reporting to the Congregation.

## D. MOTION TO CALL

A motion to call any Minister recommended by the Search Committee and approved by the Board, and the proposed Letter of Agreement must be approved by the Board and by 80% of the current Members voting at a legal meeting of the Congregation. The use of absentee ballots may be allowed under guidelines recommended by the Search

Committee and approved by the Board. Included in the call shall be the entire proposed Letter of Agreement with the proposed Minister.

## E. REVIEW OF LETTER OF AGREEMENT

There shall be a review of the Letter of Agreement at least once a year by the Board. Any changes in the Letter of Agreement will require a simple majority vote of current Members present and voting at a legal meeting of the Congregation. Approved changes become effective following the concurrence of the Minister.

## F. TERMINATION OF TENURE

Upon a call by the Minister, the Board or a petition signed by not less than 20% of the Members of the Congregation, the President shall call a Special Meeting of the Congregation to vote on the following question: "Shall the Rev. (NAME) be retained as Minister of this Congregation?" If a majority of the Members present and voting shall vote in the affirmative on the aforesaid question, no action shall be taken. If there shall be no majority in the affirmative, the tenure of the Minister shall be terminated in such a manner as the Board shall prescribe, provided that the Minister receive a three (3) month notice of termination of tenure for the purpose of salary.

## **ARTICLE X: STAFF**

The Minister, in consultation with the Board, is responsible for employment, oversight, and termination of staff. The Board, in cooperation with the Minister, sets compensation and benefits for staff.

## **ARTICLE XI: FISCAL YEAR**

### **A. YEAR**

The fiscal year of the Congregation shall be for one year beginning July 1 and ending June 30.

### **B. BUDGET ADOPTION**

The annual budget of the Congregation shall be presented to the Congregation for adoption at the annual meeting. The annual line-item budget detailing each expenditure and revenue source for the Congregation shall be presented to the Congregation for adoption at the annual meeting.

## **ARTICLE XII: AMENDMENTS**

### **A. SUBMISSION**

Proposed Bylaw amendments shall be submitted to the Board of Trustees. Amendments shall be submitted for approval at a membership meeting under two conditions: through recommendation for approval by the Board or upon petition by 20% of the current Members of the Congregation.

### **B. VOTING**

Provided that at least a ten-day notice has been given to the current Members with regard to proposed amendments, the Bylaws may be amended by a 67% vote of the Members present and voting at any annual or special meeting of the Congregation.

### **C. EFFECTIVE DATE OF AMENDMENTS**

Amendments to the Bylaws of the Unitarian Universalist Congregation of Wilmington shall take effect upon being adopted by the membership at a duly authorized meeting.

## **ARTICLE XIII: DISSOLUTION**

Should the membership vote to disband the Congregation, any assets of the Congregation will be transferred to the Unitarian Universalist Association for its general purposes. This transfer shall be made in full compliance with whatever laws are applicable, with particular attention to preserving the non-profit status.

## **ARTICLE XIV: ENDOWMENT**

### **A. ENDOWMENT FUNDS**

Endowment funds shall include all funds donated to the Endowment. Provided,



however, that the Finance Committee shall have the right to convert donations into cash or other assets, or decline donations which are in a form which cannot be used by the Endowment.

## B. MEETINGS AND REPORTS

The Finance Committee shall meet at least quarterly to review the composition and performance of the Endowment Fund, or more often as is in the best interest of the Endowment Fund. The Committee shall maintain complete and accurate records for the Endowment Fund. The Committee shall report annually to the Congregation at its annual meeting on the financial status of the Endowment Fund including an accounting of all funds.

## C. INVESTMENTS

The Finance Committee may obtain such expert advice as it deems necessary, provided any contracts shall be executed by the Board of Trustees. Members of the Committee shall not be liable for any losses incurred in the investment and management of assets of the Endowment Fund with the exception of bad faith, or gross negligence. No Committee member shall be personally responsible for any transaction of the Endowment fund so long as he or she acts in good faith and with ordinary prudence in handling fund assets. Investments in the fund shall be in accordance with investments standards for guardians and fiduciaries under North Carolina law. No Committee member shall engage in any self-dealing or transactions with the Endowment Fund in which the member has a direct or indirect financial interest which is greater than the interest of any other member of the Congregation, and shall at all times refrain from any conduct in which his or her personal interest would conflict with those of the Congregation or the Endowment Fund. Endowment Fund transactions and management shall be handled in a manner which is in the best interest of the Congregation and the Endowment Fund, and shall not inure to the benefit of any individual Congregation member.

All assets are to be held in the name of the Unitarian Universalist Congregation of Wilmington Endowment Fund. Recommendations to hold, sell, exchange, buy, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the Committee upon approval by the Board, and executed by the Chairman of the Committee.

## D. DISTRIBUTIONS

The Endowment fund may expend funds for the capital and operating needs of the Congregation. It is the intent and purpose of the Endowment Fund to fund the building, capital and, in rare cases, the operating needs of the Congregation, without invading the principal of Endowment Funds. Therefore the principal of Endowment Funds shall not be expended without an affirmative vote of 2/3 ( 67%) of the current Members of the Congregation present and voting at a congregational meeting called for the purpose, with notice to Congregation members as provided in these Bylaws.

## E. DISTRIBUTION UPON DISSOLUTION

In the event the Unitarian Universalist Congregation of Wilmington is dissolved, or ceases to exist for any reason, disposition or transfer of the Endowment Fund shall be at the discretion of the Board in conformity with the Charter of the Congregation and in consultation with the Unitarian Universalist Association, and in conformity with the North Carolina statutory requirements for distribution upon dissolution of Not-For-Profit Corporations. Such distribution may include provision for gifts through the Unitarian Universalist Association, if appropriate.