

**BY-LAWS  
OF  
FIRST CONGREGATIONAL CHURCH  
SALT LAKE CITY, UTAH**

**June 6, 2021**

**I. NAME**

The name of the Church is 'First Congregational Church of Salt Lake City, Utah.'

**II. PURPOSE**

The purpose of this Church is to stimulate the spiritual growth of Church members and members of the community by bringing them together to worship God and by encouraging them to make Christ's will a dominating force in their lives.

**III. MEMBERSHIP**

Membership in this Church is open to all individuals who desire to affiliate and join with the Church in accomplishing its purpose and who otherwise meet the eligibility requirements set forth in this Article III. Members of the Church are sometimes collectively referred to in these by-laws as the Congregation. Members are expected to be faithful in all spiritual duties essential to the Christian life, to attend the services of this Church, to give regularly for its support and its charities, and to share in its organized work.

**3.1 MEMBER ELIGIBILITY**

Membership shall be available to any person who affirms in a public worship service held by the Church a desire to further the purpose of this Church and honor the covenant of First Congregational Church.

**3.2 PRIVILEGES**

- A. All members of this Church shall have the following privileges, provided that the member be at least eighteen (18) years of age:
1. To vote on all issues brought before the membership at any Annual or Special Meeting.
  2. To hold, if elected, any office as described in Article IV of these by-laws.
  3. To serve, if appointed, as a delegate to the meetings of the National Association of Congregational Christian Churches or any organization designated by the Church membership or Council.
  4. To attend and speak at any Council, Board, Committee, Annual or Special Meeting of the Church.
  5. To participate in all lay capacities in worship and other activities of the Church.

- B. Church members younger than 18 (i.e., “youth members”) and persons regularly attending who have not joined the Church, may:
  - 1. Attend and speak at any Council, Board, Committee, Annual or Special Meeting of the Church.
  - 2. Participate in lay capacities in worship and other activities of the Church.
  - 3. If nominated and chosen, serve in a non-voting capacity on any Boards or Committees.
- C. The terms “member” or “members” in the provisions below do not include youth members unless they are expressly mentioned.

### **3.3 COMMUNICATIONS**

Except for communications that these bylaws require to be sent by US mail, email sent through the Church Directory is the official means of communication. The Church Directory will be used only to send church communications. All persons (members, youth members, and nonmembers) who wish to receive communications from the church are responsible to provide the Church Office with a current email address. The Church Office will send communications required by the bylaws and communications approved by Council to a valid US mail address for those individuals who have requested them but do not have a listed email address.

## **IV. GOVERNMENT**

This Church is not subject to any other ecclesiastical body.

### **4.1 ANNUAL AND SPECIAL MEETINGS**

- A. The Annual Meeting of this Church should be held no later than the First Sunday of June. However, the Council shall have the authority to change the timing of the Annual Meeting in any particular year in its reasonable discretion. At the Annual Meeting, members shall elect board members and officers other than the Moderator and Associate Moderators. Boards will present summaries of the Church’s activities for the fiscal year to that point. Members shall also approve a finalized budget for the following fiscal year as well as transact other business; provided that if a budget is not approved before the start of a fiscal year, the prior year’s budget will serve as the budget until a new budget is approved. Notice of the Annual Meeting shall be given by announcement at the worship service and by printed announcement in the Church Bulletin at least on the two Sundays that immediately precede the date of the meeting.
- B. An annual Congregational Meeting shall be held no later than the last Sunday in March to elect the Moderator, Associate Moderators and Nominating Committee. Notice of this meeting shall be given as specified in Paragraph 4.1.A. At this meeting the members shall also review the preliminary Annual Budget and may offer suggestions for changes.
- C. A Special Meeting of the members may be called at any time by the Moderator. A Special Meeting will also be called by the Church Clerk if he or she receives a written request

for a Special Meeting that (1) is signed by at least fifteen members or youth members of the Church (or 10% of the members, if less than fifteen), and (2) sets forth the purpose or purposes for which the Special Meeting is to be held. If any action binding on the Congregation could result from a Special Meeting, notice of the meeting shall be given as specified in Paragraph 4.1.A *and* shall be mailed to the last known street or e-mail address of each member at least ten days prior to the meeting. The notice shall state items of business to be discussed at the Special Meeting. Items of business not set forth in the notice may not be voted on at the Special Meeting.

#### **4.2 ATTENDANCE BY TELECOMMUNICATION AND PROXY**

- A. If determined by the Church Council for a given meeting, members may participate in a meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting.
- B. Voting by proxy is not permitted unless authorized by a written policy of the Church Council. If vote by proxy is authorized, a member may authorize another Church member to act for such member by proxy. For a member to appoint a proxy, the appointment must be in a written form that clearly sets forth the appointment, and from which the Church is able to determine, and does determine, that the member authorized the appointment. No one may hold a proxy from more than one other member at the same meeting. A proxy will only be effective for the first member meeting immediately following delivery of the proxy. The member holding the proxy should confer before the meeting with the member granting it to learn the latter's preferences, but if the choices change during the meeting, members holding the proxies use their best judgment. A proxy may be revoked if the member making the appointment delivers an instrument to the Church clearly revoking the appointment at least three days prior to the meeting, or if the member attends the meeting.

#### **4.3 QUORUM AND VOTING**

The members of the Church that are represented for any purpose at an Annual, Congregational, or Special Meeting constitute a quorum for action on a matter. Participation by telecommunication or proxy, if authorized for that meeting, count toward the quorum. A quorum for a meeting, once established, will not be broken by the subsequent withdrawal of one or more members.

The Church Clerk shall update the list of members as of two weeks before any Congregational Meeting. If a quorum exists, all action taken by the members, except for matters specified to the contrary herein, shall be approved if the votes cast favoring the action exceed the votes cast opposing the action. The authority to buy, sell, mortgage, lease, exchange or otherwise transfer real property can be given at any Annual or Special Meeting duly called for such purpose and at which a quorum is present only if the votes cast favoring the action are at least twice as many as the votes cast opposing the action (i.e., of the votes cast, at least two-thirds are in favor of the action).

#### **4.4 ACTION BY WRITTEN BALLOT**

At the discretion of the Church Council, any action that may be taken at an Annual, Congregational, or Special meeting of the members may be taken without a meeting if the Church delivers a written ballot to every member. Except to the extent a shorter period is permitted by applicable law, ballots will be mailed by the Church at least 15 days (30 if other than first-class or registered mail) prior to the date by which the ballot must be returned. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting addressing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter, (c) specify the time by which a ballot must be received by the Church to be counted, and (d) be accompanied by written information sufficient to permit each member to reach an informed decision on the matter. A written ballot may not be revoked.

#### **4.5 CHURCH COUNCIL**

- A. The Church Council, which is also referred to herein as the Council, manages the affairs of the church. The Church Council is the Church's board of directors, and each individual serving on the Church Council is a director, as those terms are used in the Utah Revised Nonprofit Corporation Act (or any successor nonprofit act). To meet this responsibility, it shall:
1. Advise all Boards in the conduct of their responsibilities, make recommendations, and assign responsibilities specified by these by-laws.
  2. Adjudicate any differences of opinion between or among the Boards.
  3. Make interim appointments to fill vacancies in elected positions for the balance of the unexpired terms; such appointments will expire at the end of the church fiscal year.
  4. Appoint delegates to any association to which the congregation has approved representation.
  5. Review and approve the proposed budget before its presentation to the congregation and review on a regular basis the Church's financial status.
  6. Approve contracts and unbudgeted expenditures in excess of \$2,500.
  7. Assume any other responsibility that is necessary for the Church to function that is not given to any board, officer, or to the congregation.
  8. Approve all scheduled Congregational activities, fund raisers or special projects proposed by individual members, officers or boards prior to such activities being announced to the congregation.
  9. Ensure that a calendar of events, congregational activities and building use is maintained and that reasonable notice of events is given to the congregation. The Council will also adjudicate any scheduling conflicts.

- B. The Church Council shall have regular monthly meetings and may meet at other times if determined in writing by the Moderator, the Minister, or any three of its members. All members of the Council shall be notified of special meetings.
- C. The Council shall include the Moderator, Associate Moderators, Minister, Treasurer, the Chair or designated representative of each functioning Board, and up to three members at large who are members of the Church. The members at large shall be elected for one-year renewable terms at the annual Congregational Meeting.
- D. A quorum of the Council shall be 75 percent of its members then serving. The affirmative vote of a majority of the Council members present and entitled to vote at a meeting with a quorum will be the act of the Council.
- E. Any lawful action of the Council may be taken by written consent at any time during a term to the extent agreed upon by all members of the Council at the first meeting of each term. Written consent can be accomplished during the term, without limitation, via approval by e-mail or other electronic means. An action by written consent will be effective if approved by not less than the minimum number of Council members that would be necessary to take such action at a meeting at which all the Council members were present. If any voting member of Council conveys to the Moderator his or her objection to deciding a specific issue by written consent, however, the matter will be delayed until the next Council meeting. Results of any votes taken by written consent shall be recorded in the minutes of the next regularly scheduled meeting.

#### **4.6 MINISTER**

- A. The Minister shall oversee the spiritual welfare of the Congregation, shall control the pulpit and the exercise of public worship, and shall administer the sacraments. The Minister shall be a member of the Council and an advisor of all Boards and Committees.
- B. The Minister shall serve as a member of the Mount Olivet Cemetery Board of Trustees.
- C. The Minister shall confer with the Board of Deacons regarding time taken for vacation or other necessary absences and regarding pulpit replacements and other pastoral duties whenever the Minister is away.
- D. The Minister shall keep the congregation informed of the activities of the National Association of Congregational Christian Churches and will be expected to attend its annual meetings.
- E. When a vacancy in the pastorate occurs and a new settled Minister is to be recruited, a Special Meeting of the Church membership shall be called to select four (4) members and two (2) alternates to serve with a Moderator on the Pulpit Committee. Candidates for the Pulpit Committee must be Church members. Before the Pulpit Committee is elected, the Council shall budget money to finance the Committee's work. The Pulpit Committee shall canvass available ministers, recommend one to be called, and make the

introduction to the Church membership. A settled Minister shall be called for an indefinite term by a two-thirds majority vote of the members present and voting at an Annual Meeting or at a Special Meeting duly called for that purpose.

- F. When an interim Minister is to be recruited, the Council shall (i) appoint a Pulpit Committee consisting of three Church members and one alternate and (ii) authorize expenditures it deems reasonable to support the search. The Council must approve the Pulpit Committee's recommendation by a majority vote before the Interim Minister is introduced to the congregation.
- G. When any Minister is called, the relevant Pulpit Committee, in consultation with the Council, shall write a letter to the prospective minister stating the provisions and conditions of the call. A copy of this letter shall be placed in the church's files along with a copy of the Minister's written acceptance.
- H. A settled or interim Minister may be terminated by the Church in accordance with the terms of the appointment letter for the Minister (as applicable), or as determined by the Church members (as provided in this Paragraph). The Church members may terminate the pastoral relationship by a two-thirds vote of the members present and voting at an Annual Meeting or a Special Meeting called for that purpose; such action to be effective sixty (60) days thereafter. The time requirements may be waived by mutual agreement.

#### **4.7 MODERATORS**

##### **A. Moderator**

As the lay leader and Chief Executive Officer of the Church, the Moderator shall be a member of the Church. The duties of the Moderator are to:

1. Preside over all Annual and Special Meetings of the Congregation and meetings of the Church Council.
2. Serve as a non-voting member of all Boards and Committees.
3. Convey matters of interest or concern to the Council and to various Boards on behalf of the Congregation.
4. Appoint committees, subject to Council approval, as deemed necessary to ensure that approved programs are accomplished. Such committees shall not supplant or interfere with functions and responsibilities assigned to the Council, Boards, Committees, or officers by the by-laws.
5. Develop, in coordination with the Minister and Council, a calendar of activities, programs, and building use.
6. Maintain a written Policy and Procedure Manual. Such policies shall not conflict with or supplant these by-laws.
7. Sign official documents on behalf of the church, consistent with the church's Corporate Instruments Policy.
8. Have the authority to call Special Meetings of the Congregation; and
9. Perform other duties specified herein.

##### **B. Associate Moderators**

As the lay leaders of the Church, Associate Moderators shall be members of the Church. Their duties are to:

1. Assist the Moderator in performance of assigned duties.
2. Preside over meetings of the Congregation and of Council in the absence of the Moderator; and
3. Perform other duties as assigned by the Moderator.

C. Immediate Past Moderator

The Immediate Past Moderator shall:

1. Advise the Moderator and Associate Moderators as they may reasonably request from time to time.
2. Preside over meetings of the Congregation and of the Council in the absence of the Moderator and Associate Moderators.
3. Serve on the Nominating Committee.

D. Election

The congregation shall nominate and elect the Moderator, the First Associate Moderator, and the Second Associate Moderator, in that order, at the March Congregational Meeting to terms that commence the following July 1, or, as needed to fill an interim vacancy, at a Special Meeting. The outgoing First Associate Moderator at this election shall be a nominee for Moderator. The outgoing Second Associate Moderator at this election shall be a nominee for the First Associate Moderator. This does not preclude nominations from the floor for each moderator position provided said nominees have given prior consent to serve if elected. The Moderator and the First and Second Associate Moderators shall not serve more than two consecutive one-year terms in the same position.

## **4.8 THE CHURCH BOARDS**

The following Boards are created to enact the policies and to implement the programs defined by these by-laws.

A. The Board of Deacons

The Board of Deacons shall be responsible for the religious life of this Church. To fulfill this responsibility, it shall:

1. Oversee the weekly worship service and special worship services.
2. Coordinate preparing and serving of the sacraments.
3. Organize the care for those in need within the Church.
4. Advise the Council regarding the furnishings of the sanctuary and other religious facilities of the Church; and
5. Oversee the performance and quality of music within the worship services of the Church, including matters pertaining to the personnel involved.

B. The Board of Trustees

The Board of Trustees of the Church (the “Board of Trustees”) shall be responsible for the physical properties of the Church and for maintaining the Church in a sound financial condition. To fulfill these responsibilities, it shall:

1. Manage the monies and securities belonging to the Church.
2. Ensure that an annual budget proposal is prepared.
3. Review Church finances on a monthly basis.
4. Supervise all disbursements of funds as approved in the budget. All requests for budgeted expenditures may be subject to approval of the Board of Trustees prior to making a firm commitment for such expenditures. Disapproval to spend budgeted funds can be appealed first to the Church Council and ultimately to the Congregation, if such action is deemed necessary. All appeals to the Council shall be in writing; and a copy of the appeal will be provided to the Board of Trustees.
5. Approve all unbudgeted expenditures for \$2,500 or less.
6. Refer all unbudgeted expenses over \$2,500 to the Council.
7. Monitor the condition of Church property, and arrange for and supervise the cleaning, maintenance, repair, and improvement of Church property.
8. Handle all requests for the use of Church properties, subject to the policies established by the Council and the Board of Trustees.
9. Secure adequate insurance coverage for the Church, its property, and its employees.
10. Arrange for the proper and prudent investment of any funds in excess of those required for conducting normal business, and of funds separated by designation, or otherwise, from the Church general fund.
11. Arrange for the counting and securing of funds collected during Church services.
12. Maintain oversight of the Church accounting systems and provide for audits of Church financial records when deemed necessary.
13. In consultation with other Boards and Council, as appropriate, be responsible for defining job specifications and salaries, terms and conditions of employment for all full- and part-time employees, including the Minister.
14. Develop personnel policies for the Church and ensure compliance with all state and federal labor laws.

C. The Board of Christian Education

The Board of Christian Education shall be responsible for the educational endeavors of the Church and shall:

1. Oversee the educational program and activities of the Church.
2. Establish or approve curriculum, classes, and special projects.
3. Recruit teachers and assistants.
4. Oversee the activities of all youth groups and approve the leaders of such groups.

D. The Outreach Board

The Outreach Board shall be responsible for the benevolence program of the Church and shall:

1. Initiate Outreach projects and inform the Congregation of such projects and ways of contributing money and services to these projects.
2. Authorize disbursements of designated Outreach donations to causes approved by the Board.



#### E. The Membership Board

The Membership Board shall have the primary responsibility for developing, coordinating, and implementing programs to increase membership and attendance, retain current attendees, and help this community of faith become responsible financial stewards of all of God's gifts, and shall:

1. Coordinate greeting of worshippers at Sunday and holiday services.
2. Provide information to visitors about the Church.
3. Make contacts with those who express an interest in learning more about the Church.
4. Assist newcomers in becoming active in Church activities.
5. Coordinate opportunities for individuals to become formal members of the Church.
6. Coordinate public information programs to increase awareness of the Church in the greater community.
7. Oversee production of a Church Directory.
8. Recognize individuals and groups for their service in the church.
9. Educate people about the spiritual roots of financial stewardship.
10. Nurture effective financial responses to Christ's love and to the community of faith.
11. Sensitize the Congregation to financial stewardship as an integral part of worship; encourage new and more meaningful levels of financial ownership and commitment in the life of the community and Church.

#### F. General Rules for All Church Boards

1. Board members may serve up to a three-year term.
2. The Boards shall begin responsibilities on July 1. At its first meeting, each Board shall select a Chair.
3. Each Board Chair may create committees as needed, members of which may be chosen at large from the Congregation for one-year appointments.
4. Each Board shall hold monthly meetings at a time and place approved by Board members, unless it is the consensus of the board that a meeting be canceled.
5. Special meetings of any board may be called by the chairperson or upon the request of at least one-third of its members. Notice of such meetings shall designate the time and place of the meeting and the business to be considered at the meeting and shall be given at least one day prior to the meeting.
6. Any lawful action of a Board may be taken without a meeting if written consent for the use of email or other electronic means that allow for a printed record of votes is filed by each member of the Board at the beginning of each term. Such written consent shall be kept for that fiscal year. If any voting member of the Board conveys to the Board Chair his or her objection to deciding a specific issue through an electronic vote, however, the matter will be delayed until the next Board meeting. Results of any votes taken by electronic means shall be recorded in the minutes of the next regularly scheduled meeting.
7. The members of a Board that are present at a meeting constitute a quorum of that Board for action on a matter, provided that if there is more than one member of a Board, there needs to be at least two members present at a meeting to constitute a quorum. Each Board member present is entitled to one vote.

8. Each Board Chair shall appoint one board member who is a member of the Church to attend the Council meeting regularly every month and report the Board's activities.
9. Each Board shall:
  - a. Keep minutes of each meeting and report on Board activities at the next Council meeting.
  - b. Prepare an Annual Statement of the Board's Activities before the Annual Meeting and give it to the Church Secretary.
  - c. Manage the funds allocated to it in the budget, set priorities for expenditures, and account for disbursements.
  - d. Prepare a budget request for presentation to the Board of Trustees.
  - e. Oversee actions of committees operating under its guidance.
  - f. Undertake any other projects within its general responsibilities.
  - g. Consist of 3-5 persons each, unless otherwise determined by the Council.

#### **4.9 CHURCH CLERK**

The Church Clerk originates, organizes, and maintains official records of membership, baptism and congregational business meetings on behalf of the Church. The Clerk shall be a member and shall be elected at the Annual Meeting for a renewable one-year term. The Church Clerk shall perform the following duties:

- A. Maintain a list of First Congregational Church members. The Member List shall, to the extent available, include members' names, contact information, dates of admission, withdrawal of membership, or death. The list shall include birthdates for members who join the Church before age 18.
- B. Upon request, issue letters of termination.
- C. Maintain a record of baptisms, including parents' names, birthdates of children and baptismal dates.
- D. Prepare for the Annual Meeting a statistical report of membership enumerating counts of new, deceased, and withdrawn members, as supported by and reconciled to membership lists and other source documents.
- E. Two weeks prior to every Congregational Meeting during the year, prepare in coordination with a Council designee, if applicable, a list of members and bring copies of the list to the meeting.
- F. Take minutes at meetings of the Congregation and send them promptly to the Moderator and Church Secretary.
- G. Issue notice of all Special Meetings of the members that are called in response to requests to the Clerk.

#### **4.10 FINANCIAL SECRETARY**

The Financial Secretary shall be a member of the Church and shall be elected for a renewable one-year term at the Annual Meeting. The Financial Secretary shall:

- A. Be responsible for maintaining an accurate record of all pledges and transmitting to all individuals an annual statement of their contributions.
- B. Maintain the list of donations to the memorial Fund and send acknowledgements on behalf of FCC donors.

#### **4.11 TREASURER**

The Treasurer shall be a member of the Church and shall be elected for a renewable, one-year term at the Annual Meeting. As a financial officer, the Treasurer shall be covered by a fidelity bond. The Treasurer is a member of the Church Council and an advisor to the Board of Trustees. The Treasurer shall:

- A. Receive notifications of deposit of all monies and contributions belonging to the Church from the Church Secretary.
- B. Oversee disbursement of funds as specified in these by-laws.
- C. Maintain accurate and complete records of all receipts and disbursements.
- D. Present monthly financial reports to the Board of Trustees and Council as requested.
- E. Prepare and present a report at the Annual Meeting.

#### **4.12 CHURCH HISTORIAN**

The Church Historian shall be elected for a renewable two-year term at the Annual Meeting. The Historian shall:

- A. Organize and preserve current and past records of Church activities in a permanent and visible manner.
- B. Prepare a narrative summary of each year's major activities for the annual report.
- C. Conduct research on past Church activities; document findings of significant past events that are not already part of the Church historical records.

#### **4.13 REPRESENTATIVE ON BOARD OF TRUSTEES OF MOUNT OLIVET CEMETERY**

One representative shall be elected for a renewable one-year term at the Annual Meeting to serve on the Board of Trustees of Mount Olivet Cemetery. The duties are specified by the Articles and By-laws of the Mount Olivet Cemetery Association.

#### **4.14 REPRESENTATIVES TO FRIENDSHIP MANOR BOARD OF TRUSTEES**

There shall be at least three representatives to the Friendship Manor Board of Trustees. They shall be elected for renewable and preferably staggered three-year terms at the Annual Meeting. Duties are specified by the Articles of Incorporation and By-laws of the Friendship Manor Corporation and Foundation.

#### **4.15 NOMINATING COMMITTEE**

A Nominating Committee consisting of the Minister, the Immediate Past Moderator, and three other members shall be established at the March Congregational Meeting. The Nominating Committee at its first meeting shall elect the Chairperson. The committee shall convene as often as necessary to perform its specified responsibilities. The Nominating Committee shall:

- A. Secure qualified candidates for the various offices to be filled at the Annual Meeting. Candidates for Boards may be youth members or non-members in accordance with 3.2 B. of these bylaws.
- B. Be responsible to the Congregation and report its progress to the Moderator.
- C. Publish for the Annual Meeting a list of candidates who have given their consent to serve.

#### **4.16 ELECTION OF OFFICERS**

Election of the officers shall be held at the Annual Meeting. Nominations from the floor, with each nominee's consent, shall be called for prior to the casting of ballots. Elections shall be by secret ballot, except in those situations where the number of candidates equals the number of vacancies for any office, in which case election by ballot is suspended in favor of acclamation for that office. The Moderator shall appoint tellers for the election as required.

#### **4.17 RESPONSIBILITIES OF OFFICERS, COUNCIL MEMBERS AND BOARD MEMBERS**

All Officers, Council members, and Board members are expected to attend meetings regularly and to perform their duties. The Moderator may request the resignation of any Council member or Officer who, in the Council's judgment, has failed to perform his or her duties. Each Board Chairperson may request the resignation of any Board member who

has failed to attend three (3) consecutive meetings, after receiving notice of the meetings, without a valid excuse.

## **V. FISCAL YEAR**

For financial purposes, the fiscal year of the Church shall be from July 1 through June 30 of each year. This is also the term of elected officers.

## **VI. DELEGATES**

Prior to the meeting dates of the National Association of Congregational Christian Churches and other organizations to which the Church sends delegates, the Council shall appoint delegates to represent the Church. The Clerk, Moderator, or Minister shall certify the names of the delegates. Reports of the meetings shall be given to the Council and, if the Council deems appropriate or if three or more members request a report, to the membership at any congregational meeting or Sunday service.

## **VII. AMENDMENTS**

These by-laws may be amended at any Annual Meeting or at any Special Meeting called for that purpose by two-thirds (2/3) vote of the members present and voting, or by written ballot. Notice of a proposed by-law change must be published in written form two weeks before a voting meeting. This notice must contain prior by-law wording and proposed amendments.

## **VIII. DISSOLUTION**

- A. Unless sooner dissolved under applicable law, the Church may be dissolved by the Church Council and the members in accordance with this Article VIII.
- B. To dissolve the Church, the Church Council must first adopt a proposal for the Church to dissolve, and then either (1) recommend the proposal to dissolve to the members or (2) not make a recommendation on the proposal to the members. The Council shall decline to make a recommendation only if there is a conflict of interest or other special circumstance impeding a recommendation, in which case the Church Council shall communicate the basis for it not making a recommendation. Within a reasonable time after the Church Council adopts the proposal to dissolve, the Church will send to the members written notice of a meeting to determine whether to approve the proposal, provided that a vote may be by ballot. If a meeting is to be held, the notice will (1) set forth that a purpose of the meeting is to consider the proposal to dissolve the Church and (2) contain or be accompanied by a copy of the proposal or a summary of the proposal. Dissolution will then be authorized upon approval of the proposal to dissolve by at least two-thirds of the members (1) present and voting at the meeting called for that purpose or (2) voting by written ballot.

- C. In the event of approval of a proposal to dissolve the Church, the Church will within a reasonable time cause Articles of Dissolution to be filed with the Utah Department of Commerce, Division of Corporations and Commercial Code, to effectuate the dissolution.
- D. Upon dissolution of the Church, all the Church's assets remaining after payment of or provision for all its liabilities shall be paid over or transferred to one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and/or a local, state, or federal agency to use for a public purpose. The organizations to receive such property shall be designated by the Church Council in the plan of dissolution.

**THESE BY-LAWS WERE RATIFIED AT THE SPECIAL CONGREGATIONAL MEETING HELD JUNE 6, 2021.**