

**Bylaw Revisions**  
**Proposed by the Board Of Trustees**  
**For Consideration and Approval**  
**At the Annual Meeting**  
**Of The**  
**The Unitarian-Universalist Church**  
**Of Nashua, New Hampshire**  
**June 6, 2013**

**Full text of current bylaws are on the church Web site at:**  
**<http://www.uunashua.org/gov.shtml>**

**Note that: Deleted words are struck through, new words are underlined.**

*The following change is proposed to Article 3 Membership, Paragraph 3.2 Voting Members:*

### **3.2 VOTING MEMBERS**

Any member eighteen years of age or over shall be deemed a voting member and entitled to vote at any congregational meeting of the Church if he or she has been a member of the Church for the three consecutive months immediately preceding such meeting, and has both submitted a pledge form and made a financial contribution of record to the Church's operating budget during the present or preceding Church fiscal year. A member must be designated a voting member to vote in any congregational meeting or election; or to serve as an officer, or trustee.

*Reason for the change: Members who make only a contribution to the Outreach Collections are currently being counted as Voting Members. The Board of Trustees believes that Voting Membership status should reflect a financial commitment to the Church as an institution and not to just its outreach function, and that making a pledge is critical to the stability and success of the Church's budgeting and fundraising process.*

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*The following change is proposed to Article 4 Authority, Paragraph 4.3 Minister's Authority:*

### **4.3 MINISTER'S AUTHORITY**

The Minister shall be the Executive Director of the Church, shall be responsible to the Board of Trustees for implementing the policies determined by the Board of Trustees, and shall operate under the general supervision of the Board of Trustees. The Minister shall also supervise the staff of the Church, and may hire and terminate staff within the guidelines set forth in the Church's Personnel Manual.

*Reason for the change: This authority is commensurate with our Policy Governance model and had been intended to be understood with the issuance of the original policies and our re-structured bylaws, but was never explicitly written down.*

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*The following change is proposed to Article 7 Board of Trustees, Paragraphs 7.1, 7.2, 7.5:*

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

The Minister shall be a non-voting member of the board.

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**

~~Members-at-large are divided into three classes, designating different election years in a three-year rotation, as shown in Table 7-2. All members within one class shall be elected by ballot at each Annual Meeting for a term of 3 years. In addition, a member may be elected out of sequence to a partial term in a class in order to fill a vacancy (see Paragraph 7.6). In so far as practical, the Nominating Committee should stagger Member-At-Large terms and elections so that one or two members are elected or re-elected each year.~~

~~Table 7-2. Board of Trustees Elected Members At-Large~~

Class	Board Position	Election Year within the Rotation
1	Members-At-Large #1, 2, & 3	1 <sup>st</sup>
2	Members-At-Large #4, 5, & 6	2 <sup>nd</sup>
3	Members-At-Large #7, 8, & 9	3 <sup>rd</sup>

Members-at-large must be voting members of the Church. They shall take office after the meeting at which they are elected, and shall serve until the end of their terms and until their successors are elected. No member-at-large may serve in that office for more than seven consecutive years, including both complete and partial terms, nor be elected to a term which he or she is ineligible to complete.

~~No member at large shall move between classes while serving in that office.~~ With the exception of the Assistant Treasurers, an officer of the Church shall not simultaneously be member-at-large, nor be elected or appointed member-at-large for one year after the expiration of that officer’s term.

### 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 ~~eight~~<sup>five</sup> 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

*Reason for the change:* Policy Governance removes the day-to-day executive oversight function of the Board, and asks it to be a future-divining, priority-setting, and policy-making body. These forward-focussed activities can be performed quicker and more efficiently with a smaller board, leaving more members to fill other leadership roles within the Church. This new language reduces the board from 13 to nine members, changes the quorum, and leaves the job of figuring out the staggering of terms to the Nominating Committee. The Board will achieve its smaller size through attrition.

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The following change is proposed to Article 9 Minister, Paragraph 9.3 Election of Called Minister:

### 9.3 ELECTION OF CALLED MINISTER

The Minister shall be called by the Church only with the consent of at least ~~two-thirds~~<sup>ninety per cent</sup> of the voting members present at a Congregational Meeting called expressly for such purpose.

*Reason for the change:* This change is recommended by several sources that suggest a minister is unlikely to accept a call to a congregation without an overwhelming majority of members approving. This change puts the congregation on notice of that reality.

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The following change is proposed to Article 11 Invested Funds, Paragraph 11.3 Invested Funds Committee:

### 11.3 INVESTED FUNDS COMMITTEE

The Board of Trustees may appoint an investment committee, from the voting members of the church, to act as liaison with the trustees and custodians selected by the ~~Executive Board of Trustees~~, and to review the performance of said trustees and custodians.

*Reason for the change:* The old term for the Board of Trustees was inadvertently used in this paragraph.