

## **Executive Summary of Proposed Changes to BUU's Bylaws**

You will be voting on amendments to our bylaws at our Annual Congregational Meeting on April 26. This summary describes proposed changes for your information. You will receive, via email, a copy of the revised bylaws prior to the April Town Hall, which will focus on items to be voted upon in the Annual Meeting, so you can see the detailed language. The purpose of this Town Hall is to have time for questions and discussion. Many of the changes are housekeeping for clarity, updating, or corrections, as well as reorganizing placement of some content. Virtual voting was added in any section having to do with accepted ways to vote and Sections were given titles to make finding provisions easier.

Some changes are substantive, which is the reason for this Town Hall discussion.

### **Article 1 – Name**

- Added our Borderlands UU name

### **Article 2 – Purpose**

- Added that we will operate in compliance with IRS Guidelines about not-for-profit organizations

### **Article 3 – Membership**

- Clarified that membership requires a pledge and record of payment on that pledge and deleted stating the Board's discretion to waive that requirement; it does not say that the Board cannot exercise discretion.
- Clarified that one can be a member of another congregation and also be a full member of BUU, eliminating the classification of Associate Member
- Clarified that a lifetime member (a designation that exists in our current bylaws) has the right to vote
- Clarified that the Membership Committee would provide a current membership list upon the request of the Treasurer, a member of the Board, or the office staff
- Clarified that removal of a member from the rolls because of death, absence, resignation does not require a vote by the Board

### **Article 4 – Denominational Affiliation**

- Removed affiliation with Southwest District because it no longer exists
- Deleted an intention to pay fair share (determined by UUA) dues to UUA

### **Article 5 – Congregational Meetings**

- Replaced required reports from committee chairs at the annual meeting to a report from the Coordinating Council
- Changed a notice requirement from no more than 50 days to no more than 30 days
- Changed requirement for members to call for a congregational meeting from 1/10 to 30% because of the small size of our congregation
- Added a provision about timely minutes for annual meeting

- Changed a requirement of unanimous agreement to add anything to the published annual meeting agenda to a 2/3 vote
- Changed the quorum for congregational vote for buying or selling real estate from 70% to 60%
- Clarified that, other than certain exceptions (hiring a settled minister, removing a member of the Board, acquiring or selling property), the voting requirement is a majority of the quorum
- Added that for acquisition or disposition of property  $\frac{3}{4}$  of the quorum is required

#### **Article 6 – Board**

- Deleted provision that the congregation could revise or repeal Board Policies and Procedures
- Broke out the provisions about the budget into a separate Section
- Audit Committee was changed to Management Review to clarify a professional audit is not required; added specific details about scope and process for the review
- Changed Nominating Committee to a Nominating Process
- Added a provision about how a member can request to add an item to the Board agenda
- Deleted reference to Nominating Committee as a committee the President may attend as ex officio because the Nominating Committee was changed to a Nominating Process
- Changed some specific words, but not the duties, of the Secretary
- Regarding members at large, deleted the clause, “until successor elected and qualified” and deleted the requirement of staggered terms
- In case of a resignation and replacement of an officer or member at large, the person replacing will serve until the next Annual Meeting rather than until the end of the term that was vacated
- In the case of a Board member being removed because they are not able to carry out the duties of the office the words “for cause” was changed to “for any reason”; removal of a Board member by the congregation remains that it must be for cause
- Deleted a requirement for a 10 day notice of a regular monthly Board meeting
- Still requires notification of special meetings of the Board but deleted the newsletter as a place for such notice
- The agenda for Board meetings was broken out into its own sub-section and procedures for how members of the congregation can request adding items to the agenda were specified
- Criteria for closed meetings was broken out into a separate sub-section, but the language was not changed

#### **Article 7 – Committees**

- The Board continues to provide oversight for committees it creates, but it no longer is supposed to monitor whether committees are following their own committee policies and procedures

### **Article 8 – Minister**

- Added that the minister’s contract or letter of agreement defines the duties of the minister
- Instead of listing freedoms of the minister, says “all freedoms afforded professional ministers in a free church tradition” will be in the contract or letter of agreement
- Takes out the provision that the minister cannot be any kind of a member of the Nominating or Audit committee, Committee on Ministry or other committees the Board may specify; still may not be a member of a search team
- Added that the minister can have an associate membership with UUMA, as well as fellowship. Previously required fellowship with UUA
- Deleted the requirement that a ministerial search has to be according to UUA policies and procedures
- Changed 80% required for a quorum to 70% when voting on a settled minister

### **Article 9 – Fiscal Year, no changes**

### **Article 10 -Parliamentary Authority**

- Deleted requirement of congregational approval of procedures for conduct of business by the Board
- Deleted the provision that “these procedures may include alternative decision-making”
- Changed to say that Roberts Rules of Order may be used, rather than they shall be used if there is not an alternative procedure

### **Article 11 – Amendments, no changes**

### **Article 12 – Dissolution**

- Added that for purposes of establishing a quorum that presence by proxy or virtually counts

### **Article 13 – Governing Law, no changes**