

Bylaws Revisions 2015 April Update

On June 7th at the annual meeting, USSB members will have a chance to vote on revisions to the USSB Bylaws. In March the Board of Trustees published “Bylaws Revision 2015” in three parts, explaining the goals for the revisions and the proposed revisions themselves. The Board has listened to and considered the responses to “Bylaws Revision 2015” and to ideas shared at the Bylaws Revision Workshop on April 12. As a result, the Board has made two changes in the Bylaws proposals initially presented.

1) The first change is in the provisions for the Treasurer. We had proposed to eliminate the sections on the Treasurer that appear to give an inaccurate description of the current role of the Treasurer. For example, Section 11.10 of the current bylaws reads,

The Treasurer is the Chief Financial Officer of the Society. Subject to delegation pursuant to policies promulgated by the board, the Treasurer is ultimately responsible for the receipt and disbursement of the Society’s funds and exercises control over the Society’s financial assets.

The term Chief Financial officer, CFO, is used because California Corporations code section 9213 requires that we have a CFO, and unless we designate someone else as the CFO, the Treasurer is considered the CFO.

Normally if an organization has a CFO, that person is a paid professional who handles the financial transactions. In our leadership structure, the Director of Administration handles the financial transactions, not the Treasurer, who is an elected board member. Section 11.10 could work against our clarity of roles by making it appear that the Treasurer/CFO does the work of a Director of Administration such as paying bills, keeping accounts, and managing the budget. For the sake of clarity, we had planned to replace this and other similar passages in Section 11 with language describing the role of the Treasurer today.

In discussing this proposal further, we took another look. What section 11.10 says is that the Treasurer is **ultimately** responsible, and that **the responsibility can be delegated**. Being responsible does not mean having to do the work oneself, but to be responsible for its being done and done lawfully and done according to accepted standards. We know that at USSB the Board as a whole, which includes the Treasurer, is the elected body **ultimately** responsible for the finances at USSB. See Section 9.1 That means that, even though the Board delegates the primary responsibility to the Director of Administration, the buck still stops with the Board, especially the Treasurer, because he or she is the Board’s finance specialist.

So although the Treasurer does not do the work of the Director of Administration, it is still appropriate to designate the Treasurer as the CFO because, 1. as a Board member, he or she has a share in the ultimate responsibility for the financial assets, and because 2. the work of the CFO may be delegated by the Board to someone else.

Because we see that the provisions of Section 11 are, after all, compatible with our leadership structure, we are proposing to leave them as they are in the current Bylaws.

California law allows us to designate a CFO other than the Treasurer. Why don’t we designate the Director of Administration the CFO?

First, if we designate the Director of Administration the CFO, then the Lead Minister, as the supervisor of this position, would naturally be the CEO. Our congregation is not entirely comfortable using these corporate designations for our ministers and staff and therefore the Board has not included them in our governing policies.

Second, it would build into the Bylaws an arrangement we currently have, but may not always have, for delegating the work of our financial transactions and record-keeping to a DOA. It is preferable to reserve the Bylaws for matters that are essential to USSB and that are not likely to change for a long time. Even if the staffing structure were someday to change, we know that the ultimate financial responsibility will continue to be located in the Board as the elected representatives of the members of the congregation.

Rev. Ken Brown of the Pacific Southwest District of the UUA agrees that the best solution is to leave Bylaws Section 11.10 as it is. This is the way the PSWD itself handles the California requirement for a CFO.

We have also added proposed Bylaws Sections that describe the function of the Treasurer as an advisor to the Board in overseeing appropriate use and care of the Society's funds.

See the complete updated bylaws proposals at <http://www.ussb.org/2015-bylaws-revision-policy-governance-documents/>

2) The second change we are making to the bylaws proposals is to clarify Article 15.4.1, *Called Ministers*

We propose to add the underlined passage below. This makes it clearer that before an Associate Minister may be called as the Lead Minister, there must be a Search Committee, and the Search Committee must recommend the Associate Minister. The words in parentheses are removed for brevity.

A Lead Minister or Associate Minister shall be called by the Congregation. Recommendation for the call of a new Lead Minister shall be made by the Search Committee as formed pursuant to section 15.2. If there is a qualified and interested Associate Minister in place at the time of a vacancy in the Lead Minister position, and the Search Committee recommends the Associate Minister as the candidate, then by the vote of the Congregation in section 15.5 the Associate Minister can be called to be the Lead Minister. If the Associate is not (interested or does not receive sufficient votes to be) called, then the external search process shall be initiated. The Associate cannot be included in the candidates considered by the Search Committee.

The updated proposed bylaws revisions can be read at <http://www.ussb.org/2015-bylaws-revision-policy-governance-documents/> We welcome your questions.

Sincerely, the Board of Trustees

Carol Schwyzer, President, Colin Jones, Vice President, Bart Woolery, Secretary, Melinda Staveley, Treasurer, Craig Bennett, Susie DuPont, Charlene Little, Susan Neufeldt, Susan Plummer

