

# **Bylaws of the First Unitarian Universalist Church of Nashville**

Approved January 21, 2001; Amended June 16, 2002; June 11, 2006; June 10, 2007; June 08, 2008; June 14, 2009; June 12, 2011; Effective June 12, 2011

## **ARTICLE 1: NAME**

The name of this Congregation shall be "The First Unitarian Universalist Church of Nashville" (Church).

## **ARTICLE 2: MISSION, COVENANT, AND MINISTRY OF THE CHURCH**

**Section 2.1** The Mission of the Church is to create community, to nurture spiritual growth, and to act on our values in the broader world, guided by reason and compassion. We serve each other in this mission by being present as witness to each other's lives; seeing each other and being seen, listening to each other and being listened to; agreeing to be open to the differences of belief and values that we hold individually; learning to build ever-deepening connections with individuals and the community; and inviting each other's potential into the light, in an atmosphere of encouragement and love.

**Section 2.2** This is the Covenant of this Congregation: We gather in safe and compassionate community, seeking our spiritual truths. We affirm our interdependence, celebrate our differences, and create a thoughtful and harmonious voice for liberal religion. Through the practice of the principles of our faith, we promote social, economic, and environmental justice and continue our legacy of respect and acceptance. We covenant together in a spirit of love and freedom.

**Section 2.3** The Ministry of the Congregation, in our free tradition, shall be the responsibility of the entire Congregation. It shall be a ministry in which the lay leadership, the professional staff and the membership all have complementary responsibilities in fulfilling the covenant between the members and friends of the Congregation and in carrying out the mission of the Congregation.

## **ARTICLE 3: INCLUSION**

This Congregation affirms and promotes the full participation of all individuals in carrying out its mission without regard to race, color, gender, physical or mental disability, sexual orientation, age, class, or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

## **ARTICLE 4: MEMBERSHIP**

This Congregation shall be comprised of members and friends of the Congregation

### **Section 4.1 Members**

Any person 14 years or older shall become a member of this Congregation by signing its membership book and pledging time and/or financial support as an indication of commitment to its mission and covenant. The Board shall have the authority to set a minimum level of financial support and determine conditions for any waivers of this requirement.

### **Section 4.2 Friends**

Persons shall become friends of the Congregation by pledging time and/or financial support without signing the membership book.

### **Section 4.3 Termination of Membership**

A member may resign from membership upon that member's written notice to the Board. The Board may terminate membership of an inactive member following appropriate inquiry that shall include giving members reasonable notice and opportunity to respond. Any member who is so removed from membership shall be eligible to rejoin the Church at any time.

## **ARTICLE 5: DENOMINATIONAL AFFILIATION**

The Church shall maintain its membership in the Unitarian Universalist Association and the Mid-South District of the Unitarian Universalist Association.

## **ARTICLE 6: CONGREGATIONAL POWERS AND AUTHORITY**

### **Section 6.1 Congregational Authority**

In addition to powers stated elsewhere in these bylaws, the Congregation shall have the exclusive authority to approve contracts for the purchase or lease (in which the Church is the lessee) of real estate and to approve contracts for borrowing an amount in excess of five percent (5%) of the annual budget. The Congregation shall have the authority to modify or overrule any action of the Board and to take any other action at a congregational meeting in accordance with procedures set forth in this Article.

### **Section 6.2 Congregational Meetings**

#### **6.2.1 Annual Congregational Meeting**

The annual congregational meeting shall be held in June of each year at such specific time and place as shall be determined by the Board. At this meeting, officers of the Congregation, members of the Board, Trustees, members of the Safe Congregation Panel, and members of the Nominating Committee shall be elected; committee chairs shall be announced; a budget for the following year shall be considered and adopted; annual reports as appropriate shall be made; and any other appropriate business shall be transacted.

#### **6.2.2 Special Congregational Meetings**

Special congregational meetings may be called by the Board on its own authority or shall be called by the Board upon written petition addressed to the President, stating the purpose, and signed by ten percent of the voting membership. The meeting shall take place within thirty days of receipt by the Board of the petition. The meeting notice shall state the business to be transacted, and no other business shall be considered at that special meeting.

#### **6.2.3 Meeting Notice**

(a) Notice of all congregational meetings shall be mailed to all members at least ten calendar days in advance of the date of such meeting, except that members who have agreed to it may be notified by email; announced from the pulpit to the Congregation during morning worship for at least two Sundays immediately preceding the date of the meeting; and posted prominently on the Church bulletin board for at least ten calendar days in advance of the meeting.

(b) The notice for the annual congregational meeting shall include the budget proposed by

the Board for the ensuing Church year, as well as the nominees for all positions to be elected.

#### **6.2.4 Quorum**

A quorum at any congregational meeting shall consist of seventy voting members or twenty percent of the voting membership, whichever is the smaller number.

#### **6.2.5 Procedure**

All congregational meetings shall be conducted according to the procedures set forth in the current edition of Robert's Rules of Order, except where they are inconsistent with these bylaws.

#### **6.2.6 Voting**

(a) The privilege of voting at congregational meetings shall be open to any person who has been a member for ninety days and who has made a recorded financial contribution within the current or previous fiscal year. Non-voting members and friends of the Church shall be given the courtesy of the floor at all congregational meetings, but shall not be allowed to vote.

(b) Nominations from the floor shall be allowed provided that the nominee consents to the nomination. If there is no more than one nominee for a given office, the election may be by acclamation. If there is more than one nominee for a given office, voting shall be by ballot. For voting other than elections, the chair shall propose the method of voting, subject to approval by the voting members present.

### **ARTICLE 7: OFFICERS AND ELECTIONS**

#### **Section 7.1 Nominations and Elections**

##### **(a) Nominating Committee**

(1) The Congregation shall elect a Nominating Committee composed of seven voting members of the Church. Terms shall be for two-year terms and shall be staggered so that three members shall be elected at annual congregational meetings in even-numbered years and four members shall be elected at annual congregational meetings in odd-numbered years. Members of the Nominating Committee shall serve no more than two consecutive full terms. The Nominating Committee shall elect a Chair from among its members who have served on the Nominating Committee for at least one year immediately prior to being elected Chair.

(2) In the event of vacancies on the Nominating Committee, the Nominating Committee shall recommend candidates to the Board, which shall make an interim appointment. The vacated position(s) shall be included on the ballot at the next annual congregational meeting.

##### **(b) Nomination Procedures**

(1) It shall be the duty of the Nominating Committee to nominate candidates for the elected offices to be filled at the annual congregational meeting of the Congregation, including the Board, the Safe Congregation Panel, the Trust, and the Nominating Committee. The Nominating Committee shall report its nominations to the Congregation in accordance with these bylaws relating to annual congregational meetings.

(2) In preparing this ballot, the Nominating Committee shall publicize to the Congregation the offices to be filled and the qualifications required or recommended for each office, and shall request suggestions from the congregants for nominees, and may consult with the parish minister.

(3) Prior to the annual congregational meeting the Nominating Committee, pursuant to the

request of the Board, shall select and propose committee chairs or co-chairs to the Board for its approval. In the event of a vacancy in a committee chair position, the Nominating Committee shall recommend a candidate to the Board, which shall make an appointment to fill the vacancy.

### **(c) Elections and Terms of Office**

(1) The officers of the Congregation shall be President, Council Chair, Finance Chair, Secretary, Treasurer, and Personnel Chair. Officers shall be elected by the membership at the annual meeting and shall hold office for two years beginning on July 1 of the year in which they are elected and ending on June 30 two years thereafter, unless their successors have not been duly qualified and elected by that date, in which case they shall hold office until their successors have been duly qualified and elected. The President, Council Chair, and Treasurer shall be elected in even-numbered years, and the Finance Chair, Secretary, and Personnel Chair shall be elected in odd-numbered years.

(2) Officers shall serve no more than two consecutive full terms. No person shall serve on the Board in any capacity for more than six consecutive years. The period of ineligibility resulting from either of these circumstances shall last for two years; thereafter, an individual may again run for an officer or a Board position.

### **Section 7.2 Qualifications**

Nominees for officers shall meet the same qualifications as Board members, as stated in Section 8.15, and in addition shall have demonstrated leadership capacity either in this Church or in another organization.

### **Section 7.3 Duties**

Officers shall perform the duties prescribed by these bylaws and by the most recent edition of Roberts Rules of Order. The duties shall include, but not be limited to, the following:

#### **(a) Duties of the President**

- (1) preside at board meetings and at congregational meetings;
- (2) sign, with another officer, all legal documents;
- (3) act for the Board or the Congregation only with the prior authorization of the Board or the Congregation.

#### **(b) Duties of the Council Chair**

- (1) chair the Church Program Council;
- (2) serve as board liaison to the Program Council;
- (3) plan and coordinate, with the Program Council, the Church's calendar of events; and
- (4) assume the duties of the president, if the president is unable to perform them, until the Board appoints a successor.

#### **(c) Duties of the Finance Chair**

- (1) chair the Finance Committee;
- (2) report the status of fiscal affairs to the Board at each regular Board meeting and the Congregation at each annual congregational meeting;
- (3) guide the development of the annual budget of the Church, in cooperation with the Board, with input from the Program Council and the Congregation; and
- (4) advise the Congregation, the Board, the Program Council, and other Church groups as necessary, of financial aspects and implications of proposed actions.

#### **(d) Duties of the Secretary**

- (1) keep a record of all the proceedings of the Board and all congregational meetings; and

(2) maintain a record of policies and procedures adopted by the Board.

**(e) Duties of the Treasurer**

(1) receive and disburse all Church funds and shall keep true and complete records of all of the financial affairs of the Church; and

(2) serve as a member of the Finance Committee.

**(f) Duties of the Personnel Chair**

(1) chair the Personnel Committee;

(2) serve as Board liaison to the Personnel Committee; and

(3) report to the Board periodically on actions of the Personnel Committee which may include, but are not limited to, developing and revising job descriptions, training of staff, monitoring working relationships of staff, acting as appeal body for grievances, and reviewing compensation and working conditions of staff.

**(g) Order for Presiding**

If it is necessary for the President to vacate the chair during a meeting, or if the President is absent, the chair shall be occupied temporarily by officers in the following order: Council Chair, Finance Chair, Secretary, Treasurer, and Personnel Chair.

## **ARTICLE 8: BOARD OF DIRECTORS**

### **Section 8.1 Powers and Duties**

#### **Section 8.1.1 Powers**

(a) Except for those powers reserved for the Congregation by these bylaws, the Board of Directors shall have the authority to act for the Church. The Board shall be responsible for the finances, administration, property, personnel and business affairs of the Church.

(b) The powers of the Board of Directors shall include, but are not limited to the authority:

(1) to enter into contracts on behalf of the Church, including:

(i) those for borrowing an amount up to 5% of the annual budget of the Church; and

(ii) those for larger amounts or for purchase or lease of real estate that have been approved by the Congregation;

(2) to authorize the President and any other officer to sign such contracts;

(3) to hire and terminate all employees of the Church except the ministers;

(4) to establish such committees and clusters or councils of committees as it deems necessary; when doing so the board shall specify whether the duration of a committee is for a specific term, a specific task, or indefinite, and whether a staff liaison is appropriate; the board shall annually notify the Nominating Committee of committees for which it is to find chairs;

(5) to set policy for the use of the Church facility by members and by outside groups; and

(6) to oversee the financial management of the Church.

#### **Section 8.1.2 Duties**

The Board of Directors shall:

(a) designate a parliamentarian from among its members;

(b) oversee the functioning of the administrative committees of the Church and may require

reports as needed from them;

(c) consider implementation of any policies or actions recommended to it by the Program Council;

(d) fill by appointment any vacancy in any elected position that occurs more than two months prior to the annual congregational meeting. If any officer or member of the Board misses three consecutive regularly scheduled Board meetings, the position shall be deemed to be vacant;

(e) set the agenda for congregational meetings;

(f) recommend a budget for consideration at the annual congregational meeting;

(g) appoint, prior to the end of each fiscal year, the chairs of all committees for the following year, based upon recommendations of the Nominating Committee;

(h) appoint members to serve two-year terms on the Committee on Ministry as provided in Section 10.5;

(i) review the bylaws periodically and recommend appropriate amendments;

(j) ensure that the information necessary for the maintenance of the Policy and Procedures Manual is provided to the Secretary, including the following:

- (1) all general policy decisions of the Church and the Board;
- (2) detailed job descriptions for all officers, directors, paid staff, and other officials;
- (3) a list of standing committees and charges;

(k) designate liaisons to all Board committees.

**Section 8.1.3** A current and complete copy of all policies and procedures adopted by the Board shall be available from the Church office and on the Church website for reference by the general membership.

#### **Section 8.1.4 Composition and Quorum**

The Board of Directors shall consist of the six (6) officers of the Congregation and six (6) elected members. A quorum shall consist of seven (7) members, at least two of whom shall be officers.

#### **Section 8.1.5 Qualifications, Elections, and Vacancies**

To be eligible to serve on the Board of Directors, an individual must be at least 18 years of age, have been a voting member of the Church for two years by the beginning of the term of office, and have served on a committee in this Church.

**Section 8.1.6** The six Board members who are not officers shall be elected at the annual congregational meeting and take office on July 1. They shall serve three-year terms that shall be staggered so that no more than two terms begin each year. If the Board has filled a vacancy in any elected position during the previous year, the Congregation shall elect someone to fill any unexpired term of the position at the annual congregational meeting. A Board member shall serve no more than two consecutive full terms. No person shall serve on the Board in any capacity for more than six consecutive years. The period of ineligibility resulting from either of these circumstances shall last for two years; thereafter, an individual

may again run for an officer or a Board position.

### **Section 8.1.7 Meetings and Procedures**

(a) The Board shall hold at least ten meetings per year on a regular schedule. Special meetings may be called by the President or by a petition signed by at least three members of the Board. Notice of special board meetings shall be by telephone, mail, or e-mail, and shall include the purpose or purposes of the meeting. No other business than that stated in the notice may be conducted at that meeting. The quorum requirement applies to special meetings.

(b) The Board's meetings shall be conducted in accordance with the most recently published edition of Robert's Rules of Order, unless it is inconsistent with any provision of these bylaws. Meetings shall be open to all Church members and friends, unless the board votes by a two-thirds majority that it is essential to a particular item of business that it meet in executive session. Minutes of regular, special, and executive session Board meetings shall be kept in the Church office and shall be available for review by members and friends.

## **ARTICLE 9: THE CHURCH PROGRAM COUNCIL**

### **Section 9.1 Powers and Duties**

#### **Section 9.1.1 Powers**

(a) The Church Program Council, in coordination with the ministers and staff, shall have general responsibility for the development and coordination of programs of the Church.

(b) The Program Council may recommend policies or actions to the Board.

#### **Section 9.1.2 Duties**

The Program Council shall prepare and present a written report of Committee activities at the annual congregational meeting.

#### **Section 9.1.3 Composition**

The Program Council shall be comprised of the chairs or co-chairs of the program committees of the Church. The chairs of the administrative committees of the Church may also attend Program Council meetings.

#### **Section 9.1.4 Meetings and Procedures**

(a) The Church Program Council shall meet at least quarterly. If the Chair cannot attend a Program Council meeting, he or she may designate a chair or the members in attendance may select a chair for the meeting.

(b) The Program Council's meetings shall be conducted in accordance with the most recently published edition of Robert's Rules of Order, unless it is inconsistent with any provision of these bylaws. Meetings shall be open to all Church members and friends. Minutes of Program Council meetings shall be kept in the Church office and be available for review by members and friends.

## **ARTICLE 10: MINISTER**

When a vacancy occurs in the position of parish minister, the search committee procedures in Section 10.1 shall be followed to call a new settled minister. For the positions of interim parish minister or any other minister, the Board may determine a different process after

giving notice to, and receiving input from, the Congregation.

### **Section 10.1 Selection: Search Committee**

(a) The Congregation at a congregational meeting in accordance with the following procedures shall elect a Ministerial Search Committee:

- (1) The Nominating Committee shall nominate a slate of at least ten voting members of the Congregation.
- (2) These nominees shall be presented to the Congregation at a special congregational meeting. Nominations from the floor shall be allowed provided that the nominee consents to the nomination.
- (3) Each voting member may vote for up to seven different candidates. The seven candidates receiving the largest number of votes by secret ballot shall be the Ministerial Search Committee.

(b) The duties of the Ministerial Search Committee shall be as follows:

- (1) elect one of its members as Chair;
- (2) choose candidates for the office of minister from among ministers in fellowship with the Unitarian Universalist Association and according to the procedures recommended by the Association;
- (3) report to the Board of its progress at each Board meeting;
- (4) report the name of the candidate recommended for approval at a special congregational meeting.

**Section 10.2** Approval to call a ministerial candidate shall require a two-thirds majority vote by secret ballot of the voting membership present at a special congregational meeting.

**Section 10.3** In the event that the candidate for parish minister is rejected by the Congregation, a new search committee shall be elected and a new search process undertaken.

### **Section 10.4 Minister Emeritus**

A former minister of the Church may be nominated by the Board of Directors and elected Minister Emeritus by a majority vote of the voting members present at an annual or special congregational meeting. The Minister Emeritus may represent the Church in an honorary capacity.

### **Section 10.5 Committee on Ministry**

(a) The purpose of the Committee on Ministry shall be to promote effective ministry in the Congregation and to assist the Congregation in understanding and evaluating the nature and scope of the work of the ministers.

(b) The Committee on Ministry shall be composed of all of the members of the Ministerial Advisory Committees for all ministers called by the Congregation. The Ministerial Search Committee shall be the temporary Ministerial Advisory Committee for the parish minister until a new Ministerial Advisory Committee is formed as specified in these bylaws.

(c) Within six months after a minister is employed by the Congregation, a new Ministerial Advisory Committee shall be formed and succeed the Search Committee.

(d) Each Ministerial Advisory Committee shall consist of five members mutually agreed upon by the Board and the minister. Each Ministerial Advisory Committee shall elect its own chair. The Committee on Ministry shall elect its chair.

(e) Each member shall serve a two-year term. Terms shall be staggered so that no more than

three terms expire in any given year on each Ministerial Advisory Committee. Members shall serve no more than two consecutive full terms. The period of ineligibility shall last for two years.

(f) The Committee on Ministry or the Ministerial Advisory Committees shall assist the Board and the ministers as they develop a covenant setting forth specific goals and responsibilities of the Board, minister, and Congregation in fulfilling the stated mission and covenant and vision of the Congregation.

(g) The Committee on Ministry or the Ministerial Advisory Committees may review the compensation of the ministers prior to the preparation of the annual budget and make recommendations to the Board concerning all contracts and benefits for the minister.

(h) The Committee on Ministry shall meet as a whole on an as-needed basis and the Ministerial Advisory Committees shall meet at least four times per year with the ministers, and shall act as liaison between the ministers and the Congregation, fostering direct and constructive communication among the ministers, Board members, and the Congregation.

(i) The Ministerial Advisory Committees shall be available to the ministers for job-related counsel and support and shall respect the need for confidentiality concerning such discussions as are held for these purposes.

(j) The Ministerial Advisory Committees shall work with the ministers regarding their professional development needs, communicate such needs to the Board and the Congregation, and assist the Board in identifying resources that could be used to meet such needs.

### **Section 10.6 Employment and Termination**

(a) A minister's employment agreement, negotiated by the Board, shall note in detail the duties, compensation, and other matters agreed upon by the minister and the Board, and the Congregation shall be informed of its terms at the meeting to consider calling the minister before the vote takes place. Among other provisions, the agreements shall require that a minister gives at least a three-month written notice before terminating the agreement.

(b) The dismissal of a minister shall require a majority vote of the voting members at a special congregational meeting. The vote shall be by written ballot.

(c) The duties of a minister shall cease immediately upon the affirmative vote for dismissal, except for such transitional duties as may be mutually agreed upon by the minister and the Board.

(d) Upon dismissal or resignation of a minister, that minister's Ministerial Advisory Committee shall be dissolved.

### **Section 10.7 Minister Responsibilities**

(a) The ministers shall be religious leaders and shall perform duties as authorized by Tennessee law and such other duties as are in keeping with the policies and purposes of the Congregation, and as specified in the bylaws, in the contract, and in the covenant as defined in these bylaws, Article 2.

(b) The ministers shall:

(1) serve an indefinite term;

(2) have letters of agreement approved by the Board, which clearly spell out responsibilities, including any supervision of other Church employees;

(3) have freedom of the pulpit.

(c) The parish minister shall consult with the Personnel Committee and the Board as appropriate, regarding the appointment or dismissal of employees of the Church. The parish minister shall have general responsibility for the supervision of all staff members including other ministers.

**Section 10.7.1** The ministers may attend all meetings of the Congregation, all Board meetings and all committee meetings except those of the Nominating Committee; however, the Nominating Committee may consult with the ministers as provided in Section 7.1(a)(4).

## **ARTICLE 11: FISCAL AFFAIRS**

### **Section 11.1 Fiscal Year**

The fiscal year shall begin on July 1 and end on June 30.

### **Section 11.2 Financial Review**

Each year, the board shall either select reviewers to conduct an analysis of specified aspects of the church's accounting system and financial controls or contract for an audit to be done. The reviewers or auditors shall provide a written report to the Board.

### **Section 11.3 Spending Approval**

There shall be no donation of Church funds to any other organization, except as provided in the approved budget or by vote at a congregational meeting.

## **ARTICLE 12: THE CHURCH TRUST**

### **Section 12.1 Purposes and Structure**

(a) Memorial gifts and bequests to the Church shall be deposited into the Church Trust and shall be managed by the Church Trustees for the purposes of administration and investment except as terms of gifts or bequests may provide otherwise.

(b) Five voting members of the Congregation shall be elected at the annual congregational meeting by the Congregation to serve staggered terms, in accordance with Trust bylaws.

### **Section 12.2 Operation**

(a) The Trust shall be operated for the benefit of the Church and shall facilitate gifts and bequests to the Church.

(b) The Trust shall function in accordance with Trust bylaws adopted by the Congregation and are incorporated herein by reference. As such they are a part of the Church bylaws and binding upon the Trust and the Church as fully as if they were printed herein.

## **ARTICLE 13: THE SAFE CONGREGATION PANEL**

### **Section 13.1 Purposes and Structure**

(a) The Safe Congregation Panel shall administer the Grievance Policy and Procedure and the Safe Congregation Policy and shall consider and propose to the board such other policies it deems necessary in order to keep our community safe.

(b) The Safe Congregation Panel shall be comprised of five members elected at the annual congregational meeting. Members shall serve two-year terms that are staggered so that two

members are elected in even years and three members are elected in odd years. In the event there is a vacancy on the Panel the Board may appoint someone to serve until the next annual congregational meeting. The Safe Congregation Panel shall select its own chair.

### **Section 13.2 Operation**

The Safe Congregation Panel shall meet as needed.

## **ARTICLE 14: CHURCH AFFILIATED ORGANIZATIONS**

The Board may recognize organizations whose activities and practices are consistent with those of the Church as "Affiliated Organizations." Members of this Church wishing to form an Affiliated Organization must submit a written petition to the Board. These organizations are accountable to the Board, which has the authority to revoke affiliation of any organization that no longer conforms to the guidelines established in the current Policies and Procedures Manual.

## **ARTICLE 15: AUTHORIZED REPRESENTATIVES**

No individual or group within the Church is authorized to make any statements that purport to bind or express the sentiment of the Church on issues of public consequence without having been previously instructed by the Congregation to do so; provided however that this shall not limit duly authorized delegates of the Congregation in expressing themselves, or voting, on any matter before any authorized Unitarian Universalist meeting.

## **ARTICLE 16: AMENDMENTS**

These bylaws, as far as allowed by law, may be amended or repealed at any annual or special meeting of the Congregation by a two-thirds majority of those present and qualified to vote. The notice for any such meeting shall include either the text of the existing language and any proposed change or, if the proposed changes exceed two pages in length, a fair summary of all the changes.

## **ARTICLE 17: DISSOLUTION**

Should this Church cease to function and the membership vote to disband, any assets of the Church will be transferred to the Unitarian Universalist Association for its general purpose. This transfer shall be made in full compliance with whatever laws are applicable.

# **TRUST BYLAWS**

(As amended June 13, 1999; June 08, 2008; June 12, 2011; Effective June 12, 2011)

## **ARTICLE 1: NAME**

The name of this Trust is the First Unitarian Universalist Church of Nashville Endowment Trust (hereinafter "Trust").

## **ARTICLE 2: PURPOSE**

The purpose of this Trust is to provide for the benefit of the Church an officially approved program for the care, investment, use and spending of gifts and bequests made to the Church.

## **ARTICLE 3: TRUST CORPUS**

- (a) The Trust corpus shall consist of current and future funds or assets received by the Church as memorials, gifts, or bequests, unless the terms of the gift or bequest dictate otherwise, including but not limited to the following:
- (1) Bequests to the Church;
  - (2) Gifts to the Church in memory of or in honor of a person or event;
  - (3) Life insurance, retirement accounts, or payable on death accounts where the Church has been named as beneficiary.
  - (4) Any gift or devise specifically designated for the Trust
- (b) The following types of contributions to the Church shall not be added to the Trust:
- (1) Gifts made in response to a specific fundraising campaign or event;
  - (2) Gifts designated for a specific department, program or existing fund which are not part of a bequest or memorial.
  - (3) Gifts which are reimbursements for expenses associated with memorial services or columbarium interment.
- (c) Contributions described in subsection (a) above shall be deposited into the Trust and shall be managed by the Trustees for the purposes of administration and investment, except as terms of gifts or bequests may provide otherwise. Gifts and bequests made for a specific purpose shall be deposited to the Trust and the Trustees shall see that the funds are used for the specified purpose in accordance with the Trust bylaws. Due recognition shall be made to all contributors to the Trust

## **ARTICLE 4: BUSINESS OF THE TRUST**

Routine business matters, such as investment management decisions and grant-making decisions, shall be conducted at regular meetings of the Trustees. Non-routine business matters may, at the discretion of the Trustees or the Board, be conducted at annual or special congregational meetings with notice to be given as provided in the Church bylaws.

## **ARTICLE 5: ADMINISTRATION**

The Trust shall be administered by five Trustees who shall be voting members of the Church in good standing and who shall be elected at the regular annual meeting of the Church members or a special meeting called for that purpose. All Trustees shall be nominated by the Nominating Committee. A Trustee may not serve on the Board of Directors during his or her term as a Trustee. Any Trustee may be removed by the Congregation and a successor may be appointed. A majority of the members present at any such congregational meeting shall be required for election. A vote of three-fourths of the legal voting members of the Congregation present and voting at a special congregational meeting called for that purpose shall be required for removal.

## **ARTICLE 6: TRUSTEES**

- (a) Each Trustee shall serve for a term of three (3) years or until his or her successor is chosen. A Trustee can serve two full terms of three years each and is not eligible for reelection until after an interval of two years.
- (b) A quorum shall consist of three Trustees. All actions must be approved by a majority of those Trustees present.
- (c) In the event of death, incapacity, resignation, removal or failure to act of any of the Trustees, or the dropping of membership in the Church by any of the Trustees, then there shall be a vacancy in the office of Trustee and the vacancy shall be filled by the Board of Directors until the next annual meeting of the Church, when the Congregation shall elect someone to fill the remainder of the vacant term.
- (d) No Trustee shall receive compensation for his or her services, but all reasonable expenses incurred by any Trustee may be paid out of the Trust fund. The Trustees need not furnish bond, unless a requirement for bonding is adopted by a resolution of the Congregation.
- (e) Officers of the Trust shall be a Chair, Treasurer, Recording Secretary, and Corresponding Secretary. Trustees shall select the officers at their first meeting after the annual meeting of the Church. Officers shall serve one-year renewable terms.

## **ARTICLE 7: POWERS AND RESPONSIBILITIES OF TRUST OFFICERS**

- (a) The Trust corpus shall be turned over to the Trustees for management and safekeeping, and they are hereby given full power to manage, rent, invest, sell, mortgage, indenture, land, or otherwise invest or reinvest all or any of said funds or assets. However, the Trust investment policies shall be consistent with the limits imposed by the State of Tennessee for non-profit trusts. The corpus may be managed for income or growth or both. The Trustees may keep and maintain any gift, devise or bequest in the form in which it is originally received.
- (b) The Trustees may authorize the expenditure of principal and interest of the Trust corpus for the purposes and use of the First Unitarian Universalist Church of Nashville as in their discretion seems fit, except in any case where the donor of the gift, devise or bequest expressly directs otherwise. In the event that the Trustees cannot agree with a directive issued to them by a donor, the Trustees may disclaim or decline to accept a gift to the Trust or may submit the question of whether to decline or accept the gift to the Congregation of the Church at a congregational meeting at the earliest opportunity. The Trustees shall then act in accordance with a directive voted by three-fourths of the legal voting members of the Congregation present and voting

(c) The Trustees must act in accordance with any directive voted by three-fourths of the legal voting members of the Congregation present and voting, provided notice of such directive has been provided in accordance with the Church bylaws.

(d) The Trustees shall prepare and present to the Congregation at its Annual Meeting a written report listing and describing all assets of the Trust, including a statement of all receipts and disbursements since the last such report. Also, the Board of Directors of the Church may, by resolution, demand a report at any time, and the Trustees shall respond thereto within thirty days of receipt of said demand. The Board of Directors may authorize an audit of the Trust at any time, and may elect to include the Trust in its annual financial review.

(e) All checks, vouchers, electronic transfers, and/or changes in the allocation of investments of the Trust shall be signed or electronically authorized by two of the Trust officers. Trustees shall not be obligated to see to the further handling or disbursing of any funds or other property paid or delivered by the Trust officers. Any of the Trust officers may receive on behalf of the Church any gift, devise or bequest made to the Church, and a receipt signed by any Trust officer shall constitute the official receipt of the Church.

(f) The Trustees shall keep records of their acts and doings. The Trustees shall see to their own organization. One member shall be elected Chair. One member shall be elected Recording Secretary, and the Recording Secretary shall maintain minutes of each meeting of the Trustees. One member shall be elected Treasurer and the Treasurer shall maintain records of gifts, bequests, income and expenditures of the Trust. One member shall be elected Corresponding Secretary, and the Corresponding Secretary shall be responsible for communication with donors and the bereaved families or friends of those memorialized, if applicable.

(g) The Trustees shall adopt and publish policies and procedures, including but not limited to an investment policy, a spending policy, and a policy regarding the receipt and recognition of bequests and gifts to the Trust. The Trustees may adopt and publish policies and procedures regarding grants, including but not limited to notice to the Congregation that the Trust is considering grants and notice of the criteria to be used in making decisions on applications for grants.

## **ARTICLE 8: AMENDMENTS**

These bylaws may be amended at an annual or special meeting as provided in Article 4.