

**Proposed Bylaws Revisions  
Frequently Asked Questions  
January 2021**

**Q. What are the bylaws? Why does Albany UU have bylaws?**

A. The bylaws set forth the overall framework for governance and operation of Albany UU. They set forth the purpose of Albany UU, membership requirements, what the governing body of Albany UU is and its membership, how congregational meetings operate, how the congregation approves ministers, and other fundamental aspects of how Albany UU functions and makes decisions.

**Q. Why are we evaluating new bylaws?**

A. Albany UU's Strategic Plan in 2009 called on the Board to "Appoint a Governance Task Force to review the governing and coordinating structures of our congregation and make proposals that would better help us achieve the goals and objectives in this strategic plan." This led to meetings, retreats, and many Board discussions on governance over a number of years.

In 2017, the Board established a Governance Working Group ("GWG") to evaluate a model of governance that would:

- Focus the Board's role on strategic planning and policy-making
- Create a program team that would implement the Board's goals in the day-to-day operations of Albany UU
- Provide for a shared ministry between the professional leadership and members
- Make volunteering more appealing and realistic for more members
- Allow Albany UU to be more flexible and adaptive

The GWG developed a governance structure, which the Board approved in 2018. The Board then charged a team to draft new bylaws that reflect this new governance structure.

**Q. What are the biggest changes from our current bylaws?**

A. The biggest changes you'll see in the proposed bylaws are:

- The Board is smaller (8 members instead of 12) and non-officer trustees serve for shorter terms (2 years instead of 3). Officers will also serve for two years, rather than their current one-year term.
- The Board can establish a Ministries and Operations Team to lead and coordinate ministry
- The section on councils (which had referenced the Program Coordinating Council, Religious Education Council, and Social Responsibilities Council) is removed.
- Some specific, more detailed operational requirements (like those pertaining to fiscal requirements and membership procedures) are removed.

**Q. Why are you proposing to reduce the size of the Board and the term length for Board members?**

A. Since the Board will be focusing on policy and governance, rather than also addressing operational issues that will now be addressed by the Ministries and Operations Team, we anticipate that fewer Board members will be needed to perform the work of the Board. Also, having fewer members will result in more opportunity for each Board member to actively participate in discussions and decision-making. Shortening the term length is likely to make serving on the Board a more attractive and feasible option for many members. Between having fewer Board members and shorter terms, there will be more congregational leaders available to take on other initiatives.

**Q. What is the purpose of the Ministries and Operations Team?**

A. The proposed bylaws state that the Board may appoint a Ministries and Operations Team (“MOT”), which shall include the Minister, to manage the operations and the programs of the Society as delegated by the Board. The proposed bylaws do not go into detail on the operation, makeup, or scope of responsibilities of the MOT. Because the concept of the MOT is a new one for Albany UU, and to allow the congregation flexibility in the operation of the MOT over time, the Board recommends outlining the details of the MOT’s work in Board policy.

Last year the Board appointed the MOT consisting of the Minister, the Congregation Administrator, the Director of Religious Education and Family Ministry and four lay leaders with overlapping two-year terms. The Board delegates to the MOT authority and responsibility over congregational operations and programs to achieve the congregation’s goals, vision, and mission, and this delegation will be set forth on a Board policy.

**Q. Why are you proposing to remove reference to the Religious Education Council and Social Responsibilities Council from the bylaws?**

A. Rather than having separately elected Religious Education and Social Responsibility Councils, the work of these councils would continue to be performed through volunteer teams coordinated by the MOT. This change is proposed to recognize that, while these groups provide important support for programs that are fundamental to the vision and operation of Albany UU, they are not governing bodies and will not be part of the new governance structure. Also, removing the requirement that members of the REC and SRC be elected will open participation in these groups to congregants who may not be able to make a three-year term commitment and will remove the limitation on the number of members of these groups. The proposed bylaws are intended to allow the congregation the flexibility to develop teams and committees as needs are identified, so do not specify all the groups that may exist or be formed in the future to perform the work of Albany UU.

**Q. Why are you proposing to remove specific requirements in the bylaws, like the requirement that any contract involving and expenditure of \$20,000 get approval of the members of the congregation?**

A. One of the purposes of revising the bylaws was to make them more flexible and adaptable. Since changes to the bylaws require approval of 2/3 of the congregation, it is a big undertaking to change them, so we want bylaws that will stand the test of time and give the Board and staff the flexibility to respond to changing circumstances. Having very specific financial controls in the bylaws, like a dollar amount for certain types of approvals or a limit on the percentage the budget can change without getting congregational approval, freezes them in place, and limits our flexibility to develop new systems of internal control and accountability in line with changing thinking. The bylaws team looked at bylaws recommendations from the Unitarian Universalist Association and the bylaws from a number of congregations around the country, and those bylaws didn't have these types of specific requirements in them.

**Q. Where will these types of requirements be set forth if they are not in the bylaws?**

A. These types of specifics will be in Board or committee policies rather than in the bylaws. The Board has asked a committee to evaluate what types of policies the Board will need to put in place if the new bylaws are approved. Until the Board adopts new policies, the Board commits to following the requirements that are in the current bylaws. Once new policies are developed, the Board will notify the congregation of the new policies. Members are always free to raise concerns or issues with Board members, and can of course notify the Board if they have concerns with the new policies.

**Q. How will we know that the Board is implementing policies that are in the best interest of Albany UU if certain requirements are not set forth in the bylaws?**

A. Members will have access to all of the policies enacted by the Board, can comment on the policies, and even call a special congregational meeting to discuss a matter of concern. Board members have a legal obligation to act in the best interest of Albany UU. Under state law, nonprofit Board members have a duty of care, loyalty, and obedience to the organization. This means that they must act in good faith, using the degree of care that people would use in similar positions under similar circumstances, act in the best interest of the organization, and ensure that the organization complies with the law and its internal governance documents and policies. The bylaws provide that Board members failing to discharge their duties can be removed either by the Board or by the members.

**Q. What are some other changes that are in the proposed bylaws?**

A. If you'd like to see all of the changes from our current bylaws to the proposed bylaws, the bylaws committee prepared a side-by-side comparison showing all the changes and explaining them. Some of the notable changes are:

- Added new section on privileges and responsibilities of membership.
- Added a provision allowing for removal of members for gross misconduct or disruptive behavior in accordance with the policies adopted by the Board. This provision is consistent with Albany UU's Safe Congregation Policy.
- Removed membership procedures, which will be included in policies.

- Removed provisions on the Executive Committee of the Board and the Personnel Committee. The purposes and duties of such committees can be set forth in Board policies.
- Removed provision specifically identifying the staff that may be engaged by Albany UU to increase flexibility in hiring staff to address the changing needs and goals of the congregation.

**Q. What is the process for changing the bylaws?**

- A. The bylaws require that a 2/3 vote of members at a congregational meeting approve amendments to the bylaws. The Board will hold congregational conversations and then the congregation will vote on whether they want to adopt the new bylaws.