

All Souls Unitarian Universalist Church

Bylaws

Effective May 31, 2015

Table of Contents

ARTICLE I --- Name	4
ARTICLE II --- Affiliation	4
ARTICLE III --- Purpose	4
ARTICLE IV --- Non-Discrimination.....	4
ARTICLE V --- Governance	4
Section A: Member Authority.....	4
Section B: Authority Delegated to the Board.....	5
Section C: Appeal of Board Action	5
Section D: Indemnification	5
ARTICLE VI – Membership.....	5
Section A: Membership Definitions	5
Section B: Member Resignation	6
Section C: Member Removal	6
Section D: Member Communications	6
Section E: Member Confirmation	6
Section F: Membership Requirements Waiver	6
ARTICLE VII --- Meetings of the Membership.....	6
Section A: Annual Meeting of the Members	6
Section B: Special Meeting of the Members	7
Section C: Meeting Notice	7
Section D: Meeting Materials	7
Section E: Meeting Cancellation	7
Section F: Meeting Quorum.....	7
Section G: Member Proxy	8
Section H: Voting Results	8
Section I: Meeting Governance	8
ARTICLE VIII --- Officers	8
Section A: Officer Authority & Responsibility	8
Section B: Officer Terms	9
Section C: Officer Prerequisites	9
Section D: Officer Appointment	9
Section E: Compensation	9
ARTICLE IX – Board of Trustees	9
Section A: Board Authority	9
Section B: Board Composition	9
Section C: Member---at---large Terms	10
Section D: Member---at---large Prerequisites	10
Section E: Member---at---large Appointment	10
Section F: Compensation	10
Section G: Board Governance.....	10
Section H: Board Responsibilities	10
ARTICLE X --- Church Teams	11

Section A: Standing Teams.....	11
Section B: Special Teams.....	12
Section C: Ad Hoc Teams	13
ARTICLE XI – Ministers	13
Section A: Ministerial Roles	13
Section B: Ministerial Responsibilities	14
Section C: Reports	14
Section D: Freedom of the Pulpit.....	14
ARTICLE XII --- Endowment Fund	14
Section A: Endowment Fund Donations	15
Section B: Endowment Fund Use	15
Section C: Endowment Fund Management	15
ARTICLE XIII --- Fiscal Year	15
ARTICLE XIV --- Adoption and Amendment.....	15
Section A: Bylaws Adoption and Amendment.....	15
Section B: Bylaws Review	15
ARTICLE XV --- Church Dissolution	16
ARTICLE XVI --- Effective Date	16

ARTICLE I -- Name

The name of this religious society shall be All Souls Unitarian Universalist Church of Colorado Springs, hereinafter known as "the Church."

ARTICLE II -- Affiliation

The Church shall be a member of the Unitarian Universalist Association of Congregations (UUA) and of the appropriate UUA district.

ARTICLE III -- Purpose

The purpose of the Church shall be to devote its resources and corporate powers to accomplishing its mission as a religious society. The Church acknowledges its debt to the traditions and principles of Unitarian, Universalist, and other liberal religious movements. In keeping with these traditions and principles, the Church affirms religion shall be construed broadly and undogmatically and affirms the belief that religion touches all facets of life.

ARTICLE IV -- Non--Discrimination

The Church affirms and promotes the full participation of all persons in the Church worship, governance and other activities, including membership, programming, hiring practices, and the calling of religious professionals, without regard to genetic history, race, ethnicity, cultural identity, gender identity, sexual orientation, affectional preference, political preference, physical ability, age, family status, national origin or religious background, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

ARTICLE V -- Governance

The Church is constituted in the congregational manner; that is, the members acting at a legally called meeting are the ultimate authority in all matters of governance, and "the Church" is the equivalent of "the Congregation." The Church shall be governed by its articles of incorporation, bylaws, policies and procedures, applicable state and federal law and municipal ordinances.

Section A: Member Authority

The following matters of governance are reserved to the exclusive jurisdiction of the members at a legally called meeting:

1. Election of Officers, members of the Board of Trustees and members of elected teams. The Board of Trustees will hereinafter be known as "the Board."
2. Call and termination of a settled minister and determination of the number of called ministers.
3. Adoption of and amendment to the Church articles of incorporation and bylaws.
4. Adoption of the annual operating budget.
5. Purchase, sale, mortgage, lease, disposal, modification, destruction or dealing in assets of the Church exceeding 5% of the adopted annual operating budget.

6. Indebtedness exceeding 5% of the adopted annual operating budget.
7. Budget changes exceeding 10% of the adopted annual operating budget.
8. Authorization of any requested Endowment Fund disbursement.
9. Authorization of any statement of conscience or other principle-based resolution taken on behalf of the Church.
10. Affiliation of Church groups to function as a part of the Church with all the rights and responsibilities therein.
11. Dissolution of the Church, and disposition of all Church assets and debts.

Section B: Authority Delegated to the Board

In all matters not reserved for the members in Section A, the members delegate executive authority to the Board, charging the Board to conduct those matters on behalf of the Church and in accordance with the articles of incorporation and bylaws.

Section C: Appeal of Board Action

Any member may appeal any action of the Board at a legally called meeting of the voting members.

Section D: Indemnification

The Church shall indemnify and hold harmless any Officer, Board Member or other volunteer who has conducted the business of the Church in good faith and with reasonable expectation that this business conduct would not do harm to the Church.

ARTICLE VI – Membership

Section A: Membership Definitions

The concept of membership is defined solely for use in governance of the Church. It is not intended to affect in any way an individual's access to benefits and services provided by the Church in fulfilling its purpose.

1. Member. A member of the Church is any person, sixteen (16) years of age or older, who is in sympathy with the purpose of the Church and meets the following requirements:
 - a. Agrees to participate in governance of the Church.
 - b. Agrees to follow these bylaws.
 - c. Signs the membership register to affirm the desire to be a member of the Church.
 - d. In the previous 12 months, has made a financial pledge to the Church.
 - e. In the previous 12 months, has made one or more monetary contributions of record toward the Church operating budget or endowment.
 - f. An emeritus member as defined in section A2 is automatically a voting member whether or not he or she has pledged or made a financial contribution during that year.

2. Emeritus Member. Based on its established criteria, the Membership Team may nominate any member as an emeritus member in recognition of that person's long-term or extraordinary contribution and commitment to All Souls and/or Unitarian Universalism, subject to Board Approval. Emeritus membership is honorary and confers voting rights, but no other special privilege or obligation. Once awarded, emeritus membership may only be withdrawn by action of the Church membership or the Board. Emeritus, as used here, applies to all genders.

Section B: Member Resignation

Any member may withdraw from membership in the Church by electronic or written resignation.

Section C: Member Removal

A member shall be removed from the Church member list if that member no longer meets the member requirements herein.

Section D: Member Communications

Each member may specify the preferred method of formal communication between the Church and that member. If a member does not make his or her preference known, the Church shall communicate with the member electronically, if possible.

Section E: Member Confirmation

The Board shall confirm the membership of the Church as follows: 30 Days prior to each legally called meeting of the Church, the Board shall post in the Church building, and make available electronically, the list of members in effect for the meeting. At the annual meeting this list will be those members who have made a pledge applicable to the budget up for approval at least 30 days prior to the meeting, as well as the monetary contribution required for membership (Section A, Item 1e). This membership roll shall become a part of the minutes of that meeting.

Section F: Membership Requirements Waiver

The Board may, at its discretion and for good cause, waive any of the membership requirements defined herein for a specified period. At its discretion, the Board may set terms for such a waiver, to include alternative commitments to the Church.

ARTICLE VII -- Meetings of the Membership

Meetings of the Church members shall be held as needed to successfully govern the Church.

Section A: Annual Meeting of the Members

A business meeting of the members shall be held annually no earlier than eight weeks and no later than three weeks prior to the end of the fiscal year in order to:

1. Approve the annual operating budget of the Church.
2. Approve any requested disbursements from the Endowment Fund, excluding disbursements from the Board Discretionary Fund.
3. Elect officers of the Church and members of elected Church standing and special teams from a slate presented by the Nominating Team. With the nominee's approval, nominations may also be made from the floor.
4. Distribute the Church annual financial, board and team reports for the current fiscal year.

5. Identify the amounts of UUA and MDD "fair share" contributions the Church is obligated to pay based upon the current year member certification for UUA General Assembly.
6. Consider other business of the Church as set forth in the notice for the meeting.
7. Inquire into any additional business of the Church. Any member may request information regarding any matter associated with conducting the business of the Church, but no business other than that stated in the meeting notice will be voted upon.

This meeting is hereinafter known as the "Annual Meeting."

Section B: Special Meeting of the Members

A special business meeting of the members shall be called by the Board upon Board determination that a special meeting is required or upon written or electronic request by at least 5% of the members of the Church. A special meeting request shall state the purpose of the meeting and shall be transmitted electronically or in writing to the President and Secretary. The Board shall schedule the requested special meeting of the members within 45 calendar days of request receipt. During the special meeting of the members, any member may request information regarding any matter associated with conducting the business of the Church, but no business other than that stated in the meeting notice will be voted upon.

Section C: Meeting Notice

Notice of any meeting of the members shall list the items to be voted on and shall be physically posted in the Church building, electronically posted on the Church website, and transmitted by the member's preferred method of communications to each member at least 15 days prior to the meeting.

Section D: Meeting Materials

The Board shall ensure all materials required for a meeting of the members are physically posted in the Church building, transmitted electronically to the Church general distribution and electronically posted on the Church website at least 72 hours prior to the meeting. The materials required for an Annual Meeting of the members shall include, at a minimum, the previous meeting's minutes, the annual financial report, operations report, minister and other professional staff reports, standing team reports, other team reports and proposed annual operating budget for the upcoming fiscal year.

Section E: Meeting Cancellation

The Board shall cancel any meeting of the members that was not legally called, or that is deemed unacceptable or unsafe for conduct of the Church business. The Board shall ensure cancellation of any meeting of the members is posted in the Church building, electronically posted on the Church website, and transmitted electronically to the Church general distribution within 24 hours of the Board decision that the meeting must be cancelled. The Board shall reschedule the meeting within 30 days of the original meeting's cancellation. The original agenda may be changed for the rescheduled meeting in accordance with these bylaws.

Section F: Meeting Quorum

At a meeting of the members, the required quorum is as follows:

1. Minister Call or Dismissal. A meeting of the members shall act on the call of a minister, or the dismissal of a called minister, only if there is present a 40% quorum of members. This does not include the hiring of an interim minister, ministerial intern or any other non-ministerial staff.
2. Other Church Business. A meeting of the members shall act on any business of the Church other than

ministerial call and dismissal only if there is present a 20% quorum of members.

Section G: Member Proxy

In the event a member cannot participate in a meeting of the members, that member may designate in writing or by electronic communication to the Vice President and Secretary another member to vote for him or her by proxy on any issue properly before the meeting. No member may exercise more than one proxy. Proxies shall not constitute any portion of a quorum.

Section H: Voting Results

At a meeting of the members, voting results are determined as follows:

1. Minister Call. The Church shall call a minister if at least 90% of members present or represented by proxy vote to call that minister.
2. Minister Dismissal. The Church shall dismiss a called minister if at least 35% of members present or represented by proxy vote to dismiss that called minister.
3. Funds Disbursal. The Church shall approve its annual operating budget and any other matters that result in funds disbursal, including Endowment Fund disbursal, if at least 75% of members present or represented by proxy vote to approve that financial matter.
4. Principle-Based Resolution. The Church shall resolve to take a collective principle-based position if at least 90% of members present or represented by proxy vote to approve that resolution. The Board shall determine if a proposed resolution is principle-based and identify it as such in the meeting notice.
5. Bylaws and Articles of Incorporation Changes. The Church shall approve changes to the bylaws and articles of incorporation if at least 75% of members present or represented by proxy vote to approve those changes.
6. Other Issues. Any other resolution or question brought before a meeting of the members shall be approved if more than 50% of the members present or represented by proxy vote to approve.

Section I: Meeting Governance

In order to ensure fair and equitable participation in and control of a meeting of the members, Robert's Rules of Order shall govern the proceedings at any business meeting and said rules shall be managed by a parliamentarian designated for that meeting. The President shall preside at each meeting of the members at which the President is present. In the President's absence, the Vice-President, the Treasurer, or the Secretary shall preside at the meeting of the members, in that order.

ARTICLE VIII -- Officers

Section A: Officer Authority & Responsibility

The Officers of the Church are responsible for meeting all Federal and State requirements for corporate Officers. Officer designation and specific additional duties shall be:

1. President. The President shall serve as the chief executive officer of the Church, presiding over all meetings of the membership, leading strategic planning, and overseeing the operations of the Church in accordance with the Church policies and procedures. The President shall provide a written report on the operation of the Church to the members at each Annual Meeting.

2. The Vice President. The Vice President shall assist the President as required, and shall serve temporarily as chief executive officer of the Church in the absence or incapacity of the President. The Vice President shall serve as or designate a parliamentarian at meetings of the membership.

3. Treasurer. The Treasurer shall act as chief financial officer of the Church. The Treasurer shall account for all monies pledged or contributed to the Church, manage authorized payments, including payroll, and keep proper financial records. The Treasurer shall document the annual budget of the Church and shall provide a written report of the Church finances, including audit results, to the members at each Annual Meeting. The Treasurer may authorize assistants or contracted services as needed to carry out the duties of this office.

4. Secretary. The Secretary shall record the minutes of all meetings of the membership, and shall ensure posting of the minutes in the Church building and electronically on the Church website. The Secretary shall perform all official correspondence of the Church. The Secretary shall ensure both an electronic and written record is made of minutes, correspondence, policies and procedures, and other documentation critical to performance of the purpose of the Church.

Section B: Officer Terms

Officers shall be elected to one-year terms at the Annual Meeting, with a term limit of four consecutive years of service as an Officer and/or Board Trustee. For the health of the individual and the Church, the break between consecutive years of service as an Officer and/or Board Trustee must be at least one year.

Section C: Officer Prerequisites

Candidates for President of the Church must have performed an executive or board role for at least one year. Candidates for any Officer position shall have been a member of the Church for at least two years.

Section D: Officer Appointment

In the event an Officer position is not filled or an Officer resigns or is unable to continue the duties of the office during an elected term, the Board shall appoint an Officer to fill the position. In appointing any Officer, the Board shall request from the Nominating Team a candidate who meets the prerequisites of the position upon notification that an appointment is required.

Section E: Compensation

No compensation shall be paid to any Officer of the Church for services as such.

ARTICLE IX – Board of Trustees

Section A: Board Authority

The Board shall be the executive body of the Church as defined in Article V and shall, at all times, conduct its activities in accordance with these bylaws.

Section B: Board Composition

The Board shall be composed of a minimum of eight Trustees. Four of those Trustees shall be the elected offices of President, Vice-President, Treasurer and Secretary. At least three Trustees shall be Members-At-Large elected or appointed in accordance with these bylaws. The Past President shall serve as a voting board member for one year after his or her presidency. Trustees must qualify as members of the Church during their entire term of office. Non-voting, ex officio Board members include all called Ministers.

Section C: Member-At-Large Terms

Members-At-Large shall be elected at the Annual Meeting to two-year terms, with the terms staggered so that half of the Members-at-large are elected each year and with a term limit of four consecutive years of service as an Officer and/or Board Trustee. For the health of the individual and the Church, the break between consecutive years of service as an Officer and/or Board Trustee must be at least one year.

Section D: Member-At-Large Prerequisites

Candidates for Member-At-Large shall have been a member of the Church for at least one year.

Section E: Member-At-large Appointment

In the event a Member-At-Large position is not filled or a Member-At-Large resigns or is unable to continue the duties of the office during an elected term, the Board shall appoint a Member-At-Large to fill the position. In appointing any Member-At-Large, the Board shall request from the Nominating Team a candidate who meets the prerequisites of the position upon notification that an appointment is required.

Section F: Compensation

No compensation shall be paid to any Board Trustee for services as such.

Section G: Board Governance

A quorum of the board shall consist of a majority of voting trustees. Each trustee shall have one vote on the Board, with the President voting only in the event of a tie.

Section H: Board Responsibilities

The Board shall perform the following executive responsibilities by direct action and in coordination with other members, volunteers, ministers and staff of the Church.

1. Strategic Planning. The Board shall perform long-range planning on behalf of the church, evaluating and executing strategic goals set by previous Boards and setting new goals as needed.
2. Policies & Procedures Manual. The Board shall ensure that policies and procedures are developed, published and maintained as the Policies & Procedures Manual, hereinafter known as the P&P, so as to provide the organizational and operational guidance necessary for the Church to serve its purpose.
3. Operations. Each Board Trustee, and the Board as a whole, shall provide leadership and service to the largely volunteer organization that maintains the day-to-day operation of the Church. The Board shall establish a business calendar and shall take all steps necessary to facilitate the operation of the Church within the authorized annual operating budget. To confirm that members, volunteers, ministers and staff are operating within assigned budgets and within the P&P, the Board shall require reports in accordance with the P&P, to include, at minimum, monthly financial reports from the Treasurer and Ministers. It is expected that the Board, members and staff will work within the established organizational structure of the Church to resolve operational problems. However, by providing electronic or written notification to the President or Secretary at least 48 hours before a scheduled Board meeting, any member, volunteer or employee of the Church may present any matter to the Board for its consideration.
4. Financial Management. The Board shall establish a financial management system in accordance with generally accepted accounting practices for similar institutions or organizations. To maintain Church efficiency and effectiveness, the Board shall ensure sufficient operating reserve is included in the proposed annual operating budget. The Board shall confirm the proposed annual operating budget is adequate to support Church management and operations prior to its presentation to the Church for approval. At the start of each fiscal year,

the Board shall appoint an Audit Team to audit the previous year's finances. The Board shall additionally provide for external audits as needed.

5. Human Resource Management. With the exception of settled ministers, the Board shall hire and dismiss all employees and shall fix their compensation. The Board may discharge any employee in accordance with governing documents of the Church and applicable law. Upon notification of minister resignation, retirement, dismissal or other departure, the Board shall appoint an Interim Minister Search Team and shall bring a Ministerial Search Team slate to the Church for election at a legally called meeting of the members. The Board shall notify the UUA of any misconduct by credentialed professionals or persons in training for professional roles. The Board shall approve the structure and functionality of the largely volunteer organization that operates the Church, shall confirm the operations organization is in place at the beginning of each fiscal year and shall support and facilitate the operations organization.

6. Meetings. The Board shall meet on a regular basis, but not less often than quarterly. At the Board's discretion, meetings may be convened physically, electronically or in combination thereof. The Board shall ensure the schedule of its regular meetings is physically posted in the Church building and is made available electronically on the Church website. Meetings of the Board shall be open to all members of the church except when doing so might compromise confidentiality and/or legal obligations, in which case the Board may hold a closed executive session.

ARTICLE X -- Church Teams

The Church is organized into volunteer teams as needed to maintain Church operations and to achieve the purpose of the Church. Each team has authority over its operations budget as approved at the Annual Meeting and further distributed by the Board, except in the event of a financial shortfall, in which case the Board may amend those budgets as necessary to maintain financial balance. Each team shall use the organizational structure, team purpose, team composition, team responsibilities and team functionality guidance documented in the P&P, and shall recommend P&P updates to the Board. Each team shall plan for leadership succession and shall provide a report of its activities annually or at the completion of its assigned duties.

Section A: Standing Teams

Standing team members shall be either elected at the Annual Meeting or appointed as designated herein. Each elected standing team member must qualify as a member during his or her entire term of office. For the health of the individual and the Church, standing team members shall not stand for election for consecutive multi-year terms on the same standing team without a break in service of at least one year. If an elected standing team position is not filled or a member is unable to continue with assigned duties, the team shall ask the Board to appoint a team member to fill the position. In appointing a team member to fill an elective position, the Board shall request from the Nominating Team a candidate who meets the prerequisites of the position upon notification that an appointment is required. Replacements for elected standing team members shall serve until the next Annual Meeting at which time any remaining portion of the original term shall be filled by election. Each standing team shall elect its own chair annually. Additional standing team membership requirements may be defined below. The Church standing teams are:

1. Nominating Team. The Nominating Team shall, in consultation with the Church membership, identify and nominate appropriate leadership candidates for the Church Officers, Board, standing teams, and special teams for election at the Annual Meeting. The Nominating Team shall also identify appropriate persons to fill vacant Officer, Board and team leadership positions upon request. The Nominating Team shall ensure each candidate is made aware of the duties and responsibilities of the position for which he or she is being

nominated and shall ensure the nominee chooses to stand for election. The Nominating Team shall consist of three voting members, each elected for a three-year term, with terms staggered so that one team member is elected each year. Candidates for the Nominating Team shall have been a member of the Church for at least two years. Nominating Team members shall not serve in any other elected capacity during their Nominating Team term.

2. Team on Ministry and Congregational Relations. The duties and responsibilities of this Team shall be to monitor and protect the health of the church by providing “right relationship” support to the members and all called ministers of the church. This support shall be available for individuals and groups in dealing with other individuals or groups or minister(s). “Right relationship” refers to the practices of the Beloved Community Covenant as adopted by the congregation in 2000. Membership of the Team shall consist of three members, each serving a three-year term on a rotating basis. Each year a slate of possible candidates will be suggested to the Nominating Team by the minister(s). The Nominating Team will determine the final candidate, who is voted to the position by the congregation at the Annual Meeting. The most senior member of the Team will be the Team chair.

3. Endowment Team. The Endowment Team shall develop and manage the Church Endowment Fund on behalf of the Church members. The Endowment Team shall solicit, review, assess, administer and invest monies, securities and properties donated to the Church for the purpose of the Endowment Fund’s long-term success and effectiveness. The Endowment Team may, without explicit approval of the Board or the members of the Congregation, make day-to-day endowment fund management decisions in soliciting endowment donations; selling, investing in and re-allocating assets; and incurring reasonable administration and management expenses. The Endowment Team shall consist of five voting members, three are elected for a three-year term, with the terms staggered so that one Endowment Team member is elected each year. The other two members are assigned for one year terms by the church Board of Trustees. Candidates for the Endowment Team shall have been a member of the Church for at least three years. The Endowment Team may authorize assistants or contracted services as needed to carry out team duties. The Endowment Team shall provide regular reports of the Endowment Fund corpus and total value to the Treasurer and other Board members. The Treasurer shall be a non-voting, ex officio member of the Endowment Team.

4. Operations Teams. Successful Church operation relies on additional standing teams whose members are appointed, not elected. These standing teams and the Church organizational structure are confirmed by the Board each fiscal year.

Section B: Special Teams

The Board may establish special teams to perform standard functions required under special conditions. These teams or committees shall be charged with well-understood duties and responsibilities for a specific period of time. Special teams shall cease to exist as soon as the special conditions no longer apply.

1. Ministerial Search Team. A Ministerial Search Team shall be elected when the Church decides to call a minister, and shall execute the search for a called minister on behalf of the members of the Church. The Ministerial Search Team shall consist of qualified voting members nominated by the Nominating Team and elected by the members of the Church when the need arises. The size and structure of a Ministerial Search Team shall be recommended by the Nominating Team in consultation with UUA guidelines. Ministerial Search Team members shall not serve in any other elected or voluntary leadership position within the Church while serving on the Ministerial Search Team. The Ministerial Search Team shall select, introduce, recommend and advocate for a minister to be called by the Church. Each Ministerial Search Team is expected to remain activated until the called minister is

All Souls Unitarian Universalist Church Bylaws, 31 May 2015
settled into the Church and has an elected representative on the Ministry Team.

2. Interim Minister Search Team. An Interim Minister Search Team shall be activated by the Board upon departure of a called minister, and shall execute the search for an interim minister on behalf of the members of the Church. The Interim Minister Search Team shall consist of qualified voting members recommended by the Nominating Team and approved by the Board. The size and structure of an Interim Minister Search Team shall be recommended by the Nominating Team in consultation with UUA guidelines. It is preferred that Interim Minister Search Team members not serve in another elected or voluntary leadership position within the Church while serving on the Interim Minister Search Team. The Interim Minister Search Team shall select, introduce, recommend and advocate for an interim minister to the Board. Each Interim Minister Search Team is expected to remain activated until the interim minister takes his or her position.

3. Audit Team. An Audit Team shall be activated at the end of each Church fiscal year to perform an audit of Church finances in accordance with applicable practices and law, and to report the findings of that audit to the Treasurer and the Board. The Audit Team shall consist of three members not currently involved with the financial activities of the Church. An Audit Team is expected to remain activated until the completion of the report to the Treasurer and the Board.

Section C: Ad Hoc Teams

The Board may establish ad hoc teams as needed to perform short-term and unique functions and special projects on behalf of the Church. The Board shall identify the size, composition, processes and expected results associated with each ad hoc team when the team is established.

ARTICLE XI – Ministers

The Church may elect to call or affiliate with any number of ministers and ministers in training in accordance with a letter of agreement executed by the Board. The letter of agreement shall be executed annually in consultation with the Ministry Team and shall define roles and responsibilities, relationships, compensation, work structure and performance assessment, as appropriate.

Section A: Ministerial Roles

1. Called Minister. A called minister serves in a professional ministerial capacity in contract with the Church. A minister's call shall be considered indefinite unless otherwise negotiated. A called minister (1) shall have ministerial credentials from the UUA or (2) shall have ministerial credentials from another faith tradition and shall obtain UUA credentials within two years of date of call, either by transfer or in plurality. A called minister shall be recommended to the Church by a Ministerial Search Team as defined in Article X and called by the Church in a meeting of the membership as defined in Article VII. If the Church calls more than one minister, the Church shall designate one minister as Senior Minister.

2. Interim Minister. An interim minister serves in a professional ministerial capacity in contract with the Church for a specified time period. An interim minister may or may not be credentialed by the UUA, but must have received UUA interim minister training prior to the beginning of the interim minister's contract with the Church. An interim minister shall be recommended to the Board by an Interim Minister Search Team.

3. Ministerial Intern. A ministerial intern serves in a professional ministerial capacity in contract with the Church for a specified time period during the process of earning ministerial credentials. A ministerial intern has also contracted with the Church and its minister(s) for supervision as a learner, including specific learning activities

and evaluations.

4. Community Minister. A community minister is a credentialed minister in sympathy with Unitarian Universalist principles but who may or may not be credentialed by the UUA. A community minister is authorized to perform rites and rituals, such as dedications, weddings and funerals, on behalf of the Church. A minister may submit a request to be affiliated with the Church as a community minister. In consultation with the Ministry Team, the Board shall identify to the minister whether or not the Board can recommend the candidate to the Church membership, and shall then take the issue to the Church membership for a vote if the candidate so chooses.

5. Sponsored Ministerial Candidate. A sponsored ministerial candidate is a lay person preparing for Unitarian Universalist ministry. Once a person has been granted Candidate status by the UUA, he or she may apply to the Church for sponsorship, which comes with no obligation to the Church but indicates the candidate is familiar with the Church and Unitarian Universalism and has the potential and suitability for ministry and leadership. In consultation with the Ministry Team, the Board shall identify to a candidate whether or not the Board can recommend the candidate to the Church membership, and shall then take the issue to the Church membership for a vote if the candidate so chooses.

6. Emeritus Minister. An emeritus minister is a minister credentialed by the UUA and nominated for emeritus designation in recognition of the minister's continued or extraordinary contribution and commitment to the Church, the purpose of the Church, or Unitarian Universalism. An emeritus minister designation is honorary, and confers with it no special privilege or obligation within the Church, although it may bring privileges and obligations within the UUA and elsewhere. Emeritus as used here applies to all genders.

Section B: Ministerial Responsibilities

Each minister and others in ministerial roles as defined above shall be responsible to the Church and the Board for the effective performance of his or her duties. Each minister and others in ministerial roles shall support the application of these bylaws and the P&P within the Church, with the understanding that the final decision in matters of policy or procedure shall rest with the Church members, Board or operations teams in accordance with these bylaws. Each called minister shall be a non-voting, ex-officio member of the Board and may provide support to standing and ad hoc teams upon request.

Section C: Reports

With the exception of Emeritus Ministers, each minister and others in ministerial roles as defined above shall provide monthly reports to the Board electronically or in writing.

Section D: Freedom of the Pulpit

Each minister shall have the freedom to express whatever opinion he or she wishes from the pulpit, mindful of the fact that he or she is not the spokesperson for the Church unless so authorized.

ARTICLE XII -- Endowment Fund

The Church shall maintain an Endowment Fund separate from the operating funds of the Church in order to receive gifts whereby the donor or testator intends to make a lasting contribution to the Church and its purpose.

Section A: Endowment Fund Donations

While donors may impose reasonable restrictions on the use of tendered gifts, the Board, at its discretion, may accept or refuse tendered donations to the Endowment Fund if the donation restrictions are found to be impractical, impossible or not consistent with the purpose of the Church.

Section B: Endowment Fund Use

An Endowment Fund shall be established to meet the strategic goals of the Church. To this end, the Endowment Fund shall be set up as an income-producing asset, with the corpus or main body of the Endowment Fund protected so as to be available to fund projects that make a lasting contribution to the Church. Disbursals, including those made from the Endowment Fund corpus, may be made as approved at a meeting of the membership. \$5000 of the total Endowment Fund disbursement to the annual operating budget shall be allocated as Board Discretionary Fund to be spent with no further approval required from the congregation. The Endowment Fund corpus is determined by aggregating the value of each gift at the time it is received or realized, subtracting the value of any authorized corpus disbursements and adding inflationary value as defined in the P&P. Endowment Fund disbursements are defined as:

1. Grants. Endowment Fund grants are provided to the recipient as a donation without expectation for repayment. The current Endowment Fund corpus value and the portion of the grant estimated to come from the corpus, if any, shall specifically be identified when the grant is presented to the Church membership for approval. The Endowment Fund grant request may include a request to go into the corpus in any event.

2. Loans. Endowment Fund loans are provided to the recipient as a defined lending instrument with expectation of repayment into the Endowment Fund in accordance with the terms established at the time of the loan. The current Endowment Fund corpus value, the portion of the loan estimated to come from the corpus, if any, and the loan repayment terms shall specifically be identified when the loan is presented to the Church membership for approval. The Endowment Fund loan request may include a request to go into the corpus in any event.

Section C: Endowment Fund Management

Endowment Fund management, including donation review and consideration, the disbursement process and funds tracking and reporting shall be further defined in the P&P. Endowment Fund administrative and management expenses are not considered to be Endowment Fund disbursements for the purpose of these bylaws.

ARTICLE XIII -- Fiscal Year

The fiscal year of the Church shall commence July 1 and end June 30.

ARTICLE XIV -- Adoption and Amendment

Section A: Bylaws Adoption and Amendment

Adoption and amendment of these bylaws shall be considered by the Church membership in accordance with Article VII of these bylaws.

Section B: Bylaws Review

These bylaws shall be reviewed in their entirety at least every three years in order to maintain the relevance of the Articles and the efficiency and effectiveness of the operation of the Church.

ARTICLE XV -- Church Dissolution

Should this Church cease to function and its members vote to disband, any Church assets shall be transferred to the UUA or its successor after payment of all debts subject to the state and federal laws pertaining thereto.

ARTICLE XVI -- Effective Date

These bylaws shall be adopted March 14, 1980. These bylaws shall take effect July 1, 1980. These bylaws shall be amended on the following dates:

10-16-83, 05-16-86, 05-16-88, 05-16-89, 05-16-91, 09-12-93, 12-03-93, 09-25-94, 12-02-94, 05-21-95, 06-02-96, 10-27-96, 5-17-98, 5-9-99, 5-19-02, 5-16-04, 5-15-05, 5-20-05, 5-18-08, 5-17-09, 6-14-09, 6-5-11, 5-18-14, 5-31-15.