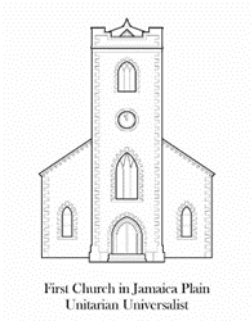

December 13, 2020

Information Sheet on the Bylaws Proposal

This Information Sheet is being provided by the Bylaws Review and Revision Task Force. Its purpose is to aid the membership in their review of the Bylaws Proposal distributed at the December 13, 2020 Mid-Year Congregational Meeting. The members will be asked to vote on the Bylaws Proposal at the May 2021 Annual Meeting.

The Task Force is also hosting several Zoom information sessions and providing a bylaws@firstchhurchjp.org email address for members to send questions to the Task Force during the December 2020 – May 2021 time period.

A Resource Page is on the firstchurchjp.org website which will provide members links to the following:

- The Bylaws Proposal with footnotes,
- The Bylaws Proposal without footnotes (this is the version that will be voted on at the May 2021 Annual Meeting),
- The Church's current Bylaws,
- History of the Bylaws Review and Revision Task Force, and
- This Information Sheet.

Comparing the current Bylaws and the Bylaws Proposal the membership will find similarities, minor changes, and several significant changes. The footnotes in one version of the Bylaws Proposal are being provided by the Task Force to help the reader understand the Task Force's approach.

It is recommended that between December 2020 and May 2021 the membership compare the current Bylaws and the Bylaws Proposal. The Task Force is offering the following tables to aid the membership in their review.

VOTING PROCESS IN MAY 2021:

The Bylaws Proposal will be entered as a motion to approve and, if seconded, will be discussed with the opportunity for members to ask questions as well as argue for or against adoption. However, motions for amendments or alterations of the Bylaws Proposal will not be allowed per the current Bylaws. When called for the vote after discussion, the membership will vote for or vote against adoption of the Bylaws Proposal without alteration. It will take a 2/3rds majority of members present (which historically has included proxies) to approve the motion.

If approved, future alterations of the Bylaws will be in accordance with section 13 of the Bylaws Proposal.

Significant Differences between the Bylaws Proposal and Current Bylaws:

Bylaws Proposal	Current Bylaws	Task Force Recommended Changes
Section 4: Added a section specifying a fiscal year	Section 4 a): Fiscal year dates are buried in the Annual Meeting Section	Needed to be prominently stated
Section 5 b): Added a method of signing the membership book if it was not available	Not addressed	
Section 5 f) iii): Governing Board	Section 3 e): Standing Committee	"Standing committee" is actually a defined term that relates to a type of committees that are always required to be in existence by a set of Bylaws, i.e., they are always standing, such as Finance, Membership, Nominating, etc. The Task Force believed a more accurate term reflecting the actual role of this committee, and one used by many UU congregations is "Governing Board."
Section 6.a): The Bylaws now require that the congregational meeting forum will be specified in the warrant and it can be either in person or 100% virtual.	Not addressed	The Task Force wanted to be clear that meetings can be held either in person or virtually but all members have to be "in the same room." For example, members cannot "call in" to an in-person meeting.
Section 6 b): Added to the list election of Board members, electing delegates to the UUA General Assembly, and allow other matters to be listed in the Warrant.	Section 4 a): Current list did not have all the historic purposes the Annual Meeting ordinarily addresses	The Task Force felt the changes reflect current practices
Section 6 c): Added additional purposes so that the Semi-Annual Meeting could address other matters in addition to the budget.	Section 4 b.): Semi-Annual Meeting purpose is to only review the status of the budget.	The Task Force adjusted the Bylaws to the current reality where the Semi-Annual Meeting can have a multiple of articles/motions to consider in addition to the budget.
Section 6 d): Added a purpose to Special Meetings that did not exist in the current bylaws	Section 4 c): Section on Special Meetings	

Bylaws Proposal	Current Bylaws	Task Force Recommended Changes
Section 6 e.) Includes more details regarding how the meeting will be managed and moderated. Additionally, here and elsewhere there is specificity regarding proxies, including the requirement that notice of proxy must be provided to the Clerk at least 24 hours prior to a meeting.	Section 4e.)	The Task Force believes that a well-managed and moderated congregational meeting is more efficient and productive. To aid, changes were made to give more guidance for the Clerk at the start of the meeting and requires the use of trained non-officer/board member moderators following a Moderator Policy
Section 7: Governing Structure	Section 5: Governing Structure	The Task Force made changes in presentation and organization as well as specifics regarding roles and responsibilities. Significant new elements are as follows: a. Added a new section on the Membership's role in governance b. Board shall establish annual goals and objectives with committees c. Committees will report accomplishments of goals in an annual report d. Board members length of maximum service without a break is changed from six years to two consecutive 3-year terms (addressing partial term appointments) e. Added a provision on how a vacancy on the Board is filled between congregational meetings [section 7.2 f) iii)] f. In section 7.2.j) included the option of Co-Chairs and delineated Chair election and the roles of the Chair position g. Specified criteria for who should be on the Nominating Committee h. Detailed new responsibilities of the Clerk, including maintenance of a current active member list, the warrant, and posting governance related information on the website to enhance transparency [section 7.4.1] i. Allowed for the appointment by the Board of an Assistant Treasurer [section 7.4.2 d)] (currently being done now)

Bylaws Proposal	Current Bylaws	Task Force Recommended Changes
		j. In section 7.5: Indemnification, added "member" to the parties being indemnified per the recommendation of our insurance expert
Section 8: Minister	Section 6: Minister	The Task force added the clarification to section 8 b) that freedom of speech outside of the pulpit was as an individual and not as a representative of the church. Though not included in the Bylaws Proposal, the Task Force has recommended the Board develop policies regarding the rights and authority of the Minister and Music Director to provide services at rental events. The Task Force included a new requirement that the Board annually evaluate the Minister in writing within the first nine months of the fiscal year to insure clear understandings and formal feedback. Evaluations have been happening annually as Reverend Bukey moved through the Fellowship process but are no longer required for that purpose. This new section would reinstate this feedback mechanism. Section 8 h) added the process of filling a Minister vacancy with an Interim Minister
Section 9: Other Staff	Section 7: Other Staff	Added specific Board authorities regarding staff, hiring, firing, adding positions, job responsibilities, etc.
Section 10: Committee and Task Forces	Section 8: Functional Committees	Added Task Forces (a frequent group of members tasked with a short-term objective but operate similarly to committees) to this section's scope. Removed the requirement that committee chairs are approved by the Board. The ad hoc committee section in the current Bylaws was moved to section 7.2 b)
Section 11: Financial Matters	Section 5.3: The Treasurer	Established the requirement that members have to approve non-budgeted <u>specific purpose</u> (versus general purpose) fundraising activities by the Church if they are expected to exceed $1,000 (NEW) Rewrote the Balance Fund section to reflect current practice and terminology

Bylaws Proposal	Current Bylaws	Task Force Recommended Changes
		Moved the financial audit provision from current Bylaws' section 5.3 d) to new section 11 and changed the auditing requirement to be the responsibility of the Finance Committee (currently being done now) with a report forwarded to the Board
Section 11.1: Contracts	Section 9.1: Contracts	Increased the upper limit from $5,000 to $10,000 to reflect current reality and included in the authority to sign are authorizations by the annual budget, terms of reserve funds, and a vote of the membership.
Section 11.2: Trust	Section 9.2: Trust	Removed the portion describing the purposes of the Trust since these are decisions that are made by the Trust and not the Church. Therefore, these statements should not be in the Church's bylaws.
Section 13: Alteration of the Bylaws	Section 11: Amendment	Focused on calling the process alteration rather than amendment Added the requirement that the meetings have a minimum of 90 days between them (NEW)
Section 14: Adoption	N/A	Added a section for dating and signing by the Clerk

One specific topic the Task Force believes it should specifically address is how Board Members and Officers are elected, suspended, and removed in the Bylaws Proposal compared to the current Bylaws:

Situation	Bylaws Proposal	Current Bylaws
Regarding Board Members		
Election	[section 6. b) iii)] Elected by members at Annual Meeting. Also, this is repeated in [section 7.2 f) ii)].	[section 4 a)] Says "officers" are elected by members at the Annual Meeting. It does not say members of the Standing Committee. But [section 5.1 e)] says members of the Standing Committee shall be elected at any Annual or Special Meeting.
Filling a vacancy in mid-fiscal year	[section 7.2. f) ii)] Nominating Committee identifies a replacement Board member and approval by Board until next Annual Meeting	[section 5.2 b)] The Standing Committee can fill any vacancy <u>in any office</u> (i.e., Standing Committee) until the next Annual Meeting

Situation	Bylaws Proposal	Current Bylaws
Removal from Board	[section 7.2 h)] The same as current Bylaws	[section 5.1 g)] Three absences without notice during 12 months is resignation by the individual Standing Committee Members can be removed from the Standing Committee by 2/3rds vote for breach of trust, gross misconduct or consistent neglect of duties
Removal by Membership	[Section 7.4 c)] A majority of members at any congregational meeting can remove a Board member	Not specifically addressed but may fall under the umbrella created by [section 5.2 c)]: The Church at any congregational meeting can remove an officer plus any member of a special committee (special committee was not defined in bylaws)
Regarding Officers		
Election	[section 6. b) iii)] The same as current Bylaws	[section 4 a)] Elected by members at Annual Meeting
Filling a vacancy in mid-fiscal year	[section 7.4 b)] The *Board* may fill any officer vacancy until the next meeting	[section 5.2 b)] The Standing Committee can fill any vacancy <u>in any office</u> (i.e., officer) until the next Annual Meeting
Removal from the Board	[section 7.2 h)] The same as the current Bylaws	[section 5.1 g)] Three absences without notice during 12 months is resignation by the individual Officers can be removed from the Standing Committee by 2/3rds vote for breach of trust, gross misconduct or consistent neglect of duties
Removal by the Board	[section 7.4 d) The same as the current Bylaws	[section 5.2 e)] A vote of 70 percent or more of the entire Standing Committee can suspend an officer from their role until a congregational meeting
Removal by Membership	[Section 7.4 c)] A majority of members at any congregational meeting can remove an officer (New: and any committee, task force or other entities' members)	[section 5.2 c)] The Church at any congregational meeting can remove an officer plus any member of a special committee ("special committee" is not defined in bylaws)