



**SCICR Rise and Report
to the Triennial Meeting of
the General Council of UBF
September 14-15, 28-29, 2024
Tom Allen, Chair**

General Councilors and Members of UBF,

As Chair of the Select Committee to Investigate Constitutional Revision (SCICR) and on behalf of the committee, I now rise and report our final recommendations to the General Council.

First, I want to thank the SCICR team for an amazing Marathon run over three (3) years of dedicated and consistent work.

Barb Maier – Former Officer in the Alaska Society, now MAL working with the IFC
David Schlundt – MAL and Vice President of UBF
Barbara Newsom – Member of First Society and Chair of Interfaith
Phil Calabrese – Member of the Urantia Book Los Angeles Society
Sue Seccombe – MAL and President of UBF
Brent St. Denis – MAL and Treasurer of UBF
Cecelia Lampley – Member of Golden Gate Society
Douglas Burns – Member of Golden Gate Society
Jackie Koury – Member of Pilot Light Society and Education Chair
Geoff Theiss – MAL and Executive Director of UBF

Emeritus SCICR members:

Albert Einstein Lassiter – Member of Inland Northwest Urantia Society
Bobbie Dreier – Member of Urantia Book Society of Greater New York
Ruthie Wilde Wenger – President of Grand Canyon Society
John Lange – Finance Chair of UBF and member of Urantia Book Society of Oklahoma

This well vetted committee of leaders in UBF have devoted a considerable amount of their volunteer time working to build a better constitutional foundation that is legally safe, unified, simple, skeletal, and nimble.

Our three (3) year mission was launched with great expectations. We have had over eighty-five (85) meetings and over 135 hours of dedicated work in our efforts to create a recommended constitution to replace our current constitution.

It is with joy that I bring this final SCICR report. SCICR is joyful about our tireless work and have learned immensely from many mistakes and successes. We worked very hard to craft a stable and legal document that is scalable into the future service of UBF.

SCICR now joyfully bestows this September 9, 2024 draft constitutional revision proposal to the General Council as a gift. Take it and do with it as you see best.

Thirteen (13) Councilors submitted the July 13, 2024 revised constitution as an amendment to replace our current constitution. Submitting this gave the Fellowship a huge wake-up call. Subsequently, our communication attempts to inform members as to the details was not sufficient. We had sparsely attended Town Halls, Society Conclaves, and two (2) General Council meetings. Most members and even General Councilors are generally not interested in constitutional revision and want to carry on work that they are most interested in without worrying about the constitution.

I want to thank those of you who provided valuable feedback on our proposals. The September 9, 2024 draft version made many changes based on this feedback.

SCICR has been accused of not following the General Council provision to create models for GC consideration before the TMGC. Our concept of models evolved over three years with two (2) meetings with the General Council prior to the TMGC and multiple Society Conclaves. Changes from excellent feedback altered our model as we continued to improve our draft. The model we recommend is flexible and has changed many times as you can see in the History of SCICR below.

SCICR has been accused of rushing the submission of the revised constitution as an amendment to replace our current constitution. One reason we seemed to have rushed this is because during our Dunning-Kruger days, we were under the illusion that we could re-create the Fellowship with the divine ideal of true tripartite balance of powers. SCICR's wake-up call was in the summer of 2023 when we realized that we needed to unify our voluntary association with and as the corporation of UBF. The way to do that is to make the constitution of UBF the corporate bylaws in the State of Illinois. This would dissolve Fifth Epochal Fellowship Corporation. Legal advice made this important in order to indemnify all members of UBF, and to prevent dangerous lawsuits that could occur.

SCICR immediately matured and studied. We met in Reno and worked hard for five (5) days in December 2023. We evolved an iterative flexible model of a skeletal constitution that has been ardently revisited and improved upon continuously up until our last SCICR meeting held on September 9th.

All of the constitutional revisions we suggest are approved by a supermajority of SCICR members. Each of us dissent about some of the details of these iterative recommendations, and that is to be expected. Those differences will come out during the forthcoming debate.

To adhere the muscle of function to the constitutional bone, we would require an Operations Manual that the General Council can begin working on now to cull all our current policies and procedures into a working document.

All SCICR meetings are posted on the Fellowship [website](#). SCICR's first published our iterative revised constitution on July 8, 2024. On July 13th, thirteen Councilors signed on to submit the revised constitution to be on the agenda at the 2024 TMGC. We published further changes to the July 13th version on July 26th. SCICR completed all revision work on September 9th at our last meeting. It has been substantially improved.

Here are the supermajority concepts that SCICR recommends:

- We favor a Preamble and Purpose that is focused, meaningful and memorable. Mission statements can follow that are consistent with the constitutional Purpose.
- We favor enfranchising all members to create a more direct democracy rather than a representative democracy. MAL will no longer exist.
- Membership is open to all whether from a Society or by direct application to UBF.
- Voting members would register and elect the twenty-four (24) Governing Board of Directors. Specifics of what requirements may be best is pending.
- Affiliated Partners would be defined in the Operations Manual.
- Societies would no longer send delegates to a TDA to elect General Councilors. Instead, Societies would have their resolution power scheduled more frequently by tripling the number of meetings from every three (3) years to every year.
- A Nominations Commission would vet the best candidates to serve on the Governing Board.
- Eight (8) members The Governing Board would be elected or re-elected every two (2) years by voting members.
- An Election Oversight Commission would ensure that the election is implemented fairly and efficiently.
- A Management Team would do the day-to-day implementation of the Strategic Plan as ratified by the Governing Board.
- The Judicial Commission would resolve conflicts and recommend action for the Governing Board to consider.
- Departmental Committees would be reorganized and serve at the pleasure of the Management Team with Governing Board oversight.
- An Operations Manual would codify functions as required from the skeletal constitutional form.

SCICR continued to revise the iterative constitution during the sixty (60) days required for constitutional amendments. Many changes were further revised with excellent feedback from many members. The TDA submitted six (6) resolutions to the General Council, all of which included constitutional recommendation. September 9th was SCICR's last meeting, and the last changes were made to the draft of the revised constitution.

The [Urantia Spring](#) (page 2) of our precious community will soon emerge again from the Urantia Winter. The world has changed exponentially from the halcyon days of a small group of less than 100 people who had never launched the study and dissemination of an epochal revelation. We do not live with the same social mechanisms of 1955. We must endure for a little while longer and plant the seeds for the coming Fellowship springtime that will be operating with a constitution that is scalable into the future with a burgeoning membership eager to help learn, share, and live the teachings of *The Urantia Book*.

A new Urantia Spring is approaching as UBF sprouts its verdant branches reaching up with new wineskins of governance with uplifting spiritual fruits of efficient UBF service. SCICR recommends that an evolving new UBF structure be eventually ratified to expedite the work and support from our volunteers and administrators with the help of the angels of our supervision.

We must be prepared to face “the economic upheavals, the moral crosscurrents, and the sociologic rip tides of the cyclonic transitions of a scientific era,…”

The upcoming deliberations about the July 13th revised constitution provides a good opportunity for loving clarification, sincere suggestions, and healthy opposition. We should deliberate as mature brothers and sisters under God’s loving watch care. Our Unity is the shared desire to do what is best for UBF and for each other. We all agree that we have a supreme opportunity to help bring this precious revelation to the world.

Thank you all for your kind words and for supporting our efforts to seek to revise an aging constitution that will be ready for the challenges of the 21st century and beyond.

With the love of Jesus and our Father in heaven,

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



The following is the Origin, History, and Destiny of the Brotherhood/UBF constitution.

Origin

In 1955 Urantia Brotherhood was established as a Voluntary Association and soon thereafter established Urantia Brotherhood Corporation. In March 1955, Bill Sadler wrote this: “That organization is best which is so organized as to prevent all other organizations.” This was a main purpose for the creation of Urantia Brotherhood—to prevent rogue organizations from co-opting the Urantia revelation.

Each of these entities have different bylaws and still do today.

The [original Constitution](#) (in the Commons Drive) based membership on Society membership with the “rare” exception of Members-at-Large (MAL) who were subject to Executive Committee acceptance. The Triennial Delegate Assembly (TDA) elected General Councilors and submitted resolutions that the GC is required to consider.

History

Numerous attempts to substantially change the UBF constitution failed to produce any results in the late 1980’s and 1990’s. (See [minutes](#) from Feb 16, 1991 and [minutes from July 28, 1995](#)) Marilyn Kulieke remarked as the Chair of the Judicial committee [in 1993](#) how difficult it was to interest Societies in weighing in on several constitutional changes. In [February 2023](#), the GC amended Article XV to reduce the constitutional amendment requirement for passage from three-quarters (3/4) to two thirds (2/3). Paragraph 8.2 in the Bylaws was also rescinded making it possible to change the By-laws at any meeting of the GC without the fifteen (15) day notice.

The 2021 TDA unanimously passed a [resolution](#) (page 3) as follows:

Resolved, that the General Council appoint members of the Fellowship as an ad hoc committee with a definite date to report back to the General Council all recommendations for a new Constitutional Document, and be it further

Resolved, that a debate about convening a Constitutional Convention be considered by the General Council with a full Triennial Delegate Assembly debate of the deliberations and proposals in 2024.

Immediately following the TDA, the TMGC unanimously passed a resolution to create SCICR with revisions of that resolution revised on SCICR ([Minutes](#) from page 7 of the July 29, 2021 TMGC).

[Item #8](#) in the 2-18-2024 amended SCICR's scope.

We have had over eighty-five (85) meetings and over 135 hours of dedicated work in our efforts to create a recommended constitution to replace our outdated and inefficient constitution.

The GC meetings in [February](#) and [April](#) 2024 considered the evolving iterative recommendations of SCICR.

[HERE](#) in the Commons Folder is a pdf of the final Iterative proposed constitution from SCICR.

SCICR realized in the summer of 2023 that our preliminary efforts to achieve a balance of power among three branches of government was doomed to fail. With excellent legal advice, we began investigating creative ways to unify the UBF corporation with one set of legal bylaws. In our December in-person meeting in Reno, great progress was made. SCICR's first published our iterative constitution on July 8, 2024. On July 13th thirteen Councilors signed on to submit the revised constitution to the General Council to be on the 2024 TMGC.

We favored enfranchising all membership to create a more direct democracy rather than a representative democracy.

SCICR continued to revise the draft constitution during the sixty (60) days required for constitutional amendments. Many changes were further revised with excellent feedback from many members. The TDA submitted six (6) resolutions to the General Council, all of which included constitutional recommendation. September 9th was SCICR's last meeting, and the last changes were made to the revised constitution.

All SCICR meetings are posted on the Fellowship [website](#). SCICR's first published our iterative revised constitution on July 8, 2024. On July 13th, thirteen Councilors signed on to submit the revised constitution to be on the agenda at the 2024 TMGC. We published further changes to the July 13th version on July 26th. We completed all our revision work on September 9th at our last meeting.

Here are the supermajority concepts that SCICR recommends. We favor enfranchising all members to create a more direct democracy rather than a representative democracy. Membership is open to all whether from a Society or by direct application to UBF. Voting members would elect the Governing Board of Directors of twenty-four (24) by registering to vote. Societies would no longer send delegates to a TDA to elect General Councilors. Instead, Societies would have their resolution power scheduled more frequently by tripling the number of meetings from every three (3) years to every year. The Governing Board would elect or re-elect eight (8) Board members every two (2) years. A Management Team would do the day-to-day implementation of the Strategic Plan ratified by the Governing Board.

Destiny

Problems and Solutions—Article by Article

The following is a comprehensive comparison between the current UBF constitution and the September 9, 2024 draft constitution followed by an analysis of problems and solutions, beginning with the Preamble and Purpose.

Preamble and Purpose Comparison

CURRENT PREAMBLE

Inasmuch as it is our most solemn conviction that the comfort, happiness, and well-being of all people will be enhanced by the creation of an organization devoted to the purposes hereinafter expressed, and inasmuch as it is our considered judgment that the purposes hereinafter expressed may best be accomplished through the mutual assistance and association of a body of people working together for a common cause, we do hereby unite together as a voluntary association and fellowship under the name of THE URANTIA BOOK FELLOWSHIP, and we do hereby adopt and establish this CONSTITUTION OF THE URANTIA BOOK FELLOWSHIP.

SCICR Recommended PREAMBLE

PREAMBLE

With affectionate dedication to God, the Universal Father, it is our conviction that the well-being of individuals, families, and society will be uplifted by the formation of an organization devoted to the purposes herein stated; we, therefore, unite under the name of The Urantia Book Fellowship, hereinafter referred to in this constitution as UBF, and adopt and establish this revised Constitution Of UBF.

Problem and Solution

The revised Preamble recommendation was well received at the February 2024 General Council meeting. It eliminates unnecessary clauses. In the draft constitution, family is spotlighted as something UBF values. Our Universal Father is honored as the first thing. Jesus always referred to the Father rather than to himself.

(Article I -Name has been deleted, it is in the draft Preamble)

CURRENT PURPOSE

PURPOSE

The purposes of UBF are the study and dissemination of the teachings of *The Urantia Book*; the promotion, improvement, and expansion among the peoples of the world of the comprehension and understanding of Cosmology and the relation of the planet on which we live to the Universe, of the genesis and destiny of humankind and our relation to God, and of the life and teachings of Jesus; and the inculcation and encouragement of the realization and appreciation of the Fatherhood of God and the Brotherhood of All -- in order to increase and enhance the comfort, happiness, and well-being of all people, as individuals and as members of society, by fostering a religion, a philosophy, and a cosmology which are commensurate with humankind's intellectual and cultural development, through the medium of fraternal association, ever obedient and subservient to the laws of this country and of all countries wherein UBF may extend.

SCICR Recommended PURPOSE

The purposes of UBF are to foster and support an evolving spiritual community dedicated to learning, sharing, and living the teachings of *The Urantia Book*.

Problems and Solutions

The SCICR recommended iterative Purpose was the result of a year-long effort to focus meaningful words in a way that could be memorable, holistic, and compatible conceptually with our current Purpose. Our current Purpose was written beautifully and like the beautiful Parthenon on top of the Acropolis, both are crumbling. As beautiful as our current purpose is, it is hard to express a memorable way to share the purposes of the Fellowship to newcomers, especially those who might be international readers or anyone interested in volunteering. A focused Purpose fulfills everything in our current Purpose. It achieves the focus and need for the Fellowship to learn, share, and live the teachings of *The Urantia Book* broadly nestled within a fostered and supported spiritual community.

Jesus is not in SCICR's constitution's purpose statement because the Universal Father is in the Preamble. We focus on the Father as Jesus always did. "Why do

you call me good? None is good but God". So said Jesus. (196:2.2) (Also check out (149.2.4) to possibly prevent the same folly of the early Apostles).

SCICR Recommended Article on Membership

ARTICLE I

MEMBERSHIP

Section 1.1. Qualification: Any person who declares a desire and willingness to learn the teachings of The Urantia Book and to abide by this Constitution shall qualify to be a UBF Member.

Section 1.2. Registration: The Secretary shall maintain a list of Members consisting of those persons who meet the qualifications for membership and who have registered as Members and/or are recognized as Members by virtue of their membership in a Local Society.

Section 1.3. Voting Members: All UBF Members who have registered to vote and have been a UBF Member for at least 180 days shall be Voting Members. Voting Members shall be entitled to elect the Governing Board, as provided herein, but shall only have such other rights to control or direct the conduct or actions of UBF as expressly provided herein or otherwise determined by the Governing Board.

Section 1.4. Annual Meeting: A meeting of Members shall be held annually, which, among other things, shall allow for the consideration of ideas and projects as proposed by Members.

Section 1.5. Removal of Non-Contactable Members: Beginning 2025, the Governing Board shall maintain in the Operations Manual a means by which the Secretary shall remove UBF Members if they remain non-contactable for an extended period.

Current Constitution on Membership

ARTICLE III

COMPOSITION

UBF shall be composed of members associated together for the purposes expressed in this Constitution into local societies hereinafter referred to as "Local Societies," autonomous in conduct of their local affairs, but subservient to this Constitution, chartered by, and inseparably associated with, the integrant organization in this Constitution created and defined, and divided into such geographical groups and correlated by such integrated intermediary organizations as shall be provided to best serve an orderly organization.

ARTICLE IV

MEMBERSHIP

Section 4.1. Qualification: Any person who shall, as adjudged by a Local Society, evidence a desire and a willingness to learn and understand the teachings of *The Urantia Book*, and who shall declare willingness to accept this Constitution of UBF, shall be eligible for membership in such Local Society. Membership in any church, religious organization, or fraternal society shall not disqualify a candidate for membership in a Local Society. Any person, upon becoming a member of a Local Society, shall ipso facto become a member of UBF.

Section 4.2 Members-at-Large: Any person who declares a desire and a willingness to learn and understand the teachings of *The Urantia Book*, and a willingness to accept this Constitution of UBF, shall be eligible for membership in UBF as a Member-at-Large. Membership in any church, religious organization, or fraternal society shall not disqualify a candidate for membership.

Section 4.3 Transfer of Membership: Any Member-at-Large who becomes a member of a duly chartered Local shall have their Membership status transferred to that Local Society. A member shall have the right to transfer membership from any Local Society to another Local Society upon obtaining the consent of the latter and upon complying with the requirements of the By-laws of UBF.

Section 4.4 Expulsion: No member shall be expelled from membership in a Local Society unless, as adjudged by such Local Society, the attitude, conduct, or influence of such member shall be prejudicial to the interests and work of such Local Society. Members-at-Large hold their membership at the option of the Executive Committee. No Member-at-Large shall be expelled from membership in UBF unless, as adjudged by the Executive Committee, the attitude, conduct, or influence of such member shall be prejudicial to the interests and work of UBF. Upon the expulsion of a member, that individual shall cease to be a member of UBF and shall be disqualified for membership in any other Local Society or as a Member-at-Large except as hereinafter provided.

Section 4.5 Appeal from Expulsion: Whenever a member shall have been expelled from a Local Society or as a Member-at-Large, the member shall have the right to appeal to the Judicial Committee; and from a decision of the Judicial Committee confirming that expulsion, such expelled member may apply to the Executive Committee for a review of the decision of the Judicial Committee, and the Executive Committee may accept or reject such application. Appeals to the Judicial Committee

and applications for review of decisions of the Judicial Committee shall be made in the manner prescribed by the By-laws of UBF. The Judicial Committee, upon appeal, and the Executive Committee, upon acceptance of the application to review the decision of the Judicial Committee, shall have the power respectively to confirm the expulsion or to determine that such expulsion was without prejudice. In the event of the determination by either the Judicial Committee or the Executive Committee that the expulsion was without prejudice, the disqualification for membership in any other Local Society or as a Member-at-Large of the person so expelled shall be rescinded thereby.

Section 4.6. Record of Membership: A permanent record of each member shall be made, kept, and preserved in the manner prescribed in the By-laws of UBF.

Problems and Solutions

Membership is a consequential and far-reaching change that SCICR is proposing. It differs markedly from what the current constitution requires now. The framers of our current constitution conceived that Societies would proliferate and be the hub in the wheel of Urantia Brotherhood. As time has passed, it has become clear that the Society model for membership and the idea that Members-at-Large (MAL) would be rare, has broken down over the last seventy years with a population of aging Society members, and the slow growth of new Societies, and a steady rise in MAL. Many Societies have gone inactive and those members are now MAL. Since the 1980's the number of Societies has hovered around fifteen (15) Active Societies, several of whom could have been declared inactive if the draconian requirements for Active Status were strictly implemented. (See Section 5.8. Inactive Status on page 15). I urge all Society Officers to look at these requirements and honestly say whether they have satisfied each of these requirements.

MAL have no voice in UBF governance other than serving on committees or being elected to the General Council. The enfranchisement of MAL is a core value for SCICR.

SCICR recommends a model that includes the privilege for all to become members. "Whosoever will, let him come". ([100:7.6](#))

All members who are interested in governance will have the opportunity to become voting members to elect the twenty-four (24) member Governing Board. Some believe that requirements for voting members should be in the constitution, but SCICR does not recommend that, although we do have a transition Section that requires voting members to have read the entire UB:

Section 12.5. Voting Member Transition Requirement: For the inaugural Scheduled Election and expiring in 2027, in addition to the requirements defined in Section 1.3, UBF Members shall be Voting Members who also have read the entire Urantia Book.

This requirement will be only for the first election of Governing Board members and will give time for the Governing Board to come up with voting requirements in the future. The Governing Board can establish well-reasoned requirements for voting privileges in the Operations Manual.

The election of the Governing Board would no longer be the function of Society delegates at a TDA. All members are able to be enfranchised to vote for the Governing Board. All Societies may participate in an Annual Meeting to give advice, feedback, and resolutions on the implementation of the Strategic Plan that is constitutionally required for the Governing Board and Management Team to implement.

Compared to the current constitution, the skeletal definition of Membership is much simpler and easier to manage as an office function. The Governing Board will operationalize these requirements in the Operations Manual. There is no need to define the tedious expulsion requirements which are in the By-laws, because the new Governing Board will have power to take such action on a case-by-case basis with help from a Judicial Commission.

Societies will be free from the draconian requirements for Societies to be affiliated with UBF. Societies are on their own about how they wish to accept members. Societies may not require UBF membership, but members may apply for membership with UBF if they wish. Societies may wish to maintain their constitution to declare that their members are members of UBF and be responsible to notify the Fellowship office of such membership.

SCICR Recommended Articles on Affiliated Partners

ARTICLE II

AFFILIATED PARTNERS

Section 2.1. : Intentional groups of three (3) or more UBF Members sharing purpose with UBF and interested in affiliating with UBF shall be referred to herein as UBF Affiliated Partners.

Current Constitution Article XVI - Affiliated Organizations

ARTICLE XVI

AFFILIATED ORGANIZATIONS

Section 16.1. Organization: Whenever five (5) or more persons shall have associated themselves together to establish an organization for the accomplishment of a purpose

related to the purposes expressed in this Constitution, and shall make application to the Executive Committee, in the form prescribed by the Executive Committee, to be recognized as an Affiliated Organization of UBF, the Executive Committee, when it is satisfied that the organization complies with the Standards of Affiliation, shall issue a Certificate of Affiliation, signed by the President and Chair of the Membership Committee, and UBF Seal affixed thereto. Additional signatures may be affixed to the certificate at the direction of the Chair of the Membership Committee.

Section 16.2. Government: Each Fellowship Affiliated Organization shall be named, organized, and governed in a manner determined by its organizing members, as may be modified from time to time by its own governing process. Its officers shall include a President and a designated Fellowship Liaison, whose joint communications to the Executive Committee shall be recognized by the Executive Committee as authoritative for determination of affiliation status.

Section 16.3. Revocation of Certificate of Affiliation: Whenever the Executive Committee shall determine that affiliation with an organization does not support the spirit and purpose of UBF, the Certificate of Affiliation of such Affiliated Organization may be revoked. Such revocation shall not affect the membership status of an individual who may also be recognized as a Member-at-large or a member of a Fellowship Society.

Problems and Solutions

The idea of having a “community of communities” is not a new idea. The idea of Affiliated Groups was conceived in 1996.

SCICR recommends that we continue to extend a broad tent to all who wish to be affiliated with UBF if their purposes are in congruence with the purposes of UBF. This Article could be amended further or operationalized to clarify problems with the current wording, but the concept is sound. There is a long history of the prescience that group affiliations other than Societies would be something beneficial to our outreach.

SCICR Recommended Article III on Societies

ARTICLE III

SOCIETIES

Section 3.1. Local Societies Transition: All current Local Societies affiliated with UBF shall be granted Affiliated Partner and Society status and all certified Local

Society members shall be recognized as UBF Members.

Section 3.2. Societies: Affiliated Partners that also have a minimum of ten (10) members who have each read *The Urantia Book* in its entirety, may apply for additional designation as a Society. Societies shall be called upon to advise the Governing Board on matters of policy and strategy.

Section 3.3. Society Advisory Council: Beginning in 2025, the Governing Board shall call an annual Society Advisory Council meeting.

Societies in Article V in the Current Constitution

ARTICLE V

LOCAL SOCIETIES

Section 5.1. Organization: Whenever ten (10) or more persons shall have associated themselves together to establish a society for the accomplishment of the purposes expressed in this Constitution, and shall make application to the Membership Committee, in the form prescribed by the Membership Committee, to be chartered as a Local Society of UBF, and shall have paid to the Membership Committee the application fee required by the By-laws of UBF, the Membership Committee, when it is satisfied that the applicants comply with the Standards of Admission of Local Societies, shall recommend to the Executive Committee that a charter be issued to such applicants; and upon the ratification and approval of the Membership Committee's recommendation by the Executive Committee, a charter shall be granted and issued by the Membership Committee and signed by the Chair and Secretary of the Membership Committee and by the President and Secretary of UBF, and UBF Seal affixed thereto.

Section 5.2. Installation: When a charter shall have been granted and issued, the Membership Committee shall cause the persons applying therefor to be installed as a Local Society pursuant to such formalities as may from time to time be established by the Membership Committee. Upon the installation of a Local Society the persons comprising such Local Society shall become and be members of UBF.

Section 5.3. Name of Local Society: The Membership Committee, subject to ratification by the Executive Committee, shall approve the name of each new Local Society.

Section 5.4. Local Government: Each Local Society shall have a congregational form of organization and government; its officers shall be a President, a Vice-President, a

Secretary, a Treasurer, and such other officers as may be desired; and these officers shall be elected for a term of one (1), two (2), or three (3) years in accordance with procedures established by each Local Society. The Secretary-General of UBF shall be notified by the Secretary of each Local Society of the names of the officers of such Local Society within thirty (30) days subsequent to their election. Each Local Society shall have a Membership Committee and such other committees as may from time to time be established by the By-laws of such Local Society. The Secretary-General of UBF shall be provided by the Secretary of each Local Society with a current copy of the Constitution and By-laws of such Local Society and within thirty (30) days subsequent to any modification of change. Each Local Society shall be autonomous in all matters of its government and activities, including the determination of its membership, except as limited by this Constitution or delegated to the General Council, the Executive Committee, or one or more of the Departmental Committees.

Section 5.5. Tithes: Each Local Society shall remit to the Treasurer of UBF a tithe (ten (10) percent) of its gross receipts, and the tithe shall become a part of the treasury of UBF. Such tithes shall be remitted to the Treasurer of UBF at such time and with such reports as may from time to time be required by the By-laws of UBF.

Section 5.6. Revocation of Charter: Whenever the conduct of a Local Society shall contravene the spirit and purpose of UBF, the charter of such Local Society may be revoked. The charter of any Local Society shall not be revoked except upon (a) the filing by the Membership Committee of a petition with the Judicial Committee for the revocation of the charter of such a Local Society, (b) the summoning of the officers of such Local Society by the Judicial Committee to show cause why its charter should not be revoked, (c) an adjudication by the Judicial Committee, after a hearing on such petition to show cause, that the charter of such Local Society should be revoked, and (d) the affirmation by the Executive Committee of such adjudication. Such Local Society shall be notified of the revocation of the charter by letter transmitted by United States Registered Mail from the Chair of the Judicial Committee attested by the Secretary General. From an adjudication by the Judicial Committee, affirmed by the Executive Committee, revoking the charter of a Local Society, an appeal may be taken, in the manner prescribed in the By-laws of UBF, to the General Council. Such appeal shall be taken at the next meeting of the General Council if such meeting shall be not less than thirty (30) days from the date of the affirmation by the Executive Committee of the adjudication of the Judicial Committee, and if said next meeting of the General Council shall be less than thirty (30) days from the date of such affirmation, then at the next succeeding meeting of the General Council. The Executive Committee may suspend action on an adjudication of the Judicial Committee for a probationary period, but the failure of the Executive Committee to take any action within sixty (60) days after such an adjudication by the Judicial Committee shall constitute a disaffirmance. A

disaffirmance by the Executive Committee shall constitute a final determination dismissing the petition to show cause. Any Local Society against which a petition for the revocation of its charter shall have been filed by the Membership Committee shall be entitled to representation by counsel in all proceedings relevant thereto. Upon the revocation of the charter of any Local Society, the persons comprising such Local Society shall automatically cease to be members of UBF, and such persons shall be disqualified for membership in any other Local Society except as hereinafter and hereinbefore provided.

Section 5.7. Special Dispensation to Members: Whenever the charter of any Local Society shall have been revoked, any member of such society may petition the Judicial Committee for special dispensation; and if the Judicial Committee shall determine that the loss of such person's membership in UBF should be without prejudice, and such determination of the Judicial Committee shall have been ratified by the Executive Committee, the disqualification of such person for membership in any other Local Society shall be rescinded thereby.

Section 5.8. Inactive Status: Whenever a Local Society shall fail to comply with the requirements of the Constitution and By-laws of UBF, such Local Society may be placed on Inactive Status by the Secretary-General with the approval of the Executive Committee and the members of such Local Society shall become Members-at-Large of UBF. The Local Society President and Secretary of last record shall be given notice of the change in Local Society status to Inactive by the Secretary-General of UBF and each Local Society member of last record shall be notified of change from Society Member to Member-At-Large. An Inactive Local Society is unable to participate in the Triennial Delegate Assembly unless all requirements are met no later than sixty (60) days before the date of the called Triennial Delegate Assembly. UBF Constitution and By-laws require a Local Society to do the following:

- (a) To hold elections every one (1), two (2), or three (3) years, according to the Local Society's constitution. (Section 5.4)
- (b) To have a minimum of four (4) officers including a President, a Vice-President, a Secretary, and a Treasurer. (Section 5.4)
- (c) To notify UBF of the names of the officers within thirty (30) days subsequent to their election. (Section 5.4 and By-laws Paragraph 1.5)
- (d) To provide UBF with a copy of its current constitution and by-laws and within thirty (30) days subsequent to any modification of change. (Section 5.4)

(e) To remit to UBF a tithe (ten (10) percent) of its gross receipts on or before the thirty first (31st) day of January. (Section 5.5 and By-laws paragraph 3.3)

(f) To maintain a list of society members and provide such list to UBF when requested. (By-laws paragraph 1.1)

(g) To provide UBF not later than the tenth (10) day of January of each year, the number of members in that society on the last day of the preceding calendar year and such other information as the Executive Committee shall from time to time require. (By-laws paragraph 3.2)

(h) To record transfers of membership. (By-laws paragraph 1.4)

(i) To notify UBF of Expulsions from the Local Society. (By-laws paragraph 1.6)

(j) To notify UBF within fifteen (15) days of the election of the Delegate and Alternate Delegate, the name of the Delegate and Alternate Delegate, and such notification shall be certified by the President of such Local Society. Each Delegate and Alternate shall certify that each has read The Urantia Book in its entirety. (By-laws Paragraph 7.3)

Problems and Solutions

SCICR recommends a change from Governing Board elections by delegates and alternates from Local Societies to direct election from voting members. The principal is that all members can have a say in who is elected to the Governing Board.

There are three (3) models of faith based socio/religious organizations that can be conceived:

- Corporate organization without members. The Board selects its own membership like Urantia Foundation.
- Representative government where chartered affiliated associations send delegates from geographical locations to elect leadership. The UAI has this model as does UBF.
- SCICR recommends in the revised constitution for a more direct democracy where membership is enfranchised to vote for corporate leadership. No Urantia based socio/religious organization has this model.

Societies are no longer “Local” or “geographical”. Times are changing and anyone can join any Society anywhere and anytime they wish if a Society welcomes them.

Societies in the revised constitution do not have the stringent constitutional requirements to become or remain as a Society.

Societies are free to maintain their own membership records without the constitutional requirement to report to UBF, but may be encouraged to do so. Membership records would be centralized in UBF as an office function and Societies should let UBF know if their members are still automatically members of UBF.

The only requirement for a new Society to have ten (10) members to apply and be recognized as a Society. Because the Triennial Delegate Assembly (TDA) is not in the revised constitution, SCICR has enhanced the privilege to submit resolutions to the Governing Board annually rather than every three (3) years. This makes Society relevance more impactful.

The revised constitution greatly simplifies the validity of Society status and requirements for Society Affiliation. The ten (10) requirements are not included in the revised constitution, but some may find their way into the Operations Manual to align with possible minor amendments to the revised constitution.

Society revocation does not need to be constitutional. The new Governing Board has that power in consultation with the Judicial Commission.

TDA and Integration of Societies - Articles VI and VII (page 7) in the Current Constitution Are Not in the Revised Constitution)

Article VIII in the Current Constitution

ARTICLE VIII

THE GENERAL COUNCIL

Section 8.1. Organization: There shall be a General Council of UBF composed of thirty-six (36) Councilors.

Section 8.2. Election and Terms of Councilors: The members of the General Council shall be elected by the Triennial Delegate Assembly for terms as follows: At the first Triennial Delegate Assembly, twelve (12) Councilors shall be elected for a term of three (3) years, twelve (12) Councilors for a term of six (6) years, and twelve (12) Councilors for a term of nine (9) years; at each succeeding Triennial Delegate Assembly, twelve (12) Councilors shall be elected for a term of nine (9) years to fill the offices of the Councilors then expiring. Councilors shall be elected by secret ballot from nominations presented to the Triennial Delegate Assembly by the Nominations Committee and from the floor of the assembly with the prior consent of

the individuals nominated, and a candidate receiving a majority of the ballots cast shall be declared elected. Each Triennial Delegate, in person and not by proxy, shall be entitled to cast one (1) vote for each Councilor to be elected but without right to accumulate any such votes for one (1) or more Councilors.

Section 8.3. Qualification of Councilors: Any member of UBF in good standing who has read *The Urantia Book* in its entirety shall be eligible to hold the office of Councilor, but only while such person remains a member in good standing. Loss of membership in UBF for any reason shall ipso facto terminate such person's tenure and status as a Councilor. Should a Councilor's membership in UBF be terminated by adverse judicial or administrative action, during the period between such action and the time such action becomes final, such person may not sit, speak, or vote as a member of the General Council.

Section 8.4. Removal of Councilors: A Councilor may be removed from office

(a) for permanent incapacitation rendering the Councilor physically or mentally disabled for fulfilling the duties of a Councilor or

(b) for conduct rendering the continuation of the Councilor's membership on the General Council prejudicial to the best interests of UBF, providing

(1) a resolution shall be adopted by an affirmative vote of at least three-fourths (3/4ths) of the members of the Executive Committee recommending the removal of such Councilor from office and stating the reasons therefor;

(2) a copy of such resolution, certified by the Secretary, shall be delivered to the Councilor in person or transmitted by United States Registered Mail addressed to the Councilor's last known address at least thirty (30) days prior to the meeting of the General Council at which said resolution of the Executive Committee shall be presented; and

(3) on a secret ballot of the General Council, an affirmative vote of at least three-fourths (3/4ths) of the duly elected and qualified Councilors shall be cast in favor of such removal, the Councilor whose removal is being voted upon being disqualified to vote.

On the casting of such vote, the office of such Councilor shall become vacant.

Section 8.5. Filling Vacancies: Whenever a vacancy shall exist in the office of Councilor by reason of death, resignation, or removal, the General Council shall elect a temporary successor from among the members of UBF in good standing to

fill such vacancy for the unexpired term thereof or until the next Triennial Delegate Assembly if the term of such vacant office shall not expire until thereafter, in which latter event the Triennial Delegate Assembly shall then elect a successor to fill such vacancy and to hold office for the remainder of such term.

Section 8.6. Development of Agenda: A proposed agenda for all meetings of the General Council, shall be developed by the President of UBF, approved by the Executive Committee, and presented to the General Council, at least fifteen (15) days prior to such meeting, for adoption at the opening session of such meeting as the first item of business to be acted upon.

Section 8.7. Quorum: A quorum at any meeting of the General Council shall consist of a majority of the Councilors, but a lesser number may meet and adjourn. The presiding officer at any meeting thereof may vote only in case of a tied vote. Any question presented at any meeting of the General Council at which a quorum is present shall be decided by a majority vote except as otherwise provided in this Constitution.

Section 8.8. Meetings:

(a) Regular Meetings: Regular meetings of the General Council shall be held once each calendar year in which there is no Triennial Meeting of the General Council. Regular meetings shall be held at the headquarters of UBF or at the place designated by the Executive Committee. The date and time of regular meetings shall be determined by the Executive Committee. Written notices shall be given to each Councilor at least fifteen (15) days prior to such meeting, stating therein the time and place of such meeting. Such notices may be delivered personally or may be sent by telegraph or by United States Mail addressed to the Councilor's last known address. Regular Meetings shall include necessary elections of the members of the Service Teams and the Departmental Committees. At the Regular Meeting of the General Council in 2022, the election of the office of Vice President will be held, and held at every Regular Meeting three years thereafter. At the Regular Meeting of the General Council in 2023, the election of the offices of Treasurer and Secretary-General will be held, and held at every Regular Meeting three years thereafter.

(b) Special Meetings: Special meetings of the General Council may be called at any time by the Executive Committee or upon the written request of twelve (12) Councilors. Notice thereof shall be given as required in the case of regular meetings, but such notice shall also state the purpose or purposes for which such special meeting is called.

(c) Triennial Meetings: Immediately following the Triennial Delegate Assembly

a meeting of the General Council, to be known as the Triennial Meeting, shall be held for the election of the offices of President and Secretary of UBF and as necessary the members of the Service Teams and the Departmental Committees. The President and the Secretary of UBF shall preside at the Triennial Meeting, whether or not either of them is then a member of the General Council, until their successors have been elected and installed at such meeting. No notice of such meeting shall be required except that the twelve (12) newly elected Councilors shall be notified by telephone or telegraph.

(d) Waiver of Notice: Notice of any regular or special meeting of the General Council may be waived by waiver in writing of all the Councilors.

Section 8.9. Powers: The General Council shall have the following powers:

(a) All powers which are not specifically conferred upon the officers, the Departmental Committees, and the Local Societies, and which are not prohibited to the General Council by this Constitution, may be exercised by the General Council.

(b) The General Council shall have the power to and shall adopt By-laws which shall be known as the "By-laws of UBF," to make effective the terms and provisions of this Constitution and the powers herein conferred upon the General Council and to regulate the conduct of the affairs of UBF.

(c) The General Council shall have the power by By-law to delegate its authority and power, or part thereof, to the Executive Committee and to revoke such delegation at any time.

(d) The General Council shall not enact any By-law limiting or restricting the autonomy of the Local Societies over the conduct of their local affairs.

(e) The General Council shall not enact any By-laws discriminating against any Local Society or group of Local Societies.

Section 8.10. Proxies: Proxy voting is not permitted at General Council meetings.

Article IV in the Revised Constitution

ARTICLE IV

GOVERNING BOARD OF DIRECTORS

Section 4.1. Composition: The Governing Board shall be composed of twenty-four

(24) members.

Section 4.2. Terms: Governing Board members shall serve for six (6) year terms and may be reelected.

Section 4.3. Qualification: All UBF Members shall be eligible to serve on the Governing Board who also:

- (a) Attest to having read *The Urantia Book* in its entirety,
- (b) Demonstrate involvement in the UBF community,
- (c) Effective in 2025, commit to abide by the Operations Manual and UBF policies, and
- (d) Effective at the Biennial Meeting in 2026, are registered as Voting Members.

Section 4.4. Board of Directors: The Governing Board members shall constitute the Board of Directors of UBF under the State of Illinois not-for-profit corporate law. UBF shall be governed by its Board of Directors.

Section 4.5. Strategic Plan: The Governing Board shall develop and annually update a guiding document for the Management Team. The procedure for creating this Strategic Plan shall be maintained in the Operations Manual.

Section 4.6. Powers: The Governing Board shall have the power to oversee and manage the affairs of UBF in accordance with this Constitution and the laws of the State of Illinois. In addition, the Governing Board shall have the following powers:

- (a) By an affirmative vote of a minimum of thirteen (13) members, may:
 - (i) Delegate its authority and power, or part thereof, and may revoke such delegation, and
 - (ii) Approve a contract that incurs debt on behalf of UBF.
- (b) To define in the Operations Manual procedures for:
 - (1) Member input and participation in the Annual Meeting.
 - (2) Society Advisory Council formation and interaction with the Governing Board.
 - (3) Determining eligibility for Voting Members, Affiliated Partners, and

Society participation.

(4) Petitions by Voting Members and Affiliated Partners.

(c) To create commissions with defined purposes, rules, budgets, powers, membership composition, quorum, and duration of appointment.

(d) By a two-thirds (2/3) vote, the Governing Board may remove a UBF Member or Officer for cause on its own motion or on the confirmation of a removal recommendation of the Judicial Commission.

Section 4.7. Chair: The Chair shall preside at all meetings of the Governing Board and annually be responsible for proposing a draft Strategic Plan to the Governing Board.

Section 4.8. Vice Chair: In the event the Chair is unable to act, the Vice Chair shall perform the duties and exercise the powers of the Chair.

Section 4.9. Chair Appointments: Chair and Vice Chair elections shall be held at each Biennial Meeting. The Chair and Vice Chair shall be appointed for a term of two (2) years.

Section 4.10. Vacancy: A Chair or Vice Chair vacancy shall be temporarily filled at the next meeting of the Governing Board and shall serve until the next Biennial Meeting of the Governing Board.

Section 4.11. Compensation: Governing Board members shall serve without compensation.

Section 4.12. Quorum: A quorum at Governing Board meetings shall consist of a majority (13) Governing Board members.

Section 4.13. Agenda: The Chair of the Governing Board shall develop and present an agenda for meetings of the Governing Board no less than seven (7) days prior to any Governing Board meeting. Agenda adoption shall be the first item of business at all Governing Board meetings.

Section 4.14. Meetings: All UBF Members are welcome to observe Governing Board meetings unless an Executive (closed) Session is called. The scheduling and conduct of meetings:

- (a) Regular Meetings: At the last Regular Meeting of the year, the Governing Board shall approve the schedule of a minimum of six (6) Regular Meetings for the following year.
- (b) Special Meetings: Special Meetings of the Governing Board may be called with at least two (2) weeks' notice with rationale, agenda, and dates for such meetings by the Chair or upon the written request of six (6) Governing Board members. If an urgent Special Meeting has been requested to meet with less than two (2) weeks' notice, the Chair shall by majority electronic vote ask the Governing Board to waive the two (2) weeks and Agenda notices.
- (c) Biennial Meeting: Beginning in 2026 and every two (2) years thereafter, one Regular Meeting of the Governing Board shall also be the Biennial Meeting at which expiring Governing Board terms shall end and newly elected Governing Board members shall be seated.
- (d) Cancellations: Except for the Biennial Meeting, Governing Board meetings may be canceled or rescheduled by unanimous consent or by a procedure agreed upon by a two-thirds (2/3) majority of the Governing Board.
- (e) Rules: All meetings of the Governing Board shall be conducted in accordance with the latest edition of Robert's Rules of Order Newly Revised (RONR). The Governing Board may create special rules that replace provisions of RONR by a two-thirds (2/3) majority. Such rules may be rescinded by a majority vote.

Section 4.15. Attendance: Governing Board members are expected to attend at least two-thirds (2/3) of Regular Meetings. Three (3) unexcused absences from Regular Meetings in a 12-month period shall result in a request for resignation. Four (4) unexcused absences from Regular Meetings in a 12-month period shall

lead to a review for removal. Rules and exceptions shall be determined by the Governing Board.

Section 4.16. Scheduled Elections: Voting Members shall elect eight (8) Governing Board members for seats that are about to expire in a Scheduled Election. Scheduled Elections shall occur every two (2) years, shall be conducted in accordance with the Operations Manual, and certified no later than fifteen (15) days prior to each Biennial Meeting. Candidates receiving the greatest number of ballots cast shall be declared elected. In the event of a tie, a run-off election shall be conducted.

Section 4.17. Nominations: Nominations of candidates in Scheduled Elections shall be solicited and reviewed by a Nominations Commission and approved by the Governing Board. The procedure shall be maintained in the Operations Manual, beginning August 2025. Governing Board nominations may be submitted to the Secretary no later than sixty (60) days prior to Scheduled Elections.

Section 4.18. Governing Board Vacancies: Whenever a vacancy arises among the Governing Board or Officers, the Governing Board may appoint a replacement to serve until the completion of the vacated term.

Section 4.19. Independent Audit: The Governing Board shall ensure that an independent audit of its financial management practices and records by a duly certified professional firm is completed annually.

Problems and Solutions

The Governing Board would take the place of the General Council. The General Council is the legislative arm of the voluntary association. The Governing Board would be the Board of Directors of UBF. This switches Board responsibilities from the Executive Committee functioning as the Fifth Epochal Fellowship Corporation to the Governing Board under the constitution of the UBF.

There would be a chair and vice-chair of the Governing Board to provide the leadership for the Governing Board.

The most controversial thing is how the Governing Board is nominated. There is a compromise in Transition Article XII Section 12.7. that fulfills the 2024 TDA resolution to create a Society driven nominations committee to explore what UBF can include in its criteria for how best to find an efficient way to nominate Governing Board members:

Section 12.7: Nominations Transition: By the second meeting of the Governing Board, the Chair shall appoint a delegate from a Society as a Nominations Transition Chair, who shall select additional members to

form a Nominations Transition special committee. Within 180 days, the Nominations Transition special committee shall develop a recommendation for a Nominations Commission process to include:

- (a) Opportunity for all eligible UBF Members to run for the Governing Board,
- (b) Composition of Nominations Commission membership,
- (c) Requirements of Governing Board nominees,
- (d) A method to prescreen candidates to verify that they have adequate skill sets and track record of accomplishments to be a productive member of the Governing Board,
- (e) Additional process components as recommended by the Nominations Commission, and
- (f) Whether the recommended process should be included in the Operations Manual or amended into Section 4.17.

Society members will be involved in this committee that investigates best practice for nomination excellence. Only the best and well vetted persons should be nominated for the Governing Board.

Meetings are more frequent, and especially at the beginning of a transition.

Officers in the Revised Constitution

ARTICLE V

OFFICERS

Section 5.1. Officers: The UBF Officers shall be:

- a. President: The President shall be the chief executive officer and preside at all meetings of the Management Team.
- b. Vice President: In the event of the inability of the President to act, the Vice President shall perform the duties and exercise the powers of the President.
- c. Secretary: The Secretary shall be responsible for maintaining a record of UBF Members and Voting Members, taking minutes at all Governing Board meetings, and making available all Governing Board motions and decisions to UBF Members once the minutes have been approved. In the event of the

inability of the President or Vice President to perform their duties, the Secretary shall exercise the powers of the President.

- d. Treasurer: The Treasurer shall be the principal financial officer and shall have general supervision over the funds and properties of UBF. The Treasurer shall provide regular updates on the financial status of UBF at least quarterly.

Section 5.2. Officer Appointment: Officer elections shall be held at each Biennial Meeting. Only current Governing Board members can become elected Officers, who shall hold office for a term of two (2) years.

Officers in the Revised Constitution

ARTICLE V

OFFICERS

Section 5.1. Officers: The UBF Officers shall be:

- (a) President: The President shall be the chief executive officer and preside at all meetings of the Management Team.
- (b) Vice President: In the event of the inability of the President to act, the Vice President shall perform the duties and exercise the powers of the President. Secretary: The Secretary shall be responsible for maintaining a record of UBF Members and Voting Members, taking minutes at all Governing Board meetings, and making available all Governing Board motions and decisions to UBF Members once the minutes have been approved. In the event of the inability of the President or Vice President to perform their duties, the Secretary shall exercise the powers of the President.
- (c) Treasurer: The Treasurer shall be the principal financial officer and shall have general supervision over the funds and properties of UBF. The Treasurer shall provide regular updates on the financial status of UBF at least quarterly.

Section 5.2. Officer Appointment: Officer elections shall be held at each Biennial Meeting. Only current Governing Board members can become elected Officers, who shall hold office for a term of two (2) years.

Officers in the Current Constitution

ARTICLE IX

OFFICERS

Section 9.1. Officers: The officers of UBF shall be a President, a Vice-President, a Secretary, a Treasurer, and a Secretary-General, and such other officers as may from time to time be established by the By-laws of UBF.

Section 9.2. Election: The officers shall be elected by the General Council from its membership at meetings of the General Council defined in Section 8.7. Starting at the Triennial Meeting of the General Council in 2018 and ending at the Regular Meeting of the General Council in 2022, the office of Vice President shall hold office for a term of four (4) years and until their successor is duly elected and qualified. Starting at the Triennial Meeting of the General Council in 2018 and ending at the Regular Meeting of the General Council in 2023, the offices of the Treasurer and Secretary-General shall hold office for a term of five (5) years and until their successors are duly elected and qualified. Officers at all other times shall hold office for a term of three (3) years and until their successors are duly elected and qualified. The election of officers shall be by secret ballot from candidates nominated for each office by the Executive Committee and from the floor with the prior consent of the individuals nominated, and a candidate receiving a majority of the ballots cast shall be declared elected. Whenever it shall be necessary to cast more than one (1) ballot, the candidates for office shall be restricted in each succeeding ballot to the two (2) candidates receiving the highest number of votes on the preceding ballot, or, in case of a tie by three (3) or more candidates, then to the candidates so tied.

Section 9.3. President: The President shall be the principal executive officer; and shall preside at all meetings of the General Council, the Executive Committee, and the Triennial Delegate Assembly, until a successor has been elected and installed at the Triennial Meeting of the General Council; and shall make periodic reports to the General Council and UBF and a final report to the Triennial Delegate Assembly on the status of the affairs and activities of UBF and such other reports as shall from time to time be required by the General Council or the Executive Committee; and shall have power to carry into effect all By-laws of UBF and all resolutions of the General Council and all rules and resolutions of the Executive Committee; and shall have such other powers and duties as may from time to time be conferred or imposed by the By-laws of UBF or by the General Council or by the Executive Committee.

Section 9.4. Vice-President: In the event of the inability of the President to act, the Vice-President shall perform the duties and exercise the powers of the President; and

shall perform such other duties and exercise such other powers as may from time to time be imposed by the General Council, the Executive Committee, and the President.

Section 9.5. Secretary: The Secretary shall keep and preserve the records of the meetings and proceedings of the General Council and of the Triennial Delegate Assembly; and shall be custodian of UBF SEAL; and shall issue all notices required by the Constitution and By-laws of UBF; and shall keep and preserve the official record of the members of UBF, to be known as the Official Membership Census; and shall have power to certify to the correctness of any copies of records in the Secretary's custody and possession; and shall perform such other duties and exercise such other powers as may from time to time be imposed upon the Secretary by the By-laws. In the event of the inability of both the President and Vice-President to act, the Secretary shall exercise the powers and perform the duties of the President.

Section 9.6. Treasurer: The Treasurer shall be the principal financial officer and shall have general supervision and control over the moneys and properties of UBF; and shall collect and receive all moneys and property due UBF; and shall render reports to the President and Executive Committee at such times as either shall require; and shall have the custody and control of, and shall preserve, financial and property records of UBF; and shall render a full and complete final report on the financial affairs of UBF and the conduct of the Treasurer's office to the Triennial Delegate Assembly.

Section 9.7. Secretary-General: The Secretary-General shall be the principal clerical officer and the liaison officer between the General Council and each of the Departmental Committees; and shall be ex-officio a member of all such committees but without power to vote thereon; and shall assist in the correlation of the work of the Departmental Committees; and shall keep and preserve the records of the meetings and proceedings and copies of all official reports, records, and documents of such Committees; and shall keep and preserve all records of the officers of Local Societies, and shall keep and preserve such other records of UBF as shall be directed by the By-laws of UBF. In the event of the inability of the Secretary or Treasurer, or both, to act, the Secretary General shall exercise the powers and perform the duties of Secretary or Treasurer, or both. In the event of the temporary inability of the Secretary-General to act, the President, by and with the consent of a majority of the Executive Committee, shall have power to appoint an Acting Secretary-General, who shall succeed to the powers and duties of the Secretary-General during the period of such temporary inability to act.

Section 9.8. Bonds: The officers shall give bond in such sums and with such sureties as may from time to time be required by the By-laws. All such bonds shall be

payable to the Executive Committee of UBF.

Section 9.9. Vacancies: Whenever any vacancy shall occur in any of the foregoing offices, such vacancies may be filled at any regular or special meeting of the General Council, which may elect a successor or successors to such office or offices, to serve during the unexpired term thereof, from nominees submitted by the Executive Committee.

Section 9.10. Limitations of Officers: Except as in this Article provided, no person shall hold more than one office, nor shall any officer serve as an officer of any Departmental Committee.

Problems and Solutions

Unnecessary provisions are eliminated and responsibilities are simplified. There has been some confusion about the way Officers in the revised constitution have differentiated functions. The President does not preside at meetings of the Governing Board, the Chair presides. The President and Vice-President are the Managing Directors of the Management Team. The Secretary and the Treasurer are Governing Board Officers.

SCICR Article VII (not in the current constitution)

ARTICLE VI

DELEGATED AUTHORITIES AND RESPONSIBILITIES

Section 6.1. Currently Delegated Authorities and Responsibilities:

(a) Management Team: The Management Team has the authority to:

- (1) Implement the Strategic Plan within the Annual Budget,
- (2) Manage day-to-day operations,
- (3) Recommend improvements to the Operations Manual,
- (4) Conduct legal, due diligence on matters pertaining to its delegated authorities, and
- (5) Develop employment policies and manage employee positions.

(b) Judicial Commission: The Judicial Commission shall have the authority to:

- (1) Oversee the administration of conflict resolution policies maintained in the Operations Manual, subject to approval and delegation by the Governing Board,
 - (2) Develop procedures for rendering opinions on UBF constitutional and policy issues, and
 - (3) Document, preserve records of, and submit written reports of its activities to the Governing Board.
- (c) Election Oversight Commission: No later than 180 days prior to Scheduled Elections, the Chair shall appoint an Election Oversight Commission, which shall rise and report upon the acceptance of the Scheduled Election results at the next Biennial Meeting. The Election Oversight Commission shall have the authority to recommend to the Governing Board the means and mechanics for conducting Scheduled Elections in any manner that is fair, secure, reasonably allows all Voting Members equitable participation, guarantees voting anonymity, and provides certified results in a timely manner.

Problems and Solutions

It is hard to say that SCICR recommends Article VI, as a majority, not a supermajority, of SCICR believed that this Article is unnecessary because the Governing Board already has these powers by Illinois Law. As such, they do not need to be in the revised constitution. The Management Team, Election Oversight Commission, and Judicial Commission items could be allocated to their appropriate Sections and delete this Section for the sake of simplicity. However, it does no harm.

Management Team in the Revised Constitution

ARTICLE VII

MANAGEMENT TEAM

Section 7.1. Composition: The Management Team shall serve at the pleasure of the Governing Board and include:

- (a) The President and Vice President, who shall serve as its Managing Directors,
- (b) An Executive Director employed by UBF, and
- (c) At a minimum, two (2) Additional Appointments.

Section 7.2. Appointments: The Governing Board shall approve Additional Appointments for indefinite terms and hire the Executive Director.

Section 7.3. Compensation: The Governing Board may define compensation for Management Team members who are not Governing Board members.

Section 7.4. Managing Directors: The Managing Directors shall have executive power to ensure the smooth day-to-day operation of UBF and shall report on Management Team activities at Regular Meetings of the Governing Board.Section 7.5. Executive Director: The Executive Director shall be responsible for managing employees and recommending compensation, when applicable.

Section 7.6. Meetings: The Management Team shall hold regular meetings open to Governing Board members as observers.

Section 7.7. Reports: A member of the Management Team shall be responsible to:

- (a) Make meeting minutes available to the Governing Board, and
- (b) Document and report on the organization, roles, and responsibilities of the Management Team.

Executive Committee in the Current Constitution

ARTICLE X

EXECUTIVE COMMITTEE

Section 10.1. Organization: There shall be an Executive Committee of the General Council, to be known as the "Executive Committee," which shall be comprised of the officers of UBF, the chairs of each of the Service Teams, and the chair of the Judicial Committee who will serve ex-officio with all participatory privileges as a non-voting member.

Section 10.2. Officers of the Executive Committee: The President shall be the Chair of the Executive Committee and shall preside at all meetings thereof. The Secretary-General shall be the Secretary of the Executive Committee and shall make and preserve all records of the meetings, proceedings, and actions of the Executive Committee.

Section 10.3. Powers and Duties: The Executive Committee shall be vested with the power to actively manage all the affairs of UBF in accordance with this Constitution and pursuant to the By-laws of UBF. It shall have power to veto or modify any act of any officer of UBF or of any Service Team or Departmental Committee; it shall exercise the powers conferred upon it by this Constitution; and it shall exercise such other powers and perform such functions as may be conferred upon, or delegated to, it by the General Council. The Executive Committee shall have absolute control over all property of UBF, and complete legal title to all property of UBF shall be vested in the Executive Committee unless the Executive Committee shall direct that the legal title to any or all such property shall vest in one or more persons, corporations, or groups of persons as fiscal agents of the Executive Committee. The acts of the Executive Committee with respect to any property or property rights of UBF shall in all ways be final and conclusive and binding upon UBF, but the Executive Committee from time to time may delegate such powers or a part or portion thereof, or upon conditions and limitations, to one (1) or more persons, corporations, or committees.

Section 10.4. Members-at-Large: The Executive Committee shall be empowered to accept isolated individuals as members-at-large of UBF by a two-thirds (2/3rds) vote. The qualifications for the establishment and continuance of such membership shall rest in the sole judgment of the Executive Committee which shall, therefore, be empowered to terminate such membership at any time, by a two-thirds (2/3rds) vote, for any reason it deems sufficient for such action.

Section 10.5. Meetings: The Executive Committee shall meet regularly at least once each calendar quarter at a date and hour designated by the Executive Committee, at the headquarters of UBF in the City of Chicago, State of Illinois, or at such other place as shall be designated by the President and Secretary-General. Special or adjourned meetings of the Executive Committee may be held at any place or time upon the call thereof by the President and Secretary-General. A special meeting of the Executive Committee shall be called by the President and Secretary-General within thirty (30) days of receipt of written request for such meeting signed by three (3) or more members of the Executive Committee. Notice of special meetings, and of regular meetings where the place of such meeting shall be otherwise than the headquarters of UBF, shall be given not less than ten (10) days prior to such meeting, which notice shall contain the time and place of such meeting, and the purpose of any special meeting. Notice of any meeting may be waived by waiver in writing of all the members of the Executive Committee.

Section 10.6. Quorum: A quorum at any meeting of the Executive Committee shall consist of a majority of the members of such committee, not counting the chair of the Judicial Committee, but a lesser number may meet and adjourn. No notice of an

adjourned meeting shall be required. All questions presented to the Executive Committee may be decided by a majority vote of the members of the Executive Committee present at any duly constituted meeting. The Chair of the Executive Committee shall vote only in the event of a tied vote.

Section 10.7. Rules of the Executive Committee: The Executive Committee shall from time to time adopt rules for the conduct of the affairs of UBF, supplementing and interpreting the By-laws of UBF, which said rules shall be known as "Rules of the Executive Committee." The Executive Committee shall also adopt rules to govern the acts and procedure of the Executive Committee, which shall be known as the "Rules of Procedure of the Executive Committee."

Section 10.8. Compensation: Members of the Executive Committee shall serve without compensation, provided, however, that nothing herein contained shall prohibit the payment of just compensation for services otherwise rendered by any member. The Executive Committee shall have power to employ such persons as shall be necessary for the conduct of the affairs and the business of UBF and to cause just compensation for services rendered to be paid to them out of the treasury of UBF.

Problems and Solutions

The Management Team is the new Executive Committee without Corporate power. It is subservient to the Governing Board and is presided over by the President and Vice-President of UBF. This concept switches corporate power from the Executive Committee to the Governing Board.

The Governing Board is required to create and oversee a strategic plan that is then implemented by the Management team to take care of day-to-day operations.

The revised Article is sound conceptually, but may need further work.

ARTICLE VIII

JUDICIAL COMMISSION

Section 8.1. Composition: The Judicial Commission shall be composed of a Judicial Chair, who shall be a Governing Board member, and four (4) additional Judicial Commission members recommended by the Judicial Chair.

Section 8.2. Appointment: Judicial Commission members shall be appointed by the Governing Board upon completion of term or vacancy.

Section 8.3. Term: Beginning in 2026, newly appointed Judicial Commission members shall serve for four (4) years.

Section 8.4. Qualification: All UBF Members shall be eligible to serve on the Judicial Commission who also:

- (a) Attest to having read *The Urantia Book* in its entirety,
- (b) Demonstrate involvement in the UBF community, and
- (c) Effective in 2025, commit to abide by the Operations Manual and Conflict Resolution Policy.

Section 8.5. Meetings: Judicial Commission meetings shall be called by the Judicial Chair or by a majority of Judicial Commission members.

Section 8.6. Decisions: Decisions of the Judicial Commission must be affirmed by a minimum of three (3) of its members.

Problems and Solutions

The Judicial Commission takes the place of the Judicial Committee in the current constitution. Here are the Judicial Committee requirements from the current constitution:

Section 12.9. The Judicial Committee: The Judicial Committee shall be the supreme arbitrating body of UBF, but, except as otherwise provided, their determinations and decisions shall be subject to the veto of, or modification by, the Executive Committee within the time allowed by the By-laws of UBF. The jurisdiction of the Judicial Committee shall extend to all matters pertaining to the affairs of UBF and to all differences between Local Societies or between any Local Society and any member thereof or between any members or groups of members. The Judicial Committee shall, upon the request of any officer of UBF, any Councilor, or the Chair of any Departmental Committee, render opinions on any matters involving a construction of this Constitution, of the By-laws of UBF, and of the Rules of the Executive Committee. A permanent record of such opinions shall be preserved. The chair of the Judicial Committee shall also serve as a non-voting ex-officio member of the Executive Committee.

The Judicial Commission is called upon whenever the Governing Board has a policy or constitutional issue and wishes for an opinion from the Judicial Commission. The ideal of a Judicial Commission as separate but equal is not obtainable in the corporate world, only in State governance. The original constitution also gives the Executive Committee full authority to override Judicial Commission decisions as it does today.

Revised Constitution on Finance

ARTICLE IX

FINANCE

Section 9.1. Fiscal Policy and Management: UBF shall adopt fiscal management policies consistent with not-for-profit laws and generally accepted accounting principles, details of which shall be contained in the Operations Manual and shall be approved or modified by the Governing Board.

Section 9.2. Annual Budget: The Governing Board shall define in the Operations Manual a procedure to develop and vote to adopt an Annual Budget and can modify the Annual Budget as circumstances dictate.

Section 9.3. Financial Restriction: Any Annual Budget deficit shall not exceed 5% of the unrestricted equity shown on the most recently audited balance sheet of UBF.

Section 9.4. Fiscal Year: The fiscal year of UBF shall be the calendar year, January 1 to December 31.

Current Constitution on Finance

ARTICLE XIII

FINANCES

Section 13.1. Treasury: All funds, including money and other property, received by UBF shall, upon the receipt thereof, become part of the treasury of UBF and shall be classed as (a) Income, (b) Capital Funds, and (c) Trusteed Funds, which shall be comprised as follows:

Income: Income shall include all money received from Local Societies as tithes and all earnings received from Capital Funds.

Capital Funds: Capital Funds shall include all other money and property received by UBF, except money and property received and accepted by UBF pursuant to the provisions of Section 13.2.

Trusted Funds: Trusted Funds shall include all money and property received and accepted by UBF for limited or restricted use pursuant to the provisions of Section 13.3.

Section 13.2. Gifts to UBF: A gift, devise, or bequest to UBF without specific limitation or restriction shall be a gift, devise, or bequest for the purposes for which UBF was created and established, and shall become part of the general funds of UBF and may be allocated in whole or in part to Income or to Capital Funds, or both, as from time to time determined by the Executive Committee.

Section 13.3. Restricted or Limited Gifts to UBF: A gift, devise, or bequest to UBF upon the condition or with the restriction or limitation that the property or earnings therefrom be used or devoted to a specific purpose may be received and administered by UBF only upon the acceptance thereof by the Executive Committee. A gift, devise, or bequest which by the terms of the instrument by which such gift, devise, or bequest is made limits or restricts the use of the property, or the earnings therefrom, so that the same may not be used, either perpetually or for a limited period of time, in any manner and for any purposes consistent with the objects of UBF as from time to time determined by the Executive Committee shall constitute a restricted or limited gift, devise, or bequest subject to the provisions of this Section. A gift, devise, or bequest so conditioned, restricted, or limited may be accepted by the Executive Committee only if the purpose for which such gift, devise, or bequest is so conditioned, restricted, or limited is consistent with the purposes as generally defined in Article II. The money or property received by UBF upon the acceptance of such a restricted or limited gift shall be segregated from the other funds and property of UBF and shall be held in the treasury as "Trusted Funds" so long as such restrictions or limitations shall apply. In the event that any such restrictions or limitations by the terms of the instrument by which such gift, devise, or bequest was made shall expire or cease to be applicable at a date subsequent to the date on which such gift, devise, or bequest was made, the funds or property then remaining shall become part of the general funds of UBF and may be allocated in whole or in part to Income or to Capital Funds, or to both, as shall be determined by the Executive Committee. To such extent that the instrument by which a gift, devise, or bequest is made does not specifically otherwise provide, the money and property from time to time comprising such Trusted Funds shall be administered, invested, and accounted for as provided in this Constitution.

Section 13.4. Determination of Income: The Executive Committee shall have the power to determine from time to time what constitutes Income and what constitutes Capital Funds and shall also have the power to determine what constitutes earnings

from Capital Funds and from Trusteed Funds, and their determination shall in all respects be final.

Section 13.5. Disbursement of Funds: All moneys in the treasury of UBF shall be deposited in such banks or other institutions as the Executive Committee shall from time to time designate. No moneys shall be paid out of the treasury of UBF unless and until the same have been appropriated by the Executive Committee, and all disbursements from the treasury of UBF shall be by check or other written order. Any funds in the treasury of UBF, when deposited in any bank or other institution, shall be so deposited that such funds may be withdrawn at any time by check or other written order signed by the Treasurer and countersigned by the President; provided, however, that the Executive Committee may from time to time authorize the withdrawal of moneys in the treasury of UBF by check or other written order signed and countersigned by such other persons as the Executive Committee shall designate and appoint.

Section 13.6. Budget and Appropriations: At its last meeting in each year the Executive Committee shall adopt a budget for UBF for the next succeeding calendar year and on the basis of such budget shall make appropriations for the expenditures to be made by UBF during the ensuing calendar year, which said budget and appropriations shall be made and adopted in the manner provided in the By-laws of UBF. Appropriations for specific purposes, the expenditure of which shall extend over one (1) year, may be made in the manner provided in the By-laws of UBF. The total appropriations for disbursements to be made out of annual income shall in no event exceed ninety (90) per cent of the annual income, and the total of all appropriations for disbursements to be made out of Capital Funds shall in no event exceed ninety (90) per cent of the Capital Funds.

Section 13.7. Fiscal Year: The fiscal year of UBF shall be the calendar year.

Section 13.8. Investment of Funds: The Executive Committee, by and with the consultation and advice of the Finance Committee, shall have the power to invest and re-invest the funds and property of UBF as follows:

- (a) To invest and re-invest such funds and property in bonds, notes, debentures, and certificates of the United States of America or of any subdivision thereof, and/or in bonds of any state or possession of the United States of America or any county or municipality thereof or any subdivision or authority of any such state, county, or municipality, and/or in bonds, notes, or debentures of any foreign government or any subdivision thereof, and/or in listed or unlisted stocks, preferred or common, bonds, or debentures of any firm or corporation, and/or shares in any investment trust, and/or real estate, improved or

unimproved, and/or first mortgages on real estate improved or unimproved, provided such mortgage constitutes the entire first mortgage on any such parcel of real estate and not an interest therein or portion thereof.

(b) To retain as a part of the Capital Funds or Trusteed Funds, as long as the Executive Committee in their discretion shall deem it advisable, and notwithstanding any statutes or trust laws regarding the investment of trust funds or regarding the diversification of investments by trustees, all or any part of the property originally sold, assigned, transferred and set over unto UBF or which may thereafter from time to time be sold, assigned, transferred and set over unto UBF.

(c) To sell, transfer, convey or assign any and all property from time to time owned or held by UBF whenever the Executive Committee shall deem it advisable; and such sale or sales may be made at public or private sale and for cash or on such terms as the Executive Committee may deem advisable.

(d) To exercise in such manner as the Executive Committee may deem advisable, any or all rights, including voting rights, of, attaching to or accruing by reason of the ownership of any or all shares of stock, shares of beneficial interest or other securities or investments at any time owned by UBF; and to take such other or further action or to give or execute any proxy, voting trust agreement, plan of reorganization or consent which an owner of such shares, securities or investments could take, give or execute, with the same force and effect as though the Executive Committee were at the time the absolute owners of such shares, securities or investments; and to enter into any plan or scheme or organization or reorganization of any company, corporation, association or trust, the stock, securities or investments of which may be held by UBF.

(e) To buy or to join with any person or persons in buying any property which may be sold under the provisions of any mortgage, pledge or other security in which property or any part thereof UBF shall have an interest.

(f) To acquire industrial or commercial real estate and to construct improvements thereon for the exclusive use or benefit of a lessee in connection with the conduct of lessee's business and to invest the funds of UBF, or any portion thereof, in improved commercial or industrial real estate subject to a lease pursuant to which said improvements were constructed, and to purchase real estate and to construct improvements thereon to be leased to any firm or corporation, upon such terms and conditions as the Executive Committee shall deem proper.

(g) To lease any real estate at any time owned by UBF for any period of time not exceeding one hundred and ninety-eight (198) years; to use and apply any of the Capital Funds or Trusteed Funds of UBF for the purpose of paying or discharging any liens or encumbrances on such real estate or any part thereof or for acquiring any property which the Executive Committee may deem necessary or advisable for the protection of any of such real estate; to keep the buildings and improvements upon such real estate or any part thereof insured and in good repair; to alter or reconstruct any improvements on such real estate or to construct new improvements thereon in such manner and to such extent as the Executive Committee may deem advisable; to mortgage all or any of such real estate for the purpose of paying or renewing any encumbrance or other lien on the real estate or for the purpose of improving any property of UBF; to grant easements or charges of any kind upon or against such real estate; to make contracts or agreements for party walls or in relation thereto or otherwise, and to release, convey or assign any right, title or interest in or to such real estate, or any part thereof.

(h) To borrow money if and when the Executive Committee shall deem it proper for the purposes, or any of them, of UBF and to fix the terms of any such loans and to mortgage, pledge or hypothecate the property of UBF, or any part thereof, as security for all or any of such loans. All loans procured by the Executive Committee shall be used and applied by them solely for the purpose of executing any of the powers herein given to the Executive Committee or for the purpose of UBF.

Section 13.9. Delegation of Investment Powers: The Executive Committee may delegate the investment of the funds of UBF, or any part or portion thereof, to one or more persons or corporations, with such limitations and restrictions as it shall desire or deem appropriate and proper.

Section 13.10. Distribution of Assets upon Dissolution: In the event of the dissolution of UBF, all its assets shall be distributed to the successor organization to UBF, if any, if the same shall qualify for exemption from federal income tax, and if there be no such successor to UBF, then all its assets shall be distributed to such qualified tax exempt organization(s) as shall be designated by the Executive Committee, acting directly, or in its capacity as the Board of Directors of any corporation(s) created under this constitution.

Problems and Solutions

The revised constitution is greatly simplified leaving out much of what is unnecessary in the current constitution. Brent can explain this well.

Revised Constitution on Amendments

ARTICLE X

AMENDMENTS

Section 10.1. Procedure for Proposal: Amendments to this Constitution may be proposed for consideration by majority vote of the Governing Board or by submission to the Governing Board made by:

- (a) Six (6) Governing Board members or
- (b) Ten (10) Voting Members.

Section 10.2. Procedure for Amendment: Proposed amendments to this Constitution require a sixty (60) day Governing Board notice period, including being posted on a membership discussion forum for at least forty-five (45) of those sixty (60) days. Following the notice period, eligible amendments must be placed on the agenda of the next Governing Board meeting. The adoption of any amendment shall require unanimous consent or a favorable vote by secret ballot of:

- (a) Two-thirds (2/3) of the Governing Board members present, and
- (b) A minimum of thirteen (13) Governing Board members.

Current Amendment process in Current Constitution

ARTICLE XV

AMENDMENTS

Section 15.1. Procedure for Amendment: Amendments to the constitution of UBF may be submitted in writing to the General Council by:

- a) Six (6) members of the General Council or
- b) A majority vote of the entire Executive Committee; or
- c) Ten (10) members of UBF.

To be considered, amendments must be submitted at least sixty (60) days before the meeting of the General Council, and posted on a membership discussion forum for at least forty-five (45) days during the sixty (60) days. Eligible amendments must be placed on the agenda of the next General Council meeting. Amendment adoption requires a favorable vote by secret ballot of:

- i) Two-thirds (2/3) of the General Council membership present, and
- ii) A majority of the General Council (19 of 36).

If there is unanimous consent for adoption, a secret ballot is not required.

Section 15.2. Amendments Affecting Local Autonomy: Whenever it is proposed to adopt an amendment to this Constitution limiting in any way the local autonomy of the Local Societies, such amendment shall not become effective until it shall have been ratified by the affirmative vote in favor thereof, by a secret ballot, of at least three-fourths (3/4ths) of the members of the Triennial Delegate Assembly: Provided, however, that not less than one (1) year nor more than five (5) years shall elapse between the adoption of such amendment and the submission thereof to the Triennial Delegate Assembly for ratification; and provided further that a copy of such amendment as adopted by the General Council shall be sent to all Local Societies within six (6) months after the date of the adoption by the General Council and shall be set out in full in the notice of the call of the Triennial Delegate Assembly at which said ratification of the amendment is to be voted upon.

Problems and Solutions

The revised version is much like the current constitution. Section 15.2. would be eliminated. This is controversial in terms of whether there must be a three (3) year hiatus of implementation if an amendment violates Society Autonomy. The Judicial Committee is investigating the claim by those who contend that the ratification of the revised constitution affects local autonomy. The request for the Judicial Committee to rule on this can be found [HERE](#) in the Judicial Committee Folder in Drive.

Miscellaneous Provisions in the Revised Constitution

ARTICLE XI

MISCELLANEOUS

Section 11.1. Conflicts of Interest: Governing Board members, Management Team members, and Adjuncts shall adhere to a Conflict of Interest Policy maintained in

the Operations Manual.

Section 11.2. Indemnification: UBF shall undertake to indemnify its directors, officers, volunteers, and employees against threatened and actual claims arising from their positions with UBF to the full extent allowed under the relevant section(s) of the Illinois General Not for Profit Corporation Act of 1986, or superseding Act, as amended, and make such determinations as required therein based on the facts and circumstances of such actual or potential claims.

Section 11.3. Dissolution: Should UBF dissolve, all its assets shall first be distributed to a UBF successor if the same be a tax-exempt non-profit entity, and if there be no such UBF successor, then all its assets shall be distributed to such qualified tax-exempt organization(s) as shall be designated by the Governing Board.

Section 11.4. Electronic Voting: Electronic voting in connection with the Governing Board and UBF Member meetings shall be permitted as defined in the Operations Manual.

Section 11.5. By-Laws: This Constitution shall serve as the By-Laws of Fifth Epochal Fellowship Corporation, an Illinois Not-for-Profit Corporation, File No. 35593012, authorized to do business as The Urantia Book Fellowship. UBF is a public charity organized exclusively for charitable, religious, educational, and scientific purposes and qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, EIN: 36-6065800. All prior By-Laws of UBF, whether denominated as a Constitution or By-Laws of UBF or the Fifth Epochal Fellowship Corporation, are hereby rescinded.

Miscellaneous Provisions in the Current Constitution

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 14.1. Insignia and Seal: The insignia of UBF shall consist of three (3) azure blue concentric circles on a white background, between the outer two (2) of which concentric circles shall be inscribed the words "UBF." UBF seal shall be a metal seal in circular form making an impression of three (3) concentric circles, between the outer two (2) of which shall be the words "UBF SEAL."

Section 14.2. Execution of Official Documents: Any document which shall be signed by the President and UBF seal affixed thereto and attested by the Secretary pursuant to the authority of the Executive Committee, either in the name of UBF or in the

name of the Executive Committee of UBF, shall be the official act and deed of UBF for all purposes. The General Council may, by By-law, from time to time authorize the execution of documents also by other officers and persons; and when executed pursuant to such By-law and pursuant to the authority of the Executive Committee, such documents shall be the official act and deed of UBF.

Section 14.3. Recognition of Distinguished Service: If, in the opinion of the Executive Committee, any member of UBF shall perform or render some unusual, extraordinary, or distinguished service, the Executive Committee shall present to the General Council the name of such member with the recommendation that a suitable award or citation in recognition thereof be given. Upon the presentation of such recommendation, the General Council, by unanimous vote of all Councilors present at any duly constituted meeting, may give or confer on such member such award or citation in recognition of the unusual, extraordinary, or distinguished service of such member as the General Council may deem fitting and appropriate. The presentation of such award or citation shall be made at the next succeeding Triennial Delegate Assembly.

Section 14.4. Corporate Fiscal Agent: The General Council may, by the By-laws of UBF, authorize and empower the Executive Committee to form and organize, under the laws of any state of the United States, corporations or associations which shall become the fiscal agents of the Executive Committee and of the Treasurer, to hold and administer a part or all the funds and properties of UBF and to have custody of the funds and property in its treasury. The members or stockholders of such corporations or associations shall be limited to the members of the Executive Committee. Said corporations or associations shall have such form and organization and such powers as the By-laws shall provide.

Section 14.5. Miscellaneous Corporations: The General Council may, by the By-laws of UBF, authorize and empower the Executive Committee to form and organize, or cause to be formed and organized, under the laws of any state or states of the United States or under the laws of any other country, other corporations or associations, for profit or not for profit, which shall be appropriate, expedient, or useful in carrying out or in assisting to carry out the purposes, functions, and affairs of UBF, and for holding, managing, operating, using, or placing to profit any part or portion of the properties of UBF, such corporations or associations to have such powers, names, and organizations as the By-laws shall provide.

Problems and Solutions

The revised constitution leaves out many unnecessary provisions currently in the

constitution and provides for the UBF constitution to be the bylaws for our incorporation in the State of Illinois. This dissolves the Fifth Epochal Fellowship Corporation. Indemnification is thus assured.

Transition in the Revised Constitution

ARTICLE XII

TRANSITION

Section 12.1. Governing Board Transition: The first item of business upon the adoption of this revised Constitution will be by secret ballot to elect twenty-four (24) members to comprise the UBF Governing Board. All General Councilors with remaining terms are eligible to be elected as inaugural Governing Board members. If fewer than twenty-four (24) eligible candidates agree to be nominated, then the General Councilors shall nominate and elect a sufficient number of Governing Board members from among UBF Members of record to equal twenty-four (24). The Governing Board shall hold an election to determine Governing Board terms. Unless the procedure is amended by a minimum of thirteen (13) Governing Board members, eight (8) members receiving the most votes shall hold office for a six (6) year term, and those eight (8) members receiving the next highest votes shall hold office for four (4) year terms, and the remaining shall hold office for two (2) year terms.

Section 12.2. Officers Transition: At the inaugural meeting, the Governing Board shall elect UBF Officers.

Section 12.3. Judicial Commission Transition: Unless the procedure is amended by a minimum of thirteen (13) Governing Board members, at the inaugural meeting, the Governing Board shall elect a Judicial Chair from among the members of the Governing Board, serving four (4) years and appoint an additional four (4) Judicial Commission members and designate the length of their terms, two members serving two (2) year terms and two serving four (4) year terms.

Section 12.4. Committees Transition: Current standing, ad hoc, and Departmental Committees shall be directed by the Management Team and, after consulting with the outgoing Service Team and committee chairs, be reorganized to best implement the Strategic Plan.

Section 12.5. Voting Member Transition Requirement: For the inaugural Scheduled Election and expiring in 2027, in addition to the requirements defined in Section 1.3, UBF Members shall be Voting Members who also have read the entire *Urantia Book*.

Section 12.6: Operations Manual Integration: The Governing Board shall create an Operations Manual Commission that shall be responsible to:

- (a) Create, modify, and maintain an Operations Manual, Ensure that the Operations Manual is fully responsive to and consistent with this Constitution,
- (b) Review current UBF policies and procedures to determine which should be incorporated into the manual, modified, or dropped, and
- (c) Review the ongoing needs of the Governing Board and Management Team to develop and propose new policies.

Section 12.7: Nominations Transition: By the second meeting of the Governing Board, the Chair shall appoint a delegate from a Society as a Nominations Transition Chair, who shall select additional members to form a Nominations Transition special committee. Within 180 days, the Nominations Transition special committee shall develop a recommendation for a Nominations Commission process to include:

- (a) Opportunity for all eligible UBF Members to run for the Governing Board,
- (b) Composition of Nominations Commission membership,
- (c) Requirements of Governing Board nominees,
- (d) A method to prescreen candidates to verify that they have adequate skill sets and track record of accomplishments to be a productive member of the Governing Board,
- (e) Additional process components as recommended by the Nominations Commission, and
- (f) Whether the recommended process should be included in the Operations Manual or amended into Section 4.17.

Problems and Solutions

This Article attempts to solve the many potential problems that might arise during transition to the newly revised constitution once ratified.

Illinois Law for non-profits can be found [HERE](#)