

Bylaws of The Community Church of Chapel Hill Unitarian Universalist¹

As Amended Through June 12, 2016

Mission of The Community Church of Chapel Hill Unitarian Universalist

Inspired by the wisdom of diverse religious traditions and our own history of ethical engagement, we strive to nurture spiritual growth, support and care for each other, and effect change through our love for the world.

The Community Church of Chapel Hill was established Aug. 2, 1953, with Charles M. Jones serving as the first minister. The founding statement was as follows:

“The Community Church is a worshipping and working fellowship of people from varied backgrounds and faiths, a church of open membership; a spiritual home wherein there is unity in Christian essentials, liberty in non-essentials, and charity in all things; a fellowship dedicated to the worship of God and to outgoing Christian service.”

The Community Church became a Unitarian Universalist fellowship January 23, 1993.

The bylaws set forth below were first adopted March 25, 1958 and incorporate all amendments through the date cited above.



¹ The Community Church operates under a policy governance model. The bylaws define the fundamental elements of the church's institutional structure, including the power and responsibilities of the Board of Trustees. The Board of Trustees also maintains a Policy Book that provides more detailed guidance for handling a variety of issues relating to discernment, financial management, personnel matters, and church activities.

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Bylaws of The Community Church of Chapel Hill Unitarian Universalist

1. NAME

The name of this church shall be The Community Church of Chapel Hill Unitarian Universalist.

The name of the church as an official sponsor of any particular activity or position on an issue shall be allowed only by decision of the Board of Trustees or by vote of the congregation.

2. POLITY

The governance of this church is vested in its membership, which exercises the right of control in all church affairs.

The congregation must approve any new debt secured by the real property of the congregation. The congregation cedes to the Board the authority to manage the financing of such approved debt.

3. MEMBERSHIP AND ASSOCIATES

3.1. The Congregation

In these bylaws and other official church documents, the congregation is defined as the members of the church.

3.2. Membership

Any person may become a voting member of the church who:

- is sixteen (16) years of age or older;
- is in sympathy with the mission, vision and covenant of the church;
- has attended an Orientation session;
- has made a recorded financial pledge; and
- has signed the membership book.

Those under sixteen years of age may join with full rights of membership after participating in a Coming of Age Program and meeting all other requirements for membership.

A member's name shall be removed from the Membership Roll in case of: (1) the member's death; (2) written request by the member to the church office; (3) failure to maintain a financial pledge, unless waived by the Minister; or (4) removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the congregation.

3.3. Associates

An Associate of the church is a person who supports the church through a pledge of record but chooses not to be a member. Associates do not have voting privileges.

3.4. Staff

Church staff members who are members of the congregation may not vote.

4. THE BOARD OF TRUSTEES

4.1. Composition

The Board of Trustees (the “Board”) shall consist of nine members elected by the congregation. In cases where a Board seat cannot be filled in accordance with Articles 4.3 and 4.5 below, the Board may operate with fewer than the full complement of nine members.

4.2. Responsibilities

The Board of Trustees represents and leads the congregation in the discernment of church priorities and in the stewardship of the church. The Board’s focus shall be on the long-term mission and wellbeing of the congregation. The Board governs by: discerning and articulating the congregation’s mission and vision of ministry; setting goals and making strategic choices; executing financial oversight to meet its financial fiduciary responsibility to the congregation; creating written policies to guide the congregation’s ministry; and monitoring and evaluating the congregation’s leadership, including itself. The Board, in consultation with the Minister, shall recommend to the congregation such changes and innovations in policies and practices as they deem desirable.

The Board shall maintain a Policy Book that articulates the church’s policies on discernment practices, management, personnel, and financial matters.

Within the limits established by these bylaws, the Board has the authority to bind the congregation by contract and the Board may delegate this power to an officer of the church or the Minister.

4.3. Board of Trustees Election

The minimum number of candidates for an election to fill vacant seats on the Board, including the Vice President, shall be equal to the number of vacancies.

4.3.1. Election Schedule

No later than September 1st of each year, the Nominating Committee, as defined in Article 6.2 below, shall provide notice, by regular or electronic mail, of election with a call for candidates, including the Vice-Presidential candidate(s), from the membership. By October 15th, the Nominating Committee shall prepare and announce a slate of candidates from the church membership that shall include at least one Vice-Presidential candidate and a number of at-large candidates at least equal to the number of remaining vacancies. Until November 1st, any other church members who seek to be on the Board may request that their names be placed on the slate by filing a petition, including the signatures of at least ten members of the congregation, with the Nominating Committee.

4.3.2. Election Procedures

By November 10th, the Nominating Committee shall provide each church member an electronic or paper ballot. No distinction shall be made on the final ballot between the candidates proposed

by the Nominating Committee and those petitioning the Committee. Write-in votes shall be allowed and counted. Votes shall be tabulated from the ballots cast and the results shall be announced by December 1st.

There shall be elections for Vice President, full-term at-large seats, and unexpired partial-term at-large seats (if any). The Vice Presidential candidate and the two full-term at-large candidates receiving the greatest number of votes shall be declared elected to regular three-year terms. The partial-term at-large candidate(s) receiving the greatest number of votes shall be declared elected to the extent that partial-term at-large seats are vacant. Terms shall begin on January 1st following completion of the election.

4.4. Secretary, Treasurer, and Assistant Treasurer

The Board shall annually appoint, by majority vote, a Secretary, a Treasurer, and an Assistant Treasurer for terms of one year coincident with the terms of Trustees. There shall be no limitations on the number of consecutive terms that they may serve. The Secretary and Treasurer shall serve, ex-officio, as non-voting members of the Board of Trustees. Seated Trustees are not eligible to be Secretary, Treasurer, or Assistant Treasurer.

4.5. Board Vacancies

Should a Board seat be vacated before its usual term ends, the Board, in consultation with the Nominating Committee, may make an appointment to fill the vacancy until it is filled by the congregation at the next election.

4.6. Removal of a Trustee

Upon a two-thirds (2/3) vote of the Board at an official meeting, a Trustee may be removed for:

- violating the Board's Conflict of Interest policy;
- committing an action that jeopardizes the church's tax-free status; and/or
- missing three or more meetings in the course of a 12-month Board year.

The vacancy shall then be filled pursuant to Article 4.5 above.

4.7. Board Meetings

The Board shall have at least eleven (11) regular monthly meetings each calendar year. A majority of the Board members shall constitute a quorum. Meetings shall be open to all church members. All Board minutes shall be made available to the members and shall include the full text of any policies, rules, or guidelines that the Board passes.

5. OFFICERS OF THE CHURCH

5.1. Vice President, President, and Past President

The Officers of the church are the President of the Board, the Past President, the Vice President and the Board Member-at-Large. The Vice President will serve their first year of service as Vice President, their second year of service as President, and their third year of service as Past President.

5.2. Member-at-Large

The Board shall annually elect from among its own members a Member-at-Large who shall serve a term of one year and shall be eligible for re-election for up to one additional year.

5.3. Officer Vacancies

If the **President** is unable to serve, the Vice President shall serve as acting President for the remainder of the year.

If the **Vice President** is unable to serve, the Board shall elect a serving Trustee to fill the vacant position and become President for the next Board year.

If the **Member-at-large** is unable to serve, the Board shall elect a serving Trustee to fill the vacant position for the remainder of the term.

If the **Past President** is unable to serve, the position shall remain unfilled for the current term.

6. COMMITTEES

6.1. Executive Committee.

The Executive Committee shall be responsible for the conduct of the affairs of the church between meetings of the Board, and shall have such other duties and perform such functions as are assigned to it by the Board or these bylaws. Any action taken by the Executive Committee is subject to ratification by the Board at its next meeting.

6.1.1. Composition

Voting members of the Executive Committee shall be the Officers of the church. The Minister and the Treasurer shall be non-voting members.

6.1.2. Quorum

Three (3) voting members of the Executive Committee shall constitute a quorum.

6.2. Nominating Committee.

The Nominating Committee shall be composed of four members of the congregation who will serve staggered two-year terms that begin on July 1. The Board shall appoint two members annually. The committee shall (1) administer the election process as outlined in Articles 4.3 and 4.5 above and (2) perform other nomination tasks as asked by the Board.

6.3. Board Standing Committees and Task Forces

The Board may establish working groups to help it carry out its responsibilities. At the Board's specification, these working groups may operate as Standing Committees or time-limited Task Forces. Working groups may not speak or act for the Board except when formally given such authority by the Board for specific and time-limited purposes. The Board has the authority to dissolve Standing Committees and Task Forces at its discretion.

7. CONGREGATIONAL MEETINGS

7.1. Scheduling and Notice.

The Board shall schedule congregational meetings at least annually. Special meetings may be called by the President, the Minister(s), or upon written request of at least ten (10) members of the congregation. Notice of any congregational meeting shall be provided at least fourteen (14) days prior to the Meeting and shall state the time, place and matters to be considered at the Meeting.

7.2. Quorum.

The quorum to conduct regular business shall be 15% of the members of the congregation on the date of the meeting. The quorum to call or dismiss a minister is specified in Article 8.1. Proxies shall NOT be counted to determine the existence of a quorum.

7.3. Proxies.

Proxies shall be allowed, but no single member shall exercise more than one proxy at any meeting. Proxies must be written authorizations from one member to another stating that the receiver may act on the sender's behalf, must be dated and signed, and must specify the designee and the date of the meeting for which the proxy is valid.

7.4. Procedure.

Robert's Rules of Order shall be the parliamentary authority for the conduct of congregational meetings

8. THE MINISTER

8.1. Initial Call.

8.1.1. The Search Committee

Upon notification of an immediate or future vacancy of the ministerial office, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. At least five weeks before the election, the Board shall provide notice, by regular or electronic mail, of the election with a call for candidates from the membership. At least two weeks before the election, the Board shall announce to the congregation a slate of at least ten nominees who are members of the congregation who are willing to run. Until one week before the election, any church members who seek to be on the Committee may request that their names be placed on the slate by filing a petition, including the signatures of at least ten members of the congregation, with the Board.

No distinction shall be made on the ballot between the candidates proposed by the Board and those petitioning the Board. The Board shall facilitate the nominees' providing information to the congregation on their experience and skills. At the Special Congregational Meeting, the congregation shall elect, by paper ballot, seven of the nominees to be members of the Committee.

Subject to the approval of the Ministerial Candidate by the congregation, the Committee shall negotiate an initial job description and employment contract with the candidate and present both

to the Board for approval.

8.1.2. Calling the Minister

The Minister of the Church shall be selected by ninety percent (90%) of those members voting in person or by absentee or proxy ballot at a Congregational Meeting called for such purpose. Half (1/2) of the Members on the day of the meeting shall constitute a quorum.

8.2. Contract

Prior to the call of the Minister, the salary, housing allowance, health and retirement benefits, and all other basic terms and conditions of employment shall be set forth in writing.

Terms of the agreement shall be reviewed at least annually by a committee(s) designated for formal relations with the Minister. The salary, terms and conditions of employment may be altered by mutual consent of the Minister and the Board of Trustees.

The Minister may resign by giving the Board of Trustees written notice at least ninety (90) days prior to the effective date of resignation.

8.3. Responsibilities

The Minister shall serve as the spiritual leader of the congregation and shall administer the affairs of the church as per board policy. The Minister shall have freedom of the pulpit to express his/her opinion. The Minister shall be an ex-officio member of the Board.

8.4. Dismissal

Dismissal of the Minister shall be at a Special Congregational Meeting called for that purpose. The meeting shall be called by the Board only upon the written request signed by at least twenty percent (20%) of the voting members or at the request of the minister. Notice of the meeting shall be only by letter sent to the Congregation. No notice shall be placed in the official Church newsletter or read from the pulpit. The Minister shall be invited to speak at this meeting. Dismissal shall be by a majority vote of those present at the meeting. Forty percent (40%) of the Members on the day of the meeting shall constitute a quorum.

The Minister's compensation may continue for a minimum of ninety (90) days after the date of dismissal in exchange for such service to the church, consistent with the duties of the Minister set out herein, as may be directed by the Board.

Should the Minister offer his or her resignation, three (3) months notice must be given at the time the resignation is made, except as the Board may allow an interval of less time.

9. ENDOWMENT FUND

An Endowment Fund, whose purpose, governance, and operational procedures have been defined by special resolution adopted by the congregation, shall be established.

10. INDEMNIFICATION The Church shall indemnify any person who is or was an employee, agent, representative, or member of the Board of Trustees of the Church against any liability asserted against such person and incurred in the course and scope of such person's duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

11. DISSOLUTION OF ASSETS

Should the church dissolve itself as a congregation while maintaining membership in the Unitarian Universalist Association, any assets remaining after all liabilities have been paid shall be transferred to the Unitarian Universalist Association at the time of dissolution.

12. AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws may be initiated by the Board of Trustees or by written request of at least ten (10) members of the congregation. They shall be approved by two-thirds vote at a congregational meeting called for that purpose. Quorum for such a meeting shall be constituted by 15% of the members of the congregation at the time of the meeting. Proxies shall not be counted in determining the existence of a quorum. No amendment shall be voted upon unless notice of the proposed changes has been provided to the members of the congregation, by regular or electronic mail, at least fourteen (14) days prior to such a meeting.