

*First Church Bylaws Task Force
Proposed Amended Bylaws, March 15, 2023*

THE FIRST CHURCH IN BELMONT, UNITARIAN UNIVERSALIST

BYLAWS

(As Amended and Restated at the Special Meeting Held on [April 2], 2023)

[Bracketed, italicized sections are included below only to explain changes from the 2010 Bylaws. They are not part of, and will not appear in, the official updated Bylaws.]

ARTICLE I – NAME AND AFFILIATION

Section 1.01. The name of this church and corporation shall be “The First Church in Belmont, Unitarian Universalist” (the “Church”). *[Makes “Church” a defined term.]*

Section 1.02. The Church shall be a member of the Unitarian Universalist Association. *[Formerly appeared as Section 2.03.]*

ARTICLE II – COVENANT, PRINCIPLES, AND INCLUSION *[Title of Article II revised to reflect updated content.]*

Section 2.01. [Reserved for a new Church covenant to be duly approved by the Members.]

[The former language of Section 2.01, the Church’s version of the “Ames Covenant”, is being removed from the Bylaws, but it remains the covenant of the Church for the time being. The Church will be working on a new covenant over the coming year, with the goal of approving a new covenant at Annual Meeting 2024.]

Section 2.02. The Church affirms and promotes the following principles:

The inherent worth and dignity of every person.

Justice, equity, and compassion in human relations.

Acceptance of one another and encouragement to spiritual growth in our congregation.

A free and responsible search for truth and meaning.

The right of conscience and the use of the democratic process within our congregation and society at large. *[Conforms text to 5th Principle.]*

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The goal of world community with peace, liberty, and justice for all.

Respect for the interdependent web of all existence of which we are a part.

[Former Section 2.03 (UUA affiliation) moved to Section 1.02.]

Section 2.03. The Church affirms and promotes the full participation of all persons in all the Church's activities and endeavors, including membership, programming, committee involvement, hiring practices, and the calling of religious professionals, without regard to race, ethnicity, color, sex, age, affectional or sexual orientation, gender identity or gender expression, marital status, veteran or military status, disability, class, economic status, or national origin. *[Formerly appearing as Section 3.05 under Article III (Membership), this section was moved to Article II because it applies to everyone, not just to Members. Wording is mostly unchanged, but did replace "employment" with "hiring practices" in the list of church activities/endeavors, and added "economic status" near the end of the section.]*

ARTICLE III – MEMBERSHIP

Section 3.01. All persons (a) who are members of the Church upon the adoption of these amended and restated Bylaws, or who become members thereafter, and (b) who maintain a continuing interest in the worship and work of the Church, shall constitute the membership of the Church ("Members"). To become a Member, a person must be at least eighteen years of age, express the desire to join the Church by completing a membership process determined by the Parish Board or its designee, sign the Membership book, and be approved by a vote of the Parish Board. No doctrinal test shall be required. *[Reorganized and reworded to make easier to follow. No intended change in meaning. Clarifies that Parish Board approval means a Board vote.]*

Section 3.02. Each Member shall be listed on the Membership Roll by the Clerk of the Church or by the Parish Board's designee. At least annually, and no later than one month before the Annual Meeting, the Membership Roll shall be updated and verified by the Clerk or the Parish Board's designee. Names of Members who for a period of two years have neither communicated with the Church nor contributed to its support, may, by vote of the Parish Board, be removed from the Membership Roll, provided that, before such a vote, an attempt has been made to ascertain the wishes of Members to be voted upon. Any Member so removed may apply to be reinstated following the process established in Section 3.01. *[Standardizes use of term "Membership Roll". (The roll of Members is maintained in Fellowship One.) Adds "or the Parish Board's designee", to acknowledge that the Membership Coordinator and the Church Administrator, rather than the Clerk, directly manage the Membership Roll. Second sentence: changes "Annually" to "At least annually", as lead-up to Special Meetings would be an additional time for a Membership list update.]*

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Section 3.03. A Member may withdraw from membership by making a written request to the Church. *[Wordsmithing, and replaced “Clerk” with “Church”.]*

Section 3.04. A person under the age of eighteen but of high school age may become a Youth Member of the Church by completing a process determined by the Parish Board or its designee, signing its Youth Membership book, and being approved by a vote of the Parish Board. Youth Members shall be listed on the Youth Membership Roll. To continue Church membership upon reaching age eighteen, a Youth Member must become a Member, as described in Section 3.01. *[Wordsmithing to improve flow. Clarifies that youth would sign a separate Youth Membership book. No intended change in meaning.]*

[Former Section 3.05 has been slightly revised and moved, appearing now as Section 2.03 above.]

Section 3.05. A Member’s name may be removed from the Membership Roll, by a vote of the Parish Board, for actions that threaten the well-being of the congregation, as determined by the Parish Board. *[Formerly designated as Section 3.06. Also, deleted “majority”, as the general rule for Parish Board votes is already by majority – see Section 6.02. Otherwise unchanged.]*

ARTICLE IV – VOTING ELIGIBILITY

The right to vote at Annual and Special Meetings of the Church may be exercised by all Members and Youth Members who were listed on the Membership Roll and Youth Membership Roll as of at least seven days before the Meeting. Youth Members may not vote on matters of property and contract. No proxies shall be recognized.

[Clarifies who can vote, and separates it from the annual obligation to update the Membership Roll in Section 3.02. Whether or not the rolls have been updated, persons can vote if they were on the rolls as of a week before the Meeting.]

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ARTICLE V – MEETINGS OF THE CHURCH

Section 5.01. The Annual Meeting of the Church shall be held in May or June at a time and place in Belmont to be designated by the Parish Board or, on failure to make such designation, at 12:30 PM on the second Sunday in June in the Church building. The Annual Meeting shall be presided over by the President of the Parish Board for the purpose of the election of the members of the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry; the approval of an annual budget as presented by the Parish Board; and the transaction of such other business as may lawfully come before the Meeting. *[Specifies that President (not just the Board) presides (see also Section 5.02). Consistent with Section 7.01. Adds reference to Committee on Ministry. Also, breaks Section 5.01 into additional numbered paragraphs. Special Meetings appear at Section 5.02, quorum and majority voting at Section 5.03, and notice requirements at Section 5.04.]*

Section 5.02. Special Meetings may be called by the Parish Board, and Special Meetings shall be called by the Parish Board upon the written request of twenty-five Members. Special Meetings shall be presided over by the President of the Parish Board, and shall be held only for the purposes specified in the call. *[Wordsmithing.]*

Section 5.03. Fifteen percent of the Members listed on the Membership Roll shall constitute a quorum at an Annual or Special Meeting. Except where provided otherwise in these Bylaws, the Members at an Annual or Special Meeting shall act by majority vote of the Members present and voting at such Meeting, provided a quorum exists at the time of the vote. *[Clarifies that 15% quorum standard applies both to Annual and Special Meetings. Ties quorum count to those listed on the Membership Roll, which means adult members (who are entitled to vote on all matters), not Youth Members (who can attend and vote as permitted under Article IV, but don't count towards quorum). Also clarifies that the general rule for voting at Annual & Special Meetings is by simple majority of those present and voting. "Present and voting" means that only Yes and No votes are counted; abstentions are not counted in the tally. No intended changes in meaning or practice.]*

[Possible Section [_____]. Remote Annual or Special Meetings. We have not included proposed language about remote Annual & Special Meetings because the temporary Massachusetts legislation authorizing remote church-wide meetings will expire on March 31, 2023. If new legislation is enacted, a provision about remote Annual and Special Meetings can be added to the Bylaws at that time. – Bylaws Task Force]

Section 5.04. At least two weeks before the Annual Meeting or any Special Meeting, notice of, and the purposes for, such meeting shall be sent to the Members by first-class mail or electronic communication, shall be announced during Sunday services, and shall be posted prominently in the Church Building. *[Streamlines notice requirements, and lengthens notice period from ten days to two weeks. Reason for lengthening notice period is to reflect the existing requirement that meetings*

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be announced from the pulpit on the two Sundays preceding the meeting. Annual & Special Meetings are typically held on Sundays, hence a two-week notice period makes more sense than ten days. Also changed “given” to “sent”.]

Section 5.05. At least one month before the Annual Meeting, the Nominating Committee shall nominate a slate of candidates as required to fill those positions on the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry that are to be elected at such Annual Meeting. The Nominating Committee shall send the slate of names to the Clerk, who shall give notice to the Members at least three weeks before the Annual Meeting. Other nominations may be made in writing, signed by ten Members of the Church, and delivered at least ten days before the date of the Annual Meeting to the Clerk or the President of the Parish Board, who shall give notice to the Members at least five days before the Annual Meeting. All candidates for election to, and all members of, the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry shall be Members of the Church, and no ballot for any person other than those nominated as described above shall be received or counted at the election. ***[Slight wordsmithing. Adds references to Committee on Ministry.]***

ARTICLE VI – PARISH BOARD

Section 6.01. The officers of the Church shall consist of a President of the Parish Board, a Vice President, a Clerk, and a Treasurer. The immediate Past President shall serve on the Parish Board ex officio in a non-voting capacity, and there shall be seven at-large trustees. The four officers, the seven at-large trustees, and the Past President together shall constitute the Parish Board. Management of the Church and its operations shall be vested in the Parish Board. ***[Changes the reference in second sentence from “The five officers” to “The four officers”, as the Past President is not an officer (see first sentence above). Final sentence about 5-year overall term limit has been moved and appears below as Section 6.05, following the descriptions of terms of office for officers and at-large trustees.]***

Section 6.02. Except where specified otherwise in these Bylaws, the Parish Board shall act by majority vote of its voting members present and voting at meetings of the Parish Board where a quorum exists at the time of the vote. A quorum of the Parish Board shall exist if more than half of the voting members of the Parish Board are present in person, by telephone, or via the internet or other electronic communication technology, and provided that the meeting setup allows for everyone to hear one another and to speak. ***[Wordsmithing. Adds “and voting” to clarify that majority votes count only those members “present and voting” (i.e., abstentions not counted). Conforms to “present and voting” language of Section 5.03 for Church meetings; intended as clarification, not a change in practice. Adds language explicitly authorizing Parish Board meetings to be held remotely.]***

Section 6.03. The President, Vice President, Clerk, and Treasurer shall be elected at the Annual Meeting and shall serve one year and until a successor is elected. Officers may be elected to additional one-year terms, subject to the limits in this Section 6.03 and in Section 6.05. Should the President or Vice President serve three consecutive

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years in such capacity, they may not be again elected to the same post until the expiration of at least one intervening year. *[Clarifies that officers can be elected to additional one-year terms, which is consistent with existing practice. Clarifies that a President or Vice President who serves as such for three consecutive years can immediately seek election to a different officer role without having to take a year off (e.g., a 3-year President can become Clerk, or a 3-year Vice President can become President), subject in any case to the overall 5-year limit in Section 6.05 below. No intended change in meaning.]*

Section 6.04. At each Annual Meeting, at-large trustees shall be elected to fill open at-large seats for one, two, or three years to achieve a reasonable balance of staggered terms, as proposed by the Nominating Committee or others in accordance with Section 5.06. Should an at-large trustee serve three consecutive years in such capacity, they may not be again elected as an at-large trustee until the expiration of at least one intervening year. *[Removes references to officers, whose elections are covered in Section 6.03 above. This Section 6.04 is now only about at-large trustees. Otherwise no intended change in meaning. (Note that a 3-year at-large trustee can be elected immediately to an officer role, subject to the overall 5-year board limit in Section 6.05 below.)]*

Section 6.05. No individual shall serve on the Parish Board for more than five consecutive years, except the Treasurer, who may serve additional years with the express approval of the Members at a Special or Annual Meeting. *[This sentence appeared previously as the last sentence in Section 6.01. Slight wordsmithing, but otherwise unchanged.]*

Section 6.06. The Parish Board shall possess all the powers of the Church except as otherwise limited by these Bylaws and as may be otherwise voted by a Special or Annual Meeting of the Church, but it shall not, without the specific authorization of the Members, have power (a) to convey or mortgage real estate, or (b) to choose or to set the term of employment of the Senior Minister. The Parish Board may appoint individuals (such as an assistant to the Treasurer, or consultants) and standing and special committees of an advisory nature to assist in its work. The Parish Board, after consulting with the Nominating Committee, shall have power to fill (but only until the next Annual Meeting or a Special Meeting called for that purpose) all vacancies in its membership that occur between Annual Meetings, including the offices of President, Vice President, Clerk, Treasurer, and at-large trustees. *[Deletes reference to appointing of "additional officers", whose roles, terms of office, and voting status are not defined in these Bylaws. Parish Board retains the existing authority to appoint non-officer assistants and consultants, e.g., an assistant to the Treasurer. The Board also retains the existing authority to fill officer and at-large trustee vacancies on the Board itself, but new language specifies that Board should first consult with the Nominating Committee (to ensure the Board is apprised of any potential candidates that Nominating Committee is aware of). Wordsmithing.]*

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ARTICLE VII – DUTIES OF PARISH BOARD OFFICERS

Section 7.01. The President of the Parish Board shall, in addition to any other duties prescribed in these Bylaws, preside at all Annual and Special Meetings of the Church and all Parish Board meetings, shall be a voting member ex officio of all committees of the Church except the Nominating Committee, and shall work jointly with the chair of the Committee on Ministry to conduct the annual performance review of the Senior Minister. *[Specifies that President is a “voting” ex officio member of committees – intended as a clarifying change, not a change in meaning. Adds President’s role in the Senior Minister’s review. See corresponding language for the Committee on Ministry chair in the last sentence of Section 8.05 below.]*

Section 7.02. The Vice President shall, in addition to any other duties prescribed by the Parish Board, substitute for the President of the Parish Board in the President’s absence. *[Replaces ‘his/her’ with ‘the President’s’]*

Section 7.03. The Clerk shall, in addition to any other duties prescribed in these Bylaws, keep the minutes of Annual and Special Meetings of the Church and meetings of the Parish Board. *[Wordsmithing for clarity.]*

Section 7.04. The Treasurer shall have custody of all operating funds of the Church. The Treasurer shall disburse operating funds under the direction and to the satisfaction of the Parish Board; shall keep a complete account of the finances of the Church on books (including electronic books maintained in standard financial software), which shall remain the property of the Church, and which shall be open for inspection at any time by any member of the Parish Board; shall render a financial statement at the Annual Meeting of the Church; and shall perform such other treasury functions as assigned by the Parish Board. The Treasurer shall be a voting member ex officio of the Finance Committee. *[Clarifies that “books” includes electronic records. Also, specifies that Treasurer is a “voting” ex officio member of Finance Committee – intended as a clarifying change, not a change in meaning.]*

ARTICLE VIII – COMMITTEES

Section 8.01. The Church shall have various standing committees to oversee the programmatic and administrative functions of the Church. The Church’s standing committees shall include a Nominating Committee, a Finance Committee, and a Committee on Ministry, as well as such other committees as may be established from time to time by the Parish Board. Except as otherwise provided for in these Bylaws, the number, duties, size, and membership of the Church’s standing committees shall be determined by the Parish Board. The members of the Nominating Committee, Finance Committee, and Committee on Ministry shall be elected at the Annual Meeting. The Parish Board, after consulting with the Nominating Committee, shall have power to fill (but only until the next Annual Meeting) all vacancies on the Nominating Committee, Finance Committee, and Committee on Ministry. *[Adds Committee on Ministry to list of elected committees. Adds that Parish Board, when filling committee*

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vacancies, should first consult with the Nominating Committee (to ensure Board is aware of potential candidates).]

Section 8.02. Except where specified otherwise in these Bylaws, the Nominating Committee, the Finance Committee, and the Committee on Ministry shall each act by majority vote of the Committee's voting members present and voting at the Committee's meetings where a quorum exists at the time of the vote. A quorum shall exist if more than half of the Committee's members (not counting ex officio members) are present in person, by telephone, or via the internet or other electronic communication technology, and provided that the meeting setup allows for everyone to hear one another and to speak. *[This entire section is new. For meetings of Article VIII elected committees (Nominating, Finance, and Committee on Ministry), clarifies what constitutes a quorum, and clarifies that general rule for voting is by simple majority. Ex officio members do not count toward quorum. Nothing in this new Section 8.02 is intended as a change in meaning or practice.]*

Section 8.03. Nominating Committee. The Nominating Committee shall consist of six members who shall each serve for staggered terms of up to three years. No member who has served for three consecutive years shall again be elected to the Nominating Committee until the expiration of at least one intervening year, and no member may be a candidate for any other elected office before the expiration of the member's term on the Nominating Committee. *[Replaced "prior to" with "before". The phrase "at least one intervening year" standardizes language w/ Parish Board language in Sections 6.03 and 6.04. Same change in Finance Committee and Committee on Ministry.]*

In addition to such other duties as may be assigned to it by the Parish Board, the Nominating Committee shall be responsible for nominating, and submitting for election at the Annual Meeting, a slate of candidates for the open positions on the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry, as described in Section 5.02. *[Adds Committee on Ministry to list of elected committees for which Nominating Committee finds candidates.]*

Section 8.04. Finance Committee. The Finance Committee shall consist of a minimum of four, and a maximum of eight, elected members, with the exact number of members established from time to time by the Parish Board. Members of the Finance Committee shall serve staggered terms of up to three years, with the specific terms for individual members determined by the Nominating Committee in order to achieve a reasonable balance of staggered terms. No member who has served for six consecutive years shall again be elected to the Finance Committee until the expiration of at least one intervening year. The President and Treasurer shall serve as voting ex officio members on the Finance Committee, but they shall not count toward a quorum. *[For size of Finance Committee, changes range of elected members from "four-to-ten" to "four-to-eight", as historically the Committee has almost never exceeded eight and has usually been fewer than eight. (Source: Jonathan Wolf.) Clarifies that President and Treasurer are not elected members but are "voting" ex officio members of the Committee, and don't count toward quorum – no intended change in meaning.]*

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In addition to such duties as may be assigned to it by the Parish Board, the Finance Committee shall (a) assess the financial well-being of the Church, (b) advise the Parish Board on matters relating to the generation of revenue, the expenditure of monies, and the investment of funds, and (c) appoint members of the Investment Fund Management Committee and oversee the Investment Guidelines as provided in Article X. The Finance Committee shall report to the Members at the Annual Meeting and at such other times as the Committee deems necessary. ***[Highlights Finance Committee role in appointing members of the Investment Fund Management Committee. Adds clause (a), and new final sentence about reporting to the Members at Annual Meeting.]***

Section 8.05. Committee on Ministry. The Committee on Ministry shall consist of six to nine members who shall each serve for staggered terms of up to three years, with the exact number of members established from time to time by the Parish Board. No member who has served for three consecutive years shall again be elected to the Committee on Ministry until the expiration of at least one intervening year.

In addition to such other duties as may be assigned to it by the Parish Board, the Committee on Ministry shall engage with the congregation, both in groups and individually, to solicit feedback about the Church's ministries and congregational experience. The Committee on Ministry shall report its findings at least annually to the Parish Board and the Senior Minister, and shall provide a report at the Annual Meeting.

The chair of the Committee on Ministry shall work jointly with the Parish Board President to conduct the annual performance review of the Senior Minister.

[This new Section 8.05 describes the Committee on Ministry, approved at the 2021 Annual Meeting as a committee whose members are elected by the congregation, in the same manner as members of the Nominating Committee and Finance Committee. New Section 8.05 specifies the Committee on Ministry size and terms of office, and briefly describes the Committee's principal duties, which are set out in more detail in the Committee's charge. The final sentence reflects the other key role, namely that the Committee on Ministry chair works with the Parish Board President on the Senior Minister's review (see also the new corresponding language for the Parish Board President in Section 7.01 above).]

Section 8.06. Ad hoc committees may be authorized by the Parish Board. The makeup of each ad hoc committee, its purpose, and its longevity shall be determined by the Parish Board. ***[Formerly designated as Section 8.04. Otherwise unchanged.]***

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ARTICLE IX – SENIOR MINISTER AND STAFF

Section 9.01. The staff of the Church shall be composed of the Senior Minister and such other ministers and employees as may be authorized by the Parish Board.

Section 9.02. The Senior Minister shall be in fellowship with the Unitarian Universalist Association and shall be called by ballot of the Members of the Church present in a Special Meeting called for that purpose. A vote of a two-thirds majority of the Members present and voting shall constitute approval. The Senior Minister shall have freedom of the pulpit, but the Senior Minister’s compensation and conditions of employment (other than its duration) shall be determined by the Parish Board. *[Added “and voting” in second sentence to make it “present and voting”, for clarification and to use the same phrase as in Sections 5.03, 6.02, and 8.02.]*

Section 9.03. Subject to any provision to the contrary in the authorized contract between the Senior Minister and the Church, the employment of the Senior Minister by the Church may be terminated by either party’s giving not less than three months’ written notice, the Church acting in such regard through the Parish Board upon the mandate of a majority vote of the Members present and voting at a Special Meeting of the Church. The Parish Board may call such a Special Meeting only upon a vote of at least two-thirds of the entire voting membership of the Parish Board. Notwithstanding the foregoing provisions of this Section 9.03, if so requested by the Senior Minister, the Parish Board shall have the authority to negotiate a resignation of the Senior Minister. *[In first sentence: Added “and voting” to make it “present and voting” – see annotation for Section 9.02 above. Also, deleted as unnecessary the cross reference to Article VI, and now specifies that any notice should be in writing. In second sentence, and replaced “mandate” with “vote” (for clarity). Also changed “entire membership” to “entire voting membership”, to ensure, in any Parish Board vote taken under this Section 9.03, that the required two-thirds threshold is calculated only with respect to Board members eligible to vote (i.e., does not include the non-voting Past President). No intended change in meaning.]*

Section 9.04. In the event of a vacancy in the position of the Senior Minister, a Search Committee shall be established as an ad hoc committee, in accordance with these Bylaws, for the purpose of identifying, screening, and bringing to the Church for consideration a candidate for the position of Senior Minister. *[Changed “will” to “shall”.]*

Section 9.05. The Parish Board shall set the compensation and conditions of employment of other employees of the Church.

ARTICLE X – INVESTMENT FUND

Section 10.01. The Church shall have a separate investment fund (the “Fund”) consisting of bequests, memorial gifts, and gifts specifically designated for the Fund. The purpose of the Fund shall be to assure the long-range financial health of the

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Church, to help the Church manage and survive financial emergencies, and to fund capital needs and special projects that further the mission of the Church. The fund shall be governed by the Investment Fund Management Committee, appointed by the Finance Committee, which shall be responsible for the investment of, and distributions from, the Fund, in accordance with Investment Guidelines established by the Finance Committee. The Investment Guidelines shall, among other provisions, require the Investment Fund Management Committee to make periodic reports about the Fund to the Finance Committee as well as make a report at the Annual Meeting.

[Wordsmithing for clarity. No intended change in meaning.]

Section 10.02. The Investment Fund Management Committee is authorized and empowered, acting through its Chair, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Fund pursuant to the Investment Guidelines and subject to any restrictions placed on gifts and bequests when they are given to the Church (the “Restrictions”). The Investment Fund Management Committee shall act in its sole judgment and discretion as it deems wise and prudent, and without further approvals, for any proposed investment or distribution that is consistent with the Investment Guidelines and the Restrictions. ***[Wordsmithing. Makes “Restrictions” a defined term. No intended change in meaning.]***

Section 10.03. Any proposed investment or distribution that is not consistent with the Investment Guidelines shall be transacted only upon approval of either (a) a two-thirds majority vote of the members present and voting at a meeting of the Finance Committee, and a two-thirds majority vote of the members present and voting at a meeting of the Parish Board, or (b) a majority vote of the Members present and voting at the Annual Meeting or at a Special Meeting called for that purpose. Any investment or distribution to be made under the preceding sentence must still comply with the Restrictions. The Finance Committee shall make such changes as necessary to the Investment Guidelines to accurately reflect any votes taken under this Section 10.03. ***[Quorum references deleted as redundant here, due to new language in Sections 5.03 and 8.02. Additional wording for clarity. No intended changes in meaning.]***

Section 10.04. In addition to any changes to the Investment Guidelines made under Section 10.03, the Finance Committee may periodically adjust the Investment Guidelines upon a majority vote. Following such approval, the Finance Committee shall promptly notify the Parish Board President of the proposed changes to the Investment Guidelines, and such new Investment Guidelines shall automatically take effect within 60 days of said notice to the Parish Board President unless such changes are explicitly rejected by a majority vote of the Parish Board.

[Wordsmithing for clarity. Deleted quorum references as redundant, as quorum is already covered by Section 6.02 (Parish Board) and new Section 8.02 (Finance and other elected committees).]

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ARTICLE XI – INDEMNIFICATION

The Church shall indemnify any person who is or was a Trustee or Officer of the Parish Board, or others as determined by the Parish Board, against any liability asserted against such person and incurred in the scope of that person’s duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, is willfully or wantonly negligent, or is done with conscious indifference to or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such persons may be entitled under any agreement, insurance policy, vote of Members or otherwise. *[In first sentence, replaced “his or her duties” with “that person’s duties”. Slight wordsmithing. Otherwise unchanged.]*

ARTICLE XII – RULES

The rules contained in the most recent edition of Robert’s Rules of Order Revised shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Church.

ARTICLE XIII – DISSOLUTION

Section 13.01. At a Special Meeting called for the purpose, and by a two-thirds majority vote of all the Members listed on the Membership Roll (counting those absent as well as those present), the Church may vote its dissolution. *[Added reference to “Membership Roll” to conform language with Article IV and Section 5.03. Split Article XIII into two separate sections for clarity.]*

[Note: Since dissolution requires a vote of two-thirds of the entire membership, any Members who don’t attend the Special Meeting, or who abstain or otherwise don’t cast votes, will count as “No” votes. This works differently from all other Member votes in the Bylaws and makes it a very high bar for dissolution.]

Section 13.02. If the Members vote to dissolve the Church pursuant to Section 13.01, there shall be a second vote to direct that the property of the Church be assigned to one or more religious or charitable organizations that have under the Internal Revenue Code the exemption status then enjoyed by the Church as a religious or charitable organization; provided, however, that nothing in this sentence shall be deemed to impair a contrary limitation of title validly imposed by a donor to the Church. This second vote shall be by a majority vote of the Members present and voting at either (a) the same meeting as the vote to dissolve the Church, or (b) a subsequent Special Meeting called for the purpose. *[Reorganized for better flow. No intended change in meaning. Replaced “majority of a quorum” [confusing] with “majority vote of the Members*

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present and voting” to conform to standard language used in Sections 5.03, 6.02, 8.02, 9.02, and 10.03.]

ARTICLE XIV – AMENDMENT

Amendments to these Bylaws may be made by a two-thirds majority of the Members present and voting at the Annual Meeting or any Special Meeting of the Church, provided that the proposed amendment shall have been fully set forth in the call for and in the notice of such Meeting. ***[For clarity, added “and voting” in second sentence to make it “present and voting”, the same phrase used in Sections 5.03, 6.02, 8.02, 9.02, 10.03, and 13.02.]***