

## **Nominating-Related Bylaws Review: Building a Better Committee**

All Souls, your LDNC has been busy! Last September, the LDNC met to discuss its work plan for the 2021-22 church year. During the discussion several issues surfaced related to the mission and functioning of the LDNC as described in the current ASCU Bylaws. The committee decided to form a working group to carefully review our bylaws, research the bylaws of other UU congregations, and draft proposed changes. Based on the working group's findings, the LDNC identified ten general areas for revision, with the goal of creating a Nominating Committee (NC) that functions efficiently, serves the congregation well, and nominates officers in compliance with local law. Ultimately, we aim to create a NC that offers a joyful service opportunity for convivial Souls who have a broad reach in the congregation and a talent for recruiting leaders.

In the spirit of collaboration, we submitted our ten proposed changes to the Governance Committee of the Board in December 2021 for review and approval. In March, the Committee notified us that it would ask the membership to approve five of our proposed changes. In April, we learned the Board was considering forwarding only four of the proposed changes. We understand that trustees will consider our other suggestions next year, in conjunction with a comprehensive bylaws review. However, because the LDNC is directly accountable to the congregation, and status of board approval remains unclear, we are sharing all our recommendations in the interest of transparency and good governance.

Some general information about bylaws may be helpful in assessing our recommendations. Nonprofit bylaws are legal documents that dictate how an organization must be governed, and as such, should only cover the highest level of governing issues, such as: organizational purpose, board structure, officer position descriptions, trustee succession and removal, meeting requirements, membership provisions, voting rights, conflict of interest policy, and amendment provisions. Bylaws are not policy and procedures manuals.

With that in mind, the working group considered the experiences of LDNC members, and compiled and analyzed the bylaws of 14 Unitarian Universalist churches in the DC area as well as other cities around the country. The group also considered the recommendations of Rev. David Pyle's 2017 review of All Souls and examined the DC Nonprofit Corporation Act.

## **LDNC Bylaws Proposal - Summary.**

The proposed changes fall into roughly three areas: (1) removing leadership development from LDNC responsibilities and shortening the required term of service to two years; (2) improving and clarifying nominating-related policies; and (3) bringing All Souls into compliance with local law. We understand that Board currently supports the changes marked with an asterisk (\*) and these may be presented to the Congregation for approval at this year's Annual Meeting.

We summarize our proposed changes below with a brief rationale for each. We have also attached a spreadsheet that compares All Souls' nominating-related bylaws with those of other congregations.

### **Focus the Nominating Committee on nominating activities**

1. Remove leadership development from LDNC responsibilities and create a NC: We are particularly concerned with an ongoing mandate that makes the LDNC responsible for the very large and important task of leadership development. According to our research of other UU churches, it is unusual for a nominating committee to have oversight of this operational responsibility, as opposed to a supportive role. In years past at All Souls, a Leadership Development Training Course committee organized such opportunities; however, there was no oversight of this committee as it was not formally part of the Executive or the LDNC. That committee is not currently functional.

Moreover, a mandate regarding leadership development rarely appears in bylaws which should not address operational matters. In any case, we have neither the bandwidth nor the expertise to accomplish this task well while also nominating a high-quality slate of candidates for each annual meeting. We believe our committee of recruiters would serve the congregation best by focusing on nominations.

2. Allow the Nominating Committee to nominate its own members: This practice is consistent with most other churches surveyed. It makes good

sense because the NC's work involves connecting with congregants and discussing their interest in leadership roles at church. Committee members often discuss more than one leadership opportunity with candidates. However, All Souls' current bylaws require the Church Council to identify and nominate LDNC members. The Council is a loosely organized group of around 60 congregants who generally chair committees, do not regularly convene as a full body, and are focused on their substantive work, not on recruiting leaders.

\*3. Reduce the size of the NC to 7 church members: The bylaws set the size of the committee at 15 members. Our experience is that this is too large to be manageable. In fact, the Committee has typically functioned with about seven engaged members even when it formally had 15 members. This year, we are a productive and cohesive committee of six. We struggle to fill leadership positions at All Souls and a large committee ties up leaders whose talents could be used elsewhere. No other UU church surveyed has such a large nominating committee.

We also recommend changing NC terms to 2 years, 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 and allowing enthusiastic recruiters to serve for four years.

### **Improve and clarify nominating-related policies**

4. Remove floor nominations: Current bylaws allow nominations from the floor of the annual meeting for all positions, including LDNC members, and they can be made by any one individual with a second by three other members. The bylaws also allow trustee nominations by petition of twenty members to be filed at or before the annual meeting. Many large churches do not allow for floor nominations, where nominees are less likely to be known by most of the membership. We recommend removing the option of floor nominations, while retaining and expanding the petition process (see next item).

5. Expand and clarify nominations by petition: We recommend that the petition process be clarified to require that petitions be submitted at least 30 days in advance of the annual meeting so that congregants can have time to ask questions of and consider the nominees, as is done with formally nominated candidates. We also recommend that this revised petition process apply to all elected positions, including NC members, for equity and consistency.

6. Clarify NC role at annual meeting: The bylaws state that “The LDNC shall be responsible for all matters related to elections of church officers and Trustees up to the respective congregational meeting.” As Rev. Pyle noted, this language conflicts with another bylaw that requires the LDNC to determine the ballot process for elections, which would not make sense if its authority ended at the beginning of the meeting. We recommend deleting the words “up to the respective congregational meeting.”

\*7. Eliminate Assistant Secretary Role in the NC: Remove the bylaws provision requiring the Assistant Secretary to convene the first NC meeting. This does not happen in practice, is not necessary because the NC convenes itself, and in any case, is not appropriate for inclusion in bylaws.

\*8. Clarify the required annual nominations: 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 simplicity and clarity, per Rev. David Pyle’s suggestion, replace with: “Elections shall be held for all open positions as required by these bylaws.” 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.

9. Convert Assistant Secretary and Assistant Treasurer to board-appointed positions: 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 arrangement creates conflicting lines of accountability.

### **Bring ASCU into compliance with DC Nonprofit Corporation Act**

\*10. Designate the President, Vice President, Secretary and Treasurer as church officers: Under DC law, nonprofits must designate the following positions as officers: the president, treasurer, and the person who prepares or supervises the preparation of the minutes and maintains official records (at All Souls, this is the secretary). However, our only designated officers are the Assistant Secretary, Assistant Treasurer and Moderator and Membership Secretary. All Souls' officer designations stand alone among the churches we surveyed and should be changed to comply with local law.