

All Souls Unitarian Church
Congregational Meeting Minutes
(in-person and via Zoom)
Sunday, Dec 8, 2024

Lei Rumley, worship assistant, provided meeting instructions for online attendees.

Meeting Opening

The meeting was called to order at 11:38am by Board president Eileen Kenney. Secretary Deanna Tirrell certified that a quorum was present for the church to conduct business: 23 people joined online and 130 signed in at the church. Rev. Randy Lewis gave the invocation. A motion was made by Shirley Vincent to approve minutes of the May 2024 Congregational Meeting. The motion was seconded by Sherry Swanwick. The motion passed; there was one abstention due to not having had the opportunity to read the minutes.

President's Report

Eileen presented the President's Report. She reminded members that meeting the budget we adopt relies on our commitment to our pledges, and that bylaws updates keep our governance relevant. She asked us to remember that our neighbors need us: schools, refugees, those going hungry and unhoused, and that we need each other to share joy, grief, concerns, successes, and to engage with each other and provide leadership together. She asked the congregation to seek out connection with each other, and announced that the Board is connecting to the congregation by leading services Jan 12. She also recognized the incredible staff we have, and all they do to support everything the church and congregation need. Finally, the President provided an overview of the voting process.

Financial Report

Dan Piazzola, 2nd Vice President, presented the proposed 2025 Budget. He highlighted the increased budget for pledge income of \$75,000, due to new members and pledge increases, and explained that we also lost a generous annual donation due to the death of a long-time member. A gift from the estate is expected that will help make up that amount. He reported that the accounting staff has worked diligently to update our processes with timely cash flow reports, and has implemented changes suggested by the auditors, after completing their report this fall. One change is to incorporate program income & expenses into the Operating budget. The firm also recommended team Reserve accounts be moved into the Operating budget, which will show as balanced income & expense amounts and will not change the overall budget levels.

He reminded the congregation that the Becky Johnson Fund is supporting the program minister and program assistant for two years, as we work to build up revenue to hire a third minister full-time, and that we will soon begin the capital campaign for renovations and upgrades to the building. And, finally, Dan asked members to consider automating their pledge payments to provide more evenly received revenue throughout the year.

There were no questions from the congregation in-person or online; the proposed budget passed by consensus.

Bylaws Committee Report

Phil Haney reported that the church's IRS status has been fully updated, and he presented the highlights of the proposed revisions and clarifications proposed by the Bylaws Committee, to update the bylaws to reflect current processes and needs.

Significant Revisions Proposed Bylaws Adoption 12/08/24

- In order to vote, members must have made a recorded financial contribution to the church's *operating* fund within 12 months preceding the vote
- Voting on issues concerning the sale, purchase, mortgage, or other acquisition or disposition of real property, or to expand or remodel the church building, or to amend the bylaws *or articles of incorporation*, or any other matter so designated by the Board of Trustees, limited to persons present in person
- Congregation elects trustees *and president*, after nominations from nominating committee
- December and May meetings now called *winter and summer meetings*
- Board membership now *13-18* persons
- First VP and Second VP *now V-P Programs and V-P Finance*
- *New officer V-P Compliance*
- Removed language stating limits for approval of *fundraising by internal groups to reflect this is now guided by policy* instead of bylaws
- *Standing committees are nominating, audit, investment, ConservAge, personnel*
- Generosity committee is not standing, reports to board through trustee membership
- Bylaws include *whistleblower provision*
- *Governing instruments (articles and bylaws) cannot be amended or repealed except by in-person vote and then 2/3 majority*

Questions from the congregation:

Q: *Is Stewardship Committee a Board Committee?* A: not at this time

Q: *Is the requirement for in-person voting new?* A: no, it was passed by the congregation in 2021 to apply to property-related and bylaws-amending votes; the only new part is that it would now also apply to changing articles of incorporation.

Q: *Why is voting on those issues limited to those in person?* A: to provide security from possible future growth of online only members who might override the interests of members who reside in Tulsa

Comment (online): *Interesting that online members are disenfranchised from property votes, yet being asked to support the capital campaign.*

The Board secretary clarified that the property vote limit was approved by the congregation in 2021 and is not part of the updates we are voting on today.

Rev. Marlin Lavanhar offered that this issue could be discussed further after this meeting for possible future revision.

Jim Walker moved to Call the Question; it was seconded by Carol Hinkley.

The Board secretary reminded the congregation that voting in the affirmative to Call the Question would end discussion on the committee's motion to approve the Bylaws proposal; it was also reported that there were a number of members online waiting to speak.

The members in-person voted in the affirmative by 2/3 majority to Call the Question; there were approximately 10 'no' votes. While staff monitored online votes being placed, public comments were heard:

It was discouraging to Call the Question prematurely and alienating to online members who weren't heard.

The vote was overwhelmingly 'yes' to Call the Question, so mathematically impossible for online votes to change outcome.

It was disappointing to not hear all the online members' questions.

Online votes to Call the Question were reported: 12 yes, 10 no; the motion to call the question passed.

The Board president reiterated that the Board would review that amendment from 2021.

The Sr Minister reminded the congregation that the question had been called and we needed to vote.

Andrew Shead asked to make a motion to create an Action Item.

The Board president said the vote on the Bylaws needed to be held before new motions could be heard.

The Bylaws Committee chair reminded the congregation that even if the Bylaws changes proposed today don't pass, there is still the limit in place for in-person only voting for property and governance matters.

A hand vote was called for. Votes were above the required two-thirds in the affirmative; there was one 'no' vote, and one abstention.

Andrew Shead made a motion to create an Action Item to explore the in-person voting limits in the Bylaws. John Campbell seconded. There was brief discussion to clarify the motion, then it passed by consensus of the congregation.

Minister's Report

The Senior minister reported that thanks to the generosity of the congregation, the Giving Tuesday appeal had raised \$15,000 for a new stove in the kitchen. And a bit more was still needed...

Members were asked to visit the board in the foyer to fill out "What I Love About My Church Home" notes.

It was announced that our beloved Director of Music, Rick Fortner, will be retiring after May. A national search will be conducted to fill that position.

Marlin asked members to please pay their 2024 pledges as fully as possible before the end of the year, as we have still not received the funds from an Employee Retention Credit that was expected and that has left a gap in the budget.

The Board president asked for a motion to adjourn. It was made by Dave Kroll, seconded by Floretta Reed, and passed unanimously.

The meeting was adjourned at approximately 1:20pm.

Respectfully submitted,

Deanna Tirrell, secretary
All Souls Board of Trustees