

# I. Proposed Business Resolution

## Embodying Human Rights in Our Investment Decisions

**This resolution was submitted by petition - signed by not fewer than 250 members of UUA certified (in 2019) congregations, with no more than 10 members from one congregation.**

1. WHEREAS, the pursuit of social justice is at the heart of our identity as Unitarian Universalists;
2. and
3. WHEREAS, we Unitarian Universalists are guided by our fundamental principles that
4. uphold the worth of every human being; call for justice in human affairs; support the right of
5. conscience and the democratic process; support a world community with peace and liberty for
6. all; and declare respect for the interdependent web of existence; and
7. WHEREAS, we are also guided by the United Nations Universal Declaration of Human Rights
8. and the associated UN Covenants and Conventions including the UN Convention on the
9. Elimination of all Forms of Racial Discrimination; the UN Covenant on Civil and Political Rights;
10. the UN Covenant on Economic, Social and Cultural Rights; and the UN Convention on the
11. Rights of the Child.
12. WHEREAS, the human rights of Black, Indigenous and other People of Color,
13. ~~[immigrants, people of color,]~~ women, LGBTQI2-S (Lesbian, Gay, Bisexual, Trans, Queer,
14. Intersex, Two-Spirit) people, immigrants, workers, religious minorities,
15. ~~[homeless ]~~ youth and other individuals experiencing homelessness, disabled
16. people/people with disabilities, and people affected by mass incarceration[, and
17. **Indigenous peoples]** living in the United States continue to be egregiously violated; and
18. WHEREAS, the human rights of groups in many countries of the world also continue to be
19. systematically violated. Such groups include but are not limited to the Rohingya of Myanmar
20. and the Uighurs of China who are abused based on religious and ethnic identities; factory
21. workers forced to work without adequate pay in unsafe or unhealthy conditions; immigrants
22. from the Americas, the Middle East and Africa fleeing war, violence, and ecological
23. devastation; Palestinians who have suffered for decades from expulsion, land seizure,
24. and denial of fundamental rights based on their ethnicity; immigrants and asylum seekers
25. warehoused in private prisons in the US; and indigenous people of the Amazon and other parts
26. of Latin America whose lands are taken from them or destroyed; and
27. WHEREAS, the human rights of all people to a secure future for themselves and their
28. descendants continue to be threatened by climate change and by war, including the possibility
29. of nuclear war; and
30. WHEREAS, the current national and world systems that allow oppression and human rights
31. violations to continue are massively affected and enabled by the policies and activities of
32. private corporations; and
33. WHEREAS, Unitarian Universalists should not support or profit from corporations that are
34. deeply complicit in human rights violations; and
35. WHEREAS, Unitarian Universalists should oppose human rights abuses by using their
36. relationships with corporations as consumers and investors to end corporate complicity with
37. human rights abuses and environmental injustice, and to ensure that corporations abide by the
38. UN Guiding Principles on Business and Human Rights; and
39. WHEREAS, the UUA has a long history of investing, shareholder activism and community

40. investing in accord with social justice concerns through the UU Common Endowment Fund  
41. (UUCEF) and its predecessors, which includes endowment funds of the UUA and of many UU  
42. congregations and affiliates and is managed by the UUA Investment Committee, and advised  
43. by the UUA Socially Responsible Investment (SRI) Committee; and

44. WHEREAS, the UUA has the potential to build on its pioneering role in the SRI movement  
45. by strengthening and publicly promoting the UUCEF's SRI Guidelines with regard to human  
46. rights; and

47. WHEREAS, clear, regular and accessible communication between the UUA SRI and  
48. Investment Committees and UU social justice groups, congregations and individual UUs  
49. concerned about social justice issues can help improve the effectiveness and impact of UUA  
50. investment screening, corporate engagement and community investment;

51. THEREFORE:

52. 1. Be it resolved that the 2020 General Assembly of the UUA calls upon the UUA to cease the  
53. purchasing of securities by the UUCEF in corporations that are consistently, knowingly and  
54. directly complicit in egregious human rights violations and violations of international law  
55. ("Human Rights Violators (HRV)") and calls on congregations, affiliates and individuals also  
56. to cease purchasing such securities; and

57. 2. Be it further resolved that this General Assembly calls upon the UUA to continue to divest  
58. the UUCEF holdings of directly held securities of HRV companies, if any, reaching full  
59. divestment of these companies within three years and calls on congregations, affiliates and  
60. individuals also to divest within this timeframe; and

61. 3. Be it further resolved that this General Assembly calls upon the UUA to continue to work  
62. with its current and prospective pooled-asset managers to incorporate Human Rights Due  
63. Diligence into their investment processes<sup>1</sup> ;

64. 4. Be it further resolved that this General Assembly calls upon the UUA to undertake a  
65. comprehensive review of the UUCEF's SRI Guidelines with regard to human rights  
66. concerns, identify significant gaps, if any, and amend the guidelines as necessary; and

67. 5. Be it further resolved that this General Assembly requests the UUA to formalize  
68. mechanisms for communication between its SRI and Investment Committees and UU  
69. social justice groups, congregations and individual UUs concerned about social justice  
70. issues regarding development and implementation of the UUCEF's SRI Guidelines and the  
71. impact of UU SRI initiatives; and

72. 6. Be it further resolved that notwithstanding any provision above, the UUA shall not take any  
73. action that is inconsistent with its fiduciary duty or that is incompatible with the principles of  
74. sound investment; and

75. 7. Be it further resolved that notwithstanding any provision above, the UUA shall not take any  
76. action that precludes the use of shareholder advocacy regarding human rights issues and  
77. the purchase of the minimal shares necessary to permit the introduction of shareholder  
78. resolutions with HRV companies, moreover, the UUA will sell such shares when the  
79. engagement ends or when it seems that engagement cannot produce more results; and

80. 8. Be it further resolved that the President and Treasurer of the UUA should prepare a written  
81. report for each General Assembly from 2021 through 2023 on our Association's progress  
82. on the above resolutions; and

83. 9. Be it further resolved that this General Assembly encourages UUA affiliated organizations,  
84. individual UU congregations and individual UUs to examine their investments and corporate  
85. engagement plans to ensure support for the human rights of all people as defined in the  
86. Universal Declaration of Human Rights with its associated covenants and in the UUCEF's  
87. SRI Guidelines with a view to taking action to end human rights violations, such as

88. public divestment of their holdings in HRV, supporting shareholder activism designed to
89. end human rights violations, and investment in human rights supporting companies and
90. ventures.

Sponsored by UUs for Justice in the Middle East, Black Lives UU, UU RISE, UU Peace Ministry Network and UU Ministry for Earth.

<https://investorsforhumanrights.org/news/call-sign-ons-investor-case-mandatory-humanrights-due-diligence>

## **INCORPORATED AMENDMENT**

- A. 12 WHEREAS, the human rights of Black, Indigenous and People of Color, women, LGBTQI2-S people, immigrants, workers, 13 religious minorities, youth and other individuals experiencing homelessness, people with disabilities/disabled people, and 14 people affected by mass incarceration living in the United States continue to be egregiously violated; and”

## **UNINCORPORATED AMENDMENT**

- B. Lines 62-63 - Insert the phrase "and climate change" between the words “human rights” and the word “concerns”

Underlining indicates insertion; [brackets indicate deletion.]

## II. Co-Moderator Vacancies

The UUA Bylaws currently permit more than one person to hold the office of moderator as “co-moderators,” and this amendment clarifies that if one of those individuals holding the office of moderator leaves the role then the position will be vacant. Co-moderators are chosen as a team, and if that team is no longer intact then the Board must act to fill the vacancy. The amendment gives the Board flexibility to appoint one or more of the members of a co-moderator team to a vacancy to serve out the remainder of the term, but does not require them to do so.

**88. Section 8.8. Moderator.**

89. (a) The Moderator shall preside at General Assemblies and meetings of the Board of  
90. Trustees and the Executive Committee. The Moderator shall represent the Association  
91. on special occasions and shall assist in promoting its welfare. The Moderator shall  
92. serve as Chief Governance Officer of the Association.

93. (b) As used in these Bylaws, the term “Moderator” may refer to a single individual, or to  
94. multiple individuals, serving in the position, even though the word “Moderator” may  
95. appear in the singular form of the word. When multiple individuals are serving in the  
96. position of Moderator, if one or more of those individuals dies, is disqualified,  
97. resigns, or is removed, the position of Moderator shall be deemed vacant under  
98. Section 8.7(a).

**99. Section 8.7. Vacancies**

100. (a) Elected Officers. A vacancy created by the death, disqualification, resignation, or  
101. removal of an elected officer shall be filled by majority vote of the Board of Trustees.  
102. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular  
103. or special election. If the position of Moderator is deemed vacant under Section  
104. 8.8 (b), the Board may, but shall not be obligated, to appoint as Moderator any  
105. remaining individual(s) who had been serving in the position of Moderator when  
106. the position was deemed vacant, and may do so either as a sole appointment or  
107. with one or more other individuals.

### UNINCORPORATED AMENDMENTS

A. 108 The individual(s) may at that time refuse the appointment.

B. 103 If the position of Moderator is deemed vacant under Section 8.8 (b), the Board may, but shall not be obligated to, appoint as

...

Underlining indicates insertion; [brackets indicate deletion.]

### III. Timelines for Nominating Committee

This proposed amendment extends the deadline by which nominations must be made by the Nominating Committee for the UUA Board and Committees. The current deadline of December 10 was developed in a time when the UUA relied on sending materials and nominations by mail, and much less time is required when applications and notifications can be made online. This will give applicants for volunteer roles and the Nominating Committee additional time to complete the process, which is currently limited to consideration of candidates only in the Fall who will not take office until the following June. The amendment includes a conforming change to the deadline to submit nominations by petition.

**108. \*Section 9.4. Nomination by Nominating Committee.**

**109.** (a) The Nominating Committee shall submit one or more nominations for each elective  
**110.** position to be filled, except Moderator and President, including positions to be filled  
**111.** by special election. With respect to Board positions, the Nominating Committee shall  
**112.** designate the position number for which each person is being nominated.

**113.** (b) The Nominating Committee shall endeavor to nominate individuals so that the  
**114.** membership of the Board of Trustees and each elected committee reflects the  
**115.** full diversity of the Association, especially in regard to historically marginalized  
**116.** communities, but also balancing amongst size of congregation, lay and ordained,  
**117.** geography, age (including youth and young adults), and gender, among others. The  
**118.** Nominating Committee shall consult with groups and organizations including those  
**119.** traditionally underrepresented in Unitarian Universalist leadership, to help inform the  
**120.** nominating process.

**121.** (c) Only one person from any one member congregation shall be nominated to serve on  
**122.** the Nominating Committee or the Board of Trustees.

**123.** (d) The **[report of the]** Nominating Committee shall **issue a report with its nominations**  
**124.** **on or before March 15 of the year in which the nominees will be candidates**  
**125.** **for election. Nominations shall** be filed with the Secretary of the Association and  
**126.** **distributed [mailed]** to all certified member congregations, associate member  
**127.** organizations, and trustees **[on or before December 10 of each year]**.

**128.** Section 9.6 Nomination by Petition

**129.** (a) For Moderator and President. A nomination for the office of Moderator or President, for  
**130.** a regular or special election, may be by petition signed by no fewer than fifty certified  
**131.** member congregations, including at least one congregation from three of the regions  
**132.** of the Association. A certified member congregation may authorize the signing of a  
**133.** petition only by vote of its governing board or by vote at a duly called meeting of its  
**134.** members. Such a petition shall be filed with the Secretary of the Association, only in  
**135.** such form as the Secretary may prescribe, not later than February 1 of the year of the  
**136.** election and not earlier than the preceding March 1.

**137.** (b) For other Elective Positions. A nomination for any elective position, for a regular or  
**138.** special election, may be by petition signed by not less than fifty members of certified  
**139.** member congregations, with no more than ten signatures of members of any one  
**140.** congregation counted toward the required fifty. A separate petition, in form prescribed  
**141.** by the Secretary, shall be filed for each nomination not later than **[February 1] May 1**  
**142.** of the year of the election and not earlier than the preceding October 1. A petition for  
**143.** nomination to the Board of Trustees must designate the position number for which the

144. person is being nominated.

## **UNINCORPORATED AMENDMENT**

A. "Line 135

Replace "February" with "May"