

BYLAWS

ALL SOULS UNITARIAN CHURCH

Amended 2017

ARTICLE I. NAME, PURPOSES, SEAL

Section 1. Name

The name of this religious corporation shall be: "All Souls Unitarian Church of Tulsa, Oklahoma." The location of the Church shall be in the City of Tulsa, Tulsa County, Oklahoma.

Section 2. Purposes and Objectives

This Church is dedicated to religion but not to a creed. Neither upon itself nor upon its members does it impose a test of doctrinal formulas. It regards love of God and humankind, and the perfecting of our spiritual nature, to be the unchanging substance of religion and the essential gospel of Jesus. Consecrating itself to these principles, it aims at cultivating reverence for truth, moral character and insight, helpfulness to humanity, and the spirit of communion with the infinite. It welcomes to its worship and fellowship all who are in sympathy with a religion thus simple and free.

Section 3. Church Seal

The Church shall have a seal circular in form with the words "All Souls Unitarian Church – Oklahoma" around the periphery and the words "Seal 1929 - Tulsa" within the inner circle.

ARTICLE II. INCLUSION

This congregation affirms and promotes the full participation of individuals in all our activities and endeavors (including membership, programming, hiring practices, and the calling of religious professionals) without regard to race, color, religion, sex, gender identity or expression, pregnancy, disability, sexual orientation, age, marital status, citizenship, veteran status, genetic information, national origin, or any other categories protected by applicable law.

ARTICLE III. MEMBERSHIP

Section 1. Membership

Membership in the Congregation of the Church will be open to all persons 14 years of age or older. Persons between 14 and 18 years of age must have completed the Coming of Age program or its equivalent. A person shall become a member of the Church by signing its membership book or registering online and committing to participation in the Church by means of involvement and financial support as an indication of sympathy with the Church's purposes and objectives.

Section 2. Voting

The privilege of voting at congregational meetings shall be open only to those members who have been members for at least one month and who have made a recorded financial contribution within the twelve (12) months immediately preceding the vote. With respect to matters pertaining to the sale, purchase, mortgage, or other acquisition or disposition of real property, or to expand or remodel the Church building, or to enter into contracts that require congregational approval, or to amend these Bylaws, or any other matter designated by the Board of Trustees, voting shall be limited to those members who: (a) are 18 years of age or older; (b) have been members for at least one full year immediately preceding the vote, (c) have made a recorded financial contribution within the twelve (12) months immediately preceding the vote, and (d) be physically present at the church, unless otherwise authorized by the Board of Trustees. The Congregation shall have the authority to set a minimum level of financial support necessary to qualify as a voting member; provided, however, that the Senior Minister may temporarily or permanently waive such requirement as to any member. Members not meeting the requirements above and Friends of the Church may, at the discretion of the Officer presiding at such meeting, be given the courtesy of the floor at all congregational meetings but cannot vote.

Section 3. Resignations

A member may resign by written notice to the Church office.

Section 4. Dropping Members

The Board of Trustees or a Called Minister may from time to time inquire of any member who has not actively participated in the Church for a period of two years or more whether that person wishes to continue in membership. A member's failure to reply to such inquiry within thirty days shall result in that individual being automatically dropped from the membership roll of the Church. Any member dropped through this procedure shall be eligible to rejoin the Church at any time.

Section 5. Privileges of Membership

The Board of Trustees may from time to time provide for privileges regarding services or use of church facilities which may be extended exclusively to members of the Church or which may be extended to members at a lower price than is charged to non-members.

Section 6. Friends of the Church

Any person who contributes to the activities of the Church or makes a financial contribution to the Church, but is not on the membership roll, is a Friend of the Church. Friends may serve on committees and hold appointed positions and are entitled to such other privileges as the Board of Trustees may in its sole discretion extend from time to time, but Friends shall not be permitted to vote, hold elected office on the Board of Trustees or any Department Board or serve on a Ministerial Relations Committee.

ARTICLE IV. ORGANIZATION

Section 1. Comprehensive Church Powers

The Church shall have such powers as may be necessary for the conduct of its affairs and as may be provided for under these Bylaws and the laws of the State of Oklahoma.

Section 2. Authority

a. Congregational Authority

The ultimate authority for all matters pertaining to the operation of the Church shall rest with the Congregation, which shall consist of the voting membership of the Church and shall function as a legally constituted body at its Annual and Special Meetings. The Congregation shall elect the Board of Trustees, the Officers of the Church, Ministers called by the Congregation, Ministerial Search Committees, and special committees as needed. No Minister shall be called by the Church by any means other than by vote of the Congregation.

b. Board of Trustees' Authority

The Board of Trustees shall act on behalf of the Congregation, set policies, monitor executive performance, and establish such non-called ministerial positions as it deems necessary to carry out the functions and services of the Church.

c. Ministers' Authority

In accordance with the Church's commitment to freedom of the pulpit, Ministers of this Church shall have full authority with respect to the conduct and content of worship services and rites of passage celebrated by the Church. The Senior Minister shall be the chief executive officer of the Church, shall be responsible to the Board of Trustees for implementing the policies determined by the Board of Trustees, and shall operate under the general supervision of the Board of Trustees. The Senior Minister shall also coordinate and supervise the functions of all ministerial staff of the Church. The Senior Minister may delegate duties to other ministers or staff but shall remain responsible for all such duties delegated.

ARTICLE V. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CHURCH

Section 1. Annual Meetings

There will be two Annual Meetings of the membership. One Annual Meeting shall be held between December 1 and December 31, the second Annual Meeting shall be held between May 1 and May 31, inclusive, each year.

Section 2. Procedure

The Board of Trustees may determine whether to hold a congregational meeting via electronic means and develop policies and procedures for the conduct of congregational meetings in accordance with these Bylaws. At the May Annual meeting, the Officers of the Church and members of the Board of Trustees shall be elected; annual reports as appropriate shall be made; and any other appropriate business may be transacted. At the December Annual Meeting, the Annual Operating Fund Budget shall be presented for approval: and any other appropriate business may be transacted. Any Member of the Church who is entitled to vote and wants to add an item to the agenda to be voted upon by the congregation at an Annual Meeting shall submit the item in writing 72 hours prior to a regularly scheduled Board of Trustees meeting prior to said Annual Meeting.

Section 3. Meeting Notice

Notice of the Annual Meetings shall be announced in at least three of the following ways: (1) by publication in the Church's weekly printed or electronic newsletter to members at least ten calendar days immediately prior to the meeting; (2) by announcement from the pulpit for at least two Sundays immediately prior to the meeting; (3) by being prominently posted on the church bulletin board for at least ten calendar days immediately prior to the meeting; and (4) by special electronic mail (e-mail) notice issued to members at least ten calendar days immediately prior to the meeting.

Section 4. Voting

All elections shall be conducted in accordance with Article XIII. If there is only one nominee for a given office, the election may be by acclamation. Nominations may be made from the floor, provided that the nominee is present and consents to the nomination. With exception of certain matters otherwise set forth in these Bylaws, a majority of votes cast at any congregational meeting shall decide any question. No vote may be cast by absentee ballot or by proxy.

Section 5. Special Meetings

Special Meetings may be called by the Board of Trustees on its own initiative or by written petition addressed to the President by ten percent of the current voting membership. Notice of a Special Meeting shall be given in the same manner as notice

for the Annual Meetings. Such notice shall state the nature of the business to be transacted, and no other business shall be considered at that Special Meeting.

Section 6. Quorum

A quorum at any congregational meeting shall consist of ten percent of the membership entitled to vote on any given issue or 150, whichever is less.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. Selection and Terms

The business and affairs of this Church shall be administered, managed and controlled by a Board of Trustees, consisting of eighteen (18) active Church members, including six (6) elected officers who shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer and Assistant Secretary-Treasurer of the Church, all of whom shall be voting members of the Congregation.

Section 2. Term of Office

a. Commencement of Term

All trustees and officers shall commence their terms of office on July 1st following the annual meeting at which they are elected.

b. Election, Duration of Term and Limits of Service

The term for each trustee and officer of the Church is two (2) years. The Officers of the Church shall be elected every two years. No member may serve more than six consecutive years on the Board of Trustees, except that a member can serve a seventh year in the event that the member is serving a two year term as an Officer. Members who have served six consecutive years are thereafter eligible for appointment or election as a Trustee or Officer after the passing of two years from the end of the term of the Officer or Trustee.

c. Termination

(1) Removal

The members of the Church in an annual meeting or any special meeting called for the purpose, or the Board of Trustees at any time, may remove for cause any officer, Trustee, or appointee to any subordinate board, committee or alliance of the Church.

(2) Resignation by Absences

Any Officer of the Church or member of the Board of Trustees who shall be absent from three (3) consecutive regular meetings of the Board of

Trustees, or any five (5) regular meetings of the Board of Trustees in a Church year, shall, unless the Board of Trustees votes otherwise, be considered to have resigned from the Board of Trustees or such office.

d. Filling of Vacancies

All vacancies in the Board of Trustees or offices of the Church shall be filled by an appointment by the President of the Church, with approval of the Board; provided that such appointee shall hold office only until the next May annual meeting of the Church, at which meeting an election shall be held to fill the remainder of the unexpired term of such trustee or office. A vacancy in the office of the President may be filled by the Board at any Board meeting. Vacancies in any subordinate committee, the members of which are elected by the Board of Trustees shall be elected by the Board of Trustees to serve terms as determined by the Board, or in accordance with the bylaws of such body.

Section 3. Meetings of the Board of Trustees

The Board of Trustees may hold its meetings at any place in the City of Tulsa, Oklahoma, or such other location, as may be deemed convenient by a majority of said Board and shall meet monthly and/or at such other times as the President of the Church, the Senior Minister, or a majority of the members of the Board shall determine necessary or advisable. Board meetings are open to members of the Church except during personnel discussions, when only Board members may be present. Notice of special meetings must be given by mail, telephone, electronic mail or personal contact at least five (5) days prior to the meeting, unless a shorter period is required by an emergency.

In case of an emergency, the Board may vote on a matter by mail, telephone, electronic mail, personal contact or a combination of any of the foregoing. In the event that a vote is taken on an emergency basis, any matter voted on shall be recorded in the minutes of the next monthly meeting of the Board. An attendance of a majority of the members of the Board of Trustees shall constitute a quorum for the transaction of such business as may come before said Board.

Section 4. Annual Operating Fund Budget

The Board of Trustees shall annually prepare and submit to the members of the Church for approval an itemized operating fund budget setting forth estimated income and proposed expenditures for the next ensuing year. The budgeted expenditures for any fiscal year may not exceed the estimated income of the Church. Within the limitation of the total budget, the Board of Trustees may transfer funds from one expense item to another as it deems appropriate from time to time. The Board shall not authorize nor in any manner obligate the Church for any expenditures in excess of three percent of the approved operating fund budget, and in no event shall expenditures exceed the estimated income of the Church, except as hereinafter provided, unless prior specific approval for such excess expenditure is first obtained by a vote of

members of the Congregation at an Annual or special meeting. If the funds received for general operating purposes were not expended in such year (or in payment of expenses budgeted for such year), the Board of Trustees may appropriate such surplus funds for emergency or non-budgeted items deemed essential for the welfare or mission of the Church, or may employ such funds in payment of any amount by which budgeted expenditures exceed income collected in the current year.

Section 5. Annual Report of the Board of Trustees

The Board of Trustees shall make an annual report to the members of the Church at the May Annual members' meeting of the property, real and personal, including property held in trust by them, and generally report the condition of such property and the affairs of the Church. This written report shall be available to the congregation at least five (5) days before the annual meeting.

Section 6. Other Functions of the Board

- a. The Board of Trustees may from time to time create subordinate boards, committees and programs within the Church and may discontinue bodies so created. The subordinate committees shall include an audit committee, finance committee and nominating committee and may include an investment committee, generosity committee, and such other committees as the Board of Trustees may add from time to time.
- b. The Board of Trustees shall develop and implement church policy governing the use of the church and its facilities by outside groups.
- c. The Board of Trustees shall oversee each Ministerial Relations Committee in the manner set forth in Article VIII, Section 3.
- d. The Board of Trustees shall approve any solicitation that falls within the terms set forth in Article IX, Section 4.

ARTICLE VII. OFFICERS – DUTIES – SELECTION OF OFFICERS

Section 1. Selection of Officers

The Officers of this Church shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer and an Assistant Secretary-Treasurer, who shall be elected as set forth in Article VI above, and who shall also be such officers, respectively, of the Board of Trustees.

Section 2. President

The President shall preside at all meetings of the members of the Church and Board of Trustees and by virtue of such office shall be a member of all subordinate boards and committees (except the Nominating and Audit Committees) in addition to the number to be appointed or elected to such boards and committees. The President

shall deliver the Annual Report of the Board of Trustees to the Congregation required by Article 6, Section 5 of these Bylaws.

Section 3. Vice-Presidents

In the absence or disability of the President, the First Vice-President, or in his or her absence, the Second Vice-President, shall preside at all meetings, at which the President would preside if present. The First Vice-President shall serve as a liaison between the Board of Trustees and the program groups and committees of the Church and facilitate communications between the Board of Trustees the program groups and committee. The Second Vice-President is chairman of the Finance Committee; the Board of Trustees may designate as duties of either Vice-President such additional functions as may from time to time be deemed appropriate.

The Second Vice President shall be responsible for presenting the proposed budget to the Congregation for approval. In addition, the Second Vice President shall serve as an ex officio member of the Investment Committee and the Conservage Board.

Section 4. Secretary

The secretary shall be responsible for:

- a. Minutes of all Congregational and Board of Trustees meetings;
- b. Correct record of membership of the Church;
- c. Custody of all papers, correspondence, documents and instruments in writing belonging to the Church and pertaining to the affairs of the Church;
- d. An annual report to the members of the Church at each annual meeting; and
- e. Such other duties as may be assigned by the Board and that may properly devolve upon this office.

Section 5. Treasurer

The Treasurer of this Church shall:

- a. Have custody of all monies and funds belonging to the Church;
- b. Keep a careful and accurate record of all income, receipts and expenditures of the Church;
- c. Pay all bills and charges against the Church which have first been approved by the Board of Trustees or Finance Committee;
- d. Make an annual report to the members of the Church at each annual meeting and a monthly report to the Board of Trustees; and

- e. Perform such other duties as may be assigned by the Board and that may properly devolve upon this office.

Section 6. Assistant Secretary-Treasurer

The assistant secretary-treasurer shall assist the secretary and treasurer in the performance of their duties and perform such other duties as may be assigned by the Board.

Section 7. Executive Committee

The officers of the Church shall act as an executive committee of the Board of Trustees. They shall meet on the call of the President before each Board of Trustees meeting to establish an agenda for the Board meeting. In the event that a quorum of the members of the Board of Trustees may not be contacted for an emergency vote in accordance with Article VI Section 3, the executive committee may act on behalf of the Board. Such decisions and actions shall be reported to the Board at its next meeting.

Section 8. Delegation of Duties to Administrative Staff

The Board of Trustees may from time to time delegate to designated administrative members portions of the duties of the Secretary, Treasurer and Finance Committee, including maintenance of membership records, custody of documents, maintenance of the books of account, and approval of bills and charges for payment; provided, however, that all checks issued shall be signed by an Officer of the church designated as a signatory by the Board.

ARTICLE VIII. MINISTERS AND STAFF

Section 1. Ministers

The Ministers of the Church shall include a Senior Minister who shall be a Called Minister and may include one or more other ministers. Other Ministers may be Called Ministers.

Section 2. Senior Minister

- a. Selection of a Senior Minister

Upon the death, retirement or resignation of the Senior Minister of the Church, or notice of the imminent occurrence of such event, the Board of Trustees will appoint a three-member search committee to recommend an Interim Minister to the Board of Trustees and shall, upon notice given in the same manner as notice for an Annual or Special Meeting, call a congregational meeting for election of a Ministerial Search Committee.

In conjunction with notice of the congregational meeting and election, the Board of Trustees shall submit a slate of seven (7) nominees for the Ministerial Search

Committee. The notice will also state that additional written nominations may be delivered to the Executive Committee until the close of business two (2) days prior to the election. Each such additional nomination must be signed by ten or more members and be accompanied by the nominee's written consent to the nomination. If no timely additional nominations are received, a voice vote will be taken. If additional nominations are received, a written ballot shall be used, permitting each voting member to vote for no more than seven of the nominees; the seven nominees receiving the greatest number of votes shall constitute the Ministerial Search Committee. Budgets for both search committees shall be prepared by the Board of Trustees and submitted for approval by the Congregation. A charge, prepared by the Board and approved by the Congregation, will be presented to the search committees.

Section 3. Called Ministers

a. Election of a Called Minister

A Called Minister shall be called by a majority vote of the members at a Special Congregational Meeting called for such purpose.

b. Removal

The members of the Church present at an Annual or Special meeting can, by majority vote, terminate a Called Minister's employment upon three months written notice to the Minister.

c. Conditions of Employment

The Church shall enter into a written letter agreement with any Called Minister setting forth the terms of the relationship between the Called Minister and the Church. A Called Minister's letter of agreement shall be executed by the President and is subject to approval by the Board of Trustees.

d. Activities of Ministerial Relations Committees

(1) Upon the installation of a new Called Minister, it shall be the responsibility of that Minister to appoint, for the benefit of that Minister, a Ministerial Relations Committee consisting of at least three and no more than five Church members, one of whom shall be a member of the Board of Trustees. The term of service of a Ministerial Relations Committee member shall be two years without any limitation upon the number of times a member may be reappointed. At any time, if the Board of Trustees has a concern about the composition of a Ministerial Relations Committee which cannot be satisfactorily resolved by consultation with the Minister, the Board may, by majority vote, remove a person or person(s) from that Committee. The replacement or replacements for members so removed shall be appointed by the Minister within a reasonable time thereafter.

(2) The duties of each Ministerial Relations Committee as to each Called Minister shall be as follows:

- (a) to foster and maintain amicable relations between the Minister and the Congregation;
- (b) to provide information and counsel to the Minister regarding concerns and problems brought to the Committee's attention by the Minister or by members of the Congregation; and
- (c) to provide information and advice to the Minister, the Budget Committee, the President of the Congregation, and the Board of Trustees concerning the Minister's work arrangements, salary and benefits.

(3) Each Ministerial Relations Committee shall meet at least annually with its Minister, and at such other times as the Committee or the Minister deem necessary. The chair of each Ministerial Relations Committee shall meet with the Budget Committee each year to discuss recommendations concerning its Minister's salary and benefits. The chair or another member of each Ministerial Relations Committee shall report to the Board of Trustees annually at a meeting of the Board, and at such other meetings as the Board or a Committee may request, concerning any recommendations or concerns which a Committee feels should be made known to the Board.

(4) The names of the members of each Ministerial Relations Committee shall be published to the Congregation in January of each year, and their names and preferred means of contact shall be available at all times to members of the Congregation. Each Ministerial Relations Committee shall receive and discuss such concerns and complaints of members of the Congregation as may be brought to its attention; provided, however, that no Ministerial Relations Committee shall in any way serve as a barrier between the Ministers and members of the Congregation who choose to bring their concerns directly to the Ministers.

(5) The Senior Minister is authorized to appoint a Ministerial Relations Committee for the benefit of any non-called minister of the Church in the same manner and for the same purposes as set forth in this Section 3(d) of Article VII for a Called Minister, at such time as the Senior Minister in his or her discretion deems necessary.

e. Annual Review

The Board of Trustees shall review each Called Minister's performance annually. This shall be carried out by a procedure that is mutually agreed upon by the Board of Trustees and such Minister, in consultation with the Minister's Ministerial Relations Committee.

Section 4. Associate Minister

a. Selection of an Associate Minister.

The Church may, but is not required to, have one or more Associate Ministers. The Senior Minister or the Board of Trustees may nominate any member

of the ministerial staff to serve as an Associate Minister. If the other agrees with the nomination, the nomination shall be presented for an affirmation vote by the Congregation at any Annual or Special meeting.

b. Removal of an Associate Minister

An Associate Minister may be removed if both the Senior Minister and the Board of Trustees agree to the removal.

c. Conditions of Employment

The Church shall enter into a written letter of agreement with any Associate Minister setting forth the terms of the relationship between the Associate Minister and the Church. An Associate Minister's letter of agreement shall be executed by the President and is subject to approval by the Board of Trustees.

d. Duties of an Associate Minister

The duties of the Associate Minister shall be determined by the Senior Minister. The Associate Ministers shall report to the Senior Minister and the Senior Minister shall be responsible for supervision of the Associate Ministers.

Section 5. Other Ministers

The Senior Minister may retain such other Ministers as the Senior Minister determines. The other Ministers shall perform such duties and have such responsibilities as determined by the Senior Minister.

Section 6. Staff

The staff members of the Church implement the policies, objectives, and programs of their respective departments and committees. The staff is administratively responsible to the Senior Minister who is charged with interpreting and implementing the policies established by the Board of Trustees, and to such other Minister(s) or staff member(s) as the Senior Minister in his or her discretion may direct.

ARTICLE IX. ORGANIZATIONS

Section 1. Definitions

a. Department

A Department is a Church organization charged by the Board of Trustees with major program responsibilities vital to the Church. Each Department shall have an annual operating budget approved by the Board of Trustees, and shall be governed by its own Board, which plans, executes, and budgets the programs of the Department in accordance with bylaws approved by the Board of Trustees. No Committee or Department shall have the authority to expend funds or obligate the

Church in excess of its annual operating budget without approval of the Board of Trustees.

b. Affiliates and Associates

An Affiliate or Associate is an outside organization that pursues programs which the Board of Trustees considers an appropriate part of the Church's mission and relationship to the community. Associates and Affiliates serve members of the Church as well as other members of the community, and may utilize Church property for their fundraising, education, advocacy, meetings, and activities. An Affiliate or Associate must have that status approved annually by the Board of Trustees at its June meeting, or as soon thereafter as convenient.

c. Committees

Committees are Church organizations appointed and funded as necessary by the Board of Trustees for specific tasks. Board committees report to the Board through the President, program committees through the First Vice-President, and administrative committees through the Second Vice-President.

Section 2. Responsibility to the Board

All Departments, Committees, and groups operate under the authority and oversight of the Board of Trustees and are responsible to the Board. Each organization operating on a budget independent of the Church operating budget shall submit an annual report to the Board of Trustees covering the financial operation of that organization. Funds raised by such organizations shall be submitted to the Church Treasurer for deposit, and shall be expended by means of check requests, unless prior approval of the Board of Trustees for alternative means of managing such funds has been obtained.

Section 3. Bylaws, Rules, Regulations Governing Departments and Committees

Each Department, program committee, Board committee and administrative committee may promulgate and adopt bylaws, rules and regulations or amendments thereof governing the conduct of its affairs insofar as they are consistent with the bylaws of the Church. However, any such bylaws, rules or regulations or amendments thereof shall not become effective until the same are approved by a resolution of the Board of Trustees, and a written copy of said bylaws, rules and regulations as approved are filed with the Secretary of the Board of Trustees.

Section 4. Fund Raising.

Any Department, Committee or Affiliate of the Church which plans on raising funds or grants for a special project in excess of One Thousand Dollars (\$1,000) shall first obtain the permission of from the Board of Trustees to conduct the solicitation.

Section 5. Appointments to Department Governing Boards and Committees.

Each Department governing board and committee shall, in May of each year, submit to the Board of Trustees the list of persons proposed to be members and officers of such board or committee for the ensuing year, chosen in such manner as such board or committee may have provided in its bylaws or operating procedures. At its June meeting, the Board shall approve such lists, with such amendments or additions as the Board shall deem appropriate.

Section 6. Standing Committees.

a. Appointments

The Board of Trustees shall appoint all members of the standing committees and such other committees as are created by the Board of Trustees. The members of the Audit Committee shall be appointed by the Board of Trustees at its June meeting. The members of the Nominating Committee shall be appointed at least four (4) months before the May congregational meeting. The members of the other committees shall be appointed as needed and/or in accordance with the bylaws of such committee, if any.

b. The standing committees shall include:

(1) **Nominating Committee:** The Nominating Committee's duties shall be to consider and recommend to the members of the Church the nominees for each office to be elected at the May Annual Meeting.

(2) **Finance Committee:** Consistent with Article VII, Section 3, the Finance Committee shall be composed of the Second Vice-President, who shall be its chair, the Treasurer, the Assistant Secretary-Treasurer, and such other appointed members as the Board of Trustees shall deem to be appropriate. The Finance Committee is responsible for the preparation of the annual operating funds budget and for supervision of all funds of the Church. The committee shall report to the Board monthly.

(3) **Audit Committee:** The Audit Committee shall be composed of no fewer than three or more than five members of the Church, to be appointed annually by the President. Members of the Executive Committee shall not be eligible for appointment to the Audit Committee. At such times as the Audit Committee shall deem appropriate, but no less often than every three years, the Audit Committee shall select and contract with a qualified accountant, subject to approval by the Board of Trustees, to perform such agreed upon audit procedures on the Church's books of account, records and accounting and financial policies and procedures for the preceding year as are deemed necessary by the Audit Committee, in consultation with the independent accountant. The Audit Committee will report to the Board its opinion and recommendations along with those of the independent account.

c. The standing committees may include:

(1) **Investment Committee:** The Investment Committee shall elect its members in accordance with its bylaws, as approved by the Board of Trustees, and report quarterly to the Board of Trustees on the performance of the Endowment and other funds overseen by that committee.

(2) **Generosity Committee:** The Generosity Committee shall be composed of no fewer than three or more than seven members of the Church, appointed by the President for staggered two-year terms. At least one member of the Generosity Committee shall be a member of the Board of Trustees. The Generosity Committee shall make recommendations for the distribution of the offering plate, subject to review by the Senior Minister.

ARTICLE X. PROPERTY

Section 1. Title to Property

The title to all Church property, both real and personal or mixed, and all contracts relating thereto, shall at all times be taken by and held or made in the name of the corporation, unless otherwise approved by the Board of Trustees.

Section 2. Disposition of Property

No real property owned or held by the Church shall ever be sold, mortgaged, or otherwise disposed of until after the members of the Church, in an Annual or Special Meeting called for such purpose, shall authorize and approve of any proposed sale, mortgage, or disposition of such property. Unless otherwise authorized by the Board of Trustees, Annual or Special Meetings called in whole or part to decide the sale, mortgage, or disposition of real property shall be held physically at the Church and only Members physically present at the Church may vote upon the issue. The Board of Trustees may authorize the sale, exchange, or other disposition of any personal property or equipment when it deems necessary and in the best interest of the Church.

Section 3. Gifts, Memorials

The Board of Trustees may authorize generally the acceptance on behalf of the Church of any gift or grant of property to the general operating funds or established capital or endowment funds of the Church. Proposed gifts or grants of property restricted to some other use, or gifts or grants of property which propose or involve the erection of a memorial may be accepted, or accepted subject to such conditions as the Board may determine to be appropriate, by a vote of three-fourths of the Board. Any gifts or grants which propose or involve the erection of a memorial having a sum or value greater than twenty-five percent of the then current operating budget may be accepted only upon acceptance by a three-fourths vote of the Congregation at an Annual or Special Meeting.

ARTICLE XI. CHURCH YEAR

The Church fiscal year shall begin the first of January of each year and end on the 31st of December until otherwise designated by the membership at the regular annual meeting or at a special meeting called for that purpose. The beginning of the Church year for programming purposes shall be determined by the Board of Trustees and need not coincide with the fiscal year.

ARTICLE XII. MAJORITY VOTE

A majority vote at all elections of this Church and of any board or department thereof shall govern; and all questions, transactions, and decisions of any kind of this Church, and of board or department thereof, shall be decided by a majority vote of the votes cast, unless otherwise provided by these bylaws.

ARTICLE XIII. INDEMNITY

To the extent and in the manner permitted by the laws of the State of Oklahoma, including Okla. Stat. tit. 18, §1031, the Church shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, other than an action brought by the Church or in which such person is adverse to the Church, by reason of the fact that the person is or was a Trustee, Minister, officer or employee of the Church, including attorneys' fees, judgments, fines and amounts paid in settlement. Notwithstanding the foregoing, no Director, Minister, officer, or employee shall be indemnified from any liability resulting from such person's fraud, bad faith, willful misconduct, gross negligence, or criminal conduct.

ARTICLE XIV. CONFLICT OF INTEREST

In connection with any material contract, issue or transaction (any "Transaction"), between the Church and one or more of its Trustees, or any corporation, partnership, limited liability company, association or other organization in which the Trustee has a direct or indirect financial interest (hereinafter referred to as the "Interested Party"), the Board of Trustees may, in its sole discretion, direct that such Interested Party may be present during the discussion of the Transaction, but may not vote in connection with the approval or disapproval of any such Transaction. No transaction shall be void or voidable solely because it involves or affects an Interested Party, or solely because the Interested Party was present at or participated in the meeting of the Board of Trustees where the Transaction was approved. Board members are required to disclose any conflicts of interest and to sign a Conflict-of-Interest statement annually.

ARTICLE XV. ROBERT'S RULES OF ORDER

In all elections, meetings, questions, discussions, decisions, and deliberations of the members of the Church, the Board of Trustees, or any Department of the Church,

the most current edition of Robert's Rules of Order shall govern, except to the extent any rule is in conflict with these Bylaws, in which case these Bylaws shall control.

ARTICLE XVI. AMENDMENT AND REPEAL

These bylaws can be amended at any annual or special meeting of the members of the Church by a two-thirds vote of the votes cast, as defined in Robert's Rules of Order, pursuant to the voting requirements set forth in Article III, Section 2 above, and provided that the full text of such amendment shall have been included in a notice of the meeting, or otherwise made available for the Congregation's review and comment no later than two weeks prior to such meeting.