



## Guide to Proposal for Bylaws Revisions

Draft 9/16/2020

### Goals

1. Adopt relevant UUA recommendations for the Bylaws of member congregations.
2. Simplify membership criteria make membership maintenance more transparent and to reflect the change in UUA dues assessment.
3. Remove procedural ambiguities in the description of Congregational Meetings, including establishing a quorum when including alternative ways of voting or participating such as absentee ballots, online voting, and proxy ballots.
4. Define the duties of Board Officers.
5. Better define the duties of the Minister, the search process resulting in the call of a minister, dismissal of a called minister, and how the church functions when there is no called minister.
6. Enhance clarity by using consistent and current writing style and adding section titles.

The UUA recommendations for Bylaws can be found at:

<https://www.uua.org/leadership/library/bylaws-guide>.

### Article I – The Church

- Make explicit the affiliation with the UUA by adding a new section. *(UUA recommendation)*
- Incorporates as a Statement of Purpose the Congregational Covenant that was distilled from the *Getting to the Heart of the Matter* workshop on March 1, 2020. The statement is intended to be a clear, concise articulation of our reasons for existing as a church and the promises we make to each other as a congregation. *(UUA recommendation)*
- Other changes to wording or organization to enhance clarity without changing meaning. *(Enhance clarity)*

### Article II – Nondiscrimination and Inclusion

- Moved to the beginning of the Bylaws to provide visibility and clarity that this applies to all aspects of church governance. *(Enhance clarity)*
- Minor wording updates to reflect current UUA recommendations. *(UUA recommendation)*

## Article III – Membership

The complex two-tier membership structure in the existing Bylaws reflects a financial reality that no longer applies. In order to make membership more transparent and less effort to keep current, the following changes are proposed (*Simplify membership*):

- Improve inclusivity by having only a single type of membership, removing the “voting member” tier. All members are eligible to vote. Existing membership criteria of signing the membership book, absence of a creedal test, and the 45 day delay between being accepted into membership and voting at a Congregational Meeting are retained.
- Explicitly identify participation and financial support as expectations of membership.
- Simplify the membership retention process by linking continued membership to documented financial support within the past year, with no specified minimum. Continue the existing waivers of the financial support expectation for young members and members experiencing financial hardship.
- Clarify the reasons that the Board may involuntarily terminate membership.

Please see the *Appendix – Article III* for an explanation of the considerations and history behind the current (old) membership structure and why it is no longer meaningful.

## Article IV – Congregational Meetings

- Move to the Board Governance manual the specific agenda topics for the Annual Congregational Meeting (*More detail than appropriate for Bylaws*)
- Removed provision for Board to appoint a moderator other than the Board President or Vice President. (*Simplification*)
- Explicitly add online ballots as a voting option and correct ambiguities about how a quorum is counted when different voting options are used.
- Move statement about minimum membership time for voting eligibility (old Article III section 5) to Membership (new Article III section 2). (*Enhance clarity*)
- Explicitly define written notification to include email as well as regular mail. (*Enhance clarity*)
- Other changes to wording or organization to enhance clarity without changing meaning. (*Enhance clarity*)

## Article V – Board of Trustees

- Add explicit recognition of the partnership of the Board with the Minister in managing the church’s mission and operation. (*UUA recommendation*)
- Move staff hiring and firing authority to the Called Minister as Head of Staff, in keeping with the Letter of Agreement with the Minister (Article IX, Section 2). (*Enhance consistency*)

- Change the term of office to begin July 1 after election at the Congregational Meeting rather than immediately after the meeting. This supports a smoother transition between boards, as new Board members can attend the June Board meeting as observers before formally taking on their role. *(UUA recommendation)*
- Add provisions for a Trustee leave of absence, implied resignation due to failing to attend Board meetings, and removal for cause. *(UUA recommendation)*
- Other changes to wording or organization to enhance clarity without changing meaning. *(Enhance clarity)*

## **Article VI – Nominating Committee**

- Other changes to wording or organization to enhance clarity without changing meaning. *(Enhance clarity)*

## **Article VII – Officers of the Board**

- Change the terms of Board Officers to begin on July 1, consistent with the start date of the new Board members. Using June as a transition period also provides more time for the new Board to elect their officers and for those officers to plan the transition with the outgoing officers. *(UUA recommendation)*
- Added explicit descriptions of the duties of Board Officers. *(UUA recommendation)*
- Other changes to wording or organization to enhance clarity without changing meaning. *(Enhance clarity)*

## **Article VIII – Endowment Fund**

- Minor changes to wording to enhance clarity without changing meaning. *(Enhance clarity)*

## **Article IX – Called Ministers of the Congregation**

- Added duties of the (called) minister. *(UUA recommendation)*
- Added information about the Ministerial Search process. *(UUA recommendation)*
- Added the quorum for the Congregational Meeting to call a minister per UUA recommendation of a 40% quorum. *(UUA recommendation)*
- Added the quorum for the Congregational Meeting to dismiss the minister and reduced the vote needed to dismiss to a simple majority. The UUA recommends using the same quorum for the meeting to call and a vote of 40-50% to dismiss. *(UUA recommendation)*
- Clarified the Board responsibilities in the case of a vacancy in the office of minister. *(UUA recommendation)*

- Removed the section on hiring assistant minister(s). This article is intended to address called (senior or associate) ministers. An assistant minister would be hired by the called minister in consultation with the Board. *(UUA recommendation)*

## **Article X – Seal**

- Deleted reference to corporate book since the intended meaning was not clear nor useful. *(Enhance clarity)*

## **Article XI – Changes to these Bylaws**

- For consistency, generalized the wording to “changes” rather than “amendments.” *(Enhance clarity)*
- Defined the process to discuss, amend, and/or defer the proposed change(s) at the Congregational Meeting called to approve the proposed change(s). *(Enhance clarity)*
- Retains the requirement of a two thirds majority to approve change(s) while adding the clarification that the quorum is the same as for a regular Congregational Meeting. *(Enhance clarity)*

## **Article XII – Dissolution**

The UUA now requires a dissolution clause naming the UUA as beneficiary in the Bylaws of new congregations wishing to join the UUA. Including this article provides clarity around the questions of the dissolution procedure and the disposition of assets. As a nonprofit organization, assets can only be transferred to another nonprofit or they revert to the state government. *(UUA recommendation)*

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## **Appendix – Additional Details**

### **Article III – Membership**

The complex two-tier membership structure in the existing Bylaws reflects a financial reality that no longer applies.

First, in the interest of inclusion, signing the membership book implied but did not require commitment to financially support the church. Without formal tracking of participation, individuals could drift away from their affiliation with the church, and if they did not choose to explicitly resign, it was difficult to identify these individuals. Over time this led to an inaccurate membership list that resulted in the cumbersome process to trim membership reflected in the last sentence of Article II, section 3 of the current Bylaws.

Second, the UUA historically had established congregational dues, both national and regional, based on “membership.” To ensure that the congregation had sufficient income to at least pay the dues for each “member,” the ByLaws include a membership tier of “voting member,” who have made or pledge at least a minimum contribution (originally a specific amount and more recently as determined by the Board from time to time), with an exemption for financial hardship or young members. Only voting

members are reported to the UUA as congregation members. Currently, the amount set by the Board is a little more than what is needed to cover denominational dues. This attempts to be as financially inclusive as possible but is subject to being misunderstood as a reasonable contribution. The amount set by the Board is in no way sufficient to support the cost of running the Congregation.

In 2018, the UUA changed the formula for assessing dues from a membership count to a percentage of the actual operating costs for the prior year. This eliminates the existing rationale for a specific minimum contribution currently associated with voting membership. Since pledge donations are the primary source of church income, the church operating costs follow from the amount donated and so the denominational dues effectively are just a percentage of each donation, not a fixed cost. This does not change the reality that the church leadership (Minister, Board) must have a frank conversation with the membership about church programming desired, through the Vision, Identity, and Mission (VIM) Committee among others, and about the willingness and ability of the congregation to support the cost of that programming with pledge donations. This communication includes the Board financial reports and the information provided by the Annual Budget Drive Committee.