

**The Unitarian Church of Baton Rouge**

**Bylaws**

**Revised March, 2008  
Amended May 2011**

## Table of Contents

BYLAWS.....	3
ARTICLE I. NAME.....	3
ARTICLE II. PURPOSE AND MISSION STATEMENT.....	3
ARTICLE II-A. NON-DISCRIMINATION.....	3
ARTICLE III. DENOMINATIONAL AFFILIATION.....	4
ARTICLE IV. MEMBERSHIP.....	4
ARTICLE V. AUTHORITY.....	4
ARTICLE VI. CONGREGATIONAL MEETINGS.....	4
ARTICLE VII. ELECTIONS.....	5
ARTICLE VIII. QUORUM.....	5
ARTICLE IX. BOARD OF TRUSTEES.....	6
ARTICLE X. DUTIES AND POWERS OF THE MEMBERS OF THE BOARD OF TRUSTEES.....	8
ARTICLE XI. COMMITTEES AND COUNCILS.....	9
ARTICLE XII. SELECTION COMMITTEE.....	12
ARTICLE XIII. MINISTER AND PERSONNEL.....	13
ARTICLE XIV. EX OFFICIO STATUS.....	15
ARTICLE XV. FISCAL YEAR.....	15
ARTICLE XVI. PARLIAMENTARY AUTHORITY.....	15
ARTICLE XVII. PARLIAMENTARIAN.....	15
ARTICLE XVIII. BYLAWS.....	15
ARTICLE XIX. AMENDMENTS.....	15
ARTICLE XX. DISSOLUTION.....	15
ARTICLE XXI. PUBLIC ISSUES POLICY.....	15
ARTICLE XXII. ENDOWMENT FUND.....	16

## **BYLAWS**

### **BYLAWS OF THE UNITARIAN CHURCH OF BATON ROUGE**

*(Effective November 3, 1996; Amended May 21, 2000; Amended May 18, 2003, Amended November 21, 2004, Amended May 21, 2006, Amended May 15, 2011)*

#### **ARTICLE I. Name**

The name of this religious society shall be "The Unitarian Church of Baton Rouge."

#### **ARTICLE II. Purpose and Mission Statement**

##### Section 1. Purpose

The purpose of the Unitarian Church of Baton Rouge shall be to:

- A. Support the free and disciplined search for truth as the foundation of religious fellowship;
- B. Affirm, defend, and promote the supreme worth and dignity of every human personality;
- C. Contribute to the vision of a world community founded on values of tolerance, justice and peace;
- D. Provide a focus for significant ethical and social issues, supporting individual conscience and responsibility as the ultimate moral authority;
- E. Form a community of mutual concern, serving the needs of its members, and providing opportunities for personal growth and fulfillment;
- F. Celebrate life by worshiping together freely.

##### Section 2. Mission Statement

Grounded in love and respect for nature and humanity and dedicated to the individual search for truth, we provide a home where we can celebrate spiritual diversity and commit ourselves to serving the human community.

#### **ARTICLE II-A. Non-discrimination**

The Unitarian Church of Baton Rouge declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability, gender or gender identity, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

### **ARTICLE III. Denominational Affiliation**

This Church shall be a member of the Unitarian Universalist Association and of the Southwest Regional Conference.

### **ARTICLE IV. Membership**

#### Section 1. Definitions

- A. An "active" member is any person fourteen years of age or older who signs a membership card, declaring sympathy with the purpose of this Church, and who has been welcomed by a majority of the Board, unless as in Subsection B. Recommended suggested shares per member are payable to the UUA on all active members. Only active members who are present may vote at membership meetings.
- B. An "inactive" member is any member who either has requested the Board to be placed on inactive status, or has failed to respond to a request for clarification of his/her membership status. An inactive member may become an active member by requesting the Board to reactivate her/his membership.
- C. A "friend" of the Church is any non-member who supports the purpose of this Church.
- D. Any member may withdraw or transfer his/her membership at any time by so notifying the secretary of the Church.

### **ARTICLE V. Authority**

All authority rests in the membership and is exercised through the meetings of the membership except as is herein delegated.

### **ARTICLE VI. Congregational Meetings**

Section 1. The business meetings of the congregation shall be referred to in these Bylaws as "membership" meetings, and shall be open to all members and friends of the Church.

Section 2. A membership meeting shall be held each year in May at a time set by the Board of Trustees. The business shall be to elect members of the Board and committees members and chairs, as specified in Article VII, Section 2C, to hear the Minister's annual report, to hear any other reports scheduled by the Board, and to transact any other necessary business for which notice has been given.

Section 3. The Board shall set the date as to when the membership shall vote on the proposed annual budget of the Church.

Section 4. Special membership meetings may be called by the Board of Trustees. Subjects to be considered at membership meetings shall be announced to the membership by notices to be mailed at least 10 days prior to the date of such meetings. Voting shall be by secret ballot upon any issue, upon request by any member.

Section 5. The Board of Trustees shall call a membership meeting if petitioned by twenty percent of the active members, notice of such meeting to be given ten days in advance. The request must state the business to be considered. The action shall be limited to the stated purpose. The meeting must be held within thirty (30) days of the request.

## **ARTICLE VII. Elections**

Section 1. Voting  
Only those who are active members may vote.

Section 2. Nominating Committee

- A. The Nominating Committee shall consist of six members elected to three-year terms, plus a staff representative, to be the senior minister or his/her designate. Members of the Nominating Committee shall have been members of the Unitarian Church of Baton Rouge for at least two years.
- B. Two members shall be elected each year at the May membership meeting. At least one of the six members of the committee must be a Past President of the church.
- C. Twenty-five days before the May meeting, the Nominating Committee shall publish the slate of qualified candidates for vacancies on the Board of Trustees, the Personnel Committee, Finance Committee, Buildings and Grounds Committee, the Nominating Committee, and the Endowment Fund Committee.
- D. Nominations for the positions listed in part C. may also be made by petition of ten (10) members to the Secretary of the Board. This list will be published prior to the election. Such nominations shall be included in the slate for the position to be filled.
- E. Nominations for the positions listed in part C may also be made from the floor.
- F. In the Spring, the Nominating Committee, in consultation with the staff, will provide the board with a slate of candidates for lay council co-leaders.
- G. At the request of the President, the Nominating Committee will propose qualified replacements for any vacancies in the above-listed groups that occur during the year.

## **ARTICLE VIII. Quorum**

Twenty percent of the membership will constitute a quorum.

## **ARTICLE IX. Board of Trustees**

Section 1. The members of the Board of Trustees shall be:

- A. President
- B. Vice President/President Elect
- C. Treasurer
- D. Secretary
- E. Trustee for Buildings and Grounds
- F. Trustee for Finance
- G. Trustee for Personnel
- H. Past President

Section 2. Eligibility

All members of the Board of Trustees must be active members.

Section 3. Vacancies

- A. Vacancies on the Board, except Vice President/President-Elect, shall be filled by appointment of the President, after consultation with the Nominating Committee, and are subject to the approval of the Board; in the case of Vice President/President-Elect, the Nominating Committee shall submit a nominee to the congregation for approval at a special meeting called by the Board of Trustees.
- B. Persons appointed to fill vacancies shall serve until the following June 1st.

Section 4. Term of Office

All members of the Board of Trustees shall serve a (1) year term. No member who has served for three (3) consecutive full one-year terms in a position shall be eligible to serve again in that position until one term has elapsed.

Section 5. Installation

The members of the Board of trustees shall assume office on June 1st. The Board shall have its first organizational meeting not later than June 15th.

Section 6. Employees

The Board shall hire all employees of the Church not elected by the members, and shall determine conditions of employment.

Section 7. Proxy

There shall be no votes by proxy.

Section 8. Attendance

- A. Attendance at Board meetings is a necessary function of all the members of the Board of trustees.
- B. Resignation from the Board may be requested by the President with Board approval if an individual's absence interferes with the workings of the Board.

Section 9. Duties

The Board shall:

- A. Have the responsibility and power to conduct and approve all business transactions of the Church, consistent with the Bylaws
- B. Implement the decisions and policies of the membership
- C. Establish such policies and appoint such persons and committees as necessary to achieve these functions
- D. Present a budget for congregational approval; any change to the amount of revenue budgeted for fundraising requires the approval of the Trustee for Finance
- E. Maintain a balanced budget. The Board may make changes to the annual budget, the changes not to exceed 5% of the total budget during any fiscal year. Whereas fundraising for special projects has the potential to conflict with budgeted fundraising, all fundraising requires approval of the Board of Trustees.
- F. Establish, modify, and dissolve Councils as needed to develop the missions and programs required to carry out the Vision of the Congregation as defined by the Long Range Plan.
- G. Appoint a lay co-leader for each Council from a slate presented to the Board by the Nominating Committee.

Section 10. Meetings of the Board

- A. All meetings shall be open to active members. The Board shall have a minimum of ten (10) meetings a year. Meetings shall be called by the President or other officer in order of authority in the absence of the President or by three Board members. Written notice of the time and place of such meetings shall be given each member of the Board and announced to the active membership.
- B. The Board may conduct meetings in executive session only on matters involving legal issues or personnel of the church. Only board members, including ex officio members, and those persons authorized by the Board may attend an executive session.

- C. In order to allow members of the church the opportunity to participate in matters before the Board, the Board shall provide the congregation with advance notice of substantive matters to be considered at its regular and special meetings. The Board shall adopt a policy to implement this provision.

**ARTICLE X. Duties and Powers of the Members of the Board of Trustees**

Section 1. The President shall:

- A. Preside at meetings of the Board and the membership
- B. Be the chief executive officer
- C. Be an ex officio member of all committees except the Nominating Committee
- D. Delegate other responsibilities as he/she sees fit.

Section 2. The Vice President/President-Elect shall:

- A. Become President after a one-year term in office
- B. Discharge the duties of the President in his/her absence
- C. Serve on the Finance Committee
- D. Maintain the Policies and Procedures Manuals for the Church and bring to the Board for approval any policies and procedures recommended by a Council for inclusion in such manuals.
- E. Succeed to the Presidency if the office becomes vacant.
- F. Compile the Annual Report at the end of the church program year.

Section 3. The Secretary shall:

- A. Provide for the recording of all proceedings of the Board and meetings of the Church
- B. Issue notices of the meetings
- C. Conduct the correspondence for the Board
- D. Determine the active membership list prior to each membership meeting, the proper quorum requirement, and the proper numerical vote required for all issues

Section 4. The Treasurer shall:

- A. Be the custodian of all monies and securities deposited in the bank
- B. Present a current financial statement at each meeting of the Board and the membership meeting in May
- C. Be responsible for disbursements, and for keeping full and accurate account of all receipts and disbursements and presentation of these records upon reasonable notice, except for identified pledges
- D. Submit the financial records to be analyzed annually by a person(s) designated by the President. A report for the prior year is to be prepared and given to the Board of Trustees before the May Congregational Meeting, at which time an Executive Summary will be made available to the membership.
- E. Be bonded at the expense of the Church

- F. Assist the Finance Committee in preparing a recommended budget for the next fiscal year.

Section 5. The Trustee for Buildings and Grounds shall:

- A. Chair the Buildings and Grounds Committee
- B. Present committee recommendations to the Board

Section 6. The Trustee for Finance shall:

- A. Receive all monies and other assets of the Church, keeping accurate records, and depositing same in the bank
- B. Be responsible for communicating to the membership the financial situation and needs of the Church
- C. Advise the Board on the future financial situation
- D. Present the budget developed by the Finance Committee to the Board for approval; the fundraising recommendation of the committee may not be changed by the Board or the congregation without the approval of the Trustee for Finance
- E. Chair the Finance Committee

Section 7. The Trustee for Personnel shall:

- A. Chair the Personnel Committee
- B. Present recommendations of this committee to the Finance Committee or the Board, as appropriate.

Section 8. The Past President shall chair the Planning Committee.

**ARTICLE XI. Committees and Councils**

Section 1. Board Committees

- A. The following Committees shall be chaired by members of the Board of Trustees, as indicated in Article IX: The Board of Trustees shall establish the duties for each committee. For duties of the committees please consult the Policy and Procedures manual.

- 1. Planning Committee
- 2. Personnel Committee
- 3. Finance Committee
- 4. Buildings and Grounds Committee

- B. Composition of Board Committees

- 1. The Planning Committee shall be chaired by the Past President of the Board of Trustees. The Planning Committee shall be appointed by the Board of Trustees.

2. The Personnel Committee shall be chaired by the Trustee for Personnel. Other members shall include the Past Trustee for Personnel and three members elected by the Congregation, plus a non-voting staff representative, to be the senior minister or his/her designate
3. The Finance Committee shall be chaired by the Trustee for Finance. The Finance Committee shall consist of the past Trustee for Finance, the Vice President/President-Elect, Treasurer, and the following members elected by the congregation: Stewardship Chair, Fundraising Chair and two members at large.
4. The Stewardship Chair shall present for Board approval a slate of Stewardship Committee members, including the Chair and Chair-Elect of the Annual Canvass Committee. The Stewardship Committee will be the overall guide for collection funds for the annual operating budget of the church.
5. The Buildings and Grounds Committee shall be chaired by the Trustee for Buildings and Grounds. Other members shall include the past Trustee for Buildings and Grounds and four members elected by the Congregation. At least one of the members of the Buildings and Grounds Committee shall be a member of the Green Sanctuary Committee. The Office Manager/Church Administrator shall be an ex-officio member of the Committee.

Section 2.

Independent Committees

- A. The following committees shall function without supervision by the Board of Trustees. They shall be responsible for submitting an annual report to the Congregation at the May membership meeting:

1. Nominating Committee
2. Endowment Fund Committee
3. Senior Minister's Committee
4. DRE's Committee
5. Music Director's Committee

- B. Composition and Term of Office of Independent Committees

1. The composition and term of office of the Nominating Committee is described in Article VII, section 2.
2. The composition and term of office of the Endowment Fund Committee is described in Article XXII, section 2.

3. The Senior Minister's Committee shall consist of three members, serving overlapping two-year terms, selected by the Minister and approved by the Board. Members of the committee shall meet periodically to provide counsel and advice to the minister on congregational matters. Committee Members shall keep discussions at all meetings confidential.
4. The DRE's Committee shall consist of three members, serving overlapping two-year terms, selected jointly by the DRE and the Board. Members of the committee shall meet periodically to provide Counsel and advice to the DRE on matters of concern to the DRE and the Religious Education Program. Committee members shall keep discussions at all meetings confidential.
5. The Music Director's Committee shall consist of three members, serving overlapping two year terms, selected jointly by the Music Director and the Board. Members of the committee shall meet periodically to provide counsel and advice to the Music Director and the Music Program. Committee members shall keep the discussions at all meetings confidential.
6. No member who has served for two (2) consecutive terms in a position shall be eligible to serve again on that committee until one term has elapsed.

C. Vacancies

Vacancies on Independent Committees shall be filled by appointment of the President, after consultation with the Nominating Committee, and are subject to the approval of the Board. Persons appointed to fill vacancies shall serve until the following June 1st.

Section 3. Councils

- A. The Councils shall plan and implement the program activities of the Church. Each Council will determine the frequency and timing of its meetings. For descriptions of the Councils, please consult the Policy and Procedure Manual of the Church.
- B. It shall be the responsibility of each Council to develop its mission(s) and implement the programs needed to achieve the church's Vision.
- C. Each Council shall make periodic reports to the Board of Trustees as requested, and at the end of the program year shall present to the Vice President of the Board a written annual report summarizing its year's activities.
- D. Each Council shall be co-led by a staff member and a lay leader. The lay co-leader shall be appointed by a majority vote of the Board of Trustees, having been nominated in accordance with Article IX, Section 9G of these Bylaws.

Appointees are selected by the Board for one-year terms, with additional terms at the discretion of the Nominating Committee and the Board, in consultation with the Staff and lay leadership of the Council. Lay co-leaders of Councils shall be members of UCBR.

- E. It shall be the responsibility of each Council to organize itself, its committees, teams, and task forces, and its activities to meet its missions, as long as each Council operates under democratic principles inherent within these bylaws and follows Policies and Procedures as established by the Board of Trustees. Each Council is empowered to create, organize, and dissolve working committees, teams, and task forces, appoint chairs for these groups, coordinate assignments, and develop and execute programs as required to meet its mission successfully.
- F. It shall be the responsibility of each Council to prepare an annual budget for the operation of its program area by submitting a budget request, then managing the allocation approved by the congregation at the annual budget meeting.

## **ARTICLE XII. Selection Committee**

- Section 1. In the event of a vacancy in the office of Minister, the membership may, by a two-thirds (2/3) vote of the members present at any regular or special membership meeting, choose to initiate a Call.
  - A. If the membership initiates a Call the active members shall select a Selection Committee.
  - B. If the membership does not initiate a call, the Board may fill the office as described in Article XIII, Section 2.
- Section 2. This Committee shall consist of seven (7) members composed as follows:
  - A. Not less than one (1) nor more than two (2) Board members
  - B. The rest elected from the membership at a special meeting following the rules concerning the election.
- Section 3. All members of the committee shall be active members.
- Section 4. The membership shall instruct the Committee regarding the terms of agreement, which it shall tentatively negotiate. A tentative salary offer shall be approved by the membership prior to any interviews.
- Section 5. Duties shall be
  - A. To consult with appropriate representative of the Unitarian Universalist Association and the Unitarian Universalist Ministers Association
  - B. To contact potential candidates and select one

- C. To make necessary arrangements to insure such candidate has reasonable knowledge and acceptance of the Church, its membership, finances and Bylaws, and of the community
- D. To tentatively agree in writing with such candidate regarding the terms of the agreement
- E. To nominate such a candidate at a membership meeting called for the purpose of decision on that candidate, and present the tentative terms of agreement for action at that meeting
- F. To prepare a contract containing detailed terms of agreement in consultation with the Minister and propose it to the Board and the Minister
- G. To assist the new Minister to become settled and acquainted in the community.

Section 6. Vacancies  
Vacancies on the Committee shall be filled by the President with Board approval.

Section 7. Discharge  
The Committee shall be discharged by the Board after the new Minister is settled.

### **ARTICLE XIII. Minister and Personnel**

Section 1. The membership may, by a two-thirds (2/3) vote of the members present at any regular or special membership meeting, establish an office of Minister of the Church.

Section 2. Call, Hire, or Dismissal

- A. A candidate to be called to the office of Minister of this Church shall be nominated as outlined in Article XII by the Selection Committee.
- B. A minister may be called or dismissed by a two-thirds (2/3) vote of the members present at any regular or special membership meeting, provided the advice of the following as been obtained:
  - 1. Unitarian Universalist Association
  - 2. Unitarian Universalist Ministers Association
- C. The Board of Trustees, by a two-thirds (2/3) affirmative vote and consent of the Senior Minister, may hire a Minister with the intention of extending an offer at a later date to candidate for a Called Minister position. In such cases, the Minister must within three years from the date of hiring either a) be invited to candidate as a Called Minister, or b) complete their service to the Church in that position.

- D. The Board of Trustees, by a two-thirds (2/3) affirmative vote and with the consent of the Senior Minister, may hire a Minister for a position that does not necessarily result in a Call but whose duties will be specified in a Letter of Agreement or job description.

Section 3. Terms of Office

- A. A Called Minister shall be considered to have indefinite tenure upon her/his acceptance of the terms as voted by the membership.
  - 1. The salary may be set and his/her resignation received by a majority vote of the membership.
  - 2. In the event of resignation/dismissal, he/she shall continue his/her duties for ninety (90) days after written notice is received by the President or after a membership decision for dismissal, unless it is mutually agreed otherwise.
  - 3. A Letter of Agreement containing the detailed terms of agreement shall be proposed by the Selection Committee and signed by the officers and the Minister.
- B. A Hired Minister's term of office shall be determined at the time of hire by the Board of Trustees in agreement with the Senior Minister and Hired Minister. The Board and the Minister shall sign a Letter of Agreement containing the detailed terms of agreement.

Section 4. Senior Minister

- A. The membership may choose, by a majority vote of the members present at any regular or special membership meeting, to designate one Called Minister as the Senior Minister.

Section 5. Duties of the Minister

- A. The Senior Minister shall have primary responsibility for worship and other religious ceremonies.
- B. Other duties shall be specified in individual Letters of Agreement.

Section 6. Personnel

Salaried personnel shall be employed by the Board.

#### **ARTICLE XIV. Ex officio Status**

Ex officio members of a Committee or Board shall be voting members unless otherwise specified in these bylaws.

#### **ARTICLE XV. Fiscal Year**

The fiscal year shall be set by the Board.

#### **ARTICLE XVI. Parliamentary Authority**

The rules contained in Robert's Rules of Order, Revised, shall govern in all issues as to which they are applicable, to the extent that they are consistent with the Bylaws or special rules or order adopted by the active members in the course of the Congregational Meeting to which said special rules of order are to apply.

#### **ARTICLE XVII. Parliamentarian**

The Board shall select a member of the Church to act as a Parliamentarian during the Membership Meetings.

#### **ARTICLE XVIII. Bylaws**

Section 1. These Bylaws shall supersede all previous Bylaws.

Section 2. Suggested changes for the Bylaws shall be submitted to the Board of the Church.

#### **ARTICLE XIX. Amendments**

The Bylaws may be amended by a two-thirds (2/3) vote of the members present at any regular or special meeting, provided written notice of the proposed change is included in the notice of the meeting, at least 25 days prior to the meeting.

#### **ARTICLE XX. Dissolution**

In the event of dissolution and liquidation of this corporation, either voluntarily or involuntarily, the Board of Trustees (in the event of voluntary dissolution) and the appropriate public official (in the even of involuntary dissolution) shall transfer any surplus in excess of the corporation's outstanding liabilities to the order of the Unitarian Universalist Association, 25 Beach Street, Boston, Mass.

#### **ARTICLE XXI. Public Issues Policy**

Section 1. Any activity involving the use of the Church name, property or resources to support, oppose or act on a specific public issue shall be consistent with the Purpose and Covenant Statement of the Church as stated in Article II of the Bylaws.

Section 2. A public issue may be an official position of the Church only if one of the following procedures has been followed:

A. Member petition procedure

1. Any member may obtain the signatures of twenty percent of the active membership who agree with the member's position.
2. The member shall present the petition to the Social Concerns Committee.
3. The Social Concerns Committee shall review the issue at a meeting whose purpose, time and place shall be published in the newsletter ten days before the meeting, and determine at that meeting, or an adjournment thereof, a recommendation to be presented to the Board.
4. The petition and recommendations will be presented to the Board.
5. The Board will consider the issue, make its recommendation, and refer the issue to the congregation for consideration at a membership meeting.
6. Two-thirds of the members present at the meeting must vote in favor of the position for it to become an official position of the Church.

B. Discretionary Action by the Board

The Board may, at its discretion, refer any public issue to the congregation for determination of the Church's official position on the issue at any membership meeting. A two-thirds vote of the members present at the meeting will be required for the position to become an official position of the Church.

Section 3. Inasmuch as the Church makes its property available to individuals, groups and organizations for the purpose of generating revenue and/or as a service to the community, it shall be the announced policy of the Church that such use of the property in and of itself shall neither constitute nor imply endorsement or sponsorship of any activity, policy or purpose of any such individual, group, or organization. The Board shall promulgate procedures to implement this policy.

## **ARTICLE XXII. Endowment Fund**

Section 1. The Endowment Fund

The Endowment Fund of the Unitarian Church of Baton Rouge (hereinafter the "Fund") shall be established as an account or set of accounts separate from all other accounts maintained by the Unitarian Church of Baton Rouge (hereinafter the "Church"). The Fund exists solely for the purposes of the Church. The income from the Fund may be used for the promotion and development of religious, charitable, and educational activities, and for non-recurring purposes not regularly budgeted by the Church.

- A. The Fund may accept assets such as funds, bequests in wills, charitable remainder and other trusts, charitable gift annuities, assignment of life insurance, and transfers of property of all types, which hereinafter are made to the Church.
- B. Appropriate uses of the income include, but are not necessarily limited to: construction, reconstruction and development of the physical plant of the Church; support of other UUA institutions; and outreach to the non-UUA community. No income of the fund shall be used to defray any operating expenditures of the Church, except to fund a new position at the Church.

Section 2. The Endowment Fund Committee

- A. The Endowment Fund Committee (hereinafter the “Committee”) shall consist of five members, all of whom shall be voting members of the Church. Except as specified to the contrary herein, the term of each member of the committee shall be three years. No member shall serve more than two consecutive terms on the committee.
- B. Upon the adoption of this Article, the then-serving members of the existing Endowment Committee shall continue in office as the committee, until the expiration of their respective terms. Thereafter, at each annual meeting, the congregation shall elect the necessary number to replace those whose terms have expired, each for a term of three years. The Nominating Committee shall nominate members of the Committee and report those nominations to the Board of Trustees (hereinafter the “Board”) in the same manner as for other offices and committees. In the event of a vacancy on the committee, the Board shall appoint a member to fill the vacancy until the following June 1st. At the next annual meeting of the congregation, the Nominating Committee shall nominate and the congregation shall elect a member to fulfill the remainder of the vacant term.
- C. The committee shall elect from its membership of five (5) a Chairperson, Financial Secretary, and Recording Secretary.
  - 1. The Chairperson shall:
    - a. Call and preside at all meetings of the committee, or delegate someone else to preside.
    - b. Sign checks in excess of \$250.00
    - c. Sign Fund documents and checks under \$250.00, when the Financial Secretary is unavailable.
    - d. Lead or assist in efforts to obtain donations to the fund and may engage in all educational or other functions necessary in the furtherance of such activities.
  - 2. The financial secretary shall:
    - e. Maintain complete and accurate books of account for the fund.

- b. Assist the person appointed or hired by the Board of Trustees with the annual audit.
  - c. Submit written requests for approval of checks over \$250.00, payable from the Fund, by a quorum of the Committee and for a second signature by the Chairperson.
  - d. Sign all necessary documents on behalf of the Church in furtherance of the purposes of the Fund.
3. The recording secretary shall:
- a. Maintain complete and accurate minutes of all meetings of the committee and supply a copy thereof to each member of the committee. .
  - b. Keep an official copy of the minutes for the Committee Archives.
  - c. Supply a copy of the minutes to the Board of Trustees.
  - d. Acknowledge unrestricted gifts to the Fund in a timely and appropriate manner.
  - e. Upon acceptance and approval by the Board, acknowledge restricted gifts to the Fund.
- D. In addition to the five elected members of the committee, the Minister, the President of the Board of Trustees, and the Vice President/President Elect of the Board of Trustees shall ex officio be advisory members of the committee.
- E. The committee shall:
- 1. Report semi-annually, in the spring and the fall, to the Board and at each annual meeting of the Congregation.
  - 2. Report Quarterly to the Board, after the fund has accumulated assets of \$500,000.00
  - 3. Pay the expense of internal and external audits from the Fund
- F. The Board shall:
- 1. Request the Church Administrator keep a complete copy of the Committee minutes in Church Archives.
  - 2. Be responsible for finding someone not on the Endowment Committee to execute the annual audit of the Fund.
  - 3. After the Fund has accumulated assets of \$500,000.00, hire an outside source to do a full audit every five years, using money from the Fund.

### Section 3. Accepting and Investing Endowment Funds

#### A. Accepting Donations

1. The Committee shall abide by and keep a record of the terms and restrictions on investment and use of all gifts to the Fund according to accepted accounting principles.
2. The recommendations of the Committee to accept or decline a gift for inclusion in the Fund shall be reported to the Board for their review and approval.

B. Investing Endowment Funds

1. The Financial Secretary and the approved agent of the Committee, if any, will maintain a complete accounting of all investments, including investment vehicles used from time to time, the principal of the fund, capital gains, earned income and dividends, distributions and expenses. They shall exercise ordinary business care in this matter.
2. The Committee or their approved agent will invest the monies of the Fund in such a way as to achieve a reasonable and adequate growth of the Fund while not incurring significant risk to the principal of the Fund. Capital growth of Fund assets may be considered part of the principal of the Fund.

Section 4. Appropriation of Assets of the Endowment Fund

A. Except as set forth herein, no appropriation shall be made from the Fund.

1. Income of the fund may be appropriated to support the goals of the Church as stated in Section 1.A.
2. Loans may be made, with appropriate interest, to projects involving the construction, reconstruction and development of the physical plant of the Church.

B. No appropriation of income may be made from the Fund unless the Committee and the Board concur as to the purposes, programs and amounts involved. The process by which appropriations shall be made shall be as follows:

1. The committee shall gather requests for appropriations.
2. The committee may, from time to time, recommend to the Board that one or more such requests should be funded, in whole or in part.
3. If, and to the extent that, the Board approves such recommendations, those requests shall be funded. The Board may not fund any request that has not been recommended by the Committee, as set forth above. In the event that the Board only partially approves a recommendation from the Committee, the Committee may withdraw its recommendation.

4. Any portion of the annual funds not distributed in any given year will be retained in the Fund for expenditure in future years, upon recommendation of the Committee in consultation with and with approval of the Board.
- C. The committee shall determine what is the principal and income of the Fund, and what constitutes "operating expenses of the Church," according to generally accepted accounting principles.

Section 5. Ethical Obligations and Limitation of Liability

- A. No member of the Committee shall engage in any self-dealing or any transactions with the Fund in which the member has a direct or indirect financial interest. Each member shall at all times refrain from any conduct in which his or her personal interests would conflict with the interest of the Fund.
- B. Members of the Committee shall not be liable for any losses which may be incurred upon investment 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 of the Committee shall be personally liable for any such losses as long as he or she acts in good faith and with ordinary prudence. Each member of the Committee shall be liable only for his or her own willful conduct or omissions, and shall not be liable for the acts or omissions of any other member.

Section 6. Amendment of These Endowment Bylaws or Guidelines

- A. Any amendment to these bylaws which will permit invasion of the principal of the Fund or alter the purposes for which the assets of the fund may be used, shall be adopted by a two-thirds vote of the members present at an annual meeting of the congregation, or at a meeting of the congregation specially called for the purpose of amending this article.
- B. Any amendment to the Guidelines requires a majority vote of a quorum of three (3) Endowment Committee members.
- C. Bylaws and Guidelines must not conflict with Louisiana Statutes RS 9:2337.1-8.

Section 7. Disposition or Transfer of the Fund

In the event that the Unitarian Church of Baton Rouge ceases to exist, whether through merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Board of Trustees in conformity with the bylaws of the Unitarian Church of Baton Rouge and in consultation with the Unitarian Universalist Association.