



Towson Unitarian Universalist Church Bylaws Revision

Listening Sessions in advance of
October 25, 2020 Special Congregational Meeting

Presented by Members of the Board of Trustees
and Members of the Bylaws Committee

Agenda



- Introduction
- What Led to All this Focus on “Governance”
- What We Found Out
- What Has Already Been Done
- The Current Bylaws Initiative
- Summary of the Most Significant Changes
- Articles of Incorporation
- Time for Questions and Discussion
- Rules of Procedure for October 25 Meeting
- Schedule



Introduction

- This proposed Bylaws revision is the final step in a four-year effort to improve our governance
- Most of the changes were previously shared with the congregation, article by article, earlier in 2020
- Time constraints prevented these changes from coming to a vote during our June 14 annual meeting
- Since that meeting, the last of the planned changes have been incorporated
- These proposed bylaws were emailed to the congregation on Aug 28. The latest revision was emailed to the congregation on Sept 18.

What Led to All this Focus on “Governance”?



- In 2016, the Board requested a formal assessment of our governance system. Issues and challenges at that time included:
 - Difficulty in finding a complete slate of candidates for elected leadership positions
 - Vacancies in leadership positions remaining unfilled for longer periods
 - Initiatives stalled – not clear who to ask for permission; leaders assumed that they did not have the authority to proceed
 - Council Heads wondered about their purpose when committees under them didn't need oversight
 - Unclear whether the Operations Team or the Board had the authority to proceed; the resolution of conflicts that impeded progress were delayed until the annual congregational meeting



What We Found Out

- Rev. David Pyle of the UUA completed a review of our Bylaws in Oct 2016 and an assessment of our governance in Dec 2016. The findings:
 - Our bylaws were too long and too detailed
 - We had too many elected lay leadership positions for the size of our church
 - It's appropriate that leaders are accountable to the Congregation; however, our structure had most leaders reporting directly to the Congregation. This impeded progress by discouraging communication, making conflicts more difficult to resolve and making responsibilities and authority unclear.
- The Board overwhelmingly endorsed his recommendations.



What Has Already Been Done

- A Governance Task Force appointed by the Board worked to create a new governance model.
- With Congregational approval, we created two new governance structures for FY19: The Administrative Team and the Program Council. These worked within the existing Bylaws that year.
- With Congregational approval, we continued into a transition year in FY20 with the Administrative Team and the Program Council, while a new Bylaws Committee drafted a Phase I Bylaws revision: to eliminate the Operations Team.
- After listening sessions, the Congregation unanimously approved the Phase I Bylaws changes in Oct 2019.



The Current Bylaws Initiative

- After Oct 2019, the Board expanded the Bylaws Committee to work on a Phase II Bylaws revision.
- Committee Members:
 - Dan Alper, former Trustee, former member of the Gov. Task Force
 - Wendell Finner, current Treasurer, attorney (joined in May, 2020)
 - Karyn Marsh, former Trustee, former member of the Gov. Task Force, attorney, seminary graduate
 - Sue Royer, current President of the Board of Trustees
 - Herb Shankroff, former President of the Board of Trustees
 - Art Starr, former Trustee, attorney
 - Linda Talley, former President of the Board of Trustees
- This revision is now complete and includes:
 - The remainder of Rev. David Pyle's original recommendations
 - A review and changes recommended by outside attorneys with expertise in Maryland Church Law
 - Input from the Congregation and members of the Bylaws Committee
- This is the last revision associated with the initiative that began in 2016.

Summary of the most significant changes (1 of 2)



- Endowment Committee changed from elected to Board-appointed
- Moderator made Board-appointed rather than an elected position
- Provision for proxy voting at Congregational Meetings
- Quorum increase at Congregational Meetings
- Provision allowing remote participation in Congregational Meetings
- Increase in Congregational majority required to approve a called Minister
- Provision allowing for the possibility of a contract Minister
- Updated language for Article 2: Purpose
- Updated pronouns to be more gender-inclusive throughout

Summary of the most significant changes (2 of 2)



- Removal of unnecessary restrictions and details on matters of policy.
- Removal of references to Robert's Rules
- Rephrasing to clarify ambiguous language
- Addressed the possibility of a Trustee's removal or resignation
- Added requirement of Trustees to put the good of TUUC ahead of their own self-interest
- Membership Article simplified and added Youth Membership at age 16
- Reordering of Articles and sub-sections into a more logical sequence consistent with myriad changes
- Incorporation of advice from legal counsel



Articles of Incorporation

- Two conflicts with our Articles of Incorporation were identified through this review:
 - Date of Annual Meeting: Bylaws – 4th quarter of the fiscal year, while the Articles say May
 - Age required to be a Member: Bylaws – age 18 (the age of majority in Maryland), while the Articles say age 21
 - Purpose – is missing from our Articles
- We are working on amending and restating our Articles of Incorporation to correct these issues. They will also be voted on during the October 25 meeting. This also requires a 2/3 vote of Members present to approve.

Questions? Discussion?





Rules of Procedure

- The proposed Bylaws revision will be voted on in its entirety – up or down vote (requires 2/3 majority to pass).
- Amendments must be submitted in writing to secretary@towsonuuc.org by September 28 at 5 pm.
- No amendments will be accepted from the floor/at the meeting – to the Bylaws or to the Articles of Incorporation
- The Articles of Incorporation will also be voted on in its entirety – up or down vote (requires 2/3 majority to pass).
- Members will be given 2 minutes to speak at the meeting
- An overall time limit will be placed on discussion of the rules.

Schedule



- Proposed Bylaws sent to the Congregation Aug 28, Sept 18
- Listening Sessions on Zoom:
 - ✓ • Wednesday, September 2 at 7:30 pm
 - ✓ • Sunday, September 20 at 12:00 noon
 - ✓ • Monday, September 21 at 7:30 pm
 - Sunday, September 27 at 12:00 noon
- Proposed amendments must be submitted in writing to secretary@towsonuuc.org by 5 pm on September 28
- Absentee voting is available by contacting secretary@towsonuuc.org for a ballot
- Final Proposed Bylaws, Articles of Incorporation, and Rules of Procedure will be sent by October 11
- Special Congregational Meeting on Zoom on Sunday, October 25, check-in at 11:45 am

Thank you!

