

ERUUF Proposed Bylaws: Q&A

Where can I read the Proposed Bylaws?

You can access the document from ERUUF's website, www.eruuf.org. Print copies are also available at the Board's table during coffee hour, or in the ERUUF office.

Why are the Bylaws being rewritten? Can't we just amend the current Bylaws?

The Board of Trustees considered revising the current Bylaws, but there are good reasons for starting with a clean slate. The most significant factor is the change in our model of governance. In December 2006 the Board voted to transition the governance of ERUUF to a model called "Policy Governance" which has been successfully adopted by many large UU congregations. The basic structure of Policy Governance is now in place; our bylaws, however, still reflect the earlier form of governance. Updating the current bylaws would require more than a few amendments, and rewriting was seen as an opportunity to study best practices and models from other congregations that have adopted a Policy Governance approach. Accordingly, the Board charged a Bylaws Revision Task Force "to formulate a thorough and complete revision of the current ERUUF Bylaws for the purpose of bringing this document into compliance with policy based governance and with best practice."

What was the process for drafting the Proposed Bylaws?

Pursuant to its charge the Bylaws Revision Task Force drew upon many sources. We consulted authorities such as the UUA Bylaws Guide (<http://www.uua.org/documents/congservices/congbylaws.pdf>) and *Robert's Rules of Order*. We studied the bylaws of several UU congregations that have adopted Policy Governance. Rev. Southworth and the Executive Team provided input on many specific issues. Finally, the draft has been reviewed by the Board and examined by an attorney to ensure compliance with N.C. law.

The UUA Guide states that effective bylaws should "cover only the bare bones of the organizational structure", and the Task Force sought to include in the Proposed Bylaws only those provisions essential to the establishment of the Fellowship as a Unitarian Universalist congregation and as a non-profit corporation in the state of North Carolina. Since the Governance Policies established by the Board provide the means to address many important congregational concerns in a more flexible way than is possible with bylaws, the Task Force did not include bylaws provisions that we think are more appropriately or more effectively handled in Board policies. Where consonant with all these concerns, we tried to retain the spirit, if not the letter, of specific provisions in ERUUF's current bylaws.

Where can I read the Governance Policies?

The Governance Policies established by the Board of Trustees are published on the ERUUF web site: <http://www.eruuf.org/current/Governance%20Policies.pdf>.

Will ERUUF's Constitution also be replaced?

The Proposed Bylaws, if approved by the congregation, will replace both the Bylaws *and* Constitution documents which are currently in effect. The main reason to have two separate documents is to make one (the constitution) more difficult to amend than the other (the bylaws). However, it is generally recommended now for simplicity and clarity to use just one document (bylaws). In any case, the amendment provision of the Proposed Bylaws requires a 2/3 vote, which is the same as the amendment requirement of the current Constitution. Finally, N.C. law does not require ERUUF to have a constitution, only bylaws.

Why is proxy voting disallowed?

Proxy voting -- where one member is permitted to cast an absentee member's vote in addition to their own -- is, according to *Robert's Rules of Order*, "incompatible with the essential characteristics of a deliberative assembly in which membership is individual, personal and nontransferable." Proxy voting also undermines the purpose of a congregational meeting, which is to bring members together for information, discussion, and then voting.

Why is there "nominations by petition" of Board members, in addition to those by the Nominating Committee, rather than nominations from the floor?

The intention is to provide a thoughtful process by which members may propose additional nominations for the Board, and by which everyone may be informed in advance, so that careful consideration can be given when voting.

Why is a Committee on Ministry not included?

Under Policy Governance the functions of monitoring and evaluating the ministry of the congregation (which is the primary purpose of a Committee on Ministry) are the responsibility of the Board and/or the Lead Minister. If either decides such a committee is necessary they have the authority to establish one, but there is no need for it to be in the Bylaws.

Why does the Board choose its own officers? Why aren't the duties of the officers specified?

Policy Governance emphasizes the operation of the Board as a whole. In general terms, the duties of the officers are to ensure the integrity of the Board's process (the Chair) and records (the Secretary). Selecting which trustees perform these duties allows the Board to determine how it can best function as a unit. Similarly, the Board itself defines the details of the officers' duties, which it publishes in Governance Policies.

How will financial oversight be accomplished without a Treasurer or Finance Committee?

While authority over the administration of the Fellowship is delegated to the Lead Minister, the Board establishes Governance Policies which define the Lead Minister's scope of authority on many matters including financial planning, financial condition and asset protection. The Board is responsible for monitoring the Lead Minister's compliance with these Governance Policies, which it will do by requiring regular internal financial reports and an annual audit by an outside firm. In addition, the Board has established its own Advisory Finance Committee which will review all financial reports, oversee the external audit and provide professional consultation to the Board.

Why is the Executive Team not mentioned?

The Executive Team is established in Governance Policies as part of the delegation of authority to the Lead Minister for administration of the Fellowship:

In consultation with the board, the Lead Minister shall appoint an Executive Team to assist in the administration of the Fellowship. The Lead Minister shall retain final authority in the administration of the Fellowship. (IV. B-LM1.B)