



Unitarian Universalists of Transylvania County Bylaws

As Amended on ~~September 28, 2021~~ February 18, 2024

I. NAME and AFFILIATION

- A. The name of this religious congregation, located in Transylvania County, North Carolina, is Unitarian Universalists of Transylvania County, hereafter referred to as UUTC or the Congregation.
- B. UUTC was chartered on June 6, 1999.
- C. UUTC is a member congregation of the Unitarian Universalist Association (UUA) and of UUA's Southern Region, Southeast District.

II. PURPOSE and PRINCIPLES

- A. PURPOSE—The purpose of UUTC is to create a community that encourages free spiritual discovery and growth, celebrates personal and religious diversity, and promotes active, responsible involvement in the larger community.
- B. PRINCIPLES—Members and Friends covenant together to affirm and promote the following principles:
 - 1. The inherent worth and dignity of every person;
 - 2. Justice, equity, and compassion in human relations;
 - 3. Acceptance of one another and encouragement to spiritual growth in our congregation;
 - 4. A free and responsible search for truth and meaning;
 - 5. The right of conscience and the use of the democratic process within our congregation and in society at large;
 - 6. The goal of world community with peace, liberty, and justice for all;
 - 7. Respect for the interdependent web of all existence of which we are a part.
 - 8. Journeying toward spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions.

III. MEMBERSHIP

- A. INCLUSION—UUTC affirms and promotes participation in all its activities without regard to race, color, sex, disability, affectional or sexual orientation, gender identity or expression, age, or national origin and without requiring adherence to any religious belief or creed.
- B. MEMBERS—Members shall be of age 16 or older and are entitled to all the services and privileges of UUTC, including the right to vote. Participation in an introductory class is encouraged. Membership is open to any person who:
 - 1. is in sympathy with the principles and purposes of UUTC;
 - 2. agrees to abide by the UUTC Bylaws and other decisions lawfully made by the Congregation or the Board of Trustees (Board);
 - 3. commits to actively participate in the life of UUTC and make an annual financial contribution of record;
 - 4. signs the Membership Book in the presence of the Minister or a member of the Board.

- 50 C. FRIENDS - Friends shall be of age 16 or older and are entitled to all the services and privileges
51 of UUTC, including the right to speak at meetings, but excluding the right to vote or hold an
52 elective office. Participation in an introductory class is encouraged. Friends are expected to
53 make an annual financial contribution of record. Friend status is open to any person who:
54 1. is in sympathy with the principles and purposes of UUTC;
55 2. agrees to abide by the UUTC Bylaws and other decisions lawfully made by the
56 Congregation or the Board of Trustees;
57 3. commits to participate in the life of UUTC and its activities.
- 58 D. CHANGES IN MEMBER OR FRIEND STATUS
- 59 1. A Member or Friend of UUTC may request a change of status by completing and
60 submitting a Change of Status form to Administrative Staff.
- 61 2. Administrative Staff shall remove from Member or Friend status any person who is
62 deceased.
- 63 3. The Board of Trustees may instruct Administrative Staff to remove from Member or
64 Friend status any person who has behaved in a manner that undermines the well-being of
65 the Congregation, in accordance with existing Board policy and/or Safe Congregation
66 Plan. However, that person shall have the right to appeal in writing and/or meet with the
67 Board of Trustees to appeal its decision.
- 68 4. The Board of Trustees and the Minister shall be informed of any change of status.
- 69 5. The Board shall ensure annual review of the membership rolls to determine membership
70 status. A Member or Friend without contact or financial contribution of record for 3 years
71 will be removed.

72 73 IV. GOVERNANCE

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- 75 A. ROLE OF THE MEMBERS—The ultimate authority for all matters pertaining to the operation of
76 UUTC shall rest with the Members of the Congregation. In addition to serving on UUTC
77 committees and task groups and providing input to the activities of these groups and to the
78 Board, the Members shall exercise this authority by voting during officially called
79 congregational meetings.
- 80 1. With a quorum of at least thirty (30) percent of the current UUTC membership present,
81 decisions will be approved by a simple majority of the votes cast (in person and by
82 absentee ballot) to:
- 83 a. annually elect a Board of Trustees to act on its behalf;
84 b. annually elect members for the Nominations Committee;
85 c. annually elect members for the Endowment Committee;
86 d. annually approve the next fiscal year's operating expenditures budget;
87 e. authorize Community Outreach Endowment Fund movements from one fund to
88 another as described in Bylaws Article XI, Section C.
- 89 f. approve a permanent physical marker in recognition of a designated gift.
- 90 2. With a quorum of at least thirty (30) percent of the current UUTC membership present,
91 decisions will be approved by at least two-thirds (2/3) majority of the votes cast (in
92 person and by absentee ballot) to:
- 93 a. adopt any multi-year fund-raising and/or the assumption of long-term
94 indebtedness;
95 b. adopt any proposed action concerning the lease, sale, purchase or construction
96 of real property or major improvements to such property;
97 c. authorize Community Outreach Endowment Fund disbursements deemed
98 extraordinary as described in Bylaws Article XI, Section E.
- 99 d. authorize the Board of Trustees to exercise special powers on its behalf with an

- Enabling Resolution (ER);
 - e. adopt Bylaws or amendments to them;
 - f. remove one or more Members who have been elected to office by the Congregation;
 - g. terminate a minister's employment with UUTC.
 3. With a quorum of at least forty (40) percent of the current UUTC membership present, decisions will be approved by at least ninety (90) percent majority of the votes cast (in person and by absentee ballot) to:
 - a. accept a ministerial candidate to serve as minister.
 - B. BOARD OF TRUSTEES—UUTC shall be governed by a Board of Trustees (the Board) consisting of the Minister (as ex-officio, non-voting member) and eight voting members elected from a slate of nominees presented to the Congregation at its Annual Meeting by the Nominations Committee or nominated from the floor (provided the nominee has given prior approval). Nominees must be Members of UUTC. Any interim vacancy on the Board shall be filled by an appointment made by the Board from candidates submitted by the Nominations Committee and shall be valid until completion of the original term.
 - C. ENABLING RESOLUTIONS
 1. The Congregation may authorize the Board to exercise special powers with an Enabling Resolution (ER), which enables the Board to take essential action when extraordinary circumstances require such action or make it desirable.
 2. An ER may be enacted at the regular Annual Congregational Meeting or any special Congregational Meeting convened for the purpose of considering an ER. Notice of any meeting in which an ER is to be considered must describe the ER.
 3. Enabling Resolutions must specify:
 - a. a limit on any financial commitment to be authorized;
 - b. a description of actions to be authorized;
 - c. a date beyond which the ER is no longer in force.
 4. Adoption of an ER requires an affirmative vote of no less than two thirds (2/3) of the votes cast at a Congregational Meeting.
 5. No later than 30 days following its action, the Board must notify the Congregation of the action it has taken via a published report.
- V. ROLE OF THE BOARD OF TRUSTEES
- A. AUTHORITY TO ACT—The Board shall have full authority to act on behalf of the Congregation with the exception of those actions set out in Bylaws Article IV, Section A above. The Board may delegate authority, as appropriate, to UUTC committees and/or task groups and/or individuals. The Board has the authority to amend the budget, but it may not increase the entire budget by more than 10%.
 - B. RESPONSIBILITIES—The Board shall, with appropriate assistance from committees, task forces, or individuals:
 1. assume the usual and customary responsibilities for managing the business affairs of the Congregation and for providing oversight of its programs. This includes, but is not limited to, maintaining an appropriate organizational structure and setting organizational policy;
 2. maintain and annually update a Policy Manual. This Policy Manual shall guide the operation and governance of UUTC in accordance with the bylaws and shall be readily available to the congregation for review and comment;
 3. provide oversight in all areas of congregational life;
 4. represent UUTC in the broader community;
 5. authorize any formal public statement in the name of the Congregation;

- 150 6. establish special funds, as needed;
- 151 7. approve membership of Board Committees.
- 152 C. MEETINGS—The Board shall hold regular monthly meetings unless there is no business to
- 153 transact and may hold special meetings as the need arises. A meeting quorum will consist of a
- 154 simple majority of voting Board members (i.e., non-vacant, voting Board positions), and must
- 155 include the President or the President-Elect. ~~and any three additional voting Board members.~~
- 156 The meetings are open to UUTC Members and Friends to observe, except for when the Board
- 157 goes into Closed Session, as outlined in the Policy Manual. Excepting unusual situations, some
- 158 time will be allowed at Board meetings for members to address the Board, without the
- 159 requirement that they be included on the meeting agenda.
- 160 D. COMPOSITION AND TERMS
- 161 1. The Board shall consist of:
- 162 a. the President, who serves a single one-year term;
- 163 b. the President-Elect, who serves a single one-year term and who commits to become a
- 164 candidate for President the next fiscal year;
- 165 c. the Secretary, who may serve up to three consecutive one-year terms;
- 166 d. the Treasurer, who serves a single one-year term;
- 167 e. the Treasurer-Elect, who serves a single one-year term and who commits to become
- 168 a candidate for Treasurer the next fiscal year;
- 169 f. three At-large Members, who each serve a three-year term. Each year, one At-Large
- 170 Member shall rotate off the Board and be replaced by a new At-Large Member.
- 171 2. No individual may be elected to serve more than ~~three consecutive years~~ a single term
- 172 limit, i.e., the designated term limit for a position, on the Board of Trustees, without a
- 173 break in service. After a term is completed, a 1-year period must elapse before an
- 174 individual is eligible for election to serve in any Board position.
- 175 3. Vacancies. The Board shall have authority to appoint a Congregational Member to fill any
- 176 Board of Trustees vacancy and may consult with the Nominations Committee. With
- 177 respect to term limits, appointments differ from elections as described below.
- 178 a. Should a Board position be vacant at the beginning of a fiscal year, the Board shall
- 179 appoint a Congregational Member to fill the vacancy for the Trustee's term as
- 180 specified in D.1., notwithstanding term limits.
- 181 b. Should a Board position be vacated during a fiscal year, the Board shall appoint a
- 182 Congregational Member to fill the position and complete the vacated term,
- 183 notwithstanding term limits.
- 184 c. Time served as an appointee to complete a vacated term does not count against term
- 185 limits if that individual is eligible for election and is subsequently elected to serve in
- 186 that same or another Board position.

187 VI. BOARD MEMBER DUTIES

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- 190 A Duties of the UUTC President include:
- 191 1. preside over meetings of the Board and of the Congregation;
- 192 2. inform the Congregation of activities and decisions of the Board;
- 193 3. bring before the Board administrative issues for their resolution;
- 194 4. represent UUTC to the public and to the denomination;
- 195 5. see that administration of UUTC affairs conforms to the provisions of these Bylaws;
- 196 6. prepare, with the other Board members, an agenda to be distributed to the Congregation
- 197 by the Secretary for any Congregational Meeting;
- 198 7. serve on the Board Negotiating Team to negotiate contract terms for an Interim,
- 199 Transitional, or Settled Minister;

- 200 8. discharge other duties as may reasonably appertain to this office.
- 201 B. Duties of the UUTC President-Elect include:
- 202 1. function in the place of the President, if necessary;
- 203 2. serve on the Board Negotiating Team to negotiate contract terms for an Interim,
- 204 Transitional, or Settled Minister;
- 205 3. undertake other responsibilities as assigned by the Board.
- 206 C. Duties of the UUTC Secretary include:
- 207 1. maintain an accurate record of all activities of the Board and of any Congregational
- 208 Meeting;
- 209 2. arrange for publication of information about activities of the Board and the Congregation
- 210 within UUTC;
- 211 3. notify the Congregation at least two weeks in advance of any Congregational Meeting.
- 212 Such notification shall include a meeting agenda, a list of nominees for elective positions,
- 213 when appropriate, and an absentee ballot;
- 214 4. assure safe storage of all records of UUTC Board and Congregational activities;
- 215 5. prepare correspondence for, and with the approval of, the Board.
- 216 D. Duties of the UUTC Treasurer include:
- 217 1. advise the Board of financial needs, priorities and concerns based on Member input and
- 218 Finance Committee recommendations;
- 219 2. safeguard all UUTC monies and documents in reasonably accessible locations;
- 220 3. disburse monies for approved (budgeted) expenses or according to Board direction;
- 221 4. provide open and timely disclosure of budget plans and changes to the Congregation;
- 222 5. provide timely accounting records of all financial activities and facts (receipts,
- 223 disbursements, earnings, losses, obligations, and fund balances) to the Board, the Finance
- 224 Committee and the Congregation;
- 225 6. supervise the Bookkeeper;
- 226 7. serve as a non-voting member of the Finance Committee;
- 227 8. serve on the Board Negotiating Team to negotiate contract terms for an Interim,
- 228 Transitional, or Settled Minister.
- 229 E. Duties of the Treasurer-Elect include:
- 230 1. work in collaboration with the Treasurer;
- 231 2. serve as a voting member of the Finance Committee;
- 232 3. at the Board's request, serve on the Board Negotiating Team to negotiate contract terms
- 233 for an Interim, Transitional, or Settled Minister;
- 234 4. undertake other responsibilities as assigned by the Board.
- 235 F. Duties of the At-large Board Members include:
- 236 1. attend meetings of the Board and participate in its activities;
- 237 2. discharge other duties as may be assigned by the Board or that reasonably may be
- 238 assumed by members of the Board.
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240 VII. COMMITTEES

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242 A. COMMITTEES OF THE CONGREGATION

- 243 1. NOMINATIONS COMMITTEE - Members of the Nominations Committee shall be elected
- 244 by the Congregation at the Annual Congregational Meeting.
- 245 a. The committee shall be comprised of three members. Each member shall be elected
- 246 annually for a one-year term and shall serve a maximum of three consecutive years.
- 247 Each year, at least one member shall rotate off and be replaced by (a) new
- 248 member(s). Should an interim vacancy occur, the members remaining shall
- 249 recommend to the Board someone to fill the vacancy for the remainder of the term.

- b. Members of the committee shall be Members of the Congregation and may not hold another elective position while serving in this capacity.
 - c. The committee shall select a chair from among its members and provide that name in writing to the Secretary of the Board.
 - d. The committee shall actively encourage the Congregation to suggest to it the names of qualified candidates for nomination for election. It will provide to the Board its slate of nominees for election at the Annual Congregational Meeting no later than the Board's regular April meeting. The list of nominees shall be published no later than in the May Newsletter. The committee will also propose qualified candidates to fill interim vacancies in elected positions.
 - e. Nominations to the Nominations Committee shall be opened to the floor at the Annual Congregational Meeting; individuals nominated from the floor must have agreed to be nominated prior to their nomination.
2. ENDOWMENT COMMITTEE – Members of the Endowment Committee shall be elected by the Congregation at the Annual Congregational Meeting.
- a. The Committee shall be comprised of three members.
 - b. Members of the Endowment Committee must be Members of the Congregation and may not serve simultaneously on the Finance Committee or as Board Treasurer.
 - c. Members of the Endowment Committee shall be identified and nominated by the Nominations Committee.
 - d. Nominations to the Endowment Committee shall be opened to the floor at the Annual Congregational Meeting; individuals nominated from the floor must have agreed to be nominated prior to their nomination.
 - e. Each member shall be elected annually for a one-year term and may serve a maximum of three consecutive years. Each year, at least one member shall rotate off the Committee and be replaced by (a) new member(s). Should an interim vacancy occur, the Board will appoint a member to fill the vacancy.
 - f. The Endowment Committee shall select a chair from among its members and provide that name in writing to the Secretary of the Board.
- B. COMMITTEES OF THE BOARD - The creation, purpose, structure and composition of all other committees and/or task groups shall be at the discretion, and under the management, of the Board.

VIII. CONGREGATIONAL MEETINGS

- A. MEETING TYPES—There shall be two types of official meetings of the Members of the Congregation for the purpose of conducting UUTC business, including voting. One is the Annual Congregational Meeting and the other is a Special Congregational Meeting. In addition, a Congregational Discussion may be called at which resolutions to be voted on at a later date or other matters of interest to the whole Congregation are fully explored, with no action being taken. Members shall be notified in writing of Congregational Meetings and Discussions at least 14 days in advance of the meeting date by either e-mail or postal mail. E-mail is an acceptable written medium only for those Members who have previously approved receiving their notices in this manner.
1. The Annual Meeting shall be held once each year in May or early June at a time and place determined by the Board. The Annual Meeting is for the purpose of reviewing the activities and events of the current fiscal year, electing new members to the Board of Trustees, Nominations Committee, and Endowment Committee, approving the operating expenditures budget for the coming fiscal year, and reviewing the financial statement and fund balances of UUTC. Special business may also be conducted. The

- Annual Meeting notice shall include the time and location, the meeting agenda, the text of any resolutions to be considered, a list of nominees for election, and an absentee ballot. Only business specified in the meeting notice may be acted upon, although other business may be discussed at the discretion of the Board President.
2. Special Meetings will be convened as required by the Board or shall be called by the Board upon receipt of a written request signed by no less than fifteen (15) percent of the current UUTC membership.
Special Meeting notices shall include the time and location, and contain an agenda and text of any resolutions to be considered. Only business specified in the meeting notice may be acted upon, although other business may be discussed at the discretion of the Board President.
 3. If an Annual Meeting or a Special Meeting includes a resolution involving the lease, sale, purchase or construction by the Congregation of real property or major improvements thereto, in addition to the regular requirements for notice, notice of the meeting and its purpose shall be published in the UUTC newsletter at least thirty (30) days prior to said meeting and announced from the pulpit at least two (2) consecutive Sundays preceding said meeting.
 4. If an Annual Meeting or a Special Meeting includes consideration of an Enabling Resolution (ER), as described in Bylaws Article IV, Section C, the ER must specify a description of the actions to be authorized, a limit on any financial commitment, and a date beyond which the ER is no longer in force.
 5. Congregational Discussions may be convened at the discretion of the Board or shall be called by the Board upon receipt of a written request signed by no less than fifteen (15) percent of the current UUTC membership. Discussion notices shall include the time, location, and subject matter to be discussed. Only business specified in the notice may be discussed. No quorum is required, and no votes will be taken. At each meeting a time shall be provided for individual members to raise issues for discussion at future meetings. These issues may not be discussed during the current meeting.
- B. PROTOCOLS FOR MEETINGS
1. A quorum of the current UUTC membership must be present at a meeting for any vote to be taken. (See Bylaws Article IV, Section A, for quorum requirements.) Absentee ballots may not be counted in the determination of whether a quorum is present.
 2. At the beginning of either the Annual or any Special Meeting, the Board Secretary shall determine whether a quorum is present and so notify the President.
 3. Before any vote, any member may require the Secretary to determine whether a quorum is present. If a quorum is not present, or is no longer present, no vote, other than a vote to adjourn, may be taken.
 4. Protocols to adopt resolutions are found in Bylaws Article IV, Section A.
- C. ABSENTEE VOTING - Members may submit absentee ballots at both Annual and Special Meetings. An absentee ballot form shall accompany notification of such meetings.
1. Completed absentee ballots must be in the possession of the Board Secretary at the time the meeting is called to order.
 2. On a voice vote that is close, the Secretary may announce each absentee vote s/he is holding. On a secret ballot, the secretary must tally all the absentee votes and add them to the written ballots that are submitted.
- D. RULES OF PROCEDURE—The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall serve as guidelines to govern the conduct of Congregational business, unless they are inconsistent with these bylaws or other special rules of order the Congregation may adopt.
- E. REMOTE VOTING – Under extraordinary circumstances (e.g., pandemic), when the

Board of Trustees is unable to convene an in-person congregational meeting safely, the Board has the authority to determine a remote voting process (e.g., mail-in ballots, email votes) to ensure that the organization can conduct business in a timely manner.

1. Remote ballots will be sent to Members early enough to provide sufficient time for completion and return of the ballots. A deadline for submission will be clearly stated on the remote ballot.
2. The Board will provide ample opportunity for congregational input prior to a remote vote, but ballot resolutions may not be amended during the voting process.
3. The number of valid Member ballots received in the remote process must meet the applicable quorum and approval protocols described in Bylaws Article IV, Section A. In a remote voting situation, remote ballots count towards establishing a quorum.
4. The Board shall ensure transparency and integrity in the voting process.
5. All remote ballots will be retained in a secure location under the control of the Board Secretary for at least three years.

IX. MINISTER

- A. LEADERSHIP—UUTC engages a Minister to provide spiritual leadership in keeping with the purpose of this Congregation as set out in Bylaws Article II. It is recommended that a full-time minister be in fellowship with or in the process of becoming fellowshiped by the Unitarian Universalist Association (UUA) and shall adhere to its Code of Professional Practice for the Unitarian Universalist Ministry. The Minister shall have the freedom of the pulpit as well as freedom to express individual opinion outside the pulpit.
- B. DUTIES—The role of the Minister in Congregational life shall be set out in a Letter of Agreement (contract) signed upon initial hiring and renewed at the beginning of each fiscal year. The Letter shall also contain the compensation agreement for that fiscal year. More detailed duties are contained in the Agreements.
- C. VACANCY
 1. Whenever a vacancy occurs in the position of Minister, the Board of Trustees shall initiate processes to appoint an Interim or a Transitional Minister and to search for a new minister.
 2. Specifics of the processes shall be included in the UUTC Board Operating Guidelines.
 3. For quorum and decision requirements to call a new minister, see Bylaws Article IV, Section A, 3.
- D. RESIGNATION
 1. Conditions regarding resignation by the Minister shall be included in the employment contract whereby the Minister is hired.
 2. Procedures to be followed by the Board and Congregation shall be included in the UUTC Board Operating Guidelines.
- E. TERMINATION - The Minister may be terminated as follows:
 1. Twenty percent (20%) of the voting members of the Church may petition the Board, in writing, to dismiss the Minister.
 2. The Board shall act on the petition by calling a Congregational Meeting as prescribed in Bylaws Article VIII, Section A, 2. The Minister shall be invited to speak at this meeting.
 3. A Congregational vote to terminate the Minister shall be taken by secret ballot. Quorum and decision requirements are prescribed in Bylaws Article IV, Section A, 2.
 4. A decision to terminate the Minister shall be followed by a letter to the Minister by the Board confirming the termination with at least 90 days-notice.
 5. Financial provisions in such cases are defined in the Contract.

X. FISCAL YEAR

The fiscal year of UUTC shall run from July 1 through June 30. Members of the Board of Trustees, Nominations Committee, and Endowment Committee shall begin their terms on July 1 and, unless specifically provided otherwise, contractual terms will conform to the fiscal year.

XI. COMMUNITY OUTREACH ENDOWMENT FUND

- A. CREATION - The Unitarian Universalists of Transylvania County affirm and formalize by integration into the Bylaws the creation of the Community Outreach Endowment Fund as proposed and noted in minutes of the Congregational Meeting of May 30, 2009.
- B. PURPOSE – The purpose of the Community Outreach Endowment Fund is to further the long-term financial health of the Congregation and to support its mission. Annual disbursements from the fund can be used for community outreach, social justice, and educational and spiritual exploration programs. Withdrawals from the Community Outreach Endowment Fund are not to be used either for capital projects or for operating expenditures, except in the case of extraordinary need, where not using these funds threatens the existence of UUTC as determined by the Board.
- C. RECEIPT AND INVESTMENTS OF FUNDS
 - 1. Receipt of funds and gifts:
 - a. To be added directly to the Community Outreach Endowment Fund, gifts to UUTC must have clear indication from the donor that the gift is to be added to the Community Outreach Endowment Fund.
 - b. Non-cash gifts to the Community Outreach Endowment Fund will be converted to cash as soon as practical, consistent with policies applicable to non-cash gifts as found in Article V of the Policy Manual: Finance.
 - 2. Investment of funds:
 - a. Funds designated for the Community Outreach Endowment Fund shall be kept separate from the general operating and capital funds of the Congregation.
 - b. Funds shall be invested in socially responsible investment funds such as the UUA Common Endowment Fund, or some similar vehicle.
 - c. To move funds from one socially responsible investment fund to another requires approval by a simple majority of the vote of the Congregation in a meeting called in a manner consistent with Bylaws Article IV, Section A, 1.
- D. ORDINARY DISBURSEMENT OF FUNDS - The Endowment Committee shall:
 - 1. develop and maintain Operating Guidelines and Procedures, in consultation with the Board, for the disbursement of funds from the Community Outreach Endowment Fund. The guidelines and procedures shall be consistent with the purpose of the Community Outreach Endowment Fund, as indicated in Bylaws Article XI Section B;
 - 2. disburse funds annually from the Community Outreach Endowment Fund at a designated percentage of the fund, typically at 3-5% of the total value of the fund;
 - 3. identify appropriate recipients for disbursements from the Community Outreach Endowment Fund (in compliance with conditions noted in Bylaws Article XI Section B and Operating Guidelines as approved by the Board) and request the Treasurer to effect said disbursements;
 - 4. request no disbursements from the Community Outreach Endowment Fund if the balance of the Fund is less than 90% of the nominal value of the gifts to the Fund (not considering inflation or deflation) or the disbursements would cause the balance of the Fund to be less than 90% of the nominal value of the Fund;

- 450 5. report to the Congregation, at its Annual Meeting, the Committee's activities for the
451 current fiscal year.
- 452 E. EXTRAORDINARY DISBURSEMENTS OF FUNDS – In certain circumstances, the Congregation
453 may borrow monies from the Community Outreach Endowment Fund.
- 454 1. The loan must be approved by a 2/3 majority vote of Congregation in a congregational
455 meeting, convened as noted in Bylaws Article IV, Section A, 2.
- 456 2. Contemporaneous with the approval of the loan, the Congregation must approve a
457 schedule of repayment with interest.
- 458 3. The Board of Trustees must, at each Annual Meeting subsequent to the initiation of the
459 loan and continuing until the loan is fully repaid, report the status of the loan to the
460 Congregation.

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462 XII. PROTECTION OF NONPROFIT STATUS
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464 Neither the Congregation, the Board of Trustees, nor any employee of UUTC shall take any action
465 or allow any activity or use of UUTC property which shall endanger the nonprofit corporate status
466 or ~~charitable, tax exempt~~ 501(c)(3) status of UUTC or its property. Nothing in these bylaws shall
467 be construed to allow a violation of this section.
468

469 XIII. INDEMNIFICATION
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471 UUTC shall indemnify (including attorney fees and legal expenses) any elected or appointed
472 officer, volunteer, employee, or representative of UUTC, past or present, against personal liability
473 incurred while carrying out the duties and functions of UUTC, EXCEPT liability resulting from: (1)
474 acts or omissions not performed in good faith, or which involve intentional misconduct or a
475 knowing violation of the law, or (2) any breach of duty or loyalty to UUTC or its Members. The
476 provisions of this article shall not be deemed exclusive of any other rights to which such person
477 may be entitled under any bylaw, agreement, insurance policy, vote of the Members or
478 otherwise.
479

480 XIV. RATIFICATION AND AMENDMENT
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- 482 A. RATIFICATION—Upon ratification, these bylaws take effect immediately and supersede all
483 former bylaws of UUTC.
- 484 B. AMENDMENT—Amendment of these bylaws may occur at a Special or Annual Congregational
485 Meeting. The process is contained in Bylaws Article VIII, CONGREGATIONAL MEETINGS.
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487 XV. DISSOLUTION
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489 Should UUTC cease to exist without creation of a successor organization, the assets shall be
490 transferred to the Unitarian Universalist Association (UUA) in Boston, MA.