

**DRAFT AMENDED AND RESTATED
BYLAWS
OF
UNITARIAN UNIVERSALIST CHURCH IN IDAHO FALLS, INC.**

Article 1: Formation, Purpose and Affiliation

- 1.1. Founded in 1954, the Unitarian Universalist Church in Idaho Falls, Inc. (“UUCIF”) was incorporated as a non-profit corporation under the laws of the State of Idaho in 1965. The purpose of the UUCIF is to generate and nurture a religious community of caring and supportive individuals, and to give expression to the celebration of life.
- 1.2. The UUCIF supports the Principles and Purposes of the Unitarian Universalist Association of Congregations (the “UUA”). The UUCIF shall be a member of the UUA or its successor and a member of the Mountain Desert District (“MDD”) of the UUA. To maintain its affiliation, the UUCIF’s intention is to make annual financial contributions equal to its full, fair share as determined by the UUA and the MDD.
- 1.3. The UUCIF is an association of free minds, and it shall use the democratic method in the conduct of business. In public affairs, it shall be understood that a member speaks as an individual and not for the UUCIF. The members of the Board of Directors have special duties to the UUCIF and must be mindful of that position when speaking of matters relating to the UUCIF in public.

Article 2: Statement of Inclusion

- 2.1. The UUCIF affirms and promotes the full participation of persons in all our activities and endeavors without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin. This principle shall guide all of the UUCIF’s activities, including by way of illustration not limited to, membership, programming, hiring practices and the calling of religious professionals.

Article 3: Office

- 3.1. The UUCIF’s principal office shall be located at 555 “E” Street, Idaho Falls, Idaho (the “Meeting House”), unless the Board of Directors adopts a resolution establishing a different principal office.

Article 4: Members

- 4.1. **Eligibility.** Any person sixteen years of age or older who accepts the essential principles of a free faith as set forth by the UUA is eligible for membership in the UUCIF. Any person younger than sixteen years of age is eligible for membership in the UUCIF, if the Minister and Director of Religious Education and Exploration make such a recommendation to the Congregation after the person completes an approved course of study.
- 4.2. **Categories of Membership; Congregation.** The UUCIF shall have only one category of membership: a Voting Member. For purposes of these Bylaws, the term “Congregation” means all of the UUCIF’s Voting Members. Any person who attends services or other

activities and makes financial or service of value contributions to the UUCIF, but it not a Voting Member, is a Friend of the UUCIF. Friends are not entitled to the privileges of membership.

4.3. Voting Member. To be a Voting Member of the UUCIF's Congregation, an eligible person must declare his or her acceptance of the UUA's principles, sign the membership book, and participate in the Congregation's religious and social activities.

4.4. Privileges of Membership. Membership shall entitle the holder thereof to all of the privileges of membership. Only Voting Members shall have voting privileges at Congregational meetings; be eligible to serve as a member of the Board of Directors, or as a chairperson of a committee or task force; and be entitled to represent the UUCIF at the UUA's General Assembly and at Mountain Desert District Conferences.

4.5. Annual Meeting. An annual meeting of the Congregation shall be held on the second Sunday of each January at 12:30 p.m., unless the Board of Directors establishes another date and time, and provides notice to the Congregation. At the annual meeting, the Congregation shall elect the UUCIF's officers and other members of the Board of Directors, including the filling of any vacancies; elect a Nominating Committee; elect members to the Endowment Fund Committee; adopt a budget for that calendar year; receive summaries of the year's activities from the President and Minister; and transact such other business as may come before the meeting. The Secretary shall give notice of meetings in accordance with the requirements of Article 4.7.

4.6. Special Meetings. Special meetings of the Congregation may be called at any time by the President, by any three members of the Board, or upon written request from ten or more of the Voting Members. The Voting Members shall deliver their written request for a special meeting to any member of the Board of Directors, and their request shall state the meeting's purpose. Promptly thereafter, the Board of Directors shall call a meeting on a date and hour in the meeting notice. The meeting shall be held not less than ten and not more than thirty days after the date the Voting Members deliver their written request to the Board member. If the Voting Members' written request specifies a date for the meeting, the Board of Directors shall hold the meeting on that date, if reasonable. The purpose of the meeting shall be as stated in the notice of the meeting, and for no other business.

4.7. Notice of Meetings; Place of Meetings. The UUCIF's Secretary shall give at least ten days prior written notice of each meeting to the Voting Members using one or more of the following methods by: (a) announcing the meeting from the pulpit at a Sunday service; (b) including the notice in all UUCIF newsletters published prior to the date of the meeting; or (c) by electronic mail ("E-Mail"). The notice shall state the purpose of the meeting. If the notice is sent by E-Mail, the Secretary shall address the notice to the Voting Member's E-Mail address last appearing in the UUCIF's records. A member of the Board of Directors shall read a notice of the meeting from the pulpit on the Sunday immediately preceding the meeting. All Congregational meetings shall be held at the Meeting House, unless the Board of Directors determines otherwise and announces the change of venue in the notice to members.

4.8. Meeting Format. The President or Vice-President, if the President is not available, shall call meetings of the Congregation to order and act as chairperson of the meetings. The Secretary shall take minutes of the meetings. The Secretary shall publish a summary of the minutes of the meeting in the next monthly newsletter issued to the members and shall post a full set of the minutes at the Meeting House.

4.9. Quorum. One quarter of Voting Members present, in person, at any duly called and noticed meeting of the Congregation shall constitute a quorum for the meeting. A majority

of the Voting Members present at a meeting, whether or not a quorum is present, may adjourn the meeting without further notice for a period of not more than sixty days at any one adjournment. A vote to encumber or sell the all or a substantial portion of the assets of the UUCIF shall require a quorum of eighty percent of the Voting Members present, in person.

- 4.10. Voting Power.** Except as is otherwise provided by the Idaho Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a majority of the Voting Members present, in person, and voting on any matter that may be determined by the members shall be sufficient to determine that matter, so long as the meeting is duly called and noticed, and a quorum is present at the meeting. An evenly divided vote shall defeat the matter. A vote to encumber or sell the all or a substantial portion of the assets of the UUCIF shall require a two-thirds majority of the Voting Members present, in person.
- 4.11. Change of Address.** A member may change his or her address by notifying the UUCIF in writing. The member's notification shall take effect no later than seven days after receipt by the UUCIF.
- 4.12. Annual Review; Termination.** The Board of Directors or its designee shall review all members' status at least once each year and shall update the UUCIF's membership list as appropriate. Membership in the UUCIF shall terminate on the earliest of the following events: (a) a member delivers written notice to the Secretary that she or he resigns from the UUCIF, which notice shall be effective upon receipt; (b) upon a member's death, or (c) after no financial and/or service of value contribution for one year and a one month notification.

Article 5: Board of Directors

- 5.1.** The officers of the Church shall consist of a President, Vice-President, Secretary, Treasurer, and three Members-at-large. These officers shall constitute the Executive Board (hereinafter known as the Board).
- 5.2.** The officers shall be elected by ballot at the Annual Church Meeting in January for staggered terms. President and Vice-President shall be elected each year. On alternating years, as noted, the following two groups of Board members shall be elected for a two year term:
- a) Group #1 on fiscal years starting in an odd year, Secretary and Member-at-Large position #1;
 - b) Group #2 on fiscal years starting in an even year, Treasurer and two Member-at-Large positions #2 and #3.
- 5.3. Term Limits** The President and the Vice-President may serve a maximum of three consecutive terms. No board members may server for more than six consecutive years. Any board member my be re-elected after a lapse of one year.
- 5.4.** Officers are expected to attend regularly scheduled Board meetings. The Board shall promptly fill vacancies on the Board by appointment for the remainder of the fiscal year.
- 5.5. Powers and Duties.** The Board of Directors shall administer the business affairs of the UUCIF, and shall have the following powers and duties.
- a) The Board shall be responsible for assuring the effective and efficient functioning of the UUCIF, and for assuring the UUCIF's compliance with its Articles of Incorporation, these Bylaws and applicable laws.
 - b) The Board, in concert with the minister, retains the final authority to hire and dismiss any UUCIF employee or independent contractor, except the Minister.
 - c) The Board shall prepare and submit an annual budget to the Congregation for its

approval. The Board shall distribute a proposed budget to the Voting Members by no later than fourteen days before the annual meeting.

- d) Consistent with the approved budget, the Board is authorized to enter into contracts on behalf of the UUCIF. The Board shall not enter into any contract or make any obligation that causes expenditures to exceeds five percent of the UUCIF's total annual budget without the prior approval of a majority of the Voting Members at a meeting duly called and held for that purpose, unless the expenditure was approved as part of the annual budget or a revised budget. The Board may require a bond of any Director, officer or employee handling or managing in any respect the funds and accounts of the UUCIF. The UUCIF shall pay the cost of the bond.
- e) The Board shall have responsibility for and shall care for all of the UUCIF's property. The title of all real or personal property owned by the UUCIF shall be vested in the UUCIF, but the property shall be under the Board's control. The Board shall not convey or encumber the UUCIF's real property or a substantial portion of the UUCIF's assets without the prior approval of the Voting Members.
- f) The Board shall prepare and maintain a complete, accurate record of all its acts and the UUCIF's affairs. The Board shall present a summary of its acts and the UUCIF's affairs to the Congregation at its annual meeting.
- g) The Board may adopt, and amend, procedures to manage its meetings in an orderly and efficient manner. Any such procedures may limit the participation of non-board members in the Board's meetings, but not the members' attendance at the Board's meetings, except for Executive Sessions.
- h) The Board may convene Executive Sessions only for considering personnel matters, which includes performance reviews, or obtaining legal advice. The Board shall make all final decisions on personnel matters in an open session.

5.6. Election. The Voting Members shall vote for the Directors by secret ballot. An affirmative majority vote of the Voting Members present, in person, shall determine the election of each Director. The members of the Nominating Committee, or their appointees, shall serve as vote tabulators.

5.7. Compensation. Unless otherwise determined by a majority of the Voting Members at a meeting duly called and noticed for such purpose, the UUCIF shall not pay any Director for any service rendered to the UUCIF as a Director. However, the UUCIF may reimburse any Director for his or her actual expenses incurred in the performance of his or her duties so long as the UUCIF's approved budget provides for the expenses.

5.8. Regular Meetings. The Board of Directors shall hold regular meetings at the Meeting House on such dates and at such hour as the Directors may establish from time-to-time by resolution. The Board shall give notice to the members of its regular meetings by publishing the dates and time of the meetings in the UUCIF's monthly newsletter to members, and posting the information at the Meeting House and on the UUCIF's website. All Board meetings, regular or special, shall be open to all members, except for Executive Sessions.

5.9. Special Meetings. The President, any three members of the Board of Directors, or ten Voting Members, may call for a special meeting of the Board of Directors by delivering a written notice to the Secretary. The written notice may fix the date and time for the meeting consistent with the requirements of these Bylaws, and it must state the purpose of the meeting.

5.10. Notice; Place of Meetings. The Secretary, or the President shall give at least seven days prior written notice to all of the Directors of the time and date of any meeting. The notice

must include the purpose of the meeting, but the notice does not limit the Board's ability to transact other business. The Secretary, or the Secretary's designee, may deliver the written notice personally, send the notice by E-Mail, or send the notice by U.S. first class mail. The Secretary shall also post the notice at the Meeting House and on the UUCIF's website. Any Director may waive notice of any meeting. The attendance of a Director at any Board meeting shall constitute a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.11. Quorum. A quorum shall consist of four Directors. In the event enough Directors withdraw from the meeting leaving less than a quorum, the Directors present shall not continue to transact business. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice for a period of up to forty days.

5.12. Voting Power. Except as is otherwise provided by the Idaho Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a vote of the majority of the Directors voting on any matter that may be determined by the Directors at a duly called and noticed meeting shall be sufficient to determine the matter. Any evenly divided vote of the Directors shall serve to defeat the matter. The Board of Directors or a committee of the Board may participate in a meeting of the Board or any committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. A Director's participation in the meeting shall constitute presence in person.

5.13. Proxies. Directors, which includes officers, are not entitled to vote by proxy.

5.14. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which any action is taken shall be presumed to have assented to the action, unless the Director expressly requests that his or her dissent is entered in the minutes of the meeting.

5.15. Action in Writing Without Meeting. Any action that cannot be delayed until the next board meeting can be taken by the Directors with the written affirmative vote or approval of a majority of Directors after all Directors have been contacted.

5.16. Resignation. Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation shall take effect at the time specified therein. Unless otherwise specified in the notice, the Board of Directors is not required to accept the resignation to make it effective. Except for good cause shown, any Director who fails to attend three consecutive meetings of the Board of Directors shall be deemed to have resigned as a Director as of the date of the last missed meeting.

5.17. Removal and Replacement. Any Director may be removed from the Board of Directors, with or without cause, by a two-thirds vote of the Voting Members present, at a meeting called for such purpose. Within forty-five days of a death, resignation or removal of a Director, the remaining Directors shall select that Director's successor who shall serve until the next regularly scheduled annual meeting, when the Voting Members shall elect a Director to complete the term of the deceased, resigned or removed Director.

5.18. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. If fewer than a quorum of board members remains on the board, a congregational meeting needs to be called to appoint new board members. A Director elected to fill a vacancy shall serve until the next annual meeting of the Congregation.

5.19. Executive Committee. The Board of Directors shall have an Executive Committee consisting of the President, the Vice-President, the Treasurer and the Secretary. The

President, and in her or his absence the Vice-President, shall serve as the Executive Committee's Chairperson. Except as is expressly provided for in these Bylaws, the Executive Committee shall have full authority to act on behalf of the Board of Directors or in its stead whenever a matter requires the immediate attention of the Board, and it is not feasible for the Board of Directors to meet. The Executive Committee shall promptly notify all members of the Board of Directors of any action taken or decision made.

5.20. Committees. By resolution adopted by a majority of the Directors, the Board of Directors may appoint such committees, standing, such as Finance, Religious Education, Building & Grounds, Membership and Pastoral Care, Worship, and Nominating, or *ad hoc*, as the Board deems necessary to manage and direct the UUCIF's affairs. A committee shall consist of one or more members with a Voting Member serving as the committee's chairperson. The Board of Directors shall appoint members to serve for such a period as the Board may determine, but no later than the next annual meeting of the Congregation. The committee shall have such powers and duties as the Board of Directors delegates to it. Except as these Bylaws or the Board of Directors otherwise provide, all meetings of the UUCIF's committee shall be open to all members.

5.21. Nominating Committee. The Nominating Committee shall be a standing committee. The Nominating Committee shall consist of one board member chosen by the board, plus at least two other Voting members (at least one of whom should not be a board member), who shall be elected to fill each position at the Annual Meeting in January. The Nominating Committee shall inform the Board of the proposed slate of officers, the proposed two members of the Nominating Committee, and the proposed new member(s) of the Endowment Fund Committee at least two weeks prior to the Annual Meeting in January. At the Annual Meeting, other nominations from the floor may be entertained.

5.22. Powers and Duties. The officers shall have the following powers and duties.

- a) President. The President shall preside at all meetings of the Board of Directors and the Congregation, unless the members elect a moderator to preside; have the authority to implement the Board of Director's resolutions and directions; sign all deeds, easements, assessment liens, pleadings, affidavits, written agreements and any other instrument requiring the signature of an officer of UUCIF, unless the Board of Directors authorizes and directs another officer to execute the documents; be a joint signatory on all bank or other financial institutional accounts; and have such other power and duties as the Board of Directors may delegate or direct.
- b) Vice-President. The Vice-President shall provide coordination among the various committees the Board appoints; serve on the Endowment Fund Committee; may be a joint signatory on all bank or other financial institutional accounts; and have such other powers and duties as the Board of Directors or the President may delegate or direct. The Vice-President shall act in the absence of or at the request of the President, at which time the Vice-President shall have the President's powers and functions.
- c) Secretary. The Secretary shall record the votes and keep accurate minutes of the meetings of the Directors and of the Congregation; maintain the UUCIF's corporate records and status; prepare and serve notice of meetings of the Directors and of the members; ensure that appropriate and current records are kept showing the names and addresses of the UUCIF's members; and have such other duties as the Board of Directors or President may delegate or direct.
- d) Treasurer. Through direct action and/or supervision of the UUCIF's administrator, the Treasurer shall be responsible for all of the UUCIF's monies and all of the UUCIF's bank or other financial institutional accounts of any kind; invest the UUCIF's monies as

directed by the Board of Directors; disburse such funds consistent with the approved annual budget or as directed by the Board of Directors; be a joint signatory on all bank or other financial institutional accounts; maintain proper books of account prepared according to the principles of fund accounting; reconcile all accounts on at least a monthly basis; prepare an annual budget; prepare and submit to the Board of Directors monthly financial statements; prepare a statement of income and expenditures for presentation to the members at the annual meeting; and perform such other duties as the Board of Directors or President may delegate or direct.

Article 6: The Ministry

- 6.1. Freedom of Pulpit** The minister shall have the freedom of the pulpit as well as the freedom to express their opinion as an individual or as a representative of the church.
- 6.2. Religious Affairs.** The Minister, with the assistance of the Board of Directors, the Worship Committee, and such committees as may be appropriate, shall guide the UUCIF's religious affairs in furtherance of the UUCIF's purposes as stated in the Articles of Incorporation. The Minister shall establish and maintain religious services, ceremonies, programs and observances consistent with the UUA's principles, and shall perform such other duties as the Board may delegate. The Minister shall serve as an ex-officio and non-voting member of the Board of Directors and of any committee on which the Minister serves. During any vacancy in the position of the Minister, the Board of Directors shall have temporary responsibility for the UUCIF's religious affairs.
- 6.3. Minister's Qualifications.** Any candidate for any position of Minister of the UUCIF must hold fellowship in the UUA
- 6.4. Ministerial Call.** Upon notification of an immediate or future vacancy of the Minister, the Board of Directors shall call a special meeting of the Congregation for the purpose of electing a Ministerial Search Committee consisting of five members, three of whom must be Voting Members. The Ministerial Search Committee shall identify, screen and bring one or more candidates for the position of Minister to the UUCIF for the Congregation's consideration. The Congregation shall call a Minister by the affirmative vote of from four-fifths of the Congregation's Voting Members at a special meeting duly called for that purpose. Voting by absentee ballot is allowed.
- 6.5. Removal.** The Board of Directors may recommend to the Congregation that it remove a Minister. The Board may recommend removal with or without cause. Removal shall be effective upon the affirmative vote of two-thirds of the Voting Members present, at a special meeting duly called for that purpose.
- 6.6. Quorum.** Sixty percent of the Members of the Congregation shall constitute a quorum for a meeting to remove a Minister. For calling a minister, four-fifths of the congregation needs to vote for the minister either at the meeting or by absentee ballots.

Article 7: Books and Records

- 7.1.** Except for personnel files and minutes of any Executive Session of the Board of Directors, the books, records and financial statements of the UUCIF shall be available during posted UUCIF business hours, or by appointment, for inspection by Members.

Article 8: Support Staff

- 8.1.** Support Staff is defined as those who receive a salary or wages from the Church.
- 8.2.** The Minister and the Board determine the necessity to hire staff and independent contractors. The Minister will appoint an ad-hoc committee to interview candidates for staff positions, and the Minister can hire independent contractors for budgeted expenditures.
- 8.3.** The Minister shall supervise the UUCIF's employees and agents, ensuring that they properly and timely perform their duties. In the minister's absence, the board president or other person the board delegates shall perform this role. The Board shall perform oversight and resolve disputes.
- 8.4.** The Board and the Minister have the responsibility to develop personnel policies and procedures that will attract and retain qualified personnel.
- 8.5.** Support staff cannot be a member of the Board or a chairperson or a voting member of the committee directing their activities.

Article 9: Endowment Fund

- 9.1. The Idaho Falls Unitarian Universalist Endowment Fund's (FUND)** purpose is to assure the long range future of the Church, to help the Church manage and survive financial emergencies, and to fund capital needs and special projects that further the mission of the Church.
- 9.2. The Endowment Fund Committee** The Endowment Fund Committee (COMMITTEE) shall consist of three (3) members, all of whom are voting members of the Church. Only one (1) of the COMMITTEE members may also be a member of the Executive Board. Except as herein limited, the term of each member shall be three (3) years.
The congregation shall elect members of the COMMITTEE at the Annual Meeting when vacancies occur. Members to be elected to the COMMITTEE shall be nominated by the Nominating Committee.
In the event of a vacancy on the COMMITTEE, the Executive Board shall appoint a member to fill the vacancy until the next Annual Meeting, at which time the congregation shall elect a member to fulfill the term of the vacancy.
A quorum shall consist of two (2) members. A unanimous vote is needed to carry any motion or resolution. The COMMITTEE shall elect from its membership a chairperson, financial secretary and recording secretary. The chairperson, or member designated by the chairperson shall preside at all COMMITTEE meetings.
The COMMITTEE shall, at each Annual Meeting of the congregation, provide a full and complete account of the administration of the FUND.
The COMMITTEE shall hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other aspects manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, without further approvals.
All assets shall be held in the name of the FUND.
- 9.3. Distributions** In order to preserve the FUND over the long term, the COMMITTEE shall not distribute more than the accumulated returns in excess of the invested principal. The COMMITTEE shall determine what is principal and income according to generally accepted accounting procedures.
- 9.4.** The principal of the FUND can only be spent with the approval of two-thirds of the Church's members.

Article 10: Electronic Communication

- 10.1.** E-Mail constitutes written notification for all purposes. E-Mail is effective upon sending. The member is responsible for notifying the UUCIF whenever his or her E-Mail address changes.
- 10.2.** Members may participate in a Board meeting, the Annual Meeting and Special Meetings through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

Article 11: Fiscal Year

- 11.1.** The calendar year shall be the UUCIF's fiscal year.

Article 12: Indemnification

- 12.1.** The UUCIF may indemnify and pay the expenses of any Minister, Director, officer, employee or agent to the fullest extent and as prescribed and permitted by the Idaho Non-Profit Corporation Code.

Article 13: Dissolution

- 13.1.** In the case of dissolution of the UUCIF, all of its property, real and personal, subject to all just and legal claims upon it, shall vest in the UUA and shall be held in trust for the benefit of a future congregation in the vicinity of Idaho Falls, Idaho, or the UUA may use the assets to further the UUA's work. In the event of dissolution, the UUCIF shall comply with the laws of the State of Idaho, including the necessary votes required to dissolve the UUCIF, then in effect and the requirements, if any, of the UUA.

Article 14: Conflict of Interest

- 14.1.** Whenever a person has a financial or personal interest in any matter coming before the Congregation or the Board of Directors (an "Interested Person"), that Interested Person shall fully disclose the interest to everyone at the meeting. No Interested Person may vote or lobby on the matter or be counted in determining the existence of a quorum at a meeting of the Congregation or the Board of Directors at which the matter is discussed or voted upon. Any transaction in which the Interested Person is a Director or officer shall be approved only if the action is in the UUCIF's best interests. The minutes of meetings at which such votes are taken shall record the Interested Person's disclosure and abstention, and the Congregation or Board's rationale for approval, which must be in the UUCIF's best interests.

Article 15: Emergency Bylaws and Amendments

15.1. Emergency Bylaws. Notwithstanding anything contrary in these Bylaws, the Board of Directors may adopt emergency Bylaws, which shall be operative during any emergency resulting from an attack on the United States or any nuclear or natural disaster. The Board of Directors is authorized to adopt any provision that may be practical and necessary for the circumstances and duration of the emergency.

15.2. Amendments. Any or all of these Bylaws may be amended or repealed, or new provisions added, by the affirmative vote of a two-thirds of a quorum of Voting Members, at a regular or special meeting called for such purpose. Notice of the proposed change shall be contained in the notice of the meeting.

ADOPTED by the Congregation at a meeting duly called and held on _____, 2015.

President

Secretary