

## Summary of Proposed Bylaw Changes

### JRUUC Annual Congregational Meeting May 15, 2016

The proposed bylaws include the following changes to bring the bylaws into conformance with our current practices:

- The section on the Board of Trustees is rewritten with 2 substantive changes.
- The section on Committees is rewritten to remove confusing language and add language that fits our current committee structure.
- A few changes are made to the section on the Minister.

The proposed bylaws also amend our congregational inclusion statement to add “gender identity or expression.”

There is a new section on the Endowment Fund.

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#### **Article VI. Officers**

The proposed bylaw language changes the title of Article VI from “Officers” to “Board of Trustees.”

The entire article is rewritten for clarity and to make these substantive changes:

- **Moves supervision of staff from the Board to the minister.**  
Karen’s contract provides that she supervises staff. The current JRUUC bylaws provide that the Board supervises administration and staff.
- **Changes the definition of “officer.”**  
The current bylaws use the term “officer” for all members of the Board.
  - Generally, “officer” means an individual who is serving as a president, vice president, treasurer, secretary, or similar office. Other Board members are referred to as directors, trustees, or at-large Board members. The proposed bylaws use the term “at-large Board members.”
- **Adds an additional Board duty of policymaking.**
  - “Establish or approve policies to govern the operating practices of the congregation.”
  - Policymaking is an important part of the Board’s governance responsibility.

**To see the specific language changes to Article VI, compare the current version below to the version in the proposed bylaws.**

**VI. Officers.** At each annual meeting the members choose officers. Each year an officer shall be elected to serve one year as President-elect and the next year as President. In the even-numbered years a Secretary and two Trustees shall be elected, and in the odd-numbered years a Treasurer and three Trustees shall be elected, all for two-year terms. A person who has served four consecutive years on the Board of Trustees is not eligible for election to the Board at the next election. Only

members may be officers.

These officers are the Board of Trustees, take office at the start of the new fiscal year, and have general charge of the property and business affairs of the organization, including supervision of its administration and staff (other than the ministers), but subject to the decisions of the congregation. A quorum is a majority of the Board of Trustees. The Board shall not use proxies.

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## **Article VII. Committees**

The entire article is rewritten for clarity and to make the following substantive changes:

- Removes confusing language about committees that is not used or does not apply to all JRUUC committees:
  - The President may nominate members and chairs of committees, subject to the approval of the Board.
  - Committees shall report to the Board annually. (proposed language is “upon request”)
  - Committees shall not use proxies.
  - Committees may include non-Trustees.
  - Terms of office shall begin at the start of the new fiscal year.
- Rewrites the provision on the Committee on Shared Ministry (Ministry) to better represent how the committee currently operates.
- Adds a new provision on the Finance Committee because it is referred to in the section on the Assistant Treasurer.
- Adds committee language that fits our current committee structure:
  - The Board may establish other committees as deemed necessary for the operations and programs of the congregation.
  - Each committee shall have a committee charge that is approved by the Board. The charge shall include a statement of purpose and responsibilities for the committee.
  - Each committee is responsible to the Board and shall perform the functions assigned to it by these bylaws and the Board. Committees shall report to the Board upon request.
  - The President shall be responsible for the assignment of liaisons from the Board to each committee.

**To see the specific language changes to Article VII, compare the current version below to the version in the proposed bylaws.**

**VII. Committees.** The President may nominate members and chairs of committees, subject to the approval of the Board. Committees may include non-Trustees, and report to the Board annually or upon request. Committees shall not use proxies. Terms of office shall begin at the start of the new fiscal year.

a. A **Nominating Committee** shall be chosen each year, consisting exclusively of non-Board members, three to be elected by the congregation and two appointed by the Board, and shall present

a slate of nominees for the Board, elected members of the next year's nominating committee, and Assistant Treasurer.

b. A continuing **Committee on Ministry**, consisting of three non-Board members, shall support and monitor the health of the congregation's ministry. Members may serve for two year terms, subject to a limitation of not serving more than six consecutive years. Terms of office of two committee members shall begin in even numbered years. The term of office of one committee member shall begin in odd numbered years. When vacancies occur, the ministers, in collaboration with the ongoing Committee on Ministry, shall submit twice as many names as vacancies to the Board, who shall select the new member(s) from this slate. Only members may serve on the Committee on Ministry.

### **Article IX. Ministers.**

- Adds "supervision of staff" to the minister's duties.
- Changes references to minister from plural to singular ("ministers are" to "minister is").

### **Article XIV. Inclusion**

Adds "gender identity or expression" to our current inclusion statement.

### **Article XV. Endowment Fund**

Creates a new section that authorizes the creation of an endowment fund:

"An endowment fund shall be established and maintained as provided in a resolution adopted by the congregation. The Endowment Fund Resolution shall define the purpose, governance, and operational procedures of the fund."