

BYLAWS

THE UNITARIAN UNIVERSALIST COMMUNITY OF CHARLOTTE, INC. May 17, 2009

Amended March 24, 2024

ARTICLE I GENERAL PROVISIONS

- Section 1. Name: The name of this religious society shall be the Unitarian Universalist Community of Charlotte, Inc. (hereinafter referred to as the "UUCC"), as incorporated under the laws of the State of North Carolina.
- Section 2. Purpose and Governance: The fundamental core values of the UUCC are expressed in the Unitarian Universalist Principles, the Vision and Mission statements adopted by the Membership of the UUCC, and the Ends and Policies adopted by the UUCC Board of Trustees (see Article V, Sec. 2). Operations of the UUCC shall be in accordance with these values.
- Section 3. Denominational Affiliation: The UUCC 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.
- Section 4: Non-discrimination: The UUCC declares and affirms its responsibility to promote the full participation of persons in all of its activities without regard to racialized identity, ethnicity, gender expression, gender identity, sex, disability, affectional or sexual orientation, family and relationship structures, age, language, citizenship status, economic status, or national origin.

ARTICLE II MEMBERSHIP

- Section 1. Membership Qualifications:
- a. Joining – Any person sixteen (16) 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 UUCC shall be eligible to vote three (3) months after joining.
- Section 2. Recognition of New Members: The names of the new members shall be read into the minutes of the Board, and new members shall be introduced to the congregation at a regular service by a 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 (60) days, their names shall be removed.
 - b. A financial hardship waiver may be granted for periods not exceeding one (1) 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, other than the sale of an interest acquired by gift or devise and not used, or expected to be used, in the operations of the UUCC.
 - d. to approve borrowing funds, encumbering assets, committing any asset, or expending unbudgeted funds owned by the Membership in an amount exceeding ten (10) percent 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 ten (10) percent of the membership and presented to the Board of Trustees at least fourteen (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. The board may hold a congregational meeting in person, or virtually by means of remote communication permissible by NC law, or by a combination of these means.
- Section 2. Notice of Meetings: Except as may be required by law, the Board shall give notice of all annual and special meetings of the Membership to all members of the UUCC at least eight (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 may vote in person or virtually, or by absentee ballot when permitted. Unless these bylaws otherwise require a member to be present to vote, members may vote by absentee ballot provided to the Chair of the Board of Trustees or their designee(s) by a specified time prior to the commencement of the meeting. The absentee 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 UUCC and all its agencies and organizations.
- Section 6. Other Meetings: No meetings other than meetings for worship, the conduct of weddings, dedications, and memorial services, religious education, business of the UUCC, or activities sponsored by the UUCC shall be held in the UUCC, or other utilization made of the UUCC 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 UUCC 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 UUCC, 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 UUCC 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, establish and review “Ends” (i.e., objectives which will guide all activities of the UUCC);
- b. Create and review Policies defining the parameters within which all activities of the UUCC will be conducted;
- c. Monitor both the Coordinating Team’s Means for accomplishing the UUCC’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. 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 (2) consecutive one-year terms and must have served on the Board for at least one (1) 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 (1) 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 (1) full term;
 - (3) no more than one (1) member of a household or family may serve on the Board simultaneously;
 - (4) no person may be considered for Board of Trustees membership until they have been a member of UUCC at least two (2) years; and
 - (5) no person may serve on the Board of Trustees whose household or 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’s fiscal 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 Recruiting Committee of three (3) voting members from among the Congregation, none of whom is a current member of the Board.
- b. The Recruiting Committee shall gather a pool of eligible candidates to fill the vacancies on the Board created by the completion of previous Board members' terms of office.
 - (1) Eligible candidates may nominate themselves through direct contact with the Recruiting Committee.
 - (2) Members of the Congregation may also propose candidates for the Recruiting Committee's pool.
- c. In addition to recruiting candidates, the Committee shall support all of the candidates by supplying information describing the duties of a Board member and the roles of the Board within the governance design of the UUCC.
- d. The Recruiting Committee shall also assist candidates in gathering and presenting supporting materials for each of their candidacies.
- e. Once the deadline for nominations has passed, the Board shall create a confidential ballot process for the election at the annual meeting.
 - (1) The deadline for all voting in this election is the close of the Annual Meeting.
 - (2) No vote for a Board candidate, once cast, can be changed.
 - (3) The candidates receiving the highest number of votes will become the new members of the Board, until the new Board is complete.
 - (4) In the event that there are fewer than the required number of candidates on the ballot at the Annual Meeting, nominations from the floor will be solicited and a separate vote will take place in order to complete the membership of the new Board.

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 UUCC 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 UUCC, 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 UUCC 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. A called Minister shall be the lead member of the Coordinating Team and Chief of Staff.
 - b. If there is no called Minister, the board shall appoint a lead member of the Coordinating Team
 - c. The Board, at a duly authorized meeting, shall approve 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: Ministers of the UUCC shall be in fellowship with the UUA.
- Section 2. Selection: Calling a Minister shall require an affirmative vote of at least ninety (90) percent of the members voting in person, virtually, or absentee, by a confidential ballot, at a duly authorized meeting of the Membership.
- Recommendations for a 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: A called Minister may be dismissed only by majority vote of the members present and voting, by confidential 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 set forth in the Trust Agreement amended and restated effective June 3, 2018, and as subsequently amended from time to time.
- 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 Universalist Community of Charlotte Memorial Endowment Trust.

**ARTICLE X
WEEKDAY SCHOOL**

- Section 1. Definition: The UUCC has a weekday preschool known as the Open Door School (ODS) for all children without discrimination (see Article 1, Section 4) as feasible.
- 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 the Family Community Association (FCA).
- 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 (8) members: the ODS Director (Ex-officio), a member of the UUCC professional staff, Family Community Association (FCA) Chair and five (5) at- large church members.
 - d. The Coordinating Team submits nominations for the five (5) at-large UUCC members to the Board for approval. At-large members serve three (3)- year terms.
 - e. The Managing Team operates under the leadership of the Coordinating Team.
- 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. Family Community Association (FCA):
- a. The FCA offers support to the ODS community.
 - b. The FCA consists of at least five (5) parents/guardians of students enrolled in ODS, one (1) of whom serves as Chair.
 - c. The Chair of the FCA s a voting member of the Managing Team.
 - d. The FCA for the following year is determined each Spring by the existing FCA.
- Section 7. 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 presented to the membership for approval at such time as the membership is approving 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.