

**BY-LAWS
OF THE
CLEARWATER UNITARIAN-UNIVERSALIST
CHURCH FOUNDATION, INC.**

ARTICLE I.

ORGANIZATION

Section A. NAME. The name of this corporation shall be the Clearwater Unitarian-Universalist Church Foundation, Inc. (sometimes hereinafter referred to as "the Foundation"). Such name may be changed at any time by a majority vote of the membership.

Section B. SEAL. The organization may adopt, and from time to time may change, a corporate seal in such form as may be prescribed by resolution of the Board of Directors.

ARTICLE II.

PURPOSES AND POWERS

Section A. PURPOSES. The following are the purposes for which this organization has been organized:

1. To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trust (and be authorized to act as Trustee where allowed by law), and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes.
2. To give, convey, or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that:
 - a. such organizations shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

- b. transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from gift, succession, inheritance, estate, or death taxes (by whatever named called) imposed by the United States Government; and
 - c. such organization shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government.
- 3. To the extent permitted by law, to exercise its rights, powers, and privileges, to hold meetings of its Board of Directors, to have one or more offices, and to keep the books of the Foundation, in any part of the World.
- 4. Alone or in cooperation with other persons or organizations to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Foundation.
- 5. Notwithstanding any other provision of these Articles, this Foundation shall not carry on any other activities not permitted to be carried on by
 - a. a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code"), or
 - b. a corporation contributions to which are deductible under Section 170(cc)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Code.

Section B. **POWERS.** The powers of the Foundation shall be those set forth in the Articles of Incorporation. Except for the election of members and directors, all such powers shall be exercised, and the affairs of the Foundation managed, by the Board of Directors.

Section C. **GRANT POLICY.** Except as specifically designated by the donors of individual gifts, at least 95% of all grants approved in any year shall be made to the Unitarian Universalist Church of Clearwater, provided it is then in existence and has remained qualified under Section 501(c)(3) of the Code. All other grants shall be made solely to one or more organizations affiliated with the Unitarian Universalist Association

(or its successor) or otherwise clearly associated with the Unitarian Universalist denomination. This Section C may not be amended without the consent of a majority of those voting at a duly called congregational meeting of the Unitarian Universalist Church of Clearwater.

ARTICLE III.

MEMBERSHIP

Section A. TERMS AND QUALIFICATIONS OF MEMBERS. The Foundation shall have not less than five nor more than thirty members, who shall be at least 18 years of age. Each member shall serve for a three-year term, and terms of members shall be arranged so that, to the extent practicable, approximately one-third of the terms shall expire each year. The Senior Minister of the Unitarian Universalist Church of Clearwater, Florida (hereinafter referred to as the "Church") shall be a member of the Foundation ex officio. Members shall hold office for a period of three years. Should a member cease to hold office by reason of death, disability or resignation, the remainder, if any, of the unexpired term of such member may be filled by appointment by the Board of Directors of the Foundation.

Section B. ELECTION. Members shall be elected at each Annual Meeting of the Foundation, from a slate presented by the Nominating Committee and from those nominated from the floor.

Section C. MEETINGS.

1. Annual Meeting. The Annual Meeting of members shall be held each year at a time and place determined by the Board of Directors. At least two weeks prior to such meeting, the Secretary shall cause to be mailed to each member at his or her last known address a notice of the time, place and agenda of such annual meeting.
2. Special Meetings. Special meetings of the members may be held from time to time at the call of the President, or two other Officers of the Foundation, or upon written request by ten percent (10%) of the members, addressed to the President or Secretary of the Foundation, who shall thereupon call such meeting. Notice of the time, place and purpose of such meeting shall be mailed by the Secretary at least five days prior to the meeting date to each member at his or her last

known address. No business, other than that specified in the notice of meeting may be transacted at any special meeting.

3. **Quorum.** A quorum at either an annual or a special meeting of the membership shall consist of forty percent (40%) of the membership; provided, however, that if a member signs a waiver of notice and consent with respect to any meeting, whether before or after such meeting, to a specific action or to all action taken by the members present at such meeting, such member shall be considered present at such meeting for purposes of determining the presence of a quorum. In the absence of a quorum, a lesser number of members present may adjourn the meeting from time to time until a quorum shall have been attained.
4. **Waiver of Notice and Consent.** A waiver of notice and consent signed by any member, whether before or after any meeting to which it pertains, to a specific action or to all action taken by the members present at such meeting, shall constitute a valid waiver of any required notice.
5. **Action Without Meeting.** Action by the Foundation may be taken without a meeting of the membership upon written consent of all members, which consent shall be made a part of the corporate records.
6. **Voting.** At meetings of the membership, all voting for any contested election of directors and officers shall be by written ballot and no such ballot shall contain any mark or identification which might indicate the identity of the person casting such ballot. Any other voting shall be viva voce unless otherwise requested by a majority of those present.

Section D. **REMOVAL.** A member shall be no longer be considered as such if he resigns or fails to attend three (3) successive meetings without reasonable excuse as determined by the Board of Directors.

ARTICLE IV.

BOARD OF DIRECTORS

Section A. ELECTION. The Board of Directors shall consist of not less than five nor more than fifteen members, at least two thirds of whom shall be members of the Church. The Senior Minister of the Church shall serve as a Director ex officio. Directors shall be elected at the Annual Meeting of members. Each Director shall hold office for one year or until his or her successor shall have been elected and duly qualified. A Director may be elected for such successive terms of one year as the members shall choose, as long as he or she continues to be a member of the Foundation. No person may be a member of the Board of Directors unless he or she is a member of the Foundation.

Section B. VACANCIES. Any vacancy in the office of Director shall be filled for the remainder of the unexpired term by the remaining members of the Board of Directors, or, at the discretion of the Board, by members of the Foundation at a special membership meeting called for that purpose.

Section C. MEETINGS. Meetings of the Board of Directors shall be held at such times and places and upon such reasonable notice as the Board shall determine from time to time; provided, however, that there shall be at least four such meetings during each calendar year, and all meetings of the Board shall be open to the membership. The Board may make such other rules or institute such procedures as it shall deem proper, such rules or procedures to be included in minutes of the Board meetings and be open to inspection by any member of the Foundation at reasonable times and places.

Section D. QUORUM. A majority of the membership of the Board shall constitute a quorum at any meeting of the Board; provided, however, that if a Director signs a waiver of notice and consent with respect to any meeting, whether before or after such meeting, to a specific action or to all action taken by the Directors present at such meeting, such Director shall be considered present at such meeting for purposes of determining the presence of a quorum. In the absence of a quorum, a lesser number of Directors present may adjourn the meeting from time to time until a quorum shall have been attained.

Section E. MEETING BY TELEPHONE. Directors or the members of any committee thereof shall be deemed present at a meeting of the Board or of any such committee, as the case may be, if the meeting is conducted using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section F. ACTION WITHOUT MEETING. The Board, by unanimous written consent, may take action without a meeting provided that the written consent be made a part of the corporate records and open to inspection by any member at any reasonable time.

Section G. VOTING. On all corporate matters, each Director shall have one vote, which may not be cast by proxy, but may be cast by a written vote delivered to the Secretary before the meeting at which the vote by other Directors was taken.

Section H. EXECUTIVE COMMITTEE OF THE BOARD. The President, the First Vice President, the Secretary and the Treasurer shall constitute the Executive Committee of the Board. The Executive Committee shall have and may exercise, subject to the supervision of the Board, such powers of the Board as may be delegated to it by the Board.

Section I. DELEGATION OF DUTIES. In the absence or disability of any officer of the Foundation, or for any other reason deemed sufficient by the Board, the Board may delegate the powers or duties of such officer to any other officer or to any other director for the time being.

ARTICLE V.

OFFICERS

Section A. ELECTION. The Officers of the Foundation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, to be elected by the members of the Foundation. Each Officer shall be a member of the Board of Directors during his or her entire term as such Officer. In addition, assistant officers, who need not be members of the Foundation, may be elected from time to time by the membership.

Section B. DUTIES OF OFFICERS.

1. President. The President of the Foundation shall be its chief executive officer, shall serve as Chairman of its Board of Directors, and shall in general supervise the activities of the Foundation, direct its development, appoint its committees if any, preside at all meetings, report to the membership and to the Trustees of the Church at least annually, see that all legal requirements are accurately

complied with in timely fashion, and in general have such powers duties and responsibilities as may reasonably be construed as belonging to the chief executive of a corporation not for profit in the State of Florida. The President shall be eligible to serve not more than four successive full terms, and thereafter shall be entitled to be reelected only after the lapse of at least one year following the completion of his or her four successive full terms.

2. **Vice Presidents.** The Vice President, or First Vice President if there be more than one, shall, in the event of and during the absence or inability of the President to perform his duties, serve as Acting President of the Foundation and perform the duties of that office. Aside from that responsibility, the Vice President(s) shall perform such duties and assume such responsibilities as may be delegated by the President.
3. **Secretary.** The Secretary shall be the custodian of all official records and documents (other than financial) and the seal, if any, of the Foundation; shall attend and record minutes of all meetings in appropriate books; shall cause to be made proper delivery and/or filing of all notices, certificates, legal documents, instruments and other corporate papers; shall handle all correspondence appropriate and pertinent to his or her office; and in general shall carry out such duties and responsibilities as are normally incident to the office of Secretary.
4. **Treasurer.** The Treasurer shall be the chief financial officer of the Foundation and shall be primarily responsible for the care, custody collection and safe keeping of all monies, funds, investments, securities and other financial documents belonging to the Foundation. He or she shall deposit and/or invest the funds of the Foundation as specified by the Board of Directors, provided that any investment of corporate funds shall meet the legal requirements for trust investments in the State of Florida and be of a quality normally and reasonably considered proper by a prudent investor of the property or funds of others. The Treasurer shall be a signatory on all checks, drafts, notes, depositary accounts and other financial documents executed by and on behalf of the Foundation, all of which shall be countersigned by one of such officers or their assistants as may be designated from time to time by the Board of Directors. The Treasurer shall render, at such stated intervals and in such form as the Board of Directors and/or legal requirements shall stipulate, written statements and accounts of the finances and investment of the

Foundation, copies or accurate summaries of which shall be inserted in proper chronological order in the minute books of the Foundation. He shall perform such other duties and functions as are normally carried on by chief financial officers of not for profit corporation.

5. Assistant Officers. Assistant officers shall have such responsibilities and perform such duties and functions as may be delegated to them by their principals and approved by the Board of Directors. In the absence or disability of a principal officer, an assistant may perform such duties and functions as may be delegated by the Board of Directors.

Section C. COMPENSATION. No officer or director shall, for reason of his office, be entitled to receive any salary or compensation for his or her services as an Officer or Director, but nothing herein shall be construed to prevent him or her from receiving compensation from the Foundation for duties or services rendered to the Foundation other than as Officer or Director. The Board of Directors may hire and fix the compensation of any employees which they are in their discretion deem necessary in the conduct of the business of the Foundation.

Section D. BONDING. The Board of Directors shall have authority to require reasonable bonding of any Director, officer or employee, the expense of such bonding to be borne by the Foundation.

Section E. INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Foundation shall indemnify and hold harmless each present or former director, officer, committee member, assistant officer or agent from and against any and all costs and expenses reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding in which he or she may be involved by reason of having held such office or position. Such costs shall include, without limitation, those of reasonable settlements (other than those paid to the Foundation itself) made for the purpose of limiting or curtailing costs of litigation. The Foundation shall not, however, indemnify any director, officer, committee member, assistant officer or agent to the extent that he or she shall be finally adjudged in any such action, suit or proceeding to have acted or failed to act as a result of wilful misconduct or gross disregard of his or her duties and responsibilities.

ARTICLE VI.

REMOVAL OF DIRECTORS AND OFFICERS

A Director or officer may be removed from office for cause by the vote of a majority of the Directors. The Board shall adopt such reasonable rules of procedure as appear to the Board to be fair and necessary to determine the matter at issue. At any such proceeding the accused Director or officer shall be entitled to employ and be represented by counsel and the charging members of the Board of Directors may employ counsel to represent the Foundation.

ARTICLE VII.

COMMITTEES

All committees of this organization shall be appointed by the President. The term of office of a committee member shall not be longer than one year.

The permanent committees shall be the Investment Committee, the Disbursement Committee and the Nominating Committee.

ARTICLE VIII.

DUES

There shall be no dues required for membership in this organization.

ARTICLE IX.

AMENDMENTS

Except as otherwise specifically provided herein, these By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the members.

ARTICLE X.

COMPLIANCE WITH GOVERNMENTAL REQUIREMENTS

Section A. PROHIBITED ACTIVITIES. Notwithstanding any other provisions of these By-laws, this Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder. Specifically, without limitation,

1. the Foundation shall not carry on any propaganda or otherwise act to influence legislation except as permitted under Sections 501(c)(3) and 501(h) of the Code;
2. the Foundation shall not engage in any transaction prohibited by Section 503 of the Code; and
3. the Foundation shall not apply the accumulation of income in any manner which may subject it to a denial of an exemption as provided in Section 504 of the Code.

Section B. NON-DISCRIMINATION. This Foundation shall not discriminate on the basis of race, color, religion, sex, national origin or handicapped condition.

Section C. INUREMENT PROHIBITED. No part of the net earnings of the Foundation shall inure to the benefit of any individual or member. If, at any time, the Foundation shall cease to carry out the purposes as herein stated, all of the assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an

appropriate tax exempt status under Section 501(c)(3) of the Code and they shall be applied exclusively for charitable, scientific and educational purposes.

ARTICLE XI.

CORPORATE POWERS

Section A. AGENTS AND REPRESENTATIVES. The Board may appoint such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board may see fit, so far as may be consistent with these By-laws, to the extent authorized or permitted by law.

Section B. CONTRACTS. The Board, except as in these By-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section C. VOTING UPON STOCK OF OTHER CORPORATIONS. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of the stockholders of any corporation in which this Foundation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Foundation might have possessed and exercised if President. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Section D. INVESTMENTS. The Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the class of investment which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII.

FISCAL YEAR

The fiscal year of this organization shall be the twelve (12) month period beginning January 1 of each year and ending the following December 31, until and unless the Board specifically establishes a different fiscal year.

ARTICLE XIII.

PARLIAMENTARY AUTHORITY

The parliamentary authority for this Foundation, from time to time, shall be the most recent revision of Robert's Rules of Order.