

Background Information for Proposed Bylaws Revisions  
May 1, 2021

**Report to UUCGT Members re Bylaws revisions**

Prepared to explain bylaws amendments to be considered at 2021 Annual Meeting  
Prepared by Tom Darnton, 5/01/21

**A. Background:**

1. Legally, UUCGT is a Michigan nonprofit membership corporation. The foundational authority of a nonprofit corporation comes from the membership. The membership adopts its fundamental governing structure by means of bylaws. The model of congregational governance we are using at UUCGT calls for the bylaws to establish a purpose for the congregation and empower a board of directors to manage the affairs of the congregation in pursuit of that purpose.
2. Article II of our bylaws establishes our purpose by stating: "The purpose of this Congregation shall be to encourage and strengthen each other in the search of free minds toward a valid experience of liberal religion. To further this purpose this Congregation declares and affirms its special responsibility to promote the full participation of its members in all activities and endeavors without regard to race, color, gender, disability, affectional or sexual orientation, age, gender expression, class or national origin."
3. Bylaws may be changed only by the membership. Changes require the approval of 2/3rds of those present at a membership meeting where those changes appear on the agenda.
4. As part of the overall effort to prepare for a new settled minister, your UUCGT Board reviewed our bylaws. We found three changes that we believe need to be made to better prepare us for a new settled minister and two areas where improvements could be made.

**B. Changes which we believe are necessary:**

1. A significant revision to Article IX of the bylaws, the article which sets forth the basic relationship between the congregation and a settled minister should be adopted.
  - a. We need to return to use of the term "minister" in place of the phrase "spiritual leader." We, in fact, returned to both the letter and the spirit of that model for our relationship with our senior professional when we hired Beth Marshall as a contract minister in March of 2019.
  - b. The premise for the proposed revisions to Article IX is that the settled minister has responsibilities for overall ministry and leadership, with details to be established by contract. This allows flexibility without having to amend bylaws if duties are, for example, narrowed by hiring of additional staff.

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c. §A of the proposed Article IX is added for clarification and to permit the board to contract with interims, contract ministers, etc. without having to rethink all the roles the bylaws established for a settled minister.

d. Other sections of the proposed Article IX are reworks of existing sections. They were reworked by separating sections containing multiple points into additional, more focused sections. These are not substantive changes, but we believe this format will make the bylaws easier to understand and follow.

2. Article V of our bylaws establishes the procedures for holding meetings of the congregation. It currently does not provide for use of technology for such meetings. We have been using technology based on the Covid emergency for over a year without a bylaws provision approving it. Such use is based on the inherit power of corporations to respond to emergencies. However, we may well wish to continue using remote meeting technology after the crisis has passed. Therefore, your board proposes adding a § G to Article V to expressly permit using technology for future meetings of the membership, the board and our committees.

3. Our bylaws reference a single Manual on Board, Staff and Committees. We now have two separate collections of policies and procedures, one for staff and one for the board and committees. Our bylaws need to be changed to recognize that distinction.

### **C. Changes we believe are appropriate updates:**

1. We propose a rearrangement and clarification of Article VI, the article which sets up the board of Board of Trustees by separating existing provisions into a larger number of shorter, more targeted provisions.

2. We propose a change of wording in Article VII, the Financial Administration article. § D of that section references "the amended resolution establishing the Endowment Committee". That amended resolution is now Article XIII of the bylaws. We believe the bylaws should reference it that way, to avoid sending anyone off in search of a separate "amended resolution." A Revision of Article XIII is also needed to be consistent with this change.

### **D. Current Bylaws:**

A copy of our existing bylaws may be found in the Governance folder on the UUCGT website, which is located under the "About Us" tab on the home page.