

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

You are being asked to vote on proposed changes to our bylaws, which have not been amended since 2015. Mary Arrigoni and Diane Farone were asked by the Board to review the bylaws and make recommendations to the Board. The Board then made some additional changes. And some additional changes were made based upon requests at the March Town Hall. Most of the changes are considered to be housekeeping and will be voted upon as a group. Three are considered to be substantive changes and will be voted upon separately. The following is a summary of the changes under consideration.

### **Substantive Changes**

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

**Existing language:** The Congregation shall be a member of the Unitarian Universalist Association and of the Pacific Southwest District of the Association or their successors. It is the intention of this Congregation to make annual financial contributions equal to its full fair share as determined by the Association and the District.

**Proposed Language:** The Congregation shall be a member of the Unitarian Universalist Association and of the Pacific Western Region of the Association or their successors.

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

**Existing Language:**

Section 2: Special meetings of the Congregation may be called by the Board. A meeting of the Congregation shall also be called by the Board upon written request of one-tenth (1/10) of the Members of the Congregation.

**Proposed Language:**

Section 2, Special Meetings: Special meetings of the Congregation may be called by the Board. A meeting of the Congregation shall also be called by the Board upon written request of 20% of the Members of the Congregation, provided that the group wanting a special meeting shall have first requested that the Board call such a meeting, stating to the Board its proposed purpose.

#### **Article 6 – Board**

**Existing Language:**

### Section 3 – Nominating Committee

(a) The Board shall appoint a Nominating Committee of three Members of the Congregation, which shall hold office until its duties as stated in this section are accomplished.

(b) The Nominating Committee shall solicit through the newsletter, announcements, and any other suitable means the names of potential candidates to fill vacancies for Congregation Offices and Members at Large and may also identify prospective candidates on its own. It will then recommend to the Congregation one or more persons to fill each vacant position to be voted on at the Annual Meeting. Its recommendations shall be included in the notice of Annual Meeting, but may be announced earlier to the Congregation if possible.

(c) A nomination to fill an Office or Member at Large position may be made from the floor by any Member at the Annual Meeting, if the nominee has agreed to serve.

### **Proposed Language:**

#### Section 2 – Nominating Process

(a) The Board is responsible for advising the congregation of vacancies when they occur. The Nominating Committee shall solicit through any of our regular publications, announcements, and any other suitable means the names of potential candidates to fill vacancies for Congregation Offices and Members at Large.

(b) Members of the congregation can nominate themselves or another Member at any time.

(c) Additionally, nominations to fill an Office or Member at Large position may be made from the floor by any Member at the Annual Meeting, if the nominee has agreed to serve.

## **Housekeeping Changes**

### **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.
- Eliminated the classification of Associate Member; clarified one can be a member of another congregation and also be a full member of BUU.
- Clarified that a lifetime member (a designation that exists in our current bylaws) has the right to vote
- Clarified the Membership Committee will provide a current membership list to the Treasurer, a member of the Board, or the office staff upon their request.
- Clarified that removal of a member from the rolls because of death, absence, or resignation does not require a vote by the Board.

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

- Removed affiliation with Southwest District because it no longer exists

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

- Reports from committee chairs have been replaced by a report from the Coordinating Council
- Notice requirement is changed from no more than 50 days to no more than 30
- Added a provision specifying timely approval of the annual meeting minutes by the Board
- 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**

- Provided that members seeking revision or repeal of any Board policies or procedures first request the Board to do so before calling a congregational meeting to do so.

- 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
- Added a provision describing how a member can request to add an item to the Board agenda
- Clarified that a person's term on the Board is two years, not until a successor is elected and qualified.
- 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
- Clarified that notice of a special meeting can be posted in any of our regular publications
- Added procedures for how members of the congregation can request adding items to the agenda were specified

### **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 specific 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 (because with these changes those committees would no longer exist), 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 only 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

There were no changes to Articles 11, 12 or 13. There is a clarification in every place that defines a quorum that for purposes of establishing a quorum, presence by proxy or virtually qualifies in the count. Some sections were moved or broken into separate sub-sections. Sections were given titles to improve ability to find topics.