

ANNUAL MEETING

UNITARIAN UNIVERSALIST CHURCH of NASHUA

June 6, 2013

A quorum of members having been met, President of the congregation Ellen Fisher called the meeting to order at 7:05 pm, announced the Certification of a Quorum, and read the Purposes from the Articles of Agreement. Vice President Jenn Morton lit the chalice and gave opening words. The Choir performed the opening musical selection, "Brand New Day" by Kathy Grossman and arranged by Jared Holland.

Appointment of Parliamentarian and Adoption of Consent Agenda

President Ellen Fisher appointed a parliamentarian, Robert "Bob" Sampson. A motion made by Bill Kennedy and seconded by Lance Pratt passed unanimously to adopt the Consent Agenda. The consent agenda consists of 1) the minutes, as submitted by the Clerks, of the 2012 Annual Meeting, held on June 7, 2012, and the Special Congregational Meeting, held on March 17, 2013, 2) the Congregation accepts and places on file the reports of the following officers, committees, and programs (posted at www.uunashua.org/gov.shtml): Minister's Report, President's Report, Clerk's Report, Investment Review Report Parts 1 and 2, Ministerial Search Committee, Cemetery Association, Cemetery Association Treasurer's Report, Denominational Connections, Financial Records Review, Membership/Social Activities, Music, Pastoral Care, Personnel, Property, Public Relations, Religious Education, Social Activities, Social Justice, and Worship Associates.

Investment Review Committee Report Summary

Robert Sampson gave the Investment Review Committee report summary. The endowment is up between nine and ten percent this year.

"State of the Church" Right Now

President Ellen Fisher presented the "State of the Church" Right Now. "Our church is strong," was the theme of the report. She thanked the volunteers who have engaged in endeavors on behalf of the church. A few topics were mentioned that the Board of Trustees is working on. A number of factors that have accumulated over time contribute to knowledge that our church is not as big in membership numbers as we thought it was. The stewardship goal has not been met for two years in a row now, despite best efforts. The Board of Trustees evaluated the church's progress on the three all-church priorities of the past 18 months (see Board of Trustees minutes posted on uunashua.org; also UU Nashua newsletters for April, May, and June apprised the congregation on this topic) and developed three new priorities (see below). The church has hired a consultant to help with implementing policy governance and is in the midst of receiving that advice and processing it. The written President's Report is part of the Consent Agenda.

Treasurer's Report Summary, 2012-2013 Fiscal Year

Mike Wilt gave the Treasurer's Report summary. The Treasurer's Report is filed with these minutes. A motion made by Bob Sampson and seconded by Steve Ladew passed to place the Treasurer's Report on file.

Presentation of the Proposed Fiscal Year 2013-2014 Budget

Reverend Olivia Holmes and Mike Wilt, Treasurer presented the proposed fiscal year 2013-2014 budget. A motion by Bob Sampson and seconded by Bill Kennedy passed to approve the proposed budget. Even though the Board of Trustees had voted on May 28, 2013 to present a balanced budget to the congregation, except for the \$15K to be used for the Ministerial Search expenses (which would come from the Cash Reserve), the budget presented to the meeting contained a \$29K deficit. That left \$14K of either reduced expenses or additional income in order for the budget to balance. Mike and Rev. Olivia explained that they had not had time to make specific plans for how to do this, but that they were committed to doing so during the coming year. Many questions ensued. Ending the discussion was a motion that passed to call the question made by Sonya Hackel and seconded by John Brobst.

Musical Selection: Duet, "Somewhere"

Kathleen Griffis and Kathy Grossman presented a musical selection: a duet, "Somewhere" by Leonard Bernstein and Stephen Sondheim.

Nominating Committee Report

The following members retiring from their elected positions were thanked by the congregation: Financial Records Review member Steve Hedges and Board of Trustees members Kathleen Griffis and Donna LaRue. Chip McGee presented the committee's slate for Board of Trustees, Nominating Committee, and Financial Records Review Committee, and Nashua Cemetery Association, with the update that Pat Ladew is midway through her Board of Trustees term. The slate is filed with these minutes. There were no nominations from the floor. A motion made by Laurie Goodman and seconded by Kate Messner passed unanimously that the slate be accepted. A motion was approved unanimously made by Kathy Fletcher and seconded by David Hudson to accept and endorse the Nominating Committee's amendment entitled, Nominations Committee Transition to Leadership Development Action Plan – Revision June 2013. The amendment is filed with these minutes.

Presentation of By-Law Amendments

Harry Purkhiser presented the By-Law amendments. A motion to accept the proposed bylaw amendments made by Carol Houde and seconded by Karen Leonard was discussed. An amendment offered by Russ Leonard and Billy Parker to consider each proposed bylaw change separately was accepted and the motion as amended passed.

Please note that the Reference documents referred to below in the discussion are as follows:

Reference 1. Bylaw Revisions Proposed by the Board Of Trustees For Consideration and Approval At the Annual Meeting Of The Unitarian-Universalist Church Of Nashua, New Hampshire June 6, 2013. Accessed June 6, 2013 on <http://www.uunashua.org/gov/2013/PresentationofProposedBylawsRevision.pdf>. Please note Reference 1 is an attachment to these minutes.

The following (1. Through 5.) passed by a two-thirds vote of the voting members present:

1. A motion by Karen Leonard and seconded by Carol Houde to amend the Bylaws as proposed in paragraph 3.2 VOTING MEMBERS in Reference 1;

2. A motion by Elaine Thomas and seconded by Bill Kennedy to amend the Bylaws as proposed in paragraph 4.3 MINISTER'S AUTHORITY in Reference 1;†
3. A motion by Kathy Grossman and seconded by Steve Hedges to amend the Bylaws as proposed in paragraph 7.1 GOVERNING BODY OF THE CHURCH, 7.2 MEMBERS-AT-LARGE, and 7.5 BOARD OF TRUSTEES MEETINGS in Reference 1;
4. A motion by Laurie Goodman and seconded by John Sanders to amend the Bylaws as proposed in paragraph 9.3 ELECTION OF CALLED MINISTER in Reference 1;
5. A motion by Kathy Grossman and seconded by Jon Lasselle to amend the bylaws as proposed in paragraph 11.3 INVESTED FUNDS COMMITTEE in Reference 1.

†Regarding 2. above (the motions discussed below passed by a simple majority):

- A motion passed by Russ Leonard and seconded by John Brobst to call the question during the discussion of the motion described in 2. above. At that point, the President called for the vote.
- Also, a motion passed by Burns Fisher and seconded by Bob Sampson to direct the Board of Trustees to clarify the policies and procedures surrounding the implementation of 2. above.

Presentation of Proposed New Priorities, 2013-15

Pat Ladew presented the Proposed New Priorities. A motion passed made by Dan Murphy and seconded by Karen Leonard to accept the Proposed New Priorities.

Other Business and Announcements

There was no other business from the congregation. One member made an announcement.

“State of the Church” Going Forward

Reverend Olivia Holmes presented the “State of the Church” Going Forward. The discussions that took place during the meeting covered what she intended to impart. Reverend Holmes gave two inspirational readings.

Musical Selection: “Everything’s Possible”

The Choir presented a musical selection, “Everything’s Possible” by Fred Small.

Adjournment and Extinguishing of the Chalice

President Ellen Fisher presided over the adjournment process. The extinguishing of the chalice was performed by Jenn Morton who gave some words.

Respectfully submitted,

//original signed//

Mary Licking, Clerk

Attachment:



PresentationofProposedBylawsRevision.pdf

Bylaw Revisions
Proposed by the Board Of Trustees
For Consideration and Approval
At the Annual Meeting
Of The
The Unitarian-Universalist Church
Of Nashua, New Hampshire
June 6, 2013

Full text of current bylaws are on the church Web site at:
<http://www.uunashua.org/gov.shtml>

Note that: Deleted words are struck through, new words are underlined.

The following change is proposed to Article 3 Membership, Paragraph 3.2 Voting Members:

3.2 VOTING MEMBERS

Any member eighteen years of age or over shall be deemed a voting member and entitled to vote at any congregational meeting of the Church if he or she has been a member of the Church for the three consecutive months immediately preceding such meeting, and has both submitted a pledge form and made a financial contribution of record to the Church's operating budget during the present or preceding Church fiscal year. A member must be designated a voting member to vote in any congregational meeting or election; or to serve as an officer, or trustee.

Reason for the change: Members who make only a contribution to the Outreach Collections are currently being counted as Voting Members. The Board of Trustees believes that Voting Membership status should reflect a financial commitment to the Church as an institution and not to just its outreach function, and that making a pledge is critical to the stability and success of the Church's budgeting and fundraising process.

The following change is proposed to Article 4 Authority, Paragraph 4.3 Minister's Authority:

4.3 MINISTER'S AUTHORITY

The Minister shall be the Executive Director of the Church, shall be responsible to the Board of Trustees for implementing the policies determined by the Board of Trustees, and shall operate under the general supervision of the Board of Trustees. The Minister shall also supervise the staff of the Church, and may hire and terminate staff within the guidelines set forth in the Church's Personnel Manual.

Reason for the change: This authority is commensurate with our Policy Governance model and had been intended to be understood with the issuance of the original policies and our re-structured bylaws, but was never explicitly written down.

The following change is proposed to Article 7 Board of Trustees, Paragraphs 7.1, 7.2, 7.5:

7.1 GOVERNING BODY OF THE CHURCH

The governing body of the Church shall consist of a Board of Trustees elected by the Congregation as provided in Article 5. The Board of Trustees shall consist of the President, Vice-President, Treasurer, Clerk, and ~~nine~~five members-at-large for a total of nine members.

The Minister shall be a non-voting member of the board.

The immediate Past President may serve as a non-voting, advisory member of the Board of Trustees for one year after leaving office.

7.2 MEMBERS-AT-LARGE

~~Members-at-large are divided into three classes, designating different election years in a three-year rotation, as shown in Table 7-2. All members within one class shall be elected by ballot at each Annual Meeting for a term of 3 years. In addition, a member may be elected out of sequence to a partial term in a class in order to fill a vacancy (see Paragraph 7.6). In so far as practical, the Nominating Committee should stagger Member-At-Large terms and elections so that one or two members are elected or re-elected each year.~~

~~Table 7-2. Board of Trustees Elected Members At Large~~

Class	Board Position	Election Year within the Rotation
1	Members-At-Large #1, 2, & 3	1 st
2	Members-At-Large #4, 5, & 6	2 nd
3	Members-At-Large #7, 8, & 9	3 rd

Members-at-large must be voting members of the Church. They shall take office after the meeting at which they are elected, and shall serve until the end of their terms and until their successors are elected. No member-at-large may serve in that office for more than seven consecutive years, including both complete and partial terms, nor be elected to a term which he or she is ineligible to complete.

~~No member at large shall move between classes while serving in that office.~~ With the exception of the Assistant Treasurers, an officer of the Church shall not simultaneously be member-at-large, nor be elected or appointed member-at-large for one year after the expiration of that officer’s term.

7.5 BOARD OF TRUSTEES MEETINGS

The Board of Trustees shall hold at least four meetings during the church year. A quorum shall consist of ~~eight~~^{five} Trustees. Meetings shall be publicly announced and open to members of the Congregation except when the Board of Trustees may decide by majority vote to go into executive session

Reason for the change: Policy Governance removes the day-to-day executive oversight function of the Board, and asks it to be a future-divining, priority-setting, and policy-making body. These forward-focussed activities can be performed quicker and more efficiently with a smaller board, leaving more members to fill other leadership roles within the Church. This new language reduces the board from 13 to nine members, changes the quorum, and leaves the job of figuring out the staggering of terms to the Nominating Committee. The Board will achieve its smaller size through attrition.

The following change is proposed to Article 9 Minister, Paragraph 9.3 Election of Called Minister:

9.3 ELECTION OF CALLED MINISTER

The Minister shall be called by the Church only with the consent of at least ~~two-thirds~~^{ninety per cent} of the voting members present at a Congregational Meeting called expressly for such purpose.

Reason for the change: This change is recommended by several sources that suggest a minister is unlikely to accept a call to a congregation without an overwhelming majority of members approving. This change puts the congregation on notice of that reality.

The following change is proposed to Article 11 Invested Funds, Paragraph 11.3 Invested Funds Committee:

11.3 INVESTED FUNDS COMMITTEE

The Board of Trustees may appoint an investment committee, from the voting members of the church, to act as liaison with the trustees and custodians selected by the ~~Executive Board of Trustees~~, and to review the performance of said trustees and custodians.

Reason for the change: The old term for the Board of Trustees was inadvertently used in this paragraph.