

Draft -- to be approved at June 30th Special Meeting of the Membership

**North Universalist Chapel Society, Woodstock, Vermont
Minutes of Annual Meeting, January 27, 2013**

The 2013 Annual Meeting began at 12:00 p.m. in the North Chapel social hall following a pot luck lunch. About 45 members and friends of the congregation were in attendance.

WELCOME: Mary Jeanne Taylor, President of the Board of Trustees, welcomed everyone and read her letter of love and caring for the North Chapel community which was published in the Annual Report.

Hope Yeager presented two cards of gratitude to be signed by the attendees, one for sextons Radek and Agata Marzec and the other for Children's Chapel leader Jane Moss.

Mary Jeanne Taylor read the names of the fifteen new members who joined the North Chapel in 2012, to applause from the attendees. Daniel Jantos invited any who were looking to become better known to introduce themselves, and three attendees introduced themselves.

ELECTION OF MODERATOR: Representing the Nominating Committee, Don Ransom MOVED to elect Kevin Geiger as Moderator for the year 2013. Seconded by Anne Dean. Election of Kevin Geiger as Moderator passed unanimously.

ELECTION OF CLERK: Representing the Nominating Committee, Don Ransom MOVED to elect Donna Van Fleet as Clerk for the year 2013. Seconded by Carol Egbert. Moderator Kevin Geiger called for any other nominations from the floor. There were none. Election of Donna Van Fleet as Clerk passed unanimously.

ELECTION OF TREASURER: Representing the Nominating Committee, Don Ransom MOVED to elect Ann Wynia as Treasurer for 2013. Seconded by Trish Compton. Moderator Kevin Geiger called for any other nominations from the floor. There were none. Election of Ann Wynia as Treasurer passed unanimously. Susan Jantos brought to the attendees' attention that Ann has been serving as Treasurer for 23 years, to applause from the attendees.

ACCEPTANCE OF ANNUAL REPORT: Peggy Kannenstine MOVED to accept the Annual Report. Seconded by Ralph Lancaster. Kevin Geiger invited any questions about the Annual Report, and there were none. Acceptance of the Annual Report passed unanimously.

AMENDMENTS TO BY-LAWS:

Amendment to Provide Flexibility to the Size of the Board of Trustees

Kevin Geiger described the proposed Amendment to the By-laws Article VII. Administration, which had been sent to the membership earlier in the month. Susan Inui MOVED to accept the Amendment to the By-laws. Seconded by Peggy Kannenstine. After the following discussion, the Amendment passed by a majority in favor with one opposing vote.

Discussion:

Trish Compton asked how, with a smaller number of Trustees, will the Board be represented on committees. Trish added that her question was for clarification and not an objection. Carol Egbert responded that the smaller Board will be in a period of review to determine what is the optimum size

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for the Board. Anne Marinello observed that the proposed Amendment does not limit the Board to only five members.

Richard Schramm asked why the Board does not wait until their reassessment of size is completed before asking for a By-law change. Carol Egbert responded that the Amendment is required to allow the Board to operate with fewer Trustees during a period of assessment thereby removing the current By-laws requirement to immediately fill a larger number of vacant Trustee positions.

Trish Compton pointed out that the Growth Committee had studied governance structure and was shown ways that a smaller Board could operate more efficiently. Richard Schramm observed that a smaller Board seemed to be a tradeoff between efficiency and having broader ideas represented on the Board, and he felt that there was insufficient information to make an informed vote. Susan Inui clarified that the Amendment is designed to give flexibility and does not set the size at five members. Susan went on to describe that it is common for groups to come down to a small number in order to do some reassessing, and she expressed her comfort with the idea and support for it.

Peggy Kannenstine stated that she thought that there was a sentence in the proposed Amendment that seemed unnecessary. Kevin Geiger clarified that the proposed new sentence removed the current By-law requirement to elect three new Trustees annually.

Ralph Lancaster questioned whether the current wording intended to take the Nominating Committee out of the process. Don Ransom clarified that the Board determines the required number of new Trustees, and the Nominating Committee identifies and proposes candidates to fill the new Trustees positions.

Amendment to amass skills for financial matters by consolidating the Trustees of Funds and the Finance Committee into a Single Committee

Kevin Geiger described the proposed Amendment to By-laws Article X. Trustees of Funds, which had been sent to the membership earlier in the month. Susan Inui MOVED to accept the Amendment to the By-laws. Seconded by Peggy Kannenstine. After the following discussion, the Amendment passed by a majority in favor with one abstention.

Discussion:

Trish Compton explained that the increase from three Trustees of Funds to five Finance and Trustees of Funds Committee members results from combining two groups, the Trustees of Funds and the Finance Committee.

Susan Inui asked who decides the membership of the combined Finance and Trustees of Funds Committee. Trish Compton responded that, in the interest of establishing a checks and balances system, the Nominating Committee would make nominations rather than have Committee members appointed by the Board.

Susan Inui asked what is the tenure of members of the combined Committee. Trish explained that the term was thought to be three years. Susan Inui noted that Nominating Committee members serve one term of four years, which presents another option. Trish noted that the three Trustees of Funds are elected by the membership, and there would be a need to watch for the possibility of a situation where some roll off. Ralph Lancaster asked whether the vote could be tabled to sort out the question about terms.

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Peggy Kannenstine and Susan Inui suggested voting on only the combining of the Trustees of Funds and Finance Committee into a single Finance and Trustees of Funds Committee. It was agreed to vote on only that part of the proposed Amendment and further agreed that the Board, in collaboration with the Nominating Committee, would come back with the wording about Nominations and Terms.

Mary Jeanne Taylor noted that there was an immediate need to elect a third Trustee of Funds to replace an outgoing member. Trish Compton suggested that a current member of the combined group, Chris Lloyd, who had previously been a Trustee of Funds, could fill a dual role.

After the vote was taken, Lynn Peterson clarified the history leading up to the recommendation of combining the two committees.

NOMINATING COMMITTEE: Mary Jeanne Taylor reported that the Board was not prepared to offer a slate of candidates for the Nominating Committee, instead preferring to hold off until the aforementioned Board reassessment was completed. Mary Jeanne committed that the Board will bring forward to the membership for vote two candidates for the Nominating Committee.

Moderator Kevin Geiger read the By-laws which give authority to the Board to fill vacant positions on the Nominating Committee, and he asked for a sense of the Members about whether they would want a Special Meeting of the Membership to vote on the Nominating Committee or not. Hope Yeager proposed that there be a Special Meeting of the Membership. Carol Egbert agreed that it is important for the Membership have a say about the Nominating Committee, and raised the question about whether there should be more candidates than there are openings and use a democratic vote to elect the Nominating Committee. Peggy Kannenstine observed that the Nominating Committee is the most important North Chapel committee, and she added that she was encouraged that the Board and Membership are taking the time to talk about what is needed going forward.

Moderator Kevin Geiger suggested that Members who have thoughts about this topic submit them to the Board.

BUDGET: Treasurer Ann Wynia reported on the proposed Budget for 2013, noting that when the effort to formulate a proposed Budget started, it was unbalanced by \$52,000. Trish Compton **MOVED** to accept the proposed Budget for 2013. Peggy Kannenstine seconded. After the following discussion, the Budget was adopted unanimously.

Discussion:

There were four questions from Members about specific budget line items, and Ann Wynia provided answers.

TRUSTEES OF FUNDS REPORT: Trish Compton referred to the Trustees of Funds Report published in the Annual Report, noting that there was an 11.9% return on investments.

SPIRITUAL PRACTICES REPORT: Anne Marinello reported on the history of the topic, which grew out of a finding from the Growth Committee Survey to add more diverse spiritual practices at the North Chapel. Anne reported that the idea, which was presented at prior Annual Meetings, of building a new space for contemplative practices did not happen, but added that some new practices have come forward, for example, the Friday Evensong service. Donna Van Fleet reported that a new Spiritual Practices Committee had been commissioned by the Board to focus on extending the spiritual practices offered at the North Chapel, and she invited the Membership to come forward with ideas.

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RESOURCE COMMITTEE REPORT: Lynn Peterson reported that 92% of the pledge target had been met, and he invited more pledges in order to meet the pledge income that is in the 2013 Budget.

HISTORIC PRESERVATION/RENOVATION REPORT: Lynn Peterson reported on the renovations that will roll out over 2013, 2014 and 2015, amounting to \$84,500 in expenditures. Lynn explained that the Resource Committee is working closely with the Buildings and Grounds Committee to ensure that the expenses will be covered. Lynn pointed out that the church facility is a community-wide asset and that the Resource Committee will be seeking grants that apply to such a facility. Lynn raised awareness that there may be need for a Capital Campaign or a loan.

Donna Van Fleet recognized the Buildings and Grounds Committee and the Resource Committee for their work in putting in place a plan.

Richard Schramm asked whether there will be opportunity for people to bring forth ideas about what to do with the buildings and grounds, and Lynn Peterson welcomed ideas about priorities.

VOLUNTEERISM REPORT: Carol Egbert recognized the work done by volunteers and asked people to consider making a formal pledge of time and talent, which are as important as financial resources, and she presented a form that people can use to make their pledges.

SOCIAL ACTION COMMITTEE REPORT: Deb Hawthorn read her report, which was included in the Annual Report, describing the evolution that has culminated in a Social Action Committee charter for the North Chapel's engagement in social action endeavors.

FAREWELL TO FRIENDS: Mary Jeanne Taylor recognized with personalized observations three members of the Board who have completed their Trustee service: Deb Hawthorn, Norwood Long and Donna Van Fleet.

UNSUNG HERO: Lynn Peterson recognized Rick Fiske for his contributions to the Resource Committee, especially for his "let's do it" and "stick to it" attitude that gets the job done, citing his work on the Book Fair and qualifying prisoners to paint the parsonage.

CLOSING WORDS: Daniel Jantos, minister, announced the April 7th special visit by Terry Tempest Williams and Mary Evelyn Tucker, and he invited the congregation to suggest what questions they would like to have them address. Daniel also stated that he looks to reestablishing some fun fundraisers that foster community spirit.

Daniel offered a time of silence for gratitude and hopefulness for the coming year.

ADJOURNMENT: Carol Egbert MOVED to adjourn the meeting. The meeting adjourned at 1:47 p.m.

Respectfully submitted,
Donna Schultz Van Fleet
Clerk, North Universalist Chapel Society