

## **Bylaws**

### **Unitarian Universalist Church in Livermore**

#### **Article I. Name**

The name of this religious organization shall be the Unitarian Universalist Church in Livermore, hereinafter referred to as the Church.

#### **Article II. Purpose**

The purpose of this Church is to provide religious services and to foster liberal religious attitudes. We believe in the inherent dignity of all people and the right to individual freedom of belief concerning the nature of God.

#### **Article III. Membership**

Any person who is in sympathy with the purpose and program of the Church may become a member by signing the membership register. The right to vote at business meetings of the Church shall be reserved for members who have reached the age of fourteen (14) years and have made a recorded financial contribution to the Church in their own name within the twelve (12) months preceding the meeting. Withdrawal from membership may be made by written request to the Executive Secretary. The Board of Trustees shall review the membership roll each year to ensure that it is accurate and shall have the power to remove from the membership roll any person who, in their opinion, has ceased to identify with the Church.

#### **Article IV. Denominational Affiliation**

The Church shall be a member of the Unitarian-Universalist Association and of the Pacific Central District in which it is located. It is the intention of this congregation to make annual financial contributions equal to its full Fair Share as determined by the Association and the district.

#### **Article V. Meetings**

Business meetings shall be called by the Executive Secretary by notifying every member of the Church not less than ten days before the day of the meeting. All business to be transacted at any meeting of the church shall be specified in the notice for that meeting.

A quorum shall be constituted by 20% of the members who are qualified to vote. A lesser number may adjourn the meeting. A majority of the voting members present will decide any question on the agenda unless the bylaws specify differently. Friends of the Church, including non-voting members, shall be welcome at all meetings and shall be given the courtesy of the floor but may not vote. Except as otherwise specified in these bylaws, all

meetings of the Church shall be governed by Robert's Rules of Order when issues of order arise.

The annual meeting of the Church shall be held each year on the first feasible Sunday in the month of May for an election to fill vacancies on the Board of Trustees that will occur on the next July 1, to elect the next year's Nominating Committee and Audit Committee, to adopt a budget for the next year, and to conduct such other business as may arise. The time and place shall be fixed by the Board of Trustees. Special meetings may be called by the Board of Trustees or by written petition of 10% of the voting members.

The issuance of public statements on ethical issues by the Unitarian Universalist Church in Livermore shall be executed as follows: A meeting shall be called and conducted in the manner described in this Article, with the exception that a two-thirds (2/3) majority of the voting members present shall be required for passage of the text of the statement. A committee shall be appointed by the President to draft the proposed text of the public statement to be discussed at the meeting.

#### **Article VI. Board of Trustees**

The Board of Trustees shall consist of the President, Vice President, Executive Secretary, Treasurer, and three Trustees, all of whom must be voting members of the Church for one year prior to assuming office. The Board of Trustees, on behalf of the Church, shall have general charge of the property of the Church, the conduct of all its business affairs, the control of its administration, and responsibility for long-range program, development, and financial planning. The Board of Trustees may appoint delegates to the General Assembly of the Unitarian Universalist Association and the District Assembly of the Pacific Central District. Meetings of the Board of Trustees shall be governed by Robert's Rules of Order when issues of order arise. Interim board meetings may be conducted in person, by phone, or by email, after notification of all board members. A quorum of the board is four (4), which is the number needed to conduct all business.

The Board of Trustees shall appoint and fix the compensation of all non-ministerial employees. Following the calling of the minister and determination of the minister's initial compensation by the congregation, the Board of Trustees shall set the compensation of the minister annually after conferring with the Committee on Ministry.

The Board of Trustees shall authorize all expenditures of money; however, no single contract involving expenditure of unbudgeted money exceeding four (4) percent of the budget shall be made without the affirmative vote of a business meeting of the Church.

The term of each Trustee shall be four years. At each annual election, one Trustee-at-Large shall be elected to replace each trustee whose term expires that year. The President, Vice President, Executive Secretary, and Treasurer shall be chosen by the Trustees from among their ranks. The trustee chosen as President shall serve in that office for two successive years unless the Board finds extenuating circumstances to modify that term of office. The term of all other trustee assignments shall be one fiscal year with no limit on

the number of times a trustee can hold a position. However, no Trustee shall serve more than two consecutive four-year terms. Regular terms of office begin July 1. The board shall fill any vacancy in the board of trustees until the next congregational meeting, after receiving nominations for the position from the nominating committee.

Each year the Nominating Committee shall prepare a slate of candidates to fill all vacancies in the following year's Board of Trustees and Nominating Committee. This slate shall be mailed to the membership not less than ten days before the annual meeting. Nominations to fill any of the above-mentioned vacancies may be made from the floor during the election. All nominations shall be with the consent of the nominee.

Board members are expected to attend scheduled board meetings. It is the responsibility of a board member who may be absent from a meeting to inform the board prior to the meeting. Should a board member be absent for three successive board meetings, he/she should be considered delinquent and so notified. Under these circumstances the board may remove the member.

The President is Chairperson of the Board of Trustees and Chief Executive Officer of the Church, presides at all business meetings of the Church and of the Board, and is an ex-officio member of all committees except the Committee on Ministry and the Nominating Committee. The President may represent the church in community affairs. The President is authorized to conduct marriages, dedications, funerals, memorial services, and all other appropriate religious functions.

The Vice President shall assume all the responsibilities and functions of the President during the President's absence.

The Executive Secretary shall be responsible for ensuring that complete and accurate records of all Church affairs (including membership rolls) are made, preserved, and readily available. The Board of Trustees may appoint a Recording Secretary to assist the Executive Secretary by keeping formal minutes of all Board meetings and business meetings of the church. The Executive Secretary has particular responsibility for Board liaison with the local, state, and federal governments. The Executive Secretary shall maintain a roster of the members of the Church qualified to vote and shall be responsible for notifying the membership of all business meetings and affairs to be voted upon.

The Treasurer is the Chief Financial Officer of the Church. The Treasurer shall receive and safely keep all money and other property of the Church entrusted to the Treasurer's care and shall disburse the same under the direction and to the satisfaction of the Board of Trustees. The Treasurer shall keep a complete account of the finances of the Church on books which shall remain the property of the Church and which shall be open for inspection at any time by the Board of Trustees. The Treasurer shall render a current statement and a projection for the balance of the year at each regular business meeting of the Board and of the Church and shall furnish confidential statements of pledge status to each member. The Treasurer shall distribute to each member of the Church an annual financial statement within 60 days after the close of each fiscal year. The Treasurer shall

review the Church's insurance needs and the terms of all contracts to which the Church is or may become a party and ensure the Board is properly advised concerning them. The financial accounts shall be audited at the end of each fiscal year by the Audit Committee which shall report the results in writing to the Board by the first Board meeting after September 1.

Savings accounts will require two of four signatures (President, Vice President, Executive Secretary, Treasurer) for withdrawal of money; the operating checking account will require one of the same four signatures.

The Trustees shall, undertake responsibility for clusters of committees. Aside from standing committees and the Committee on Ministry, all committees shall be included in a cluster and assigned a liaison to the board.

### **Article VII. Committees**

Members of Standing Committees of the Church are elected by the congregation. Members of the Board of Trustees shall not serve on Standing Committees. The Standing Committees of the Church are the Nominating Committee and the Audit Committee. The Nominating Committees shall consist of three voting members of the Church to be elected at its annual meeting. Nominating Committee members may not serve more than two consecutive years. The Audit Committee shall consist of two voting members of the Church. The Audit Committee may call for an independent audit of church finances at any time and such an audit shall be required at least every five years. The board shall fill any vacancy in either of the standing committees until the next congregational meeting after receiving nominations for the position from the nominating committee.

The Committee on Ministry shall consist of three members of the Church who serve staggered terms of three years. One new committee member shall be appointed annually by the Board of Trustees from a list of at least two nominees submitted by the Minister. The Committee on Ministry shall meet with the Minister at least once a month between September and June to facilitate communications between the Minister and both the Board and the Church as a whole. No member of either the Nominating committee or the Committee on Ministry shall serve concurrently on the Board of Trustees. The board shall fill any vacancy in the Committee on Ministry by appointing a new member from a list of two or more nominees submitted by the minister.

To assist it in carrying out the purposes of the Church, the Board of Trustees may appoint such additional committees (including Chairpersons) as it deems necessary. At the time a committee is created, the Board shall assign it to a cluster and establish a clear statement of purpose for that committee.

### **Article VIII. Minister**

A Search Committee, elected by the congregation, shall recommend a minister. The Minister shall be called, at any meeting legally called for this purpose, by four-fifths (4/5)

majority of those present who are qualified to vote. The Minister's salary shall be determined by a simple majority of those present who are qualified to vote. The Minister shall be considered to have indefinite tenure. The Minister may be dismissed by a two-thirds (2/3) majority of members who are qualified to vote and who are present at any meeting legally called for the purpose; in this event, the Minister's salary shall be continued for three (3) months after the date of the affirmative vote for dismissal. When tendering resignation, the Minister shall give three (3) months notice. By mutual consent of both the Minister and the Board of Trustees, either the Minister's salary continuation upon dismissal or the Minister's notice of resignation may be reduced to not less than one (1) month.

### **Article IX. Disposition of Property**

In the event of the dissolution of the Church, all outstanding debts shall be paid, and the remaining assets, whether real or personal property, shall be transferred to the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to all applicable laws. This bylaw shall apply to all property donated to the Church, whether by will or in some other manner, unless the donor expressly provides otherwise. In the event of the dissolution of the Church, it shall be the duty of the Board of Trustees to take all necessary action to carry out the purposes of this Article.

### **Article X. Amendments**

Amendments to the bylaws may be proposed by the Board of Trustees or by petition of ten percent of the members qualified to vote. Any proposed change shall be contained in full in the notice of the meeting. These bylaws, insofar as allowed by law, may be amended or repealed by a two-thirds (2/3) vote of those present and qualified to vote at a meeting of the Church.

### **Article XI. Endowment Fund Policy**

The UUCiL Endowment Fund shall be governed by the policy attached in appendix A.

**Appendix A**

**Endowment Fund Policy  
for the  
Unitarian Universalist  
Church in Livermore**

## **A. RESOLUTION TO IMPLEMENT THE ENDOWMENT FUND**

WHEREAS, stewardship involves the faithful management of all the gifts we have been given--time, talents, the created world and money, including accumulated, inherited and appreciated resources; and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, in annual meeting assembled in May 2006, approve and establish on the records of the congregation a new and separate fund to be known as THE UUCiL ENDOWMENT FUND, hereafter called the "FUND,"

BE IT FURTHER RESOLVED, that the purpose of this FUND is to enhance the mission of the Unitarian Universalist Church in Livermore apart from the general operation of the congregation; that only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, may this congregation, by action in meeting assembled, use FUND distributions for its own operating or support services; and that, except where specifically authorized otherwise in the terms of a gift, distributions from the FUND will be made annually, in amounts not to exceed those specified in the distribution policy;

BE IT FURTHER RESOLVED, that the Endowment Fund Committee (hereinafter called the "COMMITTEE") shall be established to be the custodian of the FUND once the FUND reaches a value of \$100,000.00;

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND.

## **B. PLAN OF OPERATION**

### **1. The Endowment Committee**

The Endowment Committee (hereafter, the "COMMITTEE") shall consist of three (3) members, all of whom shall be voting members of the Unitarian Universalist Church in Livermore. Except as herein limited, the term of each member shall be three (3) years. The minister and the president of the Church Board shall be advisory members of the COMMITTEE.

Upon adoption of this resolution by the congregation, it shall elect three (3) members of the COMMITTEE: one (1) for a term of three (3) years; one (1) for a term of two (2) years; and one (1) for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years.

No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected. No member may serve on the Endowment Committee while also serving on the Church Board or as an elected officer of the congregation. The Board of the congregation shall nominate new members for the COMMITTEE.

In the event of a vacancy on the COMMITTEE, the Board shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of three (3) members. A unanimous vote is needed to carry any motion or resolution. The committee shall elect from its membership a chairperson, financial secretary and recording secretary. The chairperson shall preside at all committee meetings.

The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE. Each member shall keep a complete copy of minutes to be delivered to her or his successor. The secretary shall also supply a copy of the minutes to the Church Board.

The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the FUND and shall sign all other necessary documents on behalf of the congregation in furtherance of the purposes of the FUND. The financial secretary shall sign all checks payable from the FUND in amounts no greater than \$250.00. Two authorized signatures are required for greater amounts.

The books shall be audited annually by a certified public accountant or other appropriate person who is not a member of the COMMITTEE. The COMMITTEE shall report on a quarterly basis to the Board and, at each annual or special meeting of the congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

The COMMITTEE may request other members of the congregation to serve as advisory members and, at the expense of FUND (taken from the annual distribution amount OR undistributed capital appreciation), may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the fund.

Members of the COMMITTEE shall not be liable for any losses, that may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of the Unitarian Universalist Church in Livermore.

The COMMITTEE is empowered, acting through its elected chair, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, pursuant to the Endowment Investment and Distribution Policy. The Committee shall act in its sole judgment and discretion, as it deems wise and prudent, without further approvals.

## **2. Distributions**

The COMMITTEE shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and income according to accepted accounting procedures.

Lifetime and testamentary unrestricted gifts to the FUND shall accumulate until a fair market value of \$100,000.00 is achieved, after which annual distributions may commence. However, should the fair market value of the FUND subsequently decline to less than \$100,000.00, distributions shall be made only upon a 2/3 majority vote of approval from the congregation.

Distributions from the FUND shall be made annually and at such other times as deemed necessary and/or feasible to accomplish the purposes of the UUCiL:

Approximately two-thirds (2/3) to enhance the physical plant of the Unitarian Universalist Church in Livermore, such as but not limited to maintenance of buildings, capital improvements or renovations, or debt reduction;

Approximately one-third (1/3) for the wider mission of Unitarian Universalism, including, but not limited to, supporting the ministry of the Church, scholarships or grants to members of the Unitarian Universalist Church in Livermore for the purpose of attending college or theological school; for UU-related camping or leadership conferences; or such other training which enables members of this congregation to grow in faith and service to Unitarian Universalism.

Programs for support shall be recommended by the COMMITTEE and approved by the Board for funding. Suggestions or requests for funding are to be submitted to the COMMITTEE by the 31<sup>st</sup> day of January of each year and approved by the Unitarian Universalist Church in Livermore at its annual meeting.

### **3. Amending the Resolution**

BE IT FURTHER RESOLVED, that any amendment to this resolution, which will change, alter or amend the purpose for which the FUND is established shall be adopted by a two-thirds vote of the members present at an annual meeting called specifically for the purpose of amending this resolution.

### **4. Disposition or Transfer of FUND**

BE IT FURTHER RESOLVED, that in the event that the Unitarian Universalist Church in Livermore ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Church Board in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association. Consultation with the Association may also be desirable for continuation of UUCiL Endowment Fund obligations to grantors of gifts.

### **C. ADOPTION OF RESOLUTION**

This resolution, recommended by the Church Board and accepted by the congregation at a legally called congregational meeting, is hereby adopted.

Unitarian Universalist Church in Livermore By Arlen Rowe  
(President)

And Marilyn Graham  
(Secretary)

Dated this seventh day of May 2006.

## **ENDOWMENT INVESTMENT AND DISTRIBUTION POLICY**

### **1. General**

1. The Committee shall invest the assets of the Endowment with the objective of earning at a minimum an average annual total return that matches the rate of inflation and has a goal of six to twelve percent consistent with moderate risk. The Committee shall endeavor to invest the assets of the Endowment in a socially responsible manner. It is intended that reasonable restrictions placed on any gift by the donor will be faithfully followed, subject to the Committee's determination of the integrity and best interests of the Endowment.
2. In order to protect and preserve the corpus of the Endowment over the long term, the Committee shall not distribute more than five percent per year of the total market value of the assets, as determined by the average total market value on the last business day of each of the four immediately preceding calendar quarters. If less than five percent is distributed in one year, the Committee may distribute more than five percent in a subsequent year, as long as the distributions do not exceed five percent on a cumulative basis.
3. The Committee may provide for such professional counsel on investments or legal matters as it deems best, and it may incur reasonable expenses in the execution of its duties. The expenses shall be paid from the Endowment.
4. All members of the congregation are encouraged to consider leaving a bequest to the Endowment in their wills. This Endowment Investment and Distribution Policy may be amended only by a two-thirds majority vote of the congregation.

### **2. Funds**

The Endowment shall initially be composed of one unrestricted fund. Lifetime and testamentary unrestricted gifts and bequests to the FUND shall be encouraged. Gifts designated for a specific purpose shall be discouraged. Where a gift or bequest to the Endowment is designated for a specific purpose, it shall be considered by the Endowment Committee on a case-by-case basis.

### **3. Unrestricted Reserve Fund**

1. Distributions from the Unrestricted Reserve Fund may be used for any purpose to further the work of the Unitarian Universalist Church in Livermore, but shall not be used for the ordinary and customary operating expenses of the Unitarian Universalist Church in Livermore, except that only in those particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, may this congregation, by action in meeting assembled, use FUND distributions for its own operating or support services.
2. In addition to the distributions provided for above, and upon the request of the Treasurer, the Committee may from time to time loan money from the Unrestricted Reserve Fund to the Unitarian Universalist Church in Livermore to help manage temporary cash flow needs caused by month to month variations in the collection of pledges and other gifts on such terms and at such rates of interest and in such amounts as the Committee deems appropriate.