



**I. Call to Order at 11:40 am.**

Evelyn Johnson, Clerk, verified that a quorum was present.  
Arianna Lambie, President, called the meeting to order.

**II. Introduction of the Main Motion**

Joan Pederson, trustee and chair of the Bylaws Committee, introduced amendments to the bylaws of the congregation affecting Article V: Meetings and Elections (Section 5. Officers of the Society, Section 6. Nominations, and Section 7. Elections) and Article VI: Board of Trustees (Section 2. Membership). The amendments were proposed by the committee and placed on the agenda by the Board of Trustees. If adopted by the congregation, they would make the following changes:

- Use clearer language. Delete unnecessary requirements.
- Rearrange material to put related sections together.
- Replace the office of President-elect with the office of Vice President.
  - The Vice President would not automatically become President the following year, as the President-elect has.
  - As with the President and, until now, the President-elect, the Vice President must be a trustee and serves a one-year term.
  - If the office of President became vacant, the Vice President becomes President.
- Make the President and Vice President eligible for reelection if their terms as trustees are not expiring.
- Clarify that the President, Vice President, Secretary, and Treasurer are officers of the congregation, not solely of the Board.
- Move the enumerated duties of officers from the bylaws to the policy manual.
- Reduce the number of trustees from nine to seven.
- Reduce the number of alternate trustees from two to one, and eliminate the requirement that the chair of the Program Council be an alternate.
- Reduce the number of members of the elected Nominating Committee from five to three.
- Update the responsibilities of the Nominating Committee.

[The full text of the proposed revisions of the bylaws showing details of additions, deletions, and rearrangement, along with the final text that would result, appears at the end of these minutes and is part of this record of the meeting.]

### **III. Introduction of Related Amendments Rising from Congregational Hearing**

Joan Pederson introduced two proposed amendments affecting the original proposal. They were submitted by the Bylaws Committee in response to comments at a February 14 informational hearing. Each was endorsed by the Board on February 17. (In each proposal, the proposed additions are underlined; proposed ~~deletions~~ are lined out.)

- Proposal #1 revises the proposal for Article 5, Section a, to clarify eligibility for President and Vice President:
  - Officers are President, Vice President, Secretary, and Treasurer. All officers serve one-year terms and may serve consecutive terms. Only continuing and incoming Trustees are eligible to be ~~The President and Vice President must be~~ Trustees.
- Proposal #2 revises the proposal for Article 5, Section b, to allow Board to appoint assistant secretaries:
  - The Society elects the President and the Vice President at the Annual Meeting. The Trustees appoint the Secretary and Treasurer. The Trustees may appoint assistant secretaries and assistant treasurers as needed.

### **IV. Call for Vote: Proposal #1**

- Joan moved that the main motion be amended by the adoption of Proposal #1.
- Joe Harrington seconded.
- Short discussion- approximately 3 minutes
- The proposal passed by unanimous vote of the congregation.

### **IV. Call for Vote: Proposal #2**

- Joan moved that the main motion be amended by the adoption of Proposal #2.
- Cindy Pardo seconded
- No discussion
- The proposal passed by unanimous vote of the congregation.

### **V. Call for Vote: Effective Date of Amendments**

- Joan moved that the effective date for the proposed Bylaw changes take effect on July 1, 2016 so that they coincide with the beginning of the 2016-2017 church year.
- Richard Blough seconded
- No discussion
- The proposal passed by unanimous vote of the congregation.

### **VI. Discussion of Main Motion**

Joan Pederson reviewed the proposed amendments to Articles V and VI that were provided in the call to the meeting and to those attending the meeting.

Discussion resumed for approximately 20 minutes, focusing primarily on the proposal to move the description of officers from the Bylaws to a new Policy Manual.

- Richard Pardo moved that the descriptions of all church officers be restored to the Bylaws as previously written until further discussion and revision can be made by the committee.
- Finley Campbell seconded.
- No discussion
- The proposal passed by vote of the Congregation, with most in favor and one opposed.

#### **VII. Call for Vote**

- Joan Pederson moved that the proposed Bylaw changes with amendments be approved.
- Finley Campbell seconded the motion.
- No discussion
- The proposal passed by unanimous vote of the congregation.

The meeting was adjourned at 12:20 pm.

Kris Barker  
Secretary

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### **Proposed Bylaws Revisions in Final Form, and with Details of All Revisions**

#### **ARTICLE V: MEETINGS AND ELECTIONS**

##### **Section 5. Officers of the Society**

- a. Officers are President, Vice President, Secretary, and Treasurer. All officers serve one-year terms and may serve consecutive terms. The President and Vice President must be Trustees.
- b. The Society elects the President and the Vice President at the Annual Meeting. The Trustees appoint the Secretary and Treasurer. The Trustees may appoint assistant treasurers as needed.
- c. If the office of President becomes vacant, the Vice President becomes President. If the office of Vice President becomes vacant, the Trustees fill the vacancy.
- d. The Trustees publish the current responsibilities of each officer in a policy manual available to members of the Society.

##### **Section 6. Nominations**

- a. A Nominating Committee of three members is elected by the Society each year to serve one-year terms. Not more than two may be re-elected from the previous year.
- b. The Nominating Committee prepares a slate of candidates for the following positions for the coming year, one candidate per position:
  - Trustees and alternate
  - President and Vice President
  - The Chair of each council
  - Nominating Committee

The committee publishes its nominations at least 30 days before the Annual Meeting.

### **Section 7. Elections**

Elections are held during the Annual Meeting by written ballot. Additional nominations may be made from the floor. Terms of office begin on July 1.

## **ARTICLE VI: BOARD OF TRUSTEES**

### **Section 2. Membership**

- a. The Board of Trustees consists of seven members of the Society elected by the Society to serve three-year rotating terms. No person may serve consecutive three-year terms. If a Trustee is absent for three consecutive regular meetings, that seat shall become vacant. The Trustees have the power to fill vacancies until the next annual meeting of the society.
- b. The Board also has one alternate Trustee elected by the Society to serve a one-year term, who may be re-elected. The alternate attends all Board meetings and participates fully in discussion, but votes only in the place of an absent Trustee.

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### **DETAILS IDENTIFYING SPECIFIC ADDITIONS, DELETIONS, AND MOVEMENTS OF CONTENT FROM OTHER PARTS OF THE BYLAWS**

~~Deletions~~ are lined out

Additions are underlined

[Notes identifying past location of content from other places] appear in square brackets

<Notes about renumbering that will be applied in May 2016> appear in pointed brackets

**Article V: Meetings and Elections** <will be renumbered Article 3 in final round of revisions>

**Section ~~3~~ 5. Officers of the Society** [formerly in Section 3 of Article VI: Board of Trustees]

~~a. Duties of Officers~~

~~1 a. Officers shall include are~~ are President, Vice President-elect, Secretary, and Treasurer. ~~In the absence of a President-elect, a Vice-President shall perform the duties of President-elect. All officers serve one-year terms and may serve consecutive terms. The President and Vice President must be Trustees.~~

~~2. The President shall preside at all meetings of the Trustees and of the Society, delegate responsibilities as specified in these bylaws or as directed by the Trustees, and serve as an ex-officio member of committees appointed by the Trustees.~~

~~3. A President-elect or Vice-President shall preside in the absence of the President and may be directed by the President to assume other of the President's responsibilities.~~

~~4. The Secretary shall keep a record of the proceedings of the Board and of the Society, call meetings when requested by the Trustees, notify members of Society meetings, and perform other duties usually associated with the office as directed by the President or the Trustees.~~

~~5. The Treasurer shall receive all monies belonging to the Society, pay all approved bills, keep correct accounts of all transactions, including those of the endowment funds, report monthly to the Trustees, and perform other duties usually associated with the office as directed by the President or the Trustees.~~

~~6. The officers shall also serve as officers of the Society.~~

b. The Society elects the President and the Vice President at the Annual Meeting. The Trustees appoint the Secretary and Treasurer. The Trustees may appoint assistant treasurers as needed.

c. If the office of President becomes vacant, the Vice President becomes President. If the office of Vice President becomes vacant, the Trustees fill the vacancy.

d. The Trustees publish the current responsibilities of each officer in a policy manual available to members of the Society.

**Section ~~1~~ 6. Nominations** [formerly Section 1 of Article VIII: Nominations and Elections]

a. A Nominating Committee of ~~five~~ three members shall be is elected by the Society each year to serve one-year terms; ~~one of the five shall be a former Trustee, and not~~

Not more than two may ~~serve two consecutive one-year terms~~ be re-elected from the previous year.

~~b. They shall be responsible for preparing prepare a slate of candidates, one for each position to be filled. These positions are:~~ The Nominating Committee shall prepares a slate of candidates for the following positions for the coming year, one candidate per position: Trustees and ~~first~~-alternate, ~~President-elect~~, President if the ~~previous President-elect does not become~~ President, Vice President, the Chair of each council, the Program Council, the Chair of the Social Justice Council, members of the ~~Religious Education Council~~, and a Nominating Committee ~~for the following year~~. The ~~Committee shall meet with the outgoing Trustees to gain their advice especially on nominations for President-elect and President~~. The committee ~~shall publishes~~ its nominations at least 30 days ~~prior to~~ before the Annual Meeting.

**Section 2 7. Elections** [formerly Section 2 of Article VIII: Nominations and Elections]

Elections ~~shall take place at~~ are held during the Annual Meeting by written ballot. Additional nominations may be made from the floor. Terms of office ~~shall~~ begin on July 1.

**Article VI: Board of Trustees** <will be renumbered Article 4 in final round of revisions>

**Section 2. Membership**

- a. The Board of Trustees ~~shall consist~~ consists of nine seven members of the Society elected by the Society to serve three-year rotating terms. No person may serve consecutive three-year terms. ~~If the President-elect is elected to that position at the end of the second year of his/her term, that term will be extended by one additional year. The Trustees shall have the power to fill vacancies until the next annual meeting of the society. In the event that~~ If a Trustee is absent for three consecutive regular meetings, that seat shall ~~be declared~~ become vacant. The Trustees have the power to fill vacancies until the next annual meeting of the society.
- b. The Board also has one alternate Trustee elected by the Society ~~shall annually elect one alternate Trustee for to serve a one-year term to serve as the first alternate at each meeting. The Program Council Chair shall serve as the second alternate, who may be re-elected. The alternates will attend~~ alternate attends all Board meetings and participates fully in discussion, but ~~shall~~ votes only in the place of an absent Trustees Trustee.

**Article VIII: Nominations and Elections** [content is in Article V; IX-XII aren't renumbered]

**Section 1.** ~~A Nominating Committee of five members shall be elected by the Society; one of the five shall be a former Trustee, and not more than two may serve two consecutive one-year terms. They shall be responsible for preparing a slate of candidates, one for each position to be filled. These positions are: Trustees and first alternate, President elect, President if the previous President elect does not become President, the Chair of the Program Council, the Chair of the Social Justice Council, members of the Religious Education Council, and a Nominating Committee for the following year. The Committee shall meet with the outgoing Trustees to gain their advice especially on nominations for President elect and President. The committee shall publish its nominations at least 30 days prior to the Annual Meeting.~~

**Section 2.** ~~Elections shall take place at the Annual Meeting by written ballot. Additional nominations may be made from the floor. Terms of office shall begin on July 1.~~