

Northern New England School of Religious Education Constitution

Preamble

Section 1. Resolution. Be it resolved that, in order to preserve the orderly operation of the Northern New England School of Religious Education, and provide for the orderly conduct of its business in compliance with all statutory and other legal requirements, as well as to codify the practice and traditions of the School, the Board of Trustees hereby enacts, and will cause to be filed as necessary, the following provisions, which shall be called its Constitution.

Section 2. Effect. This Constitution shall take effect, and become the governing document of the School, once it is approved in accordance with Article VIII of the NNESRE constitution as revised on Thursday, September 27, 2012, and now in effect, and is then filed with the proper governing authority, if necessary.

Section 3. Compliance. The Executive Committee is authorized to take such actions as are necessary and proper to conform this Constitution and file it in compliance with any requirements prescribed by law. The Executive Committee shall advise the Board when this Constitution is properly filed.

Article I, Purpose

Section 1. Mission. The Northern New England School of Religious Education (“NNESRE” or “School”) is an inclusive, intergenerational community welcoming all people. NNESRE conducts an annual session offering courses and activities that provide opportunities for spiritual development, socio-political awareness, artistic expression, personal growth, and renewal.

Article II, Board of Trustees

Section 1. Powers; Number of Trustees. Subject to the provisions of law, this Constitution and the School’s Bylaws, the School’s activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees of the Northern New England School of Religious Education (“Board”), which shall consist of voting members (“Trustees”) and non-voting members ex officio. The number of Trustees shall be eighteen, unless the Board by resolution fixes another number of Trustees not less than twelve and not more than twenty-one.

Section 2. Terms of Trustees; Vacancies. Trustees of the Board shall be elected for terms of three years by a majority of Trustees present at the annual meeting of the Board. A Trustee who has just completed two full, consecutive three-year terms shall not be eligible for re-election, but a former Trustee shall be eligible for re-election after at least one year has passed. At each annual meeting, one-third of the authorized number of Trustees shall be elected. A vacancy on the Board may be filled at any meeting by election of a Trustee upon recommendation of the

Nomination Committee for a term designated by that Committee. Trustees thus elected are eligible for re-election to a full three-year term.

*Section 3. **Board Composition.*** Not more than one-half of the Trustees shall serve as members of the teaching faculty or School officers in any given year.

Article III, Officers of the Board

*Section 1. **Board Officers.*** The officers of the Board of Trustees shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other Board officers as the Board shall establish by Bylaw. Consistent with Section 3 of Article V, Board officers of the Board shall be elected by a majority ballot and shall hold office for one year, or until their successors are elected. The Board may assign additional duties to a Board officer by Bylaw.

*Section 2. **Chairperson.*** The Chairperson shall preside at the meetings of the Board. They shall be an ex officio member of all Board Committees except the Nominating Committee, and shall have custody of the Treasurer's and Business Manager's bonds whenever such shall be required.

*Section 3. **Vice Chairperson.*** In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.

*Section 4. **Secretary.*** The Secretary shall keep a full record of all proceedings of the Board, including minutes of each Board meeting. In the absence of the Secretary at any meeting of the Board, a Secretary pro tem shall be chosen by the members present. The Secretary shall also perform such other duties as assigned to the office by this Constitution or the School's Bylaws

*Section 5. **Treasurer.*** The Treasurer shall oversee the administration of all invested funds of the school, and report the status of invested funds to the Board at least twice a year, including at the annual meeting. The Treasurer shall seek the Board's guidance on investment strategy. The Board may at its discretion require the Treasurer to give a bond that is satisfactory for the faithful discharge of all duties of their office. The books of the Treasurer shall be audited by an auditor selected by the Board at least every five years, and may be audited more often at the Board's discretion.

*Section 6. **Fiscal Year.*** Unless otherwise specified by the School's Bylaws, the School's fiscal year shall begin on October 1 and end on September 30.

Article IV, Meetings of the Board of Trustees

*Section 1. **Regular and Special Meetings; Notice.*** There shall be at least three regular meetings of the Board each year, which shall be called by the Chairperson: a meeting during the annual session of the School, a Spring meeting not later than May 1, and a Fall meeting not later than October 31. A special meeting may be called at the request of five Trustees.

*Section 2. **Notice; Waiver of Notice.*** Notice of any special meeting and any regular meeting not set by action of the Board shall be sent out in accordance with the School's Bylaws. Notice of a meeting need not be given to any Trustee who signs a waiver of notice, a written consent to the holding of a meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice either before or at the commencement of the meeting. All such waivers, consents, and approvals shall be filed with the School's records or made a part of the minutes of the meeting.

*Section 3. **Voting; Quorum.*** Each Trustee present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting. Seven Trustees shall constitute a quorum at any meeting of the Board. The Board shall not conduct any business at any meeting at which a quorum is not present, except that the Trustees at a duly held meeting at which a quorum is initially present may continue to conduct business, notwithstanding the departure of Trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

*Section 4. **Board Approval.*** An action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board, except as provided by law or as elsewhere provided in this Constitution or the School's Bylaws.

*Section 5. **Adjournment.*** A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment to another time or place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of adjournment.

*Section 6. **Minutes.*** The Board shall keep minutes of each meeting, which shall be kept and filed with the School's records.

*Section 7. **Action Without a Meeting.*** Any action that the Board is required or permitted to take may be taken without a meeting if all Trustees, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Trustees. All such consents shall be filed with the minutes of the proceedings of the Board in the School's records.

Article V, Committees

*Section 1. **Committees.*** Committees of the Board shall include the Executive Committee, the Nominating Committee, the Business Committee, and the Program Committee. Provided that a quorum is present, the Board may, by resolution of a majority of Trustees then in office, create, and appoint members to, one or more other committees, each consisting of two or more Trustees, to serve at the pleasure of the Board. The Board may appoint Trustees as alternate members of any Board committee created by resolution. Any Board committee, to the extent provided in this Article or in the Board resolution creating such Board committee, shall have all the authority of the Board, subject to limitations set forth by statute and the School's Bylaws. The Board may at any time by vote of a majority of Trustees then in office revoke or modify any or all of the authority so delegated to a Board committee.

*Section 2. **Executive Committee.*** The Executive Committee of the Board of Trustees shall consist of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and the chairpersons of the Business and Program committees. The Executive Committee shall act for the Board of Trustees in all matters connected with the School in the interim between meetings of the Board. The Executive Committee shall receive and act upon the reports of the Business Manager and the Chairperson of the Business Committee at the end of each fiscal year. Meetings of the Executive Committee may be held at the call of the Chairperson, or by the request of three or more members of the committee. The Secretary shall report in writing the actions of the Executive Committee at the next meeting of the Board of Trustees. The Dean may be invited to attend the meeting of the Executive Committee.

*Section 3. **Nominating Committee.*** The School's Nominating Committee shall consist of at least six members, at least half of whom shall be from the conference-at-large, self-nominated, and not members of the Board. The remaining members of the Nominating Committee shall be Trustees who are not members of the Executive Committee. Consistent with this Section and the School's Bylaws, the Board may by resolution provide for a process to nominate and select members of the Nominating Committee, and the Nominating Committee shall select its own chairperson each year from among its members. The Nominating Committee shall, at the time of the next annual meeting, submit nominations to the Board for all Board officers and new Trustees. The Board shall vote on Trustee and Board officer nominations submitted by the

Nominating Committee, as a slate or individually, before voting on the election of any other candidate. The Nominating Committee shall also submit advisory nominations to the Executive Committee for the Dean, Chaplain, Business Manager, and any other School officers as required by the School's Bylaws or Board resolution. The Nominating Committee may submit advisory nominations as requested by resolution of the Board or appropriate Board Committee. The Executive Committee may in its discretion approve and appoint each nominee, or appoint any other eligible person as a School officer.

*Section 4. **Business Committee.*** There shall be a Business Committee consisting of at least five Trustees, including the Treasurer, and the Business Manager. The Business Committee shall have general charge of, and is delegated the full authority of the Board with regard to, all matters of the School's business and finance. The Dean may be invited to attend meetings of the Business Committee. Only Trustees may vote on actions of the Business Committee, but the Business Manager and Dean shall each have one vote on advisory matters.

*Section 5. **Program Committee.*** There shall be a Program Committee consisting of at least five Trustees and the Dean. The Program Committee shall have general charge of matters of educational policy, standards, curriculum, and appointment of the School's teaching faculty. The members and Chairperson of the Program Committee shall be chosen by the Executive Committee, unless provided otherwise by the School's Bylaws or by resolution of the Board. Only Trustees may vote on actions of the Program Committee, but the Dean shall have one vote on advisory matters.

*Section 6. **Chairpersons.*** Unless provided otherwise by the School's Bylaws, the Chairperson of the Board shall appoint the chairpersons of the Business and Program committees. The

appointment of members and chairpersons of other Board committees (except the Nominating Committee) shall be made by Board resolution or as provided by the School's Bylaws.

Article VI, Officers of the School

*Section 1. **Officers.*** The officers of the School are the Dean, the Chaplain, the Business Manager, the Ed School Director, and such other School officers as may be established by the School's Bylaws or by Board resolution. The Dean and Business Manager shall be members of the Board ex officio, and the Board may in its discretion designate one or more other School officers as members ex officio. The Dean, Chaplain, Business Manager, and Ed School Director shall be nominated by the Nominating Committee, and other School officers shall be nominated in accordance with the School's Bylaws and Board resolutions. The Executive Committee shall, for each nomination, accept the nomination or appoint another eligible candidate in its discretion. In the event that the Nominating Committee is not able to submit a nomination, the Executive Committee shall appoint an eligible candidate. School officers shall have the duties and authority delegated to them by the School's Bylaws and by Board resolution.

*Section 2. **Business Manager.*** The Business Manager shall have the duty and authority to receive and hold all working funds of the School, and to disperse such funds in accordance with budget guidelines approved by the Board. At the Spring meeting of the Board, the Business Manager shall present a budget for the upcoming School session for Board approval. At the annual meeting, the Business Manager shall report on the status of the working funds and any deviation of the actual income and expenditures of the School from the budget approved by the Board. At the end of the fiscal year, the Business Manager shall turn over any excess funds to the Treasurer for investment. The Board may at its discretion require the Business Manager to give a bond that is satisfactory for the faithful discharge of all duties of their office. The books of the Business Manager shall be audited by an auditor selected by the Board at least every five years, and may be audited more often at the Board's discretion.

Article VII, Amendments and Bylaws

*Section 1. **Amendments.*** This Constitution, defined as Articles I to VII, may be amended by a two-thirds vote of the Trustees present at any properly called regular or special meeting of the Board, provided that notice of the proposed amendment shall have been given at least two weeks in advance of the time of the meeting. The required two-week notice cannot be waived or otherwise dispensed with under Section 2 of Article IV.

*Section 2. **Bylaws.*** The Board may enact, amend, or repeal any Bylaw at any properly called meeting by a majority vote of those Trustees present, so long as a quorum is present, and notice of the Bylaw is given in accordance with Section 2 of Article IV. The Secretary shall keep a current copy of the School's Bylaws with the records of the School.

*Section 3. **Emergency Bylaws.*** The Board may, at a regularly noticed meeting, pass Bylaws that provide for the continuity of the Board and School officers in the event that the School fails to

conduct a full session during the year, which may vary from the terms of this Constitution so long as they are only operative when the School fails to conduct a full session.

Section 4. Order of Precedence; Interpretation. In the event of any conflict, statutory and other legal requirements control over any provision of this Constitution, this Constitution controls over any provision of the School's Bylaws, the School's Bylaws control over any Board resolution, and a later Board resolution controls over an earlier Board resolution. In the event of ambiguity of any provision of this Constitution, the Board shall discuss the meaning of any provision governing the School's operation, and, after debate recorded in the minutes, shall vote on an interpretative resolution, which shall be filed with the School's records.