

FUUSM: PROPOSED BYLAW CHANGES
(with Explanation & Rationale)

(Proposed changes recommended by FUUSM Board, February 2023)

1) ARTICLE I – NAME (Article consists of Subsection A only)

EXISTING: A. The name of this religious organization shall be THE FIRST UNITARIAN UNIVERSALIST SOCIETY OF MARIETTA, OHIO. The Society shall be a member of the Unitarian Universalist Association of the Ohio Meadville District. If the Unitarian Universalist Society of Marietta, Ohio shall cease to exist, all property, real and otherwise, shall pass to and become vested in the Unitarian Universalist Association of the Ohio Meadville District.

PROPOSED: A. The name of this religious organization shall be THE FIRST UNITARIAN UNIVERSALIST SOCIETY OF MARIETTA, OHIO. The Society (also referred to in these Bylaws as “the congregation”) shall be a member of the Unitarian Universalist Association. If the First Unitarian Universalist Society of Marietta, Ohio shall cease to exist, all property, real and otherwise, shall pass to and become vested in the Unitarian Universalist Association.

EXPLANATION & RATIONALE: Proposed Changes to Article I

- i. First sentence -- Parenthetical at the end reflects that while FUUSM’s name includes “Society,” we generally refer to our body as “the congregation.” The Bylaws (including especially, the other proposed changes below) make frequent use of “the congregation” and phrases like “congregational meeting,” a usage more natural than always referring to “the Society.”
- ii. First & second sentences – delete the phrase “of the Ohio Meadville District” in both sentences, leaving only the reference to the Unitarian Universalist Association. The Ohio Meadville District is a subpart “of” the UUA, not the other way around as the deleted language appeared to state. Also, the UUA has reorganized the OMD and other groups into the Central East Region, of which FUUSM is part; referring only to the overall UUA here (and not any of the subdivisions) will avoid any future need for changes if the UUA undertakes further reorganization or district changes.
- iii. Second sentence – corrected the typographical error omitting “First” from the name.

2) ARTICLE II – PURPOSE AND MISSION (Changes to Subsection A only)

EXISTING: A. Believing that religion is summed up in love of god and love of humanity, our purpose is to advance liberal religious ideas, to encourage expression and fellowship, to provide an atmosphere of freedom for the quest of truth, and to work for the peaceful progress of all people.

PROPOSED: A. Believing that religion is summed up in love of god and love of humanity, our purpose is to advance liberal religious ideas, to encourage expression and fellowship, to provide an atmosphere of freedom for the quest of truth, and to work for peace, liberty and justice for all people.

EXPLANATION & RATIONALE: Proposed Changes to Article II

- i. Final clause – change from “work for the peaceful progress of all people” to “work for peace, liberty and justice for all people.” This change is intended to add better clarity as to exactly what kind of “progress” is being referenced. Also, the substitute language more clearly sets out UU goals (and echo the Sixth of the UUA’s Seven Principles).

3) ARTICLE III – MEMBERSHIP (Changes to Subsection A only)

EXISTING: A. Any person eighteen years old and over may become a member of this Society who indicates sympathy with its purpose and program by signing the church register and contributes to the life of the Society either financially or through service supporting the activities of the Society. Race, color, sexual orientation, or nationality shall not be considered in determining membership. No subscription to creed or participation in ceremony will be required of a member.

PROPOSED: A. Any person eighteen years old and over may become a member of this Society who indicates sympathy with its purpose and program by signing the official membership book and contributes to the life of the Society either financially or through service supporting the activities of the Society. No subscription to creed or participation in ceremony will be required of a member.

EXPLANATION & RATIONALE: Proposed Changes to Article III

- i. First sentence – spelling correction (“its”); “church register” revised to “official membership book.”
- ii. Second sentence (re: race, color, sexual orientation or nationality) – deleted because it is insufficiently inclusive (does not cover all potential ex/inclusive criteria). See FUUSM’s “Philosophy of Inclusion.”

4) ARTICLE IV – MEETINGS (Changes to Title & Subsection A only)

EXISTING: ARTICLE IV - MEETINGS

A. Meetings of this Society shall be held at least once each year at such times and places as shall be fixed by the Board of Trustees. The date shall be announced in the Society newsletter at least 15 days prior to the meeting. The annual budget shall be adopted at the first regular meeting of the year, reports of each committee shall be given, and other necessary business shall be conducted.

PROPOSED: ARTICLE IV – CONGREGATIONAL MEETINGS

A. Meetings of this Society (also known as “congregational meetings”) shall be held at least once each year at such times and places as shall be fixed by the Board of Trustees. The date shall be announced in the Society newsletter at least 15 days prior to the meeting. The annual budget shall be adopted at a congregational meeting held during the last quarter of the fiscal year (also known as “the Annual Meeting”), at which reports of each committee shall be given, and other necessary business shall be conducted.

EXPLANATION & RATIONALE: Proposed Changes to Article IV

- i. For these changes, see also comment “i” at Article I above (“congregation,” “congregational,” etc.)
- ii. Title – change “Meetings” to “Congregational Meetings” to make it clear that that is what this Article addresses (not, e.g., Board or committee meetings)
- iii. First sentence – add the parenthetical reference to “congregational meetings” and equating the phrase to the “meetings of this Society” (i.e., of FUUSM).
- iv. Third sentence – The adoption of the annual FUUSM budget, formerly stated as occurring at “the first regular meeting of the year,” is changed to clarify that this happens at “a congregational meeting held during the last quarter of the fiscal year (also known as “the Annual Meeting”).” This change is made solely for clarification – no substantive change is intended. The meeting in question is what we all know as the congregational meeting held each spring (FUUSM’s annual meeting). The proposed change clarifies that this is a “congregational meeting” and further labels that particular congregational meeting as “the Annual Meeting.” Rather than calling it the “first regular meeting of the year” (which is vague and sometimes may be in error), the change clarifies that this meeting falls in the last quarter of the fiscal year, i.e. in April, May or June. The Bylaws identify the “fiscal year” in Article VI subsection D, referencing the Treasurer’s annual statement “for the fiscal year – July 1 to June 30;” also, the proposed changes to Article V, subsection C (see below) clarify that Board member terms run on the basis of that same fiscal year, July 1 to June 30.

5) ARTICLE V – BOARD OF TRUSTEES (Changes to all sections)

- EXISTING:
- A. There shall be a Board of Trustees composed of seven trustees, with existing vacancies being filled at each regular meeting, who shall each serve a term of three years. Upon completion of two consecutive terms of office, no person shall be considered eligible for re-nomination until one year has elapsed.
 - B. Only members of the Society qualified to vote shall be eligible for election to the Board of Trustees.
 - C. The Board of Trustees, on behalf of the Society, shall have general charge of the property of the Society and the conduct of all its business affairs. The Board shall have and exercise all powers and authority and rights and privileges given or granted to them or to trustees of corporations of like nature by laws of the State of Ohio.
 - D. The Board of Trustees shall meet monthly, or more often if determined necessary by the President.
 - E. Any vacancy shall be filled by an active member appointed by the Board of Trustees to serve until the next Regular Meeting.
- PROPOSED:
- A. There shall be a Board of Trustees composed of seven trustees elected or appointed as provided below, from members of the Society qualified to vote. The Board of Trustees shall meet monthly, or more often if determined necessary by the President.
 - B. The Board of Trustees, on behalf of the Society, shall have general charge of the property of the Society and the conduct of all its business affairs. The Board shall have and exercise all powers and authority and rights and privileges given or granted to them or to trustees of corporations of like nature by laws of the State of Ohio.
 - C. Board members shall be elected by the congregation for a term of three years (meaning the fiscal year, July 1 - June 30), with no member who has served two consecutive terms eligible to serve on the Board until one year has elapsed. At each Annual Meeting, the congregation shall fill the position of any Board member whose term is ending by electing a member (who may be the same member, if eligible).
 - D. If a Board member vacates his or her position before the end of the term, the Board of Trustees shall appoint an eligible temporary member to serve until the next congregational Meeting. The congregation shall then elect a member (who may be the temporary member) to fill the remainder of the term, effective immediately or at such time as the congregation may direct. The congregation shall also direct whether the partial term (i.e. a period of less than 3 years) served by such appointed or elected Board member counts toward the two-term limit of subsection (C).
 - E. Board members' terms shall be staggered, with at least one member leaving the Board at the end of each fiscal year. If necessary due to unforeseen circumstances, to preserve such staggered terms, the congregation may shorten the term of a Board member, whether newly elected or already serving, and shall direct whether the shortened term counts toward the two-term limit of subsection (C).

EXPLANATION & RATIONALE: Proposed Changes to Article V

- i. The proposed changes are intended to clarify the process of selecting and seating Board members, and the congregation's role and authority in that process. Some other previous material remains, but has been re-ordered for clarity.
- ii. Proposed subsections A and B contain previously existing, but reordered, material formerly found in existing subsections A, B, C & D. The two-term limit on Board members has been relocated as part of proposed subsection C, which addresses the normal process of elections to the Board at the end of a Board member's regular 3-year term.
- iii. Proposed subsection D addresses the process of filling a Board seat that becomes vacant before the end of a member's three-year term, and empowers the congregation in this process; the congregational authority added here is absent, or unclear, in the existing Bylaws.
- iv. Proposed subsection E address the goal of staggered terms for the seven Board members -- which have generally been followed in the past, but were not stated in the Bylaws as a basic principle. Staggered terms are a type of 'term rotation,' enabling new Board members to benefit from the experience of more seasoned Board members. To achieve this goal, Subsection E enables the congregation to shorten the term of a Board member (whether newly elected or already serving) for the purpose of term staggering, i.e. to get the Board terms more 'in sync' with a staggered term rotation.

6) ARTICLE VI – OFFICERS (Changes to Subsections D (all) & E (first sentence))

EXISTING: D. All money and property entrusted to the Treasurer shall be received and safely kept by the Treasurer, who shall disburse the same under the direction and to the satisfaction of the Board of Trustees. The Treasurer shall keep a complete account of the finances of the Society on books which shall remain the property of the Society, and which shall be open for inspection at any time to the officers or the Board of Trustees. The Treasurer shall render a current statement at each regular meeting of the Board of Trustees and of the Society. The Treasurer's annual statement for the fiscal year - July 1 to June 30 - shall be audited and certified by persons designated by the Board of Trustees. The Treasurer shall furnish statements of pledge status to the membership.

E. The Secretary shall keep an accurate record of the transactions of all business meetings of the Society and the Board of Trustees. . . . <No further changes in E.>

PROPOSED: D. The Treasurer shall be accountable for all monies and property of the Society. The Treasurer shall keep a complete account of the receipts, disbursements and balance of the accounts of the Society on books which shall remain the property of the Society, and which shall be open for inspection at any time to the Board of Trustees. The Treasurer shall render a current statement for each meeting of the Board of Trustees and for the Annual Meeting of the congregation. The Treasurer's annual statement for the fiscal year - July 1 to June 30 - shall be audited and certified by persons designated by the Board of Trustees. The Treasurer shall furnish statements of pledge status to the membership. Subject to approval by the Board, the Treasurer may delegate execution of any of these responsibilities to financial professionals or other assistants.

E. The Secretary shall keep an accurate record of the transactions of all congregational meetings and meetings of the Board of Trustees. . . . <No further changes in E.>

EXPLANATION & RATIONALE: Proposed Changes to Article VI

- i. Subsection D (Treasurer) -- The proposed changes are largely for clarification including adopting a more direct, active tone. The third sentence's timing sequence refers to "the Annual Meeting of the congregation" in place of "meeting . . . of the Society." (See comment "I" at Article I, above.) The last sentence of the proposed revision to subsection D expressly authorizes the Treasurer, with approval of the Board, to delegate performance of some tasks to financial professionals or other persons (such as members of the congregation tasked as financial assistants, money counters, etc.)
- ii. Subsection E (Secretary) -- The first sentence is simply changed to implement the construction "congregational meetings" (See comment "I" at Article I, above.)

7) ARTICLE VII – MINISTER (Changes to Subsections A, C and first sentence of B)

- EXISTING:
- A. Recommendation of a new minister shall be made by the Ministerial Search Committee.
 - B. Election of the minister shall be by a two-thirds vote of the qualified members present at a meeting called for that purpose. . . . <No further change to B.>
 - C. Three months advance written notice of a wish to terminate the employment of the minister will be required of one to the other regardless of which party initiates the action.
- PROPOSED:
- A. Recommendation of a new minister shall be made by an ad hoc Ministerial Search Committee appointed by the Board.
 - B. Election of the minister shall be by a two-thirds vote of the qualified members present at a congregational meeting called for that purpose. . . . <No further change to B.>
 - C. Three months advance written notice of a wish to terminate the employment of the minister will be required of the Minister or of the congregation, regardless of which party initiates the action, except that the Minister may be dismissed with less than three months notice on such terms as may be provided in the Minister’s Letter of Call or employment agreement (e.g. in the case of dismissal for cause).

EXPLANATION & RATIONALE: Proposed Changes to Article VII

- i. Subsection A – Clarification is made that, the Ministerial Search Committee is ad hoc -- if and when needed -- and in such event, it is appointed by the Board.
- ii. Subsection B -- The first sentence is simply changed to implement the construction “congregational meeting” (See comment “I” at Article I, above.)
- iii. Subsection C -- Adds the possibility of less than 3 months notice to dismiss the Minister, as provided in Letter of Call/employment agreement – This is added to make the Bylaws consistent with the existing Letter of Call on this point.