

BY-LAWS

FIRST UNITARIAN CHURCH

OF ST. LOUIS

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TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I NAME, MISSION, PURPOSE, AND AFFILIATION	5
SECTION 1: Name and History	5
SECTION 2: Governing Rules	5
SECTION 3: Vision	5
SECTION 4: Mission	5
SECTION 5: Church Purposes	5
SECTION 6: Congregational Polity	6
SECTION 7: Affiliation	6
ARTICLE II MEMBERSHIP	6
SECTION 1: Eligibility	6
SECTION 2: Members	6
SECTION 3: Voting Members	6
SECTION 4: Associate Members	6
SECTION 5: Change of Membership Status	7
SECTION 6: Friends	7
SECTION 7: Disruptive Behavior	7
SECTION 8: Membership Records	7
ARTICLE III CONGREGATIONAL MEETINGS	7
SECTION 1: Annual Meetings	7
SECTION 2: Special Meetings	7
SECTION 3: Meeting Notice	8
SECTION 4: Meeting Procedure	8
SECTION 5: Voting	8

ARTICLE IV POLICY BOARD	8
SECTION 1: Board’s Responsibility, Authority, and Obligations	8
SECTION 2: Board Members	9
SECTION 3: Board Meetings	9
SECTION 4: Committees and Associations	9
ARTICLE V OFFICERS OF THE CHURCH	10
SECTION 1: Generally	10
SECTION 2: President	10
SECTION 3: Vice-President	10
SECTION 4: Secretary	10
SECTION 5: Treasurer	10
SECTION 6: Delegation	11
ARTICLE VI CHURCH COUNCIL	11
SECTION 1: Generally	11
SECTION 2: Council Members	11
SECTION 3: Council Chair	11
SECTION 4: Meetings	11
SECTION 5: Clusters	12
SECTION 6: Cluster Coordinators	12
SECTION 7: Council Committees	12
SECTION 8: Committee Chairs	12
ARTICLE VII ELECTED POSITIONS	13
SECTION 1: Nominations and Elections	13
SECTION 2: Effective Date of Service	13
SECTION 3: Waiver of Membership Requirement	13
SECTION 4: Removal	13

SECTION 5: Vacancies	13
SECTION 6: Requirements	13
SECTION 7: Terms of Office	14
ARTICLE VIII MINISTERS	14
SECTION 1: Ministers	14
SECTION 2: Called Minister	14
SECTION 3: Retained Ministers	14
SECTION 4: Lead Minister	14
ARTICLE IX CHURCH FINANCES AND PROPERTY	15
SECTION 1: Fiscal Year	15
SECTION 2: Development Committee	15
SECTION 3: Annual Budget	15
SECTION 4: Use of Church Assets	15
SECTION 5: Restricted Donations and Funds	16
SECTION 6: Church Investments	16
ARTICLE X Indemnification and Insurance	16
SECTION 1: Indemnification	16
SECTION 2: Insurance	16
ARTICLE XI DISSOLUTION OR MERGER	17
SECTION 1: Dissolution or Merger	17
SECTION 2: Disposition of Assets Upon Merger or Dissolution	17
SECTION 3: Disposition of Records upon Merger or Dissolution	17
ARTICLE XII MISCELLANEOUS PROVISIONS	17
SECTION 1: Operations of Church	17
SECTION 2: Restrictions on Lobbying and Campaign Activities	17
SECTION 3: Interpretation	18

SECTION 4: Electronic Communications and Signatures	18
SECTION 5: Governing Law	18
SECTION 6: Notice and Waiver of Notice	18
SECTION 7: Amendments	18

ARTICLE I NAME, MISSION, PURPOSE, AND AFFILIATION

SECTION 1: Name and History. The First Unitarian Church of St. Louis (the “*Church*”) is a Missouri nonprofit corporation. The Church is the successor to the Church of the Messiah, organized in 1835, and the Church of the Unity organized in 1868, which merged to form the Church in 1938. The founders of the Church “*accepted the religion of Jesus, holding in accordance with his teachings that practical religion is summed up in love to God and love to man,*” This Church is a community of memory, hope, and reverence.

SECTION 2: Governing Rules. The Church will be governed in accordance with these Bylaws and all Church policies (“*Policies*”) approved by the Policy Board (the “*Board*,” Article IV of these Bylaws) that are consistent with these Bylaws (the Bylaws and approved Policies herein sometimes referred to collectively as the “*Governing Rules*”). The Governing Rules shall not be inconsistent with, or in violation of, applicable law.

Section 3: Vision.

First Unitarian Church of St. Louis envisions a vital, spiritual congregation fostering an active and relevant presence in the community.

SECTION 4: Mission. We strive to be a welcoming congregation, inspiring lives of loving kindness and integrity by nurturing spirituality, building community, and advancing justice. The Church’s Mission may be further discerned by the Board, as set forth in Section 1 of Article IV of these Bylaws.

SECTION 5: Church Values This Church Values:

Community
Open Mindedness
Compassion
Knowledge

SECTION 6: Church Purposes. This Church:

- Provides inspiring worship and a caring community;
- Fosters free religious thought;
- Celebrates life's great moments and its important passages;
- Is religiously non-creedal and dedicated to freedom of belief and conscience;
- Acknowledges that systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, and abilities in society and pledges to do all that is possible to replace those barriers with ever-widening circles of solidarity and mutual respect;

- Supports and encourages each person's life-long moral and spiritual growth, and the continued fearless examination of life's deep and important issues; and
- Seeks to educate the human conscience so that all persons may live their faith daily and help make the world a better place in which to live.

SECTION 7: Congregational Polity. The Members of this Church (the “*Congregation*”) covenant to be congregational in polity. The ultimate authority for all matters pertaining to the Church rests with the Congregation acting at its Meetings.

SECTION 8: Affiliation. The Church is in general sympathy with the purposes and principles of the Unitarian Universalist Association (“*UUA*”). The Church may be a member of UUA, its subsidiary bodies, or any other association or affiliation by action of the Congregation.

ARTICLE II MEMBERSHIP

SECTION 1: Eligibility. Membership in the Church is open to all persons who are fourteen years of age or older and who are in general sympathy with the Church's Mission and Purposes. The only requirements to be a Member of the Congregation are those set forth in the Governing Rules. No creedal or other religious test will ever be required as a condition of Membership of the Church.

SECTION 2: Members. All persons who as of the date of the adoption of these amended Bylaws are Members of the Congregation will continue to be Members, subject to the prospective application of the Governing Rules, with formerly Sustaining Members being Voting Members. A person becomes a Member of the Congregation by signing the Membership Book in the presence of the Minister or an Officer of the Church, effective on the date that person signs the Membership Book, with the rights and privileges as set forth in the Governing Rules. There are two classes of Members, Voting Members (Section 3 of this Article) and Associate Members (Section 4 of this Article). Membership continues indefinitely, unless terminated pursuant to the Governing Rules. Church Members are expected to identify with the Mission and Purpose of the Church, attend its services and meetings, and contribute time and finances to the Church to the extent of their ability.

SECTION 3: Voting Members. A Voting Member is a Member who: (i) attends an introduction to the Church event or discusses Membership in the Church with a Minister of the Church; and (ii) makes a monetary contribution to the Church that meets the minimum requirements set by the Governing Rules. One or both of the requirements to be a Voting Member may be waived by the Lead Minister, or if the Church has no Lead Minister, then by any acting Minister, or if the Church has no acting Minister, then by the President.

SECTION 4: Associate Members. Any Member who is not a Voting Member is an “*Associate Member*.” An Associate Member will not have a right to vote at Congregational Meetings (Article III of these Bylaws) or hold an Elected Position (Article VII of these Bylaws), but will have the right to participate in other activities of the Church, including attending Congregational Meetings and meetings of the Board or the Church Council (the “*Council*,” see Article V of these Bylaws).

SECTION 5: Change of Membership Status. If a Voting Member fails to make the minimum monetary contribution required, that Member will be removed from the church membership.. Sixty days' notice must be given to any Voting Member prior to that change of status. A Voting Member who has become an Associate Member, been removed as described in this section, or a former Member who has resigned will be automatically reinstated as a Voting Member upon making the minimum monetary contribution set by the Governing Rules. A person's Membership in the Church will terminate upon that person's death or resignation. (Amended May 19, 2019)

SECTION 6: Friends. The Church recognizes that a person who participates in the Church's community but chooses not to become a Member, that person's children, and a child of a Member who is not also a Member, are an important and integral part of the Congregation and are valued friends of the Church.

SECTION 7: Disruptive Behavior. A person, including, but not limited to a Member, who demonstrates behavior that threatens any person's physical or emotional safety or who persistently behaves in a manner inconsistent with the Church's congregational covenants may be prohibited from attending all or certain meetings of the Church or from entering all or part of the property of the Church, permanently or for a certain period. A prohibition under the provisions of this Section shall be determined by the Lead Minister and the President, after appropriate consultation with the Board as set forth in the Governing Rules.

SECTION 8: Membership Records. The Secretary of the Church must maintain current and accurate records of the Church's Membership. The roll of Church Members annually submitted to the UUA will only include Voting Members. The Board must certify a current roll of Voting Members at appropriate intervals, including a certification within a reasonable time prior to each Congregational Meeting (Article III of these Bylaws).

ARTICLE III CONGREGATIONAL MEETINGS

SECTION 1: Annual Meetings. The Annual Meeting of the Congregation will be held each May on a Sunday designated by the Board. The business of the Annual Meeting must include elections to fill any open Elected Position for any Member of the Board (Section 2 of Article IV of these Bylaws), Officer of the Church and the Board (Article V of these Bylaws), or Member of the Council (Sections 2 & 3 of Article VI of these Bylaws). The Minister, President, and Treasurer must report to the Congregation. Other matters and business that are properly before the Congregation at that Meeting, including reports of other Board Officers, Staff, Council Members, or committee chairs, will be considered and voted on, if appropriate, in accordance with the Governing Rules. Notice of any Annual Congregational Meeting must be given by: (i) an announcement from the pulpit of the Church at the Sunday services preceding that Meeting; and (ii) written notice to each Member of the Church not less than twenty-eight days and not more than forty days before that Meeting.

SECTION 2: Special Meetings. A Special Meeting of the Congregation: (i) may from time to time be called by the Board on its own initiative; or (ii) must be called by the Board within a reasonable time of receiving a written request signed by fifteen percent of the Voting Members of the Congregation. Notice of any Special Congregational Meeting must be given by: (i) an

announcement from the pulpit of the Church at the Sunday services preceding the date of that Meeting; and (ii) written notice to each Member of the Church not less than fifteen days and not more than thirty days before that date; provided, however, that if the Board determines that extraordinary circumstances require immediate action by the Congregation (other than the termination of the tenure of a Called Minister, Section 2 of Article VIII of these Bylaws), then a Special Meeting may be called by the Board with a minimum of five days' notice to each Member of the Church, and, if possible, an announcement from the pulpit at a Sunday service preceding that Meeting.

SECTION 3: Meeting Notice. Notice for any Annual or Special Congregational Meeting must be reasonably calculated to generally apprise all Members of the business to be conducted at that Meeting and specific and detailed notice must be given of: (i) Church business which consists of any matter on which the Congregation must take action under Section 1 of Article IV of these Bylaws including, in the case of an amendment to these Bylaws, a copy of the proposed amendment; and (ii) the slate of candidates for open Elected Positions.

SECTION 4: Meeting Procedure. A quorum for transacting business at any Congregational Meeting consists of twenty-five percent of the Voting Members of the Congregation, except as otherwise provided in the Governing Rules. The Board will set the order of business for any Congregational Meeting. All Congregational Meetings will be held in accordance with the rules of order prescribed by the Governing Rules. All Congregational Meetings will be held within the City of St. Louis, Missouri.

SECTION 5: Voting. Voting at a Congregational Meeting will be by voice vote for any matter, except as otherwise provided by the Governing Rules. A vote must be by secret ballot in the event: (i) that there are multiple candidates for an open Elected Position; (ii) of a vote on the calling of a Called Minister or the termination of the tenure of a Called Minister; (iii) of a vote on the dissolution or merger of the Congregation; (iv) the Congregation votes for any specific vote to be by secret ballot; or (v) the Board votes for a specific vote to be by secret ballot. A Voting Member who is present at a Congregational Meeting at the time of any vote and who has been a Voting Member for thirty days prior to that Meeting is eligible to vote, except as provided in Section 2 of Article VIII of these Bylaws. Each Voting Member will have one vote for each open Elected Position, and in the event that there are multiple candidates for an Elected Position, the candidate with the largest number of votes, even if not a majority of the votes cast, will be elected to that position. Congregational action by consensus at a Congregational Meeting is preferred; however, in the case of a difference of opinion, Congregational action must be by majority vote of Voting Members, unless the Bylaws require a higher or lower percentage of votes for that action.

ARTICLE IV POLICY BOARD

SECTION 1: Board's Responsibility, Authority, and Obligations. The Board is the policy making body of the Church. The Board, subject to the ultimate control of the Congregation, has the penultimate authority and responsibility for creating the conditions by which the Church can discern and live its Mission and achieve its Purposes. The Board will provide guidance to the Minister(s) and the Council to administer the Church on a day-to-day basis to implement the Church's Mission and Purposes. The Board has the ultimate fiduciary responsibility to the

Congregation for the operation and other affairs of the Church and may take action as is appropriate to fulfill that responsibility; provided, however, that the Congregation must approve by a vote at a Congregational Meeting: (i) the calling of any Called Minister or the termination of the tenure of any Called Minister, Article VIII of these Bylaws; (ii) the purchase or sale of any Church real estate; (iii) erecting or extending any Church building; (iv) incurring or extending any indebtedness of the Church; (v) any amendment to these Bylaws, Section 7, Article XII of these Bylaws; (vi) the dissolution or merger of the Church, Article XI of these Bylaws; and (vii) the expenditure of more than the Investment Return from any Donor Restricted Fund, Section 5 of Article IX of these Bylaws. The Board's primary obligations are to: (i) discern the Church's Mission; (ii) conduct long range planning processes through which the goals and vision to achieve that Mission can be realized; (iii) provide overall direction to the Church's financial health, including capital budgeting; (iv) develop Church leadership; (v) create and maintain written Church Policies; (vi) evaluate the Minister and Council as to their attainment of the Church's Mission on a periodic basis; (vii) monitor and maintain right relations among the Members of the Congregation, its friends, and the Community; and (viii) periodically review and suggest appropriate adjustments to the governance structure of the Church. The Church's mission may be amended or altered by action of the Board, as approved by the Congregation at a Congregational meeting.

SECTION 2: Board Members. From the date of the adoption of these amended Bylaws, there will be nine voting Members of the Board (a "*Voting Board Member*"), except as provided by the Governing Rules. The number of Voting Board Members may be changed from time to time by action of the Congregation, provided that the number of Voting Board Members cannot be less than five or more than eleven. In addition to the Voting Board Members, the Lead Minister (Section 4 of Article VIII of these Bylaws) and the Chair of the Council (Section 3 of Article VI of these Bylaws) will be non-voting ex-officio Members of the Board. Officers of the Church are also Voting Board Members and Officers of the Board. The Officers are elected by the Congregation for each specific office. Except as otherwise provided in the Governing Rules, each Officer is subject to the same Governing Rules as a regular Voting Board Member. A Board Member must be a Voting Member of the Congregation and must have been a Voting Member of the Congregation for one year prior to taking office. At each Annual Meeting the Congregation will elect approximately one-third of the members of the Board (other than Officers).;

SECTION 3: Board Meetings. Regular meetings of the Board will be held monthly, except as otherwise provided by the Board. The times and dates of regular meetings will be set by the Board. A special meeting of the Board may be called by the President or by a majority of the Voting Board Members. Notice of a special meeting must be given to each Board Member at least forty eight hours in advance of that meeting. A quorum for transacting business at any Board meeting consists of fifty-percent of the then serving Voting Board Members. Board action by consensus is preferred; however, in the case of difference of opinion, Board action must be by majority vote, unless the Governing Rules require otherwise. All meetings of the Board will be held within the city limits of the City of St. Louis or within the boundaries of St. Louis County, Missouri. The Board may also take action by a unanimous written consent at any time. The Board must communicate to the Congregation its deliberations and actions in a reasonable manner, consistent with needs for confidentiality in various matters, for example, personnel matters. Each Board Meeting will be open to any person, including Members and friends, except

as determined by the Board to protect confidentiality of any person or organization or as necessary for Church business (such as consideration of the purchase of realty).

SECTION 4: Committees and Associations. Standing committees, task forces, working groups, or allied associations may from time to time be authorized or terminated by the Board. The makeup of each committee, task force, working group, or allied association, its purposes, and its longevity may be determined by the Board. Notwithstanding the foregoing, there must be at least one or more standing committees (“**Board Committees**”) engaged in the areas of the

Board’s primary obligations as set forth in Section 1 of this Article. Members of Board Committees will be appointed or approved by the Board and at least one member of the Board must be a member of each Board Committee.

ARTICLE V OFFICERS OF THE CHURCH

SECTION 1: Generally. The Officers of the Church will be a President, Vice-President, Secretary, and Treasurer. Each Officer must be a Voting Member of the Congregation for three years prior to taking that office and must continue to be a Voting Member while serving as an Officer. It is preferred that Officers have at least one year prior service as a Board or Council Member prior to taking office, and such service is required for the office of President. Each Officer will also be the corresponding Officer of the Board and a Voting Board Member subject to all of the Governing Rules applicable to Board Members, except as otherwise provided therein. Each Officer will have those duties and responsibilities as set forth in the Governing Rules, including written job descriptions, or as the Board may otherwise direct. Any Officer may witness new Members signing the Membership Book.

SECTION 2: President. The duties of the President will include: (i) presiding over Congregational Meetings; and (ii) setting agendas for, and presiding over, Board Meetings. The President has the responsibility to perform all appropriate business and legal functions of the Church as required, consistent with the Board’s direction and the Governing Rules

SECTION 3: Vice-President. The Vice-President will act for the President should that office be vacated or in the event of the absence or incapacity of the President. The Vice-President will perform other duties as the President or the Board may designate.

SECTION 4: Secretary. The Secretary will keep a faithful record of the proceedings of all Congregational Meetings and actions and of Board Meetings and actions. The duties of the Secretary include the supervision, creation, and maintenance of: (i) a complete set of Church Policies; (ii) a register or roll of Church Members, both Voting and Associate; (iii) records of marriages, births, and funerals; and (iv) other Church records. The Secretary will provide reasonable analysis or reports regarding church records to the Board, the Council, or appropriate committees as requested.

SECTION 5: Treasurer. In addition to the other requirements for being an Officer of the Church, it is preferable that the Treasurer have prior experience in the Church’s financial affairs and professional experience with financial matters, including the review and preparation of financial reports. The duties of the Treasurer include supervising: (i) the collection, receipt, record keeping and monitoring of the Church’s finances; (ii) development of multi-year financial

plans for the Church; and (iii) the development of each fiscal year's budget in close cooperation with the Church Council, and those persons retained by the Church to assist with the Church's finances. The Treasurer will provide regular analysis and reports regarding church finances to the Board, the Council and appropriate committees as requested. The Treasurer will be a voting ex-officio member of any Board or Council Committee which is established for overseeing or implementing the financial function of the Church's operation.

SECTION 6: Delegation. Each Officer has the authority to delegate that Officer's powers and duties to others in a reasonable manner and with adequate supervision to accomplish the performance of that Officer's duties.

ARTICLE VI CHURCH COUNCIL

SECTION 1: Generally. The Council is the collective executive body of the Church and is responsible for administering the day-to-day operations of the Church in order to accomplish the Church's Mission and Purposes under the supervision and direction of the Board. Accordingly, the Council's primary obligations include: (i) overseeing the creation and administration of programmatic services for the Congregation and accomplishing other goals of the Church as established by the Board; and (ii) allowing committees, Congregants, and staff, who create and run programs, as much independence and input as is possible, while accomplishing the Church's Mission and Purposes. Each Council Member will have those duties and responsibilities as set forth in the Governing Rules, including written job descriptions, or as the Board may otherwise direct.

SECTION 2: Council Members. The Members of the Council will be the Council Chair (the "**Chair**") and a Cluster Coordinator (a "**Coordinator**," Section 6 of this Article) for each Committee Cluster (a "**Cluster**," Section 5 of this Article). All Council Members are elected by the Congregation for each specific position. A Council Member must be a Voting Member of the Congregation while serving on the Council and must have been a Voting Member for one year prior to taking office. At each Annual Meeting the Congregation will elect approximately one-third of the Members of the Council (other than the Chair).

SECTION 3: Council Chair. The duties of the Chair include setting agendas for and presiding over Council Meetings. The Chair should be aware of and react appropriately to significant activities of the Clusters and their committees. The Chair is a non-voting ex-officio member of the Board and is primarily responsible for communication between the Council and the Board. The Chair shall work collaboratively with the Board to receive direction on fiscal, programmatic, and strategic priorities of the Church and to provide the Board with appropriate feedback and information as to the accomplishment of the Church's Mission and Purposes. The Chair must have been a Voting Member of the Congregation for three years prior to taking office. The Chair must have at least one year prior service as a Board or Council Member prior to taking office. and must be a Voting Member while serving as Chair Except as otherwise provided in the Governing Rules, the Chair is subject to the same rules as any other Member of the Council.

SECTION 4: Meetings. Regular meetings of the Council will be held monthly, except as otherwise provided by the Council. The times and dates of regular meetings will be set by the Council. A special meeting of the Council may be called by the President of the Board, the

Council Chair, or by a majority of the Council Members. Notice of a special meeting must be given to each Council Member at least forty eight hours in advance of that meeting. A quorum for transacting business at any Council meeting consists of fifty-percent of the then current voting Council positions. Council action by consensus is preferred; however, in the case of difference of opinion, Council action must be by majority vote, unless the Governing Rules require otherwise. The President of the Board shall break any deadlock in any vote of the Council. All meetings of the Council will be held within the city limits of the City of St. Louis or within the boundaries of St. Louis County, Missouri. The Council may also take action by a unanimous written consent at any time. The Council must communicate to the Congregation its deliberations and actions in a reasonable manner, consistent with needs for confidentiality in various matters, for example, personnel matters. Each Council Meeting will be open to any person, including Members and Friends, except as determined by the Council to protect confidentiality of any person or organization or as necessary for Church business (such as consideration of the purchase of realty).

SECTION 5: Clusters. A Committee Cluster consists of a group of committees assigned by the Council that have related functions. The initial Clusters will be responsible for the following areas of Church activities: programs, finances, social responsibility, membership, and facilities. Clusters may be created or dissolved by action of the Council, with the approval of the Board.

SECTION 6: Cluster Coordinators. Each Cluster Coordinator will be responsible for monitoring and supervising that Cluster's specific area of Church activities and functions. The primary duties of a Coordinator include responsibility for: (i) supporting, communicating with, and giving direction to, that Cluster's committees, including holding appropriate meetings with committee chairs; (ii) periodic reporting to the Council on that Cluster's committee's needs, activities, and accomplishments; and (iii) monitoring the degree to which that Cluster's programs, services and outreach reflect and support the Mission and Purposes of the Church. The Coordinator of a Cluster may call, set the agenda for, and preside over any meeting of that Cluster's committee chairs.

SECTION 7: Council Committees. Committees overseen by the Council are the manner in which the Church accomplishes its Mission and Purposes. Committee members may consist of Members, friends, or other persons who desire to assist the Committee in accomplishing its purposes. A Committee may be formed by action of interested persons, with the approval of the Council. The Council may create and dissolve its committees. The Council may also create task forces and working groups as needed.

SECTION 8: Committee Chairs. Each committee will have a chair who is elected by the committee, with approval of the Council. If a committee does not have a chair or a proposed chair is not approved by the Council, then the Council may appoint a chair of that committee. The Council will have the authority to remove and replace any committee chair that the Council determines is not fulfilling that chair's primary duties as set forth below in this Section. It is desirable, but not required, for a committee chair to be a Member of the Church, but a chair should not be a Coordinator, the Council Chair, a Board Member, or an Officer, unless specifically so approved by a vote of seventy-five percent of the Board. The primary duties of a committee chair include: (i) calling, setting agendas for, and presiding over, committee meetings as necessary to support its purpose; (ii) striving to embody the Mission and Purposes of the

Church; (iii) understanding and abiding by all the Governing Rules; (iii) regularly attending all appropriate meetings; (iv) committing reasonable time and energy to that position.

ARTICLE VII ELECTED POSITIONS

SECTION 1: Nominations and Elections. The following positions and offices shall be filled by an election of the Congregation at a Congregational meeting: (i) Officers of the Church and the Board; (ii) Board Members, other than a Board Member position that is filled by an Officer; (ii) Chair of the Council; and (iii) Cluster Coordinators (an “*Elected Position*”). Within a reasonable time prior to the date notice is given for a Meeting of the Congregation, the Board committee responsible for leadership development will nominate a slate of candidates for each Elected Position that is vacant or that will become vacant at the end of the current term of the person then occupying that Elected Position (an “*open Elected Position*”). That slate will be offered to the Congregation at the Annual Meeting for discussion and decision (in a manner consistent with section 3 Article III). Other nominations for any vacant position may be made by any Voting Member of the Congregation in writing to the President prior to that Meeting or from the floor during that Meeting. The Congregation must then vote to fill all vacant and expiring Elected Positions.

SECTION 2: Effective Date of Service. Each person who is elected to fill an open Elected Position at a Congregational meeting shall officially assume that Elected Position during the first Meeting of the Board or the Council, as the case may be, following that Congregational Meeting, as set forth in the Governing Rules, provided that there shall be at least one meeting of that body between the time of election and the end of the Church’s Fiscal Year.

SECTION 3: Waiver of Membership Requirement. Any requirement that a person nominated for an Elected Position be a Voting Member of the Congregation or have prior Board or Council experience for a specified period of time may be waived or modified by a vote of seventy-five percent of the Board.

SECTION 4: Removal. The Board will have the authority to remove any person filling an Elected Position for: (i) failure to carry out that person’s duties or responsibilities; (ii) serious behavior that is detrimental to the continued functioning of the Church; or (iii) behavior that is in direct contravention of the Church’s Mission and covenants. Civil expression of opinions on any matter will not be grounds for removal. Any removal pursuant to the provisions of this Section must occur on a vote of seventy-five percent of the Board.

SECTION 5: Vacancies. A vacancy in an Elected Position exists if the person holding that position: (i) ceases to be a Voting Member of the Church; (ii) resigns, in writing, from that Elected Position; or (iii) is removed by the Board from that Elected Position pursuant to the Governing Rules. The Board should fill any vacancy occurring in an Elected Position, if possible. The person selected to fill that vacancy must meet all qualifications for that Elected

Position and will serve until the next Congregational Meeting, at which time an election will be held to fill the Elected Position in accordance with the Governing Rules.

SECTION 6: Requirements. Each person occupying an elected position must: (i) strive to embody the Mission and Purposes of the Church; (ii) understand and abide by all Governing Rules; (iii) regularly attend all appropriate meetings; and (iv) commit reasonable time and energy to that position.

SECTION 7: Terms of Office. The term of each Board Member and Council Member (other than the Minister and Officers) shall be for three years. The term of each Officer and the Chair of the Council shall be for one year. Any person filling an Elected Position may be re-elected and serve multiple terms.

ARTICLE VIII MINISTERS

SECTION 1: Ministers. The Church may have Called Ministers (Section 2 of this Article) and Retained Ministers (Section 3 of this Article). A Called Minister is called by a vote of the Congregation in accordance with the Governing Rules. Each Minister, whether called or retained will have a written contract of employment with the Church. The goal of the Church is to have at least one Called Minister, acknowledging that the Church may be in search between Called Ministers. The Congregation has the power to ordain ministers. Any Minister may resign with a minimum of ninety days' notice to the President. A Minister may delegate any of that Minister's duties to others in a reasonable manner.

SECTION 2: Called Minister. A Called Minister must be called by a vote of ninety percent of the Voting Members of the Congregation voting at an Annual or Special Meeting held in accordance with the Governing Rules. The tenure of a Called Minister will be indefinite, subject only to that Minister's resignation or the termination of that Minister's tenure by a vote of seventy-five percent of the Voting Members of the Congregation voting at an Annual or Special Congregational Meeting held in accordance with the Governing Rules. The quorum at any Congregational Meeting either calling or terminating the tenure of a Called Minister must be sixty percent of the Voting Members of the Congregation. The effective date of any termination of the tenure of a Called Minister will be at least ninety days after a vote which terminates that tenure. Absentee voting, but no proxies, may be allowed by the Board in the Calling of a Minister or the termination of the tenure of a Called Minister.

SECTION 3: Retained Ministers. A Retained Minister is a Minister that is retained by the Board, but not Called by the Congregation. A Retained Minister may be hired by the Board upon the terms and conditions, and for the periods, as the Board deems appropriate and will have those duties and responsibilities as are set forth in that Minister's contract of employment. Retained Ministers include transition ministers, contract ministers, and ministerial interns.

SECTION 4: Lead Minister. The Lead Minister must be a Called Minister unless: (i) otherwise designated by the Congregation; or (ii) the Church has no Called Minister. If there is no Called Minister, then the Board may designate a Retained Minister as the Lead Minister. The Lead Minister is the leader of the spiritual life of the Church and all of the Church's worship activities and religious education activities. The Lead Minister is in charge of supervising all hired staff and will retain and terminate all employees, in consultation with the Board and the

Council. The Lead Minister will be a non-voting ex-officio Member of the Board and of the Church Council.

ARTICLE IX CHURCH FINANCES AND PROPERTY

SECTION 1: Fiscal Year. The Board will have the power to from time to time set the fiscal year of the Church. In the absence of contrary action by the Board, the fiscal year of the Church will begin on the first day of July of each year and end on the last day of June of each year.

SECTION 2: Development Committee. The Council will make all reasonable efforts to raise funds for the Church's annual operations and for other purposes in any reasonable manner in accordance with long range multi-year financial plans created by the Board. Accordingly, there will be a committee of the Cluster responsible for Church finances that is devoted to the development of the Church's revenue and funds (the "***Development Committee***"). Any fundraising drive, event, or campaign conducted in the name of the Church for any amount of money must be approved by the Council, upon recommendation of the Development Committee. The Development Committee's primary obligations include planning and raising the annual revenues need for the Church and procuring funds for specific projects, activities, and for other Church Purposes.. The Development Committee may have subcommittees, task forces and working groups as is appropriate to achieve its purposes, including those engaged in the areas of the annual canvass, fundraising events, and seeking and writing grants.

SECTION 3: Annual Budget. By the end of each fiscal year of the Church, the Board must adopt an annual budget for the Church's next fiscal year as recommended by the Council, with any changes the Board decides are appropriate. Accordingly, there will be a committee of the Cluster responsible for Church finances that is devoted to the development of the Church's annual budget (the "***Finance Committee***"). The annual budget will be developed consistently with long range financial goals set by the Board and at the direction of, and in consultation with, the Council, the Treasurer, the Finance Cluster Coordinator, the Finance Committee, and the Development Committee, with the support of appropriate staff members and financial professionals retained by the Church. Each annual budget must provide for budgeted revenues equal to or greater than budgeted expenses. A proposed annual budget for the next fiscal year will be submitted to the Council by the Finance Cluster Coordinator at least ninety days prior to the close of each fiscal year of the Church. The Treasurer must report on the next Fiscal year's annual budget to the Church's Membership at each Annual Meeting. The Council will have the primary duty to monitor adherence to the annual budget in force for each fiscal year.

SECTION 4: Use of Church Assets. All assets of the Church, including any income derived therefrom, must be devoted exclusively to the Church's Mission and Purposes as provided in Governing Rules. All assets of the Church will be held in the name of the Church or its nominee. The Church will adequately insure or bond in a reasonable amount determined by the Board any person who has access to Church assets. Donations or gifts to the Church that are not restricted by the terms of the gift or donation may be utilized for the Church's Mission and

Purposes in any manner deemed appropriate by the Board, upon recommendation from the Council and the Finance Cluster Coordinator. The Board may from time to time place restrictions on unrestricted donations or gifts (“**Board Restricted Funds**”) or remove those restrictions. Unrestricted donations or gifts or any Board Restricted Funds must not be placed in a Donor Restricted Fund (Section 5 of this Article).

SECTION 5: Restricted Donations and Funds. The Church may accept gifts or bequests, the use or purposes of which are restricted by the donor, and may from time to time create restricted funds for the use of donors who agree with those restrictions in accordance with the Governing Rules (“**Donor Restricted Funds**”). Each Donor Restricted Fund must be held, administered and utilized in a prudent manner consistent with applicable law. Notwithstanding the foregoing, the Church shall not in any fiscal year expend more than the “**Investment Return**” of any Donor Restricted Fund for the Church’s Mission and Purposes, unless provided otherwise by a vote of the Board and sixty-seven percent of the Voting Members of the Congregation present at a Congregational Meeting. For purposes of this Section, the Investment Return of a Donor Restricted Fund means no more than five percent of the value of that Fund as determined in accordance with the Governing Rules, unless the restrictions placed on that Fund by the donor provided for a different manner of determining the amount of that Fund that can be expended. Any Investment Return may be used by the Board for the accomplishment of the Church’s Mission and Purposes, including the general operations of the Church.

SECTION 6: Church Investments. The Church must manage all of its assets in a prudent manner as deemed appropriate for the achievement of the Mission and Purposes of the Church, including those assets in Donor or Board Restricted Fund, and in furtherance thereof, may: (i) purchase, convert, or otherwise invest in any assets or in any interest in any assets of any kind or nature as is deemed advisable; and (ii) hold cash or readily marketable securities of low or no yield in the amounts and for the periods deemed advisable. The assets of the Church, including assets held in a Board or Donor Restricted Fund, may be co-mingled and invested together, provided that Church’s accounting records must be maintained in a manner so that the share of the commingled asset to which each Restricted Fund is entitled can be identified.

ARTICLE X INDEMNIFICATION AND INSURANCE

SECTION 1: Indemnification. The Church will indemnify and protect any Officer, Member of the Board or Council, Minister, employee or agent of the Church, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in that capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by that person in connection with that action, suit or proceeding, including attorney’s fees, to the fullest extent permitted by applicable law.

SECTION 2: Insurance. The Church may purchase and maintain insurance on behalf of any Officer, Member of the Board or Council, Minister, employee or agent of the Church, against any liability asserted against or incurred by that person through acting in any of that person’s capacity, or arising out of that person’s status.

ARTICLE XI DISSOLUTION OR MERGER

SECTION 1: Dissolution or Merger. This Church may be dissolved or merged with another Church only by a vote of at least seventy-five percent of the Voting Members present at a Congregational Meeting. The quorum for that Congregational Meeting must be sixty percent of the Voting Members of the Church.

SECTION 2: Disposition of Assets Upon Merger or Dissolution. Upon merger of the Church, the remaining net assets of the Church will be transferred to the merged successor organization. In the event of a dissolution of the Church then all remaining net assets of the Church must be distributed in the amounts and to those organizations that are operated exclusively for charitable, religious, and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”), for religious, charitable, or educational purposes consistent with the Church’s Mission and Purposes as directed by the Congregation. Appropriate action will be taken to remove or modify the restrictions on any Donor Restricted Fund to accomplish these distributions.

SECTION 3: Disposition of Records upon Merger or Dissolution. Upon the Church’s merger, all Church Records, including historical records, will be transferred to the successor organization to the Church or, in the event that there is no successor organization or the Church is dissolved, then all those records will be donated to the Missouri Historical Society or its successor organization as appropriate or any other organization that will accept those records.

ARTICLE XII MISCELLANEOUS PROVISIONS

SECTION 1: Operations of Church. The Church is organized and will be operated exclusively for charitable, religious, and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Code. No part of net earnings of the Church shall inure to the benefit of any Officer, Board or Council Member, Minister, or other private individual, except that the Church may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Governing Rules. Notwithstanding any other provisions herein, the Church will not carry on any activities not permitted to be carried on: (i) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

SECTION 2: Restrictions on Lobbying and Campaign Activities. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office, in accordance with applicable provisions of the Code.

SECTION 3: Interpretation. The terms “include,” “including,” and similar terms will be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.”

SECTION 4: Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by that person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of that document. None of the Church, any Officer, Board or Council Member, or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

SECTION 5: Governing Law. These Bylaws will be governed by the laws of the State of Missouri. To further the Church’s Mission and Purposes , the Church will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended, unless provided otherwise by the Governing Rules.

SECTION 6: Notice and Waiver of Notice. Any notice required under these Bylaws must be in writing and must be delivered personally, by mail, or by facsimile transmission or e-mail, to the address, facsimile number or e-mail address to the person entitled thereto as it appears on the records of the Church. If mailed, that notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, that notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. Any notice of a meeting required by these Bylaws may be waived by the person entitled thereto, before or after the date and time stated in the notice. The waiver must be in writing, signed by the person entitled to the notice, and delivered to the Church for inclusion in the minutes or filing with the Church’s records. A person’s attendance at the meeting with respect to which the notice was given waives objection to lack of notice or defective notice of the meeting, unless the person entitled to that notice, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and waives any objection to consideration of a particular matter at the meeting that is not within

the purpose or purposes described in the meeting notice, unless that person objects to considering the matter when it is presented.

SECTION 7: Amendments. These Bylaws may be amended at any Congregational Meeting of the Church by a vote of sixty-seven percent of the Voting Members present at that Meeting.