

## PROPOSED AMENDMENTS TO CUC BYLAWS

The fiscal year for Central Union Church (“CUC”) is from August 1 to July 31. For the purpose of reviewing and approving the budget for the fiscal year, CUC’s Bylaws require that CUC Members hold an Annual Budget Meeting “*on or before the last day of August of each year, or as soon thereafter as the proposed budget for the current fiscal year is ready to present to the members....*”

Currently, CUC’s Bylaws also require that CUC Members hold an Annual Meeting “*on or before the last day of May of each year, or as soon thereafter as possible... for the purposes of electing the Council Members who are to be elected by the membership, and transacting other business as may properly come before the meeting.*”

Given the recent alignment of the Annual Budget Meeting with CUC’s fiscal year, the CUC Council recommends to the Congregation that the Annual Membership Meeting and the Annual Budget Meeting be aligned such that both meetings are combined into a single meeting to be held on or before the last day of September of each year for the purposes of considering and approving the budget for the fiscal year, electing Council Members who are to be elected by the membership, and transacting such other business as may properly come before the meeting. The Council believes this change, which will allow for all routine, annual business of CUC to be addressed in a single meeting, is a more comprehensive and efficient way for CUC Members to exercise their reserved rights under CUC’s Bylaws. To accomplish this change, the Council recommends to the Congregation that Section 2.5(B), Section 3.1, Section 3.2, Section 3.4, Section 3.5(A), and Section 3.5(B) of the Bylaws be amended as follows (proposed deletions are in **[bold red brackets]**; proposed additions are underlined in bold blue):

### Section 2.5. Powers Reserved to Members.

B. Other Voting Rights Reserved to the Members. In addition to the foregoing, and any other voting rights reserved to the members under these Bylaws, approval of the members shall also be required for the following actions: (i) approval of the Church's **[annual]** budget as described more particularly in Section 3.1 **[Section 3.2]**; (ii) the incurring of indebtedness in excess of \$1,000,000; and (iii) the mortgage or sale of any interest in the Church’s main campus located at 1660 South Beretania Street, Honolulu, Hawaii; the Church’s Windward campus located at 38 Kaneohe Bay Drive, Kailua, Hawaii; and the Manse located at 1906 McKinley Street, Honolulu, Hawaii. Approval of any of these matters set forth in the previous sentence shall require the affirmative vote of not less than a majority of the members present and voting at a meeting of members at which a quorum has been declared.

### Section 3.1. Annual Membership Meeting.

The annual meeting of the members of the Church shall be held on or before the last day of **[May] September** of each year, or as soon thereafter as possible as determined by the Council, at such time and place as the Council determines for the purposes of considering and approving the budget for the current fiscal year, electing the Council Members who are to be elected by the membership, and transacting other business as may properly come before the meeting. At the annual membership meeting the Chair of the Council, the Senior Minister and the Treasurer of the Council (the “**Treasurer**”) shall report on the activities and the financial condition of the Church. Failure to hold an annual membership meeting in accordance with

these Bylaws shall not affect the validity of any corporate action of the Church. Until such time as an annual membership meeting is held in accordance with these Bylaws, those Council Members whose terms were to expire at the annual meeting shall continue until their successors are elected, and the existing Council shall continue to have all authority granted to it under Hawaii law, the Articles of Incorporation, and these Bylaws.

Section 3.2. **[Annual Budget Meeting] Reserved.**

**[The annual budget meeting of the members of the Church shall be held on or before the last day of August of each year, or as soon thereafter as the proposed budget for the current fiscal year is ready to present to the members, at such time and place as the Council determines for the purposes of consideration and approval of the budget for the current fiscal year and such other business as may properly come before the meeting.]**

Section 3.4. Place of Meeting.

The Council may designate any place on the Island of Oahu as the place of meeting for any annual membership meeting[, **annual budget meeting,**] or special meeting of the members. If no designation is made, the place of meeting shall be the principal office of the Church. In the alternative, unless prohibited by Hawaii law, the Council may designate that any meeting of the members be held by means of remote participation such as telephone, internet or satellite-enabled audio or video conferencing or other technology that enables all participants of the meeting to be able to communicate with each other.

Section 3.5. Notice of Meeting.

A. Content of Notice. Notice of all membership meetings (annual[, **budget**] or special) shall state the place, day, and hour of the meeting and whether it is an annual[, **budget,**] or special meeting. Notice of all such meetings shall include a description of the matter or matters for which the meeting has been called and a description of all matters that must be approved by the members at such meeting.

B. Timing and Method of Notice. Notice of the annual[, **budget,**] or special meeting of the membership shall be given not less than twenty (20) days or more than sixty (60) days prior to the meeting. Notice shall be given personally, by mail, by electronic mail or other form of electronic transmission as permitted by Hawaii law, or by publication in the Spire (or such other regular communication to members as may be published by the Church). If notice is given by mail, it shall be mailed to each member at the last known address as shown on the membership records of the Church.