

TO: United Church of Christ Board  
FROM: Governance Committee and Office of General Counsel  
DATE: October 12, 2022  
RE: Proposed UCC Bylaws Amendments

## MEMORANDUM

The United Church of Christ Board voted on September 14, 2022 to propose amendments to the United Church of Christ Bylaws at the General Synod meeting in 2023 that extend the term of the General Synod from two years to three years. The change will be effective in 2025, with the first three-year General Synod term between 2025 and 2028. The purpose of this memorandum is to describe in detail the proposed UCC Bylaws amendments to United Church of Christ office terms that are tied to General Synod terms, and to provide the rationale of the Governance Committee for its recommendation.<sup>1</sup>

### I. United Church of Christ Board Terms

The UCCB term is currently one term of three General Synods, or six years.

#### A. The Governance Committee recommends the UCCB term remains one term of three General Synods, equaling nine years.

Keeping the UCCB term of three General Synods is the least complicated choice. One advantage is the UCCB can continue to have three classes, which promotes leadership development and less frequent turnover of members. A disadvantage is a nine-year term is a long term for a board member—though serving nine years on a nonprofit board is not unusual. The Governance Committee noted in its discussions that if a nine-year term proves unworkable, a shorter UCCB term can be proposed at a later date.

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<sup>1</sup> Office of General Counsel approached the revisions with the assumption that the first three-year term must be between 2025 and 2028. It also assumed that a transitional period, where the number of years or terms served may be slightly different than originally anticipated, is both necessary and acceptable to move into a new General Synod term. OGC focused on keeping the disruption to terms/years served at a minimum, and keeping boards and committees fully populated without the necessity of special General Synod meetings. This resulted in some terms being slightly shorter and some terms being slightly longer.

### UCCB Term of Three General Synod Terms (Nine Years)

General Synod Year Board Composition	Board Class		
	Year of Election		
	Number of At-Large Members		
2023	Class of 2025	Class of <del>2027</del> /2028*	Class of 2031**
	Elected in 2019	Elected in 2021	Elected in 2023
	12	12	12
2025	Class of <del>2027</del> /2028*	Class of 2031**	Class of 2034
	Elected in 2021	Elected in 2023	Elected in 2025
	12	12	12
2028	Class of 2031**	Class of 2034	Class of 2037
	Elected in 2023	Elected in 2025	Elected in 2028
	12	12	12
2031	Class of 2034	Class of 2037	Class of 2040
	Elected in 2025	Elected in 2028	Elected in 2031
	12	12	12

\* The class of 2027 will become the class of 2028 following the bylaws amendment. Thus, instead of serving six years (three GS terms before the bylaws amendment), it is a seven-year GS term, consisting of two two-year GS terms (2021-2023, 2023-2025) and one three-year GS term (2025-2028). The Governance Committee recommends a special bylaws provision to ensure correct interpretation for transitional classes.

\*\* The class of 2031, elected in 2023, would serve a shorter term (in years) to account for the change in the GS term. Thus, instead of serving nine years (three GS terms after the bylaws amendment), it is an eight-year UCCB term, consisting of one two-year GS term (2023-2025), and two three-year GS terms (2025-2028 and 2028-2031). The Governance Committee recommends a special bylaws provision to ensure correct interpretation for transitional classes.

**B. The Governance Committee considered, but rejected, reducing the UCCB term to one term of two General Synods, equaling six years.**

The Governance Committee also considered reducing the UCCB term to two General Synod terms to keep it six years. An advantage is the six-year term provides an opportunity for more people to serve on the UCCB. A disadvantage is the number of board classes drops to two, resulting in a board turnover of 50% of at-large members every six years. The Governance Committee found the transitional period to be more complicated and had concerns about the workload of the General Synod Nominating Committee. As previously stated, the Governance Committee noted that if the recommend three-General-Synod term (nine years) is unworkable, the change to a two-General-Synod term (six years) can be proposed at a later date.

**Not Recommended: UCCB Term of Two General Synod Terms (Six Years)**

General Synod Year	Board Class		
	Year of Election		
	Number of Members		
2023	Class of 2025	Class of <del>2027</del> /2028*	Class of 2028**
	Elected in 2019	Elected in 2021	Elected in 2023
	12	12	12
2025	Class of <del>2027</del> /2028	Class of 2028***	Class of 2031
	Elected in 2021	Elected in 2023	Elected in 2025
	12	12	12
2028	Class of 2031	Class of 2031	Class of 2034
	Elected 2025	Elected in 2028	Elected in 2028
	12	6	18
2031	Class of 2034	Class of 2037	
	Elected in 2028	Elected in 2031	
	18	18	
2034	Class of 2037	Class of 2040	
	Elected in 2031	Elected in 2031	
	18	18	

\* The class of 2027 will become a class of 2028 following the bylaws amendment. It will serve GS terms 2021-2023, 2023-2025, and 2025-2028 (because the GS term will be extended to three years in 2025).

\*\* The class of 2028, elected in 2023, will serve a UCCB term that is two General Synod terms per the bylaws revision, but the GS terms will be different lengths: 2023-2025 for the last two-year GS term, and then 2025-2028 for the first three-year GS term.

\*\*\* Note the loss of 2/3 of experienced board members in 2028. This is a function of the extension of the GS term while keeping the UCCB term to six years. To move to a two-class staggered board and maintain the required 36 at-large members, two different classes will be elected in 2028: a special one-GS term class of six members, and a new class of 18 members.

**II. General Synod Nominating Committee Terms**

The General Synod Nominating Committee term is currently three General Synod terms for a total of six years.

The Governance Committee recommends that the General Synod Nominating Committee also maintain the current three-General-Synod term, which would extend the term to nine years, to keep it parallel with the UCCB term and avoid the disadvantages that would arise from reducing the Nominating Committee to two classes, as discussed in the previous section.

### Nominating Committee Term of Three General Synod Terms (Nine Years)

General Synod Year Nominating Committee Composition	Nominating Committee Class		
	Year of Election		
	Number of Members		
2023	Class of 2025	Class of <del>2027</del> /2028*	Class of 2031**
	Elected in 2019	Elected in 2021	Elected in 2023
	5	6	5
2025	Class of <del>2027</del> /2028	Class of 2031	Class of 2034
	Elected in 2021	Elected in 2023	Elected in 2025
	6	5	5
2028	Class of 2031	Class of 2034	Class of 2037
	Elected in 2023	Elected in 2025	Elected in 2028
	5	5	6
2031	Class of 2034	Class of 2037	Class of 2040
	Elected in 2025	Elected in 2028	Elected in 2031
	5	6	5
2034	Class of 2037	Class of 2040	Class of 2043
	Elected in 2028	Elected in 2031	Elected in 2034
	6	5	5

\* The class of 2027 will become the class of 2028 following the bylaws amendment. Thus, instead of serving six years (three GS terms before the bylaws amendment), it is a seven-year Nominating Committee term, consisting of two two-year GS terms (2021-2023, 2023-2025) and one three-year GS term (2025-2028). The Governance Committee recommends a special bylaws provision to ensure correct interpretation for transitional classes.

\*\* The class of 2031, elected in 2023, would serve a shorter term (in years) to account for the change in the GS term. Thus, instead of serving nine years (three GS terms after the bylaws amendment), it is an eight-year Nominating Committee term, consisting of one two-year GS term (2023-2025), and two three-year GS terms (2025-2028 and 2028-2031). The Governance Committee recommends a special bylaws provision to ensure correct interpretation for transitional classes.

### III. Officer Terms

The current officer term is two General Synod terms, not to exceed three officer terms, for a total possible tenure of six General Synod terms, which is currently 12 years. The Governance Committee recommends keeping the officer term two General Synods but reduce the number of times the officer can be re-elected to one. This would result in a possible officer tenure of four General Synods, or 12 years. Keeping the officer term the same while continuing to allow two re-elections and extending the General Synod term would result in a possible 18-year officer tenure, which the Governance Committee finds too long.

Special bylaws provisions will be required to establish a clear understanding of how re-elections of existing officers would be integrated into the new General Synod term. For

example, an officer elected in 2019 could arguably not be permitted to run for re-election a second time, as the second re-election would occur in 2028 after the bylaws amendment, and the officer was already permitted to serve four General Synod terms. Such an interpretation is not in the best interest of the United Church of Christ as it would reduce the number of years an experienced officer could serve to nine. The table below is an effort to bring the total number of years served as close as possible to 12 through the time of transition.

Any officer may choose to step down or not seek re-election at any time, regardless of whether the officer term or General Synod term has ended. No officer seeking reelection is guaranteed to be reelected. This possibility requires some flexibility to be built into the transitional bylaws in case a special election must be held. The Governance Committee recommends the following provision: “In the case of an Officer election that occurs at a special meeting of the General Synod not reflected on the Transitional Officer Terms chart, the UCCB will recommend and the General Synod will determine such an Officer’s term and eligibility for reelection at the time of election, adhering as closely as possible to the Transitional Officer Terms chart.”

### Transitional Officer Terms

Officer Elected at GS:	First Re-Election	Second Re-Election	Final Expiration	Possible GS Terms	Total Possible Time
2015 John Dorhauer	2019	2023 (N/A)	2028 (N/A)	6: 2015-2017 2017-2019 2019-2021 2021-2023 2023-2025 2025-2028	13 years (but John is not running for re-election)
2017 Traci Blackmon	2021	2025	2028	5: 2017-2019 2019-2021 2021-2023 2023-2025 2025-2028	11 years
2019 Karen Georgia Thompson	2023	2028	2031	5: 2019-2021 2021-2023 2023-2025 2025-2028 2028-2031	12 years
2021 No officers elected this year	2025	2028	2031	4: 2021-2023 2023-2025 2025-2028 2028-2031	10 years

2023 New GMP to be elected	2028	N/A	2034	4: 2023-2025 2025-2028 2028-2031 2031-2034	11 years
2025	2031	N/A	2037	4: 2025-2028 2028-2031 2031-2034 2034-2037	12 years

**IV. Other Offices**

Other offices that are affected by the move to a three-year General Synod include: Conference delegates; HUGs delegates; United Church Funds board; Historical Council; and Council for Theological Education. Rather than being overly prescriptive in the United Church of Christ Bylaws as to how those changes will be managed, the Governance Committee recommends amendments to account for the change only, leaving it to those organizations to best organize themselves to manage the change. The Governance Committee recommends amendments to the provisions on Conference and HUGs delegates to allow a delegate to be elected to a single General Synod term and be re-elected to a second consecutive term. This recommendation is based on feedback from Conference Ministers who are on the Governance Committee and on the General Synod Frequency Task Force.