

BYLAWS OF ALL SOULS CHURCH UNITARIAN UNIVERSALIST
(as amended January, 2015)

ARTICLE I Name and Affiliation

Section 1.1 Name

The name of this corporation is All Souls Church-Unitarian Universalist, hereinafter referred to as "All Souls Church."

Section 1.2 Affiliation

All Souls Church of Sioux Falls, South Dakota is, and shall maintain, its membership in the Unitarian Universalist Association and its regional organization unless this relationship is amended by 67 percent of the Members.

ARTICLE II Membership

Section 2.1 Member

A Member of All Souls Church shall be any person sixteen (16) years of age or older who meets these five criteria:

1. Is in sympathy with the principles and purposes of the Unitarian Universalist Association;
2. Signed the membership book;
3. Completed an orientation program led by the Membership committee (if joining after July 1, 2009), or, if less than 18 years of age, has completed the Unitarian-Universalist Coming of Age program;
4. Makes a pledge of financial support to the church;
5. Participates in church life and helps with tasks required to carry on church activities.

Members have voting privileges, members may serve on and chair committees, and members may serve on the Board. Members must be at least eighteen (18) years old to vote on the purchase or sale of real property, or on the assumption of indebtedness by the Church.

Section 2.2 Friend

A person who fulfills one or more, but not all five, of the Member criteria listed in Section 2.1 may be identified as a Friend of All Souls Church. Friends do not have voting privileges. Friends may serve on committees but may not chair committees nor serve on the Board.

Section 2.3 Voting Rights of Members.

Each Member who has been designated a Member for at least ten (10) days prior to the date of a meeting as called for in the notice of meeting, shall be entitled to vote at that meeting.

Section 2.4 Absentee Voting

A member who knows in advance that he or she will not be able to attend a membership meeting may obtain an absentee ballot from the Secretary of the Board of Directors or designee appointed by the Board. The absentee ballot must be obtained prior to the scheduled membership meeting. The absentee member must return the ballot directly to the Secretary or designee.

Absentee ballots will be available for voting on pre-announced topics such as election of candidates from an announced slate. Absentee ballots will not be counted if the pre-announced topic or slate of candidates is amended during the membership meeting.

Decisions on which topics may be included on the absentee ballot are at the sole discretion of the Board of Directors. The Board is responsible for preparing all absentee ballots in such a manner that the absentee ballot clearly indicates the voter's preferences. Absentee ballots will not count towards a quorum. Proxy votes will not be accepted.

Section 2.5 Membership List

Annually in October, the Board of Directors, with the help of the Membership Committee or other designated persons, shall review the list of Members and Friends to identify persons who have not participated in All Souls Church activities or made an annual monetary contribution of record. The Membership Committee Chairperson shall send letters by November 1 of each year to those individuals inquiring as to their desire to remain on the roster of Members and Friends. Those individuals requesting removal or not responding by November 30 shall be deleted from the list of Members and Friends.

Section 2.6 Removal of Membership

A member's name shall be removed from the Membership List in case of: (1) the member's death; (2) a request by the member; (3) a period of inactivity over one year (See "Section 2.5 Membership List" of ARTICLE II Membership" of the bylaws.); or (4) removal by a two-thirds (2/3) vote of the Board, upon the recommendation of a board-established committee (See "Section 7.5 Committees" of "ARTICLE VII Miscellaneous" of the bylaws), for actions that threaten the safety/security of the Congregation.

ARTICLE III Membership Meetings

Section 3.1 Place of Meetings

The meetings of Members shall be held at any meeting place designated by the Board of Directors.

Section 3.2 Parliamentary Authority

All meetings shall be conducted in a timely and courteous manner open to all members. Meetings shall be governed by Roberts Rules of Order Newly Revised. In meetings where bylaws are inconsistent with Roberts Rules of Order the Board may adopt special rules of order.

Section 3.3 Annual Meetings

There shall be an Annual Meeting of Members in May of each year for the election of officers, receiving reports of officers, directors, staff and committees, approving an initial annual budget, and for the transaction of other business. In addition, there shall be a meeting of the Members held in January of each year for the purpose of receiving reports from officers, committees, and the transaction of business.

Section 3.4 Special Meetings

Special meetings of Members may be called at any time upon the request a majority of the Directors or may be initiated by petition by 20 percent of the congregation to the Board.

Section 3.5 Notice of Meetings

Written or electronic notice, stating the place, day, and hour of the meeting, and in case of a special meeting, the purposes for which such meeting is called, shall be mailed by U.S. Postal Service or personally delivered or electronically made not less than ten (10) calendar days prior to the date of the meeting, by the Secretary, to each Member. Publication of the notice in the church newsletter is considered suitable notice.

Section 3.6 Quorum

The presence in person of twenty-five percent (25%) of the Members at the meeting shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum. The President or, in his the absence of the President, the immediate past-president or any other person designated by the Board of Directors, shall preside at membership meetings.

ARTICLE IV Board of Directors

Section 4.1 Qualifications and Number of Directors

The Board of Directors shall consist of: the four Officers of the Corporation, the Worship Committee Chair, the Facilities Committee Chair and no more than two members of the All Souls Church appointed by the Officers. All members of the Board shall be voting Members of All Souls Church, and, upon election or appointment shall assume their duties on July 1, and shall continue in the office until their successors shall be elected or appointed, and qualified.

Section 4.2 Tenure

At the Annual Meeting of Members, the Members shall elect Directors for the terms specified or until their successors are elected and qualified. The intent is for elections to be staggered to provide for continuity on the Board.

Section 4.3 Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the Directors present at a regular meeting or a special meeting of Directors provided that notice of the meeting includes notice of that purpose. The person elected to fill a vacancy shall complete the unexpired term of his/her predecessor in office. The Board of Directors shall be required to fill a vacancy within a reasonable time.

Section 4.4 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and the Adjunct-President, the quorum present shall choose a chairperson for the meeting. If a quorum is not present, no official business may be transacted.

Section 4.5 Meetings of the Board

The Board of Directors shall hold a regular monthly meeting. All Board meetings shall be open to all members. Notice of regular meetings shall be given to members in the newsletter setting forth the time and place for each meeting. Board members may participate and vote in a Board meeting through real-time electronic means (for example phone, videoconferencing, instant messaging, etc). Should the Board not be able to address all of the items on the agenda for a particular month's meeting, the Board may recess and reconvene to address those items prior to the next Board meeting. A special Board meeting may be called to address issues which require immediate Board action prior to the next Board meeting. Such meetings can be held with the consent and waiving of notice by a

majority of the directors. Approved Minutes shall be on file and available for the member review.

Section 4.6 Executive Sessions of the Board

The Board may go into executive session to discuss issues involving personnel or negotiations. Board decisions taken in these meetings must be voted upon in open session.

Section 4.7 Membership Approval

Membership approval is necessary for the following actions. 1) approval of an initial annual budget, 2) sale and purchase of real estate, 3) choosing elected Board members, 4) calling a minister, 5) other items the Board wishes to refer to the congregation

Section 4.8 Term Limits

Directors, both elected and appointed, are limited to serving six consecutive years on the Board. The exception to this would be members who are serving in their final year as the treasurer or secretary. In this instance such a person would serve out their elected term. Following a one-year absence from the Board of Directors (either elected or appointed) a person may run for or be appointed to a Board position.

Section 4.9 Removal

Any Director may be removed from office by majority vote of the voting members present at a membership meeting. Any Board Member who has missed three consecutive Board meetings or four Board meetings between annual membership meetings may be considered for dismissal at the next membership meeting.

Section 4.10 Authority of the Board of Directors

The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All real and personal property of the church shall be administered and controlled by the Board of Directors, including the approval of renters. The Board of Directors may enact policies and procedures that guide the operation and functioning of the church.

ARTICLE V Officers

Section 5.1 Officers

The Officers of the corporation shall be the President, Adjunct-President, Secretary and a Treasurer.

Section 5.2 Election and Terms of Office

All Officers of the Board will be elected at the Annual Meeting of Members. The Secretary and Treasurer shall hold tenure for two years with the Treasurer elected in even numbered years and the Secretary elected in odd numbered years. The President and Adjunct-President hold tenure for only one year.

Section 5.3 Duties of Officers

President and Adjunct-President. The President and Adjunct-President shall preside at the meeting of the corporation and at the Board of Directors and shall be member ex officio of all committees. The President and Adjunct-President shall act as liaison between the Board and committee chairpersons or shall delegate some or all such responsibilities to other officers. The President and Adjunct-President shall have general supervision of the affairs of the corporation and over the other officers. The President and Adjunct-President shall perform such other

duties as are necessarily incident to the office of President. The President shall have final authority.

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation, and to record all the proceedings of such meetings in the minute books of the corporation. The Secretary shall give proper notice of meetings to the members and Board of Directors and other notices required by law or these Bylaws and shall perform all duties incident to the office. The Secretary shall be responsible for annual corporate filings with the Secretary of State, and shall be responsible for maintaining a current copy of these Bylaws. The Secretary shall assist the Membership Committee chairperson in updating the Members, Associate Members, and Friends roster pursuant to Article II, Section 2.5.

Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of the corporation, and shall have custody of the corporate funds and other valuable effects and property of the corporation and shall provide a report on the status of such funds, valuable effects and property at meetings of the Board of Directors. The Treasurer shall deposit all moneys and other valuable effects in the name of the corporation, and such depositories as may be designated by the Board of Directors. The Treasurer shall furnish, whenever required by the Board of Directors, a statement of the financial condition of the corporation and shall include an annual budget, balance sheet and statement of income and expenses for the Corporation and shall be responsible for such other duties as are incident to the office. The Treasurer shall report to the congregation on any modifications to the annual budget. At the expiration of the term of office, the Treasurer shall deliver over all books, moneys and other property to the succeeding Treasurer. In case of the absence or disability of the Treasurer, the President or Adjunct-President may appoint a Treasurer pro-tem.

ARTICLE VI Endowment Fund

Section 6.1 Structure

An Endowment Committee shall be established consisting of five members, all of whom shall be voting members of All Souls Church congregation. Upon adoption of this Amendment, the congregation shall elect two (2) members to serve on the Committee and the Board of Directors shall select one (1) member. Members selected by the Congregation and the Board of Directors shall serve a term of three (3) years. The Treasurer and either the President or Adjunct President shall be members of the committee during the terms of their offices on the Board. No elected member nor member selected by the Board of Directors shall serve more than two consecutive three (3) year terms. After a lapse of one (1) year, former members may be re-elected. The President of the Board of Directors shall be an advisory member of the Committee.

The Leadership Development Committee of the Church shall nominate Congregation members for the Committee and report these nominations for election at the annual congregation meeting in the same manner as for other offices and committees. Nominations may also be made from the floor. In the event of a unexpected vacancy on the Committee, the Board of Directors shall appoint a member to fill the vacancy until the expiration of the term. The Committee shall elect from its membership a chairperson and recording secretary. The Chair shall preside at all official meetings.

The recording secretary shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy thereof to each member. Each member shall

maintain a complete copy of minutes to be delivered to her or his successor. The secretary shall also supply a copy of the minutes to the Board of Directors.

The Committee Treasurer shall maintain a complete and accurate record of accounts for the Fund and shall sign checks and all other necessary documents on behalf of the Committee and Church in furtherance of the purposes of the Fund. The fiscal record of the Fund shall be reviewed annually by a person knowledgeable in financial investments who is not a member of the Committee.

Section 6.2 Meetings

The Committee shall meet quarterly or more frequently as deemed in the best interests of the Fund. A quorum shall consist of three (3) members. A majority present and voting shall carry any motion or resolution. In its deliberations the Committee shall use Roberts Rules of Parliamentary Procedure.

The Committee shall report on a quarterly basis to the Board of Directors and, at each annual, or special meeting of the congregation called to discuss the Fund, render a full and complete account of the administration and record of the Fund during the preceding year.

The Committee may request other members and friends of the Church to serve as advisory members, and at the expense of Fund income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interests of the fund.

Section 6.3 Liabilities of Committee Members

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

Members of the Committee may be removed through action of the Board of Directors for evidence of bad faith, gross negligence or ethical misconduct.

Section 6.4 Actions

The Committee is charged with the responsibilities of creating, promoting, managing the endowment program and disbursing proceeds to All Souls Church. The Committee may take such actions, including accepting and refusing gifts as deemed appropriate with these bylaws and that is consistent with the philosophy and mission of All Souls Church.

The Committee shall develop and implement an annual promotion plan to make this endowment program known to members and friends of the Church. The Committee shall provide for the acceptance and transfer of monies, property, real estate, stocks, bonds, debentures, mortgages, notes, insurance policies, charitable gifts or other securities into an endowment Fund for All Souls Church.

Actions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and

discretion they deem wise and prudent, are to be made by the Committee, with the subsequent executions by a delegated member of the Committee.

All assets are to be held in the name of the All Souls Church Endowment Fund.

Section 6.5 Principal, Income and Distributions

The Committee shall determine what is principal and income according to Generally Accepted Accounting Procedures. Unrestricted gifts and bequests to the All Souls Church Endowment Fund shall accumulate and be invested until a principal amount of \$ 10,000 is achieved, after which the income generated from investment of the principal may be expended.

Until such times as the All Souls Church Endowment Fund has accumulated an amount of \$10,000, all investments shall be made as a prudent investor would, per authority provided for in Section 6.4 Actions above. Once the All Souls Church Endowment Fund reaches an amount of \$10,000, it shall be deposited in the Common Endowment Fund of the Unitarian Universalist Association of Boston, Massachusetts and designated for the benefit of All Souls Church Unitarian Universalist, Sioux Falls, SD.

Restricted gifts to the Endowment Fund in the amount of \$10,000 or more may be accepted by the Committee if consistent with the purposes of the All Souls Church and the Endowment Fund.

Subsequent to any prior directives in this document, income from the Endowment Fund shall be distributed annually to All Souls Church, once the Endowment Fund reaches a value of \$10,000. The Board of Directors shall determine use of the income except in the instance of restricted gifts, in which situations the income shall be applied at the wishes of the donor provided they do not conflict with the philosophy and mission of the Church. If no directives are made with restricted gifts, the Board of Directors shall assume responsibility for distribution of that income.

Endowment Fund principal may not be removed from the Fund except in a specific, situation, and approved at a duly authorized meeting of All Souls Church-Unitarian Universalist by a minimum of two-thirds of all church members.

Section 6.6 Disposition or transfer of fund

In the event All Souls Church will cease to exist either through merger or dissolution or by other means become inactive, disposition or transfer of the Fund shall be at the discretion of the Board of Directors in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association (UUA). Consultation with the UUA shall be taken for continuation of Endowment Fund obligations specified by grantors.

Section 6.7 Review and changes to this amendment

The congregation shall review and consider this document for revision when the membership of All Souls Church attains a membership of 125 members. Modifications, deletions and additions to this amendment can be made at anytime through the methods specified in Article 6, Section 4. Amendment of the Bylaws of All Souls Church.

ARTICLE VII Miscellaneous

Section 7.1 Non-Discrimination Policy

Eligibility for membership, hiring practices, and the call of religious professionals shall be made without discrimination based on color, race, sex, sexual orientation, religious heritage, national origin, socio-economic status, marital status, age, disability or appearance. In all dimensions of congregational life, we shall conduct ourselves without discrimination toward others.

Section 7.2 Supermajority Vote

A supermajority vote shall be defined as eighty (80) percent with at least two-thirds (2/3) of members voting. Supermajority votes shall be required for membership votes on: real estate sale and purchase, calling a minister, and congregational statements of conscience.

Section 7.3 Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June of the following year.

Section 7.4 Committees

The Board of Directors may establish such committees as are deemed necessary or desirable for the furtherance of the purposes of All Souls Church. Committee members shall serve two year terms. Committee members shall serve no more than three consecutive two-year terms.

Annually, the Board of Directors shall review each Committee with respect to its membership and furtherance of the purposes of the corporation. The Board of Directors shall affirm, alter, or eliminate committees based on this review.

Section 7.5 Budget

The Board of Directors shall prepare an initial annual budget for the next fiscal year and shall present said budget to the members at the Annual meeting of Members or at a Special Meeting of Members called for such purpose.

Section 7.6 Public Statements in the Name of the All Souls Church

Public statements in the name of All Souls Church on social or other public issue will be made only with a supermajority vote of the congregation in the affirmative. This does not limit the right of individuals within the Church to make statements in their own name.

Section 7.7 Amendments

On a proposal by a majority of Directors or by petition of 20% of the membership these bylaws may be altered, amended, or repealed subject to an affirmative vote of a majority of the Members entitled to vote at any meeting, provided that notice of such proposed amendment(s) shall have been given in the notice of such meeting. Commencing in 2007 and at least every five years thereafter, the Board will appoint a committee of at least two members to review these bylaws and make recommendations for changes to them.

Section 7.8 Dissolution

In the case of dissolution of the Church, all of its property, real and personal, after all just claims upon it are paid, shall be conveyed to and vested in the Unitarian Universalist Association, the MidAmerica Region of the Unitarian Universalist Association, or other Unitarian Universalist entity as determined by the Board of Directors. The Board of Directors shall perform all actions necessary to effectuate such conveyance.

As amended by the members of All Souls Church UU at the semi-annual meeting in January 2015.