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## **BYLAWS**

### **Tapestry, A Unitarian Universalist Congregation**



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# **BYLAWS**

## **ARTICLE I Definitions**

All terms as used in these Bylaws shall, unless stated otherwise, be defined as set forth in that certain Articles of Incorporation, and any amendments thereto. All of the terms and provisions of the Articles of Incorporation, and any amendments thereto, are hereby incorporated herein by reference.

## **ARTICLE II Mission Statement**

The Mission of Tapestry, a Unitarian Universalist Congregation is:  
To encourage spiritual growth through free religious thought; to foster an atmosphere of acceptance, love and respect; to support commitment to service in the wider world.

## **ARTICLE III Office**

The principal office for the transaction of the business of the Congregation is hereby fixed and located within the Covered Property, or as close thereto as practicable in the County of Orange, State of California. The Board is hereby granted full power and authority to change said principal office from one location to another within said County.

## **ARTICLE IV Members**

### **Section 1 - Membership:**

Any person may become a Member of the Congregation who has attained at least sixteen (16) years of age, has signed the Congregation Membership Book in the presence of the President and/or one of the Vice Presidents and/or the minister, is in sympathy with the general purposes of the Congregation, and has stated an interest in assisting in the furtherance of these purposes, has attended an orientation session with the minister, and at a minimum, makes an identifiable financial pledge covering Unitarian Universalist Association (UUA), Pacific South West District (PSWD), and individual membership mailing (such as Newsletter, Official Notices) costs. The financial requirement for membership may be waived by the minister or the president in the case of financial hardship.

### **Section 2 - Termination of Membership:**

Membership in the Congregation shall automatically terminate when such Member: (1) resigns the Membership in writing; (2) is known to be deceased; (3) has made no financial contribution to the Congregation for one (1) year and does not reply affirmatively within thirty (30) days when requested in writing by the Secretary to indicate the Member's intent to continue financial contributions and when such contributions have not been waived; or (4) has moved outside the County, unless such Member has expressly requested to remain a Member of the Congregation.

### Section 3 - Voting Rights:

Members who have met the minimum requirements for Membership for at least thirty (30) days prior to having the opportunity to vote will be considered eligible to vote. Each Member has one (1) vote for each position being voted upon.

### Section 4 - No Plural Memberships:

Nothing in Articles of Incorporation or these Bylaws shall be construed as conferring upon any Member more than one (1) Membership in the Congregation.

### Section 5 - Rules; Enforcement:

The Board in its discretion shall adopt such Rules and Regulations as are consistent with furtherance of existing Law, the Articles of Incorporation and these Bylaws. Such Rules and Regulations shall take effect as the Congregation Rules.

## **ARTICLE V Meetings of Members**

### Section 1 - Place of Meeting:

All voting congregational Meetings of Members shall be held at the principal office of the Congregation, or at such other place in said County as may be fixed from time to time by Board Resolution.

### Section 2 - Annual General Membership Meetings:

Annual General Membership Meetings of Members for the election of Trustees and Officers and the transaction of other duly noticed business to be transacted shall be held in June. The time and place shall be fixed by the Board. If either the Board or a majority of the voting members present at any such Annual General Membership Meeting so directs, an adjourned Annual General Membership Meeting may be held for the adoption of the Budget and the transaction of business and shall be held at such time and place as shall be fixed by the Board.

### Section 3 - Special Meetings:

Special Meetings of the Members for any purpose may be called at any time by the Board or by written petition of not less than twenty-five percent (25%) of the eligible voting Members. Such written petition must be filed with the Board.

### Section 4 - Notices of Meetings:

Written Notice of all voting Membership Meetings, Annual or Special, shall be mailed to each Member entitled to vote by sending a copy of the Notice either electronically or through the United States Mail, postage prepaid, to the Member's email or physical address last appearing on the Congregation Membership Listing. All such Notices shall specify the place, the day and the hour of such Meeting, and in the case of Special Meetings, the general nature of the business to be transacted. When any Meeting of the Members, either Annual or Special, is adjourned for thirty (30) days or more, Notice of the time and place of the adjourned Meeting shall be given as in the case of the original Meeting. These mailings are to be received by the Members at least fourteen (14) days prior to the Noticed Meeting.

#### Section 5 - Quorum:

The presence at the Meeting of Members, entitled to cast twenty five percent (25%) of the voting power shall constitute a quorum for any action, except as otherwise provided in the Articles, or these Bylaws. If any Meeting cannot be held because a quorum is not present, the Members present, may adjourn the Meeting to a time not less than five (5) days, nor more than thirty (30) days from the time the original meeting was called. The quorum for an adjourned meeting shall be twenty (20%) of the total voting power of the Congregation.

#### Section 6 - Proxies:

Proxies representing absent Members will not be allowed or accepted for any deliberation or discussions before the General Membership.

#### Section 7 - Order of Business:

The Board President, or one of the Vice Presidents, shall conduct the General Membership meeting. The Board Secretary shall take the Minutes of the General Membership Meeting. The Order of Business for Annual General Membership Meetings shall be as follows:

1. Approval of the Minutes of the Previous Meeting.
2. Reports of President and Treasurer.
3. Reports of Standing Committees.
4. Reports of Ad Hoc Committees, if any.
5. Report of the Minister.
6. Consideration and adoption of the new Budget.
7. Old Business. (Those items that were “duly noticed”.)
8. New Business. (Those items that were “duly noticed”.)
9. Nominating Committee’s Report.
10. Election of Trustees, Officers and Nominating Committee.

All Meetings of Members shall proceed and be facilitated in the spirit of Robert’s Rules of Order parliamentary procedure as long as such rules are in accordance with the Articles of Incorporation, the Law and these Bylaws.

### **ARTICLE VI Board**

#### Section 1 - Powers:

In addition to the powers and duties of the Board as set forth in the Articles or elsewhere in these Bylaws, and subject to the limitations of the Articles or these Bylaws, and of the California Corporations Code as to action to be authorized or approved by the Members, all “corporate powers” shall be exercised by, or under the authority of, and the business and affairs of the Congregation shall be controlled by, the Board. Without prejudice to such general powers but subject to the same limitations, the Board is vested with and shall have the following powers:

- (a) To select, appoint and remove all Agents and Employees of the Congregation, with the exception of the settled or called Minister since this power solely resides in the General Membership, to prescribe such powers and duties for them as may be consistent with Law, with the Articles and/or these Bylaws, to fix the compensation of Agents and Employees and to require from them security for faithful service when deemed advisable by the Board.
- (b) To conduct, manage and control the affairs and business of the Congregation, and to enforce such Rules & Regulations thereof consistent with Law, with the Articles and/or these Bylaws, as the Board may deem necessary or advisable.
- (c) To adopt, use and at will alter, a Corporate Seal. Such Seal shall be affixed to all Corporate Instruments, but failure to affix it shall not affect the validity of any such instrument.
- (d) To appoint such standing committees and task forces as is deemed appropriate to carry out the work of the Congregation.

#### Section 2 - Number and Qualifications of Trustees and Officers:

The Board shall consist of the number of three (3) Trustees and five (5) Officers named in these Bylaws, shall be fixed and will not be dependent upon the quantity of the Members in the Congregation unless changed by an amendment to this Section of the Bylaws, fixing or changing such number. No person may serve as a Trustee or an Officer without being a Member.

#### Section 3 - Election & Term of Office:

- a) Any voting Member of the Congregation nominated as provided in accordance with these Bylaws, shall be eligible to be elected a Trustee or an Officer of this Congregation. No Trustee or Officer shall serve more than four (4) consecutive years for the same Office
- b) All Trustees and Officers shall hold Office until their respective successors are elected.
- c) Trustees and Officers shall be elected by the vote of the voting Members present at an Annual General Membership Meeting at which a quorum is present.
- d) The President's and Vice President of Operations' terms are one (1) year terms. All other Board Members' terms are to be staggered two (2) year terms. All elected Board Members take office on July 1 following election at the Annual General Membership Meeting. The Vice President of Finance, and two (2) Trustees are elected in odd numbered years. The Treasurer, Secretary, and one (1) Trustee are elected in even numbered years

#### Section 4 - Nominations:

The Trustees and Officers shall be nominated by the Nominating Committee, and

those persons nominated from the floor must either have previously consented or provided consent during the General Membership Meeting itself, and elected at the Annual General Membership Meeting of Members. Prior to the Annual General Membership Meeting, the Nominating Committee shall ascertain whether the nominees are willing to serve in the event they are elected by the Members.

#### Section 5 - Nominating Committee:

The Nominating Committee shall consist of four (4) members. Two members will be nominated by the previous Nominating Committee, and elected by the vote of the voting Members present at the Annual General Membership Meeting at which Trustees and Officers are elected. Within two (2) months after the election, the Nominating Committee shall elect a Chairperson from its Committee. Approximately eight (8) weeks prior to the Annual General Membership Meeting, the Nominating Committee shall prepare a slate of those Trustees and Officers to be elected at the Annual General Membership Meeting, and two (2) new Members of the future Nominating Committee. The remaining two members shall serve until the following fiscal year so that there are staggered terms of two years for the nominating committee members. The Committee shall nominate specific candidates to fill any vacancy on the Board during the year.

The term of Office of the Nominating Committee is for two (2) years, or until a new Nominating Committee is elected. Midterm vacancies on the Nominating Committee shall be filled by the Board.

#### Section 6 – Committees and Task Forces

Committees and Task Forces shall consist of no more members than necessary to carry out their function. Each committee shall send a representative to the Coordinating Council called at least four times per year by the Vice-president of Operations. All committees shall prepare a written report to the Board for the annual meeting.

In consultation with any existing committees, the Chairpersons of all committees shall be appointed by the Board for a period not to exceed two (2) years without reappointment unless otherwise specified. The Board will fill all Chair vacancies as they occur. The Chairs of the committees will staff members of the committee with consent of the Board. All committee chairpersons shall be members in good standing of the Congregation as defined by these by-laws. Committees and committee chairpersons may from time to time form sub-committees. Chairpersons of these sub-committees must also be members in good standing and will be appointed by the Chairperson of the committee with consent of the Board.

##### a) Standing Committees

Standing Committees ultimately but not necessarily directly reporting to the Board shall be Finance, Membership, Adults' and Children's Religious Education, Worship, Comprehensive Planning, Communications, and Shared Ministry.

##### i) Finance Committee

The Finance Committee shall be responsible for the annual canvass, preparation of the Congregation budget, supervision of the on-going canvass and other financial matters as needed or directed by the Board. The Vice President of Finance and the Board Treasurer shall be an ex-officio member of this committee.



ii) Membership Committee

The Membership Committees shall oversee a membership growth program and the successful orientation of new members.

ii i) Adult s' Religious Education Committee. Adult Religious Education includes but is not limited to Adult Forums and Covenant Groups formed for the purpose of encouraging spiritual growth.

iv) Children's Religious Education Committee (CRE). The Committee shall work with the Director of Religious Education to provide quality teacher training and support; to assist in curriculum development; and to perform other functions it deems necessary to nurture and promote the mission of this Congregation to adults and children as stated in Article II.

The Committee shall act as a conduit for communications to the congregation as to the process and progress of the children's religious education program.

v) Worship Committee

The Worship Committee shall be responsible for working with the minister to plan and implement all worship services of the Congregation, and shall be responsible for worship services in the absence of the minister.

vi) Comprehensive Planning Committee (CPC)

The Comprehensive Planning Committee shall prepare and present to the Board an initial five-year plan. This plan shall contain, but not be limited to, anticipated program enhancements, potential staffing needs and the facilities needed to house the projected programs and staff. The CPC will provide, with advice from the Finance Committee, the supporting financial projections, both operating and capital, that would fund the projects and staff projections. The plan shall be assessed and updated annually.

Changes or additions to the plan shall be offered for approval at a Congregational meeting. No later than four (4) weeks before that meeting, the Board shall furnish each member with a copy of the plan.

The Comprehensive Planning Committee shall consist of four (4) members. Two members will rotate off each year with two new members nominated by the Nominating Committee and elected by the vote of the voting Members present at the Annual General Membership Meeting. The term of Office of the Comprehensive Planning Committee is for two (2) years. Midterm vacancies of the Comprehensive Planning Committee shall be filled by the Board.

vii) The Committee On Shared Ministry (COSM)

The Committee On the Shared Ministry shall work with, and act as liaison between, the congregation and the Minister for the purposes of providing an environment of open communication, facilitating the understanding of shared ministry, enhancing the quality of ministry of the Congregation, educating the congregation on the opportunities and responsibilities of a shared ministry, and

supporting and monitoring the health of the Congregation.

The committee on the Ministry shall consist of four members, serving two-year staggered terms, selected by the Board of Trustees and Minister in accordance with the following process. Except at the time of the Committee's initial inception, each year, to replace the two outgoing members, the Board and Minister shall independently propose two candidates to serve on the Committee. The Board shall select one candidate from the Minister's list, and the Minister shall select one candidate from the Board's list. In the event that the Board or the Minister feels that neither of the two candidates proposed by the other is appropriate, then two additional candidates shall be proposed. When the process is completed, the Committee members shall select one of their members to be Chairperson, who shall hold such position for a two-year term limit.

In the event that a member resigns, or for any other reason leaves the committee before his or her term is up, a replacement, determined through the above process, shall serve the remainder of the term. If the resigning member was a choice of the Minister, then the Minister shall propose two candidates for the Board's approval. If the resigning member was a choice of the Board, then the Board shall propose two candidates for the Minister's approval.

At the time of the initial inception of the Committee, the Board and the Minister shall propose four candidates each, with the Board selecting two names from the Minister's list and the Minister selecting two names from the Board's list. The Board and the Minister shall then select one name from each of their lists to serve for a one-year term to begin the staggered terms.

It is recognized that, due to the nature of the Committee, it may be the recipient of information or comments of a sensitive nature, and therefore the Committee shall have the discretion to keep committee meetings and discussions confidential should it determine that such confidentiality is in the best interests of the shared ministry.

In the event a new Minister is called, the Committee shall be temporarily disbanded and the Search Committee shall serve as the temporary Committee on the Ministry until such time as a new Committee is selected pursuant to the process described above applicable to the initial inception of the Committee.

#### vii) Communications Committee

The Communications Committee shall be responsible for internal communications to members via such media as Newsletters, Website, and Social Media.

The Committee may also assist programs and committees with external communications and press releases to area media such as newspapers, radio, television, magazines, websites, and social media.

viii) Aesthetics Committee

The purpose of the Aesthetics Committee is to assure that any permanent or semi-permanent addition or change that affects the visual aspect of the church building or grounds is attractive and in line with Tapestry's values.

The committee consists of three Tapestry members who are appointed by the Board of Trustees. One member of the committee is to be appointed each year.

ix) Building and Grounds Committee

The purpose of the Building and Grounds Committee is to attend to the upkeep and improvement of Tapestry's building and grounds. Responsibilities include: performing minor repairs when possible, collecting bids from outside professionals when necessary, and supervising janitorial staff.

The committee will also assist renters with access and use of the building. The committee consists of three Tapestry members appointed by the Board of Trustees. Members of the committee serve a two-year term and may be re-appointed.

b) Ad Hoc Committees

The Chairperson(s) for each committee shall be appointed by the Board and shall be a member in good standing of the Congregation. The chairperson shall select committee members, a majority of which must be members of the Congregation. Committees and committee chairpersons may from time to time form sub-committees. Chairpersons of these sub-committees must also be members in good standing and will be appointed by the Chairperson of the committee with consent of the Board.

Each Ad Hoc Committee shall serve only until the end of the fiscal year unless reappointed.

All Ad Hoc Committees shall report to the Board or Coordinating Council (at the direction of the Board) and shall submit a written report upon completion of their duties. The Board shall report to the membership on the work of all Ad Hoc Committees.

c) Task Forces

Any Task Force shall be appointed by the Board and shall serve until the assigned task is completed.

All Task Forces shall report to the Board or Coordinating Council (at the direction of the Board) and shall submit a written report upon completion of their tasks. The Board shall report to the membership on the work of the Task Forces.

Section 7 Removal of Trustees and Officers:

Any Board Member or Officer may be removed from office at a Special Meeting called for such purpose by at least five (5) Members of the Board, or at a Special Meeting of the General Membership where there was a petition in writing signed by more than fifty percent (50%) of the General Membership, specifically convened for this purpose.

#### Section 8 – Termination of Board Membership:

Any Board Member who fails to attend three (3) consecutive Meetings of the Board without approval of the majority of the Board, may be removed from the Board at the fourth (4<sup>th</sup>) Regular Board Meeting. The removed Board Member's Office will be declared vacant and the vacated Office will be refilled in accordance with these bylaws.

#### Section 9 - Vacancies:

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any Director or Officer in accordance with the requirements of these Bylaws. A vacancy on the Board shall be filled by a recommendation from the Nominating Committee and by subsequent approval by the vote of the majority of the Board at any Board Meeting where a quorum exists.

#### Section 10 - Place of Meetings:

The Board shall meet in Regular Session on a monthly basis at the principal Office of the Congregation, or at any other place or places within said County designated at any time by Resolution of the Board. All Meetings shall be open to the General Membership in accordance with these Bylaws.

#### Section 11 - Other Special Meetings:

Other Special Meetings of the Board may be fixed from time to time by Resolution of the Board; provided the Notice of the time and place of any Special Meeting shall be communicated to all the Trustees and Officers of the Board not less than four (4) calendar days prior to the Meeting. Special Meetings of the Board for any purpose may be called at any time by the President, or if the President is unable or refuses to act, by any three (3) Trustees and/or Officer(s).

#### Section 12 - Notice of Adjournment:

Notice of adjournment of any Board Meeting, either Regular or Special, need not be given to absent Trustees and/or Officers, unless the Meeting is adjourned for more than twenty-four (24) hours, in which event Notice of any adjournment to another time or place shall be given to the Trustees and Officers who were not present at the time of the adjournment; such notice shall be given prior to the time of the adjourned meeting.

#### Section 13 - Quorum:

The presence of five **(5) Members at the Meeting of the Board shall constitute a quorum** for any action, except as otherwise provided in the Articles, or these Bylaws.

#### Section 14 - Adjournment:

A quorum of the Trustees and Officers may adjourn any Board Meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Trustees and Officers present at any Board Meeting, either Regular or Special, may adjourn from time to time until the time fixed for the next Adjourned Meeting of the Board.

Section 15 - Compensation:

No Trustee or Officer shall receive any compensation for any service rendered to the Congregation. However, any Trustee or Officer may be reimbursed for actual out-of-pocket expenses incurred in the performance of assigned duties.

Section 16 - Presiding Officer:

The President shall preside at all Meetings of the Board and General Membership. In the event that the President is either disabled or unable to attend any specific Meeting, the Vice President of Operations shall act in place of the President. Should the Vice President of Operations also be unavailable, then the Vice President of Finance shall act in place of the President.

Section 17 - Records:

The Board shall cause to be kept a complete record of all its acts and Congregation affairs and to present a Statement thereof to the Members at Annual General Membership Meetings of Members or at any Special Meeting where such Statement is requested in writing by twenty-five percent (25%) of the Members entitled to vote thereat.

Section 18 - Attendance of Board Meetings by Members:

Regular and Special Board Meetings shall be open to all Members, provided, however, no Member who is not a Director or an Officer shall participate in any deliberations or discussion unless expressly authorized by a majority of a quorum of the Board. The Board may, upon the vote of a majority of the Board's quorum, adjourn a Board Meeting and reconvene in Executive Session to discuss and vote upon personnel matters, litigation in which the Congregation is involved and other similar matters requiring confidentiality. The executive session shall comprise only Board Members excluding those individuals who might be the subject of the confidential matter (such as personnel issues, legal issues, etc.)

**ARTICLE VII Officers**

Section 1 - Officers:

The Officers shall be President, a Vice President of Operations, a Vice President of Finance, a Secretary and a Treasurer, which Officers shall be elected by and hold office unless removed in accordance with these Bylaws. Offices may be held only by Members of the Congregation.

Section 2 - Removal & Resignation:

The removal of any Officer will be as set out in these Bylaws. Any Officer may resign at any time by giving written Notice to the Board or to the President or to the Secretary. Any such resignation shall take effect as of the date of the receipt of such Notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3 - Vacancies:

A vacancy in any Office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws.

#### Section 4 - President:

The President shall be the Chief Executive Officer of the Congregation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Congregation. The President shall preside at all Board and General Membership Meetings of the Congregation and will be an Ex Officio Member of all Standing Committees, if any, and shall have the general powers and duties of management usually vested in the Office of the President of a Corporation, and shall have other powers and duties as may be prescribed by the Board or these Bylaws.

#### Section 5 - Vice President of Operations:

In the absence or disability of the President, the Vice President of Operations shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions upon, the Office of the President. The Vice President of Operations shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws. The Vice President of Operations shall be the Presiding Officer to the Coordinating Council of Committee Chairpersons and Ad Hoc Committee Chairpersons.

#### Section 6 – Vice President of Finance:

In the absence or disability of the President, and Vice President of Operations, the Vice President of Finance shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions upon, the Office of the President. The Finance Committee shall report directly to the Board of Trustees through the Vice President of Finance. All matters of budget preparation, the all-member canvass, management of ways and means, capital campaign Organization, and oversight of the organization's investments will be managed by the Vice President of Finance with the aid of the Finance Committee.

#### Section 7 - Secretary:

The Secretary shall keep, or cause to be kept, a Book of Minutes at the principal office or such other place as the Board may order, of all Meetings of the Board and of the General Membership, with the time and place of the holding of same, whether Regular or Special, how authorized, the Notice thereof given, the names of those present or represented at Members' Meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office, a Membership Register showing the following: (1) the names and addresses of all Members of the Board; (2) the names of the Members and their addresses; and (3) shall record therein the fact and date of termination, if any, of the Membership of any such Member. The Secretary shall give, or cause to be given, Notice of all Meetings of the Members and of the Board required by the Bylaws, the Articles or by Law to be given, and shall keep the Seal of the Congregation in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

#### Section 8 - Treasurer:

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Congregation. The Books of Accounts shall at all reasonable times be open to inspection by any Board Director or Officer or by any other Member. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Church as may

be ordered by the Board, shall render to the President and Board Trustees and Officers, whenever they request it, an account of all the transactions of the Treasurer and of the financial condition of the Church. The Treasurer shall render a Financial Statement for the Annual General Membership Meeting of the General Membership and at such other times as may be requested by the Board. The Annual Financial Statement shall be audited, and Quarterly Financial Statements of Pledge Status furnished to each individual family pledging unit or member as appropriate. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. If the Board requires, the Treasurer and any assistant will be bonded by and at the sole expense of the Church.

## **ARTICLE VIII Ministry**

### **Section 1 - Calling the Minister:**

The Minister shall be called (chosen) by a two-thirds (2/3) vote of the qualified members of the church present at any meeting legally called and at which a quorum is present for the purpose and shall serve as such for life, or for a specified time, or until dissolution of the corporation, or until s/he is dismissed or resigns as herein provided.

### **Section 2 - Dismissal:**

A two-thirds (2/3) vote of the voting members present at any meeting legally called for the purpose and at which a quorum is present shall be required to dismiss the settled or called Minister from office. Notice of such meeting shall be given to each voting member personally or by mail at his/her address as shown on the books of the corporation not more than thirty days or less than fourteen days prior to the date of such meeting, and said notice shall specify that the purpose of the meeting is to vote on the dismissal of the settled or called Minister. Such notice shall be given by the Secretary or, on his/her failure or refusal to do so, by such person as may be designated by the President, or by any voting member of the congregation signing the petition hereinafter provided for, whenever the Board by resolution directs that such notice be given and meeting held, or whenever a petition for dismissal is signed by not less than sixty percent (60%) of the voting members of the congregation and filed with the Board or with the Secretary thereof. The membership records shall be made available to any member of the congregation for the purpose of giving the notice as herein provided.

In the event that it is determined to dismiss the settled or called Minister, then a majority vote of the voting members present shall determine effective date of the dismissal while taking into account any executed contractual requirements.

### **Section 3 - Resignation:**

The Minister may resign by filing a written resignation notice with the President or Secretary of the corporation addressed to such officer at the principal office of the corporation. Such resignation shall become effective at a mutually agreed upon date taking into consideration any executed contractual requirements.

### **Section 4 - Compensation:**

The Minister's compensation shall be recommended by the Board of Trustees and shall be included in the budget presented to the membership for approval at the annual meeting as herein provided.

#### Section 5 - Minister's position on the Board and Committees:

The Minister shall be an Ex Officio member of the Board, and all standing committees, without voting power. S/he will attend committee meetings as s/he sees fit. S/he shall bring to the attention of the Board any matters which seem to him/her pertinent to the general welfare of the Congregation and make such recommendations as s/he deems proper. Details of the Minister's employment shall be provided in a written contract of employment that shall be approved by the congregation at the meeting to call the Minister as provided herein.

#### Section 6 - Free Pulpit:

The Minister shall be free at all times to express his/her convictions and beliefs on any and all subjects within, or outside, the pulpit. It is understood that this Organization is a Free Congregation religious institution and that the Minister's views are not necessarily to be regarded as being those of the Board of Trustees or the congregation and that any member shall be free to express divergent views as s/he shall deem necessary.

### **ARTICLE IX Miscellaneous**

#### Section 1 - Inspection of Corporate Records:

(a) The Congregation Membership Register, Books of Account and Minutes of Meetings of the Members, of the Board and any Committee of the Board, shall be made available for inspection and copying by any Member at any reasonable time and for a purpose reasonably related to the Member's interest as a Member, at the Principal Office of the Congregation or such other place within the County as the Board shall prescribe, all as provided in the Corporations Code of the State of California.

(b) The Board shall establish reasonable rules with respect to Notice to be given to the Custodian of the Records by the Member desiring to make the inspection, hours and days of the week when such inspection may be made and payment of the cost of reproducing copies of documents requested by the Member.

(c) Every Board Member shall have the absolute right at any reasonable time to inspect all books, records and documents of the Congregation and the physical properties owned or controlled by the Congregation, all as provided in the Corporations Code of the State of California. Without limiting the generality of the foregoing, the right of inspection by a Board Member includes the right to make extracts and copies of documents.

#### Section 2 - Checks & Drafts:

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Congregation, shall be signed or endorsed by such Officer or Officers and in such manner as, from time to time, shall be determined by Resolution of the Board. All withdrawals by check, draft or other orders for payment will require one (1) Board Officer signature for Operating Fund Expenses while two (2) Board Officers signatures are required to any Reserve Fund Expense.



The Board will make every effort to manage financial affairs within the Budget approved by the congregation at the Annual Membership meeting. The Board may approve expenditures of up to 110% of the approved fiscal operating budget. Expenditures greater than 110% of the overall budget must be approved by the congregation prior to commitment.

### Section 3 - Contracts; How Executed:

The Board, except as in these Bylaws otherwise provided, may authorize any Officer or Officers to enter into any Contract or execute any instrument in the name of and on the behalf of the Congregation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no Officer, Agent or Employee shall have any power or authority to bind the Congregation by any Contract or Engagement or to engage its credit or to render it liable for any purpose or for any amount.

### Section 4 - Financial Reports:

The Board will provide for the preparation and submission to the Members a written Annual Report including a Financial Statement. Such Report shall summarize the Congregation's activities for the preceding year and activities projected for the forthcoming year. The Financial Statement shall consist of a Balance Sheet, Income Statement, Bank Reconciliation and Bank Statement as of the close of the Congregation's Fiscal Year and will contain a summary of the Receipts and Disbursements prepared in such manner and form as is sanctioned by sound Accounting Practices, and shall be certified by the Treasurer.

### Section 5 - Inspection of Bylaws:

The Congregation shall keep in its Principal Office for the transaction of business the original or a copy of these Bylaws and any amendments hereto, certified by the Secretary, which shall be open to inspection by all the Members at all reasonable times as set forth within these Bylaws.

### Section 6 - Singular Includes Plural:

Wherever the context of these Bylaws requires same, the singular shall include the plural.

### Section 7 - Proof of Membership:

No person shall exercise the Rights of Membership in the Congregation until satisfactory proof thereof has been furnished to the Secretary. Such proof shall include the Member signing the Congregation Membership Register and other requirements as herein provided in these Bylaws.

### Section 8 - Absentee Ballots:

Absentee Ballots will not be allowed or accepted in any deliberation or discussions.

### Section 9 - Roster of Membership:

The Member shall provide the Membership Committee their full and complete address at the time of signing the Congregation Membership Book and will inform the Membership Committee in writing if such address changes at any such future time. Address information is to be used for Congregation purposes only and every reasonable effort will be taken to protect the privacy of individual members with respect to outside organizations.

Section 10 - Conflicts:

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 11 - Fiscal Year:

The fiscal year of the Congregation shall be July 1 through June 30

Section 12 - Dissolution:

Should this Congregation cease to function and the General Membership votes to disband, any assets of the Congregation shall be transferred to the Unitarian Universalist Association for its general purposes.

Section 13 – Welcoming Congregation

This congregation affirms and promotes the full participation of persons in all our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, gender identity or expression, physical or mental challenge, affectional or sexual orientation, class or national origin.

**ARTICLE X Amendments**

Section 1 - Powers of Members:

Subject to the limitations contained in the Articles and to any provisions of Law applicable to the amendments of nonprofit corporations, the Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted, at any Annual or Special Meeting of the Members where the required quorum is present to hold such Meeting, provided such amendment is first proposed in the manner set forth herein these Bylaws, and provided the Notice of the Meeting is mailed to the General Membership as provided within these Bylaws, and that the proposed amendment to these Bylaws is set forth in full, then these Bylaws may be amended or repealed, and new Bylaws may be adopted, by a two thirds majority of those present and entitled to vote at a Meeting where a quorum exists for a Meeting of Members duly called for such purpose.

Section 2 - Record of Amendments:

Whenever an amendment or new Bylaw is adopted, it shall be placed in the Book of Bylaws. If any Bylaw is repealed, the fact of the repeal, with the date of the Meeting at which the repeal was enacted shall be stated in said Book.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of: Tapestry, A Unitarian Universalist Congregation, a California Corporation; and

(2) That the foregoing Bylaws constitute the Original Bylaws as amended of said Corporation as duly adopted at the first meeting of the Board of Trustees thereof duly held.

IN WITNESS WHEREOF,

I have here unto subscribed my name this 10th day of August, 2017

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Kara Corbin-Lickfett, Secretary

**Change Log:**

<b>Date</b>	<b>Change</b>	<b>Comments</b>
6/11/17	Added two new standing committees.	Changes voted at annual meeting on 6/11/17 and approved: Aesthetics and Building and Grounds