

BYLAWS

For

The Unitarian Universalist Church Of Nashua, New Hampshire

Adopted June 10, 2010

Revised June 6, 2013

Revised July 1, 2016

Revised July 1, 2017

CHANGE HISTORY

EFFECTIVE DATE	CHANGE SUMMARY
June 10, 2010	Major revision adopted by congregational vote.
June 6, 2013	Para 3.2, change to requirements for Voting Member status. Para 4.3, change to increase authority of the Minister. Para 7.1, 7.2, & 7.5, reduced the Board of Trustees from 13 to nine members. Para 9.3, increased the percentage of voting members required to call a Minister. Para 11.3, changed Executive Board to Board of Trustees.
July 1, 2016	Para 3.1 & 3.2, change to age requirements for Members and Voting Members Para 4.1, 4.2 & 4.3, major revisions to Congregation, Board & Minister authority Para 4.4, new paragraph replacing previous para 6.7 & 6.8, now deleted Para 4.5, new paragraph replacing text from para 6.2, now deleted Para 4.6, previously paragraph 4.4, clarified Cemetery board & treasurer authority Para 5.1, changed Church fiscal year; effective retroactively on 06/01/2016 Para 5.2, clarified Annual Meeting posting requirements Para 6.1, changed number of officers to four; deleted Asst. Treasurers from Table Para 6.2, clarified full (voting) ex officio membership; deleted text now in para 4.5 Para 6.3, removed vacancy contingency; already covered in para 7.6 Para 6.4, clarified roles and responsibilities of the Treasurer Para 6.6, 6.7 & 6.8, deleted in their entirety; 6.7 & 6.8 now covered in para 4.4 Para 7.1, deleted Minister's ex officio membership; now covered in para 9.2 Para 9.1, strengthened Minister's administrative supervision role Para 9.2, clarified Minister's non-voting ex officio role Para 10.1, added a fourth trustee to the Cemetery Association board Para 10.2 & 10.3, clarified roles of Cemetery Association treasurer and board Para 13.1, eliminated White Wing School as example of an Affiliated Organization
July 1, 2017 (adopted June 2016)	Para 6.1, changed term limits for Officers of the Church Para 7.2 & 7.3, changed and clarified Board Member term limits
July 1, 2017 (proposed June 2017)	Para 1.1 and title: Change name to remove hyphen Para 1.2, simplified and generalized relationship with UUA Para 1.2, remove "aid in the establishment of UU churches"; that is a board policy decision Para 2, referenced UUA purposes and principles rather than copying them Para 3.1, add "Affirmation of Inclusion" Para 3, replace "Voting Member" with "Member" Para 3.2, rework requirements into a list and add "requirements as established by church policy" Para 3.3.1, rework so Clerk oversees and reports membership changes Para 3.3.1, allow former members to rejoin more easily Para 3.3.2, Treasurer no longer part of membership review Para 3.3.3, add a removal for cause section Para 4.3, remove reference to the preschool (affiliated organization no longer a

	<p>bylaws function)</p> <p>Para 5.2, 5.3, adjust time requirements for posting of meeting and for holding a petitioned special meeting in order to be consistent</p> <p>Para 5.3, clarify wording of written notice requirement for special meeting</p> <p>Para 6.5, Clerk “certifies” rather than “is responsible for” member register, and “reports” rather than “determines” changes made.</p> <p>Para 8.2.2, change title from “Voting Member” to “Nominee” Requirements</p> <p>Para 9.6, modify awkward wording</p> <p>Para 9.7, add “prolonged” to absence paragraph</p> <p>Para 11.2, update to include modern financial institutions</p> <p>Para 11.2, former para 11.3 (Invested Funds Committee) merged with 11.2. Board is not required to have an invested funds committee, but if it does the requirements formerly in 11.3 hold.</p> <p>(Former Article 13, Affiliated Groups, is deleted)</p> <p>(Changes throughout to change “Voting Members” to “Members” or other equivalent rewording.)</p> <p>(Minor word changes throughout for clarify)</p>
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**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 (UUA), as well as its appropriate district or region.

**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 Purposes and Principles of the UUA.

**ARTICLE 3
MEMBERSHIP**

3.1 Affirmation of Inclusion

We welcome all to share in the life, leadership, ministry, fellowship, worship, responsibilities, blessings, and joys of our Church’s life. Membership in this Church is open to all persons regardless of race, color, sexual or affectional orientation, gender, gender identity or expression, sex, range of abilities, religious heritage, level of education, marital status, family structure, socioeconomic status, ethnicity, national origin, or citizenship.

3.2 MEMBERS

Any person sixteen years of age or over who is in sympathy with the purposes of this Church as stated in Article 2 shall be deemed a member of the Church after a) subscribing to the bylaws of this Church by signing the Church Membership Register, b) submitting a pledge form, c) making a financial commitment of record to the Church’s operating budget during the present or preceding Church fiscal year and d) satisfying any further requirements as established by church policy. To vote in a Congregational meeting or election, a person must have been a member for 60 consecutive days immediately preceding such congregational meeting or election, unless the waiting period is waived by a vote of the Congregation at the beginning of such meeting.

3.3 MAINTAINING MEMBERSHIP

3.3.1 Removal from Membership

A member who ceases to meet the criteria for membership as stated in Paragraph 3.2, and who has not

responded to a communication from the Church shall, upon report by the Clerk at any Annual Meeting, be removed from membership. A member may have his or her name removed from the membership list by notifying the Clerk. Prior members removed from membership for conditions listed above may resume membership and immediate voting privileges by satisfying the requirements for membership in Paragraph 3.2.

3.3.2 Certification of Membership Status

Before any congregational meeting, the Clerk, and the Minister, shall review the membership list to identify and report the status of all members, and changes thereof. The latest list of members, certified by the Clerk, shall be made available to members at least ten days prior to each Congregational meeting.

3.3.3 Removal For Cause

A member may be removed for cause only by vote from both the Board of Trustees and the Congregation, such removal to be effective immediately following the last of these two votes.

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 membership of the Church. The Congregation shall function as a legally constituted body at its annual and special meetings and exercise its authority by vote in accordance with Article 5. The Congregation shall elect the Board of Trustees and its officers, the Nashua Cemetery Board of Trustees including its Treasurer, the Nominating Committee, the Financial Records Review Committee and other special committees as needed. The Congregation also has the authority to ratify amendments to these Bylaws in accordance with Article 13, to authorize the purchase, sale, conveyance or encumbrance of land or buildings in accordance with Article 5, and to call its Minister in accordance with Article 9. Following recommendation by the Board of Trustees, the Congregation has final authority to approve annual Church Budgets. Other authorities not cited in this paragraph but granted to the Congregation elsewhere in these Bylaws are also conferred upon the Congregation.

4.2 BOARD OF TRUSTEES' AUTHORITY

The Board of Trustees (the "Board", capitalized) represents the interests of, owes its fiduciary duty to, and exercises its authority on behalf of the Congregation. The Board of Trustees has the authority to articulate the Mission and Vision (Ends) of the Church; to set Church policies; and to monitor, assess and enforce the implementation of those policies. The Board provides general supervision over the Minister/Executive Director, conveys operational authority to the Executive Director, and establishes the policy limitations on the Executive Director's authority consistent with the Church's mission and vision, the laws of the state of New Hampshire and these Bylaws. The Board has the authority to establish compensation and benefits offered to the Minister/Executive Director. The Board has the authority to recommend the annual Church budget to the Congregation for their approval. Other authorities not cited in this paragraph but granted to the Board elsewhere in these Bylaws are also conferred upon the Board.

4.3 MINISTER'S AUTHORITY

The Minister shall serve as the Executive Director of the Church and shall, within the limits of Church policy, exercise the operational and financial authority conveyed by the Board to achieve the Mission and Ends of the Church and to meet the Board's documented expectations for overall Church performance. The Minister shall supervise the staff of the Church, and may hire and terminate staff within the guidelines set forth in the Church's Personnel Manual. The Minister is authorized to prioritize the use of Church resources and to prepare and present an annual budget for recommendation by the Board and approval by the Congregation.

4.4 AUTHORITY TO SPEND CHURCH FUNDS AND BONDING

The Executive Director, President, and Treasurer shall have signature authority to sign for Church funds, subject to policy limitations. Additional authority to sign for Church funds may be delegated by the Executive Director, subject to approval by the Board of Trustees. All those granted the authority to sign for Church funds, including those delegated such authority, shall, at the expense of the Church, be bonded.

4.5 AUTHORITY TO SIGN LEASES, DEEDS AND CONTRACTS

The President and the Treasurer shall both sign leases, deeds, contracts, and promissory notes, as authorized by the Congregation or the Board of Trustees. This signature authority can be delegated subject to policy limitations.

4.6 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 board of trustees has the authority to decide how Association funds are to be expended and to make such contracts and other arrangements as necessary to achieve these purposes. The Nashua Cemetery Association treasurer shall have authority to sign for Association funds and contracts, but must exercise that authority in accordance with the decisions made by the Nashua Cemetery Association board. This signature authority may be delegated subject to approval by the Cemetery Association board.

ARTICLE 5 CONGREGATIONAL MEETINGS

5.1 CHURCH YEAR

The fiscal year of the Church shall be from July 1 through June 30.

5.2. ANNUAL MEETING

The Annual Meeting of the Church shall be held in Nashua within four weeks prior to 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 six weeks prior to the meeting. Notice of all Congregational Meetings shall be posted on the Church Web site and at the Sanctuary 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 sent directly 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. Furthermore, a special meeting must 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 Members. In addition to the other notification methods stipulated in Paragraph 5.2, such special meeting also requires that written notice stating the meeting's purpose shall be mailed to all 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 members present at a Congregational Meeting expressly called for such purpose.

5.5 QUORUM

A quorum of twenty percent of the membership, as certified by the Clerk, shall be present at the beginning of a meeting, except as noted in Paragraph 14.1.

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 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

There shall be four officers of the Church, each of whom shall be a member as defined in Paragraph 3.2, and each of whom shall be elected by ballot at an annual meeting or appointed by the Board in accordance with Paragraph 7.6, with terms and term limits as shown in Table 6-1. Partial terms at the beginning of an officer's tenure shall not count toward the maximum consecutive terms allowed for each officer. The officers of the Church serve as members of the Board of Trustees and, as such, are also subject to overall term limitations cited in Paragraph 7.3. When elected by the Congregation at an Annual Meeting, an officer's term shall begin on the first day of the Church fiscal year following the Annual Meeting and shall conclude on the last day of the Church fiscal year at the end of the term. If, for any reason, a new officer is not elected to succeed an officer at the end of his/her term, the previous officer shall continue to serve the post in an acting capacity until a successor is elected. .

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

Office	Term	Maximum Consecutive Terms
President	First Term = 2 years, Subsequent Term = 1 year	2
Vice-President	1 year	3
Treasurer	2 years	3
Clerk	2 years	3

6.2 PRESIDENT

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

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.

6.4 TREASURER

The Treasurer shall be responsible for:

- Assisting the Board in monitoring the financial performance of the church’s operations and investments to ensure compliance with the church’s governance policies
- Advising the members of the Board of Trustees on the financial trends, health of the church’s operations, and monitoring reports
- Providing perspective for the Board’s goal setting and strategic planning
- Offering financial insight to the Executive Director and staff when requested.

The Treasurer shall be a full member, ex officio, of the Invested Funds Committee, if established by the Board in accordance with Paragraph 11.2.

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 shall certify a register of members of the Church. The Clerk shall make a report of the changes in membership at each annual meeting.

**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 five members-at-large for a total of nine members.

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

Each full term for a Member-at-Large shall be two years. Member-At-Large terms shall be staggered so that two or three members are elected or re-elected each year. As members of the Board of Trustees, Members-at-Large are subject to the term limitations set forth in Paragraph 7.3. An Officer of the Church shall not simultaneously be a Member-at-Large. Members-at-large must be members of the Church. When elected by the Congregation at an annual meeting, their term shall begin on the first day of the Church fiscal year following the annual meeting and shall conclude on the last day of the Church fiscal year at the end of the term.

7.3 TRUSTEE TERM AND ELECTION ELIGIBILITY LIMITS

Continuous tenure on the Board of Trustees (Officers and Members-at-Large) shall be limited to six years excluding any partial term at the beginning of a member's tenure. The only exception shall be that if the tenure limit is reached while a member is currently serving as President, or after the member has been elected to serve a first term as President, that member may complete all terms as President in accordance with Table 6-1. No Trustee (Officer or Member-At-Large) shall be eligible for re-election for a period of five years after leaving the Board.

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 five 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 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 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 an appointee of 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.

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

8.2.2 Nominee Requirements

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

8.3 Elections

A majority vote of those 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.

9.2 MEMBER OF BOARD OF TRUSTEES

The Minister shall be a non-voting member, ex officio, of the Board of Trustees. 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 ninety percent of the 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 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.

Employment of an interim minister requires a two-thirds vote of the Board of Trustees. An interim minister shall have the same responsibilities and authority as a called minister. An interim minister may not serve for more than two years. Removal of an Interim Minister requires a majority vote of The Board of Trustees at a special meeting called for this purpose.

9.7 EXECUTIVE DIRECTOR ABSENCE

In the case of a prolonged absence of a called or interim minister, the Board of Trustees shall appoint a 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 four trustees and a treasurer, all of whom shall be members of the Church.

10.2 TRUSTEE REQUIREMENTS

Trustees shall serve three-year terms, the treasurer being elected at every third Annual Meeting, and at least one trustee being elected at each Annual Meeting. The Cemetery Association board shall elect a chairperson from their members to serve a one-year term. No chairperson may serve more than three consecutive terms. All Nashua Cemetery Association board members shall have an equal vote on all matters considered by the board, and all board decisions require a majority 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 implementing the will of the Cemetery Association board with regard to receiving, holding, managing, investing, and applying funds of the Association to serve the interests of the Cemetery, including its care, maintenance and security. For convenience, the Cemetery Association's funds may be invested with the Church funds and managed by the Invested Funds Committee. The treasurer shall 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

If the Board of Trustees decides to delegate all or part of its authority to invest and re-invest Church funds, it must do so to a Board-selected individual or committee comprised entirely of members of the Church. If the Board of Trustees, or such individual or Committee chooses to use a custodian other than themselves to manage the funds, it must use a reputable financial institution that offers investment advisory services commensurate with the amount of church funds to be managed.

**ARTICLE 12
FINANCIAL RECORDS REVIEW COMMITTEE**

The Financial Records Review Committee shall consist of two members elected to staggered two-year terms by majority vote of those 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
AMENDMENTS**

13.1 AMENDMENTS

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

13.2 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 members of the Church.

**ARTICLE 14
DISSOLUTION AND DISTRIBUTION OF ASSETS**

14.1 DISSOLUTION OF CONGREGATION

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

14.2 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.

14.3 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.