

**Amended By-laws of All Souls Unitarian Universalist Church of Kansas City, Missouri
Amended at Annual and Special Meetings of the Congregation: May 17, 1981; May 7,
1988; May 13, 1989; May 18, 1991; June 14, 1992; January 20, 1995, February 2, 1997,
May 18, 1997, May 21, 2000, September 30, 2001, May 2009, and May 22, 2011.**

Article I -Members

Sec. 1: Admission to Membership: Application for membership in the Society shall be in writing and submitted to the Board of Trustees on such forms as the Board may prescribe. Upon approval of an application for membership, the applicant shall be listed in the files as a member of the Society. Any application not disapproved by a majority vote of the Board of Trustees within sixty days shall be deemed to have been approved. Any member may resign by expressing her/his intention to do so in writing addressed to the Board of Trustees and/or to the minister. No test of creed, of faith, of national origin, of race or color, of gender, of affectional or sexual orientation, of physical challenge, or other similar tests, shall be imposed as a condition of membership. Eligibility for minister and all persons employed by the congregation shall not be restricted on the basis of age, national origin, race or color, gender, affectional or sexual orientation, or physical challenge.

Article II Annual Meeting

Sec. 1: The annual meeting of the membership of the Society shall be held in May of each year at such time and place as may be designated by the Board of Trustees. Special meetings may be called and held in the manner specified in the Constitution. All notices of meetings, both annual and special, must be in writing and mailed to the last known address of each voting member not less than fourteen (14) days and not more than forty (40) days prior to the date of the meeting; moreover, if church services are being held, notices shall be read at two consecutive Sunday services next preceding the meeting either by the minister or the Secretary or such other person as may be designated by those having authority to call the meeting. The call shall specify time, place, and purposes of such meeting. The date of the first "notice" as used in Article II, Section 2 of the Amended Constitution shall mean the date of the first reading of such notice at a Sunday service as herein above provided; or if Sunday services are not being held, the date of mailing of such notice as herein above provided. At each meeting the secretary shall furnish a full, true and complete list in alphabetical order of all members entitled to vote at such meeting. Only such persons shall be entitled to vote. Fifteen percent (15%) of the total number of qualified voting members shall constitute a quorum; provided, however, that thirty (30%) of the total number of qualified voting members shall constitute a quorum at any meeting of the Society where the business to be transacted is (i) the dismissal of the minister, (ii) the calling of a specific candidate as minister, or (iii) the purchase, sale, mortgage, encumbrance, or conveyance of any real property to be owned by the Society.

Article III -Board of Trustees

Sec. 1: Regular Meetings: Regular meetings of the Board of Trustees shall be held monthly at such time and place as shall be fixed by resolution adopted by the Board of Trustees at its organizational or other meeting within two (2) weeks following the Annual Meeting of the Society. No notice shall be required for any regular meeting.

Sec. 2: Special Meetings: Special meetings of the Board may be called by the president alone. The secretary shall call a special meeting on the written request of four (4) trustees. Written notice of a special meeting shall be mailed to each trustee at least three (3) days before the date of the meeting, but such notice may be waived.

Sec. 3: Place of Meeting: Regular meetings of the Board may be held at the place designated as hereinbefore provided. Special meetings of the Board shall be held at such place as may be designated by those calling the meeting.

Sec. 4: A majority of the Board of Trustees presently in office, including the secretary and the treasurer, shall constitute a quorum for the transaction of business, but if at any duly called meeting there shall be less than a quorum present, a majority of those present may recess or adjourn the meeting temporarily or from time to time may reconvene when a quorum shall be present or may reschedule the meeting upon written notice to the remainder of the Board.

Article IV -Duties of Trustees

Sec. 1: It shall be the duty of the Board of Trustees to provide a place for the holding of regular religious services, to provide for such other facilities as the Society may decide upon, and to procure the services of a minister, subject to the action of the membership as provided in the Constitution, Article III, Section 4; to provide for the collection of all subscriptions, rentals, or other incomes of the Society, and to expend the same as may be necessary, and the Board shall have authority to borrow money from time to time as may be necessary.

Sec. 2: The Board of Trustees shall make a report of the financial affairs of the Society at each Annual Meeting of the Society and shall, during each fiscal year, have auditing conducted as hereinafter provided.

A. The Audit Committee shall submit an annual plan and request for funds to the Board of Trustees for inclusion in the annual budget. From time to time, the Audit Committee may, in its discretion, undertake additional audit activities in response to requests from Society members for audit investigations or actions. As to each completed audit activity, the Audit Committee shall submit all its reports in writing to the Board of Trustees and to the Members of the Society. Within sixty (60) days following receipt of such reporting, the Board shall respond in writing to the Audit Committee and to the Members of the Society as to all resulting actions or improvements taken or implemented or that no action or improvement is deemed necessary.

B. Each audit function or activity either (i) shall be internal and performed by the Audit Committee with such outside expert assistance as may be deemed advisable by the Committee or (ii) shall be an external independent audit performed by an accredited auditor (CPA or CPA firm) with such Audit Committee assistance as may be deemed advisable by the Audit Committee. However, any independent audit shall be within the scope, depth, and timing defined by the Audit Committee and shall be performed no less frequently than once every five (5) years.

C. All organizational components, activities, operations, documents, records, Treasurer accounts and all other accounts, financial statements, papers, performances, policies, and procedures having any financial relationship to or possible financial effect upon the Society shall be subject to audit including, without limitation, Simpson House, the Endowment Trust, any fundraising event or activity, any capital fund drive, any and all receipts and disbursements of funds (except the Minister's Discretionary Fund), payroll, and any Society, committee or officer accounts and financial statements whatsoever, together with any and all supporting records and documents therefore.

Sec. 3: The organizational meeting of the Board of Trustees shall be held within fourteen (14) days after the annual meeting of the Society.

Sec. 4: At its organizational meeting, the Board of Trustees shall elect a president and vice-president, who shall serve as the president and vice-president of the Society until their successors are elected and qualified. If the president or vice-president resigns, vacates, is unable, or is unwilling to complete his/her term of office, the Board may fill the vacancy by electing a successor from among the then current Trustees, and such successor is duly elected at an organizational meeting of the Board following the next Annual Meeting of the Society.

Sec. 5: The Board of Trustees shall prepare, adopt by Board resolution, and periodically revise and keep current a policy and procedures manual.

Sec. 6: As vacancies in the positions of committee chairpersons occur, the chairperson or remaining members of that committee shall promptly notify the Board of Trustees. In any emergency, the president of the Board of Trustees may appoint, subject to Board approval at the next scheduled Board meeting, an interim chairperson to serve until that committee shall have elected a successor chairperson. Any chairperson elected by a committee shall be subject to Board approval. If within thirty (30) days following such notice to the Board, no successor chairperson shall have been so elected, the Board of Trustees, after consultation with such committees and persons as are knowledgeable as to the interests and qualifications of church members, shall select a successor chairperson.

Article V -Officers

Sec. 1: President: Unless otherwise provided by the Board of Trustees, the president shall preside at all meetings of the membership and of the Board of Trustees, and shall sign all written contracts, deeds, conveyances, and mortgages made by the Society. The president shall name the members of all committees, except as otherwise provided, and shall call special meetings of the Board of Trustees when, in her/his opinion, it is necessary to do so. The president shall also perform such other duties as may from time to time be assigned to her/him by the Board of Trustees.

Sec. 2: Vice-President: The vice-president shall possess the powers and perform the duties of the president in the latter's absence or disability.

Sec. 3: Secretary: The secretary shall keep an accurate record of all transactions of all meetings of the membership and Board and the names of the voting members in attendance. These records shall not be open to other than members of the Society except as expressly authorized by the Board of Trustees. The secretary shall have charge of the corporate seal and when ordered by the trustees shall affix the same to all papers requiring it. The secretary shall countersign all deeds, conveyances and mortgages made by the Society. The secretary shall also keep a register of the members and a register of voting members. Such registers shall not be open to persons other than members of the Society except as expressly authorized by the Board of Trustees. The secretary shall file and preserve all papers of the Board of Trustees and the Society and shall give notices of meetings as are or may from time to time be provided in the Bylaws and in the Constitution. The secretary may make use of the services of any available office staff from time to time, but shall remain fully responsible for the due performance of the duties of the secretary.

Sec. 4: Treasurer: The treasurer shall be, and any person or persons rendering material and substantive assistance to the treasurer may in the discretion of the Board of Trustees be, bonded in the amount or amounts fixed by the Board of Trustees; and the Treasurer and any such person rendering material and substantive assistance to the treasurer shall account for all money or other property that reaches each of them. The treasurer shall pay all bills and sign all checks as authorized by the Board of Trustees and shall, at the Annual Meeting of the membership, make a detailed report of all receipts and expenditures made by her/him and shall also make such other report at such other times as the Board of Trustees may direct and shall make available to the secretary records as to dates and amounts paid by members to the support of the Society so that the secretary may keep an accurate register of voting members. In carrying out his/her duties, the treasurer shall have the support and assistance of such office staff personnel as may from time to time be available, but shall remain fully responsible for the faithful and efficient discharge of his/her duties.

Sec. 5: Assistant Treasurer: The Assistant Treasurer shall perform those duties as delegated by the Treasurer.

Sec. 6: Trustees: Tenure of Members of the Board of Trustees: Members of the Board of Trustees elected for a term of three years upon completing their terms may be reelected for a term of three years; no member shall succeed herself/himself after serving two consecutive terms of three years each.

Sec. 7: At the annual meeting of the Society to be held in May of 1957, the congregation shall elect three Trustees for terms of three (3) years each, three Trustees for terms of two (2) years each, and three Trustees for terms of one (1) year each. Thereafter all Trustees shall be elected for terms of three years.

Article VI -Committees

Sec. 1: The committees of the Society shall be a Nominating Committee, a Committee on Ministry, a Ministerial Search Committee when reasonably needed, an Audit Committee, and such other committees as the president may designate, but neither the president nor the Board of Trustees shall delegate any of its powers to an executive committee.

Sec. 2: Nominating Committee:

A. The Nominating Committee shall consist of seven members, one to be chosen from the Board of Trustees, six to be elected from the membership at large. Three members of the 1999-2000 Committee will continue as members of the Committee for the year 2000- 20001, and at the annual meeting of the Society to be held in May of 2000, the congregation shall elect three members for terms of two (2) years. Thereafter, all members shall be elected for terms of two (2) years. With the exception of the three 1999-2000 committee members who will continue for the following year, no members of the committee shall serve consecutive terms. The committee shall elect a chairperson from its own membership.

B. For election from the membership at large at each Annual Meeting of the Society, the committee shall nominate one or more eligible candidates to fill (i) each vacancy on the Board of Trustees, (ii) the three church-elected vacancies on the Nominating Committee, (iii) each vacancy in any church-elected position on the Committee on Ministry, and (iv)any vacancy on the audit committee (v)any vacancy in any other church-elected position designated from time to time by formal Board resolution for nomination by the Nominating Committee. The Nominating Committee's nominations shall be reported to the Society at least thirty (30) days

prior to the Annual Meeting of the Society through an official church publication. Prior to the Annual Meeting of the Society, additional nominations may be made by petition signed by ten (10) voting members of the Society; and biographical information as to each such petition nominee, if furnished by petitioners to the Nominating Committee in time for publication or distribution along with any publication or distribution of biographical material for Nominating Committee nominees, shall then be published or distributed along with the biographical material for Nominating Committee nominees. Additional nominations for any and all vacancies to be filled by church election may be made from the floor at any meeting of the Society.

C. The Nominating Committee shall be a standing committee which shall, as necessity requires, nominate, subject to Board appointment, eligible persons to fill, on an interim basis until the next Annual Meeting of the Society, all vacancies occurring since the previous Annual Meeting on the Board of Trustees, in the six church-elected positions on the Nominating Committee, in any church-elected position on the Audit Committee, in any church-elected position on the Committee on the Ministry, and in any other church-elected position for which the Nominating Committee from time to time is by formal resolution of the Board of Trustees given the duty to make nominations.

Sec. 3: Committee on Ministry: The purpose of this committee shall be to strengthen the quality of ministry within the congregation by facilitating communication between the congregation and the minister and staff, among members of the congregation, and among committees and relational groups. The size of the committee and the charge to the committee shall be determined by mutual agreement of the minister, the Board of Trustees, and the existing Committee on Ministry.

Sec. 4: The Audit Committee shall be a standing committee of three (3) voting members elected by majority vote of the Society except that no such member shall have had any substantial involvement in the finances or financial record keeping of the Society during the two (2) years next preceding such election save only for service on the Audit Committee. No member of the Board of Trustees or of the Finance Committee may serve simultaneously on the Audit Committee. The First elected Audit Committee shall have three (3) members, one elected for a three year term, a second for a two year term, and the third for a one year term. Thereafter, at each annual meeting, each committee member to be elected shall be so elected for a three year term. A replacement shall serve for the same term as the member replaced. Members may serve not more than three consecutive terms. Nominations to the Audit Committee shall be made at each annual meeting of the Society and election shall be by majority vote of the members present. Other nominations can be made from the floor at such annual meetings. The Audit Committee shall perform its auditing duties and responsibilities as set forth in Section 2 of Article IV of these bylaws.

Article VII - Voting

Sec. 1: Qualified voting members shall be provided with an adequate credential at each meeting, annual or special. Voting on nominees for the Board of Trustees, secretary, treasurer, church-elected members of the Nominating Committee, any church-elected members of the Committee on Ministry, any church-elected members of the Ministerial Search Committee, and any other church-elected positions from time to time duly created or established, shall be by written ballot, unless waived by a majority of the voting members present.

Article VIII – Settled Minister

Sec. 1: The Settled Minister shall be the religious and administrative head of this Society and shall perform such duties as are usually performed by ministers and authorized by law. The Settled Minister shall consult and advise with the Board of Trustees as to the management of the affairs of the Society and its work and must always be a regularly ordained minister in good standing and fellowship with the Unitarian Universalist Association.

Sec. 2: Authorization of the dismissal or selection of a Settled Minister shall require the consent by written ballot of a majority of the voting members present at a meeting of the Society duly called for that purpose. A quorum for such a meeting shall be thirty percent (30%) of the total number of qualified voting members of the Society.

Sec. 3: The Settled Minister shall be a non-voting, ex officio member of the Board of Trustees and of such committees as the Board shall designate.

Sec. 4: When reasonably needed to assist the Society in the selection of a Settled Minister, a Ministerial Search Committee shall be selected. The committee shall be composed of seven members of the Society who must be both entitled to vote and eligible for any office of the Society. Five members of the committee shall be elected by the Society at a duly called Annual or Special Meeting. Two members of the committee shall be appointed by the Board of Trustees within not more than fifteen (15) days following the election of the five members by the Society.

Sec. 5: Not less than forty-five (45) days preceding such Annual or Special Meeting, the Board of Trustees shall notify the Society of the need to form a Ministerial Search Committee and of the general scope of the work required of members of a Ministerial Search Committee and shall request that each member of the Society interested in becoming a candidate for membership on such committee (whether by election by the Society or by appointment by the Board) submit to the Board his/her name, reasons for interest, qualifications and time available to serve, and a list of the capabilities and characteristics such candidate believes a new Settled Minister should possess. Not less than fifteen (15) days prior to such Annual or Special Meeting, the Board shall share with the Society by mail, by newsletter, or by bulletin board posting such information as shall have been received by the Board from such candidates and shall submit all such candidates for possible election by the Society to the five Society-elected committee positions at such Annual or Special Meeting. Additional nominations may be made from the floor at such Annual or Special Meeting.

Sec. 6: When the seven (7) members of the Ministerial Search Committee shall thus have been elected and appointed, the Ministerial Search Committee shall from its membership elect such chairperson or co-chairpersons and such other committee officers as the committee deems proper. The president or vice-president of the Board of Trustees shall be Board liaison to the Ministerial Search Committee, but shall not be an ex officio member of the committee and shall have no right to vote.

Sec. 7: The Ministerial Search Committee shall study, consult with and make formal recommendations to the Board of Trustees as to range of acceptable and feasible compensation of, and as to all other proposed terms of employment of, a new Settled Minister. The Board of Trustees shall then study and make formal recommendations to the Society as to such compensation and employment terms at a duly called Annual or Special Meeting of the Society. At such meeting, the Society shall then discuss and authorize, by formal resolution setting forth such guidelines as the Society may prescribe, the Board of Trustees in its

discretion, after formal recommendation of each new ministerial candidate and of an employment agreement for each such candidate by the Ministerial Search Committee, to enter into an employment agreement with each such recommended candidate, subject to final vote of the Society on the issue of whether or not each such recommended new ministerial candidate shall be called as the Settled Minister of the Society.

Sec. 8: When the Ministerial Search Committee shall have voted to select and recommend to the Board and to the Society a candidate for Settled Minister of the Society, the Ministerial Search Committee, within the guidelines and authority set by the Society and the Board, shall thereafter negotiate with such ministerial candidate a written employment agreement, subject to final approval and ratification by the Board and subject to vote of the Society on the issue of calling or not calling the candidate as Settled Minister at a duly called Annual or Special Meeting of the Society. Such agreement shall be signed by the president of the Board, by each chairperson of the Ministerial Search Committee, and by the ministerial candidate, all prior to such Annual or Special Meeting at which the ministerial candidate shall be presented to the Society for call or not.

Sec. 9: As to any ministerial search in progress at the time of the adoption of Sections 4 through 9 of Article VIII, (I) any existing ministerial search committee however formed or constituted shall continue, (ii) any prior actions of any such ministerial search committee, Board or congregation shall remain in effect, and (iii) the provisions of Sections 4 through 8 of Article VIII shall only govern prospectively any future actions by any such Ministerial Search Committee, the Board, and the congregation.

Article IX -Fiscal Year

Sec. 1: The fiscal year of this Society shall be July 1, to June 30, inclusive.

Article X -Amendments

Sec. 1: These By-Laws may be amended at any annual or special meeting of the Society by a majority vote of the voting members of the Society who are present and voting, the proposed amendment or amendments having been mailed to the last known address or each voting member of the Society at least fourteen (14) days prior to the date of meeting, such mailing to be made through an official publication of the Society.