

**Unitarian Universalist Partner Church Council
Annual Meeting
Friday, June 27, 2014
UUA General Assembly, Providence RI
DRAFT MINUTES**

Members present 51.

Chair Rev. Gary Smith opened the meeting at 12:45 PM.

Board Chair Report

Chair Smith recognized past Board Presidents, UUPCC Board Members and outgoing Board members George Davenport, Bruce Johnson and Richard Van Duizend, Executive Director Cathy Cordes and staff members Margot Fleischman and Libby Hanna.

Approval of Minutes

On the motion of John Gibbons, seconded by Richard Van Duizend.

Voted: To approve the minutes of the 2013 Annual Meeting as printed.

Election of Board Members

Chair Smith introduced the new and returning Board members nominated by the UUPCC Nominating Committee:

Ms. Carol Cook
Ms. Melody Moberg
The Rev. Roger Bertschausen

On the motion of Rodger Matlage, seconded by Harold Babcock

Voted: To elect the slate as presented.

Election of Nominating Committee Member

Chair Smith presented the nominees to the Nominating Committee: the Rev. Harold Babcock and the Rev. Hank Peirce

On the motion of Diane Rollert, seconded by Julie Steinbach,

Voted: To elect the slate as presented for the UUPCC Nominating Committee.

Treasurer's Report

In Treasurer George Davenport's absence, Chair Cordes read Davenport's comments on the Treasurer's report.

Bylaws Amendment

Proposed amendments to the UUPCC bylaws were presented by Chair Smith, who explained that the proposed changes would allow UUPCC to eliminate the need to file a long and complicated tax return (Form 990). Staff have devoted almost two weeks each year to completing this form. In a recent review of the regulations for IRS, it was noted that UUPCC fits the IRS definition of a “mission society” and as such would not be required to file an annual return. The proposed amendments to the bylaws would clarify and codify UUPCC alignment with the mission, principles and purposes of the UUA, allowing the UUPCC to be considered a “mission society” of the UUA.

On the motion of Harold Babcock, seconded by Richard Boeke,

Voted: To adopt the bylaws amendments as printed.

Bylaws amendments attached.

International Guests

The Rev. Eric Cherry introduced the international visitors:

Rev. Petr Samojský
Rev. Justine Megara
Rev. Karoly Vass
Rev. Darihun Khriam
Derrick McAuley
Rev. Steve Dick
Lara Fuchs-Holm

Louis Cornish Award

Vice-Chair Bertschausen presented the plaque honoring Lee Boeke Burke as the 2014 Louis Cornish Award. In accepting, Ms Burke described how meaningful and life-enhancing service to the Partner Church movement had been for her.

Stewards of Partnership Award

Executive Director Cordes presented the 2014 Steward of Partnerships to:

Tom Darner, St. John's Unitarian Universalist Church, Cincinnati, OH
Bill Lauman, East Shore Unitarian Church, Bellevue, WA
Patricia Leiby, First Parish in Bedford Unitarian Universalist, Bedford, MA
Rodger Mattlage, First Parish in Concord Unitarian Universalist, Concord, MA
Kent Price, Unitarian Universalist Congregation of Castine, ME

The meeting was adjourned at 1:15 pm.

Submitted by Beverly D. Moore, Secretary

Attachment

AMENDMENTS TO THE BY-LAWS OF THE UUPCC

Specific changes are proposed in Article 1; Article 3.1, 3.2.1, 3.2.2 (new), 3.3, 3.9, 3.11, 3.12 (new), 3.13; Article 4.4; Article 6.1, 6.5; Article 9.6; Article 13; and Article 14.3. All additions are indicated by BOLD and UNDERLINED text.

BYLAWS
UNITARIAN UNIVERSALIST PARTNER
CHURCH COUNCIL
Adopted June 21, 2013

ARTICLE 1 – Purposes and Mission

Consistent with the purposes stated in Article III of the Restated Articles of Incorporation of the Unitarian Universalist Partner Church Council (UUPCC) and the principles of the Unitarian Universalist Association (UUA), the mission of the UUPCC is to foster and support relationships between North American congregations and congregations, schools, and agencies in all other countries where there is a **Unitarian or Unitarian Universalist congregation that seeks and welcomes** partnering. The UUPCC will:

Serve as a bridge connecting Unitarian Universalist (UU) congregations in the United States and Canada with Unitarian and Universalist congregations and organizations in other nations;
Reach across boundaries to collaborate with old and new partners;
Create transformational opportunities for transnational pilgrimages, hospitality, learning, and service;
Challenge ourselves theologically and open ourselves to changed values and behaviors;
Initiate partnerships that promote global friendships, international awareness, human rights, and a better world; and
Sustain this global vision, enlarging and renewing it as new occasions teach new duties.

ARTICLE 2 -- Membership

2.1 Types of Memberships. The UUPCC shall have four (4) classes of members: individual members, family members, institutional members, and honorary members.

2.1.1 Individual Members. Individual is a person who meets the requirements of Article 2.2.

2.1.2 Family members. A family membership may include two or more persons who join as a family unit rather than as individuals.

2.1.3 Institutional Members. Institutional members may include Unitarian Universalist congregations and other entities such as Unitarian Universalist affiliated theological schools, the Unitarian Universalist Association (UUA), Districts, and related organizations.

2.1.4 Honorary Members. Honorary members are individuals or organizations so designated by the Board of Directors.

2.2 Membership Requirements. All individual, family and institutional members shall contribute an annual membership fee in the amount determined by the Board of Directors.

ARTICLE 3 – Board of Directors

3.1 Size and Qualifications. The UUPCC shall have a Board of Directors consisting of 12 persons **of whom six (6) shall be ministers ordained by the UUA or UUA Directors of Religious Education. Eleven (11) of the directors shall be** elected by the members of the UUPCC. **One (1) shall be appointed by the UUA.** Each elected **director** must be a UUPCC member. The Executive Director shall serve on the Board, *ex officio*, but shall not be entitled to vote.

3.2 Selection and Terms of Office.

3.2.1 Elected Directors. The elected members of the Board of Directors shall be selected for three (3)-year terms. **Up to four (4) directors** shall be elected each year at the Annual Meeting of the UUPCC. In case of a vacancy on the Board of Directors, the remaining members of the Board of Directors may appoint a replacement to fill the unexpired term. An **elected director** may serve a maximum of three (3) consecutive terms, except that a person appointed to fill a vacancy **in the elected Board of Director positions** may serve no more than ten (10) consecutive years. Terms shall begin at the conclusion of the Annual Meeting.

3.2.2 Director Appointed by the UUA. The term of the UUA-appointed director shall begin upon appointment. The UUA may replace the UUA-appointed director or fill a vacancy in the UUA-appointed director Board position at any time.

3.3 Responsibilities of the Board of Directors. The responsibilities of the Board of Directors shall include, but not be limited to:

- a. Establishing such written policies as may be required for the governance of the UUPCC, its programs, activities, and staff;
- b. Appointing, supervising, approving the remuneration for, and replacing an Executive Director;
- c. Authorizing such other staff positions or retentions of consultants as may be required to further the purposes, **mission**, and programs of the UUPCC;
- d. Maintaining general oversight over the management of UUPCC resources;
- e. Designating honorary members of the UUPCC as appropriate;
- f. Initiating programs and activities to further the purposes **and mission** of the UUPCC;
- g. Communicating the goals, activities, needs, and accomplishments of the UUPCC;
- h. Facilitating the establishment of congregational partnerships; and
- i. Setting the annual membership fee and otherwise raising funds to support the purposes, **mission**, programs, and activities of the UUPCC.

3.4 Committees. The Board of Directors may establish such committees of its members and task forces or working groups of Board of Directors members and non-members of the Board of Directors as may be needed to carry out its responsibilities.

3.5 Meetings. The Board of Directors shall meet in person at the UUA General Assembly and at least one other time each year. It may meet in-person at such times agreed to by the members of the Board of Directors, at the call of the Chair, or upon written request by at least three members of the Board. Notice of a meeting must be provided to each member of the Board of Directors by mail or electronically at least 10 days in advance.

3.6 Quorum. A majority of the Board of Directors constitutes a quorum sufficient to conduct business at all meetings.

3.7 Remuneration. No salary or fee may be paid to members of the Board of Directors for their service. However, by majority vote, the Board of Directors may authorize payment or reimbursement to members of the Board of Directors of all or a portion of the expenses incurred in attending meetings or conducting other UUPCC business.

3.8 Loans. No loans may be made by the UUPCC to any member of the Board of Directors or to a relation of a member of the Board of Directors.

3.9 Prohibition of Employment of Board Members by the UUPCC. **Neither an elected member of the Board of Directors nor the director appointed by the UUA** may be employed by the UUPCC and receive compensation or other form of remuneration as a condition of that employment, following adoption of this provision.

3.10 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the members of the Board of Directors before the action is taken. Any such action must be ratified at the next meeting of the Board of Directors.

3.11 Board Voting. Each director shall be entitled to one vote. Except as otherwise specified by law, the Articles of Incorporation, or these Bylaws, a majority of those voting shall be sufficient for the Board to take any action.

3.12 Responsibility of Board Members. The responsibilities of members of the Board of Directors include but are not limited to participating in Board meetings, taking active part in the work of the Board, and providing financial support to the UUPCC.

3.13 Removal of Elected Directors. At a meeting of the members of UUPCC called expressly for that purpose, one or more elected directors may be removed from office, with or without cause, by two-thirds of the votes cast. Directors shall be removed singly, with a separate vote taken for removal of each director. Removal shall be effective immediately.

ARTICLE 4 – Meeting of the Membership of the UUPCC

4.1 Meetings. The UUPCC shall meet at least annually on a date determined by the Board of Directors. Special Meetings of the members may be called by the Board of Directors or at the request of at least 25 UUPCC members.

4.2 Meeting Site. The Board of Directors shall determine the place of all UUPCC meetings.

4.3 Notice. Notice of the time, place, and purpose of all UUPCC meetings must be published and provided to the members by mail or electronically at least ten (10) days and not more than forty (40) days prior to the meeting.

4.4 Voting. Each individual member is entitled to one (1) vote. Each set of persons who has joined as a family member is entitled to a total of one (1) undivided vote. Institutional members are entitled to designate three (3) voting members who shall have one (1) vote each. Honorary members are not entitled to vote. Only individual, family, or institutional members who have paid their membership fee may vote. Only those members present at a meeting may vote. A majority of those voting is required to approve any matter coming before a UUPCC meeting, **except as otherwise specified by law, the Articles of Incorporation or these Bylaws.**

4.5 Quorum. The presence at a meeting of at least 25 UUPCC members entitled to vote constitutes a quorum sufficient to transact business.

4.6 Telephonic Participation. Members may participate telephonically in any meetings of members of the UUPCC, but only if the notice of the meeting specifically permits such participation and provides instructions as to how members may do so. “Telephonic participation” means participation by telephone conference call or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at the meeting.

ARTICLE 5 – Nominating Process

5.1 Size and Selection. The UUPCC shall have a three (3)-person Nominating Committee elected by the members of the UUPCC. The Chair of the Nominating Committee shall be elected by the members of the Committee.

5.2 Term of Office. The members of the Nominating Committee shall serve one (1) staggered three (3)-year term. In case of a vacancy on the Nominating Committee, the Board of Directors may appoint a replacement to fill the unexpired term. A person appointed to fill a vacancy may be elected to serve on additional three (3)-year term. Terms shall begin at the conclusion of the Annual Meeting.

5.3 Responsibilities. The Nominating Committee shall select at least one (1) UUPCC member for each elected position on the Board of Directors and Nominating Committee for which the term will expire at conclusion of the Annual Meeting. At least ninety (90) days prior to the Annual Meeting, the Nominating Committee must submit a list of the nominees to the Chair of the Board of Directors. At least 75 days prior to the Annual Meeting, the Chair of the Board shall have the list sent to the members of the UUPCC along with an explanation of the process for nominating individuals by petition.

5.4 Nominations by Petition. A UUPCC member who is not included in the list presented by the Nominating Committee may be nominated for the Board of Directors or the Nominating Committee by a petition signed by ten (10) or more voting UUPCC members and delivered to the Chair of the Board of Directors not less than forty-five (45) days prior to the Annual Meeting along with a statement by the candidate of his/her willingness to accept the nomination.

ARTICLE 6 – Officers

6.1 Selection and Terms. The Board of Directors shall annually select from its elected members a Chair, Vice-Chair, Secretary, and a Treasurer, and such other officers as it determines are needed to perform its responsibilities. In case of a vacancy, the Board of Directors may select a replacement to fill the unexpired term. Officers shall serve until their successor has been selected.

6.2 Responsibilities. The officers shall perform the duties specified below and such other duties as are incident to the office or properly required by the Board of Directors unless removed in accordance with paragraph 6.5.

6.2.1 Chair. The Chair shall determine the agenda for and preside over all meetings of the Board of Directors and the UUPCC, and shall serve as the official spokesperson for the UUPCC.

6.2.2 Vice-Chair. The Vice-Chair shall exercise all the responsibilities of the Chair during the absence or disability of the person serving as Chair.

6.2.3 Secretary. The Secretary shall cause the minutes of all Board of Directors and UUPCC meetings to be recorded, keep the minutes and maintain a written record of all approved UUPCC policies.

6.2.4 Treasurer. The Treasurer shall oversee the financial affairs of the UUPCC and report on the financial condition of the UUPCC at the Annual Meeting, each Board of Directors meeting, and such other meetings as necessary.

6.3 Delegations. The Board of Directors may delegate the duties of an officer to any other member of the Board of Directors or another UUPCC member as may be appropriate and necessary.

6.4 Appointment of Other Officers. The Board of Directors shall specify in writing the duties of any other officers it selects.

6.5 Removal of Officers. An officer may be removed, with or without cause, by a vote of two-thirds of the members of the Board of Directors.

ARTICLE 7 – Executive Director

7.1 Appointment. The Executive Director, if any, shall be appointed by and serve at the pleasure of the Board of Directors.

7.2 Responsibilities. The Executive Director, if any, shall serve as the Chief Executive Officer of the UUPCC and shall be responsible for:

- a. Implementing the policies, programs, and activities established by the Board of Directors;
- b. Operating and/or overseeing the operation of the programs and activities established by the Board of Directors;
- c. Hiring, supervising, discharging, and setting the level of compensation and benefits for such other staff as are authorized by the Board of Directors;

- d. Managing the resources of the UUPCC;
- e. Serving as a spokesperson of the UUPCC; and
- f. Performing such tasks as may be required by the policies of the Board of Directors or requested by the Board.

7.3 Delegations of Authority. The Executive Director may delegate all or a portion of any of these responsibilities to a member of the staff, a member of the UUPCC, or such other person as may be appropriate.

7.4 Contracting Authority. The Executive Director is authorized to enter into contracts, leases, or other agreements on behalf of the UUPCC and to open and close UUPCC bank and investment accounts in accordance with general policies and procedures approved by the Board of Directors.

7.5 Remuneration. The Executive Director shall be remunerated at the salary and with the benefits approved by the Board of Directors.

7.6 Reimbursement of Expenses. The Executive Director shall be entitled to reimbursement of reasonable expenses incurred in performing her/his responsibilities under Article 7.2 and to authorize reimbursement of expenses incurred by other staff and consultants in performance of their UUPCC-related duties.

ARTICLE 8 – Offices and Registered Agent

8.1 Registered Office and Registered Agent. The Board of Directors shall designate a Registered Agent for the UUPCC who has an office in the State of Washington. The Board of Directors shall designate the business office of the Registered Agent as the Registered Office of the UUPCC and shall file such notices regarding the Registered Agent and the Registered Office as may be required by law.

8.2 Other Offices. The Board of Directors may establish other offices for the UUPCC within or outside the State of Washington.

ARTICLE 9 – Endowment Fund

9.1 Establishment of Fund. The UUPCC shall have a separate endowment fund to strengthen the long-range financial future of the UUPCC, to mitigate financial emergencies, and to fund special projects that support the mission of the UUPCC. The separate endowment fund shall be known as the UUPCC Endowment Fund (the Fund).

9.2 Minimum Operating Level. The Fund shall become operational when a minimum of \$10,000 of assets have been received. Upon attaining the minimum level of funding, the Fund's assets shall be invested in the Unitarian Universalist Common Endowment Fund (UUCEF).

9.3 Distributions. Distributions from the Fund shall be made only when the average fair market value of the fund exceeds \$30,000. Total distributions shall not exceed five percent (5%) of the Fund's average fair market value calculated over the previous three years, except that in the first three years it will be averaged over the previous 3 quarters.

9.4 Endowment Fund Committee.

9.4.1 Committee Responsibilities. A UUPCC Endowment Fund Committee (Committee) shall determine distributions from the Fund in accordance with paragraphs 9.1 and 9.3 and shall actively seek gifts and donations to the Fund. The Committee, at its discretion, may decide not to distribute amounts from the fund even though assets in the Fund exceed the minimum level for distributions.

9.4.2 Committee Structure. The Committee shall consist of three members of the UUPCC appointed by the Board. Except for the initial appointment when shortened terms shall be used to establish a staggered rotation of members, the term of each committee member shall be three years. No member may serve more than two consecutive three---year terms. After a lapse of one year, former committee members may be reappointed. No member may serve on the Endowment Fund while also serving on the UUPCC Board.

9.4.3. Committee Governance. The Committee shall elect its own chairperson. The Committee shall report to the Board on a quarterly basis and provide a written report to the membership at the Annual Meeting.

9.4.4. Quorum. A majority of the Committee shall constitute a quorum sufficient to conduct business at all meetings.

9.4.5 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting by a written consent. The written consent must describe the action(s) to be taken, and must be signed by all members of the Committee before the action is taken. Any action(s) approved by Written Consent must be ratified at the next meeting of the Committee. If the Committee elects not to ratify said actions, then the written consent shall be deemed reversed at said meeting as of the date of that meeting.

9.4.6 Removal of Committee Members. At a meeting of the Board of Directors, following notice to the Committee, one or more Committee members may be removed from office, with or without cause, by two-thirds of the votes cast. Committee members shall be removed singly, with a separate vote taken for removal of each Committee member. Removal shall be effective immediately.

9.4.7 Committee Voting. Each Committee member shall be entitled to one vote, and a majority of those voting shall be sufficient for the Committee to take any action.

9.4.8 Frequency of Committee Meetings. The Committee shall meet at least quarterly at a date and time determined by the chairperson and upon not less than ten (10) days notice to the Committee members. Committee members may participate telephonically in a meeting so long as all persons participating in the meeting can hear each other at the same time.

9.4.9 Protection from Liability. Members of the Committee and former members of the Committee shall not be liable for any losses incurred by the Fund except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each member shall be liable for his or her own acts and omissions and not for the acts or omissions of other members or former members. No member of the Committee shall engage in any self-dealing or transactions with the Fund in which the member has a direct or indirect financial interest. Members shall refrain at all times from conduct in which his or her personal interests would conflict with the interest of the Fund or the UUPCC.

9.5 Donations. Members and friends of the UUPCC shall be encouraged to make gifts to the Fund, to indicate the Fund as a preferred recipient of memorial gifts, and to include the Fund in heir wills, life insurance policy beneficiary designations, and other methods of deferred giving.

9.6 Disposition or Transfer of the Fund. In the event the UUPCC ceases to exist through either merger or dissolution, disposition or transfer of the Fund shall **conform with Article XI of the UUPCC's Restated Articles of Incorporation.**

ARTICLE 10 – Deposit and Dispensing of Funds

The funds of the UUPCC shall be deposited in the name of the UUPCC in such financial institutions as the Board of Directors shall designate. UUPCC funds shall be drawn from such accounts in the manner prescribed by written policy approved by the Board of Directors, by the Treasurer and by such other individual or individuals as may be authorized to do so by the Board of Directors.

ARTICLE 11 – Notices

Except as otherwise required by law, any notice to any member of the UUPCC shall be deemed to have been delivered when deposited with proper postage in the United States Mail addressed to the member at the most recent postal address for that member contained in the records of the UUPCC or sent electronically (by fax, e-mail, or other means) to the most recent fax number or e-mail address for that member in the records of the UUPCC.

ARTICLE 12 -- Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be approved by the Board of Directors.

ARTICLE 13 – Indemnification of Officers, **Directors**, Committee Members, Employees, and Agents

The corporation shall indemnify its officers, Board members, committee members, employees, and agents to the greatest extent permitted by law. The UUPCC shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, member of the Board of Directors, employee, or agent of the UUPCC or who is or was serving at the request of the UUPCC as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability arising out of that status asserted against that person and incurred by that person, whether or not the UUPCC would have the power to indemnify that person against the liability under the provisions of this Article.

ARTICLE 14 – Books and Records

14.1 Financial and Meeting Records. The UUPCC shall keep correct and complete minutes of meetings of its members and of the Board of Directors and accurate and complete records of its financial accounts and resources.

14.2 List of the Board of Directors. The UUPCC shall maintain at its Registered Office and its principal place of business, an accurate, up-to-date list of the names, titles, and addresses of the members of the Board of Directors.

14.3 Reporting. The UUPCC shall report to its members and the UUA on its finances and operations at least annually.

ARTICLE 15 -- Amendments

The bylaws of the UUPCC may be amended by a two-thirds (2/3) vote of the members represented at any meeting held in accordance with Article 4.1. Amendments may be submitted in writing by the Board of Directors or by a petition of ten (10) or more members filed with the Chair at least 60 days prior to the meeting. The text of all proposed amendments shall accompany the notice of the meeting. Modifications of an amendment proposed during consideration of the amendment at a meeting shall be submitted to the Chair in writing and read aloud to the members present.

The foregoing Bylaws were adopted by the members of the UUPCC at a meeting of the members on June 27, 2014.

Date _____

Beverly D. Moore (signature on file) UUPCC
Secretary

