

GUIDE TO THE UNITARIAN-UNIVERSALIST CHURCH OF NASHUA BYLAWS REVISIONS

BACKGROUND

After a several year study, the Executive Board adopted a new governance model for the church, one that became effective with the 2005-2006 church year. This model is tailored from the Policy Governance[®] model developed by John Carver. Under our implementation, the Executive Board (being renamed the *Board of Trustees*) is responsible for defining *what* the church should accomplish; a newly created *Executive Team* is responsible for *how* the church accomplishes the goals that are articulated by the Board of Trustees.

The Board of Trustees is also responsible for defining the limits within which the Executive Team may operate. These limits include such strictures as ethical behavior, adherence to the budget, and not risking the assets of the church.

To formulate the strategic goals for the church, which are also called *Ends*, the Board of Trustees is charged with representing the church's membership – both current and future – which the church strives to serve.

These roles for the Board of Trustees and Executive Team require changes to the church bylaws, changes to reflect the philosophy of policy-based governance and provide flexibility in our use and likely evolution of the model.

As one example of this flexibility, the Executive Team has the authority to form and “sunset” committees as deemed necessary to accomplish the goals defined by the Board of Trustees. As such, the bylaws should no longer specify a list of the standing committees, other than those committees that are integral to good governance and specifically required by the bylaws (e.g., Nominating, Financial Records Review).

To recommend appropriate changes to the bylaws, the Executive Board created a Bylaws Revision Committee. In formulating our recommendations, the Bylaws Revision Committee has attempted to be consistent with our present governance model, while allowing sufficient flexibility so that future adjustments to our governance processes and procedures won't require minor changes to the bylaws.

MAJOR CHANGES

Probably the most significant change will be seen in the shift of the executive function from the Executive Board (now called the Board of Trustees) to a new administrative entity called the Executive Team. In line with the name change, the role of the Board of Trustees is broadly focused on achieving the church's purpose.

The current Executive Board has been moving to a policy-based governance model, where the board focuses on developing policies and long-range goals and monitoring their implementation. Under this model, the board delegates the implementation and management of the church's day-to-day operations to the Executive Director. The Executive Director (the minister) operates with an Executive Team to facilitate the efforts of staff, the church's committees, and individual volunteers to meet the strategic goals established by the board.

Note that the bylaws do not define or dictate the structure of the Executive Team, leaving that as a matter of policy to be worked out between the Board and the Executive Director.

Which brings up another significant change in the bylaws. In line with the move away from a rule-based bylaw structure to a more policy-based approach, these new bylaws remain silent regarding issues that are more appropriately handled as matters of church policy. In fact, these bylaws need to be read and interpreted along side the Board of Trustees Governance Policies as publish on the church web site. These policies describe the roles, responsibilities, and linkages between the congregation, the Board of Trustees, and the Executive Team.

In a similar manner, we have not tried to create a bylaw for every possible contingency. The Board of Trustees, as a policy-making body, is a empowered by the congregation to make decisions based on the set issues in front of it at the time, without resorting to rules written for what would surely be a slightly different set of issues.

Thus, the bylaws no longer dictate the standing committee structure, for instance, relying now on the written policy statements to manage the interactions of the Board, the Executive Director, and church members and volunteers in caring for our congregation, our community, and our facilities.

Finally, we have, where appropriate, also looked at clarifying areas where we have had some difficulty in interpreting or implementing requirements, or where modernization of the language seemed appropriate.

The following paragraphs describe the nature of changes made, and our reasons for the changes. For convenience, they follow the same title and numbering as the revised bylaws. Note that we have inserted paragraph numbers and titles to help navigate the bylaws.

ARTICLE 1 NAME AND AFFILIATION

Eliminated reference to Articles of Agreement.

ARTICLE 2 PURPOSE

Added purposes from Articles of Agreement instead of just referencing them.

ARTICLE 3 MEMBERSHIP

3.1 MEMBERS

Unchanged.

3.2 VOTING MEMBERS

The distinction between a “Member” and a “Voting Member” is unchanged. Emphasis added that only voting members may vote in any congregational meeting or election, and that only voting members may serve as an officer or trustee, in line with the Paragraph 8.2.2 requirement that all nominees for elected office shall be voting members of the church.

3.3 MEMBERSHIP LIST MAINTENANCE

3.3.1 Removal From the Membership List

Combines three previous paragraphs regarding removal from the membership list, but the process is

unchanged.

3.3.2 Certification of Voting Membership Status

It has been a long time since the assistant treasurer has had sole responsibility for maintaining pledge and donation records and would, therefore, have been the only person who would have knowledge of individual financial contributions to the church; therefore, we have deleted reference to the assistant treasurer in regards to voting member certification.

Voting member status must now be verified prior to each congregational meeting, and must be available ten days before the meeting to allow individuals to verify their membership status and to make corrections if appropriate.

ARTICLE 4 AUTHORITY

All of this Article is new.

4.1 CONGREGATIONAL AUTHORITY

Consistent with the long tradition of congregational polity in Unitarian Universalist churches, the collective members of the church are the ultimate and sole authority for the existence and operation of the church.

4.2 BOARD OF TRUSTEES' AUTHORITY

Recognizing that it is impractical for a membership numbering in the hundreds to coordinate the myriad activities and make the numerous decisions that occur week-to-week and month-to-month, the membership delegates this responsibility to an elected Board of Trustees.

4.3 MINISTER'S AUTHORITY

To allow the volunteer and part-time members of the Board of Trustees to focus on the strategic vision of the church, the Board has adopted a governance model that delegates the management of the day-to-day operation of the church to the Minister, acting as the Executive Director and leader of the church's paid and volunteer staff. This delegation formally occurs in the form of three written policies created and maintained by the Board of Trustees:

- Strategic Goals that describe what the church is to achieve,
- Executive Limitations that describe the limits within which the Executive Director (or Team) may work to realize the strategic goals, and the
- Board of Trustees and Executive Team Linkage policy that describes the relationship between the Board of Trustees and the Executive Director (or Team).

4.4 NASHUA CEMETERY ASSOCIATION BOARD OF TRUSTEES AUTHORITY

This section also specifies the authority of the Board of Trustees for the Nashua Cemetery Association as a Committee of the Church, with fiduciary responsibility for its own funds, which are separate from those of the Church.

ARTICLE 5 CONGREGATIONAL MEETINGS

The requirement for an Annual Goal Setting Meeting was deleted. We haven't had one for years and see no need for it.

5.1 CHURCH YEAR

Unchanged.

5.2 ANNUAL MEETING

Rewritten for clarity, but essential requirements are unchanged. Clerk's notification now required by "mail" without defining whether electronic or United States Postal Service to allow for cheaper communications.

5.3 SPECIAL MEETINGS

Thirty voting members (versus 20 in the old bylaws) are now required to cause the Board of Trustees to call a Special Meeting, and we have required the Board of Trustees to act within 45 days. Special Meetings may address only the business for which they are called.

5.4 PROPERTY

Unchanged.

5.5 QUORUM

The quorum percentage is unchanged, but is now required only at the beginning of the meeting.

5.6 MAJORITY VOTE

Unchanged.

5.7 PARLIAMENTARY AUTHORITY

Added to formalize the use of Robert's Rules of Order and to allow for the appointment of a Parliamentarian during congregational meetings.

ARTICLE 6 OFFICERS

6.1 ELECTION OF OFFICERS

This article has been extensively rewritten and tables used to simplify the rules governing the election and duties of officers. The terms and term limits have not changed.

6.2 PRESIDENT

Note that this paragraph now delegates the power to sign contracts to committee chairs who are working to an approved budget, and that this authority can be further delegated. Some of the "duties" of the President have been removed.

6.3 VICE-PRESIDENT

Rule for how to fill the office of president and vice-president should the office of president become

permanently vacant added.

6.4 TREASURER

Duties and responsibilities are defined for the Treasurer's planning and goal setting role on the Board of Trustees, and the Treasurer's day-to-day financial management role as a member of the Executive Team.

6.5 CLERK

The Clerk's role and duties are unchanged.

6.6 ASSISTANT TREASURERS

The Assistant Treasurers' duties are defined in terms of assisting the Executive Director and the Treasurer in maintaining the Church's financial records.

6.7 BONDS

Unchanged.

6.8 AUTHORITY TO EXPEND CHURCH FUNDS

The power to spend Church money has never been explicitly stated before.

ARTICLE 7 BOARD OF TRUSTEES

The major difference in these bylaws is, of course, the transition of the Executive Board charged with the operation of the Church, to a Board of Trustees whose main focus is setting appropriate policy and planning for the future of the church. The authority for both the Board of Trustees and the Executive Director (the Minister) has already been set forth in Article 4.

7.1 GOVERNING BODY OF THE CHURCH

The makeup of the board is unchanged.

7.2 MEMBERS-AT-LARGE

The election, terms, and term limits for members-at-large have been clarified. Instead of three two-year terms, members-at-large are restricted to a maximum of seven consecutive years (two three-year terms plus a year if the member has been appointed to fill out a partial term). The hope was that this plan would ease the burden on the Nominating Committee in trying to maintain control of who was serving what term.

7.3 TRUSTEES INELIGIBLE FOR RE-ELECTION

No change.

7.4 REMOVAL

This is a new requirement.

7.5 BOARD OF TRUSTEES MEETINGS

In light of its reduced role in day-to-day operation of the Church, the Board of Trustees is not required to meet as often as the Executive Board was (four meetings per year versus ten meetings per year). The quorum required to conduct business is set at eight rather than a majority.

7.6 VACANCIES

Unchanged.

**ARTICLE 8
NOMINATIONS AND ELECTIONS****8.1 NOMINATING COMMITTEE MEMBERSHIP**

No change.

8.2 NOMINATIONS

No change.

8.3 ELECTIONS

No change.

**ARTICLE 9
MINISTER**

This article is comparable to Article 9 in the current bylaws. We have made explicit that the minister is not only the spiritual leader of the church, but is also the administrative supervisor and that she or he shares responsibility with the Board of Trustees for other aspects of church life.

In addition, we have made several clarifications of the search and calling process. The bylaws will now explicitly state that the search will take into account guidelines from the UUA and that a minister whom we plan to call must have preliminary or final fellowship with the UUA. Further they will explicitly state that an interim minister may be hired and will define the means of hiring and dismissing an interim minister.

We have also clarified the termination process to require that if a special meeting to terminate the minister is held (and the vote fails to remove the minister) the meeting may not be repeated for six months. Note that in case of an emergency, we believe that it is within the rights of the Board of Trustees to put the minister on administrative leave until a special meeting can be called.

Finally because of the dual roles (spiritual and administrative) of the minister, we have added a subsection to allow the board to appoint a church member to act as the administrative leader in the absence of the minister.

**ARTICLE 10
NASHUA CEMETERY ASSOCIATION**

The old Bylaws were prefaced with short history of the Association, which seems unnecessary, as it is available in more detail in one of the Church histories. The only other change is to require the Treasurer and Trustees to be members of the Church.

**ARTICLE 11
INVESTED FUNDS**

This article is unchanged.

**ARTICLE 12
FINANCIAL RECORDS REVIEW COMMITTEE**

No change.

**ARTICLE 13
AFFILIATED GROUPS AND ACTIVITIES**

This is a new Article.

In striving to realize the vision and strategic goals of the church, the minister, staff, members, and friends of the church will offer a variety of religious, spiritual, outreach, and community-building programs and groups. While most will likely be created and managed under the auspices of the church, such that the church is directly accountable for the performance of the program or group, there may be programs or groups that the church wishes to support – in that they are consistent with the vision or values of the church – but where the church is not directly accountable.

The White Wing School and Simple Gifts Coffee House are two examples of outreach programs that are supported by the church, yet where the church is not responsible for either the development or management of the program.

This section provides a framework for defining such a group or program as an Affiliated Group or Activity. It provides guidelines for the program or group's relationship with the church, the support that the church may provide, and the authority for designating such groups and programs.

**ARTICLE 14
AMENDMENTS**

14.1 AMENDMENTS

Language added to allow either US Postal Service delivery or electronic delivery of proposed amendments.

14.2 PROPOSED AMENDMENT PROCEDURE

This paragraph added to clarify procedure for handling bylaw amendment proposals arising from petitions from the congregation.

**ARTICLE 15
DISSOLUTION AND DISTRIBUTION OF ASSETS**

Updated UUA District name. Otherwise, no change.