

BYLAWS

**The Second Congregational Society
Unitarian Universalist
Concord, New Hampshire**

**Adopted at the Society Meeting April 14, 1991,
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ARTICLE I - NAME AND MISSION

The name of the Society shall be The Second Congregational Society in Concord (Unitarian Universalist) commonly called the Unitarian Universalist Church of Concord. The Mission Statement of the Society is as follows:

The purpose of our religious community is to provide a sanctuary for adults and children where we may

- * seek spiritual and intellectual growth;
- * challenge one another;
- * accept our diversity of lifestyles and religious beliefs;
- * recognize individual needs;
- * celebrate together.

Building on our shared experiences with one another, we also accept responsibility for leadership toward social and ecological justice in our surrounding community and the world.

This Society shall be a member of the Unitarian Universalist Association (UUA) and of the New Hampshire/Vermont District of UU Societies. It is the intention of this Society to make an annual financial contribution equal to its full fair share as determined by the Association and the District.

ARTICLE II - SEAL

The Society shall have a seal which, subject to alteration by the Prudential Committee, shall consist of a flat-faced circular die with the words and figures: the Second Congregational Society in Concord (Unitarian Universalist) New Hampshire 1827.

ARTICLE III - MEMBERSHIP

SECTION 1. MEMBERSHIP

Any person in sympathy with the principles and ideals of this Society and who is willing to assume the responsibilities of participation by making an annual pledge and contribution of record, and who has reached the age of 18, may become a member of the Society by signing the Society's membership book in the presence of the congregation, or in the presence of either the Clerk, the Minister, or a designated member of the Prudential Committee.

Any member who cannot make a financial pledge and contribution of record may contact the Minister or Prudential Committee to make other arrangements. Any members who are unable to make a pledge because of health or financial considerations may be designated as Lifetime Members by the Minister and Prudential Committee Chair. Lifetime Members shall receive all of the benefits of full members of the Society. The Minister and Prudential Committee Chair shall review the list of Lifetime Members on an annual basis.

It is specifically understood that membership is open to all qualified persons regardless of race, color, gender, affectional or sexual orientation, country of national origin, marital status, and mental or physical abilities.

SECTION 2. RIGHT TO VOTE

The right to vote on all matters before the Society is granted to persons who have been members of the Society for at least 30 days. To vote on legal contracts such as financial borrowing, members must have attained the necessary legal age under the laws of the State of New Hampshire to enter into contracts.

SECTION 3. TERMINATION

A member may terminate membership by submitting a letter of resignation to the Clerk, the Minister or the Prudential Committee, or may transfer membership to another Society by requesting the Clerk, the Minister or the Chair of the Prudential Committee to issue a letter of transfer. Members who have not met the requirements of membership of the Society shall be

contacted by the Prudential Committee or its designee to determine their intent with respect to membership in the Society. If membership requirements are not met, or such intent cannot be determined, member names shall be removed from the membership rolls; however any former member may be reinstated upon proper request to the Minister, the Clerk or the Prudential Committee.

ARTICLE IV - MEETINGS

The affairs of the Society shall be governed by its voting members, by majority vote, at meetings duly called in accordance with these Bylaws.

SECTION 1. ANNUAL MEETING

The Annual Meeting of the Society shall be held not later than May 31st in each year at a time and place determined by the Prudential Committee. At the Annual Meeting the Society shall elect its officers, Prudential Committee members, Emerson Fund representative, Trust Fund Committee member, approve the annual budget and shall transact such other business as may properly be brought before the meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Society may be called for any purpose by the Prudential Committee and shall be called by the Prudential Committee upon the written request of either twenty-five voting members of the Society or ten percent of the congregation's voting membership, whichever number is greater. The business to be transacted at special meetings of the Society shall be confined to those matters specified in the warrant of the special meeting and those matters reasonably incident thereto.

SECTION 3. NOTICE

Notice of the Annual Meeting and all special meetings of the Society shall be given by the Clerk or by any member of the Society designated by the Prudential Committee, stating the time, place, and the nature of the business to be transacted by posting the same in two conspicuous places in the Church building at least two Sundays prior to such meetings and by mailing notice of the same, postage prepaid, to every member of the Society at his/her last known address at least ten days prior to such meetings.

SECTION 4. QUORUM

Twenty-five voting members of the Society or ten percent of the Society's voting membership, whichever number is greater, shall constitute a quorum. If a quorum is not present at any meeting of the Society, the members of the Society who are present thereat shall adjourn the meeting until such as time as a quorum exists. Once a quorum is present, all business may be transacted which might have been transacted at the meeting had a quorum been originally present at the time and place stated in the notice thereof. In order to establish the number needed for a quorum, the Clerk shall prepare a list of members prior to any Annual Meeting or Special Meeting at which a vote is to be taken. That list shall be posted openly in the church for 15 days to allow inspection by the Congregation.

SECTION 5. VOTING POWER

Each voting member of the Society shall have one vote on all matters considered at the annual or at any special meetings of the Society. Members may not vote by proxy. Non-voting members may speak on any subject at the meeting but may not vote.

SECTION 6. VOTE NECESSARY TO TAKE ACTION.

When a quorum is present at any meeting, a vote of the majority of the voting members of the Society present at that meeting shall decide any question properly brought before the meeting, unless the question is one on which, by state statute or these Bylaws, a different vote is required, in which case the statute or these Bylaws shall govern the decision on such question.

ARTICLE V – OFFICERS

SECTION 1. OFFICERS OF THE SOCIETY

The officers of the Society shall be a Moderator, Clerk, Treasurer, two Assistant Treasurers, Custodian of Trust Funds, and such other officers as the Prudential Committee may determine are necessary. All the above named officers shall be active members of the Society. All the officers shall be elected at the annual meeting of the Society. All the above officers shall serve for a term of one year or until their successors are elected. Their term of office shall be effective as of the Annual Meeting of the Prudential Committee.

SECTION 2. MODERATOR

The Moderator shall preside at all meetings of the Society and shall also have and perform such powers and duties as are commonly incident to that office and such other powers and duties as may be prescribed by the Prudential Committee. In the absence of the Moderator at any meeting of the Society, a member of the Prudential Committee shall nominate a Moderator Pro Tempore and moderate at the selection thereof. Upon election, the Moderator pro tempore shall preside at the meeting.

SECTION 3. CLERK

The Clerk shall keep accurate records of all meetings of the Society in books provided for that purpose. The Clerk or his or her designee shall keep an accurate record of the names and addresses of the members of the Society. The Clerk shall issue a report regarding the number of members of the Society at the annual meeting of the Society. The Clerk shall faithfully perform and discharge the duties of the Office of Clerk and shall also have and perform such powers and duties as prescribed within these Bylaws together with any powers and duties as may be prescribed by the Prudential Committee. The Clerk shall be an ex-officio member of the Membership Committee. In the absence of the Clerk at any meeting of the Society, a Clerk Pro Tempore shall be elected.

SECTION 4. TREASURER

The Treasurer shall be the principal fiscal officer of the Society and, subject to the direction and control of the Prudential Committee, shall be responsible for the proper performance of the duties of the Assistant Treasurer and Custodian of Trust Funds.

The Treasurer shall, at the expense of the Society, furnish a bond for the faithful performance of the duties of that office in an amount to be determined on an annual basis by the Prudential Committee. The Treasurer shall make disbursement of the Society's funds in conformance with his/her duties or as authorized by the Prudential Committee.

The Treasurer shall keep appropriate accounts and records associated with that office and shall render a report regarding the same together with the accounts and records of the Assistant Treasurer and Custodian of Trust Funds at the annual meeting of the Society and/or other reports regarding the Society's financial matters as may be required by the Society or the Prudential Committee.

The Treasurer shall be the custodian of the corporate seal and shall, where necessary or required, affix the same upon all deeds and contracts of the Society except when some other person is expressly authorized to do so, either by these Bylaws or by vote of the Society or the Prudential Committee. The Treasurer shall also have such powers and duties as may be prescribed by the Prudential Committee. The Treasurer may also temporarily serve as the Custodian of Trust Funds, provided that the financial records of the Society are audited on an annual basis by an independent certified public accountant.

SECTION 5. ASSISTANT TREASURER

Subject to the supervision and direction of the Treasurer, the Assistant Treasurers shall collect all offerings, gifts, and income (other than income from trust funds and securities) of the Society and shall pay over the same to the treasury of the Society unless otherwise directed in writing by the Treasurer.

The Assistant Treasurers shall keep appropriate accounts and records of that office's activities, and shall render such reports regarding the same as required by the Treasurer or the Prudential Committee. The Assistant Treasurers shall, at the expense of the Society, furnish a bond for the faithful performance of the duties of that office in an amount to be determined on

an annual basis by the Prudential Committee. In the absence, death, or disability of the Treasurer, the Assistant Treasurers shall have and perform the powers and duties of the Treasurer. The Assistant Treasurers shall also have and exercise such powers and duties as are prescribed in these Bylaws, together with such powers and duties as may be prescribed by the Prudential Committee.

SECTION 6. CUSTODIAN OF TRUST FUNDS

Subject to the supervision of the Treasurer, the Custodian of Trust Funds shall have the care and custody of the trust funds and securities of the Society and shall collect and pay over or arrange to have paid over the amount of funds therefrom as agreed upon by the Finance Committee and the Trust Fund Committee unless otherwise directed in writing by the Treasurer and Trust Fund Committee.

The Custodian of Trust Funds shall make such purchases, sales, exchanges, and transfer of the Society's securities and shall make such investments and reinvestments of the Society's trust funds as the Trust Fund Committee shall direct in writing, unless the Trust Fund Committee designates an independent manager or management group to invest trust funds of the Society. The Custodian of Trust Funds shall review all reports and transactions from said manager or management group for accuracy.

The Custodian of Trust Funds shall keep appropriate accounts and records and shall render such reports regarding the same as required by the Treasurer, the Trust Fund Committee, or the Prudential Committee.

The Custodian of Trust Funds shall, at the expense of the Society, furnish a bond for the faithful performance of the duties of that office in an amount to be determined on an annual basis by the Prudential Committee.

The Custodian of Trust Funds shall also have and exercise such powers and duties as may be prescribed by the Prudential Committee.

SECTION 7. REMOVALS

Members of the Society, may, by majority vote at any properly called and constituted meeting, remove any officers, committee members, or committee chairs elected by the members of the Society for good cause shown. Upon any such removal of an officer, the members of the Society may elect a successor to serve the unexpired term of that officer.

ARTICLE VI - PRUDENTIAL COMMITTEE

SECTION 1. CONSTITUTION, ELECTION AND TERMS OF OFFICE

The Prudential Committee shall consist of nine Society members, three of whom shall be elected at each Annual Meeting of the Society to serve for a term of three years (and until their successors shall be elected), and the Treasurer, who shall also be a voting member of the Prudential Committee. Their term of office shall be effective as of the Annual Meeting of the Prudential Committee.

The officers of the Prudential Committee shall consist of a chair, vice chair, and secretary, all elected by the Prudential Committee at its first meeting after the annual meeting of the Society.

SECTION 2. GENERAL POWERS AND DUTIES

The Prudential Committee shall be responsible for the management of the business and affairs of the Society, and have and exercise all the powers possessed by the Society itself, so far as is not inconsistent with law, with the Articles of Agreement or with these Bylaws. In the exercise of these responsibilities, the Prudential Committee shall act to safeguard and promote the active pursuit of loving kindness, compassion, and spiritual growth of our church community.

The Prudential Committee shall have the power to review and approve all members of the committees of the Society not required to be elected at the annual meeting of the Society, of filling (unless sooner filled pursuant to provisions in these Bylaws) all vacancies in the offices or committees of the Society occurring for whatever reason, of establishing other committees and offices as it may in its discretion deem advisable, and of reviewing and approving the members of such additional committees, and filling such additional offices.

The Prudential Committee shall be responsible for developing methods of communicating with all committees, and of

encouraging communication among committees in order to meet changing needs of the Society.

The Prudential Committee shall have the power of increasing the size of, and of reviewing and approving additional members to any and all committees of the Society except the Prudential Committee itself.

The Prudential Committee shall report on annual commissioned examination(s), including audits, of the books and accounts of the Society's financial officers and bookkeeper at the annual meeting of the Society.

SECTION 3. CHAIR

The Chair of the Prudential Committee shall be the Chief Executive Officer of the Society. The Chair, or in the absence of the Chair, the Vice Chair, shall ensure the preparation in advance of agenda(s) for Prudential meetings, the notice of such meetings and topics to the members of the Society, and the conduct of all Prudential meetings. The Chair, or in the absence of the Chair, the Vice Chair, shall execute all contracts, deeds, mortgages, and other instruments of the Society unless, in a particular case, some other officer is authorized to do so by the Society or the Prudential Committee; have custody of the bonds furnished by the Treasurer, Assistant Treasurer, and the Custodian of Trust Funds; and shall also have such powers and shall perform such duties as are prescribed by these Bylaws together with those powers and duties which the Chair may be directly authorized to perform by the Prudential Committee.

SECTION 4. SECRETARY

The Secretary of the Prudential Committee shall keep accurate records of all meetings of the Prudential Committee in books provided for that purpose.

The Secretary shall also have and exercise such other powers and duties as are prescribed by these Bylaws and such powers and duties as may be prescribed by the Prudential Committee. In the absence of the Secretary at any meeting of the Prudential Committee, a Secretary Pro Tempore shall be elected to perform the duties of the Secretary.

SECTION 5. MEETINGS

The annual meeting of the Prudential Committee shall be held as soon as possible following the annual meeting of the Society.

At this meeting a Chair, Vice chair, Secretary, Trust Fund Committee member, and Emerson Fund member shall be elected, regular meeting dates and times shall be selected, and all other business of the Prudential Committee may be transacted.

Special meetings of the Prudential Committee shall be held whenever called by the Secretary or Clerk upon the request of the chair or the written request of four members of the Prudential Committee. Reasonable prior written notice shall be given of all regular and special meetings.

The Prudential Committee may move into executive session to discuss personnel or other confidential matters. In addition to the Prudential Committee, a called Minister may be present in executive session unless the matter to be discussed concerns the performance of that Minister.

SECTION 6. QUORUM

At any meeting of the Prudential Committee a majority of the members shall be necessary to constitute a quorum for the transaction of business.

SECTION 7. VOTING

Each member of the Prudential Committee and the Treasurer shall have one vote on all matters considered by the committee. A vote of the majority of the members present at any properly constituted meeting shall be necessary to adopt proposals except as otherwise provided by statute by the Articles of Agreement or by these Bylaws. Members may not vote by proxy.

SECTION 8. REMOVAL OF OFFICERS AND OTHERS

The Prudential Committee may, by majority vote of the members present at any properly called and constituted meeting, remove from office any officer, committee member or agent elected or appointed by it. Upon any such removal of an officer or other individual, the members of Prudential may elect a successor to serve the unexpired term left vacant by the removal.

ARTICLE VII - COMMITTEES

To assist the Prudential Committee there shall be established such other committees as are deemed necessary to further the purpose of the Society.

The number of members of each such committee shall be within a range necessary to accomplish the tasks and duties of the committee and agreed upon by the Prudential Committee.

Each committee, unless otherwise specified, shall, at its first meeting, elect a chair, a vice chair, secretary and such other officers as the Committee deems necessary. Committee meetings may be called by the chair, or the secretary, or by two or more members, or at the direction of the Prudential Committee.

Each committee member shall be entitled to one vote. Quorum at committee meetings shall be a majority of the membership of the committee. Each committee and its officers shall have such powers and duties as are prescribed herein, or as may be delegated by the Prudential Committee.

SECTION 1. FINANCIAL COMMITTEES

There shall be such financial committees as are necessary to oversee the fiscal concerns of the Society including a Trust Funds Committee.

a) Trust Funds Committee

shall consist of five members of the Society. Four members shall serve four-year terms, with one member being elected at each annual meeting of the Society. The remaining member shall be a representative from the Prudential Committee, appointed by the Prudential Committee.

Subject to the provisions of all pertinent wills, other instruments, statutes, and these Bylaws, the Trust Funds Committee shall have the entire responsibility of supervision, direction, and control of the management, investment, and reinvestment of the trust funds of the Society and shall require such trust funds to be invested subject to the provisions of all pertinent wills, other instruments, statutes, and these Bylaws.

Trust funds given or bequeathed to the Society are to remain invested in the same manner in which they were received by the Society until, in the judgment of the Trust Funds Committee, it is in the best interests of the Society to reinvest them in some other manner. The Trust Funds Committee may choose to engage an independent manager or management group to invest any portion of the funds it deems advisable, and will meet at least annually with said independent manager or management group to review performance.

Any decision with regard to management, investment or reinvestment of any portion of trust funds of the Society requires approval of at least three members of the Trust Funds Committee.

The Trust Funds Committee shall maintain a written record of its proceedings which shall be open for inspection at all reasonable times by any member of the Society.

SECTION 2. ADMINISTRATIVE COMMITTEES

There shall be such administrative committees as are necessary to develop, monitor, and evaluate policies and procedures of the Society.

The Administrative Committees shall prepare and compile all necessary records and information relative to their respective responsibilities for submission and dissemination to other committees, whether standing or ad hoc, the Prudential Committee and, when necessary and appropriate, to the Society at large.

The Administrative Committees shall also be responsible for those duties and activities commonly associated with their committees that may from time to time be delegated to them by the Prudential Committee.

SECTION 3. CHURCH LIFE COMMITTEES

There shall be such standing committees as are necessary to provide the means by which the spiritual, educational, and social growth of Society members and their families may be advanced and enhanced. They will have the responsibility of securing and providing the materials and leadership needed for this purpose. They will initiate, organize, and increase the structure required to fulfill their duties. They will also be responsible for those duties and activities commonly associated with their committees that may from time to time be delegated to them by the Prudential Committee.

SECTION 4. OUTREACH COMMITTEES

There shall be such standing committees as are necessary to be responsible for studying, evaluating, informing, and providing representation for the Society in affairs outside the church.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Society shall end on the 31st day of August in each year.

ARTICLE IX - INSPECTION OF RECORDS

Any and all books, papers, audit, and documents relating to all activities of the Society shall be open to and made available for inspection by members of the Society and/or members of committees upon any reasonable request at such time or times as may be arranged by the party requesting the inspection and the officer and/or committee in possession of the item to be inspected, with the following exceptions:

SECTION 1. PERSONNEL RECORDS

All Personnel records of staff members or volunteers, including applications, resumes, personal references, payroll records, background checks, performance reviews, and any other materials generally considered of a personal nature, shall be regarded as confidential and available only to the Minister, the Director of Religious Education, the Prudential Committee, and the Personnel Committee.

SECTION 2. CONTRIBUTION RECORDS

All records of contributions to the Society shall be regarded as confidential and available only to the Prudential Chair, Canvass Chair, Assistant Treasurer, and other persons with a need to know as determined by the Prudential Committee. This exception shall not extend to "legacy gifts" unless the donor specifically requests such gift remain confidential and nothing in this provision shall prevent contributors from disclosing their contributions when they wish to do so. Nothing in this provision shall preclude those authorized to examine contribution records from using them to develop and publish reports, statistics, and the like as long as such documents do not reveal individual contributions.

ARTICLE X - MINISTER

SECTION 1. SELECTION AND COMPENSATION

The Minister of the Society shall be called by vote of a majority of the Society's members present and voting at a meeting of the Society convened for that purpose. The Minister's compensation and terms of engagement shall be negotiated by the Prudential Committee and established by the ministerial agreement between the Minister and the Society subject to approval by majority vote of the members of the Society.

SECTION 2. POWERS AND DUTIES

The Minister shall conduct the religious and other services and ceremonies of the Society and shall be responsible as per the Personnel Policy for staff supervision and be responsible for such other and further duties as set forth in the ministerial agreement. In addition, the Minister shall have and exercise such powers and duties as prescribed by the Society or the Prudential Committee.

SECTION 3. PARTICIPATION AT MEETINGS

The Minister shall be entitled to notice of all meetings of the Prudential Committee and all meetings of the standing committees of the Society and shall be entitled, and is encouraged, to attend and to speak on any and all matters considered at such meetings; provided, however, that failure of the Minister to attend any such meeting shall not render invalid any action taken thereat.

SECTION 4. COMMITTEE ON MINISTRY

The Committee on Ministry shall consist of members of the Society and serve as a channel of communication between the Society's members and the Minister, as described in the ministerial agreement.

SECTION 5. TERMINATION

a) Resignation

Subject to the terms of the ministerial agreement, the Minister may submit his/her written resignation at any time, which resignation shall be effective a minimum of 90 days thereafter unless otherwise negotiated. Upon the submission of the Minister's written resignation, the Prudential Committee shall promptly meet and call a special meeting of the Society within a period of 30 days after the date on which the resignation was submitted for the purpose of acting on the same.

b) Discharge

The Minister may be discharged by vote of a majority of the members present and voting at a meeting of the Society in the notice of which meeting, action on a proposal to discharge the Minister is stated to be a purpose of the meeting; provided, however, that unless the Minister shall otherwise agree in writing, he/she shall be entitled to compensation until the effective date of his/her discharge or the expiration of a period of 90 days after the date of such meeting, whichever shall later occur.

ARTICLE XI - TRUST FUNDS

SECTION 1. TRUST FUND COMPOSITION

Funds given or bequeathed to the Society will be maintained in accordance with Article V.6 and Article VII.1.d. of these Bylaws. The Trust Funds include Restricted and Unrestricted funds defined as follows:

a) Restricted Funds

are gifts in which the giver has instructed that the principal, or original amount of the gift, may not be used for any purpose other than generating interest or other investment income. Interest or other investment income on the principal may be withdrawn consistent with the provision of Article XI.2.

b) Unrestricted Funds

are comprised of gifts and other income in which both the principal and interest may be withdrawn consistent with the provisions of Article XI.2.

1) *Dedicated Funds* are unrestricted funds subject to specific disposition or limitations established by the giver. The Titcomb Capital Maintenance Fund is reserved for building and grounds maintenance or improvement projects.

2) *Undedicated Funds* are unrestricted funds not subject to specific disposition or limitation.

SECTION 2. TRUST FUND WITHDRAWALS

Withdrawals of Unrestricted Funds from the Trust Fund are subject to the following limitations:

1) Up to four percent (4%) of the average of the last 13 quarterly totals of Undedicated Funds may be allocated annually to the Society's operating budget.

2) The Prudential Committee may authorize withdrawal from Unrestricted Funds of amounts totaling up to five percent (5%) of the annual budget in a fiscal year to meet special needs. Such authorization must be approved by a two-thirds (2/3) majority of Prudential members at a regular Prudential Committee meeting, or at a meeting duly called with proper notification for the purpose of such authorization, where a quorum of members is present.

3) All other withdrawals from the Trust funds are subject to approval by a two-thirds (2/3) majority vote of the Society at a meeting duly called in accordance with Article IV, unless the giver of Dedicated Funds has given specific instructions for their disposition.

ARTICLE XII - AMENDMENTS

Except as otherwise provided by law, these Bylaws may be amended, added to, altered, or repealed, in whole or in part, by vote of two-thirds of the members of the Society present and voting at any meeting of the Society in the notice of which meeting the substance of the proposed amendment, addition, alteration, or repeal shall be specified. Changes shall take effect as of the date of adoption thereof by the Society.

The church office staff may make minor corrections to these Bylaws for purposes of renumbering pages or Articles or Sections, if needed, and correcting typographical errors. In no event shall such corrections change the intent of the Bylaws.