

Introduction to the Proposed United Methodist Association Bylaws

August 1, 2011

For almost three quarters of a century, UMA members have been serving Christ, the Church and persons in need. Several months ago your Board began discussing the future of the Association. In recognition of the size of our membership and current financial constraints, as well as input from the entire membership, the Board has taken action to update our structure. The Bylaws discussion began with the full Board, then referred to a drafting committee who prepared a draft of needed changes. This draft was discussed at length by the Board in two subsequent meetings and has now been forwarded to the Membership for action.

The following describes the structural changes and some of the rationale behind the suggested draft bylaws. Once approved, a larger task will be programming the Association so it meets the needs of members today and into the future. We must act now in order to secure a future as rich as our heritage.

The Milwaukee Transformation Summit opens with a facilitated session that will help us reprogram the Association in light of today's realities and needs. You are urged to participate.

The revised structure is built around the following ideas:

- **The current Association Structure is too complex.** It requires too many volunteers to maintain the large number of committees and work centers. Furthermore, we cannot afford to provide sufficient UMA staff to sustain the old structure. The structure must be simplified and reflect our ability to staff and fund it.
- **The current composition of the Association's *Members* should be preserved.** We are organizations that were born of Methodism. We serve the poor and homeless, children, physically and mentally challenged persons, families, health care needs, and older adults. Our Members are also Connectional Units of the United Methodist Church, individuals concerned for health and welfare ministry, and other not-for-profits that share similar concerns and philosophies.
- **As they do currently, the organizational *Members* of the Association should each continue to have one vote in an annual business meeting.** Individuals and other not-for-profit Members should continue to have voice without vote as they do now. The mission organizations and connectional units elect the Board and approve bylaw changes in that annual business meeting. It should be possible to hold meetings using 21st Century technology. Other business actions of the Association should continue to be delegated to the Board of Directors.
- ***Sections* should be comprised of organizations or the Church-linking entity Members.** This designation has not changed in the proposed bylaws. Our current bylaws state that UM-related organizations doing ministry and Connectional Units are Members with vote. The new language simply clarifies the original intent of the bylaws.
- **Professionals and volunteers should be organized as *Fellowships* of like interests.** This recognizes that volunteers (such as trustees) and such professionals as chaplains, public relations, development and marketing specialists serve in many types of organizations and should be able to gather for mutual support and education with their

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peers. They should also be able to be involved with UMA through a *Section* where they are associated with a particular not-for-profit mission.

- **There should be a 19-person Board as follows:**
 - The Chair
 - A past Chair of the Board
 - The Secretary
 - Three representatives of the CYF Membership Section
 - Three representatives of the OAM Membership Section
 - A representative of the HHS Membership Section
 - A Bishop of the United Methodist Church
 - An Annual Conference Director of Connectional Ministries (or equivalent)
 - The Chair of the Eagle Commission; and
 - Up to three (3) additional Members of the Association (“at large directors”).
 - The Chair Elect
 - The President/CEO
 - The Treasurer
- **Officers should be affiliated with a voting *Member* to qualify for office.**
- **The Executive Committee should serve as the Nominating Committee.** Their experience and familiarity with UMA and their peers uniquely qualify them for the task. The Committee nominates candidates for the Board and other specified positions.
- **Roberts Rules of Order should be followed.**
- **It should be possible to nominate qualified individuals from the floor to serve as officers and in other positions.**
- **The Chair of a Section should be a CEO or Board Chair of a *Member* organization.** This ensures CEO participation in the Board and calls upon their experience in budget preparation and analysis, strategic positioning and board functions. Invested CEOs will involve other staff from their organization.
- **The committee structure should be reduced and simplified.** This mirrors the current size of the Association and recognizes that we should not artificially assign members to participate in committees where they have no interest or expertise.
- **There should be four standing Committees:**
 1. Executive (includes Nominating function),
 2. Finance (includes Audit function),
 3. Program and Training, and
 4. Membership.
- **The Eagle Commission and its relationship to UMA should appear in the bylaws.** For many years Eagle has operated outside of the structure of UMA. Yet, it is a major part of our identity and occupies a significant place in our operating budget. Therefore, we should embrace the Eagle program and provide for its representation on the Board.
- **The *Sections* and how they function should be described in the Bylaws.** Previously, there were extensive *Section* guidelines that were like an additional set of bylaws. This was confusing and cumbersome. We should keep Section guidelines to a minimum.
- **Describe *Fellowships*, but allow flexibility.** They should operate as it is beneficial to the participants and the Association in partnership with the Association CEO and staff; and can coordinate activities with the Program Committee or any other UMA body.

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Frequently asked Questions and Answers

Q: Does Ohio incorporation make sense if we no longer have an office there?

A: *It really doesn't matter where we are incorporated. Many corporations operate in states other than where they are chartered. It's simpler and more cost effective to retain our Ohio status and register as a foreign corporation operating within other states.*

Q: Was the omission of "Christian" from the Mission and Vision statement intentional, or is this not a change?

A: *This is not a change from our current statements, and we have additional new language that clarifies our faith-based intent.*

Q: Why use "institutional or non-institutional" to describe health and welfare ministries? These terms have such negative connotations.

A: *This same language appears in our current Bylaws. We kept it because we wanted to make sure organizations of all sizes knew there is a place for them in UMA.*

Q: Thirty days seems like a long period for a vote: It generally translates to people forgetting and not actually voting.

A: *This is the same timeline we have now. The thought was to provide members with sufficient time to consider and discuss, and to account for people who may be traveling.*

Q: Not everyone in UMA has a vote at the Annual Business Meeting. How will you decide who should and should not be voting?

A: *This is our current process and has not been an issue. The Association maintains a list of voting and non-voting members. If necessary, votes could require either an oral roll call or a written ballot identifying the organization casting a ballot.*

Q: The new bylaws seem to require electronic votes to come in 24 or more hours prior to the vote at the meeting, but do not then give those not attending the meeting a chance to vote on something changed at the meeting. Our current by-laws allow for either an all-electronic vote in the absence of a meeting, or a vote after a meeting without a quorum. Is that not what we are looking for?

A: *The idea is to expand voting opportunities for all members. Section VIII.E.1 allows those unable to attend a meeting to have an opportunity to vote. The provision does require electronic votes to come in 24 hours prior to an actual vote, which should not be difficult since members will have had the proposal for 30 days. The requirement for the votes of those not attending the meeting to come in 24 hours prior to the vote has a threefold intent: 1) There needs to be a clear cutoff between the electronic votes of those not attending and the votes of those who may be attending the meeting electronically and thus will vote in person with others in attendance. 2) To encourage attendance and participation. Remember that "attendance" does not have to be in person: you can attend electronically and then vote as part of the meeting. 3) To enable the membership to have the business closed at the end of the meeting. It is not generally*

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advantageous to have people vote on amendments presented at the meeting and discussed, for which they did not hear the discussion.

Q: Some of the language about changing the Bylaws is confusing. I do not understand the intent.

A: *The idea is that if proposal A is sent to all members and voted on electronically by those not attending, and then at the meeting the vote ends up being on proposal A(1) or B, the votes on proposal A are thrown out because those at the meeting determined not to vote on proposal A and those not present were not able to join in the debate.*

Q: Why would we allow a vote on bylaws by written consent, but not the election of officers or Board members?

A: *The idea is to get people to attend the annual business meeting. If you can vote on everything electronically, people may be less inclined to attend.*

Q: Do you have to be a CEO to serve on the Board?

A: *No. Article IX only states that the Chair of a Section must be a CEO or Board Chair. Other Section representatives can be chosen who are not CEOs.*

Q: Do you have to be a CEO to serve as an Officer?

A: *No. Employees of Member organizations are also eligible.*

Q: Nothing describes the qualifications of the Officers, but the remaining thirteen members of the Board have specific criteria.

A: *These individuals rise through the Chairs and other leadership positions, so the qualifications of the board members defined for other positions would generally carry up.*

Q: Directors are elected for a three-year term, except for the Chairs or representatives of the Sections who serve a two-year term. Why?

A: *This is our current Bylaws language, too. The thought was that a three-year commitment with potential for a second term (6 years) was a long time in a role that requires a lot of work. A more frequent change in Section leadership increases participation. Continuity at the Board level is desirable for stability.*

Q: Also, a Section Chair may continue to serve on the Board of Directors during their tenure if their term as a Director exceeds six consecutive years. Why?

A: *The idea behind giving officers longer tenure is to enable the organization flexibility in finding people to serve if it becomes necessary. It can also provide continuity if there is a lot of turnover on the board at the same time. Longer tenure potential is intended to cover occurrences of shortened tenures and critically needed continuity if necessary. In essence, it's a fail-safe. There have been times recently when we needed this flexibility.*