

Revising Team's Response to Council Questions 4-16-21

Text of by-law change proposed by Re-visioning Team

Arrange for a review of the Bylaws as needed, but at least annually, in their totality for correctness and completeness. 10% or more of voting members may submit additions or revisions to the bylaws. Any proposed amendments to the bylaws will be voted upon by voting membership after an Open Forum to discuss the changes, and approved if a majority of the voting members who submit a vote agree.

What we presented on 3-23-21

1. We view membership's full engagement in a restructure process as urgent (spiritual, buy-in and involvement, anti-racist structures, democratization)
2. We want to work with the Council to come up with the best strategy for creating a new structure proposal to bring to the November 2021 GA, where a decision by membership on a new structure is binding. We invite dialogue with Council about the best way to involve members in shaping the new structure prior to the GA. We think this by-law change at this time helps us to do that. However, we are not asking merely for an up or down vote by Council. If there are concerns about the above language and approach, let's work together to develop an alternative. We are seeking an ongoing dialogue and partnership that builds member buy-in in a new structure and officially affirms that a GA decision is binding.
3. Let's continue to talk together about where and how such a process will happen and how a final decision will be made by members. —via a Zoom plenary and vote? At a November face to face and Zoom GA? With a follow up ballot vote?

Responses to Council's Questions -- Overview

- **Where are we going with new structure?**
 - We envision an expanded Common Council of about 14 people who are elected as representatives of Clusters of area/interest groups in the Grail (specifics TBD).

- These reps are responsible for enabling ongoing dialogue between their Cluster groups and the Council.
- The Common Council appoints an Executive Committee which responds to the Common Council.
- **How will we engage members?**
 - Proposed structure is being circulated on April 16, 2021 to all members. Revisioning Team will host two Zoom sessions to introduce it and for input, and will engage with members one on one and in multiple Grail groups to engage members in the conversation.
 - This would build towards a final structure proposal by early Fall and a decision-making meeting by members, which could happen on Zoom or at GA (with Zoom), could involve ballot vote—TBD.
 - By-law changes to reflect new structure would come after the vote.
 - Transition process would be determined in these conversations. We would want to start by the beginning of 2022 and live into it. It will need to evolve as we see what works and what needs to change.
- **Why are you bringing this particular by-law change now?**
 - Current by-laws stipulate that Council make by-law changes. We want to embark on this process with the clarity that if there is a positive membership vote on a new structure, that is the defining decision for the organization.

Specific Responses:

Nature of new Structure

1. *How do you envision the transition from what we have now to the new structure?* Begin transition plans immediately after GA or when a new structure is approved, with a design to live into a transition and make needed changes as the new model evolves.
2. *What does the new legal structure look like?* Follows Ohio Revised code. Details to be determined in process of member engagement.

3. *Who holds the responsibility?* The new Common Council, of perhaps 14 people, holds the legal responsibility. Responsibility is shared. Membership holds the authority and delegates it to Common Council, in a designed dialogue with membership.
4. *Have you considered what staffing you will need?* TBD in dialogue with membership.
5. *How will our declining membership affect this structure?* A greater percentage of active members will be empowered. A more engaged and active Grail could potentially attract new members.

When do we change by-laws vis a vis new structure

1. *Why do we have to change the bylaws in order to consider a new structure? Why do the bylaws need to be changed before the GA? How are the bylaw(s) actually hindering your good hearted work as the Revisioning Team?*

Current by-laws stipulate that Council make by-law changes. We want to embark on this process with the clarity that if there is a positive membership vote, that is the defining decision for the organization.

2. *If the Grail adopts a new structure, won't it need new bylaws then? Shouldn't members show a plan for the new structure and then the new bylaws that go with it?*
Yes, any other by-law changes would come after a membership decision regarding new structure.
3. *Why can't members decide if they want the bylaws changed?*
Current bylaws do not allow that.

Other by-laws considerations

4. *Shouldn't the bylaws be designed just to meet the legal requirements for a non-profit organization and nothing more, with a separate operating agreement that sets parameters for operation?*
Theoretically that could be the case but we have no such agreement.
5. *Shouldn't the bylaws be reviewed and changed less frequently, like every 3 years?* Periodic reviews are good but any change should be addressed at the time of need.
6. *Isn't it true that the Council has a legal responsibility to oversee the bylaws that can't be handed over to membership?* No.