

PROPOSED BYLAWS OF
ALL SOULS CHURCH, UNITARIAN
(AS RECOMMENDED BY THE BOARD OF TRUSTEES)

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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. Purpose. 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 is complemented by specific goals adopted periodically by the congregation, on recommendation of the Board of Trustees.

Section 2. Principles. 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 4. Anti-racism. The church explicitly commits to eliminating racism and promoting genuine multicultural integration and collaboration in its membership, its organization, and its activities.

ARTICLE III - Organization

Section 1. Comprehensive church powers. The church has such powers as may be necessary for the conduct of its affairs and as may be provided for under these bylaws and the laws of the District of Columbia. The church is congregational in tradition and polity.

Section 2. Authority.

- (a) **Congregational authority.** The ultimate authority for all matters pertaining to the work of the church rests with the congregation. The congregation functions as a legally constituted body at its annual and special meetings.

The congregation--

- (i) establishes Church Goals to guide the work of the church;
 - (ii) calls ministers and may dismiss a called minister;
 - (iii) elects trustees, the assistant treasurer, the membership secretary, and members of the Nominating Committee;
 - (iv) approves the budget for each fiscal year of the church; and
 - (v) makes any necessary amendments to these bylaws.
- (b) **Board of Trustees' authority.** The Board of Trustees acts on behalf of the congregation. The board may establish such committees as it deems necessary to assist it in its work. Committees established by the board may comprise board members, church members, or both.

The board--

- (i) proposes Church Goals for ratification by the congregation and monitors progress towards adopted goals;
 - (ii) establishes governing policies to delegate the administration of the church to the Executive Team, subject to limitations described in the governing policies, and monitors compliance with those policies;
 - (iii) recommends a budget to the congregation for each fiscal year based on the proposed budget prepared by the Executive Team and monitors the financial health of the church;
 - (iv) selects the members of a called ministerial search committee in accordance with current Unitarian Universalist Association guidance; and,
 - (v) recommends any necessary amendments to these bylaws for consideration by the congregation.
- (c) **Executive Team's authority.** The Executive Team is responsible for the day-to-day operation and administration of the church. Much of that substantive work is accomplished through church activities, committees, groups, and other communities.

The Executive Team, within the limits set by the board's governing policies--

- (i) works collaboratively with the communities of All Souls to advance the church's mission and Church Goals;
- (ii) establishes administrative policies in accordance with the governing policies established by the board;
- (ii) coordinates and supervises the functions of all staff of the church; and,
- (iii) prepares a proposed budget for each fiscal year.

Section 3. Church communities. The church is a community of communities, including committees, teams, affinity groups, and other lay- and staff-led groups. Working in a spirit of shared ministry with the congregation and staff, the Executive Team fosters these communities by establishing and aiding them, coordinating their work, sharing information among them, and developing and supporting lay leadership for them. Church communities shall operate in accordance with church policy.

Section 4. Denominational affiliation. The church is a member of the Unitarian Universalist Association and the appropriate local and regional affiliates. The church acknowledges its responsibilities of fellowship in these entities.

ARTICLE IV - Church Membership

Section 1. Qualifications of members. Any person who meets the following qualifications is a member of the church:

- (a) is at least sixteen years of age or has completed the youth membership program offered by the church;
- (b) has participated in new member orientation, including discussion of the Church Goals and All Souls' mission;
- (c) has signed the church membership roll;
- (d) is abiding by the church's covenants; and,
- (e) has made a financial contribution of record to the church in the previous fifteen months.

No doctrinal test shall be required.

The board may establish by policy a process for waiving requirements of membership, such as to accommodate financial hardship or to grant an honorary emeritus status. Any person granted such a waiver who fulfills all other qualifications of membership is a member of the church.

Section 2. Expectations of Members. The church is a covenantal community supported by its members and guests. Members are expected to enter into and abide by the church's covenants and to use their time, talent, and treasure to pursue the Church Goals. In making financial contributions, members are expected to contribute an amount constituting their fair share of the church's needs, in light of their own financial resources and the fact that the past generosity of members has grown and stewarded the church that members enjoy today.

Members shall ensure that the church's records reflect their current mailing address, email address, and phone number.

Section 3. Resignation or withdrawal of membership. A member may resign membership in the church at any time by providing written notice to the membership secretary.

A member who no longer meets the qualification described in subsection 1(e) is considered to have withdrawn from membership, but may have their membership reinstated in accordance with section 5. The membership secretary, working with appropriate staff, shall, at least annually, inform members who have withdrawn in the past year how they may have their membership reinstated.

Section 4. Suspension or removal from membership. The board may suspend or remove a person from membership in the church. In determining whether cause exists to suspend or remove a member, the board will be guided by the church's covenants and policies.

- (a) **Suspension.** Suspension of a member requires a two-thirds supermajority vote of the board. The suspension of membership and all of its privileges is effective immediately. The board shall transmit written notice to the person that their membership has been suspended. The notice shall include the reasons that their membership has been suspended.
- (b) **Removal.** If the board intends to consider removal of a person from membership in the church, the board shall direct the membership secretary to provide written notice to the member of their potential removal from membership. The notice shall--
 - (i) advise the member that the board may consider removing them from membership in the church;
 - (ii) state the reasons, as described by the board, for the potential removal;
 - (iii) advise the member that the board's vote on their membership will occur no sooner than 21 days and no later than 90 days after the date of the notice;
 - (iv) direct the member, if they wish to remain a member, to contact the president of the board in writing within 14 calendar days of receiving the notice to arrange to meet with the board to discuss the member's removal.

The board may schedule a vote on the member's removal at any time that is at least 21 days and no more than 90 days after the notice was delivered to the member. Removal of a member requires a two-thirds supermajority vote of the board.

After a vote on removal of a member, the board will direct the membership secretary to provide written notice of the final decision to the person.

Any person removed under this section is prohibited from becoming a member of the church again, except with express written permission of the board.

- (c) **End of suspension.** The board may end the suspension of a member at any time with a two-thirds supermajority vote of the board. If the board has not begun removal proceedings within 60 days of suspending a member, or has not completed removal proceedings within 90 days of suspending a member, the suspension expires and the member is restored to full membership. The end or expiration of a suspension does not preclude future suspension or removal by the board.

Section 5. Reinstatement. A member who resigned or was determined to have withdrawn from membership pursuant to section 3 may request reinstatement as a member of the church. Upon request of the former member, and upon reaffirmation of the person's qualification for membership under section 1, the membership secretary shall restore the person's status as a member of the church. A person who was removed from membership pursuant to section 4 may only be restored to membership in accordance with that section.

ARTICLE V - Congregational Meetings

Section 1. Annual meeting. The congregation shall meet no more than 45 days and no less than 21 days before the start of each fiscal year. The board shall determine the date and agenda of the annual meeting. Notice of the meeting shall be provided in accordance with section 9.

At the annual meeting--

- (a) elections shall be held for all positions that will be vacant at the start of the next fiscal year;
- (b) an annual budget for the following fiscal year shall be approved; and
- (c) any other business may be transacted.

Section 2. Special meeting. A special meeting shall be held at any time determined to be necessary by the board or at the request of at least one-tenth of the members. A request by members for a special meeting shall be made in writing to the board.

Written notice of the meeting and its agenda shall be made in accordance with section 9. If the board calls a special meeting, the board determines the agenda of the meeting. If a special meeting is requested by church members, the agenda may only include topics that were included in the written request to the board. No business may be transacted at a special meeting other than that which is included on the agenda sent to members.

Section 3. Special meeting to call or dismiss a minister. The board may schedule a special meeting to call a minister. Notice of the meeting shall be made in accordance with section 9. The vote to call a minister shall be conducted by secret ballot. The quorum for a vote for a ministerial call is 25 percent of members, and a call must be approved by at least 80 percent of members who vote.

A called minister may only be dismissed by a vote of the congregation at a special meeting called in accordance with section 2, except that a special meeting to dismiss a minister that is requested by written notice to the board must be signed by at least 20 percent of members. The vote to dismiss a minister shall be conducted by secret ballot. The quorum for a vote to dismiss a minister is 25 percent of members.

Section 4. Meeting chair and secretary. The board shall select a church member to serve as chair for each congregational meeting. The chair presides over the meeting, ensuring that the proceedings are conducted fairly and in accordance with these bylaws, giving reasonable opportunity for all members to express their opinions. At the request of the board, the chair may assist the board in the preparation of the agenda, notices, and materials for the meeting. The name of the chair shall be included in the notice of the meeting.

The secretary takes the minutes of each congregational meeting and shall make them available to the congregation.

Section 5. List of members. The membership secretary, working with appropriate staff, shall prepare a list of members as of two weeks prior to the date of each congregational meeting. The list shall be available for inspection by any member of the church upon request.

Section 6. Quorum and voting methods. Except as provided in section 3, at any meeting of the congregation, 10 percent of the members constitutes a quorum for the transaction of business. Except as provided in section 3, and in Article VII, section 4, votes may be cast by voice or by ballot. The board may establish procedures for members to vote by absentee ballot or by proxy.

Section 7. Electronic meetings. 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.

Section 8. Accommodations and assistance. The board, working with the meeting chair and appropriate staff, shall strive to maximize participation in congregational meetings by providing accommodations for individuals with disabilities, child care, or other assistance to facilitate full participation by members.

Section 9. Notice of meetings. The board, working with the meeting chair and appropriate staff, shall send a notice of any meeting and its agenda to all members of the church by either first-class mail or electronic communication no later than two weeks before the meeting. The agenda shall include any nominating reports or petitions, any proposed bylaws amendments, and the annual budget as prepared by the Executive Team and recommended by the board.

The board shall announce the date of an annual meeting as soon as it is scheduled, but no later than three months before the meeting date, in order to give the Nominating Committee and church members adequate time to file reports and petitions for inclusion on the agenda.

ARTICLE VI - Nominating Committee

Section 1. Purpose. The Nominating Committee searches for and nominates candidates for election by the congregation to the elected positions described in Article VII, section 1. The Nominating Committee is accountable only to the congregation, although it is encouraged to confer with the Board of Trustees and the Executive Team.

Section 2. Composition. The Nominating Committee is composed of seven members of the church, elected at the annual meeting. In the case of a vacancy on the committee between annual meetings, the committee may appoint an interim member. An interim member holds office until the end of the current

fiscal year. At the end of the current fiscal year, the term of any interim committee member ends and the position becomes vacant. There are no *ex officio* members of the Nominating Committee.

The Nominating Committee shall select its own chair from among its members at the beginning of each fiscal year.

Section 3. Nomination Process. The Nominating Committee shall nominate one or more candidates for election to each elected position expected to be vacant at the beginning of the next fiscal year. The Nominating Committee shall determine how many candidates to nominate for each position.

In deciding how many candidates to nominate for each position, as well as whether to nominate a particular candidate for a position, the committee shall vote, by voice or ballot, with a quorum of at least two-thirds of the members of the committee voting.

The committee shall strive to present a slate of candidates that reflects the diversity and pluralism to which the church aspires.

ARTICLE VII - Nominations and Elections

Section 1. Elected positions. The leaders elected at the annual meeting are the trustees, assistant treasurer, membership secretary, and members of the Nominating Committee.

Section 2. Nomination of candidates. The Nominating Committee shall submit a report to the board no later than six weeks before each annual meeting transmitting the committee's nominations for each elected position. The report shall contain sufficient information regarding nominees for members to make informed decisions during the annual meeting.

Nominations to any elected position may also be made by a petition signed by at least 20 members and filed with the board no later than four weeks before the annual meeting.

Section 3. Notice of nominations to the congregation. Upon receiving a nominating report from the Nominating Committee or a nominating petition from church members, the board shall cause them to be posted conspicuously in the church and on the church website. Nominating reports and petitions shall also be included in the meeting notice sent pursuant to Article V, section 9.

Section 4. Election process. All elections shall be conducted by ballot, unless there is only one nominee for a position, in which case that election may be conducted by voice vote. The quorum and vote requirements for elected offices are established by Article V, section 6. The newly elected leaders take office at the beginning of the next fiscal year.

Section 5. Election of the board. At each annual meeting, the congregation shall elect from its members--

- (a) three trustees as described in section 1(a) of Article VIII, for terms of three years each, or two such trustees if either the treasurer or secretary will finish their term as of the date of the end of the current fiscal year;
- (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 end of the current fiscal year;

- (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 end of the current fiscal year; and,
- (d) any additional trustees, if such positions are expected to be vacant as of the date of the beginning of the next fiscal year.

No trustee is eligible for re-election to any board position for a period of one year after the expiration of their term of office, except that a trustee elected or appointed for a term of one year or less is eligible, upon the expiration of that term, for election or reelection to a term not exceeding three years.

Section 6. Election of the assistant treasurer and membership secretary. At each annual meeting the congregation shall elect from its members:

- (a) an assistant treasurer, as described in subsection 2(c) of Article IX, for a term of one year; and,
- (b) a membership secretary, as described in subsection 2(d) of Article IX, for a term of one year.

An assistant treasurer or membership secretary may be elected for up to three consecutive one-year terms in the same office. An assistant treasurer or membership secretary who is appointed for a term of less than one year is eligible, upon expiration of that term, for election or reelection to three full terms in the same office.

Section 7. Election of the Nominating Committee. At each annual meeting, the congregation shall elect from its members:

- (a) three members of the Nominating Committee to terms of two years each, if three committee members will finish their terms at the end of the fiscal year; or,
- (b) four members of the Nominating Committee to terms of two years each, if four committee members will finish their terms at the end of the fiscal year.

The congregation shall also elect any additional Nominating Committee members if such positions are expected to be vacant as of the date of the beginning of the next fiscal year.

Committee members may be elected for up to two consecutive two-year terms. No committee member is eligible for election to a third consecutive term, except that a committee member elected or appointed for a term of one year or less is eligible, upon expiration of that term, for election or reelection to two full terms.

ARTICLE VIII - Board of Trustees

Section 1. Composition of the board. The board consists of nine trustees, as follows:

- (a) seven trustees with the responsibility to carry out the responsibilities of the board as described in Article III, subsection 2(b);
- (b) one trustee, the secretary, who is additionally responsible for keeping the minutes of the board and preserving an account of any board activities that may be of interest in the history of the church, keeping the minutes of congregational meetings, recording and ensuring the accessibility of all church policies, convening the first meeting of the newly elected board, and presiding over the board's election of president and vice president; and,

- (c) one trustee, the treasurer, who is additionally responsible for monitoring the funds of the church, ensuring the safekeeping of the books and records of all financial transactions, and performing other duties customary to the office.

The senior minister and the executive director, if one has been hired by the board, are non-voting, *ex officio* members of the board.

Section 2. Governance of the board. The board shall elect a president and one or more vice presidents 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 presides at all meetings of the board, represents the church on appropriate occasions, and is an *ex officio* member, without a vote, of all board-appointed committees of the church. The vice president acts in the place of the president during the latter's absence and performs such other duties as the president delegates.

Section 3. Meetings. The board shall meet regularly to vote on matters related to the business of the church. The assistant treasurer and membership secretary shall be notified of and have the right to participate in all business meetings of the board, but do not have the right to vote. Business meetings shall be open to members and minutes of each meeting shall be made available to members by the secretary.

The board may also hold executive sessions and may restrict the attendees at those meetings to trustees and any advisors or other persons that the board determines are appropriate.

ARTICLE IX - Officers of the Church

Section 1. Positions. The officers of the church are:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Assistant Treasurer
- (f) Membership Secretary

The president and one or more vice presidents are elected by the board from among the trustees described in Article VIII, subsection (1)(a). The treasurer and secretary are elected by the congregation to the positions described in Article VIII, subsection (1)(b) and Article VIII, subsection (1)(c), respectively. The assistant treasurer and membership secretary are elected by the congregation.

Section 2. Duties and terms.

- (a) The duties of the president and vice president are as described in Article VIII, section 2.
- (b) The duties of the treasurer and the secretary are as described in Article VIII, subsection 1(b) and 1(c), respectively.
- (c) The assistant treasurer manages the counting and safekeeping of plate collections, monitors the security of valuables in the church's possession, works to ensure the integrity and proper retention of financial church records, and assists the treasurer in the performance of the duties of that office. The assistant treasurer is elected to a one-year term and may be elected to up to three consecutive terms.

- (d) The membership secretary, working with appropriate staff, maintains the official roll of the membership of the church; determines church membership status as described in Article IV; and, in shared ministry with the Executive Team and church staff, welcomes and connects new members with the ministries of the church. The membership secretary is elected to a one-year term and may be elected to up to three consecutive terms.

Section 3. Suspension or removal. Officers who are failing to uphold their duties under these bylaws and other governing documents may be suspended or removed from office in accordance with Article X, section 3.

ARTICLE X - Vacancy and Removal of Trustees and Officers

Section 1. Non-attendance of trustees. If any trustee is absent from three consecutive regular business meetings for reasons that a majority of the board considers unjustified, or a trustee ceases to be a member of the church, the office of that trustee shall be declared vacant on a vote of a majority of trustees currently serving and shall be filled by another person in accordance with section 5.

Section 2. Resignation of trustees and officers. 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 a date is provided in the written notification. The position shall be considered vacant upon the effective date and filled in accordance with section 5.

Section 3. Suspension and removal of trustees and officers.

- (a) **Suspension and removal by the board.**—The board may suspend or remove a trustee or officer from their position.
 - (i) Consideration of the suspension of a trustee or officer requires a vote of the majority of the board. The board shall transmit written notice to the trustee or officer that the board is considering suspending them from their trustee or officer position. The notice shall include an explanation of why the board is considering this step.
 - (ii) After at least 10 days, the board may vote to suspend a trustee or officer for up to 45 days. Such a suspension requires a vote of at least seven board members. The suspension is effective upon the transmittal of written notice to the suspended trustee or officer.
 - (iii) During the suspension period, the officer or trustee has the right to present at a meeting of the board any arguments as to why they should remain an officer or trustee.
 - (iv) During the 45-day suspension, the board may vote to permanently remove the officer or trustee from office. A vote of at least seven trustees is required for removal. Such removal is effective upon transmittal of written notice to the removed officer or trustee.
 - (v) Upon removal of a trustee or officer, the board shall notify members of the congregation in writing of the removal.
- (b) **Removal by the congregation.**—The congregation may remove a trustee or officer from office at a special meeting of the congregation held in accordance with Article V, section 2. The congregation shall adopt rules ensuring due process for all individuals involved during the proceedings.

Section 4. Reinstatement. If the board does not remove a suspended trustee or officer from their position according to the process in subsection 3(a), the trustee or officer is reinstated to their position upon expiration of the suspension.

Within 90 days of the removal of a trustee or officer by the board, the congregation may reinstate a trustee or officer at a special meeting, held in accordance with Article V, section 2. The congregation shall adopt rules ensuring due process for all individuals involved during the proceedings.

Section 5. Vacancies. The board shall fill by appointment any vacancy that may occur in its membership or in the office of the assistant treasurer or the membership secretary between annual meetings. Any person so appointed holds office on an interim basis until the end of the current fiscal year. At the end of the current fiscal year, the term of any interim trustee or officer appointed pursuant to this section ends and the position becomes vacant.

The board may request the assistance of the Nominating Committee in identifying suitable candidates for interim appointment.

At the annual meeting, an election shall be held for any position on the board that will be vacant at the beginning of the next fiscal year for the remaining year(s) of that term.

ARTICLE XI - The Executive Team and the Church Staff

Section 1. Executive Team. The board establishes the structure for the executive leadership of the staff of the church (“the Executive Team”). The Executive Team reports to the board.

The Executive Team shall include a called minister (or an interim minister if the church has no called ministers) and may also include other positions, such as an executive director or a second minister. The Executive Team of the church shall act as a team and shall annually develop and affirm a covenant to guide their collaboration.

The Executive Team may establish committees and organizations composed of church members to implement the church’s programs and further the church’s goals.

Section 2. Called ministers. The senior minister shall be chosen in accordance with Article V, section 3. The board shall follow the guidance of the Unitarian Universalist Association in convening a search committee to recommend a candidate to the congregation.

The salary and conditions of employment of the senior minister shall be as prescribed by the letter of agreement agreed to by the minister and board of trustees. In general, the senior minister shall provide overall religious leadership and guidance in accordance with the established purposes of the church, and is guaranteed freedom of the pulpit. The senior minister is an *ex officio* and non-voting member of the board.

A called minister may resign by providing three months’ notice to the board.

A called minister may be dismissed by the congregation in accordance with Article V, section 3.

Section 3. Minister emeritus status. The title “minister emeritus” or “minister emerita” may be granted to honor long and meritorious service to the church where a minister has given devoted ministerial leadership and has been nominated according to the guidelines in the church’s Policies and Procedures. Conferring the title requires a vote at a congregational meeting as described in Article V.

Section 4. Church staff. The staff of the church is composed of the senior minister and such other employees as may be necessary to manage the church.

ARTICLE XII - Fiscal Provisions

Section 1. Fiscal year. The fiscal year of the church begins July 1 and ends June 30.

Section 2. Budget. Each fiscal year, the Executive Team, working with the treasurer, assistant treasurer, and any relevant committees, shall prepare a proposed budget for the upcoming fiscal year.

The proposed budget shall be based on anticipated availability of funds, anticipated financial needs, and the relative priority of church programs.

Before the last regular board meeting prior to a congregational meeting at which a proposed budget will be voted on, the board shall hold one or more congregational budget hearings.

At the last board meeting before an annual meeting, the board shall vote to recommend a budget to the congregation for consideration at the annual meeting.

At each annual meeting, the congregation shall approve a budget for the upcoming fiscal year.

Section 3. Budget adjustments. The board shall adjust the budget and authorized spending levels between annual meetings to reflect the funds actually received during the fiscal year, and may adjust the budget for other reasons at the request of the Executive Team. The board shall notify the congregation of any budget adjustment during the fiscal year.

Section 4. Expenditure of endowment. Any expenditure of endowment funds shall require a recorded vote of the board. This authority may not be delegated.

ARTICLE XIII - Ministerial Sponsorship and Ordination

Section 1. Sponsorship. Sponsorship of a person to become a minister within the Unitarian Universalist Association shall be determined by a vote of the board.

Section 2. Ordination. A person may be ordained by the church after approval by the board and approval by the congregation at a congregational meeting held in accordance with Article V. Ordination may occur at a specially announced service.

ARTICLE XIV - 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 XV - Parliamentary Authority

Section 1. Rules. The rules contained in the current edition of the Democratic Rules of Order govern the decision-making processes of 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. Parliamentarian. The chair of any congregational meeting may appoint a parliamentarian.

ARTICLE XVI - Amendments

These bylaws may be amended at any congregational meeting by a vote of two-thirds of those voting. In order to be considered at a congregational meeting, any amendment proposed must be either approved by the board or proposed by at least 20 members. An amendment proposed by members must be submitted to the board no later than six weeks before the meeting at which the amendment will be considered. The text of any proposed amendment must be included in the meeting agenda sent to church members in accordance with Article V, section 9.

ARTICLE XVII - 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 Trustees shall perform all actions necessary to effectuate such conveyance.