

# Interim Report of the Bylaws Review Team

*February 7, 2023*

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## Introduction

The [Bylaws Review Team](#) was created by the Board of Trustees on June 15, 2022 and was directed to make recommendations to the board regarding updates to the church's bylaws. The board directed the Bylaws Review Team to:

- submit a [work plan](#) to the board by its September 2022 meeting and provide regular updates to the board after that;
- engage the congregation as appropriate in discussions about bylaws updates; and,
- present recommended bylaws updates to the board by April 2023.

In making recommendations, the team was directed to assess the [Leadership Development and Nominating Committee's recent bylaws report](#), [Rev. David Pyle's bylaws review](#), the role of the Church Council, and the potential for a category of "virtual member". In addition, the team consulted the Unitarian Universalist Association's (UUA) [Bylaws Guide](#) and [Comprehensive Guide to Writing Bylaws](#), and the [DC Nonprofit Corporation Act](#).

In recommending revisions to our current bylaws, the team has kept the following goals in mind:

- The bylaws should be concise, consistent, and understandable to any member of the congregation.
- The bylaws should not include matters better addressed by church policies.
- The bylaws should be consistent with applicable law.
- The bylaws should not be substantively changed without consulting the congregation about major changes.
- The bylaws should create a governance framework through which All Souls can work to accomplish the goals adopted by the congregation.

The members of the Bylaws Review Team are Brenda Barbour, Chuck Dulaney, Gretta Goodwin, Maya Hermann, and Neil Manzullo.

## Process

After convening in August, the Bylaws Review Team identified a few policy questions that we believe required in-depth conversation with the congregation and church staff before we could recommend bylaws amendments. In addition, we identified many technical, clarifying, and conforming amendments that would make the bylaws easier to understand and implement.

The review team convened discussion sessions with the congregation in November to explore governance questions around [membership](#), the [Church Council](#), and [leadership development](#). We also met individually and in small groups with staff, board members, and officers to hear how the current bylaws shape—or hinder—their work for the church. And, we received written feedback from several members by email or webform. The review team has incorporated many ideas from these discussions into this draft, and we are grateful to every member of the All Souls community who participated.

With this report and the attached draft recommended bylaws, we are presenting an initial draft of updated bylaws. We will host a second round of discussions with the congregation, both in person and online.

After integrating feedback on this draft from the board, the staff, and the congregation, the review team will deliver a final report with recommended amendments to the board. The board plans to vote on amendments to recommend to the congregation at its April meeting, and the congregation will vote on whether to ratify the new bylaws at the next annual meeting in June. A two-thirds majority of votes cast at the annual meeting is required to approve new bylaws.

## Recommended Changes

The following sections of this report detail the significant changes to the bylaws contained in the draft recommended bylaws. Necessarily, the report does not detail every recommended change, but it does attempt to provide an overview of the most notable changes and the background that informed them. Many of the sections also note changes that were considered by the review team, but are not recommended at this time.

This portion of the report is presented in the order in which these topics are addressed in the draft recommended bylaws. This order differs in significant respects from the current bylaws; see the [Article Cross-Reference Table](#) in the appendix to this document to locate topics based on their location in the current bylaws.

### Organization

#### *Background*

Over the years, as the church's governance structure evolved, bits of information about the church's organization and various entities' authorities became sprinkled throughout the bylaws.

#### *Recommendation*

In an effort to consolidate that information as well as to make the roles of the congregation, the board, and the Executive Team more clear, we are recommending a new article, adapted from All Souls Unitarian Church in Tulsa, Oklahoma, that contains material regarding the organization of the church and the authorities of various governing bodies. See Article III of the draft recommended bylaws.

### Membership

#### *Background*

In our congregational governance model, who qualifies as a member—and is therefore expected to participate in the decision-making for and support of the church—is a foundational question. As All Souls grows into being a hybrid church, with members participating in Sunday worship and other church activities both in person and online, questions have arisen about how members who participate solely online can fully engage in the governance of our church.

Moreover, continued budget deficits, including a surprisingly large financial shortfall this fiscal year, has spurred questions of what commitments are reasonable to expect from members.

Most UUA churches use a definition of membership that includes a recent financial contribution or specific pledge of financial support in the coming year. By contrast, All Souls currently has two categories of membership: “member” and “voting member”. “Members” are people who have taken a new member orientation session, have signed the membership book, and “are prepared to make a financial contribution to the church and participate, as able, in its ministry.” “Voting members” are those who meet all the requirements of membership and have made a financial contribution of record in the last 15 months.

The result is that All Souls’ total membership number includes a significant percentage of members who have said that they are prepared to financially support the church, but have not done so in more than a year, and are therefore currently ineligible to vote on church business at congregational meetings. As of January 2023, the church has 1034 members, of which 769 are voting members.

On a separate matter, All Souls’ current definition of membership does not reference our Covenant of Right Relations, despite our description of All Souls as a covenantal community.

Lastly, we heard a concern that members who cannot come to the church building in person cannot sign the membership book and therefore cannot become members.

As the Bylaws Review Team considered potential changes to the membership provisions of the bylaws, we focused on the need for All Souls to be a functioning, well-resourced church that meets the needs of all members, whether they are participating in person, online, or both.

As we gathered feedback on this topic, and in our own discussions, some of the themes we heard were:

- The hybrid church environment is here to stay. For various reasons, many members no longer regularly attend church activities in person.
  - Some of these members had been regular attenders of worship services and other church activities before the pandemic. Now that they primarily participate virtually, All Souls must find ways to maintain our covenant with them, and them with us.
  - The hybrid environment has also created opportunities for those who can't attend in person for reasons related to health, care-giving, or transportation, but would like to participate in the life of the church. It is important to ensure that they are included in the church.
  - Many congregants recognized that conducting certain governance activities like the annual meeting in a hybrid environment will be challenging. They encouraged us to consider how to accomplish this.
  - The church now has a new pool of potential members, those who live outside the DC metro area. Depending on the experience of members who participate virtually, All Souls could end up with more members than before through a hybrid model.
- Members must contribute their time, talent, and treasure for All Souls to be healthy.

- Some congregants we spoke with suggested that the expectations of membership be more fully stated in the bylaws. They suggested that it should be clear that All Souls requires that members give their time, talent, and treasure to the church.
- The current membership secretary noted that she discusses the expectation of contributions of “time, talent, and treasure” during the New Member Orientation sessions.
- All Souls could better and more fully explain the benefits of membership.
  - A few of the congregants we spoke with asked us to consider the other side of membership, and instead of focusing on what members bring to the church, we should focus on what the church provides to members. They noted that in answering that side of the question, the church may better speak to why prospective members’ “time, talent, and treasure” are important to the health of the church.
  - We also heard a suggestion that members and non-members, or different categories of members, be eligible for different benefits or activities at the church.
- Most congregants do not want additional categories of membership.
  - We heard a strong consensus against creating a separate category of membership, virtual or otherwise—many wanted all members to be on an equal footing, regardless of the method of their participation. Some noted that some activities require an individual to participate in person, and those activities would not be available for individuals participating virtually.
  - Some congregants suggested that separate categories are needed, but they noted the difficulties of implementing such a system. They also noted that such a system could be non-inclusive (ageist, ableist, etc).
  - Some congregants suggested that we remove the separate “voting member” category, and have a “member” category that is consistent with the expectations of membership, including financial support.
- A more expansive view of membership may be needed.
  - Some congregants suggested that a more expansive definition of membership may be needed, but they noted that it must be clear that a financial commitment is a necessary part of any definition of membership.
  - One congregant suggested that we include additional requirements of membership in the bylaws: to support the principles of the UUA; abide by the Covenant of Right Relations; make a current pledge of financial support for the coming year as a symbol of commitment to the financial health of the church; and commit to sharing time and talent to support the mission of the church.
- Donna Olsen, Membership Secretary, provided extensive comments about potential bylaws edits, as well as her role and responsibilities:
  - Donna suggested that we replace “prepared to make a financial commitment” with “make a commitment to participate in the life of the church sharing their time, talents, and treasure.”
  - We also learned of the other duties of the membership secretary, which include helping new members find a way to join church activities and affinity groups and

contacting members who may have fallen away from active participation in church life.

### *Recommendation*

We recommend the congregation adopt a definition of membership that includes recent financial support of the church. This will more accurately reflect the size of the congregation at All Souls and will encourage those who value their membership to follow through on the financial commitment they made when they signed the membership book. Along with a financial requirement for membership, we recommend that the members of the Executive Team be able to provide waivers of this requirement. While we do want all members of our community to contribute to the financial health of the church, we do not want to exclude people from membership who are unable to contribute financially.

We also recommend that a reference to the church's covenants be added to the definition of membership.

Lastly, we recommend language, based on a provision from the First Unitarian Society of Madison, that explains the expectations placed on members once they have signed the membership book and joined our congregation. This includes contributions of time, talent, and treasure to support the pursuit of the Church Goals. The recommended provision also includes an expectation that members contribute their "fair share" in light of their own financial resources, and reminds members that the church we enjoy today is built on the generosity and stewardship of past members.

See the draft recommended bylaws, Article IV.

### *Considered but not recommended*

We considered, but do not recommend, a separate category of membership be created for members who primarily or solely participate virtually. Many members, especially those that participate virtually, are strongly opposed to this concept and believe that membership should have the same rights and obligations for all members.

We also do not recommend the bylaws specify a required giving level for members. While we encourage the Executive Team, the Board of Trustees, and the Stewardship Committee to share guidelines for members to determine what their "fair share" might be, we do not believe a specific level should be required in the bylaws.

Lastly, we believe that the Executive Team's authority to set administrative policies allows the ET to create a policy that addresses circumstances where a person cannot come to the church to sign the membership roll.

## Congregational meetings

### *Background*

During the pandemic, the congregation added a provision to the bylaws allowing for congregational meetings to be held by electronic means. Since the summer of 2020, the congregation has held congregational meetings exclusively online.

As the church regathers and more members are participating in church life in person, the board might choose to hold congregational meetings in a hybrid format.

On a separate note, several provisions in the current bylaws require some notice to the congregation related to annual or special meetings. These provisions are scattered throughout the bylaws.

### *Recommendation*

In order to facilitate the voting process in the case of a hybrid meeting, we recommend adding a provision to allow the board to set rules for proxy or absentee voting at congregational meetings. See draft recommended bylaws, Article V, section 6.

On the issue of meeting notices, we recommend that notice requirements be harmonized and consolidated. See draft recommended bylaws, Article V, section 9.

### *Considered but not recommended*

We do not recommend limiting the possible venues of congregational meetings. We support maintaining the flexibility that is currently in the bylaws that allows for in-person, hybrid, or virtual meetings.

## Moderator

### *Background*

Under the current bylaws, the moderator has two functions—convene the Church Council, and preside at congregational meetings. Of the 12 churches we reviewed<sup>1</sup>, two (First Unitarian Rochester and University Unitarian in Seattle, Washington) have a position called the moderator whose sole duty is to preside over congregational meetings. For the other ten, the person who holds the role of the president of the board presides at all congregational meetings.

[Neither of our recommendations for the Church Council](#) envision a moderator leading the council. That leaves the function of presiding at congregational meetings, a role required by the rules that the congregation uses for official business. The Leadership Development & Nominating Committee has advised that recruiting a person to be elected to a position with such a limited role is difficult and time consuming and detracts from their recruiting efforts for other elected positions.

### *Recommendation*

We recommend removing the office of moderator from the bylaws and adding Article V, Section 4 in the draft recommended bylaws to direct the board to select a chair for each congregational meeting. The chair may be any church member, including a trustee or officer. The chair may also, at the request of the board, assist with preparation of the meeting agenda, notice, and materials.

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<sup>1</sup> We reviewed the bylaws of the ten largest UUA congregations, according to this list, other than the Church of the Larger Fellowship: [https://www.uua.org/files/documents/congservices/largecongs/largest\\_congs.pdf](https://www.uua.org/files/documents/congservices/largecongs/largest_congs.pdf). (The Church of the Larger Fellowship is a remote-only church that operates differently than other UUA congregations.) We also reviewed the bylaws of the Unitarian churches at Cedar Lane, Fairfax, and Arlington.

### *Considered but not recommended*

We considered following the practice of most churches and naming the president of the board as the chair of congregational meetings.

However, at a congregational meeting, the board is often recommending proposals to the congregation for the congregation's approval (budgets, bylaws amendments, etc.). In such circumstances, a separate, neutral meeting chair<sup>2</sup> allows the trustees, including the board president, to forthrightly advocate on behalf of the proposals that the board is recommending. In addition, congregational meetings can sometimes involve topics that the board has intimate knowledge of, and a neutral chair may be more even handed in their facilitation of the meeting. Lastly, for some congregational meetings involving sensitive topics, the board may want to appoint a neutral person to preside at the meeting.

## Calling or dismissing a minister

### *Background*

Our bylaws govern our legal relationship with called ministers—how we call them, and how we dismiss called ministers. Until last church year, our bylaws contained few specifics about how a call or dismissal occurs, and what the bylaws did contain was out of step with UUA guidance and other churches. Rev. David Pyle in his [2017 analysis](#) of our bylaws identified this as a “major problem.”

Last year, the congregation approved the board's recommendation to amend the bylaws to change how ministers are called. Now, in order to call a minister, the congregation must vote by an 80 percent supermajority at a special congregational meeting where at least 25 percent of the church's voting members are present (Article X, Section 1 of the current bylaws).

At that time, the board was not yet ready to recommend a change to the bylaws provision on dismissing a minister. Currently, the bylaws say that “the connection between the senior minister and church may be dissolved by the giving of three months' notice by either party.” This language does not say *who* in the church has the authority to dissolve this connection by giving notice, nor does it say *how* a decision to give such a notice may be reached.

Additionally, while it's presumably the congregation that can dismiss a called minister, currently only a 10 percent quorum of the congregation is required to attend a congregational meeting where a dismissal could be voted on. That is very low for such an important decision. With our current membership numbers, 77 members would constitute a quorum, and only 39 would need to vote in favor of dismissal for a called minister to be dismissed.

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<sup>2</sup> Elsewhere in this report, we are recommending that the church use the Democratic Rules of Order for future congregational meetings. According to those rules: “In large meetings, the chair must be—and must be seen to be—absolutely impartial. The chair must refrain from expressing personal opinions in words or gestures and should not participate in discussion except to guide it in an orderly fashion. . . . If the chair needs to participate actively in a discussion, arrangements should be made for another member to fill this position until the motion has been voted on.”



Separately, our bylaws contain no direction for how a search might happen, and there is no legal requirement for the board to utilize a search committee. Last year, as the board assembled a search committee, one of the board's tasks was to consult our bylaws to find out the requirements that might apply to that kind of committee. Some trustees were surprised that the bylaws, unlike those at other churches, contained no guidance.

To reach our recommendations, we reviewed UUA guidance and the practice of other churches, specifically a few local churches and the other churches that are among the ten largest congregations. Of those other churches:

- **Who can dismiss:** With one exception, every church empowered only the congregation to dismiss called ministers. That one exception (UU Arlington) allowed the church and a minister to enter into an employment agreement that would provide additional mechanisms, beyond a congregational vote, for dismissal.
- **Quorum requirement:** Six require that meetings to call or dismiss a minister have a larger than normal quorum requirement (with some churches requiring a quorum of 40% of the voting membership to attend), and the other six do not require a larger than normal quorum. Of that second group, however, some have baseline quorum requirements that are higher than All Souls' 10 percent quorum requirement.
- **Vote requirement:** Ten allow a removal with a simple majority vote, and two require a super-majority vote to remove.

### *Recommendation*

Regarding dismissal of a minister, the Bylaws Review Team recommends:

- **Who can dismiss:** Only the congregation should be able to dismiss a called minister, since only the congregation can call a minister.
- **Quorum requirement:** A vote to dismiss should only occur at a special meeting that has the same heightened quorum requirement as a special meeting to call a minister (25 percent). The standard 10 percent quorum for congregational meetings is too low for a decision of this magnitude.
- **Vote requirement:** A simple majority vote should be sufficient to dismiss. Although a super-majority of 80 percent is required to call a minister (and the UUA recommends that ministers not accept a call if the vote is less than 90 percent), if a majority of the congregation wishes to dismiss a called minister, the minister should not remain at All Souls.

See draft recommended bylaws, Article V, Section 3.

Regarding a search for a called minister, we recommend the bylaws provide that the board will follow UUA guidance in assembling a search committee. See draft recommended bylaws, Article III, subsection 2(b).

Lastly, the draft adds a process, recommended by the UUA, for the granting of the title *minister emeritus* for long and meritorious service to the church. See draft recommended bylaws, Article XI, section 3.

### *Considered but not recommended*

Some congregations' bylaws include detailed procedures for assembling a search committee. This level of detail does not seem necessary to include in the bylaws, as long as the bylaws specify that only the congregation may call ministers and the board is instructed to follow UUA guidance in convening a search committee.

On the matter of the number of called ministers, we are aware that the Ministerial Search Committee may recommend the call of a co-ministry team, rather than a single senior minister. Rather than attempt to encompass all possible structures in the bylaws, the review team recommends deferring most changes to accommodate a different ministry structure until the Ministerial Search Committee has completed its work.

## Leadership Development and Nominating Committee

### *Background*

In January 2022, the Leadership Development and Nominating Committee (LDNC) submitted a [set of recommendations](#) for bylaws amendments to the Board of Trustees.

At the time, the Board of Trustees decided to take action on reducing the number of members of the LDNC and several other recommendations, but to defer action on some other requests to a broader by-laws review during the 2022-2023 church year.

### *Recommendation*

With respect to the operations of the LDNC, we recommend amending the current bylaws in the following ways:

- Remove Leadership Development from the charge and title of the LDNC.
- Direct the Nominating Committee to nominate candidates for service on that committee, in addition to its current duties nominating candidates for trustee and officer positions.

We agree that the duty of the LDNC as described in Article XIII, subsection 3(c) of the current bylaws to provide leadership development training, workshops, and individual outreach is unrealistic for a single lay committee that lacks staff support. We believe leadership development should be the responsibility of both church staff and a variety of church programs and should be coordinated and managed by staff.

The Nominating Committee is best equipped to nominate candidates for service on that committee, just as it does for candidates for trustee and officer positions. The Church Council has not been an effective or reliable vehicle for nominating candidates for the Nominating Committee.

See draft recommended bylaws, Article VI.

## Elections

### *Background*

In its 2022 [report](#), the Leadership Development and Nominating Committee recommended removing the option of floor nominations for elected positions while retaining and refining the

petition process for nominating candidates. In the floor nomination process, a church member can nominate a candidate for any elected position during the annual meeting. If the nomination is seconded by three other members, the nomination is valid. In the petition nomination process, a petition signed by 20 church members is submitted to the secretary nominating a particular member for election to a leadership position. Both of these processes are in addition to the LDNC's nominating process.

The LDNC also recommended allowing trustees to serve two consecutive three-year terms, and recommended converting the assistant treasurer position to a board-appointed, rather than congregationally-elected, position.

### *Recommendation*

We recommend eliminating nominations from the floor of an annual meeting for trustee, officer, and Nominating Committee positions. The option of floor nominations for trustee and officer positions at annual meetings does not allow sufficient vetting of candidates and consideration by church members. If a position is vacant, the congregation does not need to rush to fill it at the annual meeting, without sufficient vetting; the bylaws allow positions to be filled by the board (for trustees and officers) or the Nominating Committee (for Nominating Committee members) on an interim basis.

We recommend maintaining the process for nomination by petition with additional clarity on the deadline and notice requirements of a nomination by petition. The draft recommended bylaws provide two weeks after the Nominating Committee's nomination report is submitted for church members to submit nominating petitions. The draft also requires all nominations to be included in the meeting notice that is sent to church members two weeks before the annual meeting. See draft recommended bylaws, Article VII, section 2.

In addition, the draft consolidates and standardizes provisions related to the election of, terms of, and term limits of all elected positions within the "Nominations and Elections" article. See draft recommended bylaws, Article VII, section 5, 6, and 7.

### *Considered but not recommended*

The LDNC recommended allowing trustees to serve two consecutive three-year terms, rather than the currently allowed single three-year term. We believe that a limit of single terms facilitates the integration of new people, ideas, and perspectives into the board on an ongoing basis. Further, some current trustees believe that six consecutive years of board service is a high burden and are grateful that they cannot be cajoled into an immediate second term after their current one concludes.

## Officers

### *Background*

The DC Nonprofit Corporation Act requires nonprofit organizations like All Souls to designate at least a president and treasurer as officers of the organization. It also requires the designation of an officer who is responsible for preparing or supervising the preparation of the minutes of the

meetings of the board and of the members. The law also allows the naming of additional officers with duties specified in the organization's bylaws.

### *Recommendation*

We recommend the bylaws designate the president, secretary, and treasurer as officers to meet the requirements of DC law. In addition, we recommend designating the vice president, the assistant treasurer, and the membership secretary as officers with duties as described in the bylaws. See draft recommended bylaws, Article IX, section 1.

We recommend removing the position of moderator from the list of officers. More information regarding recommendations with regards to the moderator can be found in the [“Moderator” section of this report](#).

We also recommend removing references to the assistant secretary in the bylaws. Previously, at the recommendation of the Leadership Development and Nominating Committee, the congregation voted to make the assistant secretary an appointed position (named by the board) rather than an elected position. Because the board may appoint teams or committees to assist it in any of its responsibilities, including record-keeping, we believe that a specific bylaws reference to an appointed assistant secretary is unnecessary. If the board finds itself in need of assistance in minute-taking or record-keeping, we believe it is able to appoint a person to that role without specific authorization in the bylaws.

### *Considered but not recommended*

Last year, the LDNC recommended that the position of assistant treasurer become a board-appointed, rather than congregationally-elected, office. Following that recommendation and a board discussion of it, the board recommended the congregation amend the bylaws to clarify the duties of the position of the assistant treasurer, and the congregation adopted those changes. On the advice of church members familiar with the position, we are not recommending any further changes.

## Removal of trustee or officer

### *Background*

The current bylaws include notice requirements and a partial timeline for a process for removing a trustee or officer.

### *Recommendation*

We recommend reorganizing the provision regarding removal of a trustee or officer and providing a clear timeline for suspension and removal. No substantive changes are recommended, other than a timeline that is consistent with the original provision. See draft recommended bylaws, Article X, section 3.

## Executive Team and church staff

### *Background*

Since the establishment of an Executive Team (ET) made of a co-equal partnership of the senior minister and the executive director, the roles and responsibilities within the Executive Team have continued to evolve. At the time of this report, the ET is consulting with Rev. David Pyle of the UUA on ways to clarify and improve the functioning of the ET.

On a separate point, the existing bylaws establish the position of “senior minister”, but do not describe the role.

### *Recommendation*

We recommend adding a brief description of the role of senior minister based on UUA guidance, with slight modifications. See draft recommended bylaws, Article XI, section 2.

The most significant recommended change to this portion of the bylaws is the option of relocating the Church Council under the authority of the Executive Team. See the “Church Council” section of this report.

### *Considered but not recommended*

We do not recommend additional changes to the description of the ET in the bylaws until the completion of Rev. Pyle’s review, expected later in 2023.

## Church Council

### *Background*

We engaged in deep discussion with congregants, the board, and staff about the Church Council. As background on the council, we recommend reading a [briefing paper](#) we prepared on the council this fall. In short, the council has an unclear mission and fluid membership, and, despite the great efforts of a few dedicated congregants, the council is not functioning well.

In gathering feedback on the council, we identified some strengths of the council, a number of weaknesses of its current form, and a significant question as to whether the bylaws themselves should create a council. We would particularly appreciate congregant feedback on the options below.

### *Feedback Received*

In our discussions with congregants and staff about the council, some of the themes we heard were:

- The council as currently composed does not work.
  - One long-time member, who supports having a council, noted that All Souls in the past decade or two has seen “moderators struggle to find meaning and purpose for the Church Council and to make it relevant and useful.”
  - We didn’t receive any feedback from people who thought the council as-is was working well. While some people identified the pandemic and hybrid church as a cause, most saw root causes that extended further back.

- A mixture of opinion on whether to retain or remove the council.
  - One person who supported sunseting the council said that the church should only do so after carefully considering how to engage the “community of communities” aspect of All Souls. As is, the council is a structure that tries to pull these communities together. Who will do that, and how will it happen without a council?
  - There was not a strong majority either in favor of or opposed to the council.
- Expecting a lone congregant (the moderator) to convene the council in a church as large as All Souls is not a reasonable expectation.
- The council should not duplicate the work of the staff.
  - For instance, there was general agreement that it is the job of the staff, not the council, to “share information” about ongoing programs with the congregation.
  - While the council could be a way to network with other lay leaders and learn about their work, the council should not hold the responsibility for informing the congregation about the ongoing programmatic work of the church.
  - At the same time, while the staff should have the responsibility of putting together communications like the electronic Weekly Bulletin, information sharing is often more effective when done by networking within communities. For *Funding Our Future*, for instance, we heard that the most effective outreaches were those within communities, not through whole-church emails.
- The council brings together lay leaders from various communities of the church.
  - In the past, this has allowed people to learn about and coordinate ongoing work, and to feel the excitement that comes from being in a room of other people leading communities.
  - For instance, one long-time church member noted that they appreciated the “challenges with a church the size of All Souls” using a council, but found they had “a deep affinity for a forum of lay leaders who meet regularly to share, learn, debate priorities outside of the annual meeting, and celebrate.”
  - Some noted that while the council could be described as “inefficient,” it played an important role of putting lay leaders together in a room, which allowed people to learn who else was involved in the church, and in what. The council has played a distinct role in this way.
- The council could continue to have a role in developing lay leaders, and this need is particularly pressing in light of our recommendation that the Leadership Development & Nominating Committee no longer hold the responsibility for lay leader development.
  - One very involved member of 30+ years noted that “the Church Council could be the best, most efficient and effective container/space to consistently offer at least some kinds of leadership education, skill development, collective updates/orientations, strategic planning, etc. for church leaders. Given limited staff and limited staff time, we cannot have the impact we need and want to have with various staff doing only one-off conversations, coaching, and orientation with individual committee leaders.”
  - With the likely shift of leadership development activities out of the Leadership Development & Nominating Committee, some wondered if the council could

serve as a forum for the staff to guide the development of the lay leadership of the church.

- For the council to be effective, it must have the support and collaboration of the staff, and a lack of collaboration hindered the council in recent years.
- The council represents All Souls' long history of joint lay-clergy leadership.
- For the council to have a role in providing "advice" to the Board and Executive Team, it must be clear who asks for advice, and how, and on what. Currently, it is not clear.

The council is unique among churches our size. We reviewed the bylaws for twelve other churches—the other large UUA congregations and a few others in our area<sup>3</sup>. None have a similar council in their bylaws. While it is useful to look at what other churches do, All Souls has, at times, usefully served as an outlier in our governance choices. When we adopted the 8<sup>th</sup> Principle, for instance, only one other church had done so, and now hundreds have. Several people identified the council as being reflective of the "community of communities" concept that many at All Souls use to describe our church.

### *Options for a Recommendation*

Before finalizing a recommendation, we would like congregant feedback on two options: (1) remove the council from the bylaws or (2) make the council a gathering of the community of communities with a more specific role.

**Option (1):** remove the council from the bylaws. This option removes a part of the church's structure that has not been functioning well, and it mimics the practice of other large UU churches.

However, this option would result in some roles of the council that people identified as important (especially connecting and developing lay leaders) being left without assignment to other portions of the church's governance structure.

Removal of the council from the bylaws does not mean that a group like the council could not exist—by far the majority of our communities are not created by the bylaws. Rev. Sinkford has recommended we consider whether the bylaws are the best vehicle for encouraging our communities to gather, or whether that gathering is something that should happen more organically, outside of bylaw requirements. Rev. Sinkford has identified that some of our communities are often free-floating, and somewhat resistant to larger structures. That may impact the effectiveness of a council system.

**Option (2):** reimagine the council. All Souls is a community of communities. That is, while we are all members of the larger church community, we are also members of multiple, overlapping communities that retain their own identities (identity groups, social justice teams, choirs, committees, etc.). The strengths congregants identified of the current council related to gathering and connecting leaders of those communities, and a reimagined council attempts to play to these strengths.

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<sup>3</sup> We reviewed the bylaws of the ten largest UUA congregations, according to this list, other than the Church of the Larger Fellowship: [https://www.uua.org/files/documents/congservices/largecongs/largest\\_congs.pdf](https://www.uua.org/files/documents/congservices/largecongs/largest_congs.pdf). (The Church of the Larger Fellowship is a remote-only church that operates differently than other UUA congregations.) We also reviewed the bylaws of the Unitarian churches at Cedar Lane, Fairfax, and Arlington.

In a reimagined council, the Executive Team would convene the council and set the agenda for its meetings, and the council could elect a lay co-chair. The purpose of these meetings would be to support and develop lay leaders, to help the Executive Team create its annual plan for pursuing Church Goals<sup>4</sup> and support the programs and administration of the church.

How might this work in practice? At the start of the church year, the Executive Team might ask community leaders to gather and provide feedback on a question such as: “What can we do this year to deepen our spiritual lives through creative expression and learning, which is one of our Church Goals?” Or, in the past, the council has been asked to provide advice on stewardship efforts. With a reimagined council, the Executive Team could convene a meeting of the leaders of affinity groups to ask for reflection on what stewardship practices are effective within their communities.

See possible language for a reimagined council in the draft recommended bylaws, Article XI, section 5.

### *Considered but not recommended*

We considered, but do not recommend, two additional options: (1) retaining the council without change, or (2) retaining a re-imagined council as an independent body that is not within the authority of either the Board of Trustees or Executive Team.

The council, as currently conceived, is not functioning. There is general agreement that one of the reasons it does not work well is that the bylaws are vague and ambiguous. Maintaining the current bylaws would represent a decision to keep a theoretical-but-defunct governing body within the church structure.

If we have a council, its most sensible function is supporting the programmatic and administrative work of the church. Since that work is the Executive Team’s responsibility to coordinate (in a spirit of shared ministry), the council should function as a mechanism for the Executive Team to accomplish that work, rather than the current state of affairs, which has the council exercising independent but nebulous authority.

## Committees

### *Background*

UUA guidance recommends only including in bylaws those committees that the congregation is involved in the formation of--usually, the Nominating Committee and a ministerial search committee for a called minister.

### *Recommendation*

We recommend removing language prescribing the form and leadership of implementing committees and church activities, which are best addressed through implementing policies developed by the Executive Team.

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<sup>4</sup> Under a governance reform from the past few years, the Board removed the requirement that the Executive Team put together a five-year strategic plan. Instead, the Executive Team must annually collaborate with communities of the church to prepare by the September Board meeting “an annual plan of priorities and strategies, which incorporates voices from across the Church, to pursue the Church Goals.”



Our recommendations regarding the Nominating Committee are contained in the [“Leadership Development and Nominating Committee” section of this report.](#)

We recommend including the process for convening a ministerial search committee in the responsibilities of the Board of Trustees listed in Article III, subsection 2(b) of the draft.

## Fiscal provisions

### *Background*

The current bylaws provide only one circumstance in which the budget, as approved by the congregation, may be adjusted during the fiscal year. Article XIV requires the Board of Trustees to adjust the budget to “conform as nearly as possible to the funds actually received.”

### *Recommendation*

The draft recommended bylaws add language allowing the board to adjust the budget for other reasons if requested by the Executive Team. For an organization as complex as All Souls, particularly during times of tight budgets, flexibility to adjust expenditure categories between annual meetings is necessary. The new provision requires the congregation to be notified of any budget adjustment during the fiscal year. See draft recommended bylaws, Article XII, section 3.

## Parliamentary authority

### *Background*

The current bylaws specify that Robert’s Rules of Order should be used in proceedings of the church except where the bylaws provide an alternative rule.

Robert’s Rules of Order are extensive and complex. An alternative rulebook, the Democratic Rules of Order, has been published since 1994. The Democratic Rules are specifically crafted to be simple, understandable, and intended for use by small organizations governed by volunteers rather than parliamentary experts. The All Souls Board of Trustees has used the Democratic Rules of Order for its meetings since August 2020.

### *Recommendation*

We recommend the congregation move to using the Democratic Rules of Order as its parliamentary rulebook. These rules are simpler, easier to understand, and more appropriate to a small organization like All Souls. See draft recommended bylaws, Article XV.

## Conclusion

Our bylaws represent our values, and reviewing the bylaws has rewarded the Bylaws Review Team by giving us an opportunity to be in dialogue with the congregation about important values—especially what it means to be a member of this church. As we move forward with this review, our primary questions for the congregation are:

1. What recommendation regarding the Church Council—sunsetting it or restructuring it—do you think is right for the church? In thinking about this, we hope you will think about the

history of the Church Council, the input from congregants, and whether it is a structure that would flourish in our current church.

2. Does our recommendation on the definition of “member” feel right to you? If the church adopts this definition of member, the number of our members on paper will likely drop by a couple hundred, since we currently maintain ~250 “non-voting” members on our membership rolls. This is honest medicine, but also potentially bitter medicine for a church that has often talked of its large size. If we move forward with this new definition, how can we mitigate the consequences of the new membership definition?
3. What are your reactions to the other changes?

After gathering feedback from the congregation on this draft, we will revise our recommendations and bring them to the board in March for discussion. We will make any final adjustments requested by the board, and then ask the board to approve a final set of recommendations at the board meeting in April. Finally, at the annual meeting in June, the congregation will vote on whether to approve, amend, or reject the board’s recommended bylaws.

## Appendix: Article Cross-Reference Table

In revising the bylaws to improve clarity, we have rearranged several articles. This table provides a general reference for locating provisions and material in the draft recommended version of the bylaws, based on its location in the current bylaws.

<b>Topic</b>	<b>Current Location</b>	<b>New Location</b>
Name of the Church	Article I	Article I
Purpose	Article II	Article II
Denominational Affiliation	Article III	Article III
Church membership	Article IV	Article IV
Qualification of Voters	Article V	Article IV
Church Meetings	Article VI	Article V
Board of Trustees	Article VII	Article III, Article VII, Article VIII
Officers of the Church	Article VIII	Article V, Article VII
Vacancy and Removal of Trustees and Officers	Article IX	Article X
The Church Staff and Executive Team	Article X	Article III, Article XI
Committees	Article XI	Article XI
Church Organizations and Activities	Article XII	Article XI
Nominations and Elections	Article XIII	Article VI, Article VII
Fiscal Provisions	Article XIV	Article XII

<b>Topic</b>	<b>Current Location</b>	<b>New Location</b>
Ministerial Sponsorship and Ordination	Article XV	Article XIII
Dissolution	Article XVI	Article XVII
Parliamentary Authority	Article XVII	Article XV
Indemnification	Article XVIII	Article XIV
Amendments	Article XIX	Article XVI