

**Amended and Restated
BYLAWS
FIRST UNITARIAN CHURCH
Of
SALT LAKE CITY, UTAH**

(Amended and Restated: October 24th 2021)

Article I **NAME AND ORGANIZATION**

The name of this organization, a nonprofit corporation organized under the laws of the State of Utah, shall be the First Unitarian Church of Salt Lake City, Utah. Whenever "Church" is used in these Bylaws, it shall signify the legal organization of the First Unitarian Church of Salt Lake City, Utah.

Article II **PURPOSE**

Section 1

Values and Mission. The mission of the Church is rooted in five core values: Inclusion, Compassion, Engagement, Human Responsibility, and Celebration. The mission of the Church is to nurture and challenge the spiritual and intellectual journey for all generations, and to actively engage in building a progressive and just world.

Section 2

Covenant. The Church shall be a fellowship of individuals with free minds, having for its object the study and practice of liberal religion, including the principles propounded by the Unitarian Universalist Association, the development of a more meaningful life for each of its members and friends, and the building of a better community and world. Love shall be the spirit of the Church, with service to one another and to the larger community its greatest concern. The Members and friends of the Church do hereby covenant to dwell together in peace, to seek the truth in all things, and to help one another.

Section 3

Diversity, Equity and Inclusion. The Church and its Board of Trustees are committed to incorporating the values of diversity, equity, and inclusion (DEI) in their governance and operations. These values shall be included in a DEI policy adopted by the Board of Trustees. All who share the purpose of the Church are welcome as Members and friends. The Church does not discriminate in its membership, affiliation, or employment based on race, gender, sexual orientation, gender identity, age, ethnicity, national origin, or physical or mental ability.

Article III **AFFILIATION**

The Church shall be affiliated with the Unitarian Universalist Association or its successor(s). The Church is pledged to cooperate with the Unitarian

Universalist Association and its related subdivisions and agencies in fostering and extending the interests of Unitarian Universalism.

Article IV
Section 1

MEMBERSHIP

Qualification. Unless the Senior Minister otherwise approves, any person sixteen years of age or older, who pledges or makes an annual monetary or in-kind contribution to the Church, may become a member ("Member") by signing their name in the Membership Roll. The Membership Roll shall be maintained at the Church office, and shall be open to inspection at all reasonable times.

Section 2

Removal. A Member may discontinue membership at any time by signing, dating, and noting "removed" in the Membership Roll, or by requesting it of the Senior Minister or Church administrator. Removal is accomplished when the term "removed" and the date are entered next to the Member's name in the Membership Roll. A Member shall be removed from membership if they fail to make a monetary contribution or an in-kind contribution to the Church for a period of two consecutive years unless the Senior Minister determines otherwise.

Section 3

Reinstatement. A removed Member may re-establish membership by signing their name in the Membership Roll and by making an annual monetary or in-kind contribution to the Church.

Article V
Section 1

CONGREGATIONAL MEETINGS

Annual Meeting. An annual meeting of the congregation (including both Members and other attendees of the Church) shall be held in May of each year for the purpose of:

- A. approving the annual budget;
- B. electing Members to the Board of Trustees ("Board"); and
- C. electing Members to the Nominating Committee; and
- D. acting on any other business proposed by the Board or proposed in advance of the meeting by written petition of ten percent of the Members.

Section 2

Special Meetings. Special meetings of the congregation (including both Members and other attendees of the Church) may be called at any time by the Board or by written petition of ten percent of the Members for the purposes of:

- A. amending the budget;
- B. calling or removing a Senior Minister; or
- C. acting on any other business proposed by the Board or proposed in advance of the meeting by written petition of ten percent of the Members.

Section 3 **Real Estate.** Buying, selling, pledging, accepting or mortgaging Church real estate may be acted upon only at an annual or special meeting of the congregation.

Section 4 **Location.** All annual or special meetings of the congregation shall be held at the church sanctuary unless it is not available, in which case meetings may be held, with notice, at another location in Salt Lake County or virtually.

Section 5 **Notice.** Notice of all annual or special meetings of the congregation shall be given in the following ways, if possible:

- A. posted at least eight days prior to the meeting, including two Sundays, in a conspicuous place in the sanctuary or social hall of the Church;
- B. if a Church website or newsletter exists, notice shall be given in them no fewer than eight days prior to the meeting, as well as in the order of service for the two Sundays immediately prior to the meeting.

Section 6 **Agenda.** Notices of annual or special meetings of the congregation shall contain an agenda of items of business to be acted upon. Additional items of business, not printed in the agenda, may also be acted upon, provided that a two-thirds majority of the Members present and voting approve consideration of those items.

Section 7 **Quorum.** Ten percent of the Members must be present to constitute a quorum for the purpose of doing business at all annual or special meetings of the congregation.

Section 8 **Voting.**
All those who have been Members for at least thirty days may vote at all annual or special meetings of the congregation on all questions, except the following:

- A. dissolution of the Church;
- B. sale, acquisition, or mortgage of real estate; or
- C. the calling or removal of the senior minister.

Voting on matters listed in A, B or C is limited to those persons who have been Members for one year or longer.

Section 9 **Procedure.** Annual or special meetings of the congregation shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

Article VI **BOARD OF TRUSTEES**

There shall be a Board of Trustees, elected by the Members which shall serve as the governing body of the Church to oversee Church functions, which may be referenced as the "Board". The Board shall have the authority to make policies which it deems necessary or proper for the governance of the Church, and it shall have all the other usual powers of trustees of an elective organization. The Board is the fiduciary agent for the Church, operating as a single unit in service of the Church's mission. The Board shall speak with one voice.

Section 1 **Standards of Conduct.** Members of the Board, acting on behalf of the Church, shall at all times be loyal to the Church and its Mission and shall discharge their powers and responsibilities:

- A. in good faith;
- B. with the care a prudent person in a like position would exercise under similar circumstances; and
- C. in a manner each Trustee reasonably believes to be in the best interest of the Church; and
- D. making every reasonable effort to be educated on any issues being considered for vote by the Board.

Section 2 **Powers and Responsibilities.** The Board's responsibility and authority shall include but not be limited to:

- A. establishing policy ("Policy") for the Church. Any policy of the Church and its committees shall be Policy if it affects, directly or indirectly, the financial status or reputation of the Church, and has been approved by the Board, and
- B. supervising the calling and Church-related activities of the Senior Minister; and
- C. reviewing and approving an annual budget for submission to the Members at a congregational meeting. Expense estimates in budgets by the Board shall be broken down by major and minor categories, or function in such manner as the Board shall determine.

Section 3 **Membership.** The Board shall:

- A. be composed of seven persons who will act as Trustees, nominated by the Nominating Committee, and elected by an affirmative vote of no less than three-fourths of the eligible Church Members voting at a congregational meeting. Each Trustee must be a Member of the Church; and
- B. be elected to a three year term. A Trustee who has served two full three year terms shall not be eligible for election to the Board for a period of three years following expiration of the second term; and
- C. if a midterm vacancy in Trustees occurs, the Board shall work with

- the Nominating Committee to select a replacement Trustee to serve until the next annual meeting when any remaining period of the vacated term shall be filled by regular election procedures; and
- D. the Board may regard two consecutive unexcused absences from regular Board meetings by a Trustee as a resignation; and
 - E. for any reasonable cause shown, the Board may remove a Trustee by a vote of three-fourths of the Trustees at any regularly scheduled Board meeting, excluding therefrom the vote of the Trustee being so removed in both the exercise of voting rights and in determining the three-fourths vote.

Section 4 Officers. Officers (“Officers”) of the Board shall be:

- A. the President, who shall serve a term of one year and may be re-elected, shall prepare the agenda for and preside at meetings of the Board, and be the official spokesperson for the Board; and
- B. the Vice President, who shall serve a term of one year and may be re-elected, shall assist the President, and in case of the President’s absence or incapacity, shall perform the duties of President; and
- C. the Secretary, who shall serve a term of one year and may be re-elected, shall keep records and minutes of all meetings of the congregation and of the Board, post the minutes and notices of meetings, and publish actions of the Board in the Church newsletter and website, as directed by the President and Vice President; and
- D. the Treasurer, who shall serve a term of one year and may be re-elected, shall oversee the receipt and disbursement of money and other properties of the Church, shall keep a complete and accurate account of the finances of the Church, render written financial reports, and prepare an annual statement at the close of each fiscal year. The Treasurer may delegate the details of these tasks as appropriate. The Treasurer shall not have check-signing authority.

Section 5 Election of Officers. Officers shall be elected as follows:

- A. Annual terms for Officers shall commence at the close of the annual meeting of the congregation; and
- B. The President and Vice President for the ensuing term shall be elected by the Board no fewer than sixty days prior to the annual meeting of the congregation; and
- C. The Secretary and Treasurer shall be elected by the Board at the first meeting of the term.

Section 6 Meetings. The Board shall hold regular meetings, with notice to the congregation. The President or a majority of the Trustees of the Board may call special meetings with reasonable notice. All meetings shall be open to

Members of the congregation with the exception of those meetings or portions of meetings held for i) the purpose of discussing personnel, real property acquisition, mortgage, or sale, or legal matters and ii) requested to be closed by one or more Trustees. Meetings shall be conducted in accordance with rules adopted by the Board in the governing policies.

Section 7 **Actions and Minutes.** The minutes of all meetings of the Board shall be posted in a conspicuous place in the sanctuary or social hall of the Church and published on the Church website not more than ten days after approval.

Section 8 **Quorum and Voting.** Fifty per cent or more of the Trustees of the Board present at any meeting of the Board constitute a quorum for the transaction of business. Trustees must be present to vote. If necessary, the Board may choose to convene and vote electronically.

Article VII **NOMINATING COMMITTEE**

Section 1 **Purpose.** There shall be a Nominating Committee, the purpose of which shall be to nominate Members of the Church to serve on the Board of Trustees.

Section 2 **Election.** The Nominating Committee shall be composed of five Members of the Church serving two year terms, nominated by the Board and elected by the Church Members.

Article VIII **ADMINISTRATION**

Within the scope of these Bylaws and limited to the authority delegated through the Policies adopted by the Board, the Senior Minister shall be responsible for the administration and operation of the Church.

Article IX **SENIOR MINISTER**

Section 1 **Calling.** The senior minister ("Senior Minister") of the Church shall be chosen by and ultimately be responsible to the Members. The Senior Minister must be in fellowship with the Unitarian Universalist Association or its successor(s). An affirmative vote of no less than three-fourths of the eligible Members voting at a congregational meeting called for that purpose shall be necessary for the calling of a Senior Minister.

Section 2 **Term.** The term of the Senior Minister shall be indefinite and may be discontinued upon resignation or by vote of no less than three-fourths majority of the Members present and voting at a congregational meeting called for that purpose.

Section 3 **Compensation.** The Senior Minister will be employed under a written

contract ("Minister's Contract") between the Board and the Senior Minister which clearly stipulates the duties, compensation and other conditions of employment. The Minister's Contract shall be approved at the congregational meeting at which the Senior Minister is called. Thereafter the Minister's Contract can be re-negotiated annually; however, any change to the Minister's Contract shall require the approval of the Members at the annual meeting of the congregation.

Section 4 Church Membership. The Senior Minister shall be an active member of a Unitarian Universalist congregation. An exception may be made for a minister holding dual standing in another religious tradition where that tradition's rules may prohibit such membership.

Section 5 Duties and Responsibilities. The duties of the Senior Minister shall be prescribed by the Board in the Policies. Within the scope of these Bylaws, the Policies, other limitations established by the Board, and the principles of the Unitarian Universalist Association, the Senior Minister shall:

- A. exercise overall religious leadership and guidance in accordance with the established purposes of the Church; and
- B. have freedom of the pulpit; and
- C. perform administrative functions as prescribed by the Policies adopted by the Board; and
- D. be an ex-officio and non-voting member of the Board; and
- E. be the Church's representative to the broader civic and religious community.

Section 6 Succession of Senior Minister. In the event of the resignation, retirement, or removal of a Senior Minister, the Board is responsible for the recruitment of a qualified candidate/s for consideration by the Members to become the Church's called Senior Minister. The Board may appoint an ad hoc committee to design and manage the ministerial transition and recruitment process consistent with the Unitarian Universalist Association Settlement guidelines. The Board will also appoint members of a search committee for the selection of a Senior Minister and, if advised, interim minister candidates. An individual serving as the minister of the Church on a contractual interim basis, but not called by the congregation, shall be deemed to be the Senior Minister for all purposes of the Bylaws and Policies, however, such individual shall not hold the title of Senior Minister.

Section 7 Co-Senior Ministers. Nothing in these bylaws shall prohibit the calling of co-Senior Ministers. Such co-Senior Ministers shall develop a written covenant between them as to the exercise of their authority and

responsibility, which covenant shall be approved by the Board.

Article X **ENDOWMENT FUND**

There shall be an endowment fund (“Endowment Fund”), the purpose for which shall be the long-term benefit of the Church and managed by an endowment committee.

Section 1 **Election.** The Endowment Committee shall be composed of five Members serving two year terms, nominated by the Board and elected by an affirmative vote of no less than three-fourths of eligible Church Members voting at a congregational meeting. Each Endowment Committee member must be a Member of the Church.

Section 2. **Reporting.** The Endowment Committee shall provide detailed quarterly reports to the Board and annually to the Members upon request about the types of investments being utilized and the success of the investment policy.

Article XI **RELEASE OF LIABILITY AND INDEMNIFICATION**

Section 1 **Release of Liability.** Pursuant to Utah §16-6a-823(1)(a), and except as provided in Article XI Section 2 below, the Church hereby eliminates the liability of a Trustee, whether serving as a Trustee or an Officer of the Board, for monetary damages arising from or related to any action taken or any failure to take any action by such Trustee to or for the Church and/or its Members.

Section 2 **Limitation of Release.** Pursuant to Utah §16-6a-823(1)(b), Article XI Section 1 shall not apply to the elimination of the liability of a Trustee for:

- A. the amount of a financial benefit received by a Trustee to which the Trustee is not entitled; or
- B. an intentional infliction of harm by a Trustee on:
 - 1. the Church; or
 - 2. the Members of the Church.
- C. an intentional violation of criminal law by a Trustee; or
- D. a violation of Section 16-6a-824 regarding unlawful distributions to a Trustee.

Pursuant to Utah §16-6a-823(2), Article XI Section 1 shall be effective for liability arising from and after the date such Section is properly adopted as part of the Bylaws of the Church.

Section 3 **Indemnification.** Pursuant to Utah §16-6a-902(1), and except as provided in Article XI Section 4 below, the Church shall indemnify an individual who is made a party to a proceeding for all reasonable expenses incurred in connection with the proceeding, which proceeding has arisen directly or indirectly because the individual is or was a Trustee or an Officer if:

- A. the individual’s conduct was in good faith;

- B. the individual reasonably believed that the individual's conduct was in, or not opposed to, the Church's best interests; and
- C. in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

Section 4. Limitation of Indemnification. Pursuant to Utah §16-6a-902(4), Article XI Section 3 shall not apply to indemnification:

- A. in connection with a proceeding by or on behalf of the Church in which the Trustee or Officer was adjudged liable to the Church; or
- B. in connection with any other proceeding by or on behalf of the Church charging that the Trustee or Officer derived an improper personal benefit, whether or not involving action in the Trustee's or Officer's official capacity, in which proceeding the Trustee or Officer is adjudged liable as having derived an improper personal benefit.

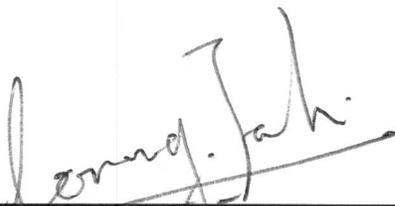
Article XII DISSOLUTION

In case of dissolution of the Church, all of its property, real and personal, after all just claims upon it have been paid or otherwise satisfied, shall be conveyed to, and vested in, the Unitarian Universalist Association or its successor(s).

Article XIII AMENDMENT

These Amended and Restated Bylaws may be amended or restated at any annual or special meeting of the congregation by a majority vote of the Members present, provided that the proposed amendments and restatements have been included in the notice of the meeting.

Amendment and restatement certified by the President of the Board of Trustees on October 24th 2021.



Sarang Joshi
President of the Board of Trustees,
FIRST UNITARIAN CHURCH
Of SALT LAKE CITY, UTAH