

**FOR ARTICLES/BYLAWS CHANGES RECOMMENDED BY THE BOARD OF TRUSTEES TO THE  
MEMBERS OF FIRST UNITARIAN CHURCH**

**Amendments to Restated Articles of Incorporation**

The Board of Trustees recommends that the voting members of First Unitarian Church adopt the following amendments to the church's Restated Articles of Incorporation. Please mark your vote for each amendment below.

**1. Amend Article 1 of the Articles of Amendment filed July 12, 1999 as follows:**

Change the name of the church from "The First Unitarian Church of Portland, Oregon" to "First Unitarian Church of Portland, Oregon."

**EXPLANATION:** The Executive Team requested this amendment. Donors and others interested in the church typically search for our name in the state website and other databases under "First Unitarian Church." Oregon's Secretary of State and other governmental offices use our official name "The First Unitarian Church of Portland, Oregon." Searchers for "First Unitarian Church" are told that there is no such entity registered. The church has been informed that the use of "The" throws off the search.

**2. Amend Article IV, Section 2, of the Articles of Amendment filed July 12, 1999 as follows:**

"The Board of Trustees may vary actual expenditures from budgeted amounts insofar as actual income varies from budgeted income. However, any authorization by the Board of Trustees for sale or mortgage of real property, ~~or for any single unbudgeted expenditure of more than \$20,000 from non-restricted funds~~ shall be effective only if approved or ratified by a vote of two-thirds of the members present and voting at an annual or special meeting. Any single unbudgeted expenditure from non-restricted funds of 2% or more of the Church's Total Adopted Budget must have prior approval of the Board of Trustees."

**EXPLANATION:** Because our budget can vary widely over the years, the Finance Committee believes and the Board agrees that this provision needs to be updated and proposes this Amendment, which ties variance requiring membership approval to a percentage of the budget, rather than a flat dollar sum. The Board of Trustees is more knowledgeable about church finances and can act more quickly than members and so is better positioned than members to approve the larger single unbudgeted expenditures described above.

**Amendments to Bylaws**

The Board of Trustees recommends that the voting members of First Unitarian Church adopt the following amendments to the church's Bylaws:

**1. Amendment to Voting Membership Provision in the Bylaws, Article II, Section 2:**

"Voting Membership defined. A member who is at least 16 years of age and has, during the preceding ~~12 months~~ calendar year, contributed a minimum amount established from time to time by Governing Policies is a voting member of this church."

**EXPLANATION:** The church staff has a number of issues in interpreting Article II, Section 2. The church needs to

know who its voting members are at the time of each election. The bylaws phrase “during the preceding 12 months” is not easily ascertainable from the church records at the time the church staff prepares for the annual election, generally in April, since members tend to pledge based on a calendar year. The Board recommends a change to the bylaws that this provision read “during the preceding calendar year,” which corresponds to the pledge year used by most members.

## **2. Amendment to Vacancies in the Bylaws, Article IV, Section 2.**

“A vacancy in the Board of Trustees ~~shall~~may be filled by election by the remaining trustees until the next annual meeting, at which time a successor shall be elected for the balance of the unexpired term.”

**EXPLANATION:** The Board generally prefers to fill vacancies as they occur but requests the flexibility to choose to fill or not fill a vacancy during the remainder of the church year, depending on the circumstances. The Board takes the orientation of its new members under our system of policy-based governance seriously. In addition, church business may be especially complicated some years. Some vacancies occur near the end of the church year, and the Board may prefer not to put time and energy into orienting a new Board member who may serve a very short term. In some years, Board business is particularly complicated and it may take considerable time to orient a new member. If the Board is unusually busy, it may prefer to orient all new members the next church year. The Board recommends that it be given this flexibility.

## **3. Elimination of the Ministerial Relations Committee in the Bylaws, Article VIII, Section 3.**

“Section 3. Ministerial Relations Committees.

- (a) A Ministerial Relations Committee shall be established for each minister called by the congregation. Membership of a committee shall consist of five voting members of the congregation nominated by the minister and appointed by the Board of Trustees. Members serve for a term of three years.
- (b) The committee shall serve as a conduit between the minister and the congregation regarding issues of concern.
- (c) The committee shall be available to the minister for advice and counsel.
- (d) The chairperson of a committee shall advise the Moderator in the event the committee has a serious concern about the minister’s ability to perform the minister’s functions properly.”

**EXPLANATION:** The Board recommends that this provision be eliminated. Each minister does form a Ministerial Relations Committee that acts as a sounding board and support system for the ministers, but it has been many years since these Committees have been appointed by the Board. The dynamics of large church governance and the advent of modern communications like email and electronic church newsletters replace whatever “governance” role Ministerial Relations Committees previously filled. Congregants can easily contact our ministers by email, if they want to voice concerns directly to the minister. Congregants are also free to contact the Board with their concerns. The Bylaws are a document that describes Board governance, and Ministerial Relations Committees, while serving a valuable role as a sounding board and support for ministers, are no longer a part of the church governance system and have not been for many years. The Board also recommends removing this provision so that prospective ministerial candidates will realize that they will have the flexibility to appoint their own Ministerial Relations Committee.