

# **Bylaws of the Prairie Unitarian Universalist Church**

**(Adopted at the Annual Meeting of the Congregation on May 23, 2021)**

## **Mission Statement**

We gather as a welcoming, caring community to nurture mind and spirit, celebrate diversity, and work for justice.

## **Prairie Covenant**

We covenant to be a welcoming and loving community, offering each other fellowship, sanctuary, and a joyful spirit.

We seek justice and peace in all our deeds and relationships, and we respect and honor both the individual and the collective search for sacred meaning and truth.

We revere and celebrate the diversity of our Earth and are guided by the Spirit that connects all life, as we reach out to offer our best to ourselves, our community and our world.

## **Article I: Definitions**

### **Section 1. Annual Report**

The Annual Report is the report of official activities during the Fiscal Year, prepared by officers, trustees, chairs of standing committees, chairs of congregational committees, and representatives of church-sponsored organizations. The report is submitted to the Secretary of the Board, who makes it available to the congregation.

### **Section 2. Board of Trustees**

The Board of Trustees is the governing body of the church and is composed of the four (4) officers, two (2) at-large trustees, and a youth trustee. It is also referred to as the Board. Duties and powers are set forth in Articles II, III, and IV and V.

### **Section 3. Stewardship Campaign**

The Stewardship Campaign is the primary fund-raising activity of the church. Each pledging unit specifies a pledge for the year.

**Section 4. Coming of Age**

Coming of Age is a mentored curriculum program offered through Prairie's Religious Education Council, usually to students in the eighth grade.

**Section 5. Church**

The Church is any reference to Prairie Unitarian Universalist Church.

**Section 6. Church Sponsored Organization**

A Church Sponsored Organization is any organization recognized by the Board that is comprised of more than fifty (50) percent members of the Church, and has as a primary function the achievement of one or more of the purposes set forth in the Principles and Purposes of the Unitarian Universalist Association.

**Section 7. Committee**

A Committee is a group of Members, Pledging Friends, or other friends of the Church who work as a group to help the Congregation accomplish its mission. The types, duties and composition of Committees are specified in Articles VII, VIII, and IX.

**Section 8. Congregation**

The Congregation is comprised of all Members and Pledging Friends of the Church.

**Section 9. Congregational Meeting**

The Congregational Meeting is a meeting of the Congregation that is attended by at least twenty-five (25) percent of the Voting Members of the Congregation. The purposes and procedures for Congregational Meetings are specified in Article VI.

**Section 10. Endowment and Memorial Gift Trust**

The Endowment and Memorial Gift Trust is an instrumentality of the Prairie UU Church created to receive gifts, bequests and conveyances for the purpose of making a lasting contribution to the Church. The Trust is managed by three (3) Trust Directors who are elected by the Members of Prairie at the Annual Meeting of the Congregation, and who are charged to carry out their responsibilities according to the operating policies that are specified in the Addendum to these Bylaws.

**Section 11. Executive Committee**

The Executive Committee is composed of the four (4) Officers of the Congregation.

**Section 12. Executive Session**

An Executive Session is a meeting called by a majority of the Board Members to discuss sensitive or confidential issues. The purpose of the Executive Session shall be noted in

the minutes of the Board meeting; but no minutes or actions shall be taken while the Board is in Executive Session.

**Section 13. Family**

A Family is a group of persons united by, marriage, parent-child relationship, by sibling relationship and/or by mutual commitment to be a family

**Section 14. Fiscal Year**

The Fiscal Year of the Church is from July 1 to June 30.

**Section 15. Member**

**(a) Member**

A Member is any person who supports the mission and programs of the Church, makes a pledge, evidences a commitment to the Church through the signing of the membership book, and maintains behavior that is compatible with the spirit and safety of the community. A Member must have attained the age of sixteen (16) years or completed the Coming of Age program.

**(b) Voting Member**

A Voting Member has been a Member of the Church for at least sixty (60) days. Only Voting Members may vote at Congregational Meetings,

**Section 16. Minister**

The Minister is the person who is prepared by education and personal commitment and is called by the membership to serve as the spiritual leader of the Congregation.

**Section 17. Officer**

An Officer is an elected leader of the Congregation. The four Officers are: President, Vice-President, Secretary, and Treasurer. The duties, terms, and qualifications of Officers are specified in Article III.

**Section 18. Pledge**

A Pledge is a commitment to provide the support that the Church requires to survive and to carry out its mission. A Pledge may include a commitment for financial support, for service support, or for both financial and service support.

**Section 19. Pledging Friend**

A Pledging Friend is any person who supports the mission and programs of the Church, makes a pledge or contribution of record, but chooses not to be a Member. Any person who supports the missions and programs of the Church, or contributes other than financially to the work of the Church, is still considered a Friend of the Church, for purposes of Article VII herein.

### **Section 20. Pledging Unit**

A Pledging Unit is any Member, Pledging Friend, Family, or combination of two or more Members or Pledging Friends, whose contributions are considered a single Pledge for accounting purposes.

### **Section 21. Policies**

Policies are procedural rules that are adopted by the Board to govern operations in the implementation of these Bylaws. The Secretary shall keep a copy of the Policies as part of the Church records. No policies shall supersede federal law, the Statutes of the State of Colorado, or provisions of these Bylaws.

### **Section 22. Service Commitment**

A Service Commitment is a Pledge to provide non-financial support through the contribution of tasks or activities that are essential for the ongoing functioning of the Church.

### **Section 23. Trustee-at-Large**

A Trustee-at-Large is a member of the Board who is not an Officer. The duties, terms, and qualifications of Trustees-at-Large are specified in Article IV.

## **Article II: Board of Trustees**

### **Section 1. Composition**

The Board of Trustees is composed of the four (4) Officers of the Church, two (2) Trustees-at-Large, and a Youth Trustee.

### **Section 2. Meetings**

#### **(a) Regular Meetings**

Regular Meetings of the Board shall be held on a monthly basis, unless the Board determines that a meeting should be delayed. The Board shall meet a minimum of nine times each Fiscal Year. The time and location of regular meetings shall be announced at least two weeks in advance, and attendance shall be open to any member of the Congregation.

#### **(b) Special Meetings**

Special Meetings of the Board may be called upon a minimum of a 48-hour notice by the President or by a majority of the Board to address issues that cannot wait until the next Regular Meeting. The call for a Special Meeting shall include information to all Board Members concerning the purpose of the meeting. Telephone or electronic communications may be used to issue the call. If a majority of the Board members object to the convening of a special meeting, it shall not be held.

### **(c) Teleconference or Electronic Communications**

Teleconference or Electronic Communications may be used for any Board Meeting and for making decisions that cannot wait until the next regular meeting.

*Teleconference or Electronic Communications may be used between Board meetings to solicit the input of Board Members or to make decisions that cannot wait until the next Regular Meeting. Board decisions made via telephone or electronic communications require a two-thirds vote of the entire Board and are subject to confirmation at the next Regular or Special Board Meeting.*

### **(d) Quorum**

A Quorum of the Board for the official conduct of business is four (4) Members, at least two (2) of whom are Officers. Subject to the unanimous approval of Board Members who are present at a meeting, a Quorum may be achieved through the participation by absent Board Members via teleconference or electronic communication.

### **(e) Proxy Voting**

No Proxy voting shall be allowed.

## **Section 3. Termination and Removal for Cause**

**(a) Automatic Termination.** Automatic termination of a Board Member's term shall occur when a Member has three consecutive unexcused absences from regular Board meetings, or four (4) unexcused absences from any six (6) consecutive Regular Board meetings.

### **(b) Removal for Cause**

A Board member may be removed for Cause by a three-fourths majority vote of the remaining Board Members at a duly called meeting that includes notice of such purpose in the announced agenda, and that provides an opportunity for the member to present any information or rebuttal related to the alleged cause for removal. A Board Member subject to Removal for Cause may request an appeal to a Special Congregational Meeting. If such request is made, a Congregational Meeting shall be held within 30 days, with notice of the purpose of the meeting in the call for the meeting. Removal shall require a majority vote of Voting Members present at the Special Congregational Meeting. No proxy voting shall be allowed.

## **Section 4. Duties, Powers, and Procedures of the Board**

The Board shall:

- (a)** Assume overall responsibility and final decision-making authority for the finances, administration, property, and business affairs of the Church;
- (b)** Appoint the chairs of Standing Committees;
- (c)** Fix employee salaries in consultation with the Minister;

- (d) In consultation and cooperation with the Committee on Shared Ministry, establish the Minister's conditions of employment, conduct the Minister's performance review, and propose the Minister's compensation to the Congregation;
- (e) Establish budgets for Congregational approval; monitor those budgets; and assure that Church expenditures are within those budgets;
- (f) Authorize expenditures that exceed budget to the extent of not more than three (3) percent of the total annual budget, as periodically adjusted in light of actual income and expenditures. Any expenditure in excess of this limitation shall require approval at a Congregational Meeting with such expenditure in its call;
- (g) Appoint the Director of the Annual Canvass;
- (h) Ensure recruitment of volunteers to Standing and Ad Hoc Board Committees and to fill non-elected positions needed to carry out Church programs or administration; (i) Conduct or supervise and approve all polls of the Congregation; (j) Establish Policies for conducting business.

**Section 5. Board Authority Subject to Congregation**

Any decision, action, or omission of the Board may be appealed at a Congregational Meeting called for that purpose consistent with the requirements of Article V.

**Article III: Officers**

**Section 1. Officers**

The Officers of the Congregation are: President, Vice President, Secretary, and Treasurer. Officers of the Congregation also serve as the Officers of the Board.

**Section 2. Qualifications:**

A person must have been a Member of the Church for at least one year to serve as an Officer. No paid employee or member of an employee's family may serve as an Officer or Trustee-at-Large. No two members of the same family may serve concurrently as Officers or Trustees-at-Large. A Member may not serve on the Board of Trustees and on a Congregational Committee at the same time.

**Section 3. Roles and Duties**

**(a) President**

The President shall serve as Chair of the Board of Trustees, preside at all meetings of the Congregation, and represent the Church on all appropriate occasions. The President shall call all regular and special meetings of the Board, the Executive Committee and the Congregation, and shall perform such other duties that normally pertain to the office. The President is an ex officio member of all Board and Standing Committees.

**(b) Vice President**

The Vice President shall act in the absence of or at the request of the President, at which time the Vice President shall have all powers applicable to the President. In addition, the

Vice President shall perform other functions and duties specified by the Board.

**(c) Secretary**

The Secretary shall record and maintain the proceedings of Board and Congregational meetings, and perform other duties specified by the Board. Minutes of Board meetings shall be transmitted to all Board Members for review in advance of the subsequent Board meeting. Minutes of Congregational meetings shall be transmitted to the Board and be available for inspection by any Member of the Church within sixty (60) days following the Congregational meeting. All records of the Secretary shall be the property of the Church. The Secretary shall assure that proper notice is given to meetings of the Board and Congregation.

**(d) Treasurer**

The Treasurer shall receive, safely keep, and account for all money and other property of the Church, and disburse the same under the direction of the Board. At the discretion of the Board, the Treasurer shall be bonded by the Church in an amount determined by the Board. Additionally, the Treasurer shall follow the applicable procedures set forth in the Policy Manual.

**Section 4. Term of Office**

The Term of Office for Officers is for one (1) year or until their successors are selected. Terms of Office coincide with the Fiscal Year.

**Section 5. Reelection or Reappointment**

Members elected to a position by the Congregation or appointed by the Board for a term of office may serve a maximum of three (3) consecutive terms in that position. Serving more than one-half (1/2) of a term is considered a full term. After being out of a position for at least one (1) term, Members may serve again in that position as if they had not previously served.

**Section 6. Vacancies:**

The Board shall fill a vacancy in any of the Officer positions from among members of the congregation by a majority vote of the remaining members. Such Officer's term shall extend until the end of the current fiscal year.

**Article IV: Trustees-at-Large**

**Section 1. Number**

Two (2) Members shall be elected by the Congregation to serve on the Board as Trustees at-Large.

**Section 2. Qualifications:** A person must have been a Member of the Church for at least one (1) year to serve as a Trustee-at-Large.

### **Section 3. Term of Office**

The Term of Office for Trustees-at-Large is two (2) years, or until their successors are elected. To assure continuity of experience on the Board, terms of office shall be staggered so that approximately one-half of the Board Members are elected each year.

### **Section 4. Reelection or Reappointment**

Members elected by the Congregation or appointed by the Board to a Trustee-at-Large position are limited to three (3) consecutive terms in that position. Serving more than one-half (1/2) of a term is considered a full term. After being out of a particular position for at least one (1) term, Members may serve again in that position as if they had not previously served.

### **Section 5. Trustee-at-Large Vacancies**

Trustee-at-Large Vacancies shall be filled by a majority vote of the remaining Members of the Board. Terms of office for Trustees-at-Large selected to fill a vacancy shall extend until the end of the current fiscal year.

## **Article V: Youth Trustees**

### **Section 1. Number**

One (1) Youth ages 16 or 17, or having completed the Coming of Age program, shall be elected by the Congregation to serve on the Board as a Youth Trustee. The Youth Trustee shall vote on all matters that come before the Board, except on legal matters that require the age of 18.

**Section 2. Qualifications:** A person must have been attending the Church for at least one (1) year, and meet the age or program requirements outlined in Section 1 above, to serve as a Youth Trustee.

### **Section 3. Term of Office**

The Term of Office for Youth Trustees is one (1) year.

### **Section 4. Reelection or Reappointment**

Youth Trustees elected by the Congregation or appointed by the Board are limited to two (2) consecutive terms in that position.

### **Section 5. Youth Trustee Vacancies**

Youth Trustee vacancies shall be filled by a majority vote of the remaining Members of the Board. Terms of office for Youth Trustees selected to fill a vacancy shall extend until the end of the current fiscal year.



## **Article VI: Congregational Meetings**

### **Section 1. Regular Congregational Meetings**

There shall be at least two regularly scheduled Congregational Meetings per year: the Winter Meeting and the Spring Meeting. Meeting dates shall be set by the Board, with at least fourteen (14) days notice delivered to the Members by mail or electronic communication - stating the time, place and purpose of the Meeting.

### **Section 2. Special Congregational Meetings**

Special Congregational Meetings may be called at any time during the year with at least fourteen (14) days notice delivered to members by mail or electronic communication - stating the time, place and purpose of the meeting. Special Congregational Meetings may be called by the Board whenever deemed necessary, or by written request of at least 10% of the Voting Members delivered to any member of the Board.

### **Section 3. Quorum**

A Quorum for either Regular or Special Congregational Meetings shall be twenty-five (25) percent of the Voting Members.

### **Section 4. Voting**

Except as provided in Section 3 of Article X, there shall be no Proxy or Absentee voting at Congregational Meetings. Except as provided in Section 2 of Article X and Section 1 of Article 12, a simple majority vote (51%) will be needed for approval.

### **Section 5. Meetings by Electronic Means**

When circumstances necessitate that meetings must be held by electronic means, Regular Congregational Meetings may be held in this manner.

## **Article VII: Committees**

### **Section 1. Role of Committees**

Committees are the lifeblood of the Church, and the vehicles through which the work of the Congregation is accomplished. Committees are encouraged to use a highly participatory and consensus approach in conducting their business and making decisions. Except as otherwise specified in qualifications for specific Committee membership, any Member, Pledging Friend, or Friend of the church may participate on Committees. In the unusual circumstance when voting may be necessary, only Members may vote. Except for the Ministerial Search Committee, Committees are encouraged to involve and consult with the Minister in the conduct of their activities and duties.

### **Section 2. Executive Committee**

The Executive Committee is composed of the four (4) Officers of the Church.

**(a) Quorum**

Any three (3) Members of the Executive Committee constitutes a Quorum.

**(b) Powers and Responsibilities**

The Powers and Responsibilities of the Executive Committee include preparing the agenda for Board meetings, addressing issues requiring action between Board meetings, and other duties as delegated by the Board. Any action taken by the Executive Committee must be ratified by the full Board at its next Meeting.

**Section 3. Ad Hoc Board Committees**

The Board may create and appoint Ad Hoc Committees to perform one or more particular functions. The duties of Ad Hoc Board Committees are limited in time and are specified by the Board at the time of the creation of the Committees.

**Section 4. Congregational Committees**

Congregational Committees are designated and elected by the Congregation to perform one or more particular functions. The duties of Congregational Committees are specified in Article VIII and in the Addendum to these Bylaws. The Congregational Committees are: Nominations Committee; Committee on Shared Ministry; and the Ministerial Search Committee.

**Section 5. Standing Committees**

Standing Committees are designated by the Board of Trustees to perform actions necessary for the ongoing functioning and operation of the Church. Standing Committees may include but not be limited to such Committees as: Finance, Religious Education, Worship, Social Justice, and Membership. Specific duties of Standing Committees may be outlined in the Policies of the Board.

**Article VIII: Congregational Committees**

**Section 1. Responsible to Congregation**

Congregational Committees shall carry out their duties in cooperation and consultation with the Board, but are elected by and are solely responsible to the Congregation.

**Section 2. Qualifications**

Candidates for service on Congregational Committees must have been Members for at least one (1) year. A Member may not serve on two Congregational Committees at the same time; nor may a Member serve on the Board and a Congregational Committee at the same time.

### **Section 3. Term of Office**

Members of Congregational Committees serve two-year terms, or until their successors are elected. Terms of office begin on July 1 of the first Fiscal Year and conclude on June 30 of the second Fiscal Year.

### **Section 4. Reelection or Reappointment:**

Members elected or appointed to a position on a Congregational Committee are limited to three (3) consecutive terms in that position. Serving more than one-half (1/2) of a term is considered a full term. After being out of a particular position for at least one (1) term, Members may serve again in that position as if they had not previously served.

### **Section 5. Selection of Chair**

Each Congregational Committee shall elect its own Chair from among its members.

### **Section 6. Vacancies**

The Leadership Development Team shall fill any vacancies on a Congregational Committee by publicizing the vacancy, requesting statements of interest, and providing a slate of candidates, with statements of interest, to the Congregation. A special election will be held for this purpose. The elected candidate(s) will serve for the end of the vacancy and the next term.

### **Section 7. Leadership Development Committee**

The Leadership Development Committee shall publicize all elected vacant leadership positions, encourage members to submit statements/videos of interest, and provide a slate of candidates and their statements to the Congregation. The elected leadership positions include: the Board of Trustees, Congregational Committees (Committee on Shared Ministry, Leadership Development Committee and any Endowment Fund. The Leadership Development Committee shall be composed of five (5) Voting Members.

The Leadership Development Committee shall also identify and coordinate leadership training opportunities and encourage leaders and members at large to attend. The Committee shall also provide recognition of service for church leaders.

### **Section 8. Committee on Shared Ministry**

The Committee on Shared Ministry shall provide leadership and oversight concerning the overall ministry and spiritual well-being of the Congregation. The Committee shall promote and facilitate the relationship among the Minister, the Committees providing Ministry and the Congregation, and shall receive, investigate, and respond to all matters affecting the ministerial-congregational relationship. In consultation and cooperation with the Board, the Committee shall negotiate the Minister's conditions of employment, conduct the Minister's performance review, and propose the minister's compensation to the Congregation. The Committee shall be composed of six (6) Voting Members who are

elected by the Congregation. Terms of office of three (3) Committee members shall begin in even-numbered years. Terms of office of three (3) Committee members shall begin in odd-numbered years.

### **Section 9. Ministerial Search Committee**

A Ministerial Search Committee shall be elected by the Congregation when there is a need to select a new Minister. Rules and procedures concerning the Committee's composition and operation shall be proposed by the Board, and shall be approved at a Congregational meeting that includes the election of the Committee in its call. Employees of the Church shall not serve on this Committee.

## **Article IX: Standing Committees**

### **Section 1. Responsible to Congregation and Board**

Standing Committees are responsible jointly to the Congregation and to the Board.

### **Section 2. Duties, Power, and Responsibilities**

Standing Committees shall perform duties and functions as delegated by the Board, and may appoint subcommittees as necessary for the proper performance of their duties. Standing Committees shall provide budget recommendations annually to the Board for that Committee's area of responsibility. They shall meet as often as necessary, but not less often than once every three months.

### **Section 3. Membership**

The President, in consultation with the Board, shall appoint the chair of Standing Committees. Members, Pledging Friends, and other friends of the Church can volunteer for service or may be invited to serve on a Committee by the Committee Chair.

### **Section 3. Term of Office**

The term of office for the chair and members of Standing Committees shall be for one year, and members may serve for a maximum of six consecutive terms.

### **Section 4. Board Liaisons**

The President shall appoint a liaison to each of the Standing Committees from among the members of the Board. The Treasurer shall chair or serve on the Finance Committee.

## **Article X: Minister**

**Preamble:** The Members of the Congregation shall call a person prepared by education and personal commitment to serve as Minister.

### **Section 1. Qualifications**

The Minister shall have Ministerial Fellowship with the Unitarian Universalist Association. Race, color, disability, gender, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of a Minister.

### **Section 2. Minister's Call**

The approval to Call a Minister shall be done at a Special Congregational Meeting organized for that purpose. Approval shall require a three-fourths (3/4) affirmative vote of all the votes cast by Voting Members present at the Special Congregational Meeting where a Quorum is present, including any absentee votes cast according to Section 3 of this Article X.

### **Section 3. Absentee Voting**

In order to allow the greatest number of Members to participate in voting on this significant issue for the church, an absentee ballot may be requested and cast in advance by any Voting Member who is unable to be present at the Special Congregational Meeting. Procedures to assure the confidentiality and accuracy of such ballots shall be established by the Board. Absentee ballots shall be counted at the same time and in the same manner as ballots cast at the Minister's Call Special Congregational Meeting. However, Absentee Voters shall not be counted in determining a Quorum.

### **Section 4. Minister's Compensation and Conditions of Employment**

The Minister's compensation and conditions of employment shall be proposed by the Board in consultation and cooperation with the Committee on the Ministry, and are subject to ratification by the Congregation. The length of the Ministry is indefinite, subject to resignation, retirement, or dismissal.

### **Section 5. Minister's Duties**

The Minister's responsibilities shall include:

- (a) Weekly services, with the assistance of the Worship Committee;
- (b) Assisting in the development and implementation of the Religious Education program for youth and adults;
- (c) Ministerial care, visitation, and counseling;
- (d) Ordinances of dedication, Coming of Age, union, and marriage;
- (e) Funeral and memorial services;
- (f) Other religious observances as may be deemed suitable;
- (g) Active participation in the denomination and community;
- (h) Supervision of all Church employees.

### **Section 6. Official Register**

The Minister shall keep an official register for the purpose of recording all dedications, unions and marriages, funerals or memorial services performed, and all other similar matters. The official register shall remain the property of the Church.

### **Section 7. Ex Officio**

The Minister shall be an ex officio member of the Board, all Committees except the Ministerial Search Committee, and Church-Sponsored Organizations, but shall have no vote in these groups.

### **Section 8. Freedom of Expression**

The Minister shall be free at all times to express opinions on any subject both in and out of the pulpit.

### **Section 9. Resignation or Retirement**

The Minister shall give at least ninety (90) days notice in writing to the Board of plans to resign or retire.

### **Section 10. Dismissal of a Minister**

A decision to dismiss a Minister may occur only at a Special Congregational Meeting called for that purpose. This meeting shall be called by the Board only upon written request signed by at least twenty-five (25) percent of the Voting Members. The notice of the meeting shall be by letter sent to each Member of the Congregation. The Minister shall be provided an opportunity to speak at this meeting. A vote of dismissal shall require a majority vote of Voting Members present and voting. If dismissed, the Minister's compensation shall continue for a minimum of ninety (90) days after the date of dismissal in exchange for service to the Church, consistent with Article X of these Bylaws, as may be directed by the Board.

## **Article XI: Miscellaneous**

### **Section 1. Procedures**

Unless otherwise specified herein or modified by Policies, all business meetings of the Board, Congregation and Congregational Committees shall follow Robert's Rules of Order.

### **Section 2. Indemnification**

A duly-elected or appointed Officer, Trustee, employee, or agent of the Church shall not be personally liable to the Church or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from any breach of duty or loyalty to the

Church or its members, or acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

The Church shall indemnify any persons and their estates and personal representatives against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an Officer, Trustee-at-Large, employee, or agent of the Church.

### **Section 3. Real Property**

Notice of any meeting of the Board or any Congregational Meeting where the sale, encumbrance, or acquisition by the Church of real property or improvements is to be discussed shall be published in the official Church newsletter at least thirty (30) days prior to said meeting. Any action of this nature requires a two-thirds (2/3) vote of those Voting Members present and voting at a Congregational Meeting called for such purpose.

### **Section 4. Dissolution**

In case of the dissolution of this Church, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor. The Board of Trustees of the Church shall perform all actions necessary to effect this conveyance.

### **Section 5. Open Records**

All records of the Church other than those of a personal nature shall be available for inspection by any Member during reasonable office hours.

### **Section 6. Interpretation**

These Bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Church in order to accomplish the purposes stated in the Church's Mission Statement.

## **Article XII: Amendments and Effective Date**

### **Section 1. Amendments**

Amendments to the Articles of Incorporation or to these Bylaws may be made at a duly called Congregational Meeting subject to an affirmative vote by at least two-thirds (2/3) of the Voting Members present and voting. The content of such amendments shall be stated in the notice or call for the Congregational Meeting as prescribed in Article VI.

**Section 2. Effective Date**

These Bylaws become immediately effective on the date they are adopted by the Congregation, as verified below by the signature of the President of the Congregation and a Member of the Board of Trustees.

\_\_\_\_\_ Date

\_\_\_\_\_ Date



## ADDENDUM

### AMENDMENT 1 – APPROVED MAY 2001

Prairie Unitarian Universalist Church  
Endowment and Memorial Gift Trust

The Prairie Unitarian Universalist Church, Parker, Colorado, a nonprofit corporation incorporated under the laws of the State of Colorado (hereinafter "the CHURCH) has by a two-thirds vote of its members at a duly assembled congregational meeting created and established the PRAIRIE UNITARIAN UNIVERSALIST CHURCH ENDOWMENT AND MEMORIAL GIFT TRUST (hereinafter "the TRUST"). The TRUST shall be owned, held, managed, invested and disbursed as provided herein and pursuant to the CHURCH Bylaws and Affidavit of Incorporation.

I. PURPOSE.

a. Church. The purpose of the TRUST is to further augment the principles, programs and purposes of the CHURCH by receiving gifts, bequests and conveyances, where the intent of the donor or testator is to make a lasting contribution to the CHURCH. Consolidation of such gifts into one Trust will enable the CHURCH to realize the greatest possible benefit from sound and prudent management and investment of the TRUST.

b. USE. The TRUST shall be carefully nurtured with restraint to protect the principal, or corpus, from invasion, except as permitted herein. Only income from the TRUST and realized increases or gains in the value of Trust assets shall be used for special projects. The principal or corpus of the TRUST shall not be invaded or used for expenditures or special projects, except to protect assets in the TRUST. The corpus shall be defined as the value of the gift at the time it is received by the TRUST or the value at the time it is sold, whichever is less.

c. SPECIAL PROJECTS. Special projects are projects and activities of long term and lasting benefit that further the principles, programs and purpose of the CHURCH.

d. EXCLUSIONS. Special projects shall not include: operating expenses; day-to-day expenses; expenses ordinarily included in the annual budget; and expenses that have been or will be incurred on a regular and ongoing basis. The TRUST shall not be used for expenditures for which there will be no lasting benefit.

II. ASSETS.

a. Acceptance Any person or entity may give or bequeath money, property or assets to the TRUST. Assets and monies transferred to the TRUST shall be held, managed, invested and disbursed by three (3) persons (hereinafter Trust Directors) who shall act in accordance with the provisions of this Trust.

b. Restrictions While Donors may impose reasonable restrictions on the use of tendered gifts, Trust Directors may refuse to accept any tendered gift or bequest associated with a restriction that in their opinion is improper or unsuitable. A restriction shall be considered improper or unsuitable when it is impractical, impossible or not consistent with the principles, objectives, program and purposes of the CHURCH.

### III TRUST DIRECTORS.

a. Management. Three (3) Trust Directors shall hold, manage, invest, sell, lease and protect Trust assets and shall receive and collect any income therefrom. Trust Directors shall exercise the judgment and care, under the circumstances, which persons of prudence, discretion and intelligence, exercise in managing their own affairs.

b. Impartiality. Any Trust Director shall disqualify him or herself from decisions about which he or she cannot be impartial. Trust Directors shall refrain from the appearance of impropriety including participation in decisions that may result in direct or indirect personal financial gain.

c. Investment. Trust Directors shall have absolute and sole authority and discretion to select investments for the TRUST. Trust Directors shall invest in, acquire and retain assets, real property, personal property, securities, certificates of deposit and savings accounts in banks, savings and loans, mutual funds, the Unitarian Universalist Association General Investment Trust and other investment vehicles. Guidelines of the Trust should follow UUA principles for socially responsible investments.

d. Voting. Trust Directors may conduct their votes either in person or by general or limited proxy, and may refrain from so voting if they see fit.

e. Authority. The TRUST, through the TRUST Directors, is authorized to settle, compromise, contest, prosecute or abandon claims involving the TRUST. The TRUST Directors shall execute and deliver all proper and necessary instruments concerning the TRUST and the assets thereof. Trust Directors may employ accountants and other professionals at the expense of the TRUST.

- f. Signatures. Trust Directors may establish one or more bank or other accounts to carry out their functions. Checks, withdrawals or loans made by or for the TRUST shall require the signatures of two Trust Directors.
- g. Bonding. Trust Directors shall be bonded at the expense of the TRUST or as provided by the CHURCH.

#### IV. ELECTION OF DIRECTORS.

- a. Qualifications. Trust Directors shall be at least twenty-one (21) years of age and shall have been members of the CHURCH for at least three years. Exception to this longevity requirement is made for initial Directors of the TRUST.
- b. Term. The regular term of each Trust Director shall be three (3) years. Replacement of the initial three directors will commence only after the three years from inception of the Fund. Thence the Nominating Committee shall annually recommend one new Trust Director (in rotation, as determined by the initial three directors), to be approved by the Board of Trustees and elected by the Congregation. No member can serve more than two terms without taking a year off.

c. Vacancy. Any interim period vacancy among Trust Directors shall be filled by the Nominating Committee with approval by the Board. Such an appointed Director would serve until the next duly assembled meeting of the Congregation when a vote of election could be taken. The person would be eligible for reelection to two further terms.

d. Removal. Trust Directors may be removed by a vote of two-thirds of the voting member at a duly called "Special" meeting, provided written notice of such intention to remove has been served on the Congregation and Trust Director or Directors being removed at least ten days before said meeting. Service on any Trust Director may be in person or by certified or registered mail to the TRUST Director's last known address.

e. Conflict. No person can, at the same time, serve as a Trust Director and as a member of the Board of Trustees. No two Directors may be from the same family.

#### V. DUTIES OF DIRECTORS.

- a. Meeting. Trust Directors shall elect a Chairperson, and such officers as may be

necessary to carry out its functions. Decisions of Trust Directors shall be by majority vote at meetings held as often as necessary to carry out the purpose of the TRUST. A quorum for these meetings shall be three directors.

b. Reports. Trust Directors shall make an annual report to the Congregation, and shall make such other reports as may be requested by the Board of Trustees.

C. Proposals. All proposals for special projects or expenditures from the trust shall be submitted to the TRUST Directors. The TRUST Directors shall have the sole and absolute authority to allocate Trust income for special projects on an annual basis, or more or less frequently if necessary to carry out the purpose of the TRUST.

d. Procedures. The TRUST Directors may implement such procedures and forms as they may deem necessary to carry out the purpose of the TRUST.

## VI. LOANS.

a. Authorization of Trust Directors. The TRUST Directors shall be authorized to invest TRUST assets in loans made to the Prairie Unitarian Universalist Church or other Unitarian Universalist churches only as set forth herein.

b. Church. The CHURCH may borrow principal or income from the TRUST at the prevailing Prime Interest Rate if such a transaction is approved by two-thirds of the voting members at a duly called "Special" meeting and if funds normally used for such purposes are not reasonably obtainable.

C. Others. Loans to other Unitarian Universalist churches may be made from the TRUST at rates determined by the committee with the approval of two-thirds of the voting members at a duly called "Special" meeting of the congregation.

## VIII. MODIFICATION AND TERMINATION.

a. Modification The provisions herein may be modified by a two thirds vote of the voting members at a duly called "Special" meeting of the congregation, provided that any proposed modification must be published to the membership not less than ten days prior to said meeting and such proposed modification may not be materially modified without an additional ten day publication period prior to the final vote of the Congregation.

b. Trust. The TRUST may be terminated by a vote of two thirds vote of

the voting members at a duly called "Special" meeting of the congregation, provided that the Congregation must receive written notice of the motion to terminate the TRUST not less than ten days prior to the meeting at which said vote is taken. In the event of termination, the TRUST shall be transferred to the Board of Trustees and expended in conformity with the CHURCH Affidavit of Incorporation and Bylaws.

C. Church. Upon dissolution of the CHURCH or the winding up of its affairs, the TRUST shall be distributed in accordance with the provisions of the Affidavit of Incorporation and Bylaws of the CHURCH.

VIII. APPLICABLE LAW.

a. Bylaws. The CHURCH Bylaws and Affidavit of Incorporation shall govern the Trust operation, management and procedures whenever needed to supplement or clarify the provisions herein.

b. Fiduciaries. The laws of the State of Colorado as they apply to trustees and fiduciaries shall govern the TRUST operation, management and procedures

whenever needed to supplement or clarify the provisions herein. In addition to those enumerated herein, the TRUST and Trust Directors shall have the rights, obligations, and powers, duties, discretion, and authority granted to and required of trustees and fiduciaries under Colorado law.

C. Arbitration. Any controversy or dispute regarding the TRUST or Trust Directors between any person, estate, Director, Church member or other entity and the TRUST or Trust Directors shall be, finally and exclusively settled and determined by arbitration under the rules of the American Arbitration Association and pursuant to the UNIFORM ARBITRATION ACT OF 1975 or its successor within the statutory law of Colorado. Any person, estate or entity donating, contributing to, and transacting with the TRUST shall be deemed to have approved of the provisions herein, including this arbitration provision.

IN WITNESS WHEREOF, the Congregation of the Prairie Unitarian Universalist Church has caused the PRAIRIE UNITARIAN UNIVERSALIST CHURCH ENDOWMENT AND MEMORIAL GIFT TRUST to be approved.

President \_\_\_\_\_

Secretary \_\_\_\_\_

Approved this \_\_\_\_ day of 2001.

PRAIRIE UNITARIAN UNIVERSALIST CHURCH