

Summary of Proposed Bylaw Amendments (June 2020)

At the Board of Trustees' April 2020 meeting, the Board approved recommendations for bylaws amendments, and it now asks the Congregation to vote to approve those amendments. With one exception, the recommended changes reflect substantive decisions previously made by the Congregation or announced by the Board at the December 2018 and 2019 Annual Meetings, and bring the bylaws into compliance with those changes. Specifically, these amendments:

- Move the fiscal year to July 1-June 30
- Provide for a flexible definition of the Executive Team
- Fully include the Treasurer and Secretary as members of the Board of Trustees
- Make the Executive Director an ex officio member of the Board of Trustees

In response to the pandemic, the recommendations also include one new substantive change: allowing future congregational meetings to be held electronically.

Apart from these substantive changes, the proposed amendments also include a number of technical changes and corrections, such as removing gender-binary pronouns and moving a section of the bylaws that dealt with the removal of Officers and Trustees.

These proposed amendments are the product of the work of the Governance Task Force during the first half of 2020. The Task Force is led by Erika Landberg and Bob Jayes, and also includes Brenda Barbour, Barbara Corprew, Tom Fox, Neil Manzullo, Cathy Tortorici, and Chuck Woolridge. The Task Force worked with Maya Hermann, co-chair of the Leadership Development & Nominating Committee, on these amendments, and her help was invaluable.

The Board intends this document to answer the most common questions about the proposed bylaw amendments. Congregants can also attend an online Zoom session on June 14 to ask further questions about these proposed amendments.

Is All Souls currently having a 'virtual' Annual Meeting or Special Meeting? (Art. VI)

No. The Board has asked the Congregation to vote on a few things—proposed amendments to the bylaws, officer elections, and a budget—through a ballot voting procedure, which will take place during June 2020. This process is allowed under DC nonprofit law, but it is not the same as an Annual Meeting. Assuming that the Congregation votes to amend the bylaws and change the church's fiscal year, the next Annual Meeting will be in June 2021.

Wasn't the fiscal year already changed? (Art. XIV, Sec. 1)

Yes and no. At the December 2019 Annual Meeting, the Board announced that it was changing the fiscal year for the church from January 1-December 31 to July 1-June 30, and the Congregation approved a six-month budget that would run through June 2020 based on this change. The bylaws, however, set the church's fiscal year, so the Congregation also needs to vote on this change before it can become legally effective. The proposed amendment to Article

XIV of the bylaws just updates the legal fiscal year to reflect what the church has now practically implemented during the past six months.

What happens to the terms of sitting Officers and Trustees when the fiscal year changes? (Art. XIV, Sec. 1)

Trustees, Officers, and members of the Leadership Development & Nominating Committee (“LDNC”) are elected for specific terms. These terms generally begin on the date of one Annual Meeting and then run for a set period of years. For instance, in years past, Trustees were elected at a December Annual Meeting, and would then serve a term of three years, finishing their term on the date of a future December Annual Meeting.

When the fiscal year changes, however, the date of the Annual Meeting also changes, since the Annual Meeting must occur during a short window of time prior to the end of the fiscal year. This shift in the date of the Annual Meeting can create a large number of vacant positions. For instance, three existing Trustees will finish their terms in December 2020, but the next Annual Meeting, assuming the bylaws amendment to change the fiscal year is passed, will not occur until June 2021. That means that the Board would have three vacancies from December 2020 until June 2021.

Technically, the bylaws provide that the Board could fill those vacancies with whomever it wanted, until the next Annual Meeting, and without a congregational vote. Although the bylaws allow this, the Board does not think it would be transparent to fill so many vacancies over the next few years merely by exercising this appointment power. The Board feels that the most accountable way to deal with this vacancy issue is to extend the terms of individuals that the Congregation already elected to cover the gap period until the next Annual Meeting.

The recommended change therefore automatically extends the terms of those individuals whose terms will expire before the next Annual Meeting due to a change in the fiscal year. Assuming the Congregation approves this change, Trustees, Officers, and LDNC members who would have finished their terms in December 2020 will have their terms extended until June 2021.

What does the change to allow Annual Meetings and Special Meetings to occur electronically mean in practice? Will church meetings still be held in person? (Art. VI, Sec. 5)

Under DC law, a nonprofit, like All Souls, may hold its Annual Meeting or a Special Meeting electronically, but only if the nonprofit’s bylaws specifically allow this. All Souls’ bylaws don’t currently allow it to have electronic meetings. That means that if the church needed to have an Annual Meeting while something like this pandemic was going on, the church would technically be required to hold this meeting in person at All Souls’ physical location, even though it would be unsafe to do so.

While the Board hopes that the church will never need to have an Annual Meeting electronically, the Board has proposed amending the bylaws to allow the church flexibility if there ever is such an emergency need. The UUA does have resources for churches that hold

electronic meetings during a time of crisis, and the church would draw on those resources if there ever was such a need.

Note that this change does *not* have anything to do with the church's Sunday worship services. It only deals with Annual or Special Meetings, where congregational votes occur.

Weren't the Secretary and Treasurer already made members of the Board? Why is the Board asking the Congregation to vote on this again? (Art. VII, Sec. 2)

Yes, the Secretary and Treasurer were already made members of the Board.

At the December 2019 Annual Meeting, the Congregation voted to change the bylaws to give voting power to the Secretary and Treasurer and have them essentially operate as members of the Board. They've done so since that time. This change was based on a recommendation from Rev. David Pyle. As he recognized in his review of our governance system, however, the move of these officers into new roles, with voting power, requires some extensive bylaws revisions.

The bylaws amendment the Congregation approved at the December 2019 meeting was a quick fix until a more extensive bylaw review could be conducted. The proposed language reflects that more extensive review. The proposed language does not substantively change how the Secretary or Treasurer have operated for the past six months.

Why is the section on the vacancy and removal of officers and trustees moved to its own article? What substantive changes were made to it? (Art. IX)

Article VII, Section 4 of the existing bylaws deals with the vacancy and removal of both Officers and Trustees, but it is nestled into Article VII, which deals only with Trustees. That was confusing because the section has a broader application. It's been moved to a new article just for the sake of clarity.

Apart from the move, the only change to this provision is to change the voting requirement in order to retain a super-majority requirement. The existing bylaws have, for quite some time, required seven of the nine Board members to vote in favor of removing an Officer or Trustee. In December 2019, however, the Congregation made the Secretary and Treasurer voting members of the Board. This unintentionally watered down the super-majority requirement, since now only seven of eleven Board members would need to vote in favor of removal. The Board proposes increasing the number of votes required by two to remove a Trustee or Officer in order to retain the super-majority threshold as it had existed for years.

Isn't the Executive Director already an ex officio member of the Board of Trustees? (Art. X, Sec. 3)

Yes. The Senior Minister and Executive Director have both been acting as ex officio, non-voting members of the Board. However, only the Senior Minister had this status under the bylaws. This update gives the Executive Director that same status.

Why is a definition of the Executive Team being included? (Art. X, Sec. 4)

In many places, the bylaws discuss what the “Executive Team” has the power to do, and the church’s governance structure also is based on having an Executive Team. At the December 2018 Annual Meeting, the Board proposed removing a definition of the Executive Team from the bylaws, which had defined the Senior Minister as the chair of the Team. The Board proposed removing this definition in order to allow flexibility for composing the Team and its leadership structure, and the Congregation voted to amend the bylaws and remove the definition.

The bylaws don’t, however, give anyone (such as the Board) the explicit power to define the Team, or otherwise say who’s on the Team. That lack of clarity creates some confusion to those reading the bylaws. Practically, the Board has used the flexible definition it discussed in 2018 to define the Team to include the Senior Minister and the Executive Director, as co-equal leaders.

The proposed amendments to the bylaws add in the flexible definition that the Board had proposed to the Congregation in December 2018. Under this definition, the Executive Team is required to act as a team, has a structure established by the Board, reports jointly to the Board, and includes a called minister as well as other key positions as determined by the Board. This reflects the church’s practice since December 2018, and just enshrines this change in the bylaws. The Team also must develop a covenant to guide their collaborative relationship.

The proposed amendments include a similar conforming change to Article II. Currently, this provision states that the Senior Minister is responsible for supervising all staff. The Executive Team now shares this responsibility.

What other changes are being proposed?

The amendments include a number of smaller, more technical changes and corrections. These include removing gender-binary pronouns and making references to the Board consistent throughout the bylaws.