

**BYLAWS  
ALL SOULS UNITARIAN CHURCH**

Amended November 19, 2024

**ARTICLE I  
NAME AND PURPOSES**

Section 1. Bylaws. The bylaws govern the affairs of All Souls Unitarian Church, a not for profit corporation church (“Church”) organized under the Oklahoma General Corporation Act (“Act”).

Section 2. Name. The name of the corporation is All Souls Unitarian Church. The location of the Church shall be in the city of Tulsa, Oklahoma.

Section 3. Purposes and Objectives. The 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.

**ARTICLE II  
INCLUSION**

The Church’s congregation affirms and promotes the full participation of individuals in all 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 is open to all persons 14 years of age or older. Persons between 14 and 18 years of age may become members after having 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. The Senior Minister reserves the right to refuse or revoke membership to any person for cause, subject to the approval of the Board of Trustees.

Section 2. Voting. The privilege of voting at congregational meetings shall be open only to those members who: (a) have been members for at least one month and (b) have made a recorded financial contribution to the Church’s operating fund within the twelve 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 amend the bylaws or articles of incorporation, 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 to the Church's operating fund within the twelve months immediately preceding the vote; and (d) are physically present at the church, unless otherwise authorized by the Board of Trustees. Verification of such voting member eligibility shall be made at the Church meeting place for members appearing in person at the meeting. 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 floor discussion regarding the matters described in this paragraph, but cannot vote on them.

Section 3. Privileges of Membership. The Board of Trustees may from time to time provide for privileges regarding services or use the Church's 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 4. 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 GOVERNANCE**

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 the bylaws and the Act.

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 President 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. All required Board committee appointments may be made by the President, subject to Board approval.

c. Ministers' Authority. In accordance with the Church's commitment to freedom of the pulpit, ministers of the 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. The Senior Minister shall not sign Church deeds, contracts, agreements, or similar commitments without Board authorization.

**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 ("winter meeting"), the second annual meeting shall be held between May 1 and June 30 ("summer meeting").

Section 2. Procedure. The Board of Trustees may determine whether to hold a congregational meeting that permits members to attend and vote via electronic means and develop policies and procedures for the conduct of congregational meetings in accordance with the bylaws. At the summer meeting the members of the Board of Trustees and the President of the Church shall be elected (as required by expiring terms of service); annual reports as appropriate shall be made; and any other appropriate business may be transacted. At the winter 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 may request that an item be added to the agenda to be voted upon by the congregation at an annual meeting. Any such requested agenda item must be submitted in writing to the President for consideration by the Board of Trustees. The request must be received by the President of the Board of Trustees at least 3-days prior to a regularly scheduled Board of Trustees meeting to be held before the annual meeting. It is the obligation of the member making any agenda item request to establish that the requirements of such submission are met.

Section 3. Meeting Notice. Notice of the annual and special 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 XII. 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 the exception of certain matters otherwise set forth in the 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 Church's 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, who is eligible to vote, and no other business shall be considered at that special meeting.

Section 6. Quorum. A quorum at any congregational annual or special meeting shall consist of ten percent of the membership qualified to vote pursuant to Section 3.2 of the bylaws or 150, whichever is less.

## **ARTICLE VI BOARD OF TRUSTEES**

Section 1. Selection and Terms. The business and affairs of the Church shall be administered, managed, and controlled by a Board of Trustees consisting of not less than thirteen nor more than eighteen active Church members, including six officers who shall be the President, Vice-President Programs, Vice-President Finance, Vice-President Compliance, Secretary, and Treasurer.

Section 2. Term of Office.

a. Commencement of Term. All trustees and the President shall commence their terms of office on July 1st following the summer 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 years. The officers of the Church other than the President shall be elected by the Board of Trustees at the next regularly scheduled Board meeting following the summer meeting. 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 and serving the second year of the officer term results in a member serving as a trustee for seven years. 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 such 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 consecutive regular meetings of the Board of Trustees, or any five regular meetings of the Board of Trustees in a Church year may by a majority vote of the Board of Trustees, not counting the vote of the trustee or officer being considered, be deemed to have resigned

from the Board of Trustees or from such office. Immediately upon such vote there shall be declared a vacancy on the Board of Trustees or in the office held by such person, and such vacancy may be filled by the President, pursuant to Section 6.2.c.(3) of the bylaws, as appropriate.

- (3) Filling of Vacancies. All vacancies in the Board of Trustees of the Church shall be filled by an appointment by the President, with approval of the Board of Trustees; provided that such trustee appointee shall hold office only until the next summer meeting, at which meeting an election shall be held to fill the remainder of the unexpired term of such trustee. The Board of Trustees shall elect the successor to any officer whose term has expired. A vacancy in the office of the President may be filled by the Board of Trustees at any Board meeting, but only until the next summer 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 procedures 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, 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 days prior to the meeting, unless a shorter period is required by an emergency.

- a. Telecommunications Meeting. Any meeting of the Board of Trustees, whether regular or special, may be conducted by the trustees by the agreement and consent of a majority of the trustees via any acceptable electronic media, including but not limited to teleconference, videoconference, internet, web cam and similar methods of communication that enable the parties to hear each other, that are available to facilitate the conduct of the meetings for the convenience of the trustees, and such participation shall constitute presence in person at the meeting. Any meeting held by electronic media communication shall be memorialized by written minutes or summary of action taken.

- b. Action without a Meeting. Any action required or permitted to be taken by a meeting of the trustees of the Church may be taken without a meeting by written action signed by a number of the trustees equal to the number of trustees that would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present. The written action is effective when signed by the required number of trustees, unless a different effective time is provided in the written action, and must be filed with the minutes of proceedings of the Board. When written action is taken by less than all of the trustees, the Church will immediately notify all trustees of the action's text and effective date. Failure to provide the notice does not invalidate the written action.

c. Emergency Meeting. In case of an emergency declared by the Senior Minister or President, 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.

d. Signatures. Any trustee of the Church required to sign or execute minutes, actions, actions to memorialize a meeting taken without a meeting, or other internal corporate governance matters of the Church may effect such signature by transmitting a signature via digital transmission of the signature or signature page to the other party or parties, or to the Church directly, and the party or parties, or the Church, receiving such transmission may rely upon the digital signature as a signed original of any such document.

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 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 Church 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 summer 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 in such report. The report shall be in writing and made available to the congregation at least ten 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 organizations so created. The subordinate committees shall include a Nominating Committee, Audit Committee, Investment Committee, ConservAge Committee, and Personnel 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 Section 8.3 of the bylaws.

d. The Board of Trustees shall establish a policy for the approval of solicitations that fall within the terms set forth in Section 9.4 of the bylaws.

## **ARTICLE VII OFFICERS**

Section 1. Selection of Officers. The officers of the Board of Trustees are President, Vice-President Programs, Vice-President Finance, Vice-President Compliance, Secretary, and Treasurer. Officers must be members of the Board of Trustees to be eligible to hold office. The Board of Trustees is exclusively responsible for the nomination and election of the officers other than the President of the Church.

Section 2. President. The President is considered the President of the Board and the President of the Church. Nominations for the office of the President are made by the Nominating Committee and the President is elected by the Church congregation for a two year term. 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 an ex officio voting member of all subordinate boards and committees (except the Nominating and Audit Committees). The President shall deliver the Annual Report of the Board of Trustees to the congregation required by Section 6.5 of the bylaws. The President is authorized to sign deeds, instruments, notes, contracts, and agreements on behalf of the Board of Trustees and the Church.

Section 3. Vice-Presidents. In the absence or disability of the President, the Vice-President Programs, the Vice-President Finance, or the Vice-President Compliance, in such order, shall preside at all meetings, at which the President would preside if present. The Vice-President Programs 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 and the program groups and committees. The Vice-President Compliance shall coordinate the Church's federal, state, and local compliance matters with ministers, staff, consultants, vendors, and counsel, and oversee succession planning for ministers and key staff positions. The Board of Trustees may delegate as duties of any Vice-President such additional functions as may from time to time be deemed appropriate.

The Vice-President Finance shall be responsible for presenting the proposed budget to the congregation for approval. In addition, the Vice-President Finance shall serve as an ex officio member of the Investment Committee and the ConservAge Committee.

Section 4. Secretary. The Secretary shall be responsible for: recording minutes of all congregational meetings and Board of Trustees meetings and actions; monitoring correct record of membership of the Church; assuring proper custody and retention of all papers, correspondence, documents and instruments in writing belonging to the Church and pertaining to the affairs of the Church; presenting an annual report to the members of the Church at each summer meeting; and performing such other duties as may be assigned by the Board and that may properly devolve upon the office.

Section 5. Treasurer. The Treasurer of the Church shall be responsible for: assuring that the signatures, administrators, and options of accounts with Church monies are changed as necessary, as directed by the Board of Trustees; signing all the checks written from Church funds; monitoring the record of all income and expenditures of the Church and assisting in its presentation monthly to the Board of Trustees and annually to the congregation; serving as a voting member of the Investment Committee; and performing such other duties as may be assigned by the Board and that may properly devolve upon the office.

Section 6. Executive Committee. The officers shall act as an Executive Committee of the Board of Trustees. The Executive Committee 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 Section 6.3.c. of the bylaws, 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 7. Delegation of Duties to Administrative Staff. The Board of Trustees may delegate to designated administrative staff portions of the duties of the Secretary, Treasurer, and Investment Committee, including maintenance of membership records, custody of documents, maintenance of the books of account, and approval of bills and charges for payment.

## **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 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 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 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 at all times be a member of the Board of Trustees. Any newly formed Ministerial Relations Committee shall exist as a committee for at least two years, or as long as the Called Minister remains employed by the Church, whichever is shorter. The committee may be extended in one-year intervals at the request of either the Called Minister or the chair of the committee. The Called Minister shall be authorized to remove or replace the members of a Ministers Relations Committee, subject to the approval of the Board of Trustees, and subject to the requirement that at all times a member of the committee is a member of the Board of Trustees.

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

(i) to foster and maintain amicable relations between the minister and the congregation; and

(ii) 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.

(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 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 June 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 8.3.d. for a Called Minister, at such time as the Senior Minister in their discretion deems necessary.

e. Annual Review. The Executive Committee of the Board of Trustees shall review each Called Minister's performance annually at the November meeting.

#### 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 minister 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 their discretion may direct.

## ARTICLE IX ORGANIZATIONS

### Section 1. Definitions.

a. Board Committees. Board committees are Church organizations appointed and funded as necessary by the Board of Trustees for specific tasks. Board committees report to the Board of Trustees through the President or Executive Committee, except for the Investment Committee and ConservAge Committee that report through the Vice-President Finance. It shall be the responsibility of each approved Board committee to attend a Board of Trustees meeting at least annually to present the work of the committee and inform the Board of Trustees of the status of the committee. No Board committee 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. Program Committees. Program committees are Church organizations approved by the Board of Trustees. They may support work in church life or in the community, or both. Program committees report to the Board of Trustees through the Vice-President Programs.

c. Affiliate. An affiliate 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. 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 must be approved annually by the Board of Trustees.

Section 2. Responsibility to the Board. All Board committees, program committees, and affiliates 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. Such information shall be provided to the Board of Trustees no later than the date of its regular April meeting, allowing the Board to include the information in its Annual Report to the congregation described at Section 6.5 of the bylaws.

Section 3. Rules, Regulations, Procedures Governing Departments, and Committees. Each department, Board committee, program committee, and affiliate may adopt rules, guidelines, and procedures governing the conduct of its affairs so long as they do not conflict with the bylaws of the Church. However, any such written document shall not become effective until it is approved by the Board of Trustees and filed with the Secretary.

Section 4. Fundraising. Any department (i.e., a Church organization with major program responsibilities vital to the Church), Board committee, program committee, or affiliate of the Church that plans on raising funds or soliciting grants for a special project or fundraising event shall adhere to the requirements necessary for approval before proceeding with fundraising.

Section 5. Appointments to Department Governing Boards. Each department governing board shall, by August of each year, submit to the Board of Trustees the list of persons proposed to be members and officers of such board for the ensuing year. At its September meeting, the Board shall approve such lists, with such amendments or additions as the Board shall deem appropriate.

Section 6. Standing Committees.

a. Committees. The standing committees are the Nominating Committee, Audit Committee, Investment Committee, ConservAge Committee, and Personnel Committee. Other additional committees may be approved or appointed by the Board from time-to-time.

b. Structure. Standing committee membership shall include not less than three nor more than five members of the Church appointed by the Board of Trustees whose terms shall be staggered. Standing committee members may include ministers and staff personnel appointed by the Board of Trustees. Standing committee Church members' terms shall not exceed three years although at the discretion of the Board of Trustees Church members may be reappointed to serve additional terms not to exceed three years. Any standing committee member whose term or terms have expired shall be eligible to serve that standing committee again after one year. Appointments to standing committees shall be made by the Board of Trustees in the third quarter of the calendar year, effective as of January 1 of the following year.

c. Nominating Committee. The Nominating Committee's duties shall be to consider and recommend to the members of the Church the nominees for the offices of the President and trustees to be elected at the summer meeting. The President and trustees shall be nominated and elected for such terms as the bylaws require. Replacements of vacancies in such offices during any terms shall be made by the Board of Trustees until the following summer meeting. The Nominating Committee shall commence its nomination slate so that the nominees can be presented to the Board of Trustees at the April meeting of the Board.

d. Audit Committee. The Audit Committee is responsible for the audit procedures of the Church's accounts and finances. 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 accountant. Members of the Executive Committee shall not be eligible for appointment to the Audit Committee.

e. Investment Committee. The Investment Committee shall report quarterly to the Board of Trustees on the performance of the endowment and other funds overseen by the committee. The President and Treasurer shall serve as voting members of the Investment Committee. The Vice-President Finance shall serve as an ex officio member of the Investment Committee.

f. ConservAge Committee. The ConservAge Committee is responsible for the supervision, operation, conservation, maintenance, insurance, purchase, sale and lease, as appropriate and as authorized, of the Church's non campus properties, ensuring at all times that such properties are dedicated to and utilized exclusively for the Church's religious and tax exempt purposes. The ConservAge Committee shall monitor the use of such properties for Church

programs and events, evaluate immediate and deferred maintenance requirements for such properties and update the Board of Trustees regarding such matters. The ConservAge Committee members may perform maintenance on such properties, or contract for such services, as authorized by the Board. The ConservAge Committee shall report to the Board through the Vice-President Finance.

g. Personnel Committee. The Personnel Committee membership is comprised of a Board of Trustees member, and between three and five Church members. Except for the staff and Board appointments the committee members shall be term limited per Section 9.6.b. of the bylaws. The Personnel Committee is responsible for updating and maintaining the Church's employee handbook and supporting the ministers and staff in employment and human resources matters. The committee shall coordinate its work and support services with the Church's ministers, Ministerial Relations Committees, and Executive Committee. The committee shall report to the Board of Trustees through the Executive Committee.

Section 7. Other Committees Approved or Appointed by the Board of Trustees.

a. Generosity Committee. The Generosity Committee shall make recommendations for the distribution of the offering plate, subject to review by the Senior Minister. The Generosity Committee shall be comprised of no fewer than three nor more than seven members of the Church, appointed by the Board of Trustees for two year terms. The appointments shall be made by the Board of Trustees in the third quarter of the calendar year, effective as of January 1 of the following year. Generosity Committee members shall have staggered terms. At least one member of the Generosity Committee shall be a member of the Board of Trustees.

Section 8. New Board Committees. The Board of Trustees shall appoint all members of additional committees as are created by the Board. The members of the other committees shall be appointed as needed and/or in accordance with the procedures of such committee, if any.

## **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 Church, 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, voting at annual or special meetings called in whole or part to decide the sale, mortgage, or disposition of real property shall be conducted in accordance with Section 3.2 of the bylaws. The Board of Trustees may authorize the sale, exchange, or other disposition of any personal property or equipment which 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 the Church and of any board thereof shall govern; and all questions, transactions, and decisions of any kind of the Church, and of any board thereof, shall be decided by a majority vote of the votes cast, unless otherwise provided by the bylaws.

#### **ARTICLE XIII INDEMNIFICATION**

The Church shall indemnify any trustee, officer or employee or former trustee, officer or employee of the Church, or any person who may have served at its request as a trustee, officer or employee of another corporation against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made party by reason of being or having been such trustee, officer or employee, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

The Church shall also reimburse to any trustee, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a committee composed of the trustees not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the Church that such settlement be made and that such trustee, officer or employee was not guilty of negligence or misconduct.

Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such trustee, officer or employee may be entitled by any contract of insurance, bylaw provision, agreement, or otherwise. To the extent any provision of indemnification and/or reimbursement hereunder conflicts with or is otherwise limited by any provision of the Act, the provisions of such law shall prevail.

#### **ARTICLE XIV TRANSACTIONS OF THE CHURCH**

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agents or agents of the Church, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number or type of possible contracts and instruments.

Section 2. Deposits. All funds of the Church, not otherwise required for operations, shall be deposited from time to time to the credit of the Church in general or special accounts in such banks, trust companies, or other depositories as the Board of Trustees may select, or as may be selected by the president or by any other officer or officers or agent or agents of the Church, to whom such power may from time to time be delegated by the Board of Trustees.

Section 3. Checks, Drafts, etc. All checks, drafts, and other orders of the Church for the payment of money, notes or other evidence of indebtedness issued in the name of the Church, may be endorsed, assigned, and delivered on behalf of the Church by any officer or agent of the Church.

Section 4. Potential Conflicts. A trustee, officer or member of the Church may loan money to and otherwise transact business with the Church except as otherwise provided by the bylaws, articles of incorporation and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a trustee, officer or committee member of the Church unless the transaction is described fully in a legally binding instrument and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a trustee, officer or committee member of the Church without full disclosure of all relevant facts and without the approval of the Board of Trustees, not including the vote of any person having a personal interest in the transaction.

Section 5. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Board of Trustees, no trustee, officer or committee member of the Church shall:

- a. Do any act in violation of the bylaws or a binding obligation of the Church.
- b. Do any act with the intention of harming the Church or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary nonprofit activities of the Church.
- d. Receive an improper personal benefit from the operation of the Church.
- e. Use the assets of the Church, directly or indirectly, for any purpose other than carrying on the nonprofit activities of the Church.
- f. Wrongfully transfer or dispose of Church property, including intangible property such as good will.
- g. Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's nonprofit activities.

## **ARTICLE XV CORPORATE POLICIES**

Section 1. Conflicts of Interest. Whenever a trustee or officer has a financial or personal interest in any matter coming before the Board of Trustees, the Board shall ensure that:

- a. The interest of such officer or trustee is fully disclosed to the Board of Trustees.
- b. No interested officer or trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Trustees at which such matter is voted upon.
- c. Any transaction in which a trustee or officer has a financial or personal interest shall be duly approved by members of the Board of Trustees not so interested or connected as being in the best interests of the Church.
- d. Payments to the interested officer or trustee shall be reasonable and shall not exceed fair market value.
- e. The minutes of the meeting at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 2. Whistleblower. Any Church employee witnessing illegal or unethical conduct which they perceive to be in breach of the fiduciary duty of the Church may report same without fear of retaliation or retribution. Any employee who witnesses such conduct taking place is encouraged to report it to a trustee of the Church. Employees will be properly instructed by the Board of the Church as to what constitutes illegal, unethical conduct or a breach of fiduciary duty.

Section 3. Books and Records. The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, committees or having and exercising any of the authority of the Board of Trustees, and any other committee or authority formed or overseen by the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the Board of Trustees members entitled to vote. All books and records of the Church may be inspected by any member, or their agent, for any proper purpose at any reasonable time.

Section 4. Document Retention, and Destruction. The Church will maintain a document retention and destruction policy as follows to-wit:

- a. The Church will identify and record the retention requirements that are legally mandated.
- b. No document that is involved in any form of investigation or official inquiry, or any bankruptcy proceeding, will be destroyed, altered or falsified in any manner whatsoever.
- c. Documents will be maintained in the categories of “general,” “financial,” “governance,” “grants,” “human resources,” “legal,” “marketing,” and “operations.”



d. IRS reports, corporate minutes, tax returns, and depreciation schedules shall be retained indefinitely. Other financial reports will be retained for seven years.

e. All other records pertaining to the day-to-day operation and governance will be retained for a minimum of three years, with additional time periods being specified as may be required by legal or accounting advisors.

f. An individual will be designated by the Church to make all decisions pertaining to the destruction of documents by the organization and/or its staff.

All steps necessary for the Church to implement such policies will be put into effect.

Section 5. Public Disclosure. The Church will, at all times, act in compliance with all standards pertaining to the public disclosure of documents. Any Church document required to be filed with any state or federal agency will be made available to the public as required by law upon proper request.

## **ARTICLE XVI 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 committee 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 the bylaws, in which case the bylaws shall control.

## **ARTICLE XVII AMENDMENT AND REPEAL**

The bylaws and articles of incorporation of the Church can be amended at any annual or special meeting of the members of the Church by a two-thirds vote of the votes cast pursuant to the voting requirements set forth in Section 3.2 of the bylaws, and provided that the full text of any 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.