

BYLAWS TEXT WITH PROPOSED CHANGES — DRAFT 5/10/17

Our Society's Bylaws have done a really great job of helping us govern the society since 1919. They have, until this point, served as the primary guide for how we do things, what we expect of ourselves, and how we organize the work of the Society. They have been the sole foundation of our community.

Under Partnership Governance, this will not change. The Bylaws remain the foundation of the Society's governance. They provide the most stable ground upon which all other policies rely. But they will no longer be the ONLY guide we have for organizing our work, as we develop clear policies to limit and direct our work.

In Partnership Governance, the varying guidelines (bylaws, policies*, and procedures) under which we operate have been described as nesting bowls - each set of bowls contain an increasingly smaller scope of the work we do together. But the biggest bowl - the container which holds all others — is the Bylaw bowl. And that definitively remains the case for us now. However, in order to align our Bylaws with the policies developed under Partnership Governance, some changes have to be made to that biggest container.

Some of the required changes are minor, reflecting terminology shifts or other simple adaptations in how we identify what we do. Others are slightly more significant, such as the removal of the Ministry Teams (formerly Committees) from the area of the Bylaws which describe the Standing Committees of the Board, (as these things are no longer "Committees" in the new system but are instead "Teams") and the creation of a new Article (IX) describing the work of the Ministry Teams.

This is not the first time our Society has proposed changes to the Bylaws. They have been adapted many times since 1919! (Most recently, at the behest of the OI: Org Team to help prepare us for Partnership Governance). It will certainly not be the last time. But a nimble and flexible organization adapts to change as needed.

We ask that you review the suggestions the Board is proposing to the Bylaws, read the explanations we have listed next to the proposed change. And please offer us feedback or constructive suggestions in the next few weeks as we prepare to consider these changes officially at the annual meeting.

Yours in service,
Laura

P.S. If you want to know more about Partnership Governance and how we are implementing it at FUSIT, learn more, and read the Board Policy book here: <https://unitarian.ithaca.ny.us/2016/09/13/Partnership-Governance>

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

	Original language being changed is printed in Strikethrough: Sample	
	New language proposed is underlined and bold: <u>Sample</u>	
	Explanations for each change are numbered after each change and listed in the right-hand column. Sample: <u>Change (1.)</u> →	(1.) Sample change explanation.
	Bylaws as currently adopted, with proposed changes	Explanation of change
1	CONSTITUTION AND BYLAWS	No text in this column, indicates there are no changes being proposed in the bylaws.
2	THE FIRST UNITARIAN SOCIETY OF ITHACA	
3	CONSTITUTION of November 23, 1919,	
4	AMENDMENTS of May 11, 1964	
5	Revised in Board Meeting, February 12, 1970	
6	Amended in Meeting of Membership, March 15, 1970	
7	Amended in Meeting of Membership, May 23, 1978	
8	Amended in Meeting of Membership, May 11, 1982	
9	Amended in Meeting of Membership, May 23, 1999	
10	Amended in Meeting of Membership, May 23, 2004	
11	Amended in Meeting of Membership, May 22, 2005	
12	Amended in Meeting of Membership, October 29, 2006	
13	Amended in Meeting of Membership, May 28, 2008	
14	Amended in Meeting of Membership, May 27, 2009	
15	Amended in Meeting of Membership, May 30, 2012	
16	Amended in Meeting of Membership, May 28, 2014	
17	Amended in Meeting of Membership, April 12, 2015	
18	Amended in Meeting of Membership, May 27, 2015	
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20	Article I	
21	Name of this Religious Society	

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

22	This Religious Society was incorporated and registered April 6, 1868 as "The First Unitarian Society of Ithaca," hereinafter referred to as "the Society." It is affiliated with the Unitarian Universalist Association (UUA).	
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24	Article II	
25	Declaration of Principles	
26	In the search of truth and in the recognition of the Unitarian Universalist tradition of free inquiry and expression, we unite for community, for fellowship, and for guidance to serve humanity in justice, compassion, and love. In this spirit we welcome people of all races, national origins, abilities, gender, gender expression, sexual orientation, ages, and economic condition.	
27	We endeavor to follow these principles and those established by the Unitarian Universalist Association by fostering a congregation with a minister or lay leader, trustees, appropriate officers, staff and volunteers who offer weekly celebrations of life and participation in related activities.	
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29	Article III	
30	Membership	
31	SECTION 1. Any person in sympathy with the principles of this Society who is willing to assume the responsibilities of participation may become a member if s/he:	
32	a. is at least 16 years of age, and signs the Society Membership Book in the presence of the Minister or a Trustee, or Board of Trustee designate.	
33	b. Thirty days after signing the Membership Book, the individual becomes a legal voting member of the Society.	
34	SECTION 2. Continuing legal voting membership (that which is reported to the Unitarian Universalist Association) shall be maintained by any member who has, in the previous 15 months, provided evidence of continued interest through one of the following means:	
35	a. A financial pledge or contribution of record	
36	b. A written statement of interest in continuing membership or	
37	c. Obtaining a ballot for voting at a Society meeting.	
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39	SECTION 3: Inactive Membership: Non-pledging members who wish to stay connected but have not actively participated for various reasons may, at their request or by action of the Board of Trustees, be placed in an inactive status until such time that they may reactivate their membership as provided under Sec 2.	
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41	Article IV	
42	Trustees	

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

43	SECTION 1. There shall be twelve nine (1) elected trustees, each of whom shall be a voting member of the Society as defined in Article III above.	(1) In our current practice, and according to the recommendations of those with experience in PG, the size of the board should be reduced. Stronger policies enable a more nimble and streamlined board. Furthermore, a 12 person board is considered extremely large for a non-profit organization our size.
44	These trustees shall constitute the Board of Trustees (the Board) that shall have general charge of the conduct of all affairs of the Society and shall control its administration unless otherwise provided by New York State or federal law.	
45	The trustees shall be elected by a majority vote of the legal voting membership of the Society at an Annual Meeting.	
46	If any partial terms (due to an unanticipated board vacancy) are to be filled at the Annual Meeting, the candidates shall be elected in groups by length of term, and each candidate shall state before voting begins in which group he or she is running.	
47	Each voter shall have as many votes in each group as seats are to be filled, but no voter may cast more than one vote for each candidate.	
48	Any ballot with more votes than seats in a group shall be void for that group.	
49	No candidate shall be elected who does not receive a majority of the ballots cast.	
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51	SECTION 2. Each Trustee shall hold office for a period of three years, and the terms of office for four three of the Trustees Board (2) shall expire each year.	(2) Adjusting the number from 4 to 3, proportional to the change in the number of Trustees.
52	In case of a vacancy in the Board more than 60 days before the Annual Meeting, the Nominating Committee shall recommend one or more candidates, one of whom may be appointed by majority vote of the Board to serve the remainder of the fiscal year.	
53	At the next Annual Meeting of the Society, the members shall elect a trustee to serve the remainder of the unexpired term.	
54	The Board may decline to fill a vacancy that occurs less than 60 days before the Annual Meeting.	
55	No person may serve more than six consecutive years on the Board. Service of less than one year, due to appointment by the Board, shall not count towards the maximum of 6 consecutive years.	
56	After leaving the Board, by expiration of term or resignation, a person is not eligible to serve again until 12 months have passed	
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58	SECTION 3. Trustees elected at an Annual Meeting shall take office at the start of the next fiscal year although they are encouraged to attend Board meetings immediately upon election.	
59	Trustees appointed by the Board to fill a vacancy shall take office immediately.	
60	Terms shall end at the close of the fiscal year.	
61	The FISCAL YEAR* of the Society shall start July 1 and end the following June 30.	* the capital letters here are in the original Bylaws and do not indicate a change.

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

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63	SECTION 4. The Trustees, from their number, shall annually choose a President, a Vice-President, and a Clerk.	
64	They shall also choose, but not necessarily from their number, a Treasurer. An Executive Committee of the Board shall consist of the President, Vice- President, the Board Clerk or another Board member designated by the Board, and Treasurer If the Treasurer is not a Board member, then she/he serves in an ex officio (non-voting capacity) .	
65	The Executive Committee shall handle any necessary administrative actions between official board meetings.	
66	All such actions shall be reported and may be reconsidered and amended by the full Board.	
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68	SECTION 5. The Trustees shall meet at least monthly.	
69	Following the Annual Meeting, the Board shall hold an organizational meeting to elect officers and to adopt standard operating procedures to be updated as necessary.	
70	Board agendas shall be posted one week prior to a meeting.	
71	Board meetings shall be conducted in accordance with Robert's Rules of Order or Parliamentary Procedures (2.5) for actions requiring a formal vote.	(2.5) Adding "or Parliamentary Procedure" to allow for less pedantic procedures better suited to a smaller deliberative group, such as the Board.
72	Any motion that comes to a vote must receive a majority vote of the full Board for passage.	
73	A quorum shall consist of a majority of the full Board.	
74	Electronic voting and participation may be used.	
75	For voting, real time bi-directional visual and audio is required.	
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77	SECTION 6. Board meetings are open.	
78	Any member or friend of the Society is free to attend and may participate in discussion when invited to do so by the presiding officer.	
79	The chairpersons or their representatives of all duly sanctioned organizations of the Society, the chairpersons of all <u>standing</u> committees and Ministry Teams (3) , and any employees shall have the right to participate with the Board for the purpose of conference and discussion, but without vote.	(3) In Partnership Governance all Committees of the Board are standing or ad hoc (Oliver added "ad hoc", here, and example below) committees. Standing committees include Finance, Endowment, Personnel, Governance, Nominating, and the Board Executive Committee. An ad hoc committee might be Safe Persons Committee. Their tasks and functions are detailed in the Board Policy Book, Section 1.3.1-1.3.6. All other groups that are created at the Society are called Ministry Teams.
80	However, when the Board is in Executive Session, all but voting members of the Board and specifically invited guests are to be excluded from the meeting.	
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FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

82	SECTION 7. Removal of a trustee or an officer of the Board can be effected by a majority vote of the legal voters (Article III. Sec. 2) of the congregation present at a duly called special meeting (Article V Sec. 2B) for such action.	
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84	SECTION 8. The Board shall conduct the financial operations of the Society in accordance with the budget approved at the annual meeting <u>and the policies outlined in the board Policy Book.</u> (4)	(4) The Bylaws lay out a general sense of the Board's fiscal responsibilities, but the Policies can be more specific. For example, the current Policies outline some limitations on Board members' actions should they have a conflict of interest. (Section 1.4.2) Referencing those policies here will reinforce any limitations placed on Board Member's actions.
85	As circumstances require, and in consultation with the Finance Committee, the board may make line item modifications of the budget.	
86	Except in cases of emergencies, the overall budget may not be increased without congregational approval at a special meeting called for this purpose.	
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88	<u>Section 9. The Board Policy book is written with a long-term perspective to establish policies for:</u> (4.5)	(4.5) This new Section gives the Board the authority to create the Board Policy Book (referenced elsewhere in the Bylaws), along with a definition of what that document entails.
89	<u>(1) Specifying mission-related human needs to be met, for whom, and at what cost to recipients.</u>	
90	<u>(2) The boundaries of methods, practices, situations, and conduct within which methods and activities can responsibly be left to staff.</u>	
91	<u>(3) The manner in which the board delegates authority and how it evaluates performance relative to ends (#1 above) and limitations (#2 above).</u>	
92	<u>(4) The manner in which the board determines its philosophy, its accountability, and the specifics of its own job.</u>	
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94	Article V	
95	<u>Meetings of the Society</u> (5)	(5) We have, over the past couple of years, been adapting all of the language in official documentation to refer to FUSIT as "The Society." This brings the bylaws in line with other Society documents.
96	SECTION 1. Unless the Constitution and Bylaws of the Society provide explicitly otherwise, Robert's Rules of Order <u>or parliamentary procedure</u> (6) shall govern all such meetings.	(6) The Board feels it best to create the space in the Bylaws to permit other forms of procedural operations in the Annual Meeting, should the Society opt to follow a different model of holding meetings.
97	SECTION 2.	
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99	Sec. 2.1 The Annual Meeting of the Society shall be held during the month of May for the election of trustees, adoption of the annual budget, and transaction of other appropriate business.	
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FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

101	Sec. 2.2. Special meetings may be called by the Board or on petition by seven percent of the legal voting members of the Society. No business shall be transacted at a special meeting other than that for which it is called.	
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103	SECTION 3. Announcement of all legal meetings of the Society must be given for two consecutive Sundays (or 14 days) prior to the meetings and by notices containing agendas and description of relevant nominating and voting procedures, mailed by postal service or provided electronically to the members of the Society at least two weeks before the dates of the meeting. Only items contained in the agendas shall be voted on and only the ballots of legal voting members of the Society present shall be counted. A majority vote shall decide all questions except as specifically stated elsewhere in these Bylaws (i.e. for modifications of Bylaws and for calling of a minister)..	
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105	SECTION 4. Those attending the Annual Meeting and special meetings shall constitute a Quorum necessary for transacting official business, providing that a minimum of seven percent of the legal voting members are present.	
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107	Article VI	
108	The Minister	
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110	SECTION 1. In the Unitarian Universalist tradition the Minister shall lead the congregation toward fulfilling our Declaration of Principles. He/she They (7) shall be an ex-officio member of all standing committees, with the exception of the Nominating Committee and Ministry ministerial search committees (8) , and be responsible for daily operations of the Society as mutually agreed in a Letter of Call.	(7) He/She imposes a gender binary on any person we would hire as a minister. Many forward-thinking UUs are eliminating gender-specific language like this and replacing it with gender-neutral pronoun, they. The American Dialectic Society named the singular "they" as the word of the year in 2015, acknowledging it as grammatically correct in the singular.
111		(8) In Partnership Governance, the Committee on the Ministry has been eliminated and its functions divided. Its evaluative function has been taken over by the Board and an appointed evaluation team. (Board Policy Book Sections 1.1.1, 1.1.2). Its work to support the minister is currently being undertaken by the Transition Team. We envision a Ministry Support Team will be established when we have a settled minister. Likewise, we expect to initiate a Ministerial Relations Team. But neither of these will be Committees of the Board, instead serving as ministry teams. It also seemed prudent to restrict the Minister from serving on any Ministerial Search Committees that may be formed in the future.
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FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

113	SECTION 2. The Minister shall be called by a nine-tenths (90%) vote or removed by a majority vote of members present at a special meeting of the Society. The conditions of employment and tenure and the requirement for performance review shall be set forth in a Letter of Call negotiated by the Board. The Minister's performance shall be reviewed annually by the Board in collaboration with the Committee on Ministry as stated in the Letter of Call as described in the Board Policy Book. The Letter of Call shall, after three years, be reviewed and may be altered by mutual agreement to reflect new circumstances, or performance evaluations. The Board and Committee on Ministry in consultation with the Finance Committee and Personnel Committee may adjust the Minister's compensation to be voted on as part of the annual budget.	
114	SECTION 3: Vacancy: In the event there is a vacancy of the Settled Minister position the Board shall determine to fill this vacancy in consultation with Members. Search Committee candidates shall be identified and assessed by the Nominating Committee (Article IX Sec 2.10). The Board shall provide a charge to the Search Committee and members of the Search Committee shall be approved by the Members at a Special Meeting as defined in Article V Sec 2B.	
115	SECTION 4. The Minister shall have the right to participate in board meetings, except when the Board is in Executive Session. She/he They (7) shall submit monthly reports to the Board.	(7) He/She imposes a gender binary on any person we would hire as a minister. Many forward-thinking UUs are eliminating gender-specific language like this and replacing it with gender-neutral pronoun, they. The American Dialectic Society named the singlar "they" as the word of the year in 2015, acknowledging it as grammatically correct in the singular.
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117	Article VII	
118	Director of Religious Education	
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120	SECTION 1. The Director shall be responsible for developing and maintaining a church school religious education (9) program that provides, for all ages, training in the Unitarian Universalist tradition. He/she They (7) shall supervise the church school religious education (9) staff and with the Religious Education Council (10) submit an annual budget and monitor funds provided for the religious education program. <u>The director of religious education will be supervised by the minister and reviewed as outlined in the board policy book.</u> (11)	(9) Replace "church school" with "religious education." This permits the DRE to oversee adult lifespan religious education. "Church school" implies that the DRE only oversees children's education, which is clearly in conflict with the current job description of our DRE.
121		(7) He/She imposes a gender binary on any person we would hire as a minister. Many forward-thinking UUs are eliminating gender-specific language like this and replacing it with gender-neutral pronoun, they. The American Dialectic Society named the singlar "they" as the word of the year in 2015, acknowledging it as grammatically correct in the singular.
122		(10) In Partnership Governance the group formerly known as the Religious Education Council will now be called the Religious Education (Ministry) Team. The DRE will be responsible for submitting an annual budget for the RE program and may work with the RE Team to accomplish this task.

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

123		(11) In the previous mode of operation, the DRE essentially had 3 different lines of accountability -- to the Board, to the RE Council, and to the minister. This created much confusion in the past as to which of those three groups were directly responsible for supervising the DRE's work. Under Partnership Governance, this has been simplified in the Policies: the Minister is the direct supervisor of all staff. The Policy book lays out clear and explicit guidelines for that supervisory relationship and can be easily adapted as situations require. Indicating that there are (or can be) guidelines in the Policy Book helps constrain and guide this supervisory relationship. (See Board Policy Book (2.3 -2.5; 3.1-3.3).
124	SECTION 2. The Director of Religious Education shall be chosen or removed by not less than 8 votes of the full Board. She/he shall, in conjunction with the Religious Education Council, submit monthly reports to the Board. (12)	(12) As the Board no longer functions as the DRE's supervisor, it shall no longer be required to intervene in any hiring and firing decisions of senior staff. The Board Policies require that the Executive Committee of the Board be consulted before any hiring or firing of senior staff takes place, with the understanding that a general consensus will be sought in those decisions.
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126	Article VIII	
127	Officers	
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129	SECTION 1. It shall be the duty of the President of the Board to preside at all meetings of the Board and of the Society. The President shall be the executive officer of the Society and an ex-officio* (non-voting) member of all standing committees <u>of the Board.</u> (13) * ex-officio is defined as a non-voting participant.	(13) Added text to clarify that standing committees are Committees of the Board and to differentiate them from groups that are now under Partnership Governance referred to as Ministry Teams.
130	SECTION 2. The Vice President shall act in place of the President whenever the President is unable to serve and shall chair the Program Coordinating Council unless the Board appoints a different chair (14).	(14) Under Partnership Governance programming is managed by the ministry. The minister or their designee may have regular meetings of programming team leaders.
131	SECTION 3. The Clerk is the custodian of all papers and documents of the Society, including minutes of the Board, and acts to certify proceedings or documents for official transactions.	(15) Skip: Recommendation deleted.
132	SECTION 4. The Treasurer, with such staff support and bookkeeping or other assistance as the Board may approve, shall hold all funds of the Society, other than those held by the Endowment and Investments (16) Committee; shall keep an account of all income and expenditures; shall pay properly-approved bills; and shall render financial statements of the Society at the Annual Meeting and at such other meetings as may be required. The Treasurer may, with the Board's approval, appoint such deputies as he or she may require. The Treasurer, if not an elected trustee, serves as an ex-officio (non-voting) participant of the Board of Trustees and of the Executive Committee.	
133	Article IX	

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

134	Committees of the Board (16) and Councils	(16) Added text to clarify that standing committees are committees of the board and differentiate them from groups that are now under Partnership Governance referred to as ministry teams.
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136	<p>Committees and Councils function to support the Society's programs, implement policies established by the Board of Trustees and provide overall support for operations. (17) Standing Committees shall exist through the years and provide continuity and means for fulfilling the mission of the Society. Chairpersons of these committees shall be empowered by the President of the Board and then confirmed by the Board as soon after the Annual Meeting as is practical (18). Chairpersons of Standing Committees shall be members of the Society and shall submit reports for the monthly meeting of the Board. Where appropriate, trustees shall be appointed as liaisons to standing committees. (19) Special Committees are more transient in function and shall be empowered at any time at the discretion of the President and with approval of the Board. The Board shall, when necessary, take actions to fill vacancies in committee chairs and /or provide direction to committees to ensure Board policies are implemented and program areas are being adequately supported.</p>	(17) This text has been moved to a new section on Ministry Teams below. (Article X)
137		(18) This implies that the work of affirming team leaders/chairs must take place in the spring or summer months, when in practice our Ministry Teams often reorganize in the fall. Removing this language gives added flexibility to however and whenever we choose to create, or reorganize Ministry Teams.
138		(19) Under Partnership Governance, the Board has no official role in the work of the Ministry, other than oversight and evaluation of the Minister. Part of the role of the Minister is to share with the Board updates on the work of the Teams. In practice, the Board will seek ways to engage with the work of the Ministry Teams both unofficially (as community members, many of us participate in the work of the ministry) and officially. But we don't yet know what the best practices for making connections between Board and Teams will be. Removing the language here frees up the Board and Ministry Teams to work together to discover how we can openly exchange information ensure clear lines of communication.
139	When necessary, the authority vested in any committee can be revoked, and a replacement committee formed to carry out its functions. Such action shall require a two-third vote of the full Board, provided that the resolution to dismiss a committee shall have been presented to the Board one month preceding such a vote.	
140	SECTION 2: Standing Committees exercise responsibility to administer programs within authorized annual budget limits, and may, as needed, suggest policy initiatives that may be adopted by the Board. Committee chairs shall prepare reports to the Board in the months of October and February and shall submit an annual report for Members at the Annual Meeting. (20) The responsibilities of the Standing Committees are as follows:	(20) It is unnecessary here to broadly describe the work of the Standing Committees as this is undertaken in the Board Policy Book. (See Section 1.3).

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

141	SECTION 2.1 Buildings and Grounds: This committee shall be responsible for the care, preservation, and protection of all real property of the Society. . The Committee shall prepare a two-year real property and condition plan and review or revise it annually. (21)	(21) This is not a standing committee of the Board, so it shall be addressed in the New Ministry Team Section below. (Article X).
142	Section 2.2: Technology Committee: The Committee shall research, maintain and propose changes to the Society's technology equipment. (22)	(22) This is not a standing committee of the Board, so shall be addressed in the "Ministry Team" section. (Article X).
143	SECTION 2.3 Care: This committee shall assist the Minister in meeting the pastoral needs of the church community.(23)	(23) This is not a standing committee of the Board, so shall be addressed in the "Ministry Team" section (Article X).
144	SECTION 2.4 Celebration: This committee shall collaborate with the Minister and the Director of Religious Education to plan and present celebrations of life. (24)	(24) This is not a standing committee of the Board, so shall be addressed in the "Ministry Team" section (Article X).
145		
146	SECTION 2.51 (25) Endowment and Investment: This committee's membership must be confirmed annually by the Board and shall consist of at least three members, (27) one of whom will be a member of the Board. Consistent with the board policy book (27) , the Endowment and Investment Committee shall:	(25) Section numbering updated/corrected
147		(26) Skip: Recommendation retracted.
148		(27) Secific responsibilities are laid out in the Board Policy book, so reference it here.
149	a. receive and account for all endowment and investment funds and related documents;	NOTE: Although these specific responsibilities are laid out in the Board Policy book, we feel it best to retain this language in the bylaws at this point.
150	b. prepare investment guidelines, revising as necessary, and submit for adoption by the Board	
151	c. buy and sell securities in the name of the Society;	
152	d. work with the Finance Committee on matters of common concern;	
153	e. report on its activities at the Annual Meeting and to the Board when requested.	
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155	SECTION 2.62 (28) Finance Committee: This committee's membership Must be confirmed annually by the board and (29) shall include a member of the Board and the treasurer. It shall:	(28) Section numbering updated/corrected.
156		(29) Text added for consistency with Endowment Committee and other standing committees, which all require Board confirmation.

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

157	a. Assist in the preparation of (30) Prepare the annual operating budget for presentation and approval at the Annual Meeting;	(30) For the past 3 years, our Budget Process has been a shared collaboration between staff, the Treasurer, the heads of Committees (now Teams), Stewardship, and the Finance Committee. This mode of preparing the budget was an early step that we took toward a collaborative Partnership model. While the Finance Committee has a vital role to play in the Budget Process, it is no longer solely responsible for the Budget's preparation. Our bylaws language should reflect that current and future practice. The Budget Process is outlined in the Board Policy Book Section 3.4.1.
158	b. when needed, prepare a capital budget for presentation and approval at a duly-called meeting. (Such budgets shall be available to the membership at least two weeks prior to the meeting at which it shall be considered for vote);	NOTE: Although these specific responsibilities are laid out in the Board Policy book, we feel it best to retain this language in the bylaws at this point.
159	c. make quarterly reports to the Board on income and expense relative to the approved budgets and at the Board's request inform the membership of the salient facts about the operating and capital accounts;	
160	d. shall prepare and maintain an updated five year strategic financial plan to be reviewed annually by the Board;	
161	e. provide advice to the Board on any proposed modifications of the approved budget;	
162	f. assist the Treasurer and work with the Endowment and Investment (26) and the Stewardship Committees on matters of common concern.	(26) Skip: Recommendation retracted.
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164	SECTION 2.7 Ministry: This committee shall work to increase the effectiveness of the ministry by providing an active communication channel among the Minister, the Board and the congregation. The committee shall consist of six members and be appointed by the Board from the members of the Society. Each member shall serve a term of three years, with two members appointed each year. No consecutive terms shall be served. Half of the committee members shall be nominated by the Board (or by a committee instructed to do so by the Board) and half shall be nominated by the Minister. This committee shall participate with the Board in an annual evaluation of the Minister and the Society's ministry. (31)	(31) Under Partnership Governance, the Ministry Committee has been dissolved. It will be replaced by two different (and new) Ministry Teams: the Ministerial Relations Team and the Ministry Review Team. The dual functions of the Ministry Committee: to improve communications between the minister and the congregation, and to evaluate the minister, had in recent years been often working at cross-purposes. It seems problematic that the same group should work to support and also evaluate the minister. Ministerial evaluation is a central part of Board work. See Policy Book Sections 1.1.2, 2.1, 4.
165	SECTION 2.8 Music: This committee's membership shall include a member of the Board. It shall plan and present appropriate musical performances that enhance the Sunday celebrations and other activities. It shall work with the help of staff and volunteers and it shall coordinate its work with the Minister and the Celebration Committee. (32)	(32) This is not a standing committee of the Board, so it shall be addressed in the New Ministry Team Section below. (Article X).
166	Section 2.9: Membership/Outreach: The committee shall work with the Minister and staff to assist in bringing newcomers into a path for membership and build/promote relationships among members and friends of the Society. In addition, the committee will coordinate and publicize events and other outreach efforts to attract newcomers and increase exposure of the Society within the larger community. This committee will coordinate and provide outreach support activities for worship services. (33)	(33) This is not a standing committee of the Board, so it shall be addressed in the New Ministry Team Section below. (Article X).

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

167	<p>Section 2.403(34) Nominating: The members of the Nominating Committee shall be elected by a majority vote of the legal voting membership of the Society at the Annual Meeting. The purpose of the Nominating Committee is to assure that the Society has effective and diverse leadership to guide the future operations of the Society. The Committee shall work throughout the year to identify and assess members whose interests, abilities and talents would provide leadership on the Board of Trustees. The Committee shall also recommend possible chairpersons for standing committees when such vacancies occur. In addition, this Committee shall work with the Board to assess potential members for a settled search committee in the event that the pulpit becomes vacant, in accordance with Article VI, Sec 3. The Nominating Committee shall consist of five (5) voting Members serving staggered two Fiscal-year terms. No member of the Committee may serve more than four consecutive years. Each year the Nominating Committee will submit a slate of names to be voted on at the Annual Meeting for vacancies on the Board of Trustees. The slate of nominees for both Board of Trustees and Nominating Committee shall be posted at least two Sundays or two weeks prior to the annual meeting.</p>	(34) Section numbering corrected.
168	<p>In the event that a vacancy occurs on the Committee during the fiscal year, the Nominating Committee shall recommend an eligible person to fill the vacancy subject to a majority vote of the Board of Trustees. No member of the Board of Trustees or the Minister shall serve on or participate in deliberations of this committee.</p>	
169	<p>Section 2.414(35) Personnel: This committee shall oversee and review compensation and benefit matters for employees and make recommendations on these to the Board. The committee shall develop and administer general personnel policies. It shall serve as liaison to the Board and to other committees and staff regarding compensation and benefit issues for the settled or interim ministers and for staff. At least one member of this committee shall be a member of the Board. (36)</p>	(35) Section numbering updated.
170		(36) As current practice does not require all committees to have Board Liasons. The Board and the Personnel Committee will establish a protocol for communications, and incorporate that practice into Board Procedures or Policies, as appropriate.
171	<p>Section 2.125(37) Stewardship: This committee shall plan and conduct the annual stewardship campaign with the assistance of the fiscal officers of the Society and other personnel from the membership. The campaign shall be conducted well in advance of the Annual Meeting so that prospective levels of income to meet the proposed levels of expense shall be available at the Annual Meeting. This committee shall coordinate and share summary pledge information with the Finance Committee and non-pledge information with other Standing Committees sharing common concerns.</p>	(37) Section numbering updated.
172	<p>Section 2.13 Denominational Affairs: This committee shall promote the activities of the UUA and its component parts. (38)</p>	(38) This is a defunct group, and not a standing committee of the Board.
173		

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

174	SECTION 3- COUNCILS: Councils are coordinating bodies which represent specific areas of Society programming for purposes of sharing information and working collaboratively unless further specified. (39)	(39) Under Partnership governance, there are no longer official "Councils." Instead, their functions are undertaken by Ministry Teams, or groups of Ministry Team Leaders. For example, currently the Ministry Leadership Team (formerly PCC) meets montly to coordinate efforts and ministry work. We anticipate other kinds of coordinating efforts will evolve. But as a component of the Ministry Team framework, rather than as mandated by the bylaws.
175	Section 3.1. Finance Council: This Council shall consist of the Treasurer and Chairs, or their representatives, of the Religious Education Council and the Finance, Stewardship, Music, Personnel, and Buildings and Grounds Committees. The purpose of the Council is to provide coordinated input to the Finance Committee for purposes of financial planning. This Council shall meet as needed but at least annually. (40)	(40) The functions of the Finance Council has been adopted by the Budget Team. (See Board Policy Book Section 3.4.1.1.)
176	Section 3.2 Religious Education Council: The Council, with the Religious Education Director and staff, shall plan and present programs for our children, youths, and adults. Such programs shall foster personal and social development of the participants and reflect the nature and philosophy of our church. The Council shall develop its own policies and budget. The Council's membership shall include a member of the Board, the Director of Religious Education, and the Minister (41)	(41) The RE Council is now called the RE Team. This language has been moved to the Ministry Team Section (Article X).
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178	Article X	
179	MINISTRY TEAMS	
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181	<u>Ministry Teams function to support the Society's ministry and programming, to implement policies, and to provide overall support for the Society's operations. Some critical Ministry Teams are: (42)</u>	(42) This is the language taken from the original Committees and Councils sections to identify some crucial functions that some of the Ministry Teams undertake for the Society. This is not a comprehensive list, but it merely highlights some of the critical functions that were formerly outlined in the Committees section of the Bylaws.
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183		
184	<u>10.1 Budget: This team shall gather input from staff and Ministry Teams, and coordinate with the Finance Committee, Endowment Committee, and Stewardship Teams to craft an annual budget.</u> (43)	(43) This language is the only new langauge in this section. It is based on the Budget Team section of the Board Policy Book (Section 3.4.1.1).
185	<u>10.2 Buildings and Grounds:</u> This team shall be responsible for the care, preservation, and protection of all real property of the Society.	Former Article IX, Section 2.1
186	<u>10.3 Care:</u> This team shall assist the Minister in meeting the pastoral needs of the church community.	Former Article IX, Section 2.3
187	<u>10.4 Celebrations:</u> This team shall collaborate with the Minister and the Director of Religious Education to plan and present celebrations of life.	Former Article IX, Section 2.4
188	<u>10.5 Name TBDMinistry:</u> This team shall work to increase the effectiveness of the ministry by providing an active communication channel among the Minister, the Board and the congregation.	Former Article IX, Section 2.7. (Had been called Ministry.)

FUSIT Bylaws Proposed Changes + Explanation post-1/29/17

189	10.6 Membership/Outreach: This team shall work with the Minister and staff to assist in bringing newcomers into a path for membership and build/promote relationships among members and friends of the Society. In addition, the team will coordinate and publicize events and other outreach efforts to attract newcomers and increase exposure of the Society within the larger community.	Former Article IX, Section 2.9
190	10.7 Religious Education: This team, with the Religious Education Director and staff, shall plan and present programs for our children, youths, and adults. Such programs shall foster personal and social development of the participants and reflect the nature and philosophy of the Society.	Former Article IX, Section 3.2
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192	Article XI(44)	(44) Numbering updated.
193	Process for Amending	
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195	SECTION 1. The Constitution and Bylaws may be amended at any legal meeting of the Society by the affirmative vote of two-thirds of the legal voting members present, provided that the proposed change or amendment shall have been fully set forth in the call for such meeting, as provided in Article V.	
196	SECTION 2. Any approved amendments shall be numbered, dated and stated under Article XII XIII below.	
197		
198	Article XIXII(45)	(45) Numbering updated.
199	Severability	
200	If any portion of this Constitution and Bylaws is illegal or unenforceable due to New York State or federal law, the other portions shall remain valid.	
201		
202	Article XIIXIII(46)	(46) Numbering updated.
203	Amendments	
204		
205		No further changes to the existing bylaws.