

Bylaws Q&A

Why are we adopting new bylaws now?

Cedar Lane's current bylaws date back to the founding of the church in the 1950's, and have been amended many times. Bylaws are a roadmap for decision-making. Much has changed since Cedar Lane's bylaws were initially drafted, from governance best practices to the size of Cedar Lane's membership and how we conduct our activities. When the congregation formally adopted Governance by Policy as our new governance model in 2013 after a two-year exploration, the Board appointed a Governance Task Force to draft new Board Policies reflecting that significant change. The next step was to draft new bylaws, which will be followed by new Articles of Incorporation to be filed with the State of Maryland.

Why can't the old bylaws just be amended?

Many aspects of the current Cedar Lane bylaws have been preserved in the new draft. However, some provisions are inconsistent with modern principles of Governance by Policy, and often the writing style and organization of the current bylaws were difficult to follow. It was necessary as well as desirable to start over, emphasizing clarity, conciseness, consistency, and simplicity of language without "legalese."

What was the process of re-drafting the bylaws?

The Board of Trustees entrusts its Governance Committee to oversee and make recommendations to the Board regarding matters of governance. In April 2016, the Governance Committee appointed a Bylaws Task Force of four people, specifically for the task of drafting new bylaws: Dian Belanger (Chair), Bonnie Beavers (Secretary), Brent Garland, and Ellen Kelley. The Task Force has been meeting twice a month for the past year. We initially reviewed UUA materials on bylaws, bylaws of other large churches with governance by policy, and the Maryland nonprofit sample bylaws. Article by article and section by section, we drafted, re-drafted, and revised with advice from various knowledgeable people at Cedar Lane, including the Board, Governance, and Financial Policy Committees.

Why did we only consider the bylaws provision about ministers last January?

Because Cedar Lane was about to embark on a search for new assistant minister, the new bylaws Article VIII "Ministers" required separate advance discussion and approval by the congregation so its provisions could be implemented right away. The congregation approved Article VIII on January 8.

What can we expect at the May 21 annual congregational meeting?

The Board has approved the proposed bylaws and is recommending them to the congregation for adoption. **Except for correcting any unintended mistakes, the congregational discussion will focus on whether to adopt the new bylaws as written.** Meeting time will not be devoted to differences of opinion about bylaws details, including grammar or punctuation. A

two-thirds majority vote at the meeting will be required to repeal the old bylaws and adopt the new ones.

The congregation is strongly encouraged to examine the proposed bylaws in advance of the May 21 meeting. The proposed bylaws are available on the Cedar Lane website, along with the current bylaws, at <http://www.cedarlane.org/about-us/board-of-trustees.html>. You may email the Bylaws Task Force at boardchair@cedarlane.org with your specific comments or questions.

What if I don't like something in the new bylaws?

The Bylaws Task Force will conduct several meetings in the coming weeks to discuss the proposed bylaws with the congregation, starting on Sunday, April 30, so please look for announcement of those.

It is important to understand that bylaws are intended to be minimalist, supplemented by the Board Policy Manual which is more detailed and flexible to address circumstances as they arise. In addition, bylaws can be amended at any time by a two-thirds vote cast at a meeting of the congregation.

The Board, Governance Committee, and the Bylaws Task Force have exercised our best research, knowledge, and judgment about governance, bylaws, and our own faith community to bring you these new bylaws tailored to our needs and to guide Cedar Lane well into the future. Change can be threatening, but it is often preferable to living in the past. It may be wise and necessary to live with new provisions of the proposed bylaws for a while to assess how they are working within our community, knowing they can be amended as needed later. The bylaws themselves call for a review at least every five years.