

Proposed Updates to By-laws of the Congregation

The existing by-laws of the First Unitarian Congregational Society date from 1977 and over 40 years have been amended in a piecemeal fashion. This year, as part our congregation's Forward First strategic plan implementation, the Board created an *ad hoc* Governance Team to review and revise our by-laws to reflect current operations and steer us into the coming years with clarity.

The Team decided that it is time for a fresh start. Instead of new patchwork updates, the by-laws presented for your consideration have been fully re-written and re-organized in an effort to make them easier to read and understand. We also made substantive changes. This document provides a summary of key updates as well as a full list of proposed changes.

10 Key By-laws Updates

1. By-laws Uniformity: Currently, the Board has a separate set of by-laws, which we incorporated into the congregational by-laws in order to have one document that clearly states the legal structure that governs all workings of the Society. If the Membership adopts these proposed congregational by-laws, we expect the Board will repeal its separate by-laws.
2. Our Mission Statement has been incorporated into the by-laws as an overarching frame.
3. Word Choice: The First Unitarian Congregational Society in Brooklyn (the corporate body) is now referred to as "Society" instead of "Church Society." We reworded the by-laws to honor the diversity of our membership.
4. The Board: The by-laws have been updated to reflect our current practice of having a Board President and Vice President (VP). The Team added that the VP must be a Trustee with at least two years remaining on their term. Our intention is that the VP should be available to be elected President in the following year, although Trustees may choose another Trustee.
5. Membership: The Team updated the by-laws to reflect our current practice that every person wishing to become or remain a Member must sign a pledge of financial support submitted by the Annual Membership Meeting and make a financial contribution to the Society's general fund. The Team clarified that this applies to anyone who is 21 or older and capable of making independent decisions, separately from their parent or guardian, even if that person lives with a parent or guardian. There is no minimum pledge amount required and exceptions can be made by the Board for financial hardship.
6. The office of Moderator: The Moderator will preside at all Membership Meetings or arrange for another person to do so. The Moderator will be elected annually.
7. The Treasurer: The Treasurer oversees investment of funds in accordance with policies established by the Board or the Membership, in consultation with the Finance Committee.
8. Leadership Development Committee: It became apparent through our strategic plan that it is necessary to work year-round to develop leaders who can develop programmatic goals. Formerly called the nominating committee, the Leadership Development Committee carries out this work.
9. Ministry: Our ministers continue to have freedom of the pulpit and the freedom to express their personal opinions outside the pulpit. The proposed by-laws specify that a Minister may not purport to speak for the Society or Membership except as authorized by the Board or Membership.
10. Employment: The by-laws have also been updated to reflect current practice that the Senior Minister supervises employees and Society administrative operations, except that the Board must make or authorize all decisions regarding hiring, retention, and terms of employment of employees.

All Proposed Changes to the By-laws

1. ARTICLE I. HISTORY AND NATURE OF THE SOCIETY:
 - The First Unitarian Congregational Society in Brooklyn (the corporate body) is now referred to as the “Society” instead of the “Church Society.” The word “church” has been removed from the document, as it is an explicitly Christian term and does not reflect the diversity of our congregation.
 - The Society’s adopted mission statement has been incorporated.
 - The statement as to non-discrimination has been adjusted to reflect that the Society may take a person’s physical condition into account in determining suitability for a job and may take a person’s religious affiliation into account in determining suitability to be employed as a Minister.
2. ARTICLE II. MEMBERSHIP
 - Every person wishing to become or remain a Member must make a financial contribution to the Society’s general fund and must sign and submit a pledge of financial support by the Annual Membership Meeting, though no minimum amount is required. A person that is at least 21 years old and capable of making independent decisions must make a financial contribution to the Society and sign a pledge separately from their parent or guardian, even if that person lives with the parent or guardian.
 - The Clerk is made responsible for the accuracy of the Membership Roll.
 - The category of Associate Member has been abolished.
3. ARTICLE III. THE BOARD OF TRUSTEES
 - The Board may determine time of worship services. Currently, it is the Senior Minister’s right.
 - The Board must elect a President and Vice President. The Vice President must be a Trustee with at least two years remaining on their term. Our intention is that the Vice President should be available to be elected President in the following year, although the Trustees may choose another of the Trustees to be President, if need be.
 - Trustees must be notified of a scheduled meeting of the Board, unless the Trustee was present at the meeting when the meeting date was set.
 - A Trustee may attend a meeting of the Board or the Standing Committee by telecommunication, if the telecommunicating Trustee can hear and be heard by all other Trustees participating.
 - In an urgent situation, the Standing Committee may authorize a contract to be entered into on behalf of the Society.
4. ARTICLE IV. OFFICERS OF THE SOCIETY
 - If the elected Clerk resigns or is unable to serve, the Board shall appoint an acting Clerk.
 - Creation of the office of the Moderator, who will preside at all Membership Meetings or arrange for another person to do so. The Moderator will be elected annually by the Membership and shall serve through the next Annual Membership Meeting. The Moderator can be re-elected. If the Moderator resigns or is unable to serve, the Board shall appoint an acting Moderator.
 - The Treasurer is appointed and may be replaced by the Board. The Treasurer shall oversee investment of the Society’s funds in accordance with policies established by the Board or the Membership and in consultation with the Finance Committee. The Investment Committee is abolished.
5. ARTICLE V. COMMITTEES OF THE SOCIETY
 - Mandated Committees: Finance, Facilities, and Committee on Ministry. The Board will appoint the Chairs and the members of these committees. The Board may recognize or remove recognition of additional official committees.

- The Finance Committee will advise the Treasurer on the investment of the Society's assets in accordance with policies established by the Board or the Membership.
- The Staff Relations Committee is abolished as its functions have been otherwise subsumed.
- The Facilities Committee (formerly Buildings and Grounds) shall propose capital projects and maintenance activities for consideration by the Finance Committee. The Board may authorize Facilities Committee to oversee capital or maintenance projects for the Society's buildings.
- The nominating committee is now called the Leadership Development Committee (LDC). Its five voting members will be elected for two-year terms so that two or three of them will come up for election each year. No one may serve more than two successive terms. The Board shall fill any vacancy on the LDC until the next Annual Membership Meeting. In addition to nominating Members for election to elected positions, the LDC will work year-round promoting the development of leadership within the Society and make recommendations to the Board of those who may be appointed to Mandated Committees or other leadership positions. The LDC need nominate only one candidate for each position to be filled. No contested elections are required.

6. ARTICLE VI. MEMBERSHIP MEETINGS

- Notice of the Annual Membership Meeting must be sent at least 30 days in advance (raised from 10 days). The notice period for a Special Membership Meeting remains at 10 days. Notices need not be mailed, except to Members who have not provided an e-mail address.
- The Board may determine that Members may attend and be counted as present at a Membership Meeting by telecommunication, provided adequate technology is in place so that the telecommunicating Member can hear and be heard by all other Members participating.
- The general quorum requirement for a Membership Meeting is raised from 30 to 40 Members. The Team thought a larger Membership should dictate a higher numerical quorum requirement.
- Any matter may be raised for discussion at a Membership Meeting, but no final action shall be taken on a matter that was not included in the agenda for the meeting, except for motions directing the Board or an officer to consider a matter or make a report about a matter to the Membership.

7. ARTICLE VII. THE DEACONS

- There shall be ten Deacons who hold office for life, or until that person resigns or is removed from the Membership Roll. The Deacons elect a presiding officer.
- The Deacons assist the Ministers in conducting any communion service, at funeral or memorial services, and advise the Ministers in promoting the health of the Society.
- Upon the death or resignation of a Deacon, the remaining Deacons, with the Senior Minister, shall propose to a Membership Meeting the name of at least one qualified and available Member to fill the role.

8. ARTICLE VIII. THE MINISTRY

- The Society shall have a called Senior Minister. It may also have one or more called Associate or Assistant Ministers. The Board may also designate or hire other Ministers that are not Called Ministers. Calling a Minister requires the affirmative vote of at least 90% of the Members present and voting (raised from 85%).
- The Senior Minister's duties include supervising the employees and administrative operations of the Society, except that all decisions regarding hiring, retention, and terms of employment of employees must be made or authorized by the Board.
- There is added to the existing statement that the Ministers shall have freedom of the pulpit a second rule that a Minister may not purport to speak for the Society or the Membership except as authorized by the Board or the Membership.

9. ARTICLE IV. AMENDMENTS

- The text of a proposed By-Laws amendment must be included in the notice of the Meeting at which that amendment is to be considered.

10. We have also made stylistic changes that are not substantive and are not outlined here.

The Governance Team is comprised of Board President Lee Pardee, Julie Bero, Tom Check, Carolyn Ellis, Tom Kennedy, Garnett Losak, and Bruce Wilde.