

## MINUTES

UUCS Annual Meeting June 4, 2023

Spokane, Washington

The Annual Meeting was called to order at 12:30 p.m. The number of members needed to be present to meet the quorum requirement was met.

The membership voted to adopt the agenda with the inclusion of a motion (Motion 6) presented by David Eagle.

The membership voted to approve the 2022 Annual Meeting minutes.

Candidates for the Board of Trustees were presented and unanimously approved by the congregation:

Position 1 – 3-year term-Dick Burkhart

Position 2 – 3-year term-Doug Deaton

Position 3 – 3-year term-Tom Mosher

Position 7 – final year of a 3-year term vacated by resignation-Sarah Darcy

Candidate for the Nominating Team was presented and unanimously approved by the congregation:

3-year term – Lisa Conger

Candidates for the Endowment Team were presented and unanimously approved by the congregation:

Position 4 – final year of a 3-year term vacated by resignation-Shane Gronholz

Position 6 – 3-year term-Mary Giannini

Position 7 – 3-year term-Sue Stiritz

### Reports

Todd Eklof presented the Minister's Report.

Catherine Trestrail presented the Board of Trustees' Report.

Betsy Rush gave the Budget Presentation Report. Betsy moved that the 2023-2024 Budget be approved. The Budget was unanimously approved by the congregation.

Candace Schmidt presented the UUCS Congregational NAUA (North American Unitarian Association) Survey Report. She moved that UUCS become an organizational member of NAUA. This was approved by the congregation, with one member voting No.

Board Recommended Motions:

**Motion 1:** Lynn Jinishian moved the following changes be made to the UUCS Bylaws:

Article 2, Section 2: “Those persons who wish to participate in the life of the Church but do not choose formal membership may be accorded ‘Friend.’” This deletes wording ‘including financial support’ as the Board recommends the financial support not be required for Friend status. This also deletes the wording ‘status as set forth in these Bylaws and the Policies and Procedures’ as there is no need for this reference to the Policies and Procedures.

Article 2, Section 3: “Obligations of Membership include meaningful giving of one’s resources, both time and financial, and regular participation in the life of the Church. Members who have a record of regular annual financial contribution or been granted a waiver of financial contributions shall be considered Member in Good Standing. Anyone failing to achieve these criteria for Obligations of Membership set forth herein, shall only regain membership status by complying with Section 6 below.” This deletes the wording ‘Further details may be set forth in the Policies and Procedures’ as the Bylaws fully address this and there is no need for this reference to the Policies and Procedures.

Article 2, Section 4: “Benefits of Membership include use of the Church for life celebrations for actual costs only for the Member and immediate family (life partner(s), spouse(s), parents and children of the Member). Life celebrations include birthdays, weddings/commitment ceremonies, milestone anniversaries, and memorial services. As long as UUCS is affiliated with UUA, UUCS Members are also members of UUA. Furthermore, Members shall receive UUA publications (as long as UUCS is affiliated with UUA), all UUCS communications, including paper

publications, and all types of electronic and video communications.” This deletes the wording ‘Friends shall have privileges as set forth in the Policies and Procedures’ as the Bylaws fully address this and there is no need for this reference to the Policies and Procedures.

Article 2, Section 5: The Board recommends this entire section be deleted. The wording ‘A member has a voting privilege in the Congregational Meeting only if having been a Member in Good Standing for at least three months prior to the day of the meeting’ is closely related to Section 1 and should be consolidated into Section 1. This requires a renumbering of the rest of the sections of Article 2.

Article 2, Section 6: This section addresses the importance of maintaining accurate Membership records and two paths to membership resignation/withdrawal/removal from the UUCS Congregation. The Board recommends that in Section 6 (b), the wording ‘and any other criteria set forth in the Policies and Procedures’ be deleted as the Bylaws fully address this and there is no need for this reference to the Policies and Procedures. (In the renumbering of Sections under Article 2, this section would become Section 5).

Article 4, Section 1: The Board recommends the following subsection (i) be added to this section about the purpose of the Annual Meeting: “establish the date of the Annual Meeting of the following year to ensure its addition to the Church’s calendar” as it is critical to planning some Church functions over the next year to know what is the date of the next Annual Meeting.

Article 4, Section 3: This section addresses the need of a moderator to conduct the Annual Meeting and the Board recommends the wording ‘A parliamentarian or parliamentary advisor may be appointed by the Board’ be deleted as this statement of a possible appointment by the Board belongs in Article 7, Section 14, where other appointments are identified.

Article 7, Section 1: This section addresses the Ministerial Agreement and that it is a contract that is independent from the Bylaws. The Board recommends the inclusion of “and Policies and Procedures” in two places as this would remedy an oversight that clarifies that the Policies and Procedures, as are the Bylaws, are independent of the Ministerial Agreement between the Board and the Minister.

Article 7, Section 3: This section addresses the congregation's role in approving the annual budget at the annual meeting. The Board recommends that wording be added that clarifies the Board's role in the budget development process. The addition of 'presented to and' and deletion of 'input from' would change the section wording to, "The Board shall stipulate in its Policies and Procedures the manner in which an annual revenue/expense budget shall be presented to and adopted by the Congregation, but generally in a manner which allows maximum fiscal flexibility."

Article 7, Section 7: This section addresses fundraising and pledging efforts. The Board recommended the wording 'maintain an active role in the' be deleted and the wording 'Ends statements (as set forth in the Policies and Procedures)' be added, so that the section reads "The Board shall ensure fundraising and pledging efforts occur as set forth in these Bylaws and the Policies and Procedures that promote and support the Ends statements (as set forth in the Policies and Procedures), purpose and mission of the Church." This clarifies that the Board is not intimately involved in fundraising and pledging efforts; rather, the Board ensures these functions happen. This wording also ensures that our Ends statements are promoted and supported by the budgeting process.

Article 7, Section 11: This section addresses the role of the Board's Secretary, and the Board recommends adding subsection (c) 'ensuring that policies approved, deleted or altered by the Board are reflected in the Policies and Procedures.' This addition ensures that Board-adopted policies are included in the Policies and Procedures.

Article 7, Section 13: This section addresses Board appointments. The Board recommends the following wording: "(b) The Recording Secretary shall be appointed for the Fiscal Year. The Recording Secretary shall record the official proceedings of the Board, preparing formal minutes of each meeting for review and acceptance at a subsequent meeting. The Recording Secretary may be a Trustee." "(c) A Moderator shall be appointed to oversee the Annual Meeting and may oversee other Congregational Meetings. The Moderator may be a Trustee; but shall not be an employee of the Church." The several additions and deletions are to create flexibility so that a Trustee can serve in these positions.

Article 7, Section 14: This section addresses further appointments, and the Board recommends wording changes that clarify this process, and adds “(c) shall appoint a Trustee as liaison to the Operations Team for the purpose of regularly reporting to the Board;” It also recommends deletions of wording “and the Policies and Procedures” because the Bylaws are complete enough that no reference to the Policies and Procedures is needed.

Article 10, Section 2: The Board recommends this section that reads ‘The Board, charged with assuring conformity with Article 7, shall neither create nor authorize any conflict between the Ministerial Agreement, these Bylaws and/or Policies and Procedures’ be deleted as this matter is adequately addressed in Article 7 and this section is not needed.

Article 11, Section 2: The Board recommends that wording addressing the Endowment Team be changed: ‘The Team shall comply with any Board governance policies regarding the Endowment Fund’ be deleted, and the wording ‘Further details regarding the Team may be found in internal policies of the Team’ be added. This new wording is recommended as the Endowment Team is basically an independent body and the Bylaws addresses most matters related to the Endowment Team and the Fund.

Article 11, Section 3: The addition of this new section places in the Bylaws the existing internal Endowment Team policies regarding the process of electing Team members, length and staggering of terms, and the filling of vacant positions. This establishes consistency with the Bylaw language related to the Board and the Nominating Team – the two other bodies that have Congregation-elected members.

Article 13, Section 3: This section addresses details of the Finance Team and the Board recommends the deletion of the wording ‘Policies and Procedures and in’ so the section will read, “Further details regarding the Team may be found in the internal policies of the Team.” The deletion addresses the fact that there is nothing in the existing Policies and Procedures regarding the Finance Team and clarifies that the Team has internal policies.

DEFINITIONS: The Board recommends the deletion of the wording ‘Article 2 of’ in the definition of ‘Friend’ in the Definitions section, so that it reads, “A nonmember person affiliated with UUCS, as set forth in these Bylaws.” This

reference to the Bylaws is sufficient as the term 'Friend' is mentioned in more than one section.

After time was allowed for discussion, the motion was unanimously approved by the congregation.

## **Motion 2**

Candace Schmidt presented the following motion: "I move Section 3 of the Bylaws be reworded as follows: During a Congregational Meeting a member may propose an amendment to the Articles of Incorporation or these Bylaws, only if the proposed amendment has been previously submitted to the Board **six weeks** prior to the meeting date, and if the proposed amendment submitted to the Board is accompanied by **at least ten** supporting member signatures or emails specifically referencing the proposed amendment. The six weeks is for the purpose of the Board or Board designated person(s) to examine the proposed amendment for continuity with existing governance documents and, as needed, work with the person(s) proposing the amendment in an effort to maintain consistency/continuity."

David Eagle moved to change the number of required member signatures for a proposed amendment from 10 to 3. After discussion, the moderator, judging from the show of red cards, ruled the congregation voted against this motion.

Jean Larson moved that the number of supporting member signatures for a proposed amendment be changed from 10 to 7. After discussion, this motion was not approved by the congregation. 31 voted Yes, which failed to meet the 2/3 requirement for an amendment change.

After discussion of the main motion, the congregation voted to approve this motion, with 50 voting Yes, which met the threshold of 2/3 of votes required for an amendment change.

## **Motion 3**

Article 2, Section 1: Richard Steele moved that this section be reworded, allowing for Section 5 to be consolidated into this Section 1. The added wording states: (a) The Senior Minister may sign the membership book by proxy for

persons becoming Members who are not able to be present to sign the membership book; (b) Persons with prior Unitarian Universalist membership elsewhere, after review/approval by the Senior Minister, may be granted membership without orientation; (c) A Member or Friend who formally withdrew from the Church may rejoin at any time by notifying the Operations Manager or the Senior Minister in writing of their desire to rejoin and rescind their withdrawal. Once a rejoining Member or Friend meets the Obligations of Membership, they will become a Member (or Friend) in Good Standing.”

After time was allowed for discussion, the congregation voted to unanimously approve this motion.

#### **Motion 4**

Lynn Jinishian moved that the following changes be made to the Bylaws:

Article 3, Section 7: The words ‘securities or real estate’ be added and the words ‘or can be monetized’ be deleted in this section, in order to clarify the distinction between securities and real estate.

Article 3, Section 8: The words ‘The Board has the authority to refuse any donation’ be deleted from this section as the Board’s role in policy governance should not routinely involve making this level of decision.

After time was allowed for discussion, the congregation voted to unanimously approve this motion.

#### **Motion 5**

Article 4, Section 1: Jean Larson moved that the wording ‘as set forth in Article 16’ be added to this section. Article 16 is Amendments, and this change would direct the reader to refer to that section when/if considering whether to propose an amendment change.

After time was allowed for discussion, the motion was unanimously approved by the congregation.

## **Motion 6**

David Eagle moved that the Board be directed to provide him with an internal document circulated among Board members that was used to decide to not include his proposed amendment in the 2023 Annual Meeting on June 4<sup>th</sup>.

Without debate/discussion, the congregation voted to approve this motion (vote count was not announced).

Todd Eklof made a Point of Order, stating that Motion 6 was not seconded and no time was allowed for discussion/debate. The Moderator said time had been allowed and that the vote would stand.

Todd Eklof appealed the decision, questioning where in the Bylaws does it state that the congregation can direct the Board to take a specific action.

Addendum: At the June 28<sup>th</sup> Board meeting, the Board voted unanimously to declare this vote as null and void, as it was determined from the video recording of the annual meeting that no time for debate/discussion was allowed after the motion was made and before the vote was taken.

## **Motion 7**

Article 10, Section 4: David Eagle moved the following wording be added to this section: 'In the event the UUCS has no senior minister, the Board shall appoint someone to be acting Chief Executive, and the Chair of the Board shall be the acting Chief Executive until the Board makes that appointment.'

After discussion and a motion to close debate was overwhelmingly approved by the congregation, the main motion was not passed, with only 8 voting to approve.

The annual meeting was adjourned at 2:52 p.m.

Submitted by Candace Schmidt, Interim Recording Secretary