

# **BYLAWS OF UNITARIAN UNIVERSALISTS FOR POLYAMORY AWARENESS**

## **As amended through October 23, 2005**

### **PREAMBLE**

In accordance with the principles of the Unitarian Universalist Association ("UUA"), as expressed in Article II of the Bylaws of the UUA, we, as interested and concerned members and friends of UUA member societies, join together in association to advance a free and responsible exploration of our Unitarian Universalist polyamorous religious, spiritual, and lifestyle values and to promote understanding and acceptance of those values within the UUA and through the UUA to society at large, especially the broader Unitarian Universalist and polyamorous communities.

### **ARTICLE 1**

#### **NAME AND AFFILIATION**

##### **SECTION 1.1. NAME.**

The name of this organization is Unitarian Universalists for Polyamory Awareness ("UUPA").

##### **SECTION 1.2. AFFILIATION**

UUPA is intended to be, but is not required to be or (except upon resolution of the Members) to work toward being, an independent affiliate of the Unitarian Universalist Association.

### **ARTICLE 2**

#### **PURPOSES AND LIMITATIONS**

##### **SECTION 2.1. PURPOSES**

Unitarian Universalists for Polyamory Awareness exists for the purposes of:

- (a) promoting the support and understanding of (including via the elimination of discrimination against) polyamorous relationships within the Unitarian Universalist Association;
- (b) enabling networking among polyamorous-identified Unitarian Universalists;
- (c) performing scientific research on polyamory among Unitarian Universalists (the results of which will, except for personal information withheld due to confidentiality/privacy considerations, be made available to the general public);
- (d) providing educational materials on polyamory for Unitarian Universalist congregations and for the general public; and
- (e) providing support for polyamorous-identified UU religious professionals and ministerial students.
- (f) encouraging spiritual wholeness with regard to polyamory in specific and relationships in general

##### **SECTION 2.2. LIMITATIONS**

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on:

- (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or
- (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE 3 RULES

### SECTION 3.1. RULES

The Rules of UUPA shall contain such provisions as these Bylaws may require and any other provisions which the Board or the members may deem necessary for the proper conduct of the affairs of UUPA. No Rule of UUPA shall be valid which is inconsistent with law or these Bylaws.

The Rules of UUPA shall be adopted upon approval by two-thirds of the Trustees then in office, or by an ordinary act of the members. The Rules of UUPA shall become effective upon publication as a whole in writing to all the voting members, or upon such a date subsequent to publication as may be therein specified.

## ARTICLE 4 MEMBERSHIP

### SECTION 4.1. QUALIFICATION

Membership in UUPA shall be open, without regard to: race; color; sex; affectional or sexual orientation (including polyamory or the lack thereof); physical disability; national origin; or economic condition, to individual persons who affirm sympathy with the Principles and Purposes of the UUA and with the purposes of UUPA as stated in these Bylaws.

### SECTION 4.2. APPLICATION

Application for membership and renewal of membership shall be submitted in accordance with the Rules of UUPA, giving the member's legal name and current mailing address. Initial applications for membership shall be (a) by written request or (b) by website application form. Requests for renewal of membership shall be (a) by written request, (b) by website application form, or (c) in person to a Trustee.

### SECTION 4.3. CLASSES

Members of UUPA shall be of two classes: Active members and Inactive members. No other recognition conferred on members shall have any bearing on classification of membership for the purposes of these Bylaws.

An Active member shall have submitted membership application or renewal request, and shall have paid dues with such application or renewal request, or had such dues waived by the Board, subject to the following membership renewal provisions:

- (a) all memberships shall have a renewal date of December 31;
- (b) multi-year memberships may be requested by payment of dues for each of the requested years; dues waivers may be requested for one year at a time;
- (c) initial membership applications and renewals of Inactive or expired memberships received before May 1 shall be effective from receipt of the request to the following December 31, plus one additional year for each additional year of dues paid;
- (d) initial membership applications and renewals of Inactive or expired memberships received after May 1 shall be effective from receipt of the request to the following December 31 plus one year, plus one additional year for each additional year of dues paid;
- (e) renewal of Active memberships shall extend the membership by one year, plus one additional year for each additional year of dues paid;
- (f) all memberships Active at the time of adoption of this amendment shall have their existing renewal date extended to the following December 31.

An Inactive member shall have been an Active member within the previous twelve calendar months.

#### SECTION 4.4. DUES

Membership dues shall be set forth in the Rules of UUPA. The Board has discretion to reduce or waive the dues of members in special circumstances.

#### SECTION 4.5. TERMINATION AND TRANSFER

Resignation of membership in UUPA shall be given as written notice to the Secretary. The Board may revoke the membership of any person who is not a Trustee, following thirty days' notice and the opportunity of a hearing, if the Board determines, by its unopposed vote with a quorum present, that such membership is seriously prejudicial to UUPA or its purposes as stated in these Bylaws. A person whose membership has been revoked by the Board shall remain ineligible for membership for at least twelve months and until such time as the Board decides, by a vote of two-thirds with a quorum present, to remove the ineligibility. Termination of membership shall not obligate UUPA to refund any dues or financial contribution. Membership in UUPA is non-transferable and ceases upon a member's death.

### ARTICLE 5

#### RIGHTS AND RESPONSIBILITIES OF MEMBERS

##### SECTION 5.1. VOTING

The rights to vote and to propose matters for voting shall be reserved exclusively to those Active members who have been members, of any class, for at least thirty days. The phrase "voting members" in these Bylaws means the members entitled to vote pursuant to this section.

##### SECTION 5.2. INSPECTION RIGHTS

Subject to the conditions specified in this section, every voting member shall have the following inspection rights:

- (a) To inspect the record of all members' names, addresses, and voting rights;
- (b) To inspect the Voting Roll most recently prepared in accordance with these Bylaws;
- (c) To inspect these Bylaws, the Rules of UUPA, and the minutes or proceedings of the members, of the Board, or of any committee of the Board;
- (d) To obtain any summary statement of fund balance, revenues or expenses previously reported by the association to the members;
- (e) To obtain a count of members by class of membership as of the end of the previous month or as of the end of any prior fiscal year of the association;
- (f) To obtain a copy of any annual report submitted by the association to the members;
- (g) To obtain a copy of any annual report submitted by UUPA to the UUA pursuant to the Rules of the UUA pertaining to Independent Affiliate organizations.

Member inspection rights do not include the right to inspect records of the association that show the amount of dues paid by each member or donated by each donor, or records identifying nonmember donors, subscribers, customers, or program registrants, except as such nonmembers may expressly allow. Demand to exercise any member inspection right established in these Bylaws shall be made in a signed writing, stating the purpose of such inspection, and agreeing that no other purpose is to be served thereby. Such purpose shall be reasonably related to the member's interests as a member. Such written demand shall be submitted in accordance with the relevant Rules of UUPA.

As set forth in the Rules of UUPA, written demand may be required in advance of inspection, except that inspection of the Voting Roll at a meeting shall be allowed immediately upon presentation of valid written demand. In no case shall written demand be required more than fourteen (14) days in advance of the exercise of the inspection rights claimed therein.

Any inspection made under the provisions of these Bylaws may be made by a member in person or by agent or attorney. The right to inspection, when demanded in advance in accordance with the Rules of UUPA, includes the right to copy and make extracts.

The reasonable costs of such inspection shall be set forth in the Rules of UUPA and shall be paid in advance by the member.

Nothing in this section shall be deemed to abridge the inspection rights of Trustees.

### SECTION 5.3. CONFIDENTIALITY

In a writing given to the Secretary, any member may require the use of a pseudonym, and may require the use of an address listed in care of the corporation, on any record of such member's membership which is:

- (a) subject to inspection by the members; or,
- (b) subject to handling or inspection outside a scope of confidentiality defined in the Rules of UUPA.

The reasonable costs of maintaining a confidential address in care of the corporation shall be set forth in the Rules and shall be paid by the member. The Rules may provide for the reduction or waiver of such payment in special circumstances.

A change in the Rules defining scope of confidentiality shall not result in the exposure of any records of a current or former member outside the scope of confidentiality last duly required by the member.

Nothing in this section shall be deemed to abridge the inspection rights of Trustees. The Board may authorize one or more agents to handle and inspect any record or records of UUPA.

## ARTICLE 6 ACTS OF THE MEMBERS

### SECTION 6.1. SCOPE

Subject to law and these Bylaws, voting members may act by election and by resolution. Such actions shall be approved by the required proportion of such members voting at meetings or by mail ballot. No one may vote by proxy.

### SECTION 6.2. ANNUAL MEETING

An Annual Meeting of members shall be held at a time and place convenient to the regular General Assembly of the UUA. Should the Board fail to duly notice or convene an Annual Meeting, such a meeting shall be deemed duly called and noticed if it is convened at half past noon on the second to the last day of the UUA General Assembly at the central or main entrance to the plenary hall of said Assembly.

### SECTION 6.3. SPECIAL MEETING

The Board may convene a special meeting of members at any time and place, and shall expeditiously convene such a meeting upon petition by at least ten percent of the voting members. At a special meeting of members, the only business to be conducted shall be that business which was stated or reasonably implied in the notice of the meeting.

### SECTION 6.4. ATTENDANCE AT MEETINGS

Attendance at meetings shall be at each member's own expense, except as the Board may specially provide. With the prior approval of the Board, and as specified in the notice of the meeting, members may attend by means of telecommunication, provided that all members present at the meeting can be duly recognized and can hear or otherwise clearly distinguish the communications and identity of each other. Members attending by such means of telecommunication shall be deemed present in person.

### SECTION 6.5. NOTICE OF MEETINGS

Notice of each meeting of members shall be given in writing to all voting members. Such notice shall state the date, hour and place of the meeting, the nature of the business there to be conducted, and the means, if any, approved by the Board for attendance by telecommunication. The Secretary shall cause such notice to be sent by first-class mail at least 30 days in advance of the meeting, or by another class of mail at least 60 days in advance of the meeting, but in no case more than 120 days in advance of the meeting. Notice shall be deemed to be sent upon its deposit in the mail. For the purpose of sending notice, the Secretary shall enumerate the names and addresses of all the voting members. Timely notice shall be sent to all the voting members thus enumerated and to all

who become voting members from the date of such enumeration until thirty days before the noticed meeting. Notice need not be given to any member who participates at a meeting, other than promptly to protest lack of notice thereof. Any member who did not otherwise receive due notice of a meeting may, before or after the meeting, in a signed writing, consent to the conduct of the meeting, and such consent shall be deemed the equivalent of notice.

#### SECTION 6.6. QUORUM

A regular quorum for actions by members at a meeting shall consist of not fewer than ten (10) voting members and not fewer than the lesser of five percent (5%) of all the voting members and 50, present in person. At a duly noticed Annual Meeting lacking a regular quorum, the voting members present shall nevertheless constitute a quorum for the purposes of receiving committee reports and accepting and closing nominations for election of Trustees. If, pursuant to these Bylaws, the actual conduct of a mail ballot is not required or is deemed impermissible, then the members present at an Annual Meeting shall constitute a quorum for the purpose of electing Trustees. The members present at an Annual meeting shall constitute a quorum for the purpose of electing a Nominating Committee and a Polling Committee.

#### SECTION 6.7. ADJOURNMENT OF MEETINGS

A meeting of members shall be adjourned when a motion to adjourn is approved by a majority of the voting members present, whether or not a quorum is present. A meeting of members shall be considered finally adjourned when a motion to adjourn is approved without specification of the time and place of adjournment. If in the notice of a meeting any means was specified as approved by the Board for attendance by telecommunication, then specification of the time and place for an adjournment of such meeting shall include specification of means of attendance by telecommunication.

Notice of the adjournment of a meeting to another time and place shall be required in the same manner as for the original meeting if the adjournment is to a time more than thirty (30) days from the time of the original meeting. Any adjournment not final of an Annual Meeting shall be to a time and place convenient to the ongoing UUA General Assembly, and timely advertisement of such adjournment shall be placed in a medium or location prominent at said Assembly.

#### SECTION 6.8. CONDUCT OF MEETINGS

Subject to the provisions of law and these Bylaws, meetings of members shall be conducted in accordance with Robert's Rules of Order, as such rules may be revised from time to time.

The chairperson of each meeting of the members shall be anyone appointed in advance of the meeting by an act of the Board; or, in the absence of such an appointed chairperson, the President; or, in the absence of an appointed chairperson and of the President, the Vice President; or, in the absence of all such persons, anyone whom the voting members present may elect as chairperson of the meeting. The Secretary shall act as secretary of all meetings of the members, provided that, in the Secretary's absence, the chairperson shall appoint another person to act as secretary of the meeting. Minutes of each meeting of the members shall be approved by the Trustees present thereat, or, should no Trustees be present, by a committee whom the voting members present shall appoint for the purpose. The secretary of a meeting of the members may cause an audio recording

of the meeting to be made for the sole purpose of drafting the minutes thereof, and such a recording shall be destroyed upon due approval of such minutes.

#### SECTION 6.9. CALL FOR MAIL BALLOT

With the exception of resolutions to accept and close nominations, any substantive resolution approved by the members at a meeting may be referred to a mail ballot upon approval at the meeting of a resolution thus to reconsider. In the want of sufficient majority approval for such a resolution, it shall be approved nevertheless if a majority of the Trustees then in office vote at the meeting to approve it. With the approval of two-thirds of the Trustees then in office, the Board may call for a mail ballot of the members to decide any resolution which a Trustee may propose at a meeting of the members or otherwise.

Upon petition, given to the Secretary, by as many voting members as would constitute two-thirds of the regular quorum for an Annual Meeting of members, the Board shall call for a mail ballot of the members to decide any proper resolution which shall be specified in such petition.

#### SECTION 6.10. CONDUCT OF MAIL BALLOT

Upon due call for a mail ballot, the Polling Committee shall be responsible for the preparation, mailing, receipt and counting of all mail ballots. The Polling Committee shall solicit, for mailing with the ballots, statements from candidates for election and from proponents and opponents of resolutions to be decided by mail ballot. The Polling Committee may edit or summarize such statements for conciseness.

Every ballot shall be uniquely numbered. The Polling Committee shall take reasonable measures to assure that the numbering of ballots does not compromise the secrecy thereof.

Upon demand by the Polling Committee, the Secretary shall enumerate the names and addresses of all the voting members as of the date the mail ballot was called. Ballots shall be sent to all the members thus enumerated, by first-class mail at least forty-five (45) days in advance of counting, or by another class of mail at least sixty (60) days in advance of counting. Ballots shall be deemed to be sent upon being deposited in the mail. Ballots shall be counted within one hundred twenty (120) days of the date the mail ballot was called.

Each ballot shall be sent with notice of the date upon which ballots are to be counted, and with advice that the member should retain the member's ballot number for one year.

The Polling Committee shall keep all ballots returned for counting, whether valid or not, for thirty days after counting, and thereafter shall convey such ballots to the Secretary. Such ballots shall be kept for one year in accordance with the provisions of these Bylaws relating to "Corporate Records, Reports, and Seal," and the Secretary shall thereafter cause such ballots to be destroyed.

The Treasurer shall maintain a restricted fund sufficient to pay the costs of mail balloting at least once per year. If the Treasurer certifies in a writing presented at an Annual Meeting that the consolidated balance of UUPA funds unrestricted by contract is insufficient to pay the costs of a mail ballot, the election of Trustees by the voting members present at such an Annual Meeting shall be deemed the equivalent of election by mail ballot for the purposes of these Bylaws.

#### SECTION 6.11. VOTING ROLL

The Secretary shall maintain a voting roll to record the names and addresses of all the members who are eligible to vote at an impending meeting or in a pending mail ballot.

#### SECTION 6.12. APPROVAL VOTES

Following the establishment of a quorum at a meeting, and notwithstanding the subsequent withdrawal of members, substantive business resolutions shall be approved by two-thirds of the votes cast, not including abstentions, so long as such approval votes equal at least two-thirds of the quorum.

Parliamentary motions at a meeting shall be approved in accordance with Robert's Rules of Order, as such rules may be revised from time to time.

A resolution referred to a mail ballot shall be approved provided that at least twenty percent (20%) of the ballots sent to members are returned valid in time for counting, and provided that at least two-thirds of the ballot votes thus cast on the resolution are votes of approval.

In any election in which there are more nominees than positions open, each eligible voting member shall be permitted to vote for (and thereby to approve of) as many or as few of the nominees for such positions as the eligible voting member chooses to vote for, without limitation, except that the eligible voting member may not vote more than once for the same nominee in such election for election to each differentiated position. The nominees equal to the number of positions for such positions for which the election is being held receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Trustees shall choose between the nominees involved. An election by mail ballot shall be decided notwithstanding the return of less than twenty percent of the ballots transmitted.

#### SECTION 6.13. ELECTION FUNDING

Election funding must be done in such a way as not to be biased for or against any particular candidate for any position.

### ARTICLE 7

#### COMMITTEES OF THE MEMBERS

##### SECTION 7.1. NOMINATING COMMITTEE

A Nominating Committee shall consist of three (3) voting members of UUPA. Members of the Nominating Committee shall be nominated and elected at each annual Meeting of the members. No such nomination shall be accepted without the consent of the nominee given in person at the Annual Meeting or in a writing presented thereat.

Not more than one member of the Nominating Committee may be an interested person, as defined in the section of these Bylaws relating to "Qualification of Trustees." No Trustee and no member of the Polling Committee may be a member of the Nominating Committee.

The Secretary shall serve on the Nominating Committee ex officio, without voting, and shall not be counted as one of its three members.

The incumbent Nominating Committee, if any, may elect one of its members to serve an additional term, and such election shall be attested by the Secretary in person at the Annual Meeting or in a writing presented thereat.

The voting members present at the Annual Meeting shall elect the complement of three(3) members of the Nominating Committee, and shall constitute a quorum for that purpose. Candidates for election to the Nominating Committee by the members at the Annual Meeting may be nominated by any four (4) voting members, or by any member of the incumbent Nominating Committee, or by any Trustee.

Vacancies on the Nominating Committee shall be filled upon appointment by the Board. No member of the Nominating Committee may be nominated for election as a Trustee. Meetings of the Nominating Committee shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings and action of the Board of Trustees, with such changes in the context of such provisions as are necessary to substitute the Nominating Committee and its members for the Board of Trustees and its members. The Nominating Committee may adopt standing rules pertaining to the conduct of its meetings to the extent that such rules are not inconsistent with the provisions of these Bylaws. The Nominating Committee shall have such powers and duties as are enumerated in these Bylaws.

#### SECTION 7.2. POLLING COMMITTEE

A Polling Committee consisting of three persons shall be nominated and elected at each Annual Meeting of the members. No such nomination shall be accepted without the consent of the nominee given in person at the Annual Meeting or in a writing presented thereat. No one shall be elected a member of the Polling Committee who is under 21 years of age. No member of the Polling Committee may be an interested person, as defined in the section of these Bylaws relating to "Qualification of Trustees." No Trustee, Officer, Executive Director, or member of the Nominating Committee, nor any nominee for any such office or position, may serve on the Polling Committee.

Members of the Polling Committee shall maintain impartiality at meetings of members, and to every practical extent, and may not vote except by secret ballot. The voting members present at the Annual Meeting shall elect the Polling Committee, and shall constitute a quorum for that purpose. Candidates for election to the Polling Committee may be nominated by any four (4) voting members, or by any member of the Nominating Committee, or by any member of the Board.

Vacancies on the Polling Committee shall be filled upon appointment by the Board. Meetings of the Polling Committee shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings and action of the Board of Trustees, with such changes in the context of such provisions as are necessary to substitute the Polling Committee and its members for the Board of Trustees and its members. The Polling Committee may adopt standing rules pertaining to the conduct its meetings to the extent that such rules are not inconsistent with the provisions of these Bylaws. The Polling Committee shall have such powers and duties as are enumerated in these Bylaws.

Notwithstanding any other provision of this document, the Board of Trustees shall appoint one or

more Trustees not currently standing for election to a contested seat to accomplish the assigned duties of the Polling Committee in the following circumstances:

- (a) If a Polling Committee cannot be elected by the membership or appointed by the Board of Trustees; or
- (b) If the Polling Committee fails to perform its assigned duties in timely fashion.

## ARTICLE 8 BOARD OF TRUSTEES

### SECTION 8.1. GENERAL POWERS

The authority and interests of the members are represented by the Trustees. The Board of Trustees shall have the general powers necessary to conduct the business of the association and to direct its affairs in accordance with law and these Bylaws. Without prejudice to these general powers, but subject to the same limitations, the Board and its Officers shall have such specific powers as are enumerated in these Bylaws.

### SECTION 8.2. NUMBER

The number of Trustees to constitute the Board shall be determined by resolution of the members. In no case shall there be a Board of less than three (3) or more than thirteen (13) Trustees.

### SECTION 8.3. QUALIFICATION

No one shall be elected or appointed a Trustee who is under twenty-one (21) years of age or who has been a voting member of UUPA for less than one hundred twenty (120) days.

Notwithstanding any other provision of these Bylaws, no more than one-third of the Trustees may be interested persons. For purposes of these Bylaws, "interested person" means any person currently being compensated for services rendered to UUPA, or any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

No person shall serve as a Trustee who has been found by action of a court of law to be of unsound mind and currently has a guardian appointed by a court of law.

### SECTION 8.4. NOMINATION

Nominations for the election of Trustees shall be received and closed by members at their Annual Meeting. Qualified candidates may be nominated by the Nominating Committee, or by any member of the Board of Trustees then in office, or by any four (4) voting members. No nomination shall be accepted without the consent of the nominee given in person at the Annual Meeting or in a writing presented thereat.

### SECTION 8.5. ELECTION

Subject to the requirements of law, Trustees shall be elected in the following manner:

- (a) In the event that no Trustee seats are contested, then the Trustees shall be elected by the members present at the Annual Meeting, provided that a quorum is established in accordance with these Bylaws;
- (b) In the event that one or more Trustee seats are contested, or in the event that a quorum is not

established at the Annual Meeting, then the Trustees shall be elected by mail ballot conducted in accordance with these Bylaws.

#### SECTION 8.6. TERM

The Board of Trustees shall be divided into three (3) groups: Group 1, Group 2, and Group 3. Group 1 shall consist of one-third of the Trustees, Group 2 shall consist of another third of the Trustees, and Group 3 shall consist of the complement. Each Trustee in each Group shall hold office from election until the third subsequent Annual Meeting of members, and thereafter until ballots for the election of Trustees have been counted and new Trustees have qualified.

Notwithstanding the foregoing, the following provisions shall apply upon approval by the members of a resolution to balance the Groups of Trustees:

- (a) The Trustees shall be divided by their unanimous act or by lot into the three Groups herein defined;
- (b) The Trustees in Group 1 shall hold office from election until the third subsequent Annual Meeting of members, and thereafter until ballots for the election of Trustees have been counted and new Trustees have qualified;
- (c) The Trustees in Group 2 shall hold office from election until the second subsequent Annual Meeting of members, and thereafter until ballots for the election of Trustees have been counted and new Trustees have qualified;
- (d) The Trustees in Group 3 shall hold office from election until the next subsequent Annual Meeting of members, and thereafter until ballots for the election of Trustees have been counted and new Trustees have qualified.

The term of a Trustee shall not be shortened by reduction of the number of Trustees.

#### SECTION 8.7. REMOVAL

The members of UUPA, acting by due resolution, may remove any Trustee from the Board, with or without cause.

The Board of Trustees, acting by vote unopposed with a quorum present, may remove from the Board any person who does not meet the Qualifications of a Trustee as set forth in these Bylaws.

#### SECTION 8.8. RESIGNATION

By giving written notice to the President or Secretary, any Trustee may resign at any time, effective upon receipt of such notice or at such later time as may be specified therein. A Trustee who, without excuse approved by the Board, has failed to attend three consecutive meetings of the Board, shall be deemed to have resigned.

#### SECTION 8.9. VACANCY

A vacancy on the Board shall exist on the occurrence of any of the following:

- (a) the death, resignation, or removal of a Trustee;
- (b) the inability of the members to elect a sufficient complement of Trustees to form the number determined for the Board in accordance with these Bylaws.

#### SECTION 8.10. FILLING VACANCIES

Except for a vacancy created by the removal of a Trustee by the members, any vacancy on the Board may be filled, until the next election and thereafter until the ballots for the election of

Trustees have been counted and new Trustees have qualified, by appointment upon the vote of a majority of the Trustees remaining in office, whether or not less than a quorum, or by the sole remaining Trustee. All vacant trustee positions, whether or not filled by the Board, will be filled for the unexpired term by the next election of Trustees.

## ARTICLE 9 POWERS, RIGHTS, AND RESPONSIBILITIES OF TRUSTEES

### SECTION 9.1. POWERS AND DUTIES

It shall be the power and duty of the Trustees:

- (a) To perform any and all duties imposed on them collectively or individually by law, by these Bylaws, or by proper act of the members;
- (b) To appoint and to remove, to employ and to discharge, and except as otherwise provided in these Bylaws, to prescribe the duties and to fix the compensation, if any, of all officers, agents and employees of UUPA;
- (c) To supervise all officers, agents and employees of UUPA to assure that their duties are performed properly;
- (d) To meet at such times and places as required by these Bylaws;
- (e) To register their addresses with the Secretary, acknowledging that notices of meetings mailed or telecommunicated to them at such addresses shall be valid notices thereof.

The Board may borrow money and incur indebtedness on behalf of the association, and cause to be executed and delivered for the association's purposes, in the association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

### SECTION 9.2. LIABILITY

Trustees of the association shall not be personally liable for the debts, liabilities, or other obligations of the association. Trustees of the association shall not be liable to either the association or its members for monetary damages for a breach of fiduciary duties unless the breach involves:

- (a) a Trustee's duty of loyalty to the association or its members;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the Trustee derived improper personal benefit.

### SECTION 9.3. COMPENSATION

Trustees shall serve as Trustees without compensation except that actual and necessary expenses incurred in such service may be advanced or reimbursed to them upon approval by the Board. Any such compensation shall be subject to the requirements of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### SECTION 9.4. INSPECTION RIGHTS

Every Trustee shall have the absolute right at any reasonable time to inspect and make copies of any and all books, records and documents of the association and to inspect its physical properties. Any inspection or copies made under the provisions of these Bylaws may be made by the Trustee in person or by agent or attorney.

## SECTION 9.5. CONFLICT OF INTEREST

Subject to the requirements of law, but notwithstanding any other provision of these Bylaws, no Trustee shall vote, or be counted toward a quorum for a vote, or be counted as present for a vote, or be counted against unopposed consent or unanimity of consent to any act of the Board in any matter involving such Trustee as:

- (a) an interested person, as defined in the section of these Bylaws relating to "Qualification of Trustees;" or
- (b) a party with a material financial interest in a transaction with this association;
- (c) a director, officer, or trustee of another organization in any matter relating to that organization and to UUPA; or
- (d) the subject of any proceeding to remove said Trustee from responsibility as an Officer or from the Board.

## SECTION 9.6. INTERNAL GOVERNANCE

Subject to law and these Bylaws, the Board of Trustees may establish its own rules, policies, and procedures, independent of those of any preceding Board.

## SECTION 9.7. CORPORATION STATUS

The Board shall take all reasonable steps to establish and maintain UUPA as an IRS 501(c)(3) corporation.

## ARTICLE 10

### ACTS OF THE TRUSTEES

#### SECTION 10.1. SCOPE

Subject to law and these Bylaws, the Board of Trustees may act by election, resolution, and delegation of powers. Such actions shall be approved by Trustees voting at meetings or by their unanimous written consent. No Trustee shall vote by proxy at any meeting of the Board or committee thereof.

#### SECTION 10.2. ATTENDANCE AT MEETINGS

Trustees may attend any meeting of the Board or committee thereof by means of telecommunication, provided that all Trustees present at the meeting can be duly recognized and can hear or otherwise clearly distinguish the communications and identity of each other. All Trustees attending by such means of telecommunication shall be deemed present in person.

#### SECTION 10.3. NOTICE OF MEETINGS

Whenever any notice of a meeting of Trustees is required by these Bylaws, such notice shall specify the place, day and hour of the meeting, and the means, if any, of attendance by telecommunication.

Such notice shall be given to each Trustee by one of the following methods:

- (a) by personal delivery of written notice;
- (b) by first-class mail, postage pre-paid;
- (c) by telephone, either directly to the Trustee, or to a person whom the Trustee may have named for such purpose in writing to the Secretary; or
- (d) by electronic mail, with receipt confirmed by electronic mail response.

Such notice shall be given or sent to the Trustee's address, telephone number, or email address as registered with the Secretary. Notice via first-class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting; all other such notices shall be sent at least forty-eight (48) hours before the time set for the meeting.

Notice of a meeting need not be given to any Trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to such Trustee.

#### SECTION 10.4. QUORUM

Two-thirds of the authorized number of Trustees, present in person at a meeting of the Board, shall constitute a quorum for the transaction of business, except to adjourn.

#### SECTION 10.5. ADJOURNMENT

A meeting of Trustees shall be adjourned when a motion to adjourn is approved by a majority of the Trustees present, whether or not a quorum is present.

A meeting of Trustees shall be considered finally adjourned when the time and place of the adjournment are not specified in the motion to adjourn.

If any means of attendance by telecommunication was originally specified in the notice of a meeting, then specification of time and place of an adjournment shall include specification of means of attendance by telecommunication.

Notice of the adjournment of a meeting to another time and place shall be required in the same manner as for the original meeting if the adjournment is to a time more than forty-eight (48) hours from the time of the original meeting.

#### SECTION 10.6. CONDUCT OF MEETINGS

Subject to law and these Bylaws, meetings of the Board of Trustees and any committees thereof shall be conducted in accordance with Robert's Rules of Order, as such rules may be revised from time to time.

Unless another Officer is specifically appointed to be chairperson by the Board of Trustees, the President shall preside at each meeting of the Board.

The Secretary of the association shall act as secretary of all meetings of the Board, provided that, in the Secretary's absence, the chairperson shall appoint another person to act as secretary of the meeting.

The secretary of any meeting of the Board may cause an audio recording of the meeting to be made for the sole purpose of drafting the minutes thereof, and such recording shall be destroyed upon due approval of such minutes.

#### SECTION 10.7. APPROVAL VOTES

Except as otherwise specifically required or provided by these Bylaws, the proportion of votes required for approval of a matter by the Board shall mean that proportion of the votes cast by the Trustees, not counting abstentions. Such proportion of votes shall be more than one-half.

Following the establishment of a quorum at a meeting, and notwithstanding the subsequent withdrawal of Trustees, resolutions shall be approved by the required proportion of votes, so long as such approval votes equal at least that proportion of the quorum.

#### SECTION 10.8. TRANSITIONAL MEETING

Within thirty (30) days of the election of one or more Trustees, the incumbent President shall convene and preside at a Transitional Meeting of the Board, notice of which shall be given, in accordance with these Bylaws, to all outgoing, incumbent, and newly elected Trustees. At this meeting, outgoing Trustees may not vote. Subject to law and these Bylaws, the Transitional Meeting of the Board of Trustees shall be conducted in accordance with Robert's Rules of Order, as such rules may be revised from time to time, with any previously adopted standing rules suspended.

#### SECTION 10.9. REGULAR MEETINGS

For the purposes of these Bylaws, a meeting of the Board or any committee thereof shall be deemed a regular meeting only if the time and place of such meeting and the means, if any, of attendance by telecommunication have been fixed at least thirty (30) days in advance by the unanimous written consent of those entitled to vote thereat. After such consent further notice of a regular meeting need not be given.

#### SECTION 10.10. SPECIAL MEETINGS

Special meetings of the Board of Trustees for any purpose may be called at any time by the President, by the Secretary, or by any two Trustees. Notice of such a meeting shall be given in accordance with these Bylaws.

#### SECTION 10.11. UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken at any meeting by the Board of Trustees, or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by all the members of the Board of Trustees, or committee thereof, as the case may be, and provided that such written consent is filed with the minutes or proceedings of the Board or committee.

#### SECTION 10.12. DELEGATION OF POWERS

With the approval of a majority of the Trustees then in office, the Board may appoint one or more committees of the Board to which, as allowed by law, any of the powers of the Board may be delegated, with the exception of powers:

- (a) To fill vacancies on the Board or on any committee to which any power of the Board is delegated;
- (b) To fix the compensation of any Trustee for serving as an Officer or in any other capacity;
- (c) To set the term of any Officer;
- (d) To appoint a chairperson for any meeting of the members;

- (e) To appoint committees of the Board or members of such committees;
- (f) To fill any vacancy on any committee of the members;
- (g) To control or direct any committee of the Board;
- (h) To amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (i) To expend corporate funds to promote the election of any candidate for Trustee;
- (j) To approve any transaction to which this association is a party and in which one or more of the Trustees has a material financial interest.

Any committee to which any power of the Board is delegated shall consist of not less than three (3) Trustees, no more than one-third of whom may be interested persons as defined in these Bylaws.

No power of the Board may be delegated to any committee which has one or more members who are not Trustees, and any such committee shall be clearly designated an advisory committee and shall not be deemed a committee of the Board.

By its majority vote with a quorum present, the Board may appoint to any committee of the Board one or more alternate Trustees who may take the place of any absent Trustee or Trustees at any meeting of such committee, provided that no such alternate Trustee may be an interested person as defined in these Bylaws.

Each committee of the Board shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board. Any such committee may be disbanded upon the majority vote of the Board with a quorum present. Except as specifically authorized by the Board, any committee of the Board shall conduct only the current and ordinary business of UUPA. If between meetings of the Board of Trustees, matters within the scope of a committee of the Board arise, which in the opinion of that Committee, are not current and ordinary business but in the best interests of UUPA must nevertheless be acted upon before a meeting of the Board can occur, the committee, within its scope, may act thereon with its delegated powers, but only if such action is unopposed.

The act of any committee of the Board within the powers delegated to it shall be as effective for all purposes as the act of the Board. Meetings and action of committees of the Board shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings and action of the Board of Trustees, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The time for special meetings of committees may also be fixed by the Board of Trustees. The Board of Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of law or these Bylaws.

## ARTICLE 11 OFFICERS

### SECTION 11.1. NUMBER

The Officers of UUPA shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may be deemed necessary by the Board of Trustees or by the voting members of UUPA.

#### SECTION 11.2. QUALIFICATION

All Officers shall be duly qualified voting members of UUPA. The offices of President, Secretary, and Treasurer shall be held by three different Trustees. The office of Vice President shall be held by a Trustee other than the President.

#### SECTION 11.3. APPOINTMENT

Officers shall be appointed by the Board, and each such appointment shall require the approval of a majority of the Trustees then in office.

Should the Board of Trustees be unable duly to appoint a President, a Vice President, a Secretary, or a Treasurer, then the Board shall expeditiously call a Special Meeting of the members, or a mail ballot of the members, for the election of such Officer or Officers.

#### SECTION 11.4. TERM

The President, Vice President, Secretary, and Treasurer shall hold office until the next Transitional Meeting of the Board, or until such Officer resigns or is removed or is otherwise disqualified to serve, or until such Officer's successor shall be appointed and qualified, whichever occurs first.

Each Officer other than the President, Vice President, Secretary, and Treasurer shall serve until the expiration of a definite term which the Board may set, or until such Officer resigns or is removed or is otherwise disqualified to serve, or until such Officer's successor shall be appointed and qualified, whichever occurs first.

#### SECTION 11.5. REMOVAL AND RESIGNATION

The members of UUPA, acting by due resolution, may remove any Officer from office, with or without cause. The Board of Trustees may remove any Officer from office, with or without cause, and such removal shall require the approval of a majority of the Trustees then in office.

By giving written notice to the President or Secretary, or notice at any duly called meeting of the Board, any Officer may resign at any time, effective upon receipt of such notice or at such later time as may be specified therein.

The above provisions for Removal and Resignation of Officers shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Trustees relating to the employment of any Officer of the association.

Removal of a Trustee from appointment as an Officer shall not constitute removal of such Trustee from the Board of Trustees.

### ARTICLE 12

#### POWERS, RIGHTS, AND RESPONSIBILITIES OF OFFICERS

### SECTION 12.1. GENERAL DUTIES

Officers shall perform any and all duties imposed on them collectively or individually by law, by these Bylaws, or as properly prescribed by act of the members.

### SECTION 12.2. COMPENSATION

Anyone, including a Trustee, may be compensated with a salary for service as an Officer, upon the approval of such compensation by the Board. In all cases, any salaries received by Officers shall be reasonable. A Trustee who is compensated for service as an Officer, other than by the advancement or reimbursement of the actual and necessary expenses of such service, shall be considered an interested person for the purposes of these Bylaws. Any such compensation shall be subject to the requirements of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### SECTION 12.3. PRESIDENT

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the association and the activities of the Officers. The President shall perform all duties incident to the President's office and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. Unless another person is specifically appointed as chairperson of the Board of Trustees, the President shall preside at all meetings of the Board of Trustees. Except as otherwise provided in these Bylaws, the President shall preside at meetings of members. Except as otherwise expressly provided by law or by these Bylaws, the President shall, in the name of the association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees.

### SECTION 12.4. VICE PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and duties as may be required by law, by these Bylaws, or as may be properly prescribed by the members or the Board of Trustees.

### SECTION 12.5. SECRETARY

The Secretary shall:

- (a) See that the association's records are maintained in accordance with the provisions of these Bylaws relating to "Corporate Records, Reports, and Seal;"
- (b) Supervise the security, integrity, and appropriate availability of all records of the association;
- (c) Be custodian of the records and of the seal, if any, of the association, and see that the seal, if any, is affixed to all documents requiring it;
- (d) See that all notices are duly given in accordance with these Bylaws or as required by law;
- (e) Keep a registry of the addresses of every person entitled to notice of meetings of the Board of Trustees;
- (f) Exhibit, or cause to be exhibited, to members and Trustees, at all reasonable times, such books and records of the association as are subject to their inspection pursuant to the provisions of these or any requirement of law;

- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or as may be properly prescribed by the members or the Board of Trustees.

#### SECTION 12.6. TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees;
- (b) Receive, and give receipts for, monies due and payable to the association from any source whatsoever;
- (c) Disburse, or cause to be disbursed, the funds of the association as may be directed from time to time by the Board of Trustees, making proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) Render to the Secretary, whenever requested, copies of reports, books, and accounts to be maintained, in accordance with the provisions of these Bylaws relating to "Corporate Records, Reports, and Seal;"
- (f) Exhibit to members and Trustees, at all reasonable times, such books of account of the association as are subject to their inspection pursuant to provisions of these Bylaws or any requirement of law;
- (g) Render to the President and Trustees, whenever requested, an account of any or all of the Treasurer's transactions as Treasurer and of the financial condition of the association;
- (h) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- (i) Post a bond in such amount and with such sureties as the Board of Trustees may prescribe, with the premium thereof being paid by the association;
- (j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law by these Bylaws, or as may be properly prescribed by the members or the Board of Trustees.

#### SECTION 12.7. OFFICERS NOT TRUSTEES

Each Officer who is not a Trustee shall be entitled to attend meetings of the Board of Trustees ex officio, without the right to vote; to be given notice of meetings of the Board of Trustees in the same manner as such notice is given to Trustees; and to be reimbursed or advanced the expenses of such attendance upon approval by the Board. Notwithstanding the foregoing, a majority of the Trustees at a meeting of the Board may adjourn to the exclusion of any Officer or Officers who are not Trustees. Officers who are not Trustees shall register their addresses with the Secretary, acknowledging that notices of meetings mailed or telecommunicated to them at such addresses shall be valid notices thereof.

#### ARTICLE 13

#### EXECUTIVE DIRECTOR

### SECTION 13.1. SCOPE

The Board of Trustees may employ an Executive Director whose title, terms, and conditions of employment shall be specified by the Board. Any salary received by the Executive Director shall be reasonable. In no case shall the Executive Director be a Trustee.

### SECTION 13.2. DUTIES

The Executive Director, if any, shall, under the supervision of the Board:

- (a) Manage and direct the activities of the paid and volunteer staff of the association;
- (b) Employ and terminate the employment of members of the necessary support staff and fix such employees' compensation, which shall be reasonable, within the approved budget and guidelines set by the Board;
- (c) Define the duties of the staff, establish their titles, delegate responsibilities of management as appropriate, and supervise the performance of staff;
- (d) Have such other duties and authority as the Board of Trustees may prescribe.

### SECTION 13.3. RIGHTS

The Executive Director, if any, shall be entitled to attend meetings of the Board of Trustees ex officio, without the right to vote; to be given notice of meetings of the Board of Trustees in the same manner as such notice is given to Trustees; and to be reimbursed or advanced the expenses of such attendance upon approval by the Board. Notwithstanding the foregoing, a majority of the Trustees at a meeting of the Board may adjourn to the exclusion of the Executive Director. The Executive Director shall register the Executive Director's address or addresses with the Secretary, acknowledging that notices of meetings mailed or telecommunicated to the Executive Director at such addresses shall be valid notices thereof.

## ARTICLE 14

### RELATED ORGANIZATIONS

#### SECTION 14.1. USE OF NAME

The name of this organization may not be copied, used, or issued by anyone for any purpose except as authorized in these Bylaws or by resolution of the Board. The foregoing provision reserving use of the name shall apply to all variants, abbreviations and contractions readily identifiable with the Association of Unitarian Universalists for Polyamory Awareness, including, but not limited to, "UUPA", "Unitarian Universalists for Polyamory Awareness", "Unitarian Universalists for Polyamory", and "Association of UU Polys."

#### SECTION 14.2. THE UUA

The Board may, and upon resolution of the Members shall, take all reasonable steps to establish and maintain UUPA as an Independent Affiliate of the Unitarian Universalist Association. Loss or lack of affiliation with the UUA shall not entail the dissolution of the association.

#### SECTION 14.3. CHAPTERS

The Board may, in accordance with these Bylaws, recognize an association of members to be a Chapter of UUPA.

Application for, and renewal of Chapter status shall be by written request, submitted in accordance with the Rules of UUPA, affirming sympathy with the Principles and Purposes of the UUA and with the purposes of UUPA as stated in these Bylaws.

Recognition of Chapter status shall be for a period of thirteen months unless earlier renewed or terminated in accordance with these Bylaws.

A Chapter of UUPA shall be organized as an auxiliary of a Unitarian Universalist congregation, or in such other institutional affinity with Unitarian Universalism as may meet with the approval of the UUPA Board.

Chapters shall have at least three members, each of whom is a member of a UUA-member congregation (including the Church of the Larger Fellowship), is in sympathy with the Principles and Purposes of the UUA and with the purposes of UUPA as stated in these Bylaws, and none of whom, for the purposes of these Bylaws, is counted as a member of another UUPA Chapter. At least three members of each Chapter must be voting members of UUPA.

The Rules of UUPA shall contain such provisions as may be deemed necessary to govern the recognition and support of UUPA Chapters. The Rules may require Chapters to make financial contribution to UUPA.

Each Chapter shall be independent in its work and governance. Membership in Chapters must be open, without regard to: race; color; sex; affectional or sexual orientation (including polyamory or the lack thereof); physical disability; national origin; or economic condition, to individual persons who affirm sympathy with the Principles and Purposes of the UUA and with the purposes of UUPA as stated in these Bylaws.

Each recognized Chapter is authorized to designate itself as such by use of the names "Unitarian Universalists for Polyamory Awareness", "Unitarian Universalists for Polyamory", and/or "UUPA", if used in conjunction with the word "Chapter".

Resignation from UUPA Chapter status shall be given and shall become effective in accordance with the Rules of UUPA.

The Board shall have the right to revoke the recognition of any Chapter, following thirty days' notice and the opportunity of a hearing, if the Board determines, by its unopposed vote with a quorum present, that continued recognition of such a Chapter is seriously prejudicial to UUPA or its purposes as stated in these Bylaws.

Recognition of a UUPA Chapter is non-transferable and ceases upon the dissolution or resignation of a Chapter. The resignation, dissolution, or revocation of recognition of a Chapter shall not obligate UUPA to refund any dues or financial contribution.

#### SECTION 14.4. ASSOCIATIONS OF CHAPTERS

Chapters are free to associate with one another. Any such association of Chapters shall be independent in its work.

## SECTION 14.5. OTHER ORGANIZATIONS

At the discretion of the Board, UUPA may establish, maintain, and terminate official relations with other organizations that are affiliated with the UUA. Upon due resolution of the members, UUPA may establish official relations with other organizations which are not affiliated with the UUA. The Board shall maintain each such relationship unless it finds, by its two-thirds vote with a quorum present, that continuing such a relationship has ceased to be in the best interests of UUPA.

## ARTICLE 15

### INSTRUMENTS, DEPOSITS, AND FUNDS

#### SECTION 15.1. EXECUTION OF INSTRUMENTS

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize the President or any Officer or agent of the association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 15.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Trustees or as otherwise required by law, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the association shall be signed by the Treasurer and countersigned by another Officer of UUPA (who may not be a interested person as defined in these Bylaws) selected by the Board, except that the Treasurer is hereby authorized to sign checks, drafts, promissory notes, order for the payment of money and other evidence of indebtedness of the association in the amount of five-hundred dollars (\$500) or less, in which the Treasurer is not a party with a material financial interest in the transaction in question, without the counter-signature of the other Officer.

#### SECTION 15.3. GIFTS

The Board of Trustees may accept on behalf of the association any contribution, gift, bequest, or devise for the charitable, religious, educational, and scientific purposes of this association.

## ARTICLE 16

### CORPORATE RECORDS, REPORTS, AND SEAL

#### SECTION 16.1. MAINTENANCE OF CORPORATE RECORDS

The Secretary shall take all reasonable steps to assure that no vital records of the association are in the sole possession of any one officer or agent of UUPA. The Rules of UUPA may specify a location where the following records shall be kept, maintained, and appropriately made available:

- (a) A written copy, certified by the Secretary of the association, of the Bylaws as amended to date.
- (b) A copy, as recorded within the past thirty (30) days in a form approved by the Secretary, of the minutes of all meetings of Trustees, committees of the Board, and minutes of all meetings of members, indicating the time and place of holding such meetings, whether

- regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (c) A copy, as recorded within the past thirty (30) days in a form approved by the Secretary, of adequate and correct books and records of account, including accounts of the association's properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
  - (d) A copy of all significant correspondence between the association and any statutory authority, including copies of all required reports, returns, and identification numbers or codes;
  - (e) A copy of all significant correspondence between the association and the UUA, including reports submitted by the association pursuant to the Rules of the UUA;
  - (f) A list, as recorded within the past thirty (30) days in a form approved by the Secretary, of the current and past members of the association, indicating their names, their addresses, the class of membership held by each member, the date of each member's admission to membership, and the date upon which each member's class of membership expired or will expire unless renewed.
  - (g) Any ballots conveyed to the Secretary by the Polling Committee within the past twelve months.

Lists and ballots containing the identities of pseudonymous members may be kept in other locations, as specified by the Rules of UUPA or, if not so specified, at the decision of the Secretary.

#### SECTION 16.2. CORPORATE SEAL

The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept in the custody of the Secretary. Failure to affix the seal to a corporate instrument, however, shall not affect the validity of such instrument.

### ARTICLE 17

#### INDEMNIFICATION OF CORPORATE AGENTS AND VOLUNTEERS

##### SECTION 17.1. INDEMNIFICATION

To the extent that a person who is or was a Trustee, Officer, employee, or other agent of, or volunteer of, this association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that such person is or was an agent of, or volunteer of, the association, or has been successful in defense of any claim, issue or matter, therein, such person may be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against that person, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings may be provided by this association but only to the extent allowed by law.

##### SECTION 17.2. INSURANCE FOR CORPORATE AGENTS AND VOLUNTEERS

In accordance with law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance, or similar protection, on behalf of any person who is or was a Trustee,

Officer, employee, agent, or volunteer of the association, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such.

## ARTICLE 18 FISCAL YEAR AND ANNUAL REPORT

### SECTION 18.1. FISCAL YEAR

The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year.

### SECTION 18.2. ANNUAL REPORT

The Board shall cause an Annual Report to be furnished not later than one hundred twenty (120) days after the close of the Fiscal Year to all Trustees and to any member who requests it in writing. Should either:

- (a) the gross receipts of the association during the Fiscal Year exceed twenty-five thousand dollars (\$25,000); or
- (b) any one or more indemnifications or transactions in which a Trustee of the association had a direct or indirect material financial interest involved more than ten thousand dollars (\$10,000) in the aggregate

said report shall be sent to all voting members. The Annual Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the association that such statements were prepared without audit from the books and records of the association. The Annual Report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the association, for both general and restricted purposes, during the fiscal year; and
- (e) The general circumstances and aggregate amount of any one or more indemnifications or transactions in which a Trustee or Officer of the association had a direct or indirect material financial interest involving more than ten thousand dollars (\$10,000) in the aggregate, or more than five hundred dollars (\$500) in an individual indemnification or transaction.

## ARTICLE 19 REASONABLE ACCOMMODATION

### SECTION 19.1

Insofar as these Bylaws refer to seeing, hearing or other operation of the natural senses, such references shall be deemed to include reasonable accommodation of persons with partial or total impairment of the senses; and to include participation via telecommunications insofar as such participation is consistent with these Bylaws.

ARTICLE 20  
AMENDMENT

SECTION 20.1. AMENDMENT

Amendment of these Bylaws shall be proposed as a resolution of the members in accordance with the provisions of these Bylaws relating to "Call for Mail Ballot." Such a resolution shall be put to the members, and approved by them, in a mail ballot conducted in accordance with these Bylaws, provided that at least twenty percent (20%) of the ballots sent to members are returned valid in time for counting, and provided that at least two-thirds of the ballot votes thus cast on the resolution are votes of approval.

ARTICLE 21  
DISSOLUTION

SECTION 21.1. PROCEDURE

Voluntary dissolution of this association shall be proposed as a resolution of the members in accordance with the provisions of these Bylaws relating to "Call for Mail Ballot." Such a resolution shall be put to the members, and approved by them, in a mail ballot conducted in accordance with these Bylaws, provided that at least fifty percent (50%) of the ballots sent to members are returned valid in time for counting, and provided that at least two-thirds of the ballot votes thus cast on the resolution are votes of approval.

SECTION 21.2. DISTRIBUTION OF ASSETS

No member, Trustee, Officer, employee, or other person connected with this association, nor any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the association.

All members of the association shall be deemed to have expressly consented and agreed that on dissolution or winding up of the affairs of the association, whether voluntarily or involuntarily, the assets of the association, after all debts have been satisfied, shall be distributed to the Unitarian Universalist Association or any such successor organization.