

**BYLAWS
of the
Unitarian Universalist Advocacy Network of Illinois
An Illinois Nonprofit Corporation**

**ARTICLE I
Name, Registered Office and Principal Office**

Section 1. Name. The name of the organization shall be Unitarian Universalist Advocacy Network of Illinois (“UUANI”).

Section 2. Registered Office. UUANI shall have and continuously maintain in the State of Illinois a registered office and a registered agent as required by law. The registered office may be, but need not be, identical with the principal office, and the name of the registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Principal Office. The principal office and location of UUANI shall be at such place as may be designated from time to time by the Board of Directors.

**ARTICLE II
Covenant, Purpose, Constituency, and Core Values**

Section 1. Covenant. We covenant:

- to listen with respect, and to hold ourselves accountable, to each other, our deepest selves, our UU principles, the earth, and those on the margins of society;
- to continually work to develop our skills and our effectiveness;
- to focus our efforts where we can make a real difference, and to judge our efforts by our impact on people and the planet;
- to work to build energy, capacity, and power in our congregations;
- to work with other organizations who share our commitment to the common good.

Section 2. Purpose. UUANI exists to promote justice and welfare and to engage, empower, and coordinate Unitarian Universalists throughout the State of Illinois in working to achieve these ends. UUANI is organized and shall be operated exclusively for charitable, religious, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Further specifications of the actions appropriate to UUANI will be found in Article IV of UUANI’s Articles of Incorporation (filed June 8, 2016).

Section 3. Constituency. The primary constituency of UUANI is the Unitarian Universalist (UU) movement within the state of Illinois, including UU congregations, other UU organizations, and their respective members and participants. The UUANI Board and/or Staff shall regularly

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consult with leaders and representatives of congregations in order to ensure the relevance and accountability of UUANI's objectives and activities.

Section 4. Unitarian Universalist Values. In all its activity, UUANI will affirm and promote the values of Unitarian Universalism, as expressed in the principles of the Unitarian Universalist Association.

Section 5. Inclusion. Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. UUANI will work to replace such barriers with ever-widening circles of solidarity and mutual respect. UUANI welcomes the participation of all and commits to structuring itself in ways that empower and enhance that participation.

ARTICLE III **Board of Directors**

Section 1. Management. The affairs of UUANI shall be managed and supervised by a Board of Directors consisting of not less than five (5) and not more than nine (9) voting Directors nominated and elected as specified below. Additional non-voting members may be appointed to the Board as described below. The Board of Directors shall have the power to transact any business necessary or appropriate to carry out the purpose of UUANI, and all of the corporate powers, including those otherwise provided for in these Bylaws and in the laws of the State of Illinois, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 2. Terms of Voting Directors. Voting Directors shall be elected for two (2) year terms. Directors shall be limited to three (3) consecutive terms and, thereafter, a minimum of one (1) year must intervene before such person can be re-elected to the Board of Directors.

Section 3. Nominations and Elections. Regular elections will be held at the UUANI Annual Meeting. Nominations for Voting Director positions will be made and elections will be held in the following manner:

- a. Nomination by the Board. Any Board member may propose one or more nominee(s) to fill the voting Director position(s) coming vacant. These nominations are to be made no later than the Board Meeting prior to the Annual Meeting at which voting Directors are to be elected. Nominations shall be made with consideration of the geographical and demographic diversity present within Illinois and within the Board.
- b. Nomination by Congregational Action. The Board will recognize additional nominees proposed by formal action of an Illinois UU congregation (either board vote or congregational vote).
- c. Nominees must demonstrate (1) confirmed status as a member in good standing of a UU congregation (or other UU organization recognized by UUANI) located within the

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state of Illinois; (2) residency within the state of Illinois; and (3) other qualifications appropriate to service on the UUANI Board of Directors.

d. To that effect, those nominated shall complete a standard questionnaire. Completed questionnaires will be provided to all Board members not less than two (2) weeks prior to the Annual Meeting. Any nominee who does not return the questionnaire ~~in~~ prior to that date will not be included on the candidate list.

e. The Board of Directors shall elect the voting Directors of the Board from among those candidates appearing on the candidate list by vote of the current voting Directors in attendance at the Annual Meeting. The election shall ensure that no congregation [or organization] shall have more than ~~one (1)~~ [two (2)] of its members serving as a voting Director[s] at the same time. Newly elected voting Directors shall take office on December 31st of the year of their election.

Section 4. Removal. The Board of Directors may, by a two-thirds vote in favor, remove a fellow Board member for just cause. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each member of the Board and to the Board member affected at least one (1) week previously. Any Board member who is absent without excuse for three Board meetings within a one (1) year period will be considered to be removed automatically.

Section 5. Vacancy in a Board Position. In the event that any Board position should become vacant, whether due to death, resignation, retirement, disqualification, or any other cause, the Board may vote to appoint a qualified person to fill the position for the remainder of its term.

Section 6. Compensation and Reimbursement of Expenses. No salary or fee may be paid to voting Directors for their service. However, the Board may authorize payment or reimbursement to members of the Board for of all or a portion of the expenses incurred in attending meetings or conducting other UUANI business. No loans may be made by UUANI to any voting Director or to any relative of a voting Director.

~~Section 7. Additional Non-Voting Members of the Board. In order to allow flexibility in the development of relationships throughout the UUANI constituency, and to ensure that diverse perspectives and voices are present within the Board of Directors, the Board may appoint Associate (non-voting) Board members. No more than three (3) Associate Board members may serve at any given time. Terms of Associate Board members may vary, and shall be specified in the motion that appoints them.~~

~~Section 8. Transitional Election in November [December], 2016. At the Annual Meeting in November [December], 2016, the current Board shall conduct an election as described above, except that half of the voting Directors shall be elected to serve two (2) year terms and half shall be elected to serve a one (1) year term. After that election, this section of the Bylaws ("Transitional Election in November [December], 2016") shall be automatically deleted.~~

ARTICLE IV
Meetings

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held during the month of November for the purpose of electing voting Directors and transacting other appropriate business as included on the meeting's agenda.

Section 2. Regular Meetings. Regular Meetings shall be held in January, April, and September. Additional meetings of the Board of Directors may be called by the President. All meetings of the board shall be held at such time and place as shall be determined by the President. Other than annual elections of Directors and Officers, any business may be transacted in any meeting of the Board of Directors.

Section 3. Electronic Participation and Communication. Members of the Board of Directors or of any committees designated by the Board of Directors may participate in a meeting of the Board or any committee by means of conference communications technology whereby all persons participating in the meeting can communicate with each other and all persons may simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting. Any UUANI Board communications specified within these Bylaws may be made via digital communications technology, unless law requires otherwise.

Section 4. Actions by Consent. Any action of the Board, or of any Board committee, may be taken without a meeting if the action is clearly stated and communicated to each member of the Board, in either printed or digital form, and both of the following conditions are met within a reasonable period of time: (1) at least a majority of the voting Directors respond in favor of the proposed action, and (2) no voting Director responds stating an objection. The President shall determine the appropriate period of time for responses. Such consent shall have the same force as the effect of a vote at a meeting duly held and may be stated as such in any certificate or document. The Secretary shall document the consent process with the minutes of the meetings of the Board of Directors (or of the committee).

Section 5. Notice of Meetings. Except as otherwise specified in these Bylaws, notice of all meetings of the Board of Directors shall be given to each member of the Board at least one (1) week before the meeting. A Board member's attendance at or participation in a meeting will be deemed a waiver of any required notice of the meeting unless the Board member, upon arriving at the meeting or prior to the vote on a matter considered out of conformity with these Bylaws or the laws of the State of Illinois, objects to the lack of notice and does not vote for or assent to the objected-to action.

Section 6. Quorum. A majority of the voting Directors currently in office shall constitute a quorum. Adoption of any matter undertaken by the Board will require a majority of the votes

present to be cast in favor, unless a greater proportion is required by statute, the Articles of Incorporation, or these Bylaws.¹

ARTICLE V **Officers**

Section 1. Election. At the January meeting of the Board of Directors, the voting Directors shall organize and elect voting Directors who shall serve as officers of UUANI. UUANI shall have a President, Vice-President, Secretary, and Treasurer. Newly elected officers shall take office at the close of the Board Meeting at which they are elected; their terms shall be completed after the election and qualification of their successors.

Section 2. President. The President shall be UUANI's chief governance officer. Unless executive authority is delegated otherwise by action of the Board, the President shall serve as UUANI's senior executive. The President shall preside at all meetings of the Board of Directors and lead the Board in oversight of UUANI. The President shall present a full and detailed report of the affairs of UUANI at the Annual Meeting. The President serving in the previous year shall convene and chair the January Board meeting.

Section 3. Vice-President. The Vice-President shall be UUANI's chief communications officer, ensuring that UUANI maintains strong relationships with its constituency. In addition, the Vice-President shall assist the President as may be requested and shall perform the duties of the President in the event that the President is absent, or otherwise unable or unwilling to serve in that role.

Section 4. Secretary. The Secretary shall record UUANI meetings, policies, and decisions, and shall maintain these records in a manner that makes them available to the Board and constituency.

Section 5. Treasurer. The Treasurer shall have general charge of the finances of UUANI, shall oversee and monitor the fiscal operations of UUANI, and shall propose an annual budget for approval by the Board. The Treasurer shall ensure that appropriate records of all the funds of UUANI are maintained, that UUANI funds are maintained in an appropriate depository, and that authorized UUANI expenses are paid. The Treasurer shall have authority to prepare and submit government-specified reports on behalf of UUANI.

Section 6. Additional Powers of Officers. Any officer of UUANI, in addition to the powers conferred by these Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

¹ For example, if 7 voting Directors are present, in order to pass, a motion must receive at least 4 votes in favor. That is, either of the following votes would cause a motion to fail.

Example 1: 3 votes in favor; 2 opposed; 2 abstaining (motion fails)

Example 2: 3 votes in favor; 0 opposed; 4 abstaining (motion fails)

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Section 7. Assistant Secretary and Assistant Treasurer. The Board may, at its discretion, name a person (or persons) not currently serving as a voting Director to serve as Assistant Secretary or Assistant Treasurer. In the event of such an appointment, that person will participate as a non-voting, *ex officio* member of the Board. Terms of these positions may vary, and shall be specified in the motion of appointment.

Section 8. Executive Responsibility. In the event that Board action assigns senior executive responsibility and authority to a person not currently serving as a voting Director, that person will participate as a non-voting, *ex officio* member of the Board. The term of such a position may vary, and shall be specified in the motion of assignment.

Section 9. Vacancy in an Officer Position. In the event that any officer position should become vacant, whether due to death, resignation, retirement, disqualification, or any other cause, the voting Directors shall vote to appoint a qualified person to fill the vacant position for the remainder of its term.

ARTICLE VI **Committees**

Section 1. Executive Committee. This committee shall be chaired by the President and shall consist of all UUANI officers and such other members as may be appointed by the President with the approval of the Board of Directors. This committee shall have full authority to act for the Board of Directors in oversight of the affairs of UUANI between Board meetings. The President may call meetings of the Executive Committee.

Section 2. Fundraising Committee. This committee shall consist of no fewer than three (3) members appointed by the President with the approval of the Board of Directors. This committee shall develop and lead in the implementation of a funding program for UUANI.

Section 3. Ad Hoc Committees. The Board of Directors may designate one or more ad hoc committees, each of which shall consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors and other interested individuals. The chair of the committee shall be appointed by the President with the approval of the Board. After consultation with the committee chair, the President shall appoint committee members. The Board of Directors shall have the authority to eliminate or modify committees.

Section 4. Committee Proceedings. All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular meetings of the Board of Directors. The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.

ARTICLE VII
Elements of Governance

Section 1. Fiscal Year. UUANI's fiscal year shall end December 31st.

Section 2. Parliamentary Authority. Robert's Rules of Order (in its most recent revision) shall govern UUANI in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

Section 3. Waiver of Notice. Whenever any notice is required to be given by law or under the provisions of the Bylaws of UUANI, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall also constitute a waiver of notice, except as specified herein.

Section 4. Audits and Financial Controls. Appropriate financial control practices and reports, including audits as considered appropriate by the Board of Directors, will be developed and implemented to safeguard UUANI funds and to ensure their appropriate use and accurate reporting.

Section 5. Dissolution of the Organization. UUANI may be dissolved by a three-quarters vote of the Board of Directors at a duly called Annual Meeting. The full text of the motion to dissolve the corporation, with explanation, shall be communicated to each Board member at least one (1) month in advance of the meeting. Any motion to dissolve UUANI shall be structured to be consistent with the dissolution provisions in UUANI's Articles of Incorporation.

Section 6. Corporate Records and Documentation. UUANI shall maintain the original copy of its (1) Articles of Incorporation and Bylaws, including all amendments and alterations to date; (2) records of the minutes of the Board of Directors and Committees; (3) Policies; and (4) complete and accurate records of its financial status and transactions.

Section 7. Right of Inspection. UUANI's corporate records and documentation may be examined in person by any UUANI Board member or by the senior elected or called leader of any UU congregation located within the State of Illinois.

Section 8. Effective Date. These Bylaws will become effective immediately upon approval by the UUANI Board of Directors.

Section 9. Insurance and Indemnification. The Board of UUANI may indemnify itself, Staff, and designated volunteers, and may acquire insurance to that end, as appropriate.

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ARTICLE VIII
Interest in Transactions

Section 1. Conflict of Interest. When a Board member has a material financial or personal interest in a transaction being considered by the Board, the Board member should disclose that conflict before the Board of Directors takes action on the matter. Any Board member having a conflict of interest will not vote or use their personal influence on the matter and shall not be present when the matter is discussed by the Board of Directors. The minutes of the meeting will reflect that a disclosure was made, and the abstention from discussion and voting. This will also apply to the immediate family members of Board members, UUANI staff and volunteers, and its advisory board, if any.

Section 2. Conflict of Interest Policy. UUANI's Conflict of Interest Policy supplements this bylaw provision and should be reviewed annually by any person to whom this policy applies.

ARTICLE IX
Amendments

These Bylaws may be amended, altered, supplemented or repealed by a two-thirds vote at a duly called meeting of the UUANI Board of Directors. The full text of any proposed change to these Bylaws, with explanation, shall be communicated to each Board member at least one (1) month in advance of the meeting.

The above bylaws are hereby adopted and made immediately effective by affirmative vote by the Board of Directors as of October 13, 2016.

by *Dale Griffin*

Dale Griffin, UUANI Board President