



Channing Memorial Church



Bylaws

FINAL DRAFT 27 APRIL 2022

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 purpose of the Church is to be a religious community that:

1. Is committed to living our lives according to the principles of Unitarian Universalism;
2. Accepts and honors free expression of religious beliefs;
3. Encourages spiritual growth, worship, and faith development; and
4. 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 Active Members of the Church as well as non-Members, as further defined in Article IV below.
5. “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 an Active Member. If eighteen (18) years or older, they are qualified to be an Active Member.

2. Joining/Resigning. A congregant joins the Church as a Member by attending an orientation or meeting with the Minister, and signing their name in 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. Any Member may resign from membership 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 Membership. A Member who participates in the affairs of the Church and fulfills their membership duties is considered to be an Active Member.

5. Inactive Members. Any Member who has not participated in the life of the church and/or made a contribution of record during the preceding 12 months may become an Inactive Member, either at the Member's request or in accordance with procedures developed by the Membership Committee. An Inactive Member may be reinstated as an Active Member in accordance with procedures established by the Membership Committee and approved by the Board of Trustees.

6. Membership Rights. Active Members may vote in any regular or special meeting of the Church. Such Active 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.

7. Friends and Visitors. Friends are individuals who participate with some regularity in the activities and programs of the Church but who have not chosen to become Members. Visitors are people who occasionally attend services and participate in Church community activities.

ARTICLE V. MEETINGS OF THE CHURCH

1. Annual Meeting. The Annual Meeting of the Church shall be held during the month of May or June at a time and place published in the Church newsletter and sent to each Active 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. Annual meetings may be held in person or virtually at the discretion of the Board of Trustees. The notice of the Annual Meeting shall state the Order of Business, including specifically:

- a. Reading and approval of the Minutes of the previous year's annual meeting;
- b. Reports of Officers and Minister(s);
- c. Reports of 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. Other business as appropriate.

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

3. Quorum. At any Annual or Special meeting of the Church, twenty-four (24) Active Members in person, and not by proxy, shall constitute a quorum. Each Active Member will be entitled to one vote on any proposed resolution or action proposed. If a quorum is present, the affirmative vote of the majority of the Active 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 but only if the Active Member is in good conscience unable to attend. An absentee ballot must be in writing, signed by the Active Member, and received by the Secretary of the Board of Trustees in advance of the meeting. An absentee ballot will not be counted for quorum purposes, but will be counted as an Active Member present for deciding any measure that does not differ from the measure noticed. The Board will establish and publish the procedure for absentee voting in the notice for the meeting.

ARTICLE VI. BOARD OF TRUSTEES

1. Powers. The Board is authorized to oversee and direct all aspects of the Church's congregational and nonprofit business activities within the fiscal limits established by the annual budget approved by the Active Members and imposed by restricted funds. The Board has the power and responsibility to handle and manage the Church's assets, properties, interests, and affairs. However, the Board may not incur debt, transfer real property, or take any other action reserved to the Active 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 and the care and use of its facilities;
- 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;
- e. Employ the minister(s) when hired on a contract basis;

- f. Carry out an evaluation of the Minister(s) annually;
- g. Approve contracts made in the name of the Church as defined by policies and procedures;
- h. Perform any other duties as directed by the Active Members or as indicated elsewhere in these Bylaws;
- i. Act as final authority for activities carried out and expenditures made in the name of the Church.

3. Records of Church Policies. The Board shall maintain records of the enacted policies of the Church, which shall be 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. In the event of a co-presidency, the Board will be comprised of six (6) officers, three (3) members at large, and the Chair of the Finance Committee. All Trustees shall be Active Members of the Church and shall be elected 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 except as provided in Section 7, Vacancies.

5. Meetings. Regular meetings of the Board shall be held monthly at least ten times each calendar year and may be held in person or virtually at the discretion of the Board of Trustees. The need for additional meetings of the Board may be determined and scheduled by the Board. Any meeting of the Board shall be open to any Active Member with the exception of executive sessions, which are sessions attended by Board members only.

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 unless the Board member is present through electronic communication.

7. Vacancies. The Board may appoint an Active Member to fill any vacancy in the positions of Vice-President, Program Coordinator, Secretary, Treasurer, Member-at-Large, Standing Committee Chair, Financial Secretary, or other elected committee chairs as established. Appointees shall serve only until the next Annual Meeting. When a Member is elected to fill a vacancy, they shall serve for the remainder of the term of the vacancy they are filling.

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 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, and every attempt will be made to stagger the terms so that no more than two officers leave the Board at the same time. The Nominating Committee shall attempt to ensure that there is a balance of experienced and new members on the slate of candidates proposed for election to the Board.

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; convene and orient the Nominating Committee; 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 one year after the expiration of their term. In years when Co-Presidents are elected, both Co-Presidents will be voting members of the Board.
- 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: take accurate minutes of all meetings of the Board and the Active Members of the Church including creating a record of all policies, motions, and resolutions passed at these meetings; transmit minutes and records to the Church Office for safekeeping; and keep a current official copy of the Bylaws.
- 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, and as requested by those with authority over restricted funds or, in the case of non-budgeted expenditures, by authorization of the Board; serve on the Finance Committee; make periodic financial reports to the Board; keep records of all donations by the Church; report the financial condition of the Church at the Annual Meeting.

2. Members at Large. Four (4) Trustees shall be elected as Members 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; to

contribute to the work of Board-appointed committees; and to assume responsibility for supporting the work of at least one of the standing committees.

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

4. Property Committee. A representative of the Property Committee shall regularly attend Board meetings.

ARTICLE VIII. STANDING COMMITTEES

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

2. Committee Chairs. The Chair(s) of each Standing Committee shall be selected by the Committee members, affirmed by the Board of Trustees, and serve for no more than four (4) years or until a replacement is found. Committee Chairs shall appoint members to 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 in accordance with the missions, priorities, policies, procedures, and annual fiscal limits of the Church.

3. Relationship to Board. The Standing Committees shall develop annual plans for the Church's work and make recommendations to the Board for review and approval. The Board shall provide direction to the Standing Committees, beyond which each committee shall be responsible for conducting work in its respective area. Each Standing Committee shall submit a written report of its business to the Annual Meeting and shall communicate other information directly to the Board as needed. The Standing Committees shall recommend policies to the Board of Trustees as needed, and establish procedures necessary to carry out their duties. The Standing Committees may organize and delegate specific duties to sub-committees as necessary to fulfill their responsibilities.

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. The committee's responsibilities shall include but not be limited to: playing an active role in planning the annual worship calendar; providing worship associates during services; taking responsibility for services when the Minister is absent; and coordinating with other committees that provide music, ushers, greeters, flowers, etc. for services.
- b. Faith Development Ministry.** The committee shall assist the Church to foster the spiritual growth of children, youth, and adults. 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 people of different backgrounds and perspectives learn to support and benefit one another;

assisting in the regular children's and youth programs; and fostering connections across generations.

- c. **Membership Committee.** The committee shall oversee the membership program and endeavor to grow the congregation. The committee's responsibilities shall include but not be limited to: cultivating new members; providing information about the Church and the Unitarian Universalist religion to potential Members, Friends, and Visitors; collecting and maintaining data about the Church's Membership; providing ushers and greeters for worship services; and keeping attendance records of Church services.
- d. **Finance Committee.** The committee shall provide for oversight of the operating financial affairs of the Church; prepare and present the annual budget and periodic long-term financial plans to both the Board of Trustees and the Annual Meeting; recommend financial policies and procedures to the Board; monitor the Church's credit rating; and conduct periodic audits of all Church accounts and monies. The Financial Secretary and Treasurer are members of the Finance Committee.
- e. **Property Committee.** The committee shall approve, supervise, and coordinate all planning, maintenance, operation, and preservation activities to ensure that the Church properties and furnishings are maintained. 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 required; providing for routine inspection and maintenance of properties, monitoring utilities and regulatory matters; managing 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 local and larger communities; cultivating social awareness of the congregation; and nurturing the expression of individual social conscience.

ARTICLE IX. PROGRAM COUNCIL

- 1. **Purpose.** The Program Council, which is chaired by the Program Coordinator, is responsible for fostering communication and coordination among the Council committees, but shall not direct or 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 report to the Board on Program Council business following each Program Council meeting.
- 3. **Representation on the Program Council.** Each Standing and Program Committee shall appoint a representative to the Program Council, who need not be the committee Chair.

4. **Meetings.** The Program Council shall meet at least quarterly

ARTICLE X. ADDITIONAL COMMITTEES AND ADMINISTRATORS

1. **General.** The Board may create or dissolve additional committees, task forces, and administrative roles as necessary to deliver programs and conduct business, subject to policies established by the Board. Members may propose additional committees, task forces, and administrators to the Board. Additional activities and roles shall be authorized by a resolution of the Board that includes a concise statement of its purpose or function and shall work within its purpose and budget under the supervision of the Board. The Board shall review periodically the status of additional committees, task forces, chairpersons, and other administrators.

2. **Program Committees.** Program Committees shall provide various services in fulfillment of the Church's interests, purposes and policies. The nature of these committees may change over time, reflecting changes in members' interests and the state of the world. Program Committees shall participate in the Program Council.

3. **Autonomous Committees and Functions.** The conduct of specific committees and functions may require autonomy for reasons of procedural independence or confidentiality. Such Autonomous Committees and Functions 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 ensure that Church monies are received, deposited, recorded, and reported to the Finance Committee and the Treasurer. The Financial Secretary shall be elected at the Annual Meeting.
- b. **Endowment and Investments Committee.** A committee shall be elected by Active Members to manage the Church's Endowments and other investments, as further described in Article XV, "Endowment Funds and Investments."
- c. **Margit Baum Fund Committee.** The Margit Baum Fund is a donor restricted fund owned by the Church. A committee shall be elected by Active Members to recommend distributions from the Margit Baum Charitable Fund to the Board President and Minister for approval as further described in Article XVI, "Margit Baum Charitable Fund."
- d. **Committee on Ministry.** A Committee on Ministry may be created by the Board and Minister(s) to strengthen the quality of ministries within the Church. This committee shall support, inform, advocate for and evaluate the ministries of the congregation, including the Minister(s). The composition of the committee shall be agreed upon by the Board and the Minister(s).
- 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."

ARTICLE XI. NOMINATIONS AND ELECTIONS

- 1. Nominating Committee.** The Nominating Committee shall identify and nominate an Active Member of the Church to each of the following elected positions whose term is expiring: Officers and Trustees at Large; Financial Secretary; and elected Chair(s) of such other committees as may be 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 Nominating Committee shall meet and choose a Chair not later than November 10 each year. Any vacancy on the Nominating Committee shall be filled by the remaining Committee Members, subject to Board approval.
- 2. Reporting.** 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 an Active Member of the Church. The option for floor nominations and the procedure for conducting the election shall be announced 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. Duties and Responsibilities

- a. The Minister is the religious and spiritual leader of the Church. The minister shall conduct worship services and provide pastoral care and programmatic and administrative leadership to advance the purposes of the Congregation. The Minister provides guidance over all worship services including rites of passage whether or not the Minister is involved in planning or leading a given service. The Minister may veto with reason services, including weddings and memorial services, conducted by outside organizations and officiates. Specific duties and privileges of the Minister shall be set forth in a Letter of Agreement, which shall be negotiated by a committee designated by the Board and approved by the Board. Subsequent revisions of the terms of the Minister's contract shall be negotiated by the Board and Minister.
- b. The Minister shall have freedom of the pulpit and the freedom to express their opinions outside the pulpit, but not to represent the church without authorization from the Board or the membership.
- c. The Minister shall be and remain in fellowship with the Unitarian Universalist Association and in good standing with the Unitarian Universalist Ministers Association.

- d. The Minister shall be a non-voting member, ex officio, of all Church committees, boards and task forces. The Minister is expected to attend Board meetings and other meetings as reasonably requested.

The Minister will be excluded from a ministerial search committee and the Nominating Committee, and may be requested by the presiding officer to leave any meeting at which personnel matters related to their terms and 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.

1. Vacancy.

- a. When a vacancy occurs in the ministry of the Church, the congregation may decide by majority vote at an Annual or Special Meeting to (1) call an individual for settled ministry, (2) engage a minister by contract, or (3) engage an interim minister as provided in paragraph c. A “called” (settled) minister means a minister in a covenanted long-term relationship with the Church, continuing automatically in that relationship unless action is taken either by the Minister or by the congregation to end that relationship. A “contract minister” means a minister engaged for a limited term of service, generally not to exceed three years, but renewable by the Board. A contract minister may subsequently be called by the congregation.
- b. The Board shall nominate a Ministerial Search Committee of not fewer than seven (7) Active Members who represent the diversity of the Congregation. Active Members of the Church shall elect the Ministerial Search Committee at an Annual or Special Meeting. The Search Committee shall work with the appropriate office/department of the Unitarian Universalist Association and other appropriate groups to secure recommendations. The Committee shall be responsible for screening and interviewing applicants, making arrangements for candidates to provide worship services, obtaining feedback from the Congregation, and making a recommendation to the Congregation for a settled minister or to the Board for a contract minister. The Search Committee, in consultation with the Finance Committee and the Board, shall negotiate a proposed Letter of Agreement with the candidate and make a recommendation to the Board for final review and approval.
- c. The Congregation may decide to engage an “interim minister” to assist them in preparing for a new settled or contract minister. An interim minister may serve for a period of no longer than two years and is not permitted to then become the settled Minister at this Church. A search committee of not fewer than three (3) Active Members shall be appointed by the Board to work with the appropriate office/department of the Unitarian Universalist Association to secure names, interview, and make a hiring recommendation to the Board.

2. Engagement. Upon engagement either by call, contract, or interim, the Minister shall be in Fellowship with the Unitarian Universalist Association, and a member in good standing of the Unitarian Universalist Ministers Association. A Minister may be settled in the Church by affirmative vote of eighty percent (80%) of the Active Members present at an Annual or Special Meeting of the Church. Such vote shall authorize the Board to negotiate and execute a written Letter of Agreement with the Minister. A contract or interim minister shall be engaged by an affirmative vote of eighty percent (80%) of the Board.

3. End of Service. When a Minister plans to resign, they shall inform the Board not less than three (3) months prior to the effective date. If concerns arise regarding the continuation of the employment of the Minister, the Board shall initiate discussions with the Minister and the Congregation to address the concerns. This effort may include bringing in a neutral third party to assist with resolving the concerns. If the Board determines that the issues cannot be resolved they may recommend discontinuing the services of the Minister. Their 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 fifty-one percent (51%) affirmative vote of the Active Members at the meeting either in person or by absentee ballot as per Article V Section 4. If the Congregation's decision results in the need to terminate a Minister, the Board shall negotiate a severance agreement. This agreement shall provide not less than three (3) months compensation.

ARTICLE XIII. FISCAL AND CHURCH YEAR

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

ARTICLE XIV. FINANCIAL AFFAIRS

1. Financial Policies and Procedures. The Board, in consultation with the Finance, Endowment Funds and Investments, and other Committees concerned with financial affairs, shall adopt policies and procedures, which shall govern all financial transactions of the Church.

2. Expenditures. The Treasurer, the President, and others designated by the Board shall have the authority to sign checks on the Church's accounts for expenditures. Two (2) signatures shall be required for any checks in excess of an amount established in the Financial Policies and Procedures.

ARTICLE XV. ENDOWMENT FUNDS AND INVESTMENTS

1. Purpose. Channing endowment funds and investments are established to provide operating income to enhance Church programs and assist in maintaining Church property.

2. Definitions.

a. True endowment funds are funds given by donors with the intention that such funds shall be invested long-term to support the Church.

b. Channing's endowment is an unrestricted quasi-endowment comprised of funds functioning as an endowment. These are investments accumulated over the years from various sources other than donations that are managed by the same practices and guidelines required by law for true endowments, the Rhode Island Uniform Prudent Management of Institutional Fund Act (RI UPMIFA).

c. As gifts for endowment are received, a true endowment fund shall be established and managed separately.

3. Committee

a. The Endowment Funds and Investment Committee shall consist of three (3) Active Members elected at an Annual or Special Meeting to serve overlapping three-year

terms. Vacancies shall be filled by the Board of Trustees for the remainder of that term. Committee members shall not serve consecutive terms. Members of the Board of Trustees shall not serve on the Endowment Fund Committee.

b. The Endowment Funds and Investment Committee shall invest and appropriate expenditures of endowment assets in accordance with the prudent person standards of the Rhode Island Uniform Prudent Management of Institutional Fund Act (RI UPMIFA).

4. Investments. The overall objective of the fund shall be to achieve consistent returns within a moderate risk tolerance over the long term. Returns should be sufficient to allow the congregation to take regular distributions while at the same time maintaining the purchasing power after adjustment for inflation and all expenses. The Fund shall be invested to reflect our Unitarian Universalist principles and values and managed in accordance with the Rhode Island Uniform Prudent Management of Institutional Fund Act (RI UPMIFA).

5. Expenditures. The Committee may appropriate for expenditure as much of the endowment fund as the Committee determines is prudent for the uses, benefits, purposes, and duration for which the endowment fund is established. In making a determination to appropriate funds, the Committee shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In this connection, the Act describes seven criteria that shall guide the Committee in its yearly expenditure decisions.

A rebuttable presumption of imprudence is created in any year in which the appropriation for expenditure is greater than seven percent of the fair market value of the endowment fund, calculated on the basis of market values determined at least quarterly and averaged over a period of not less than three years immediately preceding the year in which the appropriation for expenditure is made.

In accordance with UPMIFA guidelines, spending should be based on total assets of the endowment fund and also consider the long-term nature of the fund and the need to preserve purchasing power.

Expenditure of Channing quasi-endowment funds greater than seven percent of the fair market value, may only be authorized 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.

6. Gifts. The Endowment Fund Committee shall be responsible for encouraging gifts to Channing through a legacy gifts program.

ARTICLE XVI. MARGIT BAUM CHARITABLE FUND.

1. Purpose. The Margit Baum Charitable Fund was established by the bequest of Margit Baum 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 allocating distributions from the fund with the approval of the Board President or Minister. Committee members shall be Active Members elected at

an Annual or Special Meeting for overlapping two-year (2-yr) terms. Members may stand for two terms but may not serve for longer than four (4) years. Should a vacancy occur on the Committee, the Board will appoint an Active Member to serve through the remaining period of the term

3. Investments. The Endowment Funds and Investments Committee shall invest the funds separately as the Margit Baum Charitable Fund.

4. Expenditures. The Treasurer shall disburse funds upon receipt of applications approved by the Margit Baum Fund Committee, the President of the Board of Trustees, 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 Active Members present in person or by absentee ballot, provided that notice of any proposed amendment or adoption was included in the notice of said meeting.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Conduct of meetings of the Church shall be governed consistent with the spirit of Robert's Rules of Order in cases in which the Rules are applicable and not inconsistent with these Bylaws or other 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, gender identity, 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 Active 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 Active Members present shall decide on the resolution in accordance with the General Laws of the State of Rhode Island. If the Church is liquidated, its assets shall be distributed to the Unitarian Universalist Association or its successor organization.