

Proposed 2013 bylaw amendments concerning elections and appointments

The Board of Trustees has determined that the bylaws could benefit from more clarity in the provisions that call for special elections to fill vacancies in elected offices of the Association and in the provisions that govern committee elections, appointments, and terms.

The Board is proposing bylaw amendments to require a special election to be held whenever a vacancy occurs early enough in a term to allow the normal election process, including nominations, to take place. Otherwise, the person appointed to fill the vacancy would serve until the end of the term.

Further, the Board proposes that the existing bylaw language concerning runoffs in a Presidential election with three or more candidates should be applied to elections for Moderator, Financial Advisor, and Trustee.

The following is a draft of the proposed amendments:

Comment [DSB1]: Note: Text being moved from one place to another in the bylaws is marked with double strikethrough at the point of deletion and double underlining at the point of insertion. These changes may or may not show up in a different color from other edits. In the printed GA agenda, the double-underlining and strikeouts will be replaced by standard markings.

Article V. Committees of the Association

Section 5.1. Committees of the Association.

The standing committees of the Association shall be:

- a. the Nominating Committee;
- b. the Presidential Search Committee;
- c. the General Assembly Planning Committee;
- d. the Commission on Appraisal;
- e. the Commission on Social Witness; and
- f. the Board of Review.

Comment [DSB2]: This section is not being changed, but it is shown here to provide readers with the list of committees that are affected by the changes set out in the following sections.

Section 5.2. Election and Appointment.

Deleted: Terms of Office

Deleted: Section 5.1 committees

- a. Elected members. Elected members of all standing committees of the Association 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.
- b. Appointed members. The terms of any appointed members of standing committees of the Association shall begin at the close of the regular General Assembly in odd-

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numbered years. The Board of Trustees shall make each appointment no later than 120 days after the beginning of the term. Appointed members shall take office upon the effective date of their appointment and shall serve until their successors are appointed and qualified, except as otherwise provided herein.

Comment [DSB3]: This would let the board make appointments at the October meeting

Section 5.3. Qualifications of Committee Members.

To serve as a member of a standing committee of the Association, a person must be a member of a member congregation. No member of a standing committee of the Association may during the term of office serve as a trustee or officer or hold any salaried position in the Association, except as otherwise provided herein.

Deleted: 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 Commission on Appraisal shall be elected at the regular General Assembly held in each odd-numbered year. The elected members of the Commission on Appraisal shall serve for single terms of six 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. One third of the members of the Nominating Committee shall be elected at the regular General Assembly held in each year. Members of the ... [1]

Section 5.4. Removal of Committee Member.

An elected member of a standing committee of the Association may be removed by a three-fourths vote of the Board of Trustees at a meeting at which not less than three-fourths of the Board is present, if in the opinion of the Board the member is incapacitated or unable to carry out the duties of the office or otherwise for good cause. An appointed member of a standing committee of the Association may be removed at will by majority vote of the Board of Trustees.

Deleted: In order to qualify to be appointed or to continue

Comment [DSB4]: The current bylaws apply this prohibition to th ... [2]

Comment [DSB5]: The current bylaws apply this prohibition to th ... [3]

Comment [DSB6]: The stringent requirement for removal should a ... [4]

Deleted: A

Deleted: any

Comment [DSB7]: . I doubt a board would do this, but I think it should ... [5]

Deleted: 1

Deleted: until the next regular General Assembly

Deleted: The vacancy shall then be filled by election for the balance of ... [6]

Comment [DSB8]: General language replaces specific text for each ... [7]

Comment [DSB9]: Non-substantive wording changes only.

Deleted: elected

Deleted: of the Nominating Committee

Deleted: A member shall not during the term of office hold any salarie ... [8]

Deleted: to the Nominating Committee

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Section 5.5. Vacancies.

A vacancy created by the death, disqualification, resignation, or removal of an elected or appointed member of a standing committee of the Association shall be filled by majority vote of the Board of Trustees. An individual appointed to fill a vacancy in an elected position shall serve until the vacancy is filled by regular or special election. An individual appointed to fill a vacancy in an appointed position shall serve for the balance of the unexpired term, and until a successor is appointed and qualified.

An elected member of a standing committee of the Association in office for more than one half of a full term shall be deemed to have completed a full term for the purposes of re-election.

Section 5.6. Nominating Committee.

The Nominating Committee shall consist of nine members elected to terms of three years. One third of the members shall be elected at the regular General Assembly held in each year. After serving two terms in office, a member shall not be eligible for re-election until after an interim of at least three years. The Nominating Committee shall submit nominations for certain elective positions of the Association, as provided in Article IX.

Section 5.7. Presidential Search Committee.

The Presidential Search Committee shall consist of five elected members and two members appointed by the Board of Trustees. Each term shall be six years. The elected members shall be elected at the regular General Assembly held four years prior to the expiration of a President's term. The terms of appointed members shall begin at the close of the regular General Assembly at which members were elected. After serving a term in office, a member shall not be eligible for re-election until after an interim of at least six years. The Committee shall nominate candidates for the office of President as provided in Section 9.5.

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Deleted: elected by the General Assembly,
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Deleted: of the Presidential Search Committee
Deleted: before the General Assembly at which there is to be a presidential election at
Deleted: The election and appointment of members shall occur 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.

Section 5.8. General Assembly Planning Committee.

The General Assembly Planning Committee shall consist of eight elected members and two members appointed by the Board of Trustees. The terms of elected members shall be four years and the terms of appointed members shall be two years. One-half of the elected members shall be elected at the regular General Assembly held in each odd-numbered year. After serving two terms in office, an elected member shall not be eligible for re-election until after an interim of at least four years. The Committee shall be responsible for arrangements for General Assembly and programs and meetings to be held in connection therewith. It may establish subcommittees of its members and may delegate part or all of its powers to them.

Deleted: Each appointment and election of a member shall be for a term of six years.
Deleted: .
Deleted: at its first meeting following the regular General Assembly in each odd-numbered year
Deleted: as nearly as possible
Deleted: of the General Assembly Planning Committee and the Commission on Social Witness

Section 5.9. Commission on Appraisal.

The Commission on Appraisal shall consist of nine members elected to terms of six years. One-third of the members shall be elected at the regular General Assembly held in each odd-numbered year. After serving a term in office, a member shall not be eligible for re-election until after an interim of at least six years.

Deleted: No elected member shall serve on the Committee for more than two four-year terms in succession. The appointed members shall serve for terms of two years and until their successors are appointed and qualified.
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Deleted: elected
Deleted: of the Commission on Appraisal
Deleted: The elected members of the Commission on Appraisal shall serve for single terms of six years.

The Commission on Appraisal shall:

- a. review any function or activity of the Association which in its judgment will benefit from an independent review and report its conclusions to a regular General Assembly;
- b. study and suggest approaches to issues which may be of concern to the Association; and
- c. report to a regular General Assembly at least once every four years on the program and accomplishments of the Association.

Deleted: A member shall not during the term of office serve as a trustee or officer or hold a salaried position in the Association.

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Section 5.10. Commission on Social Witness.

The Commission on Social Witness shall consist of three elected members and two members appointed by the Board of Trustees. Each term shall be four years. After serving two terms in office, a member shall not be eligible for re-election until after an interim of at least four years. One member shall be appointed in each odd-numbered year. In addition to any election required to fill a vacancy, no fewer than one nor more than two members shall be elected at the regular General Assembly held in each odd-numbered year, as is required to insure a full complement of elected members. The duties of the Commission are described in Article IV.

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Deleted: No member shall serve on the Commission for more than two four-year terms in succession. In the case of a vacancy in an appointed position by reason of death, disqualification, resignation or removal, the vacancy shall be filled at any time for the remainder of the term by appointment by the Board of Trustees for the balance of the term.

Deleted: Section 4.12 and Section 4.16 of the Bylaws and Rules G-4.12.1, G-4.12.2, and G-4.18.2.

Section 5.11. Board of Review.

- a. Members. The Board of Review shall consist of eight members, as follows:
1. Three members who are ministers, each of whom at the time of election is in final ministerial fellowship with the Association and has held such fellowship continuously for the preceding seven years; and
 2. One member who is a credentialed religious educator-master level; and
 3. Four members who are not ministers or credentialed religious educators, each of whom at the time of election is a member of a certified member congregation and has been a member of one or more such congregations for not less than three years as an officer or a member of the governing bodies of one or more such congregations.
- b. Election and Term. Each term shall be eight years. At each regular General Assembly held in an odd-numbered year there shall be elected one person who is neither a minister nor a credentialed religious educator. At each regular General Assembly held in an odd-numbered year there shall be elected either a minister, as described in subsection (a)(1) above, or a Credentialed Religious Educator – Master Level as described in section (a)(2) above, After serving a term in office, a member shall not be eligible for re-election until after an interim of at least eight years.
- c. Qualifications. No member of the Board of Review shall during the term of office be a member of the Ministerial Fellowship Committee, or the Religious Education Credentialing Committee.
- d. Removal. A member of the Board of Review may be removed without hearing by the vote of six other members, or as provided by Section 5.4.
- e. Duties. The duties of the Board of Review are described in Articles XI and XII.

Deleted: shall be elected and shall serve for a term of eight years and until a successor is elected and qualified

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Article VI. Board of Trustees

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. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election.

Deleted: 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 VIII. Officers of the Association

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 majority vote of the Board of Trustees. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election.

Deleted: until the next regular General Assembly

Deleted: 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 8.9. President.

The President shall be the chief executive officer of the Association and shall be a member, ex-officio, without vote, of all standing committees of the Association, except the Nominating Committee, the Presidential Search Committee, and the Board of Review, and of all standing committees of the Board except the Ministerial Fellowship Committee and the Religious Education Credentialing Committee.

Comment [DSB10]: When the PSC was created, was there discussion of whether the current President should be an ex-officio member? It seems inappropriate for the outgoing President to participate in the selection of the new one.

Article IX. Nominations and Elections

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 positions to be filled by special election.

Deleted: those to fill any vacancies

Deleted: occurring prior to October 1 of the year before the election

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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 be mailed to all certified member congregations, associate member organizations, and trustees, on or before December 10 of each year.

Section 9.5. Nomination of President and Moderator.

(a) President. The Presidential Search Committee shall submit no fewer than two nominations for the office of President for an election at the end of a presidential term or for a special election. The report of the Presidential Search Committee shall be announced by February 1 of the year before the General Assembly at which there is to be a presidential election, except in the case of a special election, in which case the report of the Presidential Search Committee shall be announced by December 10 of the year before the election.

Deleted: when a vacancy occurs in the office prior to October of the year before the election

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Deleted: to fill a vacancy occurring after that date

(b) Moderator. The Board of Trustees shall submit one or more nominations for the office of Moderator for an election at the end of a moderator term or for a special election. The report of the Board of Trustees shall be announced by February 1 of the year before the General Assembly at which there is to be a moderator election, except in the case of a special election, in which case the report of the Board of Trustees shall be announced by December 10 of the year before the election.

Deleted: when a vacancy occurs in the office prior to October of the year before the election

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Deleted: to fill a vacancy occurring after that date.

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Section 9.6. Nomination by Petition.

(a) For Moderator and President. A nomination for the office of Moderator or President, for a regular or special 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.

Deleted: or to fill a vacancy in an unexpired term occurring prior to December 1 of the year before the election

(b) For Other Elective Positions. A nomination for any other elective position, for a regular or special 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.

Deleted: or to fill a vacancy in an unexpired term occurring prior to December 1 of the year before the election

Section 9.11. Counting of Ballots.

(a) For the position of President, Moderator, Financial Advisor, or Trustee. If there are no more than two duly nominated candidates for a position, the candidate receiving the greater number of votes is elected; provided, however, that in construing the foregoing with respect to Trustee positions, each Trustee position number shall be considered a separate elective position. If there are more than two duly nominated candidates for a position, 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.

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(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.

Deleted: ; 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

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Section 9.15. Special Elections

If a vacancy occurs more than 630 days before the expiration of the term of an elected officer, an elected member of a standing committee of the Association, or a trustee, a special election shall be held to fill the balance of the unexpired term. The special election shall be held at the next regular General Assembly that begins at least 270 days after the date of the vacancy.

Comment [DSB11]: The dates in this section are required to be sure there is enough time between the vacancy and the special election for the nomination process to occur.

Comment [DSB12]: Example: for a term expiring at the close of GA 2016 on June 26th, this provision would require a special election for any vacancy occurring prior to October 5, 2014.

Comment [DSB13]: Example: a vacancy in August 2014 would trigger a special election in June 2015. A vacancy in January 2014 would also trigger a special election in June 2015, and not in June 2014, because fewer than 270 days lie between the vacancy and the start of GA 2014.

Rules

Rule G-9.10.1. Tie Vote-Elected Committee Position.

If a tie vote occurs in filling an elected committee position when only one person is to be elected, or occurs in filling a slate when the slate cannot be completed without resolving the tie, then as soon as possible before the final adjournment of the General Assembly involved, additional ballots shall be cast by those present and entitled to vote, except that initially the Moderator shall not vote. The additional ballots shall contain only the names of the candidates who are tied. These ballots shall be counted along with a recounting of the ballots cast for the tied candidates by absentee ballots, and the result of the foregoing procedures shall determine the election, unless there is still a tie, in which case the Moderator shall then cast a ballot to resolve it.

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Rule G-9.10.2. Tie Vote-Moderator.

If the tie involves the election of a Moderator, the proceedings to resolve the tie shall be presided over by the Secretary of the Association who in all matters involving the resolutions of the tie shall have the rights and duties of the Moderator.

Rule G-9.10.3. Tie Vote-President, Moderator, Financial Advisor, or Trustee.

If, in the election of a President, Moderator, Financial Advisor, or Trustee, in any particular counting of the preferential ballots, including absentee ballots, there is a tie vote among candidates having the least number of votes, then each such tied candidate shall be eliminated, and in the next counting, the ballots accumulated for said candidate shall be redistributed

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among the remaining candidates on the basis of the highest effective preferences marked on all the ballots that have been cast. However, if in this process, such elimination leaves only a single candidate who in that counting still does not have a majority of the counted votes, or if only two candidates remain in the contest and they are tied, then there shall be as many run-off election procedures, conducted under the provision of Rule G-9.10.1 as are necessary to result in the election of a President, [Moderator, Financial Advisor, or Trustee](#) by at least a majority of the votes cast.

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Page 2: [1] Deleted Dan 12/8/2012 7:29:00 AM

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 Commission on Appraisal shall be elected at the regular General Assembly held in each odd-numbered year. The elected members of the Commission on Appraisal shall serve for single terms of six 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. One third of the members of the Nominating Committee shall be elected at the regular General Assembly held in each year. Members of the Nominating Committee shall serve no more than two terms of three years. 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.

Page 2: [2] Comment [DSB4] Dan 1/7/2013 8:41:00 AM

The current bylaws apply this prohibition to the Commission on Appraisal.

Page 2: [3] Comment [DSB5] Dan 1/7/2013 8:41:00 AM

The current bylaws apply this prohibition to the Nominating Committee, the Board of Review, and the Commission on Appraisal.

Page 2: [4] Comment [DSB6] Dan 1/7/2013 8:41:00 AM

The stringent requirement for removal should apply only to elected members, not to those appointed by the board.

Page 2: [5] Comment [DSB7] Dan 1/7/2013 8:41:00 AM

. I doubt a board would do this, but I think it should be free to change its mind if an appointee just didn't work out, particularly on committees with a long term.

Page 2: [6] Deleted Dan 12/21/2012 7:37:00 AM

The vacancy shall then be filled by election for the balance of the unexpired term, if any.

Page 2: [7] Comment [DSB8] Dan 1/7/2013 8:41:00 AM

General language replaces specific text for each committee.

Page 2: [8] Deleted Dan 12/21/2012 8:22:00 AM

A member shall not during the term of office hold any salaried position in the Association and, after