

Proposed Bylaw Amendments (Exhibit C)

(NOTE: additions are in BLUE and deletions are in RED)

a. Motion 1: Board-sponsored amendment to clarify quorum status of non-elected Trustee:

Article VI, Section 6: Two thirds (2/3rds) of the elected *Trustees* shall constitute a quorum for a meeting and voting, except as otherwise provided in these Bylaws. *The presence or absence of any ex-officio Trustee(s) shall not affect the quorum.*

b. Motion 2 - Member-sponsored amendment regarding voting status of Senior Minister as a Trustee:

... that the Bylaws be amended to establish full voting privileges to ex-officio members of the Board of Trustees, affirming their equal rights and responsibilities in our shared leadership and in alignment with standard principles of board governance - specially:

Article VI Section 2: The *Senior Minister* shall be ~~a non-voting~~ an ex-officio member of the *Board* *with full rights and responsibilities, including voting* and may, at her/his choice attend all meetings except *Executive Sessions* when he/she is the subject of discussion.

c. Motion 3 - Member-sponsored amendment generally clarifying that a Trustee, elected or appointed, has voting privileges:

... that the bylaws be amended to establish full voting privileges to ex-officio members of the Board of Trustees, affirming their equal rights and responsibilities in our shared leadership and in alignment with standard principles of board governance - specially:

Article VII Section 8: At the beginning of each *Fiscal Year*, the *Board* shall convene and elect its officers: President, Vice President, Secretary and Treasurer. Each officer, *whether elected or ex-officio*, shall be a *Trustee with full rights and responsibilities, including voting.*