

BYLAWS

Unitarian Universalist Society of Wellesley Hills

Preamble

Our Mission

**To build a community of faith that inspires spiritual growth,
just and responsible action, and lives of compassion, purpose and hope.**

As adopted by the Society, June 12, 2016

Article I

MEMBERSHIP

Section 1: Incorporation

The Society was incorporated on January 2, 1878, under Chapter 375 of the Acts of 1874 of the Commonwealth of Massachusetts. The membership of the Society shall consist of those persons admitted to membership under this Article.

Section 2: Qualifications for Membership

The members of this Society are bound together by the principles expressed in Our Mission and Our Purposes as stated in the Preamble, which includes our shared commitment to the acceptance of all people. In addition, the Unitarian Universalist Society of Wellesley Hills is a Welcoming Congregation—inclusive and expressive of the concerns of people who are gay, lesbian, bisexual and/or transgender at every level of church life—and prepared to work to promote justice, freedom, and equality for this population in the larger society.

Section 3: Becoming a Member

Any person over seventeen years of age who signifies his or her desire to become a member of the Society shall become a member upon signing the Membership Book and upon the Standing Committee voting affirmatively his or her admission.

Section 4: Membership List

The Membership Committee shall compile a list of the members of the Society and shall file such list with the records of the Society. A membership list shall be made available at each Meeting of the Society, including a listing of those members who have died during the year.

Section 5: Maintaining Membership

Only those members of the Society who have made and paid, in whole or in part, a recorded pledge or contribution toward the general expenses of the Society within the preceding twenty-four months, shall have the right to vote at any Meeting of the Society. If a member of the Society shall fail to pay, in whole or in part, a recorded pledge or contribution toward the general expenses of the Society for a period of thirty-six months, he or she shall cease to be a member and the Standing Committee shall so notify the person, unless the Standing Committee shall have voted to extend his or her membership for a period. If he or she shall again become a voting member, the lapse shall have no further effect.

Section 6: Resignation

Any member may resign from the Society by a written notification to the Clerk or Standing Committee.

Article II

MEETINGS OF THE SOCIETY

Section 1: Annual and Special Meetings

The Annual Meeting of the Society shall be held in the second calendar quarter of each year at such time and place as the Standing Committee shall determine. Special Meetings may be called by the Standing Committee, and shall be called if not less than fifteen voting members of the Society file with the Standing Committee a written request therefor and specify in the request the purposes for which they wish the Meeting to be called.

Section 2: Notice of Meetings

At least twenty days before each Meeting of the Society called in whole or in part to elect one or more officers or committee members, and at least ten days before each other Meeting of the Society, the Clerk shall notify the members of the Meeting by including a notice thereof in the newsletter or other communication to the membership of the Society, and by emailing a copy thereof to each voting member of the Society at the email address that appears on the records of the Society. In addition, notices of such meetings shall be mailed to members of the Society who indicate they prefer a hard-copy version, provided that not more than one such notice need be sent to the voting members of one family having the same address. Each notice of a Meeting of the Society shall specify the time and place of the Meeting and list in summary form the purpose for which it is being held. In the case of the absence or disability of the Clerk, such notice shall be given by the Chair of the Standing Committee or such other member of the Society as the Standing Committee shall designate.

Section 3: Purpose of Meetings

The purposes of an Annual Meeting shall be those specified in these Bylaws, including the presentation of the annual reports referred to in Article X, the election of the Society's officers and members of its elected committees, the approval of the Society's annual operating budget, and such other items of business or other purposes as may be specified by the Standing Committee. The purposes of the Annual Meeting shall also include any items of business or other purposes which not less than fifteen voting members of the Society request to be included by a writing filed with the Standing Committee no later than thirty days preceding the Meeting. The purposes of a Special Meeting, if it has been called at the request of not less than fifteen voting members, shall include those specified in their request as well as any specified by the Standing Committee. Except as otherwise provided in these Bylaws, the Standing Committee shall determine the items of business to be transacted at and other purpose of each Meeting of the Society.

Section 4: Quorum, Votes and Actions. A quorum at Meetings of the Society shall consist of such number of voting members as constitute 20% of the voting members of the Society, except that a quorum at a Meeting pursuant to Article VIII, Section 1 or Article XIII, Section 1, or with respect to any amendment of such Sections, shall consist of such number of voting members as constitute 30% of the voting members of the Society. Each vote or action of the Society described in these Bylaws shall be the vote or action adopted by a majority of the members (or such other percentage as may be specified herein) present and voting at a Meeting duly called and having the quorum described in this Section.

Section 5: Moderator

The first item of business at each Meeting of the Society shall be the election of a Moderator. The Moderator shall preside over and regulate the proceedings of such Meeting, decide all questions of order and make public declaration of all votes. If a vote so declared is immediately questioned by five or more voting members, the Moderator shall verify it by polling the voting members or by dividing the Meeting. So far as applicable and consistent with these Bylaws, the Moderator shall also have such powers as regards the Meeting as a Moderator of a Town Meeting then has under the laws of Massachusetts.

Article III

ELECTED COMMITTEES AND OFFICERS

Section 1: Elected Committees and Officers

The elected committees and officers of the Society shall be a Standing Committee, a Nominating Committee, a Clerk, a Treasurer, and an Auditor.

Section 2: Standing Committee

- (a) Composition. The Standing Committee shall consist of the following: (i) not less than six members, divided into three equal groups, each elected by the Society for a term of three years at successive Annual Meetings of the Society; (ii) the Clerk; (iii) the Treasurer; and (iv) any person continuing to serve as Chair or as a member for not more than one year after the expiration of his or her elected term, as described in paragraph (b) of this Section.
- (b) Chair. At its earliest convenience after each Annual Meeting, the Standing Committee shall organize and elect one of its members Chair for a one-year term. The Chair may stand for re-election at the end of the one-year term or remain on the Standing Committee as a member, provided that he or she has been Chair for not more than one year and notwithstanding that he or she has completed his or her elected term as a member. In no event shall the Chair remain on the Standing Committee for more than one year in addition to his or her elected three-year term.

Section 3: Nominating Committee

The Nominating Committee shall consist of four members, divided into two equal groups, each elected by the Society for a term of two years at successive Annual Meetings of the Society, and one additional member appointed by the Standing Committee.

Section 4: Clerk, Treasurer, and Auditor

The Clerk, Treasurer, and Auditor shall each be elected by the Society for a term of one year.

Section 5: Election of Officers

All officers and committee members to be elected by the Society shall be elected by voice vote or ballot. Each such officer or member shall take office immediately upon the dissolution of the

Annual Meeting at which he or she is elected and shall serve until the Annual Meeting at which his or her term expires and until a successor is elected, except that the Auditor shall serve during the year commencing with the July 1 following the election and until a successor is elected.

Section 6: Qualifications for Office

Only voting members of the Society may be elected to the Standing Committee, the Nominating Committee or an office other than that of Auditor. Any officer or committee member may hold more than one office and/or committee membership; but except in the case of the Clerk, the Treasurer and the Auditor, no elected officer or committee member who has served a full term shall thereafter be elected to the same office or committee without an interim of one year.

Section 7: Notification/Acceptance

When a person has been elected by the Society to office or membership of a committee he or she must be notified of his or her election by a member of the Standing Committee within one week and must promptly notify the Standing Committee of his or her acceptance. If no nomination for an office or committee membership to be filled by the Society at an Annual Meeting is made, or if all persons nominated for any such office or committee membership withdraw or become incapacitated or die before the election, the office or committee membership shall be considered vacant and shall be filled as hereinafter provided.

Section 8: Vacancies

Any officer or committee member elected by the Society or appointed by the Standing Committee may resign by a written notification to the Standing Committee, and may be removed, for cause, by a two-thirds vote of the Society for a person elected by the Society and otherwise by a two-thirds vote of the entire Standing Committee. Any vacancy occurring in any elective office or committee membership may be filled by the Society at any Meeting of the Society duly called for the purpose. The Standing Committee may fill the vacancy until it is filled at such Meeting. It shall also have power to fill vacancies in any office or committee membership the holder of which it appoints.

Section 9: Election of Committee Chairs; Rules of Procedure

Each elected committee of the Society shall elect one of its members Chair of the committee. A majority of the members of the committee (or of the remaining members, in the period before a vacancy is filled) shall constitute a quorum for the transaction of business at any meeting of the committee, but less than a quorum may adjourn the meeting to a definite time. Each elected committee may adopt rules of procedure consistent with these Bylaws, including rules for the transaction of business without a meeting.

Article IV

NOMINATING PROCEDURE

Section 1: Nominating Committee

It shall be the duty of the Nominating Committee, after receiving suggestions from any person or committee, to bring before each Meeting of the Society at which officers or committee members are to be elected the names of one or more interested nominees for election to each office and

committee membership to be filled at the Meeting, including any to be filled for the unexpired balance of a term by reason of a vacancy. The Nominating Committee shall also see to it that the notice of each such Meeting given and mailed as provided in Article II, Section 2, includes a report of the nominations to be made by the Committee at the Meeting to the extent that they are known at the date of such notice.

Section 2: Other Nominations

Other nominations for such offices and committee memberships may be made from the floor at any such Meeting, provided that they are made by a voting member and provided further that a notice of such additional nominations, signed by not less than seven voting members of the Society, was filed with the Clerk not later than ten days prior to such Meeting. Upon such filing, the Clerk shall promptly post a copy of such notice of additional nominations in the same manner as the report of the Nominating Committee

Article V

STANDING COMMITTEE AND OTHER COMMITTEES

Section 1: Meetings

The Standing Committee shall hold meetings at such time and place as may be fixed by vote of the Committee or by notice given by its Chair or the Clerk. Special meetings of the committee may be called by the Chair and shall be called by the Chair upon the written request of three members of the Standing Committee.

Section 2: Responsibility

The Standing Committee shall be the executive and prudential body of the Society - responsible for seeing that all measures determined upon at Meetings of the Society are carried out, for managing its business affairs and property, and for managing its administrative affairs and personnel and, subject to the other provisions of these Bylaws, with all authority necessary or appropriate to that end. In addition, it shall have overall responsibility for the general welfare of the Society, and the functioning of all committees. The Standing Committee shall make plans and recommendations and submit reports with respect to matters which are or in its judgment, should be of concern to the Society. The Standing Committee shall have the authority to appoint, dismiss and fix the terms of employment of the professional staff, employees and other paid personnel of the Society, subject to the provisions of Article VI, Section 3 and of Article VIII. In all matters the Standing Committee acts on behalf of and may exercise all the powers of the Society, except for such powers as by law, by the articles of organization or by these Bylaws are conferred upon or reserved to the members, and subject to the acts of the Society taken at an Annual or Special Meeting, which shall control and supersede any action or inaction by the Standing Committee.

Section 3: Appointed Committees

The Standing Committee shall appoint and maintain the following committees:

- (a) Finance Committee. The Standing Committee shall appoint and maintain a Finance Committee to assist in preparing the statement of operations and annual

operating budget to be submitted to the Annual Meeting, to make proposals to the Standing Committee regarding the overall finances of the Society and to conduct fundraising events.

(b) Endowment Committee. The Standing Committee shall appoint and maintain an endowment committee (“Endowment Committee”).

A. Purpose - The purposes of the Endowment Committee are as follows:

1. To motivate and develop an awareness in the entire membership of the Society of the opportunities to make gifts to the Society's Endowment Fund, through bequests, deferred gifts of various kinds, or immediate transfers, for either restricted or unrestricted purposes.

2. The Endowment Committee shall not render tax or legal advice to prospective donors but shall encourage prospective donors to seek such advice from their attorney, tax consultant or advisor.

B. Organization. The Endowment Committee shall consist of at least three (3) members appointed by the Standing Committee to serve one to three year overlapping terms and such other members as may volunteer to serve. Upon the death or resignation of any member the Standing Committee shall appoint another member to serve the remaining portion of the aforesaid member's term.

C. Use of Funds

1. Restricted Gifts

All gifts to the Endowment Fund, designated by the donor as “restricted”, upon acceptance by the Society or the Standing Committee acting for the Society, shall be managed and used in accordance with the donor's restrictions.

2. Unrestricted Gifts

The investment return from unrestricted gifts may be used for such purpose or purposes as the Society or the Standing Committee acting for the Society may determine. The principal of such gifts shall be kept as a permanent endowment fund, except that by a two-thirds vote of those present and voting at two consecutive Meetings of the membership of the Society held not less than thirty days apart, the Society may expend the principal, or a portion thereof, for such purpose or purposes deemed to be in the best interests of the Society.

- D. Management and Investment of Funds. The management and investment of the Fund shall be handled by an independent professional investment manager or managers or invested in mutual funds, to be selected by the Endowment Committee, with the approval of the Standing Committee, or if the Endowment Committee so elects, with the approval of the Standing Committee, said Fund, or portion thereof, may be invested in a specified common fund of the Unitarian Universalist Association or any other professionally managed investment fund. Subject to the preceding sentence, the Fund shall be invested and disbursed pursuant to an Endowment Fund Statement of Policies and Objectives which, together with any subsequent modifications, shall be approved by the Standing Committee and adopted by a majority vote of those present and voting at an Annual Meeting of the Society.
- E. Memorialization of Gifts. The Endowment Committee shall keep a full and accurate record of the name of each donor and in the case of memorialization of gifts the name of the individual or family in whose memory the gift or bequest is made, and shall file such record with the records of the Society.
- F. Reports. The Endowment Committee shall present a report each year at the Society's Annual Meeting giving an accounting of the Fund, its assets and income, and recording the names of donors and of all those in whose memory gifts or bequests have been made for that year.
- (c) Religious Education Committee. The Standing Committee shall appoint and maintain a Religious Education Committee
- (d) Personnel Relations Committee. The Standing Committee shall appoint and maintain a committee for personnel relations, which shall consist of at least three (3) members to serve one to three year overlapping terms.
- (e) Other Appointed Committees The Standing Committee may also authorize, appoint and maintain such other committees and subcommittees as it considers advisable, and may prescribe the powers and duties of the committees appointed by it, which shall include, among others, committees having the following functions:
- (i) A committee for worship and music;
 - (ii) A committee for house and grounds;
 - (iii) A committee for conducting the annual canvass;
 - (iv) A committee for denominational affairs;
 - (v) A committee for membership; and
 - (vi) A committee for social justice and outreach.

The Standing Committee may delegate in whole or in part the planning or coordination of new or existing programs and activities of the Society to one or more

committees or councils, each having such powers and responsibilities as the Standing Committee may delegate to it.

Any action by any committee or council described in this Section 3 shall be subject to the control of the Society, and of the Standing Committee between Meetings of the Society.

- (e) Appointment of Committee Members. Subject to the oversight of the Standing Committee, members of any Committee described in this Section 3 (except with respect to personnel relations) may be appointed by the then existing members of such Committee.

Section 4: General Assembly Delegates

On an annual basis, the Standing Committee shall invite interested members of the Society to serve as delegates of the Society to the next General Assembly of the Unitarian Universalist Association. The Standing Committee shall appoint such delegates and alternate delegates and shall promptly announce their names in the Society's newsletter or other communication to the membership of the Society. If any such delegate or alternate delegate shall withdraw or to be unable to serve, the Committee shall fill the vacancy so arising.

Section 5: Other Associations or Bodies, Functions

No religious, social or benevolent association or body shall be organized in connection with the Society, and no entertainment in the name of the Society or under its auspices shall be given, except with the consent of the Standing Committee.

Section 6: Public Statements and Actions.

- (a) Society

Any Committee may propose statements and actions to be taken by the Society as a whole or by the Standing Committee. Such statements and actions shall be determined by the Society or, in emergency situations, by the Standing Committee. The public report of such statements and approval for such actions shall include full particulars on the vote taken, including the number present, the number in favor, the number opposed, and the number abstaining.

- (b) Committees

In addition to proposing statements for the Society as a whole, any Committee may issue statements and take action in its own name. At the beginning of any such statement or in respect to any such action, it shall be made absolutely clear that the statement or action is on behalf of the Committee, not of the Society as a whole. Prior to publication of any such statement or the taking of such action, the Committee shall provide a copy or notice of the planned statement or action to the Standing Committee.

Article VI

RELIGIOUS EDUCATION COMMITTEE

Section 1: Organization

The Religious Education Committee shall organize at its earliest convenience after each Annual Meeting of the Society and elect one of its members as Chair. The Committee shall hold meetings at such time and place as may be fixed by its rules, by vote of the Committee or by notice given by its Chair.

Section 2: Purposes

The Religious Education Committee shall have primary responsibility for the conduct of the Society's Religious Education Program for children. It shall sponsor youth groups in the Society and cooperate with them in developing their programs, standards and objectives. It may also conduct religious education programs for adults. In all such matters the Religious Education Committee also acts on behalf of the Society and any action by it shall be subject to the control of the Standing Committee.

Article VII

DUTIES OF OFFICERS

Section 1: Clerk

The Clerk shall call all Meetings of the Society to order and preside until the Moderator has been chosen. The Clerk shall make a full and accurate record of the proceedings at all Meetings of the Society and shall file such record, together with copies of all written reports filed or submitted at such Meetings, with the records of the Society. The Clerk shall also attend the meetings of the Standing Committee, shall make a record of its proceedings and shall file such record with the records of the Society. In the event that these Bylaws are amended the Clerk shall file a true and complete copy of the Bylaws, as amended, with the records of the Society. The Clerk shall also inform the Standing Committee and Nominating Committee of vacancies in the elective offices and committees of the Society when they occur. In case of the absence or disability of the Clerk, the Chair of the Standing Committee or a person so designated shall serve in his or her place. The Clerk shall be a resident of the Commonwealth of Massachusetts.

Section 2: Treasurer

The Treasurer shall be the custodian of the Society's deeds, securities, pledges and money; shall maintain the bank accounts of the Society; shall maintain the insurance policies of the Society; shall collect the income of the Society; shall make disbursements in accordance with Article XI; shall keep full accounting records; shall sign contracts authorized by the Society or the Standing Committee, in the name and on behalf of the Society; and shall be responsible for ensuring that all required returns and reports are properly prepared and filed with the appropriate authorities— all subject to the control of the Standing Committee. The Treasurer shall also report the condition of the accounts at each meeting of the Standing Committee if so requested. When authorized by the Standing Committee, the Treasurer shall have power to sell and/or make transfers of stocks, bonds, debentures, notes or other securities held by the Society and may in

the name and on behalf of the Society execute and deliver all assignments and other documents and take all other action necessary or appropriate in that connection.

Section 3: Assistant Treasurer

The Standing Committee may appoint an Assistant Treasurer to hold office concurrently with the Treasurer. The Assistant Treasurer shall assist the Treasurer and have such other powers and duties as the Standing Committee may prescribe.

Section 4: Bonds

The Society shall give bonds in such sums and with such sureties as the Standing Committee may fix, at the expense of the Society for the Treasurer and any Assistant Treasurer.

Section 5: Auditor

The Auditor shall annually at or following the close of the fiscal year, and at such other times as and to the extent that the Standing Committee may direct, examine the Society's cash funds, bank balances, securities and other properties in the Treasurer's custody, examine the Treasurer's annual report, comparing the same with the books and records maintained by the Treasurer, and make such examinations or tests of the recorded income and disbursements as he or she may deem prudent. He or she shall report these findings to the Standing Committee not later than three months after the close of the fiscal year.

Article VIII

MINISTERS

Section 1: Permanent or Settled Minister

Any Minister called or dismissed by the Society shall be called or dismissed only pursuant to the affirmative vote of at least four-fifths of the voting members of the Society present and voting at a Meeting of the Society duly called for the purpose. Unless otherwise provided by vote of the Society, the term of a Minister so called shall be considered to be of indefinite duration subject to termination by his or her being dismissed as aforesaid. If a minister is so dismissed, his or her salary shall be continued for at least three months after the date of the vote of dismissal. A Minister called by the Society may resign by filing a written statement to that effect with the Standing Committee not less than three months prior to the date when his or her resignation is to take effect.

Section 2: Interim Minister

In the event of any vacancy in the Minister position the Standing Committee may appoint an Interim Minister.

Section 3: Unitarian Universalist Association Fellowship

No Minister not at the time in fellowship with the Unitarian Universalist Association shall be called as a Minister or Interim Minister by the Society.

Section 4: Committee Memberships

Unless voted otherwise by the Society or by the Standing Committee with respect to a committee appointed by the Standing Committee, each Minister of the Society shall be a member ex officio, but without the right to vote, of all committees of the Society and may attend such of their meetings as he or she deems advisable and as time permits except when a committee requests that he or she not attend or withdraw from a particular meeting.

Article IX

FISCAL YEAR

The fiscal year of the Society shall be the year beginning on July 1 and ending on June 30¹.

Article X

ANNUAL REPORTS

Section 1: Financial Condition

At least ten days before the Annual Meeting of the Society the Standing Committee shall mail to each voting member of the Society in the same manner as the notice of the Meeting is required to be mailed by Article II, Section 2, a report containing a statement of the financial condition of the Society as of March 31 of the current fiscal year, together with a statement of operations for the period July 1 through March 31 of the current fiscal year ending June 30 and a projected statement of operations for the entire current fiscal year ending June 30. Such statement of operations shall show the amounts and sources of the Society's revenues, compared to the revenue amounts budgeted for such fiscal year and period, as well as the amounts of actual expenditures, compared to the amounts budgeted for such expenditures. In addition, such report shall include a recommended operating budget as approved by the Standing Committee for the fiscal year beginning in the current calendar year, including estimated revenue and expenditures for general operating purposes, and shall include a report of any other expenditures for capital improvements or other non-operating purposes that the Standing Committee may recommend.

Section 2: Other Reports

Each Minister, the Director of Religious Education, the Treasurer, the Standing Committee, the Religious Education Committee, the Endowment Committee and each other committee and each subassociation or body shall prepare an annual report, made up to the March 31 preceding the Annual Meeting, in such form as the Standing Committee shall prescribe, except the report prepared by the Endowment Committee shall include the information described in paragraph (F) of Article V, Section (b). After presentation at the Annual Meeting of the Society, all such reports which are in writing shall be incorporated by the Clerk in the records of the Society.

¹ On June 1, 2003, the Society voted to change to a fiscal year beginning July 1, effective for fiscal years beginning on or after July 1, 2004.

Article XI

ANNUAL APPROPRIATIONS

Section 1: Annual Appropriations

At the Annual Meeting, or any adjournment thereof, the Society shall adopt a budget of estimated revenue and expenditures for the fiscal year beginning in the current calendar year and shall appropriate an amount or amounts sufficient to meet such budgeted expenditures. The Society may also at the Annual Meeting or at any Special Meeting called for the purpose make supplemental appropriations for general operating expenses or appropriations for capital improvements or for other special purposes.

Section 2: Committee Appropriations

The appropriations at the Annual Meeting or any adjournment thereof shall include an appropriation for the support of the Religious Education Program and other activities of the Religious Education Committee and for the Committees described in Article V, Section 3, the unexpended balance of which at the end of the fiscal year, less the amount of any unpaid bills, upon the request of the Treasurer shall be returned to the Society's treasury. A report of the income and expenditures of the Religious Education Committee for the fiscal year ending with June 30 preceding the Annual Meeting shall be included in its annual report.

Section 3: Revenue Anticipation, No Assessments

In making appropriations the Society may anticipate and shall not exceed revenue that is reasonably certain to be realized within the year, and any deficits at the end of any fiscal year must be provided for before appropriations are made for the next fiscal year. No revenue may be raised by assessment of the members of the Society.

Section 4: Disbursements, Budget Adjustments

All appropriations for general operating expenses shall be disbursed by the Treasurer under the direction of the Standing Committee in reasonable conformity with the budget adopted by the Society. Funds appropriated for capital improvements or for other special purposes shall be expended exclusively for the purposes specified. Subject to the next sentence of this Section the Standing Committee may make such adjustments to the budget adopted at the Annual Meeting as it deems necessary during the course of the fiscal year in order to provide for unanticipated expenditures or changes in revenues from the budgeted estimates, and the Treasurer shall be authorized to make disbursements in reasonable conformity with such adjusted budget. The Standing Committee may not authorize any expenditures or adjustment to the adopted budget which would, in its determination, create an operating deficit exceeding five percent of such adopted budget or require the Society to incur indebtedness, without the prior approval of such expenditures or adjustment by vote of the Society at a Special Meeting called for the purpose.

Section 5: Continued Expenditures

Prior to the making of appropriations for a fiscal year, the Treasurer of the Society shall be allowed to continue the ordinary expenditures of the Society at a rate not exceeding that of the appropriations of the previous fiscal year.

Article XII

INDEMNIFICATION

Section 1: Limitation of Liability

A duly elected or appointed officer, Standing Committee member, employee, or agent (including volunteers) of the Society shall not be personally liable to the Society or to its members for monetary damages for breach of fiduciary duty, except for liability resulting from:

- (1) any breach of duty of loyalty to the Society or its members, or
- (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- (3) any transaction from which such person derived an improper personal benefit.

Section 2: Indemnification

The Society shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, Standing Committee member, employee, or agent (including volunteers) of the Society, except for any damages for which such person is found to be personally liable to the Society or its members pursuant to Section 1 of this Article. The indemnification provided by this Section will not extend to the exclusions or exceed the coverage of the liability insurance policies maintained by the Society.

Article XIII

REAL PROPERTY

Section 1: Real Property Transactions

The Society may authorize, but only upon the affirmative vote of two-thirds of its members present and voting at a Meeting of the Society called for that purpose, the acquisition, sale, assignment, transfer, mortgage, pledge or encumbrance of all or a portion of its real property.

Section 2: Property Use

The Society's buildings and other property of the Society shall be used only for such purposes and under such regulations as the Standing Committee shall prescribe.

Section 3: Insurance

The buildings and contents owned by the Society shall be insured and the Society shall carry liability and other forms of insurance, in each case in amounts and with such carriers as determined by the Standing Committee.

Article XIV

UNRESTRICTED GIFTS

All gifts to the Society, other than those donations made in connection with its ordinary operation, in any amount equal to or greater than \$5,000 and not otherwise restricted or designated for a special purpose by the donor, upon acceptance by the Society or the Standing Committee acting for the Society, will be added to the Endowment Fund and managed as set forth in Article V, Section 3, (b), C, 2 of the Bylaws and pursuant to the Endowment Fund Statement of Policies and Objectives. Gifts less than \$5,000 that are not restricted or designated for a special purpose, upon acceptance by the Society or the Standing Committee acting for the Society, shall be added to operating funds.

Article XV

AMENDMENTS

These Bylaws may be amended by the affirmative vote of not less than two-thirds of the voting members of the Society present and voting at any duly called Annual Meeting or Special Meeting of the Society, if the notice of such Meeting contains the proposed amendments or a summary thereof.

THESE BYLAWS WERE ADOPTED FEBRUARY 26, 1963

| | | |
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| Amended | April 26, 1972 | (Article V. Section 3a) |
| | April 25, 1974 | (Article I. Sections 2,4,6) |
| | April 27, 1980 | (Article V. Section 3c) |
| | May 3, 1981 | (Article V. Section 3d) |
| | May 6, 1990 | (Article I. Sections 2,5,6) (Article II. Sections 2,5) (Article III. Sections 2,6,8,10) (Article V. Section 1) (Article VI. Section 1) (Article VII. Sections 1,5) (Article VIII. Sections 1,3) |
| | May 12, 1996 | (Article V. Section 3c) |
| | December 8, 1996 | (Article V. Section 6) |
| | June 1, 2003 | (Preamble) |

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| | (Articles I-II, IV-VI, IX-XIV All Sections) (Article III. Sections 2-4, 6, 8-10) (Article VII. Sections 1-4) (Article VIII. Sections 1-3) |
| June 6, 2004 | (Article IX) (Article X. Section 1) (Article X. Section 1-2) |
| June 5, 2005 | (New Article XIV – Special Gifts) Article V. Section 3, (b), A, 1 (Rename Final Bylaw to become XV) |
| June 7, 2009 | (Article II, Section 2) |
| June 9, 2013 | (Preamble) (Article III, Section 3 deleted, renumbered subsequent) (Article V, Section 3, Paragraph (c) added) (Article VI) |