

The below memo from the Board of Trustees' Governance Committee summarizes bylaw changes, which are found in the attached redline document, that the Governance Committee recommended the Board send to the Congregation for approval. After discussing the proposed changes, the Board adopted the Committee's recommendations and has now sent all of the proposed changes to the Congregation for approval.

MEMORANDUM

To: All Souls Board of Trustees
From: Governance Committee (Erika Landberg, Neil Manzullo, Cathy Tortorici)
Date: May 18, 2022
Re: Recommended Bylaws Updates

This memo summarizes bylaws changes that the Governance Committee ("Committee") recommends the Board send to the Congregation for approval at the Annual Meeting in June. Under All Souls' bylaws, the Congregation must approve all changes to the bylaws by a two-thirds vote. One of the Committee's jobs under our Terms of Reference is to annually report to the Board suggested changes to the bylaws.

This year, we have three primary suggestions:

- 1) Create a task force to conduct a full review of All Souls' bylaws;
- 2) Recommend for adoption a number of changes suggested to us by the Leadership Development & Nominating Committee ("LDNC"); and
- 3) Follow recommendations from the Unitarian Universalist Association ("UUA") and the practice of other churches our size by increasing the quorum requirement to call a minister and increasing the required vote threshold for calling a minister.

Task Force to Fully Review All Souls' Bylaws

At our February 2022 Board meeting, Rev. Rolenz identified that the key governance task that All Souls has not yet taken on during its interim period is to fully review our bylaws. Looking through those bylaws, many could use a refresh for a variety of reasons—because they're unclear, because they may not reflect the 8th Principle, because they may not fit our church's current practice, etc.

Before the end of this Church Year, the Board should start the ball rolling on a task force to review the bylaws in full.

Changes Recommended by the LDNC

The LDNC and Committee met and discussed changes that LDNC is recommending to the bylaws. These were excellent recommendations and well thought through, based on a survey that LDNC conducted of other similar churches. The Committee greatly appreciates LDNC's insight into the bylaws. The Committee recommends the Board send the following changes to the Congregation:

Bylaws Section	LDNC recommendation and Committee Notes
Art. VI, Sec. 1 Art. VIII, Sec. 1	<p style="text-align: center;"><u>Clarify the required annual nominations</u></p> <p><i>LDNC Recommendation:</i> Our current bylaws state: "At the annual meeting, 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." For</p>

	<p>simplicity and clarity, per Rev. David Pyle’s suggestion, replace with: “Elections shall be held for all open positions as required by these bylaws.”</p> <p>Remove language that states officers have “renewable” terms as this language typically relates to appointed positions. Replace it with language clarifying that these officers may be re-nominated for two additional terms, but must stand for re-election annually."</p> <p><i>Committee Note:</i> These changes are purely to clean up some messy wording, and will have no practical effect. Right now, the terms of some officers are referred to as “renewable.” That might imply that it’s up to the officer to “renew” their term. In practice, however, the Congregation votes to retain these individuals for an additional year, if the individuals want to keep their position.</p>
<p>Art. VIII, Sec. 1 Art., Sec. 3 Art., Sec. 3-5</p>	<p style="text-align: center;"><u>Convert Assistant Secretary to a Board-appointed position</u></p> <p><i>LDNC Recommendation:</i> Officers have a special status under the DC Nonprofit Corporation Act, which governs their standards of conduct. Also, under the bylaws, the board is responsible for assigning duties to these positions, and overseeing their performance, yet they are elected by and should therefore report directly to the congregation. This creates conflicting lines of accountability.</p> <p><i>Committee Note:</i> This change affects how the Assistant Secretary is selected. Right now, this position and the Assistant Treasurer position are recruited by LDNC and elected by the Congregation to one-year terms. This imposes a burden on LDNC, since they have to recruit these folks every year for one-year positions. LDNC has suggested that the Board appoint these individuals directly. This year, the Governance Committee recommends the Congregation convert the Assistant Secretary to a Board-appointed position, and recommends the bylaws review task force consider whether any modifications are needed to the Assistant Treasurer position.</p> <p>In his 2018 assessment of our governance system, Rev. David Pyle, who was at the time the UUA’s Governance Program Manager for the Central East Region, recommended we convert the positions to Board-appointed positions (“The Assistant Treasurer and the Assistant Secretary should be appointed by the Board, and their role on the Board should be limited providing support to the Board in the absence of the Secretary or Treasurer in their specific responsibility areas.”).</p>
<p>Art. VIII, Sec. 7</p>	<p><u>Designate the President, Vice President, Secretary and Treasurer as church officers</u></p> <p><i>LDNC Recommendation:</i> Under DC law, nonprofits must designate at least the president, treasurer, and person who prepares the minutes as officers (at All Souls, this is the secretary). However, our only designated officers are the Assistant Secretary,</p>

	<p>Assistant Treasurer and Moderator and Membership Secretary. No other churches surveyed do this.</p> <p><i>Committee Note:</i></p> <p>LDNC was concerned that our bylaws do not designate the president/treasurer/secretary as “officers,” since the DC Nonprofit Corporation Act requires nonprofits to have a President/Secretary/Treasurer and to have them be “officers” of the corporation.</p> <p>This change does not have a functional effect—we do have people who perform the duties required by the DC Nonprofit Corporation Act and that have these titles, but they just aren’t referred to as “officers” in the bylaws. In case there is any confusion, we suggest adding Section 7 to Article VIII. This clarifies that, for purposes of nonprofit law, the only legal officers are the President, Vice President(s), Treasurer, and Secretary.</p> <p>When the church reviews its bylaws in full, it should consider changing how the bylaws use the term “officer” and cleaning up this terminology.</p>
<p>Art. XIII, Sec. 2</p>	<p><u>Reduce the size of the NC to 7 church members and change NC term to 2 years</u></p> <p><i>LDNC Recommendation:</i></p> <p>The bylaws set the size of the committee at 15 members. Our experience is that this is too large. In fact, the Committee has typically functioned with about 7 engaged members. We struggle to fill leadership positions and a large committee ties up leaders whose talents could be used elsewhere. No other UU church surveyed has such a large nominating committee.</p> <p>We also recommend <u>changing NC terms to 2 years</u>, with a two-term limit (total of four years). Two years is a common NC term in other churches. This might attract more volunteers by reducing the time commitment while retaining enough overlap for continuity.</p> <p><i>Committee Note:</i></p> <p>LDNC has not been able to be fully-staffed for a few years. According to LDNC’s research, we are out of step with other churches, who have smaller nominating committees who serve shorter terms. In his 2018 assessment, Rev. Pyle also commented that he’d never seen a nominating committee so large.</p>
<p>Art. XIII, Sec. 2</p>	<p><u>Eliminate Assistant Secretary Role in the NC</u></p> <p><i>LDNC Recommendation:</i></p> <p>Remove the bylaws provision requiring the Assistant Secretary to convene the first NC meeting. This does not happen in practice.</p> <p><i>Committee Note:</i></p> <p>Right now, the Assistant Secretary has a pro forma role of convening the first meeting of LDNC. This does not happen in practice, and LDNC suggests removing this role.</p>

The LDNC recommended several other changes, which the Committee is not recommending we send to the Congregation this year. For instance, the LDNC recommended that the church remove leadership development from their portfolio, since they have not in several years had the bandwidth to focus on this. Conceptually, leadership development also appears to be a program of the church—and the staff is responsible for taking the lead on programs of the church, and it is worth substantive discussion about whether the staff or LDNC or some other group should take the lead on leadership development.

The Committee feels that leadership development is an important topic, and the Board needs to be able to tell the Congregation who will take on the role of developing leaders, if it is not LDNC. That is a large conversation, and the best time to have it is during the final year of the interim period. The Committee had discussed co-hosting congregational conversations on this topic with LDNC this year, but LDNC and the Committee did not have the bandwidth to do that during this church year. The Committee also thinks the Congregation would not have had the bandwidth to have those conversations, while also focusing on *Imagining Our Future* and the Ministerial Search Committee and attempting to re-gather.

The Committee wants to stress that figuring out how to develop leaders at All Souls is a crucial topic, and we need as a church to thoughtfully approach it.

Clarify Assistant Treasurer Role – Article VIII, Section 3

Unlike the other church officers, the bylaws do not describe the Assistant Treasurer’s duties. Under our policy governance framework, Finance Committee Terms of Reference, and Terms of Reference for the Assistant Treasurer position itself, the Assistant Treasurer does have specific duties. These updates contain those duties, which are already being performed.

Calling a Minister – Article X, Section 1 and Article VI, Section 3

To call a minister, All Souls’ bylaws only require a majority vote at a congregational meeting, which has a quorum requirement of 10%. Since All Souls currently has ~710 voting members, that means that a quorum would be 71 people, and a majority of that 71 could call a Senior Minister.

When Rev. Pyle [analyzed our bylaws](#) in 2018, he identified these requirements as “major problems” and “dangerous.”

The UUA recommends the following: “Because of the importance of the role of the minister and the need for a high level of trust in the person filling the role, congregations usually have *higher bars for quorum*, and an *extremely high bar for percentage of affirmative votes* (90%) to call a minister.” See UUA LeaderLab, <https://www.uua.org/leaderlab/calling-minister>.

The UUA provides the following sample language:

Option 1: “A quorum for such meeting is forty percent (40%) of voting members. An affirmative vote by ninety (90%) of those present and voting by secret ballot shall be required to call a Minister.”

Option 2: “Election of a new Minister shall be at a Congregational Meeting called for that purpose with a quorum of at least _____. Election shall be by a 90% vote of those voting members present and voting.”

In order to call a minister, most other churches our size or in our area do have a higher affirmative vote requirement and/or do require a larger quorum:

Church	Quorum Requirement to Call Minister	Vote Requirement	One of Ten Largest ¹
UU Arlington²	Regular quorum rule (15%)	Super-majority (90%)	
UU Silver Spring	Regular quorum rule (20%)	Super-majority (90%)	
UU Fairfax	Higher bar (40% or 300 members)	Super-majority (two-thirds)	
UU Rockville	Regular quorum rule (12.5%)	Super-majority (two-thirds)	
Unity Unitarian	Regular quorum rule (10%)	Super-majority (75%)	Yes
All Souls Tulsa	Regular quorum rule (10%)	Majority	Yes
First Unitarian Madison	Regular quorum rule (70 members or 20% of average weekly attendance)	Majority	Yes
First Unitarian Rochester	Higher bar (25%)	Super-majority (80%)	Yes
First Universalist Minneapolis	Higher bar (25%)	Super-majority (75%)	Yes
First Unitarian Dallas	Regular quorum rule (10%)	Super-majority (two-thirds)	Yes
All Souls NYC	Higher bar (75 members, which is 3x of the regular quorum)	Super-majority (two-thirds)	Yes
University Unitarian Seattle	Higher bar (40%)	Super-majority (80%)	Yes

The Committee recommends the Congregation change Article X to have a 25% quorum required for a meeting where a minister is called, and to require 80% of the voters at that meeting to vote in favor of calling a minister.

¹ From 2014 list: https://www.uua.org/files/documents/congservices/largecongs/largest_congs.pdf.

² Arlington's Board of Trustees has proposed these changes for a vote at their June 2022 annual meeting.

BYLAWS OF
ALL SOULS CHURCH, UNITARIAN
(Last Revised – June 2021)

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ARTICLE I - Name of the Church

The name of the Church is "All Souls Church, Unitarian."

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 Beloved community 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 ("the Board").

Section 2. The Church subscribes to Eight Principles, including those expressed in the Principles of the Bylaws of the Unitarian Universalist Association: 1) The inherent worth and dignity of every person; 2) Justice, equity and compassion in human relations; 3) Acceptance of one another and encouragement to spiritual growth in our congregations; 4) A free and responsible search for truth and meaning; 5) The right of conscience and the use of the democratic process within our congregations and in society at large; 6) The goal of world community with peace, liberty, and justice for all; 7) Respect for the interdependent web of all existence of which we are a part; and 8) Journeying towards spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions.

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

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.

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.

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.

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 the names of those to whom this privilege is extended.

Section 4. A Member may resign membership in the Church at any time by providing written notice to the Membership Secretary.

The Board, by two-thirds majority vote, has the authority to transmit written notice to a member stating the reasons why the Board is suspending their membership as a first step towards removal from membership. The Board's vote immediately suspends the member's membership and its privileges. In determining whether cause exists to remove a member, the Board will be guided by the Church's covenants and policies including the Policy on Congregant Behavior. The Membership Secretary shall, after the vote, but not less than 21 calendar days before the effective date of the removal, provide written notice of the reasons for the action to the member. The notice will also advise that if the person wishes to remain a member, they should contact the President of the Board in writing within 14 calendar days of receiving the notice and arrange to meet with the Board to discuss the membership suspension. After the review time has passed, the Board will then call a second vote, also requiring a two-thirds majority, to remove the person from membership. The Membership Secretary will provide notice of the final decision to the person in writing. Any person so removed will be prohibited from becoming a member of the Church again, except with express written permission of the Board.

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.

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 shall be elected from the membership, according to Article VII, Section 3;~~
~~(b)(a) _____ 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~~Elections shall be held for all open positions as required by these bylaws;

~~(e)~~(b) the annual budget for the following fiscal year shall be approved; and
~~(d)~~(c) any other business may be transacted.

Notice of the Annual Meeting and its agenda as approved by the Board 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.

Section 2. Special Meetings may be called at any time by the Board 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 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.

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

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.

Section 5. An Annual or Special Meeting may be held via the Internet or other electronic communication technology as long as Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

ARTICLE VII - Board of Trustees

Section 1. Authority: Supervision and direction of the affairs of the Church shall be vested in the Board of Trustees, which shall focus on policy development and oversight.

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

- (a) 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.

Section 4. 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, 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 5. The Assistant Secretary, Assistant Treasurer, Moderator, and Membership Secretary shall be notified of and have the right to participate in all regularly-scheduled monthly meetings of the Board without the right to vote. Regularly scheduled meetings shall be open to the membership and minutes of each meeting shall be made available to the membership.

The Board may also hold executive sessions and working meetings where no votes will be taken, and may restrict the attendees to those meetings to Trustees and any advisors or other persons that the Board determines are appropriate.

Section 6. The Board 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:

- Assistant Secretary
- Assistant Treasurer
- Moderator
- Membership Secretary

The Assistant Treasurer, Moderator, and Membership Secretary shall be elected ~~Elected~~ by the congregation at the Annual Meeting to one-year terms, and shall be eligible for re-election to two additional full terms. ~~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.~~ The Board may appoint an individual to serve as Assistant Secretary.

Section 2. 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. The Assistant Secretary 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 3. The Assistant Treasurer shall manage the counting and safekeeping of plate collections, monitor the security of valuables in the Church's possession, work to ensure the integrity and proper retention of financial Church records, and assist the Treasurer in the performance of the duties of the office.

Section 4. 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.

Section 5. 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 6. The Board shall have the responsibility for ascertaining that all Officers are performing their duties as prescribed by these Bylaws or by other Church governing documents.

Section 7. For purposes of the DC Nonprofit Corporation Act, the church's legal officers are the President, Vice President(s), Treasurer, and Secretary.

ARTICLE IX - Vacancy and Removal of Officers and Trustees

Section 1. Non-Attendance of Trustees. 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.

Section 2. Suspension and Removal of Trustees and Officers. 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 nine 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 that individual 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 nine 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.

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.

Section 3. Vacancies. The Board shall fill any vacancy that may occur in its membership or in the office of the ~~Assistant Secretary~~, 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 shall be filled by election for the remaining year(s) of that term. A Trustee or Officer 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.

ARTICLE X - The Church Staff and Executive Team

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 quorum for such a meeting is twenty-five percent (25%) of voting members, and an affirmative vote by eighty percent (80%) of those present and voting by secret ballot shall be required to call a minister.~~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. The connection between the Senior Minister and the Church may be dissolved by the giving of three months' notice by either party.

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.

Section 3. The Senior Minister and Executive Director shall be non-voting ex-officio members of the Board.

Section 4. The executive leadership of the Church shall act as a team, and shall annually develop and affirm a covenant to guide their collaboration. The Board shall establish the structure for the executive leadership of the staff of the Church ("the Executive Team"). The Executive Team shall report directly to the Board and shall include at least one called minister (as described in Section 1 of this Article) or an interim minister if the Church has no called ministers. The Executive Team may also include other key

positions, as determined by the Board, such as the Executive Director or a second called minister.

ARTICLE XI - 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.

Section 3. Members of Board committees shall be appointed by the Board 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 appointed 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 chair(s) 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 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, the conveners of all 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. It shall act as the committee to nominate the LDNC. The Moderator shall be the Council's chair.

ARTICLE XII - 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 XIII - 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 elected Officers.

Section 2. Composition: The LDNC shall be composed of 7 members of the Church, elected at the Annual meeting for terms of two years in rotation, three members being elected in one year, and four members in the following year. A member shall be eligible for re-election to one additional full term. The LDNC shall select its own Chair annually. 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 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 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, Assistant Treasurer, Membership Secretary, or Moderator ~~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 and to the offices of ~~Assistant Secretary~~, 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, Assistant Treasurer, Membership Secretary, Moderator~~to the Officers 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 XIV - Fiscal Provisions

Section 1. The fiscal year of the Church shall be from July 1 through June 30. If the fiscal year changes, the terms of all persons in office that would end prior to the next Annual Meeting shall be extended until the next Annual Meeting.

Section 2. The Board, 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.

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

Section 4. After the adoption of the budget, the Board 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. 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 XV - 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 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 XVI - 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 the Church shall perform all actions necessary to effectuate such conveyance.

ARTICLE XVII - 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 XVIII - 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 XIX - 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 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.