

## **Article VIII. LEADERSHIP DEVELOPMENT**

### **Reasons for change:**

This is a new article that was proposed at the last annual meeting, but never came up for a vote. In the past, the Leadership Development committee was called the Nominating committee and their only duty was to find members to run for office. When the name was changed, nothing was added to the Bylaws to describe their new duties. This new article describes their new duties.

### **The proposed article:**

## **Article VIII. LEADERSHIP DEVELOPMENT**

### **Section 1. Composition**

Leadership Development shall consist of three (3) BBUUC members elected by the members of the congregation at the Annual Meeting.

### **Section 2. Powers and Duties**

- Nurture the long-term health and vitality of the congregation's leadership pool.
- Identify potential leaders.
- Provide training for current and potential leaders.
- If requested by the Board, act as process observer at meetings or facilitate self-reviews of the Board or other groups.
- Identify support resources for leaders.
- Advise the Board in recruiting or appointing committee, task force, or ministry chairs.
- Perform other duties as specified in these Bylaws.

## **Article IX.NOMINATIONS AND ELECTIONS**

**Changes to this article were proposed at the last annual meeting, but never came up for a vote. The proposed article is a complete rewrite and includes items from other articles.**

**The current article without any proposed changes:**

### **Article IX.NOMINATIONS AND ELECTIONS**

#### **Section 1. Leadership Development Committee**

A Leadership Development Committee of three (3) members shall be elected by the Members of the congregation at the Annual Meeting. The term of office shall be one year, but at least one committee member shall be encouraged to serve a second term to promote continuity from one year to the next. No person may be elected to serve for more than two consecutive terms, but a person who is appointed as a mid-year replacement may thereafter be elected for two full consecutive terms.

#### **Section 2. Duties of the Leadership Development Committee**

The Leadership Development Committee shall prepare from the roster of Members a slate of candidates for election as officers, trustees, and as members of the Leadership Development Committee for the following year, and shall place the names in nomination at the May Annual Meeting. Nominations shall be submitted in writing to the congregation at least ten (10) days prior to the Annual Meeting. (At the annual membership meeting, the President shall also ask for any additional nominations from the floor.) Nominees must be Members, be notified in advance, and consent to having their names placed into nomination prior to the submission of the Leadership Development Committee's slate. The President may also request the Leadership Development Committee to assist in the identification of Committee Chairs.

#### **Section 3. Terms of officers and trustees**

Each officer shall be elected at the Annual Meeting for a term of one (1) year, taking office effective July 1st. Each trustee shall be elected at the Annual Meeting for a term of one (1) or two (2) years, taking office effective July 1st. Trustee terms shall be staggered. No person, except the Treasurer, may be elected to serve for more than two consecutive terms in the same position on the Board of Directors, but a person who is appointed to a position on the Board as a midyear replacement may thereafter be elected for two full consecutive terms into that same position.

## **Article IX.NOMINATIONS AND ELECTIONS**

### **The proposed section 1 with reasons for the changes.**

- This section is a consolidation of items from several places.
- The wording for trustees has been changed to reduce the use of one-year terms. In the past, if a trustee only served the first year of a two-year term, their replacement might be elected to a one-year term. The new wording means that their replacement would be elected to a two-year term, except when needed to stagger terms.
- The terms for LD members have been increased from one to two years, so that there is more continuity on the committee.

The proposed section:

### **Section 1. Elected office: Term length and limits**

- President, Vice President and Secretary
  - are elected for a one (1) year term.
  - can only be elected to the same position two (2) consecutive times.
- Treasurer
  - is elected for a one (1) year term.
  - no term limits.
- Trustees
  - are elected for two (2) year terms except when 3 trustees are elected at the same annual meeting. In that case, one of the 3 will be selected using Board procedure, to have a one-year term.
  - can only be elected two (2) consecutive times.
  - If a trustee will not serve the second year of their term, their term will be truncated to a single year.
- Leadership Development Committee
  - are elected for two (2) year terms except when three (3) committee members are elected at the same annual meeting. In that case, one of the three (3) will be selected using Board procedure, to have a one (1) year term.
  - can only be elected two (2) consecutive times.
  - If a committee member will not serve the second year of their term, their term will be truncated to a single year.
- Only Members who are not employees of BBUUC shall hold elected office.
- A person must be a Member for at least a year to run for an elected office.
- Board members shall not be related by blood, marriage, or domestic partnership.
- Terms will begin at the start of the fiscal year (July 1<sup>st</sup>).

## **Article IX.NOMINATIONS AND ELECTIONS**

### **The proposed section 2 with reasons for the changes.**

Floor nominations don't succeed and make the elections process more complex. It would be undemocratic to eliminate them without creating a different way for a member to run for office without getting the support of LD. For this reason, the ability to nominate someone by collecting signatures has been added.

### **Section 2. Election Preparation**

- The Leadership Development committee will solicit members to run for office.
- Nominees must be Members, be notified in advance, and consent to having their names placed into nomination.
- In order to be nominated, a member must have one of the following:
  - Support of the Leadership Development committee
  - Signatures of ten (10) members submitted to the Board at least four (4) days before the annual meeting.
- The list of candidates that are known thirty (30) days prior, must be submitted in writing to the congregation at least ten (10) days prior to the Annual Meeting.

## **Article IX.NOMINATIONS AND ELECTIONS**

### **The proposed section 3 with reasons for the changes.**

- Floor nominations are not allowed unless needed to fill a position that does not have a nominee.
- Uncontested elections will be elected by acclamation. Much faster than having a vote.
- For contested elections, someone must get the majority of the votes to win. Runoffs use Board election procedure.
- The Board needs to have an election procedure to clarify details. In the past, the details on how an election was run were decided each year and could seem arbitrary. If there is a written procedure, past mistakes can be avoided.

### **Section 3. Holding Elections**

- Elections are held at the annual meeting in May.
- The Leadership Development Committee shall place the names in nomination.
- Floor nominations are only allowed for Board officer positions if no one has been nominated for that position before the meeting.
- Floor nominations are only allowed for Trustee or Leadership Development positions if there are unfilled positions after the nominated members are elected.
- If an election is uncontested, the candidate shall be elected by acclamation.
- Contested elections will be voted by secret ballot. The member with majority of the votes wins. If a runoff election is required, Board election procedures will be followed.
- The Board shall approve a procedure, compatible with these Bylaws, that will specify other details of elections.

## **Article IX.NOMINATIONS AND ELECTIONS**

The proposed section 4 with reasons for the changes.

This is a consolidation of items from several places.

### **Section 4. Vacancy in Elected Office**

- If the office of President becomes vacant, the Vice President shall assume the office of President.
- If the office of Treasurer becomes vacant, the Finance Chair shall assume the office of Treasurer.
- If any other elected office becomes vacant, the Board will appoint a Member to that position to serve until the end of the current fiscal year.
- A partial term does not count for term limits.

## **Article X. MEETINGS OF THE MEMBERSHIP**

At the last annual meeting, proxy voting was added to this article. Some of the old wording should be changed to be more compatible.

**There are no proposed changes to Section 1, 2 and 3.**

### **Current section 4:**

#### **Section 4. Quorum**

Twenty-five (25) percent of the Members qualified to vote shall constitute a quorum for all matters except the amendment of the Bylaws or Articles of Incorporation, the appointment or dismissal of the Minister and the purchase of land or a building. The quorum for these exceptions shall be forty percent (40%) of Members and a 4/5 majority of Members present is required to pass issues related to these exceptions. At the annual meeting the Bylaws do not need the increased quorum but still need a 4/5 majority to approve.

### **Proposed section 4:**

#### **Section 4. Quorum**

Twenty-five (25) percent of the Members qualified to vote shall constitute a quorum for all matters except:

- Amending the Bylaws.
- Articles of Incorporation.
- Approving the purchase of land or a building.
- Calling of a Minister.

The quorum for these exceptions shall be forty percent (40%) of Members qualified to vote. At the annual meeting the Bylaws do not need the increased quorum.

### **Reasons for change:**

Moved voting related items to section 5.

## Article X. MEETINGS OF THE MEMBERSHIP

### Current section 5:

#### Section 5. Voting

Proxy votes shall be available only to Members who cannot attend a given meeting for reasons of incapacitation, travel or work. All proxies must be submitted using the Board approved procedure included with the meeting notice. A simple majority of Members present, and proxy votes may decide any question except as noted in Section 4 above.

### Proposed section 5:

#### Section 5. Voting

- Proxy votes shall be available only to Members who cannot attend a given meeting for reasons of incapacitation, travel or work. Proxy votes count toward quorum.
- All proxies must be submitted using the Board approved procedure included with the meeting notice.
- A simple majority vote may decide any motion except when a supermajority is required. A simple majority is when there are more yea votes than nay votes.
- A supermajority is when the number of yea votes is equal to or greater than 4 times the number of nay votes.
- A supermajority is required for changes to these Bylaws and any matter that requires the forty percent (40%) quorum, as specified in the previous section.
- Abstentions do not count as a vote but can be used to ensure quorum is still met.

### Reasons for change:

- The current version talks about “simple majority of Members present” and “4/5 majority of Members present”. This might be interpreted to conflict with proxy voting.
- Currently voting is done at meetings by a simple majority of members present or a  $\frac{4}{5}$  majority of members present. That means that only the number of members present, and the number of yea votes are counted. Anyone voting nay, abstaining or not voting but still counted as present are counted as a nay vote.
- The proposal is to switch to voting by a simple majority of votes or a  $\frac{4}{5}$  majority of votes. These mean that only yea and nay votes are counted. A simple majority means that there are more yea votes than nay votes. A  $\frac{4}{5}$  majority of votes means that the yea votes are equal to or greater than  $\frac{4}{5}$  of total yea and nay votes. The simpler way to say this is that the yea votes are equal to or greater than 4 times the number of nay votes.
- Specify what needs a supermajority.

## Article X. MEETINGS OF THE MEMBERSHIP

### Current section 6:

#### Section 6. Procedure

Except as provided herein and in the Articles of Incorporation, Roberts Rules of Order shall govern all matters of parliamentary procedure.

### Proposed section 6:

#### Section 6. Procedure

Except as provided herein and in the Articles of Incorporation, Robert's Rules of Order shall govern all matters of parliamentary procedure. **The Board will appoint a Parliamentarian.**

### Reasons for change:

- This change was proposed at last annual meeting but was never voted on.

## Proposed change to Article X. MEETINGS OF THE MEMBERSHIP

### Article X. MEETINGS OF THE MEMBERSHIP

#### Section 1. Annual Meeting

The Annual Meeting shall be held in May at a place and time designated by the Board of Directors. At the Annual Meeting the officers, Leadership Development Committee, and Trustees as required shall be elected, and the annual financial report and other committee reports for the current year shall be presented. The budget for the following fiscal year shall be voted on. Action at the Annual Meeting shall be limited to matters stated in the Notice for that meeting.

#### Section 2. Special Meetings

Special meetings of the membership may be called by the Board of Directors. When requested by petition signed by a minimum of twenty-five (25) percent of the Members of the Church, a special meeting must be called within four (4) weeks by the Board of Directors upon receipt of such petition. Action at any special meeting shall be limited to matters stated in the notice of such meeting.

#### Section 3. Notice

Written notice of Annual and special meetings of the Church stating the time, place and agenda of the meeting shall be mailed to the Members not less than ten (10) days prior to the meeting.

#### Section 4. Quorum

Twenty-five (25) percent of the Members qualified to vote shall constitute a quorum for all matters except ~~the amendment of the Bylaws or Articles of Incorporation, the appointment or dismissal of the Minister and the purchase of land or a building.;~~

- Amending the Bylaws.
- Articles of Incorporation.
- Approving the purchase of land or a building.
- Calling of a Minister.

The quorum for these exceptions shall be forty percent (40%) of Members qualified to vote and a 4/5 majority of Members present is required to pass issues related to these exceptions. At the annual meeting the Bylaws do not need the increased quorum ~~quorum~~ but still need a 4/5 majority to approve.

#### Section 5. Voting

- Proxy votes shall be available only to Members who cannot attend a given meeting for reasons of incapacitation, travel or work. Proxy votes count toward quorum.
- All proxies must be submitted using the Board approved procedure included with the meeting notice.
- A simple majority vote may decide any motion except when a supermajority is required. A simple majority is when there are more yea votes than nay votes.
- A supermajority is when the number of yea votes is equal to or greater than 4 times the number of nay votes.
- A supermajority is required for changes to these Bylaws and any matter that requires the forty percent (40%) quorum, as specified in the previous section.
- Abstentions don't count as a vote but can be used to ensure quorum is still met.

~~Proxy votes shall be available only to Members who cannot attend a given meeting for reasons of incapacitation, travel or work. All proxies must be submitted using the Board~~

## **Proposed change to Article X.MEETINGS OF THE MEMBERSHIP**

~~approved procedure included with the meeting notice. A simple majority of Members present, and proxy votes may decide any question except as noted in Section 4 above.~~

### **Section 6. Procedure**

Except as provided herein and in the Articles of Incorporation, Robert's Rules of Order shall govern all matters of parliamentary procedure.- The Board will appoint a Parliamentarian.

## Article XV. MINISTER

At the last annual meeting, changes to this article were proposed but never voted on. Additional changes have been requested.

### Current section 1:

#### Section 1. Permanent Minister

- a. **The Role of the Minister:** The Minister shall be responsible with the Members for the guiding of worship and the spiritual interests within the Church. The Minister shall have freedom of the pulpit as well as freedom to express her or his own opinion outside the pulpit.
- b. **Board of Directors and Committees:** The Minister shall be an Ex Officio member of the Board of Directors and of such committees as the Board shall designate.
- c. **Appointment of the Minister:** The Minister shall be called upon recommendation of a Ministerial Search Committee by four-fifths (4/5) majority of the Members present at any meeting called for the purpose (refer to Article V, Section 4). Conditions of employment are established at the time of employment by creation of a written contract.
- d. **Dismissal:** The Minister may be dismissed by a four-fifths vote of the Members present at any meeting called for the purpose (refer to Article V, Section 4). Should the Minister resign, three (3) months' notice shall be given at the time the resignation is made unless the Board of Directors allows an interval of less time.

### Proposed section 1:

#### Section 1. Called Minister

- a. **The Role of the Minister:** The Minister shall be responsible with the Members for the guiding of worship and the spiritual interests within the Church. The Minister shall have freedom of the pulpit as well as freedom to express her or his own opinion outside the pulpit.
- b. **Calling of a Minister:** The Minister shall be called upon recommendation of a Ministerial Search Committee by a supermajority of the Members at any meeting whose notice specifies this vote.
- c. **Dismissal:** The Minister may be dismissed by a simple majority vote of the Members at any meeting whose notice specifies this vote.

### Reasons for change:

- The Board of Directors item was deleted because it is redundant since it is also in the section that covers the composition of the Board.
- Changed "Appointment of the Minister" to "Calling of a Minister"
- Changed the voting reference to use supermajority.
- The written contract item was deleted because it is redundant since it is covered in Article XIV.
- The dismissal vote was changed from four-fifths to simple majority. If a minister does not have the support of at least a majority of members, they need to leave.
- The Minister resign item was deleted since it needs to be in the employment contract, not the bylaws.

## Article XV. MINISTER

### Current section 2:

#### Section 2. Acting Minister (such as a consulting, interim, contract or supply minister)

An Acting/Interim Minister may be selected with the approval of the Board of Directors and approval of a majority of Members at any Congregational Meeting. This arrangement may be extended or terminated by a majority vote of the Board of Directors and a majority vote of the Members at any Congregational Meeting, or by resignation of the Acting/Interim Minister. Conditions of employment are established at the time of employment by creation of a written contract.

### Proposed section 2:

#### Section 2. Acting Minister (such as an interim, contract or developmental minister)

An Acting Minister may be selected with the approval of the Board of Directors and approval of a majority of Members at any Congregational Meeting. This arrangement may be extended or terminated by a majority vote of the Board of Directors and a majority vote of the Members at any Congregational Meeting, or by resignation of the Acting Minister.

### Reasons for change:

- Updated the types of acting ministers.
- The written contract item was deleted because it is redundant since it is covered in Article XIV - Hiring Practices.

# Proposed change to Article XV. MINISTER

## Article XV. MINISTER

### Section 1. ~~Permanent~~ Called Minister

- a. **The Role of the Minister:** The Minister shall be responsible with the Members for the guiding of worship and the spiritual interests within the Church. The Minister shall have freedom of the pulpit as well as freedom to express ~~her or his~~their own opinion outside the pulpit.
- b. ~~Board of Directors and Committees:~~ The Minister shall be an Ex Officio member of the Board of Directors and of such committees as the Board shall designate.
- e.b. ~~Appointment~~ Calling of a **the Minister:** The Minister shall be called upon recommendation of a Ministerial Search Committee by ~~four fifths (4/5)~~ a super majority of the Members ~~present~~ at any meeting whose notice specifies this ~~voted~~ called for the purpose (refer to Article V<sup>1</sup>, Section 4). ~~Conditions of employment are established at the time of employment by creation of a written contract.~~
- d.c. ~~Dismissal:~~ The Minister may be dismissed by a simple ~~four-fifths~~ majority vote of the Members ~~present~~ at any meeting whose notice specifies this called for the purpose ~~vote.~~ (refer to Article V<sup>2</sup>, Section 4). ~~Should the Minister resign, three (3) months' notice shall be given at the time the resignation is made unless the Board of Directors allows an interval of less time.~~

### Section 2. Acting Minister (such as ~~an consulting,~~ interim, contract or ~~supply developmental~~ minister)

An Acting/~~Interim~~ Minister may be selected with the approval of the Board of Directors and approval of a majority of Members at any Congregational Meeting. This arrangement may be extended or terminated by a majority vote of the Board of Directors and a majority vote of the Members at any Congregational Meeting, or by resignation of the Acting/~~Interim~~ Minister. ~~Conditions of employment are established at the time of employment by creation of a written contract.~~

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<sup>1</sup> Article V moved to Article X. Quorum is still Section 4.

<sup>2</sup> Article V moved to Article X. Quorum is still Section 4.

## **Article XVI. AMENDMENTS**

### **Current Article**

#### **Section 1. Adoption of Amendments**

Having been ratified, these By-Laws and Articles of Incorporation, so far as allowed by Law, may be amended or repealed at any regular or special meeting of the Church by four-fifths of the Members present and voting at any meeting called for the purpose, advance notice having been made as per Section 2 following.

#### **Section 2. Proposals and Meetings**

Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by ten (10) Members. Notice of the meeting shall contain in full the proposed change and shall be mailed to each Member not less than ten (10) days prior to the meeting. Further changes to the Article or Bylaw under consideration may be proposed and acted upon at any such meeting.

### **Proposed Article:**

The Articles of Incorporation or these Bylaws, so far as allowed by Law, may be amended or repealed at any regular or special meeting of the Church whose meeting notice specified that action. Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by ten (10) Members. Notice of the meeting shall contain in full the proposed change and shall be mailed to each Member not less than ten (10) days prior to the meeting. Further changes to any Bylaws' Article under consideration may be proposed and acted upon at any such meeting. No Article of these Bylaws may be changed unless a change to that Article is proposed in the meeting's notice.

### **Reasons for change:**

- Simplified Section 1 and removed voting since it is redundant
- Combined both sections.
- Clarify that an article cannot be changed if it is not in the meeting notice.

## Proposed change to Article XVI. AMENDMENTS

### Article XVI. AMENDMENTS

#### **Section 1. ~~Adoption of Amendments~~**

~~The Articles of Incorporation or these Bylaws. Having been ratified, these By Laws and Articles of Incorporation, so far as allowed by Law, may be amended or repealed at any regular or special meeting of the Church whose meeting notice specified that action by four fifths of the Members present and voting at any meeting called for the purpose, advance notice having been made as per Section 2 following.~~

#### **Section 2. ~~Proposals and Meetings~~**

Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by ten (10) Members. Notice of the meeting shall contain in full the proposed change and shall be mailed to each Member not less than ten (10) days prior to the meeting. Further changes to ~~the any Bylaws' Article or Bylaw~~ under consideration may be proposed and acted upon at any such meeting. No Article of these Bylaws may be changed unless a change to that Article is proposed in the meeting's notice.