

First Universalist Church Board of Trustees
March 15, 2018
Board Packet

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First Universalist Church of Minneapolis

Board of Trustees Meeting

March 15, 2018

6:30 p.m. Cummins Room

Agenda

I. Call to Order (6:30).

- Lighting of the Chalice

May this flame that burns before us light our way, informed by the wisdom of leaders gone before, and inspired by the trust that we have been given as stewards of this Church. May we have vision, compassion, and courage as we serve this congregation now and for the generations to come.

- Reading (see SM report)
- Spiritual reflection question (see SM report)

II. Consent Agenda (6:50)

- Approval of minutes from February meeting.
- Monitoring: Acceptance of attendance and membership numbers
- Monitoring: Acceptance of staff and significant volunteer changes

III. Admin note: Please mark your calendars to change the May Board meeting from May 17 to May 24, 2018.

IV. Finance

- A. Report on current income and expenses for FY '18. **(6:55 – 7:05)**
- B. Staff Budget Assumptions (including ministers' benefits) **(7:05 – 7:15)**
- C. Budget Assumptions – Change Team requests (*see e-mail from Karin Wille, included in Board Packet*). **(7:15 – 7:45)**
- D. Capital Campaign – Spending Priorities **(7:45 – 8:00)**

BREAK (8:00-8:10)

V. Bylaws Subcommittee. (8:10 – 9:30)

We will begin review of a proposed new version of the bylaws, hoping to get through the first 6 pages. The packet includes:

- A copy of the current bylaws
- The working version of the revised by laws (*the language revisions are so extensive that a redline version would not be helpful. The provisions regarding election of officers were imported from Unity will be further edited*).
- A chart prepared by the subcommittee discussing some of the changes.

VI. Adjournment (9:15)

**First Universalist Church of Minneapolis
Board of Trustees Meeting
February 15, 2017**

Trustees present: Richard Spratt, Bryana French, Dick Niemiec, Caitlin Rodgers, Eric Cooperstein, Cindy Marsh, Lillie Pang, Christa Anders.

Trustee Absent: Karin Wille

Staff Present: Rev. Justin Schroeder , Rev. Jen Crow (by telephone)

I. Call to Order

- a. Lighting of the Chalice
- b. Reading by Joan Chittister
- c. Spiritual reflection question

II. Consent Agenda

- a. Approval of Minutes from January meeting
- b. Monitoring: Acceptance of attendance and membership numbers
- c. Monitoring: Acceptance of staff and significant volunteer changes

APPROVED

III. Financial/Budget

- a. Financial Review. Rev. Crow reviewed financials with the Board. The second quarter review has been completed. She was happy to report that the current projections were more favorable than she previously anticipated. Looking at about an \$11,000 deficit after making all of the expense cuts and reallocating some staff time to the capital campaign. After sharing the news about the budget deficit with the congregation at the State of the Church meeting on February 25, 2018, and announcing a special collection the following week, a congregant came forward and offered a \$20,000 match against funds contributed in the special collection. If we make the full match, and bring in a full \$40,000, we will overcome the budget gap and be able to end the year in the black.

The tenant's rent payments are current through December. Jen has given them notice about their January payments.

Reductions in salary line have been done by some reduction of hours as well as moving some staff hours to the Capital campaign.

Regarding a construction loan for the building construction anticipated in 2019, Jen has been working with Sunrise Bank, the building team, Dick Niemiec, and Kurt Hochfeld. All have been very helpful. The refinancing of the mortgage is going forward with a change to 4.25% from 5% interest. For the construction loan, the bank will require that we have a lot of cash on hand. The bank will loan up to 70% of the building costs. The cash is a demonstration that we will complete the project. If we do a bridge loan, that may need to be paid off at the end of construction. Dick says Sunrise is being a good partner.

Dick and Brad and Jen will go over the end of year financial review for fiscal 2017. They are on track for this. At the March Board meeting she will bring forward assumptions of things that would go into the draft budget and give her a grounding of priorities. She will pull in a few other people from the building team for this.

Draft budget in April and then approve in May. We would have two congregational meetings to discuss as we usually do.

On March 25, 2017 there will be an opportunity for the congregation to meet with the architects and get a preview of some of the construction plans.

- b. Mary Djerf Bequest. We received a bequest from Mary Djerf's estate. Per the Board's written policy, the following motion was made: Motion to allocate 10% of the bequest from Mary Djerf to operational expenses.

APPROVED.

IV. Bylaws Team Update

- a. Status Update. Caitlin provided an update from the Bylaws Team. This a preliminary not final review.

The goals that they are keeping in mind include removing unnecessary barriers, keeping democracy, avoiding nonsensical wording, and all with a racial justice lens. They will be bringing forward a document that will have current language, recommended new language and the rationale for the change. Not all of the current bylaws are consistent with Policy Governance.

They have been looking at other bylaws for examples. They are finding things that need to be deleted as well as things that need to be added.

- b. Foundation. There have been some questions raised about the Foundation and whether they need to be addressed in the bylaws. Eric shared a bit about

the history of the Foundation. The Foundation was created as its own independent entity. It was always running in parallel with the church but was not directed by the church. Lost a little bit of focus in the 1950s and 1960s. In the 1970s Unity Settlement House was sold, as well as a camp in Wisconsin. Then something happened in the 1980s and it was agreed that the funds from the sale of the settlement house should come into the church as a way to avoid certain expenses, which may have had to do with the expansion of IRS Form 990 reporting. The deal that was struck was that the money would come in to the church but it would never be used for operational expenses of the church. The Foundation Board has staunchly protected the independence of the Foundation. The one exception was the funding of a part-time social justice position as well as some stipends for Unity Summer students. The Foundation gives away about \$80,000 or \$90,000 per year and focuses it on small organizations that do work consistent with our racial justice work.

The Foundation is responsible to the congregation. They write a summary for the annual report. There is also a committee that looks at the plate offerings.

Heidi Romanish applied for a grant from the Foundation and got a small \$5000 grant. They are now asking for a \$20,000 grant from the Foundation and are whether First Universalist Church could be the fiscal agent for the money.

NOTE: Dick recused himself from this discussion because Heidi is a family friend.

There were questions about whether a fiscal agent would truly be needed if the funds were coming directly from the Foundation, which is technically part of the Church. Agreed to check back in with Kurt for some advice about how best to handle. If the Foundation makes the determination that they want to do it, we should support it unless Kurt says it would jeopardize our 501(c)(3) status. There is an equity lens that we should be used to think about how best we can support these nontraditional justice makers. We need to look at how much work we impose on the staff – is there a way that we can support this without impacting their day to day work?

Justin will circle back.

V. Co-Minister Team Update

- a. **Status Update.** Cindy Marsh walked Board members through the updated chart. We will need to have some changes in the GPH as well as the bylaws. It would be helpful to have sample language. The Co-Ministry team will look

at other bylaws from other churches with co-ministers to see if there is any good language.

There will need to be GPH revisions. Dick recommends doing it sooner rather than later. The Co-Ministry Team will handle, along with Karin Wille.

Justin and Jen – will do their draft job descriptions and covenants.

Christa – will work on drafting new letters of agreement.

The State of the Church meeting went well. There was 60 to 70 people so it was well attended and people were engaged. There were a couple of comments about co-ministry – some people asked for a deeper job of explaining why this is a good idea. Other congregant said that it was great example of the ministers modeling equity.

VI. Executive Session

The Trustees met in executive session regarding civil disobedience activities by ministers.

VII. Adjournment

The meeting was adjourned by the Chair at 8:50.

February Attendance							
			2018				2017
Adults	9:30 AM	11:15			9:30 AM	11:15	
1st week	212	230	442		326	330	656
2nd week	229	228	457		365	348	713
3rd week	260	242	502		245	314	559
4th week	162	172	334*		354	349	703
5th week							
Monthly Total	863	872	1735		1290	1341	2631
Average for February	215.75	218	433.75		322.5	335.25	657.75
RE							
1st week	189	134	323		195	191	386
2nd week	189	112	301		210	162	372
3rd week	53	46	99*		115	66	181*
4th week	128	105	233		221	156	377
5th week							
Monthly Total	559	397	956		741	575	1316
Average for January	139.75	99.25	239		185.25	143.75	329
Combined Average	355.5	317.25	672.75		507.75	479	986.75
	*President's Weekend, childcare only for nursery-5th grade, no RE classes				*President's Day Weekend, no 6th-12th grade RE		
	*4th Sunday: low attendance due to snowstorm the night before						

**2018 Statistical Report
March, 2018
Board Meeting April 19, 2018**

MEMORIAL SERVICES:

Faith Buss – 3/5/18 – Rev. Elaine Aron Tenbrink

MARRIAGES/SERVICES OF COMMITMENT: 0

MEMBERS FOR APPROVAL:

MEMBERS REINSTATED:

MEMBERS FOR REMOVAL:

CHILDREN DEDICATED: 0

	To Date	End of Year Totals			
MEMBERS	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
(Fiscal Year)	51	109	54	58	46
TOTAL MEMBERS: 1,047		1,011	934	920	921

TOTAL MEMBERS AS OF THE LAST MEETING: 1,047

To be added:

To be removed :

TOTAL MEMBERS: 1,047

Opening Reading and Reflection:

I recently led a book study class with Rev. Karen Hutt. The book we spent time with was “Centering: Navigating Race, Authenticity, and Power in Ministry.” At one of our sessions, Rev. Hutt opened us with this video: https://www.youtube.com/watch?v=_hdVFiANBTk. (We’ll watch this at the Board meeting as well, but I wanted to include the link here.)

Reflection Questions:

What do you notice in this video? What stands out to you? How is “joy” alive in this video?

Monitoring Items:

Transitions in Staff and Volunteer Positions: No significant transitions to report.

Cummins Internship Update:

Colleagues of Color have been particularly supportive of the idea of starting an Internship designed for UU Seminarians of Color. Members of the “Centering” book discussion Circle are willing to continue to deepen the learning about what this would entail and how to do it successfully. We imagine this being work we’d do over the next year and half, assuming the internship would start until the fall of 2019. Possible next steps include bringing the Racial Justice Education and Training Team into the conversation, bringing the POCI Circle into the Conversation, and bringing other members of the church into the conversation. Additionally, we could imagine bringing back some of our former interns to preach in the coming year, in order to remind the congregation what it means to be a teaching congregation.

Shir Tikvah Update:

Two weeks ago, the First Universalist Ministerial Team met with the Rabbi Team at Shir Tikvah. It is clear from the conversation that Shir Tikvah is about 12-18 months behind us in their process of accessing the various options in front of them. While this does not preclude the possibility of us sharing space, they are still doing their due diligence. Currently, they are exploring multiple tracks to address their space need: 1) the possibility of moving to another site; 2) the possibility of expanding on their current site, and 3) the possibility of sharing 3400 Dupont with us. In our conversations together, we discovered that worship space and how it is set up, is potentially a deal breaker for Shir Tikvah. Flexible, circular seating is a part of the culture at Shir Tikvah and something they’d want to continue if they moved to 3400 Dupont. To figure out next steps, Shir Tikvah has engaged with Miller Dunwiddie, our Architectural Firm, to explore ways to address this potential “deal breaker.”

Regardless of whether or not Shir Tikvah and First Universalist eventually share space, we have grown closer because of these conversations, and are grateful for that!

Annual Giving Update:

We’re in week two of our Annual Giving Campaign, headed toward an April 18th conclusion, with a meal and celebration at church. This year, our theme is “All In!” and we’re asking for 100% participation from the congregation (we want to hear from everyone, even if

they can't make an annual gift.) We're also asking people to set up their annual giving so that it continues until they change or cancel it. We'll continue to give out Annual Giving packets (through March 18), and then the rest will be mailed out. Our goal with this Annual Giving Campaign is to return to (or exceed) our giving level from two years ago.

March Board Meeting Financial Summary

Prepared by Rev. Jen Crow

January Income and Expense Summary

Overall, income and expenses continue to track as expected and income exceeds expenses (as is typical) at this point in the year. Pledge payments and unrestricted donations are coming in slightly ahead of what was expected, and we continue to make reductions in expenses as planned. At the end of January, our major tenant was late in paying one month's rent and this is reflected in our rental income. I am glad to say that as of this writing, all rent payments are up to date from Southside. Given the success of our Close the Gap Sunday (\$47,000+), and given the reductions in expenses that have been made, I anticipate closing the fiscal year on solid footing.

Staff Proposed 2018-19 Budget Assumptions

- Annual giving of \$1,174,500
- Miscellaneous fundraising of \$10,000
- Include the funding of racial justice priorities within program budgets, and continue to set aside a minimum of \$7500 for specific racial justice programming needs and for racial justice related needs that come up during the course of the year
- 5% increase to UUA and MidAmerica dues
- 3% salary increase pool
- Meet increased health insurance costs, maintain same or better plan
- Continue to pay mortgage interest from operating budget (39,000) and do not include principal in operating budget
- Adjust Ruth and Elaine's salaries to meet a 2 year plan of bringing them into the assistant minister minimum on the UUA salary guidelines
- Adjust other salaries that are not within their appropriate salary ranges
- Continue to track staff hours that are dedicated to the building project and pay for those hours from our capital budget

Capital Campaign/Building Project

Currently, we have received over \$1.6 million in capital campaign gifts, and we have spent roughly \$375,000 in capital campaign expenses, leaving us with approximately \$1.2 million in cash in the bank. Given that the amount of cash in hand currently exceeds the FDIC insurance caps in our Sunrise Accounts, we have shifted some of our cash on hand into our US Bank Checking and Savings Accounts so that our funds remain fully insured.

Building Project Update

Given the news that we are in fact able to build up an additional floor on the existing RE Building, planning is now proceeding at a faster pace. We look forward to sharing this news as well as possible models and options with the congregation at our upcoming Congregational Meeting on March 25th. In the summer of 2018, we anticipate repairing the sanctuary roof, tuckpointing and masonry to prevent any further water damage. We do not anticipate any other

major repairs or renovations until summer of 2019, when we have had adequate time to plan prudently and make the best choices possible. This will also give us the necessary time to secure financing for the project.

Current Spending Priorities, as agreed upon by the Building Team

- Needed Repairs/Deferred Maintenance
- Improving Accessibility
- Increasing and Improving Religious Education and Meeting Room Space
- Sanctuary Update/Refresh

Other priorities, if contingency funds remain

- Mortgage pay off

First Universalist Church of Minneapolis
Analysis of Revenues & Expenses - Summary
July 2017 to January 2018

Accounts	Current Balance (This Year)	YTD Budget (This Year)	Annual Budget (This Year)	Last Year YTD Actual
Revenues				
Pledges	\$667,248.14	\$717,363.86	\$1,115,775.00	\$676,212.01
Contributions Unrestricted	\$75,181.14	\$106,500.70	\$141,700.00	\$81,058.85
Contributions Temp Restricted	\$0.00	\$0.00	\$0.00	\$0.00
Contrib Released from Restr	\$143,846.77	\$86,093.43	\$115,445.89	\$152,975.45
Fundraisers	\$22,984.92	\$29,208.38	\$46,500.00	\$32,998.14
Program Fees	\$1,352.00	\$3,850.00	\$6,600.00	\$1,666.00
Dividends & Interest	\$12,736.60	\$8,750.00	\$15,000.00	\$8,972.51
Rental Income	\$74,235.20	\$80,349.50	\$137,742.00	\$42,951.65
Realized Gains & Losses	(\$231.37)	\$0.00	\$0.00	\$1,037.04
Unrealized Gains & Losses	\$19,980.49	\$0.00	\$0.00	\$452.99
Other Income	\$1,488.90	\$1,944.46	\$3,333.33	\$6,170.32
Total Revenues	\$1,018,822.79	\$1,034,060.33	\$1,582,096.22	\$1,004,494.96
Expenses				
Salaries & Wages	\$461,150.20	\$472,127.18	\$809,361.00	\$432,161.67
Payroll Taxes	\$35,135.22	\$36,041.39	\$61,785.00	\$32,447.45
Employee Benefits				
Medical Insurance	\$44,452.80	\$40,833.87	\$70,001.00	\$36,138.23
Long Term Disability Insurance	\$0.00	\$0.00	\$0.00	(\$0.04)
Life Insurance	\$1,355.14	\$1,387.12	\$2,378.00	\$1,005.10
403(b)	\$38,390.58	\$38,551.31	\$66,088.00	\$36,486.13
Total Employee Benefits	\$84,198.52	\$80,772.30	\$138,467.00	\$73,629.42
Professional Expenses	\$11,522.75	\$14,525.07	\$24,900.00	\$10,646.44
Temporary Labor	\$20,779.82	\$19,599.93	\$33,600.00	\$17,333.75
Program Expenses	\$17,170.36	\$25,374.86	\$43,500.00	\$21,723.82
Miscellaneous Program Expenses	\$26,678.20	\$18,141.69	\$31,100.00	\$51,403.59
Membership Program Expenses	\$4,938.20	\$6,708.31	\$11,500.00	\$6,634.58
Fundraising Expenses	\$0.00	\$4,666.62	\$8,000.00	\$205.00
Administrative Expenses	\$45,871.98	\$46,841.55	\$80,300.00	\$50,903.05
Miscellaneous Expenses	\$2,703.93	\$3,616.69	\$6,200.00	\$1,760.06
Insurance	\$12,355.23	\$13,992.72	\$23,987.50	\$11,970.89
Dues & Memberships	\$22,601.26	\$26,834.85	\$46,002.50	\$22,100.00
Utilities	\$32,205.85	\$29,749.93	\$51,000.00	\$28,791.51
Repairs & Maintenance	\$11,037.51	\$17,966.62	\$30,800.00	\$11,946.61
Other Building Related Expense	\$112,879.92	\$42,043.75	\$72,075.00	\$135,769.68
Offering Plate for Community	\$26,064.27	\$23,333.38	\$40,000.00	\$30,905.09
Other Charitable Contributions	\$38,558.21	\$44,010.12	\$75,445.89	\$7,267.16
Total Expenses	\$965,851.43	\$926,346.96	\$1,588,023.89	\$947,599.77
Net Total	\$52,971.36	\$107,713.37	(\$5,927.67)	\$56,895.19

First Universalist Church of Minneapolis
Balance Sheet
January 2018

Headings and Account

Current Balance (This Year)

Assets		
Current Assets		
Cash & Cash Equivalents		
Cash	\$	807,834.86
Total Cash & Cash Equivalents	\$	807,834.86
Investments		
Schwab- Church Operating	\$	531,877.87
Schwab - Church Reserve	\$	341,335.13
Schwab - Don Carter & Mary Carter	\$	80,683.17
Schwab- Legacy Fund	\$	851,186.73
Schwab - Temporarily Restricted	\$	126,528.81
Total Investments	\$	1,931,611.71
Cash & Cash Equiv - Foundation		
Sunrise Bank - Foundation	\$	11,220.46
Total Cash & Cash Equiv - Foundation	\$	11,220.46
Investments - Foundation		
Schwab - Foundation	\$	1,808,313.66
Total Investments - Foundation	\$	1,808,313.66
Total Current Assets		\$ 4,558,980.69
Other Current Assets		
Other Current Assets		
Mortgage Escrow Deposits	\$	2,976.30
Prepaid Expenses	\$	16,320.96
Prepaid Loan Expenses	\$	5,224.66
Prepaid Medical Insurance	\$	9,320.36
Total Other Current Assets	\$	33,842.28
Total Other Current Assets		\$ 33,842.28
Fixed Assets		
Fixed Assets		
Fixed Assets	\$	1,661,136.05
Total Fixed Assets	\$	1,661,136.05
Total Fixed Assets		\$ 1,661,136.05
Total Assets		\$ 6,253,959.02

Liabilities & Equity		
Current Liabilities		
Accounts Payable		
Accounts Payable	\$	48,263.77
Total Accounts Payable	\$	48,263.77
Total Current Liabilities		\$ 48,263.77
Other Current/Long-Term Liabilities		
Benefits Payable	\$	1,041.25
Accrued Expenses	\$	15,735.31
Deferred Revenue	\$	17,303.84
Misc Other Liabilities	\$	13,000.00
Line of Credit Advance Payble	\$	120,962.87
Mortgage Payable	\$	563,062.28
Total Other Current/Long-Term Liabilities	\$	731,105.55
Total Other Current/Long-Term Liabilities		\$ 731,105.55
Total Liabilities & Equity		\$ 779,369.32
Fund Principal and Excess Cash Received		
Fund Principal		
Undesignated Net Assets/Equity		
Church Equity	\$	1,318,040.72
Total Undesignated Net Assets/Equity	\$	1,318,040.72
Board Restricted Net Assets		
Board Designated Net Assets	\$	1,083,936.84
Total Board Restricted Net Assets	\$	1,083,936.84
Temp Restricted Net Assets		
Temp Restricted Net Assets	\$	1,672,431.38
Total Temp Restricted Net Assets	\$	1,672,431.38
Permanently Restricted		
Don Carter Endowment	\$	62,495.70
M E Carter Endowment	\$	16,588.11
Total Permanently Restricted	\$	79,083.81
Total Fund Principal	\$	4,153,492.75
Excess Cash Received		
Excess Cash Received	\$	1,321,096.95
Total Excess Cash Received	\$	1,321,096.95
Total Fund Principal and Excess Cash Received		\$ 5,474,589.70
Total Liabilities & Equity, Fund Principal, & Restricted Funds		\$ 6,253,959.02

Capital Campaign 2016-2017 Budget Breakdown (As of 2/28/2018)

Division	Budget	\$	Remaining Budget
Revenue			
Donations/Legacy Fund Transfer	\$ 6,400,000.00	\$ 1,602,010.33	\$ (4,797,989.67)
Expense			
Consultants	\$ 230,000.00	\$ 229,030.00	\$ 970.00
Printing/Supplies	\$ 8,000.00	\$ 8,000.00	\$ -
Launch Event	\$ 30,000.00	\$ 52,689.09	\$ (22,689.09)
Architectural Pre-Work	\$ 27,000.00	\$ 2,000.00	\$ 25,000.00
Total Budget	\$ 295,000.00	\$ 291,719.09	
Remaining Budget	\$ 3,280.91	\$ 1,224,547.58	
Projects			
Full Compass Hearing Assist	\$ 3,664.34		
Architect Fee	\$ 66,825.56		
Staff Salaries	\$ 10,838.38		
Misc. Fees	\$ 1,915.38		
Consultant	\$ 2,500.00		
	\$ 85,743.66		
Total Loan from Legacy Fund	\$ -		
Net Income	\$ 1,224,547.58		

From: Karin Wille karinwille@icloud.com
Subject: Change Team Budget Recommendations
Date: March 10, 2018 at 5:49 PM

KW

To: Eric Cooperstein ericcooperstein@mac.com

Cc: Spratt Richard Richard.Spratt@hennepin.us, Benjamin Miles bamiles8@gmail.com, Sarah Hedge sarahrhedge@gmail.com, Rush Kayci Kayci.Rush@mpls.k12.mn.us, Justin Schroeder justin@firstuniv.org, Karin Wille karinwille@icloud.com

Hi, Eric,

The Change Team met this morning and discussed, among other things, assumptions to guide the 2018-2019 budget. Justin was ill and not able to attend, but had informed the Team that now was the time to make budget recommendations to he and Jen.

We had a long, rich discussion about the budget, informed largely by our VG commitment to being a multicultural, multiracial church and the two listening sessions we held in December and January with POCI congregants. The listening sessions were driven by a primary goal of the CT, which is to center the voices of POCI as we move forward in our work.

As a result of that discussion, the Team (minus Kayci, who was out of town, and Justin) developed 3 budget recommendations we believe should guide this year's budget process. We can share those recommendations with Justin, as he suggested. However, as you know, the guiding principles that Jen has used in previous years to develop the budget have been (informally) approved by the Board.

Since Thursday is the last Board meeting we will have before a preliminary budget is developed, and given our prior practice of approving budget guiding principles before the budget is developed, you may want to put the Team's recommendations on the March agenda. They are as follows: a budget line item for the staff to work with the UUA on revising the OWL curriculum to include a racial justice lens; a budget line item to provide administrative support for POCI activities, and a budget line item to hire a full time minister of color in the 2018-19 budget year.

We recognize that the third recommendation may be at odds with the conversations the Board and ministers have had about hiring an intern of color in the 2019-20 FY. However, Richard, Ben and Sarah feel strongly that is the right path to pursue (I have been committed to the internship idea and am still sorting out my thoughts).

The Team also discussed extensively the financial ramifications of our third recommendation. We obviously didn't cover the waterfront this morning, but did note that the Board's decision to continue conversations with Shir Tikvah was tied to a commitment to devote any financial savings resulting from that relationship to our racial justice work. If those conversations move forward, that could be a source of funding. We also discussed fundraising for a minister of color as part of the current pledge campaign, directing the entire offering plate to this important priority, and looking at other potential funding sources beyond pledges.

Ben and Sarah plan to attend the Board meeting to share their thoughts about this issue. Kayci is returning from Ireland on Thursday and may attend as well. The Team invites your questions, comments, or concerns prior to the Board meeting.

**Bylaws of the
First Universalist Church of Minneapolis**

Approved June 3, 2012

ARTICLE I. Members

Section 1. Authorized Number

There shall be no limit to the number of Members.

Section 2. Qualification and Admission of Members

Any person fourteen years of age or older who has made a written application for membership, has signified sympathy with the purposes of the Church, and has made an annual pledge and contribution of record to the Church shall be eligible for membership provided that the applicant is approved by a majority of the Board of Trustees. Membership becomes effective upon that vote, after which the President of the Congregation shall issue a Membership Certificate.

All Members under previous bylaws are Members hereunder without further acceptance by the Board. To continue membership and to be eligible to vote, a Member shall make a pledge and a contribution of record to the Church treasury within the twelve (12) months prior to any meeting at which the voting privileges of the Church are exercised, or make such a contribution at the meeting.

Exceptions to the membership requirements, both for new and continuing Members, may be approved by the Senior Minister. Members are encouraged to show continued interest in the Church by taking part in its activities.

Section 3. Cumulative and Proxy Voting

Each voting Member present at a meeting shall have one vote. There shall be no cumulative voting or proxy voting.

Section 4. Termination of Membership

A Member may resign at any time by submitting a written resignation to the Church office. The Board of Trustees may terminate a membership by a majority vote, with or without notice, if a Member fails to make a contribution of record to the Church treasury during the previous twelve (12) months and has not been granted an exemption by the senior minister.

Section 5. Lifetime Membership

The Board of Trustees may, upon recommendation of the Senior Minister and in recognition of past contributions to First Universalist Church, appoint a Member to the status of Lifetime Member. Lifetime Members shall not be required to make financial contributions to the Church in order to continue membership.

Section 6. Property Rights

No Member shall have rights in or to any property of the Church at any time.

ARTICLE II. Meetings

Section 1. Annual Meeting

The Annual Meeting of the Members shall be held during the month of May or the month of June at such time and place within the Twin Cities Metropolitan Area as the Board of Trustees shall designate. The purposes of the meeting shall be:

- a) Presentation of annual reports;
- b) Election of Trustees, Officers, Chair and Directors of the First Universalist Foundation, Elected Members of the Nominating Committee of the Church, and Delegates to the General Assembly of the Unitarian Universalist Association;
- c) Presentation and approval of the budget recommended by the Senior Minister and the Board of Trustees for the next fiscal year;
- d) Discussion and vote on resolutions properly presented; and

e) Transaction of other business which may properly come before the meeting.

Thirty (30) days prior to the Board's adoption of a budget to present at the Annual Meeting, the Senior Minister shall notify the Members by posting notice in the Church building and by such other means as are reasonable of a meeting to discuss with Members the planned budget. Such meeting shall occur prior to the Board's adoption of the budget.

Section 2. Special Meetings

A special meeting of the Members may be called for any purpose any time by a) the President of the Congregation; b) a majority vote of the Board of Trustees; or c) a petition, so requesting, signed by at least ten (10) percent of the Members and presented to a Trustee. The subject of the meeting must be specified in the action or petition, vote, petition calling the meeting and the meeting must be limited to the subject specified.

Section 3. Notice

Written notice of each meeting of the Members, whether the Annual Meeting or a Special Meeting, shall be mailed or e-mailed to each Member and posted on the website not less than ten (10) nor more than thirty (30) days before the meeting, addressed according to the most recent membership records. The notice shall include a) the time, place, and purpose of the meeting; b) the proposed agenda; c) the text of any resolution duly presented to the secretary; and d) the text of any proposed amendments to the Bylaws.

Section 4. Quorum

Ten (10) percent of the Members shall constitute a quorum, except that for the purpose of selecting or dismissing a minister the quorum shall be twenty-five (25) percent.

Section 5. Elections

Trustees, Officers, Foundation Chair and Directors, elected Members of the Nominating Committee, and General Assembly Delegates shall be elected by plurality vote of the Members present at the Annual Meeting. The Nominating Committee shall nominate one or more persons to each office to be filled and shall report its nominations by

- a) posting the names of nominees in a conspicuous place in the Church building and by such other means as are reasonable at least ten (10) but not more than thirty (30) days before the Annual Meeting;
- b) by listing the names of nominees in the official meeting notice; and
- c) by reading the names at the meeting.

Nominations may be made from the floor provided that the consent of the nominee has been obtained. The failure of the Board of Trustees or the Nominating Committee to comply with any provision of this section shall not invalidate any election.

Section 6. Resolutions on Public Issues

This provision applies only to resolutions by Members that seek to express a position of the Church as an institution on one or more public issues. In order to be submitted to a vote of the Members a resolution must be

- a) written,
- b) signed by five (5) percent or more Members, and
- c) submitted to the Secretary at least thirty (30) days before the Annual Meeting unless later delivery is approved by the Board of Trustees.

Adoption of such a resolution requires the vote of two-thirds of the Members voting on the question.

Section 7.

Prior to execution of financial transactions involving sale of the primary place of worship, a vote of the Members approving the sale is required.

ARTICLE III. Trustees

Section 1. Number, Terms and Qualifications.

The Board of Trustees shall consist of nine (9) Trustees, each of whom shall be a Member of the Church.

The Trustees shall be elected by Members at the Annual Meeting. The term of office of each of the Trustees shall be three (3) years. The terms of the Trustees shall be staggered so that no more than four (4) Trustees shall be elected for three-year terms at the same Annual Meeting. No Trustee shall serve more than two (2) consecutive, full terms. Trustees appointed or elected to fill out an unexpired term on the Board shall be eligible to serve two (2) full terms in addition to the partial term served. Trustees shall take office on July 1 following their appointment or election, unless they are appointed or elected to fill a vacancy of the Board, in which case they shall take office upon appointment or election. Four (4) Trustees shall be officers, elected by the Members at the Annual Meeting as provided in Article IV.

Section 2. Removal and Vacancies

Trustees may be removed by a majority vote at an Annual or Special Meeting, at which time a replacement shall be elected to serve out the remaining term. Notice stating the proposed removal, which complies with Article II, Section 3, shall be given before the meeting. In the event of a vacancy on the Board, other than removal of a Trustee by a vote of the Members, Members will be notified of vacancies to be filled prior to the next Annual Meeting. The Chair of the Nominating Committee shall publish notice of vacancies in the same manner as notice of Special Meetings. Two or more weeks after the vacancy is announced, the remaining Trustees, upon the recommendation of the Nominating Committee, may appoint a successor to fill the vacancy until the next Annual Meeting, at which time a replacement shall be elected in accordance with Article II, Section 5, to serve out the remaining term.

Section 3. Meetings

The Board of Trustees shall meet regularly at such times and places as it may designate, and may hold special meetings on such notice as it may specify. All meetings of the Board of Trustees shall be open to the Members of the Church, except that, by majority vote of Trustees at a meeting at which a quorum is present, the Board may move into executive session to discuss confidential matters pertaining to personnel, membership, or legal issues. In addition to the Trustees, a called Minister may be present in executive session unless the matter to be discussed concerns the appointment or performance of that Minister. The Board may also choose to have present in executive session any other person necessary for discussion of the matter under consideration.

A Board meeting not regularly scheduled shall be considered a Special Board Meeting. Board members and the Members of the congregation shall be notified at least 24 hours prior to any special Board meeting. Notification of Members shall be by posting notice in the Church building and by such other means as are reasonable.

Section 4. Quorum

A majority of Trustees shall constitute a quorum. A vote of the majority of Trustees voting on the question shall be considered an act of the Board, except where a greater vote is required either by the laws of the State of Minnesota or by these Bylaws.

Section 5. General Authority

After consultation with the congregation, the Board shall establish policies that effectuate the mission, vision, and values of the Church. Except as otherwise provided in these Bylaws, the Board of Trustees shall oversee the affairs of the Church. The Board shall establish and publish Governing Policies, which shall include policies to delegate the administration of the Church, set the limits of that authority, and assure appropriate progress toward the established Ends (goals). The

Board shall have full and unrestricted authority to oversee and direct the activities of the Church except for the following matters, which are specifically reserved to the exclusive jurisdiction of the membership:

- a) The election of Trustees, Officers, Foundation Chair and Directors, members of the Nominating Committee, and General Assembly Delegates subject to the provisions of these Bylaws permitting the Board of Trustees to fill vacancies in such positions.
- b) The call and dismissal of called Ministers;
- c) The adoption and amendment of the Articles of Incorporation and Bylaws;
- d) The amendment of the structure or purpose of the First Universalist Foundation; In carrying out its responsibilities hereunder, the Board, by law, retains fiduciary responsibility for the Church;
- e) The approval of financial transactions as described in Article II, Section 2; and
- f) The approval of the annual budget as an expression of the intent of the membership. The Board of Trustees, in consultation with any called Ministers, shall have the authority to hire contract ministers for periods of no longer than two (2) years, as well as to dismiss them.

ARTICLE IV. Officers

Section 1. Number, Term, and Duties

There shall be four Officers, a President of the Congregation, a Vice-President a Secretary, and a Treasurer, to be elected by the Members at the Annual Meeting to one-year terms from among the Trustees. Officers shall take office on July 1 following their election unless they are elected to fill a vacancy, in which case they shall take office upon election. No Officer may hold more than one office at a time. The Board of Trustees shall establish such additional officers as it may find necessary. In the event of a vacancy in the offices of Vice-President, Secretary, or Treasurer, the Board may appoint a Member of the Congregation to fill the unexpired portion of that Officer's

term.

Section 2. President of the Congregation

The President of the Congregation shall prepare agendas for all Board meetings and all official meetings of the membership and shall preside over these meetings. If the President becomes unable to serve out his/her term, the Board will elect another Trustee to serve as President.

Section 3. Vice-President

The Vice-President shall perform the duties of the President of the Congregation in her/his absence.

Section 4. Secretary

The Secretary shall be responsible for the recording of the minutes of all official meetings of the membership and of the Board of Trustees and forwarding them to Church staff in a timely manner for archiving with other official records of the Church. The Secretary shall oversee the publishing of all notices as required by these Bylaws. The Secretary shall also be responsible for ascertaining the eligibility of all who wish to vote on Church business.

Section 5. Treasurer

The Treasurer shall lead the financial monitoring efforts of the Board of Trustees.

Section 6. Authorization for Board or Member Action

The President of the Congregation, acting together with either the Vice-President, the Secretary, or the Treasurer is hereby authorized and directed to execute and acknowledge any instruments, certificates, and other documents on behalf of the Church and to perform any additional acts on behalf of the Church which they may deem necessary and proper to complete a course of action approved by a majority decision of the Board of Trustees or the Members of the Church at a lawful meeting.

ARTICLE V. Nominating Committee

The Nominating Committee shall continuously seek persons whom it determines are willing and able to serve the Church. The Nominating Committee shall nominate one or more Members to each office to be filled at each Annual Meeting and report such nominations in accordance with Article 2, section 5. The failure of the Board or the Nominating Committee to comply with any provision of this section shall not invalidate any election.

The Nominating Committee shall be composed of the following:

1) one Trustee appointed by the President of the Congregation with approval of the Board of Trustees, in July of each year, and (2) six at-large members elected by the Members at the Annual Meeting. The six (6)) at-large members shall be Members of the Church who are not Trustees or Foundation Directors. The chair of the Nominating Committee will be appointed from among the elected members of the Nominating Committee by the President of the Congregation, with the approval of the Board of Trustees. The term of office of the at-large members of the Nominating Committee shall be three years, and their terms shall be staggered so that the term of office of at least one but not more than two at-large members will expire each year. No person shall serve on the Nominating Committee for more than six (6) consecutive years.

Vacancies in any positions on the Nominating Committee which are appointed by the President of the Congregation shall be filled by the President of the Congregation with the approval of the Board of Trustees. In the event of any vacancies in the at-large positions on the Nominating Committee, Members will be notified as specified in Article II, Section 3, and the Board of Trustees, upon the recommendation of the Nominating Committee, shall appoint replacements for such persons, and such replacements shall serve until the next Annual meeting, at which time a replacement shall be elected in accordance with Article II, Section 5, to serve out the remaining term.

ARTICLE VI. The First Universalist Foundation

Section 1. Purpose

The First Universalist Foundation of the First Universalist Church of Minneapolis shall be responsible to the Trustees of the Church for allocating funds from the First Universalist Foundation for social justice. In carrying out this responsibility the Foundation may initiate, receive, solicit, and evaluate proposals from groups within or outside of the Church to promote social justice. The Foundation shall keep accurate records of all Foundation proceedings and of all business transacted.

Section 2. Directors

The First Universalist Foundation shall consist of nine (9) Directors, each of whom shall be a Member of the Church. The Directors shall be elected by the Members at the Annual Meeting. The term of office of each of the Directors shall be three (3) years. The terms shall be staggered so that no more than three (3) Directors shall be elected for three-year terms at the same Annual meeting. No Director may be a member of the Board of Trustees. No Director shall serve more than two (2) consecutive, full terms. Directors elected to fill out an unexpired term on the Foundation shall be eligible to serve two (2) full terms in addition to the partial term served.

Section 3. Vacancies

Directors unable to carry out their responsibilities as determined by the Foundation shall be replaced by appointment by the Trustees from among nominees presented by the Nominating Committee to the Trustees, following notification of the Members as specified in Article III, Section 3. Persons so appointed shall serve until the next Annual Meeting, at which time they or replacements shall be elected in accordance with Article II, Section 5, to serve out the remaining terms.

Section 4. Officers

The Foundation shall have a Chair, who shall preside at all meetings of the

Foundation. The Foundation Chair shall be nominated by the Nominating Committee and elected by the Members at the Annual Meeting from among the Directors of the Foundation. The term of office of the Chair of the Foundation shall be one year.

Section 5. Duration

The Foundation's structure or purpose may not be dissolved or modified except upon the affirmative vote of the majority of Members of the Church voting at an Annual Meeting or Special Meeting of Members called for that purpose.

Section 6. Funds and Disbursements

- a) No part of the Foundation's funds shall be used as a substitute for or replacement of regular operating expenses of First Universalist Church.
- b) Operating Expenses. Proper expenses of the Foundation shall be a legitimate claim on the Foundation's funds and shall be paid from those funds upon certification by the Foundation.
- c) Allocations. The Foundation may allocate its funds in accordance with its Mission and shall report at least quarterly to the Board of Trustees regarding such allocations.
- d) Disbursements. Decisions regarding disbursements from the Foundation funds, grants, and operating expenses shall be made by majority vote of the Directors of the Foundation.

ARTICLE VII. The First Universalist Church Legacy Fund

Section 1. Establishment and Purpose:

The Church shall maintain a fund to be known as the First Universalist Church Legacy Fund (the Legacy Fund). The purpose of the Legacy Fund is to support and enhance the mission of the Church. The Legacy Fund will be made up of gifts to the Legacy Fund from Members and friends of the Church and other money placed into

the Legacy Fund from time to time by the Board of Trustees.

Section 2. Distributions:

The Board of Trustees shall direct the distribution of money from the Legacy Fund. Except where authorized otherwise in the terms of a gift or by the Membership in accordance with subsection c, the Board of Trustees shall make distributions from the Legacy Fund annually in amounts not to exceed seven (7) percent of the fair market value of the Legacy Fund as determined by the Board of Trustees.

Section 3. Membership Authorization of Additional Distributions:

At an Annual or Special Meeting of the Members, the Membership may adopt a resolution to authorize the Board of Trustees to distribute more than seven (7) percent of the value of the Legacy Fund in any year or otherwise to use the Legacy Fund in accordance with the terms of the resolution. Adoption of such a resolution requires the vote of two-thirds of the Members voting on the resolution. Notice of such meeting shall be given in accordance with Article II, Section 3, and shall include a copy of the proposed resolution.

Section 4. Custodians:

The Board of Trustees shall be the custodians of the Legacy Fund, and shall maintain a plan of operation setting forth the administration of the Legacy Fund in accordance with Board policies.

ARTICLE VIII. Ministers

Section 1. Selection

This Church shall have one or more called Ministers who are called by the Congregation, as described in this section. Ministers shall be called upon a) the recommendation of (1) a Ministerial Search Committee selected by a process established by the Board of Trustees, or (2) in the case in which a contract Minister is being considered for a position as a called Minister by a Review Committee established by the Board of Trustees; and b) the approval of the Membership.

Approval by the Membership shall be by 4/5 (four-fifths) majority of the qualified Members of the Church present at any meeting duly called for such a purpose. The quorum for this meeting is 25 percent of the Members.

The membership shall not approve as a called Minister anyone who is not in the fellowship of the Unitarian Universalist Association.

Section 2. Dismissal

A called Minister may be dismissed by a majority vote of the Members of the Church present at any meeting duly called. The quorum shall be the same as for selection of a called Minister.

Section 3. Ministerial Agreements.

The Board of Trustees shall fix the amount of compensation for each called minister. The distribution of the compensation shall be set by the Board of Trustees in a manner agreeable to each Minister and in keeping with the tax laws. Other terms of the ministerial agreement shall be set by the Board of Trustees after consultation with each called minister.

Section 4. Accountability

Called Ministers shall be responsible for the conduct of all religious services, ceremonies, and observances and shall minister to the spiritual needs of the Members and community.

Additionally, called ministers are held accountable by the Board of Trustees for all responsibilities stated in the ministerial agreements and delegated through the Governing Policies.

Section 5. Freedom of the Pulpit

In accordance with the liberal religious tradition, all Ministers shall have freedom both in the pulpit and outside to express their opinions. No opinion or position expressed by the Ministers shall be the sole basis for dismissal or any other

sanction.

ARTICLE IX. Fiscal Year

The fiscal year shall commence on the first day of July and end on the thirtieth day of June of the following year.

ARTICLE X. Dissolution

In the event of dissolution of this Church, and subject to (1) payment of costs and expenses of the dissolution proceeding including attorney fees and disbursements; and (2) payment of debt, obligations, and liabilities of the Church, all of the Church property and assets and any accumulated earnings shall be distributed to the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, to be held in trust for the benefit of any Unitarian Universalist Church which may subsequently be formed in Hennepin County, Minnesota, within twenty (20) years after such distribution. If no such church be formed within said county, within such a period of twenty (20) years, then said assets and earnings shall be held in trust for the benefit of any other Unitarian Universalist Church or Churches then in existence in the State of Minnesota, but if there then be no other Unitarian Universalist Association, church, or fellowship in Minnesota, then for the furtherance of Unitarian Universalism in such places and manner as the Trustees of the Unitarian Universalist Association may determine.

ARTICLE XI. Amendments

These Bylaws may be amended by a vote of two-thirds (2/3) of those voting at a special or Annual Meeting of the Members of the Church. Notice of the meeting, including a copy of the proposed amendment, must be given to each Member in accordance with the requirements of notice for a special or Annual Meeting as stated in Article II, Section 3. Amendments may be proposed either a) by recommendation of the Board of Trustees, or b) by ten (10) percent of the Members in a signed petition to the Secretary of the Church. Unless otherwise specified in the amendment, the

amendment becomes effective on adoption.

ARTICLE XII. Parliamentary Procedure

Robert's Rules of Order, Newly Revised shall be the parliamentary rules of procedure governing all meetings of this Church.

ARTICLE XIII. Affiliation

This Church is a member of the Unitarian Universalist Association and the Prairie Star District.

Bylaws of the First Universalist Church of Minneapolis

Approved _____

Preamble

First Universalist of Minneapolis (the “Church”) is a nonprofit corporation, organized under Minnesota Statutes Chapter 317A.

Article I Members

1. Eligibility for Membership

Any person fourteen years of age or older who subscribes to the mission and values of First Universalist Church (the “Church”) and who desires to become a member of the Church may do so by signing the book kept by the Church for such purpose. The name will be added to the Register of Members.

2. Voting Members

A member shall become a voting member of the Church upon making a pledge in any amount to the current or upcoming operating fund or upon receiving a waiver regarding such pledge, from a minister of the Church. Unless a waiver has been received, if no pledge contribution has been received from that person, or that person’s household, at the time of a congregational meeting vote, then the member shall not be considered a voting member for the purposes of that meeting or that vote and until such time as a pledge contribution is received or a waiver is granted.

3. Register of Members

There shall be a register of the names of all members and voting members.

Membership shall be reviewed at least annually by Executive Leadership. Members who do not respond to membership status inquiries mailed to their most recent postal or email address listed with the Church, shall be removed from membership after a period of one year from the date of such mailing.

4. Resignation of Membership

Any member may resign at any time by giving a written notice to a member of the Executive Leadership of the Church.

Members who have requested resignation shall be removed immediately.

Article II Meetings of the Church

1. Annual Meeting

The annual meeting of the Church shall be held at the building where the usual religious services are held, or elsewhere at such place as may be designated by the Board of Trustees, at such time each year as the Board of Trustees shall determine. The annual budget will be presented for approval by the voting members of the Church at the annual meeting.

2. Meeting Quorums

Ten (10) percent of the voting members of the Church shall be required to form a quorum at all meetings, except that for the purpose of selecting or dismissing a minister the quorum shall be twenty-five (25) percent.

3. Special Meetings

Special meetings of the Church may be called by the Board of Trustees. If a written request to the Board of Trustees by 50 voting members or ten (10) percent (whichever is fewer) for a special meeting is denied by the Board of Trustees, said meeting may be called by such 50 voting members or ten (10) percent (whichever is fewer).

4. Meeting Notices

Written notice of each meeting of the Members, whether the Annual Meeting or a Special Meeting, shall be sent to each Member and posted on the website at least seven (7) days before the meeting, addressed according to the most recent membership records. Notice may be provided by electronic means when possible.

Notice of the meeting shall include an agenda of the principal matters of business to be considered at the meeting.

5. Meeting Agendas

Any voting member desiring to have any matter considered at the meeting shall request the Board of Trustees to place it on the agenda, and if it is in the form of a resolution, shall furnish the Board with a copy of such resolution. Such request shall be presented to the Board of Trustees in writing at least fourteen (14) days prior to the meeting, or such later date as the Board of Trustees may designate. The Board may place such requested item on the agenda and must do so if the request is supported in writing by at least 15 voting members of the Church. If the request is approved for inclusion on the agenda and includes a resolution, such resolution shall be reproduced by the Board of Trustees and distributed to the voting members as a part of the notice of the meeting. Matters not placed on the agenda may nevertheless be considered at the meeting, but may not be put to final vote unless three-fourths (3/4ths) of the voting members present at such meeting shall first vote to so consider it. If the meeting is a special meeting, business transacted at the meeting which is not included in the purposes described in the notice of the meeting may be voidable as described in Minn. Stat. 317A.433.

OR

Section 6. Resolutions on Public Issues

This provision applies only to resolutions by Members that seek to express a position of the Church as an institution on one or more public issues. In order to be submitted to a vote of the Members a resolution must be

- a) written,
- b) signed by five (5) percent or more Members, and
- c) submitted to the Secretary at least thirty (30) days before the Annual Meeting unless later delivery is approved by the Board of Trustees.

Adoption of such a resolution requires the vote of two-thirds of the Members voting on the question.

Section 6. Voting by Proxy.

There shall be no voting by proxy by members until the Board's establishment of a proxy voting policy in line with our values of inclusion and democracy.

Article III Board of Trustees

1. Board Membership

The Board of Trustees shall consist of nine (9) members, except as provided in the paragraph below. Each Trustee shall be a voting member of the Church and shall be elected for a term of three (3) years. At every annual meeting, voting members shall elect three (3) Trustees and vote on any vacancies that have been filled by the Board since the last annual meeting. A Trustee may be nominated to serve a second consecutive term. A Trustee may not be nominated to serve an additional term until the Trustees has been off the Board of Trustees for at least three years.

A Trustee shall take office upon the election of that Trustee and shall continue until the term expires, the Trustee resigns or dies, or the Trustee is removed. In the event of a vacancy on the Board of Trustees for any reason, the Board may at its sole discretion elect a successor to fill the vacancy for the remainder of the unexpired term. Such election shall be subject to approval by voting members of the Church at the next annual meeting.

Any Trustee may resign by giving notice in writing to all Trustees. A Trustee may be removed, with or without cause, by action of two-thirds (2/3rds) of the Trustees or by vote of a majority of the voting members of the Church present at an annual meeting of the Church or at a special meeting called pursuant to Paragraph 3 of Article II of these Bylaws. If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

Trustees shall serve without compensation, but may be reimbursed for travel and reasonable expenses incurred in fulfilling their duties.

2. Board Powers

The business, property, and affairs of the Church, including the approval of the annual budget in the circumstance detailed in the paragraph below, shall be governed by the Board of Trustees, which shall promulgate policies for the conduct of the affairs of the Church consistent with the laws of the State of Minnesota, the Articles of Incorporation, and these Bylaws.

At the annual meeting, the budget for the next Church year is presented to the congregation for its approval. If there is not a quorum present to approve the budget (per Article II, 2), the Board of Trustees is empowered to approve the budget.

3. Board Meetings

Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees.

Special meetings of the Trustees may be called by the President, or by the Secretary on the written request of any two (2) Trustees. Written notice of special meetings shall be sent to each Trustee before the date of the meeting. Such notice may be provided in person, or by electronic communication to those who have consented to electronic communication, at least four (4) calendar days before the meeting, or by notice mailed to the Trustee at least seven (7) calendar days before the meeting. Such notice may be waived with the consent of each Trustee in situations where a more urgent need is present as determined by the Chair.

A majority of the Trustees shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of one or more Trustees leaves less than the number otherwise required for a quorum.

Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those present at the meeting unless otherwise specifically increased in Board of Trustees policies or as required by applicable law.

A Trustee may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Trustees.

A Trustee may participate in a meeting of the Trustees by means of conference telephone or by such other means of remote communication, in each case through which that Trustee, other Trustees so participating, and all Trustees physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

Any action that could be taken at a meeting of the Trustees may be taken instead by written action signed, or consented to by authenticated electronic communication by all of the Trustees. A Trustee may consent to an action by affixing his or her signature on a document setting forth the action, or by electronic communication as defined in Minnesota Statutes, section 317A.011, Sub. 7a, as amended from time to time.

All board meetings shall be open to the public, with the exception that the Trustees may vote to devote all or a portion to a board meeting to an Executive Sessions to discuss confidential matters.HCBA

4. Nominating Committee

The Board of Trustees shall have a Nominating Committee charged with recommending to the Board of Trustees, for approval by the members at the annual meeting, candidates for appointment to open seats on the Board of Trustees, the First Universalist Foundation, and for the Nominating Committee itself. The Committee shall submit its slate of candidates to the Board of Trustees. Upon approval, the Board shall submit its recommendations to the annual meeting of the Church.

Additional nominations may be submitted from the floor of the annual meeting by voting members.

The Nominating Committee will consist of five members: (1) immediate past president of the Board of Trustees, who will chair the committee; (2) members appointed by the Board of Trustees; and (2) members elected by the congregation. The term of the chair shall be one year, renewable for up to three years. The terms of the other members shall be two years, renewable for one additional term.

If the immediate past preident is unable or unwilling to serve as chair, then the most senior Trustee currently serving will be the chair, other than the current President or Treasurer.

5. Other Committees

The Board of Trustees may appoint such other committees as it deems appropriate to assist the Board in doing its work. The Board will determine the scope of the work of any such committee in a manner that preserves Board wholeness and is consistent with these bylaw and such policies as are established by the Board from time to time.

Article IV Officers of the Church and the Board of Trustees

1. Election and Term

Each year at its regular **September** meeting the Board of Trustees shall elect a President who shall serve as President of the Church, a Treasurer, and a Secretary who

shall be the only officers of the Church. The President and Secretary shall be elected members of the Board of Trustees and shall be the only officers of the Board of Trustees. The Treasurer shall be a member of the Church staff. Each officer shall be elected to serve for a term of one (1) year. The President and Secretary may be reelected to successive terms so long as they continue to serve on the Board of Trustees. The Treasurer may be re-elected to serve unlimited successive terms. The Board of Trustees may determine by policy the duties of each officer of the Church.

2. Officer Elections

The Trustees shall 1) solicit and accept from all Trustees, nominations for officers, such nominees for President and Secretary to be Trustees whose Board terms will be continuing; 2) confirm that nominees will serve if elected; and 3) prepare a slate of candidates to nominate for the Board of Trustees and Church offices.

The Trustees shall present their nominations at the regular **September** meeting of the Trustees each year. The vote and election of officers shall take place at this meeting, and the elected officers shall begin their terms of office following the annual May or June congregational meeting but before the end of the Church's fiscal year. Their terms shall continue until new officers' terms begin.

3. Resignation and Removal

An officer may resign by giving notice in writing to all Trustees and may be removed, with or without cause, by action of two-thirds (2/3rds) of the Trustees. Any such resignation or removal shall be effective when a notice of resignation is received or resolution to remove has been adopted, unless a later effective date is specified in such resignation notice or resolution. Officer vacancies shall be filled as soon as practicable by nomination and election as described in Section 2 above.

4. Authority and Duties

The authority and duties of the officers shall be as prescribed in writing by the Board of Trustees and as required by applicable law.

Article V

Ministers and Staff

1. Executive Leadership of the Church

The Board of Trustees shall establish an executive leadership structure for staff of the Church ("Executive Leadership"). Executive Leaders who report directly to the Board of Trustees shall include an interim minister where applicable, and in all other cases, at least one Called Minister (defined as a minister who is called by and elected by the voting members of the Church as described in Section 2 below). Such Executive Leadership structure may include such other key positions as determined by the Board of Trustees and will identify which, if any additional Executive Leaders report directly to the Board of Trustees. The Executive Leadership structure established by the Board of Trustees may, but need not, include provision for an executive team that reports collectively to the Board of Trustees. Executive Leaders shall have responsibility for working collaboratively to advance First Universalist's mission, ends, values, and vision within limits and policies as established by the Board of Trustees.

The Board of Trustees is responsible for ensuring that Executive Leadership position(s) that report to the Board of Trustees are filled in a timely manner.

2. Selection or Removal of Called Minister(s)

The Board of Trustees shall determine the number and overall responsibilities of the Called Minister(s). To fill a Called Minister position, the Board of Trustees shall appoint a Search Team from among the voting members of the Church. The Search Team will conduct the search and present a candidate to the congregation for approval. The Board of Trustees will approve the compensation and other terms and conditions of employment offered to a candidate in advance of such presentation of the candidate and will oversee any negotiations regarding the same. The Board of Trustees shall establish such other processes as may be appropriate to facilitate the selection process, including a process for selection of the Search Team that includes substantial input from the voting members of the Church.

The selection or removal of the Called Minister(s) shall require consent of three-fourths (3/4ths) of the voting members of the Church in attendance at a meeting of the Church called for that purpose.

3. Staff other than Called Minister(s)

The Board of Trustees approves the hiring and removal of other Executive Leader(s) (if any) who report to the Board of Trustees, including any interim minister. The Board of Trustee may, but need not, appoint a search team from among staff, trustees, and

voting members of the Church to assist it in sourcing and recommending candidates for such positions.

Executive Leaders administer and approve the hiring and removal of professional and other staff who do not report directly to the Board of Trustees, subject to policies and budgets established by the Board of Trustees.

4. Employment Agreements

The Board of Trustees shall establish the compensation and other terms of employment of the Called Minister(s) and other Executive Leaders who report to the Board of Trustees and shall memorialize such terms in a written agreement which will be subject to review and potential modification over time.

Any other written employment agreements must be approved in advance by an Executive Leader or other staff member authorized by the Board of Trustees to sign such agreements.

Article VI

Other Provisions

1. Fiscal Year

The fiscal year of the Church shall begin on each July and end on the following June 30.

2. Contracts and Grant Agreements

All written contracts representing a singular or cumulative expenditure of over \$20,000 where such amount has not previously been approved or authorized in the current annual budget, and all deeds, conveyances, and mortgages of the Church shall be approved by the Board of Trustees and signed by the President of the Board of Trustees and countersigned by the Secretary. Grant agreements shall be approved by the Board of Trustees and signed by the President of the Board of Trustees and countersigned by the Secretary.

3. Real Estate

No Member shall have rights in or to any property of the Church at any time.

The main meeting place of the Church and any real property intended to become the main meeting place of the church shall not be constructed, substantially reconstructed (as determined by the Board of Trustees), purchased, sold, conveyed, or encumbered, or made subject to any lien unless such activity or transaction shall be first authorized by a vote of two-thirds (2/3rds) of the Board of Trustees, and three-fourths (3/4ths) of the voting members in attendance at a meeting of the Church; each body acting separately, at an annual meeting of either, or at a special meeting of either duly called for that purpose, which purpose shall be plainly stated in the notice.

Any other real estate purchased, sold, conveyed, encumbered, or made subject to any lien must be authorized by a majority vote of the Board of Trustees.

4. Indemnification

The Church shall indemnify Trustees and other persons acting in an “official capacity” as provided in and limited by Minnesota Statutes Chapter 317A up to the coverage limits of its then applicable insurance policies.

Article VII

Amendment of Bylaws

These Bylaws may be amended at any annual or special meeting of the Church by a vote of three-fourths (3/4ths) of the voting members present at the meeting. Notice of the meeting, stating the purpose including the proposed amendment, shall be given as provided in Article II hereof.

Article VIII. The First Universalist Foundation

Section 1. Purpose

The First Universalist Foundation of the First Universalist Church of Minneapolis shall be responsible to the Trustees of the Church for allocating funds from the First Universalist Foundation for social justice. In carrying out this responsibility the Foundation may initiate, receive, solicit, and evaluate proposals from groups within or outside of the Church to promote social justice. The Foundation shall keep accurate records of all Foundation proceedings and of all business transacted.

Section 2. Directors

□ The First Universalist Foundation shall consist of nine (9) Directors, each of whom shall be a Member of the Church. The Directors shall be elected by the Members at the Annual Meeting. □ The term of office of each of the Directors shall be three (3) years. The terms shall be staggered so that no more than three (3) Directors shall be elected

for three-year terms at the same Annual meeting. No Director may be a member of the Board of Trustees. No Director shall serve more than two (2) consecutive, full terms. Directors elected to fill out an unexpired term on the Foundation shall be eligible to serve two (2) full terms in addition to the partial term served.

Section 3. Vacancies

Directors unable to carry out their responsibilities as determined by the Foundation shall be replaced by appointment by the Trustees from among nominees presented by the Nominating Committee to the Trustees, following notification of the Members as specified in Article III, Section 3. Persons so appointed shall serve until the next Annual Meeting, at which time they or replacements shall be elected in accordance with Article II, Section 5, to serve out the remaining terms.

Section 4. Officers

The Foundation shall have a Chair, who shall preside at all meetings of the Foundation. The Foundation President shall be nominated by the Nominating Committee and elected by the Members at the Annual Meeting from among the Directors of the Foundation. The term of office of the President of the Foundation shall be one year.

Section 5. Duration

The Foundation's structure or purpose may not be dissolved or modified except upon the affirmative vote of the majority of Members of the Church voting at an Annual Meeting or Special Meeting of Members called for that purpose.

Section 6. Funds and Disbursements

- a) No part of the Foundation's funds shall be used as a substitute for or replacement of regular operating expenses of First Universalist Church.
- b) Operating Expenses. Proper expenses of the Foundation shall be a legitimate claim on the Foundation's funds and shall be paid from those funds upon certification by the Foundation.
- c) Allocations. The Foundation may allocate its funds in accordance with its Mission and shall report at least quarterly to the Board of Trustees regarding such allocations.
- d) Disbursements. Decisions regarding disbursements from the Foundation funds, grants, and operating expenses shall be made by majority vote of the Directors of the Foundation.

Article IX. The First Universalist Church Legacy Fund

Section 1. Establishment and Purpose:□

The Church shall maintain a fund to be known as the First Universalist Church Legacy Fund (the Legacy Fund). The purpose of the Legacy Fund is to support and enhance the mission of the Church. The Legacy Fund will be made up of gifts to the Legacy Fund from Members and friends of the Church and other money placed into the Legacy Fund from time to time by the Board of Trustees.□

Section 2. Distributions:□

The Board of Trustees shall direct the distribution of money from the Legacy Fund. Except where authorized otherwise in the terms of a gift or by the Membership in accordance with subsection c, the Board of Trustees shall make distributions from the Legacy Fund annually in amounts not to exceed seven (7) percent of the fair market value of the Legacy Fund as determined by the Board of Trustees.□

Article XI. Parliamentary Procedure

Robert's Rules of Order, Newly Revised, shall be the parliamentary rules of procedure governing all meetings of this Church.

Article XI. Affiliation

□This Church is a member of the Unitarian Universalist Association and the MidAmerica Region.

Bylaws Comparison Chart 2018-03-11

Sect ion	Covering	Existing Language for Reference	Proposed Change	Reason		
1.1	authorized # of members	There shall be no limit to the number of Members.	Remove authorized # of members language	Unclear what purpose this section serves	Policy Governance	
1.2			Split membership from voting members	you can still be a non-pledging member		
	Membership requirements: age, requirements for membership, pledge and contribution of record, approval by BOT, voting vs non-voting members, waiver	Any person fourteen years of age or older who has made a written application for membership, has signified sympathy with the purposes of the Church, and has made an annual pledge and contribution of record to the Church shall be eligible for membership provided that the applicant is approved by a majority of the Board of Trustees. Membership becomes effective upon that vote, after which the President of the Congregation shall issue a Membership Certificate. All Members under previous bylaws are Members hereunder without further acceptance by the Board. To continue membership and to be eligible to vote, a Member shall make a pledge and a contribution of record to the Church treasury within the twelve (12) months prior to any meeting at which the voting privileges of the Church are exercised, or make such a contribution at the meeting. Exceptions to the membership requirements, both for new and continuing Members, may be approved by the Senior Minister. Members are encouraged to show continued interest in the Church by taking part in its activities.		Simplicity and removing unnecessary barriers to membership, FUC's voting requirement is tied to a "contribution of record within 12 months prior to any meeting," or making a contribution at the meeting. The problem with this standard is that because our annual meeting occurs prior to the end of the fiscal year, technically someone who paid their prior year's pledge at the end of the prior fiscal year could vote, even if they didn't pledge for the FY in question.	volunteer/can contributions be non-monetary? How do you record	
1.3	cumulative voting, location (language in wrong place)	"There shall be no cumulative voting or proxy voting."	Remove "cumulative voting"	What is cumulative voting? Simplify, clarify		
1.4	Members leaving (if we vote them out) - criteria for board terminating a member	The Board of Trustees may terminate a membership by a majority vote, with or without notice, if a Member fails to make a contribution of record to the Church treasury during the previous twelve (12) months and has not been granted an exemption by the senior minister.	Membership reviewed annually- letter sent, with no response, you're off (or you just resign- no vote necessary)	Remove Board's specific approval or authorization required to remove individuals		
1.5	BOT approval of members	The Board of Trustees may, upon recommendation of the Senior Minister and in recognition of past contributions to First Universalist Church, appoint a Member to the status of Lifetime Member. Lifetime Members shall not be required to make financial contributions to the Church in order to continue membership.	Remove lifetime membership	With members and voting members defined, the Lifetime Members distinction is unnecessary		
1.6	Property rights	"No Member shall have rights in or to any property of the Church at any time."	Added under Real Estate			

Bylaws Comparison Chart 2018-03-11

Sect ion	Covering	Existing Language for Reference	Proposed Change	Reason		
2.1	Detailed mandated annual meeting agenda	"The purposes of the meeting shall be:a) Presentation of annual reports;b) Election of Trustees, Officers, Chair and Directors of the First UniversalistFoundation, Elected Members of the Nominating Committee of the Church, and Delegates to the General Assembly of the Unitarian Universalist Association;c) Presentation and approval of the budget recommended by the Senior Minister and the Board of Trustees for the next fiscal year;d) Discussion and vote on resolutions properly presented; ande) Transaction of other business which may properly come before the meeting."	Unity's section simply says the annual budget will be present for approval.	Suggested leaving the rest of the agenda to the BOT. FUC's section also contains a notice provision, which (per Unity) could be combined with a later notice provision.		
2.2	Requirement to call special meetings	A special meeting of the Members may be called for any purpose any time by a) the President of the Congregation; b) a majority vote of the Board of Trustees; or c) a petition, so requesting, signed by at least ten (10) percent of the Members and presented to a Trustee. The subject of the meeting must be specified in the action or petition, vote, petition calling the meeting and the meeting must be limited to the subject specified.	50 members, not 10%. If denied, then the members can do it anyway (per Unity)	Lower requirement, clearer that the board calls meetings		
2.3	Notices	Written notice of each meeting of the Members, whether the Annual Meeting or a Special Meeting, shall be mailed or e-mailed to each Member and posted on the website not less than ten (10) nor more than thirty (30) days before the meeting, addressed according to the most recent membership records.	7 days, not 30, remove budget meetings language?			
2.4	Quorum	Ten (10) percent of the Members shall constitute a quorum, except that for the purpose of selecting or dismissing a minister the quorum shall be twenty-five (25) percent.	No Change- 25% for selecting and removing minsters stays			
2.5	Elections					
2.6	Public Issues/Meeting Agendas (put forth by members)	This provision applies only to resolutions by Members that seek to express a position of the Church as an institution on one or more public issues. In order to be submitted to a vote of the Members a resolution must bea) written,b) signed by five (5) percent or more Members, andc) submitted to the Secretary at least thirty (30) days before the Annual Meeting unless later delivery is approved by the Board of Trustees.Adoption of such a resolution requires the vote of two-thirds of the Members voting on the question.	Unity's Sec. 5, titled Meeting Agendas, allows any person to ask the BOT to place an item on the agenda, 14 days prior. The Board must place it on the agenda if 15 members have supported the request in writing. - Would prefer to discuss with the whole Board	Switch to Unity's language Section 2.5		
2.7	Authorizing a sale of a primary place of worship	Prior to execution of financial transactions involving sale of the primary place of worship, a vote of the Members approving the sale is required.	Unity has a better section in "Other Provisions"			

Bylaws Comparison Chart 2018-03-11

Sect ion	Covering	Existing Language for Reference	Proposed Change	Reason		
3.1	Board vacancies, unexpired terms, gap between terms		Board appoints officers and nominating committee (with rubric and focused process on representation) - Use Unity's	racial justice perspective- no guidance for the nominating committee to work in accordance with our mission, vision, values- the board is on the hook for adherence to the mission, so if appointed by the board the legal responsibility would be tied to how the members are chosen. Short term commitment allows for more diversity. Creates more opportunities to serve. Builds capacity for leadership within POCL, inclusivity for youth and RE, Board could be more nimble in responding to needs, increases participation, we could require the board to appoint, the board could take applications (to avoid cherry picking), - will this feel non-democratic? Reason		Big deal if we would want to change this- says Cindy
3.2	Removing board members	Trustees may be removed by a majority vote at an Annual or Special Meeting, at which time a replacement shall be elected to serve out the remaining term.	Unity 3.2 w/ 2/3 vote.			
3.3	Meeting Notice , Executive Session	A Board meeting not regularly scheduled shall be considered a Special Board Meeting. Board members and the Members of the congregation shall be notified at least 24 hours prior to any special Board meeting. Notification of Members shall be by posting notice in the Church building and by such other means as are reasonable.	Moving to Unity's language- urgent mtgs can be called if necessary. Meeting open but not during executive session.			
3.4	Quorum	A majority of Trustees shall constitute a quorum. A vote of the majority of Trustees voting on the question shall be considered an act of the Board, except where a greater vote is required either by the laws of the State of Minnesota or by these Bylaws.	Unity quorum start with quorum see sec. 1 unity Unity sec. 3.3 electronic meetings etc.			

Bylaws Comparison Chart 2018-03-11

Sect ion	Covering	Existing Language for Reference	Proposed Change	Reason		
		After consultation with the congregation, the Board shall establish policies that effectuate the mission, vision, and values of the Church. Except as otherwise provided in these Bylaws, the Board of Trustees shall oversee the affairs of the Church. The Board shall establish and publish Governing Policies, which shall include policies to delegate the administration of the Church, set the limits of that authority, and assure appropriate progress toward the established Ends(goals). The Board shall have full and unrestricted authority to oversee and direct the activities of the Church except for the following matters, which are specifically reserved to the exclusive jurisdiction of the membership: a) The election of Trustees, Officers, Foundation Chair and Directors, members of the Nominating Committee, and General Assembly Delegates subject to the provisions of these Bylaws permitting the Board of Trustees to fill vacancies in such positions.b) The call and dismissal of called Ministers;c) The adoption and amendment of the Articles of Incorporation and Bylaws;d) The amendment of the structure or purpose of the First Universalist Foundation;In carrying out its responsibilities hereunder, the Board, by law, retains fiduciary responsibility for the Church;e) The approval of financial transactions as described in Article II, Section 2; andf) The approval of the annual budget as an expression of the intent of the membership.The Board of Trustees, in consultation with any called Ministers, shall have the authority tohire contract ministers for periods of no longer than two (2) years, as well as to dismiss them.				
3.5	General Authority		Remove?			
4.1	Election and number of officers		Board elect its officers. Duties determined by the Board.			
4.2	Definition of Officer Responsibilities: President	Section 2. President of the CongregationThe President of the Congregation shall prepare agendas for all Board meetings and all official meetings of the membership and shall preside over these meetings. If the President becomes unable to serve out his/her term, the Board will elect another Trustee to serve as President.	Needs to be here? Proposed "Officer duties determined by the board"By the board.			
4.3	Definition of Officer Responsibilities: VP	Section 3. Vice-PresidentThe Vice-President shall perform the duties of the President of the Congregation in her/his absence.	Needs to be here? Proposed "Officer duties determined by the board"By the board.			

Bylaws Comparison Chart 2018-03-11

Sect ion	Covering	Existing Language for Reference	Proposed Change	Reason		
4.4	Definition of Officer Responsibilities: Secretary	The Secretary shall be responsible for the recording of the minutes of all official meetings of the membership and of the Board of Trustees and forwarding them to Church staff in a timely manner for archiving with other official records of the Church. The Secretary shall oversee the publishing of all notices as required by these Bylaws. The Secretary shall also be responsible for ascertaining the eligibility of all who wish to vote on Church business.	Needs to be here? Proposed "Officer duties determined by the board"By the board.			
4.5	Definition of Officer Responsibilities: Treasurer	Section 5. TreasurerThe Treasurer shall lead the financial monitoring efforts of the Board of Trustees.	Needs to be here? Proposed "Officer duties determined by the board"By the board.			
4.6	Execution of Documents	The President of the Congregation, acting together with either the Vice-President, the Secretary, or the Treasurer is hereby authorized and directed to execute and acknowledge any instruments, certificates, and other documents on behalf of the Church and to perform any additional acts on behalf of the Church which they may deem necessary and proper to complete a course of action approved by a majority decision of the Board of Trustees or the Members of the Church at a lawful meeting.	cut it.			
5	Nominating Committee- election vs appointment, which positions filled by nomcom		Discuss w/ Board			
6	Foundation- do we have to have this in the bylaws? Asking someone on foundation board. Separate 501 (c)3?		Currently no change			
7	Legacy Fund (see above)		Currently no change			
8.1	% for Call and Quarum, Fellowship Minister	Approval by the Membership shall be by 4/5 (four-fifths) majority of the qualified Members of the Church present at any meeting duly called for such a purpose. The quorum for this meeting is 25 percent of the Members.	changing % for call or dismissal to 3/4 majority (from 4/5)			
Missing from ours	Establishing exec leadership structure		See Unity			
8.2	% for dismissal and quorum	A called Minister may be dismissed by a majority vote of the Members of the Church present at any meeting duly called. The quorum shall be the same as for selection of a called Minister.	change dismissal to 3/4			
8.3	Ministerial terms of employment	The Board of Trustees shall fix the amount of compensation for each called minister. The distribution of the compensation shall be set by the Board of Trustees in a manner agreeable to each Minister and in keeping with the tax laws. Other terms of the ministerial agreement shall be set by the Board of Trustees after consultation with each called minister.	Unity lang. 5.4			

Bylaws Comparison Chart 2018-03-11

Sect ion	Covering	Existing Language for Reference	Proposed Change	Reason		
8.4	Accountability?	Called Ministers shall be responsible for the conduct of all religious services, ceremonies, and observances and shall minister to the spiritual needs of the Members and community. Additionally, called ministers are held accountable by the Board of Trustees for all responsibilities stated in the ministerial agreements and delegated through the Governing Policies.	out			
8.5	Freedom of the Pulpit?	In accordance with the liberal religious tradition, all Ministers shall have freedom both in the pulpit and outside to express their opinions. No opinion or position expressed by the Ministers shall be the sole basis for dismissal or any other sanction.	no change			
9	Fiscal Year	The fiscal year shall commence on the first day of July and end on the thirtieth day of June of the following year.	July to June			
10	Dissolution	In the event of dissolution of this Church, and subject to (1) payment of costs and expenses of the dissolution proceeding including attorney fees and disbursements; and (2) payment of debt, obligations, and liabilities of the Church, all of the Church property and assets and any accumulated earnings shall be distributed to the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, to be held in trust for the benefit of any Unitarian Universalist Church which may subsequently be formed in Hennepin County, Minnesota, within twenty (20) years after such distribution. If no such church be formed within said county, within such a period of twenty (20) years, then said assets and earnings shall be held in trust for the benefit of any other Unitarian Universalist Church or Churches then in existence in the State of Minnesota, but if there then be no other Unitarian Universalist Association, church, or fellowship in Minnesota, then for the furtherance of Unitarian Universalism in such places and manner as the Trustees of the Unitarian Universalist Association may determine.	Remove			
11	Bylaw Amendment Vote requirement	These Bylaws may be amended by a vote of two-thirds (2/3) of those voting at a special or Annual Meeting of the Members of the Church.	change 3/4 %			
12	Roberts Rules of Order	Robert's Rules of Order, Newly Revised shall be the parliamentary rules of procedure governing all meetings of this Church.	out			
13	Affiliation	This Church is a member of the Unitarian Universalist Association and the Prairie Star District.	update to Mid America	Outdated		
	Still need to clarify that bylaws should be clear that the board has the full responsibility to decide the structure/executive model (eg go back to senior minister, two co-ministers, executive director)					