

May 1, 2019

Proposed Bylaw Changes 2019

Introduction

As a non-profit organization, ERUUF is governed first by its bylaws and then by its policies. The current bylaws were written in 2010 when ERUUF first implemented Policy Governance. Unlike policies, which may be changed by a vote of the current Board of Trustees (BoT), bylaws can only be changed by a congregational vote. Over the past few months, the members of the BoT have carefully reviewed the bylaws. Our goal was to ensure that they accurately and clearly reflect how we currently operate or wish to operate. In the future, we may propose editorial changes to improve structure and enhance readability, but the focus for 2018/2019 was on content.

After our review, we concluded that there were several areas in need of updates, and in March, we presented draft language to the congregation for their consideration. We collected input from the congregation on the changes we were considering in several different ways. We disseminated the proposed changes to the congregation via the e-news and received feedback via e-mail. We also held a total of four listening sessions over the course of two Sundays (April 7 and 14). As a result of congregational feedback, we revised some of the suggested language.

This letter includes the final proposed changes, the rationale for these changes, the congregational feedback we received relative to these changes, and our response to feedback received. The additional language is in **bold** while the deleted language is in ~~strikeout~~. A full copy of the bylaws is also included with this letter. Please note that we have also corrected inconsistent formatting; these changes are not noted.

At the annual meeting on June 2, we will ask members of the congregation to vote on the proposed amendments. Because ERUUF is your congregation and the bylaws are your bylaws, we ask you to carefully consider the changes and participate in the vote. Changes to each article will be voted on separately.

Thank you for your support!

The ERUUF Board of Trustees

Bob Brown, Kristi Chilton (Chair), Julie Edmunds (Secretary), Albert Hardy, Lenora Harris-Field, Bonnie LaCroix (Finance Liaison), Barbara Sheline, Joan Tilghman, Helen Wolfson, and Rev. Deborah Cayer (ex-officio)

Proposed Changes to Article II: Membership

Proposed change #1: expansion of introductory statement

Membership in ERUUF is an affirmation of support for the Mission, **Vision, Covenant**, and Ends of the Congregation.

Rationale: As a congregation we have adopted a Covenant and are developing a Vision statement. Membership should be an affirmation of support for these other significant congregational documents.

Congregational feedback: Almost all participants endorsed this change. One objected strongly because the Covenant is vaguely worded, and the participant was concerned that members could be removed for not behaving appropriately.

Response to congregational feedback: The Mission, Vision, Covenant, and Ends are seen as aspirational. Members cannot be removed for failing to live up to any of these. As a result, the BoT did not make any changes to the proposed language.

Proposed Change #2: clarify criteria for becoming a member

Section 2. Admission to Membership. Any person who:

- a. has reached the age of 16 or has completed a Coming of Age program; and
- b. is in sympathy with the purpose of the Fellowship as stated in Article I; and
- c. agrees to join in the activities of the Fellowship; and
- d. agrees to make a **good-faith** financial pledge or recordable contribution; and
- e. **completes the membership process** may become a member by signing the Membership Roll.

Proposed Change #3: remove the requirement for a waiver

~~**Sect. 3 (Waiver of Financial Requirement)** The Lead Minister, or his/her delegates, may waive the requirement for a financial contribution by any current or prospective member upon request.~~

Proposed Change #4: clarify criteria for removal from membership

Section ~~4-3~~. Removal from Membership. Names may be removed from the Membership Roll ~~for any of the following reasons~~:

- a. **upon** request of the member concerned; **or**
- b. **after following the established process for maintaining the list of active members, as defined in policy.**
- c. ~~lack of a financial pledge or recordable contribution, without a waiver, following a process clearly described in policy.~~

Rationale: The proposed changes above are intended to clarify that a financial contribution is an expectation of membership, but a lack of financial support is not currently used as grounds for removal from membership. The BoT clearly recognizes that ERUUF cannot operate without adequate funding, and that it is the responsibility of the members to provide that funding. The BoT also recognizes that there are members who at times may not be able to contribute financially.

A point of clarification: the term “recordable contribution” was confusing to some. To clarify, some members do not make a pledge but may make consistent donations to ERUUF, by check or other vehicle, and this is counted as a “recordable contribution” because it can be linked back to the member.

The changes also codify the fact the ERUUF has a formal membership process in place, as we have always had. (The current membership process includes completion of the Inquirers series; previous membership processes have included multiple classes being taken or an interview with the Lead Minister.)

Congregational feedback: All participants agreed that a financial contribution should be expected of members. Most agreed that lack of a financial contribution should not be a reason for removal from membership, given that members may experience times of financial hardship that prevent them from giving. One former member of the BoT provided an explanation of the history behind the financial waiver: it was not meant to be punitive but was meant to be a way of clarifying who was a member and cleaning the rolls. One participant stated that it was important to be able to identify members because the participant believed that is how our UUA dues are calculated. One participant suggested that we clarify that the process for identifying active members is defined in policy. Participants discussed the newly required membership process of the Inquirers series, with most noting that it seems to be increasing our members and that those members are more quickly able to be involved in the congregation.

Response to congregational feedback: The UUA has changed the way that it calculates suggested dues, so that it is based on overall budget and no longer on number of members. However, the BoT and staff agree that a clean list of members is important. We added language to indicate that the process for identifying active members is defined in policy. All other language remained as initially proposed.

Proposed Changes to ARTICLE V: BOARD OF TRUSTEES

Proposed change #5: increase attendance expectations for trustees

Section 7. Removal from Office. A trustee may be removed from office by vote of a majority of the members present at a business meeting of the Fellowship, provided that removal of that trustee is specified in the call to the meeting. Failure of a trustee to attend three (3) consecutive regular Board meetings, or any ~~five (5)~~ **four (4)** regular meetings of the Board of Trustees in a business year, **is** deemed an automatic resignation from the Board, without further action or notice, unless the Board of Trustees votes otherwise.

Rationale: We believe that missing five out of 12 Board meetings indicates either a lack of commitment to service or an inability to meet the commitment due to changed circumstances. There is a provision for the BoT to take into account special circumstances if necessary.

Congregational feedback. There was agreement with this change, although one participant wondered if the number of missed meetings should be dropped to 3.

Response to congregational feedback: The BoT believes that a member could potentially miss three consecutive meetings for valid reasons not reflective of their level of commitment (e.g. travel and illness). As such, the original proposed language of 4 is retained.

Proposed changes to ARTICLE VI. NOMINATIONS AND ELECTIONS

Proposed Change #6: clarify the purpose and composition of the Nominating Committee

Section 1. The Nominating Committee.

a. *Purpose.* The Nominating Committee is elected by and reports to the Congregation for the purpose of nominating candidates for all elected positions of the Fellowship ~~and for coordinating leadership development.~~ **The Nominating Committee appraises candidates and presents the Committee’s nominees to the Congregation for a vote at the annual meeting.**

Section 1b, Composition

~~...in order to establish the transition to 7 members, the Nominating Committee is authorized to set a transitional schedule of terms for a period of not more than three business years following the approval of this provision of the Bylaws.~~

Rationale: This proposed change clarifies the role of the Nominating Committee and removes the leadership development responsibilities. The skills and interests required for leadership development do not match those required to identify candidates for elected positions, so the committee has never been able to take this on responsibility. There is now a leadership development team that is providing regular leadership development opportunities for lay leaders. Finally, the language on composition (Section 1b) needs to be stricken because the transition has already occurred.

Congregational feedback. There was overwhelming support for the removal of leadership development responsibilities, with past and present members of the Nominating Committee saying things like, “It is about time!”

Response to congregational feedback. The final recommended changes are the same as the proposed changes.

Proposed changes related to the Healthy Congregation Committee

Proposed change #8: create new Article VIII, entitled “Grievances and Conflict Management,” and move HCC description from Article II (Membership) to that article. The current Article VIII, “Other Provisions” becomes Article IX.

Proposed change #9: clarify the purpose of the HCC

Section ~~5~~ **1.** Healthy Congregation Committee. The Healthy Congregation Committee ~~shall serve as~~ **is** a standing committee **whose purpose is to promote healthy relationships and help manage congregational conflicts involving members and friends of the Fellowship.** ~~to be a resource for ERUUF members, friends, and staff to help manage all conflicts and grievances which include, but are not limited to, the following: members, friends of the Fellowship, hired staff of the~~

~~Fellowship, members of the board of Trustees, and Ministers. The organization and structure of this committee is managed through Board policies.~~ Conflicts between and among hired staff of the Fellowship ~~shall be~~ **are** addressed by personnel policies, **which include a grievance procedure.** ~~The organization and structure of this committee shall be managed through board policies.~~

Rationale: These changes seek to clarify that a) the Healthy Congregation Committee (HCC) may be called upon to assist in the resolution of congregational conflicts where at least one individual is a member or friend of the congregation and b) conflicts between and among staff are not under the purview of the HCC and c) staff personnel policies include a grievance procedure. The previous language was contradictory regarding the HCC's role in intra-staff conflicts.

Congregational feedback. Participants generally agreed that the HCC should not be involved in intra-staff conflicts, which are covered by personnel policies.

Changes no longer being proposed

In the original proposed changes, the BoT proposed two additional changes. We proposed a) clarifying the accountability and authority for resolving different types of grievances (between and among members, staff, the lead minister, etc.) and b) changing the HCC to an appointed (vs. elected) committee.

Congregational feedback: We received mixed feedback on both of the changes above. Some participants felt that the HCC should be considered a resource for all sorts of conflicts with members, including those between members and staff or between members and the lead minister. Others disagreed and felt that it should be limited to members (vs. employees). Some recognized the need for clarity around grievance procedures, and suggested that those might be addressed in policy vs. the bylaws. One participant noted that the HCC is embedded in many different policies that would also have to be changed to accommodate the bylaws. Another recommended that the bylaws and policy changes occur at the same time.

There were similarly mixed responses about whether the HCC should be elected by congregation or appointed by the Lead Minister with approval by the BoT. Some participants felt that that the HCC is a ministry committee, and should be appointed as such. Others argued that this gave too much power to the Lead Minister and that the HCC should be elected by the congregation.

Response to congregational feedback. After listening to the congregation, the BoT recognizes that there are differences in understanding and opinion about the role of the HCC, and that substantial changes to the bylaws and policies related to the HCC will involve further discussion

with members of the congregation. As a result, the BoT is no longer proposing changes related to grievance procedures or to the election of HCC members at this time.

Proposed change to current ARTICLE VIII, OTHER PROVISIONS, Section 3

Proposed change #7: move content to new Article IX (VIII is now for Grievances and Conflict Management) and update the non-discrimination clause.

Current language:

Section 3. Non-Discrimination. The Fellowship declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability or handicap, affectional or sexual orientation, age, national origin, or political persuasion, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Proposed Update:

Section 3. Non-Discrimination. The Fellowship declares and affirms its special responsibility to promote the full participation **in all of its activities of all persons who are in accord with UU principles** ~~in all of its activities and in the full range of human endeavor,~~ without regard to race, color, **ethnic or national origin, citizenship status,** sex, **gender identity or expression,** affectional or sexual orientation, **physical character or** ~~disability or handicap,~~ **family structure,** age, **educational level, socioeconomic status,** ~~political persuasion~~ **perspective,** and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

We commit to being intentionally inclusive in all of our decisions, including membership, programming, religious education, hiring practices, and the calling, installation, and retention of our minister(s).

Rationale: The BoT recognized that there were several important categories left out of the original non-discrimination statement (ethnicity, gender identity and expression, family structure, immigration status, socioeconomic status, educational background). We added an affirmation of our principles and stated our commitment to intentional inclusivity.

Congregational feedback. Participants all believed that it was important to delineate specific groups and not to have a general statement such as “we welcome all.” This was primarily because other congregations make similar general statements but “all does not necessarily mean all.”

Response to congregational feedback. The non-discrimination statement has been updated and expanded.