

BYLAWS OF
ALL SOULS CHURCH, UNITARIAN
(Last Revised – June 2022)

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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 2022: "to create a diverse, spirit-growing, justice-seeking Beloved 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) Elections shall be held for all open positions as required by these bylaws;
- (b) the annual budget for the following fiscal year shall be approved; and

(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 by the congregation at the Annual Meeting to one-year terms, and shall be eligible for re-election to two additional full terms. 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 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. 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

ASC Bylaws – Updated by the Congregation June 2022

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. 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. 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 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;
- (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 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, 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

ASC Bylaws – Updated by the Congregation June 2022

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.