

## Discussion of Proposed Changes to Bylaws – September 2019

The purpose of this table is to set forth the rationales for changes to the bylaws, where the change is not relatively minor (such as changes made to consistently utilize defined terms, or for grammar), or the change may not be self-explanatory.

Section	Wording	Rationale
1. Deletion of Article I(6)	<del>No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting, to influence legislation</del>	<p>We were unclear what “propaganda” really means. For example, if we put up a sign that says “God Loves You,” that could be considered propaganda. Moreover, as a community of faith, our bylaws should not impede our ability to influence legislation should our core faith values be abrogated, particularly since we have policies and procedures requiring an internal review and approval process (that involves our pastors, the Church President, and other key stakeholders) prior to taking any such public stance.</p> <p>For example, if VT legislation were proposed to limit the scope of equal protection laws to exclude LGBTQA folks, as an Open and Affirming Church the bylaws should not impede us from taking a public stand against that change.</p>
2. Change to Article II(1)	<u>Faith.</u> The Church acknowledges as its sole Head, Jesus Christ, the Son of God and our Savior. It acknowledges as <del>disciples brothers and sisters</del> in Christ all who share in this confession, <u>as well as everyone who strives to follow Christ's teachings in word and deed.</u>	<p>The first change is to make it clear that as a Church we welcome all disciples, not just folks who consider themselves a brother or a sister. We fully expect that at one point the bylaws only referenced men; we feel it is in keeping with the example of our predecessors to continue to expand, rather than limit, our welcome to all people.</p> <p>In that vein, the second change is to include folks who might not feel they are far enough along in their faith journey to “share in this confession;” our faith is open to all who strive to follow Christ’s teachings, not just in word, but in deed. Who folks are, and how that is manifested in what they do, should count for more than what they are prepared to “confess.”</p>
3. Change to Article III(1)(B)	<del>Persons who give continued support to the activities and ministries of the Church, but do not wish to become Regular Members, may apply for membership as an Affiliate Member.—Applicants for Affiliate Membership must attend a new members’</del>	<p>We have reimagined the “Affiliate Member” concept to be one open to folks who are starting on their faith journey.</p> <p>As we understand it, “Affiliate Member” status was primarily intended for folks who moved away and joined another</p>

	<p><del>class, be approved by vote of the majority of the Diaconate, and confess their faith at a regular worship service. Under special circumstances, the Diaconate by majority vote can waive any of the aforementioned requirements.</del> A person who either (i) meets all the requirements to be a Regular Member, but who chooses not to formally join the Church, or (ii) wishes to explore their faith in Jesus Christ and God, but at this point in their faith journey does not feel they can meet the requirements of Regular Membership, will be considered for membership as an "Affiliate Member." In all cases, candidates for Affiliate Membership must be confirmed by majority vote of the Diaconate.</p>	<p>congregation, but did not want to lose their connection to this church. The concept enabled folks to be a regular member in their new church, but still be "affiliated" with their "home" church (the theory being you can only be a regular member of one church).</p> <p>Recognizing this purpose has faded with time, we propose an additional, new purpose for this membership status. We propose making Affiliate membership available to folks who are early in their faith journey, or otherwise are not prepared to "check all the boxes" required for Regular Membership. For example, folks who are otherwise interested in joining our church may not comfortable standing in front of the congregation and making the Statement of Faith. Note the prior wording allowed for these requirements to be waived, but no one has ever asked for that.</p> <p>The idea is to go beyond making exceptions, to open church membership to folks who want to start their faith journey with us. They want to grow in the faith. We want to welcome folks like that. We want folks like that to feel they can join us.</p> <p>The final sentence was added to make it abundantly clear that in all cases, Associate Membership must be affirmed by the Diaconate.</p>
<p>4. Deletion of Article III(6)(A)(1)(b), second sentence</p>	<p>If a Regular Member so requests, the Church may, in lieu of a Letter of Transfer, grant that person a Certificate of Good Standing and terminate his/her membership in the Church. <del>A Certificate of Good Standing from the Church may be used by a Regular Member in support of his/her application for association with any religious organization of his/her choice.</del></p>	<p>Nowadays, such a Certificate is rarely requested; and, when it is, we see no reason why the Church should limit what the recipient does with it. This is an artifact from an era where churches would look to such Letters or Certificates in deciding to accept a new member.</p>
<p>5. Deletion to Article III(6)(C)(3), second sentence</p>	<p>Citation to appear before the Diaconate. The citation shall be written by a deacon appointed by the Diaconate, delivered five (5) days prior to the meeting, and specify the nature of the complaint that has been made against the member. When a member is cited to appear before the Diaconate, the Diaconate may impose the following disciplinary</p>	<p>In a process that is being run by the Deacons, we believe it is inappropriate for the President to have any role. In our view, the process between the Member and the Diaconate should fully play out, including the obligation for the Chair of the Deacons to notify the Member of the discipline imposed. That way, should the Member disagree, the President is available to fully and impartially consider the issue, without preconceived notions/bias from involvement in the Deacons' decisionmaking.</p>

	<p>actions <del>(the President shall provide such member a written determination of the Diaconate imposing any such disciplinary action):</del></p> <p>... The Chair of the Deacons shall provide such member a written determination of the Diaconate imposing any such disciplinary action.</p>	
6. Article IV(1)(B)	<p>The Church may call one (1) or more Associate Pastors. When such Associate Pastors are called, their duties shall be delineated in writing and reviewed annually by the Human Resources Committee. <del>and their performance of such duties shall be evaluated on a semi-annual basis by the Senior Pastor</del></p>	<p>We believe the timing of performance reviews, as well as who provides them, should be set forth in the Church's HR Policies. We don't think Bylaws should go into this level of detail (...or, put another way, we do not believe the lack of a semiannual review should constitute a breach of the Bylaws).</p>
7. Article IV(1)(C)	<p>"The Pastor(s) shall become Regular Members of the Church at the earliest possible time. The Pastor(s) shall <del>also be voting</del> "Ex Officio" members of all standing and ad hoc committees, <del>and Recognized Groups</del>, except as noted in this Bylaws. "Ex Officio" members of committees shall have all voting and other privileges and obligations of committee or group membership, except they shall not be counted toward quorum requirements.</p>	<p>We have added a definition of what an "Ex Officio" member of a committee is, given the reference to that status for pastors was unclear, and given that at least one other committee include members of that status (see e.g., Amendment #10)</p>
8. Deletion of Article V(1)(B)	<p><del>The Church Council will hear reports from each of the standing Committees and Recognized Groups and will make recommendations for action to the Regular Members.</del></p>	<p>We think Church Council should support committees in hearing periodic reports, per V(1)(C). We do not understand how the Church Council "makes recommendations" outside of the discussion at Annual Meeting, which is covered elsewhere. We don't see what this section covers that is not covered better elsewhere in the Bylaws.</p>
9. Article V(4)(B)(1)	<p>The Finance Committee shall consist of (i) the Treasurer, the Assistant Treasurer, the Financial Secretary, <del>and the Vice-President (who shall serve as Chairperson of the committee), and (ii) the Chairperson of the Trustees, and the Chairperson of the Stewardship Committee, or their respective committee designee. One (1) member of the Finance Committee, to be selected by the Finance Committee, shall serve as an ex-officio voting member of the Planned Giving Committee.</del></p>	<p>The first change "or their respective committee designee" recognizes the reality that some committees appoint co-chairs, or have other committee members participate in the Finance Committee. We are amending the wording to conform to current practice.</p> <p>The deletion of the final sentence is based on our perception that the Planned Giving Committee does not require a "direct tie" to the Finance Committee, which may have been the case when the PGC was first formed.</p>

10. Article V(4)(C)	The Human Resources Committee (HRC) shall consist of the President (who shall serve as Chairperson of the committee), the Vice-President, <a href="#">the two most recent previous Presidents (who shall be Ex Officio members of the committee)</a> ,...	The concern is that the HRC needs continuity to be effective. That continuity comes predominantly from the President and the Vice President. We believe it best to ensure that continuity by having past Presidents, who have been on the committee for several years during their terms as VP and President, continue to serve on it for several more years, while not mandating their participation for the purposes of forming a quorum on the committee (hence the “Ex Officio” status).
11. Article VI(3)(E)	The Treasurer shall be an ex-officio voting member of the Finance Committee, the Stewardship Committee, and the Planned Giving Committee. The Treasurer, in conjunction with the Finance Committee, <del>shall be charged with the execution of financial matters concerning the Church. Routinely, the Treasurer</del> will perform such tasks as receiving and paying of bills...	The Treasurer is not responsible for execution of financial matters for the Church. The language suggests an audit function that is not practiced by the Treasurer. The language continues with listing tasks that the Treasurer performs; we do not believe the “responsibility” language is needed, given that listing.
12. Article VII(1)	All members of the Church Council, the Diaconate, the <del>Trustee</del> Finance Committee, HRC, and the Pastoral Relations Committee shall be Regular Members. Other committees may have Regular Members, Affiliate Members, and Non-Members. <a href="#">All committee chairs shall be Regular Members.</a>	The Bylaws currently state that various committees may consist of Regular Members, Affiliate Members, and even nonmembers. We amended the listing of committees that require Regular Membership. We further amended to specify that the leaders of all committees should be Regular Members, since it is committee chairs that attend Church Council.
13. Article VII(1)(E) and (F)	Unless otherwise approved by the Church Council, such ad-hoc subcommittees shall not continue in operation for longer than one (1) year after their establishment, <a href="#">or until their stated purpose has been completed, as determined by Church Council.</a>  <a href="#">F. Committees can continue to operate if not fully staffed, as long as there are two or more members and council reviews their status and approves their continued operation for the current year. This Section shall not apply to Church Council, the Diaconate, the Finance Committee, HRC, or the Pastoral Relations Committee.</a>	The change to E recognizes how ad-hoc committees have been operating. While we maintain the one year default, we thought it best to allow Council leeway to continue ad-hoc committees as reasonably required.  The change to F recognizes the difficulty we have had in securing a full slate of members of each committee. The language allows for as few as two members, subject to approval of Church Council, with the exception of the specific Committees that are excluded (we believe these specific Committees must be fully staffed).
14. Article VII(L)	<a href="#">L. Communications Committee</a>	Church Council has determined that we should make the ad-hoc Communications Committee a regular committee. Care and maintenance of the Church’s website, and coordination of the

	<p>1. The Communications Committee shall consist of four (4) members.</p> <p>2. The Communications Committee, in conjunction with professional staff, will provide guidance and/or support for the sharing of information with our members and also outside of the Church, including, but not limited to, the church’s website and social media accounts.</p>	<p>Church’s social media outreach, requires ongoing, focused attention and investment.</p>
<p>15. Article VII(3)</p>	<p>3. <u>Annual Meeting of Regular Members.</u> The annual meeting of the Regular Members (“Annual Meeting”) shall be held at such time, place, and date <del>in each January</del> before Feb 9th, as shall be designated by the Church Council. Church Council shall set the <del>record</del> date for <del>each</del> the Annual Meeting. Written notice of the Annual Meeting shall be sent to all Regular Members at least fourteen (14) days and no more than sixty (60) days prior thereto. This notice shall state the time, place, and purpose of the Annual Meeting including the text of any Bylaw changes proposed. <del>The record date for an Annual Meeting shall be the date upon which the Church sends out the written notice of such Annual Meeting to the Regular Members.</del></p>	<p>The change to say “before Feb 9<sup>th</sup>” was driven by the Finance Committee’s request to give them more time to finalize the treasurer’s annual report and get it audited, since that requires inputs from other committees (Endowment, etc) that may not arrive in time for the audit to occur, and the financial report generated, in time to warn the Annual Meeting.</p> <p>We believe the “record date” concept is outdated, given that we specify the time periods required for advance notice of the Annual Meeting. The same rationale applies to the changes to Article VII(4)(B).</p>
<p>16. Article VIII(7)</p>	<p>A quorum for the transaction of business of any committee, council, or board shall consist of fifty (50) percent of its members, with a minimum of three (3) individuals.... Each <del>Regular M</del>member shall be entitled to one vote and only one vote.</p>	<p><u>First Change:</u> Per Change #12 above (to Article VII(1)(F)), certain committees may only have two members. If unchanged, this section would indicate that a quorum is present if only one of them attends a meeting, which is not an acceptable outcome. NOTE: How can a 2 person committee have a quorum requirement of 3 people? One of the pastors (who are ex officio members of all committees) would need to be present for the committee to take any actions. A 2-person committee could get together to discuss matters, but for the meeting to be official a quorum is required, and that will require attendance of a pastor.</p> <p><u>Second Change:</u> since committees can consist of folks who are not members, the reference to only Regular Members is outdated.</p>

17. Article X(1), Recognized Groups	<p>...Regular Members may petition the Church Council to form a Recognized Group to fulfill a specific purpose (e.g., operation of a thrift store or the operation of the pantry). <i>Recognized groups shall be supervised by and accountable to Church Council.</i>  <del>The Pastors shall have general supervision of each Recognized Group.</del></p>	<p>We thought it would be better to make Recognized Groups accountable to Church Council, just like ad-hoc committees, given that they are formed and terminated by Church Council and are responsible for providing annual reports, just like ad hoc committees are.</p>
18. Article XIV(3) and (4) – new language	<p>3. <i>In the case of a conflict, the bylaws take precedence over any other Church policy, rules, guidance, or other document, and over any other Church procedure or practice.</i></p> <p>4. <i>In the case of a disagreement regarding bylaw interpretation that Council believes to be important to the life of the Church, Church Council will make such interpretation by majority vote.</i></p>	<p>For Section (3), we noted the Bylaws do not clearly state their primacy over other “governing” documents, procedures, or practices. While that has been generally assumed given how bylaws are typically interpreted, we believe it would be wise to clearly state that primacy.</p> <p>Section (4) recognizes that given its primacy, interpretation of the Bylaws may be called into question. This section sets forth a process by which such questions may be considered, debated, and decided.</p>