



## UUCOB Bylaws

### Unitarian Universalist Congregation of the Outer Banks

*Amended May 1989; May 1993; May 1995; May 1997; January 2002; June 2004; June 2008; June 2009; June 2011; June 2012*

#### ARTICLE I. Name

The name of this religious congregation shall be the Unitarian Universalist Congregation of the Outer Banks.

#### ARTICLE II. Purpose

Our purpose is expressed in our covenant:

- "We believe in freedom, love, and reason in religion.
- We commit ourselves to an organized religious community, recognizing the greater effectiveness of common effort. We come together to enrich our spiritual lives, to share our ideals, and to increase our sensitivity to the needs of others.
- We believe we can achieve our goals without conforming to set theological doctrines.
- We welcome and offer friendship to kindred spirits of any race, nationality, sexual orientation or religious background.
- Within the limits of our abilities and in keeping with our personal choices we dedicate our time, effort, and financial support to this Congregation."

#### ARTICLE III. Denominational Affiliation

Section 1. Affiliation. The congregation shall be a member of the Unitarian Universalist Association and of the local District.

Section 2. Dues. The congregation intends to make annual financial contributions equal to its full fair-share as determined by the Association and the District.

#### ARTICLE IV. Membership

Section 1. Eligibility for Membership. Membership in this congregation is freely offered to all persons fourteen years old or older, who are committed to the support, purpose and programs of this congregation, who have signed the membership book, and who submit an annual contribution of record form. All members should have an appreciation for the background, purpose, and principles of Unitarian Universalism.

Section 2. Removal from Membership. A person may be removed from membership through that person's written request or through recommendation to the Board of Directors for approval when the member has died, moved away, or failed to submit a contribution of record form, or is no longer committed to the support, purpose and programs of this congregation.

Section 3. Friends of the Congregation. Friends are non-members who are sympathetic with this congregation's purpose and programs and are generally supportive. Friends are invited to participate in all activities including serving as members or co-chairing most committees. Friends may attend all meetings of the Board of Directors and congregation but may not vote. Friends will receive all communications sent to the congregation.

#### ARTICLE V. Board of Directors

The Board of Directors shall consist of four elected officers (Executive Committee) and six elected directors.

Section 1. Executive Committee. The Executive Committee consists of the four elected officers who are the President, the Vice President, the Secretary and the Treasurer.

The President and Vice President shall be elected during odd-numbered years for a term of two years. The Secretary and Treasurer shall be elected during even-numbered years for a term of two years

No person shall serve more than two consecutive two-year terms in the same office or hold two offices at the same time.

Section 2. Directors. Directors shall consist of the elected chairpersons of the standing committees described in Article VI, Section 1. The chairs of Buildings and Grounds, Finance and Programs shall be elected during even-numbered years for a term of two years. The chairs of Communications, Membership and Religious Education shall be elected during odd-numbered years for a term of two years.

Committee chairpersons shall not serve more than two consecutive terms, unless recommended for reappointment by the Board of Directors.

Section 3. Board of Directors Responsibilities. The Board shall have general charge of the property of the congregation, the conduct of all its business affairs, adoption of policies, and the control of its administration, including the appointment of delegates and such ad-hoc committees as it may deem necessary. On recommendation of the President, it may fill vacancies of elected positions with members who shall serve until the next annual meeting.

Supplementary to these bylaws, each new Board shall adopt more detailed statements of Duties and Responsibilities for itself, the Executive Committee and for individual officers, and for all Standing Committees (see Article VI).

Section 4. Executive Committee Responsibilities. The Executive Committee shall be responsible for the administration of the operating budget, including quarterly revision, if necessary, providing that the total for discretionary spending does not change more than 20 percent from the approved budget amount. It may also appoint ad-hoc committees as necessary.

Section 5. Non-performance. Members of the Executive Committee may be asked to resign following three unexcused absences. The President of the Board shall rule on absences and, in consultation with the Executive Committee, shall determine the need for action, including removal from office.

#### ARTICLE VI. Standing Committees

Section 1. Committees of the Board. The standing committees of the Board of Directors shall be: Building & Grounds; Communications; Finance; Membership; Programs and Religious Education.

Members of the congregation may serve as chairpersons for committees of the Board. Friends of the congregation may co-chair a committee with a member as the other co-chair. However, only members of the congregation may vote at meetings of the Board of Directors or congregation. Two people may serve as co-chairs of a committee, but only one of the co-chairs may vote at Board of Directors meetings.

The chairs of committees of the board may recruit additional committee members, may establish task groups or sub-committees as needed and have discretion on spending the committee's allocated budget. Each chairperson shall prepare a report of committee activities and accomplishments for inclusion in the annual report of the UUCOB.

Section 2. Committees of the Congregation.

A. The standing committees described below are elected by and are responsible to the congregation.

These committees and their responsibilities are:

##### Committee on Ministry

- This committee shall work to strengthen the quality of the overall ministry of the UUCOB through annual evaluation and by facilitating communication between the congregation and the minister.
- It consists of three elected members each serving overlapping three-year terms.
- Each year the minister proposes at least one name (non-board members) for the open position
- The committee selects its own chair.

##### Nominations Committee

- This committee shall identify nominees from the membership for all positions to be filled by election at each year's annual meeting. The current Duties and Responsibilities statements [see Article V, Section 3] shall be used to define these positions.
- Nominations shall not be made which would result in two members of the same family serving at the same time on the Executive Committee.
- It consists of two elected members (not on board) serving overlapping two-year terms.
- Each year the Board appoints one of its members to serve on this committee. This appointment should be made by September 15.
- The committee selects its own chair except that the board member is not eligible.
- A report of the Committee's list of nominations for all open elected positions shall be sent to all members at least 30 days before the date of the annual meeting.

##### Audit Committee

- This committee shall perform a complete audit of each year's financial records within three months of the end of the fiscal year to be audited.
- It consists of two elected members serving overlapping two-year terms.
- The chair of the Finance Committee serves ex-officio on this committee.
- The committee selects its own chair except that the chair of the Finance Committee is not eligible.

##### Strategic Planning Committee

- This committee's function is to develop comprehensive plans to achieve the long-range goals and objectives of the congregation.
  - It consists of four elected members serving overlapping two-year terms.
  - The President or Vice President serves ex-officio on this committee.
  - The committee selects its own chair
- B. Each chairperson shall prepare a report of committee activities and accomplishments for inclusion in the annual report of the UUCOB.

## ARTICLE VII. Meetings

Section 1. Business Meetings. The Board of Directors shall meet on a monthly basis to conduct routine business for the congregation. A majority of the Board shall constitute a quorum. Committee chairs on the Board are not required to attend business meetings, but member chairs may vote when they are in attendance. Board meetings shall be open to all members and friends but only Board members may make motions or vote.

The Board of Directors can transact business of a time sensitive nature through motions made and passed via email. Such actions can only be initiated by an email from the President sent to all members of the Board of Directors, which must include a reasonable deadline (at least 48 hours) for voting on the motion. A motion will be considered to have passed once a majority of the Board members have voted in favor. The Secretary shall report the results of such votes at the next Board meeting.

Section 2. Annual Meeting. The annual business meeting shall be held each year in late May or June at a place and time fixed by the Board of Directors. At the annual meeting members shall adopt a budget, hold elections for the Board of Directors and Committees of the Congregation and transact other business as necessary. Nominations for any elected position may be made from the floor by any member provided the consent of the nominee shall have been secured.

Section 3. Quorums. Fifteen members or 30% of the membership, whichever is greater, shall constitute a quorum for annual and special business meetings

A larger quorum, 50 %, is required for the purchase or sale of real property, the calling or dismissal of a minister or for other especially important decisions as determined by the Board of Directors

Section 4. Special Business Meetings. Special business meetings of the congregation may be called at the written request of any five members or by vote of the Executive Committee. The business to be

transacted at such special meetings shall be set forth in the notice of the meeting, which shall be communicated to all members at least seven days prior to the meeting.

Section 5. Proxy Voting. Any member may submit a written and signed statement designating another member as proxy for his/her vote and be designed to protect the anonymity of the voter. Proxy ballots shall be recorded as members present for determining a quorum.

Section 6. Voting. At all meetings of the congregation voting by members present may be by written ballot if possible or, otherwise, by a show of hands. The Secretary shall count the votes on each motion including the votes cast by absentee ballots and by proxy. Unless stated elsewhere in the bylaws, adoption of a measure shall require votes of approval from a simple majority of the members present and voting.

## ARTICLE VIII. The Minister

Section 1. Calling a Minister. The minister shall be called upon recommendation of a Ministerial Search Committee and by a four-fifths (4/5) majority of the members of the congregation present at any meeting legally called for the purpose.

These provisions do not preclude the suspension of the regular calling procedure specified above in the event that the congregation votes to participate in a special program for a professional leader to be placed for a limited time

Section 2. Responsibilities. The minister shall be responsible for the conduct of worship within the congregation and the congregation's spiritual interest and affairs.

The minister shall provide appropriate pastoral care for members and friends of the congregation

The minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.

The minister shall be philosophically in sympathy with the UUA.

Section 3. Representation. The minister shall be an ex-officio member of the Board of Directors, the Programs Committee and of such other committees as the Board shall designate.

Section 4. Dismissal or Resignation. The minister may be dismissed by a majority vote of the members of the church present at any meeting legally called for the purpose. In the event of the minister's dismissal, salary

and allowances of the minister shall be continued for three months after date of dismissal. Should the minister resign, three months' notice must be given unless the Board of Directors allows a shorter interval.

#### ARTICLE IX. Fiscal Year

The fiscal year shall end on June 30. Newly elected officers and directors shall assume those positions on the Board effective July 1

#### ARTICLE X. Records

Section 1. Open Records. Meeting reports, minister's reports, committee reports and treasurer's reports shall be records available to all members and friends of the congregation.

Section 2. Financial Records. The Treasurer shall maintain a complete and permanent account of all financial transactions of the congregation in a set of books which shall remain the property of the congregation and which shall be open for inspection at any time by the Executive Committee and the chair of the Finance Committee. The Executive Committee may grant access to all or part of these financial records to others on a need-to-know basis.

#### ARTICLE XI. Amendments

These bylaws, so far as allowed by law (local, state and federal), may be amended or replaced at any meeting of the congregation at which a quorum is present. Approval requires a two-thirds (2/3) majority of those members present and voting. Written notice of any proposed change shall be contained in the notice of the meeting.

#### ARTICLE XII. Dissolution

Should this congregation cease to function and the membership vote to disband, any assets of the congregation shall be transferred to the Unitarian Universalist Association for its general purposes. This transfer shall be made in full compliance with whatever laws are applicable.