

**Proposed By-Law Changes -  
Senior Minister Vacancy & Conformity with Policy Governance**  
Additions are in **Bold and Underlined**. Deletions are in strikeout.  
Editorial notes are in *italics*.

## **ARTICLE IX. Policy Governance**

### **Section 1. Philosophy of Governance**

The Congregation elects a Board to function as the Church's governing body and calls a senior minister. The Senior Minister is designated as the Ministry Team Leader and serves as the Church's spiritual, programmatic and administrative leader. The intended style of leadership shall be consultative, collegial, and inclusive. All leaders are expected to practice open decision making, healthy conflict management and mutual support in their respective roles.

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### **Section 4. Global Delegation**

In fulfilling the authority granted to it under the Bylaws, the Board of Trustees, led by its President, is responsible for the governance of the Church and maintains only those ministry functions reserved to itself as set forth in these Bylaws. All other ministry functions shall be the responsibility of the Ministry Team Leader. The Ministry Team Leader shall exercise these ministry functions in conformity with governance policies.

*No changes to these sections are suggested; this philosophy of governance remains the same regardless of whether the position of Senior Minister/Ministry Team Leader is vacant.*

### **Section 5. Duties of the Ministry Team Leader**

The Ministry Team Leader is responsible for leading and directing the spiritual, programmatic and administrative work of the Church, under the oversight of the Board of Trustees and subject to evaluation by the Board of Trustees. His/her duties include:

- A. Making operational decisions, to include hiring and dismissing staff.

- B. Adopting administrative policies, to include Generally Accepted Accounting Principles that apply to churches of comparable size;
- C. Maintaining a productive and effective staff team and ensuring its efforts comply with Board governance policies and procedure manuals of the Church, and are directed toward fulfilling the Congregation's Purpose and Mission Statement and the annual vision of ministry;
- D. Allocating congregational resources except as specifically limited by these Bylaws and Board governance policies; and
- E. Annually entering into a written covenant with the board
- F. In the absence of a senior minister, the duties and responsibilities of the Ministry Team Leader set forth in these Bylaws will be transferred to the Board of Trustees to be administered or delegated by the Board.**

## ARTICLE X. Board of Trustees

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### **Section 8. Duties of the Board**

Except as otherwise restricted in these Bylaws, the Board shall:

- A. Act on behalf of the Church in a manner consistent with its Purpose and Mission Statement;
- B. Discern and articulate the Church's annual vision of ministry, create a clear plan with clear goals that fulfill the vision, and evaluate progress toward the achievement of those goals;
- C. Establish governance policies, monitor adherence, and appoint such persons and committees as necessary to achieve these functions, permitting, at its discretion, the referral of major policy decisions for determination at a membership meeting;
- D. Oversee and evaluate the work of the Ministry Team Leader;

- E. Recommend a budget for congregational approval, oversee finances during the fiscal year in order that a balanced budget is maintained, and approve any increase not to exceed 5% of the total budget during any fiscal year;
- F. Authorize the incurrence of debt or raise the capacity to incur debt on behalf of the church, changes to church policy on compensation and benefits, and to add, purchase or dispose of church property or assets valued at \$10,000 or greater;
- G. Through the presiding officer, execute all contracts on behalf of the Church that are approved by the Board, which have a term greater than three years or a financial obligation greater than \$10,000, with the exception of employee Letters of Agreement, which may be executed by the Ministry Team Leader in accordance with delegated authority;
- H. Accept grants and any restricted gifts not represented in the designated fund or wish list;
- I. Affiliate the congregation with other organizations and to take related actions such as setting contribution levels, appointing delegates, and voting in elections of affiliated bodies;
- J. Establish, modify and dissolve committees and task forces of the Board;
- K. Monitor and evaluate its own work and otherwise to take all action necessary for the governance of the church; and
- L. Comply with the requirements of the current version of the Board Policy Manual.
- M. In times of transition in the position of Senior Minister, the Board will strive to maintain the policy governance structure as set forth in these Bylaws while also satisfying its fiduciary duties.**

### ARTICLE XIII. Selection Committee

**Section 1.** In the event of a vacancy in the office of Minister, the membership may, by a two-thirds (2/3) vote of the members present at any regular or special membership meeting, choose to initiate a Call.

- A. If the membership initiates a Call the active members shall select a Selection Committee.
- B. If the membership does not initiate a Call, the **Senior Minister Board** may fill the office as described in Article XIV, Section 2.

*NOTE: The change to Paragraph B is made simply to reflect the policy-governance structure otherwise set forth in the Bylaws.*

#### **ARTICLE XIV. Ministers**

**Section 1.** The membership may, by a two-thirds (2/3) vote of the members present at any regular or special membership meeting, establish a Minister position for the church.

*NOTE: No change suggested to this section.*

#### **Section 2. Call, Hire, or Dismissal**

- A. A candidate to be called to a Minister position of this Church shall be nominated as outlined in Article XIII by the Selection Committee.
- B. A minister may be called or dismissed by a two-thirds (2/3) vote of the members present at any regular or special membership meeting, provided the advice of the following has been obtained:
  - 1. Unitarian Universalist Association
  - 2. Unitarian Universalist Ministers Association
- C. ~~Upon the recommendation of t~~ **The Senior Minister, the Board of Trustees, by a two-thirds (2/3) affirmative vote,** may hire a Minister with the intention of extending an offer at a later date to candidate for a Called Minister position. In such cases, the Minister must within three years from the date of hiring either a) be invited upon the recommendation of the Senior Minister **and a two-thirds affirmative vote of the Board** to candidate as a Called Minister, or b) complete their service to the Church in that position.
- D. ~~The Board of Trustees, by a two-thirds (2/3) affirmative vote and with the consent of t~~ **The Senior Minister;** may hire a Minister for a position that does not necessarily result in a Call but whose duties will be specified in a Letter of Agreement or job description.

*NOTE: The changes to Paragraphs C and D are proposed simply to reflect the policy-governance structure otherwise set forth in the By-Laws.*

- E. In the event of an impending or actual vacancy in the position of Senior Minister, the Board of Trustees, by a two-thirds (2/3) affirmative vote, and upon the recommendation of the Board-appointed Interim Task Force, may hire an interim minister whose duties will be specified in a Letter of Agreement or job description.**

**Section 3. Terms of Office**

- A. A Called Minister shall be considered to have indefinite tenure upon her/his acceptance of the terms as voted by the membership.
1. The salary may be set and his/her resignation received by a majority vote of the membership.
  2. In the event of resignation/dismissal, he/she shall continue his/her duties for ninety (90) days after written notice is received by the President or after a membership decision for dismissal, unless it is mutually agreed otherwise.
  3. A Letter of Agreement containing the detailed terms of agreement shall be proposed by the Selection Committee and signed by the officers and the Minister.
- B. A Hired Minister's ~~term of office length of service may be indefinite or~~ shall be determined at the time of hire ~~by the Board of Trustees in agreement with the Senior Minister and Hired Minister. The Board and the Minister shall sign a~~ Letter of Agreement shall be signed that contains ~~ing~~ the detailed terms of the agreement position.

*NOTE: This change is made simply to reflect the policy-governance structure otherwise set forth in the bylaws.*

- C. An interim minister will serve the UCBR congregation until expiration of their contract or until dismissed by the Board of Trustees.**

**Section 4. Senior Minister**

The membership may choose, by a majority vote of the members present at any regular or special membership meeting, to designate one Called Minister as the Senior Minister.

*No change to this section is suggested at this time.*

**Section 5. Duties of the Senior Minister**

- A. The Senior Minister shall have primary responsibility for worship and other religious ceremonies.
- B. The Senior Minister serves as the Ministry Team Leader.
- C. Other duties shall be specified in individual Letters of Agreement.
- D. In the event of a vacancy in the position of called Senior Minister, the responsibility for worship and other religious ceremonies is delegated to other UCBR ministers.**