

Introduction to Proposed Bylaws Changes

The Board of Trustees, in collaboration with various focus groups and staff, has chosen to change our style of governance from a program/council model to Policy Governance. After three years of work, we are now proposing changes to the bylaws to support this change. Some of these are minor technicalities, others are bigger changes to the way we have always done things. Each proposed change is listed in the tables below along with the reasoning behind the proposal. The full text of the bylaws, with the proposed changes in context is also available.

The first few changes are not directly related to policy governance, the rest are related in ways large or small to the change. Policy Governance will empower the Board, staff and congregants to live out our mission more collaboratively and effectively. All proposed changes are intended to support that end.

The Board will be hosting three (3) opportunities to discuss these changes (as well as the proposed budget) prior to the congregational meeting. Sunday, May 1 at 3pm in Evergreen, Sunday, May 8 during Explorations! (9:15am) in Golden, and Sunday, May 15 at 12:30pm in Golden. Look for more information on those sessions in the Crier. Please consider these carefully and come to one of these sessions to ask questions and discuss changes with Board members. Finally, please be sure to attend the congregational meeting on Sunday, May 22 at 12:30 pm to help us move into the future together.

Non – Policy Governance Changes

Section	Proposed Change	Discussion
Article II, Section 2	Change insure to ensure	While not technically related to Policy Governance, the lawyers amongst us would be more comfortable if we don't include obvious errors in word choice.
Article XVI Section 2	A search committee is not required when an Assistant Minister is considered for calling as Associate Minister.	We are required by our bylaws to have a search committee before calling Eric – despite the fact that he was hired with a “hire-to-call” intention. This change will allow us to have a search committee for hiring an Assistant Minister and not need one for promoting to Associate.
Article XII Section 3 and Article XIV Section 2	EMGT changes from seven to five directors; quorum from five to three	The EMGT has changed its charter after careful deliberation and has requested these changes. The Board recommends the congregation approve.

Technical Changes

Section	Proposed Change	Discussion
Article IV, Section 1 – a – 3	Change “Board policy” to “church policy”	As the policy referenced appears to be an administrative policy, it will be owned, under Policy Governance, by the staff and not the Board, making it a church policy.
Article V	Currently the congregation authorizes “the Board & ministers” to establish time of worship; change this to “Executive”	Under Policy Governance, the Board will not be involved in the setting of time of worship; that is ministerial function.
Article IX Section 1	Add: “The Board delegates authority in operational matters to the Executive as constrained by the limitations described in Board Policies. The Board regularly reviews and updates its policies to reflect actions taken by the congregation.”	This is what actually puts Policy Governance in the bylaws; delegation by the board to the executive. The Policies, including limitations on the Executive’s actions have been published and are available for review.
Article IX Section 5	Add: “delegates authority to the Executive in accordance with Board policies.”	This is what actually puts Policy Governance in the bylaws; delegation by the board to the executive
Article XII Section 1	<p>1. Replace existing first sentence with: “The Board delegates to the Executive authority to create and manage those Councils, Standing Committees, and Task Forces whose work is operational to carry out the mission of JUC. The Board reserves the right to create groups to address policy or vision needs.”</p> <p>2. Add “or Executive” to the sentence about reporting</p>	Changing language to reflect that a committee may not report to the Board in Policy Governance. Under the Program/Council model, all committees reported through the council hierarchy to the Board, eventually. Moving forward, committees related to operational/mission work will report to the ministers, and those created by the Board will report to the Board. The Board will only create committees or groups to address policy or vision needs, not operational concerns.
Article XII Section 2	Change the language as identified in the text to reflect reporting to either the Board or the Executive, depending on who created the Council or Committee.	Changing language to reflect that a committee may not report to the Board in Policy Governance.
Article XII Section 3	Add: “At establishment, the sponsor shall identify those committee chairs that require LNC nominations; others shall be recruited by their sponsors.”	While the language proposed leaves open the possibility of increasing the number of positions for which LNC is responsible, those creating councils and committees, both the Executive and the Board know that the intent is to reduce that number. We would expect any new council/committee to be assigned to LNC only after due deliberation and we don’t think the bylaws should limit either the Board or Executive from adding to LNC’s job, especially as many have been removed.
Article XVI Section 1	Remove “and procedures”	The Board will no longer establish procedures – that will be executive work, thus the proposed change.

Section	Proposed Change	Discussion
Article XVI Section 6	Remove reference to COM from the compensation committee.	Under Policy Governance, Committee on Ministry is possibly a committee of the Executive, it is therefore not appropriate for COM to be required to be included in this committee.
Article XVI Section 6	Remove reference to Associate Minister from Compensation section	The Executive will determine all other staff compensation. The Board will review as a part of budget review, but will make specific recommendation only on the Senior Minister.

Structural Changes

President

There are no changes proposed to the role of President in the bylaws. However, in Policy Governance that role is more a facilitator and collaboration leader than a hierarchical authority. Changes to election methods and other officer roles are part of reaching the goal of changing culture to a more empowered, collaborative Board.

Financial Officer

Most churches that make the change to Policy Governance discover that the Financial Officer's role is no longer required. Much of the work previously done by the financial officer is operational and thus not Board work. The staff completes the work and reports to the Board as a whole on the fiduciary picture. All of the last three Financial Officers agree with this move. This will require different reporting to the Board and reduce the requirement for specialized skills for serving on the Board.

Secretary

Our previous Secretaries have all found that it is difficult to fully participate in a meeting while transcribing its minutes. In the move to Policy Governance, many churches eliminate the position altogether; however, Colorado law requires that non-profit entities have a President and a Secretary, both of whom can sign legally binding documents for the organization. We propose changing the role of the Secretary to eliminate the note-taking, to allow for full participation by the voting member. A volunteer, non-elected, non-voting recording secretary would need to be found to take the minutes.

Vice President

There are no responsibilities for the Vice President other than succession in the event of the President's resignation. That issue can be addressed separately. We are proposing eliminating that role in one year. That is, the congregation would elect one more Vice President, this spring, but he would be the last to fill that role. The last three Vice Presidents concur with this proposal. All members of the Board should be empowered to assist the Board as a whole in accomplishing its tasks.

The changes highlighted in the following table implement these structural recommendations.

Section	Proposed Change	Discussion
Article VIII	Change the list of officers to remove Vice President and Financial Officer	<p>a. There is no particular role for the VP other than emergency succession to the Presidency. It is the opinion of the committee, that in the case that an emergency succession is needed, another member of the board (not someone from the congregation at large) should fill the role.</p> <p>b. Financial Officer – This role is covered by staff under Policy Governance. Should the Board feel a need to have a sub-committee on financial issues, we are free to do so.</p>
Article VIII Section 1	<p>Add: executes legal documents as required by law,</p> <p>Add: “established by the Board” to: “is an ex officio member of all councils and committees”.</p>	<p>This is a missing Presidential responsibility</p> <p>Under Policy Governance, the Board President would no longer be ex-officio member of all church committees, only those established by the Board.</p>
Article VIII Section 2	Eliminate	<p>There are no responsibilities for the Vice President other than succession in the event of the President’s resignation. That issue can be addressed separately. We are proposing eliminating that role in one year. That is, we would elect one more Vice President, this spring, but he would be the last to fill that role. The last three Vice Presidents concur with this proposal. All members of the Board should be empowered to assist the Board as a whole in accomplishing its tasks.</p>
Article VIII Section 3	Eliminate duty to take notes; add signing required documents	<p>Both current and former secretaries have noted that it is difficult to participate fully, be fully present, when also required to take notes. In fact, were it not for a legal requirement to have a secretary, the position itself would also be eliminated. The Secretary’s role other than as a general member of the Board, would be to sign legal documents (e.g. mortgage) as required, and work with staff to ensure that records are accurate and accessible.</p>
Article VIII Section 4	Eliminate	<p>Most churches who make the change to Policy Governance discover that the Financial Officer’s role is no longer required. Much of the work previously done by the financial officer is operational and thus not Board work. The staff completes the work and reports to the Board as a whole on the fiduciary picture. All of the last three Financial Officers agree with this move. This will require different reporting to the Board and reduce the requirement for specialized skills for serving on the Board.</p>
Article IX Section 2	Change to reflect changes in officers. Inclusion of non-voting, recording secretary.	See above;

Section	Proposed Change	Discussion
Article X	Change to be consistent with new officers.	The Executive Committee will still be comprised of the Officers, which will be President, Vice President, and Secretary for one year, and then just the President and Secretary.
Article XI Section 2	Remove Financial Officer from development of budget	This reflects current process, even if the office of FO isn't eliminated - follows Policy Governance.

Election of Board Officers

This change may be the most difficult to understand, but it might be worth noting that it was passed unanimously by the full Board of Trustees. When there were four officers requiring very specific skillsets, it made sense for the Leadership Nominating Committee to select people for specific roles. However, with those specialized skill requirements moved to staff functions, and with the primary requirement for an effective Board being leadership and collaboration, we believe it will be more effective for the Board to elect its own officers. We are proposing that change be effective in one year. That is, this year, the congregation will vote on those nominated by the LNC for specific roles; next year, the LNC will nominate three (3) new trustees, and the Board will choose among its nine (9) members who will serve as officers.

As mentioned above, the vision for the Board, as well as the church, is less hierarchical, more empowered and collaborative. Board members who have worked together will have learned each other's strengths and will be well positioned to select their own leadership from the group of leaders. The exact procedure for such elections will be determined by the Board prior to spring 2017. The Board has discussed what some difficulties might be and is discerning the best way to address the challenges while taking advantage of the empowerment received.

The proposed changes in the table below all relate to the change in method of electing Officers.

Section	Proposed Change	Discussion
Article VII Section 1-a	Remove Vice President and Financial Officer and change method of election to election by the board.	With only two officers remaining, and with a more collaborative vision for the future, all Board members need to be able to understand the financial reporting, all Board members need to be able to provide leadership to the congregation, and all Board members need to be able to represent the Board. President should be limited to returning Board members, Secretary could be an incoming member as well.
Article VII Section 1 – d – 1	Replace verbiage about LNC with Board electing its own replacement officer	See above
Article IX Section 2	Change to reflect changes in officers. Inclusion of non-voting, recording secretary.	See above;

