

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE FIRST UNITARIAN SOCIETY**  
**OF WILMINGTON, DELAWARE**

ARTICLE I

NAME

Section 1.1 Name. The corporate name of the organization is the First Unitarian Society of Wilmington, Delaware (the “Church”).

ARTICLE II

PURPOSE

Section 2.1 Purpose. In affiliation with the Unitarian Universalist Association (the “UUA”) the members of the Church unite in religious fellowship to seek truth, to practice goodness, and to enrich and improve relationships with ourselves, with others, and with the Universe of which we are a part.

ARTICLE III

AUTHORITY

Section 3.1 Authority. The ultimate legal authority for all operations of the Church is vested in the Congregation which delegates responsibility and authority under these Bylaws for all policy decisions not made by the Congregation to the Board of Trustees and, for day-to-day operating decisions, to the Senior Minister.

ARTICLE IV

MEMBERS

Section 4.1 Membership. The membership of the Church shall be comprised of those individuals whose names appear on the rolls. The Membership collectively shall comprise the Congregation. Any individual may sign the rolls signifying agreement with the purposes of the Church and an undertaking to fulfill the responsibilities of membership.

Section 4.2 Types of Membership. A Member may be a Voting Member, a Youth Member, or an Associate Member.

Section 4.2.1 Voting Members. Those members who participate actively in Church activities and make an annual financial contribution of record shall be Voting Members. Each Voting Member shall (i) have the right to vote at any Meeting of the Congregation beginning 30 days after the date on which the Member signed the rolls; (ii) be eligible for election as a member of the Board of Trustees, as an Officer of the Church, or as a delegate to the General Assembly of the UUA (a “GA delegate”); (iii) have the fees for membership in the Church’s denominational organizations paid by the Church; and (iv) be counted as Members in denominational reports.

Section 4.2.2 Youth Members. Those Members who are least 14 but less than 18 years of age who participate actively in Church activities and who make an annual financial contribution of record shall be Youth Members. Each Youth Member shall have the right to vote at any Meeting of the Congregation beginning 30 days after the date on which the Member signed the rolls. Each Youth Member shall be eligible for election as a member of the Board of Trustees or as a GA delegate in any youth category recognized by the UUA for which the Youth Member is otherwise qualified. Youth Members shall not be eligible for election as Officers of the Church, have fees for membership in the Church's denominational organizations paid by the Church, or be counted as Members in denominational reports. Subject to the provisions of this Bylaws section, Youth Members shall be Voting Members for all other purposes under these Bylaws.

Section 4.2.3 Associate Members. Those Members who are not Voting Members or Youth Members shall be Associate Members. Associate Members shall not (i) have the right to vote at any Meeting of the Congregation; (ii) be eligible for election as a member of the Board of Trustees, as an Officer of the church, or as a GA Delegate; (iii) have fees for membership in the Church's denominational organizations paid the Church, or (iv) be counted a Members in the denominational reports.

Section 4.3 Termination of Membership. The name of any Member whose membership terminates shall be removed from the rolls.

Section 4.3.1 Resignation. A member may resign at any time by giving written notice to the Senior Minister. Unless otherwise specified in the written notice, the resignation shall take effect upon receipt by the Senior Minister, and acceptance of the resignation shall not be necessary to make it effective.

Section 4.3.2 Inactivity. Members who have not participated actively in church activities and made a financial contribution of record for two fiscal years shall be contacted and asked whether they intend to continue as members. If they do not wish to continue as members, or do not respond within 90 days, the Senior Minister may remove their names from the membership roll.

Section 4.3.3 Removal from Membership. In accordance with fair and reasonable procedures to be established by the Senior Minister and approved by the Board, a member may be removed from membership for clearly unacceptable behavior that violates the congregation's established Covenant of Right Relations.

Section 4.3.4 Prohibition from Participation. In accordance with fair and reasonable procedures to be established by the Senior Minister and approved by the Board, a member or friend may be barred from participation in church activities for clearly unacceptable behavior that violates the congregation's established Covenant of Right Relations or jeopardizes the safety of others or of church facilities.

Section 4.3.5 Termination by the Congregation. Under procedures established in Article V, upon petition by any 25 Voting Members or upon recommendation by the Board of Trustees, the membership of any Member may be terminated by the Congregation for clearly unacceptable behavior that violates the congregation's established Covenant of Right Relations or jeopardizes the safety of others or of church facilities, at a Meeting called, convened, and conducted in accordance with these Bylaws.

## ARTICLE V

### MEETINGS OF THE CONGREGATION

Section 5.1 Annual Meeting of the Congregation. The Annual Meeting of the Congregation shall be held each year between April 15 and May 31, on a date and at a time and place to be designated by the Board of Trustees. The purposes of the Annual Meeting of the Congregation shall be (i) to elect Trustees, members of the Nominating Committee, and General Assembly Delegates, (ii) for the Congregation to receive a report on the financial affairs of the Church, (iii) for the Congregation to approve the annual operating budget and capital/maintenance budget, and (iv) for the transaction of such other business as may come before the meeting.

Section 5.2 Special Meeting of the Congregation. A special Meeting of the Congregation for any purpose may be called at any time by the Board of Trustees, or upon receipt of a petition signed by at least 25 Voting Members stating the purpose or purposes of the meeting. Upon receipt of such petition, the meeting shall take place not more than 60 days after the date on which the petition was received by the Board of Trustees. The business conducted at a Special Meeting of the Congregation shall be confined to the purpose set forth in the notice of meeting.

Section 5.3 Nomination of Candidates for Election. In connection with any Meeting of the Congregation at which an election shall take place, candidates shall be nominated as provided in this section. Nominations shall be made only with the consent of the person nominated.

Section 5.3.1 Nomination by the Board of Trustees. The Board of Trustees shall nominate candidates for GA Delegate positions and for Search Committee positions.

Section 5.3.2 Nominations by the Nominating Committee. The Nominating Committee shall nominate candidates for Board of Trustees positions and for Nominating Committee positions.

Section 5.3.3 Nominations by Voting Members. A candidate for any position open for election at a Meeting of the Congregation may be nominated by petition signed by at least 25 Voting Members and delivered to the Senior Minister at least 10 days in advance of the Meeting of the Congregation at which the election shall take place.

Section 5.3.4 Posting of Nominations. The names of candidates nominated by the Board of Trustees or the Nominating Committee shall be (i) published and/or posted on the church website at least 21 days in advance of the Meeting of the Congregation at which the election shall take place and (ii) posted on the Church grounds, as determined by the Senior Minister. The names of candidates nominated by petition shall be posted on the Church grounds and/or the Church website, as determined by the Senior Minister, for at least 10 days in advance of the date of the Meeting of the Congregation at which the election shall take place.

Section 5.4. Notice of Annual or Special Meeting of the Congregation. Notice of the Annual or special meeting of the Congregation shall be (i) published and/or posted at least 21 days in advance of the date on which the meeting shall take place, (ii) posted on the Church grounds and/or the Church website, and (iii) announced during each Church service on each of the two Sundays immediately preceding the date on which the meeting shall take place.

Section 5.4.1 Form of Notice. Each notice of any Meeting of the Congregation shall state the date, time, and place where the meeting will be held. The notice shall specify the business to be transacted. If the Board of Trustees authorizes participation in a Meeting of the Congregation by means of remote communication, the notice shall also state the means of remote communication by which Voting Members and proxyholders may be deemed to be present and vote at such meeting.

Section 5.5 List of Voting Members Entitled to Vote. The books and records of the Church shall be the only evidence used to establish whether a Member is a Voting Member entitled to vote for purposes of a Meeting of the Congregation. The books and records of the Church shall be open to examination by any Member beginning at least 10 days before every meeting of the Congregation.

Section 5.6 Quorum. At each Meeting of the Congregation, the presence of 10 percent of the total number of Voting Members shall constitute a quorum for the transaction of business. Voting Members represented by proxy or participating by remote communication shall be deemed present for purposes of establishing a quorum.

Section 5.7 Adjournments. In the absence of a quorum, a majority of the Voting Members present at the time and place of the Meeting of the Congregation may adjourn the meeting until a quorum shall be present, and the meeting may be held at a later time.

Section 5.8 Voting. Except as otherwise provided by law, the Certificate of Incorporation, or these By-Laws, a majority of the votes cast at any Meeting of the Congregation shall decide any question brought before the meeting. Voting shall be done in a manner determined by the Presiding Officer for the Meeting of the Congregation. Voting shall be by secret ballot for (i) contested elections for members of the Board of Trustees, members of the Nominating Committee, members of the Search Committee, or General Assembly Delegates, (ii) any Special Issue identified in Section 5.8.3 of these By-Laws, or (iii) any other issue as determined by the Presiding Officer for the Meeting of the Congregation.

The following Voting Members shall be entitled to one vote on all matters voted on at any Meeting of the Congregation: any Voting Member appearing at the meeting in person and any Voting Member who has appointed as a proxy a person who, at the time of such meeting is acting as a proxy for no other Voting Member. Notwithstanding any other provision of these Bylaws, no member (including any Voting Member) other than those identified in the immediately preceding sentence shall be entitled to vote on any matter at any Meeting of the Congregation.

Section 5.8.2 Vote Required for Special Issues. The following issues shall require the affirmative vote of two-thirds of the votes cast at a Meeting of the Congregation at which a quorum is present: (i) termination of membership, (ii) the removal of a Trustee, (iii) the dismissal of a Called Minister, and (iv) approval of any amendment to the Certificate of Incorporation or these Bylaws. The approval by the Congregation of a candidate to fill a Called Ministry Vacancy shall require the affirmative vote of three-quarters of the votes cast at a Meeting of the Congregation at which a quorum is present. Disbursements of principal from endowment funds or amendments to the provisions of these Bylaws governing restrictive gifts or endowment funds shall require the affirmative vote of three-quarters of the votes cast at a Meeting of the Congregation at which a quorum is present.

Section 5.9 Proxies. At any meeting of the Congregation, every Voting Member may vote in person or subject to Section 5.8, by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Section 5.10 Organization and Conduct of Meetings of the Congregation. Meetings of the Congregation shall be presided over by a Presiding Officer, who shall be the President, or in the President's absence the Vice President, or in the Vice President's absence a Voting member designated by the Board of Trustees. The Presiding Officer shall have the right and authority to convene and adjourn the meeting, to prescribe rules, regulations, and procedures, and to do all things as, in the judgment of the Presiding Officer, are appropriate for the proper conduct of the meeting. The Presiding Officer shall, if the facts warrant, determine and declare that a particular matter was not properly brought before the meeting and shall inform the meeting and the matter shall not be considered. Unless and to the extent determined by the Board of Trustees or the Presiding Officer, Meetings of the Congregation shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 5.11 Minutes. The Presiding Officer shall ensure that the proceedings of each Meeting of the Congregation are recorded and that all necessary documents and papers relating to the meeting are preserved.

Section 5.12 Participation in a Meeting by Means of Remote Communication. If authorized by the Board of Trustees in its sole discretion, and subject to such guidelines and procedures as the Board of Trustees may adopt, Voting Members and proxyholders not physically present at a meeting of the Congregation may, by means of remote communication:

- a. Participate in a meeting of the Congregation; and
- b. Be deemed present in person and vote at a meeting of the Congregation, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Church shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Voting Member or proxyholder; (ii) the Church shall implement reasonable measures to provide such Voting Members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Congregation, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any Voting Member or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Church.

## ARTICLE VI

### BOARD OF TRUSTEES

Section 6.1 Powers. Subject to the Certificate of Incorporation or law, and to Article III of these Bylaws, the Board of Trustees shall review and set the strategic direction and oversee the affairs of the Church. It shall have the authority to exercise all the powers of the Church except powers conferred upon or reserved by the Congregation by these Bylaws, the Certificate of Incorporation, or law.

Section 6.2 Delegation. Any responsibility, task or decision assigned to the Board of Trustees may be performed by the Board of Trustees directly or delegated to an Officer, Minister, committee, task force, or other designee.

Section 6.3. Number. The number of Trustees that shall constitute the whole Board of Trustees shall be nine, but no act of the Church shall be void at any time that there are less than nine Trustees in office. If for any reason the number of Trustees in office falls below seven, then the Board of Trustees shall take prompt steps to ensure that the Board of Trustees has at least seven members, which may include appointing Trustees to fill vacancies pursuant to Section 6.13 of these bylaws and/or calling, convening, and conducting a Meeting of the Congregation in accordance with these Bylaws for the purpose of electing Trustees.

Section 6.4 Role of the Immediate Past President. If the immediate past President of the Church is not a member of the Board of Trustees, then the immediate past President shall serve ex officio as an advisor to the Board of Trustees for a term of one year.

Section 6.5 Eligibility. To be eligible to stand for election and serve as a Trustee, a candidate must be a Voting Member. A candidate is not eligible to stand for election as a Trustee if the candidate has served as a Trustee for the six preceding years. Any Trustee who has served for the six preceding years shall again be eligible to serve as a Trustee after an interval of three years.

Section 6.6 Election and Term of Office. One-third of the whole Board of Trustees shall be elected to three-year terms at each Annual Meeting of the congregation. Each Trustee shall continue in office until the Trustee's successor shall have been elected and qualified or until the Trustee's earlier death, resignation, or removal in the manner hereinafter provided. A Trustee elected at the Annual Meeting of the Congregation shall be deemed elected and qualified and shall take office at the next meeting of the Board of Trustees.

Section 6.7 Meetings of the Board of Trustees. The Board of Trustees shall meet periodically and not less than nine times per year.

Section 6.7.1 Regular Meetings of the Board of Trustees. The Board of Trustees shall hold regular meetings, the dates and times of which shall be published.

Section 6.7.2 Special Meetings of the Board of Trustees. Special meetings of the Board of Trustees may be called by or at the direction of the President or any three Trustees. Except as otherwise required by law, notice of each special meeting shall be provided to each Trustee. The date and time of the special meeting shall be published or posted on the Church website, if reasonably practicable.

Section 6.8 Notice of Meetings of the Board of Trustees.

Section 6.8.1 Contents of Notice. The notice of a meeting of the Board of Trustees shall state the time and place of the meeting but need not state the purpose or purposes of the meeting unless otherwise required by law, the Certificate of Incorporation, or these By-Laws.

Section 6.8.2 Delivery of Notice. Whenever notice is to be delivered to a Trustee, it shall be delivered either in person, by mail, by telephone, by facsimile, electronic mail, or by other electronic means.

Section 6.9 Quorum and Manner of Acting. At each meeting of the Board of Trustees, the presence of a majority of the total number of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of Trustees present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice. A majority of Trustees in attendance at any meeting at which a quorum is present may decide any question brought before the meeting, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws.

Section 6.10 Participation in a Meeting by Means of Remote Communication. A Trustee may participate in a meeting of the Board of Trustees through use of conference telephone, electronic video screen communication, or similar communication equipment if (i) each participant can communicate with all of the other participants substantially concurrently, (ii) there is means to verify that each person participating is entitled to participate, and (iii) if a participant votes or takes other action by means of remote communication, a record of the vote or other action is maintained by the church.

Section 6.11 Resignation of a Trustee. A Trustee may resign at any time through a written notice addressed to the Board President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt.

Section 6.12 Removal of a Trustee. Upon petition of any 25 Voting Members or upon the recommendation of the Board of Trustees, any Trustee may be removed from office for cause by the Congregation at a Meeting called, convened, and conducted in accordance with these Bylaws. At the Meeting of the Congregation a successor or successors may be elected by a plurality of the votes cast to serve for the remainder of the removed Trustee's term and until the successor Trustee's successor shall have been elected and qualified, or until the successor Trustee's earlier death, resignation, or removal.

Section 6.13 Vacancies and Additional Trustees. Any vacancy arising on the Board of Trustees for any reason during the 60-day period prior to the Annual Meeting of the Congregation shall be filled by election at the meeting. Any vacancy arising on the Board of Trustees at any other time by reason of death, resignation, or removal of a Trustee may be filled by a majority of the Trustees then in office, whether or not a quorum, who may appoint a successor Trustee to serve for the remainder of the predecessor Trustee's term. A Trustee appointed or elected to fill a vacancy shall serve for the balance of the term for which the successor Trustee's predecessor was elected.

Section 6.14 Minutes. The President shall ensure that the proceedings of each meeting of the Board of Trustees are recorded and that all necessary documents and papers relating to the meeting are preserved.

## ARTICLE VII

### OFFICERS

Section 7.1 Standing Officers. The standing Officers of the Church shall be: President, Vice-President, and Treasurer.

Section 7.2 Delegation. Except as otherwise determined by the Board of Trustees or, for Officers other than the President, by the President, any responsibility, task or decision assigned to an Officer may be performed by the Officer directly or delegated to a designee.

Section 7.3 Election of Standing Officers, Term of Office, and Qualifications. The standing Officers of the Church shall be elected by the Board of Trustees at its first meeting after the Annual Meeting of the Congregation. In an election held at the first meeting after the Annual Meeting of the Congregation, both retiring Trustees and newly elected Trustees shall be entitled to vote. Each Officer shall assume office immediately upon election and hold office until the Officer's successor shall have been elected, or until the Officer's earlier death, resignation, or removal in the manner provided in this Article. The standing Officers shall be Voting Members.—The President and the Vice-President shall be Trustees. At the time of election, the President shall have served as a Trustee for at least the preceding year. A Trustee may serve as President for no more than three one-year terms in succession. Any Trustee who has served as President for three one-year terms in succession shall again be eligible to serve as President after an interval of three years.

Section 7.4 Other Officers. The Board of Trustees from time to time may appoint other officers or agents to hold office for such period, have such authority, and perform such duties as may be provided in resolutions appointing them. All such other officers shall be Voting Members.

Section 7.5 Resignation of Officers. Any Officer may resign at any time through a written notice addressed to the Board President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board President or any Trustee. The acceptance of the resignation shall not be necessary to make it effective.

Section 7.6 Removal of Officers. Any officer may be removed at any time with cause by the Board of Trustees.

Section 7.7 Officer Vacancies. If the office of President becomes vacant by reason of death, resignation, removal, or any other cause before the expiration of the President's term, then the Vice President shall assume the office of President and the office of Vice President shall be deemed vacant. A vacancy in any office other than President, whether by reason of death, resignation, removal, or any other cause, shall be filled by the Board of Trustees.

Section 7.8 The President. The President shall preside at all meetings of the Board of Trustees and Meetings of the Congregation at which the President is in attendance. The President shall ensure that (i) the proceedings of each meeting of the Board of Trustees are recorded, and that all necessary documents and papers relating to the meeting are preserved, (ii) at the Annual Meeting of the Congregation, the Congregation receives a report on the financial affairs of the church, and (iii) there are candidates for the offices to be voted on by the Board of Trustees at its first meeting after the Annual Meeting of the Congregation. The President shall see that all resolutions of the Board of Trustees are carried into effect. The President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Trustees or by law, the Certificate of Incorporation, or these Bylaws.

Section 7.9 The Vice President. At the request of the President or in the President's absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the President or the Board of Trustees or by law, the Certificate of Incorporation, or these Bylaws.

Section 7.10 The Treasurer. The Treasurer shall advise the Board on the status of all church funds and the preparation of the church financial statements. The Treasurer shall report on these matters at meetings of the Board of Trustees. The Treasurer shall have such other powers and perform such other duties as may from time to time be prescribed by the President or the Board of Trustees or by law, the Certificate of Incorporation, or these Bylaws.

## ARTICLE VIII

### MINISTERS

Section 8.1 Ministers. The Church recognizes two types of Ministers: Parish Ministers and Ministers of Religious Education. A Parish Minister may not serve as a Minister of Religious Education and a Minister of Religious Education may not serve as a Parish Minister.

Section 8.2 Parish Minister. The Parish Ministers are the Senior Minister, the Associate Minister, and one or more Assistant Ministers.

Section 8.2.1 The Senior Minister. The Senior Minister has overall responsibility for the operation of the Church and for its ministry, serving as the chief executive officer and chief of staff, including all other ministers. The Senior Minister is responsible for the conduct of worship and for the Church's spiritual interests and affairs. The Senior Minister has the freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. Limitations to the Executive Function shall be defined in Board of Trustees Policies.

Section 8.2.2 The Associate Minister. The Associate Minister assists in directing the operations and ministry of the Church under the direction of the Senior Minister. The Associate Minister has the freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

Section 8.2.3 The Assistant Minister. The Assistant Minister assists in the operations and ministry of the Church under the direction of the Senior Minister. The Assistant Minister has the freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.



Section 8.3 Minister of Religious Education. The Minister of Religious Education is a colleague of the Parish Ministers under the direction of the Senior Minister and has primary responsibility for the religious education of the Church.

Section 8.4 Delegation. Except as otherwise determined by the Board of Trustees, any responsibility, task, or decision assigned to a Minister may be performed directly by the Minister or delegated to a designee.

Section 8.5 Rights of Ministers. All Ministers are entitled to the full protections, rights, and courtesies accorded in the UUA Code of Professional Practices. The Church shall provide support for all Ministers consistent with the Unitarian Universalist Ministers Association (UUMA) Code of Professional Practice and Ethics and the UUA Ministerial Fellowship Committee Guidelines.

Section 8.6 Called Ministers. The Senior Minister, Associate Minister, and Minister of Religious Education shall be called by the Congregation. The Board of Trustees may determine that a particular Assistant Minister shall be called by the Congregation. Called Ministers shall be in fellowship with the UUA.

Section 8.6.1 Procedures for Identifying Candidates for a Called Ministry Vacancy. The President shall declare when a vacancy exists for a Called Ministry position. Upon such declaration, the Board of Trustees shall form a Search Committee to identify candidates to fill the vacancy. The members of the Search Committee shall be Voting Members.

Section 8.6.2 Procedures for Approving Candidates for a Called Ministry Vacancy. A Called Ministry Vacancy may be filled only by a candidate who is (i) recommended to the Congregation by the Search Committee and (ii) approved by the Congregation at a Meeting of the Congregation called, convened, and conducted in accordance with these Bylaws. Before a candidate for a Called ministry vacancy can be recommended to the Congregation by the Search Committee, the candidate must have conducted two regular Sunday morning services, including delivering the sermon.

Section 8.7 Hiring an Assistant Minister Not Called by the Congregation. If the Board of Trustees does not determine that a particular Assistant Minister shall be called by the Congregation, then the Assistant Minister may be hired by the Senior Minister after consultation with the Board of Trustees. The Board of Trustees, may, but is not required to, call for an advisory vote by the Congregation on an Assistant Minister not called by the Congregation at a Meeting of the Congregation called, convened, and conducted in accordance with these Bylaws.

Section 8.8 Dismissal of a Called Minister. A Called Minister may be dismissed only by the Congregation at a Meeting of the Congregation called, convened, and conducted in accordance with these Bylaws. A two-thirds vote of Voting Members present at the Meeting is required to dismiss a Called Minister. A Meeting of the Congregation to consider the dismissal of a Called Minister may be called only after due process has been undertaken as set forth in the UUMA Code of Professional Practices and Ethics and the UUA Ministerial Fellowship Committee Guidelines.

Section 8.9 Dismissal of an Assistant Minister Not Called by the Congregation. An Assistant Minister hired by the Senior Minister may be dismissed by the Senior Minister after consultation with the Board of Trustees. Notice of the dismissal, with brief reasons for the dismissal, shall be delivered to the Congregation.

Section 8.10 Resignation of a Minister. A Minister may resign by giving the Board of Trustees three months' notice and performing the full duties of his or her office during the three-month notice period unless otherwise requested by the Board of Trustees. Notice of the resignation, with brief reasons for the resignation, shall be delivered to the Congregation.

Section 8.11 Honorary Ministers. The Board of Trustees may confer the title of Minister or Honorary Minister on an individual, whether a Member or non-Member. The title of Minister or Honorary Minister shall not entitle the holder to the rights and protections conferred by this Article on Parish Ministers and Ministers of Religious Education.

## ARTICLE IX

### COMMITTEES AND TASK FORCES

Section 9.1 Creation of Committees and Task Forces. Both the Board of Trustees and the Senior Minister may create committees and task forces as they deem appropriate. Board committees and task forces created by the Board of Trustees are for the purpose of advising the Board on its work. Committees and task forces created by the Senior Minister are for the purpose of carrying out the operations and programs of the Church.

Section 9.2 Committee Membership. Each committee or task force shall have a Chair who shall be a Voting Member. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, additional members of the committee or task force need not be Members.

Section 9.3 Nominating Committee. There shall be a Nominating Committee with responsibility for nominating candidates for Board of Trustees and for Nominating Committee positions. The Nominating Committee shall be comprised of six members, all of whom shall be Voting Members. Three members of the Nominating Committee shall be elected at each Annual Meeting of the Congregation to serve a two-year term. Candidates to the Nominating Committee are not eligible to stand for election if the candidate has served on the Nominating Committee for the four preceding years. Former members of the Nominating Committee shall again be eligible to serve on the Nominating Committee after an interval of two years. The Ministers shall not serve as members of the Nominating Committee.

Section 9.4 Search Committee. The President shall declare when a vacancy exists for a Called Ministry position. Upon such declaration, the Board of Trustees shall form a Search Committee to identify candidates to fill the vacancy. The members of the Search Committee shall be Voting Members.

## ARTICLE X

### GENERAL ASSEMBLY DELEGATES

Section 10.1 General Assembly Delegates. A delegation consisting of Ministers and General Assembly delegates shall represent the Church at the General Assembly of the UUA.

Section 10.2 Nomination and Election of General Assembly Delegates. At each Annual Meeting of the Congregation, a number of General Assembly delegates not to exceed the maximum number permitted the Church under the rules of the UUA shall be nominated and elected in accordance with these Bylaws to serve at the next following General Assembly. General Assembly Delegates shall be Voting Members.

Section 10.3 General Assembly Delegate Vacancies. If any GA Delegate vacancy arises after the Annual Meeting of the Congregation but before the next following General Assembly, the Board of Trustees shall have the authority to fill the vacancy.

## ARTICLE XI

### PROPERTY AND FINANCIAL MATTERS

Section 11.1 Corporate Seal. The corporate seal shall be circular in form and shall bear the name of the Church and words and figures denoting its organization under the laws of the State of Delaware and year thereof and otherwise shall be in the form approved from time to time by the Board of Trustees.

Section 11.2 Fiscal Year. The fiscal year of the church shall begin on July 1 and end ~~of~~ on June 30 of the following year.

Section 11.3 Execution of Instruments Generally. The President, the Vice President, the Treasurer, or the Senior Minister, subject to the approval of the Board of Trustees, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church. The Board of Trustees may authorize any other office or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and the authorization may be general or confined to specific instances.

Section 11.4 Borrowing. No loans or advances shall be obtained or contracted for by or on behalf of the Church and no negotiable paper shall be issued in its name unless and except as authorized by the Board of Trustees. Authorization may be general or confined to specific instances. Any authorized officer or agent of the Church may (i) obtain loans and advances for the Church, (ii) make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Church, and (iii) pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Church, any and all stocks, bonds, other securities, or other personal property held at any time by the Church.

Section 11.5 Deposits. All funds of the church not otherwise employed shall be deposited from time to time to its credit in banks or trust companies selected by the Senior Minister or his or her designee.

Section 11.6 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Church, shall be executed by an officer or agent of the church in a manner determined from time to time by the Senior Minister or his or her designee.

Section 11.7 Periodic Audit. At least once every three to five years, the Board of Trustees shall commission and oversee an external audit of the Church's finances.

Section 11.8 Fundraising. No person, committee, or organization shall use the name, facilities, or auspices of the Church to solicit financial contributions from the Members or from the public, except with the approval of the Senior Minister.

Section 11.9 Approval of Budgets. The annual operating budget and capital/maintenance budget shall each be approved by the Congregation. Approval of each total budget shall constitute approval of items included therein. Individual expenditures not included in any budget that are in excess of three percent of the annual operating budget must be approved by the Congregation, except in case of a maintenance emergency.

Section 11.10 Administration of Funds. The Board of Trustees shall control administration of the church's assets through board policy. The Business Manager, with oversight by the Senior Minister shall administer the Church's assets.

Section 11.10.1 Invested Funds. The Church shall have the right to retain all or any part of any securities or property, real or personal, acquired by it in whatever manner, and to invest and re-invest any funds held by it. Investment or reinvestment is not restricted to any class or kind of investment provided, however, that no action shall be taken by or on behalf of the Church that is a legally prohibited transaction or which would cause it to fail to

qualify, or fail to continue to qualify as (i) an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent or successor Federal tax laws (the “Code”), or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code.

Section 11.10.2 Endowment Funds. The Church may establish one or more endowment funds to receive unrestricted donations, gifts, subscriptions, and bequests intended to provide for the Church’s more permanent uses and future operations. Earnings from the investment of these funds may be used for the continuing operation of the Church. Disbursements of principal of these funds can only be made with approval of the Congregation in accordance with these Bylaws.

Section 11.10.3 Donations. The Church shall have the power to accept or reject any donations, gifts, subscriptions, and bequests subject to restrictions imposed by the donor and, if accepted, the Church shall provide for the maintenance and management of said funds subject to these restrictions.

Section 11.10.4 Disbursement Upon Dissolution. Upon dissolution of the Church, all assets and any all interests in any endowment fund of the Church and any other unexpended funds of the Church shall be transferred to the UUA or its successor or, if neither exists, then to such other qualifying charitable organizations as the Board of Trustees shall determine.

## ARTICLE XII

### AFFILIATED ORGANIZATIONS

Any group, the majority of whom are Voting Members or children of Voting Members, and which declares itself in harmony with the purposes of the Church, may be recognized as an affiliated organization by the Board of Trustees. Any affiliated organization may have its affiliation terminated by the Board of Trustees. The decision of the Board of Trustees to recognize or terminate the recognition of an affiliated organization may be confirmed, altered, amended, or repealed at a Meeting of the Congregation called, convened, and conducted in accordance with these Bylaws.

## ARTICLE-XIII

### AMENDMENTS

Amendments. Amendments to these Bylaws may be proposed by the Board of Trustees or in a petition signed by at least 25 Voting Members. Except as otherwise provided by law or the Certificate of Incorporation, proposed amendments to these Bylaws must be approved by the Congregation at a Meeting of the Congregation called, convened, and conducted in accordance with these Bylaws. The text of the proposed amendments shall be delivered to all Members at least 10 days in advance of the Meeting of the Congregation at which the proposed amendments will be considered. Proposed amendments to these Bylaws cannot be amended during the course of the Meeting of the Congregation at which they are being considered. The prohibition on amendments to properly proposed amendments to these Bylaws shall not extend to amendments that make only clarifying, grammatical, and/or non-material changes.

ARTICLE XIV

SEVERABILITY

Severability. To the extent that any provision of these Bylaws is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of any other provision of these Bylaws, and following any determination by a court of competent jurisdiction that any provision of these Bylaws is invalid or unenforceable, these Bylaws shall contain only such provisions (i) as were in effect immediately prior to such determination and (ii) were not so determined to be invalid or unenforceable.