

## **SUMMARY OF PROPOSED BYLAW AMENDMENTS**

Proposed changes are intended to make the bylaws easier to read; to cover important topics not previously addressed, such as conflicts of interest; and to make other changes that clarify or update the bylaws.

1. Throughout the bylaws, the sections are divided into lettered paragraphs (and further subdivided where appropriate) for ease of referral to their separate provisions.
2. In Article I, new sections 4 (Non-discrimination) and 5 (Interpretation) are added. These are taken from the UUA's current model "Your Congregation's Bylaws."
3. In Article III a new section 3 is added, Emergency Meetings. Emergency congregational meetings could be called on no less than 24 hours' notice, by the President at direction of the Board of Trustees or by the Executive Committee, to address situations that must be dealt with in an expedited manner. A 2/3 majority vote is required to pass a resolution at an emergency meeting. An amendment to section 4 creates an exception for emergency meetings to the notice requirements for Annual and Special congregational meetings.
4. In Article VI, Section 2, the authority of the Program Coordinating Council (PCC) to propose revisions of the Society Mission Statement is removed. This does not prevent the Board from directing PCC to work on revisions to the Mission Statement in the future, but there are other consultative processes that could be used to propose a new Mission Statement.
5. Article VII, Committees and Groups, is substantially revised to clarify the status of Standing Committees and other types of committees and groups. Section 1 clarifies that Standing Committees are those created in the bylaws, and deemed essential to the functioning of the Society. New Standing Committees can only be created by amending the bylaws and must be chaired by an active member of the society. The Canvass Committee is renamed the Stewardship Committee (see also amendments to Article XI, sections 13 and 14).
6. Article VII, section 2 as proposed to be amended provides that committees other than Standing Committees can be established by the Board of Trustees, which will also prescribe the number and terms of the committee's members, appoint the chair (who must be an active member), and adopt the committee's charter, which will require at a minimum that the committee report to the Board annually. The Board may determine to apply any of these requirements to committees already in existence at the time of the adoption of these amendments. This allows the Board to work with existing committees to develop charters, if desired, over an extended time period.

7. The amendment in Article VII, section 3 provides that the Board of Trustees may apply any of the requirements for committees to Special Committees. Generally, Special Committees are appointed for limited period of time or a single purpose.
8. New section 4 of Article VII clarifies existing language regarding publicizing meetings of all types of committees, and provides that they shall be open to all members *and friends* of the Society.
9. Article IX, section 3 is amended to delete the provision allowing nominations for elected office to be made from the floor at the annual congregational meeting. It should be noted that the Nominating Committee follows a months-long nominating process (including opportunities for members to learn about the candidates) and the bylaws would continue to provide for nominations by petition signed by 25 members.
10. Article X, section 1 is amended to streamline the annual performance review process of staff members, restoring primary responsibility to the Personnel Committee.
11. Article X, section 2 is amended to provide that staff members report to the minister or his or her designee, instead of the president or his or her designee. This reflects current operations.
12. Article X, section 3(a) is amended to delete the prohibitions on the minister serving as a non-voting member of the Committee on the Professional Ministry, the Nominating Committee and the Personnel Committee. These were considered overly restrictive and counterproductive, since the minister is in a position to contribute to the work of these committees. (It is believed that this prohibition and the previous provision that is proposed to be amended are relics of a past period when the role of the minister was meant to be restricted.)
13. Article X, section 3(e), paragraph 5 is amended to clarify that the *only* means for dismissing the minister is by majority vote of members at a special meeting called for that purpose.
14. Article X, section 4 is amended by deleting the provision relating to the position of Sexton, as it is obsolete.
15. Article XI, section 4 clarifies that the Finance Committee makes budget recommendations to the Stewardship Committee and the Board of Trustees.
16. Article XI, section 6 is deleted at the request of the Finance Committee, since the Society's budget has not included reappropriations.
17. Article XI, section 11 reflects the current role of the assistant treasurer,
18. A new Article XIII, "Other Legal and Public Relations Provisions," is added, again based on the current UUA model, "Your Congregation's Bylaws."
  - Section 1 provides that all Society records, other than those deemed sensitive by the Board, shall be available to members during business hours or electronically.

- Section 2 forbids the Society, Board, any officer or employee or member, from taking any action, making any public statement or using Society property in a manner which endangers the Society's non-profit or tax-exempt status. (An example of this would be the public endorsement by the Society of a political candidate.)
- Section 3 adds a conflict of interest provision that requires abstention by any elected or appointed person or member of a council or committee from participation in discussion or vote on a matter that affects that person's financial interest, except when the council or committee votes to allow that participation.