

# THE UNITARIAN CHURCH OF LINCOLN, NEBRASKA

## BYLAWS

### ARTICLE 1. NAME

The name of this church shall be: The Unitarian Church of Lincoln, Nebraska.

### ARTICLE 2. DENOMINATIONAL AFFILIATIONS

The Unitarian Church of Lincoln, Nebraska, shall be a member of the Unitarian Universalist Association and of the MidAmerica Region. It is the intent of this Congregation to make annual financial contributions equal to its full Fair Share as determined by the Association.

### ARTICLE 3. VISION, MISSION, AND COVENANT

Section 3.1. Vision. A loving community uniting reason with spiritual exploration to transform ourselves and our world.

Section 3.2. Mission. We are people of open minds, loving hearts, and helping hands, who show up.

Section 3.3. Covenant. Our covenant, as a welcoming congregation, is to inspire a sense of awe, joy, and reverence in people of all ages. We celebrate through words, music, and the arts. We actively model an inclusive, diverse, and sustainable community. We each contribute to the work of the church. We provide a safe and nurturing haven for free thought. We treat each other with loving kindness. We cultivate growth and celebrate the changes growth brings.

### ARTICLE 4. NON-DISCRIMINATION POLICY

The selection of members of the Board of Trustees, officers, staff, and volunteers shall be made without discrimination based on color, race, sex, sexual orientation, gender identity, religious heritage, national origin, socio-economic status, marital status, age, disability, appearance, or any protected status. This policy shall affect all dimensions of congregational life, including eligibility for membership, hiring practices, and the calling of religious professionals.

### ARTICLE 5. MEMBERSHIP

Section 5.1. Eligibility. Any person 16 years of age or over, or any young person who has completed the Coming of Age program may become a Member of this Church by signing its Membership Book. The Church shall not adopt or require any articles of faith or creed as a condition of membership.

## Section 5.2. Members and Friends.

5.2.a. Members shall be those who have signed the Membership Book and who make a financial pledge by the end of each year. Members shall read and understand the Covenant of Right Relations, adopted by the Congregation, which describes our expectations for how we treat each other and engage with those in the broader community. The Rights of membership begin 30 days after the Membership Book is signed.

5.2.b. Friends shall be those who are supportive of the Church but who do not qualify as Members under Section 5.2.a.

## Section 5.3. Rights of Membership.

5.3.a. Members shall have the exclusive right to hold lay leadership positions in the Church and decide with their vote:

- 1) to elect or dismiss members of the Board of Trustees, members of the Nominations Committee, and the Program Council Chair,
- 2) to call a minister or dismiss a called minister,
- 3) to adopt the annual budget,
- 4) to approve expenditures or solicitation of funds for non-budgeted expenditures cumulatively totaling more than five percent of the current budget,
- 5) to decide if and when money is to be borrowed from any source other than the Lincoln Unitarian Foundation,
- 6) to acquire or dispose of property or items that hold a historical significance to the church,
- 7) to amend the Bylaws, Mission, Vision, and Covenant, and
- 8) to decide other issues submitted to the Congregation by the Board of Trustees.

5.3.b. Twenty percent of the Members may, by petition, call for a special congregational meeting to submit proposals for changes to any item listed in section 5.3.a. or any other issues, including repeal of any policy or act of the Board of Trustees or other lay led entity.

5.3.c. Information about all aspects of the Church, except confidential information about Members, Friends, Staff, or facility information, as defined in a confidentiality policy, shall be readily available to all Members.

Section 5.4. Notice of Membership Status. Following each annual pledge campaign, the Finance Team shall direct that persons who have not made a pledge by the end of the year shall be notified with at least a 60-day notice before the Spring Congregational Meeting, that they will be dropped from membership, unless they indicate a desire to continue membership within 30 days by written notice to the Finance Team and take steps to meet the membership requirements.

Section 5.5. Resignation. Any Member may withdraw from membership at any time by written notice to that effect to the Board of Trustees.

Section 5.6. Termination of Membership. The name of any Member who resigns per Section 5.5, or who fails to respond within 30 days to a communication as directed within Section 5.4, shall be removed from the current membership list.

Section 5.7. Qualifications of Lay Leaders. All lay leaders (Trustees, Program Council Chair, Program Council Liaisons, and Committee Chairs/Task Organizers) shall be Members of the Church (see Section 5.2). All Trustees, the Program Council Chair and Program Council Liaisons shall have been Members for at least one year.

Section 5.8. Conformity of Policies and Empowerment of Lay Units. Any policy made by an organizational unit of the Church shall conform to the Bylaws and to the policies of all higher units. The order of units is: Congregation, Board of Trustees, Program Council, Clusters, and Committees/Task Organizers. The Board of Trustees shall be the arbiter in case of a dispute. All units are empowered to act without prior approval provided that their actions conform to relevant policies and to their budget.

## ARTICLE 6. CONGREGATIONAL MEETINGS

Section 6.1. Congregational Meetings. At least two meetings of the church membership shall be held each year, one in winter and one in spring, on a date and time to be set by the Board of Trustees.

6.1.a. Winter Congregational Meeting. Members of the Nominations Committee shall be elected. The Treasurer shall present the annual budget for the ensuing fiscal year to the Congregation for approval. The Chair of the Lincoln Unitarian Foundation shall make an annual report. The Board President, Program Council Chair, and the Minister shall report on all major activities and decisions since the Spring Meeting.

6.1.b. Spring Congregational Meeting. Members of the Board of Trustees and the Program Council Chair shall be elected. The Minister, Board President, Program Council Chair, Treasurer, and Director of Religious Growth shall make their annual reports. Annual membership numbers shall be included in the Board President's report. Written reports of the activities of all Committees shall be distributed.

6.1.c. Special Congregational Meetings. Special meetings of the Congregation may be called by the Board of Trustees or by a petition signed by no less than 20 percent of the Members.

Section 6.2. Notice. Notice of the time and place of any meeting of the Congregation shall be provided to Members at least 14 days before the meeting in accordance with a member notification policy. Notice of Congregational Meetings shall include the agenda, nominees for elective positions, and any supporting material for other business. Notice for Special Congregational Meetings shall state the business to be considered and any supporting material. Only business stated in the notice shall be considered at any Congregational Meetings.

Section 6.3. Voting Methods. Members entitled to vote at any Congregational meeting shall be permitted to vote in person or by absentee ballot. However, the Board of Trustees may determine that certain voting topics are not appropriate for absentee voting and may remove such matters from the absentee ballot. Further, if any changes are made to a voting topic after absentee ballots have been issued, absentee ballots received not reflecting the changes shall be considered void.

Section 6.4. Quorum. Unless otherwise specified herein, 20 percent of the Members shall constitute a quorum for Congregational Meetings. Members voting by absentee ballot shall not be counted in determining whether a quorum is present. The quorum is based only on the Members present.

Section 6.5. Procedures. All Congregational Meetings shall be conducted in a timely and courteous manner, with open interaction among all interested parties. Upon the request of any Member, any vote shall be taken by written ballot. A congregational meeting administration policy shall be used to govern meetings. Unless otherwise specified, all action at any meeting shall be by majority vote. Minutes shall be taken at all meetings.

## ARTICLE 7. BOARD OF TRUSTEES

Section 7.1. Selection and Term. There shall be a Board of Trustees consisting of nine voting members, one ex officio member who can vote as a tie-breaker (Immediate Past President) and four ex officio non-voting members (Program Council Chair, Treasurer, Vice-Treasurer and Minister). All Board members must be Members, per Section 5.2, and be qualified per Section 5.7. Each of the voting members shall be elected for a term of three years, beginning in June. Trustees may be elected for two full three-year terms on the Board of Trustees and then shall not be reelected until after the expiration of at least one year. The President at the end of their term shall automatically become the Immediate Past President for a one-year term commencing on June 1.

Section 7.2. Removal and Resignation. A member of the Board of Trustees may be removed from their position by a majority vote of the church Members present at a Congregational Meeting with removal of that individual in the call for the meeting. A member of the Board of Trustees may resign either voluntarily or by sufficient absence. Sufficient absence means that a member of the Board of Trustees is absent from three meetings in succession, or four meetings in one year. In the case of removal or resignation, the Board of Trustees will take action to fill the vacancy within a reasonable timeframe. Should a person who resigned request to be reinstated before the vacancy is filled, this may be done by a majority vote of the Trustees.

Section 7.3. Vacancies. The Board of Trustees may elect any qualified Member, as defined in Section 5.7, to fill a vacancy in its membership. Such member shall hold office until the completion of the unexpired term.

Section 7.4. Legal Authority. The Board of Trustees shall be the legal representative of the

Church.

Section 7.5. Responsibilities.

7.5.a. The general responsibilities of the Board of Trustees, which shall not be delegated, are:

- 1) To provide leadership in advancing and supporting the mission, vision, and covenant of the Church.
- 2) To govern and lead the Church as the representative of the Congregation.
- 3) To set policies that establish goals with a long-range perspective for church organizational units, and to specify appropriate limits on attaining the goals. These policies shall provide guidelines that empower church organizational units to operate within the guidelines.
- 4) To monitor achievement of goals and conformity to limitations on means of attaining the goals, as established in Board of Trustees' policies.
- 5) To ensure that the Bylaws and all Board of Trustees policies are followed.

7.5.b. The specific responsibilities of the Board of Trustees, which shall not be delegated, are:

- 1) To ensure ongoing communication with the Congregation.
- 2) To direct an evaluation by the Congregation of the Board of Trustees, the Program Council, and the Minister in separate years, no less frequently than every three years. Results shall be shared with the Congregation.
- 3) To organize policies by category and number and place them in a policy book available to all members of the Congregation.
- 4) To appoint members of the Lincoln Unitarian Foundation (LUF), as terms expire or are vacated, and act in accordance with the LUF/BOT agreement approved by the Board of Trustees.
- 5) To establish criteria for monitoring the work performance of the Minister and to make written evaluations, based on these criteria.
- 6) To establish criteria for monitoring the work performance of the Program Council and to make written evaluations, based on these criteria.
- 7) To hire contract or interim ministers as needed and administer their contract.
- 8) To be the interpreter of the Bylaws and to conduct a review of them at least every five years.

7.5.c. Responsibilities not listed in Sections 7.5.a. and 7.5.b. may be delegated to the Program Council, Finance Team, Executive Committee, and staff through the Minister, Program Council Chair, and/or Treasurer.

Section 7.6. Executive Committee. The Executive Committee shall consist of the Board President, Vice President, Program Council Chair, Treasurer, and Minister. The Executive Committee shall be called by the President to establish the monthly Board of Trustee agenda and authorized to act in cases of emergency.

Section 7.7. Financial Responsibilities. The Board of Trustees shall see that a balanced budget

is created for congregational approval and that church expenditures are kept within the total budget as adjusted in light of actual income. The Board of Trustees is authorized to approve emergency expenditures, cumulatively totaling five percent or less of the current budget, which cannot be made under existing policies or budgets.

Section 7.8. Church Records. The Board of Trustees shall see that all necessary records are kept and archived. These include: 1) accurate minutes of all meetings of the Board of Trustees, Congregation, and Program Council, 2) records of membership and voting eligibility of Members, and 3) a roster of pledging units and their pledges. Copies of all these records shall be kept organized in a secure place per the church records policy. Personal information about Members, Friends, Staff, and facility information shall be treated as confidential.

Section 7.9. Meetings. The Board of Trustees shall meet no less than ten times per year, and at such times as may be appropriate upon call of the President or any three members of the Board of Trustees. Adequate notice must be given to all Board of Trustee members of the time and purpose of such special meetings. Five voting Trustees shall constitute a quorum for a meeting. All actions by the Board of Trustees shall be by majority vote of the members present. All final or formal actions shall be taken in open meetings.

7.9.a. Any Member or Friend of the Church is entitled to attend any meeting as an observer. The first 30 minutes of any regular Board of Trustees meeting shall be open for comments by church Members and Friends.

7.9.b. Draft minutes of all meetings of the Board of Trustees shall be compiled within 14 days and made available to the Congregation in a form that the Board of Trustees shall prescribe.

7.9.c. Executive Sessions shall be limited to members of the Board of Trustees, including ex-officio members, unless others are specifically invited to attend per majority of the members attending. If there is a performance or other serious concern with any Board member, including ex-officio members, that person may be excluded from the executive session at the discretion of the majority of the other members attending. The presiding officer shall brief any Board member who is absent from an executive session on the subject matter of the session. Discussion may occur during Executive Session, but all final or formal actions must be taken in open meetings.

## ARTICLE 8. OFFICERS OF THE BOARD OF TRUSTEES

Section 8.1. Selection and Terms. The Board of Trustees shall select Officers (President, Vice President, and Secretary) from among its membership at their April meeting. The terms of the Officers of the Board of Trustees shall be one year from June 1 – May 31. The Officers of the Board are also the Officers of the Congregation.

Section 8.2 Duties of the Officers.

8.2.a. The President shall preside at all meetings of the Congregation and the Board of

Trustees. They shall sign all written contracts, deeds, conveyances, and mortgages made by the Church. They shall call special meetings of the Board of Trustees or Executive Committee when, in their opinion, it is necessary to do so. The President shall confer with all Board of Trustees members to set the agenda of all meetings.

8.2.b. The Vice President shall perform the duties of the President and shall have the power of that office in the absence or incapacity of the President. The Vice President shall succeed the President, subject to a vote by the Board of Trustees. They shall accept additional tasks as assigned by the President.

8.2.c. The Secretary shall be responsible for seeing that all church Members are notified of all Congregational Meetings and all matters to be acted upon at such meetings, the Congregation is informed of the actions of the Board of Trustees between Congregational Meetings, and the Board of Trustees policy book (see Section 7.5.b.3) is maintained. They shall countersign all deeds, conveyances, and mortgages made by the Church.

Section 8.3. The Immediate Past President shall have a one-year term as an ex-officio member of the Board of Trustees and is responsible for working with the President and Vice-President to ensure a smooth transition. In the case of a tie vote, the Immediate Past President may vote to break the tie.

Section 8.4. Vacancies. The Board of Trustees may elect one of its members to fill any vacancy among the Officers to hold that office until the next selection of officers.

Section 8.5. Removal. The Board of Trustees may vote to remove an Officer from their position. A majority vote of the remainder of the Board of Trustees shall be required for removal.

## ARTICLE 9. NOMINATIONS COMMITTEE

Section 9.1. Selection and Term. There shall be a Nominations Committee composed of five members. Each year, at the Winter Congregational Meeting, two members shall be elected, except that every third year one member shall be elected. The term of membership on the Nominations Committee is three years. No member of the Committee is eligible for re-election until at least one year after the end of a previous term. The Board of Trustees may fill vacancies in the Nominations Committee to serve the remainder of the term. The Nominations Committee shall elect one of its members to be Chair at its first meeting after the Winter Congregational Meeting.

Section 9.2. Calls and Recruitment. The Nominations Committee shall make an open and active call for candidates to run for election to the Board of Trustees, Program Council Chair, and the Nominations Committee, and also for appointments by the Board of Trustees, such as the Treasurer or Vice Treasurer. Church Members may nominate themselves or any other Member with the Member's consent.

Section 9.3. Duties. The Nominations Committee shall provide to Members the names of the nominees for positions on the Board of Trustees, Program Council Chair, and the Nominations Committee that are to be filled by election at the Congregational Meetings, at least 14 days in advance of the Meeting in accordance with a member notification policy. The list of nominees shall be submitted to the membership together with the call to the Congregational Meeting. No nominations shall be made from the floor.

## ARTICLE 10. MINISTER

Section 10.1. Selection of Minister. In the event of a vacancy in the position of settled Minister, the Board of Trustees shall present to the Congregation at a special congregational meeting held for that purpose, the candidate recommended by the Ministerial Search Committee (see Section 10.2). The quorum for this meeting shall be 40 percent of the membership. The Minister shall be called by an affirmative vote of at least 85 percent of the Members present at this meeting. Voting shall be by written ballot.

10.1.a. Interim Ministers shall be short term and may be selected by the Board of Trustees as a contractual agreement. An interim minister shall be expected to fulfill the rights and responsibilities as described in Section 10.3.

10.1.b. Assistant Ministers shall be considered staff and selected through a hiring process, as described in the personnel policies.

Section 10.2. Selection of Settled Ministerial Search Committee. The Board of Trustees shall request the Nominations Committee to solicit nominations for the Settled Ministerial Search Committee. All nominees must be church members. The Settled Ministerial Search Committee shall consist of seven members proposed by the Nominations Committee and approved by church Members at a congregational meeting. The Settled Ministerial Search Committee shall select one of its members to be chair. In the event of a vacancy on the Settled Ministerial Search Committee the Nominations Committee will present a candidate to the congregation to be approved by church members at a congregational meeting.

Section 10.3. Rights and Responsibilities of Minister. The Minister shall:

10.3.a. Attend to the Congregation's spiritual interests and needs.

10.3.b. Be responsible for the conduct of worship and rites of passage.

10.3.c. Participate in the education and pastoral care programs.

10.3.d. Participate in the denomination and the community.

10.3.e. Be in fellowship with the Unitarian Universalists Minister's Association and operate in accordance with the professional code of conduct.

10.3.f. Have freedom of the pulpit as well as freedom to express their opinion outside



the pulpit.

10.3.g. Be an ex officio member of the Board of Trustees, the Program Council, and all Standing Committees.

10.3.h. Be responsible for the selection, termination, supervision, and annual written evaluations of all paid staff, in coordination with the Personnel Committee.

10.3.i. Make recommendations annually to the Board of Trustees for the compensation of the paid staff, in coordination with the Personnel Committee.

10.3.j. Function within the Bylaws and Board of Trustees policies.

Section 10.4. Relationship of Ministers, Program Council, and Board of Trustees. The Minister should discuss matters of common concern with the Program Council, but each shall be independent and individually responsible to the Board of Trustees.

Section 10.5. Minister's Compensation. The Board of Trustees shall annually recommend the Minister's compensation in the budgeting process.

Section 10.6. Dismissal of Minister. Failure of the Minister to follow Board of Trustees policies, loss of confidence by the Congregation, or unprofessional behavior shall be grounds for recommending the dismissal of the Minister. The Board of Trustees, or 20 percent of church Members by petition, shall call a congregational meeting for consideration of the dismissal of the Minister. The quorum for this meeting shall be 30 percent of the membership. An affirmative vote of the majority of the Members in attendance is required for removal. Voting shall be by written ballot. In the case of removal of a minister, the minister shall receive at least three months' compensation, unless removal is for gross misconduct.

Section 10.7 Committee on Ministry.

10.7.a. Membership. The Committee on Ministry shall consist of three Members appointed by the Board of Trustees and three Members appointed by the Minister.

10.7.b The Committee on Ministry shall conduct periodic reviews of the Congregation's ministry and its ministers, focusing on the Mission and Vision as described in Article 3 and operate in accordance with their Board-approved policy.

## ARTICLE 11. PROGRAM COUNCIL

Section 11.1. Program Council. The Program Council shall be formed to address operational issues of the church. The Program Council shall be comprised of liaisons to clusters of Committees, activity groups, and task organizers with similar functions. The Program Council shall be led by the Program Council Chair.

Section 11.2. Authority of the Program Council. The Program Council shall have the authority

to:

11.2.a. Manage the day-to-day programming that fulfills the vision/mission/covenant, per Section 3.

11.2.b. Authorize expenditures within the annual budget from line items that are not assigned to a single entity.

11.2.c. Create, remove, or adjust clusters, committees, and task organizers.

11.2.d. Work with the calendar and coordination of programming and events.

11.2.e. Retain minutes of meetings and maintain a record of decisions.

### Section 11.3. Meetings of Program Council, Clusters, and Committees.

11.3.a. All meetings of Program Council, Clusters, and Committees shall be open to church Members and Friends, as observers, except when the Program Council declares an executive session. Any and all final and formal actions shall be taken at open meetings.

11.3.b. The Program Council shall meet at least 10 times per year. Draft minutes of all meetings of the Program Council shall be compiled within 14 days and made available to the Congregation in a form that the Program Council shall prescribe. The first 30 minutes of each Program Council meeting shall be open for comments of church Members and Friends.

11.3.c. Executive sessions shall be limited to members of the Program Council, unless other persons are specifically invited by a majority of Liaisons present. All final or formal actions shall be taken in open meetings.

Section 11.4. Program Council Liaisons. Program Council Liaisons are representatives that are selected by Committees, activity groups, and task organizers associated within a Cluster. They are responsible for representing clusters at the Program Council, gathering budget information from Cluster committees, communicating and coordinating with Committee Chairs, and day-to-day management of cluster focus areas. Beginning in June, a Liaison shall serve for a period of one year with a potential to renew annually.

11.4.a. A Liaison member of the Program Council who is absent from three meetings in succession, or four meetings in one year, shall be assumed to have resigned. The Program Council will then take action to fill the vacancy within a reasonable timeframe. Upon request of that person, they may be reinstated before the vacancy is filled, this may be done (once) by a majority vote of the Program Council.

11.4.b. In the case of a vacancy, Liaisons positions will be appointed by convening a meeting of that affected Cluster to elect a new Liaison within a reasonable timeframe. The appointed Liaison shall hold office until the completion of the unexpired term.

Section 11.5. Committee Chairs. It shall be the responsibility of the Liaisons to see that the Committees have Chairs and all Task Organizer positions are filled, as needed. Committee members shall nominate chairs annually. However, in the absence of a nomination from the Committee, the Liaison may identify a Committee point of contact who will maintain communication between that Committee and the Program Council. The Liaison shall notify the Program Council of any new Committee Chair or point of contact. The Program Council may remove a Committee Chair whose performance is inadequate.

## ARTICLE 12. PROGRAM COUNCIL CHAIR

Section 12.1. Selection of Program Council Chair. The Congregation shall elect the Program Council Chair from nominations received from the Nominations Committee. They shall serve a term of three years, generally beginning June 1. After one term, the Program Council Chair shall not be reelected to this position for at least one year.

Section 12.2. Duties of Program Council Chair. The Program Council Chair shall call regular meetings and set the agenda of the Program Council. They shall provide interpretation of Board of Trustees policies and support and guidance to the Program Council Liaisons. The Program Council Chair and the Minister should discuss matters of common concern and work cooperatively; however, they are independent of one another and individually responsible to the Board of Trustees. The Program Council Chair shall be an ex officio member of the Board of Trustees.

Section 12.3. Removal of Program Council Chair. Failure of the Program Council Chair to follow Board of Trustees policies and/or loss of confidence in their leadership shall be grounds for the removal of the Program Council Chair from their position. A majority vote of the Board of Trustees shall be required for removal. If the Program Council Chair is removed or is unable to complete their term for other reasons, the Board of Trustees shall appoint a replacement to complete the term.

## ARTICLE 13. FISCAL MATTERS

Section 13.1. Fiscal Year. The fiscal year shall be the calendar year, January through December.

Section 13.2. Treasurer. The Board of Trustees shall appoint a qualified church Member, who is not an elected Board of Trustees member, to serve as Treasurer for a period of two years. The Treasurer is the Treasurer of the Congregation. They shall account for all money of the Church entrusted to their care, and shall disburse the same in accordance with the annual budget and under the guidance and direction of the Board of Trustees. They shall see that 1) a complete accounting of the financial records of the Church that shall remain the property of the Church and that shall be open for inspection by any Member, is maintained and 2) monthly financial reports are submitted to the Board of Trustees and an annual report to the Congregation.

13.2.a. Vice Treasurer. The Board of Trustees shall appoint a qualified church Member, who is not an elected Board of Trustees member, to serve as Vice Treasurer for a period of two years. It is the expectation that the Vice Treasurer shall move into the role of Treasurer after two years and will support the duties of the Treasurer.

13.2.b. Special Vice Treasurer(s). Per recommendation of the Treasurer, the Board of Trustees may appoint Special Vice Treasurer(s) to lead specific financial tasks, such as a capital campaign or other initiative.

Section 13.3 Finance Team. There shall be a Finance Team composed of representatives from each group with direct financial roles in the church. The Finance Team shall meet no less than quarterly each year, or at such times deemed appropriate upon call of the Treasurer. The responsibilities of the Finance Team shall be detailed in a financial policy, as adopted by the Board of Trustees.

Section 13.4. Authorization to Sign Checks. The Board of Trustees President, the Treasurer, and the Vice Treasurer shall be authorized by the Board of Trustees to sign checks. Any check over \$5,000 shall be signed by two of the above. The Board of Trustees may also choose to appoint additional members as authorized signatories annually, with a requirement that this authorization is renewed annually. Signatory authority may be revoked by majority vote of the Board of Trustees.

Section 13.5. Budget Limits. Employees and lay leadership are empowered to act within the annual budget and the policies of the Board of Trustees without prior approval, with the exception of expenditures of \$1000 or greater from special reserves.

Section 13.6. Financial Review. An external financial review of all fiscal operations shall be conducted every third year, or when requested by the Board of Trustees. The Board of Trustees shall select the reviewing party. In years when the external financial review is not conducted, there shall be an internal review by church Members appointed by the Board of Trustees. The Board of Trustees shall review any resulting documentation and consider recommendations.

Section 13.7. Bonding. The Treasurer, and any other person designated by the Board of Trustees, shall be bonded in an amount to be determined by the Board of Trustees.

Section 13.8. Protection of Non-Profit Status. Neither the Board of Trustees nor any officer or employee of the Church shall take any action or allow any activity or use of church property that will jeopardize the tax-exempt status of the Church. Nothing in these Bylaws shall be construed to allow a violation of this section.

Section 13.9. Insurance. The buildings and contents owned by the Church shall be adequately insured and the Church shall carry liability and other forms of insurance in amounts and with such carriers as determined by policy of the Board of Trustees.

## ARTICLE 14. LEGAL MATTERS

Section 14.1 Legal Counsel. There shall be a Legal Counsel appointed by the Board of Trustees. The Counsel may or may not be a Member of the Church. The Counsel shall respond to questions from the Board of Trustees regarding the legality of policies and/or actions. Counsel will be expected to follow a professional code of conduct, including recusing themselves in cases of conflict of interest.

Section 14.2. Indemnification. The Church shall indemnify all employees, elected and appointed representatives of the Church, and all members of the Board of Trustees against any liability asserted against such person and incurred in the course and scope of their 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 was intentional, willfully or wantonly negligent, or done with conscious indifference 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 person may be entitled under any Bylaw, agreement, insurance policy, vote of Members or otherwise.

Section 14.3. 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 and/or the MidAmerica Region of the Unitarian Universalist Association as determined by the Board of Trustees. The Board of Trustees shall perform all actions necessary to effectuate such conveyance.

## ARTICLE 15. AMENDMENTS

Amendments to these Bylaws shall be adopted by a two-thirds vote of the Members present at any annual or special meeting of the Church. Notice of this meeting together with the proposed amendments shall be sent to Members at least 14 days before the meeting.

These revised Bylaws were originally approved at the Congregational Meeting on May 3, 1998.

Amended: May 5, 2002; February 4, 2007; May 4, 2008; February 12, 2012; February 3, 2013; June 2, 2013; May 17, 2015; April 24, 2016; May 20, 2018