

ARTICLES OF INCORPORATION

ARTICLE 1: The name of the corporation is the First Unitarian Church of St. Louis.

ARTICLE 2: This corporation is a Public Benefit Corporation.

ARTICLE 3: The period of duration of the corporation is perpetual.

ARTICLE 4: The name and street address of the Registered Agent and Registered Office in Missouri is:

Mary L. Ward
5007 Waterman Boulevard
St. Louis, MO 63108

ARTICLE 5: The names and address of each incorporator are:

Marilyn Carpenter	John R. Piepho	Lynn Hunt
5057 Westminster Place	3925 Connecticut	4305 Grace
St. Louis, MO 63108	St. Louis, MO 63116	St. Louis, MO 63116

ARTICLE 6: The corporation has members.

ARTICLE 7: Upon dissolution, the corporation will distribute its assets as provided for in Section XI of its by-laws and the applicable laws of the State of Missouri.

ARTICLE 8: The corporation is formed for the following purposes:

The purpose of the Church shall be to maintain the continuity of the Church of the Messiah originally organized in 1835, and of the Church of the Unity organized in 1868, which two societies have been legally consolidated as a Unitarian Church, to be a Church for religious, philanthropic, charitable, and social work in the City or County of St. Louis, to maintain a house of public worship and such buildings as are properly appurtenant thereto, and all other legal powers permitted a Nonprofit Corporation.

ARTICLE 9: The effective date of this document is the date it is filed by the Secretary of the State of Missouri.

In affirmation of the facts stated above,

Incorporators:

Marilyn Carpenter

John R. Piepho

Lynn Hunt

**BY-LAWS
FIRST UNITARIAN CHURCH
OF ST. LOUIS**

ARTICLE I - OBJECTIVES

SECTION 1: The founders of this Church accepted the religion of Jesus, holding in accordance with his teachings that practical religion is summed up in love to God and love to man. The continuing purpose of this Church is to promote liberal religion; to ensure for all individuals freedom of conscience; and to restrict no one in his/her belief with creedal or doctrinal confessions. We unite to provide a hospitable sanctuary in time and space for seeking the sources of spiritual strength, enabling people to return to the world -- to families, to workplaces, and to themselves -- with a renewed ability to work for love, decency, tolerance, and justice.

SECTION 2: The constituency of this Church is congregational in tradition and policy, and nothing in these By-Laws is to be construed as an authoritative test of eligibility to membership, but any who are in general sympathy with our spirit and practical aims shall be eligible to membership.

SECTION 3: No part of net earnings of the Church shall inure to the benefit of any member, trustee, officer, or other private individual.

SECTION 4: No substantial part of the activities of the Church shall involve the carrying on of propaganda, influencing legislation, or intervening in political campaigns.

ARTICLE II - MEMBERS

SECTION 1: The members of this Church shall consist of all those persons who were members in good standing of the Church of the Unity and of the Church of the Messiah on the 11th day of April, 1938, and all other persons who shall be accepted into membership in accordance with the provisions of this Article.

SECTION 2: Membership in the Church is open to all persons regardless of race, color, sexual orientation, ethnicity, or national origin.

SECTION 3: Membership in this Church is based upon the voluntary association of people of good will to live together and work together in a religious fellowship. Any person of at least fourteen years of age who signs the official Membership Book in the presence of the minister or an officer of the Church shall be admitted to membership, effective the date of his or her signing. The Board of Trustees shall from time to time make suitable public recognition of all new members.

SECTION 4: There will be two levels of membership: sustaining and associate. The rights, privileges, duties, and responsibilities will be the same for each level, except that an associate member will not have the right to vote, serve as an officer, or serve as a member of the Board of Trustees.

SECTION 5: All persons admitted to sustaining membership are expected to show an interest in the affairs of the Church, attend its services and meetings so far as they can do so, and contribute to the finances of the Church to the extent of their ability. Any

sustaining member who does not make a minimum annual financial contribution equal to or greater than an amount set by the Board of Trustees at each October Board meeting shall be classified as an associate member. The amount set by the Board will be equal to or less than the denomination fees charged by the associations of which the Church is a member. These would include but not be limited to the Unitarian Universalist Association, the Central Midwest District, and the St. Louis Area Unitarian Universalist Council. This amount will become effective at the beginning of the next fiscal year.

SECTION 6: The right to vote at all meetings of the congregation shall be reserved for persons who have been sustaining members of the Church for at least two months immediately preceding the meeting and who have not been classified as associate members by the operation of the preceding paragraph, or by vote of the Board of Trustees or the congregation. The Board of Trustees shall certify a roll of members before each official meeting of the congregation.

SECTION 7: A sustaining member may elect to become an associate member. An individual who is classified as an associate member may become a sustaining member by either of the following two procedures:

- (a) by paying the minimum annual financial contribution set by the Board of Trustees; or
- (b) by applying to the minister, the Board of Trustees, or a designee of the Board of Trustees for a waiver of the minimum annual financial contribution and obtaining the approval thereof.

ARTICLE III - BOARD OF TRUSTEES

SECTION 1: The Board of Trustees shall have control and management of the business and financial affairs of the Church, and shall adopt such means for the collection of money for the needs of the Church as they may deem advisable, subject to control of the Church. It shall have the management and control of all business and affairs of the Church, subject, however, to such action as the Church may see fit to take, limiting its power or determining the policy or conduct of the Church.

SECTION 2: The Board of Trustees shall consist of fifteen members of the Church who are qualified to vote. At each annual meeting the congregation will elect five members of the Board of Trustees who will serve for a term of three years.

SECTION 3: Nine members of the Board of Trustees shall constitute a quorum to do business, and may act through a majority of the members present.

SECTION 4: Any vacancies occurring in the Board of Trustees between annual meetings of the Church shall be filled by the Trustees. The person selected to fill such vacancy shall serve until the next annual meeting of the Church. Any vacancy that results from the election of a member of the Board of Trustees to be a church officer at an annual meeting of the Church will be filled at said Annual Meeting.

SECTION 5: The Board of Trustees shall adopt an order of business, which may be suspended or changed at any meeting.

SECTION 6: The Board of Trustees shall have at least ten regular meetings each year. Such meetings will generally be held monthly except for the months of July and August. The times and dates of such meetings shall be set by the Board of Trustees.

SECTION 7: A special meeting may be called by the President or by any combination of five individuals who are either members of the Board of Trustees or officers of the Church. Notice, to include telephoning and/or e-mail, of such special meetings shall be given to each officer and member of the Board of Trustees at least two days in advance of the meeting.

SECTION 8: All meetings of the Board of Trustees will be held within the city limits of the City of St. Louis, Missouri, or within the boundaries of St. Louis County.

SECTION 9: A majority of the Board of Trustees may declare a vacancy to exist in any elected position of the Church if the person holding that position:

- (a) ceases to be a member of the Church who is eligible to vote; or
- (b) resigns, in writing, from the position; or
- (c) fails to attend three or more successive regularly scheduled meetings of the Board of Trustees and receives notice of such failure prior to the Board declaring the elected position to be vacant.

For cause the Board of Trustees may remove from office any officer or member of the Board of Trustees. Such action will require a two thirds vote of the members of the Board of Trustees and officers attending a regular meeting of the Board. Notice that this will be an item on the agenda of said meeting will be given to each officer and trustee at least ten days in advance of this meeting.

SECTION 10: No member of the Board of Trustees shall be eligible for re-election until one year after the expiration of a prior three-year term as such Trustee.

SECTION 11: All officers of the Church who have authority to disburse funds shall be adequately insured in an amount to be determined by the Board of Trustees.

ARTICLE IV - OFFICERS

SECTION 1: The officers of the Church shall be the President, President Elect, Secretary, and Treasurer. Individuals holding these offices shall be voting members of the congregation. Except as provided by the operation of Section 6 of this Article, individuals in the offices of President, President Elect, Secretary, and Treasurer shall serve for a term of one year.

The individual elected to be President Elect shall be a member of the Board of Trustees or a church officer other than President at the time of his/her election. Any vacancy caused by the election of the President Elect will be filled at the meeting at which the President Elect is elected.

Through and including the May 2004 Annual Meeting of the Church, the President and President Elect shall be selected by the trustees at a meeting of the Board of Trustees held immediately following the Annual Meeting of the Church.

Beginning with the May 2005 Annual Meeting of the Church, the President Elect will be elected by the voting members of the Church. Each officer and member of the Board of Trustees shall take office at the conclusion of the Annual Meeting at which they are elected. The President Elect shall assume the office of President at the conclusion of the Annual Meeting following the meeting at which the individual is elected President Elect. The Treasurer and Secretary shall be elected as such at the Annual Meeting of the congregation. All officers shall be ex-officio members of the Board of Trustees with the right to vote.

SECTION 2: The President shall preside over the membership meetings of the Church and the meetings of the Board of Trustees. The President shall also have general charge of the business interests of the Church under the authority of the Board of Trustees, and shall cooperate with the minister in promoting its purposes and aims.

SECTION 3: The President Elect shall act for the President should that office be vacated or in the event of the absence or incapacity of the President. The President Elect shall perform such other duties as the President and the Board of Trustees may designate.

SECTION 4: The Secretary shall keep a faithful record of the proceedings of all business meetings of the Church and of the Board of Trustees, shall keep a register or roll of the members, and shall have the care of such papers of the Church as may be committed to his/her charge. The Secretary also shall have the custody and care of the church record of marriages, births, and funerals, subject to the proper use thereof by the minister.

SECTION 5: The Treasurer shall collect and receive all monies due the Church. The Treasurer shall be the custodian of these monies, depositing them in one or more financial institutions designated by the Board of Trustees, and shall disburse the same under the direction of the Board of Trustees. The Treasurer shall present periodic statements to the Board and an annual report at the Annual Meeting of the Church. The Church's accounts shall be available for inspection at any reasonable time by members of the Board of Trustees.

SECTION 6: A permanent vacancy in the office of President shall be filled by the President Elect. In doing so, the President Elect does not vacate the office of President Elect. In this event, a majority of the Board of Trustees may declare the office of President Elect to be vacant. A vacancy in the office of President Elect shall be filled by the voting members of the congregation at a meeting specially called for this purpose.

SECTION 7: Any vacancies occurring in the offices of Secretary or Treasurer shall be filled by the Board of Trustees. The person selected to fill such vacancy shall serve until the next annual meeting of the Church.

SECTION 8: The President shall not be elected to any office or to be a member of the Board of Trustees until one year after the expiration of his/her term as President.

SECTION 9: The Officers shall have the authority to delegate their powers and duties in a reasonable manner to accomplish the performance of their duties.

ARTICLE V - MEETINGS

SECTION 1: The Annual Meeting of the Church for the election of trustees, hearing of reports of the officers and the minister, and the transaction of other business coming before the meeting shall be held on a Sunday in May designated by the Board of Trustees each year. The purpose of the meeting shall be to elect officers and members of the Board of Trustees, to receive reports from the officers, staff, and the standing committees, and to conduct such other business as may properly be brought before the membership.

SECTION 2: Special meetings of the Church may be called at any time by the Board of Trustees or shall be called at any time upon written request by twenty-five members of the Church.

SECTION 3: Notice of the annual meetings of the Church and all special meetings, except for those called to dissolve the Church, shall be given by announcement from the pulpit of the Church at the services of the preceding Sunday and by written notice mailed to each voting member of the Church at least fifteen days before such meeting. All meetings shall be held within the city limits of the City of St. Louis, Missouri.

SECTION 4: At all meetings of the Church, except those called to consider dissolution of the Church, twenty percent of the members eligible to vote shall constitute a quorum.

SECTION 5: The order of business at the Annual Meeting shall be as designated by the President of the Board of Trustees or other officer presiding at said meeting.

ARTICLE VI - ELECTIONS

SECTION 1: In the event there are multiple candidates for an open officer position, the election will be held by secret ballot. Only sustaining members in attendance at the time of the vote will be eligible to cast a ballot. Each member will have one vote for each officer position. The candidate with the largest plurality of votes will be elected.

SECTION 2: In the event there are multiple candidates for a vacancy or vacancies on the Board of Trustees, the election will be held by secret ballot. Only sustaining members in attendance at the time of the vote will be eligible to cast a ballot. Each member will have one vote for each vacancy being filled. The candidates with the largest number of votes will be elected.

ARTICLE VII - MINISTER

SECTION 1: A minister or pastor shall be called by a three fourths vote of the voting membership of the Church attending a regular or special meeting called for that purpose.

SECTION 2: The minister shall be employed for an indefinite term. A notice of desired termination must be given in writing by either party at least ninety days in advance. On the part of the Church, such written notice must be ordered by the consent of at least

two thirds of the voting membership of the Church attending a regular or special meeting called for that purpose.

SECTION 3: The minister shall have charge of the pulpit and conduct the services of the Church, shall cooperate with the Board of Trustees in promoting the purposes and aims of the Church, and shall attend, when requested, the meetings of the Board of Trustees.

SECTION 4: The minister shall also exercise a general supervision over the staff of the Church, all the religious groups and activities of the Church, including the church school, and at such times as requested shall report to the Board of Trustees regarding these activities.

SECTION 5: In these responsibilities, the minister shall be subject to the regulations of the Church and its Board of Trustees.

SECTION 6: The Board of Trustees shall have the power to temporarily fill the pulpit in the event of an unplanned absence of the minister.

ARTICLE VIII - COMMITTEES

SECTION 1: Standing committees or allied associations may be authorized by the Board of Trustees or by a majority vote of the voting members present at a meeting of the Church. The makeup of each committee, its purposes, and its longevity shall be determined by the body which authorized it.

SECTION 2: Each committee shall report regularly on its work to the Board of Trustees. The Board shall act promptly on these reports and communicate its actions to the committees concerned.

SECTION 3: The Board of Trustees Committees shall be the Archives Committee, the Canvass Committee, the Clark Lecture Committee, the Committee on Committees, the Committee on Mission, the Facilities Committee, the Finance Committee, the Fundraising Committee, the Insurance Committee, the Investment Committee, the Lewis Intern Committee, the Nominating Committee, the Personnel Committee, and the Planned Giving and Development Committee. As deemed appropriate by the Board of Trustees, additional Board Committees may be established. All other committees will be considered Program Council Committees. Members of Board Committees shall be appointed or approved by the Board of Trustees.

SECTION 4: Except as otherwise provided in these By-Laws, the duties, size, and membership of the Board of Trustees Committees shall be defined by a separate document, The Policies and Procedures Handbook. This handbook will become effective upon approval by the Board of Trustees. Modifications and updates to this handbook shall be approved by the Board of Trustees.

SECTION 5: The President Elect of the Church shall chair a Committee on Committees to ensure that a qualified individual is appointed to chair each Program Council Committee.

SECTION 6: The Finance Committee shall be responsible for the review of and advice on the finances of the Church. The Committee shall submit to the Board of Trustees a proposed annual budget for the next fiscal year at least ninety days prior to the close of the current fiscal year. The Committee shall review the annual statements of the Treasurer of the Church together with any additional financial records of the Church supporting said statements that it deems necessary. It shall report on its review to the membership at the Annual Meeting.

SECTION 7: At or before the November meeting of the Board of Trustees, the President, with the approval of the Board of Trustees, shall name a Nominating Committee, composed of seven members of the Church, whose duty it shall be to invite suggestions from members and nominate one or more members of the Church to be voted upon for each vacancy to be filled at the next annual meeting, provided that members of the Church shall be informed by letter or by notice in the publication of the Church at least thirty days prior to the Annual Meeting, and provided that additional candidates may be nominated upon written petition of ten members of the Church, which petition shall be delivered to the Nominating Committee at least five days before the Annual Meeting, whereupon such names shall be included upon the official ballot. Nominations may be made from the floor at the Annual Meeting.

SECTION 8: The Program Council shall be composed of a Chairperson and the Chairpersons of the various Program Council Committees of the Church. It shall meet at least quarterly to assist in the coordination of the various programs and activities of the Church. The Chairperson of the Program Council will be a member of the Board of Trustees and appointed by the Board of Trustees. Membership of Program Council Committees shall be open to all members and friends of the Church.

SECTION 9: Each Board of Trustees Committee shall report regularly on its work to the Board of Trustees. The Board shall act promptly on these reports and communicate its actions to the committees concerned.

ARTICLE IX - FISCAL YEAR AND FUND-RAISING

SECTION 1: The fiscal year of the Church shall run from July 1 of each year through June 30 of the following year.

SECTION 2: No Church Committee, Task Force, Religious Education Class, Auxiliary, Group, similar entity, or individual will initiate or start any fund raising drive, event, or campaign conducted in the name of the Church for any amount of money without prior approval by the Board of Trustees. This section will be implemented by the appropriate guidelines and policy established by the Board of Trustees.

ARTICLE X - ENDOWMENT PROCEDURES AND ADMINISTRATION

SECTION 1: For the purposes of this Article the following terms will be defined as follows:

General Fund - Total monies used for the day-to-day operation of the Church.

General Endowment Fund - Money, investments, and property given to the Church through gifts or bequests which are not designated for special purposes.

Designated Endowment Funds - Money, investments, and property given to the Church through gifts or bequests which are designated for special or restricted purposes. At the time these By-Laws are adopted these funds consist of the Clark Fund, the Community Action Endowment Fund, the Dodson Fund, and the Lewis Fund.

Pooled Investments - The total monies and investments which are contained in the General Endowment Fund and the Designated Endowment Funds.

Money Market Fund - An account in which the income from the Investment Portfolio is deposited or placed.

Investment Portfolio - The total monies and investments in the Pooled Investments and the Money Market Fund.

Operating Account - The money in the checking account of the Church used for current expenses.

SECTION 2: The Investment Committee shall hold, administer, manage, and invest the Investment Portfolio of the Church. All members of this Committee shall be adequately insured in an amount to be determined by the Board of Trustees. The Committee shall report quarterly to the Board of Trustees. Members of the Committee shall not be liable for any losses except those caused by bad faith or gross negligence. No member shall be liable as long as he/she acts in good faith with ordinary prudence. No member shall be liable for acts or omissions of other members. Members at all times shall refrain from any conflict of interest with the funds managed by the Committee.

SECTION 3: With approval by a two thirds vote of the Board of Trustees, the Church may accept gifts or bequests for dedicated endowment funds for a purpose designated by the donor, provided such purpose is consistent with the goals and objectives of the Church. In the event the Church receives unrestricted funds and/or bequests, the Board of Trustees may add these to the General Endowment Fund or to special funds. If deemed necessary, the Board of Trustees may adopt a set of Rules and Regulations for the administration of such gifts or bequests.

SECTION 4: The General Endowment Fund and the Designated Endowment Funds will receive gifts and bequests which shall be invested and reinvested in perpetuity. The investment return shall be used to pay for professional investment advice, to offset inflation and maintain purchasing power, to add to the principal amount, and to provide monies for the Operating Account of the Church as set forth in Section 6 of this Article.

SECTION 5: The General Endowment Fund and the Designated Endowment Funds will receive bequests that shall be used to fund special projects for major enhancements of facilities and unique programs consistent with the purposes of the Church. All projects funded by the General Endowment Fund will be initiated by a three fourths vote of the Board of Trustees and approved by a two thirds vote of the Church's members who are eligible to vote and attending the Annual Meeting or a special meeting called for that purpose. If such withdrawal of funds is characterized as a loan, it shall be reflected as a line item in the budget and reasonable efforts shall be made to repay it. Except as

provided in Section 6 of this Article, the General Endowment Fund shall not be used to meet ordinary operating expenses.

SECTION 6:

(a) The following procedure will be used relative to the distribution of funds from the General Fund and the General Endowment Fund to meet the operating needs of the Church.

(b) All dividend and interest income from investments shall be added to the Church,s Money Market Fund as they are received and this Money Market Fund will be controlled by the Investment Committee.

(c) The Treasurer will, at the end of each March calendar quarter, calculate the average value of the Church,s Investment Portfolio for the previous thirteen quarters. That average will be multiplied by the percentage of the total represented by the assets of the General Fund and the General Endowment Fund. Of the resulting figure, the Treasurer will transfer a percentage, set by the Board of Trustees, not to exceed ten (10) percent to the Operating Account of the Church. This transfer will be made in the form of checks from the Money Market Fund in twelve equal monthly payments over the course of the coming fiscal year.

(d) At the April meeting of the Board of Trustees, it will set the percentage to be transferred to the Operating Account as referred to in paragraph (c) of this Section. This percentage shall be effective at the beginning of the following fiscal year.

SECTION 7: The monies and investments of the various funds of the Church may be mingled and invested together with other money and property of the Church, provided that books of account shall be maintained such that the share of the mingled money and property of each fund can be identified.

SECTION 8: Upon dissolution of the Church, the full amounts in the Investment Portfolio shall be transferred to a successor organization of the Church or, in the event there is no successor organization, to the Unitarian Universalist Association or its successor organizations in conformity with Article XII of the Church,s By-Laws. Designated funds are to be preserved and executed according to the provisions of the original gift.

SECTION 9: All assets defined in Section 1 of this Article shall be held in the name of the Church.

ARTICLE XI - PROPERTY

No lands or buildings shall be purchased, sold, or mortgaged, and no buildings shall be erected or extended by or for the Church without the consent of at least two thirds of the members in attendance who are eligible to vote at the Annual Meeting or a meeting expressly called for such purpose.

ARTICLE XII - DISSOLUTION

SECTION 1: This Church may only be dissolved by the consent of at least three fourths of the voting members present at a meeting of the membership called specially for this purpose. The quorum for such a meeting shall be sixty percent of the total voting membership.

SECTION 2: Notice of a meeting at which dissolution of the Church shall be considered shall be given by announcement from the pulpit of the Church at the services of the preceding Sunday and by written notice mailed at least sixty days before such meeting to each voting member of the Church. Such meetings will be held within the city limits of the City of St. Louis, Missouri.

SECTION 3: Upon dissolution, any net assets of the Church shall be transferred to a successor organization of the Church or, in the event there is no successor organization, to the Unitarian Universalist Association or its successor organizations. This transfer is to be made in full compliance with whatever laws are applicable. The proportions of this distribution shall be decided at the meeting called to dissolve the congregation.

SECTION 4: Upon dissolution, historical records of the Church shall be transferred to the successor organization of the Church or, in the event there is no successor organization, to the Missouri Historical Society or its successor organizations as appropriate.

ARTICLE XIII - AMENDMENTS

SECTION 1: These By-Laws may be amended at any meeting of the Church by a two thirds vote of the voting members present.

SECTION 2: Notice of a meeting at which a By-Law amendment shall be considered shall be given by announcement from the pulpit of the Church at the services of the preceding Sunday and by written notice mailed at least thirty days before such meeting to each voting member of the Church. Such meetings will be held within the city limits of the City of St. Louis, Missouri.