

Report of the Task Force on UUA Board Restructuring and Representation

Susan Ritchie, Chair

This Draft

Is recommended to the April 2011 Board meeting as of April 4, 2011.

This draft represents requested revisions from the January 2011 Board Meeting. It includes the proposed draft language from the February board meeting. It also includes suggestions from Dan Brody, Financial Advisor. It includes changes brought about from continued conversation with the Nominating Committee, with Board members, and others. It includes suggestions from legal counsel. It is different from the March 22, 2011 draft presented to the March Board meeting in that it contains some additional language and organizational improvements from several sources, and the "Vision" and the "Summary of Changes" includes some recommended clarifications from the Nominating Committee. There are two changes of substance from the March 22, 2011 draft: there is a new Transition Provision covering the Nominating Committee, and the deadline for filing a petition was reinstated to the current bylaws date of February 1 of the year prior to election, rather than our original recommended change to Dec. 20.

Proposed additions to the bylaws are indicated in red, removals as strikeouts.

Summary of Changes:

	Current	Recommended to April Meeting
# Board Members	19 district trustees, 3 at large trustees, at large youth trustee, Financial Advisor, Moderator, President (without vote)=26	11 trustees, Financial Advisor, Moderator, President (without vote)=14
Election to Board (other than President and Moderator)	19 elected by districts; 5 (inclusive of Financial Advisor) nominated by Nominating Committee elected by GA	All trustees including Financial Advisor (exclusive of Moderator and President) nominated by Nominating Committee and elected by GA— Nominating Committee to nominate one person per vacancy
Term on the Board--trustees	up to two four year terms	Up to two three year terms
# Nominating Committee Members	9	9
Election Nominating Committee	Elected at GA with nominations by either petition or Nominating Committee	Unchanged
Term on Nominating	One six year term	Up to two three year terms

Committee		
Charge to Nominating Committee for making Board nominations		The Nominating Committee shall endeavor to nominate individuals so that the membership of the Nominating Committee and Board of Trustees reflects the full diversity of the Association, especially in regard to historically marginalized communities, but also balancing amongst size of congregation, lay and ordained, geography, age (including youth and young adults), and gender, among others. The Nominating Committee shall consult with groups and organizations including those traditionally underrepresented in Unitarian Universalist leadership, to help inform the nominating process. This codifies existing practice with relationship to extant nominations and extends it to the Board nominations.
Nominations by Petition to Board	At large board members are elected by GA either by petition or nomination on an at large basis with available slots filled by the candidates with the most votes.	Allowed, petitioners must declare which seat (i.e., one individual) against whom to run

Our Vision (this is provided as a summary of our intentions, it is not recommended as additional official language):

The Board of Trustees will be a Board of visionary leaders whose task it is to embody a vision of the growth and development of Unitarian Universalism in a changing world.

It will be a board that is culturally competent and accountable to historically marginalized groups, faithfully synthesizing the highest aspirations and practical concerns of Unitarian Universalism.

It will be a board for moral, spiritual and numerical Growth: a majority of the Board of Trustees should have enduring linkages to the growing edges of Unitarian Universalism -- communities and people with whom we believe Unitarian Universalism can and should expand and flourish.

Its role will be to forge and refine our strategic vision inspiring congregations, organizations and individuals to new ministries, new organizations and new spiritual growth.

It will work in covenant with the President to ensure that our resources and energies are responsibly and effectively used to meet our vision.

The Nominating Committee will be unchanged in composition, consisting of nine members responsible for identifying, recruiting and developing new leaders for the Association.

The Nominating Committee systematically looks for potential leaders from unexpected places and previously unrepresented/under-represented groups, recognizing that organizations are not transformed until their leaders are transformed. The Nominating Committee is a centripetal force, drawing energy and talent from the margins of the Association into the Center. The Nominating Committee creates a pipeline of future leaders. These bylaws revisions will codify that current practice.

Section 9.14. Transition Provision.

(a) The terms of all trustees shall expire at the regular General Assembly in 2013. Notwithstanding the provisions of Section 9.4., for elections at the regular General Assembly in 2013:

- (1) The Board of Trustees shall determine from among its current members, four members for election to a two-year term.
- (2) The Nominating Committee shall nominate an additional seven candidates to run for election: four candidates for a one-year term, and three candidates for a three-year term. These candidates may or may not be current members of the Board of Trustees.
- (3) The Nominating Committee shall nominate one candidate for election as Financial Advisor.
- (4) Candidates may be nominated for petition for the Board of Trustees (including the Financial Advisor), as specified in Section 9.6.
- (5) A report of the Nominating Committee shall be filed with the Secretary of the Association and be mailed to all certified member congregations, associate member organizations, and trustees on or before December 10, 2012.

(b) For elections at any regular General Assembly before 2019, no trustee shall be eligible for nomination for a term that would result in more than six years of continuous service.

(c) Members of the Nominating Committee elected at the regular General Assembly in 2013 shall be elected to three year terms. Members of the Nominating Committee elected prior to the regular General Assembly in 2013 may serve their full six year terms.

(d) Subsection (a) of this transition provision shall automatically be deleted from the bylaws following the regular General Assembly in 2018.

(e) Subsection (c) of this transition provision shall automatically be deleted from the bylaws following the regular General Assembly in 2013.

Recommended Changes To Existing Bylaws:

[Article V] Section 5.2. Election and Terms of Office.

Elected members of all Section 5.1 committees shall take office at the close of the General Assembly at which they are elected and shall serve until their successors are elected and qualified except as otherwise provided herein. One-half as nearly as possible of the elected members of the General Assembly Planning Committee and the Commission on Social Witness shall be elected at the regular General Assembly held in each odd-numbered year. The elected members of the General Assembly Planning Committee and the Commission on Social Witness

shall serve for terms of four years. ~~One-third of the members of the Nominating Committee and the Commission on Appraisal shall be elected at the regular General Assembly held in each odd-numbered year.~~ **One third of the members of the Nominating Committee will be elected at the regular General Assembly held in each year.** The elected members of ~~the Nominating Committee and the Commission on Appraisal~~ shall serve for single terms of six years. **Members of the Nominating Committee shall serve no more than two terms of three years.** Any member of ~~the Nominating Committee or the Commission on Appraisal~~ in office for a period of more than three years shall be deemed to have completed a six-year term for the purposes of re-election. **Any member of the Nominating Committee in office for a period of more than 18 months shall be deemed to have completed a a three-year term for the purposes of re-election.** The elected members of the Presidential Search Committee shall be elected at the regular General Assembly held four years before the General Assembly at which there is to be a presidential election at the expiration of a President's term. The elected members of the Presidential Search Committee shall serve for terms of six years.

[Article V] Section 5.5. Vacancies.

A vacancy created by the death, disqualification, resignation, or removal of an elected member of a standing committee of the Association shall be filled by the Board of Trustees until the next regular General Assembly held in an odd-numbered year. The vacancy shall then be filled by election for the balance of the unexpired term, if any.

[Article V] Section 5.6.

The Nominating Committee shall consist of nine elected members. A member shall not during the term of office hold any salaried position in the Association, and **after serving two terms in office** shall not be eligible for re-election to the Nominating Committee until after an interim of four years. The Nominating Committee shall submit nominations for certain elective positions of the Association, as provided in Article IX.

[Article VI] Section 6.3. Membership.

The Board of Trustees shall consist of:

- (a) the President, without vote, the Moderator and the Financial Advisor;
- (b) **eleven** ~~Three~~ trustees elected at large, ~~and youth trustee at large~~
- (c) ~~one trustee representing each district~~

Section 6.4. Election of Trustees.

Proposed:

One third, as nearly possible, of the trustees (inclusive of the Financial Advisor) shall be elected at each regular General Assembly).

Current:

~~The youth trustee at large and one-half of the other number of trustees at large shall be elected at the regular General Assembly held in each odd-numbered year. One-half, as nearly as possible, of the trustees representing districts shall be elected prior to each such General Assembly. The Board of Trustees shall divide the districts into two groups for purposes of electing trustees.~~

Section 6.5. Term.

Trustees shall take office immediately after the close of the General Assembly ~~at or prior to~~ which they are elected and, ~~with the exception of the youth trustee at large,~~ shall serve for terms of ~~four~~ **three** years or until their successors are elected and qualified. ~~The youth trustee at large shall serve for a term of two years or until his or her successor is elected and qualified.~~ Any partial term of more than two years shall be considered a full term for purposes of this section. No trustee may serve more than two successive full terms. However, a trustee may at any time become one of the elected officers of the Association and serve as long in that office as if such trustee had not previously been a trustee. No person who has served as elected officer for a full term **or a trustee for two full terms** shall thereafter be elected a trustee without an interim of ~~four~~ **three** years.

Section 6.6 Qualifications of Trustees.

Each elected trustee shall be a member of a member congregation. ~~An elected trustee representing a district shall reside in that district and shall be a member of a member congregation located in the district.~~ A trustee who ceases to meet these **this** qualifications shall be disqualified and the office declared vacant. ~~The youth trustee at large shall be an individual aged 14 to 20 inclusive years at the time of election.~~ Not more than one trustee shall be a member of the same member congregation. If a trustee becomes a member of a member congregation in which another trustee is already a member, the trustee joining the congregation in which a trustee was already a member shall be disqualified and the office declared vacant. The Board of Trustees shall adopt rules for the application of this section to persons holding membership in more than one member congregation.

Section 6.8. Vacancies.

~~(a) Trustee at Large.~~ A vacancy created by the death, disqualification, resignation, or removal of a trustee ~~at large~~ shall be filled by majority vote of the remaining trustees until the next regular General Assembly ~~at which an election can be held~~. The vacancy shall then be filled by election for the balance of the unexpired term, if any.

~~(b) Trustee Representing District.~~ A vacancy created by death, disqualification, resignation, or removal of a trustee ~~representing a district or by the creation of a new district entitled to be represented by a trustee shall be governed by the bylaws of the district and Section 9.11 of these Bylaws subject to the following limitations:~~

~~(1) If fewer than two regular General Assemblies have met and adjourned since the General Assembly at which the trustee took office, the governing body of the district shall make an interim appointment until the position is filled by a special election within one year from the date the vacancy occurs;~~

~~(2) If the vacancy occurs at any other point in the term, either the governing body of the district shall fill the vacancy for the remainder of the term or the District shall provide for an interim appointment by its governing body until the position is filled by a special election.~~

~~An invalid election does not create a vacancy for purposes of this section.~~

Section 8.3. Term of Office.

- a. Elected Officers. The elected officers shall be elected at a regular General Assembly in ~~an odd-numbered year~~ and shall take office immediately after the close of such General Assembly.
 1. President. The President shall serve for a term of six years and until his or her successor is elected and qualified. No President shall serve more than one term; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
 2. Moderator. The Moderator shall serve for a term of six years and until his or her successor is elected and qualified. No Moderator shall serve more than one term; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
 3. Financial Advisor. The Financial Advisor shall serve for a term of ~~four~~ **three** years and until his or her successor is elected and qualified. No Financial Advisor shall serve more than two successive terms; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.

[Article XII] Section 8.7. Vacancies.

Elected Officers. A vacancy created by the death, disqualification, resignation, or removal of an elected officer shall be filled by the Board of Trustees until the next regular General Assembly at which an election can be held. The vacancy shall then be filled by election for the balance of the unexpired term, if any.

[Article IX] Section 9.1. Elective Positions.

~~The elective positions of the Association include the elective positions at large and those trustee positions where the election occurs at the district level.~~ The elective positions at large of the Association are those of the elected officers, ~~those trustees not elected at trustees~~ **trustees** ~~the district level,~~ and the elected members of the standing committees of the Association. No person shall hold more than one elective position at a time whether by election or appointment. Ex officio positions for the purposes of this Bylaw provision shall be deemed part of the elected position from which the ex officio position is derived.

Section 9.3. Notice By Nominating Committee.

On or before August 1 of each ~~even-numbered~~ year, the Nominating Committee shall notify all certified member congregations in writing of the elective positions at large and vacancies to be filled at the next regular General Assembly.

Section 9.4. Nomination by Nominating Committee.

- (a) The Nominating Committee shall submit one or more nominations for each elective position ~~at large~~ to be filled, except Moderator and the President including those to fill any vacancies occurring prior to October 1 of the year before the election.

(b) In the case of the Board the Nominating Committee will nominate one candidate for each open Board seat. The Nominating Committee shall endeavor to nominate individuals so that the membership of the Nominating Committee and the Board of Trustees reflects the full diversity of the Association, especially in regard to historically marginalized communities, but The Nominating Committee shall endeavor to nominate individuals so that the membership of the Nominating Committee and Board of Trustees reflects the full diversity of the Association, especially in regard to historically marginalized communities, but also balancing amongst size of congregation, lay and ordained, geography, age (including youth and young adults), and gender, among others. The Nominating Committee shall consult with groups and organizations including those traditionally underrepresented in Unitarian Universalist leadership, to help inform the nominating process. The Nominating Committee shall consult with groups and organizations including those traditionally underrepresented in Unitarian Universalist leadership, to help inform the nominating process. Only one person from any one member congregation shall be thus nominated to serve on the Nominating Committee or the Board of Trustees.

Section 9.6. Nomination by Petition.

For other Elective Position ~~at Large~~. A nomination for any elective position ~~at large~~ or to fill a vacancy in an unexpired term occurring prior to December 1 of the year before the election may be by petition signed by not less than fifty members of certified member congregations, with no more than ten signatures of members of any one congregation counted toward the required fifty. A separate petition, in form prescribed by the Secretary, shall be filed for each nomination not later than February 1 of the year of the election and not earlier than the preceding October 1. ~~Nominations for youth trustee at large shall be so designated.~~ A petition for nomination for the Board must designate the position number being sought. Nominees running by petition for trustee must indicate the particular seat for which they are running.

Section 9.12. Nominations and Elections of Trustees Representing Districts.

[Propose elimination of entire section]

