

Trustees: changes

VOTE ON CHANGING THE SIZE OF THE UUA BOARD, THE PROCESS FOR ELECTION OF TRUSTEES, AND PROVIDING CLARITY ABOUT THE RESPONSIBILITY OF THE NOMINATING COMMITTEE

By a vote of two-thirds or more, the Assembly approved changes to the Bylaws and Rules that reduce the size of the UUA Board from 26 persons to 14, change the process of election of trustees from a combination of election by district and at-large elections to all at-large elections and establish the responsibility of the Nominating Committee to endeavor to make nominations that reflect diversity. The terms for trustees have been shortened to two three-year terms. The amended text is as follows.

Section 6.3. Membership.

The Board of Trustees shall consist of:

- (a) the President, without vote, the Moderator and the Financial Advisor; and
- (b) eleven trustees elected at large.

***Section 6.4. Election of Trustees.**

- (a) One third, as nearly as possible, of the members of the Board of Trustees shall be elected at each regular General Assembly.
- (b) The Board of Trustees shall assign a number to each trustee position for the purposes of electing trustees.

Section 6.5. Term.

Trustees shall take office immediately after the close of the General Assembly at which they are elected, and shall serve for terms of three years and until their successors are 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 an elected officer for a full term or as a trustee for two full terms shall thereafter be elected a trustee without an interim of at least three years.

***Section 6.6. Qualifications of Trustees.**

Each elected trustee shall be a member of a member congregation. A trustee who ceases to meet this qualification shall be disqualified and the office declared vacant. 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, such trustee 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 vacancy created by the death, disqualification, resignation, or removal of a trustee 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.

Section 8.3. Term of Office.

- (a) Elected Officers. The elected officers shall be elected at a regular General Assembly 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 each 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 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.

- (b) Appointed Non-salaried Officers. The appointed non-salaried officers shall serve for one or more terms of two years and until their successors are appointed and qualified.
- (c) Transition Provision. The bylaw amendment changing the term of office of the President from four years to a single term of six years shall become effective for the election of the President at the regular General Assembly in 2017. The President elected at the regular General Assembly in 2013 shall not be eligible for election in 2017. The bylaw amendment changing the term of office of the Moderator from four years to a single term of six years shall become effective for the election of the Moderator at the regular General Assembly in 2013. The bylaw amendment calling for the election of a Presidential Search Committee (Section 5.2) shall become effective for the election of members of the Presidential Search Committee at the regular General Assembly in 2013. The first two sentences of this transition provision, and this sentence, shall automatically be deleted from the bylaws following the regular General Assembly in 2017. The third, fourth and last sentences of this transition provision shall automatically be deleted from the bylaws following the regular General Assembly in 2013.

Section 8.7. Vacancies.

- (a) 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. The vacancy shall then be filled by election for the balance of the unexpired term, if any.
- (b) Appointed Non-salaried Officers. A vacancy created by the death, disqualification, resignation, or removal of an appointed non-salaried officer may be filled by the Board of Trustees for the balance of the unexpired term.

Section 9.1. Elective Positions.

The elective positions of the Association are those of the elected officers, the trustees, 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 year, the Nominating Committee shall notify all certified member congregations in writing of the elective positions 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 to be filled, except Moderator and President, including those to fill any vacancies occurring prior to October 1 of the year before the election. With respect to Board positions, the Nominating Committee shall designate the position number for which each person is being nominated.
- (b) The Nominating Committee shall endeavor to nominate individuals so that the membership of the Board of Trustees and each elected committee 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.
- (c) Only one person from any one member congregation shall be nominated to serve on the Nominating Committee or the Board of Trustees.
- (d) The report of the Nominating Committee shall be filed with the Secretary of the Association and mailed to all certified member congregations, associate member organizations, and trustees on or before December 10 of each year.

Section 9.6. Nomination by Petition.

- (a) For Moderator and President. A nomination for the office of Moderator or President, 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 no fewer than twenty-five certified member congregations, including no fewer than five certified member congregations located in each of no fewer than five different districts. A certified member congregation may authorize the signing of a petition only by vote of its governing board or by vote at a duly called meeting of its members. Such a petition shall be filed with the Secretary of the Association, only in such form as the Secretary may prescribe, not later than February 1 of the year of the election and not earlier than the preceding March 1.

- (b) For Other Elective Positions. A nomination for any other elective position 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. A petition for nomination to the Board of Trustees must designate the position number for which the person is being nominated.

Section 9.11. Counting of Ballots.

- (a) For President. If there are no more than two duly nominated candidates for President, the candidate receiving the greater number of votes is elected. If there are more than two duly nominated candidates for President, the ballot shall be designed to permit the designation of first, second, third, etc. choice. If no candidate receives a majority of the first-choice votes cast, the candidate receiving the lowest first-choice vote shall be eliminated and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process shall be repeated until one candidate receives a majority of all votes cast or until only two candidates remain, at which time the one receiving the greater number of votes is elected.
- (b) For Other Elective Positions. If there is one elective position to be filled, the candidate receiving the greatest number of votes is elected. If there is more than one such elective position of the same kind to be filled, the candidates respectively receiving the greatest number of votes are elected; provided, however, that in construing the foregoing with respect to positions on the Board, each Board position number shall be considered a separate elective position.

***Section 9.12. Rules for Nominations and Elections.**

Rules relating to nomination and election procedures shall be adopted by a General Assembly. Such rules shall be applicable to elections held after the close of the General Assembly at which they are adopted.

Section 9.13. Transition Provision.

- (a) The amendments to Sections 6.3, 6.4(a) 6.5, 6.6, 6.8, 8.3, 8.7, 9.1, 9.3, and 9.6(a) shall become effective at the close of the regular General Assembly in 2013.
- (b) The amendments to section 6.4(b), 9.4, 9.6(b), 9.11, 9.12, and Rule G-9.12.2 shall become effective at the close of the regular General Assembly in 2012.
- (c) The terms of all trustees shall expire at the close of the regular General Assembly in 2013.
- (d) Notwithstanding the provisions of Section 9.4., for elections at the regular General Assembly in 2013:
 - (1) The Board of Trustees shall appoint, not later than October 31, 2012, from among its current members, four members, for specified numbered seats, to each serve a two-year term beginning immediately after the close of the regular General Assembly in 2013. No member whose service on the Board of Trustees began prior to June 2009 shall be eligible for selection for such a term.
 - (2) The Nominating Committee shall nominate one or more candidates to run for election to each of seven additional positions: four positions with a one-year term and three positions with 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 or more candidates for election to a three-year term as Financial Advisor.
 - (4) Candidates may be nominated by petition for the Board of Trustees or 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.
- (e) 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.

- (f) This transition provision shall automatically be deleted from the bylaws following the regular General Assembly in 2018.

Rule G-9.12.2. Order of Names on Ballot.

On all ballots used in elections held by the Association, the order of names shall be determined by the drawing of lots done by the Secretary and witnessed by two other persons; provided, however, that the order of names for elections to the Board of Trustees shall be by Board position number first, and then as determined above. The Secretary shall certify the results of the drawing of lots, the certificate shall be attested by the witnesses, and the certificate shall be filed with the Secretary's office. This Rule shall be printed on all official ballots or on the instructions accompanying them.