

RESTATED BYLAWS
OF THE
UNITARIAN SOCIETY OF SANTA BARBARA

ARTICLE 1. NAME.....	1
ARTICLE 2. PRINCIPAL OFFICE.....	1
ARTICLE 3. MISSION.....	1
ARTICLE 4. DENOMINATIONAL AFFILIATION	1
ARTICLE 5. SOCIETY GOVERNANCE	1
ARTICLE 6. NON-DISCRIMINATION.....	1
ARTICLE 7. MEMBERSHIP	1
7.1 MEMBER ELIGIBILITY.....	1
7.2 RIGHTS AND RESPONSIBILITIES.....	2
7.3 LIMITATION ON PERSONAL LIABILITY.....	2
7.4 TERMINATION OF MEMBERSHIP	2
7.4.1 Resignation.....	2
7.4.2 Removal.....	2
7.4.3 Revocation	2
ARTICLE 8. MEETINGS OF THE MEMBERSHIP	2
8.1 MEMBER AUTHORITY AND RESPONSIBILITY	2
8.2 ANNUAL MEETING	3
8.2.1 Quorum of Annual Meeting.....	3
8.3 SPECIAL MEETINGS.....	3
8.3.1 Quorum of Special Meeting.....	3
8.4 NOTICE OF MEETINGS.....	3
8.5 VOTING	3
8.5.1 Eligibility to Vote.....	3
8.5.2 Methods of Voting.....	4
8.5.3 Absentee Ballots	4
8.5.4 Proxies	4
8.5.5 Determination of Quorum and Percentage Vote.....	4
ARTICLE 9. BOARD OF TRUSTEES	4
9.1 GENERAL AUTHORITY	4
9.2 COMPOSITION	4
9.3 ELIGIBILITY	5
9.4 TERM OF OFFICE.....	5
9.5 TERMINATION	5
9.5.1 Resignation.....	5
9.5.2 Removal.....	5
9.6 VACANCIES.....	5
9.7 MEETINGS.....	5
9.7.1 Quorum.....	5
9.7.2 Decisions.....	5
9.7.3 Access	5
9.8 BOARD RESPONSIBILITIES.....	6
9.8.1 Setting Meetings of the Society Membership.....	6
9.8.2 Employees.....	6
9.8.3 Committees	6
ARTICLE 10. EXECUTIVE COMMITTEE.....	6

10.1 PURPOSE	6
10.2 MEMBERS	6
10.3 MEETINGS	7
10.3.1 <i>Quorum</i>	7
10.3.2 <i>Decisions</i>	7
ARTICLE 11. OFFICERS.....	7
11.1 OFFICERS	7
11.2 ELECTION OF PRESIDENT	7
11.3 ELECTION OF OTHER OFFICERS	7
11.4 TERM OF OFFICE	7
11.5 VACANCY	7
11.6 DELEGATION	7
11.7 PRESIDENT	7
11.7.1 <i>Duties at Meetings</i>	8
11.7.2 <i>Ex-Officio</i>	8
11.8 VICE-PRESIDENT	8
11.9 SECRETARY	8
11.9.1 <i>Records</i>	8
11.9.2 <i>Privacy of Records</i>	8
11.9.3 <i>Bylaws</i>	8
11.10 TREASURER	8
11.10.1 <i>Disbursement</i>	9
11.10.2 <i>Books of Account</i>	9
11.10.3 <i>Pledge Records</i>	9
11.10.4 <i>Reports</i>	9
11.10.5 <i>Chart of Accounts</i>	9
11.11 SIGNATURES	9
ARTICLE 12. ADMINISTRATION.....	9
ARTICLE 13. COMMITTEES	9
13.1 PURPOSE	9
13.2 CHAIRS	10
13.3 MEMBERS	10
13.4 PROCEDURE	10
13.5 REPORT	10
13.6 EXPENDITURES	10
ARTICLE 14. NOMINATING COMMITTEE	10
14.1 PURPOSE	10
14.2 COMPOSITION	10
14.3 TERM OF OFFICE	10
14.4 ELIGIBILITY	10
14.5 VACANCIES	11
14.6 CHAIR	11
14.7 NOTICE OF NOMINEES	11
14.8 PRIOR CONSENT	11
ARTICLE 15. MINISTERS.....	11
15.1 PURPOSE	11
15.2 DEFINITIONS	11
15.2.1 <i>Called Minister</i>	11
15.2.2 <i>Parish Minister</i>	11
15.2.3 <i>Associate Minister</i>	11
15.2.4 <i>Hired Minister</i>	12
15.2.5 <i>Interim Minister</i>	12
15.3 QUALIFICATIONS	12
15.4 NEW MINISTERS	12
15.4.1 <i>Called Minister</i>	12

15.4.2 Minister Hired-to-Call.....	12
15.4.3 Hired Minister.....	12
15.4.4 Interim Minister.....	13
15.5 ELECTION OF A CALLED MINISTER.....	13
15.6 MINISTER'S COMPENSATION AND CONDITIONS.....	13
15.6.1 Called Minister.....	13
15.6.2 Hired Minister.....	13
15.6.3 Associate Minister.....	13
15.7 MINISTERIAL DUTIES.....	13
15.7.1 Parish Minister's Duties.....	13
15.7.2 Associate and Hired Ministers.....	14
15.7.3 Reports.....	14
15.8 PLENARY AUTHORITY.....	14
15.9 SABBATICAL LEAVE.....	14
15.10 RESIGNATION.....	14
15.11 DISMISSAL.....	14
15.11.1 Called Minister.....	14
15.11.2 Hired Minister.....	15
15.11.3 Concluding Service.....	15
15.12 MINISTERIAL SEARCH COMMITTEE.....	15
ARTICLE 16. SOCIETY-RELATED ORGANIZATIONS.....	15
ARTICLE 17. FISCAL AFFAIRS.....	15
17.1 FISCAL YEAR.....	15
17.2 FISCAL PLAN.....	15
17.3 FISCAL LIMITATIONS.....	15
17.3.1 Revised Fiscal Plan.....	15
17.3.2 Real Property.....	15
17.4 SOCIETY FUNDS.....	16
17.4.1 Endowment Fund of the Unitarian Society of Santa Barbara.....	16
17.4.2 Board Designated Accounts.....	16
17.4.3 Restricted Gifts.....	16
17.4.4 Reporting.....	16
17.5 FISCAL MANAGEMENT.....	16
17.6 AUDIT.....	16
17.7 DEBT LIABILITY.....	16
ARTICLE 18. SOCIETY STAND ON A CONTROVERSIAL PUBLIC ISSUE.....	17
18.1 DECLARATION.....	17
18.2 PROPOSAL.....	17
ARTICLE 19. DISSOLUTION OF THE SOCIETY.....	17
19.1.1 Election to Voluntarily Dissolve.....	17
19.1.2 Distribution of Assets.....	17
ARTICLE 20. BYLAW REVISION.....	18
20.1 REPEAL OF PRIOR GOVERNANCE DOCUMENTS.....	18
20.2 PROPOSED CHANGE TO BYLAWS.....	18
20.3 NOTICE TO MEMBERS.....	18
20.4 DISCUSSION MEETINGS.....	18
20.5 DISTRIBUTION OF COMMENTS.....	18
20.6 SCHEDULED VOTE.....	18
20.7 VOTE REQUIREMENTS.....	18
20.8 MINOR CHANGES.....	19

RESTATED BYLAWS
OF THE
UNITARIAN SOCIETY OF SANTA BARBARA

November __, 2009

ARTICLE 1. NAME

The name of this non-profit 501(c)(3) religious corporation is the Unitarian Society of Santa Barbara, hereinafter referred to as the Society.

ARTICLE 2. PRINCIPAL OFFICE

The principal office of the Society is located in the City and County of Santa Barbara, California.

ARTICLE 3. MISSION

The mission of the Society is:

- to inspire through meaningful worship, music and other programming;
- to offer religious education for all ages;
- to care for one another;
- to promote peace, justice & understanding;
- to invite others to share our tradition of social action and freedom of worship;
- to engage in the larger Unitarian Universalist movement.

ARTICLE 4. DENOMINATIONAL AFFILIATION

The Society is affiliated with the Unitarian Universalist Association of Congregations and its Pacific Southwest District.

ARTICLE 5. SOCIETY GOVERNANCE

The Society is independent of any ecclesiastical authority. It is organized in affirmation of its Members' belief in congregational polity. Accordingly the Society is governed by its Members as their will is expressed through democratic process, in meetings of the Members and by groups and individuals of the Society to whom authority is delegated, all in accordance with these Bylaws.

ARTICLE 6. NON-DISCRIMINATION

The Society affirms and promotes the full participation of persons in all our activities and endeavors including Membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, marital status, age, physical challenge, sexual/gender orientation, class or national origin.

ARTICLE 7. MEMBERSHIP

7.1 MEMBER ELIGIBILITY

Any person who is at least 16 years of age or who, after attaining the age of 13, has completed the Society's Coming of Age program, shall be a voting Member of the

Society by signing the Membership Book and making an annual financial contribution of record. A Member may be exempted by the Parish Minister from the requirement to make an annual financial contribution subject to policies established by the Board of Trustees. A Member in good standing, who, through age or infirmity, is no longer able to contribute meaningfully to the church of their time and resources, may be granted the status of Emeritus Member. An Emeritus Member shall be exempt from the annual financial contribution requirement.

7.2 RIGHTS AND RESPONSIBILITIES.

The right to vote becomes effective 30 days after the latter of both signing the Membership book and committing to an annual financial contribution to the Society (unless exempted pursuant to section 7.1). A Member shall contribute to and participate in the Societies activities and deeds of service to the congregation.

7.3 LIMITATION ON PERSONAL LIABILITY

Members shall not be held individually liable to the Society or to others, except as prescribed by law, for their acts in good faith performed in conformance with these Bylaws.

7.4 TERMINATION OF MEMBERSHIP

Membership is terminated when a Member resigns, is removed, or has eligibility revoked by the Board of Trustees.

7.4.1 Resignation

A Member may resign at any time by giving written notice to the Director of Administration. Resignation becomes effective immediately upon receipt of notification.

7.4.2 Removal

If a Member is deemed to be inactive in the Society, a letter of inquiry may be sent to the Member's postal address of record requesting to know if the Member desires to maintain membership. If no response is received within 15 days, a notice of proposed termination shall be sent to the same or a more current address, if known. If no objection is received within 15 days, the Board of Trustees may remove the Member from membership.

7.4.3 Revocation

The Board of Trustees may revoke the membership of any Member who engages in behavior that is harmful to the congregation or a Member thereof. Such revocation shall occur only after a hearing which provides the Member both reasonable notice and an opportunity to respond. Such revocation shall be effective immediately upon the vote of the Board.

ARTICLE 8. MEETINGS OF THE MEMBERSHIP

8.1 MEMBER AUTHORITY AND RESPONSIBILITY

The Members conduct their collective business in an Annual Meeting and Special Meetings called pursuant to the notice provisions set out in these Bylaws. Robert's Rules of Order govern the conduct of business at all meetings of the Society, unless otherwise specified herein. Each Member has the right and responsibility to participate in these meetings. The actions of the Members at the Annual and Special Meetings are the ultimate authoritative expression of the congregation and are binding on the Board of Trustees and all entities and agents of the Society.

8.2 ANNUAL MEETING

The primary purposes of the Annual Meeting are to receive and acknowledge the Annual Reports of the Society, to vote whether to approve a Fiscal Plan for the Society's operations during the next fiscal year, and to elect new members of the Board of Trustees and the Nominating Committee. This meeting also considers any other matters contained in the noticed agenda or moved by a Member during the meeting. This meeting is held during the first 15 days of June each year.

8.2.1 Quorum of Annual Meeting

At the Annual Meeting twenty percent of the voting Members present or accounted for by proxy or absentee ballot constitutes a quorum for conducting any business of the Society. An Annual Meeting with less than 20 percent but at least 10 percent of the Members present or accounted for may conduct business, but may not accept additional items of business from the floor. If less than 10 percent of the Members present or accounted for attend the Annual meeting, the Fiscal Plan may be acted upon by a majority vote of the Board of Trustees.

8.3 SPECIAL MEETINGS

A Special Meeting must be called by the Board of Trustees within 15 days of receipt of a petition of 5 percent of the Members, or may also be called at the pleasure of the Board. A Special Meeting may only consider and act upon only matters entered on its notified agenda.

8.3.1 Quorum of Special Meeting

Twenty percent of the Members present or accounted for by proxy or absentee ballot shall constitute a quorum for a Special Meeting.

8.4 NOTICE OF MEETINGS

Notice of an Annual or Special Meeting shall be sent to each Member by mail or electronic means at least 10 days before the meeting date set by the Board of Trustees. This notice may be published in the Society's newsletter or separately sent, and shall include the date, time, place, and known agenda for the meeting and, if applicable, the names of candidates for election.

8.5 VOTING

All questions before the meeting are decided by majority vote of Members present and voting except as otherwise provided in these Bylaws.

8.5.1 Eligibility to Vote

Voting shall be restricted to members eligible to vote pursuant to section 7.2.

8.5.2 Methods of Voting

At the pleasure of the Members present, voting shall be conducted by written secret ballot, show of hands, or voice vote. At the request of any Member, a count shall be taken of a non-written vote. In any contested election, the vote shall be taken by written secret ballot, and the outcome determined by a plurality of the votes cast.

8.5.3 Absentee Ballots

Absentee ballots shall be provided to Members upon their request and shall be counted for all elections and items of business that are not revised or amended at the meeting. Absentee ballots returned to the Society prior to the meeting are counted with the ballots cast by Members present and voting.

8.5.4 Proxies

Each Member can hold and vote only one proxy.

8.5.5 Determination of Quorum and Percentage Vote

In determining the number of Members present and voting at a meeting, absentee ballots and proxy votes shall be considered as present and voting.

ARTICLE 9. BOARD OF TRUSTEES

9.1 GENERAL AUTHORITY

The Board of Trustees, hereinafter referred to as the Board, shall govern the business and affairs of the Society and exercise all corporate powers consistent with the laws of the State of California, the Articles of Incorporation, these bylaws, and any legally permitted direction of the Membership as voted upon pursuant to Article 8. The Board shall be the principal policy-making body of the Society. All affairs of the Society shall be exercised by or under the Board either directly or pursuant to those powers and responsibilities it has delegated.

9.2 COMPOSITION

The Board shall be composed of nine members (hereinafter referred to as Trustees). [This provision shall become effective at the expiration of section 9.2a.]

9.2a. The Board is presently composed of twelve members (hereinafter referred to as Trustees), selected at large. This number shall be reduced to nine within the next three years. In order to assure a smooth transition and to preserve balance in the membership of the Board, the number of new Trustees appointed starting in the year 2010-11 shall be three persons per year for three-year terms. The ultimate number of Trustees will be reached in 2012 if none of the Trustees fails to complete their three-year term; but should any Trustee resign, that position will not be filled if the size of that class of Trustees (determined by the applicable three-year term) exceeds three in number. [This section 9.2a shall expire as of the Annual Meeting in 2012 or when the Board composition has reached nine members, whichever occurs first, and shall thereafter be stricken from these Bylaws.]

9.3 ELIGIBILITY

Any Member who has signed the Membership book at least one year prior to the commencement of the term, and is not a member of the Nominating Committee or an employee of the Society, is eligible to be a Trustee.

9.4 TERM OF OFFICE

Each Trustee is elected to a term of three years. Three new Trustees should be elected each year, so that, in any given year, two-thirds of the Trustees are persons with continuing experience on the Board. A Trustee may serve for no more than two consecutive terms. A former Trustee may, however, be reelected or reappointed to the Board after the expiration of one year from the end of that Trustee's previous term.

9.5 TERMINATION

Service on the Board is terminated prior to the expiration of a term of office by resignation or removal.

9.5.1 Resignation

A Trustee may resign by giving written notice to the President of the Society.

9.5.2 Removal

A Trustee may be terminated for cause upon the unanimous vote of all other members of the Board, and may also be terminated by majority vote if that Trustee misses four regular meetings during the year.

9.6 VACANCIES

When a trustee office falls vacant the Board shall appoint an eligible Member to serve in that office until the next Annual or Special Meeting of the Membership, at which meeting a Member shall be elected to the unexpired or new term of that office.

9.7 MEETINGS

The Board shall hold regular monthly meetings and such special meetings as are called by the President or by petition of at least one-third of the Trustees. The Board at its discretion may conduct meetings in person, by telephone, electronic or other means of communication (in whole or in part). The Parish Minister and the Director of Administration of the Society shall be expected to attend meetings of the Board.

9.7.1 Quorum

The presence of a majority of Trustees constitutes a quorum.

9.7.2 Decisions

The Board makes decisions by majority vote of a quorum, unless otherwise specified in these Bylaws. The Board at its discretion may conduct a vote by telephone, electronic or other means, subject to ratification at the next meeting at which a quorum is present.

9.7.3 Access

Board meetings shall be publicized in advance, and except for executive sessions, shall be open to any member. The content of an executive session is limited to consideration of personnel matters, potential or actual litigation, or such other extraordinary matters as the Board may determine require confidentiality. The decisions reached in executive session are restated by the President in open session and become part of the minutes as soon as the Board determines that the need for confidentiality has passed.

9.8 BOARD RESPONSIBILITIES

In the exercise of the power given to it by Section 9.1, the Board has the following specific responsibilities:

9.8.1 Setting Meetings of the Society Membership

The Board, subject to the specifications of Article 8, shall set the time and place of the Annual Meeting and of any Special Meeting.

9.8.2 Employees

The Parish Minister shall hire the Director of Administration and the Director of Lifespan Religious Education or its functional counterpart of any different title, subject to approval by the Board. Hiring of other employees shall be the primary responsibility of the Parish Minister pursuant to Section 15.7.2. Notwithstanding any other provision, the Board is authorized but not required to directly hire or terminate any employee except a Called Minister, and may delegate the hiring of any Society employee, pursuant to policy promulgated by the Board. The Board shall fix the compensation of all employees of the Society, with the exception of a Called Minister, whose compensation shall be determined in accordance with section 15.6.1. The Board shall approve the definition in writing of the job description for each employee, which shall specify, among other things, that employee's authority, responsibility, and under whose supervision that employee is placed.

9.8.3 Committees

The Board may establish and dissolve such committees, as it deems necessary or appropriate. Committees shall be governed by the provisions of Article 13. As used herein, the term committees shall include all teams, task forces, councils or their functional counterparts by any different name.

ARTICLE 10. EXECUTIVE COMMITTEE

10.1 PURPOSE

The Executive Committee shall be a sub-committee of the Board, created pursuant to section 10.2, and may make decisions and take action on behalf of the Board on all non-policy matters, subject to Board direction or policy. The Executive Committee is empowered to act in the case of emergency on all matters.

10.2 MEMBERS

The members of the Executive Committee shall be elected by the Board from among Board members and Society officers. There shall be not less than three members on the Executive Committee. The Executive Committee Chair shall be appointed by the Board.

10.3 MEETINGS

The Executive Committee shall hold regular monthly meetings and such special meetings as are called by the Committee or by petition of at least four Trustees. The Executive Committee at its discretion may conduct meetings in person, by telephone, electronic or other means of communication (in whole or in part). The Parish Minister and the Director of Administration of the Society shall be expected to attend meetings of the Executive Committee.

10.3.1 Quorum

The presence of a majority of Executive Committee members constitutes a quorum.

10.3.2 Decisions

The Executive Committee makes decisions by majority vote of a quorum. The Executive Committee at its discretion may conduct a vote by telephone, electronic or other means, subject to ratification at the next meeting of the Board.

ARTICLE 11. OFFICERS

11.1 OFFICERS

The officers of the Society are the President, Vice-President, Secretary and Treasurer. The President and Vice-President must be Trustees.

11.2 ELECTION OF PRESIDENT

The President-Elect of the Board is chosen by a vote of the Trustees at its January meeting. The President-Elect takes office as President on July 1 of each year.

11.3 ELECTION OF OTHER OFFICERS

The Vice-President, Treasurer and Secretary are elected by the Board of Trustees at its first meeting after the Annual Meeting of the Membership.

11.4 TERM OF OFFICE

Officers shall be elected for one-year terms and may be re-elected for up to three consecutive terms. A former officer may be re-elected after the expiration of one year from the end of that officer's previous term.

11.5 VACANCY

A vacancy in an office shall be filled through election by the Board for the remaining term of the vacant office.

11.6 DELEGATION

Subject to policies promulgated by the Board, officers may delegate specific duties to Committee Chairs, to other Members of the Society, or to employees of the Society. Responsibility for such duties remains with the delegating officer.

11.7 PRESIDENT

The President, subject to the advice and control of the Board, exercises general superintendence of the Society's affairs. As permitted by section 9213(a) of the California Corporations Code, the Society chooses to have no chief executive officer.

11.7.1 Duties at Meetings

The President shall conduct all meetings of the Board and the Society.

11.7.2 Ex-Officio

The President may serve as ex-officio Member of any Committee except the Nominating Committee.

11.8 VICE-PRESIDENT

The Vice-President has the authority and shall perform the duties of the President when the President is absent or unavailable.

11.9 SECRETARY

The Secretary serves as the Corporate Secretary of the Society and keeps and affixes the Society's Corporate Seal.

11.9.1 Records

The Secretary is ultimately responsible for the organization and maintenance all non-financial documentary records of the Society, subject to delegation pursuant to policies promulgated by the Board. Such records of the Society shall be kept open for inspection by any Member of the Society during normal business hours as set from time to time by the Director of Administration. Personnel files shall be confidential and not open for inspection except by the Board and those deemed to have a need to know, including, but not limited to the Parish Minister, the Director of Administration and the employee to whom the file pertains.

11.9.2 Privacy of Records

The Society's records and papers of all description are private to the Society. Except as prescribed by law or approved by the Board, such Society books and records shall not be used for any purpose by any person or group outside the Society and its own entities. The Board shall enact policies to protect the personal privacy of Member records and prevent unwarranted dissemination of sensitive personal information.

11.9.3 Bylaws

The Secretary shall make available to any Member of the Society, upon request, a copy of these Bylaws and any amendments hereto.

11.10 TREASURER

The Treasurer serves as the Chief Financial Officer of the Society. Subject to delegation pursuant to policies promulgated by the Board, the Treasurer is ultimately responsible for the receipt and disbursement of the Society's funds and exercises control over the Society's financial assets.

11.10.1 Disbursement

Subject to the authority of the Treasurer, the expenses of the Society, consistent with the Fiscal Plan approved at the Annual Meeting of the Membership, shall be paid pursuant to policies promulgated by the Board.

11.10.2 Books of Account

The Treasurer is ultimately responsible for the preparation and maintenance of complete books of account of the Society's financial transactions, subject to delegation pursuant to policies promulgated by the Board. All financial records of the Society, except for the pledge records of Members and supporting friends, shall be kept open for inspection by any Member of the Society during normal business hours as set from time to time by the Director of Administration.

11.10.3 Pledge Records

Subject to the authority of the Treasurer pursuant to policies promulgated by the Board with the objective of protecting financial privacy, the pledge records of the Society shall be made known only to any Minister, the Director of Administration and such Members of the Society as necessary to conduct fundraising activities on behalf of the Society.

11.10.4 Reports

The Treasurer shall report the financial condition of the Society to the Board each month and to the Members at the Annual Meeting.

11.10.5 Chart of Accounts

The Treasurer is ultimately responsible for the preparation and maintenance of a complete chart of accounts of the assets, liabilities, proprietorships, income, and expenses of the Society, subject to delegation pursuant to policies promulgated by the Board.

11.11 SIGNATURES

Officers of the Society may execute documents in the name of the Society subject to the direction of the Board.

ARTICLE 12. ADMINISTRATION

The Parish Minister, as Chief of Staff, and, under his or her direction, the Director of Administration or functional counterpart of any different title, shall act to carry out the day-to-day administration of business affairs of the Society and shall implement any other responsibilities assigned by the Board.

ARTICLE 13. COMMITTEES

13.1 PURPOSE

Committees established by the Board pursuant to section 9.7.3 shall carry out the Society's plans and policies in accordance with the charge given by the Board to each such committee.

13.2 CHAIRS

The Board may appoint the Chair of any Committee, who shall be a Member of the Society. The term of office of any specific Committee Chair shall be determined pursuant to policies promulgated or approved by the Board.

13.3 MEMBERS

Unless otherwise required by Board policy or committee charge, each Committee of the Society shall be authorized to select its members from among the members of the Society. The Board may direct the removal of any member of a committee for just cause, after notice and an opportunity to be heard, or in the case of emergency.

13.4 PROCEDURE

Subject to policies and committee charges approved by the Board, a Committee shall establish its own procedures, including the formation of its own subcommittees.

13.5 REPORT

Each Committee of the Society shall report its activities to the Board upon request and shall provide an annual report to the Board for inclusion in the Annual Report of the Society.

13.6 EXPENDITURES

A Committee may only expend Society funds as allocated or directed pursuant to Board policy.

ARTICLE 14. NOMINATING COMMITTEE

14.1 PURPOSE

The Nominating Committee shall nominate at least one person for each Board office to be filled by the vote of the Members in Annual Meeting, and, when necessary, at least 7 persons for office on a Search Committee for the calling of a minister as defined in 15.2.1, to be filled by the vote of the Members in the Annual or Special Meeting.

14.2 COMPOSITION

The Nominating Committee shall be composed of six Members, elected at the Annual Meeting. Nominations for the Committee shall be made by petition of at least ten Members submitted to the Board at least one week in advance of the Annual Meeting.

14.3 TERM OF OFFICE

Each member of the Nominating Committee shall be elected by the Members of the Society for a term of three years, with two members being elected each year.

14.4 ELIGIBILITY

Any Member of the Society who has signed the Membership book at least three years prior to the commencement of the term, and who is not a Trustee or an employee of the Society, is eligible to serve on the Nominating Committee. A Committee member may serve any number of terms, but shall not serve two consecutive terms. A person may,

however, be reelected or reappointed to the Nominating Committee after the expiration of one year from the end of the previous term.

14.5 VACANCIES

When a Nominating Committee office falls vacant the Board shall appoint an eligible Member (as defined in 15.4) to serve in that office until the next Annual Meeting of the Membership, at which time a Member shall be elected to the unexpired or new term of that office.

14.6 CHAIR

The Chair of the Nominating Committee shall be selected by its members.

14.7 NOTICE OF NOMINEES

The names of nominees for Board and Search Committee office shall be given to the Board and posted on a public notice board of the Society at least 20 days before the Annual or Special Meeting. Information about the nominees and their participation in the Society shall be sent to each Member with the notice of the meeting.

14.8 PRIOR CONSENT

Nominations made by the committee or from the floor in meeting of the congregation require the prior consent of the nominee.

ARTICLE 15. MINISTERS

15.1 PURPOSE

The Ministers are the religious leaders of the Society and exercise general direction of its religious services and ceremonial functions. By the corporate act of call, the Members of the Congregation acknowledge their need for the service of those prepared by education and personal commitment, and they pledge to support the work of the Ministers, to strive to provide fair compensation, and to work with them to bring to fruition the promise of the free Church. The call signifies creation of distinctive partnerships in which Ministers and Congregation affirm their intentions to share in a religious pilgrimage of mutual care, forbearance, self-discipline, and a desire to serve the common good.

15.2 DEFINITIONS

15.2.1 Called Minister

A Called Minister is one whose settlement (hiring) must be approved by a vote of the Members and who, likewise, can only be removed by a vote of the Members.

15.2.2 Parish Minister

The Parish Minister has primary responsibility for the management of the Society and its Ministry in consultation with the Board. The Parish Minister must be called by the Congregation and be in Ministerial fellowship with the Unitarian Universalist Association.

15.2.3 Associate Minister

An Associate Minister is an experienced minister who reports to the Parish Minister, and who must be called by the Congregation.

15.2.4 Hired Minister

A Hired Minister is any minister who is not required to be called pursuant to these Bylaws such as an assistant minister or consulting minister, the specific definition of which may be changed or expanded from time to time as the Board in consultation with the Parish Minister deems necessary and appropriate. A Hired minister shall work as a member of the congregational staff under the supervision of the Parish Minister or an Associate Minister

15.2.5 Interim Minister

An Interim Minister is one who is hired by the Board of Trustees for the specific purpose of providing ministry to the Church on a temporary basis during a pastoral vacancy. An Interim Minister shall have such authority and duties as those assigned to a Parish Minister, except as defined by the Board.

15.3 QUALIFICATIONS

Called Ministers of this Church shall be in Ministerial fellowship with the Unitarian Universalist Association. Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of any Minister.

15.4 NEW MINISTERS

A new minister shall be called, hired, or hired-to-call pursuant to the following provisions:

15.4.1 Called Minister

A Parish Minister or Associate Minister shall be called by the congregation. Recommendation for the call of a new Parish Minister shall be made by the Search Committee as formed pursuant to Section 15.12. If there is a qualified and interested Associate Minister in place at the time of a vacancy in the Parish Minister position, then by vote of the Congregation as outlined in Section 15.5 the Associate Minister can be called to be the Parish Minister. If the Associate is not interested or does not receive sufficient votes to be called, then the search process shall be initiated. The Associate cannot be included in the candidates considered by the Search Committee.

15.4.2 Minister Hired-to-Call

A prospective Associate Minister shall be initially hired as a Hired Minister pursuant to Article 15.4.3 below and then by mutual consent of the Board and Parish Minister be brought before the congregation to be called within twenty four (24) months of his or her date of employment.

15.4.3 Hired Minister

Any Hired Minister shall be selected and hired by the Board, in consultation with and upon express recommendation from the Parish Minister and any Associate Minister.

15.4.4 Interim Minister

The decision to seek an Interim Minister shall be made by the Board. The Board shall hire any Interim Minister and determine his or her compensation, conditions of employment, and duties.

15.5 ELECTION OF A CALLED MINISTER

Election of a Called Minister shall be at a Special Meeting of the Members, the date of which shall be set by the Board. A quorum for such meeting shall be fifty percent of the Members. The affirmative vote of at least 85% of those Members present and voting, as defined in section 8.5.5, shall be required to call a minister.

15.6 MINISTER'S COMPENSATION AND CONDITIONS

The compensation and conditions of employment of a new minister shall be determined pursuant to the following provisions:

15.6.1 Called Minister

The initial compensation and conditions of employment of a new Called Minister shall be proposed by the Board. The Members shall vote whether to approve the proposed compensation. The length of the ministry for all Called Ministers shall be indefinite, subject to resignation or dismissal by vote of the Members as set forth in Sections 15.10 and 15.11 below.

15.6.2 Hired Minister

The initial compensation and conditions of employment of a new Hired Minister shall be set by the Board.

15.6.3 Associate Minister

The Board will adjust the compensation of a Hired Minister upon his or her being called as an Associate Minister. The length of the ministry of an Associate Minister shall be indefinite, subject to resignation or dismissal under the same conditions as specified for a Called Minister.

15.7 MINISTERIAL DUTIES

The Minister is a religious leader of the Society and performs all ministerial duties consistent with Board policy including those prescribed by law. Ministers shall consult with and advise the Board on management of Society affairs and administration of the Society. They shall have the following duties:

15.7.1 Parish Minister's Duties

The Parish Minister shall be primarily responsible for worship services, religious education, ministerial and pastoral care, visitation and counseling, child dedication, marriage, memorial services, and such other religious observances as he or she may deem suitable. In addition, the Parish Minister is responsible for hiring and termination of all staff other than a Minister, subject to the power to hire or terminate reserved to the Board pursuant to section 9.7.2. The Parish Minister is responsible for

evaluation, performance management, and supervision of all employees of the Society and may delegate all responsibilities pertaining to employment to other staff, as he or she deems appropriate.

15.7.2 Associate and Hired Ministers

All Ministers, other than the Parish Minister, shall assume duties specified at the time of hiring and shall be directed by the Parish Minister.

15.7.3 Reports

Each Minister shall provide an annual report for presentation at the Annual Meeting and monthly reports for presentation at regular meetings of the Board.

15.8 PLENARY AUTHORITY

A Called Minister shall be secure in the full freedom of expression from the pulpit and in the giving of advice to any Society Member, committee or entity of the Society. The Parish Minister shall have discretionary authority to serve, and to appoint another minister to serve, as a Member ex-officio of any committee or entity of the Society except the Nominating Committee or Search Committee.

15.9 SABBATICAL LEAVE

A Called Minister shall be entitled to one month of sabbatical leave, subject to policies promulgated by the Board, for each year that has been served, provided the Minister has served the Society for three years before the first such leave is taken. A sabbatical leave may not be for more than six consecutive months. Taking sabbatical leave obligates the Minister for two months of regular service, following the leave, for every one month of leave taken. During the leave, the Minister shall receive full compensation.

15.10 RESIGNATION

A Minister shall give at least 90 days notice in writing to the Board of his or her resignation.

15.11 DISMISSAL

15.11.1 Called Minister

A Called Minister may only be terminated by vote of the Members. An action for termination may be initiated by petition of at least twenty percent of the Members to the Board, or by an independent decision of the Board. The Board shall immediately inform the Minister and the Members of the Society that an action for termination of the minister has been initiated, and shall call a Special Meeting, to be held not earlier than thirty days nor later than ninety days after the presentation of the petition or decision by the Board, for the purpose of voting whether or not to terminate the Minister's services. Notice of the meeting shall be sent to the Members in accordance with Section 8.4, except that it shall not be published in the Society's newsletter, announced from the pulpit, or otherwise publicized by the Society. The Minister subject to a vote of dismissal shall be invited to speak at the meeting. A quorum for such meeting shall be fifty percent of the Members. The affirmative vote of at least 2/3 of those Members present and voting, as defined in section 8.5.5, shall be required to dismiss a Called Minister.

15.11.2 Hired Minister

A Hired Minister may be dismissed by the Board.

15.11.3 Concluding Service

A terminated Minister shall continue to serve the Society for ninety days following the vote of termination, unless that vote stipulates earlier termination, and shall be compensated for ninety days following termination, regardless of any earlier date of actual cessation of service.

15.12 MINISTERIAL SEARCH COMMITTEE

When necessary to prepare for and conduct the calling of a Minister, a Search Committee consisting of at least seven persons shall be elected by the Members. This Committee shall work in cooperation with the Department of Ministry of the Unitarian Universalist Association to select a ministerial candidate. The candidate shall then be recommended to the Board and to the Members to be called pursuant to Section 15.4.1.

ARTICLE 16. SOCIETY-RELATED ORGANIZATIONS

No organization or group, whether independent or associated with entities within or outside the Society, may affiliate itself with the Society, use Society facilities, represent the Society or use its name publicly, engage in fund-raising, or charge for services or programs except with the specific approval of the Board and in accordance with Board policy and procedure administered by designated agents of the Board.

ARTICLE 17. FISCAL AFFAIRS

17.1 FISCAL YEAR

The fiscal year of the Society shall commence on July 1 of each year and end on the next June 30.

17.2 FISCAL PLAN

Before the beginning of each fiscal year the Board shall prepare a Fiscal Plan including the Society's anticipated operating income and expenditure. The Board shall send this plan to the Members with the notice of Annual Meeting, at which meeting the Members shall vote whether to approve the plan pursuant to section 8.2.

17.3 FISCAL LIMITATIONS

In the exercise of the power given it by Section 9.1, the Board shall be governed by the following limitations:

17.3.1 Revised Fiscal Plan

If at any time the total anticipated income for the fiscal year is, in the judgment of the Board, likely to fall materially short of the total planned expenditure, the Board shall create a revised Plan to re-balance income with expenditure.

17.3.2 Real Property

The Board may not sell or encumber any of the Society's real property nor contract to buy other real property without the prior approval of the Members.

17.4 SOCIETY FUNDS

The Members hereby make provision for the following funds:

17.4.1 Endowment Fund of the Unitarian Society of Santa Barbara

The Endowment Fund of the Unitarian Society of Santa Barbara is a repository for gifts and bequests for the financial support of the Society, and shall be administered by a separate California nonprofit religious corporation formed for that purpose. Income from the Endowment Fund shall be expended in accordance with the Society's Fiscal Plan. The Unitarian Society Board of Trustees shall elect four endowment board directors with skill and experience in financial matters to administer the USSB Endowment. Directors of the Endowment shall include the USSB Treasurer and three additional directors who may serve two consecutive three-year terms. One Endowment Director shall be elected every other year.

17.4.2 Board Designated Accounts

The Board may establish funded accounts for special purposes, to be administered pursuant to Board policy.

17.4.3 Restricted Gifts

A restricted gift cannot be accepted unless approved by the Board. The society will act in good faith to use restricted gifts only for the purpose requested by the donor. If the Board determines that the wishes of the donor cannot be carried out, the funds shall be contributed to Endowment Fund.

17.4.4 Reporting

The Treasurer shall report annually to the Membership on the status of the Society's Funds.

17.5 FISCAL MANAGEMENT

The details of policy and procedure for fiscal management of the Society's affairs not specified in these Bylaws shall be determined pursuant to policies promulgated or approved by the Board.

17.6 AUDIT

The Board will appoint an Audit Committee to perform such functions as set forth in policies to be promulgated or approved by the Board. The books of account of the Society shall be reviewed annually by the Audit Committee and shall be audited by an outside CPA not less than every third year.

17.7 DEBT LIABILITY

The Society shall not be not responsible for debts incurred or contracted by any group or individual, whether connected with the Society or not, unless a specific prior authorization has been given by the Board.

ARTICLE 18. SOCIETY STAND ON A CONTROVERSIAL PUBLIC ISSUE

18.1 DECLARATION

Only the Society as a whole, by vote at an Annual or a Special Meeting, can declare the Society's position on a controversial public issue.

18.2 PROPOSAL

A proposal to declare a Society position shall be made by the Board or by petition to the Board by five percent of the Members. The Board shall schedule a meeting to vote upon the proposed declaration and shall schedule discussion meetings subject to the time requirements of section 18.4.

18.3 NOTICE

A copy of the proposed declaration and notice of the discussion meetings shall be included in the notice of any meeting held to vote upon the declaration, and shall be sent to the Members in accordance with section 8.3, at least ten days prior to the date of the first discussion meeting.

18.4 DISCUSSION MEETINGS

At least two open meetings for conversation and education regarding a proposed declaration shall be held at least seven days apart. At each of these meetings the various sides of the issue in question must be presented by those favoring that side. Should a good faith effort fail to find someone willing to speak in favor of one side, this provision will not apply.

18.5 DECLARATION VOTE MEETING

An affirmative vote of seventy-five percent of those present and voting, as defined in Section 8.5.5, shall be required for the Society to make a declaration on a controversial public issue.

ARTICLE 19. DISSOLUTION OF THE SOCIETY

19.1 VOLUNTARY DISSOLUTION

Voluntary Dissolution of the Society shall be conducted pursuant to the relevant provisions of the California Non-Profit Corporation Law pertaining to Religious Corporations.

19.1.1 Election to Voluntarily Dissolve

The election to dissolve voluntarily shall be made by approval of the Board and approval of the Members in accordance with section 6610(a)(2) of the California Corporations Code, unless permitted to be approved by the Board alone pursuant to section 6610(b) of that Code. As used herein, approval of the Board shall require the affirmative vote of at least 2/3 of a quorum. Approval of the Membership shall require the affirmative vote of at least 2/3 of a quorum. A quorum of the Members as used herein shall require that at least 50 percent of the Members be present at a meeting or have provided an absentee ballot.

19.1.2 Distribution of Assets

Any corporate assets remaining for distribution after compliance with statutory law for voluntary dissolution shall be placed in the USSB Endowment Fund.

ARTICLE 20. BYLAW REVISION

20.1 REPEAL OF PRIOR GOVERNANCE DOCUMENTS

All previous bylaws, constitutions or similar governance documents of the Society, except any Articles of Incorporation or amendments thereto on file with the Secretary of State, are hereby repealed and superseded by these Bylaws.

20.2 PROPOSED CHANGE TO BYLAWS

Any proposal to change these Bylaws by amendment, revision, or repeal, in whole or in part, shall be made by the Board or upon petition to the Board by twenty Members. The Members shall vote whether to accept any proposed change at the Annual Meeting or at a Special Meeting held on a date scheduled by the Board no less than 45 or more than 90 days from the date the proposal is made or received by the Board.

20.3 NOTICE TO MEMBERS

The initial draft of a proposed change to these Bylaws shall be sent to each Member in accordance with the notice requirements of section 8.3, except that the notice shall be sent at least 45 days in advance of the scheduled vote. If the proposed change is subsequently revised, a written copy of the revised proposal shall be sent to each Member at least 20 days in advance of the scheduled vote.

20.4 DISCUSSION MEETINGS

During the 45 days preceding the meeting at which a change to the Bylaws is to be voted upon, at least two discussion meetings regarding the proposed change shall be held. Notice of these meetings shall be sent to each Member along with the notice of proposed change pursuant to section 20.3.

20.5 DISTRIBUTION OF COMMENTS

Any Member may express a question or concern regarding the proposed Bylaw change in writing sent to the Director of Administration within one week of the date of the notice sent pursuant to section 20.3. At least 20 days in advance of the scheduled vote, the Board shall send a summary or copy of any such question or concern to all Members, along with any response or rationale deemed appropriate by the Board.

20.6 SCHEDULED VOTE

Any proposal to amend, revise, or repeal these Bylaws shall be entered as business at the Annual Meeting or Special Meeting in the exact form as sent to the Members pursuant to section 20.3. To assure that absentee ballots are counted, the proposal may not be amended from the floor.

20.7 VOTE REQUIREMENTS

An affirmative vote of two-thirds of the Members present or accounted for by proxy or absentee ballot is required to amend, revise or repeal these Bylaws, but in no case shall

the affirmative vote be less than twenty-five percent (25%) of the total Society Membership.

20.8 MINOR CHANGES

The Board is authorized to make minor changes to these Bylaws for the purpose of correcting inaccuracies. No change made pursuant to this section shall result in any substantive change to Society policies, procedures or these Bylaws.

The preceding Constitution was adopted by the Members and took effect on February 17, 1980, and was revised on October 23, 1983; February 5, 1984; June 12, 1988; September 18, 1988, November 19, 1989, June 10, 1991; June 13, 1993, September 25, 1994, and January 5, 2003. By adoption of these Restated Bylaws, it is repealed.

These Restated Bylaws, duly adopted by the Members, took effect on November 15, 2009.

END