

**Summary of Recommended By-laws Changes  
For PUUC  
From PUUC By-laws Committee  
Draft 1/5/16, with Board input**

**Article I, Section 1, Name:**

Include (Unitarian Universalist) in the name so it reads:  
The Congregational Society (Unitarian Universalist) in Peterborough, NH.

**Article III, Membership**

Section 1: Any person in sympathy with the purpose and philosophy expressed herein and who is willing to assume the responsibilities of participation, including making an annual financial contribution of record, and who has reached the age of sixteen (16) may become a member of the Society by signing the membership book in the presence of the congregation, or in the presence of the Secretary, the Society's Minister, or a designated member of the Governing Board (hereinafter the Board).

New Section 2: Life Member status may be granted to members who have been active for an extended period of time, and who are no longer able to participate actively due to advanced age, health, or disability. Such members shall be exempted from the requirement to make an annual financial contribution and shall retain all rights of membership, including full voting privileges. Granting of this status shall be considered at the recommendation of the Minister or the Board and approved by the Board.

Section 2: (new Section 4); rather than identifying the Membership Committee as responsible for maintaining and updating church records, identify the Board or its designee. Members who have not met the requirements of membership shall be contacted, and if their intent cannot be determined, shall be moved to the inactive rolls; with reinstatement upon request to the Minister, Secretary or Board and fulfillment of requirements of membership (eligible for voting privileges 90 days later).

**Article IV, Meetings of the Society**

Section 1: Remove the specificity of another May date should the Board decide another date (other than one in May) is required in any given year for the Annual Meeting.

Section 2: Replace the "Personnel Committee" from being present at the Budget Hearing, since we do not currently have an active Personnel Committee. Replace the term, "Budget Committee" with the term "Finance Committee."

Section 3: Specify that the Board will call a special meeting within two months of receipt of a qualifying petition letter from at least 20% of the membership qualified to vote.

Section 4: Reserve the right to speak at meetings of the Society to active and life members, and allow the moderator to ask those qualified to vote to allow others to speak to a specific issue if that is their will. Remove proxy voting from this section.

New Section 5: Members eligible to vote at Society meetings may vote by being present at the meeting. No proxy votes shall be allowed. Absentee ballots, if allowed by the Board in specific circumstances, shall be on such form as may be stipulated by the Board and shall be processed for consideration in such manner as may be prescribed by the Board. If the Board decides absentee ballots are to be allowed for a given meeting, such decision must be included in the notice of meeting.

Section 6 (new Section 7): notice of the Annual meeting will be mailed or emailed.

## **Article V: Annual Report**

The By-laws Committee does NOT recommend repeating the definition of the fiscal year here; it is clearly stated in Article VIII.

## **Article VI: Officers and Elections**

Section 1: Define Board size at 7;  
Rename Trustees of Trust Funds “Trustees of Investment Funds”

Section 3: One at-large member will be elected each year.

Section 4: Rename Trustees of Trust Funds as above in Section 1

New Section 9: Process for Removal of Officers

New Section 10: (the current Section 9)

## **Article VII: Duties of Officers and Trustees of the Trust Funds (investment funds)**

Section 3: The Clerk becomes the Secretary

Section 4: The Treasurer or his or her designee

Section 5: Trustees of the Investment Funds

## **Article IX: The Minister**

Section 1: Remove this section stating the intent of PUUC is to have a minister

Current Section 2 (new Section 1): Add a requirement of a 90% vote (of a 40% quorum of voting members) to call a minister.

New Section 2: The Minister shall be Chief of Staff including hiring and firing in consultation with the Board and according to society personnel policy. (This will be voted together with a recommendation on that specific policy so everyone is clear on the process).

Current Section 3: Regarding voting the minister's package at the Annual Meeting; remove this section, it is covered in that the budget is voted at the annual meeting, and that includes the minister's package.

New Section 3: Termination: The minister may resign in writing at any time giving 90 days' notice (this replaces the current section 6, which should be removed). A vote of not less than  $\frac{3}{4}$  of the voting members and a 40% quorum of voting members is required (in order to match the requirement for termination of a member - Article III, Section 4). This replaces the current Section 7, which should be removed.

Add to this section: Unless the Minister shall agree otherwise, he/she shall receive compensation until the effective date of the termination or 90 days after the date of the meeting on which it was voted, whichever occurs later.

Current Section 4: Remove this section saying the minister's tenure shall be considered indefinite. This is no longer understood to be realistic.

Current Section 5: Remove this section specifying the minister's duties. These should be specified in the letter of agreement worked out by the Board (or its designee) and the particular minister in question).

## **Article X: Standing Committee (Governing Board)**

Section 1, d.: Remove the 2-month notice requirement for changing the timing of Board meetings. The quorum should be redefined as 5 people.

Section 1, i.: Have an external financial professional review the books annually, appointed by the Board or its designee.

Section 3: Any action required or permitted to be taken at a Board meeting may also be taken without holding a Board meeting if the majority of the Board members so consent. A percentage vote in the affirmative to enact such action would be required as if the vote were held in a regular meeting. Non-meeting voting may be either by written correspondence or by electronic means such as teleconference or by email. All votes and abstentions on any such action shall be documented and submitted to the Board President or Secretary and shall be recorded in the minutes of the subsequent regular Board meeting.

## **Article XI: Other Committees**

Section 3: Remove this section defining the Committee on the Ministry; the congregation's needs and purposes for such a committee will change with its mission, vision, goals, and minister.

## **Article XII: Use of the Church**

Section 1: Remove this article; this issue belongs in the procedures manual; not the by-laws.

## **NEW Article XIV: Dissolution**

This article is required by law (IRS and State of New Hampshire). After Society debts are paid, its funds may be distributed in compliance with the exempt purposes of the Society or distributed to an organization as defined in the IRS code (which could, for example, be the town of Peterborough for the maintenance of the building), with first consideration going to the advancement of the Unitarian Universalist faith.