

**Bylaws**  
*of the*  
**Unitarian Universalist Congregation of the Swannanoa Valley**  
*Approved at the Annual Meeting May 20, 2018*

**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.

**Inclusion Statement:** We strive as a congregation to truly welcome all persons, embracing the diversity of age, race, ethnicity, national origin, gender identity and expression, sexual or affectional orientation, mental and physical health and ability, socioeconomic status, religious background and belief, political perspective, and education. We affirm and promote purposeful inclusion in all activities of the congregation, including membership, programming, hiring practices and the calling of our minister.

**Article III — Membership**

1. **Section 1 – Initiation**

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

1. supports its purpose and its covenant with the other member congregations of the Unitarian Universalist Association;
2. 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 Southeast District, and subsequently continues such support;
3. signs the Membership Book in the presence of the Minister or a Trustee, and receives an orientation as defined by the Board of Trustees.
4. It is specifically understood that Membership in, and employment by, UUCSV is open to all qualified persons regardless of race, color, sex, gender identity or sexual orientation.

2. ***Section 2 – Termination***

Termination of Membership may be accomplished by:

1. written request by the Member to the Congregation, delivered to the Minister or to the Board;
2. action of the Board, should it determine that the Member no longer meets the criteria of Membership as described in section 1 above.

3. ***Section 3 – Reinstatement of Membership***

Any former Member who has submitted a letter of resignation and then subsequently wishes to rejoin the church as a Member must meet with the Minister and Membership Chair to request reinstatement. The former member must:

1. sign a letter requesting reinstatement as a member;
2. re-sign the Membership book.

4. ***Section 4 – Sustaining Friend.***

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

1. supports its purpose and its covenant with the other member congregations of the Unitarian Universalist Association;
2. declares an intention to support this Congregation with time, energy, and finances according to ability.
3. chooses not to be a Voting Member and identifies him/herself as a Sustaining Friend by written intention. A list of Sustaining Friends will be maintained in a separate Sustaining Friends book.
4. a Sustaining Friend is entitled to all the services of the Congregation excluding the right to vote or serve in governance. A Sustaining Friend may speak at Congregational meetings.

5. ***Section 5 – Termination.***

Termination of a Sustaining Friend may be accomplished by:

1. written request by the Sustaining Friend, delivered to the Minister or to the Board;
2. action of the Board, should it determine that the Sustaining Friend no longer meets the criteria of a Sustaining Friend as described in section 1 above.

**Article IV — Affiliation**

This congregation shall be a member of the Unitarian Universalist Association and of the Southern District. 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. Section 1 – Annual Meeting**

The annual meeting of the Congregation shall be held no later than the first Sunday in June at a time determined by the Board of Trustees. At the annual meeting, the Members of the Congregation shall elect Trustees, approve the annual budget, and transact such other business as may properly be brought before the meeting, including real estate matters and major financial decisions beyond the scope of the board of trustees.

**2. Section 2 – Special Meetings**

Special meetings of the Congregation may be called for any purpose by the Board of Trustees. A Special Meeting of the Congregation shall also be called by the Board upon the signed written request of twenty-five (25%) of the membership

**3. Section 3 – Notice**

Notice of the annual meeting and all special meetings of the Congregation, including a specific agenda describing the business to be transacted at the meeting, shall be posted conspicuously in the church building, and sent to all Members by mail or email 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 agenda, and those matters reasonably incident thereto in the judgment of the Moderator.

The Board will prepare an agenda in advance of any General or Special Meeting of the Congregation. This agenda will be distributed to members prior to the meeting with the Notification. Agenda items will be reviewed and processed in order at the Meeting.

In the case of a Special Meeting called by petition — the Board will work with petitioners to create and distribute the agenda.

**4. Section 4 -Voting Power**

**[A list of eligible members will be available at 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. Section 5 – Quorum**

One-third (33%) 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. Section 6 – Moderator**

The President of the Board of Trustees or his/her designee shall serve as the Moderator of any General or Special Meeting of the Congregation. The moderator will act as facilitator for the meeting employing Robert's Rules of Order.

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

UUCSV employs democracy in all the operations of the Congregation. Under the guidance of the Moderator under Robert’s Rules of Order, actions before the Congregational Meeting will be properly reviewed, discussed and/or amended. Called actions will be brought to a vote. Unless otherwise specified in these Bylaws all actions pass by simple majority. Any action may be tabled by a simple majority vote. As specifically designated in these Bylaws some critical actions require a super majority. The percentages of all special majorities are stated in this document. The Annual Board Budget will require a super majority of sixty-six (66%). 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. Section 1 – Trustees**

At each annual meeting there shall be chosen by the Congregation, from among its Members, a Board of seven Trustees, with two 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 seven, in which case the open slots will be filled by process of elimination of candidates by withdrawal or popular ballot. A maximum of one Trustee may be under legal age.

**2. Section 2 – Authority and Responsibilities**

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

- a.** To conduct the usual business of the congregation
- b.** To provide oversight of all programs
- c.** To propose the annual budget to the congregation
- d.** To amend the budget, up to a 10% change, without congregational approval
- e.** To maintain all governing documents, including the bylaws and policy manual
- f.** To represent the UUCSV in the greater community
- g.** To appoint committees and task forces and delegate board duties to them

### 3. **Section 3 – 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, as outlined in Section 6 below. 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.

### 4. **Section 4 – 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 new Board will meet prior to the start of its term July 1 to choose, by majority vote, officers for the new term (President, Vice President, Secretary and Treasurer). 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. Board meetings are open to members and friends to observe, except for Executive Session. Any non-Board member must request of the President prior to the meeting to speak at the meeting on a specific topic. If either Treasurer or Secretary are not elected Trustees, they do not vote at Board meetings.

### 5. **Section 5 – Term of Office**

All Trustees shall serve for two years and until their successors have been elected and qualified, except that a President will be eligible to serve as an ex officio non-voting Trustee during the year following her/his term as President. A Trustee shall be eligible to be re-elected for one consecutive term. A Trustee may resign by written request. Remaining trustees may fill vacancies on the Board with persons put forward by the nominating committee, who shall serve until the next annual meeting. The regular term of office begins July 1 and ends June 30. Non-Trustee officers shall serve two-year terms and may be re-elected every two years.

### 6. **Section 6 – Duties**

Each officer has specific duties to the Board and the congregation. Full job descriptions are in the policy manual. Fundamental responsibilities are:

#### **a. President**

- Lead Board and congregational meetings, setting agendas and moderating meetings via Roberts Rules of Order
- Sit on Personnel Committee
- Ex officio member of all committees, attending as needed
- Work directly with the minister on issues
- Monitor financial matters in coordination with the Treasurer
- Represent the UUCSV to the public and the greater UU organization
- Communicate actions of the Board to the congregation

**b. Vice President**

- Cover the duties of the President in the absence of the President.
- Chair the Governance Committee

**c. Secretary**

- Record minutes at all official Board and congregational meetings; gain approval, disseminate and preserve those minutes
- Maintain membership records
- Ensure proper notification for official meetings
- Maintain accurate, complete and secure congregational records

**d. Treasurer**

- Manage all finances and financial records of the congregation, including revenue, expenses, account management and report creation and dissemination

**e. Trustee**

- Attend and participate in all Board meetings
- Ensure the mission of the UUCSV is fulfilled
- Conduct the usual business and governance of the congregation
- Represent the UUCSV in accordance with the mission and the Seven Principles

**7. Section 7 – Attendance**

Trustees are expected to prioritize attendance at all regular and special called meetings of the Board. If a Trustee misses three meetings in a fiscal year, the President will contact and ensure continued commitment to the Board and ability to attend future meetings. When this is not possible, the Trustee may choose to resign or the Board may choose to remove them from the Board in order that the business of the congregation may be appropriately conducted.

**Article VII — The Minister**

**1. Section 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 adviser 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. Section 2 – Calling a Minister**

**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.

***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.

***3. Section 3 – Termination of Call***

The relations between a Minister and the Congregation may cease by mutual agreement, or by the giving in writing of one (1) month 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 – Committees**

***1. Section 1 – Standing Committees***

The following committees are the permanent standing committees of the UUCSV, created to conduct specific duties toward the purpose of the UUCSV: Nominating, Governance, Personnel, and Finance. All other committees and task forces may be created at the discretion, and under the authority, of the Board.

***2. Section 2 – Creation and Dissolution of Committees***

- a.*** New committees may be proposed by any congregation member to the board, which may approve its creation by majority vote. The proposal must include duties and membership composition.
- b.*** Existing committees may form their own subcommittees without board approval.
- c.*** A committee may be dissolved by approval of the board based on lack of continued need for it.
- d.*** The following committees may not be permanently dissolved unless duties are reassigned to another committee: Governance, Finance, Personnel, and Nominating.
- e.*** Task forces may be created for time-limited specific purposes by approval of the board.

***3. Section 3 – Committee Membership***

- a.*** All members of the Governance, Personnel, Finance and Nominating committees must be congregational members in good standing. In all other committees, congregational members and friends may be committee members.

- b.** The President shall sit on the Personnel Committee, the Vice President shall chair the Governance Committee, and at least one Trustee must sit on the Finance Committee.
- c.** Each committee shall have a minimum of 3 members, who may volunteer or be appointed.
- d.** Committee chairs shall be voted on within their committee, unless designated in the committee description. Paid staff may not be chairs of committees directly related to their jobs.
- e.** Any membership concerns shall be addressed by the board.
- f.** Vacancies shall be filled by the committee itself unless there are no members; in that case the board will recruit committee members.

#### ***Section 4 – Committee Finances***

Committees with approved funds in the annual budget shall have the authority to spend those funds according to financial policy and designated purpose. Committee chairs shall work with the Treasurer to obtain funds and shall keep record of expenditures and balance.

#### **Article IX — Fiscal Year**

The fiscal year shall begin on July 1 and end on June 30.

#### **Article X — 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 XI — 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.