

# **The Unitarian Church of Baton Rouge Bylaws**

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# **BYLAWS**

## **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. 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 herein delegated.

## **ARTICLE VI. Congregational Meetings**

Section 1. The business meetings of the congregations 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 April at a time set by the Board of Trustees. The business shall be to elect members to fill vacancies in the Board, Nominating Committee and Endowment Fund Committee, 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. Only those who are active members may vote.

Section 2. Election Process

- A. Twenty-five days before the April meeting, the Nominating Committee shall publish the slate of qualified candidates for vacancies on the Board of Trustees, the Nominating Committee, and the Endowment Fund Committee.
- B. Nominations for the positions listed in part A 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.

- C. Nominations for the positions listed in part A may also be made from the floor.

### **ARTICLE VIII. Quorum**

Twenty percent of the active membership will constitute a quorum for membership meetings.

### **ARTICLE IX. Policy Governance**

#### Section 1. Philosophy of Governance

The Congregation elects a Board to function as the Church's governing body and calls a senior minister. The Senior Minister is designated as the Ministry Team Leader and serves as the Church's spiritual, programmatic and administrative leader. The intended style of leadership shall be consultative, collegial, and inclusive. All leaders are expected to practice open decision making, healthy conflict management and mutual support in their respective roles.

#### Section 2. Definitions

- A. Governance is the collective, democratic process that produces lasting policies that are designed to direct many individual decisions.
- B. Ministry is the practical work of the Church, and consists of the means and methods by which the Church's mission and purpose is fulfilled.

#### Section 3. Governance Structure

The policy governance model is the governance structure of this Church.

#### Section 4. Global Delegation

In fulfilling the authority granted to it under the Bylaws, the Board of Trustees, led by its President, is responsible for the governance of the Church and maintains only those ministry functions reserved to itself as set forth in these Bylaws. All other ministry functions shall be the responsibility of the Ministry Team Leader. The Ministry Team Leader shall exercise these ministry functions in conformity with governance policies.

Section 5. Duties of the Ministry Team Leader

The Ministry Team Leader is responsible for leading and directing the spiritual, programmatic and administrative work of the Church, under the oversight of the Board of Trustees and subject to evaluation by the Board of Trustees. His/her duties include:

- A. Making operational decisions, to include hiring and dismissing staff.
- B. Adopting administrative policies, to include Generally Accepted Accounting Principles that apply to churches of comparable size;
- C. Maintaining a productive and effective staff team and ensuring its efforts comply with Board governance policies and procedure manuals of the Church, and are directed toward fulfilling the Congregation's Purpose and Mission Statement and the annual vision of ministry;
- D. Allocating congregational resources except as specifically limited by these Bylaws and Board governance policies; and
- E. Annually entering into a written covenant with the board

**ARTICLE X. Board of Trustees**

Section 1. Members

The Board of Trustees shall consist of seven voting members and the Senior Minister/Ministry Team Leader, who shall not vote and whose attendance at the meeting will not be counted when establishing a quorum. The voting members of the Board of Trustees shall be comprised of President, Vice President and five members at large, one of which shall serve as secretary.

Section 2. Eligibility

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

Section 3. Vacancies

- A. Vacancies on the Board shall be filled by appointment of the President, after consultation with the Nominating Committee, and are subject to the approval of the Board.

B. Persons appointed to fill vacancies shall serve until the following May 1st. Any remaining portion of the term shall be filled by election at the next membership meeting.

Section 4. Officers and Terms

A. All voting members of the Board of Trustees shall serve a three year term. The commencement dates for the three-year terms are staggered in order that no more than three new voting members begin their service on the Board in a given year. No voting member who has served for two (2) consecutive full terms shall be eligible to serve again until one full term has elapsed.

B. Officers of the Board shall serve one year terms. The President and Vice President shall be elected by the Congregation. These offices shall only be filled by members of the current board who have completed at least one year of their term.  
The Board shall select one of the five members at large to serve as board secretary.

Section 5. Installation

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

Section 6. Quorum and Voting

A majority of the members of the Board is a quorum. Unless otherwise specified, a majority of members is sufficient to take any action. There shall be no votes by proxy.

Section 7. Attendance

A. Attendance at Board meetings is a necessary function of all members of the Board of Trustees.

B. Resignation from the Board may be requested by the Board with Board approval if an individual's absence interferes with the workings of the Board.

Section 8. Duties

Except as otherwise restricted in these Bylaws, the Board shall:

- A. Act on behalf of the Church in a manner consistent with its Purpose and Mission Statement;
- B. Discern and articulate the Church's annual vision of ministry, create a clear plan with clear goals that fulfill the vision, and evaluate progress toward the achievement of those goals;
- C. Establish governance policies, monitor adherence, and appoint such persons and committees as necessary to achieve these functions, permitting, at its discretion, the referral of major policy decisions for determination at a membership meeting;
- D. Oversee and evaluate the work of the Ministry Team Leader;
- E. Recommend a budget for congregational approval, oversee finances during the fiscal year in order that a balanced budget is maintained, and approve any increase not to exceed 5% of the total budget during any fiscal year;
- F. Authorize the incurrence of debt or raise the capacity to incur debt on behalf of the church, changes to church policy on compensation and benefits, and to add, purchase or dispose of church property or assets valued at \$10,000 or greater;
- G. Through the presiding officer, execute all contracts on behalf of the Church that are approved by the Board, which have a term greater than three years or a financial obligation greater than \$10,000, with the exception of employee Letters of Agreement, which may be executed by the Ministry Team Leader in accordance with delegated authority;
- H. Accept grants and any restricted gifts not represented in the designated fund or wish list;
- I. Affiliate the congregation with other organizations and to take related actions such as setting contribution levels, appointing delegates, and voting in elections of affiliated bodies;
- J. Establish, modify and dissolve committees and task forces of the Board; and

K. Monitor and evaluate its own work and otherwise to take all action necessary for the governance of the church.

L. Comply with the requirements of the current version of the Board Policy Manual.

Section 9. 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 to 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 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.

D. At least quarterly, the voting members of the Board shall meet for purposes of self-monitoring and self-evaluation in fulfilling their Board function.

**ARTICLE XI. Duties and Powers of the Officers of the Board of Trustees**

Section 1. The President shall:

A. Preside at meetings of the Board and the membership;

B. Appoint members to, and designate chairs of, board committees;

C. Be a non-voting member of all board committees;

D. Appoint members to fill Board vacancies;

- E. Serve on the Board's Governance Committee;
- F. Maintain and adhere to the Governance Board Policy Manual; and
- G. Delegate other responsibilities as he/she sees fit.

Section 2. The Vice President shall:

- A. Discharge the duties of the President in his/her absence;
- B. Annually review staff policies and procedures to assess compliance with the Bylaws, Governance Board Policy Manual, UUA recommendations, certifications, and applicable local, state and federal law; and
- C. Succeed to the Presidency if the office becomes vacant within the President's term of office.

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 in accordance with the policy established under X.9.C;
- C. Conduct the correspondence for the Board; and
- D. Determine the active membership list prior to each membership meeting, the proper quorum requirement, and the proper numerical vote required for all issues.

## **ARTICLE XII. Committees and Teams**

Section 1. Board Committees

- A. The following Committees are standing committees of the Board:
  - 1. Governance Committee

a. The purpose of this committee is to assist the Board by helping to provide watchful and careful monitoring of, review and propose policies for, and facilitate communication related to governance matters.

b. The responsibilities of this committee are to: i) review all UCBR policies and bylaws to insure that they are internally consistent; ii) hold an educational session for lay leaders at least annually to insure that they have an adequate understanding of the congregation's governance structure; iii) serve as an in-house resource to clarify roles and responsibilities to staff and lay leaders; and iv) coordinate the governance transition.

c. There shall be three to five (3-5) people on this committee, comprised of: i) the President of the Board; ii) the Ministry Team Leader; and iii) additional members from the congregation that are appointed by the President of the Board. The Board President shall designate the Committee Chair.

## 2. Personnel Committee

a. The purpose of this committee is to assist the Board by helping to provide watchful and careful monitoring of, review and propose policies for, and facilitate communication related to personnel policy and general practices.

b. The responsibilities of this committee are to: i) review UCBR policies with regard to existing personnel policy and propose changes as necessary; ii) coordinate a periodic audit of UCBR Human Resource procedures on behalf of the Board; iii) coordinate a periodic compensation study and make recommendations to the Board regarding adjustments in UCBR compensation scales; and iv) hold an educational session at least bi-annually to insure that board members have an adequate understanding of the congregation's personnel policies and goals.

c. There shall be four to five (4-5) people on this committee, comprised of: i) the Ministry Team Leader and/or his/her designee; ii) at least one Board member; and iii) additional members from the congregation that are appointed

by the President of the Board. The Board President shall designate the Committee Chair.

3. Finance Committee

a. The purpose of this committee is to assist the Board by helping to provide watchful and careful monitoring of, review and propose policies for, and facilitate communication related to financial matters.

b. The responsibilities of this committee are to: i) review UCBR financial policies, ensure they are consistent with Generally Accepted Accounting Principles that apply to churches of comparable size, and propose changes as necessary; ii) provide oversight and reconciliation over all of the funds of the church, including but not limited to its bank accounts, capital fund drives, memorial funds, stocks and the sale of any assets; iii) in accordance with the policy on Board Monitoring, coordinate an audit at least every five years of UCBR internal financial procedures on behalf of the Board; iv) hold an educational session at least bi-annually to insure that board members have an adequate understanding of the congregation's financial status and goals; and v) ensure that routine financial reports are clear and helpful. Endowment funds will remain the purview of the independent endowment fund committee as set forth in Article XXIII of the UCBR Bylaws.

c. There shall be three to five (3-5) people on this committee, comprised of: i) the Ministry Team Leader and/or his/her designee; ii) at least one Board member; and iii) additional members that are appointed by the President of the Board. The Board President shall designate the Committee Chair.

4. Special Funds Committee

a. The purpose of this committee is to assist the Board by assessing all offered non-recurring gifts of funds and property to the church and providing careful monitoring of any and all receipts and disbursements of all non-recurring funds and property, including but not limited to unrestricted gifts, memorial funds, capital funds, reserve funds, savings accounts

and deposits from the sale of stock or church assets, in order to ensure that any gifts received and expenditures are in the best interest of the church and are aligned with the intended purpose of the donation. Endowment funds shall not be subject to this provision and will remain the purview of the independent endowment fund committee as set forth in Article XXIII of the UCBR Bylaws.

b. The responsibilities of this committee are to: i) maintain accurate records and accounting of all non-recurring funds and property; ii) perform an annual review of all fund balances and propose usage, changes and/or consultation with donors as needed; iii) provide an annual report to the board with all fund balances and expenditures for the year; iv) provide sufficient information to the Finance Committee in a timely manner so that it can perform its reconciliation and monitoring duties; v) review offered non-recurring gifts to the church and requests for disbursement of non-recurring funds and make recommendations to the Board regarding same.

c. There shall be three to five (3-5) people on this committee, comprised of: i) the Senior Minister and his/her designee; ii) at least one Board member; and iii) additional members that are appointed by the President of the Board. The Board President shall designate the Committee Chair.

B. Appointments made by the Board President to the Board committees shall be for two year terms, staggered to provide continuity of leadership, except as follows: i) in the appointment made for the initial establishment of the committees, one of the appointments on each committee shall be for a three year term; and ii) if a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term. No appointed member who has served for two consecutive terms in a position shall be eligible to serve on that committee until one term has elapsed.

## Section 2. Independent Committees

A. The following committees shall function without supervision by the Board of Trustees:

1. Nominating Committee
2. Endowment Fund Committee

B. Composition, term and duties of Independent Committees

1. Nominating Committee

a. The Nominating Committee shall consist of six (6) members elected to three-years terms, plus a staff representative, to be the Senior Minister or his/her designee. Members of the Nominating Committee shall have been members of UCBR for at least two years.

b. Two members shall be elected each year at the April membership meeting. At least one of the six members of the committee must be a past member of the Church's Board of Trustees.

c. The Ministry Team Leader shall convene the committee members within one month of the April membership meeting to select a chair and will notify the Board of the selected chairperson.

d. The committee will aid the Ministry Team Leader and Board in indentifying leadership candidates for the various Board, committee and team positions, and publish the slate of qualified candidates.

e. At the request of the President, the Nominating Committee will propose replacements for vacancies in the above-listed groups and the committees of the Board that occur during the year.

2. The composition, term and duties of office of the Endowment Fund Committee is described in Article XXIII, section 2.

3. No member who has served for two (2) consecutive terms in a position shall be eligible to serve on that committee until one term has elapsed.

C. Vacancies in these committees shall be filled by appointment of the Board 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 May 1st.

Section 3. Ministry Teams

The Ministry Team Leader will appoint ministry teams and establish reporting structures needed for these teams to carry out the ministries of the church. The Ministry Team Leader will provide information to the Board of Trustees on the teams and current membership and leadership, as requested.

**ARTICLE XIII. 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 XIV, 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 the committee 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 XIV. Ministers**

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

Section 2. Call, Hire, or Dismissal

- A. A candidate to be called to a Minister position of this Church shall be nominated as outlined in Article XIII 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 has been obtained:
  - 1. Unitarian Universalist Association
  - 2. Unitarian Universalist Ministers Association

C. Upon the recommendation of the Senior Minister, the Board of Trustees, by a two-thirds (2/3) affirmative vote, 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 upon the recommendation of the Senior Minister and a two-thirds affirmative vote of the Board 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 the 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 Senior Minister

- A. The Senior Minister shall have primary responsibility for worship and other religious ceremonies.
- B. The Senior Minister serves as the Ministry Team Leader.
- C. Other duties shall be specified in individual Letters of Agreement.

#### **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 of order adopted by the active members in the course of the Congregational Meeting to which such 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 active 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 a voluntary dissolution) and the appropriate public official (in the event of involuntary dissolution) shall transfer any surplus in excess of the corporation's outstanding liabilities to the order of the Unitarian Universalist Association, 24 Farnsworth Street Boston, MA 02210-1409.

## **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. The Church may take an official position on a public issue, provided that the position does not jeopardize the church's non-profit status, 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 Ministry Team Leader or his/her designee on the Social Justice Team.
3. The Ministry Team Leader or his/her designee on the Social Justice Team 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.

## **ARTICLE XXII. Endowment Fund**

### Section 1. The Endowment Fund

The Endowment Fund of the Unitarian Church of Baton Rouge (hereafter 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 (hereafter 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 transfer 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:
  - a. 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 the 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 be ex officio 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 to keep a complete copy of the Committee minutes in the 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 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.

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 the 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 Revised 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.