
BYLAWS OF

UNITARIAN UNIVERSALIST CHURCH OF

VANCOUVER

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ARTICLE I. NAME

The name of this Church is the Unitarian Universalist Church of Vancouver (hereafter “UUCV” or “Church”).

ARTICLE II. PURPOSE

The purpose of this Church is to promote and affirm the principles of Unitarian Universalism and to support and encourage the individual and communal pursuit of truth and meaning. We gather together to encourage religious literacy at all ages, to promote social justice, to provide opportunities for renewal of the inner self, and to uphold the universal community of all people.

ARTICLE III. DENOMINATIONAL AFFILIATION

This Church shall be a member of the Unitarian Universalist Association (UUA). It is the intention of this Church to make annual financial contributions equal to its full fair share as determined by the UUA. The Church may also be a member of any local and/or regional sub-organizations of the UUA upon approval by the Board of Trustees (hereafter “Board of Trustees,” or “Board”).

ARTICLE IV. MEMBERSHIP

SECTION 1. MEMBERSHIP QUALIFICATIONS

Membership in this Church is open to any person who:

- a) Is in accord with its purpose including the Principles of the UUA and the current Church covenant,
- b) Has attained the age of sixteen,
- c) Pledges a financial contribution each year, unless granted a waiver by the Minister, and
- d) Has an understanding of the history and current status of the UU denomination.

To foster an atmosphere of shared ministry, all members are encouraged to volunteer their time and talents to sustain the Church and its mission. It is understood that neither subscription to creed nor participation in ceremony is required to become a member of the Church.

SECTION 2. PRIVILEGES OF MEMBERSHIP

Only members of the Church may vote in congregational Business Meetings, serve on the Board, and be listed on the UUA’s roster of members. Other privileges, such as child dedications, weddings, and memorial services and rental of the facilities may be available at the discretion of the Board or Minister. Only members may chair standing committees unless the Board waives this requirement.

SECTION 3. MEMBERSHIP PROCEDURES

- a) Any qualified person becomes a member of the Church upon signing the Membership Book in the presence of the Minister or a chairperson of the membership committee. Membership is confirmed upon acceptance by the Board at a subsequent regular meeting, at which time the name is entered in the official records.
- b) While each member is encouraged to pledge a financial contribution each year, a waiver may be given by the Minister or President in the case of special circumstances, such as illness, financial hardship, or advanced age.
- c) The Board, with the assistance of the Treasurer and Membership Chairperson, shall review the membership roster, to be completed by December 31. Any member who has not made an identifiable financial contribution or received a waiver within the previous or current fiscal year will be recommended to the Board for change in membership status.
- d) A person who has been removed for non-contribution may renew active membership through making a financial contribution and affirming in writing to the Membership Committee chairperson his/her/their intent to resume active membership.
- e) Members in good standing from the preceding calendar year will be reported to the UUA each year by January 31 or as determined by the UUA.
- f) A current roster of members' names shall be maintained and made available in the Church directory.

SECTION 4. WITHDRAWAL FROM MEMBERSHIP

- a) Voluntary Withdrawal. A member may request withdrawal from the Church at any time. It is preferred that such request be in writing to the Board, Minister, or Membership Chair.
- b) Withdrawal for other reasons:
 - Non-Contribution -- Each autumn, members who have not made a financial pledge will be contacted to clarify his/her/their status. The Board shall review and approve names removed from the membership roster as recommended by the Membership Chair in consultation with the Treasurer and Secretary.
 - Death -- If a member dies, he/she/they are automatically removed from membership.
 - Withdrawal for Cause. The Board shall also have the power to cancel the membership of any person whose conduct the Board deems to constitute good cause for such cancellation; but such person shall be given reasonable notice of the proposed action, and the reasons therefor, and an opportunity to be heard by the Board prior to any cancellation. Any such cancellation may also be appealed to the members of the Church by requesting a Special Business Meeting as described in Article VI, Section 5 within 60 days of notice of cancellation.

ARTICLE V. WELCOMING CONGREGATION

We commit to welcoming and affirming all persons, regardless of perceived or actual sexual orientation, gender identity, or gender expression; marital status; age; race; national origin; immigration status; religious background; abilities; and economic or social status.

We further commit to journeying toward spiritual wholeness by working to build a diverse, multicultural Beloved Community by taking actions that accountably dismantle White supremacy and other oppressions in ourselves and our institutions.

ARTICLE VI. BUSINESS MEETINGS

SECTION 1. DEFINITIONS

Meetings of the members of the Church for the transaction of business shall be known as Business Meetings, and shall be of four types: Annual, Budget, Election and Special.

SECTION 2. THE ANNUAL MEETING.

- a) An Annual Business Meeting shall be held each year in the month of June, at a time and place to be selected by the Board.
- b) The agenda of the Annual Meeting shall include: 1) the presentation of an annual report by the Treasurer, 2) the installation of new members of the Board, and 3) the installation of a new Leadership Discovery and Development Committee (“LDD”). The agenda may also include reports from the other officers, committees, and organizations of the Church, and such other business as may be necessary.

SECTION 3. THE BUDGET MEETING.

A Business Meeting for the purpose of considering a budget for the coming fiscal year shall be held each year at a time and place to be selected by the Board.

SECTION 4. THE ELECTION MEETING.

An Election Meeting shall be held each year in March or April. The agenda of the Election Meeting shall consist of 1) the election of new members of the Board 2) the election of new members of LDD, and 3) such other business as the Board may specify.

SECTION 5. SPECIAL MEETINGS.

Special Business Meetings may be called by the Board or shall be called by the Board upon receipt of a petition by at least ten percent of the membership. A petition for a Business Meeting shall be in writing, stating the principal items of business to be transacted.

- a) A Business Meeting called by the Board shall be held at such time and place as shall be fixed by the Board.
- b) A Business Meeting called by petition shall be held within thirty (30) days of the next meeting of the Board subsequent to the delivery of the petition. Subject to this restriction, the Business Meeting shall be held at such time and place as shall be fixed by the Board.

SECTION 6. NOTICE OF MEETINGS

For each Business Meeting, the Board shall issue written notice to the entire membership at least ten days prior to the scheduled date for the meeting. Such notice may be mailed or sent electronically. This notice shall include the place, time, date, and agenda of the meeting.

SECTION 7. QUORUM

Except in those cases where the Bylaws specify otherwise, a quorum shall consist of twenty percent of the membership. No business of the Church, except motions to recess or adjourn, may be conducted in the absence of a quorum.

SECTION 8. VOTING

- a) Voting shall be by members via written or electronic ballot, except as provided below.
- b) Members may cast an absentee ballot in accord with guidelines established by the Board, which shall be included with the notice of the congregational Business Meeting. An absentee ballot shall include all questions known at the time of the meeting notice and include a "Yes," "No" or "Abstain" option for each. Absentee votes on a question shall be counted when the presiding officer has determined that a question being voted upon is substantively identical to the question on the absentee ballot.
- c) Proxy voting shall not be allowed.
- d) Only members of the Church shall have the right to vote at Business Meetings.
- e) Unless the Bylaws specify otherwise, a simple majority decides any question.
- f) Any vote may be by secret ballot upon the request of any member.

ARTICLE VII. THE BOARD OF TRUSTEES

SECTION 1. MEMBERSHIP OF THE BOARD

There shall be a seven-member Board of Trustees. The Minister shall be an ex-officio member of the Board without a vote.

SECTION 2. NOMINATION AND ELECTION OF BOARD MEMBERS

- a) New members of the Board shall be elected at the Election Meeting from names submitted by LDD and nominations from the floor at the Election Meeting.
- b) Only members of the Church shall be eligible for election to the Board.

SECTION 3. TERM OF OFFICE

- a) The term of office shall be three years, with two, two, and three members elected in each of three successive years. A member may serve a maximum of two consecutive terms. After an interval of one year, a member may be elected to serve again.
- b) All new Board members shall take office upon adjournment of the Annual Meeting at which they were installed.
- c) In the event of death, resignation or removal, the Board shall appoint a member in good standing to fill the vacancy until the next Election Meeting. The Board shall consider a nominee presented by LDD, but may also consider candidates nominated by two or more Board members. The appointee shall stand for election at a Special Business Meeting to serve for the remainder of the term.

SECTION 4. DUTIES AND POWERS OF THE BOARD

- a) The Board, consistent with the decisions of the general membership, shall have charge of the property of the Church and the conduct of all its business affairs and the control of its administration. In particular the Board is responsible for the fiscal policy of the Church.
- b) The Board is specifically authorized to make revisions to the budget to meet unforeseen circumstances, within the following constraints:
 - i. Board Discretionary Spending – The Board is authorized to use its discretion to authorize expenditures for unbudgeted items up to five percent of the current budget.
 - ii. Expenditures Requiring Congregational Approval – In the absence of an emergency, the Board shall not undertake expenditures in excess of five percent of the current budget for unbudgeted items without the prior approval of a majority of the members present at a Business Meeting of the Church. If the expenditure shall exceed ten percent of the current budget, a two-thirds vote of members present at a Business Meeting and a quorum consisting of forty percent of the membership shall be required. Congregational approval shall precede the expenditure, except as provided below.
 - iii. Expenditures Requiring Immediate Action - If the expenditure for an unbudgeted item is for an emergency requiring immediate action for the maintenance and operation of the Church, or to prevent additional loss or expense to the Church, the Board may authorize the necessary expenditure to the extent required at the time, but shall then call a Business Meeting of the Church as soon as possible for a vote of approval, which shall be required before undertaking any additional expenditure.

SECTION 5. BOARD MEETINGS

The Board shall meet regularly at such time and place as it may determine, but at least once every two months. Board meetings shall be announced in advance except in emergencies. Four members shall constitute a quorum for the transaction of business. All Board meetings are open to members and visitors to the Church except as described below.

Occasionally, the Board may require a confidential Executive Session. Executive Sessions may be attended by the members of the Board, any invited persons, and the Minister. Executive Sessions may only be called for the following subjects:

- a) To discuss personnel matters including the following: review performance of employees, consider adverse personnel actions, or evaluate the qualifications of an applicant being considered for employment.
- b) To meet with legal counsel regarding any matter relating to litigation or potential litigation to which the Church is or is likely to become a party.
- c) To consider or evaluate contractual actions including real estate transactions where the public knowledge regarding the consideration would likely result in unfavorable negotiating conditions on behalf of the Church.
- d) To discuss and evaluate action to be taken with regard to a member, if the matters to be discussed are of a personal or private nature.

The Board may take no formal action while in Executive Session.

SECTION 6. RECALL OF BOARD MEMBERS

Any member of the Board may be removed from office by a two-thirds vote of members present at a Business Meeting of the Church, the pre-announced agenda of which contains such removal.

ARTICLE VIII. OFFICERS OF THE CONGREGATION

SECTION 1. ELECTION OF PRESIDENT, VICE PRESIDENT, AND SECRETARY

At its first meeting following the Election Meeting, as its first order of business, the new Board shall elect from its members by simple majority the following officers: President, Vice President, and Secretary. The term of office for all officers shall be one year. The duties of these officers shall be:

- a) **President.** The President supervises the administration of the Church and is the Church's primary lay representative for community, religious, and denominational affairs.
- b) **Vice President.** The Vice President shall assist the President and perform the duties and exercise the powers of the President during the latter's absence or disability.
- c) **Secretary.** The Secretary shall ensure that the proceedings of the Church are recorded, and that a roster of the members of the Church is maintained.

Any vacancies mid-year shall be filled using the above process.

SECTION 2. APPOINTMENT OF TREASURER

- a) The Board shall appoint a Treasurer to serve for a one (1) year term, the term to begin on July 1 and end on June 30.
- b) The Treasurer need not be a member of the Board, but must be a member of the Church.

- c) Duties: The Treasurer shall, under the direction of the Board, be responsible for the receipt, safekeeping and disbursements of all moneys and financial securities of the Church, and shall ensure compliance with generally accepted accounting principles.

SECTION 3. ADDITIONAL POWERS AND DUTIES

The Board may prescribe additional powers and duties for the above officers consistent with these Bylaws and with the nature of the office held.

ARTICLE IX. PROGRAM/COMMITTEE STRUCTURE

The Board shall establish programs and committees that contribute to fulfillment of the Church's mission, and may revise the number, structure and content consistent with the Bylaws and Purpose. The following are the Standing Committees of the Church:

SECTION 1. LEADERSHIP DISCOVERY AND DEVELOPMENT COMMITTEE

- a) LDD shall consist of five members of the Church. Four members shall be elected at the Election Meeting in the same manner as the Board, serving staggered 3-year terms. One other member shall be a liaison from the Board, designated by the Board for a one-year term. The liaison may be a member of the Board, or another member of the congregation with expertise in congregational leadership.
- b) LDD will function on a year-round basis to cultivate and nurture leaders among the members of the Church. Its charge is to develop such leaders and help them discover their individual paths to ministry. It will recruit and select nominees for the Board of Trustees, the Endowment Board and LDD.
- c) LDD will submit nominations to the Election Meeting for each vacant position of the Board of Trustees, each vacant position on the Endowment Board, and each elected position on LDD consistent with Article VI, Section 4. The committee's list of nominees shall be included in the official notice of the Election Meeting.

ARTICLE X. MINISTERS

SECTION 1. CALLED MINISTERS

The Church may choose to call various ministers. Called ministers include Senior Ministers, Associate Ministers, Assistant Ministers, Ministers of Religious Education, Community Ministers, and Ministers Emeritus. The procedure for approving a call is shown in the table below:

Type	Approving Body	Majority Required	Quorum Required	Qualifications
Senior Minister	Business Meeting	90%	40% of membership	In ministerial fellowship with the UUA, or ordination to ministry to UUCV as defined in Article X, Section 7.
Associate Minister	Business Meeting	50%	20% of membership	
Assistant Minister				
Minister of Religious Education				
Community Minister				
Minister Emeritus				

SECTION 2. DISMISSING A CALLED MINISTER

A called minister may be dismissed by a 50 percent majority vote of the members present with a 20 percent quorum at a Business Meeting called for that purpose, as shown on the table below:

Type	Approving Body	Majority Required	Quorum Required
Senior Minister	Business Meeting	50%	20%
Associate Minister	Business Meeting	50%	20%
Assistant Minister	Business Meeting	50%	20%
Minister of Religious Education			
Community Minister			
Minister Emeritus			

No Special Business Meeting shall be called to consider the question of dismissal until a waiting period of six months has elapsed after initial hire of a senior minister, or thirty days after the

receipt of a request for dismissal, whichever is later. At the expiration of the waiting period, the meeting shall be called unless either the membership petition has been withdrawn or, if there has been no membership petition, the Board decides not to call such a meeting. The Minister shall be invited to speak at any such meeting.

SECTION 3. NOTICES IN THE EVENT OF DISMISSAL

In case of the dismissal of a called minister, or of his/her/their resignation, the deciding party shall give the other party at least ninety (90) days' notice in writing, unless both parties shall agree to a lesser interval of time.

SECTION 4. TEMPORARY MINISTERS

The Church may choose to affiliate with ministers on a temporary basis. Included in this category are Interim Ministers, Extension Ministers and Intern Ministers. The procedure for approving such an affiliation is shown in the table below:

Type	Approving Body	Qualifications
Interim Minister	Board	In ministerial fellowship with the UUA, or ordination to ministry to UUCV as defined in Article X, Section 7.
Developmental Minister	Board	In ministerial fellowship with the UUA, or ordination to ministry to UUCV as defined in Article X, Section 7.
Intern Minister	Board	In good standing with the Ministerial Fellowship Committee of the UUA and working towards candidate status, and approved by the Minister.

SECTION 5. DISMISSING A TEMPORARY MINISTER

A temporary minister may be dismissed by a majority vote of the members of the Board present at a meeting called for that purpose, as shown in the table below:

Type	Approving Body	Majority Required	Quorum Required
Interim Minister	Board	Simple Majority	Six (6)
Intern Minister	Board	Simple Majority	Six (6)

No such meeting shall be called to consider the question of dismissal until a waiting period of thirty days has elapsed, such period to commence on the date the Board decides to call such a meeting. At the expiration of the thirty-day waiting period, the meeting shall be called unless the Board decides

to withdraw the proposed dismissal. The temporary minister shall be invited to speak at any such meeting.

SECTION 6. LAY MINISTER

The Board may appoint on a temporary basis from among its membership a person(s) to serve as lay minister, who shall conduct weddings, funerals, and any other services deemed appropriate at such times as the employed Minister is unavailable or the position of Minister is vacant.

SECTION 7. ORDINATION TO THE UNITARIAN UNIVERSALIST MINISTRY

Congregational polity, the right of a community of faith to govern itself, including the ordination of ministers, is a core Unitarian Universalist value. The Church may elect to ordain any person who is in ministerial fellowship with the UUA. A candidate seeking ordination shall apply in writing to the Board. If the Board approves the application, the Board will place the proposed ordination on the agenda of an appropriate Business Meeting of the Church. The quorum for an ordination vote is forty percent of the membership of the Church.

The Board may authorize an ordination ceremony to honor and proclaim the action taken by the congregation.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Church shall be from July 1 to June 30.

ARTICLE XII. CHURCH PROPERTY

SECTION 1. REAL PROPERTY

Any proposed conveyance or encumbrance of title to real property owned by the Church, or proposed purchase of real estate on behalf of the Church, must be approved by a majority of the total membership. A meeting called for this purpose shall require a quorum consisting of forty percent of the membership. Voting by mail on any such proposal will be permitted if the member's signed vote is delivered to the Secretary before or at such meeting, and provided the forty percent quorum be present.

SECTION 2. PERSONAL PROPERTY

Any proposed sale, transfer, or mortgage of Church personal property, the value of which exceeds twenty percent of the current budget, must be approved by a two-thirds vote of members present at a Business Meeting, and at which forty percent of the membership shall constitute a quorum. The notice of the meeting must include such proposal as an agenda item.

SECTION 3. DISSOLUTION

In the event of the dissolution of the Church, any assets, whether real or personal property, shall be transferred to the UUA or its successor, subject to all applicable laws; and these Bylaws shall apply to all property heretofore and hereinafter donated to the Church, whether by will or in some other manner, unless the donor expressly provides otherwise. It shall be the duty of the Board to carry out such transfers.

ARTICLE XIII. CONGREGATIONAL RESOLUTION

A congregational resolution is a position that is supported by the Church and can be publicly endorsed. No person or group shall publicly declare that the Church takes a particular position on a public issue or display the Church banner suggesting support of a Church position unless it is addressed by a resolution of the UUA voted upon and approved at General Assembly or is a congregational resolution that has been approved at a Business Meeting. A congregational resolution takes precedence over resolutions from General Assembly. In no way does a public church position represent an article of faith or statement of creed. A congregational resolution can be rescinded in the same manner as adoption.

ARTICLE XIV. ENDOWMENT FUND

SECTION 1. NAME AND PURPOSES

a) Name

The Board of Trustees (the "Board") has established an endowment and memorial gift fund, which shall be known as the UUCV Endowment Fund ("the Fund").

b) Purpose

The purpose of the Fund is to enhance the Church's pursuit of its principles, objectives, and programs by providing for the receipt, management, investment, and distribution for the benefit of the Church of:

- i. gifts for memorial or other purposes, where the intent of the donor is to make a lasting contribution to the Church, and
- ii. proceeds from the sale of property or other assets no longer needed by the Church which the Board determines should be used to make lasting contributions to the Church.

SECTION 2. FUND PROPERTY

a) Fund property.

The Endowment Trustees (the "Trustees") shall hold, manage, invest, and disburse as provided hereinafter all property that is transferred to the Fund directly or to the Church for endowment purposes.

b) Property and Funds.

The Trustees shall receive such property as may be tendered to the Fund from any source. They shall not accept any gift unless it is irrevocable and will be for the sole benefit of the Fund and the Church and not to any private individual. They may decline to accept any tendered property which in their opinion would not be of benefit to the Fund.

c) Restrictions by Donors.

Gifts may be in money, securities, or other form of property. Donors shall be given the option of designating their gifts as 1) unrestricted with proceeds subject to expenditure by the Board, 2) general restricted with proceeds subject to expenditure only by the Trustees, or 3) restricted to one of the accounts created by the Trustees for specific purposes with proceeds subject to expenditure only by the Trustees. The donor and the Trustees will work together to match special restrictions to existing accounts. However, the Trustees may decline to accept any gift that is subject to restrictions which, in their opinion, are not consistent with the principles of the Fund or the Church or the tax-exempt status of the Fund, or in light of the value of the gift, are not practical to comply with and/or administer.

SECTION 3. PAYMENTS FROM FUND

a) Operating Expenses.

The Trustees shall pay operating expenses of the Fund from generally restricted funds that are not allocated to other specific purposes. Otherwise, all restricted earnings and principal of the Fund shall be applied in accordance with the applicable restrictions. The Trustees shall make the following disbursements from the Fund in accordance with the following directives and restrictions:

b) Expenditure of Assets

After the end of each calendar year the Trustees, by a majority vote of the Trustee members who are present and voting at a regular or special meeting will use guidelines of the Washington State Prudent Management of Institutional Funds Act (PMIFA) [Chapter RCW 24.55] to determine a percent of the Fund, from 0-5% of the Fund balance as of the end of the calendar year, that will be made available to the Church for grants. That percent determination applies also to unrestricted funds that will be paid directly to the Board. The PMIFA guidelines include the consideration of general economic conditions, the effects of inflation, and needs of the Church with a fiduciary responsibility to preserve the capital of the Fund.

c) Unused Grant Awards.

Any awarded grant funds that are not used will be returned to their respective fund category principal for further growth and future expenditure.

d) Expenditure of Donated Funds

The Board, after a properly called regular or special meeting by majority vote of the entire membership of the Church allowing for mail-in ballots, may require the Trustees to pay over to the Church up to one-half of the principal in the Fund and to use it for such purposes of the Church as have been approved by the Board.

SECTION 4. POWERS OF ENDOWMENT TRUSTEES

The Trustees shall have the following powers, in addition to all the powers granted to Trustees of an express trust by Washington State law which are not in conflict herewith: To hold, manage, invest, sell, reinvest, lease, care for and protect the assets of the Fund and collect the income therefrom. Funds received in cash shall be invested by the Trustees in such investment as in their collective best judgment will produce the maximum return consistent with safety. Gifts of other property may be retained in the form as donated or sold and reinvested in other investment vehicles which in the opinion of the Trustees are more suitable to the Fund's objectives; provided, however, any restriction by the donor on the sale and substitution of such gift or other investments shall be honored for so long as it is at all reasonable to do so. The Trustees shall procure casualty and liability insurance for such assets and in such amounts as they deem appropriate. In performing these functions, the Trustees shall exercise the judgment and care under the circumstances then prevailing which persons of prudence, discretion, and intelligence exercise in the management of their own affairs.

a) Bank Accounts

The Trustees may establish one or more bank accounts. The Trustees will manage those accounts in accordance with the Investment Policy Statement of the Fund.

b) Fiscal Year

The fiscal year of the Fund shall be from July 1 to June 30.

SECTION 5. ENDOWMENT TRUSTEES

a) Qualifications.

The Trustees shall be five to seven in number, all of whom shall be members of the Church and at least eighteen years of age. None shall be members of the Board or paid staff of the Church.

b) Appointment and Term of Office.

New members of the Endowment Board shall be elected at the Election Meeting from names submitted by LDD and nominations from the floor at the Election Meeting. The term of office for each Trustee shall be three years. An Endowment Trustee whose term is expiring shall be eligible for reappointment.

An Endowment Trustee may be removed from office by the Board at any time.

c) Bonding of Endowment Trustees.

The Trustees shall be appropriately bonded at the expense of the Fund if and at such times as the Board by majority vote imposes such requirement and sets the amount and term of such bond.

d) Member liability and indemnification.

To the fullest extent and in the manner permitted by law, except in the case of fraud or bad faith, the Trustees shall be held free of liability for actions or decisions taken in the pursuit of their duties.

e) Service without compensation.

The Trustees shall not receive compensation for their services.

f) Vacancies.

Any vacancy occurring for any reason in the office of Endowment Trustee shall be filled by an interim appointment by the Trustees for a term ending at the next installation of Endowment Trustees. Any remaining period of such term shall be filled in the same manner as provided for appointment of Endowment Trustees in paragraph b above.

SECTION 6. PROCEDURES OF THE ENDOWMENT TRUSTEES

a) Procedures.

The Trustees shall elect a Chairperson, a Secretary, and a Treasurer. All matters requiring a decision by the Trustees shall be decided by a majority vote. They shall meet at least once each year at such times and places as they shall themselves determine. Their meetings shall be announced to the Church and shall be open to all Members. The Secretary shall be responsible for recording the minutes of all meetings. A copy of the minutes shall be made accessible by any Church member.

b) Quorum.

Three Trustees shall constitute a quorum for the transaction of business.

c) Reports.

The Trustees shall keep books of account showing all transactions relating to the Fund and shall make a written report to the Church to be presented to its annual meeting. They shall make any other reports as may be requested by the Board.

d) Maintenance of Records.

Adequate records shall be maintained and kept in the Church office detailing the dates on which assets were received by the Trustees, the nature of these assets, the donors (unless anonymity has been requested by the donor), and any terms agreed to at the time of their acceptance.

SECTION 7. AMENDMENT AND TERMINATION

a) Amendment.

It is intended that this shall be a permanent trust. It may, nevertheless, be amended; provided that such amendment shall in no manner affect the general purposes of this Fund as provided in this Article, shall in no manner adversely affect the status of the Fund as a tax-exempt organization supporting a church as defined in the Internal Revenue Code and shall not relax in any manner the requirement for invasion of principal set forth in Section 3.

b) Consolidation or Termination

In the event that Unitarian Universalist Church of Vancouver is merged into or consolidated with any other religious group, organization or denomination, or in the event of any change in its name or organizational structure, the Fund shall follow and be for the benefit of the successor or continuing organization or body, provided such successor is then a church exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, and as it may be amended. In the event the Church ceases operation and none of the contingencies stated immediately above takes place, the entire principal of the Fund and undistributed income shall be distributed to the UUA, if that organization is then exempt from income tax under Section 501(c)(3) of the Internal Revenue

Code, or, if it is not, to such organization or organizations which are then so exempt as shall be selected by the Trustees.

SECTION 8. AUDIT

The Finance Committee of the Church shall also review the books of the Fund annually.

ARTICLE XV. INDEMNIFICATION

To the fullest extent and in the manner permitted by law, an elected or appointed member of the Board of Trustees or officer shall not be personally liable to the Church or to its members for monetary damages or other liability arising out of the performance of their official duties, unless there is a finding of fraud, intentional misconduct or a knowing violation of law.

ARTICLE XVI. AMENDMENTS

These Bylaws supersede all others and, with the exception of Article III and Article XII, Section 3, may be amended or replaced at any Business Meeting of the Church by a two-thirds vote of members present, provided that the proposed amendment(s) has been contained in the official notice of the meeting.

Article III and XII, Section 3 may be amended only by a majority vote of the total membership of the Church, in which case members may vote by mail as specified in Article XII, Section 1.