

**DRAFT  
MINUTES**

**BOARD OF TRUSTEES  
UNITARIAN UNIVERSALIST ASSOCIATION**

April 16-17, 2011

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Saturday, April 16 through Sunday, April 17, 2011 at 25 Beacon Street in Boston, Massachusetts.

**MEMBERS**

**PRESENT:** Allen, Ballester, Bartlett, Blevins, Brody, Courter, Friedman, Gallagher, Greene, Harrison, Hawkins, King, Laskowski, Lund, Loughrey, Marx, Morrill, Phinney, Pupke, Rickter, Ritchie, Saunders, Shanti, Urbikas, Wooldridge, and Morales

**MEMBERS**

**ABSENT:**

**ALSO**

**PRESENT:** Brennan, Lawrence, Limpert, Montgomery, Raible-Clark, and observers

Gini Courter, Moderator, called the meeting to order at 8:30 am on Saturday, April 16, 2011. Jose Ballester provided opening words. It was announced that Kay Montgomery would lead Sunday's worship service. Trustees and visitors were introduced and the agenda was approved.

**APPROVAL OF BOARD MINUTES**

The minutes of the February 24 and March 24 meetings of the Board of Trustees were approved as written.

**APPROVAL OF EXECUTIVE COMMITTEE MINUTES**

The minutes of the March 21 and April 4-5 meetings of the Executive Committee were approved by the Executive Committee and ratified by the Board.

**SECRETARY'S REPORT**

Last year the Board approved Ministerial Fellowship Rules changes that eliminated the category of "Associate Ministerial Fellowship." These proposed bylaw changes acknowledge that change.

M (Loughrey), S, and

VOTED: To place the following proposed Bylaw changes on the agenda of the 2011 General Assembly:

*Section 4.8. Delegates.*

- b) Minister Delegates and Religious Education Director Delegates. Each certified member congregation is also entitled to be represented at each General Assembly by the ordained minister or ministers in [full or associate] ministerial fellowship with the Association settled in such congregation, and by the director or directors of religious education having achieved Credentialed Religious Education – Masters Level status by the Association and employed in such congregation. In addition, each certified member congregation is also entitled to be represented at each General Assembly by any minister emeritus or minister emerita of such congregation in ministerial fellowship with the Association and by any director of religious education emeritus or emerita having achieved Credentialed Religious Education – Masters Level status by the Association designated as such by a vote at a meeting of the member congregation not less than six months prior to the General Assembly, provided that any such minister has been settled previously in such congregation, and any such director of religious education who has been previously employed in such congregation.

*Section C-10.9. Pension System.*

The Association shall establish and maintain a pension system for ministers in [full] fellowship with the Association.

M (Loughrey), S, and

VOTED: To place the following proposed Bylaw change on the agenda of the 2011 General Assembly. These are “housekeeping” changes that substitute simply “staff” for the designation of a particular staff group.

**Section 4.12**

- (i) After one Congregational Study/Action Issue has been referred for study in accordance with (i) above, the UUA [Advocacy and Witness] staff shall conduct a workshop to discuss processes for study and action on the selected issue. By November 1 following the General Assembly, the Advocacy and Witness staff shall have developed a resource guide pertaining to the Congregational Study/Action Issue selected by the General Assembly. The resource guide shall be made available and congregations notified of its availability.

M (Loughrey), S, and

VOTED: To approve the following Rule changes:

**Rule 3.3.5. Rules and Regulations for New Congregations.**

It is essential that Unitarian Universalist congregations be affirmative in spirit, inclusive in fellowship, and mutually supportive in their relationships with other congregations. The following

statements represent the Association's best judgment as to the meaning of this general statement and shall be used by staff and the Board in determining action upon applications for membership.

- (a) In receiving the application of a new congregation for membership in the Association, the **UUA [Congregational Services]** staff shall satisfy itself that the group is making its application in good faith and that it will make a sincere effort to carry out the purposes of the Association. (See specifically Article II of the Bylaws.)

**Rule 3.3.6. Order of Administrative Procedure.**

The order of administrative procedure:

- (a) Application for church or fellowship membership in the Association will first be referred to the Congregational Services staff.
- (b) The **UUA [Congregational Services]** staff will seek information and advice with respect to all applications as follows:
  - U.S. Congregations - District President
  - Other Congregations – Executive Officer of appropriate Unitarian or Universalist or Unitarian Universalist international group, if any.
- (c) The **UUA [Congregational Services]** staff will make its recommendation to the President of the Association, and the President shall then make recommendations to the Board of Trustees of the UUA for its final action.

**Rule 3.5.2. Inactive Congregations**

In September of each year **UUA staff [the Congregational Services Director]** shall initiate the process of contacting congregations in the inactive category to determine their status.

This process includes:

- (a) requesting a list of congregations that have failed to submit an annual report for three consecutive fiscal years
- (b) forwarding this list to the UUA’s District Staff with copies to District Presidents and District Trustees for their information

**REPORT FROM THE TASK FORCE ON MODERATOR NOMINATION**

**REPORT OF THE CONGREGATIONS WORKING GROUP**

M (Wooldridge), S, and

VOTED: To accept into membership in the Unitarian Universalist Association the following congregation:  
Unitarian Universalists of Blue Ridge, Rappahannock, VA

M (Morrill), S, and

VOTED: To accept into membership in the Unitarian Universalist Association the following congregation:  
UU Fellowship of Lake Norman, Lake Norman, NC

M (Lund), S, and

VOTED: To accept into membership in the Unitarian Universalist Association the following congregation:  
All Faiths Unitarian Congregation, Inc., Ft. Myers, FL

**REPORT OF THE EXCELLENCE IN MINISTRY WORKING GROUP**

**REPORT OF THE GOVERNANCE WORKING GROUP**

**REPORT OF THE LINKAGE WORKING GROUP**

M (Laskowski), S, and

VOTED:

**3.2 POLICY TITLE: BOARD JOB DESCRIPTION**

As informed and elected leaders of our Association of member congregations, the UUA Board of Trustees assures organizational performance by creating, communicating, and monitoring organizational systems and performance, in accord with established Board policy.

Accordingly, the Board has responsibility to:

1. Create and maintain linkage between the Board and the Sources of Authority and Accountability defined in Policy 3.0.

a. Linkage shall mean

1. Formal, intentional dialogue with the Sources of Authority and Accountability for the purpose of understanding the Sources' values and the benefits the Association should produce

2. Connections with the Sources of Authority and Accountability that ensure the board governs accountably on their behalf.

b. No task shall have a higher priority.

c. In linking with any particular Source, the Board will listen to multiple voices.

d. The Board will collaborate with communities and organizations outside the Board in identifying the voices invited to speak on behalf of these Sources.

e. The Board will report on its linkage activities with these Sources, identifying not only the methodology but also the values discerned, and the impact of those values on Board actions.

M (Laskowski), S, and

VOTED:

**2.14. COMMUNICATION AND SUPPORT TO THE BOARD**

The President shall not permit the Board to be uninformed or unsupported in its work, nor perform tasks or take responsibility for areas that are the Board's responsibility. Further, without limiting the scope of the foregoing by this enumeration, the President shall not:  
8. Fail to provide communication channels that support the Board's need to communicate with congregations **and other Sources of Authority and Accountability.**

**13. Operate without ensuring that youth leadership is integrated within our Association at all levels**

M (Laskowski), S, and

VOTED: To approve the following changes to Policy 3.6:

### **3.6. OFFICIAL ELECTED AND APPOINTED ROLES**

The Board membership holds several positions with specific roles that become active by various pathways of election and appointment. The General Assembly elects the Moderator (Chief Governance Officer), and Financial Advisor. ~~The General Assembly Youth Caucus elects~~ **Youth within congregations elect** the Youth Observer. The Board elects the First and Second Vice Moderators, the Secretary and Assistant Secretary. The Board appoints the Recording Secretary and Treasurer of the UUA.

#### **3.6.3**

#### **Other Elected Positions ~~from General Assembly Youth Caucus~~**

#### **TASK FORCE ON MODERATOR**

#### **Motion to implement recommendations of the Moderator Nomination Task Force**

Moved, to amend UUA GOVERNANCE MANUAL, Section 3: GOVERNANCE PROCESS by adding policy 3.6.1.A to read as follows, and by re-lettering the subsequent sections accordingly:

##### A. Nomination of Candidates for Moderator/CGO

- i. Not later than 24 months before the beginning of a General Assembly at which an election for Moderator will be held, the Moderator Nominating Committee shall issue a call for nominations, which must be received within two months.
- ii. Not later than 19 months before the beginning of a General Assembly at which an election for Moderator will be held, the committee shall recommend to the board one or more possible candidates for Moderator. No member of the committee may be recommended as a candidate. Each candidate must give written consent prior to being recommended. The names of recommended candidates shall be made public. The committee shall submit to the board background information on each candidate, which shall be received by the board in confidence. No board member who is a recommended candidate shall receive the background information on any candidate.
- iii. The board shall interview one or more of the recommended candidates in executive session. No candidate may be present during the interview of any other candidate, or in any other executive session held to discuss candidates for Moderator.

iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or more candidates no later than February 1 of the year before the General Assembly at which there is to be an election for Moderator.

- and by adding policy 3.8.1:

1. Moderator Nominating Committee

Not later than 26 months before the beginning of a General Assembly at which an election for Moderator will be held, the board shall appoint a Moderator Nominating Committee to assist the board in carrying out its responsibilities under Section 9.5 of the Bylaws and Section 3.6.1.A of these policies. The committee shall consist of five members, including not more than two trustees.

### **EXECUTIVE SESSION**

The Board voted to go into Executive Session to discuss the Distinguished Service Award and, when it returned to regular session, asked that the decision be entered into the regular minutes of the meeting

### **REPORT OF THE DISTINGUISHED SERVICE AWARD COMMITTEE**

M (Blevins), S, and

VOTED: To choose the Rev. Dr. Victor Carpenter as the 2011 recipient of the Award for Distinguished Service to the Cause of Unitarian Universalism.

### **FINANCE COMMITTEE REPORT**

M (Rickter), S, and

VOTED: To add Policy 2.7.1A(i): "For the fiscal year 2012, the proposed budget may include a deficit in the budget for General Assembly that shall not exceed \$600,000."

M (Rickter), S, and

VOTED: To hold a collection at General Assembly 2011 to support the Arizona Immigration Ministry and other racial, immigration, and economic justice work in preparation for Justice GA 2012 and thereafter.

M (Rickter), S, and

VOTED: Certain amounts distributed from restricted endowment funds and other trusts to the current operations section have not yet been expended for the restricted purpose of those funds and trusts. Therefore, the Board authorizes the Administration to assign approximately \$1 million in unrestricted net assets in the UU Common Endowment, which are Board restricted funds which require approval from the Board under Policy 2.8.7, to the affected restricted funds and trusts to offset the unspent distributions. This will be accomplished by the end of fiscal year 2011.

M (Rickter), S, and

VOTED: To approve the FY12 consolidating budget.

M (Rickter), S, and

VOTED: To receive the FY13 consolidating budget.

M (Rickter), S, and

VOTED: To approve the FY12 capital expenditures budget.

M (Rickter), S, and

VOTED: To receive the FY13 capital expenditures budget.

M (Rickter), S, and

VOTED: To change the monitoring schedule for policy 2.7 so that the monitoring report shall be submitted by April 2; submitted to the trustees for their review by April 4 with trustees completing their review by April 11.

#### **ACTIONS OF IMMEDIATE WITNESS TASK FORCE**

To place the following proposed Bylaw amendments on the agenda of the 2011 General Assembly with the understanding that they will be reviewed by legal counsel before being finalized. [Note that the amendments shown here have been approved by counsel]:

M (Lund), S, and

VOTED:

*Current Language [Incorporating Language that was passed and including TOB Suggestions.](#)*

**Section 4.16. Additions to the Agenda of Regular General Assemblies.**

- (a) Non-substantive items related to greetings and similar matters may be admitted to the agenda by a regular General Assembly.
- (b) ~~Not more than six~~ Prior to 2013, there will be no General Assembly Actions of Immediate Witness; ~~(year) may be admitted to on~~ the agenda ~~of a regular General Assembly and acted upon.~~
- (c) (1) A General Assembly Action of Immediate Witness; ~~(year)~~ is one concerned with a significant action, event or development, the timing or specificity of which makes it inappropriate to be addressed by a UUA Statement of Conscience pursuant to the Study/Action process.
- (2) Beginning with General Assembly 2013, no more than three General Assembly Actions of Immediate Witness may be admitted to the agenda of a regular General Assembly.
- (3) The petition to admit ~~such resolutions~~ an Action of Immediate Witness to the agenda must be submitted by a delegate and signed by 150 delegates from at least 25 congregations in at least five districts. If six petitions or fewer are received, all petitions received that have the requisite level of delegate and congregation support are eligible to be considered for possible admission to the ~~Agenda~~ agenda. In the event more than six petitions are submitted that satisfy the sponsorship requirement, the Commission on Social Witness shall select six from among those which meet the criteria for a General Assembly Action of Immediate Witness, ~~(year)~~ and shall submit those six actions to the ~~Agenda~~ agenda of the General Assembly for possible admission. The Commission on Social Witness shall prepare summaries of no more than six petitions and present those summaries to the General Assembly for a vote to rank the petitions in order of delegate support. The three petitions receiving the most votes are eligible for admission to the agenda. If there are submitted three or fewer petitions meeting the criteria for a General Assembly Action of Immediate Witness, each of the petitions is eligible for admission to the agenda.
- (34) The motion to admit each General Assembly Action of Immediate Witness; ~~(year)~~ ruled eligible is not debatable, but an opportunity for a two-minute statement of advocacy to the General Assembly for each eligible action by one of its sponsors prior to any such motion shall be provided. Admission of a General Assembly Action of Immediate Witness; ~~(year)~~ shall be by a two-thirds vote.
- (45) During the General Assembly, a mini-assembly shall be held during which each admitted action shall be discussed and amendments shall be accepted in writing. All such amendments shall be made available in writing to the General Assembly. The Commission on Social Witness shall finalize each General Assembly Action of Immediate Witness, ~~(year)~~, and the chairperson of the Commission on Social Witness, in consultation with the moderator of the General Assembly, the parliamentarian, and legal counsel, shall prioritize unincorporated amendments for consideration by the General Assembly.
- (5) Adoption of a General Assembly Action of Immediate Witness; ~~(year)~~ shall be by a two-thirds vote.

(6) Actions submitted pursuant to this Section 4.16(~~b~~c) must be in writing and filed with the Chair of the Commission on Social Witness or the Commission's designee by the deadline established by the Commission and announced at the opening session of ~~the~~General Assembly.

(c) Responsive Resolutions may be admitted to the agenda of a regular General Assembly and acted upon.

(1) A Responsive Resolution is a resolution made in response to a substantive portion of a report by an officer or committee reporting to a regular General Assembly.

(2) Adoption of a Responsive Resolution shall be by two -thirds vote.

**Rule G-4.16.1. General Assembly Actions of Immediate Witness, and Responsive Resolutions.**

The Moderator shall take such steps as the Moderator considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of any actions or resolutions presented to the General Assembly which are not on the Final Agenda and which are admitted to the agenda pursuant to Article IV, Section 4.16 of the Bylaws; and some time shall be scheduled when the sponsor(s) of the action(s) or resolution(s) can discuss the action or resolution with those interested.

**MINISTERIAL FELLOWSHIP COMMITTEE REPORT**

M (Friedman), S, and

VOTED: In Section 9A of the Ministerial Fellowship Committee Rules, Interview Procedure; Return Interviews; add:

“Candidates who received a III may not meet with the Committee again sooner than one year after the initial interview.”

M (Friedman), S, and

VOTED: In Section 13B of the Ministerial Fellowship Committee Rules, renewal requirements, under “each renewal review must include the following:” strike the section vi. “A letter from a congregation stating that the minister has affiliated with that congregation.” Replace with: “A copy of the agreement or covenant with one’s affiliating congregation.” [This is applied only to community ministers.]

M (Friedman), S, and

VOTED: In Section 13C, renewal period requirements, strike the phrase “No person in Preliminary Fellowship shall remain in any one renewal

period for more than three years without a waiver from the Committee.” Add the wording: “A person has up to three years to establish a ministry that is eligible for renewal of fellowship and submit an application for renewal of fellowship. Once a person begins working in ministry that is eligible for renewal of fellowship, one must submit an application for renewal of fellowship annually. If a person stops working in ministry, the minister may remain in that renewal period for up to three years before either entering Inactive Status or applying for a waiver from the committee. If a waiver is granted to extend the renewal period, the extension will be for one year.”

### **COMMUNICATIONS REPORT**

Rationale: We have posted audio recordings of Board meetings without considering all of the ramifications, such as putting our allies in Arizona at risk or providing notice for participants and guests that recordings will be publicly posted to the Internet. The following motion is not intended to refer to the President's report from the January 2011 Board meeting.

M (Hawkins), S, and

VOTED: To ensure a safe meeting space that respects all participants and guests, we will suspend public posting of audio recording of Board meetings and remove any currently posted Board recordings, until the time of the October 2011 Board meeting. At such time the Board shall pass policies to articulate the notice required for participants, the ownership and control of recordings, and the use of recordings.

### **REPORT OF THE PROPERTY POLICY TASK FORCE**

M (Hawkins), S, and

VOTED: To amend Policy 2.8.12 to read as follows:  
2.8.12. Acquire, encumber, make significant renovations to, or dispose of real property, or lease significant amounts of space, without prior Board approval, except that the President may accept and promptly dispose of real property donated to the Association. Before requesting Board approval for any such action, the President shall not fail to provide to the Board a detailed proposal, including an assessment that compares proposed and current facilities, and a plan for communicating the rationale for property

decisions to congregations. In preparing such an assessment, the President shall not fail to:

- i. Explain how facilities support the Association's Shared Vision, including the benefits and impacts of facilities on stakeholders, and including but not limited to historically marginalized voices.
- ii. Evaluate facilities needs within a long term strategic plan (at least 10-15 years).
- iii. Analyze the financial impact of facilities, including any savings or costs associated with changes.
- iv. Assess potential liabilities, including environmental remediation costs.
- v. Ensure that facilities meet defined standards of accessibility, ease of logistics, and welcome.
- vi. Consider the symbolic and historic value of facilities in balance with future needs.
- vii. Assess the environmental impact of facilities.

M (Hawkins), S, and

VOTED: To add Policy 2.7.5 to read as follows:

A. Fail to periodically provide to the Board an assessment of current property holdings, including the elements specified for such assessments in policy 2.8.12.

M (Hawkins), S, and

VOTED: To amend Policy Manual "Monitoring Schedule Appendix 3A" to include Policy 2.7.5 "Assessment of Current Property Holdings", to be monitored by internal report every 10 years, beginning in 2013.

## **BOARD RESTRUCTURING TASK FORCE REPORT**

M (Ritchie, S, and

VOTED:

To place the following proposed Bylaw change on the agenda of the 2011 General Assembly with the understanding that these changes will be reviewed by legal counsel. [The proposed changes shown here are those approved by legal counsel.]

### Section 6.3. Membership.

The Board of Trustees shall consist of:

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

### \*Section 6.4. Election of Trustees.

~~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~~One third, as nearly as possible, of the ~~trustees representing districts~~members of the Board of Trustees shall be elected ~~prior to~~at each ~~such~~regular General Assembly. The Board of Trustees shall ~~divide the districts into two groups for~~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 ~~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~~and 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 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 ~~four~~at least 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 qualifications~~this qualification 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, 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) — 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 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 ~~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.
- (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 ~~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) 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 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~~the trustees ~~not elected at 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 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 ~~thus~~-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 ~~be~~ mailed to all certified member congregations, associate member organizations, and trustees, on or before December 10 of each ~~even-numbered~~ year.

## Section 9.6. Nomination by Petition.

- (ea) 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, shall 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. If no valid and timely nomination is made by certified member congregations, the Board of Trustees shall nominate one or more candidates for the office.
- (db) For Other Elective ~~Position at Large~~ Positions. A nomination for any other 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 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 at Large. If there is one elective position at large 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. Nominations and Elections of Trustees Representing Districts.~~

- ~~(a) — District Bylaws. Each district shall in its bylaws set forth the method by which the certified member congregations of the Association within that district shall nominate and elect a trustee. Where two or more districts are required to share a single trustee, each such district shall adopt compatible bylaw provisions. In the absence of valid district~~

- ~~bylaw provisions, the trustee representing that district or group of districts shall be elected in accordance with the Bylaws and Rules of the Association.~~
- ~~(b) — Time of Election. The election of a district trustee, except an election to fill a vacancy pursuant to Section 6.8(b), shall be held not less than 45 nor more than 300 days before the regular General Assembly following which such trustee is to take office.~~
- ~~(c) — Method of Nominations. The district bylaws shall provide that nominations may be made by a specific number of certified member congregations.~~
- ~~(d) — Method of Election. If a district's bylaws do not include a provision for the election of the trustee representing that district or the group of districts of which that district is a part, the trustee for that district or the group of districts of which that district is a part shall be elected using one of the following methods:~~
- ~~(1) — at large within the district, with each member of a certified member congregation casting a ballot by mail;~~
  - ~~(2) — by delegates at a district meeting at which each certified member congregation is entitled to the same number of voting delegates as specified in Section 4.8(a) of these Bylaws, with absentee ballots by the delegates permitted;~~
  - ~~(3) — by each certified member congregation, acting at a legal meeting of such congregation, casting that number of votes equal to the number of delegates specified in Section 4.8(a) of these Bylaws, allocated among the candidates as it shall determine;~~
  - ~~(4) — by delegates at a district meeting at which each certified member congregation is entitled to the same number and kind of voting delegates as specified in Section 4.8(a) and (b) of these Bylaws with absentee ballots by the delegates permitted; or~~
  - ~~(5) — by each certified member congregation, acting at a legal meeting of such congregation, casting that number of votes equal to the number of delegates specified in Section 4.8(a) of these Bylaws, with the votes of the congregation allocated among the candidates as it shall determine and by each minister and Director of Religious Education, who meets the criteria for delegate status set forth in Section 4.8(b) of these Bylaws, casting a vote.~~
- ~~(e) — Certification of Election. The secretary of the district or such other district officer as may be designated in the district bylaws shall certify the results of the election to the Secretary of the Association as soon as they are available. Such certificate shall be conclusive that the person so certified has been duly elected if the district has adopted bylaws conforming to the requirements of this section. A trustee elected to fill a vacancy shall take office immediately upon such certification.~~
- ~~(f) — Invalid Election. If the procedures for the nomination or election of a district trustee violate the provisions of these Bylaws, the election shall be invalid and a new election shall be held not more than twelve months after the invalid election.\*Section 9.13.~~

#### **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 terms of all trustees shall expire at the close of 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 select, not later than October 31, 2012, from among its current members, four members 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.
- (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) 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.

M (Ritchie), S, and

VOTED: To place the following proposed Bylaw amendment on the agenda of the 2011 General Assembly, with the understanding that these proposed changes will be reviewed by legal counsel. [The proposed changes shown here are those approved by legal counsel.]

**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 shall 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. ~~Any member~~ Members of the Nominating Committee ~~or~~ shall serve no more than two terms of three years. Any member of 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 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.

### **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.

### **Section 5.6. Nominating Committee.**

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~~ at least three years. The Nominating Committee shall submit nominations for certain elective positions of the Association, as provided in Article IX.

### **Section 5.16. Transition Provision.**

Notwithstanding the provisions of Sections 5.2 and 5.6:

- (a) Members of the Nominating Committee elected at the regular General Assembly in 2013 shall be elected to three-year terms.
- (b) Members of the Nominating Committee elected prior to the regular General Assembly in 2013 may serve their full six-year terms.
- (c) For elections at any regular General Assembly before 2018, no person shall be eligible for nomination for a term on the Nominating Committee that would result in more than six years of continuous service.

This transition provision shall automatically be deleted from the bylaws following the regular General Assembly in 2017.

## **DISCUSSION OF THE ENDS MONITORING REPORT**

### **EXECUTIVE SESSION**

The Board voted to go into Executive Session to discuss committee appointments and, when it returned to regular session, asked that those decisions be entered into the regular minutes of the meeting.

### **COMMITTEE ON COMMITTEES' REPORT**

M (Bartlett), S, and

VOTED: To appoint Debra Boyd and the Rev. Chip Roush to the GA Planning Committee and The Rev. David Breedan to the Commission for Social Witness, for terms beginning at the close of General Assembly 2011.

### **FINANCIAL ADVISOR'S REPORT**

### **TREASURER'S REPORT**

### **ANTI-RACISM, ANTI-OPPRESSION, MULTICULTURAL REPORTS**

### **REPORT OF THE RIGHT RELATIONS COMMITTEE**

### **DISCUSSION OF THE 2012 GENERAL ASSEMBLY**

### **GENERAL ASSEMBLY PLANNING COMMITTEE MEETING REPORT**

M (Marx), S, and

VOTED: To approve Portland, Oregon as the site of the 2015 General Assembly.

**CLOSING**

The meeting was adjourned at 3:05 am on Sunday, April 17, 2011.

Respectfully submitted,

/s/ Kathleen Montgomery  
Recording Secretary

## **BOARD OF TRUSTEES SCHEDULE**

*The board normally meets as follows in **January and April**:*

**Thursday: Committee Day:** Right Relationship Monitoring Committee; Committee on Committees; and Finance Committee meet. Whole board activities begin with Thursday dinner.

**Friday:** Working Group Day

**Saturday:** Board meeting

**Sunday:** Board meeting followed by Coordinating Council meeting

*In **June**, the Board meets before and after the General Assembly. The schedule allows Board member participation in UU University and UUMA Ministry Days. Working groups normally do not meet at the June meeting. In election years (odd years), newly elected trustees must attend Anti-Racism / Anti-Oppression training for leaders following General Assembly.*

*In **October**, the Board meeting is one day longer, with Committee Day on Wednesday. In October of odd-numbered years (2009, 2011 ...) the Board meeting is preceded by a retreat for new board members beginning on Tuesday or Wednesday.*

### **June 2011, Charlotte, NC:**

Tuesday, June 21 – Wednesday, June 22 – Board of Trustees meeting

Wednesday, June 22 – Sunday June 26 – General Assembly

Monday, June 27 – Board of Trustees meeting

(Board packet deadline: **May 16, 2011**)

### **October 2011, TBD**

Wednesday, October 19 – Retreat

Thursday, January 20 - Committees

Friday, January 21 – Working Groups

Saturday, January 22 – Sunday, January 23 – Board of Trustees meeting

(Board packet deadline: **September 19, 2011**)

### **January 2012, TBD**

Thursday, January 19 - Committees

Friday, January 20 – Working Groups

Saturday, January 21 – Sunday, January 22 – Board of Trustees meeting

(Board packet deadline: **December 19, 2011**)

### **April 2012, TBD:**

Thursday, April 19 - Committees

Friday, April 20 – Working Groups

Saturday, April 21 – Sunday April 22 – Board of Trustees meeting

(Board packet deadline: **March 19, 2012**)

**June 2012, Phoenix, AZ:**

Tuesday, June 19 – Wednesday, June 20 – Board of Trustees meeting  
Wednesday, June 20 – Sunday June 24 – General Assembly  
Monday, June 25 – Board of Trustees meeting  
(Board packet deadline: **May 18, 2012**)

**October 2012, TBD**

Wednesday, October 17 - Committees  
Thursday, October 18  
Friday, October 19 – Working Groups  
Saturday, January 20 – Sunday, January 21 - Board of Trustees meeting  
(Board packet deadline: **September 17, 2012**)

**January 2013, TBD**

Thursday, January 17 - Committees  
Friday, January 18 – Working Groups  
Saturday, January 20 – Sunday, January 21 – Board of Trustees meeting  
(Board packet deadline: **December 19, 2012**)

**April 2013, TBD:**

Thursday, April 18 - Committees  
Friday, April 19 – Working Groups  
Saturday, April 20 – Sunday April 21 – Board of Trustees meeting  
(Board packet deadline: **March 18, 2013**)

**June 2013, Louisville, KY:**

Tuesday, June 18 – Wednesday, June 19 – Board of Trustees meeting  
Wednesday, June 19 – Sunday June 23 – General Assembly  
Monday, June 24 – Board of Trustees meeting  
(Board packet deadline: **May 20, 2013**)

**October 2013, TBD**

Wednesday, October 16 - Committees  
Thursday, October 17  
Friday, October 18 – Working Groups  
Saturday, January 19 – Sunday, January 21 - Board of Trustees meeting  
(Board packet deadline: **September 17, 2013**)

**January 2014, TBD**

Thursday, January 23 - Committees  
Friday, January 24 – Working Groups  
Saturday, January 25 – Sunday, January 26 – Board of Trustees meeting  
(Board packet deadline: **December 16, 2013**)

**April 2014 TBD:**

Thursday, April 17 - Committees

Friday, April 18 – Working Groups

Saturday, April 19 – Sunday April 20 – Board of Trustees meeting

(Board packet deadline: **March 17, 2014**)

**June 2014, Providence, RI:**

Tuesday, June 24 – Wednesday, June 25 – Board of Trustees meeting

Wednesday, June 25 – Sunday June 29 – General Assembly

Monday, June 30 – Board of Trustees meeting

(Board packet deadline: **May 19, 2014**)