

**BYLAWS**  
**FIRST UNITARIAN UNIVERSALIST SOCIETY OF EXETER**  
**Adopted: March 7, 2010**  
**Amended: March 26, 2017**

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**ARTICLE 1. NAME AND AFFILIATION**

- 1.1 The name of this Congregation shall be the First Unitarian Universalist Society of Exeter. The Congregation shall be a member of the Unitarian Universalist Association and of the Northern New England District (NNED) of the Unitarian Universalist Association, or their successors.

**ARTICLE 2. PURPOSE AND MISSION STATEMENT**

- 2.1 The purpose of this Congregation shall be the practice of religion dedicated to individual freedom of belief through worship, study, service, and fellowship as reflected in the Society's mission statement.

- 2.2 The current mission statement is:

At FUUSE we seek to build a caring, inclusive community where we can ground ourselves spiritually, pursue justice in the larger society, and work to heal the natural world.

**ARTICLE 3. MEMBERSHIP**

- 3.1 Membership in the Society is open to all persons thirteen years of age or older regardless of race, color, gender, sexual orientation, gender identity and expression, disability or national origin and who:
- 3.1.1 are in sympathy with the Purpose and Mission of the Society and the Unitarian Universalist Principles;
  - 3.1.2 have consulted with the Minister, or with the Chair of the Board of Trustees if the church is without a minister at that time; and
  - 3.1.3 have signed the membership book.
- 3.2 Any member eighteen years of age or older shall be deemed a voting member of the Society and shall be eligible to vote at Congregational Meetings beginning thirty days after signing the membership book.

- 3.3 Members are expected to make an annual financial contribution of record and a contribution of service to the Society within their means and ability.
- 3.4 Withdrawal from the membership is made by written request to the Minister. Inactive members may also be removed from the membership roll by vote of the Board of Trustees in consultation with the Minister. Membership records shall be maintained by the membership staff and reported each year in the Annual Report.

## **ARTICLE 4. CONGREGATIONAL MEETINGS**

- 4.1 Congregational meetings, including the Annual and Special meetings, shall be called by the Chair of the Board of Trustees by posting a notice of the meeting in a place accessible to all members at least fifteen days prior to the date set for the meeting. The notice shall specify the time, place and purpose(s) of the meeting. If the meeting is to consider a Bylaws amendment, the notice shall be made thirty days prior to the date set for the meeting as set forth in Article 13.2. If the meeting is to consider any of the matters set forth in Article 4.4 or dismissal under the provisions of Articles 5.11, 6.7, or 7.6, a copy of the notice shall also be mailed to each member of the Society at least fifteen days prior to the meeting. Otherwise, it shall be sufficient to publish the notice in the Society's newsletter or other periodic publication, whether by paper copy or by e-mail at least fifteen days prior to the meeting. Notice shall also be mailed to members who have registered with the membership staff for that purpose or who have no known email address.
- 4.2 A quorum for all Congregational Meetings shall consist of twenty percent of the Society's voting members, except for a meeting called for the purpose of dissolving the Society, which shall require fifty percent of voting members. A quorum must be present to transact all business except to adjourn the meeting.
- 4.3 Proxy votes shall be available to voting members who cannot attend all or part of a given meeting. The proxy must be in writing, dated, and signed by the member. The proxy shall designate a voting member, with full authority to cast votes on behalf of the member on all issues that come before the meeting. A voting member may only hold one proxy. One who wishes to vote by proxy may, before a vote is taken, designate a voting member of FUUSE to vote in his or her stead. The proxy must be delivered in writing to the designated agent of the Board of Trustees. All proxies will terminate upon final adjournment of the meeting for which the proxy was granted.
- 4.4 Majority vote of the Society members present and voting shall be sufficient to decide any question except for the following:
  - 4.4.1 The majority necessary for calling a Minister shall be as set forth in Article 7.5.
  - 4.4.2 Dismissal of the Minister shall require a two-thirds vote;
  - 4.4.3 Amending the Bylaws shall require a two-thirds vote;

- 4.4.4 The purchase, selling or mortgaging of church lands or buildings, or the erection or extension of church buildings shall require a two-thirds vote;
- 4.4.5 The dissolution of the Society shall require a three-fourths vote.
- 4.4.6 The emergency use of endowment funds requires two-thirds vote as per Article 10.5.
- 4.5 The Annual Meeting of the Society shall be held each year between mid-May and mid-June as shall be designated by the Board of Trustees.
- 4.6 The regular business of the Annual Meeting shall include:
  - 4.6.1 election of the Board of Trustees, Officers and such other Committee appointments as specified in Article 8;
  - 4.6.2 adoption of the annual budget;
  - 4.6.3 other business as determined by the Board.
- 4.7 Special meetings of the Congregation may be called by the Board of Trustees or upon written petition of ten percent of voting members.
- 4.8 The Moderator shall preside at all regular and special meetings of the Society. Unless otherwise specified herein, Congregational Meetings shall be conducted according to Robert's Rules of Order.
- 4.9 The Society's fiscal year shall begin on July 1 of each year and end on the following June 30.

## **ARTICLE 5. BOARD OF TRUSTEES**

- 5.1 The Board of Trustees shall be composed of the Chair of the Board, the Incoming Chair of the Board, the Past Chair of the Board, the Treasurer, the Recording Secretary, the Minister, and no fewer than three members at large. The Minister is an *ex officio* and non-voting member. The Chair and the Incoming Chair shall be elected at the Annual Meeting for a term of one year. The Treasurer shall be elected at the Annual Meeting for a term of three years. The Recording Secretary shall be elected by the Congregation at the Annual Meeting for a term of one year. At large members shall be elected at the annual meeting for staggered terms of three years. The Chair and the Incoming Chair shall be eligible for election to no more than one additional year. Newly elected Officers and Members of the Board of Trustees shall take office on July 1 following the Annual Meeting in which they were elected.
- 5.2 All meetings of the Board of Trustees shall be called by the Chair; a simple majority shall constitute a quorum. All questions before the Board shall be decided by a simple

- majority. Notices of meetings of the Board shall be posted in a place accessible to all members at least 24 hours in advance of the meeting. Board meetings shall be open to members of the Congregation. Minutes of Board meetings shall be kept and made available to the Congregation in a timely manner.
- 5.3 The Board of Trustees shall ensure the enactment of the policies, priorities, and objectives of the Society.
  - 5.4 The Board of Trustees shall be responsible for conducting the legal affairs of the Society. It shall approve and execute contracts, including employment agreements recommended by the Personnel Committee, on behalf of the Society. . It shall maintain all documents and filings with the State of New Hampshire required for church organizations, and shall ensure compliance with all laws applicable to the organization.
  - 5.5 The Board of Trustees shall oversee and evaluate the activities and performance of the minister.
  - 5.6 The Board of Trustees shall be responsible for all property and financial resources of the Society, including current operating funds and investment funds. It shall be responsible for presenting an annual operating budget to the Society for approval, and for administration of that budget.
  - 5.7 The Board of Trustees shall approve policies and guidelines for the use of the buildings and grounds.
  - 5.8 The Board of Trustees shall appoint certain members of standing committees as designated in Article 8 and shall make appointments to fill vacancies in the membership of the Board of Trustees and standing committees for any interim period ending with the subsequent Annual Meeting, unless otherwise provided for in these Bylaws.
  - 5.9 The Board of Trustees shall adopt financial procedures as prepared by the Finance Committee and ensure that the financial procedures are followed.
  - 5.10 The Board of Trustees shall appoint a church Archivist who shall act as custodian and steward of all of the Society's historical records and materials and shall ensure their safekeeping. The Archivist shall serve at the pleasure of the Board.
  - 5.11 A member of the Board of Trustees may resign by submitting written notification to the Board of Trustees. Any member of the Board of Trustees can be removed from office for cause by majority vote at a special meeting of the Congregation called for that purpose.

## **ARTICLE 6. OFFICERS**

- 6.1 The officers of the Society shall be the Chair and Incoming Chair of the Board of Trustees, the Treasurer, the Recording Secretary, and the Moderator. Each must be a voting member of the Society.
- 6.2 The Chair of the Board of Trustees shall be the presiding officer at meetings of the Board of Trustees and shall call the meetings and set the agenda. Upon completion of the term as Chair, the Chair shall, so long as willing and able, automatically serve in the position of Past Chair until succeeded.
- 6.3 The Incoming Chair shall serve in the absence of the Chair of the Board of Trustees. The Incoming Chair shall call the initial meeting of the Program Council in the Fall of each year.
- 6.4 The Treasurer shall have custody of all trust funds and shall be responsible for the receipt and payment of funds as authorized by the budget approved at the Annual Meeting. The Treasurer shall also be responsible, either directly or by delegation, for the recording of all pledges and plate contributions, keeping financial records of the Church, providing regular financial reports to the Board, and presenting the Treasurer's report at the Annual Meeting.
- 6.5 The Recording Secretary or designee shall record the minutes of the Board of Trustees and meetings of the Society and make them available in a timely manner for review and approval and ensure that all minutes are publicly posted.
- 6.6 The Moderator shall preside at all regular and special meetings of the Society, and shall determine that the applicable requirements for the conduct of such meetings as specified in Article 4 have been met. The Moderator is nominated by the Nominating Committee, elected by the Society at the Annual Meeting and serves a three year term.
- 6.7 An officer of the Society may resign by submitting written notification to the Board of Trustees, which will appoint a replacement to fill the unexpired term of office. An Officer may be removed from office for cause by majority vote of the Congregation at a special meeting called for that purpose.

## **ARTICLE 7. MINISTER**

- 7.1 The Minister is the spiritual leader of the Society. The Minister shall enjoy the right of free expression in the pulpit, and shall share responsibility with the Board of Trustees for the Society's spiritual, interpersonal, and communal interests and concerns.
- 7.2 The Minister shall hold fellowship with the Unitarian Universalist Association.

- 7.3 The Minister shall be a non-voting ex-officio member of the Board of Trustees and of all Program and Standing Committees, excepting the Ministerial Search Committee.
- 7.4 The Ministerial Search Committee shall be established for the purpose of calling a minister. It shall consist of no fewer than seven members of the Society nominated by the Nominating Committee and elected by a majority of society voting members at a Congregational Meeting called for that purpose. The Search Committee shall develop and adopt a written search process consistent with UUA guidelines.
- 7.5 The Minister shall be called upon recommendation of the Ministerial Search Committee by vote of the Society at a Congregational Meeting called for that purpose. The minimum vote of the Congregation required to call the Minister shall be as determined by the Search Committee and consistent with UUA guidelines, but in no case shall be less than two-thirds majority,
- 7.6 The Minister may be dismissed by a two-thirds vote of the Society voting members present at a Congregational Meeting called for that purpose. The terms of dismissal and resignation shall be specified in the employment agreement negotiated with the Minister.
- 7.7 The Board of Trustees shall be responsible for the selection and appointment of an interim minister should that become necessary. The Board shall use applicable UUA guidelines in carrying out an interim minister search process.
- 7.8 The procedure for calling an associate minister shall be established as needed by the Board of Trustees in consultation with the Minister.

## **ARTICLE 8. STANDING COMMITTEES**

- 8.1 The Society shall maintain the following Standing Committees which shall be subject to the supervision of the Board of Trustees: Nominating Committee, Personnel Committee, Property Committee, Finance Committee, Stewardship Committee and the Program Council.
- 8.2 It shall be the duty of each Standing Committee to:
  - 8.2.1 Elect a chair, with the exception of Program Council;
  - 8.2.2 Hold regular meetings and maintain the records of these meetings;
  - 8.2.3 Maintain appropriate communication with the Board of Trustees.
  - 8.2.4 Conduct its affairs in accordance with the Society's mission and with committee procedures as may be established by the Board of Trustees;
  - 8.2.5 Prepare and present a timely written budget for the ensuing year, as needed, to the Finance Committee;

8.2.6 Prepare and present a written report to the Board of Trustees for inclusion in the Annual Report.

8.3 Nominating Committee

8.3.1 The Nominating Committee shall consist of three members appointed by the Board of Trustees. Not more than one member of the Nominating Committee may be a member of the Board of Trustees.

8.3.2 The Board of Trustees shall appoint a new member to the Nominating Committee each year and this member will serve a three-year term.

8.3.3 The Nominating Committee shall prepare for the Annual Meeting a slate of candidates for open positions among the Officers, members of the Board of Trustees, and members of such other committees as specified herein.

8.4 Personnel Committee

8.4.1 The Personnel Committee shall consist of no fewer than three members: one appointed by the Board of Trustees, one member of the Finance Committee appointed by that Committee and one at-large member nominated by the Nominating Committee and elected by the Congregation at the Annual Meeting. The members appointed by the Board of Trustees and the at-large member will serve for terms of three years.

8.4.2 The Personnel Committee shall oversee the employment of the church staff, excepting the Minister, including advertising for positions, maintaining job descriptions, tracking staff evaluations, and negotiating terms and agreements relating to compensation and employment status. The Committee will solicit input on these matters from the appropriate committees regarding the positions of Director of Religious Education and Music Director and other staff as appropriate.

8.5 Property Committee

8.5.1 The Property Committee shall consist of no fewer than three members nominated by the Nominating Committee and elected at the Annual Meeting. Terms shall be for three years and shall be staggered.

8.5.2 The Committee shall see that the Society's buildings and grounds are appropriately maintained and make recommendations to the Board as to preservation, maintenance, capital improvements and staffing.

8.6 Finance Committee

8.6.1 The Finance Committee shall consist of no fewer than three members: the Treasurer of the Society, who shall not be eligible to be chair of the Committee, one member appointed by the Board of Trustees and at-large member(s)

nominated by the Nominating Committee and elected at the Annual Meeting. The appointed and at-large members shall have three year terms.

- 8.6.2 The Finance Committee shall propose an annual operating budget to the Board of Trustees, make recommendations to the Board of Trustees on the investment of funds, and provide advice and assistance on financial issues of importance to the Society.
- 8.6.3 The Finance Committee shall provide direct support and oversight to the Treasurer.
- 8.6.4 The Finance Committee shall develop and periodically review procedures to ensure adequate financial controls. The Board of Trustees shall approve these procedures and ensure appropriate implementation and oversight.
- 8.6.5 Within three months after the end of the fiscal year, members of the Finance Committee, not including the Treasurer, shall review the financial record of the concluded year, including income, expenses, assets and liabilities, and provide a written report to the Board of Trustees.

8.7 Stewardship Committee

- 8.7.1 The Stewardship Committee shall consist of no fewer than three members nominated by the Nominating Committee and elected at the Annual Meeting. Terms shall be for three years and shall be staggered.
- 8.7.2 The Committee shall organize and carry out the Society's annual pledge drive, promote and maintain legacy giving, and oversee all fund raising activities of the Society.
- 8.7.3 The Committee shall communicate and consult with the Finance Committee and Board of Trustees to establish revenue goals and report progress in achieving said goals.
- 8.7.4 The Office Staff shall maintain confidential records of annual pledge commitments. The Stewardship Committee shall oversee the maintenance of legacy giving records.

8.8 Program Council

- 8.8.1 The Program Council shall consist of the Incoming Chair of the Board of Trustees and the chairs or their designees of all program committees established in Article 9 and additional committees as may be established by the Board of Trustees or the Program Council.
- 8.8.2 The Program Council shall facilitate the development and coordination of church programs by coordinating the Church calendar, providing for leadership development and training, enhancing intra-church communication, initiating, advancing or modifying programs and activities, ensuring that committee leaders have the information and resources needed to carry out their functions, and

otherwise assist in achieving the objectives of the Society as directed by the Board of Trustees..

- 8.8.3 The Council shall keep minutes of their meetings and distribute them to the Program Committees in a timely manner. Council minutes shall also be made available and accessible to the Congregation.
- 8.8.4 The Program Council shall meet no less than four times per year. The First meeting of the year will be called by the Incoming Chair of the Board of Trustees. Remaining meetings will be called by the duly elected Chair of the Council.

## **ARTICLE 9. PROGRAM COMMITTEES**

- 9.1 The Program Council may establish and dissolve such program committees as the Council considers necessary for the purposes of the Society and the efficient conduct of its affairs. Program Committees shall ordinarily be established to oversee program areas including religious education, fellowship, membership, music and worship, caring, social justice, outreach and such others as may be directed by the Council, the Board or the Congregation.
- 9.2 Members and friends of the Society may become members of program committees through appointment by the Board of Trustees, through recruitment by the committee, or by volunteering.
- 9.3 It shall be the duty of each Program Committee to:
  - 9.3.1 Elect a chair;
  - 9.3.2 Hold regular meetings and maintain the records of these meetings;
  - 9.3.3 Maintain communication with the Program Council and ensure representation by the Committee at Council meetings;
  - 9.3.4 Conduct its affairs in accordance with the Society's mission and with committee procedures as may be established by the Board of Trustees.
  - 9.3.5 Present a timely written budget as needed to the Program Council for use by the Finance Committee;
  - 9.3.6 Present a written report to the Program Council for inclusion in the Annual Report.

## **ARTICLE 10. ENDOWMENT FUND**

- 10.1 *Purpose:* The First Unitarian Universalist Society of Exeter (FUUSE) Endowment Fund exists for the purpose of creating a long term secure financial foundation in support of the mission of the First Unitarian Universalist Society of Exeter.

- 10.2 *The FUUSE Endowment Fund.* The Endowment Fund is to allow for growth of funds that are apart from the general operating budget and offer a vehicle for gifts from members and friends who are committed to sustain FUUSE. This fund consists of securities and cash contributed in the form of donations, bequests and other planned giving proceeds, and is structured to increase principal and to distribute returns to support FUUSE initiatives.
- 10.3 *Distribution of Endowment Fund.* The FUUSE Endowment Fund shall grow through gifts and investment return. The value of the Endowment Fund shall be assessed at the end of each calendar year and the return from interest, dividends, and realized and unrealized capital gain for that year will be calculated. The value of gifts added that year are not considered part of the return and will be retained as principal. The Board may propose to the Society as an agenda item at the next Annual meeting to distribute up to 100% of the calendar year interest and dividends return and up to 50% of the capital gain.
- 10.4 *Endowment Distribution Restrictions.* Gifts to the Endowment Fund are donations intended for long term preservation. The value of donations to the Endowment Fund shall be assessed at the end of each calendar year and the donated portion of the Funds principal will be calculated. The Donated Value will reflect the value of all donations made to the Endowment Fund over time. If the value of the fund has decreased below the Donated Value, there can be no distribution of funds.
- 10.5 *Emergency Use.* If an amount of funds residing in The FUUSE Endowment Fund are requested by the Board to meet a temporary emergency or critical need, the request must be supported by a two-thirds vote of the FUUSE voting members present at a congregational meeting. Use of Endowment Funds will be a loan with duration and rates to be comparable to then current terms. Loans for Emergency Use cannot decrease the fund's value below the Donated Value.

## **ARTICLE 11. INDEMNIFICATION**

- 11.1 The Society shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or volunteer of the Society against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Society to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

**ARTICLE 12. DISSOLUTION**

- 12.1 This Society may be dissolved only 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 fifty percent of the total voting membership.
- 12.2 If the Society shall at any time cease to exist, all the property of the Society shall be transferred to the Northern New England District (NNED) of the Unitarian Universalist Association or its successor.

**ARTICLE 13. AMENDMENTS**

- 13.1 The Bylaws may be amended by two-thirds vote of the Society voting members present at a Congregational Meeting of the Society.
- 13.2 Notice of the proposed Bylaw amendments shall be made to the Congregation in the manner specified in Article 4 except that the notice shall be made thirty days prior to the date of the meeting at which they will be considered. The notice shall include the text of the proposed changes.

**REVISION HISTORY**

Previous history unknown.

Adopted:                March 7, 2010  
Amended:              June 12, 2011  
Amended:              June 2, 2013  
Amended:              March 26, 2017