

This document provides the reasoning behind all proposed changes to the Bylaws by the Board of Trustees for approval at the UUCCWC Annual Meeting, May 19, 2024.

Each proposed change is described as:

- **Issue:** what is the issue or problem that requires update or change
- **Change:** a “plain English” summary of the change that is proposed
- **Bylaws Reference:** lists each paragraph in the Bylaws with any wording difference (insertion/deletion) related to this change

Proposed changes are organized according to the following outline structure. Within each group, there are one or more proposed changes. Thus, each proposed change can be identified as, for example, “2.2 Non-binary Pronouns and Wording”.

1. Administrative
2. Purpose and Language
3. Membership
4. Board of Trustees
5. Nominating Committee
6. Minister and Search Committee
7. Meetings and Financial

Along with this document, you can reference:

Bylaws: proposed Bylaws text, including all changes

Bylaws Diff: Tracked changes difference document, showing all inserted/deleted text (since the 2020 approved Bylaws) –

for each section with wording changes, a comment links that change back to the section # in this Description of Bylaws Changes, such as “2.2”

How can you review proposed changes? There are several approaches:

- Read through this “Description of Bylaws Changes”, and for any change you are interested in, follow the “Bylaws Reference” to the plain text in the Bylaws or the exact wording change(s) in the difference document.
- Dive into the difference document to review any or all exact wording changes. For each paragraph with wording changes, follow the comment link back to this document to see the reasoning for that change.
- Read the Bylaws plain text, and for any section of interest, look in the difference document to see any changes that may have been made, and, if so, follow the comment link back to this document for the reasoning for those changes.

1. Administrative

1.1. Distribute Assets Upon Dissolution

<p>Issue: The bylaws specified that upon dissolution, any remaining assets would unilaterally go to First Unitarian Church of Portland. The membership should have more leeway should this situation arise.</p>
<p>Change: In case of dissolution, Oregon law does not restrict who may get assets, except those assets from a non-profit 503(c)(3) organization must be given to another 503(c)(3) group. Revise wording to “as recommended by the Board of Trustees and approved by the membership”, distribute assets to any 503(c)(3) group or groups.</p>
<p>Bylaws Reference: Article Fourteen, Section 1</p>

1.2. Table of Approved Amendments

<p>Issue: Table of Approved Amendments at the start of the Bylaws has become long and negatively impacts readability.</p>
<p>Change: Move the detailed Table of Approved Amendments to a separate document, maintained with and linked by version to the Bylaws.</p>
<p>Bylaws Reference: Delete Table of Approved Amendments, Article Thirteen</p>

1.3. Sample Ballot Appendices

<p>Issue: Bylaws Appendices A and B were sample ballots for the UCCWC Annual Meeting - from 2003! The bylaws clearly specify requirements of elections at the Annual Meeting, and sample ballots are unnecessary</p>
<p>Change: Delete old sample ballots. Equivalent examples can be included in the Policy Manual if needed.</p>
<p>Bylaws Reference: Delete Appendices A and B</p>

1.4. Wording changes for clarity

<p>Issues: (1) There are selected references in the bylaws to “Board” without clarifying as “Board of Trustees”. (2) There are instances of “the UCCWC” used in an informal sense that read awkwardly.</p>
<p>Changes: (1) Change all instances of just “Board” to “Board of Trustees”. (2) Change informal instances of “the UCCWC” to “the congregation” to be consistent in all such references.</p>
<p>Bylaws Reference: various sections</p>

1.5. Typos

Issue: There are a small number of instances of a spelling or grammatical “typo”.

Change: Correct each instance.

Bylaws Reference: Various sections

1.6. Document Formatting & Versioning

Issue: Bylaws formatting dates to the origination of the bylaws and is inconsistent with and not as readable as UCCWC standard document formatting

Change: Reformat to UCCWC document standards and update version information

Bylaws Reference: Article headers and font/paragraphing/footers through the entire document

1.7. UUA Western Region

Issue: Bylaws referenced UCCWC being a member of UUA Pacific Northwest District, which is no longer correct after UUA reorganization several years ago.

Change: Change “Northwest District” to “Western Region”.

Bylaws Reference: Article Two, Section 1

2. Purpose and Language

2.1. Rights to create new statements of purpose and covenants

Issue: Article One of the bylaws states the purpose of UCCWC and affirms values of welcoming and equal rights. But there is no provision for creating further statements of purpose or covenants.

Change: Add new Section 3 to Article One affirming that UCCWC may create further statements of purpose or covenants as long as they do not require adherence to any particular creed or abridge our principles.

Bylaws Reference: Article One, add new Section 3

2.2. Non-binary Pronouns and Wording

Issue: Using specified names, pronouns and other gendered personal references of others conveys a basic level of respect for them and their identities. Bylaws wording had not been reviewed in this regard and contained a limited number of instances, such as “his or her” or “brotherhood and sisterhood”, that need to be updated.

Change: Update instances of “binary” wording or wording that do not respect diversity of gender identity and the right of personal choice of pronouns and identity. Where appropriate, use a specific name or title, such as President, Secretary, or congregant.

Bylaws Reference: Article One, Sections 1, 2; Article Four, Section 2(a); Article Six, Sections 2, 4; Article Eight, Section 1.

2.3. Use of UCCWC name in political or social action

Issue: Article One of the bylaws states that we support political and social action affirming equal rights for all, and that the Board of Trustees “may authorize” use of our name in support of such political or social action. However, that wording was ambiguous as to whether Board of Trustees authorization was optional or required.

Change: Update wording to clarify that authorization by the Board of Trustees is required in order to use our name and involvement in such political or social actions.

Bylaws Reference: Article One, Sections 2.

3. Membership

3.1. Affirming Unitarian Universalist principles, not UUA

Issue: The bylaws specify that membership includes a provision to signify “their sympathy with the Principles and Purposes of the Unitarian Universalist Association”. This provision is not inclusive of prospective members who support Unitarian Universalism but may have issues with the direct purposes of the UUA.

Change: make this provision more inclusive by removing direct “Association” wording, and instead referring only to Unitarian Universalist principles and values.

Bylaws Reference: Article Four, Section 1 (b)

3.2. Voting Membership Open to All

Issue: Bylaws Article Four covers conditions for membership and includes specification that “Voting membership is open to all persons of any race, color, sex, ...”. In fact, our membership is open to all persons. Period. Article One: “Purpose”, Section 2 already emphasizes that we welcome, affirm and embrace the worth and dignity of all people, ...

Change: Remove qualifying wording after “all persons”.

Bylaws Reference: Article Four, Section 1

3.3. Member approval by Board of Trustees

Issue: The bylaws specify that a new member is “affirmed as a member by vote of the Board of Trustees”, and that “removal of names from the membership roster” is affirmed by the Board of Trustees, but in both cases the voting requirement is not stated.

Change: Clarify that affirmation or removal is by a majority vote.

Bylaws Reference: Article Four, Section 1(d), and Section 2(b)

3.4. Membership revoked by congregational vote

Issue: The bylaws specify that a Membership may be revoked by a congregational vote, but without indicating by what margin. By default, that would be interpreted as a majority vote. And the business meeting convened for such a vote, by default, only requires a quorum of 20%. Both do not seem appropriate for such strong action.

Change: Clarify that an 80% vote of the congregation is required for revoking a membership and that a quorum of 40% of voting members is required for such a vote.

Bylaws Reference: Article Four, Section 2(c)

3.5. Add Emeritus Member status

Issue: There is no provision to recognize members who require care and are unable to manage their own finances. Such members may be unable to apply for a waiver of their annual contribution and therefore could be subject to their membership being revoked.

Change: Add Emeritus Member Status to confer a continuing waiver of annual contribution (pledge), as recommended by The Pastoral Care and Membership Teams. The Membership Team will continue reach out to Emeritus Members, or their families at least every two years.

Bylaws Reference: Article Four, add new Section 3.

3.6. Contacting absent members

Issue: One situation in which a membership may be revoked is when the member cannot be located and has not made an annual contribution or obtained a waiver for two fiscal years. This case triggers a process to terminate membership. Given this serious consequence, it seems that simply stating “cannot be located” is insufficient.

Change: add wording: “cannot be located after several attempts to call or email”

Bylaws Reference: Article Four, Section 2 (b).

4. Board of Trustees

4.1. Transition to New Board

Issue: The bylaws created a conflict by specifying electing new officers in June, but with newly elected Board members not assuming office until July. Note: bylaws have always specified new Board members elected before June 1st, typically at the May Congregational meeting.

Change: Eliminate any time lapse in transition of authority from the current Board to the newly elected Board. At the June Board meeting, existing Board members attend as the "seated Board" and newly elected Board members attend, initially as guests.

The current President presides as the existing Board conducts regular business. As the final order of business, authority is transitioned to the newly elected Board. At that point:

1. Members whose terms have ended step down
2. Newly elected members assume office
3. The new Board elects its officers: President, Vice President, and Secretary (the Treasurer has been elected by the congregation)
4. The new Board may conduct further business, including meeting in Executive Session.

Bylaws Reference: rewrite of Article Five, Section 3a and Article Six, Section 1.

4.2. Succession for President

Issue: The bylaws specify with the duties of the Vice President, that "In the absence or in case of disability of the President, the Vice President shall perform the duties and exercise the powers of the President." However, there is no succession defined if both the President and Vice President are absent, including having resigned.

Change: Define succession for President, starting with "Vice President succession" as already specified, extended to the Secretary, in the absence of both the President and the Vice President. Add "resigned" to absent or disabled just to be absolutely clear.

Bylaws Reference: Article Six, Sections 3 and 4

4.3. Filling Vacated Offices

Issue: The bylaws cover filling a Board vacancy. What is not covered is what to do about vacant offices if any of the elected officers resign. Although resignation of the Treasurer is specified to be handled the same as for any other Board member, there is no specification as to who assumes the duties of Treasurer in that case.

Change: Where resignation of the Treasurer is explicitly covered, add that the appointed replacement must assume all the duties of the Treasurer.

Given a vacancy in any other office(s), the Board should elect replacement officer(s) at the earliest opportunity – that is, as soon as reasonably possible after consideration of electing replacement Trustees for vacant positions.

Bylaws Reference: Article Five, Section 3c and 4

4.4. Functioning with less than 7 members

Issue: Bylaws Section 4 covers filling vacancies:

“Any vacancy occurring in the Board of Trustees *may be* filled by a majority vote of The Board of Trustees <...>. The elected Trustee shall serve until the next annual election, when a Trustee shall be elected by the congregation to fill the balance of any unexpired term.”.

The use of “*may be*” allows the Board to not fill the vacated position and to continue with fewer than 7 members up to the next congregational election. This could be necessitated by not being able to find a suitable member willing to serve, or if the vacancy occurs close in time to the next congregational election.

However, the bylaws are clear that members “shall be elected” and leave no allowance for not electing a member to a vacated position. In fact, they specify that “Each Trustee shall serve until his or her successor shall assume office”.

But what if the Nominating Committee is unable to find enough willing members to run for vacated Board positions at the next Congregational election, or if a nominated member is not elected to a Board position?

Change: Amend the bylaws to allow for a congregational election not necessarily filling each vacated position, including Treasurer. That is, allowing for an un-filled position

“until such time as the Board is able to appoint a member to fill a vacated position”, according to Section 4 (as quoted above)

This outcome may occur only if there were no members available and willing to stand for election to a vacated position, or if the congregation fails to elect a candidate for a vacated position.

Bylaws Reference: Article Five, add new Section 3b (moving existing Section 3b to 3c); Article Five, Section 3c

4.5. Quorum for doing business

Issue: The bylaws specify that a quorum of the Board of Trustees for the transaction of business is: “A majority of the number of Trustees, fixed by the Bylaws ...”. However, changing the bylaws to allow for the Board of Trustees functioning with less than the specified 7 members (see above) means that the quorum for transacting business needs to be a majority of those *serving* at that time, not the fixed size.

Change: specification to “A majority of the number of serving Trustees ...”.

Bylaws Reference: Article Five, Sections 6

5. Nominating Committee

5.1.Nominating Committee Terms

<p>Issue: Bylaws specify that the Nominating Committee shall have 3 members serving 2-year terms, with 2 members elected one year and 1 elected the next. This leads to a high level of turnover and reduces continuity.</p>
<p>Change: Change specification from 2-year to 3-year terms with one member elected each year. This will improve continuity and is favored by Nominating Committee members. Additionally, update the process to fill any Nominating Committee vacancy to align with the replacement process for other elected committees.</p>
<p>Bylaws Reference: Article Seven, Section 1</p>

5.2.Nominating Committee Ballot Process

<p>Issue: Article Seven provides the structure and process for the Nominating Committee and specifies that candidates for the Nominating Committee may be nominated by a petition of at least five members. In current practice, members nominate themselves and the petition process for the Nominating Committee has not been used. Additionally, the terms and conditions in Article Seven have seemed complicated and difficult to process.</p>
<p>Change: Move previous Section 5 specifying the role of the Nominating Committee to be Section 2 to improve the flow of specification and add “preparation of the ballot” to help clarify the role. Retain the petition process specified in Section 4 for members of the congregation to submit name(s) to be nominated to any elected position directly to the Secretary for inclusion on the ballot.</p>
<p>Bylaws Reference: Article Seven, Section 2 (previous Section 5) and Section 4.</p>

5.3.Nominating Committee Ballot Preparation

<p>Issue: Bylaws specify that the Nominating Committee shall prepare a ballot for open positions on the Board of Trustees and the Internal Financial Review Committee. But in that context do not mention the Nominating Committee, which must also be on the ballot.</p>
<p>Change: Add Nominating Committee to the list of open positions on elected committees to be included on the ballot by the Nominating Committee, with nominated members provided by petition or by self-nomination.</p>
<p>Bylaws Reference: Article Seven, Section 3.</p>

5.4.Nominating Committee & Potential Candidates

Issue: There is a reference in Article Seven “Nominating Committee” regarding maintaining a list of potential candidates for filling vacancies that referred only to the Board of Trustees. It should also apply to other “elected Committees”.

Change: Add “or elected Committees” to Nominating Committee consultation on filling vacancies.

Bylaws Reference: Article Seven, Section 6

6. Minister and Search Committee

6.1. Called and Contract Ministers

<p>Issue: When initially written, the Bylaws only addressed calling a minister. In 2020, a provision was added covering the specific case for participating in a special UUA program.</p> <p>What is not clarified is the distinction between a called and a contract minister. Nor is authority defined among the Search Team, the Board of Trustees, and the Congregation, which is especially concerning given a range of possible contract scenarios and UUA programs.</p>
<p>Change: UUCCWC may hire a <i>Called</i> Minister or a <i>Contract</i> Minister.</p> <p>A <i>Called</i> Minister serves indefinitely, with no limit on duration included in their contract. A two-thirds (2/3) majority vote at a specially called congregational meeting is required to:</p> <ul style="list-style-type: none"> • Hire a called minister, following recommendation of the Search Committee, and an in-person visit including at least one sermon and meetings with members and Committees • Convert a Contract Minister to our Called Minister <p>A <i>Contract</i> Minister serves for a limited time period, their contract specifying termination in one or at most three years, in some cases, subject to renewal:</p> <ul style="list-style-type: none"> • Hiring: the Board of Trustees has authority to hire a contract Minister, based on Search Committee recommendation. • Renewal: the Board of Trustees has decision authority for renewing the contract or may call an informal congregational meeting to gather feedback and advice. • Contract options: where there are options for contract terms, such as contract duration or for participating in a particular UUA program, the Board of Trustees has decision authority for which option to pursue or may call an informal congregational meeting to gather feedback and advice.
<p>Bylaws Reference: Article Eight, Sections 3, 5, 6 are replaced by Sections 3a, 3b, 3c. Article Eight, Section 7 becomes Section 5</p>

6.2. Search Committee

<p>Issue: Bylaws fix the Search Committee size at 7 members – 5 elected and 2 appointed by the Board of Trustees. There is no flexibility to account for the different search situations between Called and Contract Ministers. And there is no provision for filling vacancies that may occur.</p>
<p>Change: Specify that the Search Committee should be comprised of 7 members for a Called Minister search or 5 to 7 members for a Contract Minister search. In both cases, a majority of the Search Committee shall be elected by the congregation from a slate prepared by the Nominating Committee, and the remainder shall be appointed by the Board of Trustees.</p> <p>After the Search Committee is formed, should any vacancies occur, the Search Team and the Board of Trustees will each evaluate whether replacement member(s) are needed. After consulting with the Search Committee, the Board of Trustees will appoint replacement member(s) if needed.</p>
<p>Bylaws Reference: Article Eight, Section 4.</p>

7. Meetings and Financial

7.1. Requesting Special Business Meetings

Issue: The bylaws specify that “Special business meetings of the congregation” may be called by written request of five (5) members. There can be significant implications from calling such meetings. Five (5) members is a smaller proportion of the congregation now than it was when the bylaws were first written and may be even smaller in the future.

Change: Change specification to be proportional to congregation size – “at least ten percent (10%) or more of the voting membership”, following precedent elsewhere in the Bylaws.

Bylaws Reference: Article Nine, Section 2

7.2. Congregational Meeting Quorums

Issues: Wording for how a congregational meeting quorum is specified is inconsistent. In addition, the Bylaws specify that 20% is required for a quorum, except in a specific case where 40% is required. Adding any other case(s) where 40% is required would cause ambiguity without explicitly adding those exception case(s) as well.

Changes: Use the wording “of the voting members of the congregation” in all cases for specifying a quorum. This wording is particularly important given that addition of Emeritus Member status confers member status, but without voting rights.

Where the Bylaws specify that 20% of the voting members of the congregation are required for a quorum, except for one specific case, change the wording for that one specific exception to “Except in cases where otherwise specified”.

Bylaws Reference: Article Four, Section 2(c); Article Eight, Section 5; Article Nine, Section 4

7.3. Board and Congregational Meetings

Issue: The bylaws include wording about how Board and Congregational meetings “may be conducted” and referred to *Robert’s Rules of Order*. This section adds no practical benefit, and the “Oregon Nonprofit Corporation Handbook” strongly advises that Bylaws not formally reference external documents such as *Robert’s Rules of Order*, which may have many revisions.

Change: Delete these sections. Guidance about how Board and Congregational meetings may be conducted is best handled in the Policy Manual.

Bylaws Reference: Removed Article Five, Section 9 and Article Nine, Section 5

7.4. Internal Financial Review Committee (IFRC)

Issue: Bylaws specify that the Internal Financial Review Committee (IFRC) shall have 3 members serving 2-year terms, with 2 members elected one year and 1 elected the next. This leads to a high level of turnover and reduces continuity, where the primary function is a yearly review and report on finances. Furthermore, there is no specification for filling vacancies that may occur.

Change: Change specification from 2-year to 3-year terms with one member elected each year. This will improve continuity and is favored by IFRC members. Add that vacancies may be filled by the Board of Trustees under the same terms as for filling vacancies on the Board of Trustees.

Bylaws Reference: Article Eleven, Section 5a