

BYLAWS Review OF
ALL SOULS CHURCH, UNITARIAN
(Last Revised – December 2015)
By Rev David Pyle, CER Governance Program Manager

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Commented [DP1]: A few beginning notes. I am honored to have been asked to conduct this Bylaws Review by the Board of ASC. This is intended to be a supportive resource to the congregation for its own discernment and development of these Bylaws. I am available for any questions or comments on this review at dpyle@uua.org.

I also begin by saying that I look at bylaws with a critical eye for what is possible, more than what is likely. My goal is to both “stress test” bylaws, but also to provide some guidance for development. I also tend to note things that are unique to my experience, as well as formulations that seem very well done. These bylaws have some of both.

Overall, these are well formed bylaws for a UU Congregation.

Sections that are **highlighted in Yellow** are sections that I recommend be moved to Governing or Operational Policies in their present or in a different form.

ARTICLE 1- Name of the Church

The First Unitarian Church of Washington, D.C., shall be known as "All Souls Church, Washington, D.C.," referred to herein as "the Church." For denominational identification, it may be called "All Souls Church, Unitarian."

Commented [DP2]: I always hate to start out with something picky, but Bylaws are themselves foundational documents. The Unitarian Universalist Association of Congregations is not technically a denomination. It is an Association of Congregations. In modern usage, this distinction does not mean much, but formally it is a very different relationship between the judicatory and the congregation.

ARTICLE II- Purpose

Section 1. The purpose of this Church is captured by the mission statement adopted by the congregation in 2002: "to create a diverse, spirit-growing, justice-seeking community that transforms ourselves and our world into one great family of all souls." This statement shall be complemented by specific goals adopted periodically by the congregation, on recommendation of the Board of Trustees.

Commented [DP3]: The particular challenge of putting the mission statement in the bylaws is that you then changing the mission statement requires bylaws changes, an mission should be more fluid than this. However, the particular language here is very smart, and allows you to change your mission without contravening the bylaws. You can have a different mission, this just references the mission statement from 2002.

Section 2. The Church subscribes to the stated purposes and principles of the Unitarian Universalist Association, specifically to further recognition of the inherent dignity and worth of all people, individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, respect for the interdependent web of all existence, and allegiance to the cause of a world community undivided by nation, race, economic class, creed, gender, affectional or sexual orientation.

Section 3. The Church recognizes that its organization is congregational in tradition and policy. As the elected representatives of the congregation, the Board of Trustees shall be responsible for proposing goals, establishing policies, and monitoring their implementation. The Senior Minister, called by the congregation, shall be responsible for coordinating the implementation of those goals and policies in a spirit of shared ministry and shall also supervise the staff.

Commented [DP4]: Should this read "polity" instead? Seems to be more appropriate.

Commented [DP5]: In many PG Systems, the Board is only responsible for setting Governing Policy, and Operational Policies are often set by the Executive. I am not sure in your system, but this seems too broad to me, unless the Board were to choose to delegate operational policies in governing policies.

Section 4. The Church explicitly commits to eliminating racism and promoting genuine multicultural integration/collaboration in its membership, its organization, and its activities.

ARTICLE III- Denominational Affiliation

The Church shall be a member of the Unitarian Universalist Association and the appropriate local and regional affiliates and shall recognize its responsibilities of fellowship in these entities.

Commented [DP6]: Amen, and a strict reading of this bylaw could require the congregation to meet those responsibilities, including meeting APF Giving guidelines. I am all for this if that is you intent, I just wanted to make sure that was what I was reading.

ARTICLE IV- Church Membership

Section 1. All persons who are members of the Church on the adoption of these Bylaws, or who thereafter sign its Membership Roll and maintain a continuing interest in its worship and work, shall constitute its membership. No doctrinal test shall be required. Membership shall be open to anyone who:

- is at least sixteen years of age or has completed UU Rites of Passage;
- has participated in some form of new member orientation, including discussion of All Souls' Mission and Goals statements, and
- is prepared to make a financial contribution to the Church and participate, as able, in its ministry.

Commented [DP7]: Naming this program in the Bylaws makes having this program a Bylaws requirement. I would instead change it to language like "or has completed requirements set by policy"

Section 2. The Membership Secretary, subject to the exception in Section 3, shall inquire of members not known to have been active in the Church or to have contributed to its support for a period of two years as to their desire to continue as members.

Members who cannot be reached or who do not respond to written or oral communication after a 60-day period shall be considered to have withdrawn from membership but shall be reinstated upon request.

Commented [DP8]: With or without the financial commitment originally required for membership?

Section 3. The Membership Secretary may continue the membership status of persons who have been members of the Church for an extended period of time and who, due to advanced age or disability, are no longer able to participate actively in the affairs and services of the Church. The Membership Secretary shall report to the Board of Trustees the names of those to whom this privilege is extended.

Commented [DP9]: Are these individuals still able to vote, and do they count in quorum numbers? Many congregations create an Emeritus status in their bylaws for this purpose.

ARTICLE V – Qualification of Voters

Section 1. At meetings of the Church the right to vote may be exercised by each member present who has been a member for at least thirty days and has made a financial contribution of record to the Church in the previous fifteen months.

Commented [DP10]: No objections... well formulated.

Section 2. A list of members entitled to vote shall be prepared by the Membership Secretary as of the start of each fiscal year and shall be available for inspection in the Church at all times. A list of members entitled to vote at any Church meeting shall be prepared as of the date of mailing of any notice of meeting.

ARTICLE VI – Church Meetings

Section 1. There shall be an Annual Meeting of the Church no more than 45 days and no less than 21 days before the start of the Church's fiscal year. At the Annual Meeting:

- (a) Trustees, a Secretary, a Treasurer, an Assistant Secretary, an Assistant Treasurer, a Moderator, a Membership Secretary, and members of the Leadership Development and Nominating Committee (LDNC) shall be elected from the membership;
- (b) the annual budget for the following fiscal year shall be approved; and
- (c) any other business may be transacted.

Commented [DP11]: I think this section is unnecessarily confusing, in that in listing all the positions, there is an implication that all are elected each year. I know that some positions are multi-year terms. I would clarify this to say something like "Elections will be held for all positions as required in these bylaws".

Notice of the Annual Meeting and its agenda as approved by the Board of Trustees shall be sent to all members of the Church, by either first-class mail or electronic communication, not later than two weeks before the meeting. The LDNC shall be responsible for all matters related to elections of church officers and trustees up to the respective congregational meeting.

Commented [DP12]: This seems quite broad. I might suggest "any other business that was announced on the agenda may be transacted".

Section 2. Special Meetings may be called at any time by the Board of Trustees or may be called at the written request of at least one-tenth of the members, provided that written notice stating the business to be transacted (as specified by the Board of Trustees or the written request, respectively) shall be sent by either first-class mail or electronic communication to each member at least two weeks in advance. No business shall be transacted at a Special Meeting other than that for which it is called.

Commented [DP13]: This sections seems misplaced, and it is unclear what its purpose is, or rather what it is trying to prevent. It could be this is trying to prevent interference from serving officers or trustees in the nomination process. It could also be to limit staff involvement. It should be its own section, and be clarified.

Section 3. At any meeting of the Church, one-tenth of the members entitled to vote shall constitute a quorum for the transaction of business. No proxies shall be recognized.

Commented [DP14]: To Whom?

Section 4. Childcare shall be provided at each Annual Meeting and Special Meeting with notice to the congregation, in advance of the meeting, as to the location and ages for which childcare will be provided during the meeting.

ARTICLE VII - Board of Trustees

Section 1. Authority: Supervision and direction of the affairs of the Church shall be vested in a board of nine directors, herein referred to as Trustees, with a particular focus on policy development and oversight.

Section 2. Election: At each Annual Meeting of the Church, three members shall be elected to serve as Trustees for terms of three years each, and no Trustee shall be eligible for re-election for a period of one year after the expiration of his or her term of office; provided, however, that a Trustee elected or appointed for a term of one year or less shall be eligible, upon the expiration of that term, for election or re-election to a term not exceeding three years.

Section 3. Governance: The Board shall elect its President and Vice President(s) from its own membership, and make such other rules for its own governance, as it may deem advisable. Such rules shall be available for inspection by the congregation. The President shall preside at all meetings of the Board of Trustees, shall represent the Church on all appropriate occasions, and shall be an ex officio member, without vote, of all Board-appointed committees of the Church. The Vice President(s) shall act in the place of the President during the latter's absence and perform such other duties as the President delegates.

Section 4. Vacancy and Removal.

- (a) If any Trustee is absent from three consecutive regularly scheduled monthly meetings in the course of a year for reasons that a majority of the Board considers not justifiable or ceases to be a member of the Church, the office of that Trustee shall be treated as vacant and shall be filled by another person in accordance with this Article.
- (b) The Board, by majority vote, has the authority to transmit written notice to an Officer or Trustee stating reasons why the Board is considering suspending the Officer or Trustee. Ten or more days after such notice is transmitted, the Officer or Trustee shall be suspended for 45 days upon the affirmative vote of at least seven Trustees then in office. The suspension is effective upon transmittal of written notice to the suspended Officer or Trustee.

During the suspension period the Officer or Trustee has the right to present arguments to the Board as to why he or she should remain an Officer or Trustee. After the 45- day suspension, the Officer or Trustee may be permanently removed by the affirmative vote of at least seven Trustees. Such removal is effective upon transmittal of written notice to the removed Officer or Trustee.

Within 90 days of the Board's decision to remove an Officer or Trustee, a Special Meeting of the Church may be called pursuant to these Bylaws, outlined in Article VI, to re-instate the Officer or Trustee by a majority vote. The Special Meeting will adopt rules ensuring due process during the proceedings for all individuals involved.

- (c) One or more Officers or Trustees may be removed by a vote of the majority of the voting members present at a Special Meeting of the Church called pursuant to these Bylaws.
- (d) The Board of Trustees shall fill any vacancy that may occur in its membership or in the office of the Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, or Membership Secretary between Annual Meetings, and any person so appointed shall hold office until the next Annual Meeting. At the Annual Meeting, any vacancy on the Board of Trustees shall be

Commented [DP15]: This is an interesting formulation. It is almost as if the second clause was added later, perhaps in relation to the move to PG. The first clause would be one for a congregation with an Operational Board. The Board still has Operational Authority in this formulation, constrained only by Governing Policies. The Board has the authority to change those Governing Policies. Therefore, all authority of the Executive in this system is by delegation.

Commented [DP16]: This seems to form a 9 person Governing Board, but it is not explicit in doing so. It is fine, I just rarely see it stated so obliquely.

Commented [DP17]: So, someone who fills out a 2 year term as a replacement can only serve those 2 years, and is not eligible for immediate re-election to another 3 year term.

Commented [DP18]: I have given a lot of thought to this section, and I have decided that I like it. I have never seen anything like this before in congregational bylaws. Most congregations have a simple process where either the Board can vote to remove, or the Board can call a congregational meeting to vote to remove. This process seems complex, but appropriate to a large congregational system. The only suggestion I might have is to add a requirement for congregational notification of the Board action.

filled by election for the remaining year(s) of that term. A Trustee may resign by giving notice to the Secretary. Resignations are effective upon receipt by the Secretary of written notification or a later date if provided in the written notification.

Commented [DP19]: And if the election is for more than 1 year of a remaining term, they are then ineligible for immediate re-election following the expiration of that term.

Section 5. The Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary shall be notified of and have the right to participate in all meetings of the Board of Trustees (including those held in executive session), but without the right to vote.

Commented [DP20]: By my count, this makes for between 15 and 17 individuals who are officially invited to be active participants in meetings of the Governing Board (the additional two are Staff Participants). That is a huge number for a Governing Board. Now, they may not all participate, but they are most likely to under stress, and in those times it could potentially make for a problematic dynamic. I would consider strategies to reduce the number, or allow the Governing Board an ability to meet in some form with Trustees present with some restrictions, say with no action taken.

Section 6. The Board of Trustees may appoint such consultants to it and to the Church as may be required.

Section 7. Remote Participation: The Board may adopt rules governing the use of electronic meetings in the conduct of its business, including meetings by teleconference, videoconference, and additional means not specified herein, but may not allow meetings conducted exclusively by email.

ARTICLE VIII- Officers of the Church

Section 1. The officers of the Church shall be:

- Secretary
- Treasurer
- Assistant Secretary
- Assistant Treasurer
- Moderator
- Membership Secretary

Commented [DP21]: It is a unique formulation in my experience that the President and Vice President are not actually Church Officers, but the President and Vice President of the Board. It is less unique but uncommon that the Church Officers are not Trustees. This seems to me to create independent authority from the Governing Board in these officer positions. They are responsible to the Congregation, not to the Governing Board. This seems like it could be a place of tension and conflict between the Officers and the Governing Board, with the only place of appeal being the Congregational Meeting. Which means any conflict between them has the potential to be a church-wide conflict. I have no objections to the specific formulation of the positions.

Elected by the congregation, the officers shall serve one-year terms in the same officer position, renewable only twice unless the LDNC determines that extenuating circumstances warrant further renewal of one year.

Section 2. The Secretary shall be responsible for keeping the minutes of the Board of Trustees and preserving an account of whatever may be of interest in the history of the Church, recording and ensuring the accessibility of all Church policies, convening the first meeting of the newly elected Board of Trustees and presiding over the election of President and Vice President(s). The Secretary shall also be responsible for receiving and posting the report of the LDNC and the report of the Church Council on nominations to the LDNC.

Section 3. The Treasurer shall be responsible for monitoring the funds of the Church, assuring the safekeeping of the books and records of all financial transactions, and performing the other duties customary to the office. The Treasurer shall be expected to attend Board meetings.

Section 4. The Assistant Secretary shall act in place of the Secretary during the latter's absence and shall otherwise assist the Secretary in performing the duties of the office. He or she shall assist in assuring that the Church's official and historical records are preserved and readily accessible and shall take minutes and maintain the membership roster of all meetings of the Church Council. The Assistant Secretary shall also be responsible for convening the first meeting of the LDNC.

Section 5. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of the office.

Section 6. The Moderator shall preside at Annual and Special Meetings of the Church and shall be responsible for meeting preparation and assuring that the proceedings are conducted fairly and in accordance with these Bylaws, giving reasonable opportunity for all members to express their opinions, except for matters relating to the determination of the ballot process for elections which shall be the LDNC's responsibility. In the event that the Moderator is unable to do so at a particular meeting, a presiding officer shall be elected from the members present at the meeting. The Moderator shall also chair the Church Council.

Commented [DP22]: I assume this means determining the ballot process prior to the meeting as being the LDNC's responsibility. I say this because Article VI Section 1 clearly states that the LDNC's authority in this area ends with the beginning of the congregational meeting. My read of that article means they have no authority over the balloting process once the meeting actually starts. The meeting can change the process if it wishes to do so.

Section 7. The Membership Secretary shall be responsible for the official roll of the membership of the Church; determine Church membership status as directed in Article IV, above; and maintain an official list of members entitled to vote as directed in Article V, Section 2, above.

Section 8. The Board of Trustees shall have the responsibility for ascertaining that all Officers are performing their duties as prescribed by these Bylaws or by other Church governing documents.

Commented [DP23]: This is a fascinating Section. It comes right up to the edge of making Officers responsible to the Governing Board, without actually doing so. The Governing Board has the responsibility to recognize if someone is not performing their role, but does not state what they can do with that information. They could then activate the suspension process in Article VII Section 4. So, the only authority the Governing Board actually has over officers is to suspend and remove, and that can be o

ARTICLE IX- The Senior Minister and Church Staff

Section 1. The Senior Minister and any other called minister shall be chosen by ballot by the members of the Church present in a Special Meeting called for that purpose. A majority of the votes cast shall constitute a choice. The Senior Minister's salary and conditions of employment shall be determined by the Board of Trustees. The connection between the Senior Minister and the Church may be dissolved by the giving of three months' notice by either party.

Commented [DP24]: Three major problems with this section. First, a simple majority is too low for a vote for a called minister, and no minister in their right mind would accept it. UUMA Guidelines call for a 90 percent vote to call. Setting so low a standard in your bylaws is dangerous. Second, this section mentions dissolving the "connection" (not call) of a Senior Minister, but does not say who can do that or how. The third is that it makes no mention of the relationship between the Senior Minister and the Governing Board. If this is not here, it must be in the Letter of Agreement with the minister.

Section 2. The staff of the Church shall be composed of the Senior Minister and such other employees authorized in the budget as may be necessary to manage the Church. Subject to Board-approved policies, the Senior Minister shall be responsible for the retention and supervision of all staff.

Section 3. The Senior Minister shall chair an Executive Team composed of the Senior Minister and other senior staff and/or lay leaders designated by the Board of Trustees and the Senior Minister. Operating under policies established by the Board and available for inspection by the congregation, the Executive Team shall oversee all staff and, in a spirit of shared ministry, shall coordinate the implementation of the Church's policies as delegated by the Board of Trustees.

ARTICLE X- Committees

Section 1. To aid the Church in the conduct of its business and other activities, standing committees shall be constituted for continuing fields of Church interest and concern; ad hoc committees may be constituted for more limited purposes.

Section 2. There shall be two categories of committees: Board committees, which advise and assist the Board, and implementing committees, which work collaboratively with the Executive Team to propose operating policies and manage the programs that advance the Church's goals.

Commented [DP25]: All that you need in the Bylaws is the Board's authority to create committees. I would modify this section to make it clear that committees are created by policy, and the Board has the authority to set policy. Then, the details of how you do that can be moved to Governing and Operational policies respectively. I would move this statement of authority under Article VII, and then remove Article X in its entirety, while placing appropriate sections in Governing Policy.

Section 3. Members of Board committees shall be appointed by the Board of Trustees after consulting with continuing members of the committee in question. The members of implementing committees shall be appointed by the Executive Team in collaboration with the relevant committees and other lay leaders who can help recruit suitable candidates. Both the Board and Executive Team should strive to reflect the Church's diversity in their committee appointments.

Section 4. Committee members shall be expected to serve for a term of three years.

Section 5. Standing committees' size and mission shall be outlined in writing by the Board (for Board committees) or by the Executive Team (for implementing committees), working in collaboration with the respective committees.

Section 6. Ad hoc committees shall be dissolved when their purposes are fulfilled, in the judgment of the Board (for Board committees) or the Executive Team (for implementing committees).

Section 7. Each committee shall elect its presiding officer annually from among its members and constitute and elect such other officers as may be required. Committee chairs must be members of the Church. In constituting an ad hoc Board committee, the Board of Trustees shall designate a convener. In constituting an ad hoc implementing committee, the Executive Team shall designate a convener.

Section 8. The Church Council shall be composed of the chairs of all standing committees and ad hoc committees, leaders of Church organizations and activities, and the officers of the Church. Its role shall be to share information, coordinate programs, broaden lay leadership, and advise the Executive Team and the Board of Trustees. It shall act as the committee to nominate the LDNC. The Moderator shall be the Council's chair.

ARTICLE XI- Church Organizations and Activities

Section 1. Members and friends of the Church are encouraged to participate in Church organizations and activities to advance the Mission and Goals of the Church and for their mutual interest and fellowship. Church members may form organizations for social, educational, spiritual, or advocacy purposes.

Section 2. Church organizations may constitute and elect their own officers, a majority of whom shall be members of the Church, and may determine their own programs without restriction when such programs are not inconsistent with the policies of the Church and further its Mission and Goals.

Section 3. Innovation and creativity shall be encouraged, but Church organizations and activities, unless separately incorporated, shall operate as units of All Souls Church, Unitarian, and shall be subject to the policies and controls of the church, including, but not limited to, budgeting, record-keeping, contracts, membership recruitment, and fund- raising. In the case of separately-incorporated organizations, the Executive Team shall determine what information, if any, must be reported to the Church for legal, financial, or other purposes.

ARTICLE XII - Nominations and Elections

Section 1. Committee Establishment and Purpose: There shall be a Leadership Development and Nominating Committee (LDNC). The LDNC shall oversee leadership development programs and conduct the search and nomination process for Trustees and Officers.

Section 2. Composition: The LDNC shall be composed of 15 persons with staggered terms. At least five nominations to the LDNC shall be made and reported to the Secretary each year by the Church Council not later than six weeks before the Annual Meeting of the Church. At each Annual Meeting of the Church, therefore, five new LDNC members shall be elected to serve three-year terms. There shall be no ex officio members. The Committee shall use its best efforts to fill by appointment any vacancy in its membership occurring between Annual Meetings of the Church. The Assistant Secretary, or other

Commented [DP26]: This clause seems deeply problematic, and likely to be a source of conflict and tension with the Board. I would instead make all committee chairs positions appointed or at least confirmed by the Governing Board for Standing Committees, and by the Executive Team for Implementation Committees. I would also affirm the Board's / Executive Team's authority to remove a chair.

Commented [DP27]: Big church, big committee, I get it. I would bet that the goal is to have a larger pool of people who know more people in the congregation. I would be fascinated to find out if it works. I would like to point out that it is the same number as the number of Trustees and Officers of the congregation. They compose half the elected offices, not including the called ministers. This seems excessive to me. But if it works for you, wonderful. I have never seen it before, even in large congregations.

designee, shall promptly convene the first meeting of the LDNC, at which time the Committee shall organize itself in order to fulfill its responsibilities in a timely fashion. The LDNC is accountable only to the congregation, although it is encouraged to confer with the Board of Trustees and the Executive Team.

Section 3. Duties: The LDNC shall engage in the following:

- (a) Managing the process for nominating individuals for election as Trustees or Officers;
- (b) Working with the Church Council, Board, and Executive Team to identify leadership gaps and recruit new and emerging leaders; and
- (c) Cultivating and developing new lay leaders by, among other things, providing training, workshops, and individual outreach.

Section 4. LDNC Nomination Process: The LDNC shall submit a report to the Secretary, not later than six weeks before the Annual Meeting of the Church, nominating one or more members of the Church for election to each vacancy on the Board of Trustees and to the offices of Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary. The decision about the number of candidates to nominate for each position, one or more, shall be the LDNC's decision. A quorum of at least two-thirds of LDNC members is necessary to decide on the number of candidates to nominate for each position and to decide to nominate a particular individual as a candidate. The LDNC shall strive to present a slate of candidates that reflects the diversity and pluralism to which the Church aspires.

Section 5. Election Process:

- (a) Additional nominations may also be made by petition signed by at least twenty members and filed with the Secretary at or before the Annual Meeting. Also, additional nominations for all offices and for the LDNC may be made from the floor at the Annual Meeting by a voting member of the Church. Such nominations shall require a second by three other voting members.
- (b) Promptly upon the receipt thereof, the Secretary shall cause to be posted conspicuously in the Church the reports of the LDNC and of the Church Council and all nominations made by petition until the Annual Meeting and to send the reports and petition nominations to all members of the Church by the method described in Article VI.
- (c) Election to the Board of Trustees, to the offices of the Church, and to the LDNC shall be by ballot. However, if there is but one nominee for an office, voting for that office may be by voice.
- (d) The newly elected Trustees, Officers, and members of the LDNC shall take office immediately following the Annual Meeting.

ARTICLE XIII- Fiscal Provisions

Section 1. The fiscal year of the Church shall be from January 1 through December 31.

Section 2. The Board of Trustees, in advance of the Annual Meeting of the Church, shall cause to be prepared a budget for the ensuing year, based on anticipated availability of funds and relative priority and importance of Church programs and financial needs.

Before the last regular Board meeting prior to a congregational meeting at which a proposed budget will be voted, the Board shall hold one or more congregational budget hearings.

Commented [DP28]: This could be justification for the large committee size, if done robustly and well. I wonder though if the committee functions in a unified manner, or if it natural divides along the line of responsibility a and c. If so, I would consider splitting it up and forming an implementation committee for the purpose of leadership development. One with a longer-term tenure that is not elected.

Commented [DP29]: I named earlier the conflict I see between Article VI Section 1 and Article VIII Section VI. This section being in Article XII seems to imply that the actual election process is under the purview of the LDNC. I have no objections to that, but the conflict between the earlier Articles needs to be resolved.

Commented [DP30]: This is interesting. In a PG system, the budget is prepared by the Executive most often. This bylaw works so long as the Executive is directed to prepare the budget in Governing Policies.

Section 3. There shall be an annual canvass for pledges, unless otherwise determined by the Board of Trustees.

Section 4. After the adoption of the budget, the Board of Trustees in office during the fiscal year covered by the budget shall have the responsibility of adjusting the budget to conform as nearly as possible to the funds actually received.

Section 5. Any expenditure of endowment funds shall require a recorded vote of the Board of Trustees. This authority may not be delegated.

Section 6. Annual fiscal reports shall be prepared and made available to the congregation not later than ninety days after the close of the fiscal year.

ARTICLE XIV- Sponsorship and Ordination

Section 1. Sponsorship of a person to become a Minister within the Unitarian Universalist Association shall be determined by a majority vote of the Board of Trustees.

Section 2. A person may be ordained by the Church at a specially announced service after approval by a majority vote of the Board of Trustees and of a meeting of the congregation. Notification of a vote on ordination must be provided to members, in writing, at least two weeks in advance by newsletter, mailing, or electronic communication.

ARTICLE XV - Dissolution

In case of dissolution of the Church, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the Church shall perform all actions necessary to effectuate such conveyance.

ARTICLE XVI - Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, as approved by the Robert's Rules Association, shall govern the Church in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Church.

Section 2. The Moderator of any Annual or Special Meeting of the Church may appoint a parliamentarian.

ARTICLE XVII - Indemnification

The Church shall indemnify its Trustees, Officers, and Executive Team to the fullest extent permitted by the laws of the District of Columbia and shall purchase and maintain insurance on their behalf.

ARTICLE XVIII- Amendments to the Bylaws

These Bylaws may be amended at any Annual or Special Meeting of the Church by a two-thirds vote, provided that any amendment proposed has been either approved by the Board of Trustees or sponsored by at least twenty members and that a copy thereof has been sent by either first-class mail or electronic communication to each member at least two weeks in advance of the meeting.

Commented [DP31]: Excellent formulation. I wonder if not making a distinction between Principle and Interest was intentional? By my read, the Board can spend the Principle of the endowment with no more than a simple majority Board vote.

Commented [DP32]: Many do not know this, but this section is a requirement of membership in the UUA. This section is perfectly formulated. It is amazing how rare that is.

Commented [DP33]: Amen!

Commented [DP34]: I thank you all for the opportunity to review these Bylaws. They really are one of the better examples I have had the honor to review. My major concern related to the section on Called Ministry. Be well and blessed.... Rev. David Pyle, CER Governance Program Manager.