

UUCM Special Congregational Meeting Minutes

Sunday, March 26th, 2023

Members Present: 31 in person/12 by Zoom (43 total)/Quorum of 29 Met/Exceeded

Meeting Opened: by Mark Wilhelm at 12:05 p.m.

Chalice Lighting/Opening Words: Rev. Jenna Crawford

Review of Robert's Rules/overview of procedure: Paul Tremblay

AGENDA:

Motions before the Congregation:

- 1) **Motion of the Board to adopt revision to UUCM bylaws**
- 2) **Motion of the Board to name Rev. Dr. Wendy von Courter as Minister Emerita for UUCM**

Brief presentation re: Board financial discussions: Mark Wilhelm

MOTION 1/BYLAW REVISIONS:

Bylaw Subcommittee Proposed Amendments to Previously Discussed Bylaw

Revision Proposal:

Paul briefly reviewed the purpose of the subcommittee's work and the overall changes that the originally proposed bylaw revisions. Overall packet motion to accept/Jack Weltner seconded. We then moved on to some subsequent bylaw subcommittee revisions, made after last week's Congregational Discussion about the bylaws. Each amendment must be seconded, discussed and voted upon before the overall bylaw revisions proposed by the subcommittee may be voted upon.

The bylaw subcommittee of the Board of Trustees moves to amend the following provisions of the proposed bylaws:

Correction of typographical errors in the proposal:

Article III Section 2 Paragraph (c)

CHANGE "inactive" to read "Inactive."

Article IV Section 4 Title

CHANGE "Role" to read "Roll."

Article V Section 2

CHANGE “Regular and Emeritus” to read “Regular, Associate, and Emeritus.”

Article V Section 5 Second Paragraph

CHANGE “made to an question” to “made to a question.”

Paul made a motion. Gordie Corzine seconded. No discussion. Motion passed unanimously.

Amendment to the proposal:

REPLACE Article V, Section 5 in its entirety with the following:

(a) When, pursuant to Article V, Section 4, proxy voting is permitted in the call of the meeting, a Member choosing to vote by proxy shall identify by name a Member authorized to vote in their stead at the meeting on all matters that arise at the meeting, unless the call of the meeting declares that a proxy may only cast a vote on the question(s) identified in the call of the meeting.

(b) For purposes of the voting procedures when the call of the meeting declares that a proxy may only cast a vote on the question(s) identified in the call of the meeting, proxy voting will be permitted and will count as a vote only if (a) the proxy responds to a question identified in the call of the meeting; and (b) a written vote of the question is submitted by the Member in writing to the Secretary within the time limits stated above or as required by the call of the meeting.

(c) In the case of proxy voting as described in Section 5(b) above, the President, or any such other officer acting in lieu of the President at an annual or special meeting, may, at their discretion, permit an otherwise proper proxy vote to count after an amendment to the question identified in the call of the meeting, if that amendment does not change in any significant way the content of the original question. The decision of whether to permit proxy votes to count or not to count after an amendment has been made to an question identified in the call of the meeting shall rest in the sole discretion of the President or the officer acting in lieu of the President.

Paul briefly reviewed the reasons for this new amendment proposed by the bylaw subcommittee, that it gives the Board authority to require restricted proxy votes, limited to the questions on the call to the meeting, or open proxies, giving the person holding a proxy the right to vote on any question as they feel the person they are voting for would intend.

Motion was seconded by Bill Smalley.

Discussion – Bill asked for clarification that this was a return to the carte blanche proxy process that Teresa/Church Administrator sends out, rather than the original bylaw revision suggestion that the President has some say in which votes the proxy may be used (in cases of amendments that change the original motion drastically). Paul explained that the amendment on the floor presumes a “carte blanche” proxy arrangement as a default but permits a future call of a meeting to require actual votes on the questions presented. In such latter settings, the amendment gives the President discretion to determine whether such votes should count after some amendments have been made at the meeting.

Motion passed with 34 in favor and two abstentions.

Article IX Deleted Section 8

INSERT “ Section 11 The Board of Trustees shall secure bond for the officers of the Board of Trustees and chairperson of the Finance Committee (if one exists) for the faithful performance of their fiduciary responsibilities, and/or secure appropriate insurance against same, at such sum as the Board of Trustees shall fix.” Accordingly, renumber Section 11 to become Section 12.

Paul briefly described the reasoning behind this new amendment. Motion was seconded by Michael Austin.

Discussion – Carolyn Corzine asked for clarification about whether this covers an accused officer. Suzie Atwood added her desire for clarification. Paul explained that this protects the church’s liability; there is a separate Directors’ and Officers’ insurance policy that protects the individual officers in the case of accusations of wrongdoing. Hugh Stewart added that the D&O Insurance covers the church in the case that someone from outside the church sues the church and/or the officers. Peter Kent added that the bond protects the church from miscreant officers. D&O Insurance protects the church and defends the officers from liability.

Motion passed unanimously.

Proposed Amendments Received via Email:

Mark recognized Bill Smalley to present the first of his six amendments.

Amendment #1 - HOUR OF THE CONGREGATIONAL MEETINGS IN THE BYLAWS... I move to amend the following provision of the proposed bylaws : Article V Section 2 Paragraph 1: INSERT the following new sentence following the paragraph: And it will state the exact hour of the meeting.

Bill briefly explained his reasoning behind this proposed amendment. Motion seconded by Hugh Stewart. No discussion to be had. Motion passed unanimously, with one abstention.

Amendment #2 - THE PROXY VOTE STIPULATIONS I move to amend the following provision of the proposed bylaws : Article V Section 5 Paragraph 1: DELETE the entire paragraph.

Article V Section 5 Paragraph 2: DELETE this amendment and revert back TO the text of the original bylaws.

Bill withdrew his proposed Amendment #2, as it was covered by one of the bylaw subcommittee's additional amendments.

Amendment #3 - Have the president and treasurer as two of the only two bank signatures i move to amend the following provision of the proposed bylaws: Article VII Sections 1 and 4 to read as follows:

ARTICLE VII -- OFFICERS Section 1: President. The President shall be the chief elected officer of the Church; preside at all meetings of the Board of Trustees and of the Church; speak for or on behalf of the Church to other groups, officials or the public; appoint, with the approval of the Board, members to fill vacancies occurring on all committees; have the power, with the approval of the Board, to appoint such committees as are deemed desirable in accordance with Article X; take emergency action, when needed, and report such action to the Board for ratification as soon as possible; and perform such other duties as may be incident to the office. The president shall be an ex-officio member of all committees except committees of the Minister. The President shall be a Trustee of the Story Fund. The term of office of President shall be one (1) year. The president will be one of the two signatories on all the church bank accounts.

Section 4: Treasurer The Treasurer shall have custody of all funds of the Church; keep an account of all receipts and expenditures; pay the bills or oversee such payment; supervise the activities of the Assistant Treasurer; and render, at the Annual Meeting and at such other meetings as may be required, a detailed statement of finances of the Church. The Treasurer shall also report to the Board of Trustees by January 15th of each year the names of any Regular Members of the Church who have failed to contribute financially to the Church during the previous and the current fiscal year. The Treasurer shall be a Trustee of the Story Fund. The term of office of Treasurer shall be two (2) years. The treasurer will be one of the two signatories on all the church bank accounts.

Bill briefly shared his reasoning behind this proposed amendment. Gordie Corzine clarified the current procedure and mentioned that this proposal is not really a change, but rather a consolidation of procedures. Alisa Manning seconded the motion.

Discussion – Mark shared that he sees this as a Board policy level discussion. Alisa shared that she supports this proposed amendment, as Assistant Treasurer and member of the Finance Committee. Tricia Sullivan asked what happens if neither of those two people is available to sign the check...is the Assistant Treasurer allowed to sign in that situation? She was asked to write down her proposal to amend the amendment by adding the Assistant Treasurer to that list. Gordie added that adding more people is not necessary, and reiterated his support of the original proposed amendment, without change. Suzie Atwood added her support of the original proposed amendment, as written. Point of clarification by Alisa: the Assistant Treasurer is part of the Board and is covered by D&O Insurance. Mary Gardner agreed that another person does not

need to be named as designated signer, and also agreed with Mark that this is a Board policy decision. Tricia Sullivan withdrew her proposed amendment to Bill's amendment. Dan Tucker asked for clarification on the process for approval for check writing. Mark: single signature, monthly bookkeeping process/report to the Board. Mark also spoke to the congregation having trust in our elected officers. Rev. Jenna added a point of clarification that we do already follow UUA Safe Congregations Policy around how money is spent and how bills are paid. Maureen McKinnon-Tucker expressed confusion on the part of a few people here today, and again asked if there are two signatures (Mark replied "no"). Gordie clarified his process as Treasurer; he is at UUCM signing checks twice a week that Teresa pre-prints and leaves for him in the office.

Roxanne Campbell called the question. Bill Smalley seconded. Motion to call the question passed unanimously.

Bill's original amendment motion was voted upon and passed with 40 votes in favor and 3 against.

Amendment #4 - ADD THE AUDITORS TO BE NOMINATED BY NOM COM: I move to amend the following provision of the proposed bylaws : Article VIII Section 1 Paragraph 2: INSERT the following new phrase following the words: " the Nominating Committee, the Bartlett Trust, the Long Range Planning Committee, ""two auditors, one each staggered by years elected," .

Bill briefly shared his reasoning behind this proposed amendment. This process is already in practice. Seconded by Hugh Stewart.

Discussion – Gordie is in favor of inserting this amendment with a slight change, which he then wrote up. Alisa read Gordie's proposed change: Delete "one each staggered by years elected" from the currently discussed amendment. Seconded by Hazel Grenham. Bill recognized that it is hard to find folks to serve some years; the reasoning behind the staggering is so that there is always one trained Auditor (the 2nd year Auditor trains the 1st year Auditor). Roxanne offered further clarification of why that staggered term is important. The question was called prematurely; there were four more minutes (at least) available for discussion. Mark read Article IX Section 6 of the bylaw revisions, which is the same as the 2008 version, and calls for auditors elected each year. Suzie Atwood shared a situation of being "thrown into the fire" as Auditor in the past. If we can't find trained people among us to do this job, we ought to hire someone, in her opinion. Steve Krom suggested that we were in the weeds and asked Suzie when that was (Suzie answered and reiterated that the overlap is important.

Question was called. Hugh Stewart seconded. Motion to call the question passed unanimously.

Gordie's amendment to Bill's amendment was reread by Alisa. Gordie's amendment was voted upon, with 10 in favor and 20 opposed. Motion to amend the amendment did not pass.

Mark suggested tabling Bill's proposed amendment for further discussion/consideration. Paul clarified that a "no" vote would, in effect, be a vote to table the discussion. Bill withdrew his

amendment because of Article IX Section 6 in the bylaw revisions, with the notion that further discussion can take place outside of this meeting.

Amendment #5 - TO NOT DELETE OLD EMERGENCY SPENDING BY BoT AND TO DELETE NEW 'MERCENCY SPENDING BY BoT - IT IS TOO CONFUSING = NEEDS MORE WORK. I move to amend the following provision of the proposed bylaws: Article IX Section 3 and 4 , as follows: REVERT ARTICLE IX Section 3 to retain the text of the 2008 version of the bylaws, currently in effect. "The Board of Trustees shall manage the financial affairs of the Church in accordance with the general operating plan as reflected in the approved Annual Operating Budget and report at the subsequent Annual Meeting all variance in actual income and expenditures as compared to the Annual Operating Budget. The Trustees shall also manage all non-operating funds of the Church; and, bring for vote at a duly constituted meeting of the Church any major purchase or sale of property, or significant uses of or changes in the endowments or other assets of the Church. The board of trustees may make unbudgeted expenditures of an emergency nature and report same to the membership within thirty (30) days via the church newsletter and in a report to the church at the annual meeting."

REVISE proposed Article IX Section 4 to read as follows: "The board of trustees may make unbudgeted expenditures necessary to address unanticipated needs that arise during the fiscal year, but only in the following fashion: the board of trustees may reallocate to a different category, where necessary to meet a developing need, funds appropriated in the annual operating budget; it may approve new expenditures beyond those appropriated in the annual operating budget where new and unanticipated unrestricted funds have been provided to the church after the previous annual meeting; and, in an emergency only, it may approve expenditures whose source cannot yet be identified. For purposes of this Section 4, "emergency" means a critical need of the Church, one that risks irreparable harm, that must be addressed before an Annual or special meeting of the Congregation may be called and convened. The Board shall report any such emergency expenditure to the congregation promptly."

Bill briefly described his reasoning behind this proposed amendment. He feels the old bylaws cover emergency situations and the bylaw subcommittee's revision language is too confusing. Seconded by Hugh Stewart.

Discussion – Paul Tremblay shared his belief in the bylaw revisions from the bylaw subcommittee. Bill said he'd be willing to table this amendment until the Annual Meeting in June, in the interest of further consideration and discussion. There was some discussion of withdrawing (but that would make the bylaw subcommittee's version be voted into place with the final vote on the overall revisions). Michael Austin supports the "30-day" phrasing over "promptly," the latter of which is part of the bylaw subcommittee revisions. The motion on the floor remains as written by Bill. Carolyn Corzine asked that the originally written bylaw revision section be read aloud, followed by what Bill proposed (Alisa did this). Paul clarified that Bill's

proposal takes out all of Section 4, which is more worrisome to him. Gordie Corzine shared that the budget sent in June is the Board's best estimate for the coming year, but there is no way to know every cost that could be coming UUCM's way; we have an upper limit to spending, set by that budget, but if we have more money come in and expenses come up (such as Rev. Wendy's celebration, which we did not know about last June), the bylaw subcommittee's revision of this section allows for this unplanned spending. Suzie Atwood asked what the bylaw subcommittee was trying to express; Mark reiterated the scenario Gordie described.

Roxanne called the question. Seconded by Peter Kent. Motion to call the question passed with 25 votes in favor and 4 votes against.

Bill's original amendment was voted upon: 7 in favor and 22 against. Amendment did not pass.

Amendment #6 - DELETE HAVING A MEETING WITHOUT A MEETING I move to amend the following provision of the proposed bylaws : Article IX Section 9: DELETE the entire Section: "Except in circumstances addressed in Section 8 above, any action by the Trustees or any committee may be taken without a meeting if a written consent thereto is signed by all the Trustees or all the members of the applicable committees and filed with the records of the meetings of the Trustees. Such consent shall be treated for all purposes as a vote at a meeting. An email shall be considered to be a valid written consent for this purpose."

This seems to be somewhat redundant of section 8 and also when have we had a consistent 'membership of committees' that could sign the waivers. Suggest this amendment be tabled and worked on.

Bill withdrew this proposed amendment.

Proposed Amendments from the Floor:

*Alisa shared Michael Austin's proposed amendment: to **replace (on the bylaw subcommittee's revisions) "promptly" at the end of Article IX Section 4 with "within 30 days."***

Seconded by Alisa Manning. No discussion to be had. Motion passed unanimously.

Voting on Overall Bylaw Revisions by the Subcommittee:

Overall bylaw revisions by the subcommittee, with today's approved changes, were voted upon and accepted unanimously.

MOTION 2/MINISTER EMERITA:

Mark shared Rev. Dr. Wendy von Courter's history with UUCM, her many good works for social justice, and her continued ties to the UU world. If voted to become UUCM's Minister Emerita, Rev. Wendy would be invited to special events (such as when Rev. Charles Wilson was invited to our 300th celebration) and to preach once a year at UUCM as schedules allow. A vote in favor recognizes and honors Rev. Wendy's long-term ministry with us.

No discussion to be had. Hazel Grenham called the question. Seconded by Carolyn Corzine. Motion to name Rev. Dr. Wendy von Courter as UUCM's Minister Emerita passed with one vote against and several abstentions.

FINANCIAL DISCUSSION:

In the interest of time, Mark very briefly spoke about the discussions the Board has been having this year regarding moving certain funds from the Story Fund and NGB stocks for use. Further discussions will be held to go into far more detail, with the hope of holding a vote in June.

Meeting adjourned at 1:47 p.m.