

SUMMARY OF PROPOSED CHANGES TO THE GOOD SHEPHERD UCC ARTICLES OF INCORPORATION AND BY-LAWS TO BE CONSIDERED 23 JANUARY 2022

Our governing documents, the Articles of Incorporation and By-laws, were last updated five years ago. A governance sub-team, whose members are Judy Bischoff, Nancy Bowen, John Pestle (not able to serve at the last couple of meetings), Randy Mayer and Mary Martin reviewed our governing documents and propose that the attached documents be approved at a Special Congregational Meeting on January 23, 2022.

Some changes are proposed for clarity and consistency, but others are substantive. The most significant changes include the following:

Articles of Incorporation

1. The Articles of Incorporation would be amended to make changes to the Articles subject to congregational approval. This is our current practice, but is not reflected in the Articles of Incorporation that are currently on file with the Arizona Corporation Commission.
2. The Articles of Incorporation would be amended to say that if The Good Shepherd disbanded, that the church building and the food bank building and the lot on which they sit would become the property of the Sahuarita Food Bank. The remainder of the church assets would be given to the Southwest Conference of the United Church of Christ to be distributed to key missions of The Good Shepherd, such as the Samaritans and the Sahuarita Food Bank.

The purpose of this provision is two-fold: to support the ongoing mission of the Sahuarita Food Bank; and to insert a “anti-steeplejacking” road block in front of people who do not share the values of The Good Shepherd who might try to take control of the Administrative Team and divert the assets of the church to purposes not in line with our current values. (This has happened within the Conference.)

By-laws

1. The By-laws would be amended and updated to allow for electronic meetings as allowed by Arizona law.
2. Members of the Personnel Committee would be elected by the congregation at the annual meeting instead of being appointed by the Administrative Team.
3. The duties of the Moderator would be expanded to include a duty to ensure orientation of incoming Administrative Team members to enhance institutional memory and continuity.
4. Proxy voting at congregational meetings, which is currently prohibited, would be permitted in limited circumstances.