

BYLAWS

URANTIA ASSOCIATION INTERNATIONAL

*Adopted by the ISB in the month of December 2006
Adopted by the Representative Council on the 10th of March 2007*

ARTICLE I

AMENDED BYLAWS

These Bylaws were adopted by the Representative Council and the UAI International Service Board acting separately in accordance with Article XIV of these Bylaws.

ARTICLE II

PURPOSES

Urantia Association International (UAI) is intended to be a not-for-profit corporation and is organized exclusively for religious and charitable purposes pursuant to the Articles of Incorporation in the State of Illinois, United States of America. UAI serves as the international umbrella organization to establish, coordinate, and enforce international standards for Urantia Associations worldwide and is administered by a Central Administration as set forth in the UAI Charter and these Bylaws. The UAI does not control the domestic activities of constituent associations in their own countries, other than to ensure adherence to the international standards provided herein and adopted by the Representative Council (RC) from time to time.

The purposes of UAI and its constituent associations are more fully described in Article 1 of the UAI Charter.

ARTICLE III

INDIVIDUAL MEMBERSHIP

Section 3.1: Types of Memberships. (Refer to Article 3 of the UAI Charter)

A member can be a member only in one constituent association of the UAI.

Section 3.2: Membership Qualifications

Section 3.2.1: Membership qualifications of each category of membership are determined in Article 3 of the UAI Charter.

Section 3.2.2: It shall be the responsibility of members to pay any applicable dues promptly and to provide the Secretary of their associations with written notice of any changes in address, primary telephone number, fax number (optional) and email address (optional).

Section 3.3: Rights of Full Members, Members-at-Large, Associate members at large and Associate Members. Members shall have the right to:

1. Participate in all activities of the UAI at the local, national, and international levels, as provided in these Bylaws.
2. Full members shall have the right to vote in the elections of their Association.
3. Full members shall have the right to run for, or receive appointment to and hold any office or position for which such member is qualified, as provided in these Bylaws, the bylaws of the member's Local and/or National Association, and any rules adopted by the UAI or the member's Local and/or National Association.
4. Members-at-large shall enjoy all of the benefits of full members except that they shall not be eligible to vote or to run for, be appointed to, or hold any office or other appointive position, including chair or co-chair of any committee, in a Local or National Association, or in the Central Administration.
5. In associations where the associate member category is authorized, an associate member shall enjoy all of the benefits of full members except that they shall not be eligible to vote or to run for, be appointed to, or hold any office or other appointive position, including chair or co-chair of any committee, in a Local or National Association or in the Central Administration.
6. Associate members and members-at-large shall not be entitled to vote in the Central Administration and full members may only vote in the Central Administration if they have been elected to a position in the Central Administration.

Section 3.4: Change of Membership Status or Assignment. A member who changes residence shall submit an application for membership transfer to the Local Association in the geographic area of his new residence. If there is no Local Association, he shall apply to transfer to the National Association for that country. If no Local or National Association has been formed, the member shall apply to the International Service Board (ISB) to become a member-at-large. In the alternative, a member who lives outside the country of his citizenship, but desires to be an active member in the country of his citizenship, may apply to the National or Local Association of his country of citizenship for an exemption and, if accepted, may be a full member of that association.

It shall be the responsibility of the receiving association, or the Membership Chair of the ISB for members-at-large, to give notice of the transfer to the member's previous association not later than thirty days after receipt of the application for transfer.

Section 3.5: Circumstances Resulting in Termination of Membership. A membership shall be terminated on occurrence of any one or more of the following:

1. If so provided in their governing documents, associations may consider failure to pay any required dues within a reasonable time from the first due date as a resignation provided reasonable effort has been made to collect such dues.
2. Any circumstance occurs or is discovered that would have made the member ineligible to become a member.
3. A finding in an involuntary termination proceeding that the member has:
 - a. engaged in conduct in substantial conflict with the goals and purposes of the association or of the UAI,
 - b. violated the governing documents of the association or of the UAI,
 - c. exhibited a chronic lack of willingness to support the purposes and goals of the UAI or to follow established organizational procedures,

d. knowingly borne false witness against another member,

e. knowingly made a false statement in the course of his duties within the association or in the course of acting in any representative capacity for or in the name of the association,

f. knowingly made a false statement in any fact-finding proceeding conducted pursuant to the governing documents of the UAI or the member's Local or National Association, or

g. either engaged in actions or conduct or supported actions or conduct by others that constitute a violation of the license agreement between Urantia Foundation and the UAI or his constituent association.

Section 3.6: Procedure for Involuntary Termination of Membership.

Section 3.6.1. Submission of Petition for Involuntary Termination. The Membership Committee of the member's association, or any five full members of said association, may submit to the association's Governing Board a written petition for involuntary termination of the membership of another member of the same association. The petition shall state the grounds for termination of membership and be substantiated with evidence.

Section 3.6.2. Governing Board Consideration. After the Governing Board has provided the respective member an opportunity to be heard, the Governing Board shall determine whether this petition for involuntary termination of membership shall be submitted to an association meeting. The Governing Board shall then either call a special meeting of the association to consider the case, or include the item in the agenda of the next association meeting.

Section 3.6.3. Decision by Association Members. At a meeting of the member's association, the proposed resolution to terminate the membership shall be presented by any of the members of the Governing Board. The member whose termination is being considered is entitled to present his own case in person. After a discussion of the case, a secret ballot shall be taken. The decision of a majority of members present at the meeting shall be final. In case of a tie, termination will not be effected. The Secretary of the association shall, in writing, communicate the decision to the member within thirty (30) days thereafter.

Section 3.6.4. Membership Status During Termination Proceedings. During the review process, the member whose termination is being considered shall retain all rights of membership unless a special request has been made in the petition to suspend membership rights during the review process. Such a request shall be considered separately by the Governing Board and, if granted, will be effective immediately and shall remain in effect until superseded by a final determination regarding termination by a vote of the members' association.

ARTICLE IV

LOCAL AND NATIONAL ASSOCIATIONS

Section 4.1: Associations

Section 4.1.1. National Associations and Local Associations in Areas Where no National Association Exists. The Membership Committee of the International Service Board (ISB) shall receive and evaluate requests for admission as a National Association of the UAI, or if the association does not qualify as a National Association, then as a Local Association in an area where no National Association exists (referred to as "National Association" in this section). The Charter and Bylaws Committee shall review the proposed governing documents for a new National Association for compatibility with the UAI Charter and Bylaws. If it appears to the Membership Committee and the Charter and Bylaws Committee that the group is eligible for admission as a constituent association of the UAI, the Membership Chair and

the Charter and Bylaws Committee Chair shall submit a proposed resolution authorising admission of the new association for consideration by the ISB and, upon ISB approval, by the Representative Council (RC). Upon the approval of the RC, the ISB shall contact Urantia Foundation to request a trademark licence agreement for the new association to be executed along with the UAI Charter Agreement. Upon execution of the Charter Agreement and Trademark Licence Agreement, the National Association shall be entitled to full voting privileges in the RC, and in the case of a Local Association where no National Association exists, the association's president and Vice-President shall be entitled to participate as non-voting members of the RC.

Section 4.1.2. **Constituent Associations.** When a new National Association is formed in a country where two or more Local Associations already exist, those Local Associations shall become constituents of the National Association and shall enter into a Charter Agreement with the National Association in place of the original agreement with the UAI.

Section 4.1.3. **Local Associations in Countries Where a National Association Exists.** National Associations shall be responsible for entering Charter Agreements with Local Associations within the geographic region encompassed by their National Association. The Membership Committee or other Committee of the National Association shall receive and evaluate such requests for admission, and advise the Governing Board of the National Association when a group is eligible for admission as an association. When a National Association decides to admit a new constituent association, the National Governing Board shall enter a Charter Agreement with the new association and shall contact Urantia Foundation to request a trademark licence agreement for the new association.

Section 4.1.4. **Local Associations Eligible to Become National Associations.** A Local Association where no National Association exists may later request to become a National Association of the UAI if it meets the eligibility requirements; provided, however, that if two or more Local Associations exist in the same country they shall form a council consisting of their Local Presidents and Vice-Presidents. This Council of Local Presidents and Vice-Presidents shall manage the national UAI affairs in its country, and shall integrate and coordinate the functions of the Local Associations nationwide, including any request for admission as a National Association of the UAI and election of officers for the National Association.

Section 4.1.5. **Minimum Size.** Local Associations shall have a minimum of ten (10) full members; National Associations shall have a minimum of thirty (30) full members. A Local Association having twenty or more members may apply to amend their Charter Agreement to divide into two or more Local Associations, provided that after the division, each of the resulting Local Associations has at least ten members. Any such application must be based on the affirmative vote of a majority of the association's voting members and must be directed to the ISB in the case of a Local Association where no National Association exists, or to the National Association with which the Local Association is associated.

Section 4.1.6. **Separate Incorporation.** All associations that enter into Charter Agreements with the UAI shall be organized as non-profit entities under the laws of the area where they are formed in the manner most suitable to the association. National Associations may require Local Associations in their territory to be organized as distinct non-profit entities or as chapters or branches of the National Association.

Section 4.1.7. **Limits on National Associations.** No more than one National Association may be chartered in any country, and the country must be one recognized by the United Nations.

Section 4.1.8. **Limits on Local Associations. (Refer to Section 2.4.b.ii of the UAI Charter)**

Section 4.1.9. **Required Qualified Officers.** No association may be chartered until a minimum of four (4) members is qualified to act as officers. In the event of a vacancy in the office of a Governing Board, the remaining officers shall appoint a qualified member to serve until a replacement is elected.

Section 4.1.10. **Change of Status.** If the membership in a Local Association falls below ten members, or if the association has less than four qualified and elected officers for a period of more than one year, the

association may be placed on inactive status by the National Association with which the Local Association is associated or by the ISB if no respective National Association exists.

When an association is placed on inactive status, all association funds shall immediately be turned over to the Treasurer of the National Association with which the Local Association is associated, or to the Chief Financial Officer of the ISB if no respective National Association exists, and shall be held in reserve for the association until the association is reactivated or for one year, whichever is less. If the association is not reactivated within one year, the association shall be dissolved and any funds held in reserve shall be distributed as set forth under the association's provisions in the event of dissolution. In the event an association's governing documents do not contain a provision related to distribution of funds upon dissolution the funds shall be distributed to UAI and deposited by the Chief Financial Officer (CFO) or the UAI executive administrator into the operations bank account.

Should the membership of a National Association fall below 30 members, the ISB shall declare it to be a Local Association.

Section 4.1.11. Expulsion of a National Association or a Local Association in an Area Where No National Association Exists. (Refer to 2.4.7 and 2.4.8 of the UAI Charter)

Section 4.1.11.1. The ISB shall examine the allegations of any petition for expulsion and may elect an ad hoc sub-committee from among the ISB members to oversee the examination. The ISB shall present its findings, as adopted by a majority of the members of the ISB, to the RC in the form of a summary report and recommendation. If the ISB finds that grounds for expulsion exist, it shall simultaneously present a proposed resolution to the RC to expel the association from UAI.

Section 4.1.11.2. The members of the RC shall have an opportunity for review and discussion of the proposed resolution. The President and Vice-President of the Association whose expulsion is being considered may participate in the discussion but are not entitled to vote on the resolution for expulsion of their Association. A resolution to expel an Association from the UAI requires a sixty percent majority vote cast of the RC.

Section 4.1.11.3. When the RC passes a resolution to expel an association, the association is immediately suspended from participation as an active association. The association may, within fifteen days of the resolution, appeal to the Judicial Commission to review the decision. The Judicial Commission will request the complete file of evidence considered by the ISB and a transcript of the discussion and vote by the RC. Within its sole discretion the Judicial Commission may request or consider such other evidence as will best ensure that justice is served. The Secretary of the ISB shall provide a copy of the aforesaid documents to each member of the Judicial Commission within fifteen days of their request. The Judicial Commission must issue its decision within ninety days thereafter, which decision is final and binding.

Section 4.1.11.4. If no appeal to the Judicial Commission has been filed within fifteen days after the RC passes a resolution to expel an association, or if an appeal to the Judicial Commission results in a determination affirming the validity of the resolution to expel an association, the ISB shall promptly execute such documents as may be necessary to effect the expulsion and revoke the Charter Agreement between the Association and the UAI, and shall notify Urantia Foundation of the expulsion of the Association from the UAI.

Section 4.2: Local and National Associations

Section 4.2.1. **Adoption of Bylaws.**(Refer to Sections 2.4.2 and 2.4.3 of the UAI Charter)

Section 4.2.2. **National Associations' Autonomy.** (Refer to Section 2.4.4 of the UAI Charter)

Section 4.2.3. **National Associations' Authority/Responsibility.** Each National Association has authority and responsibility for the national affairs of UAI within its geographic region by integrating and

coordinating events, activities, or other matters that affect the National Association as a whole. It shall also establish standards for Local Urantia Associations within its region in regard to matters that affect the National Association as a whole.

The National Association shall:

- a. be responsible for forming Local Associations within the geographic region encompassed by their National Association and entering Charter Agreements with new Local Associations,
- b. represent its members and Local Associations in and to the Central Administration of UAI by having its President and Vice-President participate as members of the Representative Council,
- c. conduct all national level UAI activities within the geographic boundaries of the region in which the association is chartered,
- d. help to integrate and coordinate the needs and activities of its Local Associations, if applicable,
- e. foster study groups within the area of the association.

Section 4.2.4. Local Associations' Autonomy. (Refer to Section 2.4.4 of the UAI Charter)

Section 4.2.5. Local Associations' Authority/Responsibility. A Local Association has the authority to:

- a. conduct all UAI activities at the local level within the designated geographic area or stated purpose designated for the association pursuant to its Charter Agreement,
- b. foster study groups within the designated area of that association,
- c. represent, through the President and Vice-President as non-voting members of the Representative Council, its members in and to the Central Administration of UAI if there is no National Association in the country,
- d. represent, through the President and Vice-President, its members in and to the Council of Local Presidents and Vice-Presidents that administers the National Association.

Section 4.2.6. Governing Boards. Each association shall have a Governing Board consisting of at least the following officers: a President, a Vice-President, a Treasurer, and a Secretary. Chairmen of standing committees of the association may also serve as voting or non-voting members of the Governing Board, if permitted by the bylaws of the association. Officers shall hold staggered, two-year terms. When a new association is chartered, two of the initial officers shall be elected for one or three-year terms. The term of a chairmanship of a standing committee represented on the Governing Board shall not exceed two years, whether it is an elected or appointive position. Each association may fix the number of consecutive terms an individual may serve on the Governing Board up to a maximum of five (in one or any combination of offices), provided that in the absence of any provision in the bylaws of an association, the maximum number of consecutive terms an individual may serve in any one office shall be two and the maximum number of consecutive terms an individual may serve in any combination of offices on the Governing Board shall be five.

Section 4.2.7: Voting Members of National Associations with Two or More Local Associations. The voting members of a National Association with two or more constituent Local Associations shall be the Presidents and Vice-Presidents of the constituent Local Associations

Section 4.2.8. Association Meetings. The Governing Board of each association shall convene a meeting of the voting members of the association at least once each year and such other meetings as the

Governing Board may deem necessary or as requested by one third of the members of the association. Meetings may be held by electronic means provided all members have an opportunity to participate.

Section 4.3: Administration of Joint Activities

Section 4.3.1. Any event or activity organized by more than one association, including the Representative Council, shall be jointly administered. At the time the decision is made to hold the event or participate in a joint activity, the participating associations shall jointly agree upon and assign specific responsibilities, authorities, and accountabilities.

Section 4.3.2. A National Association shall have the authority to approve the agenda and budget and shall have final responsibility for all national events and activities that take place within its jurisdiction.

Section 4.3.3. Upon the recommendation of the ISB, the RC shall approve the agenda and budget and shall have final responsibility for all international UAI events and activities.

ARTICLE V

CENTRAL ADMINISTRATION

Refer to Article 2 of the UAI Charter.

ARTICLE VI

INTERNATIONAL SERVICE BOARD (ISB)

Section 6.1: Powers and Duties

Section 6.1.1. **General Powers and Duties (Refer to 2.1.1 of the UAI Charter).** In addition to powers set down in the UAI Charter, the ISB shall maintain and foster a relationship of interdependence between UAI and Urantia Foundation. The ISB shall also be responsible for:

- a. long range planning for UAI,
- b. preparation of an annual budget for the Central Administration, which shall be submitted to the RC for approval,
- c. supervising implementation of the budget,
- d. entering Charter Agreements with National Associations and Local Associations in areas where no National Association exists, and
- e. for any and all legal business of the UAI, including but not by way of limitation,
- f. the Licence Agreement with Urantia Foundation,
- g. maintaining the tax-exempt status of the UAI,
- h. preparing and filing income tax returns, and

i. any and all other required corporate reporting or filings with the United States or the State of Illinois governmental agencies.

Section 6.1.2. **Specific Powers.** The International Service Board shall have the power to:

a. appoint and remove all agents and employees; prescribe powers and duties for them that are consistent with the law, the Articles of Incorporation, the UAI Charter, and these Bylaws; and fix their compensation, provided such compensation is within the budget approved by the RC,

b. conduct and manage the UAI's affairs and, acting in cooperation with the RC, make such rules for this purpose, consistent with applicable law, the Articles of Incorporation, UAI Charter, and these Bylaws, as the ISB deems necessary and proper. The RC shall ratify all such rules before they can become effective,

c. borrow money and incur indebtedness on the UAI's behalf, and cause to be executed and delivered for the association's purposes, in its name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities,

d. exercise all other powers conferred by the General Not for Profit Corporation Act of the State of Illinois, USA, or other applicable laws, and not inconsistent with the Articles of Incorporation of UAI,

e. adopt and use a corporate seal and alter the form of the seal.

Section 6.1.3. **Contracts, Loans, Checks, Deposits, Funds, and Budget**

a. **Contracts.** The ISB may authorize any officer or officers, agent or agents of the UAI, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the UAI, and such authority may be general or confined to specific instances.

b. **Loans.** No loans shall be contracted on behalf of the UAI and no evidences of indebtedness shall be issued in its name unless authorised by a resolution of the RC. Such authority may be general or confined to specific instances.

c. **Checks, Drafts, Internet Transactions, etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the UAI, shall be signed, or the respective Internet transactions executed, by such officer or officers, agent or agents of the UAI and in such manner as shall from time to time be determined by resolution of the ISB. In the absence of such determination by the ISB, such instruments shall be signed and such transactions executed by the Chief Financial Officer or an assistant financial officer and countersigned by the President or the Vice-President of the UAI. The ISB shall by resolution establish check signing and Internet transaction executing authority and an absolute limit on a single check or checks, or Internet transactions on a single signature and otherwise require dual check signature and/or validation. Any future mechanism that provides the same security of dual signature control may be adopted in lieu of or in addition to this provision by resolution of the ISB.

d. **Funds.** All funds of the UAI shall be deposited from time to time either to the credit of the association in such banks, trust companies, or other depositories as the ISB may select or shall be invested in such other manner as the ISB may select.

e. **Gifts.** The ISB may accept on behalf of the UAI any dues, fees, assessments, contributions, gifts, bequests, or devises for the general purposes or for any special purpose or project of the UAI. The ISB must receive, in writing, the terms of any restricted gift; otherwise the gift will be accepted only as an unrestricted gift.

f. **Budget.** (Refer to section 2.2.6 of the UAI Charter). The budget of the Central Administration shall be prepared by the ISB and submitted to the RC by the first day of the last quarter preceding the

commencement of the fiscal year for which the budget is intended. In the event that within sixty days of submission thereof by the ISB, the RC fails to pass the budget as submitted by the ISB or as subsequently amended by the RC, it shall be sent to an ad hoc budget committee. The ISB shall appoint three of its members, one of whom shall be the Chief Financial Officer who shall chair the committee, and the RC shall elect four of its members to serve on the budget committee. Each member shall have equal votes. Adoption by the Budget Committee pursuant to this procedure shall be deemed to constitute adoption by the ISB and the RC.

Section 6.1.4. **Conflicts of Interest.** The UAI shall not enter into any contract with any member of the Central Administration or with any other corporation, firm, association, or other entity in which one or more members of the Central Administration have a material or financial interest, directly or indirectly, or are members or officers unless:

- a. the transaction is approved or ratified in good faith by the ISB and RC, after notice and disclosure of the material facts concerning the transaction and the interest of the member in the transaction; and
- b. the material facts regarding the interest of such member in such contract or transaction are fully disclosed in good faith and are noted in the minutes, or are known to all ISB and RC members before consideration by the ISB or RC of such contract or transaction; and
- c. such contract or transaction is authorized in good faith by a majority of votes cast by the ISB and RC sufficient for that purpose without counting the vote of the interested member or officer; and
- d. before authorizing or approving the transaction, the ISB and RC consider and in good faith decide after reasonable investigation that the UAI could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- e. the UAI enters into the transaction for its own benefit and the transaction is fair and reasonable to the UAI and in furtherance of its purposes.

Section 6.2: Number, Qualifications (Refer to 2.1.3 of the UAI Charter). The composition of the ISB shall, subject to the availability of qualified members, reflect the international nature of the UAI.

Each ISB member shall be a full member of UAI and possess such other qualifications as may be specified by resolution by the RC from time to time. An ISB member may not simultaneously hold any other office in the Central Administration, hold office on a Governing Board of any National Association, or be employed as an employee or independent contractor of UAI. It is preferable if members are conversant in English due to the practical difficulties of securing sufficient translators for the volume of communications necessary for an active board.

Section 6.3: Election, Terms of Office

Section 6.3.1. Election.

a. **Nominations.** Six months prior to expiration of any ISB term, or immediately upon the occurrence of a vacancy on the ISB, the President shall issue a call to the ISB and the RC for nominations to be submitted to the Secretary within 45 days. The call for nominations shall include the position title(s), the term(s) of office, and required or recommended qualifications for the office(s). The members of the RC shall thereupon call for nominees from their Governing Boards and their Councils of Local Presidents and Vice-Presidents, if applicable, and shall encourage the call for nominees to be broadly communicated within their associations through available communications vehicles.

Nominations for any position on the ISB may be made (1) by any current ISB member, (2) by any member of the RC, (3) by any National or Local Association, (4) by a nomination signed by at least ten full members and/or members-at-large, in any combination of these two categories.

Nominations must state the position for which the candidate is nominated and certify that the candidate is willing and able to serve and meets the qualifications for the position. Nominations must also include background information regarding the candidate's administrative experience, references, language skills, prior UAI service, and any information pertinent to the candidate's qualifications to serve as a member.

Within 15 days after closing of the nomination period, the Secretary shall compile all nominations and present a list of candidates to the Election Committee of the RC along with the background information on each candidate.

Exception. If, prior to the receipt of other nominations to fill a vacancy, one or more current ISB members are nominated by a member of the ISB to fill the vacancy, then the RC shall vote on whether to proceed with the election prior to receiving other nominees. If the RC votes to proceed with an election and elects an ISB member so nominated, then a new vacancy shall be declared to exist as to the elected member's former ISB position, for which nominations shall be sought as described above. If the RC decides not to proceed with elections prior to receiving nominations, or fails to elect the current member to the new position, then nominations and election to fill the vacancy shall proceed in the manner outlined in these Bylaws.

b. **Election Committee.** Whenever the President calls for nominations of ISB candidates, the President shall call for nominations from among the members of the RC to serve as an Election Committee. The Election Committee Chair and two committee members shall be elected from among those nominated by the affirmative vote of a simple majority of votes cast by members of the RC. The Election Committee shall be entitled to cast ballots at the same time as other members of the RC.

It shall be the responsibility of the Election Committee to conduct elections in accordance with these Bylaws in any manner that reasonably allows all voting members equitable participation. The Election Committee shall distribute ballots to all eligible members of the RC and shall collect and tally the ballots and certify and announce the election results. After the Election Committee certifies the election results, the committee shall dissolve.

In case the election is conducted through email, the ISB shall devise a balloting system that will guarantee secrecy of the ballots.

c. **Election Procedure.** When nominations for multiple ISB positions are called for at the same time, elections shall be conducted in the following order of precedence: President, Vice-President, Chief Financial Officer, Secretary, Communications Chair, Education Chair, Membership Chair, Charter and Bylaws Chair, Conference Chair, Dissemination Chair, Translation Chair, Study Group Chair, and followed by any positions created subsequent to these Bylaws by action of the RC, in the order in which such positions were created. Should the elections be conducted by the means of email exchange, multiple elections may be conducted concurrently with each other, thus, this list of preferences may be ignored.

The members of the ISB shall be elected from among the qualified candidates nominated to fill an ISB position. Elections shall be held in closed sessions of the RC outside the presence of officers and other ISB members (hence, outside the RC email list, if conducted by email posts), with the Chair of the Election Committee presiding and the two members of the Election Committee serving as tellers to count the ballots and record election results. ISB members shall be elected by an affirmative vote of at least sixty percent of the votes cast by the members of the RC.

In the event no nominee is elected in the initial balloting, and if more than two candidates for a position appeared on the initial list of candidates, then the Election Chair shall conduct a second vote with a new list containing only the two candidates who received the highest number of votes in the previous election.

In the event no nominee is elected pursuant to these criteria after the second ballot, or if there were not more than two candidates on the initial list of candidates, then only upon motion passed by a simple

majority of the votes cast on the matter by members of the RC an additional election shall be called with the same candidate(s).

If no resolution for an additional election is passed, or if following the additional election, no candidate has been elected by the affirmative vote of at least sixty percent of the votes cast by members of the RC, then the Election Chair shall call for a vote upon the question of whether the President should issue a call for additional nominations, to be decided by a simple majority of the votes cast on the question.

If a majority vote in favor of soliciting additional nominations, the Election Chair shall notify the President. The President shall call for nominations under the same procedure as the initial call, provided, however, that the period for submitting any new nominations shall be limited to thirty days. The Secretary and Election Committee shall perform their responsibilities in the election process in the same manner as for an initial election.

In the event a majority does not vote in favor of soliciting additional nominations or no nominations are received, then a final ballot shall be conducted. The candidate receiving a simple majority of the votes cast on this final ballot shall be elected.

Upon the election of an ISB member, the Election Committee shall certify the election results to the RC and to the Secretary, who shall make the election a part of the official records of UAI and shall communicate the election results to the members of the ISB and the Judicial Commission.

Section 6.3.2. **Terms. (Refer to 2.1.5 of the UAI Charter)** ISB service for less than a full 4-year term shall not be counted toward the two consecutive term limitation, but in any event the total consecutive service on the ISB may not exceed ten years. The terms of ISB members shall be staggered.

Section 6.3.3. **Removal.** Any ISB member may be removed with or without cause, by a sixty-percent majority of the votes cast by the members of the RC. Any two ISB members, any two RC members, or any National Association may petition the RC to commence proceedings for removal of an ISB member. Removal as an ISB member constitutes removal from any office held as a member of the ISB.

Section 6.3.4. **Resignations.** Notice of resignation by an ISB member shall be given to the President or Secretary of the ISB. The resignation shall be effective on the date the notice is given unless the resigning member specifies a later date for the resignation to become effective. If a member's resignation is not effective immediately, the RC may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of the State of Illinois, USA, no ISB member may resign if the UAI would be left without any voting members. Resignation as an ISB member constitutes resignation from any office held as a member of the ISB.

Section 6.3.5. **Vacancies.** A vacancy or vacancies on the ISB shall occur in the event of (a) the death, resignation, or removal of any ISB member; (b) the declaration by ISB resolution of a vacancy of the office of an ISB member who has been convicted of a felony or equivalent crime, or declared of unsound mind by a court order; (c) the removal of a member for fraudulent acts in an action in any court of competent jurisdiction; (d) the declaration by the ISB resolution of a vacancy of the office of a member who no longer meets the qualifications for membership in the UAI or whose membership in the UAI has been terminated; (e) the failure of the RC to elect an ISB member to each vacancy.

Section 6.3.6. **Acting Officers and Committee Chairs in the Event of a Vacancy.** When a vacancy occurs with respect to any officer or committee chair of the ISB other than President, the ISB, by a majority of votes cast, shall elect a remaining ISB member to act in the capacity of said vacant office until a candidate is elected by the RC to fill said vacancy. When a vacancy occurs in the office of President, the Vice-President is automatically empowered to act as President until the RC elects a President. An ISB member's duties as acting officer or committee chair during a vacancy shall be in addition to the duties of the office to which the RC elected him.

Section 6.4: Meetings

Section 6.4.1. **Regular Meetings in Continuous Session.** The ISB shall meet in open-ended session conducted via email or such other means of communication that reasonably allows for participation by all members as the ISB may from time to time adopt for regular meetings.

Section 6.4.2. **Annual Meeting.** The ISB shall call an annual meeting for the transaction of any proper business no later than the third quarter of every calendar year. Unless there is a compelling reason to hold the annual meeting at another time, it shall coincide with the UAI Conference during years when an international conference is held. The ISB members shall attend the annual meeting of the ISB in person, if reasonably possible. If at least a quorum can attend in person, the annual meeting may be held in person. If less than a quorum can attend in person, the annual meeting shall be held in the same manner as a regular meeting.

Section 6.4.3. **Special Meetings.** Special meetings, including additional in-person meetings of the ISB, may be called by the President or any two ISB members provided all members are notified of the meeting agenda, time, date, and location by mail or via electronic means (email, telephone, facsimile, etc.) at least ten (10) days prior to the meeting date, unless all members of the ISB agree to meet without service of notice.

Section 6.4.4. **Joint Session of the ISB and RC.** The ISB or the RC may call a joint session of the ISB and the RC. The session may be conducted via electronic means of communication. The joint session is designed to share information; no official actions may be taken, but a joint meeting may recommend that an action be taken by the ISB or the RC.

Section 6.4.5. **Place of Meeting.** ISB meetings may be held at such place or places as may from time to time be fixed by the ISB, or as may be fixed by the person or persons authorized to call such meetings. For meetings conducted by telephone conference, email, or other means of communication, the manner of gaining access to and participating in the meeting shall be designated in lieu of a meeting place.

Section 6.4.6. **Notice, Conduct, and Attendance of Meetings.** Written notice of the date, time, and place of any meeting of the members shall be delivered, either personally or by mail, or email, to each member at his address as shown on the records of the UAI, by or at the direction of the President, the Secretary or the persons calling the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is being called. Once a new ISB member has been elected by the RC, he shall be included immediately in the regular meeting in continuous session. Notice of an annual meeting shall be delivered no less than thirty (30) and no more than sixty (60) days before the date of the meeting. Notice of any special meeting of the ISB shall be delivered no less than ten (10) and no more than sixty (60) days before the date of the meeting. If mailed, the notice shall deem to have been delivered when postmarked in the country of origin with postage prepaid thereon. If notice is given by email, the notice shall deem to have been delivered when the email is sent, provided no failure message is received by the sender.

A meeting of the ISB may be convened without the aforesaid notice provided all ISB members agree to do so. The attendance of a member at any meeting shall constitute an acknowledgment of receipt of proper notice of the meeting, except when a member attends a meeting for the limited and express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

Any UAI meeting may be held via an exchange of email messages, by conference telephone, video screen communication, or other communications equipment or technology permitting secure remote conferencing. Participation by one or more members by the means provided in this paragraph shall be permitted in lieu of personal attendance, provided all of the following apply:

- a. Each member participating in the meeting can communicate with all other members.

b. Each member is provided the means of participating in all matters considered at the meeting, including the ability to propose agenda items and to interpose objections to any matter considered at the meeting, and to participate in any votes.

c. Subscription to the email list for regular ongoing meetings shall be deemed attendance at such meetings, but the Secretary shall conduct a quarterly roll call to ensure that members' email addresses are valid. Failure to respond to a roll call shall be deemed absence from such meeting until notice of attendance is given to the Secretary.

Section 6.4.7. **Quorum.** The presence of fifty (50) percent of ISB members shall constitute a quorum for the transaction of business at any meeting of the members; provided, however, that if fewer than fifty percent of the members are present at any ISB meeting, a majority of the members present may adjourn the meeting to another date, time and place, without further notice than announcement at the meeting, which announcement shall be communicated without delay to all members who did not attend the adjourned meeting.

Section 6.5: Manner of Acting

Section 6.5.1. **Act of the ISB.** Only acts approved at a properly convened ISB meeting shall constitute the act of the ISB. An affirmative vote by the regular voting procedures is required to pass any action by the ISB unless otherwise specified in the UAI Charter or Bylaws or unless the law requires a greater percentage.

Section 6.5.2. **Submission to the RC.** The ISB is empowered to carry out actions previously approved through budgets, policies, or resolutions passed by the RC. Whenever, in the judgment of one-third of the ISB members present at a meeting, a decision to take any action involves a matter of principle or basic policy or a matter not previously authorized by budgets, policies, or resolutions passed by the RC, the matter shall be submitted to the RC for a vote prior to proceeding, and the ISB is expected to refrain from taking such action until or unless approved by the action of the RC.

Section 6.6: Compensation

No ISB member shall be entitled to compensation by the UAI for his services as an ISB member, but by resolution of the RC, each ISB member may be allowed a fixed sum and/or reasonable travel expenses (not to exceed actual expenses incurred) to attend each meeting of the ISB.

Section 6.7: Officers and Committee Chairs

Section 6.7.1. **Purpose.** The officers and committees of the ISB shall plan, coordinate, and carry out the activities of the UAI that are international in scope and have been authorized by the RC. They also serve as an information resource for the constituent associations by compiling and sharing information and experience of other associations.

Section 6.7.2. **Qualifications.** Each officer and committee chair of the ISB shall be a current member of the ISB and shall meet such other qualifications as established from time to time by the RC. The election of an officer or committee chair shall not create contract rights. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the ISB.

Section 6.7.3. **Officers. (Refer to 2.1.3 of the UAI Charter).** The officers of the ISB shall constitute the Executive Committee of the ISB. The ISB may by resolution appoint assistant financial officers and/or assistant secretaries, as necessary, but unless the appointee is an elected member of the ISB, he may not vote and may attend meetings only at the request of Executive Committee. Officers shall be responsible for the faithful execution of their duties and are accountable to the ISB, RC, and UAI members therefor.

Section 6.7.3.1. **President.** The President is the Chief Executive Officer of the UAI. The President shall:

- a. Subject to the direction and control of the ISB and the RC, have charge of the business and affairs of the UAI.
- b. Oversee the execution by the members of the ISB and its committees of the resolutions and directives of the RC.
- c. Serve as the spokesperson for the UAI.
- d. Preside at meetings of the ISB, Executive Committee, and RC.
- e. Submit budgets and resolutions proposed by the ISB to the RC for review and ratification.
- f. Submit approved quarterly reports of ISB activities to the RC.
- g. Submit approved minutes of all ISB and Executive Committee meetings to the RC.
- h. Serve as liaison between the UAI and the Urantia Foundation.

The President

- i. May execute for the UAI any contracts, deeds, mortgages, bonds, or other instruments that the ISB or the RC has authorized to be executed, according to the requirements of the form of the instrument.
- j. May vote all securities that the UAI is entitled to vote, by proxy or otherwise, and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the ISB or the RC.

Section 6.7.3.2. **Vice-President.** The Vice-President shall assist the President in the discharge of his duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him by the President, the ISB, or the RC. If the President is absent from a meeting, incapacitated, or should the President so request, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6.7.3.3. **Chief Financial Officer.** The Chief Financial Officer shall be the principal accounting and financial officer of the UAI and shall:

- a. Have charge of, and be responsible for the maintenance of adequate books of account for the UAI and for preparation of quarterly financial reports to the ISB and the RC.
- b. Have charge and custody of all funds and securities of the UAI, and be responsible therefor, and for the receipt and disbursement thereof.
- c. Prepare a budget proposal of the Central Administration for each year for the ISB and the RC to act upon.
- d. Communicate with the treasurers of National Associations regarding annual contribution reports and confirm receipt of the annual report from each association.
- e. Serve as chairperson of any finance or fundraising committees and budgetary committee that may be formed.

f. Through any finance committee or a separate fundraising sub-committee, be responsible for the solicitation of contributions; prepare and send solicitation letters; prepare and send acknowledgement letters when donations are received; initiate and organize events to facilitate fund raising; maintain good relations and communications with donors.

g. Coordinate with accountants and auditors and oversee the filing of all necessary tax documents.

h. Perform all duties incident to the office of the Chief Financial Officer and such other duties as from time to time may be assigned to him by the President, the ISB, or the RC.

Section 6.7.3.4. **Secretary.** The Secretary shall:

a. Assist the President with preparation and distribution of agendas for face-to-face meetings of the ISB and the Executive Committee.

b. Assist the President with assembling quarterly reports to the RC of ISB activities, incorporating reports of each ISB member.

c. Cause all notices to be given in accordance with the provisions of these Bylaws or as required by law.

d. Conduct a roll call at the commencement of each meeting of the ISB, Executive Committee, and RC. For regular ongoing meetings, a roll call shall be conducted at the beginning of each calendar quarter.

e. Record minutes of the meetings of the ISB, Executive Committee, and RC in one or more books provided for that purpose. For regular ongoing meetings, minutes shall be prepared at the end of each calendar quarter.

f. Maintain a register of the postal address, telephone number, facsimile number, and email address of each Central Administration member that shall be furnished to the Secretary by each member.

g. Ensure that ISB members and officers are given access to the online Internet meetings for which they are eligible and are removed from access at the end of their terms.

h. Maintain and have general charge of all UAI records and the seal of the association.

i. Record any approved changes to the governing documents of the UAI and provide copies of the amended governing documents to each ISB, RC, and Judicial Commission member. (Refer to Section 14.3.)

j. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, the ISB, or the RC.

Section 6.7.3.5. **Communications Chair.** This officer shall perform the duties incident to chairing the Communications Committee and also shall be a member of the Executive Committee. (Refer to Section 6.9.4.b.)

Section 6.7.3.6. **Education Chair.** This officer shall perform the duties incident to chairing the Education Committee and also shall be a member of the Executive Committee. (Refer to Section 6.9.4.e.)

Section 6.7.3.7. **Membership Chair.** This officer shall perform the duties incident to chairing the Membership Committee and also shall be a member of the Executive Committee. (Refer to Section 6.9.4.f.)

Section 6.7.3.8. **Assistant Financial Officers and Assistant Secretaries.** The ISB may elect one or more Assistant Financial Officers and Assistant Secretaries. The Assistant Financial Officers and

Assistant Secretaries shall perform such duties as shall be assigned to them by the Financial Officer or the Secretary, respectively, or by the President, the ISB, or the RC.

Section 6.7.3.9. Additional ISB Committee Chairs. The ISB may form such other service, special, or sub-committees as needed, provided that an ISB member shall chair each service committee and provided that the chairs of special or sub-committees report to an ISB member. When the ISB determines that a need for a service committee exists that requires an additional ISB member to serve as chair, the ISB shall submit a resolution to the RC with a description of the proposed position, qualifications, and initial term of office. The initial term length shall be consistent with the practice of staggered elections so that approximately one-half of ISB members continue to be elected every two years. If the resolution to create an additional ISB position passes by a sixty percent majority of votes cast by the RC, a vacancy shall be deemed to exist on the ISB, which shall be filled in accordance with the provisions of these Bylaws.

Section 6.8: Executive Committee

The Executive Committee consists of the Officers of the ISB and is chaired by the President. The Executive Committee shall perform the day-to-day administrative functions on behalf of the UAI, including assembly of the ISB's quarterly report to the RC.

The Executive Committee is empowered to carry out actions previously approved through budgets, policies, or resolutions passed by the RC. Whenever, in the judgment of one third of the Executive Committee members present at a meeting, a decision to take any action involves a matter of principle or basic policy or a matter not previously authorized by budgets, policies, or resolutions passed by the RC, the matter shall be submitted to the RC for a vote prior to proceeding, and the Executive Committee shall refrain from taking such action until or unless approved by the action of the RC.

Section 6.9: Service Committees

Section 6.9.1. The ISB shall have such service committees as it determines are needed. An ISB member shall chair each committee. The ISB shall set the number of members for each of its committees, fix their terms of service, confirm and remove all members, and specify the duties of its committees. Each committee shall have at least three members, including its chair. Committee members shall be nominated by the committee chair and confirmed by a sixty percent majority of the vote cast of the ISB members. The composition of committees shall, subject to the availability of qualified members, reflect the international nature of UAI. The RC may be requested to assist in soliciting volunteers from their associations willing serve on various committees.

Section 6.9.2. The act of a majority of the members of any committee shall constitute the act of the committee, but the committees have no autonomous administrative powers. They report and make recommendations to the ISB, which reserves the discretion to act on committee reports, to implement committee recommendations, and to report, make recommendations, or propose resolutions to the RC.

Section 6.9.3. Teamwork and communication between the various committees will often be required therefore every effort shall be made by all committees to be aware of the activities of all other committees.

Section 6.9.4. Service committees plan, coordinate, and carry out the activities of the UAI that are international in scope and have been authorized by the RC. Committees also serve as an information resource for constituent associations by compiling and sharing information and experience of other associations. Actions of the committees must be in accordance with policies and budgets that have been approved by the RC. All committees report to the ISB.

Each service committee should develop a strategic plan to be included in the UAI strategic plan developed by the Executive Committee for consideration and approval by the ISB and the RC.

The title, purposes, and scope of Service Committees are:

a. **Charter and Bylaws Committee** shall oversee and coordinate the review and, when appropriate, the proposed amendment of UAI's Charter and Bylaws in order to ensure that governing documents are in place to serve the needs of the organization, and shall serve as an information resource for associations regarding their own governing documents. Activities within the scope of the Charter and Bylaws Committee may include:

i. Being in charge of the preliminary work of all Charter or Bylaws revisions, which are to be approved by the ISB and adopted by the RC.

ii. Upon request, providing assistance to an association in developing, reviewing, or revising its governing documents.

iii. Reviewing and recommending approval by the ISB of any governing documents adopted by a constituent National Association for compatibility with the UAI Charter and Bylaws.

iv. Overseeing the review and execution of Charter Agreements and any other necessary documentation with new National Associations or Local Associations in countries where no National Association exists following approval of the new association by the RC.

b. **Communications Committee** shall oversee international publications and community relations as they relate to UAI members, the general community of readers of *The Urantia Book*, the media, and the public. Activities within the scope of the Communications Committee may include:

i. Compiling information from constituent associations regarding their communications efforts in order to share experiences among associations worldwide.

ii. Coordinating with constituent associations regarding public relations matters of mutual interest.

iii. Upon request, providing assistance and support for communications efforts by constituent associations.

iv. In cooperation with other ISB committees, publishing international newsletters and journals, study aids, secondary works, and any other communications or publications, whether in print, digital, electronic, audio, or other media, including the Internet, as they relate to UAI members or other readers of *The Urantia Book*.

v. Collecting information regarding the history of the organization and making such information available upon request to constituent associations.

vi. Working with the Executive Committee to respond to inquiries involving UAI from the media or the public at large.

vii. Developing brochures and other information resources to communicate with the non-*Urantia Book* reading public.

viii. Assisting other ISB committees with their communications needs.

ix. Overseeing and coordinating UAI web-based activities and other desired or necessary forms of printed and electronic communication media.

c. **Conference Committee** shall oversee and coordinate international conferences of the UAI and serve as an information resource for associations regarding their conferences. Activities within the scope of the Conference Committee may include:

- i. Developing guidelines, policies, and principles for international conferences of the UAI, including policies on financing international conferences and allocation of excess funds.
 - ii. Soliciting and evaluating proposals from associations desiring to host international conferences and recommending host selection to the ISB.
 - iii. Coordinating with and assisting host associations planning UAI international conferences.
 - iv. Upon request, providing assistance to any association in planning conferences.
 - v. Compiling information to share with constituent associations on the hosting of conferences based on the experiences of other Local and National Associations.
 - vi. Maintaining a calendar of Urantia Association conferences worldwide and making such information available to the Communications Committee and others.
- d. **Dissemination Committee** shall coordinate the UAI international efforts to disseminate the teachings of *The Urantia Book* and to provide information about *The Urantia Book* and UAI to people who are not familiar therewith. Activities within the scope of the Dissemination Committee may include:
- i. Compiling information from associations regarding their dissemination efforts in order to share experiences among associations worldwide.
 - ii. Coordinating with constituent associations regarding dissemination matters of mutual interest.
 - iii. Upon request, providing assistance and support for dissemination efforts by constituent associations.
 - iv. Working with Communications Committee to develop brochures and information resources to communicate with the public sector that does not read *The Urantia Book*.
 - v. Coordinating participation by the UAI in international events sponsored by other organizations.
 - vi. Responding to inquiries received by the UAI from non-readers regarding the UAI or *The Urantia Book* and, if possible, referring them to constituent associations in their areas.
 - vii. Undertaking international service projects for the purpose of disseminating the teachings of *The Urantia Book* and for making *The Urantia Books* available throughout the world by, for example, library placement and gift book programs.
 - viii. Working with the Education Committee to devise and develop means to educate UAI members regarding sensitivities to worldwide religious and cultural issues in order to enhance understanding and wisdom regarding such issues as they may affect the UAI goals in carrying the teachings of *The Urantia Book* to the diverse peoples of the world in a manner commensurate with individuals' intellectual and cultural development.
 - ix. Recommending funding for dissemination programs.
- e. **Education Committee** shall foster in-depth study of *The Urantia Book* and facilitate the development of teachers and leaders dedicated to the dissemination of the teachings of *The Urantia Book*. Activities within the scope of the Education Committee may include:
- i. Compiling information from associations regarding their educational programs in order to share experiences among associations worldwide.

- ii. Overseeing any international educational programs.
- iii. Developing and/or reviewing and recommending publication by the UAI of *Urantia Book* study aids and other educational material.
- iv. Providing articles, study aids, or other educational material to the Communications Committee for websites, journals, or other UAI publications.
- v. Providing feedback and support for the Conference Committee regarding the educational program at UAI international conferences.
- vi. Recommending funding for educational and training programs.
- vii. Maintaining a *Urantia Book* resource directory and making information available to associations regarding educational resources.
- viii. Compiling information to share with constituent associations on ways to foster *Urantia Book* study groups based on the experiences of other Local and National Associations.
- ix. Developing resources to aid *Urantia Book* study groups.

f. **Membership Committee** shall serve members-at-large in countries where no association exists, assist in developing new associations of the UAI in countries not served by an association, and serve as an information resource for constituent associations regarding membership issues. Activities within the scope of the Membership Committee may include:

- i. Overseeing the development of new associations in countries where no National Association exists and providing them with assistance and training.
- ii. Screening applications for admission as a member-at-large from applicants residing in countries where no association exists and recommending action by the Executive Committee on such applications.
- iii. Recommending rules, procedures, or guidelines pertaining to membership for approval by the ISB and RC.
- iv. Referring membership inquiries received by the Central Administration to the Membership Committee in the country of the inquiry.
- v. Serving as an information resource for constituent associations regarding membership issues and development of new associations.
- vi. Compiling and sharing with constituent associations information regarding the efforts of association membership committees.
- vii. Maintaining the membership register of the UAI, compiled from the membership records of each National Association or Local Associations in countries where no National Association exists. The membership register shall include, at a minimum, the following information for each member: UAI membership date, association membership or transfer date, full legal name, permanent residence address, mailing address, primary telephone number, facsimile number (optional), and email address, if any; provide an updated register to the ISB when requested. *Note:* When a member transfers his membership to a new association, the Membership Chair or Secretary of the new association shall notify the member's former association. (See Section 3.4 of these Bylaws.)

g. **Study Group Committee** shall promote the formation and maintenance of study groups for readers of *The Urantia Book* worldwide and shall support national and local study group committees by promoting

communication and sharing of methods, ideas, and experiences. It shall function as a resource guide to all study groups of *The Urantia Book*. Local Association study group committees shall have primary responsibility for creating and assisting study groups within their area and shall preserve and respect the autonomy of all study groups. Activities within the scope of this Study Group Committee may include:

- i. Compiling information to share with associations and other individuals concerning the creation of new study groups and service to existing study groups.
- ii. Produce a newsletter or newsletter articles sharing experiences, methods, and ideas about study groups with the study group community worldwide.
- iii. Create and distribute materials to assist individuals desiring to create a new study group or enhance an existing study group.
- iv. Coordinate opportunities for UAI members to visit local study groups in an effort to offer them support and assistance if required.
- v. Working with other ISB committees and UAI national and local organizations to develop methods for readers to find existing study groups or other readers wishing to create a study group.
- vi. Creating and maintaining a directory of study groups around the world. This information shall be shared only among UAI associations and shall not appear in any website or public communication.

h. **Translation Committee** shall provide translation services for the UAI Central Administration in order to facilitate communication among members and to make UAI's resources available to individuals speaking various languages. Activities within the scope of the Translation Committee may include:

- i. Developing a team of qualified multi-lingual UAI members to serve as translators for the UAI.
- ii. Arranging for translation of communications and publications as required by the ISB, RC, or Judicial Commission.
- iii. Upon request, providing assistance to constituent associations regarding translation issues.
- iv. Forwarding translations of documents regarding UAI activities to appropriate committees.

ARTICLE VII

REPRESENTATIVE COUNCIL (RC)

Section 7.1: Purpose of Representative Council (Refer to 2.2.1 of the UAI Charter).

Section 7.2: Members of the Representative Council. The voting members of the RC shall be the elected Presidents and Vice-Presidents of each National Association. Each member shall have one vote. All voting members of the RC shall have equal standing with no special authority. The President and Vice-President of a Local Association in a country in which there is no National Association may participate in the RC as non-voting members.

Section 7.3: Powers and Duties. The actions of the RC shall be consistent with the needs and requirements of the National Associations and with the purposes of UAI as stated in the UAI Charter and these Bylaws. The RC may legislate at its own initiative or at that of the ISB.

Section 7.3.1. **Deliberative Function.** The RC shall prepare, approve, and promulgate all rules, regulations, and similar governing documents affecting UAI as a whole or any of its administrative entities.

Section 7.3.2. **Budget.** The RC has the power to assess dues from all National Associations. The RC shall endorse the annual budget of the Central Administration as proposed by the ISB.

Section 7.3.3. **Rules.** The RC, by a majority of votes cast, may adopt any other rules not in conflict with these Bylaws, as it deems necessary, to conduct its business and regulate the conduct of its members in relationship to the RC.

Section 7.4: Regular Meetings (Refer to section 6.4 of these Bylaws)

Section 7.4.1. Continuous Session. (Refer to 2.2.3 of the UAI Charter)

Section 7.4.2. **Annual Meeting.** The RC shall hold an annual meeting. The continuous session of the RC shall, at the same time, be considered the annual meeting, continuing from the 1 st of every January until the 31 st of every December. All records, agenda, and proceedings shall be dated and numeration effected in accordance with the annual meeting of each year and a summary of all resolutions adopted during the year shall be compiled in the form of minutes. For historical purposes, the RC list emails shall be archived.

Section 7.4.3: **Special and Emergency Meetings.** Special meetings and emergency meetings, including face-to-face meetings of the RC may be called by the Chairman or one-third of the members of the RC at such times and places as deemed necessary to conduct the business of the RC.

Section 7.4.4: **Attendance at, and Notice and Conduct of Meetings.** The RC shall conduct its meetings in the same manner as provided for the ISB. (Refer to Section 6.4.)

Section 7.4.5: **Compensation.** The members of the RC shall not receive any compensation for service on the RC.

Section 7.4.6: **Conflict Resolution.** By written request of an RC officer or three RC voting members, unresolved issues affecting the RC may be brought before the UAI Judicial Commission, which shall take such action as it deems necessary and appropriate to resolve the conflict.

Section 7.5: Manner of Acting

Section 7.5.1. **Act of the RC.** Only acts approved at a properly convened RC meeting shall constitute an act of the RC. All decisions made by the RC shall be done in the form of a resolution. Any member of the RC or the ISB President may initiate resolutions. An affirmative vote of sixty percent of votes cast is required to pass any resolution by the RC unless otherwise specified in the UAI Charter or Bylaws.

Section 7.5.2. **RC Approval of ISB Activities.** The RC shall pass resolutions and approve policies and budgets that determine the scope of activity by the ISB. Whenever, in the judgment of one-third of RC members, a decision by the ISB to take any action involves a matter of principle, policy, or a matter not previously authorized by budgets, policies, or resolutions passed by the RC, the matter shall be submitted to the RC for a vote and the ISB shall refrain from taking such action until or unless approved by the action of the RC.

Section 7.6. RC Officers

The officers of the RC shall be the President of the ISB, acting as the RC Chair (Refer to Section 6.7.3.1), and the Secretary of the ISB, acting as RC Recorder (Refer to Section 6.7.3.4). The President may

instruct the Vice-President to act as the RC Chair and the Secretary may instruct an Assistant Secretary to act as the RC Recorder.

Section 7.6.1: **Duties of RC Officers.** Apart from what is provided in Section 6.7.3.1, the RC Chair shall:

- a. act as spokesman for the RC,
- b. represent the RC to the ISB and to the Urantia Foundation,
- c. oversee RC projects and programs of international scope.

The RC Chair shall have no official influence in matters of the individual associations.

Apart from what is provided in section 6.7.3.4 the RC Recorder shall:

- a. give all notices required by these Bylaws or by appropriate laws,
- b. maintain a roster of voting RC members and of the Local Association observers who participate as non-voting members,
- c. prepare a summary of all resolutions adopted during the year in the form of minutes of the annual meeting.

Section 7.6.2: **RC Committee Rules, Procedures, and Guidelines.** Each RC committee, if any, shall conduct its meetings in accordance with article IX.

ARTICLE VIII

JUDICIAL COMMISSION

Section 8.1: Purpose. (Refer to 2.3.1 of the UAI Charter)

The purpose of the UAI Judicial Commission is to:

- a. provide a fair and just means of resolving disputes and deciding appeals within the jurisdiction of the Judicial Commission established by the UAI Charter,
- b. interpret the UAI governing documents,
- c. on request determine whether the governing documents of constituent associations or any rules, policies, procedures, practices, or actions of UAI or any constituent association violate the UAI governing documents,
- d. develop and make available on request model procedures, training courses, and materials for the establishment of conciliating commissions by constituent associations, and on request may provide assistance and training to help constituent associations establish conciliation commissions or other forms of dispute resolution.

Section 8.2: Powers and Duties of the Judicial Commission

Section 8.2.1. **Interpretation of the UAI Governing Documents; the Governing Documents of Constituent Associations; and Rules, Policies, Procedures, and Actions.** With respect to matters properly brought before it pursuant to the UAI Charter, the Judicial Commission has the final authority to:

a. On request determine whether any governing document or any rule, policy, procedure, or action of the ISB, RC, or any constituent association violates the Articles of Incorporation of the UAI, as amended from time to time (the “Articles”), the 2004 UAI Charter, as it may be amended from time to time (hereafter the “Charter”), the 2004 UAI Bylaws and any subsequent or amended Bylaws adopted by UAI (hereafter the “Bylaws”) (The UAI governing documents are the Articles, the Charter, and the Bylaws).

b. Declare null and void, in whole or in part, any governing document, rule, policy, procedure, or action that violates the letter or the spirit of UAI governing documents. In matters of interpretation, the provisions of the Articles of Incorporation shall control over the provisions of the Charter and the Bylaws; the provisions of the Charter shall control over the provisions of the Bylaws, and the UAI governing documents shall control over the governing documents of constituent associations, unless an exemption is granted. (Refer to Sections 2.4.2 and 2.4.3 of the UAI Charter). The governing documents, in the order stated, shall control over the provisions of all rules, policies, procedures, and actions adopted or implemented by the ISB or the RC. The governing documents of an association shall control over its rules, policies, procedures, and actions.

Section 8.2.2. **Disputes Resolution.** With respect to disputes properly brought before it pursuant to the UAI Charter, the Judicial Commission has the final authority to decide appropriate remedies, and its decisions shall be binding upon the UAI and its constituent associations and members thereof.

Section 8.2.3. **Appeals.** The Judicial Commission has the final authority to decide appropriate remedies with respect to any appeal properly brought before it, and its decisions shall be binding upon the UAI and its constituent associations, and all members thereof.

Section 8.2.4. **Rules of Procedure.** As soon as practical the Judicial Commission shall develop and publish Rules of Procedure for matters brought before the Judicial Commission. The Rules of Procedure may be amended from time to time by the Judicial Commission. The Rules of Procedure shall be published and furnished to the ISB Secretary of who shall distribute the rules to every member of the ISB and RC and make copies available upon request to any UAI member.

Section 8.2.5. **Discretionary Review, Finality of Association Decision.** The discretion to decline to i) hear an appeal; ii) decide a question of interpretation or alleged violation of the UAI Charter or Bylaws; or iii) resolve a dispute that has been properly submitted to the Judicial Commission shall be exercised with great restraint. The Judicial Commission may elect to attempt to resolve the matter by mediating an agreement among the parties involved prior to deciding whether the Judicial Commission will exercise its discretion to formally hear the matter. If a matter that has been determined by the dispute resolution process of a constituent association is not accepted for review, the decision at the highest association level shall automatically become final.

Section 8.2.6. **Sub-commissions and Specialised Language Commissions.** The Judicial Commission may from time to time appoint a minimum of three members of the Judicial Commission to serve on sub-commissions and specialized-language sub-commissions, and the decisions of such sub-commissions shall have the same force and effect as the decision of the full Judicial Commission. Assignments to a sub-commission of any specific matter accepted for resolution by the Judicial Commission shall be made by the Chief Judicial Commissioner and ratified by a majority vote of the members of the Judicial Commission. The term Judicial Commission shall include all such sub-commissions. Subject to availability of resources and qualified commissioners and to the existence of a need for such additional sub-commissions, the Judicial Commission may form one or more sub-commissions for any language spoken by members of the UAI. Each sub-commission formed to provide services in a language other than English shall have at least one member who is fluently bilingual in the language of the sub-commission and in English and, if possible, there shall be two such persons on each sub-commission. All such sub-commissions shall serve at the pleasure of the Judicial Commission.

Section 8.2.7. **Mediation of Disputes.** The Judicial Commission may from time to time appoint one or more UAI members to serve as a special mediator and/or mediation commission to facilitate, by mediation, resolution of disputes brought before the Judicial Commission.

Section 8.2.8. **Witnesses and Evidence.** The Judicial Commission shall have the right to obtain any evidence, including the testimony of any member of the UAI, which is needed to determine any matter pending before the Judicial Commission.

Section 8.2.9. **Cooperation.** All members of UAI shall cooperate with the evidence-gathering processes of the Judicial Commission. Members of the UAI are expected to take responsibility for their own actions and conduct and are expected to be wholly forthcoming and honest in any and all proceedings before the Judicial Commission.

Section 8.2.10. **Disposition, Publication.**

a. The Judicial Commission shall endeavor to adjudicate all matters submitted to it within a reasonable period of time.

b. The decisions of the Judicial Commission shall be in writing, in recognition of the right of all members of the UAI to rely upon the integrity and impartiality of the Judicial Commission and of the importance of consistency in the decisions of the Judicial Commission. Every member has the right to ask for and receive a copy of any decision. Each decision of the Judicial Commission shall set forth the specific question(s), the evidence, if any, considered by the Judicial Commission in reaching its determination, the analysis of the Judicial Commission, including any principles of interpretation or other legal principles relied upon in reaching the decision, and a brief but complete statement of the decision of the Judicial Commission.

Section 8.2.11. **Finality and Reconsideration.** The decisions of the Judicial Commission are final. In all matters before the Judicial Commission, the Judicial Commission shall seek to reach decisions that will be so fair and just that they will prove satisfactory to all participants. In the event that new evidence should become available after a decision of the Judicial Commission has become final, that if known to the Judicial Commission would have materially affected its decision, the Judicial Commission may, on the request of any member of the UAI or on its own, reopen the matter for further proceedings.

Section 8.2.12. **Internal Review.** The Judicial Commission shall establish rules and procedures for internal review to insure the fairness of its proceedings and to provide for improvement of its procedures.

Section 8.2.13. **Committees.** The Judicial Commission shall have the power to form committees to assist in its work. All committees of the Judicial Commission shall serve at the pleasure of the Judicial Commission.

Section 8.2.14. **Other Judicial Duties and Powers.** The Judicial Commission may conduct any other judicial activities required within UAI that are not inconsistent with the provisions of the Charter.

Section 8.2.15. **Manner of Acting.** The Judicial Commissioners shall make all reasonable efforts to work by unanimity. However, in the event unanimity cannot be achieved after a reasonable effort, the decision of a majority of members of the Judicial Commission shall be conclusive.

Section 8.3: Number and Qualifications. (Refer to 2.3. of the UAI Charter)

Qualified candidates for Judicial Commissioner shall be nominated by the ISB and elected from the nominees by the RC. An effort shall be made to insure that the membership of the Judicial Commission is approximately equally divided between males and females.

At a minimum, to be eligible for service on the UAI Judicial Commission, a person must:

a. be at least 40 years of age,

b. be a full member of UAI,

c. satisfy other criteria that the RC shall from time to time impose.

It is preferable but not mandatory for members of the Judicial Commission to have previous experience serving as a mediator and/or arbitrator and to have studied mediation techniques and theory.

As the number of Judicial Commissioners expands, an effort shall be made to elect members who are fluently bilingual in English and in one of the principal languages spoken by UAI members.

Section 8.3.1. Additional Qualifications of Chief Judicial Commissioner. In order to serve as the Chief Judicial Officer it is preferable that a member has had substantial experience in dispute resolution, has completed a course of legal training, and has served as an UAI Judicial Commissioner.

Section 8.4. Regular Meetings. The Judicial Commission shall hold regular meetings as often as may be necessary for the efficient conduct of its business and may meet in continuous Internet session. Meetings of the Judicial Commission that are not hearings or conciliatory proceedings shall be conducted subject to the provisions for meetings of the ISB. (Refer to Section 6.4 of these Bylaws).

Section 8.5: Compensation. Rules governing compensation to the ISB, Section 6.6, shall apply to the Judicial Commission. (Refer to Section 6.6 of these Bylaws).

Section 8.6: Election. Election of Judicial Commissioners is conducted in accordance with the election procedures prescribed in Section 6.3 with regard to the election of ISB members, with the exception that a call for nominations shall be issued only to the ISB and not to the RC. The RC shall elect Judicial Commissioners and form an Election Committee and conduct the election in accordance with Sections 6.3.(b) and 6.3.(c).

Upon the election of a Judicial Commission member, the Election Committee shall certify the election results to the RC and to the Secretary, who shall make the election a part of the official records of the UAI and shall communicate the election results to the members of the ISB and Judicial Commission.

Section 8.7: Judicial Commission Officers

Section 8.7.1. Terms. The officers of the Judicial Commission shall serve for six years, except the first Chief Judicial Officer serving immediately prior to the adoption of the UAI Charter, who shall serve for four years. The number of terms that a member may serve in any combination of positions on the Judicial Commission is limited to three (3) terms, regardless of whether such terms are served consecutively or cumulatively. The terms of Judicial Commission members shall be staggered so that no more than approximately one-half of Judicial Commission seats shall become vacant for election in the same year.

Section 8.7.2. Chief Judicial Commissioner. The Chief Judicial Commissioner shall preside over all activities of the Judicial Commission. The Chief Judicial Commissioner shall assign duties to the other Judicial Commissioners based on their experience.

Section 8.7.3. Judicial Commissioner. The Judicial Commissioners shall assist the Chief Judicial Commissioner and shall be eligible to chair a sub-commission.

Section 8.7.4. Removal, Resignation, and Vacancies.

a. **Removal.** Removal of the members of the Judicial Commission shall be governed by the provisions for removal of members of the ISB (see Section 6.3.3).

b. **Resignation.** Resignations of Judicial Commission members shall be submitted to the Chief Judicial Commissioner. A resignation of the Chief Judicial Commissioner shall be submitted to the President of the ISB.

c. **Vacancies.** A vacancy or vacancies on the Judicial Commission shall be determined under the provisions for vacancies on the ISB (see Section 6.3.5).

Section 8.7.5. **Acting Judicial Commissioners in the Event of Vacancy.** When a vacancy occurs within the Judicial Commission, the Judicial Commission may by a majority vote of its members, nominate any qualified member of UAI to fill the vacant position until a new Commissioner is elected by the RC to fill the vacancy. Such an acting Judicial Commissioner must be ratified by a sixty percent majority of votes cast by the ISB and the RC prior to assuming office. The term of any such Acting Judicial Commissioner shall end immediately upon the election of a candidate to fill the vacancy by the RC.

Section 8.7.6. **Additional Judicial Commissioners.** When the Judicial Commission determines that a need for one or more additional Judicial Commissioners exists, the Judicial Commission shall submit a request to the ISB President, including a description of the proposed position, qualifications, and initial term of office. The initial term length shall be consistent with the practice of staggered elections so that no more than approximately one-half of Judicial Commission members are elected in one year. The President shall submit a resolution to create an additional Judicial Commission position that when passed by the RC, a vacancy shall be deemed to exist on the Judicial Commission, which shall be filled in accordance with the provisions of these Bylaws.

ARTICLE IX

COMMITTEES

Section 9.1: Application. All committees formed by the ISB, the RC, the Judicial Commission, and the Governing Board of an association, pursuant to Articles VI, VII, or VIII, shall all be governed by the provisions of this article.

Section 9.2: Rules. A committee may adopt rules for the performance of its duties, which shall be approved by the forming agency.

Section 9.3: Committee Meetings shall be called by the committee chair or a majority of the voting members of the committee at such time and place as deemed necessary to conduct the business of the committee, provided all committee members are duly notified of the meeting. Committee meetings may be held via any method that facilitates the work of the committee and is not inconsistent with the provisions or the spirit of these Bylaws.

Section 9.4: At least one member of the forming agency shall serve on each committee formed by that agency.

Section 9.5: No committee shall have any authority in its own right. Committees shall make recommendations to the forming agencies.

Section 9.6: Any matter put to a vote within committees shall be decided by a simple majority of votes cast.

Section 9.7: All committees and their individual members serve at the pleasure of the forming agency.

ARTICLE X

CONDUCT OF MEETINGS, VOTING, GENERAL PROCEDURES, OFFICIAL LANGUAGE, TRANSLATION

Section 10.1: Conduct of Meetings

All bodies of the Central Administration shall conduct their meetings, as appropriate, in accordance with section 6.4 of these Bylaws.

Section 10.2: General Procedures

Section 10.2.1. **General Procedures.** Each administrative agency and committee shall record minutes of its deliberations, recommendations, and conclusions. After each committee meeting, the committee shall promptly deliver a copy of its minutes to the Secretary of the forming agency.

Section 10.2.2. **Quorum.** The presence, in person or by proxy, of one half of the voting members of any administrative agency or committee of the Central Administration shall constitute a quorum for the transaction of any business of that administrative agency or committee. If a majority is not present, those present shall have the power to adjourn the meeting to another date, time, and place, without further notice than an announcement at the time the meeting is adjourned. The announcement shall be sent to the absentees without delay.

Section 10.2.3. **Manner of Acting.** The manner of acting as provided in Section 6.5.1 shall be observed by all administrative bodies of the UAI.

Section 10.3: Voting

Section 10.3.1. **Cumulative Voting.** In any Local or National Association general election, members who have been awarded multiple votes by the respective association bylaws or procedures may cast all of their votes. Multiple votes shall be restricted to only local and national elections and votes; multiple votes shall not be permitted in the Central Administration or in matters affecting the UAI as a whole. When permitted by law and association bylaws, members may earn and cast up to six additional votes, using criteria such as the length of membership or distinguished service to the UAI or to the association.

Section 10.3.2. **Proxy Voting.** Proxy voting is permitted for the RC but not for the ISB. It is also permitted for Local and National Associations when permitted by law and authorised by the association bylaws or procedures. If a voting member who cannot attend a meeting of the RC elects to cast a vote by proxy, the proxy must be either a voting member of the RC who attends the meeting and has been authorised by the absent member, or a full member of the relevant National Association who has been authorised to attend the meeting on behalf of the absent member.

Section 10.3.3. **Voting by Administrative Agencies and Committees.** Each member of an administrative agency or a committee shall be entitled to cast one vote in elections or other matters put to the vote of the agency or committee.

Section 10.3.4. **Majority.** Except where a specified qualified majority is expressly required by these Bylaws, a sixty percent majority of the votes in any matter put to a vote in accordance with these Bylaws shall determine the outcome of all elections and all other matters put to a vote. In the event that the calculated result of a sixty percent majority of votes cast does not result in a whole number, the number shall be rounded *up* to the nearest whole number.

Section 10.3.5. **Manner of Voting.** Voting may be by voice, show of hands, standing, or by ballot submitted in person or by mail, fax or email. Elections may be held in person during a membership

meeting or, if permitted by the bylaws of the association, by mail-in ballot. If a member eligible to vote requests a secret ballot, the voting shall be by secret ballot.

Section 10.3.6. **Conduct of Elections.** The governing documents of each National or Local Association shall include provisions governing the conduct of elections and votes.

Section 10.4: Official Language

English is the official language of the International Service Board and Judicial Commission. As provided in article VIII the Judicial Commission may form specialised language commissions (see Section 8.2.6.) Representative Council members may use their native languages and the deliberations, meeting minutes, and other documents of the RC shall be translated into all these languages. The ISB shall conduct its meetings in English but translation shall be provided if necessary. National and Local Associations may conduct business in any language appropriate to their association.

ARTICLE XI

UAI EMPLOYEES, PROFESSIONAL CONSULTANTS

Section 11.1: The RC shall set all budgets and policies relating to the employment of employees, consultants, or independent contractors. All other personnel decisions shall be determined by the ISB. The duties of such employees and professionals shall be determined by the ISB. (See section 6.1.2.a of Bylaws and section 2.1.10 of the Charter).

ARTICLE XII

FUNDING

Section 12.1: UAI is a not-for-profit corporation. All constituent associations and the Central Administration may fund their activities through membership dues, fees, proceeds from newsletter subscriptions and other sales, and through solicited or unsolicited gifts and donations.

Section 12.2: Each National Association shall contribute at least ten percent of its annual gross income each year to the Central Administration of UAI. Annual gross income shall include membership dues, fees, subscription fees, sales proceeds, gifts and donations, and the net conference income received by the National Association.

Section 12.3: The financial books and records of UAI and its constituent Associations shall be complete and accurate and shall comply with all required financial reporting requirements of the country or countries of the Association. Constituent Associations shall provide timely financial statements as may be necessary for UAI to comply with its financial reporting requirements.

ARTICLE XIII

RECORDS, FISCAL YEAR AND OFFICES

Section 13.1: Books and Records. UAI shall keep correct and complete books, records of account, and minutes of the proceedings of the International Service Board, Representative Council, and Judicial Commission. It shall keep a record of the names and addresses of the members and of the officers of each association at the registered or principal office of the UAI. All books and records of UAI may be inspected by any member of the ISB or his agents or attorneys for any proper purpose at any reasonable time.

Section 13.2: Fiscal Year. The fiscal year of UAI shall be the calendar year.

Section 13.3: Offices. UAI shall continuously maintain in the State of Illinois, United States, a registered office and a registered agent at such office, and may have other offices within or without the State. The original principal place of business of UAI is 533 Diversey Parkway, Chicago, Illinois 60614, United States of America. The International Service Board may change the location of the principal office and may establish branch or subordinate offices at any place or places where UAI is qualified to conduct its activities.

ARTICLE XIV

AMENDMENTS

Section 14.1: General. , these Bylaws may be altered, amended or repealed and new bylaws may be adopted by a sixty percent majority of votes cast by the RC and a sixty percent majority of votes cast by the ISB each acting separately at any meeting of the RC or ISB, provided notice of such pending action and the wording thereof has been provided to each member at least thirty (30) days prior to the vote being taken. An amendment may be initiated by any organizational entity.

Section 14.2: Prohibited Amendments. The UAI Bylaws may not be amended to include any provision that conflicts with Illinois law, the UAI Charter, or the Articles of Incorporation.

Section 14.3: Records of Bylaws and Amendments. A copy of the current UAI Bylaws will be maintained at the principal office of the corporation. A copy of the Bylaws shall be kept up to date by filing copies of amendments or restatements of the Bylaws as they are adopted by appropriate resolutions. A copy of updated Bylaws shall be delivered to each member of the ISB, the RC, the Judicial Commission, and to each affiliate association.