



Towson Unitarian Universalist Church

Special Congregational Meeting

with voting results filled in

October 25, 2020

Agenda



11:45 am	Members sign into to Zoom waiting room
12:10 pm	Welcome, Call to Order and Covenant (Sue Royer, President)
12:15 pm	Invocation and Chalice Lighting (Rev. Clare Petersberger)
12:20 pm	Presentation - Rules of Procedure (Angela Castillo-Epps, Moderator)
12:30 pm	Practice Vote
12:40 pm	Motion, Discussion – Rules of Procedure
12:50 pm	Vote on Rules of Procedure
12:55 pm	Presentation – Revised Bylaws (Sue Royer)
1:15 pm	Motion, Discussion - Bylaws
1:35 pm	Vote on Proposed Bylaws
1:40 pm	Presentation – Amended and Restated Articles of Incorporation (Sue Royer)
1:50 pm	Motion, Discussion
2:00 pm	Vote on Amended and Restated Articles of Incorporation
2:05 pm	A time for Gratitude
2:10 pm	Adjourn

The meeting is being recorded to aid in record-keeping

TUUC Relational Covenant



We promise to **T**rust, to welcome each other, to be courteous, patient and warm, to give and gain the benefit of the doubt.

We promise to **R**esolve, to be clear and direct in communication, to be willing to negotiate, to seek mutual resolution to conflict, to share responsibility.

We promise to **U**nderstand, to affirm and celebrate the value added by our diversity, to express opinions while remaining emotionally centered, to listen thoughtfully and judge slowly, to contemplate change, to strive for mutual understanding.

We promise to **E**ngage, to build acquaintance, teamwork, and friendship, to accept a share of the work, to bring a smile, share a laugh, spread some joy, to be grateful.

Being a Virtual Community of Care



- We pledge as Unitarian Universalists, to strive for equity, justice and compassion in all our interactions;
- we seek to center voices of those who have been historically marginalized, and
- we commit ourselves to finding ways we can deeply care for one another, today, and throughout these challenging times.

To this end, we agree that individuals who engage in personal attacks, insults, or racist, sexist, or violent words or imagery will be removed from the meeting.

As we mutually create virtual spaces of bravery and well being for all, let us remember to:



- Listen with patience and respect, seeking to understand
- Use “I” statements and speak for yourself, not for others
- Wait to be recognized before speaking
- Remain on mute when not speaking
- Use the chat option (when able) with care and thoughtful regard for others

Invocation and Chalice Lighting



Rules of Procedure (1 of 5)



- This Congregational Meeting of TUUC is being conducted virtually using Zoom due to health risks of gathering in person during the COVID-19 global pandemic.
- We are following the guidance of the Unitarian Universalist Association on how to conduct the meeting.
- Only Active Members may vote.
- A quorum shall be the lesser of 15% or 50 active members.
 - We currently have 222 active members, thus a quorum is 33 active members

Rules of Procedure (2 of 5)



- Absentee ballots were available through a published procedure.
- A reaffirmation of votes will happen at our next in-person congregational meeting. It's not a reconsideration of the matters, it's a confirmation of what we did in this meeting and that we consider it fine.
- The reaffirmation motion will say that the Members affirm that the votes that were taken at the meeting on 10/25/2020 were valid.
- The meeting will be recorded.

Rules of Procedure (3 of 5)



- Amendments were to be submitted in writing by September 21. No amendments will be accepted from the floor.
- The revised Bylaws will be voted on in their entirety.
- The amended and restated Articles of Incorporation will be voted on in their entirety.
- The Rules of Procedure will be voted on in their entirety.
- Each matter requires a 2/3 majority in favor to pass. Absentee ballots count toward the quorum and toward the 2/3 majority.

Rules of Procedure (4 of 5) Discussion Queues



- Members indicate a desire to speak by typing in the chat to the Discussion Queue host Samantha. Indicate in your chat message if you are speaking Pro or Con
- The Discussion Queue host will keep track of who wants to speak and will inform the Moderator.
- We will alternate in this fashion: Pro, Con, Pro, Con, then verbally asking if there is a phone or Chromebook participant who wishes to speak (or other person not able use the chat), then repeat.
- Please wait to be recognized. When the Moderator calls on you, start by stating your name, and if are in favor or have a concern.
- Please limit your time speaking to 2 minutes per person. We have a Time Keeper.
- Everyone should have an opportunity to speak before anyone speaks twice.
- Trustees will answer questions or comments as needed, or call on other leaders to help answer questions.
- Discussion Time Limits will be as follows: Rules of Procedure: 10 minutes; Proposed Revised Bylaws: 20 minutes; Amended and Revised Articles of Incorporation: 10 minutes.

Rules of Procedure (5 of 5): Voting



- Voting will be done using the polling feature of Zoom. Each poll will have two questions to facilitate voting by two-member households who are sharing a device. The poll will pop up on your screen.
 - If there is one Member at your location, answer question 1 with your vote (in favor, opposed, or abstention). You will answer question 2 with Not Applicable.
 - If there are two Members at your location, one person answers question 1 with your vote and one person answers question 2 with their vote.
 - The host and co-hosts will register their votes using the Yes/No feature in the participant list, since the host and co-hosts are excluded from polls.
 - Those on the phone and on Chromebooks will be invited to give their vote by voice.
 - Absentee ballots will be announced by the Board Secretary

Let's Practice!

Practice Vote – Can You Hear Me Now?



- Polling for most Members
- Verbal voting by those on the phone or Chromebooks
- Only host and cohosts vote using Yes/No Feature in the Participant list

Practice!

Practice Vote – Can You Hear Me Now?



- Polling for most Members
- Verbal voting by those on the phone or Chromebooks
- Only host and cohosts vote using Yes/No Feature in the Participant list

	In favor	Opposed	Abstains
Poll			
Host/Costs			
Voice Votes			
Absentee Ballots			
Total			

Quorum



- 60 Members were present on Zoom
- Absentee ballots were received from 9 members by the deadline
- 69 total does constitute a quorum
- 46 is the number of votes for a 2/3 majority

Discuss & Vote on first motion: Rules of Procedure

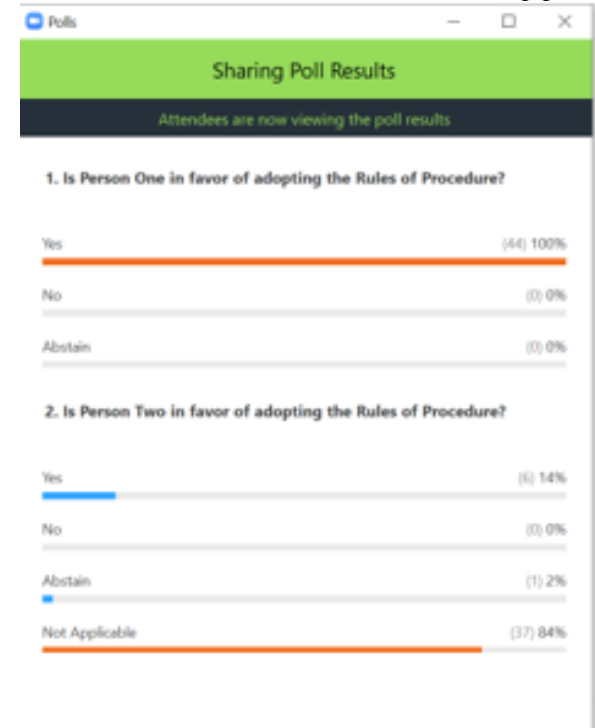


- Motion: I move that we adopt the Rules of Procedure – [John Mattingly](#)
- Second: [Samantha Saalfield](#)
- Discussion (10 minute time limit)

- Vote

Rules of Procedure

- Motion: I move that we adopt the Rules of Procedure – **John Mattingly**
- Second: **Samantha Saalfield**
- Discussion (10 minute time limit)
- Vote



	In Favor	Opposed	Abstains
Poll	44 + 6 = 50		1
Host/Costs	6		
Voice Votes	1		
Absentee Ballots	9		
Total	66	0	1



Towson Unitarian Universalist Church Proposed Bylaws Revision

October 25, 2020

Special Congregational Meeting



Agenda: Bylaws & Articles of Incorporation

- Introduction
- What Led to All this Focus on “Governance”
- What We Found Out
- What Has Already Been Done
- The Current Bylaws Initiative
- Summary of the Most Significant Bylaws Changes
- Motion, Discussion, Vote on the Bylaws
- Articles of Incorporation
- Motion, Discussion, Vote on the Articles of Incorporation



Introduction

- This proposed Bylaws revision is the final step in a four-year effort to improve our governance
- Most of the changes were previously shared with the congregation, article by article, earlier in 2020
- Time constraints prevented these changes from coming to a vote during our June 14 annual meeting
- Since that meeting, the last of the planned changes have been incorporated. We held four listening sessions in September and received one proposed amendment by the Sept 21 deadline.
- The proposed bylaws were emailed to the congregation on Aug 28. A revision was emailed on Sept 18. The final version was emailed on October 9 and is posted in our Facebook group.



What Led to All this Focus on “Governance”?

- In 2016, the Board requested a formal assessment of our governance system. Issues and challenges at that time included:
 - Difficulty in finding a complete slate of candidates for elected leadership positions
 - Vacancies in leadership positions remaining unfilled for longer periods
 - Initiatives stalled – not clear who to ask for permission; leaders assumed that they did not have the authority to proceed
 - Council Heads wondered about their purpose when committees under them didn’t need oversight
 - Unclear whether the Operations Team or the Board had the authority to proceed; the resolution of conflicts that impeded progress were delayed until the annual congregational meeting



What We Found Out

- Rev. David Pyle of the UUA completed a review of our Bylaws in Oct 2016 and an assessment of our governance in Dec 2016. The findings:
 - Our bylaws were too long and too detailed
 - We had too many elected lay leadership positions for the size of our church
 - It's appropriate that leaders are accountable to the Congregation; however, our structure had most leaders reporting directly to the Congregation. This impeded progress by discouraging communication, making conflicts more difficult to resolve and making responsibilities and authority unclear.
- The Board overwhelmingly endorsed his recommendations.



What Has Already Been Done

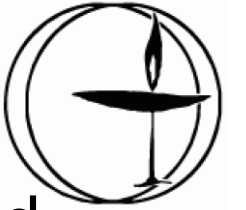
- A Governance Task Force appointed by the Board worked to create a new governance model.
- With Congregational approval, we created two new governance structures for FY19: The Administrative Team and the Program Council. These worked within the existing Bylaws that year.
- With Congregational approval, we continued into a transition year in FY20 with the Administrative Team and the Program Council, while a new Bylaws Committee drafted a Phase I Bylaws revision: to eliminate the Operations Team.
- After listening sessions, the Congregation unanimously approved the Phase I Bylaws changes in Oct 2019.

The Current Bylaws Initiative



- After Oct 2019, the Board expanded the Bylaws Committee to work on a Phase II Bylaws revision.
- Committee Members:
 - Dan Alper, former Trustee, former member of the Gov. Task Force
 - Wendell Finner, current Treasurer, attorney (joined in May, 2020)
 - Karyn Marsh, former Trustee, former member of the Gov. Task Force, attorney, seminary graduate
 - Sue Royer, current President of the Board of Trustees
 - Herb Shankroff, former President of the Board of Trustees
 - Art Starr, former Trustee, attorney
 - Linda Talley, former President of the Board of Trustees
- This revision is now complete and includes:
 - The remainder of Rev. David Pyle's original recommendations
 - A review and changes recommended by outside attorneys with expertise in Maryland Church Law
 - Input from the Congregation and members of the Bylaws Committee
- This is the last revision associated with the initiative that began in 2016.

Summary of the most significant changes (1 of 2)



- Endowment Committee changed from elected to Board-appointed
- Endowment contribution to budget made more flexible (from 4% to up to 5% annually)
- Moderator made Board-appointed rather than an elected position
- Provision for proxy voting at Congregational Meetings
- Quorum increase at Congregational Meetings
- Provision allowing remote participation in Congregational Meetings
- Increase in Congregational majority required to approve a called Minister
- Provision allowing for the possibility of a contract Minister
- Updated language for Article 2: Purpose
- Updated pronouns to be more gender-inclusive throughout

Summary of the most significant changes (2 of 2)



- Removal of unnecessary restrictions and details on matters of policy
- Removal of references to Robert's Rules
- Rephrasing to clarify ambiguous language
- Addressed the possibility of a Trustee's removal or resignation
- Added requirement of Trustees to put the good of TUUC ahead of their own self-interest
- Membership Article simplified and added Youth Membership at age 16
- Reordering of Articles and sub-sections into a more logical sequence consistent with myriad changes
- Incorporation of advice from legal counsel

Discuss and vote on second motion: Revised Bylaws

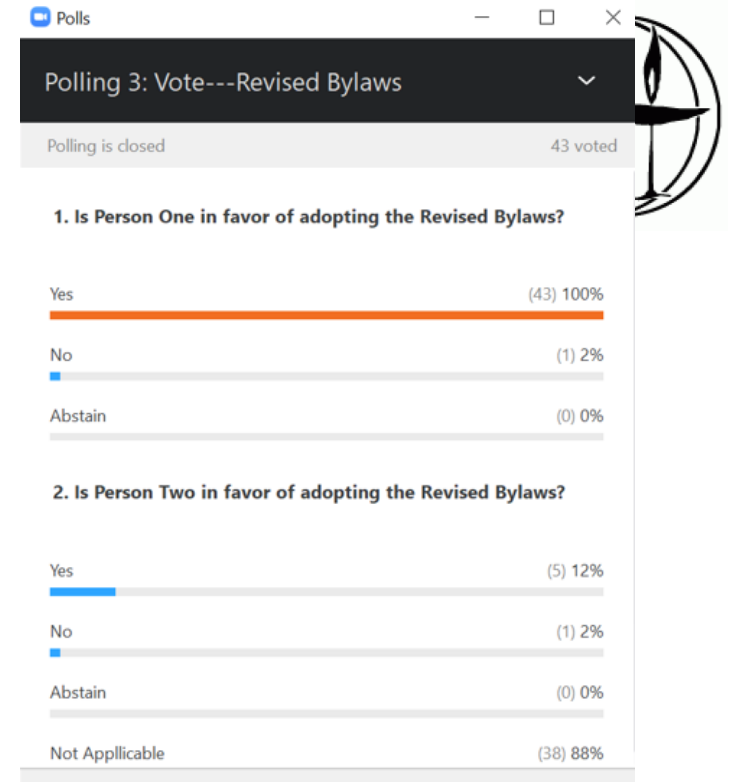


- Motion: I move that we adopt the Revised Bylaws that were distributed on October 9 - [John Mattingly](#)
- Second: [Samantha Saalfield](#)
- Discussion (20 minute time limit)

- Vote

Revised Bylaws

- Motion: I move that we adopt the Revised Bylaws that were distributed on October 9 — **John Mattingly**
- Second: **Samantha Saalfield**
- Discussion (20 minute time limit)



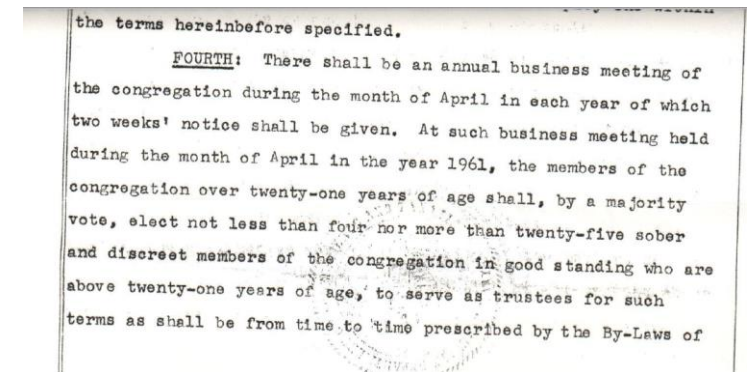
- **Vote**

	In Favor	Opposed	Abstains
Poll	43 + 5 = 48	2	
Host/Costs	7		
Voice Votes	1		
Absentee Ballots	9		
Total	65	2	0

Articles of Incorporation



- Two conflicts with our Articles of Incorporation were identified through this review:
 - Date of Annual Meeting: Bylaws – 4th quarter of the fiscal year, while the Articles say the month of May
 - Age required to be a Member: Bylaws – age 18 (the age of majority in Maryland), while the Articles say age 21
 - Purpose – is missing from our Articles
- Our original Articles of Incorporation have been amended three times. It's confusing to determine what is in effect, therefore, the attorneys suggested amending and restating them.



Articles of Incorporation



Topic	Existing Articles dated 3/21/1961, amended 12/4/1961, 10/16/1962, and 10/18/1965	Amended and Restated Articles
Purpose	<missing>	Standard legal language for religious corporations, e.g. establishing a place of worship and assisting the church in managing physical assets.
Number of Trustees	Not less than 4, no more than 25	Not less than 4, no more than 12
Age to be a Member	21	16
Age to be a Trustee	21	Specified in the Bylaws: 18 (the age of majority in Maryland)
Requirements to be a Trustee	Be a sober and discreet member in good standing	Be a member for at least one year prior to election
Timing of Annual Meeting	Month of May	Specified in the Bylaws: the last quarter of the fiscal year
Upon dissolution, assets go to	The Unitarian Universalist Association (UUA) or its successor	The Unitarian Universalist Association (UUA) or its successor
Resident Agent	Lee Stuart Thompson	Incorp Services

Discuss & Vote on third motion: Amended and Restated Articles of Incorporation

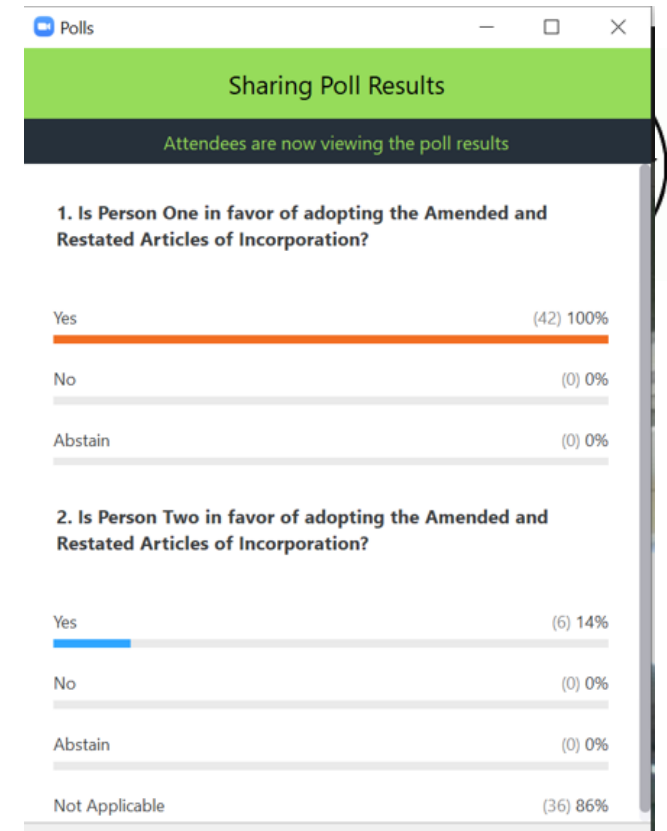


- Motion: I move that we adopt the Amended and Restated Articles of Incorporation that were distributed on October 9 – [John Mattingly](#)
- Second: [Samantha Saalfield](#)
- Discussion (10 minute time limit)

- Vote

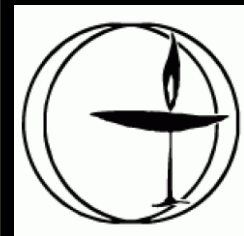
Articles of Incorporation

- Motion: I move that we adopt the Amended and Restated Articles of Incorporation that were distributed on October 9 – **John Mattingly**
- Second: **Samantha Saalfield**
- Discussion (10 minute time limit)



Vote

	In Favor	Opposed	Abstains
Poll	42 + 6 = 48		
Host/Costs	7		
Voice Votes	1		
Absentee Ballots	9		
Total	65	0	0



Angela Castillo-Epps
Sue Walker **Linda Talley** Andrew Hager
Michael Magrogan Luke Williams
Wendell Finner George Harrison
Tom Harris **Karyn Marsh**
Jasmine Stock
Kai Aiyetoro John Mattingly
Joe Tumbler **Neil Porter**
Rev. Clare Petersberger Carol Watkins
Anita Cox
Susan Riggs **Jason Braspennick**
Patty Barry
Monica Sweidel **Herb Shankroff**
Art Starr Lora Powell-Haney
Sue Royer **Dan Alper**
Samantha Saalfeld