

The Congregational Society (Unitarian Universalist)  
in Peterborough, NH

# Constitution and By-Laws

October 1999; revised May 2007, March 2016, June 2020

## **ARTICLE I: NAME**

Section 1. The legal name of this Society is The Congregational Society (Unitarian Universalist) in Peterborough, NH.

## **ARTICLE II: PURPOSE AND PHILOSOPHY**

Section 1. This Society is a congregation of people who wish 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 in 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.

The living tradition which we share draws from many sources:

- Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to the renewal of the spirit and an openness to the forces which create and uphold life
- Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion and the transforming power of love
- Wisdom from the world's religions which inspires us in our ethical and spiritual life
- Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves
- Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit
- Spiritual teachings of the earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

Section 2. Membership in the Society does not connote either avowal or denial of any specific tenet of theology or social theory beyond those specifically stated in Section 1.

## **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 Society's 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). Membership is open to all qualified persons regardless of race or ethnicity, gender, gender identity, sexual orientation, marital status, or mental or physical abilities.

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 3. The right to vote on all matters before the Society is granted to persons who have been members of the Society for at least ninety (90) days.

Section 4. The Board or its designee shall review and update the membership records of the Society at least annually. A member may terminate membership by submitting a letter of resignation to the Secretary, the Minister or the Board. Members who have not met the requirements of membership in the Society shall be contacted by the Board or its designee to determine their intent with respect to membership in the Society. If membership requirements are not met or such intent cannot be determined, member names shall be moved to the inactive membership rolls; however, any former active member may be reinstated upon request to the Minister, Secretary or Board upon fulfillment of the responsibilities of participation as outlined in Article 3, Section 1, and voting privileges reinstated after ninety (90) days.

Section 5. The membership of any person may be terminated by a three-fourths (3/4ths) vote of the members present and voting at a meeting of the Society provided that:

- a) the quorum for such a meeting shall be forty percent (40%) of the active members of the Society who are qualified to vote
- b) the call for the meeting shall have stated that a question of termination of membership is to be considered and the reasons for the termination, and
- c) the person whose membership is to be voted on shall have been notified in writing by the Board not less than thirty (30) days in advance of the call for the meeting, and
- d) the person whose membership is to be voted on has the opportunity to address the meeting.

Section 6. A person whose membership has been terminated shall receive a letter from the Secretary including

- a) the minutes of the meeting
- b) an explanation of the extent to which and under what circumstances the person may and may not participate in the life of the Society, and
- c) when or under what circumstances the person may reclaim membership in the Society.

Section 7. No person whose membership has been terminated may vote at any meeting or hold elected or appointed office in the Society.

#### **ARTICLE IV: MEETINGS OF THE SOCIETY**

Section 1. The Annual Meeting of the Society shall be held in May for the election of officers, consideration of a budget for the ensuing year, and the transaction of such other business as is stated in

the call for the meeting. If the Board finds reason to change the date of the Annual Meeting, it may, in the call for the meeting, appoint another time for the Annual Meeting.

Section 2. A Budget Hearing shall be held no less than three weeks before the Annual Meeting in order to provide an opportunity for open discussion of the budget. The Finance Committee and Board shall present the recommended budget on which the congregation will vote at the Annual Meeting.

Section 3. A Special Meeting of the Society may be called at any time by the Board. A Special Meeting shall be called if a written request for one, stating the business to be acted upon and signed by at least twenty percent (20%) of the members of the Society who are eligible to vote, is received by the President or by the Secretary. The board will schedule the Special Meeting within two months of receipt of the letter.

Section 4. The right to speak and to vote at meetings of the Society shall be reserved to active and life members. However, the moderator may call for a vote to allow others present to speak to a specific issue.

Section 5. All of those voting must be present; no proxy votes shall be used. Absentee ballots shall be allowed at the discretion of the Board on a meeting-by-meeting basis, shall be on a form stipulated by the Board, and shall be processed for consideration in a manner 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. At meetings of the Society twenty percent (20%) of the members qualified to vote shall constitute a quorum except where specified otherwise elsewhere in these by-laws.

Section 7. Notice of the Annual Meeting and of any special meeting of the Society shall be posted conspicuously in the Society's meetinghouse two weeks prior to the date of the meeting and shall be mailed or emailed to all members not less than seven (7) nor more than fourteen (14) days prior to the meeting. Such notice shall contain at least the date, time, place of the meeting and the business to be considered.

#### **ARTICLE V: ANNUAL REPORT**

Section 1. An Annual Report of the Society shall be available to members as of November 30 of each year. It shall contain reports from the Board, the Minister, the Trustees of Investment Funds, the Treasurer and such other reports as the Board shall require. All such reports shall be due at the Society office no later than September 30.

#### **ARTICLE VI: OFFICERS AND ELECTIONS**

Section 1. The following officers shall be chosen, to serve without remuneration, from among the members of the Society who are eligible to vote:

- a) a President, a Vice-President, a Secretary, a Treasurer and three (3) at-large Members of the Board. These persons shall, together with the Minister, constitute the Governing Board of the Society
- b) three (3) Trustees of Investment Funds

c) two (2) members of the Nominating Committee.

Only voting members may serve on the Governing Board, Trustees of the Investment Funds and the Nominating Committee.

Section 2. The President, Vice-President, Secretary and Treasurer shall be chosen by election at the Annual Meeting of the Society, shall take office on July 1<sup>st</sup>, and shall each serve for a term of one year or until their respective successors have been elected. A President who has served two consecutive terms shall not be eligible for immediate re-election for a third term.

Section 3. One at-large Member of the Board shall be chosen by election at each Annual Meeting of the Society, shall take office on July 1<sup>st</sup> and serve for three years, and following service for a full three-year term shall not immediately be eligible for re-election.

Section 4. One of the Trustees of Investment Funds shall be chosen by election at each Annual Meeting of the Society, shall take office on July 1<sup>st</sup> and shall serve for three years. A Trustee may serve two consecutive terms and shall not be eligible for immediate re-election for a third term.

Section 5. Two members of the Nominating Committee shall be chosen by election at the Annual Meeting from among members who did not hold seats on the Board. The Board shall choose from among its members the third member of the Nominating Committee. Members shall serve for one year and no more than one member of the Nominating Committee shall be eligible for immediate re-election to that Committee.

Section 6. Three weeks prior to each Annual Meeting the Nominating Committee shall present to the Secretary a slate of candidates containing at least one name for each upcoming vacancy, to be included with the call for the meeting. Nominating Committee members may also be nominees. The Nominating Committee shall present its list of nominations to the meeting, and thereafter additional nominations may be made from the floor.

Section 7. Vacancies in office shall be filled as follows:

- a) If the office of President becomes vacant between Annual Meetings, the Vice-President shall succeed to that office and shall serve until the close of the following Annual Meeting.
- b) If a vacancy occurs in any elective office other than that of President, the Board shall appoint a qualified member of the Society to fill the vacancy until June 30. If the vacancy is in an office for which the term of service extends beyond the next Annual Meeting, the Society shall at that meeting elect a member to fill the office for the remainder of the term.

Section 8. In the event that a currently elected or appointed board member, which includes officers, appears to be failing to perform the duties required by the office, the Board shall delegate one of its members to consult with that board member, inform the board member of the provisions of this section of the By-laws, and invite the board member to discuss the situation with the Board if the board member wishes to do so. After receiving the report of its delegated member and listening to the board member if the board member wishes, the Board, by a two-thirds (2/3rds) vote of its membership, may declare the office vacant. The Board's decision in such cases shall be final and conclusive.

Section 9. The congregation may initiate the removal of a person from an elected position by submitting to the Board a petition signed by twenty percent (20%) of members. In response to such a petition, the congregation can remove that person from their elected position by a vote of two-thirds (2/3rds) of those voting at a special meeting called for that purpose.

Section 10. To assist the several elective officers and to provide services necessary for the proper and convenient functioning of the Society's affairs, the Board may create paid or unpaid positions other than those provided in this article, may fill them at its discretion, and may determine the duties and terms of employment of the incumbents.

## **ARTICLE VII: DUTIES OF OFFICERS AND TRUSTEES OF INVESTMENT FUNDS**

Section 1. The President shall:

- a) conduct meetings of the Society, or, with the approval of the Board, may appoint a moderator pro tem to conduct a particular meeting
- b) preside at all meetings of the Board
- c) prepare agendas for Board meetings
- d) coordinate the presentation of a list of potential members for the various committees for the approval of the Board
- e) oversee the production of the Annual Report.

Section 2. During the disability or absence of the President, the President's duties shall be performed by the Vice-President.

Section 3. The Secretary shall:

- a) be responsible for the safekeeping of all Society records, including the call and retirement of Ministers and all documents belonging to the Society other than securities and the like that are in the custody of the Trustees of Investment Funds, such records shall be kept on Society meetinghouse premises
- b) keep the official minutes of the meetings of the Society and of the Board and promptly distribute copies of these minutes to the members of the Board, the approved minutes shall be posted in the Parish Hall
- c) keep a list of the members of the Society and, in the absence of the Minister, be responsible for the Membership Book
- d) certify to banks holding funds of the Society the signatures of persons authorized to deposit or withdraw money or act in other financial matters for the Society
- e) arrange the bonding of such officers as these By-laws prescribe or as the Board may direct
- f) issue calls for the meetings of the Society and perform such other duties as the Board may require.

Section 4. The Treasurer or his or her designee shall:

- a) collect and receive all money due or donated to the Society, except as provided in the following Section, and shall have custody of this money, using such depositories as may be approved by the Board
- b) pay from the money in his or her custody the authorized salary and other remuneration of the settled Minister and the other bills and salaries authorized by the Board

- c) keep accounts showing the amounts and sources of the receipts of the Treasury and the amounts and nature of disbursements therefrom, changes in accounting procedures and practices shall be made only with the approval of the Board after consultation with the auditor
- d) inform the Board of the financial status of the treasury at each of its meetings
- e) submit an annual report to the Society containing a full statement of the receipts and disbursements of the Treasury during the preceding fiscal year
- f) be bonded at the expense of the Society in such amount as the Board shall determine.

Section 5. Trustees of Investment Funds shall:

- a) administer all endowment funds of the Society, both unrestricted and those which are restricted by the donors
- b) invest and re-invest all funds under their administration in such investments as are in their judgment both prudent and lawful, consistent with all provisions of these Bylaws and in compliance with the Uniform Prudent Management of Institutional Funds Act (Chapter 292-B of the N.H. Revised Statutes) to the extent that the statute is applicable
- c) deposit the assets of such funds in a depository of their choice
- d) may combine any and all of the assets in such funds for investment purposes
- e) collect the income from such funds
- f) shall make payments to the treasury from the income of such funds (including accumulated income), and to the extent that a fund is expendable, from the principal of a fund to be used for the general purposes of the Society or such special purposes as may be voted in accordance with Article XIII, Section 2
- g) receive additions to such funds
- h) keep an accurate record of all funds and the conditions imposed, if any, on the use of such funds
- i) keep an account of all transactions, showing investments, income and expenses of the funds
- j) add to the principal of the fund from which it is derived any income from a fund which is not paid to the Treasurer
- k) may employ persons, including attorney or investment advisors or agents, to assist in the performance of their duties
- l) be bonded at the expense of the Society in such amounts as the Board shall determine
- m) execute the powers vested in them only by the concurrent action of at least two Trustees
- n) present in the Annual Report a written account of their actions during the preceding fiscal year in such detail as the Board shall require
- o) report their actions and the conditions of the funds in their care to the Board when requested to do so
- p) not be held liable for the making, retention, or sale of any investment permitted by the provisions of these bylaws for any failure to make, retain, or sell any investment; nor shall the Trustees be held liable for any loss or diminution value of the funds which they hold, except as shall clearly be due to their own negligence or misconduct in the performance of their duties as Trustees.

## **ARTICLE VIII: FISCAL YEAR**

Section 1. The fiscal year of the Society shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

## **ARTICLE IX: THE MINISTER**

Section 1. Selection and Compensation

The Minister of the Society shall be called by a vote of not less than ninety percent (90%) of the Society's voting members present and voting at a meeting of the Society convened for that purpose. Such a meeting requires a quorum of forty percent (40%) of the members qualified to vote. The Minister's compensation and terms of engagement shall be negotiated by the Board or its designee and established by the ministerial agreement between the Minister and the Society.

Section 2. Powers and Duties

The Minister shall be the Chief of Staff of the Society, as described in the Society's governance policies. The Minister shall report to and be accountable to the Governing Board. The Minister shall direct the religious and other services and ceremonies of the Society, shall be responsible for the daily operations of the Society, including staff supervision and hiring and termination in consultation with the Board and according to society personnel policies, and shall be responsible for such other and further duties as are set forth in the ministerial agreement.

Section 3. Termination

- a) Resignation: Subject to the terms of the ministerial agreement, the Minister may submit his or her written resignation at any time, which resignation shall take effect no sooner than ninety (90) days thereafter unless otherwise negotiated.
- b) Termination: The Minister may be terminated by a vote of not less than three-quarters (3/4ths) of the voting members present and voting at a meeting of the Society convened for the sole purpose of considering the termination of the Minister. Such a meeting requires a quorum of forty percent (40%) of the members qualified to vote. The notice of the meeting shall state that the purpose of the meeting is to consider the termination of the Minister.

Unless the Minister shall otherwise agree in writing, he or she shall be entitled to compensation until the effective date of the termination or the expiration of a period of ninety (90) days after the date of the meeting at which the termination was approved, whichever shall later occur.

## **ARTICLE X: GOVERNING BOARD**

Section 1. The Board shall:

- a) manage the business of the Society and shall exercise all the powers possessed by the Society itself so far as this is consistent with the laws of the State of New Hampshire and the By-laws of the Society;
- b) have custody of all property of the Society except as specifically provided otherwise in these By-laws;
- c) present a written report of the condition of the Society, together with such recommendations as may be appropriate, in the Annual Report;
- d) hold the first meeting of the new Board after July 1<sup>st</sup> and regular meetings of the Board in each month thereafter on a regular day and at a time to be selected by the Board at its first meeting. For the first meeting of the year the President may give the members oral notice of

- the date and time of the meeting; thereafter written notice of all meetings of the Board shall be sent to all its members at least four working days in advance of the meeting; however, for regular meetings non-receipt of the notice by a member shall not invalidate actions taken by the Board in that member's absence. Special Meetings of the Board may be called at any time by the President and must be called if requested by two members of the Board. Five members of the Board shall constitute a quorum at its meetings;
- e) post the time, date, and place of Board meetings on the Society calendar;
  - f) hear any member of the Society wishing to be heard. A member wishing to address the Board shall ask the President to be placed on the agenda as soon as time allows;
  - g) see that the pulpit is temporarily supplied when no minister is settled, and appoint a Search Committee to undertake the search for a new Minister;
  - h) appoint any committees, permanent or ad hoc, which it deems necessary for the effective administration of the Society's business and programs including Finance, Property, Personnel, Religious Education and Membership. The Board shall be responsible for the composition, job description and effective operation of such committees, and the President and Minister shall be ex-officio members of all committees unless the Board votes otherwise;
  - i) have an independent financial consultant conduct an annual review of the Society's finances.

Section 2. Consistent with the requirements of the By-laws, the Board shall make such policies as in its judgment are necessary to carry out the operation of the Society. All policies, developed by the Board and other committees, shall be kept in a notebook at the Society's office and shall be available to Society members.

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.

Section 4. Directors or any committee of the Board may participate in a meeting of the Board by means of a telephone conference or similar communications such that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5. The Board is the executive body of the Society, but ultimately the congregation itself shall have final authority to make decisions.

## **ARTICLE XI: OTHER COMMITTEES**

Section 1. Without explicit authority from the Board no sub-committee of any type may:

- a) make a commitment for the expenditure of the Society's funds



- b) make any public statement that would imply the adherence of members of the Society in general to any beliefs or opinions beyond those stated in Article II of these By-laws. However, members shall be free to express personal opinions.

Section 2. By September 30, a written report of each committee's activities during the preceding year shall be submitted for the Annual Report if required.

#### **ARTICLE XII: AMENDMENTS**

Section 1. These By-laws may be amended by a vote of at least two thirds (2/3rds) of the members of the Society present and qualified to vote at any meeting of the Society in the notice of which is set forth:

- a) the substance of the proposed amendment and the effect of adopting it, and
- b) the recommendation, if any, of the Board relating to the proposed amendment.

Section 2. Proposed amendments shall first be submitted in writing to the Board which, at a meeting of the Board held with reasonable promptness, shall hear any members desiring to speak on the proposed amendment. The Board shall determine what action, if any, it wishes to recommend to the Society.

#### **ARTICLE XIII: ENDOWMENT FUNDS**

Section 1. Any change in the annual distribution policy from the endowment funds of the Society shall be approved in advance by a two-thirds (2/3rds) vote of the members of the Society present and qualified to vote at any meeting of the Society.

Section 2. Withdrawal of principal from the endowment funds over and above the approved annual distribution policy shall require a two-thirds (2/3rds) vote of the members of the Society present and qualified to vote at any meeting of the Society. The amount of the proposed withdrawal and the purpose for which the money is intended shall be set forth in the notice for the meeting.

#### **ARTICLE XIV: DISSOLUTION**

Section 1. Upon dissolution of the Society, the Governing Board shall, after paying or making provision for payment of all liabilities of the Society, including the costs and expenses of such dissolution, dispose of all the assets of the Society exclusively for the exempt purposes of the Society or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Governing Board with first consideration being given to the advancement of the Unitarian Universalist faith. None of the assets will be distributed to any member of the Society. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

#### **AMENDMENT (JUNE 2020)**

#### **ARTICLE XV: COMMITTEE ON SHARED MINISTRY ADDITIONAL BYLAWS**

Function: The Committee on Shared Ministry (COSM):

Section 1. Shall keep an open and listening attention to the current state of congregational life, and assist in the incorporation of the diverse views of its members.

Shall support proper covenantal relationship among all members of the PUUC community by being a first-step counseling resource to the minister and to congregants with concerns or suggestions with complete confidentiality.

Section 2. Membership:

- a) The COSM shall have a minimum of 5 lay members, plus the minister.
- b) Members shall, to the extent possible, represent diverse identities within the congregation as a whole, reflecting, but not limited by, gender, age, and length of membership.
- c) COSM members shall not serve simultaneously on the Governing Board.
- d) New members shall be nominated by the minister or any current member of the COSM, pursuant to #2 above, and, upon consensus of the group, shall be submitted to the Governing Board for approval. When approved, invitation will be made by the minister.
- e) Upon the departure of a settled minister, the COSM may be disbanded.
- f) Interim ministers may nominate their new COSM members.
- g) Upon the call of a new settled minister, a new COSM shall be established, with up to three members of the Search Committee carrying forward as members of the new committee.
- h) At the discretion of the new minister, one member of the previous COSM may carry forward.
- i) Terms shall be 3 years on a rotating basis. (Former search committee members shall roll off one per year.)
- j) Members can be removed by a  $\frac{2}{3}$  vote of the Governing Board.
- k) The COSM will operate in accordance with the current Letter of Agreement with the minister.