

# Bylaws of the Washington Ethical Society

Adopted by the Board of Trustees, December 12, 2017

## I. Discernment and Strategic Planning

### A. **Statement of Purpose** (SOP) — see also the *WES Constitution*.<sup>1</sup>

1. In the spring of 2011 and every five years thereafter, the Board of Trustees (hereafter, the Board) and Senior Leader provide input to the Membership as it prepares to vote on whether or not to revise the SOP.
2. If the motion passes, within 45 days the Board appoints four members to a *Statement of Purpose* Task Force; nominees are brought forward by the Lay Leadership Development Committee (LLDC).
3. Within 45 days thereafter, the Board approves an SOP revision process; a proposal is brought forward by the *Statement of Purpose* Task Force.

### B. **Ends**: the Society meets its constitutional obligations regarding strategic planning through the establishment — and systematic review every five years — of a set of congregational ends.

1. **Definition**: the Society's Ends statements answer the following questions: What difference do we want to make in the world? For whom? At what cost?
2. **Review and renewal** of the Ends
  - a. The Board, Senior Leader, and other additional lay leaders review and update (as needed) the Society's Ends statements annually at the Mid-year Planning Retreat.
  - b. The above group pursues a more comprehensive review with the input of the entire Membership every five years beginning in 2013–2014.
  - c. The review process ensures that the Ends statements are still relevant, that they still inspire us, and they are still reflected in the Society's budget.

### C. **Annual Planning Process**

1. Each year begins with an **Inaugural Retreat** preceding the Board installation. A multi-day or overnight event may be necessary to permit the completion of needed tasks.

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<sup>1</sup> References in the *WES Constitution* are noted as such; all other references (without document designation) are to *WES Bylaws*.

- a. The President coordinates the retreat planning effort and presides. (The Board toolbox contains a sample agenda.)
  - b. The tasks of the Inaugural Retreat include the following:
    - (1) Integration of newly elected Trustees and initial development of group rapport
    - (2) Assurance of the continuity of active Board business
    - (3) Establishment of a calendar of tasks to be completed throughout the year
    - (4) Election of officers
      - (a) The President facilitates, employing a method that permits discussion and consent on the totality of the role assignments; see the section on Board elections [see section III.D.2.b.] for a process crafted for this purpose.
      - (b) The Senior Leader does not participate, but may facilitate or observe if desired.
2. The Board organizes an annual Mid-year Planning Retreat to ensure that WES activities and expenditures align with a near-term strategic vision.
- a. *Participants*: Trustees, Leaders, other staff, and program leaders
  - b. *Tasks*
    - (1) Ends work
      - (a) Discussion and revision (as needed)<sup>2</sup>
      - (b) Review of recent expenditure trends in light of the Ends
      - (c) Establishment of 1–3 year priorities to guide budgeting
    - (2) Financial planning
      - (a) Near term: reflects core revenues and expenses unlikely to change, plus aspirational fundraising and programs
      - (b) Long range: includes both an annual review of the existing plan plus a more in-depth effort every three years,<sup>3</sup> and addresses trends in operating budgets, capital budgets, and “what if” scenarios

## II. Membership

### A. Membership

1. The WES Senior Leader approves new members and notifies the Board.
2. The Senior Leader offers a path-to-membership process for individuals who wish to join WES; the process — run by the Senior Leader or designees — includes a meeting with the Senior Leader, an orientation to the Society and its philosophical traditions, and a financial contribution.
3. The Senior Leader encourages members to contribute their time and talents to the Society’s mission.

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<sup>2</sup> As the Ends are achieved, or the focus of the Society changes, the Ends themselves must evolve. The group (the Board, Senior Leader, and other lay leaders) explores what new insights have been gained and whether the Ends still inspire the Society to move forward. The group also verifies that the Society’s budgeting reflects the Ends.

<sup>3</sup> Starting 2016

4. Members make an annual financial contribution, though the Senior Leader may approve a one-year waiver in cases of severe financial hardship, with notification to the Board.
5. Non-contributing members
  - a. Members who have not contributed in the previous 18 months are notified in writing of a pending re-designation from Member to Friend of the Society.
  - b. Members who have not contributed in the previous 24 months are similarly notified that they have been re-designated as a Friend of the Society.
  - c. The Leaders provide confidential quarterly reports to the Board listing both pending and actual re-designations.
6. The Senior Leader manages the resignations of current members and notifies the Board. The Senior Leader also provides a brief report to the Board (in Executive Session to respect resigning members' privacy) on reasons for the resignations.

## **B. Committees of the Membership**

1. Lay Leadership Development Committee (LLDC) — see the *WES Constitution* and also Appendix C.
2. Community Relations Committee (CRC) — consistent with the *WES Constitution*.
  - a. Four WES members serve on the CRC and are elected by the Board in pairs to staggered two-year terms.
  - b. Each January Leader proposes a pool of four candidates to the Board to replace the two CRC members ending their two-year terms. The Board then votes on and appoints two of the candidates, who start their terms in February.
3. Endowment Committee — see the *WES Constitution*.
  - a. Endowment Committee roles: the committee annually elects one of its members to serve as chair and elects members to other roles as needed.
  - b. Meetings: at least twice per year. A quorum consists of three members and decisions are made in the same manner as the Board. Meeting minutes are taken and retained in a central repository.
  - c. Endowment Committee member liability
    - (1) Committee members are not liable for any losses that may be incurred upon the investments of the assets of the Vision Fund as long as the member acts in good faith and with ordinary prudence.
    - (2) Members are not liable for the acts or omissions of other members.
    - (3) Members do not engage in any self-dealing or transactions with the Fund in which they have direct or indirect financial interest. They refrain from any conduct in which their personal interests conflict with the interest of the Fund.
  - d. Vision Fund — see “Care for Resources” [section IV.B.4.c.].

## **C. Routine Meetings of the Membership**

### **1. Topics**

- a. *Required business items* appear on meeting agendas as stipulated in the *WES Constitution* and/or these Bylaws:
  - (1) Spring meeting business items include elections of Trustees and approval of an operating budget for the following fiscal year. The Membership may also

consider whether or not to revise the Statement of Purpose or provide input on a revision of the Society's Ends statements.

- (2) Fall meeting business items include the election of an at-large member of the LLDC — see the *WES Constitution*.
- (3) Both meetings feature presentations by the Senior Leader and the Board describing significant developments, efforts, and accomplishments since the prior membership meeting.

- b. *Optional business items* may include amendments to the *WES Constitution*, ethical action resolutions/initiatives, and significant decisions deemed appropriate for a vote of the entire Membership. Time-sensitive matters or topics that cannot be fully explored within the confines of a multi-topic meeting — including the proposed appointment or dismissal of the Senior Leader (see the *WES Constitution*) — are taken up at special meetings of the Membership [see section II.D.].

2. Planning — see also the *WES Constitution* and Appendix C.

- a. Any member may propose an optional business item. Five weeks prior the meeting, the moderator sends out a reminder. Proposals are due to the moderator 21 days prior to the meeting.
- b. Three weeks prior to each meeting, the moderator meets with the Senior Leader and the Board President to plan the meeting (attending in particular to any required business items) and recruit volunteers for the various roles.<sup>4</sup>
- c. The moderator prepares a draft agenda with the elements below and distributes it to the Membership via email (or via postal mail upon request).

(1) Essential elements

- (a) Collection of proxy authorizations (if any; see Appendix A) and issuance of proxy cards
- (b) Confirmation of a quorum
- (c) Approval of the agenda
- (d) Elections of meeting parliamentarian and recorder
- (e) Approval of the minutes of the last membership meeting
- (f) Reports from the Board and Senior Leader (spring and fall meetings); reports from Committees of the Membership (spring meeting only)

(2) As-needed elements

- (a) Reports from any special/ad hoc Committees or Task Forces of the Membership
- (b) Unfinished business
- (c) New business — required
- (d) New business — optional

d. Authorization of proxies

- (1) Any Member (a “principal”) wishing to authorize another Member (their proxy agent) to vote on their behalf at a meeting — and who has not authorized a proxy

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<sup>4</sup> See also the table of meeting tasks in the *WES Governance Reference Handbook*.

in the preceding 10 months — may do so by completing the top half of a proxy authorization form (Appendix A) and giving the entire form to their proxy agent.

- (2) The specified proxy agent completes the bottom half of the form and brings the entire form (top and bottom) with them to the meeting. At the start of the meeting, the moderator (or the designee) collects the form for each principal and issues their proxy agent a proxy card to use when voting.
  - (3) The Senior Leader, Trustees, and moderator are ineligible to serve as proxy agents.
  - (4) A proxy agent may hold a proxy for no more than one principal.
  - (5) A proxy is automatically revoked when the Member is present at the meeting. A principal may revoke their proxy by written dated notification to the moderator and the proxy agent prior to the start of the meeting.
3. Conduct: the moderator is authorized to employ various facilitation techniques in pursuit of meeting goals, so long as these approaches fulfill the constitutional requirement that decisions be made “employing a democratic process that gives due consideration to all views present.”

#### D. **Special Meetings of the Membership**

1. Topic: limited to the purpose for which it was called
2. Planning — see also the *WES Constitution* and Appendix C.
  - a. Prior to each meeting, the moderator meets with the Senior Leader and the Board President to plan the meeting.

The moderator prepares a draft agenda containing the following elements:

    - (1) Confirmation of a quorum
    - (2) Approval of an agenda
    - (3) Elections of meeting parliamentarian and recorder
    - (4) Designated topic
  - b. Proxy voting is not permitted.
3. Conduct: aside from the limitations in subsections 1. and 2.c. here, routine membership meeting guidelines apply.

### III. **Board of Trustees**

#### A. **Responsibilities** — see also the *WES Constitution*, section III.B.

1. The Board helps maintain Ends statements built upon the foundation of the WES Statement of Purpose, participates in stewardship efforts, executes financial oversight, and monitors/evaluates the Society’s leadership, including itself. Trustees maintain a general understanding of the many program areas through which the Society pursues its mission. The Board conducts member outreach and solicits member input through forums, surveys, etc., at least three times per year. Trustees participate in the life of the WES community.
2. The Board endorses the annual operating budget prior to its presentation at the spring membership meeting. In the event that both the Senior Leader and the Board cannot consent to a mutually agreeable budget, the Senior Leader and Board (represented by the Treasurer) each present their version of the budget to the Membership for a decision.

3. The Board primarily governs through the creation, maintenance, and monitoring of compliance with written policies.
  - a. When invited to make a decision about a particular occurrence of an issue, the Board considers the issue from a policy perspective. If an issue is already addressed by policy, the Board does not take up the issue unless there is a request to revise the policy or to clarify its interpretation. If there is no applicable policy, the Board discerns whether it would be helpful or excessive to create a policy to address the general issue.
  - b. The Board is judicious around policy creation. Policies are clear, with a balance of conciseness and completeness. Clear distinctions are maintained between policies owned by the Board and policies owned by others.
4. Every Trustee's voice matters. To this end, the Board refrains from majority voting and instead employs dynamic governance, also known as sociocracy.<sup>5</sup> Trustees respect the legitimacy of the Board's decisions; the President typically serves as Board spokesperson.
5. The Board takes responsibility for its own learning through shared study and spiritual practice. Trustees arrive for Board meetings on time and prepared. The Board initiates an intervention with any Trustee who misses three consecutive meetings or a total of five meetings in a given year.<sup>6</sup> Continued absences are grounds for removal.

## B. Trustee Orientation and Training

1. Potential nominees for Trustees are encouraged to attend one or more Board meetings; the LLDC offers them an overview of Board business and a list of Trustee roles and expectations.
2. Newly elected Trustees are encouraged to attend the final Board meeting of the year. They also receive from the Governance Committee a more detailed orientation prior to the Inaugural Retreat in the following areas:
  - a. Copies of the WES *Constitution*, these Bylaws, the most recent Ends Monitoring Report, and other active documents
  - b. Orientation/training in governance, dynamic governance, facilitation, etc.
  - c. Summaries of active business items, with the contribution of the Leaders
  - d. Enrollment in the WES Board listserv

## C. Trustee Roles

1. The President leads the Board as a first among equals in fulfilling its purpose. The President...
  - a. reviews draft meeting agendas;
  - b. represents the Board within WES;
  - c. in partnership with the WES Leaders, represents WES to external individuals and organizations; and
  - d. facilitates the transition between one Board year and the next:<sup>7</sup>

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<sup>5</sup> Drawn from the work of John Buck, Sharon Villines, and others; see <http://www.governancealive.com>.

<sup>6</sup> This standard is predicated on a 20-meeting Board year. If the Board shifts to fewer meetings, this standard should be adapted accordingly.

<sup>7</sup> This is possible because — prior to the Board election — the Board elects a Trustee to serve as the following year's President. See the role of President-Elect.

- (1) chairs the Board's Inaugural Retreat
  - (2) ensures that responsibilities of other Board roles are fulfilled during the initial post-election period
  - (3) ensures the election of Trustees to the other Board roles within six weeks of the Board installation
2. The Vice President manages agenda materials and substitutes for the president if needed. The Vice President...
    - a. maintains the Board's calendar of tasks;
    - b. collects materials then prepares and distributes draft meeting agendas; and
    - c. with the consent of the Board, substitutes for the President when the President is unavailable.
  3. The Secretary ensures the integrity of Board records. The Secretary...
    - a. ensures that adequate meeting minutes are taken and subsequently approved; and
    - b. ensures that all official Board records (Bylaws and other Board policies, meeting agendas/minutes, and supporting documentation) are collated and in a timely manner placed in a centralized repository where they will be generally available.
  4. The Treasurer leads the Board's finance-related fiduciary and oversight duties. The Treasurer chairs the Board's Financial Oversight Committee [see section III.E.1.b.], leads the Board's deliberations on financial matters, and works with the Senior Leader to produce source materials for annual long-term financial planning sessions at the Mid-year Planning Retreat [see section I.C.2.b.(2).].
  5. The Facilitator manages the flow of business and decision-making at Board meetings, employing dynamic governance. The facilitator also acts as a representative to the Governance Committee [see section III.E.1.a.].
  6. The Chair of the Governance Committee and Representative to the Financial Oversight Committee attends all meetings of both committees and participates in the activities of both.
  7. The Representative to the Lay Leadership Committee (LLDC) and Governance Committee acts as a conduit between the LLDC and the Board of Trustees, attending the meetings of both; in addition, this Trustee serves on the Governance Committee, attending the meetings and participating in the activities of that committee as well.
  8. The President-Elect is elected by the Board two months prior to the Society's annual Board elections. The President-Elect...
    - a. chairs the planning Task Force for the Board's Inaugural Retreat, and
    - b. assumes (or retains) the role of Board President upon commencement of the new Board year, with a term extending to the next such election.
    - c. If the Trustee chosen as President-Elect is facing re-election to the Board and loses, the new Board elects one of its continuing members to preside over the Retreat and to temporarily fulfill other presidential responsibilities until internal Board elections are held.<sup>8</sup>
  9. The Board may establish and fill other roles as needed, with a term concluding not later than the conclusion of the current Board year.

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<sup>8</sup> This scenario is unlikely because it is anticipated that a President-Elect will advertise this fact in election materials and will typically win a seat on the new Board.

10. The Board (or any Trustee, with the consent of the Board) may temporarily delegate all or a portion of a role from one Trustee to another. The Board may call new elections for one or more Board roles during the course of the year.

#### D. Board Meetings

1. Decision-making employs dynamic governance.<sup>9</sup>
  - a. *Proposal presentation*: a proposal is presented, followed by clarifying questions.
  - b. *Quick-reaction round*: the Facilitator solicits other Trustees' initial reactions; if the initial reaction indicates a need for further efforts, these are pursued.
  - c. *Consent round*: Trustees are asked in turn if they have any paramount objections to — or minor “quibbles” with — the proposal. If so, these are addressed. If not the proposal carries.
2. Elections
  - a. Simple elections — e.g., the election of the President-Elect — are conducted<sup>10</sup> according to the typical dynamic-governance election process:
    - (1) Role description: the Facilitator states its responsibilities, qualifications, etc.
    - (2) Nomination round:<sup>11</sup> Trustees submit slips of paper on which they write, “I, [name], nominate [candidate].”
    - (3) “Say why” round: the Facilitator invites each Trustee in turn to share the reasons for their nomination.
    - (4) Change round: the Facilitator gives each Trustee in turn the option to change their nomination in light of what has been said.
    - (5) Open discussion (optional, and seldom used in most organizations using dynamic governance)
    - (6) Proposal: the Facilitator proposes the candidate for whom the strongest case has been made (not necessarily reflective of a numerical majority).
    - (7) Consent round: as in 1.c. above, the Facilitator asks the candidate for consent last. It is important to honor the candidate's right to decline. If the candidate does decline, the Facilitator conducts a new change round and the process continues until a candidate is elected.<sup>12</sup>
  - b. At the Inaugural Retreat held in June, the President-Elect fulfills the responsibility for running Board elections in keeping with the principles of dynamic governance to fill each of the six remaining roles:
    - Vice President
    - Secretary
    - Treasurer and Chair of the Financial Oversight Committee

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<sup>9</sup> See the *WES Governance Reference Handbook* for a more detailed description of this process.

<sup>10</sup> Elections during the Board year are conducted in either open session or — if requested by one or more of the trustees — in executive session [see section III.D.8.].

<sup>11</sup> Guidelines from dynamic self governance say *do not*: (1) ask for a volunteer; (2) ask who is interested and who is not; interest/availability are no guarantee of a good fit between a candidate and a position, and often the group has wisdom that will not become apparent to individual trustees until after the nomination and “say-why” rounds; (3) have dialogue during a round; and (4) seek the perfect candidate—each candidate has strengths and weaknesses.

<sup>12</sup> If the role's responsibilities are a hurdle, the Board amends them.

- Facilitator and Representative to the Governance Committee
- Chair of the Governance Committee and Representative to the Financial Oversight Committee
- Representative to the Lay Leadership Development Committee and the Governance Committee

The President-Elect or a designee (e.g., the Senior Leader) acts as the moderator of the election process. The details of the process may change from year to year, depending on the preferences of the President-Elect, but the general process proceeds through the following steps:

- (1) Role descriptions: The six Trustee roles (other than president) are reviewed.
- (2) Nomination round: The moderator calls for a short period of quiet reflection as each Trustee fills out a nomination form and signs it. The form requires each of the 7 Trustees to nominate 1 of the 6 non-president Trustees for each of the 6 roles, such that each of the 6 (non-president) Trustees fills 1 role. There is no crosstalk or conferring among Trustees during this period.
- (3) Recording of nominations and supporting reasons: The moderator records the nominations on a grid (shown below) that all Trustees can see, also soliciting and recording the stated reasons for each nomination.

	Vice President	Secretary	Treasurer and Chair of Financial Oversight Comm	Facilitator and Rep. to Governance Comm	Chair of Governance Comm and Rep. to Financial Oversight Comm	Representative to Lay Leader Development Comm and Governance Comm
Trustee1						
Trustee2						
Trustee3						
Trustee4						
Trustee5						
Trustee6						

- (4) Change round: Having heard the nominations and the reasons supporting those nominations of all the Trustees, the Trustees are given a brief time for reflection, after which each Trustee has the opportunity to change any or all of his/her nominations. The moderator records any changes to the nominations.
- (5) Consent round: Based on the results of the change round, the Board President presents a proposed set of nominations. The Trustees are asked if they have any quibbles or objections to the proposed set of nominations. If there are quibbles, they are addressed. If there are no quibbles or objections, the election is complete. If there are objections, another change round is held to address them. The process is repeated until no objections are remaining.

- c. Use of other methods for decision-making or elections: the Board may decide (via dynamic governance) to temporarily employ a different decision-making process.

### 3. Management of challenging situations

- a. Decision impasse: if the Board cannot achieve consent on a decision, the proposal is temporarily tabled and a subset of the Board works outside of the boardroom to address the matter. The Board then attempts to achieve consent in a subsequent meeting, perhaps with the assistance of an external facilitator. If consent is still not achievable, the Board may make the decision by majority vote.
- b. Decisions on a possible adverse action [see section III.G.]: the Board makes every effort to ensure the attendance of the Trustee in question, who is entitled to participate in the discussion, but not in the consent round. In the event that the Board resorts to a vote, a simple majority is required for recusal or removal from a Board role, while a two-thirds vote is required for dismissal from the Board. A Trustee may also be dismissed by a two-thirds vote of the Membership.

### 4. Draft agendas and meeting materials

- a. The agenda belongs to the entire Board.
- b. The Vice President draws potential agenda items from the calendar of tasks, and the deferred items list (see below), as well as submissions from Trustees, staff, and others. Submissions must include all associated documentation, labeled as required or optional,<sup>13</sup> and must be received at least six days prior to the Board meeting in question. The Vice President collates, reviews, and prioritizes the items, and then places them in one of the following elements:
  - (1) The consent agenda receives items that are unlikely to require Board discussion or action: reports to the Board; routine decisions, etc.
  - (2) The discussion agenda receives items that are likely to require Board discussion/action.
  - (3) The referred items list receives items that do not constitute Board business. Each item is listed along with the individual/group to whom the Vice President recommends it be referred.
  - (4) The deferred items list receives items that the Vice President considers appropriate for a Board agenda, but with insufficient priority to garner a place on the discussion agenda.
- c. The Vice President forwards to the President a preliminary Board packet containing all of the above. After both agree on the contents of the packet, the Vice President distributes it electronically to the Board and Senior Leader and posts it on the WES website no less than 72 hours prior to the meeting.<sup>14</sup> Whenever possible, the Vice President provides the staff with an agenda summary sentence to be included in announcements of the meeting.
- d. Trustees read and digest all materials prior to the meeting.

### 5. Regular meetings

- a. The Facilitator presides.

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<sup>13</sup> The Vice President will consider the demands upon trustees' time when weighing what is categorized as required reading.

<sup>14</sup> Preferably, very long materials are distributed even earlier. Supporting documents are published to ensure that WES members can grasp the meaning of references to these documents that appear in agendas and minutes.

- b. Trustees propose agenda amendments as needed. Any Trustee may prompt the movement of an item from the consent agenda to the discussion agenda, or from the referred items list to the discussion agenda (for reconsideration of its status).
  - c. Trustees approve the final agenda.
  - d. Items remaining in the consent agenda are approved without discussion.
  - e. Items remaining in the referred items list are approved for referral without discussion.
  - f. The Secretary (or a designee) records clear and concise minutes containing
    - (1) date, time, and type of meeting (regular or urgent);
    - (2) names of Trustees present/not present, names of other guests, and whether a quorum was established;
    - (3) Board decisions, reflecting
      - (a) alternatives considered for important decisions,
      - (b) any Trustee recusals,
      - (c) any nay votes or abstentions (if applicable), and
      - (d) Board action items; and
    - (4) Executive Session information (see below), including start and end times, topic(s) discussed, and any formal decisions made.
  - g. As is helpful, Trustees propose/weigh agenda items for subsequent Board meetings.
  - h. If any Trustees have missed the Board meeting, it is decided whether it would be worthwhile to fill them by phone regarding important elements of the meeting.
  - i. The meeting concludes with a Board-only huddle [see section III.D.8.a.(2).(b).].
6. Post-meeting activity
- a. Within seven days after a meeting, the Secretary emails draft minutes to Trustees and Senior Leader. If after four days no corrections have been received, the minutes are considered approved. If corrections are received an additional two days is provided to permit further discussion.
  - b. The Secretary (or a designee) posts approved minutes and all supporting documents on the WES website and as a hardcopy.
  - c. The Vice President updates the calendar of tasks.
7. Urgent meetings
- a. The President or a subset of two Trustees may call an urgent meeting in unusual situations, in which waiting for a routine meeting is likely to bring detriment to the Society.
  - b. Such meetings may be held in person and/or via teleconference; Trustees participating via teleconference are considered “present” for record-keeping purposes.<sup>15</sup>
  - c. Notification of the upcoming meeting is forwarded to all Trustees via telephone and email at least two hours prior to the meeting.

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<sup>15</sup> The District of Columbia Code permits some or all trustees to participate in a meeting via teleconference; as long as all trustees can hear one another, DC considers trustees on the phone to be “present.”

- d. Quorum requirements are unchanged and routine meeting policies on minutes (recording/approval/dissemination) apply. Decisions are made by consent and a facilitator is employed if feasible.
8. Executive Sessions<sup>16</sup>
- a. *Types of sessions* and rationales for their use:
    - (1) Board-Senior Leader sessions:
      - (a) provide private space to cultivate deeper relationships and facilitate frank conversation on such topics as Board self-assessment/self-correction, and
      - (b) provide the Senior Leader with a confidential setting in which to discuss sensitive Society business with the Board and to protect the organization in situations of actual or potential litigation, including personnel matters.
    - (2) Board-only sessions:
      - (a) ensure the Board's independence from the Senior Leader in performing oversight, performance feedback, and salary/benefit reviews; and
      - (b) give Trustees a chance to check in with one another and examine issues they find difficult to explore with the Senior Leader or others present. To this end, the Board concludes each regular meeting with a Board-only huddle. To keep lines of communication open, the President follows up with the Senior Leader after each huddle to provide a summary.
    - (3) Other types of sessions include Board meetings with individuals bringing forward a grievance regarding the Senior Leader (see Appendix B, "Stepwise Management of Conflict at WES").
  - b. *Initiation of an Executive Session*: typically reflects a decision of the entire Board, but the facilitator will also attempt to honor requests by individual Trustees.
  - c. *Topics in Executive Sessions*: topics that emerge, which are suitable for the open portion of a meeting, are tabled until then.
  - d. *Documentation*
    - (1) The minutes of Executive Sessions contain the same elements as those of open sessions; they are distributed only to Trustees and other session participants. Participants present for only a portion of an executive session may have documentation access limited to the portion of the session they attended.
    - (2) Executive Session synopses — including any decisions made — are included in the minutes of an associated open session or are published separately, following the timetable employed for open sessions. Information regarding personnel matters, however, is released only with the authorization of the employee involved.
  - d. *Filing*: Executive Session minutes for a given Board year are filed and maintained by the Board President.
  - e. *Access*: if knowledge of Executive Session business from a given prior year is required by a future Board, they consult with that prior year's President (if available)

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<sup>16</sup> These guidelines are drawn from [Executive Sessions: How to Use Them Regularly and Wisely](#) (BoardSource, 2007).

or other available Trustees, obtain summaries as needed, and (if the requesting Board deems them insufficient) are given the opportunity to review the minutes.

9. Online Collaboration and Decisions

- a. The Board may use online tools (e.g., Google Suite or email) to collaborate and decide on a proposal, if all of the following conditions are met:
  - i. Discussion of proposal starts during a regular, in-person Board meeting and the president determines that the work can continue online.
  - ii. The Board agrees by consent to move the proposal to online collaboration and decision.
  - iii. A quorum of five or more Trustees participates in the online collaboration.
  - iv. Online decisions are made by consent. A quorum of five or more Trustees must register their consent online to the proposal by the specified date.
- b. Online consent of a proposal by a quorum of five or more Trustees (by the specified date) constitutes Board authorization as of that time, including authorization to take any required Board action.
- c. The person who proposed the original proposal (“manager”) will manage and track the online discussion and decision, unless otherwise designated by the Board. Trustees may also employ the facilitator if more support is needed.
- d. The manager will cease online collaboration on a proposal if a participating quorum is not achieved, if any Trustee raises an objection, if any new issues emerge, or if a quorum of five or more Trustees does not consent by the specified end date. If the online collaboration ends with no decision, the topic will be added to the discussion agenda of the next Board meeting.
- e. Notice of online consent to a proposal will be included on the consent agenda of the next BOT meeting.

10. Visitor Policy for Board meetings

- a. Board of Trustee meetings are the primary venue for discussing and developing WES policy, and may potentially include conversations around sensitive governance issues.
- b. As stated in the WES Constitution (section III.D.3), Board meetings are open to all WES members.
- c. Visitors participate in Board meetings primarily as observers.
- d. Seating is open during Board meetings. In the event of limited seating, Trustees have priority to sit at the table.
- e. Board meeting agendas will include time at the beginning of each meeting (except for meetings that are wholly executive sessions) for visitors’ comments on agenda items or WES-related issues.
  - (1) After calling the meeting to order, the facilitator will welcome visitors and explain the visitor policy.
  - (2) Visitor comment time is limited to 10 minutes total and each visitor is allowed up to 5 minutes. In the event of more than 2 visitors, the 10 minutes of visitor comment time will be allocated equally among all visitors in attendance.
- f. The Board may refer visitors to WES staff, lay leaders, or teams for issues outside the Board’s scope.

- g. The Trustees may choose to add issues raised by visitors during Board meetings (which lie within the Board's scope) to future Board meeting agendas, per the process in the Bylaws (section III.D.4.b-c). Members whose issues have been placed on the agenda in advance of a meeting will be able to comment during the time allotted for that item on the Board meeting agenda.

## E. Board Committees and Task Forces

1. Committees: established by policy and are typically active continuously
  - a. *Governance Committee*
    - (1) Membership: three Trustees elected by the Board to staggered two-year terms, if possible.
    - (2) Tasks
      - (a) Orients new Board members to WES's governance documents and procedures
      - (b) Ensures the Board's continued fidelity to applicable policies
      - (c) Facilitates the amendment of policies as needed
      - (d) Conducts the Board's yearly self-evaluation
      - (e) One or more committee members represent the Board on the LLDC per their desire and availability, with the consent of the Board
  - b. *Financial Oversight Committee*
    - (1) Membership: two Trustees plus the Treasurer, who chairs; additional members may be added if desired.
    - (2) Tasks:
      - (a) Conducts oversight activities on behalf of the Board as described under "Financial Oversight" [see section VI.A.1.] and
      - (b) Reports its findings to the Board, which is responsible for initiating any necessary action in the event that irregularities are identified
2. Task forces: established for a defined period of time (typically a year or less) and are governed by a charge (preferably written) issued by the Board.
  - a. *Elements of a charge*
    - (1) Task definition
    - (2) Scope of task force authorization
    - (3) Membership of the task force
    - (4) Duration of the task force
    - (5) Expected reports back to the Board
  - b. *Examples of tasks* suitable for assignment to a task force:
    - (1) Retreat planning
    - (2) Stewardship efforts
    - (3) Leader contract renewals/revisions
    - (4) Narrowly defined oversight activities

## F. Conflicts of Interest

1. As noted in the *WES Constitution*, Trustees serve the WES mission as established by the Membership in the *WES Statement of Purpose*. Loyalty to the WES mission supersedes interests of the individual Trustee or of other groups with whom the Trustee is affiliated.
2. Trustees disclose the presence of any potential conflict of interest, e.g., the fact that a proposed action could benefit themselves, their family members, or their business associates.
3. In the face of a potential conflict, the Trustee in question may voluntarily recuse themselves or may place the decision in the hands of the Board. In the latter case, the Board renders its decision according to the procedure described in this manual [see section A.6.a.].

## G. Adverse Actions [see section D.3.b. for decision procedures]: any Trustee is subject to...

1. imposed recusal from a decision before the Board if the Trustee has a conflict of interest and declines to recuse themselves.
2. removal from an elected Board leadership role if the Trustee is not properly fulfilling the duties of that role.
3. removal from the Board if the Trustee is not appropriately helping the Board meet its responsibilities [see section III.A.].

# IV. Senior Leader, Other Staff, and Programs

## A. Other Staff; Programs

1. Salary review
  - a. A pair of Trustees meets with the Senior Leader to hear any concerns, ideas, and recommendations.
  - b. In a Board-only executive session, the Trustee pair shares with the rest of the Board the key themes of the above meetings. Taking into account the Senior Leader's input, recent performance reviews, recent changes in the cost of living, guidelines from the Society's denominational affiliations, and the Society's financial situation, the Board decides whether there will be a change in salary and, if so, in what amount.
  - c. The president conveys the Board's decision to the Senior Leader.
  - d. If the Senior Leader requests further negotiations, the Board reconvenes in executive session with the Senior Leader to work out an agreement.
  - e. If the results of the pledge drive differ significantly from the projections that informed the Board's salary decisions, the Board reserves the option to adjust the Senior Leader salary.
  - f. The Senior Leader salary is a component of the annual operating budget, submitted and approved as per section B.4.a.(1).
2. Housing benefit review: once yearly, the Senior Leader may propose to the Board an amendment to the portion of the benefits that is allocated to housing.

## B. Other Staff; Programs

1. Senior Leader's use of delegated authority: the Membership of WES looks to its Senior Leader for creation and implementation of mission and programming ministry. The Senior Leader in turn works with paid staff and with volunteers, organized either into formal Teams or ad-hoc groups, on all aspects of programmatic ministry. Programs are likely to include, but are not limited to:
  - a. *Religious education* for children, youth, and adults
  - b. *Music*
  - c. *Platform services*
  - d. *Welcome and membership*
  - e. *Social justice*
  - f. *Small groups*, including Deepening Circles
  - g. *Administrative teams*, including:
    - (1) Personnel
    - (2) Finance
2. Ethical action
  - a. Individuals or groups within WES are encouraged to present proposals at the fall membership meeting.<sup>17</sup> Passage requires a two-thirds majority vote in the affirmative; see also the *WES Constitution*. If a time-sensitive issue arises that is not among the Society's previously approved positions, the Membership may take a position through a vote at the spring membership meeting or at a special membership meeting. If there is a timely need to extend to the Society an ethical position established by a national organization of which WES is a member, the Leader(s) bring this matter forward for a decision by the Leaders and the Board.
  - b. The Society pursues ethical actions (public statements, marches/demonstrations, letter-writing campaigns, service projects, etc.) consistent with established Society positions.
    - (1) The Senior Leader coordinates ethical actions, including the application of WES positions to specific initiatives and the use of the WES name and banner in connection with them. The Senior Leader consults with the Board (as desired) to obtain additional input into the vision of WES and its relationship to the resolution. In the case of particularly controversial decisions, the Senior Leader may institute a community-based process to gather input and gauge the will of the Membership.
    - (2) Actions requiring significant investment of time and resources
  - c. The Senior Leader has the prerogative to take positions on issues as their conscience dictates. When acting upon a position not also in place for the Society as a whole, the Senior Leader may use their name and title in connection with the Society, but may not represent themselves as professing a congregational view.
3. Care for people and facilities
  - a. The Senior Leader, who serves as Head of Staff, maintains a work environment for both paid staff and volunteers that follows all legal requirements and strives to reflect Ethical Culture values.

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<sup>17</sup> Without this endorsement, these individuals/groups are not authorized to take positions on behalf of the society or society entity.

- b. The Senior Leader is responsible to ensuring that facilities are well-maintained and that repairs/replacements are made as needed.
  - c. The Senior Leader maintains the Leader's Caring Fund, a separately held and tracked fund that is disbursed at the discretion of the Senior Leader and monitored through regular financial monitoring systems by the Board. Uses might include supporting a member of WES with emergency financial needs, supporting WES members in engaging in lay leadership development otherwise out of their reach, and supporting emergency needs in the community at large.
4. Care for resources
- a. *Annual budget*
    - (1) An operating budget is prepared in the spring by the Senior Leader and adjusted as needed in light of emerging trends in member pledging. The Senior Leader obtains the Board's endorsement and presents the budget at the spring membership meeting.
      - (a) The budget reflects near-term financial planning conducted at the Mid-year Planning Retreat and includes any other planning assumptions used. It contains sufficient detail to provide a reasonably accurate portrayal of anticipated/desired revenues and expenses.
      - (b) The budget aligns with the Society's Ends, as enumerated in an "at what cost" section of the Senior Leader's Ends Monitoring Reports (see VI.A.3.b.).
    - (2) A three-year capital budget is prepared.
  - b. *Income*
    - (1) The Senior Leader obtains Board authorization if it is necessary to solicit funds for non-budgeted purposes
    - (2) The Senior Leader notifies the Board in the event of a significant income shortfall. A shortfall that calls into question the integrity of a given year's budget requires the notification of the Membership.
    - (3) Guidelines by income type
      - (a) Member contributions/bequests
        - (i) To operating accounts: unless restricted by virtue of stipulations at the time of the contribution or contributed to a capital account (see below), all contributions (Sunday collections, annual pledging, end-of-year campaigns, etc.) are deposited in the unrestricted fund.
        - (ii) To capital accounts (restricted): Vision Fund (endowment), other monetary (capital campaigns), and gifts of "real" assets
      - (b) Facility rentals
      - (c) Borrowing: Board authorization is required before the Senior Leader may take out a loan in the Society's name. Loans of greater than 5 percent of budgeted operating income require Membership approval. With Board authorization, the Senior Leader may refinance to replace an existing mortgage with one that has the same or a lower interest rate provided that the principal is the same or less than that of the current mortgage.

- (d) Other (grants, fundraising events, officiant income, miscellaneous)
- c. *Saving/investing*: for all accounts, sufficient funds are maintained at all times; operating funds are protected from market volatility, while capital funds are invested soundly.
  - (1) Operating accounts (restricted and unrestricted comingled)
  - (2) Operating reserves: created and maintained to ensure that WES's core activities could continue during a period of unforeseen difficulty
    - (a) The purpose of the operating reserve policy for WES is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization. The operating reserves are intended to provide an internal source of funds for situations, such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The reserves may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of WES for operating reserves to be used and replenished within a reasonably short period of time. The operating reserve policy will be implemented in concert with the other governance and financial policies of WES and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.<sup>18</sup>
      - (i) Reserves include non-restricted funds that can be spent at the discretion of the Board of Trustees and are not yet spent, committed, or designated for any specific purpose.
      - (ii) Reserves do not include restricted funds or endowment funds, such as the Vision Fund.
      - (iii) Reserves are held to fund working capital, unexpected expenditures, income shortfalls, or other special expenditures as approved per the policies outlined.
    - (b) Operating reserves will be funded with surplus unrestricted operating funds. The Board may from time to time direct that a specific source of revenue be set aside for operating reserves, such as one-time gifts, bequests, special grants, or special appeals.
    - (c) Operating reserves will be recorded in financial records as designated operating reserves.
      - (i) They should be available in cash or cash-equivalent funds.
      - (ii) They can be comingled with general cash and investment accounts (i.e., not maintained as a separate account).

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<sup>18</sup> The purpose of operating reserves was adapted from [https://nonprofitsassistancefund.org/sites/default/files/publications/nonprofit\\_operating\\_reserves\\_and\\_policy\\_examples\\_2014.pdf](https://nonprofitsassistancefund.org/sites/default/files/publications/nonprofit_operating_reserves_and_policy_examples_2014.pdf).

- (iii) The Senior Leader could denote operating reserves as a line item in the budget.
- (d) WES's goal for operating reserves will be an amount equivalent to 3 months' operating expenses.
- (e) Identification of appropriate use of operating reserve funds: the Senior Leader will identify the need for access to operating reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this policy. This includes analysis of the reason for the shortfall, the availability of any other sources of funds before using operating reserves, and evaluation of the time period that the funds will be required and replenished.
- (f) Approval to use operating reserves
  - (i) Authority for use of up to \$10,000 of operating reserves is delegated to the Senior Leader, with written notice to the Board within one week.
  - (ii) The Senior Leader can consult with the Board Treasurer and/or Chair of the Financial Oversight Committee to use up to \$20,000 of operating reserves. The use of operating reserves will be reported to the Board of Trustees at its next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds, and plans for replenishment to restore the Operating Reserve fund to the target minimum amount.
  - (iii) For funds more than \$20,000, the Senior Leader must receive prior approval from the Board of Trustees for use of operating reserves.
- (g) Reporting and monitoring: the Senior Leader is responsible for ensuring that Operating Reserves are maintained and used only as described in this policy. Upon approval for the use of Operating Reserve funds, the Senior Leader will maintain records of the use of funds and plan for replenishment. The Senior Leader will provide regular reports to the Financial Oversight Committee/Board of Trustees of progress to restore the Operating Reserves to the target minimum amount.

(3) Capital accounts

(a) Unrestricted

(b) Restricted

(i) Vision Fund assets are invested in a well-respected, diversified portfolio per the Endowment Committee's discretion.<sup>19</sup>

(ii) Other

d. *Accounting and transparency*: the Senior Leader ensures that

- (1) The Society complies to a reasonable extent with Generally Accepted Accounting Principles.

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<sup>19</sup> The Endowment Committee plans to invest funds with the Unitarian Universalist Common Endowment Fund.

- (2) The Board and its designees receive access to financial records.
- e. *Expenses* — see also “Care for People and Facilities” [section IV.B.3.].
  - (1) The Senior Leader ensures that
    - (a) staff compensation is fair, using as a reference the UUA’s Fair Compensation Guidelines; and
    - (b) at least two competitive bids are considered when making purchases or entering contracts for over \$10,000.
  - (2) The Senior Leader obtains Board authorization in the event of
    - (a) an unbudgeted transfer or “loan” between a restricted and an unrestricted fund; or
    - (b) a significant budget deviation (in either direction); deviations that call into question the integrity of a given year’s budget require the notification of the Membership.
  - (3) Restricted funds are employed solely for approved purposes
  - (4) Vision Fund disbursements: once the fund balance reaches \$100,000,<sup>20</sup> an annual disbursement is permitted under the following procedure:
    - (a) The Endowment Committee solicits ideas from the WES Membership regarding endowment uses.
    - (b) The Committee prepares a proposal and presents it to the Board.
    - (c) The Committee obtains the approval of the Board, the consent of the Leaders, and — if required<sup>21</sup> — the approval of the Membership, then executes the disbursement.
    - (d) Endowment-funded WES projects are undertaken in the same manner as projects funded through the operating budget.
  - (5) Insurance: the Senior Leader ensures that the Society carries sufficient insurance against theft and casualty losses, and that Trustees and paid staff are covered by corporate and personal liability. The Senior Leader further ensures that all non-WES personnel with access to significant funds are bonded.

## V. The Centrality of Relationship

### A. Management of Conflict

1. When one or more members of the WES community come into conflict, they attempt to engage one another in dialogue, drawing as needed upon the many resources and tools

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<sup>20</sup> Every five years, this amount will be reviewed for possible revision in light of the consumer price index.

<sup>21</sup> Any disbursement that would exceed 5 percent of the average fair market value of the fund over the previous thirteen quarters OR would reduce the fund balance below \$100,000 requires approval by a two-thirds majority vote of the congregation. This restriction is waived for the first three annual disbursements following the achievement of a \$100,000 balance.

available. If this proves unsuccessful, they have the option of seeking assistance from one or more other people mutually agreeable to both parties.

2. If mutual efforts are unsuccessful, one or both parties may seek mediation and/or intervention from people in positions of authority at WES, following a set of defined steps to encourage resolution of the conflict in a setting that is “local” enough to be attuned to the issues at hand, while at the same time offering the opportunity to “appeal” to a level that is sufficiently removed to permit a fresh and unbiased consideration of the issues. Appendix B contains the stepwise resolution process.

## VI. Oversight

### A. Monitoring

#### 1. Financial oversight

- a. Fidelity to *policies on financial planning* [see section I.C.2.b.(2).]
- b. Fidelity to *processes on income* [see section IV.B.4.b.]
- c. Fidelity to *processes for the safeguarding and tracking of funds*
  - (1) Saving/Investing [see section IV.B.4.c.]
  - (2) Accounting and transparency [see section IV.B.4.d.]: the Board Financial Oversight Committee confirms that outside financial consultation is not less than quarterly OR that a formal outside financial review<sup>22</sup> occurs no less frequently than every three years.
- d. Fidelity to *processes for expenses*
  - (1) Specific guidelines [see section IV.B.4.e.]
    - (a) Salaries and benefits
    - (b) Facilities
  - (2) Correspondence between predicted/actual income and authorized/actual expenses, for both operating and capital accounts [for policies on budgeting, see section IV.B.4.a.]
    - (a) Monthly: the Financial Oversight Committee reviews income and expenses for both operating and capital accounts, as well as updated balance sheets.
    - (b) Quarterly: the Senior Leader presents to the Board a revenue/expense report for the previous quarter, covering operating accounts and all capital accounts except the Vision Fund, for which the Board receives a report from the chair of the Endowment Committee.
    - (c) Semi-annually: giving not less than one week’s notice, the Board Oversight Committee reviews bank statements, checks written, invoices paid, and ushers’ Sunday collection logs.

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<sup>22</sup> Could be a professional audit or a review conducted by an outside volunteer — e.g., by swapping reviewers (Finance Team members, Treasurers, or administrators) with another congregation.

- (d) Annually: at the spring membership meeting...
    - (i) the Senior Leader reports on income/expenses for the year ending and their correspondence with the budget, and
    - (ii) the Chair of the Endowment Committee reports on the previous year's administration of the Vision Fund.
  - (e) Annually at the fall membership meeting, the Senior Leader will report on any activities and disbursements of operating reserves, with proposed plans for replenishing the reserves fund.
- 2. Oversight reports: every month the Senior Leader submits to the Board a brief report covering time-sensitive congregational matters requiring Board awareness/action.
- 3. Ends monitoring
  - a. Every six months, the Senior Leader obtains input from other staff program leaders, and other Members regarding the Society's progress in pursuit of its Ends.
  - b. The Senior Leader compiles this information and presents the Board with an Ends Monitoring Report containing
    - (1) one-page sections on each Ends statement with sections for
      - (a) progress since the last report,
      - (b) short-term focus, and
      - (c) growing edges;
    - (2) a "Summary of Past Progress," in order to bring new Trustees up to speed without their having to look over past reports;
    - (3) commentary on the costs of achieving the ends; and
    - (4) a page of key metrics, including Sunday attendance, program/event participation, Membership gains and losses, and rates of visitors.

## B. Evaluation

- 1. Board evaluation entails Trustee self-evaluation, as well as input from the Senior Leader and possibly others.
  - a. Process checks are managed by the Board Facilitator. They may be requested during Board meetings or during Board-only huddles.
  - b. The Governance Committee facilitates structured, semi-annual evaluations, eliciting input from both Trustees and the Senior Leader.
    - (1) The Mid-year Check-In is a brief review of the Board's self-governance and its progress to date on its goals for the year.
    - (2) The End-of-Year Evaluation occurs during the last month of each Board year. Results are discussed at the final Board meeting of the year and included on the agenda of the Inaugural Retreat. The Board draws upon lessons learned to update Board policies.
- 2. Leader evaluation:
  - a. Every year, the Board of Trustees, to whom the Senior Leader reports, conducts a review process tailored to provide opportunities for the professional growth and development of the Senior Leader. The Board uses the following process:

- (1) The Senior Leader uses the Senior Leader job description and the previous year's evaluation to provide a self-written review, entering a self-evaluation and opportunities for growth, if any, under each item in the job description.
  - (2) The document produced in step (1) is sent to each Trustee, along with the previous year's final document summarizing the Senior Leader's evaluation and opportunities for growth.
  - (3) Each Trustee writes an evaluation of how the Senior Leader performed each aspect described in the Senior Leader's job description, and notes any opportunities for growth. This written evaluation is then sent to the Board President.
  - (4) The Board President and one other Trustee (e.g., the Vice President) summarize these performance reviews and produce a written evaluation of the Senior Leader.
  - (5) The Board President and the other Trustee who worked on the summary shares and discusses the written evaluation with the Senior Leader. An outcome of that meeting is a final summary document, which is sent to all the Trustees.
  - (6) The Board and the Senior Leader would discuss this final evaluation in an executive session.
- b. Each year, the Senior Leader and Board set aside time at the time of the Board's end-of-year evaluation, for an open discussion of the Senior Leader-Board relationship.

## **VII. Relations with External Organizations — see the *WES Constitution***

## **VIII. General Provisions**

- A. Amendments to this document are approved by consent of the Board.

## **IX. Appendices**

- A. Proxy Authorization Form
- B. Stepwise Management of Conflict at WES
- C. Membership Meeting Timeline

To be completed by Member authorizing a proxy:

By this form I, \_\_\_\_\_, authorize  
*name of principal*

\_\_\_\_\_ to act as my proxy agent at the  
*name of proxy agent*

membership meeting scheduled to occur on \_\_\_\_\_.  
*date of meeting*

I understand that I have the option to provide my proxy agent with specific instructions regarding how I wish vote(s) to be cast on my behalf, and I understand that I am responsible for making these arrangements with my proxy agent.

I understand my use of a proxy on this date renders me ineligible to employ a proxy for any other membership meeting occurring within the next ten months.

\_\_\_\_\_  
*signature of principal*

\_\_\_\_\_  
*date of signature*

To be completed by Member agreeing to serve as a proxy agent:

By this form I, \_\_\_\_\_, agree to serve  
*name of proxy agent*

as the proxy agent for the principal and meeting referenced above. I understand that I may not serve as the proxy agent for anyone else at this meeting.

\_\_\_\_\_  
*signature of proxy agent*

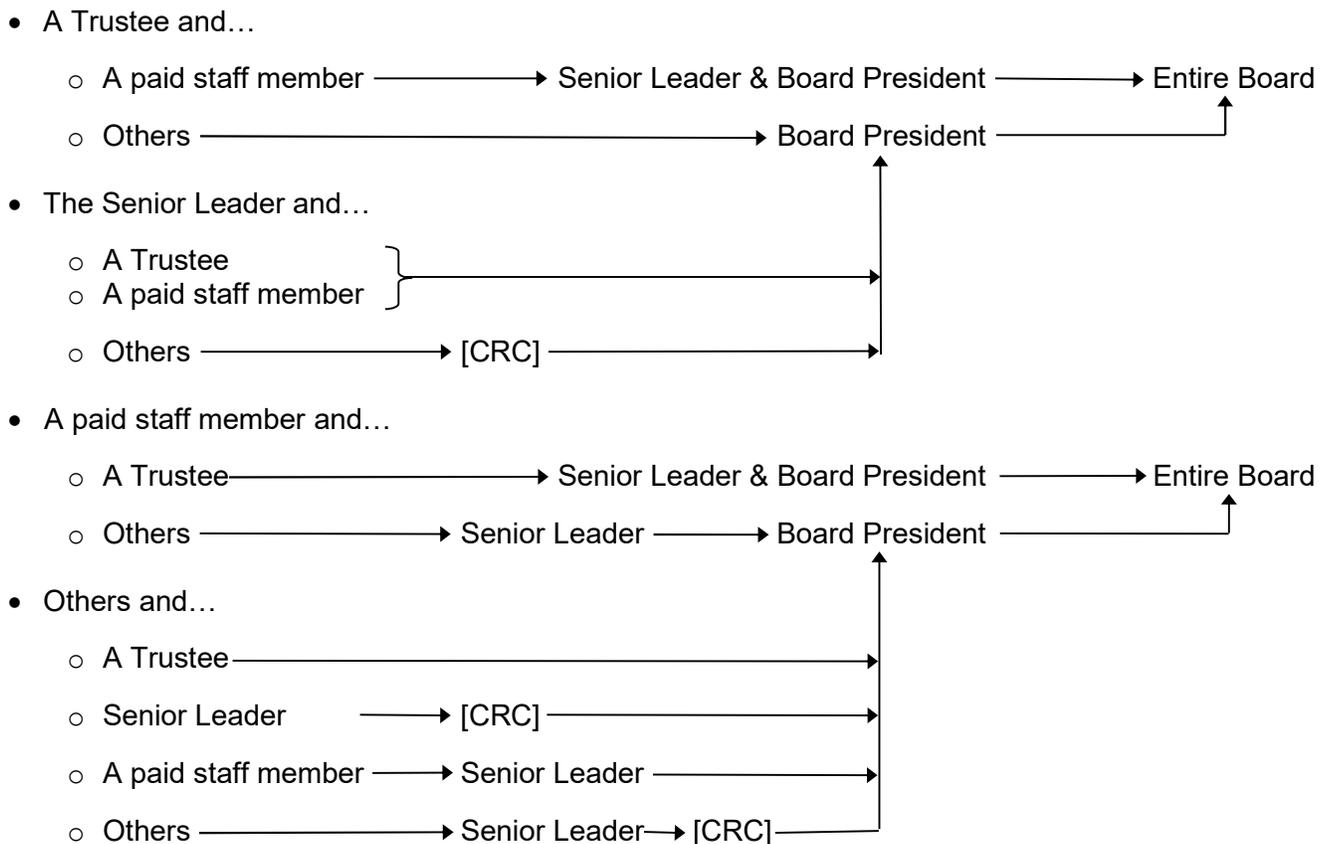
\_\_\_\_\_  
*date of signature*

During the meeting, proxy agents will be invited to present completed authorization forms to the membership meeting moderator in order to receive proxy cards for use when voting on behalf of the principal.

## Appendix B: **Stepwise Management of Conflict at WES**

1. Attempt to address the conflict directly between the involved parties.
2. Seek assistance from one or more other people mutually agreeable to the parties.
3. Seek mediation and/or intervention from people in positions of authority at WES. If the conflict has arisen within the context of the work of a WES team or committee, the team or committee chairperson(s) — if not party to the dispute — could serve in this role.
4. Once the above “local” options have proven insufficient, one or more parties to the dispute may seek further assistance according to the flow chart below. An individual using the chart should start by locating their WES role, identifying the other party or parties, and then seeking out the individual/group identified.

For a conflict involving... ([CRC] denotes where CRC could be consulted in conflict process.)



### 5. Additional Considerations

- a. If three or more roles are involved, the matter is brought to the entire Board.
- b. If the flow chart calls for the Board President to be approached, but the President is party to the conflict, the Vice President is approached. If both the President and Vice President are involved, the matter is brought to the entire Board.

- c. The President (or Vice President, per the above) has the option to refer a matter to a different Trustee if doing so would serve better the dispute in question.
- d. WES is not a “closed system.”
  - (1) Conflicts in which at least one party is a paid staff or a Leader may bypass the Board and go directly to outside mediation with the Board’s consent.
  - (2) Conflicts that come to the Board, but which cannot be adequately addressed, may be suitable for outside consultation/mediation.
- e. Optional consultation with the Community Relations Committee [CRC] by agreement of parties: The CRC is established in the WES Constitution to “*foster a congregation-wide culture of open, honest, and healthy communication about all topics—including difficult or conflictual ones—as a core value of the WES community.*” While that charge gives the CRC no direct formal role in particular cases of management of conflict, it is a resource for the Membership and staff. The CRC could provide brief assistance with the conflict by offering resources or training and by attempting to facilitate direct communication between parties involved in the conflict. (See paragraph 1 at the beginning of this appendix.) If this is insufficient, the CRC could help the parties to seek the assistance of one or more people mutually agreeable to the parties. (See paragraph 2 of this appendix.) The CRC’s role should be relatively brief, providing resources and assistance with the steps in paragraphs 1 and 2. If this is insufficient, stepwise management continues on through the flowchart.

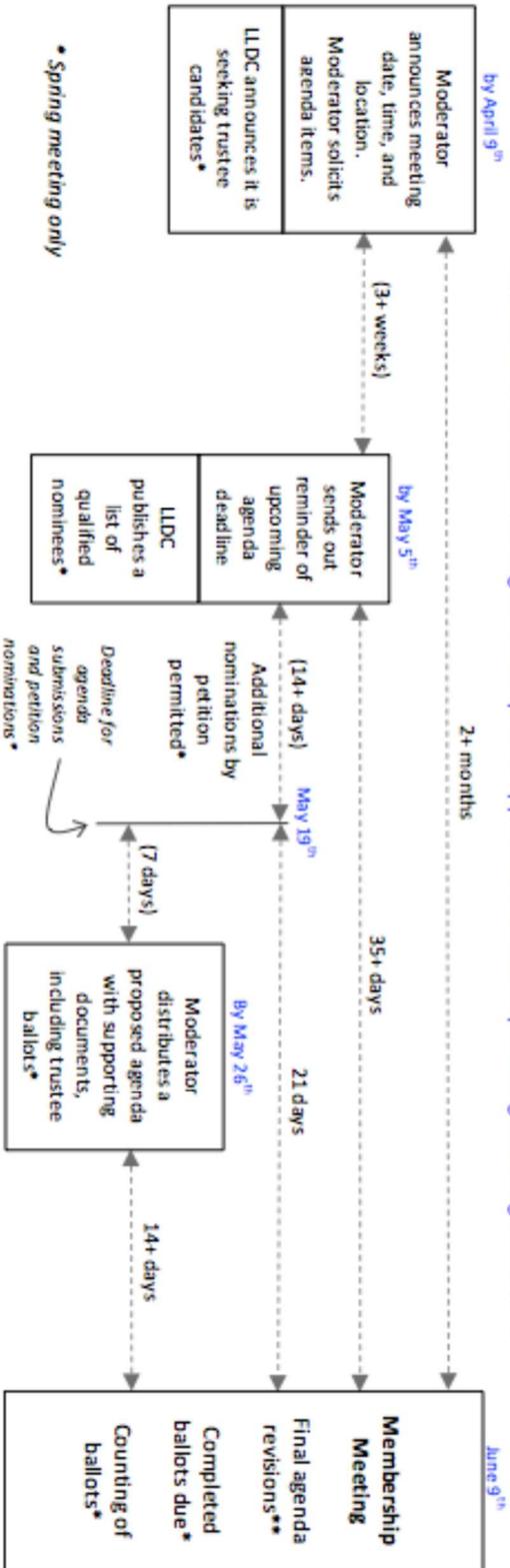
Appendix C: Membership Meeting Timeline

Membership Meeting Timelines

Durations are as stipulated in the constitution with the exception of those within parentheses, which are derivations.

Routine Meeting

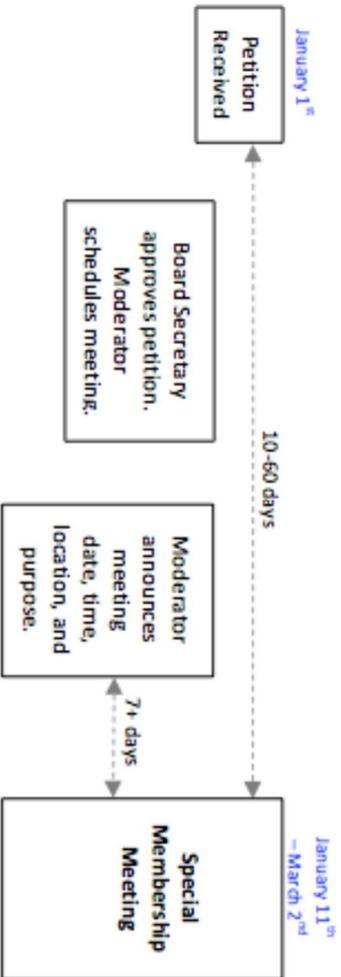
Dates in blue illustrate the timing with these policies applied to a membership meeting occurring on June 9<sup>th</sup>.



\* Spring meeting only

Special Meeting

Dates in blue illustrate the timing if a valid petition were received on January 1<sup>st</sup>.



## WES Bylaws Change History (as of December 2017)

**NOTE: This document is included with the Bylaws as reference, but it is NOT a part of the Bylaws.**

List of Bylaws changes by date. See table for specifics of changes to Bylaws for each date.

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>-</li> <li>- December 12, 2017</li> <li>- October 8, 2017</li> <li>- June 1, 2017</li> <li>- May 11, 2017</li> <li>- November 18, 2016</li> <li>- November 16, 2016</li> </ul> | <ul style="list-style-type: none"> <li>- June 12, 2016</li> <li>- May 8, 2016</li> <li>- December 2, 2015</li> <li>- March 8, 2015</li> <li>- November 20, 2014</li> <li>- October 23, 2014</li> <li>- July 8, 2014</li> </ul> |
|---|--|

Date	Who	Change(s)	Adopted by BOT
December 12, 2017	Bylaw addition by Board of Trustees	<b>Bylaws III.D.10</b> New section 10 was added: Visitors Policy for Board Meetings.	December 12, 2017
October 8, 2017	Bylaw addition by Board of Trustees	<b>Bylaws III.D.9</b> New section 9 added: Online Collaboration and Decisions	October 8, 2017
June 1, 2017	Governance Committee/Kristin Hunter and Board Treasurer	<p><b>Bylaws II.A.2</b> Amended to allow WES members designated by the Senior Leader to also run the path-to-membership process</p> <p><b>Bylaws III.C.4</b> Treasurer’s description amended to delete “and attends at least two Finance Team meetings per year.” (Finance Team disbanded.)</p> <p><b>Bylaws III.D.7.a</b> Amended to allow a group of 2 Trustees, in addition to the president, to call an urgent meeting</p> <p><b>Bylaws III.E.1.a(2)(a)</b> Task of governance committee to orient new trustees amended</p> <p><b>Bylaws IV.A.1.e</b> Amended to give Board sole responsibility to adjust senior leader salary</p> <p><b>Bylaws IV.B.4.c(2)</b> New operating reserves policy added</p> <p><b>Bylaws VI.A.1.d(2)(e)</b> Added subsection (e) requirement for senior leader to report on activities and disbursements of operating reserves at fall membership meeting</p>	June 1, 2017
May 11, 2017	Governance Committee/Kristin Hunter	<p><b>All Bylaws</b></p> <p>- “Clergy leaders/Leaders,” etc., changed to Senior Leader to update Bylaws to reflect</p>	May 11, 2017

		<p>current Society leader configuration</p> <ul style="list-style-type: none"> <li>- Use of “congregation/congregational” changed to Membership or Society where appropriate</li> </ul> <p><b>Bylaws IV.B.2.b.(2).(a)-(b)</b></p> <p>Deleted (a) and (b) elements, which were never finished, given substance, or enacted.</p> <p><b>Bylaws IV.B.4.d.(2)</b></p> <p>The word “reasonable” was deleted since the Board and its designees have unrestricted access to financial records.</p> <p><b>Bylaws VI.B.2.a.</b></p> <p>Updated to reflect current process: the Board manages the Senior Leader review and not the CRC (<i>also see May 8, 2015</i>)</p> <p><b>Appendix B: Stepwise Management of Conflict at WES</b></p> <ul style="list-style-type: none"> <li>- In graphic, Leader for Congregational Life deleted; optional use of CRC added [CRC]</li> <li>- Paragraph 5.d.(2) renumbered</li> <li>- Paragraph 5.e added to explain [CRC] option</li> </ul>	
Feb 23, 2017	Governance Committee/Kristin Hunter	<p><b>Bylaws II.B.2: Community Relations Committee</b></p> <p>Added a. and b. elements to update process and timing for electing members to the CRC</p>	Feb 23, 2017
Nov 18, 2016	Bylaw change by Board of Trustees	<p><b>Bylaws IV.B.4(3)(c).</b></p> <p>Revision allows Senior Leader to refinance an existing WES loan with Board authorization.</p>	Nov 18, 2017
Nov 16, 2016	Governance Committee/Kristin Hunter	<p><b>All Bylaws</b></p> <ul style="list-style-type: none"> <li>- Basic copyedit of Bylaws to correct typos and minor inconsistencies.</li> <li>- Bylaws also updated to reflect <b>Constitution</b> change approved June 12, 2016.</li> </ul>	Nov 16, 2016
Jun 12, 2016	<b>Constitution--</b> change approved by the Membership	<p><b>Constitution II.B.2.</b></p> <p>Name of Committee on Community and Leadership Support (CCLS) changed to Community Relations Committee (CRC)</p>	Jun 12, 2016
May 8, 2016	Governance Committee/John Mulligan	<p><b>Constitution III.D.6.a</b></p> <ul style="list-style-type: none"> <li>- Change the time for submission of BOT minutes from four to seven days</li> <li>- “Leaders” changed to “Senior Leader”</li> </ul>	May 8, 2016
Dec 2, 2015	Governance Committee/John Mulligan	<p><b>Bylaws Appendix A</b></p> <p>Technical revisions to use of proxies at Membership Meetings:</p> <ol style="list-style-type: none"> <li>1) make body and Appendix A consistent in allowing a proxy only once every 10 months,</li> <li>2) clarify with consistent and accurate use</li> </ol>	Dec 2, 2015

		of "principal" and "proxy agent," and 3) specify proxy revocation process.	
Mar 8, 2015	Governance Committee/Ellen Post	<p><b>Bylaws VI.B.2.a.–b.</b></p> <p>Change Leader Evaluation: Revised so that that the CCLS [<i>changed June 12, 2016, to CRC</i>] may delegate Senior Leader evaluation to the BOT (to whom the SL reports), and defines the process to be used in this case.</p> <p>Previously, the section defined a multi-person, multi-step process done every other year. The new process is seen as more practical and reflective of the actual line of authority from membership to Board to Senior Leader.</p> <p><i>Note: The CCLS currently has a constitutional charge to "coordinate" leader evaluation (ratified June 9, 2013). If the constitutional charge is modified, this section of the Bylaws will need to be modified as well, most likely to remove the contingent delegation to the BOT, leaving the process the same.</i></p>	Mar 8, 2015
Nov 20, 2014	Board of Trustees/John Mulligan	<p><b>Bylaws IV.B.3.a.–b.</b></p> <p>Remove "or Solo" (Leader)</p> <p><b>Bylaws IV.B.3.c.</b> added:</p> <p>"The Senior Leader maintains the Leader's Caring Fund, a separately held and tracked fund that is disbursed at the discretion of the Senior Leader and monitored through regular financial monitoring systems by the Board. Uses might include supporting a member of WES with emergency financial needs, supporting WES members in engaging in lay leadership development otherwise out of their reach, and supporting emergency needs in the community at large."</p>	Nov 20, 2014
Oct 23, 2014	Bylaws changed by Board of Trustees	<p><b>Bylaws IV.B.3.c.</b></p> <p>Board approved Bylaws language on Leaders Caring Fund.</p>	Formal adoption at next meeting
Jul 8, 2014	Governance Committee (John Mulligan)	<p><b>Bylaws III.D.2</b></p> <p>BOT Minutes: The main substantive change was to replace the previous process for electing officers with the process we actually used in June on a provisional basis.</p>	Jul 8, 2014