

Proposed Amendments to the URJ Constitution and Bylaws

November 2021

In March 2021, NAB Chair Jennifer Kaufman established a Governance Task Force charged with updating our governance to make our work on behalf of the URJ as effective as possible. The group was asked to propose a new model of governance that provides clarity of roles, that respects the time of each lay leader, that provides strong strategic oversight, and that is agile enough to support the URJ as it responds to a changing world while building for the future.

Since then, we have engaged current NAB members and alumni, heard from our dedicated staff, sought expert guidance, and researched models of governance from similarly situated organizations. This essential input has shaped our discussions and our design.

We believe we have arrived at a proposal that will result in a lay leadership structure for the URJ that builds on our historic foundation, leverages all that we are today, and enables us to truly partner with staff to deliver effective governance to meet the future of Reform Judaism.

A Few Lessons We Have Learned

- Leading governance best practices indicate that the URJ should have a small governing group and a larger, diverse body that drives generative and strategic conversations to help guide the organization. This structure will establish clear ownership of fiduciary, operational, legal, communications, and advocacy roles/responsibilities/authorities and ensure that URJ performance is aligned with diversity, equity, and inclusion (DEI) principles.
- The URJ's governance structure must support URJ operations and empower the organization to carry out its vital and increasingly complex mission in the next century. Board roles include oversight of management and organizational governance, while management runs the organization's operations.
- The relationship between the Board and staff of the URJ should be a "sacred partnership" in which the Board oversees and endorses strategic plans, provides guidance, and delegates operations to the chief executive.
- Communication among the Board, staff, and URJ congregations and communities should be ongoing and robust.

Our Proposal

This document is designed to highlight the changes that are proposed in the amendments to the URJ Constitution and Bylaws. It provides an explanation behind each of the proposals. Please note that sections marked "no substantive change" may have been moved from their

existing location to a new location in the Bylaws for improved flow. In addition, we have made conforming edits for consistency and to reflect current language use. For example, references to “the Union” have been changed to “the URJ,” and gendered language has been replaced with gender-neutral language.

The proposed new governance structure includes three pillars:

North American Board (NAB)

A large, diverse, representative set of leaders who engage in generative discussions, approve public policy, and serve as ambassadors to our North American constituencies with the goal of scaling and mobilizing our movement.

The NAB will be responsible for mobilizing the Reform Movement to carry out the purpose and mission of the URJ; giving voice to Reform Movement diversity to shape the future of the URJ; increasing the financial and human resources available to the URJ; and identifying and developing new leaders.

The NAB will also vote on election of the URJ President, Officers, and members of the Executive Board; change in the mission or purpose of the URJ, or merger of the URJ; taking positions on major issues of public policy; and admission of congregations as members of the URJ.

These changes are intended to ensure that the NAB is a cadre of diverse leaders from across our Movement with the knowledge and expertise to help lead the institution.

Executive Board (EB)

Responsible for the governance and oversight of the URJ. The EB will be responsible for the URJ’s property, business, and operational affairs.

General Assembly (GA)

Composed of delegates from each congregation comprising the URJ, the General Assembly continues to be the URJ’s highest authority and will continue to shape the URJ’s future. The GA will vote on nominees to the North American Board. The GA will also be consulted on amendments to the Constitution and Bylaws, with ample opportunity to provide input on any proposed changes, as well as on URJ Resolutions, also with ample opportunity to provide input.

Outline of Proposed Bylaws Amendments

Preamble: No substantive change

CONSTITUTION

Article I Name: *No substantive change*

Article II Mission Statement: *No substantive change*

Article III Membership

Amendments have been made to this section to reflect the EB's fiduciary responsibility for the URJ and its responsibility to terminate membership in the URJ.

Section A (Revised) / Sec. 1 (Current): *No substantive change*

Section B (Revised) / Sec. 2 (Current): *The Membership Committee will make its recommendations on financial support to the EB, rather than the NAB or OC*

Section C (Revised) / Sec. 3 (Current): *The EB, rather than the Membership Committee, will address issues with congregations that are not in compliance with payment of dues*

Section D (Revised) / Sec. 4 (Current): *The EB, rather than the NAB, will hold the power to terminate congregational membership in the URJ*

Article IV General Assembly: *No substantive change*

Article V North American Board and Executive Board (Revised) / Board of Trustees and Oversight Committee (Current)

As noted above, leading governance best practices indicate that the URJ should have a small governing group and a larger, diverse body that drives generative and strategic conversations to help guide the organization. Currently, the URJ North American Board has 242 members plus the presidents of affiliates. The Oversight Committee is comprised of URJ officers, 19 at-large members, and specified ex-officio members. Changes have been made to this section to establish a NAB, with up to 150 members, and an Executive Board, with 25-30 members. The composition and duties of each are detailed in the Bylaws.

Article VI Congregational Autonomy: *No substantive change*

Article VII Amendments

To reflect the new leadership bodies, this section has been revised to provide that amendments to the Constitution will be considered by the NAB, rather than the General Assembly (GA). Amendments may continue to be proposed by the NAB, EB, or a congregation if seconded by three other congregations. Notice and opportunity for comment must be given to congregations 60 days prior to any vote, allowing ample time to provide input on any proposed changes. This proposal will ensure that congregations continue to have a voice, with voting vested in the diverse body elected by the GA.

Article VIII Gender

To avoid the use of gender-binary language, all gendered language in the Constitution and Bylaws has been removed. As a result, this article is no longer required.

BYLAWS

Article I (Revised)

We stand for a Judaism that is inclusive of a wide range of identities, knowing that we will be a stronger, more vibrant Jewish community when we fully incorporate the diversity, in all its forms, that is the reality of modern Jewish life. As such, a new Article has been added affirming our commitment to diversity within the URJ and its leadership bodies.

Article II (Revised) / Article I (Current) North American Board

This article includes the purpose, composition, term, duties, meetings, processes upon resignation and removal, vacancies, and eligibility for the revised URJ NAB. It reflects feedback received during Governance Town Halls from NAB members and alumni about the work that is most meaningful to them and necessary for the institution.

This amended Article makes clear that the NAB will remain responsible for shaping the URJ's direction by voting on key lay and professional leadership appointments, voting on URJ resolutions that reflect our public policy stances, and by admitting new congregations. The EB will assume fiduciary responsibility.

Under the current governance structure, the GA elects approximately half of the NAB members and the URJ Districts (West, East, South and Central, which were subdivided into 35 regional communities, comprising groups of local congregations) elect the other half. To foster NAB members' investment in the URJ as a whole and to ensure that the NAB is truly representative, all NAB members (other than ex-officio members) will be elected at-large by the GA. The new Bylaws also provide for virtual meetings, which we have learned throughout the pandemic can be effective at meeting organizational needs.

Substantive changes to this Article:

- *Title change*
- *Statement of Purpose added: "...to shape the URJ's future by participating in generative conversations, giving voice to the range of URJ constituencies and reflecting the Reform Movement's diversity."*
- *Composition:*
 - *Up to 150 members, elected by the General Assembly*

- *All non-ex-officio NAB members will be at-large and the NAB Nominating Committee will be tasked with ensuring diversity, including the diversity in geography now embodied by the District Representatives*
- *All past URJ Chairs will be NAB members*
- *The two most senior URJ Vice Presidents are no longer ex-officio NAB members*
- *The senior lay leader and senior professional leader from recognized movement partners, professional organizations, and affiliates have been added.*
- *The current Bylaws' provision limiting the number of honorary members has been removed*
- *Terms of Service:*
 - *Four years, with eligibility to apply for one additional four-year term*
 - *If a NAB member is appointed by the NAB to fill a vacancy with more than 50% of the term remaining, that will count as a full term*
 - *NAB members may reapply for NAB membership and serve additional terms after a two-year hiatus*
- *Duties:*
 - *Mobilizing the Reform Movement to carry out the URJ's purpose and mission*
 - *Giving voice to the Reform Movement diversity to shape the URJ's future*
 - *Seeking to increase the URJ's financial and human resources*
 - *Identifying and developing new leaders*
 - *Election of URJ lay officers, the URJ President, and members*
 - *Change in the URJ's mission or purpose, or merger of the URJ*
 - *Taking positions on major issues of public policy*
 - *Admission of congregations as members of the URJ*
 - *The current Bylaws' provisions on NAB responsibility for fiduciary financial matters and termination of congregations from the URJ has been amended so that the EB will assume these responsibilities*
- *Meetings:*
 - *NAB meetings will be called by the Chair and no less than twice per year. At least one meeting will be in person when possible. Meetings and voting may take place by authorized communications equipment ie. Zoom*
- *Resignation and Removal:*
 - *A member of the NAB may resign at any time by giving written notice to the NAB Chair and may be removed for cause by a vote of a majority of the EB*
- *Vacancies:* *At-large member vacancies may be filled for the remainder of the term by a nomination of the URJ Chair and approved by the EB*
- *Dissolution:* *Upon the URJ's dissolution, the EB will be responsible for disposing of URJ assets*

Article III (Current) Conference of Presidents

Moved to new Article V

Article III (Revised) / Article II (Current) Executive Board /Oversight Committee

This article includes the purpose, eligibility and composition, terms, duties, meetings, resignation and removal, and vacancies for the new EB. The EB will engage the NAB in generative conversations about the future vision for the Reform Movement and rely on its members to provide input, insights, and representative voices to enrich and inform decisions.

The EB will be responsible for URJ governance and oversight, including fiduciary matters, and will hold any powers not assigned to the NAB.

The EB will be expanded beyond the current OC to include the American Conference of Cantors as clergy partners as well as voting representation from the Reform Jewish Community of Canada, in reflection of our status as a North American movement.

Substantive changes to this Article:

- *Title change*
- *Statement of Purpose added: "...responsible for the governance and oversight of the URJ. Operating at both the fiduciary and strategic levels, the Executive Board shall engage the NAB in generative conversations about the future vision for the Reform Movement and rely on its members to provide input, insights, and representative voices to enrich and inform decisions."*
- *Composition:*
 - *25-30 members*
 - *All URJ Officers (No substantive change)*
 - *The immediate past URJ Chair, rather than all past Chairs as on the current OC*
 - *Four District Chairs*
 - *At-large members nominated by the EB Nominating Committee (No substantive change)*
 - *The President of the Reform Jewish Community of Canada, as a voting member (New)*
 - *A person designated by HUC-JIR, as a non-voting participant (No substantive change)*
 - *A person designated by CCAR, as a nonvoting participant (No substantive change)*
 - *A person designated by ACC, as a nonvoting participant (New)*
 - *Any individual may be invited at the URJ Chair's discretion to attend EB meetings*
 - *The General Counsel has been removed (New)*
- *Terms*

- *An EB term will be two years; members will be eligible to apply for two additional two-year terms*
- *Except for the URJ Chair who will serve one term of four years, officers will serve for a term of two years in any particular officer position and are eligible to apply for one additional consecutive term in the same office, for a total of four years. A person serving in one officer position is eligible to serve again in another officer position.*
- *EB members will also be eligible to apply for one term on the NAB immediately after their EB service has ended*
- *Officers serving as Vice Chairs and Treasurer are not eligible to serve on the Executive Board following the conclusion of their terms as Officers (unless serving in a different officer role)*
- *Duties:*
 - *The EB will handle the URJ's property, business, and operational affairs, including the power to establish guidelines and policy to carry out the URJ's functions, other than those reserved in the Bylaws for the NAB*
 - *All EB members will automatically be voting NAB members*
- *Meetings:*
 - *The EB will meet at the Chair's call, in person or by authorized communications equipment*
 - *Electronic voting is allowed for virtual meetings*
 - *18 members of the EB constitute a quorum*
 - *In exceptional circumstances, 18 EB members can call an emergency EB meeting*
- *Selection: The URJ Chair will appoint an EB Nominating Committee (See new Art VI, Sec B)*
- *Resignation and Removal:*
 - *An EB member may resign by giving written notice to the URJ Chair and may be removed for cause by a vote of a majority of the EB*
- *Vacancies: All EB vacancies will be filled by the URJ Chair and approved by a vote of a majority of the EB, for the remainder of the unexpired term*

Article IV URJ Officers

This article establishes the URJ officer positions. To reflect legal requirements and best practices, the URJ President has been removed as an officer and a staff position as Secretary has been added. The Treasurer continues to fill a vital fiduciary role and will partner with the URJ's professional staff but will no longer be designated as the chief financial officer.

- *Positions:*
 - *URJ Chair*
 - *Four Vice Chairs*
 - *Secretary*

- *Treasurer*
- *Nominations: The Special Nominating Committee has been renamed the “Executive Board Nominating Committee” and will make officer nominations*
- *Election: The Officers will be elected by the NAB from among its membership*
- *Terms:*
 - *Chair - 4 years, not renewable*
 - *Vice Chairs, Secretary, and Treasurer - 2 years. Except for the completion of an unexpired term, these Officers may not serve more than two consecutive terms in any particular office*
 - *Vacancies: Officer vacancies may be filled by the URJ Chair and approved by a vote of a majority of the EB, for the remainder of the unexpired term*
- *Duties:*
 - *The URJ Chair will preside at meetings of the NAB, the EB, and the GA and will appoint the various committees of the NAB and the EB*
 - *In the absence or other unavailability of the URJ Chair, an Officer designated by the URJ Chair or the EB will act as URJ Chair*
 - *The clause designating the Treasurer as the URJ’s chief financial officer has been removed*

Article V (Revised) Conference of Presidents

Article III in the current Bylaws, this section includes no substantive change

Article VI Fiscal Year: *The Fiscal Year has been changed to coincide with the calendar year*

Article VII (Revised) / Article VIII (Current) Budget:

In accordance with the new duties of the NAB and EB, the EB will vote on the URJ budget. The approved budget will be presented to the NAB.

Article VIII Committees:

Amendments to this article reflect the new responsibilities assumed by the EB.

- *Membership Committee: No substantive change*
- *NAB Nominating Committee: This committee will present to the General Assembly a list of nominees to be considered for election as members-at-large of the NAB*
- *EB Nominating Committee: This committee will present to the full EB a list of nominees to be considered for election of members-at-large, District Chairs, and officers of the EB*
- *Committee on Endowments and Trust Funds: No substantive change*
- *Resolutions Committee: No substantive change*
- *Audit Committee: No substantive change*
- *Budget Committee: This committee will report to the EB, rather than the NAB as under current Bylaws*

- Membership Policy Review Committee: No substantive change

Article IX (Revised) / Article XI (Current) Bank Deposits: No substantive change

Article X Dues: No substantive change

Article XI (Revised) / Article XII (Current): Authority to Accept Gifts: No substantive change

Article XII (Revised) / Article XIII (Current): Meetings of the General Assembly

Amendments clarify that the General Assembly may meet and vote by authorized communications equipment ie. Zoom, which we have learned throughout the pandemic can be substantive and effective at meeting organizational needs.

- *Regular meetings of the GA will be held biennially, at a time and place determined by the GA or the EB, rather than the NAB as currently provided. Special meetings of the GA may be called by the URJ Chair or upon written request by a majority of the EB or upon written request by ninety constituent congregations.*
- *The GA may meet in-person or by authorized communications equipment and may conduct voting in-person or by authorized communications equipment*

Article XIII (Revised) / Article XIV (Current) Board of Governors of HUC-JIR: No substantive change

Article XIV (Revised) / Article XV (Current) Affiliates: No substantive change

Article XV (Revised) / Article XVI (Current) URJ Councils: No substantive change

Article XVI (Revised) / Article XVII (Current) Amendments:

To reflect the new leadership bodies, this section has been revised to clarify that amendments to the Bylaws will be considered by the NAB, rather than the GA. Amendments may continue to be proposed by the NAB, EB, or a congregation if seconded by three other congregations. Notice and opportunity for comment must be given to congregations 60 days prior to any vote.

Article XVII Gender (Current)

To avoid the use of gender-binary language, all gendered language in the Constitution and Bylaws has been removed. As a result, this article is no longer required.