



## **PROPOSED CONSTITUTION OF THE URANTIA BOOK FELLOWSHIP**

### **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.

### **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*.

### **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: Eligible UBF Members may apply to become a Voting Member by completing a voting membership application. 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 Voting Member Eligibility: UBF Members may become eligible to apply to become a Voting Member who has been a Member for 1 year or more, and meet three of these four criteria:

- (a) Attests to having read or listened to *The Urantia Book* in its entirety.
- (b) Provides evidence of service to the Revelation.
- (c) Submits recommendations from at least two (2) Voting Members.
- (d) Provides evidence of participation in a Urantia Book Study Group.

Section 1.5 Application Review: The Governing Board shall maintain in the Operations Manual a process for soliciting, reviewing, and accepting or rejecting Voting Member applications.

Section 1.6 Final Authority: The Governing Board has the final authority to accept and reject Voting Member applications and remove Voting Members.

Section 1.7. 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 1.8. Membership Removal: Beginning 2025, the Governing Board shall maintain in the Operations Manual:

- (a) A means by which the Secretary shall remove UBF Members if they remain non-contactable for an extended period, and
- (b) A means by which a member may be removed for activities that compromise the integrity of UBF by a recommendation of the Judicial Commission.

## **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.

## 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.

## 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:
  - (1) Delegate its authority and power, or part thereof, and may revoke such delegation, and
  - (2) 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. (e) The Governing Board has the final authority to accept and reject Voting Member applications and remove Voting Members.

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.

## 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.

## **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.

## **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.

## **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.

## **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.

## **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,
- (b) A minimum of thirteen (13) Governing Board members.

## **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.

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

Section 12.6: 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.