



Channing Memorial Church



Bylaws

*Approved September 1997,
Amended May 2006 and April 2011*

ARTICLE I. NAME AND PRINCIPAL OFFICE

The legal name of this Church is “Channing Memorial Church of Newport, Rhode Island.” The address of its principal office is: 135 Pelham Street, Newport, RI 02840. The Church was incorporated in 1836 as “The Unitarian Congregational Church in Newport,” and was re-named to its present name in 1889.

ARTICLE II. PURPOSES

The purposes of the Church are:

1. To accept and honor free expression of religious beliefs;
2. To celebrate who we are and how we differ;
3. To encourage spiritual growth; and
4. To be a caring church family that works together to make the world a better place.

ARTICLE III. DEFINITIONS

The following terms used herein have these definitions:

1. “Board of Trustees” and “Board” mean the deliberative body of persons made up of the Officers, Members/Trustees at Large and the Finance Committee Chair, who are elected by the Members of the Church to exercise those powers and duties set forth in these Bylaws. “Trustee” means an individual person on the Board.
2. “Chair” means the Chairperson of any committee of the Church.
3. “Church” means the nonprofit body corporate, its assets, its properties and its Members.
4. The terms “Congregants” and “Congregation,” respectively, refer to all persons of all ages, and the collective group of such persons, who participate in the services, programs, and other activities of the Church. These terms include Members of the Church as well as non-Members.
5. “Member” means any person who has signed and is recorded in the Church membership book. The term includes Voting or Inactive Members, unless otherwise specified.

6. "Staff" means paid employees, individually or collectively, and does not include unpaid volunteers or administrators.

ARTICLE IV. MEMBERSHIP

1. **Qualifications.** Any person fourteen (14) years of age or older and involved in the activities and purposes of the Church is qualified to be a Member. If eighteen (18) years or older, he/she is qualified to be a Voting Member.

2. **Joining/Resigning.** A congregant joins the Church as a Member by signing his/her name to the Church membership book, witnessed by the Membership Committee Chair, Minister or President. Each new Member will receive written information about the Church and the Unitarian Universalist Association (UUA), as well as an electronic link to the Bylaws. New Members will be recognized before the Congregation. Any Member may resign from membership or may request the transfer of membership to another religious institution upon written request to the Membership Chair, Minister or President.

3. **Duties.** Members shall contribute financially to the Church and/or contribute their time and energy to support its programs.

4. **Active/Inactive Membership.** A Member who participates in the affairs of the Church and fulfills his/her membership duties is considered to be an active Member. The Membership Committee shall review the membership list at least annually and shall recommend that any Member who did not fulfill his/her membership duties during the preceding twelve (12) months be counted as inactive. The Membership Committee shall mail notification of this intended recommendation to any such Member's address of record at least fourteen (14) days prior to a meeting of the Board that is at least two (2) months prior to the month in which the Annual Meeting will be held. On recommendation by the Membership Committee, the Board may vote to confirm a Member's status as an Inactive Member. Upon request of an Inactive Member, the Board, at any regular meeting, may reinstate that Member to active Membership. If there has been no indication after more than twelve (12) months that an Inactive Member desires to return to active status, the Board may vote to terminate his/her Membership.

5. **Voting Rights.** Voting Members who join the Church at least thirty (30) days before an Annual Meeting or Special Meeting of the Church may vote at that meeting. Such Voting Members are eligible for election to any position in the Church. Inactive Members shall be ineligible to vote or be a candidate for elected office.

6. **Membership Records.** The Church membership book shall be maintained and updated by the Chair of the Membership Committee, who shall also maintain a back-up membership list and respond to all requests for a change in status.

7. **Annual Review:** At least annually, the Membership Committee shall survey Members and other Congregants about their interests in and comments about Church activities; update membership data; and endeavor to identify candidates to assist in Church activities.

ARTICLE V. MEETINGS OF THE CHURCH

1. Annual Meeting. The Annual Meeting of the Church shall be held during the month of May at a time and place published in the Church newsletter and mailed to each Member at least two (2) weeks before the date of the meeting; and announced at the two (2) Sunday worship services immediately preceding the meeting. The notice of the Annual Meeting shall state the Order of Business, including specifically:

- a. Reading and approval of the Minutes;
- b. Reports of Officers;
- c. Reports of Standing Committees;
- d. Elections, in accordance with these Bylaws, of:
 - i. Officers of the Board of Trustees,
 - ii. Members at Large of the Board of Trustees,
 - iii. Chairs of Standing Committees,
 - iv. Financial Secretary,
 - v. Members of the Nominating Committee,
 - vi. Members of the Endowment Committee, and
 - vii. Such other positions as the Board of Trustees shall direct;
- e. Approval of the Church's Annual Budget; and
- f. Any other business as appropriate.

2. Special meetings. Special Meetings of the Church may be called by the Board of Trustees, or shall be called by the Board upon written request to the Board by seven (7) Voting Members. The Board shall cause a copy of the notice of any Special Meeting to be mailed to all Voting Members at least eight (8) days before the date of said meeting.

3. Quorum. At any Annual or Special meeting of the Church, twenty-four (24) Voting Members in person, and not by proxy, shall constitute a quorum. Each Voting Member shall be entitled to one vote on any resolution or action proposed to be taken. If a quorum is present, the affirmative vote of the majority of the Voting Members present is the act of the Members.

4. Absentee Voting. Notwithstanding Section 3 above, absentee voting shall be permitted in the election of Trustees, selection or termination of a Minister, or amendment of the Bylaws; and only if the Voting Member shall be absent on Church related business or is incapacitated from attending. Any absentee ballot shall be in writing and signed by the Member, and received by the Secretary in advance of the meeting. Such absentee ballot shall not be counted for quorum purposes, but shall be counted as a Voting Member present for deciding any measure that does not differ from the measure noticed. The Board shall establish and publish the procedure for absentee voting in the notice for the meeting.

5. Temporary Rule for Initial Election. At the first Annual Meeting held in accordance with these Amended Bylaws, any incumbent or new nominee elected by the Members shall be fulfilling the first elected term of that position so that staggered terms may take effect. This provision shall be null and void, and will no longer have any force and effect, after the first Annual Meeting held in accordance with these Amended Bylaws.

ARTICLE VI. BOARD OF TRUSTEES

1. Powers. The Board shall be authorized to oversee and direct all aspects of the Church's congregational activities and nonprofit business activities within the fiscal limits established by the annual budget approved by the Voting Members. The Board shall have the power and responsibility to handle and manage the Church's assets, properties, interests and affairs, provided, however, that the Board shall not incur debt, transfer real property or take any other action reserved to the Voting Members without their prior approval.

2. Duties. The Board shall:

- a. establish policies and procedures for the Church's activities in keeping with the purposes of the Church;
- b. ensure that strategic planning for the Church is established and executed;
- c. ensure sound stewardship of the Church's finances and physical property;
- d. employ the Church's staff; and
- e. perform any other duties as directed by the Members or as indicated elsewhere in these Bylaws.

3. Handbook of Church Policies. The Board shall maintain records of the enacted policies of the Church, which shall be kept in a Handbook of Church Policies made available to the Congregation in the Church office and elsewhere as directed by the Board.

4. Elections. The Board shall consist of ten (10) persons, comprised of five (5) Officers, four (4) Members at Large, and the Chair of the Finance Committee. All Trustees shall be Voting Members of the Church and shall be elected by Members at the Annual Meeting in accordance with these Bylaws. Each Trustee, also referred to as a member of the Board, shall be elected to a two-year (2-yr) term and no member of the Board may be elected to more than two (2) consecutive terms in the same office. Each Trustee shall take office on July 1 of the year in which elected.

5. Meetings. Regular meetings of the Board shall be held monthly, or at least nine times each calendar year, from August through June. Additional meetings of the Board may be scheduled at such times and places as the Board shall determine. Any meeting of the Board shall be open to any Congregant provided that, in the event that the Board shall make any resolution or take any action in executive session, such action or decision shall be made public immediately after the end of the executive session.

6. Quorum. At any meeting of the Board, six (6) Trustees in person, but not by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of Trustees present, but in no case fewer than four (4) affirmative votes, is the act of the Board. Absentee voting and voting by proxy shall not be permitted.

7. Vacancies. The Board may appoint a Voting Member to fill any vacancy in the positions of Vice-President, Program Coordinator, Secretary, Treasurer, Member-at-Large, Standing Committee Chair, Financial Secretary or such other elected committee chairs as may be established separately. Appointees shall serve only until the next Annual Meeting. If a vacancy occurs during the period between the Annual Meeting and

the first day of July, the person elected to the position shall assume office at that time. Other provisions of these Bylaws notwithstanding, when a Member at Large is to be elected as a result of a vacancy, the nomination shall be for the specific term resulting from the vacancy.

ARTICLE VII. TRUSTEES AND THEIR DUTIES

The positions and duties of office of the Church's Trustees shall include but not be limited to the following.

1. Officers. The Officers of the Church shall be: President, Vice President, Program Coordinator, Secretary, and Treasurer. Officers shall be elected in even-numbered years to serve for a term of two (2) years or until succeeded. No Officer shall be elected to more than two (2) consecutive terms in any one office. The duties of the Officers shall be:

a. President. The President shall: preside over meetings of the Church and the Board; have the authority to act in the business affairs of the Church as delegated by the Board; have financial authority as permitted in separate financial policies and procedures adopted by the Board; oversee the general activity of the Church; and act as its lay spokesperson. The President shall serve as a non-voting member of the Board for two years after the expiration of his/her term.

b. Vice President. The Vice President shall: preside in the absence of the President; undertake specific Presidential duties as delegated by the President; assume the Presidency until the next Annual Meeting in the event of a vacancy in the office; ensure that an Annual Fund Drive is conducted appropriately; and undertake other duties as delegated by the Board.

c. Program Coordinator. The Program Coordinator shall: chair the Program Council; monitor its various committees; coordinate the activities of the committees as needed or requested; communicate information and requests from committees to the Board through the Program Council; and ensure that a coordinated calendar of Church events is maintained.

d. Secretary. The Secretary shall: maintain an accurate record of all meetings of the Church and of the Board; maintain an accurate record of all policies, motions, and resolutions passed by the Board; keep a current official copy of the Bylaws; ensure that an accurate Church membership book is maintained; give notice for each Church meeting to the Members as required, including description of the procedure for absentee voting if appropriate; notify Members elected to an office; ensure that an accurate record of rites of passage of all Church members is maintained; ensure that all official communications of the Church are conducted properly; ensure that communications in fulfillment of requirements for the UUA are made; and ensure that the Seal of the Church is maintained.

e. Treasurer. The Treasurer shall be the chief financial officer of the Church, and shall have financial authority to the extent permitted in separate financial policies and procedures adopted by the Board. The Treasurer shall: approve all expenditures in

accordance with the Annual Budget or, in the case of non-budgeted expenditures, by authorization of the Board; serve on the Finance Committee; make monthly financial reports to the Board; report the financial condition of the Church at the Annual Meeting; and be a member of the Finance Committee.

2. Members at Large. Four (4) Trustees shall be elected as Members at Large, also referred to as Trustees at Large, serving in staggered terms with two (2) elected in even-numbered years and two (2) in odd-numbered years. No Member at Large shall be elected to more than two (2) consecutive terms. The primary duties of the Members at Large are to be attentive to the general interests of the Church and its Congregants, and to represent them on the Board. Members at Large shall facilitate communication between the Board and the Standing Committees, and shall not serve as chairperson of any committee.

3. Finance Committee Chair. The Finance Committee Chair shall be elected in odd-numbered years to serve a two-year (2-yr) term, and may serve a maximum of two (2) terms. He/she shall advise the Board in the areas of financial planning and management.

ARTICLE VIII. STANDING COMMITTEES

1. Specified Committees. There shall be six (6) Standing Committees: Worship, Religious Education, Membership, Finance, Property and Social Action.

2. Committee Chairs. The Chair(s) of each Standing Committee shall be elected at the Annual Meeting in odd-numbered years to serve for a term of two (2) years. The Finance Chair shall not be elected to more than two (2) terms as set forth in Article VII.3. Other Chairs may be elected to not more than three (3) consecutive terms or until succeeded. The members of each Standing Committee shall be appointed by the Chair of that committee, except that the Treasurer shall automatically be a member of the Finance Committee. The Chair of each Standing Committee shall be responsible for overseeing the duties and responsibilities of that committee within the fiscal limits established in the Annual Budget.

3. Relationship to Board. The Board shall rely on the advice, actions and recommendations made by the Standing Committees for the Church's work in: delivering religious services, education and congregational support; addressing the Church's financial requirements; maintaining physical space for the Church's activities; and engaging in social outreach. The Standing Committees shall receive direction from the Board, beyond which each committee shall be responsible for conducting work in its respective area and within its budget. Each Standing Committee shall submit a written report of its business to the Board in advance of each regular Board meeting and shall communicate other information directly to the Board as needed.

4. Duties by Committee. The duties of the Standing Committees shall include, but not be limited to, the following:

a. Worship Committee. The committee shall assist the Minister in the worship services of the Church, sharing in the performance of Minister-led services and taking full responsibility for services when the Minister is absent. The committee's responsibilities shall include but not be limited to: playing an active role in planning the annual worship calendar; seeking and experimenting with creative approaches to worship; soliciting congregants to provide lay leadership during services; and coordinating with other committees that provide music, ushers, greeters, flowers, etc. for services.

b. Religious Education (RE) Committee. The committee shall assist the Director of Religious Education to foster the spiritual growth of children and youth, connecting them to Unitarian Universalist principles, our church as a whole, our community and the world. The committee's responsibilities shall include but not be limited to: nurturing families as a source of spirituality and religious meaning; providing a caring church community in which young people of different backgrounds and perspectives learn to support and benefit one another; assisting in the regular children's RE program on Sundays and additional youth programs at other times; fostering connections across generations; and ensuring that an adult religious education program is provided to the congregation.

c. Membership Committee. The committee shall maintain congregational records and endeavor to grow the congregation. The committee's responsibilities shall include but not be limited to: cultivating new memberships; providing information about the Church and the Unitarian Universalist religion to Members, congregants, and visitors; maintaining the Church's membership book; collecting and maintaining data about the Church's Membership; providing ushers and greeters for worship services; providing transportation for and contact with members in need; and supporting fund-raising activities.

d. Finance Committee. The committee shall provide for oversight of financial affairs of the Church; prepare and present the annual budget and a five-year (5-yr) financial plan to both the Board of Trustees and the Annual Meeting; recommend investment and financial policies and procedures to the Board; check the Church's credit rating annually; and conduct periodic audits of all Church accounts and monies.

e. Property Committee. The committee shall provide for the planning, maintenance, operation and preservation of Church properties. The committee's responsibilities shall include but not be limited to: developing specifications for work by the Church's staff, volunteers and outside contractors; obtaining quotes for contracted work as may be required; providing for routine inspection and maintenance of properties, monitoring of utilities and regulatory matters; management of rental properties; and conducting long-range planning for the use of Church properties.

f. Social Action Committee. The committee shall lead and coordinate social action for the Church. The committee's areas of responsibility shall include but not be limited to: developing programs on social issues and public affairs and/or those that benefit the local community; cultivating the social awareness of the Church; and nurturing the expression of individual social conscience through watchfulness, education, empowerment, and participation.

5. Annual Review. The Standing Committees shall establish and review the policies and procedures necessary to carry out their duties at least annually, and shall submit a report of this review to the Board of Trustees prior to its September meeting. The Standing Committees may organize and delegate specific duties to sub-committees as necessary to fulfill their responsibilities.

ARTICLE IX. PROGRAM COUNCIL

1. Purpose. The Program Council shall coordinate the ministries, interests, concerns and schedules of various committees of the Church through a collective forum. The Council shall be chaired by the Program Coordinator, whose responsibility shall be to foster communication and coordination among the Council committees, but not to manage them.

2. Relationship to Board. The Program Coordinator shall be a link to the Board for committees to report routinely about their activities and requests. Committees may also approach the Board directly regarding specific matters. The Program Coordinator shall submit a written report of Program Council business for each regular meeting of the Board.

3. Representation on the Program Council. Each Standing and Program Committee will appoint a representative to the Program Council, who need not be the committee Chair.

4. Meetings. The Program Council shall meet at least once every two months.

ARTICLE X. ADDITIONAL COMMITTEES AND ADMINISTRATORS

1. General. The Church shall have such additional committees and administrators as the Members and/or Trustees deem necessary or desirable to deliver programs and conduct business. Any such committee or administrator may be formed by Members, but each committee or administrator shall be authorized by a resolution of the Board that includes a concise statement of its purpose. Any such committee or administrator may be dissolved by the Board unless it is resolved otherwise by a vote of the Members. Each committee or administrator shall work within its purpose and budget. The Chairs of additional committees and administrators may be self-selected or elected by Members at the Annual Meeting, according to policies established by the Board. The Board shall review periodically the status of additional committees, chairpersons and other administrators, and publish a list of that information at least annually.

2. Program Committees. Program Committees shall provide various services in fulfillment of the Church's purposes and policies. Such committees may be self-sufficient and deliver their programs with little direct Board oversight or involvement. Program Committees shall participate in the Program Council.

3. Autonomous Committees. The conduct of specific committees may require autonomy for reasons of procedural independence or confidentiality. Such Autonomous Committees shall be established, and their duties and guidelines determined, by a vote of Members either at the Annual Meeting or a Special Meeting of the Church. Autonomous Committees will not be represented on the Program Council. The Autonomous Committees are:

a. Financial Secretary. The Financial Secretary shall receive, deposit, and record all Church monies; make monthly deposit reports to the Board, the Finance Committee and the Treasurer; assist the Stewardship Committee with the Annual Fund Drive; assure the confidentiality of individual pledges; make quarterly statements to Members of their pledge payments; and keep attendance records of Church services. The Financial Secretary shall be elected by Members at the Annual Meeting.

b. Endowment Fund Committee. A committee shall be elected by Members to manage the Church's Endowment Fund, as further described in Article XV, "Endowment Fund."

c. Margit Baum Fund Committee. A committee shall be elected by Members to manage the Margit Baum Charitable Fund, a restricted fund for which the Church is trustee, as further described in Article XVI, "Margit Baum Charitable Fund."

d. Committee on Ministry. There shall be a Committee on Ministry to strengthen the quality of shared ministry within the Church. This committee shall support, inform, advocate for and evaluate the ministry of the congregation in its entire context, including the called Minister. The composition of the committee shall be agreed by the Board and the Minister.

e. Nominating Committee. A Nominating Committee shall be elected by Church Members to nominate candidates for elected office, as further described in Article XI, "Nominations and Elections."

4. Administrators. The Board shall ensure that various administrative functions of the Church are carried out satisfactorily by establishing other Administrators. Administrators may be formed or dissolved by the Board, and may be committees or individual persons. It is anticipated that the work in these administrative areas will be performed by a combination of volunteer Members and Church staff. Administrators may participate in the Program Council.

ARTICLE XI. NOMINATIONS AND ELECTIONS

1. Nominating Committee. The Nominating Committee shall identify and nominate a Voting Member of the Church to each of the following elected positions whose term is expiring: Officers and Trustees at Large; Chairperson(s) of Standing Committees; Financial Secretary; and elected Chair(s) of such other committees as may determined according to these Bylaws or separate Board resolutions and policies. The Nominating Committee shall consist of four (4) persons, with two (2) nominated by the Board of Trustees and two (2) by the existing Nominating Committee. The Nominating Committee for the subsequent Church year shall be elected by Members of the Church at the Annual Meeting. Members of the Nominating Committee shall serve staggered two (2)-

year terms, with one (1) nominee of the Board and one (1) nominee of the Nominating Committee elected each year. Members of the Nominating Committee shall serve not more than two (2) consecutive elected terms. The Chair of the Nominating Committee shall be chosen by the committee not later than the tenth (10th) day of September each year. Any vacancy on the Nominating Committee shall be filled by the remaining Committee Members, subject to Board approval.

2. Nominating Schedule. Each year, the Nominating Committee shall meet not later than the tenth (10th) day of October to commence its active search for candidates to serve in the following Church year. The Committee shall submit its report of nominees for elected positions in writing to the Board at a regular meeting of the Board at least one (1) month prior to the Annual Meeting. The slate of all nominees shall be included in the notice of the Annual Meeting.

3. Conduct of Elections. The Nominating Committee shall supervise the elections. Nominations for any position may be made from the floor during the Annual Meeting. Any person nominated shall be a Voting Member of the Church. The procedure for conducting the election shall be determined after the close of nominations and before the election takes place. Election shall be by secret ballot whenever two (2) or more persons are nominated to the same position.

ARTICLE XII. MINISTER

1. Engagement. A Minister may be settled in the Church by two-thirds (2/3) of the Voting Members present at any Annual or Special Meeting of the Church. Such vote shall affirm the written contract with the Minister developed according to Section 4 below.

2. Duties. In general, the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Church, and shall be guaranteed freedom of the pulpit. He/she shall be responsible for the conduct of all religious services with the assistance of such committees as appointed by the Board of Trustees. The Worship Committee shall be responsible for planning and presenting Church services during any time when the Minister is not in the pulpit.

3. Meeting Participation. The Minister shall be a non-voting member, ex officio, of all Church committees, boards and commissions, excluding a ministerial search committee and the Nominating Committee. The Minister shall be expected to participate in meetings of the Board and the Program Council. The Minister may be requested by the presiding officer to leave any meeting at which his/her conditions of employment will be discussed. Results of any such portion of the meeting will be shared with the Minister immediately afterward by the presiding officer.

4. Vacancy. Whenever a vacancy may occur in the ministry of the Church, the Board shall nominate a Ministerial Search Committee of not fewer than seven (7) Voting Members who represent the diversity of the Congregation. Members of the Church shall elect the Ministerial Search Committee at any Annual or Special Meeting, and shall charge the committee as necessary. The committee, in consultation with the Unitarian

Universalist Association, shall nominate a suitable candidate for the position. The committee, in cooperation with the Finance Committee and the Board, shall negotiate a proposed contract with the candidate and shall present the candidate to the Congregation.

5. End of Service. When a Minister plans to resign, he/she shall inform the Board not less than three (3) months prior to the effective date. If the Board recommends discontinuing the services of a Minister, the recommendation shall be made at a Special or Annual Meeting of the Church with proper notice of this intent. The decision to discontinue the services of a Minister shall require not less than a two-thirds (2/3) vote of the Voting Members at the meeting. If a decision is made to terminate a Minister, his/her term of service shall expire three (3) months after notification of such decision.

ARTICLE XIII. FISCAL AND CHURCH YEAR

The fiscal and Church year shall run from July 1 to June 30.

ARTICLE XIV. FINANCIAL PROCEDURES

1. Financial Procedures Manual. The Board, in consultation with the Finance Committee, shall adopt and annually review a detailed Financial Procedures Manual, which shall govern all financial transactions of the Church.

2. Investment Policies. Following consideration of recommendations of the Finance Committee, the Board shall adopt and annually review a comprehensive investment policy for all Church funds.

3. Expenditures. The Treasurer, the President, the Vice-President and the Secretary shall have the authority to sign checks of the Church for expenditures. Two (2) signatures shall be required for any checks in excess of an amount established in the Financial Procedures Manual.

ARTICLE XV. ENDOWMENT FUND

1. Purpose. The Endowment Fund was established to provide annual income to enhance Church programs and assist in maintaining Church property.

2. Committee. The Endowment Fund Committee shall consist of three (3) Voting Members elected at an Annual or Special Meeting to serve overlapping three year terms. Vacancies shall be filled in the same manner for the remainder of that term. Committee members shall not serve consecutive terms. Church Trustees shall not serve on the Endowment Fund Committee.

3. Investments. The Endowment Fund shall be invested by the Endowment Committee for conservative growth.

4. Gifts. The Endowment Fund Committee shall be responsible for soliciting and accepting gifts and donations to the Endowment Fund.

5. Expenditures.

a. Interest and dividends received from investment of the Endowment Fund may be used for programs and property maintenance as part of the Church budget.

b. Expenditure of the Endowment Fund principal, including capital gains, may be authorized only at an Annual or Special Meeting by a two-thirds (2/3) vote of the Voting Members present, provided that the proposal for the expenditure is published in the notice of the meeting as required.

ARTICLE XVI. MARGIT BAUM CHARITABLE FUND.

1. Purpose. The Margit Baum Charitable Fund was established for the assistance, care and relief of poor and needy persons in the city of Newport.

2. Committee. The Margit Baum Fund Committee shall consist of three (3) to six (6) members responsible for managing the fund. Committee members shall be active Church Members elected at an Annual or Special Meeting for overlapping five-year (5-yr) terms. Vacancies shall be filled in the same manner for the remainder of that term.

3. Investments. The fund shall be invested by the Endowment Committee separately as the Margit Baum Charitable Fund, subject to review and approval by the Margit Baum Fund Committee.

4. Expenditures. The Treasurer shall disburse funds upon receipt of applications approved by the Margit Baum Fund Committee and the Minister.

ARTICLE XVII. AMENDMENT OF BYLAWS

These Bylaws may be amended or any new Bylaws adopted at any Annual or Special Meeting of the Church by two-thirds (2/3) of the Voting Members present, provided that notice of any proposed amendment or adoption was included in the notice of said meeting.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Church in all cases to which the Rules are applicable and not inconsistent with these Bylaws and any special rules of order that the Church may adopt. A parliamentarian may be appointed by the presiding officer of each meeting, whose function shall be to interpret the rules and Bylaws.

ARTICLE XIX. NON-DISCRIMINATION POLICY

The Church affirms and promotes the full participation of persons in all of its activities and endeavors - including membership, programming, hiring practices and the calling of religious professionals - without regard to race, color, gender, physical or mental challenge, sexual or affectional orientation, age, class, or national origin, and without requiring adherence to any particular interpretation of religion.

ARTICLE XX. DISSOLUTION

In the event that the Board of Trustees resolves that the Church shall be dissolved, merged, consolidated or liquidated, or that substantially all of its assets shall be transferred or distributed, then, at a Special Meeting called for such purpose, a majority of all Voting Members in person, and not by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of two-thirds (2/3) of the Voting Members present shall decide on the resolution in accordance with the General Laws of the State of Rhode Island.

Explanatory Notes (not a part of the Bylaws):

The Amendments of 2006 were principally to improve financial management.

The Amendments of 2011 were principally to change the Church's governance structure to a program style, affecting the composition of the Board and creating a Program Council. Standing committees were separated from the Board and provision was made for the organization of other Church committees. Elections were changed to a staggered, two-year cycle. The Church's Purpose Statement adopted by a vote of the Congregation in 1997 was incorporated into the Bylaws. The content of the Bylaws was substantially reorganized.