



**Boise
Unitarian
Universalist
Fellowship**

Bylaws Revision Process

**Congregational Conversation Session 2 Info Sheet
Topic: Meetings & Making Decisions – November 14, 2021**

General Bylaws Information

The Bylaws provide the formal structure of the congregation and allow for maintaining and changing that structure. Bylaws hold the highest level of authority of congregational guiding documents. Bylaws do not need to include every matter of policy. Because bylaws are generally amended only through congregational meetings, nimble congregations seek to create policies, operating guidelines and procedures that stand apart from the bylaws to govern day-to-day matters. These can be amended more easily as needs evolve and change.

Characteristics of Effective Bylaws:

- be brief and clearly stated;
- cover only the bare bones of the organizational structure;
- be reasonably easy to amend;
- comply with the laws to which the organization is subject;
- be readily accessible to all members.

As we discuss the proposed revisions, we are asking ourselves the following questions:

Does this need to be in the bylaws? Does it rise to the highest level of governing authority or would this issue/item be better addressed in Board policy and/or staff and volunteer team procedures and guidelines for day-to-day operations? Is this issue/item already addressed in existing policies, procedures and/or guidelines?

Topic Area: Meetings - Making Decisions

CURRENT BYLAWS

ARTICLE IV-CONGREGATIONAL MEETINGS

Section 1. Definition: The words “Congregation” and “Congregational” throughout these bylaws refers to the members (as defined in Article III) at a properly called meeting of the Fellowship, or to the members participating in an absentee ballot vote as described in Section 7 paragraph (b.) in this Article.

Section 2. Regular Meetings: The annual Congregational meeting shall be held each year on the third Sunday of May at such time and place as shall be fixed by the Board of Directors, in order to elect directors, Nominating Committee members, Endowment

Committee members if needed, and to transact any other business that may properly come before the Congregation. Pursuant to the Idaho Nonprofit Corporation Act, unless one-third (1/3) or more of the members are present, the only matters that may be voted upon at an annual meeting are those matters that are described in the postmarked meeting notice. *(Congregational interpretation 5/17/2009: At an annual meeting only business mentioned in the call of the meeting can be conducted, unless 1/3 or more of the members are present. In this case, motions can be made and voted upon even if not announced in the call of the meeting. This is called "new business" under Robert's Rules.)*

Section 3. Special Meetings:

a. Special Congregational meetings may be called by the Board when Fellowship issues or these bylaws so require.

b. A special meeting shall be called if a petition, clearly stating the issue to be voted upon and signed by at least fifteen percent (15%) of the membership, is presented to a director of the Board or office staff employed by the Fellowship. The petition must state the date and time of the meeting, subject to the notification requirements as defined in Section 4 of this Article, and the scheduled start time of the meeting must be between 9:00 A.M. and 7:00 P.M. The meeting will be held at the location where regular worship services of the Fellowship are held. Upon presentation of such a petition the director or office staff shall give postmarked notice to the membership, pursuant to Section 4 of this Article, at the Fellowship's expense.

Section 4. Notification Requirements:

a. For all meetings postmarked notice shall be sent to all members, postmarked within ten (10) to forty-five (45) days of the scheduled meeting. Postmarked notice shall include the date, time and place of the meeting with a tentative agenda and statement of the substance to be presented. At the discretion of the Board, emergency meetings may be called with shorter postmarked notice, provided the postmark on the notice is at least two (2) days prior to the meeting, and provided that a good faith attempt is made to give additional notice to all members of the emergency meeting via means as defined in Article VIII, Section 6.

b. When postmarked notice is sent, at the Board's discretion it may include a non-binding straw ballot giving people the opportunity to express an opinion on the issues that are on the tentative agenda. The straw ballot results shall be announced at the meeting.

Section 5. Quorum Requirements:

a. Twenty (20) percent of the membership shall constitute a quorum.

b. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the

meeting provided that any action taken after the loss of a quorum is approved by the necessary majority of members required to constitute said quorum. (*Congregational interpretation 5/17/2009: For example, if the quorum requirement is 100 members and a 2/3 vote is needed to take action, then there must be 67 affirmative votes to adopt the action even if less than 100 members are present.*)

ARTICLE VIII-GENERAL PROVISIONS

Section 4. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with applicable law, the articles of incorporation, these bylaws, and any special rules of order the Fellowship may adopt.
(882 words)

PROPOSED REVISION(S)

ARTICLE III - MEMBER MEETINGS

Section 1. Annual Meetings: The Fellowship shall hold an annual Member meeting in the final quarter of the fiscal year.

Section 2. Special Meetings: The Board may call special meetings on its own initiative. Members may call special meetings upon written demand to the Board signed by fifteen percent (15%) of the Members.

Section 3. Location of Meetings: The Fellowship shall hold Member meetings at any physical or virtual location. Location of Member meetings shall be determined by the Board.

Section 4. Participation in Meetings: Members may participate in or conduct a Member meeting through any means of communication in which everyone participating can hear one another during the meeting. A Member participating by this means will be considered to be present in person at the meeting.

Section 5. Notice of Meeting: Notice for meetings may be oral or written. Electronic communication is considered written notice. The Board shall send notice to Members of annual, regular, and special meetings at least ten (10) days but not more than sixty (60) days before the meeting. Notice of annual, regular, and special meetings shall include the place, date, and time as well as a description of any matters that must be approved by Members. If one-third ($\frac{1}{3}$) or more of the Membership is present at a meeting, Members may vote on any matter, whether or not the matter is described in the meeting notice.
(232 words)

Major Changes

1. Simplified (882 → 232 words)
2. More general language (“3rd Sunday in May” → “final quarter of fiscal year”)

3. Modernized (“members may participate through any means of communication in which everyone can hear”)
4. Quorum and requirements for passage are now summarized in a table in the “Voting” section (to be covered in February)
5. Legal requirement for “Robert’s Rules” removed.

Reasons for Changes

1. Although the board has not been currently exploring other options for parliamentary procedure, we do not want to legally bind ourselves to using Robert’s Rules.