

## BYLAWS

### ARTICLE I NAME

The name of this organization shall be The Northern New England District of our Unitarian Universalist Association (UUA) and it shall hereinafter be referred to as our "District".

### ARTICLE II PURPOSE

Section 1. Our District is organized under the laws of the State of New Hampshire exclusively for the following purposes: religious and charitable, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax, under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Our District shall devote its resources and exercise its corporate powers for religious, educational and humanitarian purposes. The primary purposes of our District are

- to serve the needs of its member congregations,
  - to organize new congregations,
  - to promote the religious life within its member congregations, and
  - to assist member congregations to carry on active and effective programs within their respective communities
- \* to work actively to support and sustain diverse and anti-oppressive congregations.

### ARTICLE III MEMBERSHIP

Section 1. The members of this organization shall be the congregations affiliated with, and within the jurisdiction of this District as established by our UUA.

Section 2. The congregations are expected to contribute to the financial support of our District by an annual payment of District dues as approved by the District Board.

Section 3. All official communications to the membership shall be sent to each minister, the chief lay officer and, where named, the chairperson of the Denominational Affairs Committee of each congregation and to each District Director, the District executive, staff, and the UUA Trustee(s) elected or appointed by our District,

## ARTICLE IV MEETINGS

Section 1. The annual meeting of our District shall be held each year in the Spring at such time and place in the District as shall be determined by the Board. This date shall be set and notice thereof distributed to the membership no later than 21 days before the date of the meeting.

Section 2. Special meetings may be called by the Board of Directors and shall be called by the Board at the written request of 24 individual members of at least eight congregations, or of the governing boards of at least eight congregations. At any special meeting only that business for which the meeting is specifically called and which has been stated in the notice calling the meeting shall be acted upon.

Section 3. Each congregation shall be entitled to be represented at meetings of our District by delegates chosen in accordance with its own bylaws or procedures, in number and type equal to its delegate entitlement prescribed for our UUA General Assembly by the Association's Constitution and Bylaws.

The number of delegates to which each congregation is entitled shall be determined as of February 1 annually by virtue of certifications made to our UUA regarding the ensuing General Assembly. Our District shall obtain this information from our UUA during the month of February so that it shall apply to all meetings of our District during the period from March 1 through the last day of February. Congregations which fail to certify by February 1 will not be eligible to vote at the Annual Meeting and any special meetings during the ensuing year.

Section 4. At least 75 delegates representing no fewer than twenty congregations shall constitute a quorum for any District meeting.

## ARTICLE V BOARD OF DIRECTORS

Section 1. Effective at the beginning of the 2008-09 Fiscal Year, the Board of Directors shall consist of nine members: four officers and five directors elected at large.

Section 2. The Board of Directors shall be responsible for the policies and operational integrity of our District, including financial oversight. The Board may establish such committees as it may deem necessary for its own work.

Section 3. The voting members of the board will have three year terms staggered so that normally two thirds of the board will have served during the previous year. The staggering of the initial terms will be:

3 year term: President, Financial Officer and one Member-At-Large

2 year term: Vice President, Secretary, one Member-At-Large

1 year term: three Members-At-Large

Section 4. Each director will be limited to two consecutive three-year terms (not counting partial terms) and shall not be eligible for re- election as a director thereafter until a lapse of three years.

Section 5. Officers and directors elected at the Annual Meeting by the delegates shall assume office at the beginning of the next Fiscal Year, and shall continue in office until their successors are chosen and qualified.

Section 6. Seven members of the Board shall constitute a quorum at any meeting. In order for the Board to take action, a majority of those participating must agree.

Section 7. Should a vacancy occur more than 45 days prior to the Annual Meeting, the board shall make an interim appointment until the next Annual Meeting.

Section 8. All directors shall be members in good standing of one of the member societies of our District. No person shall simultaneously hold more than one of the offices provided for in Section 3 above. No more than one director shall be elected from any one member society, **unless that additional director is a minor**. When any director is, in the opinion of the Board, incapacitated, unable, or otherwise not carrying out the duties of the office, this director may be removed by a 70% vote of those voting at any regular meeting of the Board.

Section 9. Board members may participate in a meeting of the Board by means of a conference telephone or other electronic means that enables all persons participating in the meeting to communicate with one another.

Section 10. The Board shall:

- a. insure that a budget, aligned with the district purposes and priorities, is created each year.
- b. hire or cause to be hired the District Executive, and, as appropriate, other co-employed staff in consultation with our Unitarian Universalist Association.
- c. be authorized to receive assets left to our District by Trust Deeds, through dissolution

clauses, and by other gifts and bequests.

- d. Conduct an annual review of the accounts of our District. A report shall be presented to the Annual Meeting.

## ARTICLE VI OFFICERS

Section 1. The officers of our District shall consist of a President, a Vice-President, a Secretary, and a Financial Officer each of whom shall be a qualified voting member of the Board.

Section 2. The President shall be the chief governance officer of our District. The President shall preside at all District meetings, and shall submit a report of the Board's work at the annual meeting, including the work of any Board committees. The President shall serve as Chairperson of the Board of Directors, and may represent our District to outside parties. The President shall be a member of the UUA District Presidents Association.

Section 3. The Vice-President shall be vested with all the powers of the President if the President is absent or unable to serve.

Section 4. The Secretary shall keep a record of all meetings of our District and of its Board of Directors. The Secretary shall serve as certifying officer for the annual meeting and any special meetings of our District, and shall perform such other duties as may be prescribed by the Board.

Section 5. The Financial Officer shall act at the direction of the board to provide such oversight of the finances as they deem necessary to insure sound and responsible stewardship of the district's resources. The Financial Officer shall be ex officio chair of the Trustees, with vote. The Financial Officer shall make regular reports to the Board and the Annual Meeting regarding district investments and income.

## ARTICLE VII NOMINATING COMMITTEE

Section 1. There shall be a chair and five members of a Nominating Committee (two from each state.) They shall serve two year terms and shall not be eligible for re-election without an intervening period of at least two years. Their terms shall be staggered, so that at one annual meeting the chair and two members shall be elected and at the next the other three members shall be elected. The Chair shall be selected by the Nominating Committee. No person may be elected to serve on the Nominating Committee who is a member of the Board of Directors or is currently a candidate nominated for the Board. Not more than one member of a congregation may serve on the Nominating Committee. Vacancies on the Nominating Committee shall be filled by the Board until the next Annual Meeting, subject to the exclusions set forth in this Section.

Section 2. The Nominating Committee shall consult with the President and the District staff.

Section 3. The Nominating Committee shall prepare for the annual meeting a list containing one nominee for each vacancy that will occur among the Board and the Nominating Committee. The Nominating Committee shall seek to nominate candidates appropriately distributed by state, among

ministry and laity and representing different groups. The Committee shall obtain the assent of each nominee to stand for office and to serve, if elected, and shall submit its list for distribution as part of the official call to the annual meeting together with information as to the procedure for making additional nominations by petition.

Section 4. Additional nominations for the officer positions, at-large directors and the Nominating Committee may be made by written petition (addressed to the Secretary of our District) from at least eight congregations. Each petition must be signed by at least ten voting members of the Congregation. No limitation shall apply as to the number of candidates who may be proposed by petition from the same Congregation, provided, however, that no individual shall sign more than one petition and, in the event of duplication, all such duplicate signatures shall be deemed invalid. The Secretary of our District must receive all documentation regarding a nominee not later than 30 days prior to the date of the annual meeting and shall distribute such documentation with the call to the meeting.

Section 5. Quadrennially, starting in 2011, the Nominating Committee shall select at least one nominee for UUA Trustee as described below in Article VIII.

#### ARTICLE VIII ELECTION OF UUA TRUSTEE

Section 1. A Trustee representing our Northern New England District of our UUA shall be elected according to the bylaws of our UUA covering Nomination and Election of Trustees Representing Districts, and Vacancies in said Trustee positions, including the particulars set forth below.

Section 2. In every other odd-number year beginning in the year 2011, the delegates to the District Annual Meeting shall elect one person to be a member of the Board of Trustees of our UUA for a term of four years.

Section 3. The person so elected must at the time of the election be a legal member of a member society located in our District. The person at the time of nomination, election, and during the entire term of office must comply with the eligibility provisions of the bylaws of our UUA.

Section 4. The Nominating Committee of our District shall present at least one nomination for such office of Trustee. The nomination shall be filed with the Secretary of our District at least forty-five (45) days prior to the Annual Meeting at which said Trustee is to be elected, and copies thereof shall be included in the call and notice of said meeting. The name or names of the person or persons selected by the Nominating Committee shall appear on the ballot with the notation, "Nominated by the Nominating Committee."

Section 5. Any member society of our District may nominate a Trustee by action of a legally-called congregational meeting. The names of any such nominees shall appear on the ballot with the notation, "Nominated by (the society involved)." At least one hundred and eighty (180) days prior to the Annual Meeting, the District Executive shall notify local societies of their opportunity to nominate a Trustee. Nominations must be filed in the District Office at least forty-five (45) days prior to election.

Section 6. Twenty-one (21) days prior to the Annual Meeting at which a UUA Trustee is to be elected, the Secretary shall mail to the active member societies information on all nominees, noting the manner of nomination. Ballots shall be available only to accredited delegates and only at the time of election. There shall be no absentee voting.

Section 7. If there are no more than two duly nominated candidates, the one receiving the greater number of votes is elected. If there are more than two duly nominated candidates, the ballots shall permit the designation in order of preference of as many choices as there are duly nominated candidates. If no candidate receives a majority of the first choice votes cast, the candidate receiving the fewest first choice votes shall be eliminated, and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process of eliminating candidates and reallocating votes shall be repeated until one candidate receives a majority of all votes cast, or until only two candidates remain, at which time, the one receiving the greater number of votes is elected.

Section 8. No later than May 15 in each election year, the Secretary of our District shall certify the results of the election to the Secretary of our UUA and insure notification of those in our District required to receive such notice.

Section 9. Should the UUA Trustee or Trustee-elect die, resign, cease to be a voting member or settled minister of a congregation in our District, the District Board shall declare a vacancy. In the event that more than two years of the current four-year term of our District's UUA Trustee have been completed, the District Board shall fill the vacancy by appointment and the appointee shall serve for the remainder of the unexpired term. If less than two years of the current term have been completed, the District Board shall: (a) fill the vacancy by appointment and the appointee shall serve until the election and qualification of his/her successor; and (b) commence the election procedure set forth at Sections 2 through 8 of this Article on an appropriately revised timetable which maintains, as nearly as practicable, the same time intervals. The UUA Trustee thereupon elected shall succeed the appointee and shall serve for the remaining unexpired portion of the four-year term.

Section 10. Should the provisions of this Article be deemed in conflict with those of the bylaws of our UUA governing election of the District UUA Trustee, the Board is empowered to amend this Article to bring it into conformity with UUA Bylaws and such amendments shall be subject to ratification at the next annual meeting of our District.

Section 11. The UUA Trustee shall be a member ex-officio of the District Board without vote.

## ARTICLE IX TRUSTEES

Section 1. (a) There shall be six Trustees to oversee the trust fund assets controlled by our District (hereinafter referred to as the Trustees). The Trustees shall be composed of the Financial Officer who shall be the Chair of the Trustees, four trustees appointed by the Board, and the District Executive who shall be an ex officio member of the Trustees without vote. All Trustees shall be

members of member congregations of our District.

(b) Board-appointed Trustees shall be appointed for three-year terms, and shall be eligible for appointment to one succeeding three-year term. Their terms will be staggered, initially, in a manner determined by the Board, to permit continuity as they deem appropriate.

(c) Vacancies will be filled by the Board for the remainder of the term.

(d) The Trustees may request that the Board declare and fill a vacancy if a member of the Trustees is absent from two successive meetings without sufficient reason as determined by the Trustees.

Section 2. (a) The Trustees shall have control of, and invest, the principal comprising the trust funds of this organization over which such organization has control. The trustees shall hold custody of the securities of the organization and may, at their discretion, place the trust funds of this organization over which it has control in the custody of a financial institution, or investment banking organization of their choosing, as custodian of the same under such terms and conditions as to custody and investment advice as they may deem for the best interests of the organization, the donors of such funds, and the beneficiaries of the same. The net income of any trust funds shall be paid over in accordance with the instrument creating those funds, or if such instruments do not specify the recipient of the income, then to the Treasurer of our District to be expended for the purposes of this organization, except as otherwise provided herein or in the Investment Policy which is separate from these by-laws.

(b) The Trustees shall keep a true record of all the trust funds of the organization, stating from whom they were received, the conditions imposed, if any, and to whom the income shall be paid.

(c) The Trustees shall keep faithful account of their transactions, showing investment of the trust funds which shall be annually reviewed by an independent accountant. The accountant's report of these accounts shall be made available to the delegates to the annual meeting.

(d) The Trustees shall be bonded for the faithful performance of their duties as may be required by the Board in such sum as the Board deems proper.

(e) The Trustees shall report their activity to the Board annually or upon the Board's request.

(f) The Trustees may pool the investment of the various funds which they hold, insofar as this is not prohibited by the controlling instrument or by the laws of the state in which the funds are held or by which the funds are subject to regulation.

(g) With respect to the unrestricted assets of our District and all other trust funds and income from both unrestricted and restricted trust funds over which the Trustees have some investment and/or spending control, the Trustees shall adopt an Investment Policy, detailed in writing in a document separate from these by-laws, and approved by the Board of our District. Such policy will specify the responsibilities and policies of the Trustees for asset allocation, the percentage of income available for distribution, actions and securities approved and prohibited for investment, and relationships with external investment managers.

(h) Anyone dealing with the Trustees shall be entitled to rely upon a certificate of any of them as to the provisions hereof, as to action taken by the Trustees, as to the authority of the Trustees, the officers, or any of them or of the custodian, if any, and/or as to any other matter with which the Trustees are concerned; and no one dealing with the Trustees need see to the application of any funds or other property delivered to them.

(h) The Trustees shall not be liable for the making, retention or sale of any investment permitted by the provisions of this Section 2 or for any failure to make, retain or sell any investment; and the Trustees shall not be liable for any loss or diminution in value of the various funds which they hold, excepting their failure to act in good faith in the performance of their duties, or any acts of gross negligence or willful misconduct as Trustees.

## ARTICLE X INDEMNIFICATION

Each person who at any time shall be or shall have been a director, Trustee, officer, committee member or employee of our District and the legal representatives of such person, shall be indemnified and held harmless by our District from and against any and all liabilities and expenses actually imposed or necessarily incurred in connection with any action, suit or other proceeding in which such person is or this person's representatives are made a party or parties or with which they may be threatened, while in office or thereafter, by reason of being or having been such a director, Trustee, officer, committee member or employee, or by reason of any alleged act or omission to act made in such capacity. Said indemnification shall cover all amounts paid by any such person or legal representatives in compromise or settlement, if, but only if, it shall be approved as in the best interest of our District by a resolution adopted by the Board of Directors, upon which such person (whether or not then a member of said Board) shall not vote. Said indemnification shall not cover liabilities or expenses imposed or incurred in connection with any matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for inexcusable negligence or misconduct in the performance of duties as such director, Trustee, officer, committee member or employee, as the case may be. The various provisions of this Section 5 are separable and independent and shall not be exclusive of any other rights to which such director, Trustee, officer, committee member or employee or such person's legal representatives may be entitled.

## ARTICLE XI FISCAL YEAR

The fiscal year of our District shall end on the last day of June in each year.

## ARTICLE XII AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the delegates present at a special or annual meeting, provided the proposed amendments have been recommended by the (a) Board of Directors or (b) by a previous Annual or Special Meeting of the District, or (c) by a petition signed by 24 members of not less than eight member congregations, and further provided that the substance of such proposed amendments has been included in the call for the meeting at which they are to be voted upon.

## ARTICLE XIII RULES OF PROCEDURE

The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of our District and of the Board of Trustees in all cases in which the Rules are consistent with these Bylaws.

## ARTICLE XIV DISSOLUTION

In the event of dissolution of our District without successor organization(s), there will be a transfer of the investment of assets to our UUA with language guaranteeing that such transferred assets be held and used exclusively for the congregations within the area of the former District, wherever within that area, and however those assets and their income are determined to be most needed by our UUA.

Adopted unanimously at the District annual meeting April 12, 2008