

### Detailed Article-by-Article Explanation Draft 2023 Bylaws

**Constitution:** The only semi-significant change here is in the language clarifying the Council's role as the governing "body" while the membership remains the governing "authority." The current Constitution already names Council as the trustees, and most members think of the Council as the governing body, always subject to the will of the membership.

We also propose other changes that we believe are more of a stylistic or clarifying nature, particularly regarding adopting Bylaws. The current language states that the church will be governed in accordance with "the Bylaws attached to this Constitution." We are proposing replacing that with clearer language regarding the adoption or amendment of Bylaws.

**Article I. Mission:** Article I had been "Name" and just listed the name of our church. We propose dropping that as it is handled by the Constitution. In place of this, we are proposing a new article to state our mission taken from the first line of our Covenant: "In the love of truth and in the spirit of Jesus, we unite for the worship of God and the service of all." We also reference the "Purpose" that is listed in the existing Constitution.

Different documents have come up with different missions over the years, and we believe this one simple line encapsulates both our searching for God and our pledge to serve others. It also gives more meaning to phrases such as "implementing the mission of Plymouth."

**Article II. Membership:** A quick comparison of the old and new Membership article would give an impression of a lot of changes. However, most are of a stylistic and structural nature. Substantive changes are more limited.

We primarily eliminate various categories of members. You are either a member or you are not. There are non-member categories of "inactive" and "former," but neither of these categories are "members" in that they do not have the rights and responsibilities of a member.

**Associate Member.** We are proposing merging "Active Member" and "Associate Member" into one "member." The only difference between the two in the current Bylaws is that Associate Members are not required to "sever membership in the home church." Rights and responsibilities are otherwise the same. We are proposing merging them by clarifying that a "member" does not need to sever membership in another church to be a member of Plymouth if they meet the listed requirements.

**Nonresident Member.** This is currently a category for people who have moved away but have not transferred to another church. We propose eliminating this category as such people would be handled by the same process as anyone else who has become inactive.

**Inactive Member.** We have retained this but have worked on proposed policies to layout a process for placing members on inactive status. No one would become "inactive" if they request that they don't want to be.

**Termination.** As with Inactive Member, we have proposed policies for a process to terminate membership. This is not a change but rather an attempt to better describe a process.

**Article III. Worship:** The current Bylaws have Article III as “Services and Meetings of the Congregation.” We are proposing splitting this into a newly named Article III “Worship” followed by a new Article IV Congregational Meetings.

Any division of Bylaws into articles is somewhat arbitrary. However, we believe “worship” is more than a “meeting” of the Congregation. There are many ways we worship, and it such a fundamental part of being a church that it seems appropriate to separate it out.

The suggested change of adding “except when determined by the Senior Pastor to be impractical” to holding worship is to reflect the reality that Sunday services have been canceled in the past due to weather. With streaming, those instances may be reduced even further, but people still need to be able to get to a camera, so we believe the addition is appropriate. It also makes it clear that it is the Senior Pastor’s decision but in consultation with the Deacons. The word “impractical” is used in the sense of “not sensible or realistic.”

We propose a minor change in the role of the Deacons. Any decision regarding the sacraments would be “in consultation with” instead of “and” the Deacons. This is to bring clarity to a decision process and reflects current practice.

**Article IV. Congregational Meetings:** Most of the changes here are stylistic and organizational.

There are one mini and two semi-substantive changes. The mini change is expanding the window of the Annual Meeting from February 10<sup>th</sup> to the 15<sup>th</sup>. This is to allow a second Sunday option in February when a February begins on Monday through Thursday.

The first semi-substantive is with regard to the rules of order to be followed. Current Bylaws use the latest edition of Robert’s Rules. We leave the default as Robert’s Rules but would allow Council to change the rules. Most people do not really know Robert’s very well. They are not as arcane as people might think, but they are designed for more deliberative bodies than our church. They work as a backstop, but Council may want to “paraphrase” the rules at some point. We also added “intent” language to keep clear the point of any parliamentary rules.

The second semi-substantive change regards the annual report. The current Bylaws list one of the purposes of the Annual Meeting to include “to receive the annual reports of the officers, pastors, organizations and boards.” We are proposing dropping the word “the” so it would now read “receive annual reports....” We also propose later in Article V to add a responsibility to the Moderator to “oversee” “an annual report” at a time each year chosen by Council in consultation with staff. The purpose of all this weird detail is to separate what has become “The Annual Report” from regular annual report updates at the Annual Meeting. Everyone struggles to finish what the annual report has grown into within the time period required for holding the Annual Meeting. The change allows more flexibility while still getting the information to the Congregation.

**Article V. Governance:** There are a number of changes here. Two are notable: the makeup of Council and the blending the duties of Council and Stewardship into a revamped Council and its committees. Other changes include what qualifies as an officer and the Pastors no longer being voting members of Council. We also suggest adding emergency powers to cover situations such as were presented by the pandemic.

### **Section 1. Officers**

We have proposed eliminating the Senior Pastor as an Officer. "Officer" is not defined, and it is difficult to do so. Through the years there have been many different approaches. For a long time, all Deacons and all Trustees plus the various heads of the Church School would be included as "officers." There is a corporate need for officers that is covered by the Moderator, Treasurer, and Clerk. We have left the Moderator-Elect and Immediate Past Moderator as officers as they could fill in for that role. The designation of officer brings no additional duties or benefits other than what is detailed elsewhere. This change allows us to take all of the previous language about the Senior Pastor's position and put it into a new article for Pastors and Staff.

We make a slight change in who fills in for a missing moderator, changing from the moderator-elect to the immediate-past moderator. This is to make things consistent with both what seems to be practice and with the current language naming the Immediate Past Moderator as the fill-in if the Moderator position becomes vacant.

### **Section 2. Council**

The draft we are considering would combine Council and Stewardship into one smaller and more engaged governing body with standing committees to assist it in operating as a true governing body. Membership will be structured so no more than one-third turns over each year.

The key highlights of Section 2 are:

1. Reducing the voting membership of Council from 17 or 18 to 10.
2. Removing Pastors as voting members of the governing body.
3. Reducing the annual turnover rate of Council from more than 50% to 33%.
4. Blending the functions of Stewardship and Council into one governing body.
5. Uniting the oversight of the church program and its secular affairs, allowing for comprehensive setting of goals and their implementation.
6. Developing a set of Council committees that assist Council in its expanded, yet more focused, functions.

Council has been hampered by its makeup. With 17 or 18 voting members, it is large and with many members who signed up to work on boards but found themselves as board chair and required to be a member of Council for one year. These chairs spend most of their one year working to manage their board while also trying to figure out what Council is and what their role is. Many understandably view their job as simply reporting back to their board what happened at Council. Each year more than half of Council turns over and the process starts over.

This turnover hinders Council in developing the institutional knowledge necessary for a true governing body to effectively govern.

Another big change is folding Stewardship's roles into Council. Stewardship is the legacy board of what was known as the Trustees until 1988. This was when the Constitution was changed to identify that the Council "functions as the trustees of the Church...." The 1988 constitution also stated, "The Council members are the functional trustees of the Church...."

While Council members were named the trustees, the renamed Stewardship Board retained all of the duties normally associated with trustees. Whether a financial or facility issue, the secular issues were all within the realm of Stewardship.

At the same time the Deacons, which had at one point overseen all the church program other than secular became further split up, spread among more semi-independent boards.

Splitting budgeting, finances, and facilities away in all but name from the governing body is not tenable. This is why, in many situations, Stewardship has become the de facto governing body. Stewardship knows the numbers and other details and Council is rarely in a position to responsibly do much more than wave at the decisions of Stewardship as they float by.

Splintering the oversight of the rest of the church program adds to the confusion. The church program became more dictated by staff, not because of some strange power play by staff but because staff was the most focused group involved. It was their job after all. Without clear goals from Council, staff fills the vacuum with what they think are the priorities of the membership.

The newly structured Council with oversight of both the church program and its material resources will be able to oversee the implementation of the membership's goals. This includes ensuring that the financial resources flow to those priorities.

Some may wonder if one smaller Council can handle the job currently done by Stewardship and Council. Well, it is clear that one body can handle the role of Stewardship as one body currently handles it. Stewardship has created committees for Facilities and Fundraising as well as appointing an Annual Appeal committee, and Council will incorporate those as well.

We have proposed using Policy to create the following new or existing standing Council Committees (History Committee is moved to History in Section 4. General Governance):

- Annual Appeal and Fundraising Committee (new for Council), taking the Annual Appeal and other fundraising elements;
- Facilities Committee (new for Council), taking the facility planning elements; and
- Finance Committee (new for Council), taking the finance elements and chaired by the Treasurer;
- Governance Committee (new) to help with drafting and maintaining bylaws and policies; and
- Personnel (existing Council).

The following two are moved to Section 4. General Governance:

- Nominating Committee (existing but moved). This is an ad hoc committee that was under Organizations of the Congregation; and
- Pastor-Parish (existing but moved), likewise was under Organizations of the Congregations

The duties currently handled by Council beyond issues flowing in from Stewardship are less defined and tend to emerge from current matters that pop up. The proposal is to have Council focus more on setting goals and overseeing the implementation of goals while staff develops and implements the strategy. Current matters will still pop up, but clearer delineation of the roles of Council and staff will help to minimize the time Council spends on such issues.

Council will make final decisions for all these areas, but much of the detailed work can be handled through the committees. This is currently done in Council with the Personnel Committee and is what has been done for Stewardship.

Council will be a demanding position, but with the smaller number, the reduced turnover, and the clarity in responsibilities, it will not be an overwhelming position.

With these changes, we recognize the importance of not losing the progress that has been made by Stewardship and Treasurers in creating a budget process that has greatly helped our membership's understanding of where our money comes from and where it goes and in helping our staff become more financially functional. Many of the details necessary to ensure that what works with the existing structure is continued in accompanying policies.

### **Section 3. Governing and Operating Documents**

This is new language that authorizes and clarifies the various governing documents:

1. Constitution and Bylaws: approved by the Congregation;
2. Policies: approved by Council and implemented the Constitution and Bylaws;
3. Resolutions: approved by either the Congregation or Council and are statements of beliefs such as Open and Affirming;
4. Memorandums of Understanding: approved by Council and address issues not requiring a permanent policy. An example would be the Winter Shelter Agreement adopted a few years ago.
5. Procedures: approved and managed by staff regarding operation details.

### **Section 4. General Governance**

This is a catchall section intended to hold matters that warrant inclusion in the Bylaws but do not fit in another article or that apply to more than one article. It is also the article that provides authority for general policies, such as Records Retention, that organizations should have.

### **Article VI Ministries**

While we have made many changes through the years, there remains a structural legacy running through the changing language. This is reflected in the nature of independent boards and a large umbrella Council.

The boards are not components of Council the way committees (e.g., Personnel) are. The boards are empowered to make independent decisions:

Each board shall have authority to make decisions to carry out its responsibilities, provided those decisions are not in conflict with the powers and responsibilities of the Council and the Congregation. Such decisions may be modified by the Council or by the Congregation at Annual or Called Meetings. (Article VIII, Section 3.B.)

Yet our practice has largely evolved to where boards make recommendations to Council rather than just allowing Council to "modify" their decisions if it chooses.

For most of its existence, Plymouth had three boards, Deacons, Trustees, and some form of Christian Education. Committees under these boards would be formed as issues required more focus, but one of the boards remained in charge of the various issues. It was not until 1976 that Mission was created as a board, followed by Membership, Music and Fine Arts, and Fellowship. Plymouth was familiar with boards, so it created these as boards with responsibility for their area.

In the extended history, we attempt to explain how Plymouth has evolved to being less operated by members and more by staff but with members overseeing the work and still doing much of the work. Our proposal is to change boards from semi-independent entities run by members to Ministries headed or directed by staff but advised and assisted by members. This is the relationship that now seems to exist for all boards except for Stewardship.

We are proposing two types of Ministries. The first would be Standing Ministries created by Policy that most closely reflect current practice. These would be smaller groups than current boards, and the number of meetings would be set by each. Their purpose would be to work closely with staff to provide advice, feedback, help with planning, work on goals, and whatever else the staff person needs to move forward with that Standing Ministry's purpose. We believe this is close to how current boards operate but providing more flexibility on meetings and operations.

The second type would be Ministry Teams. Ministry Teams would be "doing" groups rather than "meeting" groups. Whether knitting prayer shawls, helping with church repairs, working with the language program, helping with Family Promise, helping organize on justice issues of importance, working in a winter shelter, helping with childcare, making casseroles, reaching out to the elderly, and on and on, these would be either staff- or member-organized efforts of a few or of many members designed to find ways to live our mission.

Many of the Standing Ministries would create Ministry Teams for ongoing efforts or a one-time event. These would be fluid and easy to adapt to new circumstances and energies. One of the exciting possibilities of these Teams is helping members find their strengths and passions without having to worry about attending multiple meetings of administrative planning and discussion. Some (we hope at least) will still want to be involved at the Standing Ministry level, but we need to recognize that in today's world, people need to be met where they are instead of one-sized opportunity for living their faith.

**Article VII. Pastors and Staff:** This is a collection of language that had been spread around the Bylaws. Most of the changes are stylistic and structural. There is proposed language added that clarifies that the Senior Pastor is the Chief Executive Officer of Plymouth. The Senior Pastor is already identified as the "Head of Staff," but adding the CEO language helps clarify the role.

The non-pastor staff language is reduced to leaving in authorization for other staff. The remainder of language dealing with staff is already handled by Policy collected in the Plymouth Personnel Policies and Employee Handbook.

**Article VIII. Amendment of Bylaws:** Simplified language acknowledging that the Constitution allows for amendmending the Bylaws.