

# Bylaws

## of the

# Washington Ethical Society

As amended by the Board of Trustees through June 15, 2026

## I. Discernment

A. Consistent with the WES Constitution, planning and execution of the discernment processes discussed below are carried out by the Board and Leader(s) working together as equal partners,<sup>1</sup> in special meetings convened for this purpose or in segments of regular Board meetings explicitly recognized as distinct from typical Board business, in which the Leader(s) do not participate in decision-making. Consent decision-making is used (section III.E.1.).<sup>2</sup>

B. **Statements of Identity or Purpose** — see also the WES Constitution.

### 1. Vision and Mission

- a. **Definitions:** The **vision** reflects the end state that WES wishes to produce through our actions and defines who WES is. The **mission** reflects how we intend to work towards that vision through our actions.
- b. **Review and Renewal:** A mission/vision discernment process may revise existing statements or replace them with new statements. The Board and Leader(s) may identify a subset of themselves to manage the process, which involves multiple steps spread over much or all of a program year.
  - (1) In the first step, members are offered varied opportunities to connect with, examine, and share their values, what they appreciate about WES, and what they hope it may become.
  - (2) In the second step, a writing team—the managing subset or some other group drawn from the Board and Leader(s)—uses the results obtained in the first step to draft the desired statements.
  - (3) The third step is the review and revision as needed of the drafts by the full Board and Leader(s).
  - (4) The fourth step is the presentation of the drafts from the third step at multiple meetings open to all WES members for their review and comment. Revisions to the drafts may be made during those meetings; they may also be made afterward by the writing team and then reviewed by the full Board and Leader(s).

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<sup>1</sup> See *WES Constitution*, V.C.

<sup>2</sup> References without document designation are to other sections of these WES Bylaws; references to the WES Constitution or other documents are noted as such.

- (5) In the last step, the membership votes on the final drafts at a membership meeting.
2. Statement of purpose (SOP): The statement of purpose is a brief, attractive summary of WES's work, derived from the mission and vision statements. It is designed to be posted prominently in WES' physical and virtual spaces, and to be used, if desired, as a regular part of platform services.
3. Effective date: This subsection applies to statements created or revised on or after January 1, 2026.

### C. Multi-year goals

1. Review: Early in a Board year that will include the third or fourth anniversary of the adoption of the current multi-year goals, the Board and Leader(s) review the goals to assess their continued usefulness. Goals that were originally adopted for three or four years but are still considered useful may be extended for an additional year in each such review. Conversely, the Board and Leader(s) may cut short the term of goals that were originally adopted for four or five years but are no longer considered useful.
2. Process: The Board and Leader(s) convene an event or series of events to develop goals for three, four, or five years, as well as initial implementation plans. The process is open to all WES members, but the Board and Leader(s) may specifically invite other staff and members representing WES programs or groups to participate. An initial step in the process may be to invite participants to review WES's programs in the context of its vision and mission and to identify (1) shortfalls and (2) opportunities to address them. The process should include opportunity for participants to deliberate together.

D. **Annual Planning** The Board and Leaders organize an annual mid-year event to plan WES activities for the following program year to implement WES' multiyear goals. The results of this event inform development of the following year's budget by the staff and Board. When multi-year goals are not in place, the group reviews the effects of the previous year's plans. In both cases, the group grounds its deliberations in the current statements of WES's identity and purpose.

1. *Participants*: Trustees, Leaders, other staff, invited members representing programs or groups within WES
2. *Tasks*
  - a. Participant Preparation
    - (1) Review staff roles and available time
    - (2) Review volunteer engagement and roles
    - (3) Review current year budget and expenditures
  - b. Review previous year implementation plans, as relevant, and progress toward multiyear goals

- c. Establish implementation plans for the coming program year that take into account available funds, staff time, and volunteer energy. This may include activities that will not be possible unless unexpected funds and/or volunteer effort are available.
- d. Note any topics that arise that will be relevant to the next cycle of multi-year goal development or to consideration of WES's identity and/or purpose.

#### **E. Taking and communicating ethical positions**

1. If a position has already been established by a national organization of which WES is a member, and the society itself has not established or amended a position on that topic by a two-thirds vote at a membership meeting, the position of the national organization may be extended to the society via agreement of the Senior Leader and the Board of Trustees.
2. Once a position has been established, it may be communicated to other organizations and the public by the Board and/or by a Leader. Leaders are also free to speak for themselves on matters of conscience, being clear that they are not speaking for WES when doing so.
3. The Board delegates to specific WES teams the ability to make public statements on behalf of that team on issues that achieve consensus among that team. A team that issues a public statement will inform the President of the Board of Trustees and the Senior Leader that it has done so. Teams are specifically prohibited from speaking on behalf of WES as a whole.

#### **F. Budget approval** See Section V.C.2.d.

## **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.
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 by the Senior Leader 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 Senior Leader provides 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, the Senior 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* and section IV.B.5.f (Vision Fund).
  - 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 more than 50 percent of committee members. Like the Board, the committee makes decisions by consent; if consent cannot be achieved on a particular issue, the chair brings the issue to the Board. Meeting minutes are taken and posted to the members' section of the WES website or retained in some other central repository.
  - c. Fiduciary responsibility: The members of the Endowment Committee have a fiduciary duty to act solely in the congregation's best interest, not their own. As stewards of public trust, members of the committee must be objective, responsible, honest, trustworthy, and efficient. This obligation encompasses three primary duties: the Duty of Loyalty, placing the congregation's interests first; the Duty of Care, giving diligent attention to the committee's decisions; and the Duty of Obedience, ensuring their actions and decisions remain faithful to their duties and legal obligations as communicated to them by the WES Board.
  - d. Liability: Committee members acting in good faith and with ordinary prudence are not liable for any losses of the Vision Fund. Members are not liable for the acts or omissions of other members.

## **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 reports from Committees of the Membership, elections of Trustees, and approval of an operating budget for the following fiscal year.
  - (2) Fall meeting business items include the election of an at-large member of the LLDC.
  - (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 reports from ad hoc committees and task forces, and decisions deemed appropriate for a vote of the entire Membership. Approval of amendments to the WES Constitution or ethical position statements requires a two-thirds majority.

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

- a. Any member may propose an optional business item. Five weeks prior to 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>3</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). Each agenda should include the following administrative elements, in addition to the required and optional business items in paragraph 1 above:
  - (a) Collection of proxy authorizations (if any; see Appendix A)
  - (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) Solicitation of new business for future meetings.

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 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.

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<sup>3</sup> See also the table of meeting tasks in the *WES Governance Reference Handbook*.

- (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.
  - (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.”
  4. Recording: WES membership meetings will be audio and/or video recorded and the recordings will be made available via the members-only section of the WES website. Reminders about recording will be provided in meeting agendas and at the beginning of meetings.

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

1. Purposes: Used for a single topic that is time-sensitive or that cannot be fully explored within the confines of a multi-topic meeting, such as the proposed calling or dismissal of a Leader
2. Topic: limited to the purpose for which it was called
3. 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.
4. Conduct: aside from the limitations in subsections 2. and 3.b.here, routine membership meeting guidelines apply.

### III. Board of Trustees

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

1. The Board works in partnership with the Leaders on community discernment efforts, monitors WES’s progress toward its current goals, 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 at least three times per year through the mid-year planning event, forums, surveys, and other methods. Trustees look for opportunities to support WES's operations and generally 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.

4. When a Leader or Senior Leader leaves, the Board determines whether and whom to hire as an Interim Leader to guide the community through a transition period, typically one to two years. (It is normally not in the community's interest to go directly from one settled Leader, particularly a Senior Leader, to the next without an Interim Leader.) To the extent deadlines allow, the Board will collect community feedback on needs for the interim period and may also use resources offered by the American Ethical Union (AEU) and the Unitarian Universalist Association (UUA) as appropriate, to recruit and hire an Interim Leader.

5. Every Trustee's voice matters. To this end, the Board refrains from majority voting and instead employs dynamic governance, also known as sociocracy.<sup>4</sup> Trustees respect the legitimacy of the Board's decisions; the President typically serves as Board spokesperson.

6. Trustees arrive for Board meetings on time and prepared. The Board discusses attendance with a Trustee who has missed two meetings in a Board year. Except in extenuating circumstances, a Trustee who misses a third meeting will be removed.

## **B. Board of Trustees Personal ARAOMC Commitment Policy**

1. WES acknowledges the existence and impact of systemic racism, white supremacy, and oppression; the lingering effects of bias and systemic injustice; and the need to identify and eradicate these where possible. WES has committed to becoming an increasingly anti-racist, anti-oppressive, multicultural (ARAOMC) and inclusive community. This commitment requires dedicated staff and volunteer time and community resources to address challenges and make progress.

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<sup>4</sup> Drawn from the work of John Buck, Sharon Villines, and others; see <http://www.governancealive.com>.

2. WES is a historically white and white-led congregation, and the dominant culture continues to be white, heterosexual, and cisgender. Entrenched systems of privilege, especially whiteness, affect the way we make decisions, form views, and carry out the processes and mission of WES. As such, it is critical that all members of the Board of Trustees—the seven community leaders charged with policy development, and financial and Senior Leadership oversight—personally commit to working towards the WES ARAOMC goals. This commitment includes:
  - a. for white or non-black, indigenous, people of color (BIPOC) Trustees, attending at least one anti-racist training with a focus on individual learning (e.g., Jubilee Training, Beloved Conversations) prior to the start of their Board service, or no later than two months into their term;
  - b. engaging actively in Board ARAOMC trainings whenever they occur;
  - c. constantly assessing and working to eliminate individual and group biases; and
  - d. modeling ARAOMC behavior in our community, including noticing and addressing microaggressions and macroaggressions within board interactions and the community.

### 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>5</sup>
    - (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 Information Officer ensures the integrity of Board records. The Information Officer...
  - a. ensures that adequate meeting minutes are taken and subsequently approved;

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<sup>5</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.

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 chairs the Board's Financial Oversight Committee and leads the Board's finance-related fiduciary and oversight duties [see sections III.F.1.b. and V.C.2.b. and c.]. In addition, the Treasurer leads the Board's deliberations on financial matters and works with the Senior Leader to produce source materials on WES's financial resources for multi-year goal-setting exercises [see section I.C].
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.F.1.a.].
6. The Chair of the Governance Committee and Representative to the Financial Oversight Committee attends the meetings and participates in the activities of both committees. In addition, this Trustee maintains familiarity with the Constitution and Bylaws to lead the GC in ensuring the Board's fidelity to applicable policies.
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; This Trustee serves on the Governance 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.
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.
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. At a regular Board meeting in the fall, the agenda includes a check-in to see if all Trustees consent to remaining in their elected roles for the rest of the year.

#### **D. 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, 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

## E. Board Meetings

1. In General: The following provisions apply to regular Board meetings, and to urgent meetings and the inaugural retreat unless otherwise noted.

a. Meetings may be held in person and/or via teleconference; Trustees participating via teleconference are considered “present” for record-keeping purposes.<sup>6</sup>

b. Decision-making employs dynamic governance.<sup>7</sup> However, the Board may decide (via dynamic governance) to temporarily employ a different decision-making process.

i. Decision-making for proposals

(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.

ii. Decision-making for simple elections — e.g., the election of the President-Elect

(a) Role description: the Facilitator states its responsibilities, qualifications, etc. (b) Nomination round: Trustees submit slips of paper on which they write, “I, [name], nominate [candidate].”<sup>8</sup>

(c) “Say why” round: the Facilitator invites each Trustee in turn to share the reasons for their nomination.

(d) Change round: the Facilitator gives each Trustee in turn the option to change their nomination in light of what has been said.

(e) Open discussion (optional)

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<sup>6</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.”

<sup>7</sup> See the *WES Governance Reference Handbook* for a more detailed description of this process.

<sup>8</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; or (4) seek the perfect candidate—each candidate has strengths and weaknesses.

- (f) Proposal: the Facilitator proposes the candidate for whom the strongest case has been made (not necessarily reflective of a numerical majority).
- (g) Consent round: the Facilitator asks the candidate for consent last. If the candidate declines, the Facilitator conducts a new change round and the process continues until a candidate is elected.<sup>9</sup>

c. Management of Challenging Situations

- i. 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 meeting 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.
- ii. Decisions on a possible adverse action [see section III.H.]: 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.

d. Visitor Policy for Board Meetings

- i. As stated in the WES Constitution (section III.D.3), Board meetings are open to all WES members.
- ii. Visitors participate in Board meetings primarily as observers.
- iii. Seating is open during Board meetings held in person. In the event of limited seating, Trustees have priority.
- iv. Board meeting agendas will include time at the beginning of each meeting (except for meetings that are wholly executive sessions—see below) for visitors' comments on agenda items or WES-related issues.
  - (a) After calling the meeting to order, the facilitator will welcome visitors and explain the visitor policy.
  - (b) 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.
- v. The Board may refer visitors to WES staff, lay leaders, or teams for issues outside the Board's scope.
- vi. 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 described below. Members whose issues have been placed on the agenda in advance of a meeting will be able

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<sup>9</sup> If the role's responsibilities are a hurdle, the Board may amend them.

to comment during the time allotted for that item on the Board meeting agenda.

e. Executive Sessions<sup>10</sup>

i. *Types of sessions* and rationales for their use:

(a) Board-Senior Leader sessions:

provide private space to cultivate deeper relationships and facilitate frank conversation on such topics as Board self-assessment and self-correction, and

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.

(b) Board-only sessions:

ensure the Board's independence from the Senior Leader in performing oversight, performance feedback, and salary/benefit reviews; and

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.

(c) 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").

ii. *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.

iii. *Topics in Executive Sessions*: topics that emerge that are suitable for the open portion of a meeting are tabled until then.

iv. *Documentation*

(a) 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.

(b) 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.

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<sup>10</sup> These guidelines are drawn from [Executive Sessions: How to Use Them Regularly and Wisely](#) (BoardSource, 2007).

v. *Filing*: Executive Session minutes for a given Board year are filed by the Information Officer in a separate shared online drive.

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

f. Post-meeting activity

- i. Within seven days after a meeting, the Information Officer emails draft minutes to Trustees and Senior Leader. Two Trustees are designated on a rotating basis as required reviewers, but all Trustees may offer comments. 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.
- ii. The Information Officer (or a designee) posts approved minutes and all supporting documents on the WES website and as a hardcopy.
- iii. The Vice President updates the calendar of tasks.

g. Collaboration and Decisions Between Meetings

- i. The Board may use asynchronous online tools (e.g., Google Suite or email) to collaborate and decide on a proposal between meetings, if all of the following conditions are met:
  - (a) Discussion of the proposal starts during a regular Board meeting and the President determines that the work can continue online before the next meeting.
  - (b) The Board agrees by consent to move the proposal to asynchronous collaboration and decision.
  - (c) Asynchronous decisions are made by consent of a quorum of five or more Trustees by a specified date.
- ii. 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.
- iii. The person who proposed the original proposal ("manager") will manage and track the asynchronous discussion and decision, unless otherwise designated by the Board. Trustees may also employ the facilitator if more support is needed.
- iv. The manager will cease asynchronous 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. In any of those cases, the topic will be added to the discussion agenda of the next Board meeting.

- v. Notice of between-meeting consent to a proposal will be included on the consent agenda of the next BOT meeting.

## 2. Regular Meetings

### a. Preparation

- i. The agenda belongs to the entire Board.
- ii. The Vice President draws potential agenda items from the calendar of tasks and the deferred items list (see below), and solicits submissions from Trustees and staff, and optionally from others. Submissions must include all associated documentation,<sup>11</sup> and should be received at least six days prior to the meeting. The Vice President collates, reviews, and prioritizes the items (potentially giving lower priority to those submitted less than six days in advance), and then places them in one of the following elements:
  - (a) The consent agenda receives items that are unlikely to require Board discussion or action: reports to the Board; routine decisions, etc. It also receives items that the Vice President recommends deferring to a later meeting or referring to a non-Board group or individual.
  - (b) The discussion agenda receives items that are likely to require Board discussion/action.
- iii. 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>12</sup> A link to the online folder containing Board agendas and other meeting materials is consistently included in notices of upcoming meetings.
- iv. Trustees read and digest all materials prior to the meeting.

### b. Meeting Procedures

- i. The Facilitator presides.
- ii. Trustees propose agenda amendments as needed. Any Trustee may prompt the movement of an item from the consent agenda to the discussion agenda.
- iii Trustees approve the final agenda.
- iv. Items remaining in the consent agenda are approved without discussion.
- v. The Information Officer (or a designee) records clear and concise minutes containing

(1) date, time, and type of meeting (regular or urgent);

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<sup>11</sup> The Vice President will consider the demands upon trustees' time when weighing what is categorized as required reading.

<sup>12</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.

(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, including start and end times, topic(s) discussed, and any formal decisions made. (See section III.E.1.e.iv and .v above for the handling of Executive Session notes.)

vi. As is helpful, Trustees propose/weigh agenda items for subsequent Board meetings.

vii. The meeting concludes with executive sessions, first with the Board and Senior Leader and then the Board alone [see section III.E.1.e].

### 3. Urgent Meetings

a. The President or any two Trustees may call an urgent meeting in unusual situations, in which waiting for a routine meeting is likely to be detrimental to the Society.

b. Notification of the upcoming meeting is forwarded to all Trustees via telephone and email at least two hours prior to the meeting.

c. Regular meeting procedures (sec. III.E.2.b) apply.

### 4. The Inaugural Retreat

a. Purposes: Assign Trustee roles (see below); review ongoing Board efforts and community issues; answer questions from new Trustees remaining after their orientation; time permitting, discuss priorities for the Board year.

b. Differences from regular meetings:

i. Meeting in person is strongly preferred.

ii. As there is no Vice President or Facilitator yet, the President sets the agenda and presides, delegating as desired.

iii. No minutes are taken.

c. Using dynamic governance, the President conducts an election to fill each of the six remaining roles:

● Vice President

● Information Officer

● Treasurer and Chair of the Financial Oversight Committee

● 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 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, but the general process proceeds through the following steps:

- i. Role descriptions: The six Trustee roles other than President are reviewed.
- ii. Nomination round: The moderator calls for a short period of quiet reflection as each Trustee fills out a nomination form. The form requires each of the seven Trustees to nominate one of the six non-president Trustees for each of the six roles, such that each of the six non-president Trustees fills one role. There is no crosstalk or conferring among Trustees during this period.
- iii. 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	Information Officer	Treasurer and Chair of Financial Oversight Committee	Facilitator and Rep. to Governance Committee	Chair of Governance Committee and Rep. to FOC	Representative to LLDC and Governance Comm.
Trustee 1						
Trustee 2						
Trustee 3						
Trustee 4						
Trustee 5						
Trustee 6						

iv. 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 their nominations. The moderator records any changes to the nominations.

v. Consent round: Based on the results of the change round, the 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 or unaddressed quibbles remain.

**F. Other Board Conversations** In addition to its official meetings, the Board may also meet periodically, with the Senior Leader and other invited guests, for informal conversations. Often, those conversations will be “deep chairs”---explorations of one or two topics in greater depth than is possible during a regular meeting. As with the inaugural retreat, meeting in person is preferred and minutes are not taken. Any decisions reached in these informal sessions do not take effect until they are ratified in an official Board meeting.

## **G. Board Committees and Task Forces**

1. Committees: established by policy and typically active continuously

### *a. Governance Committee*

(1) Membership: three Trustees elected by the Board—the Governance Committee chair, the LLDC representative, and the Facilitator. Ideally, at least one of the three served on the committee the previous year.

(2) Tasks

- (a) Orients new Trustees to WES’s governance documents; works with the President and the previous year’s Facilitator if that person remains on the Board to orient new Trustees to the Board’s 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

### *b. Financial Oversight Committee*

(1) Membership: the Treasurer, who chairs, the chair of the Governance Committee, and at least one more Trustee.

(2) Tasks:

- (a) Conducts oversight activities on behalf of the Board as described under “Fiduciary Policies” [see section V.C.2.b. and c.] and
- (b) Reports its findings to the Board, which is responsible for initiating any necessary action in the event that irregularities are identified

### *c. Personnel Committee*

(1) Membership: The Committee has three members: the Board President or another Trustee, who chairs the Committee, and two non-Trustees selected by the Board from members identified by the LLDC, self-nominations, and Board nominations. The non-Trustee members serve staggered three-year terms, with a possibility of serving an additional three-year term. The duration of membership of the Chair of the Committee depends on the duration of their membership on the Board and the annual allocation of responsibilities among Board members.

(2) Given its responsibilities, the Personnel Committee works closely with the Senior Leader. Its tasks include the following:

- (a) Ensure that WES’s personnel policies, procedures, and practices

are in alignment with WES's Bylaws, ethical principles, obligations as an ethical employer, and anti-racism, anti-oppression, and multicultural goals.

- (b) Support the Senior Leader and Administrator in exercising their staff supervisory roles in a fair and effective manner.
- (c) Seek guidance on relevant labor laws and regulations as needed.
- (d) Review the Employees' Handbook every year to see if changes are warranted.
- (e) Recommend changes in WES personnel policies and practices to remain contemporary, consistent with best practices in similar religious organizations and with guidance from the AEU and UUA.

(3) Meetings: The Committee meets as often as needed. The Senior Leader is invited to Committee meetings and may in turn invite other staff members. The Committee may also meet without the Senior Leader when the Chair deems appropriate.

(4) Roles of the Committee and others: The Committee focuses on policy and advisory support. Operational responsibilities rest with the Senior Leader and the Board retains its oversight role. The Senior Leader and Board will discuss and reach agreement on the appropriate extent of reporting on personnel matters. The Board discourages third-party complaints on personnel matters, referring members to the personnel policies in the Employee Handbook as needed.

2. Task forces: established for a defined period of time (typically a year or less) and 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

## H. Conflicts of Interest

1. As noted in the *WES Constitution*, Trustees serve the WES mission as established by the Membership. 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.].

**I. Adverse Actions** [see section III.E.1.c. 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.

**J. Handling Written Member Communications to the Board**

1. In general, communications from members of the Washington Ethical Society (WES) to the Board of Trustees will be shared in the membership section of the WES website.

- a. If a communication is sent to an individual Trustee, that Trustee will inform the member that the communication will be forwarded to all Trustees. The Trustee will then forward the communication to all Trustees.
- b. Communications containing information about employee/personnel matters or similarly sensitive information will not be published.
- c. If the member requests that the Board of Trustees keep their communication with the WES membership confidential, that request must be made in writing to the Board. The Board will then review the request and decide if the communication will be kept confidential.
  - (1) The Board will send its decision about whether or not the communication will be kept confidential to the member in writing.
  - (2) If the Board decides that it will not keep the communication confidential, the Board will first ask the member if they want to revise or retract their communication before it is published.
- d. Any response from the Board of Trustees to a communication from a member will follow the policy of “speaking with one voice.”
- e. The Board as a whole will agree on the language for the response and the method of response.
- f. If a member posts a communication to the membership generally on a topic that involves the Board, such as in the WES Members Facebook group, on the WES Exchange listserv, or in another forum, the Board as a whole will decide

whether a response from the Board is appropriate and what the language for the response, if any, will be.

- (1) The Board will post its response in the membership section of the WES website.
  - (2) The Board will also post a link to its response in the original forum where the communication was made.
- g. All communications from members to the Board of Trustees will be saved in the Board archive.

## **K. 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 two evaluations each year.
  - (1) The fall review is a brief check-in on the Trustees' roles. As needed, the Board has a broader discussion of its self-governance and its progress toward the year's goals.
  - (2) The End-of-Year Evaluation, based on input from both Trustees and the Senior Leader, 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 professional growth and development. The Board uses the following process:
  - (1) The Senior Leader uses their job description and 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 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.

## IV. Clergy Leadership

**A. Multiple Leaders** Having multiple clergy Leaders can be of great benefit to a congregation that is large enough to need and be able to support them. When considering the possibility of a second Leader, the Board will need to think carefully about the details of that person's position, getting input from the current Senior Leader, before initiating a search or hiring process, because it will be critically important to avoid any ambiguity or inconsistency in the expectations or contracts of the two Leaders.<sup>13</sup>

### **B. Senior Leader's Compensation Review** <sup>14</sup>

#### 1. Annual process

- 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 or benefits and, if so, in what amounts.
- 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's compensation.
- f. The Senior Leader's compensation is a component of the annual operating budget, submitted and approved as per section V.C.2.c.(1).

2. Redistribution: In addition to the above process, once each year, the Senior Leader may request a redistribution of their compensation—for example, a change in the

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<sup>13</sup> The last time WES had two Leaders, the seven-person Board found that it did not have the capacity to serve as direct supervisor of both and so initiated a change whereby the Leader for Congregational Life reported to the Senior Leader. That change contributed to conflict between the two Leaders, which in turn caused long-lasting damage to the spirit and cohesion of the community.

<sup>14</sup> For a clergy Leader other than the Senior Leader, the annual compensation review required by the Constitution could occur as part of the development of the Senior Leader's WES budget proposal.

amount allocated to housing.

## V. Programs

**A. Ethical action** The Society pursues ethical actions (public statements, marches/demonstrations, letter-writing campaigns, service projects, fundraising, etc.) consistent with established Society positions. The Senior Leader (or their designee, as appropriate) coordinates such 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.

**B. Programs serving WES members** Programs that primarily serve members, friends, and visitors of the WES community are likely to include these, among others:

- *Religious education* for children, youth, and adults
- *Platform services*
- *Music*
- *Welcome and membership*
- *Small groups for discussion and connection*
- *Social events*

In general, such programs are under the purview of the Leader(s) and need not be subject to Bylaw policies.

## C. Stewardship

### 1. Care for people and facilities

- a. As Head of Staff, the Senior Leader maintains a work environment for both paid staff and volunteers that follows all legal requirements and strives to reflect Ethical Culture values.
- b. The Senior Leader is responsible for ensuring that facilities are well-maintained and that repairs and 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.

### 2. Care for financial resources

a. *Overview—types of funds:* WES maintains four types of funds:

- (1) The operating fund is used to pay for WES's day-to-day operations. Income not specifically designated otherwise goes to the operating fund.

In general, spending from the operating fund is controlled by the annual operating budget.

- (2) Restricted funds are monies designated for a particular WES group, activity, or purpose. One such fund is the building fund, which is one of two places (the other being the reserve fund) where the society saves ahead of time for major building expenses, such as a new roof, HVAC replacement, or repainting.
- (3) The reserve fund is a source of money for “rainy-day” or special-opportunity expenditures.
- (4) The Vision Fund is an endowment fund intended to support WES’s flourishing and financial stability over the long term.

b. *Fiduciary policies*

- (1) The Financial Oversight Committee is charged with monitoring compliance with the following policies and taking all necessary and prudent actions to maintain compliance.
  - (a) The reserve fund should be maintained at a level of at least the average monthly operating budget.<sup>15</sup> The operating fund should be maintained at a level sufficient to accommodate modest deviations from budgeted income and expenses, and normal fluctuations in their timing, without requiring the use of reserve funds or loans from restricted funds.
  - (b) Monies in the operating fund, restricted funds, and reserve fund are all held in one or more cash or cash-equivalent accounts. They may be commingled in the same account(s) but the monies in them are identified and tracked separately. Total monies held in any one financial institution will not exceed 110% of the current FDIC limit on insured funds.
  - (c) The Vision Fund is invested soundly.
  - (d) The Society complies with Generally Accepted Accounting Principles to the extent that they are reasonably applicable.
  - (e) The Board and its designees receive access to financial records.
- (2) The Senior Leader ensures that

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<sup>15</sup> A reserve of one month’s budget provides some cushion against unforeseen expenses or sudden losses of income. For WES to be able to cover the costs of major building repairs or replacements without resorting to loans or emergency fundraising efforts, total savings in the reserve fund and building fund combined need to be much larger.

- (a) staff compensation is fair, using as a reference the UUA's Fair Compensation Guidelines;
  - (b) the Society carries sufficient insurance against theft and casualty losses, Trustees and paid staff are covered by corporate and personal liability, and all non-WES personnel with access to significant funds are bonded; and
  - (c) at least two competitive bids are considered when making purchases or entering contracts for over \$10,000.
- (3) The Senior Leader obtains Board authorization if it is necessary to
- (a) solicit funds for non-budgeted purposes;
  - (b) temporarily loan money from a restricted fund to the operating fund;
  - (c) liquidate a restricted fund; or
  - (d) take out a loan in the Society's name. A loan of more than 5 percent of budgeted operating income requires Membership approval unless it refinances an existing loan at the same or a lower interest rate and does not increase the outstanding principal.

c. *Fiduciary practices*

- (1) With access to WES' accounting systems, the Treasurer regularly monitors deposits, payments, and transfers between accounts and financial institutions.
- (2) Monthly, the Financial Oversight Committee reviews income and expenses for both operating and capital accounts, as well as updated balance sheets, using the best data available at the time.
- (3) Quarterly, the Senior Leader presents to the Board a revenue/expense report for the previous quarter, covering operating and capital accounts except the Vision Fund, using data reviewed by the WES staff and Treasurer.
- (4) Quarterly, the chair of the Endowment Committee provides the Board with a report on the Vision Fund.
- (5) At the fall membership meeting, the Senior Leader reports on the status of the reserve fund and building fund, with proposed plans for any increases or needed replenishment.
- (6) At the spring membership meeting, the Senior Leader reports on income and expenses for the year and their correspondence to the budget, and the chair of the Endowment Committee reports on the year's administration of the Vision Fund.

*d. The operating fund*

- (1) Spending from the operating fund is governed by an operating budget prepared in the spring by the Senior Leader. The budget aligns with WES's purposes (as described in mission, vision, ends or similar statements) and reflects any current multi-year goals and one-year priorities. The Senior Leader obtains the Board's endorsement for the budget and presents it at the spring membership meeting. In the event that the Senior Leader and Board cannot agree on a budget, the Senior Leader and Board (represented by the Treasurer) each present their version of the budget at the meeting.
- (2) If a spring membership meeting ends without approval of an operating budget for the upcoming fiscal year, the following things occur:
  - (a) The Board calls a special membership meeting, to be held within 60 days of the spring meeting, for another vote on the operating budget. The budget offered at that meeting may be revised from the one offered at the spring meeting. If the special meeting also ends without approval of an operating budget, the budget is included on the agenda of the fall membership meeting.
  - (b) The Senior Leader develops an interim budget, which is in effect until a budget proposal is approved at the special meeting or the fall meeting. If approval does not occur at either meeting, the interim budget remains in effect for the rest of the fiscal year. The Senior Leader presents the interim budget to the Board, which endorses it providing it meets the following conditions:
    - (i) Total revenues are the lesser of a) total revenues included in the operating budget prepared by the Senior Leader for the spring membership meeting and b) projected revenues (or actual revenues, if known) for the prior year—that is, the fiscal year preceding the one covered by the interim budget.
    - (ii) Total expenses do not exceed total revenues—that is, the budget is balanced.
    - (iii) The budget includes expenses to meet WES's fixed obligations to outside parties, such as mortgage payments. The Senior Leader will consult with the Board on whether to consider dues to the American Ethical Union and "fair share" contributions to the Unitarian Universalist Association as fixed obligations.

- (iv) For each budget line item that is not a fixed obligation, the budgeted amount does not exceed the lesser of a) the amount specified in the budget approved for the prior year and b) actual spending (projected or final) in the prior year.
  - (v) If meeting condition (iv) does not result in a balanced budget, balance is achieved by reducing amounts for all line items that are not fixed obligations; those reductions are as close to proportional as practicable, in the judgment of the Senior Leader.
- (3) During a budget year, if income is falling short of projections or expenditures are exceeding projections, the Senior Leader may adjust planned spending levels in order to avoid or reduce the need to dip into the reserve fund. The Senior Leader notifies the Board of such adjustments and notifies the membership of any material changes in WES's operations.

*e. Restricted funds*

- (1) Restricted funds are employed solely for approved purposes. Any authorized loan from a restricted fund to the operating fund must be temporary and accompanied by a timetable for repaying the loan.
- (2) For each restricted fund, one person (typically someone involved in the WES group, activity, or purpose served by the fund) is designated to request expenditures from the fund. Such requests are made in writing to the Senior Leader, who may accept or reject them, or request additional information. A series of expenditures (for example, for a construction project) may be requested and accepted in advance.
- (3) When the Board approves the liquidation of a restricted fund, if the Senior Leader judges that the remaining balance in the fund is significant, the Senior Leader will make a good-faith effort to contact any current WES members who were major donors to the fund and offer to return an appropriate share of the balance to them.

*f. The reserve fund*

- (1) The purpose of the reserve fund is to ensure the stability of WES's mission, programs, employment, and operations. The reserve fund provides an internal source of money for situations such as a sudden increase in expenses, one-time unbudgeted expense, unanticipated loss in funding, or uninsured loss. The fund 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.

The fund is not intended to replace a permanent loss of income or address an ongoing budget gap.<sup>16</sup>

- (2) The reserve fund may be funded as a line item in the operating budget. In addition, the Board may from time to time direct that a specific source of revenue—such as one-time gifts, bequests, special grants, special appeals, or end-of-year budget surpluses—be designated for the reserve fund.
- (3) Identification of appropriate use of reserve funds: the Senior Leader will identify the need to access the reserve fund and will provide the Board with a written statement confirming that the use is consistent with the purpose of the reserves as described here. That statement includes the intended use of money from the fund, the availability of any other sources of funds, and as appropriate, a preliminary plan to replenish the fund to the desired minimum level of one month’s average operating expenses.
- (4) Approval to use reserves
  - (a) Authority for use of up to \$10,000 from the reserve fund is delegated to the Senior Leader, with the above written statement sent to the Board within one week.
  - (b) Use of between \$10,001 and \$20,000 from the reserve fund also requires prior agreement of the Board Treasurer.
  - (c) Use of more than \$20,000 requires prior approval from the Board of Trustees.
- (5) Reporting and monitoring: the Senior Leader will maintain records of the use of money from the reserve fund and on any replenishment effort, and will provide regular reports on the latter to the Financial Oversight Committee and/or Board of Trustees.

#### *g. The Vision Fund*

- (1) Vision Fund assets are invested in a well-respected, diversified portfolio, such as the Unitarian Universalist Common Endowment Fund, per the Endowment Committee’s discretion.
- (2) Money deposited in the Vision Fund at the discretion of the Board and/or staff (that is, not specifically designated by a donor as endowment funds) may be withdrawn by the Board and deposited in the Reserve Fund.

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<sup>16</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).

(3) If the Vision Fund balance exceeds \$100,000, money may be drawn from the Fund for special purposes, or to support WES's day-to-day operations, as follows:

(a) Once per year, the Endowment Committee may generate a proposal for a special-purpose disbursement, after soliciting ideas from the WES membership. The proposal must obtain the approval of the Board and the consent of the Leader(s). The proposal must also be approved by a two-thirds vote of the membership if the disbursement 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.

(b) A proposed WES budget may draw on no more than 4 percent of the fund balance.

## **VI. 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 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.

### **B. Policies and Procedures on Harassment, Sexual Misconduct, and Disruptive Behavior**

1. The goals of these WES Policies are:
  - a. To protect and safeguard the members of the WES community and persons associated with WES, particularly those who have been harmed in incidents of disruption, harassment and sexual misconduct;
  - b. To deal quickly, effectively, respectfully and fairly with allegations/ incidents of harassment, disruption and sexual misconduct;
  - c. To help the community restore and heal itself after an incident of harassment/disruption/sexual misconduct; and
  - d. To provide the person(s) who has/have been found to have done harm with an opportunity to reflect on their behavior and its impact on individuals and the community.
2. Policy details, including definitions, can be found in Appendix D: Policies on Harassment, Sexual Misconduct and Disruptive Behavior
3. Procedures to support implementation of these policies are detailed in Appendix E.

## **VII. Relations with External Organizations**

- A. Communications** The Board may speak for WES in communications with the American Ethical Union (including its staff, Board of Directors, officers, and Assembly), the Unitarian Universalist Association, and other organizations of which WES is a member. Time permitting, the Board may choose to seek input from the WES membership on such communications.
- B. Appointments** The Board may act for WES in appointing WES members to the AEU Board of Directors and other governing or advisory groups of external organizations to which WES belongs. (See Appendix F for a description of the role of WES's representative to the AEU Board.) At least 21 days before making an appointment, the Board announces a period of at least 14 days for nominations and self-nominations.

## **VIII. Amendments**

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
- D. Policies on Harassment, Sexual Misconduct and Disruptive Behavior
- E. Procedures for Policies on Harassment, Sexual Misconduct and Disruptive Behavior

Appendix A: **WES Proxy Authorization Form** (Rev. 12/2/2015)

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*

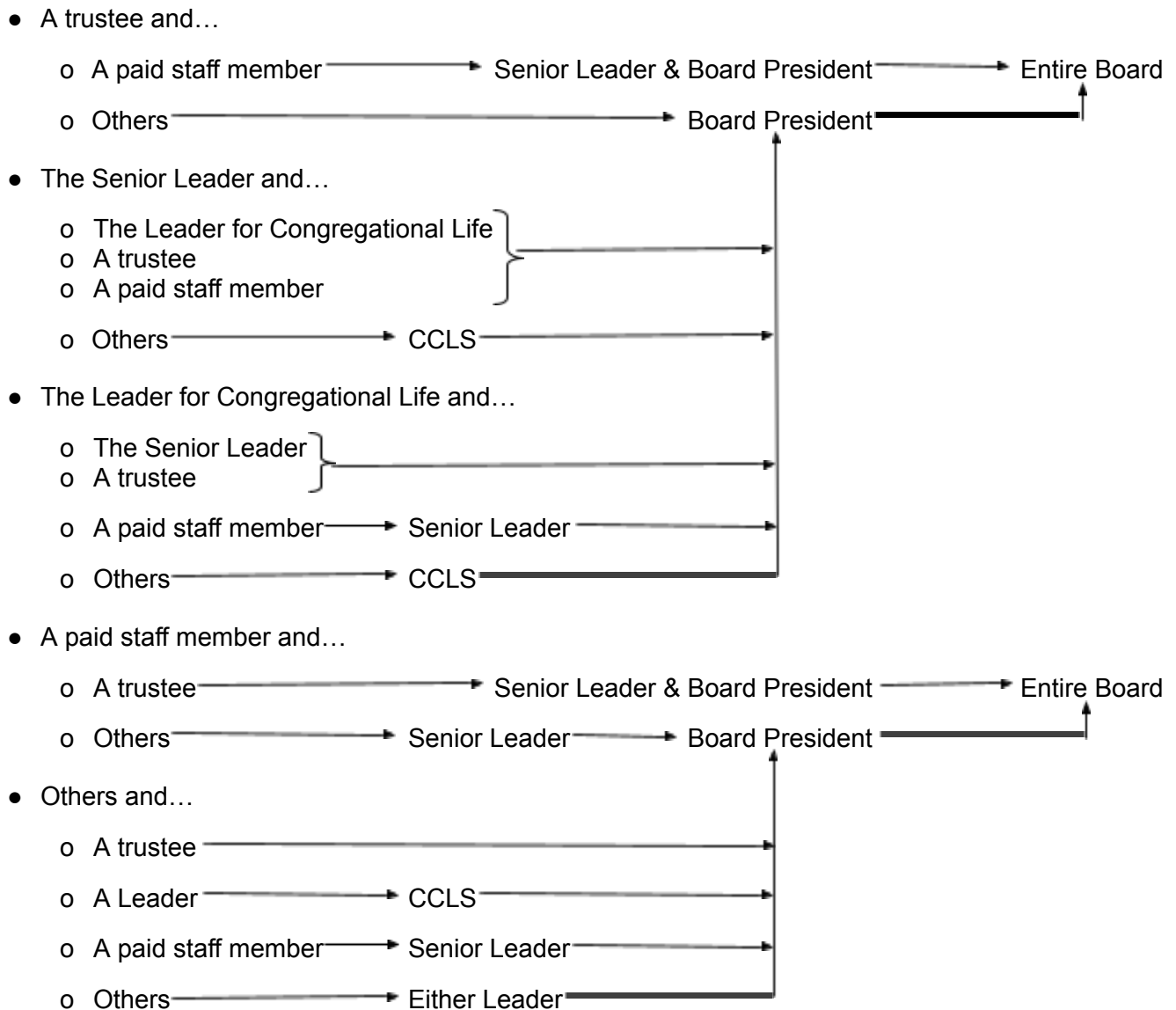
During the meeting, proxy agents will be invited to present completed authorization forms to the membership meeting moderator in order to receive proxy cards for use when voting on behalf of the principal.

## 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...



## Additional Considerations

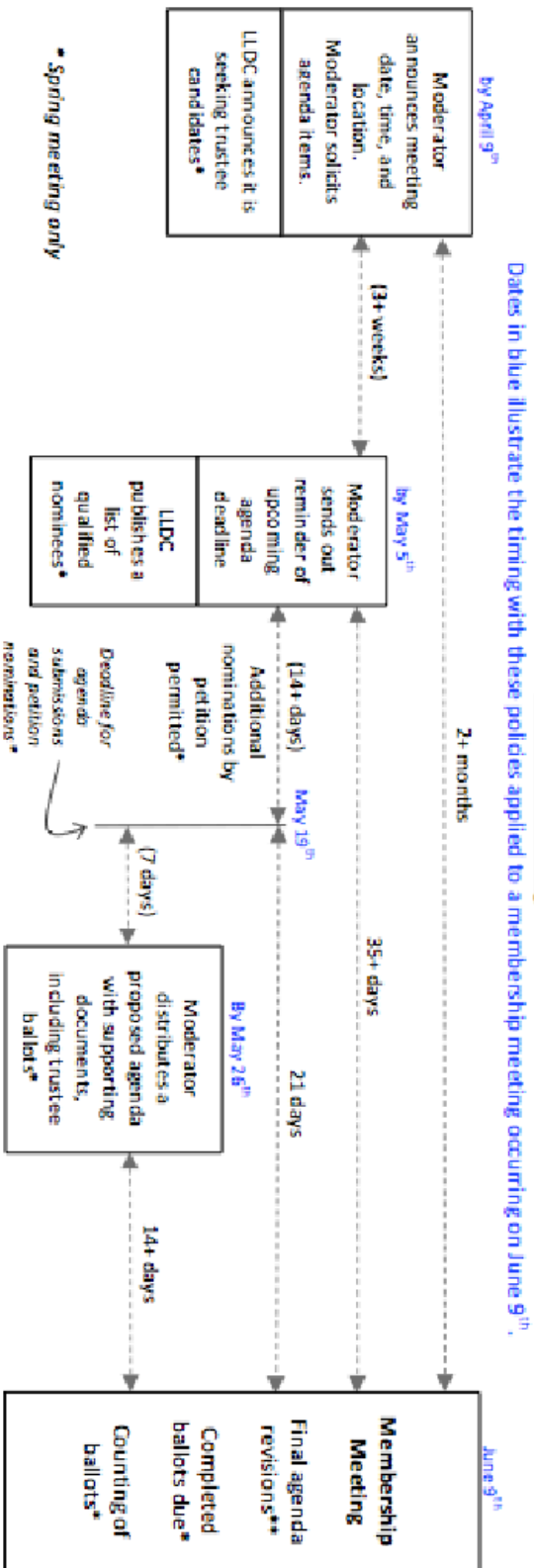
- a. If three or more roles are involved, the matter is brought to the entire Board.
- b. If the flow chart calls for the Board President to be approached, but the President is party to the conflict, the Vice President is approached. If both the President and Vice President are involved, the matter is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

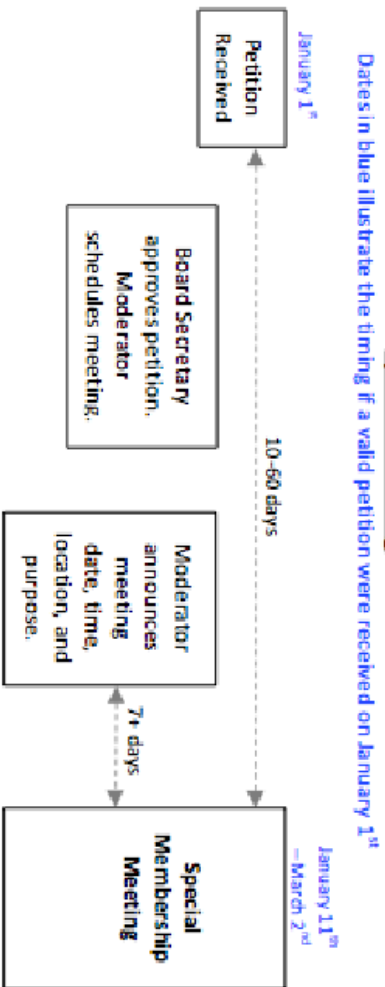
Durations are as stipulated in the constitution with the exception of those within parentheses, which are derivations.

**Routine Meeting**



\* Spring meeting only

**Special Meeting**



## Appendix D: Policies on Harassment, Sexual Misconduct and Disruptive Behavior

WES is committed to engaging in an on-going dialogue within the community to develop and maintain a shared understanding of what constitutes acceptable behavior and what may reasonably be understood to be harassment, and hence unwelcome. WES strives for the right balance between members' freedom to express disagreement and the need for such disagreement not to be experienced as disagreeable.

These policies apply to all people at a WES-sponsored event, whether in person or electronic, including staff, members, visitors, renters, and vendors; and to people in the WES building if a WES member, staff, visitor, or friend is involved in the incident. Harassment can be experienced by individuals who are not the intended target of the harassment.

The focus of WES policy is on behavior by WES members, staff, renters or visitors, whether in person or virtual, that impacts other members of the community or the reputation of WES.

### Policy: Harassment

#### a. Statement of policy

The Washington Ethical Society (WES) affirms the inherent worth and dignity of every person. WES is committed to creating a safe and nurturing environment free from all forms of discrimination and from any conduct that can be considered harassing, coercive, or disruptive. Harassment of any kind (e.g., actions, words, jokes, or comments) based on an individual's sex, race, color, national origin, age, religion, ability, sexual orientation, marital status, gender identity or expression, or any other personal characteristic will not be tolerated at WES.

#### b. Definitions

--- Harassment is any form of unwelcome conduct that demeans, threatens, intimidates, or coerces. Harassing conduct may be in person, electronic, or otherwise; repeated or an egregious single instance; it is either known or may be reasonably understood to be unwanted.

---Harassment is understood in a cultural context which can be challenging in a multicultural community. Harassment is defined from the perspective of the person experiencing it, hence the emphasis is on behavior that is *unwanted or unwelcome*.

--- Verbal harassment includes comments that are offensive or unwelcome, including but not limited to epithets, slurs, innuendo, and stereotyping.

--- Physical harassment includes physical contact, action, or presence that is offensive, unwelcome, or persistent, including but not limited to hazing, stalking, using physical presence to intimidate, and other unwanted physical contact.

– Visual forms of harassment include derogatory or offensive cartoons, drawings, or other types of images.

### Policy: Sexual Misconduct

a. Statement of policy

The Washington Ethical Society (WES) affirms the inherent worth and dignity of every person. WES is committed to creating a safe and nurturing environment free from all forms of sexual misconduct, abuse, molestation, harassment, or exploitation of any kind.

See the WES Employee Handbook for sexual harassment policy related to staff.

See the SEEK Safety Policy for special guidelines that pertain to children and youth at WES.

b. Definitions

Sexual misconduct is any form of conduct, (in person, electronic or any other form of communication) of a sexual nature that demeans, threatens, intimidates, or coerces. It includes unwelcome sexual advances, attention, or touching; requests for sexual favors; and other verbal engagement or physical contact of a sexual nature. Sexual misconduct also includes harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity, and/or status of being transgender.

## **Policy: Disruptive Behavior**

a. Statement of policy

WES affirms its belief in creating and protecting a safe, respectful, and secure environment for everyone, and this includes each person's right to express dissent. WES is committed to an environment where members can participate in WES activities, staff can carry out their professional duties, and others can use WES facilities free from unwelcome disruptive or offensive behavior that interferes with the functioning and flow of the organization. WES is further committed to each member's right to express dissent in a responsible and respectful manner.

Guidelines for Evaluating Disruptive Behavior

It is recognized that disruptive behavior can vary, ranging from disagreeable to disrespectful to disruptive to dangerous behavior. Consequently, response to such behavior will also be on a continuum. WES will contact law enforcement authorities in the event of a disruption that involves the threat of physical violence. In other circumstances, they will keep in mind that contacting the authorities should only be used as a last resort when other attempts at resolving non-physical disruptive behavior have been exhausted.

## **Appendix E: Procedures for Policies on Harassment, Sexual Misconduct and Disruptive Behavior**

### **PROCEDURES for Policies on Disruptive Behavior and Anti-Harassment**

#### **PROCEDURES FOR MANAGING INCIDENTS OF DISRUPTIVE BEHAVIOR, *pursuant to Policy on Disruptive Behavior***

These procedures for dealing with alleged [extreme, not ordinary] incidents of disrespectful, disruptive, or dangerous behavior (*as defined in the policy on disruptive behavior*) may be invoked if initial, common sense approaches are ineffective to calm, distract, or change behavior in a given situation.

#### **1. Reporting**

- a. If anyone believes they have witnessed or experienced disruptive behavior or has an incident reported to them, they should report it to any of the following: Senior Leader, Director of Life-Long Learning or paid staff member, Board member, or member of The Safer Congregation Team. The person receiving the report of the incident will immediately notify the Senior Leader.
- b. If reporting is required by law, the Senior Leader will report it to the authorities.
- c. Reports—and reporters—of incidences of disruptive behavior will be held in strict confidence. WES does not tolerate any retaliation by any means or person.

#### **2. Immediate Response to Disruptive Behavior (*when the disruptive behavior is occurring*)**

- a. If an immediate response is needed, the Senior Leader, senior staff member, CRC member or other lay leader, or leader of event or meeting may:
  - ask person to leave event, meeting, or building;
  - suspend the meeting, event, or gathering;
  - take other reasonable actions deemed necessary; or
  - call the police, if behavior poses risk or threat to the safety of anyone or damage to property.
- b. If the Senior Leader is not present or available, or if police are called, the Senior Leader must be notified of occurrence of disruptive behavior immediately, and be provided a description of the occurrence and response in writing within 24 hours.

#### **3. More Deliberate Response (*occurrence is over or recurring, needs further attention*)**

- a. First level of response: Senior leader meets with the individual(s) acting disruptively. The Senior Leader may, on a case-by-case basis, if the behavior is deemed severe, refer the incident to the Safer Congregation Team if further exploration of the incident or action is needed. The Senior Leader shall inform the Board of Trustees that they have called on the Safer Congregation Team.

- i. The Safer Congregation Team collects all information necessary, including interviewing individuals involved and those reporting the behavior, to gain a full and fair understanding of occurrence.
  - ii. The Safer Congregation Team reports back to the Senior Leader in writing with recommendations for any action deemed necessary.
  - iii. The Senior Leader reports to the Board the Safer Congregation Team's recommendations, any actions taken, and outcome.
- b. Second level of response: The Senior Leader will refer the situation and response to the Board if further significant action is needed (for example, if disruptive behavior continues or recurs), such as temporary suspension of WES membership and exclusion from WES virtual and physical . The Board and Senior Leader may turn to Safer Congregation Team to develop conditions for resumption of full membership, including a thoughtful process for return to right relations.
- c. Third level of response: The Board and Senior Leader may, in extreme cases, determine that the individual should be removed from membership permanently and excluded from church premises, with written notification to the individual.

**GUIDELINES FOR THE Safer Congregation Team** *(for procedures pursuant to policies on disruptive behavior, anti-harassment, and sexual harassment)*

1. The Safer Congregation Team will deal with incidences of disruptive behavior, harassment, and sexual harassment, covered by the same-named policies, as deemed necessary by the Senior Leader.
  - a. The Safer Congregation Team will consist of three members, appointed by the Senior Leader with approval of the Board. The Team will report to the Senior Leader primarily or to the Senior Leader and the Board as outlined above.
  - b. Members of the Safer Congregation Team will have two year terms.
  - c. WES will commit to short-term professional training for team members every other year. On the off year, the Safer Congregation Team will meet together at the beginning of each fiscal or liturgical year to review their training.
2. In its deliberations, the Safer Congregation Team will treat all individuals and incidents with dignity and respect. They will strive not to define "acceptable" behavior in advance and avoid stereotypes. When evaluating any incident, they will consider these questions about the behavior:
  - Is it **dangerous**? Is the individual the source of a threat or perceived threat to people or property?
  - Is it **disruptive**? Is behavior interfering with the flow of WES operations and gatherings, or participation in WES activity(s)?
  - Is it **disrespectful or offensive**? Is behavior abusive, distracting, disorderly, interruptive to a person or an event, gathering, activity?
3. The Safer Congregation Team will also consider other factors:

- **Causes:** Why did the disruption occur? Is there a conflict between the individual and others? Should mental health, intoxication, illness, etc., be in play?
- **History:** Have there been previous difficulties with the individual?
- **Probability of change:** How likely is the behavior to recur if no action is taken?

**PROCEDURES FOR MANAGING INCIDENTS OF HARASSMENT OR HARASSING BEHAVIOR,**  
*pursuant to policy on anti-harassment*

These procedures for dealing with alleged [extreme, not ordinary] incidents of harassment or ongoing harassing conduct or behavior (*as defined in the policy on anti-harassment*) may be invoked if initial, common sense approaches are ineffective to end the harassing behavior in a given situation.

**1. Reporting**

- a. If anyone believes they have experienced harassment or ongoing harassing behavior, they should report it to the Senior Leader or Director of Life-Long Learning. The DLL will immediately inform the Senior Leader.
- b. If anyone believes they have witnessed an incident of harassment or ongoing harassing behavior, or has such incident(s) reported to them, they should report it to any of the following: Senior Leader, Director of Life-Long Learning, Board member, or member of Safer Congregation team. The person receiving a report of any incident will immediately notify the Senior Leader.
- c. If reporting is required by law, the Senior Leader will take responsibility for reporting to the authorities.
- d. Reports—and reporters—of incidences of harassment will be held in strict confidence. WES does not tolerate any retaliation by any means or person.

**2. Immediate Response to Harassment or Harassing Behavior** (*when the harassing behavior is occurring*)

- a. If an immediate response is needed, the Senior Leader, senior staff member, paid staff member, Board member, CRC member, or other lay leader [*define*] may:
  - ask the person(s) committing the verbal, non-verbal, public, or electronic harassing behavior or conduct to desist immediately;
  - ask the person(s) committing the verbal or non-verbal harassing behavior or conduct to leave the event, meeting, or building;
  - take other reasonable actions deemed necessary; or
  - call the police, if behavior poses risk or threat to the safety of anyone or damage to property.
- b. The Senior Leader must be notified of any occurrence of harassment or harassing behavior immediately, if they are not present or available, or if police are called. The person(s) reporting the occurrence must provide the Senior Leader with a description of the occurrence and response in writing within 24 hours.

**3. More Deliberate Response** (*occurrence is over or ongoing, needs further attention*)

- a. First level of response: Senior leader meets with the individual(s) who engaged in harassment or engaged in ongoing harassing behavior of another person(s), whether verbal, non-verbal, public, electronic, etc. The Senior Leader may, on a case-by-case basis, if the conduct is deemed severe, refer the incident to the Safer Congregation Team if further exploration of the incident or action is needed. The Senior Leader also informs the Board of Trustees that they have called on the Safer Congregation Team.
  - i. The Safer Congregation Team collects all information necessary, including interviewing individuals involved and those reporting the behavior or conduct, to gain a full and fair understanding of occurrence.
  - ii. The Safer Congregation Team reports back to the Senior Leader in writing with recommendations for any action deemed necessary.
  - iii. The Senior Leader reports to the Board the Safer Congregation Team's recommendations, any actions taken, and outcome.
- b. Second level of response: The Senior Leader refers the incident(s) and response to the Board if further significant action is needed (for example, if harassing conduct or behavior continues or recurs), such as temporary suspension of WES membership. The Board and Senior Leader may turn to Safer Congregation Team to develop conditions for resumption of full membership, including a thoughtful process for return to right relations.
- c. Third level of response: The Board and Senior Leader may, in extreme cases, determine that the individual should be removed from membership permanently and excluded from church premises, with written notification to the individual.

## **Appendix F: Role Description for WES's Representative on the AEU Board**

In accordance with American Ethical Union's [Board Volunteer Description](#), the WES Rep serves as a liaison between WES and the American Ethical Union. The WES Rep is expected to...

- Remain informed on the priorities and interests of the WES community through, for example, attending Society platforms and other events, talking with WES members, and/or attending meetings of the WES Board of Trustees;
- Inform the WES Board, Leader(s), and other interested WES members of significant developments within the AEU (the WES Board will apprise the Rep of its meeting schedule and invite the Rep to submit written reports in advance of those meetings, as appropriate);
- Seek input from the Board, Leader(s), and other interested WES members regarding business items to be taken up at AEU Board meetings;
- Convey official information from the AEU Board, officers, and staff to WES, and vice versa.

The WES Rep coordinates their work with the WES President, Senior Leader, and Administrator. The WES Rep is accountable directly to the WES Board. At least once per year the WES Board or its designee provides the WES Rep with feedback on their performance.

**WES Bylaws Change History (as of June 15, 2026)**

**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.*

- |                                  |                     |
|----------------------------------|---------------------|
| - June 15, 2026 (final approval) | - December 12, 2017 |
| - May 15, 2025                   | - October 8, 2017   |
| - April 17, 2025                 | - June 1, 2017      |
| - February 20, 2025              | - May 11, 2017      |
| - March 26, 2024                 | - November 18, 2016 |
| - December 18, 2023              | - November 16, 2016 |
| - April 30, 2022                 | - June 12, 2016     |
| - April 21, 2022                 | - May 8, 2016       |
| - July 14, 2020                  | - December 2, 2015  |
| - June 14, 2020                  | - March 8, 2015     |
| - March 15, 2020                 | - November 20, 2014 |
| - February 12, 2019              | - October 23, 2014  |
| - December 13, 2018              | - July 8, 2014      |

Date	Who	Change(s)	Adopted by BOT
June 15, 2026	Bylaws revisions by Board of Trustees	Extensive revisions throughout, including new descriptions of discernment processes; a new statement of fiduciary obligations of Endowment Committee members; restructuring of information on procedures for membership meetings and Board meetings; and authorization for the Board to meet informally and to withdraw from the Vision Fund money that was deposited there at the discretion of the Board or staff. Provisions relating to ethical action that were in III.J and IV.B.2 are now found in I.E (Taking and communicating ethical positions) and V.A (Ethical action); provisions on care for resources (formerly IV.B.4-5) are now in V.C (Stewardship); provisions on oversight (formerly VI) are now in V.C.2.(c) (Fiduciary practices) and III.K (Evaluation); provisions on Board communications with external organizations (formerly III.J.3-4) are now in VII (Relations with External Organizations).	Final approval June 15, 2026 after membership vote on Constitutional amendments

May 15, 2025	Bylaws amendment by Board of Trustees	<b>Bylaws IV.B.5</b> Revised “Care for resources” section that clarifies the policies regarding WES’s four types of funds—the operating fund, restricted funds, reserve fund, and Vision Fund.	May 15, 2025
April 17, 2025	Bylaws additions by Board of Trustees	<b>Bylaws Appendix F</b> New appendix describing the role of WES’s representative to the AEU Board. Callout to the appendix added in section III.J.4.	April 17, 2025
February 20, 2025	Bylaws amendments and additions by Board of Trustees	<b>Bylaws III.E.5.g</b> Authorized electronic note-taking; re-lettered former subparagraphs g-i as h-j.  <b>Bylaws III.E.8.a</b> Authorized the Board to invite participation in executive sessions by people other than Trustees and the Senior Leader; re-lettered subparagraphs a-f as b-g.  <b>Bylaws III.E.10</b> New subparagraph 10 codified existing practice allowing the facilitator to invite participation by certain meeting visitors; corresponding changes to subparagraph c.	February 20, 2025
March 26, 2024	Bylaws amendments by Board of Trustees	<b>Bylaws IV.B.5.b(2)</b> Replaced previous requirement that a three-year capital budget be prepared annually with contingency plans in the event that a spring Membership Meeting ends without adoption of an operating budget for the following fiscal year.	March 26, 2024
December 18, 2023	Bylaws amendments and additions by Board of Trustees	<b>Bylaws III.J</b> Heading changed from “Speaking on Behalf of the Congregation” to “Communicating on Behalf of the Congregation.” Conforming edits to existing paragraphs 1 and 2. New paragraphs 3 and 4 added, codifying the Board’s authority to speak for WES in communicating with organizations of which WES is a member, and to appoint WES members to serve on governing or advisory groups of such organizations.	December 18, 2023
April 30, 2022	Typo correction, as noted by WES member and	<b>Bylaws IV.A</b>	April 30, 2022

	emailed to the Board	Both IV.A and IV.B were listed as “Other Staff; Programs.” Corrected IV.A section to “Senior Leader.”	
April 21, 2022	Bylaws addition by Board of Trustees; site in Bylaws approved April 21, 2022.	<ol style="list-style-type: none"> <li>1. <b>Bylaws III.F.1.c</b> New section added: Personnel Committee</li> <li>2. <b>Bylaws III.A.4</b> New section added: Hiring of Interim Senior Leader</li> <li>3. <b>Bylaws V.B plus Appendix D</b> New section added: Policies on Harassment, Sexual Misconduct, and Disruptive Behavior</li> <li>4. <b>Bylaws V.C plus Appendix E</b> New section added: Procedures on Harassment, Sexual Misconduct, and Disruptive Behavior</li> <li>5. <b>Bylaws II.C.4</b> New section added: Recording membership meetings</li> </ol>	April 21, 2022
June 14, 2020  July 17, 2020	Bylaws addition by Board of Trustees; site in Bylaws approved June 14, 2020.  Location of addition in the text approved July 14, 2020	<b>Bylaws III. Board of Trustees.</b>  New paragraph “Board of Trustees Personal ARAOMC Commitment Policy” added as Paragraph III B ; following paragraphs renumbered	June 14, 2020  July 14, 2020
March 15, 2020	Bylaws addition by Board of Trustees; site in Bylaws approved April 14, 2020	<b>Bylaws IV.B.5</b> New paragraph a “Fiduciary Policy” was added to IV.B.5; following paragraphs in Bylaw IV.B.5 renumbered accordingly	March 15, 2020
February 12, 2019	Bylaws amendments and additions by Board of Trustees	<ol style="list-style-type: none"> <li>1. <b>All Bylaws</b> Title of “Secretary” changed to “Information Officer”</li> <li>2. <b>Bylaws III.I.</b> New paragraph—III.I.2.a-b added</li> <li>3. <b>Bylaws IV.B.3.</b> New section added: Policy for Speaking on Behalf of the Congregation; previous sections IV.B.3 and 4 were renumbered to IV.B.4 and 5.</li> <li>4. <b>Bylaws III.H.</b> Amendment to include “Written” in title of policy and first sentence</li> </ol>	February 12, 2019
December 13, 2018	Bylaws addition by Board of Trustees	<b>Bylaws III.H.</b> New paragraph H was added: Policy for Handling Member Communications to the Board	December 13, 2018

June 12, 2018	Bylaws amendment by Board of Trustees	<b>Bylaws I.B.2.a-b-c.</b> I.B.2.a: "and update (as needed)" deleted (Ends can only be updated by whole membership vote.) I.B.2.b-c: Positions of b and c flipped for chronological relevance	June 12, 2018
December 12, 2017	Bylaws 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	Bylaws 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	Bylaws amendments from Governance Committee and Board Treasurer by Board of Trustees	<b>Bylaws II.A.2</b> Amended to allow WES members designated by the Senior Leader to also run the path-to-membership process <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.) <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 <b>Bylaws III.E.1.a(2)(a)</b> Task of governance committee to orient new trustees amended <b>Bylaws IV.A.1.e</b> Amended to give Board sole responsibility to adjust senior leader salary <b>Bylaws IV.B.4.c(2)</b> New operating reserves policy added <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	June 1, 2017
May 11, 2017	Bylaws amendments from Governance Committee by Board of Trustees	<b>All Bylaws</b> - "Clergy leaders/Leaders," etc., changed to Senior Leader to update Bylaws to reflect current Society leader configuration - Use of "congregation/congregational" changed to Membership or Society where appropriate <b>Bylaws IV.B.2.b.(2).(a)-(b)</b> Deleted (a) and (b) elements, which were never finished, given substance, or enacted.	May 11, 2017

		<p><b>Bylaws IV.B.4.d.(2)</b> 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> 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	Bylaws amendment from Governance Committee by Board of Trustees	<p><b>Bylaws II.B.2: Community Relations Committee</b> 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> 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> amendment 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> 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 of "principal" and "proxy agent," and</li> <li>3) specify proxy revocation process.</li> </ol>	Dec 2, 2015

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