

Recommended Bylaws Update

Background

The Board recommends the Congregation make one update to its bylaws to bring the size of the Board into alignment with Rev. David Pyle's 2018 governance recommendations for All Souls.

Until December 2019, the Board had nine voting members, and a non-voting Treasurer and a non-voting Secretary. In December 2019, the Board recommended the Congregation change the bylaws to give a vote to the Treasurer and Secretary. This recommendation was based upon Rev. Pyle's analysis of All Souls. The Congregation voted to change the bylaws, and the Board believes it was the right decision to give a vote to the Secretary and Treasurer. This bylaws change, however, also increased the number of voting members of the Board to eleven, which put the Board out of step with various recommendations for the size of church Boards. Specifically:

- **Rev. David Pyle:** while Rev. Pyle recommended that All Souls give a vote to the Secretary and Treasurer, he also recommended that All Souls *reduce* the number of other Board members to seven, so that the Board would have nine voting members total.
- **Rev. Dan Hotchkiss:** Rev. Hotchkiss recommends in his book *Governance and Ministry* that church boards have approximately six to eight members, and certainly no more than twelve. According to Rev. Hotchkiss, a six to eight member group is ideal for allowing the Congregation to exercise power through its Board and to achieve its mission. This size allows the Board to focus on the most important questions for the Congregation.

During the past church year, the Board had two vacancies. Although it had authority to fill those on an interim basis, it decided not to fill them, so that the Board could test out operating with a nine-member Board, as Rev. Pyle had recommended. This size has worked very well during the past year.

The Leadership Development & Nominating Committee ("LDNC"), which is responsible for recruiting new Board members, has recommended that if the church make this change that it do so in a way that would only require LDNC to recruit three new three-year Trustees each year.

If this bylaws change is not adopted, the size of the Board will stay at eleven. With a Board of that size, LDNC sometimes would need to recruit four Trustees to serve three-year terms, and sometimes would need to recruit three Trustees. Recruiting four individuals to agree to serve three-year terms on the Board is a significant burden on LDNC and a significant drain on church volunteer resources. That burden is enhanced by an unpredictable schedule.

In December 2020, the Board met with LDNC to discuss moving permanently to a nine-member Board and to discuss various recommendations for Board size. Following that discussion, the Board voted in favor of recommending a bylaws change to the Congregation that would move to a nine-member Board.

Effect of this Change

If this bylaws change is adopted, then the Board will have nine voting members. At each Annual Meeting, the Congregation will elect three new Trustees. Depending on the year, these Trustees will either be three general Trustees, or a mix of general Trustees and specialized Trustees (the Secretary and Treasurer).

Proposed Bylaws Amendment to Article VII

Section 2. Composition of the Board. The Board shall consist of ~~eleven~~nine Trustees, as follows:

(a) ~~nine~~seven Trustees with the responsibility to carry out the mission of the Board, which is described in Section 1 of this Article;

(b) one Trustee, the Secretary, who shall also be responsible for keeping the minutes of the Board 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 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; and

(c) one Trustee, the Treasurer, who shall also 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.

Section 3. Election of the Board: the Congregation is responsible for filling vacant positions on the Board. At each Annual Meeting of the Church, the Congregation shall elect, from its members:

(a) three Trustees (described in Section (2)(a) of this Article) for terms of three years each, or two Trustees (if either the Treasurer or Secretary will finish their term as of the date of the Annual Meeting), or one Trustee (if both the Treasurer and Secretary will finish their terms as of the date of the Annual Meeting);

(b) a Treasurer for a term of three years, if the person holding that position will finish their term as of the date of the Annual Meeting;

(c) a Secretary for a term of three years, if the person holding that position will finish their term as of the date of the Annual Meeting; and

(d) persons to fill any additional Board positions if such positions are vacant or held by interim Trustees at the time of the Annual Meeting.

No Trustee shall be eligible for re-election to any Board position for a period of one year after the expiration of their 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.