UUCUC Proposed Constitution and Bylaw Amendments May 5, 2019 Annual and Special Meeting

What are we asking the congregation to approve Why are we proposing these changes

The "GTKPACB" Meeting

Introduction



 At the Special and Annual Meeting on May 5, 2019, voting members of the UUCUC will be asked to vote on modifications to the existing Constitution and Bylaws of the church

- As our church has grown and we are moving to a more programmatic style of church management, we need to:
 - clarify certain requirements for governance of the church
 - realign the Constitution and Bylaws with current and future organizational needs for effective and efficient operation

Where are we proposing Changes? (Major changes)

- Modification of the existing Constitution and Bylaws to include all previously approved amendments
- Modification of the scope of the Minister responsibilities to include Chief of Staff role
 - Constitution, Art. VII, Sec. 6 and
 - revision of Board of Trustees responsibilities in Bylaws, Art. VII, Sec. 7

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- Modification of scope of certain positions:
 - Financial Secretary position (Bylaws, Article V, sections 2-6),
 - UU Trust Fund Trustees description (Bylaws, Article VIII, Sec. 2&5),
 - Moderator (Bylaws, Art. III, Sec. 2),
 - Clerk position (Bylaws, Art. IV, Sec. 2,3)

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- Modification of membership requirements (Bylaws, Article I)
- Modification of scope of annual meeting and timing of committee reporting
 - (Bylaws, Art. II, Sec. 1, and Art. X, Sec. 2).



Additional Areas of Amendment . . .

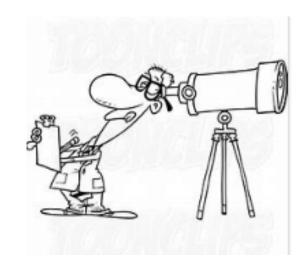
- Clarification on Board of Trustees budget modification ability (Constitution, Art. V, Sec. 3d),
- Modification of percent of voting members needed to call a minister, (Constitution, Art. VII, Sec. 2),
- Modification to allow Constitution to be modified at an Annual Meeting, (Constitution, Art. IX, Sec. 1,2),
- Modification of conditions for removal of officers (Bylaws, Art. IX, Sec. 1,2,3)
- Change to Nominating Committee charge (Bylaws Art. VI)
- Inclusion of previously adopted Mediation Committee scope and description (Bylaws Art. VIII)
- Some minor edits

The Nitty Gritty

• Oh great, I love "Robert's rules of Order" and can't wait to debate all these changes . . .

• Let's just rip off the band-aid and get it over with . . .

• In following slides, all the revised sections are included showing tracked changes. If section not shown, it is not being revised







Modification of the existing Constitution and Bylaws to include all previously approved changes

What is being done

- a March 2019 draft revised Constitution and Bylaws 'master' file includes and documents all previously approved amendments that were identified.
- Implemented clearer revision tracking
 - See example, next slide
- We believe the master is up-to-date and fantastically accurate

How you can help

 Read through a copy of the master – let us know if we missed anything

- Why we need to do this
- To ensure our foundational documents accurately reflect the actions and intent of the congregation, as have been approved since 1997

- Our church's revision Control was not quite up-to-snuff
 - Some of our most recent version (dated October 2018) left out some of the earlier revisions

New Revision Control . . .

SUMMARY OF CHANGES TO CONGREGATIONAL DOCUMENTS

(Most recent changes on top)

	(A.2) Constitution or (A.3) By-laws or	Article No.	Section No.	Date of Revision	<u>Modification</u>
	Others				
<u>36</u>	<u>A.3</u>	XV	3	<u>2018.05.06</u>	Revised By-laws regarding Socially Responsible Investment Guidelines
<u>35</u>	<u>A.2</u>	VII	2	2016.08.28	Special Congregational Meeting. Approved the change from "two-thirds" to "95 percent"
<u>34</u>	<u>A.3</u>	1	2.3.a	2015.05.3	Changed text "Central Midwest District" to "MidAmerica Region"
<u>33</u>	<u>A.3</u>	<u>II</u>	<u>4</u>	2015.05.3	Changed "mailed" to "sent via U.S. Postal Service or electronic mail"
32	<u>A.3</u>	<u>xv</u>	7	2015.05.3	Changed "specific" to "restricted bequest or non-recurring gift subject to the limits set forth in the Constitution Article 5, Section 3e". Removed "However, any restricted bequest in excess of \$5,000 must be approved by the congregation at an Annual or Special Meeting called for that purpose".
31	<u>A.2</u>	<u>V</u>	<u>3e</u>	<u>2014.05.04</u>	Changed "restricted bequests or non- recurring gifts" to "non-recurring gifts or restricted bequests" Reason: The Board of Trustees believes that reversing these phrases clarifies the intent of the statement.

The new revision control list goes on for over 3 pages (that is a lot of ellipses)

Big Kudos for the review and consolidation team:

Jennifer Livingston
Randy Locke
Jenny Hunt
Gail Schiesser
Rosalyn Maziarka
Rev. Florence Caplow

A.2 CONSTITUTION OF THE UNITARIAN UNIVERSALIST CHURCH OF URBANA-CHAMPAIGN

Includes changes approved at Congregational Meetings held April 14, 1991; May 4, 1997; May 4, 2014; and Aug. 28, 2016

Removal of the old revision control

Modification of scope of Minister responsibilities to include Chief of Staff

- What is being done
 - Revision to Constitution, Art. VII, Sec. 6
 - Minister is Chief of Staff with all staff responsibilities
 - Board of Trustees responsibilities in Bylaws, Art. VII, Sec. 7
 - Committees are responsible to Board
- See next slide for wording

- Why we need to do this
 - To document the role that Rev. Caplow is doing so ably
 - To ensure our Constitution matches the Ministerial Agreement in which we called her to be our Minister
- Facilitate staff management
 - Single person as POC, not a committee which meets only once per month

Wording of the Ministerial Scope changes

Constitution, Art. VII, Sec. 6

Section 6: -

- The Minister(s) shall be the spiritual leader(s) of the Church[LRA9].
- b. At the call, the duties and the conditions of employment of the Minister(s) shall be stated in writing and shall be mutually agreed upon by the Minister(s) and the Board of Trustees.
 subject to the approval of the voting membership.
- b.c. The Minister is Chief of Staff.): The Minister has authority to hire, supervise, discharge, and change the compensation of congregational staff, or implement other major personnel-related changes in consultation with the Personnel Committee. The Personnel Committee acts on behalf of the Board and in accordance with Board policies and budgets established by the congregation.

Bylaws, Art. VII, Sec. 7,8

Section 7: This section intentionally left blank. The Board of Trustees shall be responsible for the

appointment, employment, and termination of all Church staff except the Minister(s).

Section 8:—The Board of Trustees shall appoint and disband such committees as it may deem necessary for the efficient operation of the Church administration and program [LRA26] s. Committees are accountable to the Board of Trustees

Section 9: Section 8:. Committees are accountable to the Board of Trustees.



Modification of Financial Secretary Position

- What is being done
- Update to Bylaws, Article V, sec 2-6 Financial Secretary
 - Eliminate responsibility for managing the church credit cards
 - Eliminate dual role as member of Trust Fund Trustee
 - Share responsibilities with staff of receiving monies and maintaining records of donations
 - Remove FS responsibility to certify the Membership attendance at Annual / Special Meetings
- See next slide for wording

- Why we need to do this
 - To make this critical volunteer position a manageable role
 - To fairly document all the responsibilities
 - To follow Amy Robison's guidance on a manageable job description
 - Kudos to Amy for so faithfully doing this job for so many years for our congregation

Financial Secretary revisions

ARTICLE V: THE FINANCIAL SECRETARY

- Section 1: The Financial Secretary shall be elected for a two-year term in the odd-numbered years and shall begin that term at the adjournment of the meeting of the election.
- Section 2: The Financial Secretary shall maintain and prudently exercise signature authority on all accounts held by any Trust or Endowment owned by the Church. In this capacity, the Financial Secretary shall transfer funds as instructed by the Trustees of the Unitarian Universalist Trust

 Fund. The Financial Secretary shall receive all monies of the Church, keep records of contributions and other income, deposit money to the Church's account(s) and issue a copy of the deposit slip to the Treasurer.
- Section 3: The Financial Secretary shall receive and prudently distribute into the appropriate funds all Gifts of Stock received by the Church. In addition, the Financial Secretary shall maintain and prudently exercise signature authority on all electronic funds transfer and merchant services accounts. In this capacity, the Financial Secretary shall make timely report to the individual(s) responsible for recording the receipt of all such gifts and donations, in whatever manner they are received by the Church. The Financial Secretary shall keep records of individual pledges and payments and shall issue regular statements to all pledging units.
- Section 4: The Financial Secretary is authorized to act for the Treasurer when necessary. This section is intentionally left blank.
- Section 5: The Financial Secretary shall maintain and distribute any special funds created by the Church according to the terms of those funds. In this capacity, the Financial Secretary shall make timely report to all relevant individual(s) regarding those special accounts. The Financial Secretary shall designate voting members at any congregational meeting.

Section 6: The Financial Secretary shall serve as a Trust Fund Trustee during the term of this office.

Modification of Trust Fund Trustee / Moderator

- What is being done
- Update to Bylaws, Article VIII -TFT
 - Take the financial Secretary off the Committee
 - Ensure responsibility for documenting the trustees business is being recorded
 - Get help to do the job if needed
- Update to Bylaws Article III The Moderator
 - Helps make sure the Trust fund Trustees meet and elect a Recorder
- See next slide for wording

- Why we need to do this
 - Ensure the Financial Secretary job is manageable
 - Clarify responsibilities of the committee
 - Helps make sure the Trust Fund trustees job is manageable
 - Makes sure the committee is meeting and assigns a responsible recorder

Revisions to TFT / Moderator Bylaws

Trust Fund Trustees: Bylaws article VII

- Section 2: One trustee shall be <u>elected inl an odd-numbered year to serve a four-year term.</u> the <u>elected</u>

 Financial Secretary of the Church

 [LRA29]
- Section 3: In even-numbered years, the other two trustees shall be elected to serve four-year terms, so that a new trustee is elected every two years.
- Section 4: Trustees may succeed themselves one time, serving a maximum of eight (8) consecutive years.
- Section 5: The trustees shall elect a recorder from among themselves who shall keep minutes of all meetings and shall report the activity, including investing, reinvesting, or transference of trust assets, and current status of trust assets, liabilities, and fund balance to the congregation at the Annual Meeting. The trustees shall have the authority to delegate to a volunteer any clerical tasks, as the trustees deem appropriate. No volunteer may work in this capacity [RAL30] for more than eight years The trustees shall elect a recorder from among themselves who shall keep minutes of all meetings and shall report the activity, including investing, reinvesting, or transference of trust assets, and current status of trust assets, liabilities, and fund balance to the congregation at the Annual Meeting.

Moderator: Bylaws Article III

Section 2: The Moderator presides at all congregational meetings of the Church, and convenes the first meeting of the Nominating Committee, and convenes the first meeting of the Trustees of the Unitarian Universalist Trust Fund. [RAL20]



Modification of Clerk Position

- What is being done
- Update to Bylaws, Article IV-Clerk
 - Clarifying what reports are responsibility of the Clerk
 - Removing responsibility of Records retention
 - BOT needs to clarify in Policy the "how" the Membership list will be maintained and adjusted
 - Make sure the delegation of responsibilities are clear
- See next slide for wording

- Why we need to do this
 - Make sure record retention is kept on a more formal, permanent basis

Revisions to Clerk Bylaws

Clerk: Bylaws article IV

- Section 2: The Clerk shall be a voting member of the Board of Trustees but shall not be liaison to any council or group of committees.
- Section 3: The Clerk shall_keep the records of the Church and of regular meetings of the Board of
 Trustees, prepare the official notice of all congregational meetings of the Church, give notice of
 the meetings of the Board of Trustees and publication of minutes of board of trustees annual
 meeting of the congregation and any special meetings, and annual report and prepare any
 necessary Church reports required by the Unitarian Universalist Association.
- Section 4: The Clerk shall be responsible for the custody of all records, current membership lists, and books of record of the Church, unless care of such is otherwise provided.

Section 2:

Section 3: The Clerk shall prepare the official notice of all congregational meetings of the Church, and notice of the meetings LRA21] of the Board of Trustees and shall be responsible for the publication of minutes of the Board of Trustees, minutes of the Annual TL22 Meeting of the congregation and any special meetings, and the Annual Report.

Retain section 4?
BOT needs to enumerate Policies to
ensure record-keeping and monitoring
are adequate documented

Modification of the Membership Requirements

- What is being done
 - Update to Bylaws Art. I Membership.
 - Individuals can now sign the book at 12 years of age
 - Eliminate any financial Obligation for Membership
 - Eliminate the stringent requirements to review/purge the Membership roles
 - BOT needs to clarify in Policy the "how" that maintaining the Membership list will be done

- Why we need to do this
 - To ensure our Youth within in the Coming of Age classes have a legitimate path to church Membership
 - One step toward retaining our Youth in the UUA
 - Eliminate the implicit stigma of having financial requirements for being a Member of our Church home
 - The Membership Roll review/purge not as critical now
 - UUA Full Share now based on % of Budget, not Membership count

See next slide for wording

Revisions to Membership Rules

Membership: Bylaws article I

- Section 1: Members are those persons who are at least <u>fourteen-twelve</u> (1214) years of age and who have signed the Mmembership Bbook.
- Section 2: Members who may vote at any given meeting (voting members) are those persons who [LRA15]:
 - 1.a. are at least 124 years of age and,
 - 2.b. have signed the Membership Book [LRA16] at least 10 days before the official notice of the meeting. and,
 - have made an identifiable financial contribution during either the current or prior church fiscal
 year of an amount at least equal to the minimum established by the Board of Trustees.
 - a. Minimum financial requirement shall be determined by the Board of Trustees annually based upon the cost of Fair Share Contribution to the Unitarian Universalist Association, dues of the MidAmerica Region, and the production and mailing of the newsletter.
 - b. Joint contributions from individuals shall be deemed to have met the minimum if the amount totals at least the minimum times the number of joint donors.
 - c. In case of financial hardship, the financial contribution requirement may be waived at the discretion of the Minister(s), or the Board of Trustees.

Need to determine if part of section 3 retained or incorporated into Policy or both

Section 3: The The membership list shall be reviewed periodically. in odd numbered years by the Board of Trustees, and members who have been inactive for the previous two year period may be removed from the membership list, after appropriate attempts at notification. A member may voluntarily resign in writing at any time.

Improved way to have Annual Reports

- What is being done
- Update to Bylaws Art II Congregational Meetings
 - Remove the requirement that the Annual reports must be presented at the Annual Meeting
- Update to Bylaws Art. X
 - Make sure we do get an Annual Report and when it must be completed
- Art VII, sec 15
 - Board Chair gets to report at the annual Meeting and write an Annual Report
- See next slide for wording

- Why we need to do this
 - Improve the accuracy of the Annual Reports
 - Full year versus 10/12 of year
 - Reports will now match the church fiscal year
 - Allow publication to be done in a less rushed manner
 - Allow accurate budget numbers to be included in Report
 - Report the volunteers elected at the annual Meeting in the Annual Report
 - . . .

Annual Meeting Rules wrt Annual Report

ARTICLE II: CONGREGATIONAL MEETINGS

Bylaws:

Section 1: An Annual Meeting of the congregation shall be held in May of each year [LRA17] at a time to be determined by the Board of Trustees.

Section 2: At the Annual Meeting, the congregation shall:

- 1-a. elect officers as required, including the three elected members of the Nominating Committee;
- 2.b. adopt the budget for the fiscal year beginning July 1 of that year, including compensation for the Minister(s) and other staff;
- 3. accept annual reports from the various committees and organizations within the Church;
- 4.c. econduct such other business [LRA18] as has been included in the agenda for the call of the meeting; and
- 5.d. conduct such other business as properly may be brought before the meeting.

ARTICLE X: FISCAL YEAR

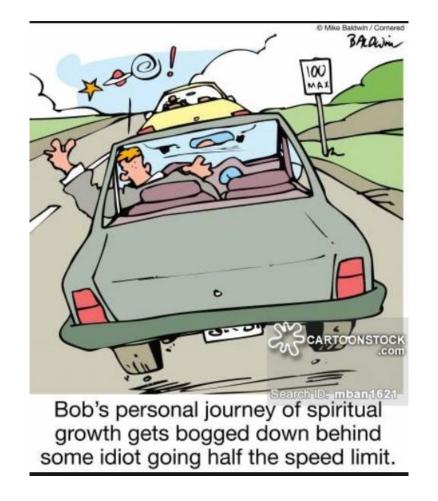
Section 1: __The fiscal year of the Church shall be July 1 to June 30. There will be an Annual Report prepared.

Section 1: Section 2: An annual report shall be prepared and pubblished to the congregation no later than SeEptembber 15th.

Additional Areas of Amendment . . .

 Are we there yet? (Nope, but closer)

- 7th Inning Stretch
 - Who knows the Words to "Take Me Out to the Ball Game?"
- "Fun" fact
 - I've used ellipses 6 times so far this presentation – a new PR



Clarifying How BOT can modify the Budget

- What is being done
- Update to Constitution, Art. V, Sec. 3d
 - Instead of Saying "altered by 5%", saying the Budget can be Increased or Decreased by 5%
 - Requirements for notifying Congregation in writing of all changes are the same
- See next slide for wording

Clarifying Intent

- Original 1997 amendment was intended to give Board some flexibility
- This amendment is not to give Board ability to re-write entire budget, but adjust votedupon line items as needed
- Notification of Congregation of any and all changes is still required
- Why we should do this
 - Making sure the BOT does not have to Call a Special Meeting, when the actual change to the budget is very small
 - Help guide the BOT in what is important, so we do not angst over details the Congregation does not worry about

Budget Adjustments by BOT

Constitution:

ARTICLE V: FORM OF GOVERNANCE

- Section 1: The congregational form of governance shall prevail in this Church. Therefore, the ultimate authority for its governance shall rest with the voting membership.
 - Section 2: An Annual Meeting and Special Meetings of the Membership shall be called as provided in the Bylaws.
 - Section 3: The following matters are specifically reserved for decision by the voting membership.
 - a. Election of officers.
 - b. Call (election) and dismissal of the [TL5] minister(s).
 - c. Adoption and amendment of the Constitution and Bylaws.
 - d. Adoption of an annual operating budget [TL6], which may be altered increased or decreased by the Board of Trustees during the fiscal year by_an amount up to a total of five (5) percent of the total budget approved. The_altered amount(s)changes must be immediately reported to the congregation in writing.
 - e. Acceptance and disposition of non-recurring gifts or restricted bequests having a value greater than \$5,000.00.6

Ministerial Call and Other Amendments

- What is being done
- Update to Constitution, Art. VII, Sec. 2
 - Changing the required percentage for a Ministerial Call from 95% to 80%
- Update to Constitution, Art. VII, Sec. 4
 - Eliminate Minister resigning in the middle of a Special Meeting

See next slide for wording

- Why we should do this
 - Earlier 95% recommendation was misconstrued – UUA guidelines recommend the percentage be >80%

- This venue for resigning is unnecessary
 - The Minister does not need to call a Special meeting just to let the Congregation know they are resigning

Ministerial Amendments

ARTICLE VII: MINISTER(S)

- Section 1: This Church shall maintain the tradition of a free pulpit; the Minister(s) shall be free to express his/her opinion outside the pulpit.
- Section 2: The Minister(s) shall be called [LRA7] by an 8095% [LRA8] vote of voting members present and voting at a Special Meeting duly called for this purpose.
- Section 3: The Minister(s) of this Church must hold fellowship in the Unitarian Universalist Association.
- Section 4: The Minister(s) shall serve at the pleasure of the congregation.
 - a. The Minister(s) may be dismissed by a two-thirds vote of the voting members present and voting at a Special Meeting duly called for that purpose.
 - b. <u>This section intentionally left blank.</u> The Minister(s) may resign by submitting a resignation to a duly called Meeting of the Church.
 - c. Ninety (90) days' notice is expected from either the Minister(s) or the congregation.

Allow Constitution to be Amended at the Annual Meeting too

- What is being done
- Update to Constitution, Art. IX, Sec. 1 and Sec. 2
 - Allow Constitutional Amendments to be proposed at annual meetings
 - Current wording only allows Constitutional amendments at Special Meeting
- See next slide for wording

- Why we should do this
 - Attendance at Special Meeting is often less than Annual Meeting
 - Constitutional changes are important and should be widely discussed
 - Harder to achieve quorum at Special Meetings
 - Why have two meeting when one will do?
 - The requirement to notify the Congregation of what is being proposed as Amendments is retained
 - Percentages approving Amendments to constitution versus Bylaws is retained
 - No constitutional conventions allowed

Constitutional Amendments at Annual Meetings

ARTICLE IX: AMENDMENTS AND BYLAWS

Section 1: Amendments to this Constitution may be made by a vote of three-fourths of the voting members present and voting at an Annual Meeting of the congregation or a Special Meeting [LRA13] duly called for this purpose. Such amendments must have been stated in the written call for the meeting.

Section 2: Bylaws not in conflict with this Constitution may be adopted and amended by a two-thirds vote of the voting members present and voting at an Annual Meeting of the congregation or a Special Meeting duly called for this purpose [LRA14]. Such Bylaws must have been stated in the written call for the meeting.

Conditions for Removal of Officers

- What is being done
- Update to Bylaws, Art. IX, Sec. 1,2,3
 - Modify wording no change in Intent
 - Does not limit BOT's reasons for removing an Officer
 - See the "Is not limited to" wording addition

- Why we should do this
 - In case there are other reasons to remove an Officer than missing 3 meetings

See next slide for wording

Removal of Officers

■ ARTICLE IX: → REMOVAL·AND·COMPENSATION·OF·OFFICERS*

ARTICLE IX: REMOVAL AND COMPENSATION OF OFFICERS

Bylaws

- Section 1: Members of the Board of Trustees who fail to uphold their duties of office or maintain their voting membership in the Church may be removed by a three fourths (3/4) vote of the remaining members Members of the Board of Trustees may be removed from office for due cause by a three-fourths (3/4) vote of the remaining members of the Board of Trustees. Due cause shall include, but is not limited to, failing to uphold their duties, failing to maintain voting membership, or failing to attend three consecutive regularly scheduled meetings of the Board of Trustees.

 [18] [T&JL31] Add the correct language.
- Section 2: Trust Fund Trustees who fail to uphold the duties of office or maintain their voting membership in the Church may be removed from office for due cause by a three-fourths (3/4) vote of the Board of Trustees. Due cause shall include, but is not limited to, failing to uphold their duties, failing to maintain voting membership, or failing to attend three consecutive regularly scheduled meetings. Add language from Sectio 1
- Section 3: Other officers_who fail to uphold the duties of office or maintain their voting membership in the Church may be removed from office for due cause by a three-fourths (3/4) vote of the Board of Trustees. Due cause shall include, but is not limited to, failing to uphold their duties, failing to maintain voting membership, or failing to attend three consecutive regularly scheduled meetings. Add language from SEctio 1

Amendment to Nominating Committee Charge

- What is being done
- Add Bylaws, Art. XI section 5–
 Nominating Committee
 - Eliminating the charge that they should get multiple candidates for each position

See next slide for wording

- Why we should do this
 - If you have every been on the Nominating committee before, this would be a no-brainer
 - Trust in the members of the committee to thoughtfully choose well-qualified candidates for each position
 - That is why we voted for then to be on the committee in the first place

Nominating Committee Amendments

Bylaws, art. XI

Section 4: The Nominating Committee shall select nominees for officers, including members of the Board of Trustees and Trust Fund Trustees as provided for in these Bylaws.

Section 5: It is desirable that there be more nominees than vacancies for all elected offices.

Section 5: The list of nominees must be published at least ten (10) days before the election.

<u>Section 7:Section 6:</u>Nominations for any office may be made from the floor at any congregational meeting. However, nominations will be accepted only for those who have given their consent either in person or in writing.

Section 7: The Nominating Committee also recommends candidates to the Board of Trustees for vacancies which may occur between elections.

Mediation Committee and Description – How did we leave this out?

- What is being done
- Add Bylaws, Art. VIII Mediation Committee
 - Was not included previously

- Why we should do this
 - Because you never know when you may need one

Don't see next slide for wording

Final Amendments and Fixing Typos . . .

- Changing UU "Society" to UU "Congregation"
 - Constitution, Art IV, sec 2, Art VIII, section 4
- Changing "Regular" Meetings to "Business" meetings
 - Bylaws art VII, sec 12

ARTICLE IV: MEMBERSHIP

- Section 1: All persons who are in sympathy with the purposes and programs of this Church may become members by meeting the requirements as stated in the Bylaws.
- Section 2: Persons who are voting members of another Unitarian Universalist Seciety congregation
 [LRA4] may not be voting members of this Church.
- Section 4: Disposition of Assets held by the Unitarian [LRA10] Uthniversalist Trust Fund:
 - a. All funds, other than real estate (Section 2)_ε shall go to the organization or organizations which succeed the Church.
 - If there is no successor organization within one year, all remaining funds shall be given to
 the Unitarian Universalist Association to be held in trust for ten (10) years for the
 establishment of a Unitarian Universalist Society [LRA11] congregation within Champaign
 County, Illinois.
 - If no Unitarian Universalist Society [LRA12] congregation is created within ten years, the
 Unitarian Universalist Association may use the money as its governing board determines.

The End

- If you are reading this . . .
 - Thank you for your attention
 - Remember to come and vote on May 5th