

# First Church of Christ in Wethersfield

## Bylaws Committee

### Proposed Scope of Work — Two-Page Document

**Background:** The current Church Bylaws were developed beginning in 1969 and adopted in late January 1971. Since adoption they have been revised fifteen times but not altered substantially. During this forty-year-plus period many significant changes have occurred including changes in the congregation. A major change impacting the Bylaws was the Church's withdrawal from affiliation with the United Church of Christ in 2004.

Bylaws are regarded as the basic rules of governance for self-directed bodies. When issues arise that are not covered by Bylaws or other established policies, those deciding how to proceed—especially courts or other outside agencies—might apply secular law in situations where that is not otherwise required.

Over the last few years, many in the Church recognized that the Bylaws (last revised in 2011) were not keeping pace with the changes in the congregation or appropriately reflecting its operating policies or procedures. Accordingly, the Board formed a committee to begin the process of reviewing and updating the Bylaws to take into account the current practices and needs of the Church.

In forming the Committee, the Board recognized that issues regarding withdrawal from affiliation with the UCC, new affiliations with other religious groups, and the discussion of polity within the Church have led to misunderstandings and differences of opinion among members of the congregation, and that there has been a perception that the membership has not been adequately informed or allowed to participate in considering these issues.

**Management Summary:** At its initial meeting on September 17, 2013, the Board commissioned a Bylaws Committee to examine the Bylaws and provide a summary report regarding the Committee's preliminary review of issues that it believes should be addressed in order to assure conformance of the Bylaws to the current policy, procedures and activities of the Church.

**Recommendations and Proposed Scope of Work:** Based on its preliminary review, the Committee recommends a complete and rigorous review of the Bylaws. The Committee is also mindful of the communication concerns expressed by the members of the congregation and is committed to including the membership in identifying and recommending changes, inclusions and exclusions to the general content of the Bylaws. To that end, the Committee proposes that subsequent to the approval of the Board to continue the Bylaw review and updating process, an announcement including a photograph of the Committee members and a description of its proposed scope of work be published in *The Spire*, on the Church website and in any other appropriate manner to make sure that all interested members might have the information they need to feel comfortable that their expressed desire for information and open communication is being met. The expectation of the Committee is that each such announcement would include an invitation for any member to share with the Committee his or her views regarding the Bylaws and any issues they might identify. The invitation and announcement would include a range of access points to the Committee for the convenience of all wishing to share their input. The list of access points should include mail, e-mail, and notes to the Committee delivered to any Committee member, the Board Chairperson, the Chairperson of the Research and Long-Range Planning Committee, or the Senior Minister. The current Bylaws are already posted on the Church website and in the Church library for the convenience of the membership.

The Committee recognizes that its sole purpose and authority is to review the Bylaws and make recommendations to the Board and to the Congregation for their respective review and approval.

The Committee does not have, nor does it seek, the authority to approve or implement any proposed work product.

### **Observations and Discussion:**

**Omissions:** For instance, the Bible is not stated as our source of truth and doctrine, and the office and role of the church administrator is not reflected in the text of the Bylaws.

**Consistency:** The Bylaws have been developed using a piecemeal approach by borrowing from other sources. There is a need to verify that each of the articles individually and collectively is consistent. For example, Section 16 and parts of Section 17 seem redundant.

**Gaps:** First Church is no longer a part of the UCC. The Bylaws do not address pastoral or congregant discipline, which was previously addressed through the congregation's affiliation with the UCC and its bylaws. In addition, the Bylaws do not address topics such as dispute resolution.

**Voting:** There are specific requirements for staff and affiliation votes, but no detail regarding any other votes.

**Calling a Special Meeting:** The Bylaws specify that it takes at least 40 members to call a Special Meeting; is this standard appropriate, given the size of the congregation?

**Liability:** Insurance coverage – Does it include ministers and paid staff, as well as board members, deacons and other volunteers? What restrictions and limitations apply? The Bylaws should include language that is consistent with the purchased coverage.

**Limits of Authority:** Who has the final say? The Bylaws say Board President, but is that how we operate?

**Staff:** Delineation on the authority of the Board versus the Senior Minister and Church Administrator to hire and fire ministers and other paid staff.

**Structure of Board:** Committee-driven or qualification-driven? For example, today committees drive Board membership rather than Board members determining the need for committees.

**Membership:** What is, or should be, the definition of an active member? Who is allowed to vote? Should the Bylaws provide guiding principles to empower the Deacon Board, or whoever has the responsibility, to maintain the membership roster?

**Financial Guidelines:** Basic responsibilities for audits, check writing, borrowing, endowment usage and other fiduciary duties and limitations should be addressed.

**Search and Other Committees:** Section 19 concerns the Search Committee. Is that a necessary Bylaw issue? The specified duties do not articulate for what or whom the committee is searching. However, Section 8.4 empowers the Board to create and define committees as needed. Section 19 appears to be unnecessary.

**Changes of Law and Court Decisions:** Should new Bylaw provisions take into account Supreme Court Decisions regarding DOMA (Defense of Marriage Act) and California's Proposition 8 or notice requirements under the Patient Protection and Affordable Care Act? Also, is there a need for Church policy regarding executive compensation for the Senior Minister and related-party transactions?

**Miscellaneous:** The examples noted above have been included as illustrations of the observations identified by the Committee during its preliminary review. It is anticipated that, as the project continues, other issues could be identified by the Committee, the Board, the staff, and by the suggestion of church members.