

Bylaw Amendments

General Session 5 – Saturday, June 23, 2018

5. GENDER NEUTRAL PRONOUNS

This proposed amendment was placed on the agenda by the Board of Trustees.

As our understanding of gender has evolved, it is necessary to modernize the language of the Bylaws to replace pronouns which limit gender with pronouns that allow for more inclusive interpretations of gender. The Board supports this alteration of the language of our bylaws for the use of gender neutral pronouns.

The following language will be added to the updated bylaws, following the Table of Contents and before the enumerated lines of bylaw text:

190 The pronouns “they” and “their” are used in these Bylaws and Rules in place of the singular gender
191 pronouns “he,” “she,” “his,” and “hers,” and refer to a single individual unless the context indicates
192 otherwise.

193 **Section 8.3. Term of Office.**

194 (a) Elected Officers. The elected officers shall be elected at a regular General Assembly and shall
195 take office immediately after the close of such General Assembly.

196 (1) President. The President shall serve for a term of six years and until **their [his or her]**
197 successor is elected and qualified. No President shall serve more than one term; and any
198 partial term of more than two years served by reason of appointment and/or election to
199 office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of
200 this subsection.

201 (2) Moderator. The Moderator shall serve for a term of six years and until **their [his or her]**
202 successor is elected and qualified. No Moderator shall serve more than one term; and
203 any partial term of more than two years served by reason of appointment and/or election
204 to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes
205 of this subsection.

206 (3) Financial Advisor. The Financial Advisor shall serve for a term of three years and until
207 **their [his or her]** successor is elected and qualified. No Financial Advisor shall serve
208 more than two successive terms; and any partial term of more than two years served by
209 reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall
210 be considered a full term for purposes of this subsection.

211 **Section 8.11. Executive Vice President.**

212 In the event an Executive Vice President should be appointed, the Board of Trustees shall describe
213 **their [his or her]** duties.

214 **Section 9.9. Supervision of Elections.**

215 The Secretary shall supervise all elections for elective positions at large. The Secretary may appoint a
216 committee of tellers to count ballots and perform other routine duties. The Secretary shall decide any
217 question arising during such an election concerning:

218 (a) the interpretation of any provision of these Bylaws or of Rules made hereunder relating to
219 election procedures;

220 (b) any procedural problem relating to the election which is not covered by these Bylaws or by the
221 Rules; or

222 (c) the interpretation of the intent of a voter in marking the ballot.

223 The Secretary’s decision shall be final. The Secretary shall remain neutral in the election and shall not
224 engage in electioneering, except for advocacy of **their [his or her]** own candidacy for offices for which
225 **they are [he or she is]** nominated.

226 **Section 10.12. Indemnification of Trustees, Officers, Employees, and Volunteers.**

227 The Association, to the extent legally permissible, shall indemnify any trustee, officer, employee of the
228 Association or volunteer elected by a General Assembly or appointed by the Board of Trustees of the
229 Association to serve the Association, or persons formerly holding such positions, against all liabilities
230 and expenses (including court costs, attorneys’ fees, and the amount of any judgment or reasonable
231 settlement, fines and penalties) actually and necessarily incurred by any such person, subsequent to
232 the adoption hereof, in connection with the defense of any claim asserted or threatened to be asserted

233 against any such person, or any action, suit or proceeding in which any such person may be involved as
234 a party, by reason of being or having been such trustee, officer, employee or volunteer or by reason of
235 any action alleged to have been taken or omitted by any such person as such trustee, officer, employee
236 or volunteer, except with respect to any matter as to which they [he or she] shall have been adjudicated in
237 any proceeding not to have acted in good faith in the reasonable belief that their [his or her] action
238 was in the best interests of the Association; provided, however, that as to any matter disposed of by a
239 compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification
240 either for said payment or for any other expenses shall be provided unless such compromise and
241 indemnification therefore shall be approved:

242 (a) by a majority vote of a quorum consisting of disinterested trustees;
243 (b) if such quorum cannot be obtained, then by a majority vote of a committee of the Board of
244 Trustees consisting of all the disinterested trustees;
245 (c) if there are not two or more disinterested trustees in office, then by a majority of the trustees
246 then in office, provided they have obtained a written finding by independent legal counsel
247 appointed by a majority of the trustees to the effect that, based upon a reasonable investigation
248 of the relevant facts as described such opinion, the person to be indemnified appears to have
249 acted in good faith and in the reasonable belief that their [his or her] action was in the best
250 interests of the Association;
251 (d) if not resolved by (a), (b) or (c), above, by a court of competent jurisdiction.

252 If authorized in the same manner specified above for compromise payments, expenses, including
253 attorneys' fees actually and necessarily incurred by any such person in connection with the defense
254 or disposition of any such action, suit or other proceeding may be paid from time to time by the
255 Association in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual
256 of their [his or her] good faith belief that they have [he or she has] met the standard of conduct necessary for
257 indemnification under this Section and (b) an undertaking by such individual to repay the amount so
258 paid to the Association if such person shall be adjudicated to be not entitled to indemnification under
259 this Section, which undertaking may be accepted without reference to the financial ability of such
260 person to make repayment. The right of indemnification herein provided shall inure to the benefit of
261 the heirs, executors and administrators of each such trustee, [or] officer, employee or volunteer and
262 shall not be deemed exclusive of any other rights to which any such person may be entitled under any
263 statute, bylaw, agreement, vote of members or otherwise or to which any such person might have been
264 entitled were it not for this provision. As used in this Section, an "interested" trustee or officer is one
265 against whom in such capacity the proceeding in question, or other proceeding on the same or similar
266 grounds, is then pending.

267 Rule 4.6.2. Time of Notice.

268 Notice so sent shall be sufficient if mailed at Boston, Massachusetts, sixty days before any such General
269 Assembly, addressed to the persons who according to the records of the Association are entitled
270 thereto hereunder and sent to the addresses which appear on said records. When the Secretary in their
271 [his or her] absolute discretion finds it desirable and practicable, a copy of the notice shall be inserted
272 in the denomination's publication most widely circulated within the denomination, in the issue which
273 will be circulated as near to sixty days before the General Assembly as possible.

274 Rule G-9.13.5. Balloting at General Assembly.

275 A person shall be qualified to cast a ballot at General Assembly only if that person presents to the
276 Secretary of the Association or those employed by them [him or her] a properly certified ballot stub plus a
277 badge issued to that person and containing the same name as the name on the ballot stub. An electronic
278 ballot shall be counted only if the delegate has complied with established secure voting protocols.

Underlining indicates insertion; brackets indicate deletion

INCORPORATED AMENDMENTS

There were no incorporated amendments.

UNINCORPORATED AMENDMENTS

- A. Lines 190-192: Replace lines 190 to 192 with "Personal pronouns are not used in the Bylaws where a more specific noun is available to refer to the person named." (use name or position)
Line 196: (1) President. The President shall serve for a term of six years and until the President's [his or her]
Line 201: (2) Moderator. The Moderator shall serve for a term of six years and until the Moderator's [his or her]
Line 207: The Financial Advisor's [His or her] successor is elected and qualified. No Financial Advisor shall serve
Line 213: The Executive Vice President [his or her] duties.
Line 224: engage in electioneering, except for advocacy of the Secretary's [his or her] own candidacy for offices for which

Line 225: the Secretary is [he or she is] nominated

Line 236: or volunteer, except with respect to any matter as to which such person [he or she] shall have been adjudicated in

Line 237: any preceding not to have acted in good faith in the reasonable belief that such person's [his or her] action

Line 249: acted in good faith and in the reasonable belief that the person's [his or her] action was in the best

Line 256: of the individual's [his or her] good faith belief that the individual [he or she] has met the standard of conduct necessary for

Line 270-271: thereto hereunder and sent to the addresses which appear on said records. When the Secretary in the Secretary's [his or her] absolute discretion finds it desirable and practicable, a copy of the notice shall be inserted

Line 276: Secretary of the Association or those employed by the Secretary of the Association [him or her] a properly certified ballot stub plus a

B. Line 190: change they and their to per

Lines 190-278: replace proposed they/their with per

C. Line 190: change they to ze and change their to zir

Line 190-278: replace they/their in proposal with ze/zir

6. COMMITTEE TERMS

This proposed amendment was placed on the agenda by the Board of Trustees.

This amendment provides flexibility so that committee members may be appointed to staggered terms, helping ensure smoother transitions so that a committee has fewer members cycling off at any one time, which helps committees retain memory of their prior actions and practices. This change was requested of the Board by committees of the Board and the Board strongly endorses this bylaw amendment.

279 Section 7.2. Appointment and Term of Office.

280 Except as otherwise provided, the terms of members of standing committees of the Board of Trustees

281 shall be two years beginning at the close of the regular General Assembly **[in odd-numbered years]**.

282 Members shall be appointed no later than 120 days after the beginning of the term. Members shall take

283 office upon the effective date of their appointment and shall serve until their successors are appointed

284 and qualified.

Underlining indicates insertion; brackets indicate deletion

AMENDMENTS

There were no amendments.

7. SOCIAL WITNESS PROCESS TIMELINE

This proposed amendment was placed on the agenda by the Board of Trustees.

The social witness process has seen many changes over the past decades. Increases in the speed of communication as well as our understanding of who joins together in Unitarian Universalist communities has changed the way we do the work of expanding justice in the world. The proposed amendments enable us to respond more quickly to urgent issues by shortening the process of witnessing for justice. Further, the proposed amendments expand the circle of Unitarian Universalists in covenant who can study and take action on these issues. These amendments come to us from the Commission on Social Witness after years of deliberation. Your Board strongly supports these changes to our formal justice making process.

285 Section 4.12. UUA Statements of Conscience.

286 The purpose of the Congregational Study/Action Process is to provide the member congregations of

287 the Association with an opportunity to mobilize energy, ideas, and resources around a common issue.

288 The end result will be a deeper understanding of our religious position on the issue, a clear statement

289 of Association policy as expressed in a Statement of Conscience, and a greater capacity for the
290 congregations to take effective action. The process for adoption of UUA Statements of Conscience shall
291 be as follows:

292 (a) First Cycle Year

293 (1) Each member congregation **or covenanting community** [, **district, and sponsored**
294 **organization (as designated by the Board of Trustees),]** may submit to the Commission
295 on Social Witness by October 1 in the year preceding a General Assembly one proposed
296 Congregational Study/Action Issue, such proposed Congregational Study/Action Issue to
297 be approved at a duly called meeting of its members or its governing board at which a
298 quorum is present. This commences the process of a **three** [**four**] year UUA Statement of
299 Conscience cycle (“the Cycle”). A Cycle year ends at the close of General Assembly.

300 **[(2) The Commission on Social Witness shall by November 1 of that year submit to the**
301 **Board of Trustees for inclusion on the Tentative Agenda of the regular General**
302 **Assembly not more than ten proposed Congregational Study/Action Issues, each of**
303 **which shall be based in whole or in part on the issues submitted to it as described**
304 **in the previous subsection. The Commission on Social Witness shall verify with the**
305 **proposing congregation or sponsored organization that the proposed Study/Action**
306 **Issue reflects the intent of the proposer prior to being included in the poll ballot. The**
307 **ten proposed Congregational Study/Action Issues shall be included for approval**
308 **by the congregations on the Congregational Poll ballot, such ballot to be available**
309 **and congregations notified of its availability by November 15 of the same year.**
310 **Congregational Poll ballots concerning the proposed Congregational Study/Action**
311 **Issue shall be due by February 1 of the following year (the first Cycle year).]**

312 **[(3)](2)** For the proposed Congregational Study/Action Issue to be placed on the Final Agenda
313 of the General Assembly, twenty-five percent (25%) of all certified congregations must
314 participate in the ballot vote concerning the proposed Congregational Study/Action
315 Issues.

316 **[(4) The proposed Congregational Study/Action Issue shall be ranked in the order of the**
317 **votes received in the Congregational Poll. The Study/Action Issues receiving the most**
318 **votes (not to exceed five in number) shall be submitted to the General Assembly as**
319 **Follows:]**

320 **[(i)](3)** Each of the Proposed Congregational Study/Action Issues shall be presented to the
321 General Assembly by a delegate, and one such proposed Congregational Study/Action
322 Issue shall be referred for study by virtue of having received the highest number of votes
323 among all proposed Congregational Study/Action votes cast by the General Assembly;
324 provided, however, that if no proposed Congregational Study/Action Issue receives a
325 majority of the votes cast, then a second vote shall be taken between the two issues
326 receiving the highest number of votes cast in the initial election.

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

334 **(5) If a UUA Statement of Conscience has been adopted in the previous year, the**
335 **regular meeting of the General Assembly shall also conduct workshops on the**
336 **implementation of such UUA Statement of Conscience.]**

337 **[(6)](4)** If no proposed Congregation Study/Action Issues are on the Final Agenda in the first
338 Cycle year, or if no Congregational Study/Action Issue is referred for study by the
339 General Assembly, then following the regular meeting of the General Assembly, the
340 Cycle shall begin again as set forth in this subsection.

341 (b) Second Cycle Year

342 **[(1) Member congregations shall submit by not later than March 1 of the second Cycle**
343 **year comments regarding the Congregational Study/Action Issue and the related**
344 **resource guide to the Commission on Social Witness.]**

345 **[(2)]** During the meeting of the General Assembly in the second Cycle year the Commission
346 on Social Witness shall conduct workshops on the Congregational Study/Action Issue.

- 347 (c) Third Cycle Year
348 (1) **[Member congregations shall submit by not later than March 1 of the third Cycle year**
349 **comments regarding the Congregational Study/Action Issue and the related resource**
350 **guide to the Commission on Social Witness.]**
- 351 **[(2)] [During the General Assembly in the third Cycle year, the Commission on Social**
352 **Witness shall conduct workshops on the Congregational Study/Action Issue.]**
353 The Commission on Social
354 Witness shall then compose a draft UUA Statement of Conscience.
- 355 **[(3)]** The draft UUA Statement of Conscience, **[a draft Statement of Conscience**
356 **congregational comment form,]** and a ballot to place the draft UUA Statement of
357 Conscience on the Final Agenda **during General Assembly in the third Cycle year**
358 **shall be included in the Congregational Poll.[, to be made available and congregations**
359 **notified of its availability by November 15, following the General Assembly. Notice of**
360 **the availability of these items shall be given to the congregations. Congregational Poll**
361 **ballots and the congregational comment forms concerning the draft UUA Statement**
362 **of Conscience shall be due by February 1 of the following year (the fourth Cycle year).**
- 363 (4) **The Commission on Social Witness shall then prepare a revised draft of the UUA**
364 **Statement of Conscience taking into consideration comments received by the**
365 **member congregations and place this revised draft of the UUA Statement of**
366 **Conscience on the Final Agenda.**
- 367 (5) **For a draft UUA Statement of Conscience to be placed on the Final Agenda of the**
368 **General Assembly, twenty-five percent (25%) of all certified congregations must**
369 **participate in the ballot vote concerning such draft UUA Statement of Conscience.]**
- 370 **[(d) Fourth Cycle Year]**
371 **[(1)](2)** If the draft UUA Statement of Conscience is placed on the Final Agenda for the next
372 regular meeting of the General Assembly, then that General Assembly must
373 debate and vote on the proposed UUA Statement of Conscience. Adoption of the UUA
374 Statement of Conscience shall require a two-thirds vote.
- 375 **[(2)](3)** If **(a[i])** the proposed UUA Statement of Conscience is not placed on the Final Agenda
376 for the next regular meeting of the General Assembly; or **(b[ii])** the General Assembly
377 chooses, by a two-thirds vote, to refer the proposed UUA Statement of Conscience
378 to the Commission on Social Witness for one additional year of study/action, then the
379 Commission of Social Witness shall continue the study and revision of the proposed UUA
380 Statement of Conscience for one more year. The revised UUA Statement of Conscience
381 may be placed on the Final Agenda for the next regular meeting of the General
382 Assembly pursuant to subsection**[s] (b) [(c)(3), (c)(4) and (c)(5)]** above. If by the regular
383 meeting of the General Assembly following the additional year the Commission on Social
384 Witness has been unable to find support to generate an acceptable UUA Statement of
385 Conscience, the Congregational Study/Action Issue may be placed on the Final Agenda
386 with a proposal to drop such Congregational Study/Action Issue.
- 387 **[(3)](4)** Following the regular meeting of the General Assembly in the **third [fourth]** Cycle year,
388 the Cycle shall begin again as set forth in Section 4.12(a) above.
- 389 **[(e) The Cycle may begin again, as set forth in Section 4.12(a), only after the General Assembly in**
390 **the second Cycle year of a Congregational Study/Action Issue, and as provided in Sections**
391 **4.12(a)(6) and 4.12(d)(3).]**
- 392 **Section 4.16. Additions to the Agenda of Regular General Assemblies.**
- 393 (a) Non-substantive items related to greetings and similar matters may be admitted to the agenda
394 by a regular General Assembly.
- 395 (b) **[Prior to 2018, there will be no General Assembly Actions of Immediate Witness on the**
396 **agenda.**
- 397 (c) (1) A General Assembly Action of Immediate Witness is one concerned with a significant
398 action, event or development, the timing or specificity of which makes it inappropriate to
399 be addressed by a UUA Statement of Conscience pursuant to the Study/Action process.

- 400 (2) No more than three General Assembly Actions of Immediate Witness may be admitted to
401 the agenda of a regular General Assembly.
- 402 (3) **[A petition to admit an Action of Immediate Witness to the agenda must be submitted**
403 **by a delegate and signed by 150 delegates from at least 25 congregations. If six**
404 **petitions or fewer are received, all petitions received that have the requisite level**
405 **of delegate and congregation support are eligible to be considered for possible**
406 **admission to the agenda. In the event more than six petitions are submitted that**
407 **satisfy the sponsorship requirement, the Commission on Social Witness shall select**
408 **six from among those which meet the criteria for a General Assembly Action of**
409 **Immediate Witness, and shall submit those six actions to the agenda of the General**
410 **Assembly for possible admission. The Commission on Social Witness shall prepare**
411 **summaries of no more than six petitions and present those summaries to the General**
412 **Assembly for a vote to rank the petitions in order of delegate support. The three**
413 **petitions receiving the most votes are eligible for admission to the agenda. If there are**
414 **submitted three or fewer petitions meeting the criteria for a General Assembly Action**
415 **of Immediate Witness, each of the petitions is eligible for admission to the agenda.**
- 416 **[(4)]** The motion to admit each General Assembly Action of Immediate Witness ruled eligible
417 is not debatable, but an opportunity for a two-minute statement of advocacy to the
418 General Assembly for each eligible action by one of its sponsors prior to any such
419 motion shall be provided. Admission of a General Assembly Action of Immediate Witness
420 shall be by a two-thirds vote.
- 421 **[(5)]** **During the General Assembly, a mini-assembly shall be held during which each**
422 **admitted action shall be discussed and amendments shall be accepted in writing.**
423 **All such amendments shall be made available in writing to the General Assembly.**
424 **The Commission on Social Witness shall finalize each General Assembly Action of**
425 **Immediate Witness, and the chairperson of the Commission on Social Witness, in**
426 **consultation with the moderator of the General Assembly, the parliamentarian, and**
427 **legal counsel, shall prioritize unincorporated amendments for consideration by the**
428 **General Assembly.**
- 429 **[(6)](4) [Adoption] Affirmation** of a General Assembly Action of Immediate Witness shall be by a
430 two-thirds vote.
- 431 **[(7)](5)** Actions submitted pursuant to this Section 4.16[(c)](b) must be in writing and filed with
432 the Chair of the Commission on Social Witness or the Commission's designee by the
433 deadline established by the Commission and announced at the opening session of the
434 General Assembly.
- 435 **[(d)](c)** Responsive Resolutions may be admitted to the agenda of a regular General Assembly and
436 acted upon.
- 437 (1) A Responsive Resolution is a resolution made in response to a substantive portion of a
438 report by an officer or committee reporting to a regular General Assembly.
- 439 (2) **[Adoption] Affirmation** of a Responsive Resolution shall be by two-thirds vote.

Underlining indicates insertion; brackets indicate deletion

INCORPORATED AMENDMENTS

- A. Line 372: ...Assembly, then [the next] that General Assembly...
- C. Line 353: Delete the phrase from "Following the ... to year,"

UNINCORPORATED AMENDMENTS

- B. Lines 402-428: Retain original language.
- D. Line 429-439: Retain original language.
- E. Line 298 through 391: Retain original language

F. Insert after Line 389

(d) A vote of the General Assembly will be required to approve any changes to the Proposer Guide.

8. CO-MODERATOR ROLES

This proposed amendment was placed on the agenda by the Board of Trustees.

The role of Moderator is the highest volunteer position in the Unitarian Universalist Association. Our bylaws were written in a time when the single leader model was dominant. In the 50+ years since that time, our world and culture have changed dramatically. The Moderator position has expanded to the point where the expectations of this volunteer exceed the scope of the role as originally envisioned. Throughout the year, many people have supported the role of Moderator. Your Board of Trustees has committed itself to modeling shared leadership throughout the Association by proposing this model of collaborative leadership that provides for more than one Moderator. Your Board of Trustees has seen this model work in the past 12 months and experienced the many benefits of a new way of being in relationship and moving forward towards our dreams and aspirations. Your Board strongly endorses this bylaw amendment

440 Section 8.8. Moderator.

441 **(a)** The Moderator shall preside at General Assemblies and meetings of the Board of Trustees and
442 the Executive Committee. The Moderator shall represent the Association on special occasions
443 and shall assist in promoting its welfare. The Moderator shall serve as Chief Governance Officer
444 of the Association.

445 **(b)** As used in these Bylaws, the term “Moderator” may refer to a single individual, or to multiple
446 individuals, serving in the position, even though the word “Moderator” may appear in the
447 singular form of the word.

448 Section 9.11. Counting of Ballots.

449 (a) For the position of President, Moderator, Financial Advisor, or Trustee. If there are no more than
450 two duly nominated candidates for a position, the candidate receiving the greater number of
451 votes is elected; provided, however, that **(i)** in construing the foregoing with respect to Trustee
452 positions, each Trustee position number shall be considered a separate elective position; **and**
453 **(ii) in construing this section, a duly nominated candidate for the position of Moderator may**
454 **consist of more than one person.** If there are more than two duly nominated candidates for
455 a position, the ballot shall be designed to permit the designation of first, second, third, etc.,
456 choice. If no candidate receives a majority of the first-choice votes cast, the candidate receiving
457 the lowest first-choice vote shall be eliminated and the ballots cast for such candidate shall be
458 redistributed in accordance with the second choice indicated thereon. This process shall be
459 repeated until one candidate receives a majority of all votes cast or until only two candidates
460 remain, at which time the one receiving the greater number of votes is elected.

Underlining indicates insertion; brackets indicate deletion

AMENDMENTS

There were no amendments.

9. DISTRICT/REGION UPDATES

This proposed amendment was placed on the agenda by the Board of Trustees.

Over the past several years, most, but not all, UUA districts have disbanded in favor of becoming regions. This amendment reflects that structural change by including both districts and regions in determining the eligibility and geographic distribution of congregations needed to call for a Special General Assembly. In the absence of this change, congregations which are located in regions rather than districts would be ineligible to call for a Special General Assembly. The Board strongly endorses this change.

461 Section 4.4. Special General Assembly.

462 A special General Assembly may be called by the Board of Trustees at any time, and shall be called upon
463 petition of not less than fifty certified member congregations by action of the governing boards or their
464 congregations. No more than twenty of the fifty congregations may be from the same district or region.

Underlining indicates insertion; brackets indicate deletion

AMENDMENTS

There were no amendments.