

DRAFT NEW BYLAWS

For

The Unitarian-Universalist Church Of Nashua, New Hampshire

Draft dated
May 20, 2010

CHANGE HISTORY

DATE	CHANGE SUMMARY

ARTICLE 1 NAME AND AFFILIATION

1.1 NAME

The name of this congregation shall be the Unitarian-Universalist Church of Nashua, New Hampshire (the "Church").

1.2 AFFILIATION

This Church shall be a member of the Unitarian Universalist Association and the local district of the Unitarian Universalist Association. It shall cooperate with affiliated organizations. It shall aid in the establishment of Unitarian Universalist churches and fellowships.

ARTICLE 2 PURPOSE

As stated in the Articles of Agreement dated March 4, 1957, "The purpose of this corporation shall be: (1) to maintain a place of worship in accordance with the traditions and usages of the Unitarian and Universalist denominations; (2) to provide opportunities for the study and practice of the Unitarian-Universalist religion; (3) to serve the community in ways of religious usefulness; (4) to advance the cause of Unitarian-Universalist liberal religion; (5) to maintain the free exercise of private judgment in all matters of belief, the preservation of personal integrity, the continuing search for truth through the use of critical inquiry, the democratic method in human relations and the obligation to work for the greater good of all humanity."

In addition, our purpose is to affirm and promote:

- The inherent worth and dignity of every person
- Justice, equity and compassion in human relations
- Acceptance of one another and encouragement to spiritual growth in our congregation
- A free and responsible search for truth and meaning
- The right of conscience and the use of the democratic process within our congregation and society at large
- The goal of world community with peace, liberty, and justice for all
- Respect for the interdependent web of all existence of which we are a part

ARTICLE 3 MEMBERSHIP

3.1 MEMBERS

Membership in this Church is open to all persons regardless of race, color, sexual orientation, age, or national origin. Any person fourteen years of age or over who is in sympathy with the purposes of this Church as stated in Article 2 shall be accepted as a member upon subscribing to the bylaws of this Church by signing the Church Membership Register.

3.2 VOTING MEMBERS

Any member eighteen years of age or over shall be deemed a voting member and entitled to vote at any congregational meeting of the Church if he or she has been a member of the Church for the three

consecutive months immediately preceding such meeting, and has made a financial contribution of record during the present or preceding Church fiscal year. A member must be designated a voting member to vote in any congregational meeting or election; or to serve as an officer, or trustee.

3.3 MEMBERSHIP LIST MAINTENANCE

3.3.1 Removal from the Membership List

A member who has not demonstrated continued interest in the Church, financially or otherwise, and has not responded to a communication from the Clerk shall, upon report by the Clerk and the vote of the Church membership at any Annual Meeting, be dropped from the membership list. A member may have his or her name removed from the membership list by notifying the Clerk or Minister.

3.3.2 Certification of Voting Membership Status

Before any congregational meeting, the Clerk, the Minister, and the Treasurer shall review the membership list to identify and report the voting status of each member. The latest list of voting members, certified by the Clerk, shall be made available to members at least ten days prior to each Congregational meeting. Any member omitted from such a list may request designation as a voting member in such manner as may be established by the Board of Trustees.

ARTICLE 4 AUTHORITY

4.1 CONGREGATIONAL AUTHORITY

The ultimate authority for all matters pertaining to the operation of the Church shall rest with the "Congregation," which shall consist of the voting membership of the Church. The Congregation shall function as a legally constituted body at its annual and special meetings. The Congregation shall elect the Board of Trustees and its officers, the Nashua Cemetery Board of Trustees and its Treasurer, the Nominating Committee, the Financial Records Review Committee, and special committees as needed. The Congregation shall also call its Minister in accordance with Article 9.

4.2 BOARD OF TRUSTEES' AUTHORITY

The Board of Trustees owes its fiduciary duty to, and acts on behalf of the Congregation, sets Church policy, and monitors the execution of those policies. The Board of Trustees shall be responsible for the full range of activities essential to the achievement of the Church's purposes.

4.3 MINISTER'S AUTHORITY

The Minister shall be the Executive Director of the Church, shall be responsible to the Board of Trustees for implementing the policies determined by the Board of Trustees, and shall operate under the general supervision of the Board of Trustees. The Minister shall also supervise the staff of the Church.

4.4 NASHUA CEMETERY ASSOCIATION BOARD OF TRUSTEES AUTHORITY

The Nashua Cemetery Association (created in 1835) is a Committee of the Congregation charged with the maintenance and security of the Nashua Cemetery grounds. The funds managed by the Association come from the sale of burial plots and services and are separate from those of the Church. The Nashua Cemetery Association and its Treasurer may make such contracts and other arrangements as necessary to achieve these purposes.

ARTICLE 5 CONGREGATIONAL MEETINGS

5.1 CHURCH YEAR

The fiscal year of the Church shall be from June 1 through May 31.

5.2. ANNUAL MEETING

The Annual Meeting of the Church shall be held in Nashua within four weeks after the close of the fiscal year to elect officers and members-at-large of the Board of Trustees and the Nashua Cemetery Association; to adopt an annual budget; to receive reports; and to conduct such other business as may properly be brought before the entire membership.

The Board of Trustees shall determine and announce the time and place of the meeting at least eight weeks prior to the meeting. Notice of all Congregational Meetings shall be posted on the Church Web site and at the main door of the Church for two Sundays immediately prior to the meeting and announced at the two Sunday Services immediately prior to the meeting.

The Clerk shall cause notification of the place, time, and purpose of all such meetings to be mailed to each member at least ten days prior to the meeting.

5.3 SPECIAL MEETINGS

The Board of Trustees may call special meetings of the Congregation. In addition, a special meeting shall be called by the Board of Trustees to be held within 45 days after receiving a petition to do so signed by at least 30 Voting Members. Written notice stating the purpose of a special meeting shall be mailed to all voting members at least ten days in advance of the meeting. No business other than that provided in the written notice and necessary to conduct such business shall be transacted.

5.4 PROPERTY

No lands or buildings shall be purchased, sold or mortgaged, and no buildings shall be erected or extended by or for the congregation without the consent of at least two-thirds of the voting members present at a Congregational Meeting expressly called for such purpose.

5.5 QUORUM

A quorum of twenty percent of the voting membership, as certified by the Clerk, shall be present at the beginning of a meeting, except as noted in Article 15.1.

5.6 MAJORITY VOTE

At any meeting of the Congregation, a majority of the votes cast shall be sufficient to approve business transactions, except as otherwise specified in these bylaws. Only voting members as defined by Paragraph 3.2 may vote.

5.7 PARLIAMENTARY AUTHORITY

5.7.1 Robert's Rules of Order

The rules contained in Robert's Rules of Order Revised shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Church.

5.7.2 Parliamentarian

The Chairperson of any Congregational Meeting may appoint a Parliamentarian.

**ARTICLE 6
OFFICERS**

6.1 ELECTION OF OFFICERS

The officers of the Church shall consist of six voting members elected by ballot at an annual meeting with terms and term limits as shown in Table 6-1. They shall take office after the meeting at which they are elected, and shall serve until the end of their terms and until their successors are elected.

Table 6-1. Elected Church Officers Terms and Term Limits

Office	Term	Maximum Consecutive Terms	Maximum Total Years
President	First term = 2 years, subsequent terms = 1 year each	3	4
Vice-President	1 year	4	4
Treasurer	2 years	6	12
Clerk	2 years	3	6
Assistant Treasurer #1	2 years	3	6
Assistant Treasurer #2	2 years	3	6

6.2 PRESIDENT

The President shall preside at all meetings of the Board of Trustees and of the Congregation, shall be, *ex officio*, a member of all committees except the Nominating Committee and any search committee, and shall represent the Church on all appropriate occasions.

The President, and the Treasurer, shall both sign all leases, deeds, contracts, and promissory notes, as authorized by the Church Membership or the Board of Trustees. The authority to sign contracts is delegate to committee chairs when spending their approved budgets. Additional authority to sign contracts may be delegated.

6.3 VICE PRESIDENT

The Vice-President shall, in the event of the temporary absence or disability of the President, perform all the duties of that office. Should the office of President become permanently vacant, the Vice-President shall become President, and a new election for a 2-year Presidential term shall be held at the next Annual Meeting. The board shall appoint a new Vice-President if that office becomes vacant for any reason.

6.4 TREASURER

The Treasurer shall be responsible for

- Monitoring the financial performance of the church’s operations and investments to ensure compliance with the church’s governance policies
- Training and advising the members of the Board of Trustees on the financial trends, health of the church’s operations, and monitoring reports
- Providing financial modeling and perspective for the Board’s goal setting and strategic planning
- Preparing the annual budget for the church, in cooperation with the Executive Director
- Managing the income, expenses, and cash flow of the church in accordance with the annual budget and the church’s governance policies

- Assisting the Executive Director in preparing financial reports

6.5 CLERK

The Clerk shall keep minutes of Congregational Meetings and Board of Trustees meetings, and shall issue the notice of such meetings.

The Clerk, in cooperation with the Minister, shall be responsible for maintaining a register of members and voting members of the Church, with the dates of their admission, and other pertinent facts. The Clerk is responsible for determining when modifications should be made to the membership records.

6.6 ASSISTANT TREASURERS

The Assistant Treasurers shall assist the Executive Director and the Treasurer in maintaining the financial records of the Church.

6.7 BONDS

The President, Vice-President, Treasurer, and Assistant Treasurers shall be bonded at the expense of the Church.

6.8 AUTHORITY TO EXPEND CHURCH FUNDS

The President, Treasurer, and Assistant Treasurers shall have signature authority to sign for church funds.

**ARTICLE 7
BOARD OF TRUSTEES**

7.1 GOVERNING BODY OF THE CHURCH

The governing body of the Church shall consist of a Board of Trustees elected by the Congregation as provided in Article 5. The Board of Trustees shall consist of the President, Vice-President, Treasurer, Clerk, and nine members-at-large.

The Minister shall be a non-voting member of the board.

The immediate Past President may serve as a non-voting, advisory member of the Board of Trustees for one year after leaving office.

7.2 MEMBERS-AT-LARGE

Members-at-large are divided into three classes, designating different election years in a three-year rotation, as shown in Table 7-2. All members within one class shall be elected by ballot at each Annual Meeting for a term of 3 years. In addition, a member may be elected out of sequence to a partial term in a class in order to fill a vacancy (see Paragraph 7.6).

Table 7-2. Board of Trustees Elected Members-At-Large

Class	Board Position	Election Year within the Rotation
1	Members-At-Large #1, 2, & 3	1 st
2	Members-At-Large #4, 5, & 6	2 nd
3	Members-At-Large #7, 8, & 9	3 rd

Members-at-large must be voting members of the Church. They shall take office after the meeting at which they are elected, and shall serve until the end of their terms and until their successors are elected.

No member-at-large may serve in that office for more than seven consecutive years, including both complete and partial terms, nor be elected to a term which he or she is ineligible to complete.

No member-at-large shall move between classes while serving in that office. With the exception of the Assistant Treasurers, an officer of the Church shall not simultaneously be member-at-large, nor be elected or appointed member-at-large for one year after the expiration of that officer's term.

7.3 TRUSTEES INELIGIBLE FOR RE-ELECTION

No Trustee (Officer or Member-At-Large) shall be eligible for re-election for the same position for a period of one year after expiration of his or her term limits.

7.4 REMOVAL

Any Trustee may be removed from office by a two-thirds vote by paper ballot at any Congregational meeting, providing the proposal is on the published agenda of the meeting.

7.5 BOARD OF TRUSTEES MEETINGS

The Board of Trustees shall hold at least four meetings during the church year. A quorum shall consist of eight Trustees. Meetings shall be publicly announced and open to members of the Congregation except when the Board of Trustees may decide by majority vote to go into executive session.

7.6 VACANCIES

In the event of a vacancy in any elected office or position that cannot be filled by the succession rules in the bylaws, the Board of Trustees may designate a successor to serve until the next Annual Business Meeting following the vacancy. If the term of the person who vacated the office is unexpired at the time of the Annual Business Meeting, the Church Membership shall elect a successor to serve for the remainder of the term.

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

- Ceases to be a voting member of the Church, or,
- Resigns, in writing, from the position, or,
- Fails to fulfill the requirements of that position and receives written notice of such failure from the Board of Trustees, or
- Has three consecutive unexcused absences from Board of Trustees meetings.

ARTICLE 8 NOMINATIONS AND ELECTIONS

8.1 NOMINATING COMMITTEE MEMBERSHIP

The Nominating Committee shall consist of six members. Two members shall be appointed by the Board of Trustees from its own membership to serve for one year. The other four members shall be elected by the Church at its Annual Business Meeting to staggered three-year terms such that one or two terms expire each year. No member, elected or appointed, may serve more than six consecutive years, including partial terms.

All Nominating Committee members must be voting members of the church. No member of the Nominating Committee may be a candidate for elected office prior to the expiration of the member's

term on the Nominating Committee unless nominated from the floor.

The Nominating Committee shall choose its own chairperson from among its elected members.

Any vacancy on the Nominating Committee shall be filled for the unexpired term by the Board of Trustees.

8.2 NOMINATIONS

8.2.1 Annual Election Nominations

The Nominating Committee shall present to the Church Membership at the Annual Business Meeting nominations for Officers, At-Large Members of the Board of Trustees, Financial Records Review Committee members, Trustees and Treasurer of the Nashua Cemetery Association, and Nominating Committee members. The committee's report of said nominations shall be submitted to the Clerk for inclusion with the notice of the Annual Business meeting.

Voting Members of the Church shall also have the opportunity to make nominations from the floor at the Annual Business Meeting.

8.2.2 Voting Members' Requirements

All nominees shall be voting members of the Church and shall have consented to their nomination.

8.3 ELECTIONS

A majority vote of those voting members present shall determine the election. If there is more than one candidate for an office, the election shall be by secret ballot.

ARTICLE 9 MINISTER

9.1 RELIGIOUS AND ADMINISTRATIVE ACTIVITIES

The Minister is the spiritual leader of the Church. The Minister shall enjoy the right of free expression in the pulpit, and shall share responsibility with the Board of Trustees for the Church's spiritual, interpersonal, and communal interests and concerns. In consonance with Paragraph 4.3, the Minister shall provide administrative supervision of the Church in collaboration with the Board of Trustees.

9.2 MEMBER OF BOARD OF TRUSTEES

The Minister shall be a member, ex-officio and without vote, of all committees of the Church, except the Nominating Committee. The Minister shall present to the Board of Trustees any matter requiring its attention. The final decision on matters of policy shall remain with the Board or with the Church membership.

9.3 ELECTION OF CALLED MINISTER

The Minister shall be called by the Church only with the consent of at least two-thirds of the voting members present at a Congregational Meeting called expressly for such purpose.

9.4 ELECTION REQUIREMENTS

The Minister, when called, shall be required to hold Fellowship or Preliminary Fellowship with the Unitarian Universalist Association.

9.5 EMPLOYMENT TERMS AND REMOVAL

The Minister shall be employed for an indefinite term. A notice of desired termination must be given in

writing by either party at least 90 days in advance. On the part of the Church, such a written notice must be ordered by the consent of at least two-thirds of the voting members present at a Congregational Meeting called expressly for such purpose. Such a vote may not be taken again for six months.

9.6 PULPIT VACANCY

Should the pulpit become vacant, the Board of Trustees shall define and initiate the process of searching for a new minister, in light of the recommendations of the Unitarian Universalist Association. An interim minister may be employed by a two-thirds vote of the Board of Trustees and shall have the same responsibilities and authority as a called minister. An interim minister may not serve for more than two years. An Interim Minister may be removed by a majority vote of The Board of Trustees at a special meeting called for this purpose.

9.7 EXECUTIVE DIRECTOR ABSENCE

In the absence of a called or interim minister, the Board of Trustees shall appoint a voting member of the Church to exercise the duties and responsibilities of the Executive Director

ARTICLE 10 NASHUA CEMETERY ASSOCIATION

10.1 ASSOCIATION MEMBERSHIP

The Nashua Cemetery Association comprises a board of three trustees and a treasurer, all of whom shall be voting members of the Church.

10.2 TRUSTEE REQUIREMENTS

Trustees shall serve three-year terms, the treasurer being elected at every third Annual Meeting, and one trustee being elected at each Annual Meeting. The Board shall elect a chairperson from their members to serve a one-year term. No chairperson may serve more than three consecutive terms. All trustees and the treasurer shall have an equal vote. No term limits are imposed on the trustees or treasurer, and they shall serve until their successor(s) are elected.

10.3 ASSOCIATION FUNDS MANAGEMENT

The treasurer shall be responsible for receiving, holding, managing, and investing all funds of the Association and for applying those funds to the care and maintenance of the Cemetery. For convenience, the Cemetery Association's funds may be invested with the Church funds and managed by the Investment Review Committee. The treasurer shall also make an annual report at the Annual Meeting of the Church.

ARTICLE 11 INVESTED FUNDS

11.1 CONTROL OF INVESTED FUNDS

The Board of Trustees shall control all funds of the Church. The Board of Trustees shall have the power to invest, reinvest, distribute, and expend the principal and income of said funds, subject only to such restrictions as may have been imposed by the donors.

11.2 DELEGATION OF INVESTMENT AUTHORITY

The Board of Trustees may delegate the power of investment and re-investment to any national bank or

trust company on an indenture of trust. The Board of Trustees may employ such custodians as it sees fit and maintain one or more custodial and advisory accounts, in which case the duty to control investments and re-investment remains with the Board of Trustees.

11.3 INVESTED FUNDS COMMITTEE

The Board of Trustees may appoint an investment committee, from the voting members of the church, to act as liaison with the trustees and custodians selected by the Executive Board, and to review the performance of said trustees and custodians.

ARTICLE 12 FINANCIAL RECORDS REVIEW COMMITTEE

The Financial Records Review Committee shall consist of two voting members elected to staggered two-year terms by majority vote of those voting members present at the Annual Business Meeting of the Church. This committee shall review the annual statements of the Treasurer of the Church together with any additional financial records of the Church supporting said statement that it deems necessary. It shall report on its review to the membership at the Annual Business Meeting.

ARTICLE 13 AFFILIATED GROUPS AND ACTIVITIES

13.1 AFFILIATED GROUPS

An Affiliated Group of the Unitarian-Universalist Church of Nashua is a not-for-profit group or organization that: (1) is aligned with Mission, Vision, and Purposes of the church, (2) provides an outreach service to the community, (3) has a governing board or committee that is independent of the church (meaning not the responsibility of or under the supervision of the Board of Trustees or Executive Director), and (4) whose budget and financial management are also independent of the church.

Examples of Affiliated Groups are White Wing School and Simple Gifts Coffee House.

13.2 BENEFITS AFFORDED AFFILIATED GROUPS

At the church's sole discretion, an Affiliated Group may receive support from the church, such as use of the church's facilities and other resources, financial support, publicity, or other items agreed upon and appropriately budgeted.

13.3 DESIGNATION OF AFFILIATED GROUPS

A group meeting the criteria of Paragraph 13.1 may request that it become an Affiliated Group of the church. The Minister/Executive Director shall review any such request and make a recommendation to the Board of Trustees, identifying the benefits and support to be provided by the church. The Board of Trustees has the authority to designate a group or organization as an Affiliated Group, as well as the authority to remove such designation.

ARTICLE 14 AMENDMENTS

14.1 AMENDMENTS

These Bylaws may be amended at any Congregational Meeting by a two-thirds vote of the voting

members present, provided that the text of the proposed change has been posted on the Church Web site and at the main door of the Church for two Sundays immediately prior to the meeting and announced at the two Sunday services immediately prior to the meeting.

14.2 PROPOSED AMENDMENT PROCEDURE

The Board of Trustees, acting for itself, may submit to the Congregation any proposed amendment to these bylaws. The Board of Trustees shall submit to the Congregation any amendment proposed by a petition signed by at least 30 voting members of the Church.

ARTICLE 15 DISSOLUTION AND DISTRIBUTION OF ASSETS

15.1 DISSOLUTION OF CONGREGATION

This congregation may only be dissolved by the consent of at least three-fourths of voting members present at a Congregational Meeting called especially for this purpose. The quorum for such a meeting shall be 50 percent of the total voting membership.

15.2 ASSET DISTRIBUTION

Upon dissolution, any net assets of this congregation shall be transferred to the Unitarian Universalist Association and the Northern New England District of the Unitarian Universalist Association or their successor organizations. This transfer is to be made in full compliance with whatever laws are applicable. The proportions of this distribution shall be decided at the Congregational Meeting called to dissolve the congregation.

15.3 RECORDS DISTRIBUTION

Upon dissolution, historical records of the Church shall be transferred to the Unitarian Universalist Historical Society or the Nashua Historical Society or their successor organizations as appropriate.