

Notes: Bylaws Task Force Congregational Meeting
July 19, 2009

Introduction

Bylaws are a mechanism used to formally define how an organization is governed. Done well, bylaws set forth rules that define how the members and staff of the organization will interact in a fair and effective way in order to manage the affairs of the organization. In a Policy-Governance model of congregational organization, bylaws provide the framework used to organize the policies that operationalize the governance of the congregation.

For this first Bylaws Task Force meeting, the Task Force would like members of ERUUF to provide input on one of the most fundamental questions in Policy-Governance: which rules should be addressed in the bylaws, and which should be defined in policies? As a simple way to think about this question, to change a bylaw requires a congregational meeting, typically a 30 day advanced notice of the agenda and issues to be considered, and a 2/3 vote of the members present. In contrast, policies are drafted by the Board and so can be changed more efficiently. In some cases that efficiency is desirable, in some cases not. In short, the issue of relative permanence largely defines a basis for deciding what the bylaws should include, as opposed to policies, but the boundary created by the criterion is likely to touch core values where ERUUF's congregants have differing perspectives.

The Task Force has planned three meetings to discuss important issues that will help define how the bylaws are written. This meeting is to focus on what should be in the bylaws, what in policy. The next meeting (August 16) will consider how we create a Board that represents the Congregation so that we are comfortable giving it the authority it needs to lead. We will also consider issues around committees: who has the authority to create committees, how committees are formed, whether there should be committees reporting to the Board required by the bylaws, and who supervises committees. The third meeting (September 20) will discuss how the bylaws should address the models of leadership and the delegation of authority to an executive team or a CEO, including examples from several other UU congregations (examples of best practices). To maximize congregational input, each meeting will have a handout like this one that can be used by people who are unable to attend the meeting in order to elicit their opinions. We will have them in the office, and will post the handouts on the ERUUF.org site. The committee has its own e-mail address that is routed to all committee members automatically, and all of the members are open to phone calls and coffee hour discussions. Bylaws matter, and we'd like to prepare a document that facilitates fair, open, and effective governance of our congregation. If you cannot attend, we urge you to take the handout and comment.

E-mail address for the Bylaws Task Force: bylaws@eruuf.org (goes to all 5 members)

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For Discussion: Should this issue be in a Bylaw or a Policy?

Caution: Do not try to write the bylaw or policy today! The issue is whether the rule should be in the bylaws (changeable only by a congregational meeting and vote) or a policy (under the jurisdiction of the Board).

1) Financial oversight issues

- A) Should the bylaws reserve for the congregation the authority to vote on single expenses or purchases exceeding 10% of the budget (or some fixed amount like \$15,000)? (Historical example: we needed a congregational meeting and vote in order to sell our donated organ)

2) Board of Trustee issues

- A) Should the Bylaws contain rules concerning executive sessions of the Board or should those be in written policies?
- B) Should the Bylaws contain language concerning the role of the Board to communicate with the congregation? [For example, require that the minutes of the Board be posted on a web site]

3) Issues related to congregational meetings

- A) Should the Bylaws contain values-related language concerning the conduct of congregational meetings eg. meetings should be run in a free and fair manner allowing representation of the whole?
- B) Should Robert's Rules of Order be specified as the Parliamentary authority for meetings?
- C) Should the Bylaws specify that electronic voting be allowed for decisions that are made without a meeting in addition to written ballots?

4) Issues related to Conflict Resolution

- A) Is it sufficient for the Bylaws to require that the Board write and put into practice a conflict resolution policy?
- B) Should the Bylaws specify who has the authority to immediately exclude any person who causes or threatens harm to persons or property or should this be spelled out in a policy?

5) Issues related to membership

- A) Should the Bylaws mandate a mechanism for revocation of membership? For example, require that it involve a judicial process unrelated to the Board?
- B) Should revocation of membership for certain reasons be delegated to the Board in the Bylaws, or allowed to be determined by the Board in a Bylaw-required policy? [Recall that policies will be posted and available for view by the Congregation: they are not casual. Also recall that there are real and practical reasons for membership revocation – ERUUF pays the UUA a substantial per capita fee, and people often fail to resign when they move or lose interest. If someone leaves the area and leaves no forwarding address, must ERUUF pay for their membership in perpetuity?]