

**THE BYLAWS OF
NEIGHBORHOOD UNITARIAN UNIVERSALIST CHURCH
OF PASADENA¹**

PREAMBLE Neighborhood Unitarian Universalist Church of Pasadena treasures its heritage of liberal religion established in 1924 by the merger of the Unitarian Church of Pasadena and the West Side Congregational Church, which was established in 1885 as the First Congregational Church. It recognizes roots in the Jewish and Christian traditions, and seeks continuing dialogue with people of goodwill of all religious beliefs.

ARTICLE I NAME

The corporate name of this Church shall be Neighborhood Unitarian Universalist Church of Pasadena.

ARTICLE II PURPOSES AND AFFILIATIONS

Section 1. The purpose of the Church is to create and sustain a religious community. In the spirit of love and in the search for greater understanding, we unite in a religious community which serves the spirit as each individual member understands it, which covenants with one another in acts of compassion and which serves the larger world in deeds of justice. We gather in periods of worship, maintain a free pulpit in the liberal tradition, and provide a program for religious, spiritual and intellectual exploration.

Section 2. The Church shall maintain affiliation with the Unitarian Universalist Association.

Section 3. The Church may cooperate in interfaith councils, on a local and worldwide scale.

ARTICLE III ORGANIZATION

Section 1. Congregational Authority. The members of the Church (the "Congregation") shall elect the members of the Board of Trustees (subject to Article V, Section 7), Church officers, the Nominating Committee, members of Ministerial Search Committees and special committees as proposed by the Board of Trustees. The Congregation shall call the Senior Minister and such other ministerial positions as the Board of Trustees determines should be called. The Congregation shall have such other authority as specified in these Bylaws and the Articles of Incorporation.

Section 2. Board of Trustees' Authority. Subject to the provisions of the California Nonprofit Corporation Law, the Articles of Incorporation and these Bylaws (including Article III, Section 1 above), the activities and affairs of the Church shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees. The Board of Trustees may delegate the management of the activities of the Church to any person or persons provided that the activities and affairs of the Church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Trustees.

¹ As revised at the Annual Congregational Meeting, May 21, 2017

Section 3. Senior Minister's Authority. In addition to other ministerial duties, the Senior Minister shall be responsible to the Board of Trustees for the institutional and professional management and leadership of the Church. The Senior Minister will serve as General Manager, Chief Executive Officer and Chief Financial Officer of the Church. The Senior Minister shall also supervise such other persons who fill positions designated as ministerial by the Board of Trustees.

ARTICLE IV MEMBERSHIP

Section 1. Neighborhood Church is an open community, extending welcome to all persons to participate in its activities.

Section 2. Membership in this Church shall not be conditioned on acceptance of any creed or dogma. Membership in this Church does not preclude membership in any other church or religious organization.

Section 3. Any person desiring membership in this Church may make a written application. Upon favorable action by the Board of Trustees, the applicant shall become a member of this Church.

Section 4. Any member may resign by filing a written resignation with the Secretary, and thereupon the member's name shall be removed from the roll of members.

Section 5. A culture of stewardship is to be continually nurtured to support the vision of the Church. Members are expected to contribute responsibly as they are able, to sustain the annual operating budget and any capital campaigns. A minimum annual contribution, determined by the Board of Trustees, is required of all members. The minimum contribution requirement may be waived by a minister in cases of hardship.

ARTICLE V BOARD OF TRUSTEES AND CHURCH OFFICERS

Section 1. The Board of Trustees shall be elected from the membership of the Church. The number of members of the Board of Trustees shall be nine. At each annual meeting, to be held near the commencement of the fiscal year, two Trustees (in addition to the officers elected pursuant to Section 2 of this Article V) shall be elected by the members of the Church to serve for a term of three years commencing on the first day of the Church's fiscal year for which the trustee was elected or, if later, on the date of such election.

Section 2. Subject to Article VI, Section 5, at the annual meeting the Congregation shall elect a President, a Vice-President and a Treasurer who shall serve respectively in these capacities as officers of the Church and members of the Board of Trustees.

Section 3. The Ministers shall be invited to attend meetings of the Board of Trustees and entitled to debate all issues but shall not be counted in determining a quorum nor shall they be entitled to a vote at such meetings.

Section 4. The Board of Trustees shall have the power to incur on behalf of the Church new indebtedness not to exceed in the aggregate in any fiscal year five percent (5%) of the operating budget approved by the Congregation for such fiscal year.

Section 5. The Board of Trustees shall submit a proposed budget covering the operation of the Church to the Congregation at least one week prior to the annual meeting. The budget

shall be subject to the approval of the Congregation at the annual meeting. The Board of Trustees shall have the power subsequently to amend the budget as it deems necessary and as circumstances may require.

Section 6. Unless otherwise provided in these Bylaws, all officers shall assume their duties on the first day of the Church's fiscal year for which the officer was elected or, if later, on the date of such election. Any officer may be removed by a majority vote of the members of the Church who are present in person or by proxy at any annual meeting or any special meeting called for the purpose at which a quorum is present.

Section 7. The Board of Trustees shall fill all vacancies in elected offices that occur between annual meetings.

Section 8. Subject to Article VI, Section 2, in case of the temporary absence or inability to act of any officer of the Church, the Board of Trustees may delegate the power and duties of such officer to some other person.

Section 9. The Board of Trustees may accept gifts and bequests on behalf of the Church that they believe will further the purposes of the organization. Special funds may be established to receive and account for such funds and to insure that the terms and conditions as specified by the donor are met.

ARTICLE VI DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Congregation and the Board of Trustees.

Section 2. The Vice-President shall perform the duties of the President in the absence or inability of the President to act, and such other duties as the President or the Board of Trustees may determine. It is intended that the Vice-President will be nominated by the Nominating Committee to succeed the President.

Section 3. The Secretary shall be elected by the Board of Trustees from among its members and shall keep a record of the meetings of the Church, shall be the official custodian of the records of the Church, and shall keep a record of the acts and proceedings of the Board of Trustees. The Secretary shall perform such other duties determined by the President or as the Board of Trustees may direct.

Section 4. The Treasurer shall monitor on behalf of the Board of Trustees the fulfillment of the financial functions of the Church and report to the Board of Trustees on a regular basis with respect to such matters. The Treasurer is empowered to sign checks and other negotiable instruments and to effect the sale or transfer of funds, notes, stocks, or other securities as approved by the Board of Trustees. The Treasurer shall perform such other duties as may be required by the Board of Trustees.

Section 5. Terms of office shall be as follows: President - two years; Vice-President - two years; Secretary - one year; Treasurer - two years.

ARTICLE VII MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular meetings of the Board of Trustees shall be held once every month except the months of July and August. The time and day of the regular meetings of the Board of Trustees may be determined, and changed, from time to time by a vote of the majority of the members of the Board of Trustees present at any meeting of the Board of Trustees.

Section 2. Special meetings of the Board of Trustees may be called by the President, or by five members of the Board of Trustees, or by the Secretary at the request of the Senior Minister.

Section 3. The Secretary shall give each Trustee notice of the time and place of special meetings of the Board of Trustees at least two days in advance.

Section 4. A majority of the authorized number of Trustees constitutes a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees if any action taken is approved by at least a majority of the required quorum for such a meeting.

ARTICLE VIII COMMITTEES

Section 1. Nominating Committee: The Nominating Committee shall consist of six members of the Church elected by the Congregation at a duly-called meeting serving staggered three-year terms. The Board of Trustees shall nominate one candidate to stand for election for each position on the Nominating Committee to be filled, and nominations from the floor of a meeting at which positions on the committee are to be filled shall be in order. The Board of Trustees shall by appointment fill any vacancy on the Nominating Committee that may occur between Congregational meetings. The President shall be an ex officio voting member of the Nominating Committee. The Nominating Committee shall nominate one candidate to fill each Church office and vacancy on the Board of Trustees, and the Nominating Committee shall openly and diligently invite all persons interested in such positions to make their interests known to it.

Section 2. Board Committees: The Board of Trustees may create such committees, councils, task forces and working or other groups, as it deems appropriate and may determine the composition and powers of those groups, subject to the provisions of the California Nonprofit Corporation Law, Articles of Incorporation, these Bylaws, and any resolutions duly adopted by Congregation.

Section 3. Staff Committees: The Senior Minister and staff shall establish such committees, councils, task forces and working or other groups as determined necessary or desirable to serve the purposes of the Church and to assist the Senior Minister and staff in their duties. For each church year, the Senior Minister and staff shall confirm the chairperson of each committee established under this section, to serve for the church year.

Section 4. Church members may attend any meeting of the Board and any committee meeting, except that the Board and any committee may elect to close all or a portion of a meeting to non-Board or non-Committee members in order to discuss personnel matters, to protect the privacy rights of an individual, or to protect the financial or legal interests of the church.

ARTICLE IX MINISTERS

Section 1. A Minister subject to call by the Congregation pursuant to Article III, Section 1 of these Bylaws may be called to the service of the Church by a vote of 80% of those members of the Church who are present in person or by proxy at the annual meeting or at a special meeting called for that purpose.

Section 2. A recommendation for a ministerial position subject to call by the Congregation pursuant to Article III, Section 1 of these Bylaws shall be made by a search committee whose members shall be elected by the Congregation at a duly-called meeting. At least 80% of the search committee shall approve of the recommendation.

Section 3. The salary and terms of employment of a minister subject to call by the Congregation pursuant to Article III, Section 1 of these Bylaws shall be adopted by vote of the Congregation at an annual or special meeting at which that person is called and shall be stated in the resolution calling the new minister. The engagement of a Minister to serve the Church shall remain in force without further action by the Church under the terms of the contract until such time as the Minister resigns or is dismissed by the Church, except that the contract may be renegotiated from time to time by the Board of Trustees.

Section 4. A Minister may be dismissed by the vote of at least a majority of the Congregation who are present in person or by proxy at any annual meeting or any special meeting called for that purpose.

Section 5. The Senior Minister shall have final authority and responsibility in respect to all services of worship, including weddings, dedications and funerals conducted on the Church premises. She or he may delegate this responsibility as seems desirable.

Section 6. The Board of Trustees shall have the power to make temporary appointments to the ministry and to make all arrangements therefore.

Section 7. Minister Emeritus/a status may be conferred by the members after the completion of a minister's long and faithful service to the Church. At all times and in all ways, the role of Minister Emeritus/a must be exercised in such a way as to support the well-being of the Church and the success of its ministers. Upon recommendation of the Board of Trustees, Minister Emeritus/a status may be granted by vote of 80% of those members who are present in person or by proxy at the annual meeting or a special meeting called for that purpose.

ARTICLE X ANNUAL MEETING AND SPECIAL MEETINGS OF THE CHURCH

Section 1. The annual meeting of the Church shall be held on a date and hour to be set by the Board of Trustees for the purpose of electing officers, members of the Board of Trustees and committees, hearing annual reports, approving the fiscal year operating budget and transacting all other business proper to be brought before that meeting. Notice of the annual meeting shall be given by written notice sent to each member of the Church at the last known post office address at least ten days prior to the date of the meeting and/or by electronic notice when such notice is commonly used by the member for communication. Such notice shall be prepared by the Secretary. Notice in the Church newsletter complies with this section.

Section 2. Special meetings of the Church, except those called to amend or change the Bylaws, may be called by the President, by resolution of the Board of Trustees, or by 10% of Church members, to consider only such matters as shall be specified in the call for the

meeting. Notice of the time and place of special meetings shall be given by written notice mailed to each member of the Church at the last known address, at least ten days prior to the date of such meeting.

Section 3. Twenty percent of the membership of the Church shall constitute a quorum at any annual meeting or special meeting thereof. Members constituting a quorum for any meeting must be present in person or by proxy. The presence of a quorum is to be determined by the President. A Church meeting is duly constituted only at such times as a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section 4. The right of voting by written proxy is reserved to members of the Church. In the absence of instructions in these Bylaws, Church meetings shall be conducted under Robert's Rules of Order or such other rules as the Board of Trustees determines to be appropriate.

ARTICLE XI RESERVE POLICY

Section 1. The Board of Trustees shall direct that a reserve account for major maintenance and equipment repair and replacement (the "Major Maintenance and Equipment Reserve") be established on the books of the Church. Subject to Article XI, Section 3 below, the Board of Trustees shall insure that the Church owns at all times assets consisting of cash or marketable securities in an amount no less than the amount required to be in the Major Maintenance and Equipment Reserve pursuant to this Article XI.

Section 2. The minimum amount (the "Minimum Amount") required to be in the Major Maintenance and Equipment Reserve shall be equal to \$200,000 as of June 30, 2007. No later than June 30 of each subsequent year there shall be added to the Minimum Amount an amount equal to (i) the percentage increase in the Consumer Price Index (CPI) for All Urban Consumers published by the Department of Labor (or a similar measure if that measure is unavailable) as of December 31 for the most recent calendar year over the CPI for December 31 of the prior calendar year multiplied by (ii) the Minimum Amount as of May 31 of the preceding year.

Section 3. The Board of Trustees may authorize spending from the Major Maintenance and Equipment Reserve in amounts that would reduce this reserve below the Minimum Amount only if such spending is for major maintenance, repair, refurbishing, or renovation of the Church or its appurtenances or for the repair or replacement of major equipment; provided that, if after the expenditure, the amount in the Major Maintenance and Equipment Reserve would be less than 60% of the Minimum Amount, then the expenditure must be approved by the Congregation given by two thirds vote of the members present in person or by proxy at a duly called annual or special meeting. Spending from the Major Maintenance and Equipment Reserve that reduces this reserve below the Minimum Amount may be made for other purposes only if specifically approved by the Congregation given by a two-thirds vote of the members present in person or by proxy at a duly called annual or special meeting. Upon any authorization of spending from the Major Maintenance and Equipment Reserve that reduces this reserve below the Minimum Amount (whether by the Board of Trustees or by Congregational vote), the Board of Trustees shall authorize annual allocations from the operating budget of the Church in an amount sufficient to restore the Major Maintenance and Equipment Reserve to the Minimum Amount. The allocations to the Major Maintenance and Equipment Reserve shall be in amounts and over a period of time that the Board of Trustees

deems appropriate in light of the amount of the spending, the purpose for which the spending was made, and the overall financial condition of the Church.

Section 4. The Board of Trustees may direct that other reserves (including Major Maintenance and Equipment Reserves in excess of the Minimum Amount) be established to the extent it deems appropriate, shall direct that those reserves be funded at levels and with assets it deems appropriate, and shall establish policies that it deems appropriate to maintain and replenish those reserves.

ARTICLE XII BYLAWS

Section 1. The Bylaws may be repealed or amended, or new provisions adopted, at any annual meeting, or at any other meeting of the members called for that purpose by the Board of Trustees, by a vote of the majority of the members of the Church present at any such meeting in person or by proxy, except an amendment to the provisions of Article XI shall require a vote of two-thirds of the members of the Church present at any such meeting in person or by proxy.

Section 2. If it is contemplated to repeal or amend any provisions of the Bylaws, or to adopt additional provisions at a meeting of the members, the Board of Trustees shall direct the Secretary of the Church to mail to the last known address of every member of the Church a notice giving the time and place of the meeting, not less than ten or more than thirty days prior to the date of such meeting. The notice shall generally describe the subject matter of the proposed amendments and shall include the complete proposed amendments and complete current version of that portion of the Bylaws. Any group representing at least 10% of the membership of the Church may collectively submit in writing such provisions as they wish to have amended, repealed or added to the Bylaws to the Secretary of the Church not less than thirty or more than sixty days prior to the meeting at which such provisions shall be considered. The Secretary thereupon shall cause the notice, as described herein, to be mailed to the last known address of every member of the Church giving the time and place of the meeting, not less than ten or more than thirty days prior to the date of such meeting.

Section 3. Whenever any amendment is adopted, it shall be copied by the Secretary of the Church into the official copy of the Bylaws.