

**THE CONGREGATIONAL SOCIETY (UNITARIAN)  
PETERBOROUGH, NEW HAMPSHIRE**

**THE PETERBOROUGH UNITARIAN UNIVERSALIST CHURCH  
CONSTITUTION AND BY-LAWS  
(revised May 2007)**

**ARTICLE I: NAME**

Section 1. The legal name of this Society is The Congregational Society (Unitarian) 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 congregations
- 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 teaching 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 who has reached the age of 16 and who agrees with the purpose and philosophy of this Society may become a member by signing the Membership Book in accordance with the policies approved by the Standing Committee and may begin voting at meetings three months later. Membership is open to all without regard to gender, racial or ethnic origin, or sexual orientation.

Section 2. The Membership Committee shall review and update the membership records of the church at least annually. Members who have not participated either by attendance at church services or activities or by making a contribution during the past year shall be contacted to see whether they chose to continue as members of the church or remove their names from the list of members. If no reply is received then the member's name may be placed on the list of inactive members. A letter should be sent to the member informing them of this and what it means. Inactive members shall not be counted for the purpose of determining UUA and District dues and in determining a quorum for church business. If they request that their names be removed from our lists that request shall be honored. All other members shall be considered active and will be counted for the purpose of

determining a quorum or certifying membership to the UUA and the District. Inactive members may reactivate their membership by notifying the Membership Committee. Reactivated members may vote at meetings three months after the date they reactivate their membership.

Section 3. The membership of any person may be terminated by a three fourths vote of the members present and voting at a meeting of the Society provided that

- a) 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
- b) the person whose membership is to be voted on shall have been notified in writing by the Standing Committee not less than thirty days in advance of the call for the meeting, and
- c) the person whose membership is to be voted on has the opportunity to address the meeting, and
- d) the quorum for such a meeting shall be 40% of the active membership of the Society.

Section 4. A person whose membership has been terminated shall receive a letter from the Standing Committee including

- a) the minute of the meeting,
- b) the extend to which and under what circumstances the person may and may not participate in the life of the church, and
- c) when or under what circumstances the person may reclaim membership in the church.

Section 5. 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 on the first Friday 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 Standing Committee finds reason to change the date of the Annual Meeting, it may, in the call for the meeting, appoint another day in May 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. Both Budget and Personnel Committees shall be present to make recommendations regarding line items.

Section 3. A Special Meeting of the Society may be called at any time by the Standing Committee. 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 of the members of the Society who are eligible to vote, is received by the President or by the Clerk.

Section 4. The right to vote at meetings of the Society shall be reserved to members but friends of the Society may also be allowed to speak to questions on the floor of the meeting upon an affirmative vote of the members present. All of those voting must be present; no proxy votes shall be used.

Section 5. At meetings of the Society twenty percent of the members qualified to vote shall constitute a quorum except where specified otherwise else in these By-laws.

Section 6. Notice of the Annual Meeting and of any special meeting of the Society shall be posted conspicuously in the church two weeks prior to the date of the meeting and shall be mailed to all members not less than seven nor more than fourteen 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**

An Annual Report of the Society shall be available to members as of November 30 of each year. It shall contain reports from the Standing Committee, the Minister, the Trustees of the Trust Funds, the Treasurer, and such other reports as the Standing Committee shall require. All such reports shall be due at the church 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 Clerk, a Treasurer, and six Term Members of the Standing Committee, of whom no more than seven may be of the same gender. These ten persons shall together with the Minister constitute the Standing Committee of the Society.
- b) Three Trustees of Trust Funds
- c) Two members of the Nominating Committee

Section 2. The President, Vice-President, Clerk 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. Two of the Term Members of the Standing Committee 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 Trust 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 Standing Committee. The Standing Committee 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 Clerk 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 Standing Committee 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 officer appears to be failing to perform the duties required by the office, the Standing Committee shall delegate one of its members to consult with that officer, inform the officer of the provisions of this section of the By-laws, and invite the officer to discuss the situation with the Standing Committee if the officer wishes to do so. After receiving the report of its delegated member and listening to the officer if the officer wishes, the Standing Committee, by a two-thirds vote of its

membership, may declare the office vacant. The Standing Committee's decision in such cases shall be final and conclusive.

Section 9. To assist the several elective officers and to provide services necessary for the proper and convenient functioning of the Society's affairs, the Standing Committee 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**

### **Section 1.** The President shall

- a) conduct meeting of the Society, or, with the approval of the Standing Committee, may appoint a moderator pro tem to conduct a particular meeting,
- b) preside at all meetings of the Standing Committee,
- c) prepare agendas for Standing Committee meetings,
- d) coordinate the presentation of a list of potential members for the various committees for the approval of the Standing Committee,
- 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 Clerk shall

- a) Be responsible for the safekeeping of all church records, including the call and retirement of Ministers and all documents belonging to the Society other than securities and the like that re in the custody of the Trustees of Trust funds; such records shall be kept on church premises;
- b) Keep the official minutes of the meetings of the Society and of the Standing Committee and promptly distribute copies of these minutes to the members of the Standing Committee; 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 Standing Committee may direct;
- f) Issue calls for the meetings of the Society and perform such other duties as the Standing Committee may require.

### **Section 4.** The Treasurer 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 Standing Committee;
- 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 Standing Committee;
- 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 Standing committee after consultation with the auditor;
- d) Inform the Standing Committee 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 Standing Committee shall determine.

## Section 5. Trustees of Trust Funds

- a) Shall administer all endowment funds of the Society, both unrestricted and those which are restricted by the donors;
- b) Shall 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 Management of Institutional Funds Act (Chapter 292-B of the N.H. Revised Statutes Annotated) to the extent that the statute is applicable;
- c) Shall 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) Shall collect the income from such funds
- f) Shall make payments to the Treasurer 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 XIV, section 2;
- g) Shall receive additions to such funds;
- h) Shall keep an accurate record of all funds and the conditions imposed, if any, on the use of such funds
- i) Shall keep an account of all transactions, showing investments, income and expenses of the funds;
- j) Shall 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) Shall be bonded at the expense of the Society in such amounts as the Standing Committee shall determine;
- m) Shall execute the powers vested in them only by the concurrent action of at least two Trustees.
- n) Shall present in the Annual Report a written account of their actions during the preceding fiscal year in such detail as the Standing Committee shall require,
- o) Shall report their actions and the conditions of the funds in their care to the Standing Committee when requested to do so;
- p) Shall 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 of 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. It is the intention of the Society to have a settled Minister.

Section 2. The meeting for election of a new Minister shall require a quorum of 40% of the members of the Society eligible to vote. The minister's election, determination of an initial salary, and terms of employment shall require a three-fourths vote of the quorum.

Section 3. Once a Minister has been settled, a recommendation for the Minister's salary and other benefits for each forthcoming church year shall be presented by the Standing Committee at the Annual Meeting but the final figures shall be decided by a majority vote at the Annual Meeting.

Section 4. A minister's tenure shall be considered indefinite unless a different written agreement has been made known to the society prior to the Minister's election and duly deposited with the Clerk.

Section 5. The settled Minister shall

- a) Be responsible for the conduct of worship within the congregation and the congregation's spiritual interests and affairs;
- b) Have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit;
- c) Be responsible for the daily operation of the church office and for the supervision and direction of all church employees;
- d) Keep a record of all marriages, funerals, and other special services;
- e) Keep the Membership Book for the signatures of those who join the church (In the Minister's absence, and when there is no minister, the Membership Book shall be the responsibility of the Clerk.);
- f) Attend meetings of the Standing Committee, without vote, but retire therefrom if so requested by the chair;
- g) Have no paid employment outside of the church without the written approval of the Standing Committee;
- h) Present a written report of ministerial work and of the church life during the preceding year for the Annual Report.

Section 6. In the absence of a written agreement to the contrary the minister shall give three months notice before resigning.

Section 7. A Minister may be dismissed at a legally-called meeting of the Society for which the notice includes the matter of the Minister's dismissal as an item of business. The quorum required for such a meeting shall be 40% of the members of the Society eligible to vote, and dismissal shall require a majority vote. Except by mutual agreement, the employment by the Society of a dismissed minister shall not be deemed terminated earlier than three months after such vote.

**ARTICLE X: STANDING COMMITTEE**

Section 1. The Standing Committee 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 Standing Committee after July 1<sup>st</sup> and regular meetings of the Committee in each month thereafter on a regular day and at a time to be selected by the Committee at its first meeting and alterable by the committee only upon two month's notice. 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 Committee shall be mailed to all its members at least four working days in advance of the meeting; however, for regular meetings non-receipt of the mailed notice by a member shall not invalidate actions taken by the Committee in that member's absence. Special Meetings of the Committee may be called at any time by the President and must be called if requested by two members of the Committee. Six members of the Standing Committee shall constitute a quorum at its meetings.
- e) Post the time, date, and place of Standing Committee on the Church calendar.
- f) Hear any member of the Society wishing to be heard. A member wishing to address the Standing Committee 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 Standing Committee 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 Standing Committee votes otherwise.
- i) Employ an external professional auditor to conduct an audit of all church financial records at least every third year, and a less formal review of such records annually.

Section 2. Consistent with the requirements of the Bylaws, the Standing Committee shall make such policies as in its judgment are necessary to carry out the operation of the church. All policies, developed by the Standing Committee and other committees, shall be kept in a notebook at the church office and shall be available to church members.

Section 3. The Standing Committee is the executive body of the church, but ultimately the congregation itself shall have final authority to make decisions.

#### **ARTICLE XI: OTHER COMMITTEES**

Section 1. Without explicit authority from the Standing Committee no sub-committee of any type

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

Section 3. The purpose of the Committee on Ministry is to strengthen the quality of ministry within the congregation. It serves as a support group for the minister and can serve as a communication channel between the minister in her/his plans for professional development, sabbaticals, etc. Review of the minister's performance in relation to expectations, and reviews of the congregation's performance in relation to goals shall be undertaken annually. The Committee on Ministry shall be composed of three members serving staggered three-year terms, with one member's term ending each year. A Chairperson shall be chosen each year. When vacancies occur, the minister shall submit names to the Standing Committee, which will select new member(s) from this slate. New appointments will be for three years; appointments to fill vacancies will be for the remainder of the vacated term. Upon arrival of a newly-called minister, the Standing Committee and the new minister may choose to include one or two members of the Search Committee that recommended the new minister, either for full terms or as additional members of the committee for one or two years.

#### **ARTICLE XII: USE OF THE CHURCH**

Section 1. When the rooms and facilities of the church are not required for the use of the Society or any of its related organizations, the Standing Committee may grant their use to groups or organizations not associated with the Society and set such rental fees as it deems appropriate.

#### **ARTICLE XIII: AMENDMENTS**

Section 1. These By-laws may be amended by a vote of at least two thirds of the members of the Society present and voting 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 Standing Committee relating to the proposed amendment.

Section 2. Proposed amendments shall first be submitted in writing to the Standing Committee which, at a meeting of the Committee held with reasonable promptness, shall hear any members desiring to speak on the

proposed amendment. The Standing Committee shall determine what action, if any, it wishes to recommend to the Society.

#### **ARTICLE XIV: ENDOWMENT FUNDS**

Section 1. Any change in the annual distribution policy from the endowment funds of the church shall be approved in advance by a two-thirds vote of the members of the Society present and voting 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 vote at any meeting of the Society in the notice for which is set forth the amount of the proposed withdrawal and the purpose for which the money is intended.