**Bylaws**

**UNITARIAN UNIVERSALIST JUSTICE OHIO (UUJO)**

**ARTICLES OF INCORPORATION AND BYLAWS**

**Articles of Incorporation**

UU Justice Ohio is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.   The specific purpose is to promote social, economic, environmental and racial justice that fosters the dignity of all, the right of conscience, use of the democratic process, liberty and peace.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal RevenueCode, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be become the property of the Ohio Meadville District of the Unitarian Universalist Association and its successors, to continue the purposes of UU Justice Ohio.

**Ohio Secretary of State, Document No. 201424001262    August 27 2014**

**BYLAWS**

**ARTICLE 1 Mission**

Unitarian Universalist Justice Ohio organizes justice seekers statewide to promote education, service and advocacy consistent with Unitarian Universalist liberal religious principles and to witness with and on behalf of marginalized groups and individuals.

**ARTICLE 2 – Membership**

**2.1 Types of Memberships**. UUJO shall have institutional and individual members.

**2.1.1. Institutional Members.** Institutional members include Unitarian Universalist Justice Congregations and other entities such as the Ohio Meadville District/Central East Regional Group (OMD/CERG), the UU Council of Greater Cincinnati (UUCGC), the OMD/UU Ministers’ Association and other organizations supporting UUJO’s mission who designate a UUJO liaison.

**2.1.2 Individual Members.** All individuals who contribute at least the minimum annual fee required by Article 2.2 join as **Justice Advocates**.

**2.1.3 Other Members.**The Board of Directors may also recognize honorary members and may provide for family memberships.

**2.2 Membership Requirements**. All members shall contribute an annual membership fee in the amount determined by the Board.

**ARTICLE 3 – Board of Directors**

**3.1 Size and Qualifications.** UUJO shall have a Board of Directors (Board) composed of Justice Advocates and persons affiliated with an institutional member including:

* Eight persons elected by the members of UUJO, including two Co-Chairs
* Up to three additional members appointed by the Board to provide diversity and expertise as needed
* The Executive Director serving *ex officio*, without vote.

**3.2 Selection and Terms of Office**. Eight members of the Board shall be elected for staggered two-year terms, including one Co-Chair from OMD/CERG and one Co-Chair from the MidAmerica region. Four (4) members shall be elected each year at the Annual Meeting. In case of a vacancy on the Board, the remaining members of the Board may appoint a replacement to fill the unexpired term. A person may serve a maximum of four (4) consecutive terms, not including appointment to fill a vacancy. Terms of elected members shall begin at the conclusion of the Annual Meeting.  **Appointed members** shall serve one or two year terms as determined by the Board at the time of appointment.

**3.3 Responsibilities of the Board**. The responsibilities of the Board shall include, but not be limited to:

1. Establishing such written policies as may be required for the governance of UUJO, its programs, activities, and staff;
2. Identifying issues to be given priority, endorsing statewide campaigns and coordinating joint efforts with Ohio allies and partner organizations,
3. Appointing, supervising, approving the remuneration for, and replacing an Executive Director;
4. Authorizing such other staff positions or retentions of consultants as may be required to further the purposes and programs of UUJO
5. Maintaining general oversight over the management of UUJO resources;
6. Designating honorary members of UUJO as appropriate;
7. Initiating programs and activities to further the purposes of UUJO;
8. Communicating the goals, activities, needs, and accomplishments of UUJO;
9. Facilitating the establishment of statewide UUJO issue groups in collaborations with allies and partners;
10. Setting annual membership fees and otherwise raising funds to support the purposes, programs, and activities of UUJO.
11. Engaging UUJO in coalition activities and affiliations with other organizations when those organizations or joint activities have as their primary mission:
* goals that promote Unitarian Universalist values as articulated in our Principles
* goals that are in accord with resolutions passed at UUA General Assemblies or, OMD/CERG or MidAmerica Assemblies.

**3.4 Committees.** The Board may establish as may be needed to carry out its responsibilities committees, task forces or working groups of Board members and non-members of the Board.

**3.5 Meetings.** The Board shall meet using audio and video conferencing technology and as needed in person at such times agreed to by the members of the Board, at the call of the Chair, or upon written request by at least three members of the Board. Notice of a meeting must be provided to each member of the Board by mail or electronically at least 10 days in advance.

**3.6 Quorum**. A majority of the Board constitutes a quorum sufficient to conduct business at all meetings.

**3.7 Remuneration.** No salary or fee may be paid to members of the Board for their service. However, by majority vote, the Board may authorize payment or reimbursement to members of the Board of all or a portion of the expenses incurred in attending meetings or conducting other UUJO business.

**3.8 Loans.** No loans may be made by UUJO to any member of the Board or to a relation of a member of the Board.

3.9 Prohibition of Employment of Board Members by UUJO. No member of the Board may be employed by UUJO and receive compensation or other form of remuneration as a condition of that employment.

**3.10 Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by a written consent setting forth the action so to be taken, approved by all of the members of the Board before the action is taken. Any such action must be ratified at the next meeting of the Board.

**3.11 Removal of Directors.** At a meeting of the members of UUJO, one or more directors may be removed from office by two-thirds of the votes cast. Directors shall be removed singly, with a separate vote taken for removal of each director. Removal shall be effective immediately.

**3.12 Board Voting.** Each director shall be entitled to one vote. Except as otherwise specified by law, the Articles of Incorporation, or these Bylaws, a majority of those voting shall be sufficient for the Board to take any action.

**ARTICLE 4 – Annual Meeting of UUJO Members (Justice Assembly)**

**4.1 Meetings.** The members of UUJO shall meet at least annually on a date determined by the Board. Special meetings of the members may be called by the Board or at the request of at least 25 individuals from at least 10 Justice Congregations or institutional members.

**4.2 Meeting Site**. The Board shall determine the place of all UUJO meetings in Ohio.

**4.3 Notice**. Notice of the time, place, and purpose of all UUJO meetings must be published and provided to the members by mail or electronically at least ten (10) days prior to the meeting.

**4.4 Voting.**

1. The following individuals are eligible to vote:
* Representative of an institutional member entitled to a number of certified delegates as determined by the UUJO Board based on dues and selected in accord with the member organization’s bylaws.
* Justice Advocate.
* Member of the Board of Directors.
1. Each eligible individual shall have only one vote, even if present at the meeting in more than one capacity.
2. A majority of those voting is required to approve any matter coming before a UUJO meeting, except that support of two-thirds (2/3s) of those present is required to amend the bylaws.
3. Proxy voting is prohibited.
4. If only one person has been validly nominated for each elective position at large the persons so nominated shall be declared elected and no ballots shall be required.

**4.5 Quorum.** The presence at a meeting of at least 25 individuals entitled to vote from at least 10 Justice Congregations and institutional members constitutes a quorum sufficient to transact business.

**4.6 Offsite Participation.** If the notice of the meeting specifically permits such participation and provides instructions as to how members may do so, members may participate offsite in the annual UUJO meeting. “Offsite participation” means participation by telephone conference call or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at the meeting and includes voting rights.

**ARTICLE 5 – Nominating Process**

**5.1 Size and Selection**. UUJO shall have a four-person Nominating Committee elected by the members of UUJO, two from OMD/CERG and two from Mid-America Region. Two Co-Chairs of the Nominating Committee, one from each region, shall be elected by the members of the Committee.

**5.2 Term of Office.** The members of the Nominating Committee shall serve staggered two-year terms. In case of a vacancy on the Nominating Committee, the remaining members may appoint a replacement to fill the unexpired term. Terms shall begin at the conclusion of the Annual Meeting.

**5.3 Responsibilities.** No later than 10 weeks prior to the annual meeting the Nominating Committee will circulate to members a Call for Nominations setting a deadline no later than 6 weeks prior to the annual meeting. The Committee should seek candidates to assure diversity and appropriate representation of clergy and major regions of the state. No later than 40 days prior to the annual meeting the Committee shall circulate to members the names of at least one (1) candidate for each elected position on the Board and Nominating Committee for which the term will expire at conclusion of the Annual Meeting.

**5.4 Nominations by Petition**. A UUJO member who is not included in the list presented by the Nominating Committee may be nominated for the Board or the Nominating Committee by a petition signed by ten (10) or more voting UUJO members and delivered to the Board not less than thirty (30) days prior to the Annual Meeting along with a statement by the candidate of his/her willingness to accept the nomination.  Nominations may not be made from the floor at the annual meeting.

**ARTICLE 6 – Officers**

**6.1 Selection and Terms.** In addition to Co-Chairs elected at Justice Assembly, the Board shall annually select from its members a Secretary, and a Treasurer, and such other officers as it determines are needed to perform its responsibilities. In case of a vacancy, the Board may select a replacement to fill the unexpired term. Officers shall serve until their successor has been selected.

**6.2** **Executive Committee**.  By majority vote the Board will elect one of the Co-Chairs as Chair of the Executive Committee that will include the three other officers and the Executive Director serving *ex officio*, without vote.

**6.2.1 Responsibilities**. The officers shall perform the duties specified below and such other duties as are incident to the office or properly required by the Board unless removed in accordance with paragraph 6.5.

**6.2.2** **Co-Chairs**. The Co-Chairs shall:

1. Prepare a draft agenda and convene Board meetings and the annual business meeting.
2. Appoint individuals to represent UUJO at meetings and to serve on boards of Ohio interfaith and non-denominational social justice organizations.
3. Report UUJO activities to Justice Congregations, Institutional Members, and the UU State Advocacy Network (UUSAN).
4. The Executive Committee Chair will supervise the Executive Director and will consult the other officers and board members on personnel policies and practices.

**6.2.3** **Secretary**. The Secretary shall cause the minutes of all Board and UUJO meetings to be recorded, keep the minutes and maintain a written record of all approved UUJO policies.

**6.2.4 Treasurer**. The Treasurer shall oversee the financial affairs of UUJO and report on the financial condition of UUJO at the Annual Meeting, each Board meeting, and such other meetings as necessary.

**6.3 Delegations**. The Board may delegate the duties of an officer to any other member of the Board or another UUJO member as may be appropriate and necessary.

**6.4 Appointment of Other Officers.** The Board shall specify in writing the duties of any other officers it selects.

**6.5 Removal of Officers**. An officer may be removed by a vote of two-thirds of the members of the Board.

**ARTICLE 7 – Executive Director**

**7.1 Appointment.** The Executive Director, if any, shall be appointed by and serve at the pleasure of the Board.

**7.2 Responsibilities.** The Executive Director, if any, shall serve as the Chief Executive Officer of UUJO and shall be responsible for:

1. Implementing the policies, programs, and activities established by the Board;
2. Operating and/or overseeing the operation of the programs and activities established by the Board;
3. Recommending to the Board the hiring, compensation, and discharging, of other staff and supervising employees in accord with established personnel policies and procedures.
4. Managing the resources of UUJO;
5. Serving as a spokesperson of UUJO;
6. Representing UUJO with the UU State Advocacy Network.
7. Performing such tasks as may be required by the policies of the Board or requested by the Board.

**7.3 Delegations of Authority.** The Executive Director may delegate all or a portion of any of these responsibilities to a member of the staff, a member of UUJO, or such other person as may be appropriate.

**7.4 Contracting Authority.** Subject to express Board approval and in accord with established policies and procedures the Executive Director may be authorized to enter into contracts, leases, or other agreements on behalf of UUJO and to open and close UUJO bank and investment accounts.

**7.5 Remuneration.** The Executive Director shall be remunerated at the salary and with the benefits approved by the Board.

**7.6 Reimbursement of Expenses.**The Executive Director shall be entitled to reimbursement approved by the Executive Committee Chair of reasonable expenses incurred in performing her/his responsibilities under Article 7.2 and to authorize reimbursement of expenses incurred by other staff and consultants in performance of their UUJO-related duties.

**Article 8 – Offices and Registered Agent**

8.1 Registered Office and Registered Agent. The Board shall designate a Registered Agent for UUJO who has an office in the State of Ohio. The Board shall designate the business office of the Registered Agent as the Registered Office of UUJO and shall file such notices regarding the Registered Agent and the Registered Office as may be required by law.

8.2 Other Offices. The Board may establish other offices for UUJO within or outside the State of Ohio.

**ARTICLE 9 – Fiscal Year**

9.1 The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

9.2 Deposit and Dispensing of Funds The funds of UUJO shall be deposited in the name of UUJO in such financial institutions as the Board shall designate. UUJO funds shall be drawn from such accounts in the manner prescribed by written policy approved by the Board, by the Treasurer and by such other individual or individuals as may be authorized to do so by the Board or UUJO’s fiscal agent.

**ARTICLE 10 – Notices**

Except as otherwise required by law, any notice to any member of UUJO shall be deemed to have been delivered when deposited with proper postage in the United States Mail addressed to the member at the most recent postal address for that member contained in the records of UUJO or sent electronically (by fax, e-mail, or other means) to the most recent fax number or e-mail address for that member in the records of UUJO.

**Article 11 – Seal**

The corporate seal of UUJO if any, shall be in such form and bear such inscription as may be approved by the Board.

**ARTICLE 12 – Indemnification of Officers, Committee Members, and Employees,**

The corporation shall indemnify its officers, Board members, committee members, employees, and agents to the greatest extent permitted by law. UUJO shall have power to purchase and maintain insurance on behalf of any person who is or was an officer,

member of the Board, employee, or agent of UUJO or who is or was serving at the request of UUJO as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability arising out of that status asserted against that person and incurred by that person, whether or not UUJO would have the power to indemnify that person against the liability under the provisions of this Article.

**ARTICLE 13 Books and Records**

**13.1 Financial and Meeting Records**. UUJO shall keep correct and complete minutes of meetings of its members and of the Board and accurate and complete records of its financial accounts and resources.

**13.2 List of the Board.** UUJO shall maintain at its Registered Office and its principal place of business, an accurate, up-to-date list of the names, titles, and addresses of the members of the Board.

**ARTICLE 14 – Amendments**

The bylaws of UUJO may be amended by a two-thirds (2/3) vote of the members represented at any meeting held in accordance with Article 4.1. Amendments may be submitted in writing by the Board or by a petition of ten (10) or more members filed with the Chair at least thirty (30) days prior to the meeting. The text of all proposed amendments shall accompany the notice of the meeting. Modifications of an amendment proposed during consideration of the amendment at a meeting shall be submitted to the Chair in writing and read aloud to the members present.

The foregoing Bylaws were adopted by the members of UUJO on Saturday November 8, 2014 at First Unitarian Universalist Church in Columbus, Ohio.

Howard Tolley (signature on file)

UUJO Executive Director

**BYLAWS DRAFT PROPOSALS**

1.  **Memberships**

a. **Justice Congregations**, dues voted at JA. (2014 $1/member up to $300)

b.  **Justice Advocates** individual annual dues adult/low income/student set by Board of Directors. ($25/$10 2014)

c.  **Institutional Members**

Annual dues ($50 to $300) Current OMD, UUCGC, $250

Eligible — other UU regional groups such as ministers’ and religious educators’ associations and Ohio affiliates of national UU justice organizations

2.  **JA Voting**:

a. All Steering Committee Members/Directors get a vote at JA,

b.  1 to 6 delegates from certified Justice Congregations, 1 per each 50 members.

c.  1 to 6 delegates from each Institutional Member, 1 per each $50 paid annually up to $300. Delegates appointed by Institutional Members must either be Justice Advocate members of UUJO unaffiliated with a Justice Congregation, or members of a Justice Congregation.

d.  Must be present to vote — No proxy voting on behalf of absentees

e.  Board granted discretion to arrange offsite voting (none in 2014)

f.  Individuals attending each have only one vote even if filling multiple roles, must choose one.

d.  Ballots at GA only for contested position(s) — uncontested slate automatically elected. No nominations from the floor or write in option.

3. **Nominating Process**

a. 4 Member Nominating Committee, 2 from each region serving staggered two year terms, 2 elected in even numbered years, 2 in odd numbered years by the designated UUJO liaison from the Justice Congregations in each region.

Current: OMD Co-Chair Anne Osborne + Steve Palm-Hauser

MidAmerica: Co-Chair Lee Meyer and Maureen O’Meara)

b. Call for nominations by email, Facebook posting and website:

No later than 10 weeks prior to annual meeting (8/30/14)

c. Deadline for Nominations of self or with consent of nominee

No Later than 6 weeks prior to annual meeting (9/27/14)

d. Nominating Committee prepares diverse slate to include regional representation, a Minister, balance and notifies candidates chosen.

e. Special notice to any rejected individual six weeks prior to the annual meeting (9/27/14) explaining that to be listed on the ballot a petition signed by five Ohio UUs from at least three congregations must be received no later than the close of nominations 4 weeks prior to the annual meeting. (10/11/14)

f. Nominating Committee report published identifying candidates with brief description of each 4 weeks prior to the annual meeting.

4.    **Board of Directors, Officers, Executive Committee + Staff**

a. 8 Members elected at JA and up to 3 appointed

serving staggered two year terms, half elected even numbered years, half in odd numbered

b. Members must be Justice Advocates or from a justice Congregation.

c. 6 elected at large (In 2014, 3 for 1 yr term, 3 for 2 yr terms)

d. 2 co-chairs elected from regions.  (In 2014, 1 for 1 yr term, 1 for 2 yrs)

e. In order to assure diversity, balance and expertise, the Board can appoint up to 3 additional Directors for 1 or 2 yr terms, as well as make appointments to fill vacant positions resulting from resignation, death no non-attendance.

f. Officers + Executive Committee – Co-Chairs appoint **Secretary** and **Treasurer** from elected or appointed members to serve on 4 member **Executive Committee** of officers.

g. Renewable terms, no limits.  (Or two term limit)

h. Board to employ Executive Director and other staff to be assigned responsibilities including budget and finance, grant writing, etc.

h. Liability insurance for Directors and Staff.

**Responsibilities of the Co-Chairs**

1. Prepare a draft agenda and convene monthly Board of Directors meetings and the annual business meeting.
2. Appoint individuals to represent the UU network at meetings and to serve on boards of Ohio interfaith and non-denominational social justice organizations.
3. Report UUJO activities to the OMD Board, OMD General Assembly, UUCGC board and the UU State Advocacy Network (UUSAN).
4. Direct any paid staff.

**Authority of the Board of Directors**

1. Facilitate statewide information sharing and collaboration among Ohio UUs and with other social justice organizations in support of the network mission.
2. Identify statewide issues to be given priority, endorse statewide campaigns and coordinate joint efforts with Ohio partner organizations,
3. Create and maintain a website, facepook page and google group to facilitate information sharing and coordination of advocacy issue groups
4. Appoint UUs from member Congregations in Ohio to serve on any task force created to address an issue identified as a UUJO statewide priority.
5. Oversee funding initiatives including grant proposals and fundraising outreach
6. Work with OMD staff and UUCGC officers responsible for social justice programs and budget. Arrange for social justice seminar or workshop at OMD Summer Institute.
7. Recruit and hire staff in accord with any grant funding.

Draft Bylaws Article on**Joint Action and Membership in Other Organizations**

Section 1. UUJO will become affiliated members or join in coalition activities with other organizations when those organizations or joint activities have as their primary mission:

a. goals that promote Unitarian Universalist values as articulated in our Principles;

b. and/or goals that are in accord with resolutions passed at UUA General Assemblies, OMD District Assemblies or Heartland/Mid America Assemblies.

Section 2:  The Board of Directors must approve joint activities or formal membership in a coalition

**11/8 JA**

11 am Governance workshop for Bylaws group to finalize preparation for vote at

2:30 closing plenary business meeting. Debate, amendments, and vote to approve by majority.

**11/10** Submit Bylaws to IRS with application for 501c3 status