



**SCICR Chair Report
to the General Council of UBF
February 24, 2024
Tom Allen, Chair**

I have heard that the best way to get your points across in any presentation, is first to tell your audience what you are going to tell them, then to tell them, and then to tell them what you told them. Three chances to get a point across. This is what SCICR is going to do. We are on the agenda this weekend because SCICR needs help from each of you to continue our process of finding the best structure for a simpler legal constitution that provides for optimal democratic function now and into a new age with a scalable future.

Today, SCICR presents to the GC the roll out of six (6) iterative SCICR recommendations for constitutional revision. Each recommendation is a general structural concept that still has angels in the details. We call these six (6) recommendations Phase 1. Details and other considerations are work for future recommendations in Phase 2.

There has been some understandable anxiety about what we will be presenting to you today. We are leery and wary of feeding you too much information too fast. We do have a lot to go over. This is only a beginning for further revision investigation and collaboration with the GC until we can get something that the GC can agree to. SCICR is ready to begin to do our best to let you know with as little confusion as possible the basic understanding of why and how we came to these recommendations.

SCICR has until May to recommend that a constitutional amendment be submitted by six (6) General Councilors and deliberated at the Triennial Meeting of the General Council (TMGC). We plan to meet that goal. There has been some interest in calling a GC constitutional convention that meets periodically and continues some of the same processes of even better group work than what we will enjoy today.

**Two-tier Board of Directors
(Merging Two Entities of UBF and FEFC Into One Constitution)**

This remaking of the UBF constitution into a nonprofit corporation with a two-tier board of directors is unanimously recommended by SCICR and serves as the structural basis for all of our constitutional revision work.

This is the most important item of recommendation that we must address because of its legal implications. We really want you to understand the urgency of this. At bottom, arrangements must be made to rearrange our corporate structure. It doesn't matter how we structure the constitution of UBF around this two-tier corporate board structure, but it must be done.

First, you should be well aware of the two entities of our One UBF association. Each have separate bylaws:

The Urantia Book Fellowship (UBF) (constitution and By-laws)
The Fifth Epochal Fellowship Corporation (FEFC) (corporate bylaws)

Here's a bit of SCICR history. We *suddenly* became aware last September, with legal assistance, that our basic constitutional structure needed to be changed. In December 2021, we were so earnest and eager to recommend changes to the constitution. We all had dreams of revising our constitution to be "tripartite", democratic, with a well thought out structure with a balance of powers, and open membership. We were seeking to implement a structure that the Urantia papers endorse. This ideal governance structure is sacred for any human government ([71:8.1](#)). Alas, we discovered that legally, only civil governments can be structured that way, not-for-profit corporations cannot.

UBF has always worked as one organization, but there are legal problems with having two entities within that one organization—FEFC and UBF. The Fifth Epochal Fellowship Corporation (FEFC) has a Board of Directors (BoD) composed of the same members as the Executive Committee (EC) of UBF. FEFC has its own bylaws and is legally incorporated to do business as a not-for-profit 501(c)(3) in the State of Illinois. UBF has its own separate constitution tying both entities together as a functioning unit. The legal problem is that UBF is an unincorporated voluntary association. For legal and functional reasons it is highly recommended that we make the constitution of UBF become the bylaws (constitution) of the Fellowship. SCICR has agreed unanimously that our constitutional structure should be changed with the UBF constitution becoming the legal bylaws of our Fellowship. Our current structure creates potential problems for members of UBF because they are not legally indemnified.

A single BoD that is incorporated in one constitutional organization is necessary in order to indemnify all members of UBF. As it stands now, members have no indemnification. A unified BoD in one UBF constitution would solve this problem. Now, members of UBF are potentially liable if UBF is sued.

For example, imagine this scenario: At a conference sponsored and organized by the unincorporated UBF, volunteers and UBF members set up scaffolding incorrectly. It falls on someone who is seriously injured. Their family sues, but who do they sue? If they sue UBF (a voluntary association that is unincorporated), then technically any or all members of UBF could be liable to pay any judgment obtained by the plaintiff. UBF has no insurance

for this, but will when we make the constitution of UBF the same as the bylaws of our not-for-profit corporation.

In this hypothetical, UBF could be sued for not having proper oversight, leaving FEFC non-labile (except for possible personal liability as UBF members). The plaintiff would probably rather sue FEFC because that is where the money is, but technically, FEFC would only be responsible for fiduciary matters, not UBF regulation. FEFC provides money for the scaffolding, but would not oversee details of UBF safety function. FEFC is a separate entity within one organization.

Horribly, consider the remote but real possibility that a plaintiff could sue UBF, not FEFC, maliciously with intent to destroy UBF. No matter how unlikely such a hypothetical is, UBF could be sued instead of FEFC. This needs a legal remedy—a single UBF constitution. The constitution of UBF should become the bylaws of our not-for-profit corporation.

This pretty well sums up the first recommendation below.

I will now go through all six (6) recommendations to tell you what you are about to be told.

SCICR Recommendations to the GC

#1 One Legal Entity

Recommend that the bylaws of our 501(c)(3) not-for-profit corporation be the Constitution of UBF.

#2 Board of Directors

Recommend that the General Council would become the Governing Council of UBF and serve as the Board of Directors of UBF.

#3 Governing Council Composition

Recommend that the Governing Council be composed of twenty-four (24) members serving six (6) year terms with staggered elections of twelve (12) Councilors every three (3) years.

#4 Governing Council Meetings

Recommend that the Governing Council meet monthly to improve governance.

#5 Membership Qualification

Recommend that the qualification for membership: Any person who declares a desire and willingness to learn the teachings of *The Urantia Book*, and to abide by this constitution of UBF, shall qualify to be granted membership in UBF.

#6 Voting

Recommend that all members of UBF be eligible to vote directly for the Board of Directors of UBF.

UBF needs renewal. We are so fortunate to be involved as ordinary volunteers working in an ordinary corporation that has its value and significance because of our sincere belief that we serve the purposes to live, learn and share an epochal revelation. We are on the cutting edge of a new age. We are the undershepherds of the Master with a wondrous task to prepare for and support the eventual spiritual renaissance that will gather the world. Our modest beginnings will grow like a mustard seed and flower long after we are gone to the Mansion Worlds.

We should be as thrilled and dedicated just as were the volunteer corp who first worked tirelessly constructing Eden. They believed just as strongly as you do that a new revelation was forthcoming. *The Urantia Book* is just barely beginning to have a certain future influence on the world.

We are made for this moment. Are you one who is willing to give up a large portion of your time to meet more frequently as a Governing Councilor and make a six (6) year commitment to implement strategically planned outreach and inreach? This is a great cause for we earnest God-knowing believers in epochal revelation. What a blessing to dedicate a large portion of our lives to such service. We can contribute to the angelic spread of these marvelous teachings and satisfy the cravings of belongingness in community. UBF can be a vital support to all Urantia related organizations and live in spiritual unity, just as the Master insists.

There, I told you,...with love to each of you,

Tom Allen, Chair
Select Committee to Investigate Constitutional Revision (SCICR)



Coming Attractions: Phase 2: The Angels are in the details

Executive Team, Judicial Commission, GC Qualifications and Nomination Process, Community Participation, expanded role for Societies, Advisory Council, and other issues foreseen and unforeseen.

These further and deeper explanations can be found below:

[Constitutional Amendment Process](#)
[Two-tier Board in One Constitution of UBF](#)
[Tim Duffy Credentials](#)
[SCICR Core Values](#)

Constitutional Amendment Process

The power to amend the constitution is solely vested in the General Council. Here is how it works:

Six (6) General Councilors, the Executive Committee, or ten (10) UBF members may become authors who submit constitutional amendments at least sixty (60) days prior to any GC meeting. A Special Meeting of the GC may be called by twelve (12) Councilors with as little as fifteen (15) days notice. Once amendments are submitted they are then posted on a membership discussion forum for at least forty-five (45) days during the sixty (60) days. If there are any constitutional amendments this year at the TMGC, then whatever was submitted sixty (60) days prior to the TMGC will be on the agenda. If there are constitutional amendments on the agenda at the TMGC, amendments will abound until everyone has made up their mind about the adoption of the amendments. The authors of the proposed amendments would be wise to provide intensive education, personal communication, and feedback with pros and cons received from Town Halls, Society Conclaves, GC meetings, possible constitutional convention, and interpersonal communication. This would prevent anyone from saying they don't know what's going on.

We have five (5) months to complete our revision work before SCICR rises, reports, and ceases to exist.

SCICR is considering ways to recommend revisions with many ideas that have not yet fully developed. Our rules state that we will only recommend anything to the GC when we have a two-thirds (2/3) majority on any issue.



Two-tier Board in One Constitution of UBF

Urantia Brotherhood was formed in January 1955 as a voluntary unincorporated association. In October of 1955, General Council of Urantia Brotherhood approved the registration of “Urantia Brotherhood Corporation” as a not-for-profit 501(c)(3) in the State of Illinois. This was done in order for the Brotherhood to buy things, own things, sell things, get donations, provide tax deductions, etc. In the 1990s, the name of Urantia Brotherhood Corporation was changed to Fifth Epochal Fellowship Corporation (FEFC) and the name of the unincorporated voluntary association Urantia Brotherhood, was changed to The Urantia Book Fellowship (UBF).

Our ONE organization—UBF—is composed of two (2) entities, each with separate bylaws. The Fellowship should have only one set of bylaws—The Constitution of UBF. UBF has a constitution that is different and separate from the bylaws of FEFC. These two distinct entities have worked together as one organization for nearly seventy (70) years without serious incident. The General Council (GC) legislates resolutions that are executed dutifully with moral obedience by the Executive Committee (EC) whose eight (8) members constitute the Board of Directors (BOD) of FEFC. FEFC has the absolute legal right not to execute General Council resolutions that FEFC alleges are illegal or even if the BOD disagrees with a resolution. The GC cannot prevent this legal EC power. The only remedy for malfeasance or rogue board behavior would be not to re-elect GC/EC members when their terms are up, or by going through the gruesome task of removing General Councilors as provided by the constitution of UBF.

Further details about how SCICR will recommend a constitutional structure of a two-tier board of directors (GC) with a management team is being thoroughly explored in a SCICR subcommittee. SCICR is in the process of exploring the possibilities for how the GC would appoint or elect a management team, hire employees, and carry out day to day operations. In this two-tier system, SCICR recommends that GC members be elected directly by members of UBF. Constitutional stipulations for this two-tier model for executive management is a work in progress in SCICR.

UBF and FEFC were and are one in function but in some respects could legally be considered two organizations. For example, UBF has an Executive Committee that also acts as the BOD of FEFC under bylaws that are different from the UBF constitution. UBF members have no indemnification (insurance to compensate for damages) and other protections from personal liability. SCICR and the Executive Committee have become aware of these potential problems after obtaining pro bono legal advice from several lawyers related to *The Urantia Book*. These lawyers have served graciously and with excellence.

SCICR recommends a “[two-tier](#)” unitary board structure for UBF. For UBF, a two-tier system is one in which our organization is governed by two distinct unified entities—a General Council elected by UBF members as the Board of Directors and a Management Team that is accountable to the oversight of the Board of Directors (GC). The management team would make decisions related to the operational and day to day direction of the General Council. The Directors make decisions about long-term strategic direction of the business and turn over day to day operations to the management team.

Regardless of how the constitution is formatted, structuring is necessary in order to indemnify all members and offer the protections of Illinois corporate law. This gives UBF the opportunity to expand its Society-based membership model to now include Members-at-Large (MAL) in voting, who have been previously excluded from suffrage.

In the State of Illinois, not-for-profit law has changed since 1955, but our structure has not. SCICR wisely sought legal advice and learned that we are vulnerable to dangers that could possibly occur if we continue to maintain our current structure. Counsel advised that maintaining an unincorporated voluntary association that has separate bylaws from its not-for-profit corporation, is not legally safe along with other reasons. Our current constitutional structure brings with it unnecessary risks of personal liability. Consolidating UBF into a single legal entity has many advantages (See Tim Duffy’s attached legal opinion).

For example, imagine this scenario: Volunteers at a conference sponsored by the unincorporated UBF set up speaker wires incorrectly. Someone trips over the wires and is seriously injured. Their family sues, but who do they sue? If they sue UBF (a voluntary association that is unincorporated), then technically any or all members or volunteers of UBF could be liable to pay any judgment obtained by the plaintiff. UBF has no insurance for this, but if we make the constitution of UBF the bylaws of our not-for-profit corporation, then all members would be properly indemnified.

In this hypothetical, UBF could be sued, leaving FEFC non-labile (except for their personal liability as UBF members). The plaintiff would probably rather sue FEFC because that is where the money is, but technically, the Board is only responsible for fiduciary matters, not UBF safety regulation.

Horribly, consider the remote but real possibility that a plaintiff could maliciously sue UBF with intent to destroy UBF. No matter how unlikely such a hypothetical is, UBF could be sued instead of FEFC.

SCICR has agreed unanimously that our constitutional structure should be changed with the UBF constitution becoming the legal bylaws of our Fellowship. This is what we are calling a “unitary board”. This concept has been endorsed unanimously by SCICR. The Executive Committee is aware of this problem and has recently obtained insurance for indemnification.. The UAI and First Society bylaws have been restructured as unitary boards.

We need constitutional revision to keep membership safe and legally shielded by revising the corporation bylaws. The solution is to replace FEFC bylaws with the constitution of UBF. The constitution of UBF would continue our eligibility as a non-profit 501(c)(3) corporation in the State of Illinois. No members can be sued, only the Board of Directors in their capacity as directors, and if so would be indemnified by UBF.

We propose that our constitution be revised to create such a unitary board. SCICR unanimously agreed and is in the process of crafting a safe and legal constitutional structure.

How SCICR recommends that a constitutional structure be revised within the unitary board structure is the next huge task for SCICR. That rollout has yet to begin, but we are progressing.



Tim Duffy Credentials

Tim Duffy has given SCICR ongoing and excellent legal advice. We owe Tim an immense amount of gratitude for his selfless and excellent service. Tim's law office website is <https://www.tduffylaw.com/> Tim has selflessly and generously donated many hours of his time

Tim Duffy (UBF member, Chicago attorney) provided legal review

- 35 years experience
- Partner [Kirkland and Ellis](#)
- University of Chicago Law School, Editor of Law Review
- Experienced litigator
- Now in private practice.
- Specialties include trademarks, copyrights, startups
- SSS '22 Program Chair
- Member of First Society
- UBIS instructor

From Tim's website:

Tim is an Illinois licensed attorney. His practice focuses on providing a wide variety of services to startups, small businesses, and individuals in many different states and countries. He regularly helps clients form and restructure corporate entities, raise funds and managing investor relationships, contract with clients, vendors, and employees, establish and protect intellectual property, resolve disputes, and plan and manage taxes.

Tim's legal and business experience allows him to provide practical, high-quality legal advice quickly and efficiently.

SCICR Core Values

1. UBF should be a democratically governed global organization. Have a decision-making process that operates efficiently.
2. Want to have protections that serve as checks and balances.
3. Want to have mechanisms that allow the UBF to recruit and develop leaders that are competent, prepared, skilled, and engaged and who can work effectively as team members.
4. Have a mechanism that allows the UBF to grow and operate in a way that allows us to be nimble, responsive, and effective. Create a structure that is flexible and adaptive.
5. Be able to organize and reorganize working committees that can make decisions and get work done.
6. The UBF needs to operate in a way that creates spiritual unity among all who align with the purposes of UBF.
7. Create a global organization that can engage with small and large groups in diverse cultures that become part of the fellowship while maintaining local uniqueness and autonomy while allowing participation worldwide.