

*[NOTE: NEED TO ATTACH COPY OF APPROVED BUDGET – SEE LAST SENTENCE OF ITEM 7.]*

*DRAFT 1/6/2018*

**ALL SOULS CHURCH, UNITARIAN  
MINUTES OF ANNUAL MEETING  
December 10, 2017**

The meeting was called to order at 1:15 pm by Brian Marshall, who later served as the meeting's parliamentarian.

The chalice was lit and a responsive reading of the Covenant of Right Relations was led by second vice president Russell Cross and first vice president Anne Bradley.

**PROCEEDINGS:**

1. Agenda item 1a - Jennifer Bruneau, membership secretary, confirmed the presence of a quorum.
2. Agenda item 2 – Pursuant to Article VIII, Section 6, of the church's bylaws, outgoing board president Chuck Dulaney was elected as presiding officer of the annual meeting unanimously by voice vote.
3. Agenda item 1b – Jennifer Bruneau presented her report on membership, noting that new membership numbers reflect not only a sharp increase in membership -- a "Trump bump" following the November 2016 presidential election – but also a decrease as a result of a deliberate purging of inactive members from the rolls. She stressed that in order to maintain the current high membership numbers, new members must be supported.
4. Agenda item 3b – The rules of the meeting were presented by the presiding officer. An amendment to extend debate time from two minutes per speaker to five minutes per speaker was defeated by voice vote. The rules were adopted as proposed by voice vote.
5. Agenda item 4 – Minutes of the December 2016 annual meeting were approved without discussion by unanimous voice vote.
6. Agenda item 5a – Rev. Rob Hardies presented the senior minister's report, including photos. He stressed that this year's activities were shaped in major part in reaction to the results of the presidential election and the dramatic events immediately following the inauguration -- the Women's March, the church's commitment to make the church a sanctuary, and the service featuring political commentator Melissa Harris-Perry, with 2,400 persons in attendance.

The past year's activities further included today's welcoming of a new refugee family of four; the Reeb Voting Rights project to counter North Carolina voter suppression; the elimination of fees for religious education; addition of ministerial staff – Revs. Rebecca Parker and Joanne Braxton; work for climate justice; a new reproductive justice task force; American Sign Language interpretation at select

services; affordable housing opening ceremonies at 4000 Kansas Avenue NW; assembling 450 bags of food at Thanksgiving; increases in attendance (up 34%) and giving (up 16%); a reconfigured adult spiritual development program led by Rev. Rebecca Parker; covenant groups, including a new group targeting federal employees; the music and arts program, including the recent Hiroshima immersive arts experience, the DC premier of the jazz cantata honoring Ruby Bridges, and the 40<sup>th</sup> anniversary of the Jubilee Singers.

Initiatives planned for the coming year include a new “UU4” program exploring the church’s identity through the UU principles; expanded commitment to ASL; an expanded Jubilee training program and an 8-month curriculum developed by Mark Hicks called “Beloved Conversations.”

Rev. Rob also noted that the challenges faced by the church over the last year falling within the scope of the Covenant of Right Relations have opened a way for him to talk about some of the ways that his heart “breaks for this church.”

7. Agenda item 5b – Treasurer John Strongman presented the balanced budget recommended by the board for congregational approval, including his assessment of the budget’s key vulnerabilities. Comments from the membership noted concern over certain aggressive assumptions in the budgeting process, e.g., that a yet-unspecified fundraiser would be profitable and that core donations would continue to increase, and that only a modest allocation was made for HVAC repairs and maintenance; concern that actual income and expenses were not adequately presented; concern that the Beckner Fund had apparently refused funding of social justice initiatives; frustration at the inability to determine on which initiatives staff are spending their time (with a firm request to the next board to address this issue); lack of information regarding last year’s “incredible” costs related to the faulty air conditioner despite the presumed existence of a service contract; observation that modern times call for alternative “giving technology” to capture contributions in a form other than cash or check on Sunday mornings (e.g., a bar code printed in the order of service); lack of breakdown in how the social justice budget is spent; infeasibility of the projection that building expenses will decrease.

John and others noted that the board has the ongoing flexibility to make budget adjustments as the year progresses if projections appear not to be on target.

Following a lengthy period of questions and answers, a motion was made and seconded to adopt the budget as presented. There followed immediately another motion (with second) to amend the initial motion by reducing the line item for core donations by \$100,000 and to charge the board with the task of making further adjustments to balance the budget. Debate in opposition to the amendment noted that the dynamics of a church budget differ from a family budget; that a church and its budget grow by investing in ministers, in response to which congregants will then up their donations – not the other way around. It was further noted that although the goal appears ambitious for this year, this church is uniquely positioned to move forward now, and the vision of the trustees should be trusted; “We don’t want to dream down.” The amendment was defeated by voice vote. The original motion to adopt the budget as presented was approved by voice vote, and is attached to these minutes.

8. Agenda item 6 – Ken Ambrose and Tracy Zorpette introduced proposed amendments to the church’s bylaws, noting that certain changes had been suggested following a detailed review by the UUA’s Rev. David Pyle, Central East Region Governance Program Manager, and other changes to reflect current practices.

#### Amendment of Bylaws for Addition of Anti-Racism Principle

A motion was made and seconded (herein “Motion A”) to replace Article II, Section 2, of the bylaws, as follows:

##### **Article II - Purpose**

~~Section 2. The Church subscribes to the stated purposes and principles of the Unitarian Universalist Association, specifically to further recognition of the inherent dignity and worth of all people, individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, respect for the interdependent web of all existence, and allegiance to the cause of a world community undivided by nation, race, economic class, creed, gender, affection or sexual orientation.~~ Section 2. The Church subscribes to Eight Principles, including those expressed in the Principles of the Bylaws of the Unitarian Universalist Association: 1) The inherent worth and dignity of every person; 2) Justice, equity and compassion in human relations; 3) Acceptance of one another and encouragement to spiritual growth in our congregations; 4) A free and responsible search for truth and meaning; 5) The right of conscience and the use of the democratic process within our congregations and in society at large; 6) The goal of world community with peace, liberty, and justice for all; 7) Respect for the interdependent web of all existence of which we are a part; and 8) Journeying towards spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions.

In support of the new 8<sup>th</sup> Principle addressing racism, Paula Cole-Jones, leader of the 8<sup>th</sup> Principle Task Force, noted that the current principle supporting anti-racism was adopted by the UUA general assembly in 1997, and that much has been learned in the past 20 years about what it takes to become multicultural – hence, the need for an 8<sup>th</sup> Principle. The concept of a specific anti-racism principle was supported at the UUA General Assembly in June, and it is acknowledged that other congregations are looking to All Souls for leadership, she said.

Among the comments for and against:

- While the concept is worthy and the urgency real, the proposed text “lacks poetic and prophetic power.” In response, it was observed that the final language at the denominational level will almost certainly change during the two-year consideration process.
- Specific reference to anti-racism is essential.
- Specific reference to anti-racism disparages other forms of oppression not specifically mentioned, such as those with physical disabilities. “Other oppressions” is not specific enough, and the 8<sup>th</sup> Principle should either advocate for all oppressions or focus solely on racism.

A motion was made and seconded (herein "Motion B") to amend the language of Motion A by replacing "racism and other oppressions" in the penultimate line of Section 2 with "every form of oppression." Further comments for and against included:

- When black lives matter, all oppression will cease.
- Fifty-seven million people with disabilities are not listened to.
- Race must be specifically included along with gender and disability. Although an exhaustive list is not feasible, at least those recognized by the federal government should be included.
- Sexism should also be addressed.

A request to substitute the language of Motion B with alternative language (later offered as Motion C, below) by virtue of the mover of Motion B's consent was ruled out of order by the presiding officer. A request for unanimous consent to permit the substitution was objected to.

A motion to make an amendment to the pending amendment was made and seconded (herein "Motion C") to replace "every form of oppression" in Motion B with "racism, sexism, ableism, ageism, classicism and the intersection of all additional oppressions." Further comments for and against included:

- When race is not explicitly expressed, it always gets knocked down the list of oppressions.
- If racism is the actual target, then why even state "and other oppressions"?
- The 8<sup>th</sup> Principle Task Force has been in action long before the Trump administration.

After further debate, a motion to close debate, duly seconded, carried by a two-thirds vote by show of hands. Motion C, called to a vote, was defeated by voice vote. Motion B, called to a vote, was defeated by voice vote. Motion A, called to a vote, was approved by a two-thirds vote (by voice vote), and the bylaws were amended.

#### Amendment of Bylaws for Removal of a Member

Ken Ambrose and Tracy Zorpette explained that it is unclear what is required to remove a person from membership in the church, and the issue had become critical following several incidents in the past year. The Committee on Right Relations had reached an impasse in mediation, and in some cases, the physical safety of members could be at risk. They cited a new Policy on Congregant Behavior that the board had recently adopted, which would need to be amended if the proposed change to the bylaws is adopted. The board's specific proposal was to add the following new Section 4 to Article IV of the bylaws:

##### ***Article IV - Church Membership***

*Section 4. A Member may resign membership in the Church at any time by providing written notice to the Membership Secretary. The Board, by two-thirds majority vote, has the authority to transmit written notice to a member stating the reasons why the Board is suspending their membership as a first step towards removal from membership. The Board's vote immediately suspends the member's membership and its privileges. In determining whether cause exists to remove a*

*member, the Board will be guided by the Church's covenants and policies including the Policy on Congregant Behavior. The Membership Secretary shall, after the vote, but not less than 21 calendar days before the effective date of the removal, provide written notice of the reasons for the action to the member. The notice will also advise that if the person wishes to remain a member, they should contact the President of the Board of Trustees in writing within 14 calendar days of receiving the notice and arrange to meet with the Board of Trustees to discuss the membership suspension. After the review time has passed, the Board will then call a second vote, also requiring a two-thirds majority, to remove the person from membership. The Membership Secretary will provide notice of the final decision to the person in writing. Any person so removed will be prohibited from becoming a member of the Church again, except with express written permission of the Board of Trustees.*

One concern was that the new policy on congregant behavior, to which this amendment refers, had not been widely shared with the congregation. Others questioned whether there was sufficient due process offered to the member in question and whether that person would have the benefit of an advocate. In response to the question of how removing someone from membership would curtail the risk of physical harm, Chuck Dulaney explained that the church's attorney had advised that a temporary restraining order could only be issued after membership was terminated.

A motion was made and seconded to approve the amendment to the bylaws noted above, and further discussion followed. Key concerns among women who stated their views were that harassment was rampant within the Young Souls circles of the church currently; that many were concerned for their safety; that it was crucial to have a policy in place to protect women now; and that action must not be put off while searching for the perfect solution. "All souls are *not* welcome if they continue to act in bad faith."

A call was made to vote on the motion. Voting was pursuant to paper ballot, and the results, announced after the next item of business was completed, were: 79 YES; 5 NO; at least 6 abstained (4 ballots were submitted BLANK; at least 2 other members present disclosed they submitted no ballot). The motion carried with the necessary two-thirds vote, and the bylaws were amended.

#### Amendment of Bylaws to Clarify Who Attends Board Meetings

Tracy Zorpette cited several ambiguities and gaps in the current bylaws relating to board meetings outside of stated monthly meetings. The proposed changes to the bylaws would allow the board to meet more frequently in less formal mode, without transacting business or taking a vote, beyond the 2-1/2-hour once-per-month regularly scheduled meetings. It would also clarify the senior minister's status on the board. A motion was made and seconded to amend Article VII, Section 5, and Article IX, Section 4, of the bylaws as follows:

##### ***[Article VII - Board of Trustees]***

*Section 5. The Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary shall be notified of and have the right to participate in all regularly scheduled monthly meetings of the Board of Trustees (~~including those held in executive session~~);*

~~but~~ without the right to vote. Regularly scheduled meetings shall be open to the membership and minutes of each meeting shall be made available to the membership. The Board of Trustees may also hold executive sessions and working meetings where no votes will be taken, and may restrict the attendees to those meetings to Trustees and any advisors or other persons that the Board determines are appropriate.

**[Article IX - The Senior Minister and Church Staff]**

Section 4. The Senior Minister shall be a non-voting ex-officio member of the Board of Trustees.

In the discussion, an opponent opined that the wording creates the opportunity for the board to meet without notifying anyone else – a perceived lack of transparency. She suggested to change policies and procedures to provide reports on unscheduled meetings. She further noted that the amendment now precludes the secretary and treasurer from attending those meetings. Since it is more likely that younger members would be willing to enter into one-year terms (as is the case for secretary and treasurer) than the three-year terms required of trustees, the change would cut them out of significant conversation, she argued. She moved to amend the proposed motion, in effect, to allow the secretary and treasurer “to be notified of and have the right to participate in all meetings of the board of trustees.” The previous question was ordered. The motion on the amendment was defeated by voice vote. The original motion to amend the bylaws carried with the necessary two-thirds vote, and the bylaws were amended.

Resolution on Name Change

The following motion was made and seconded:

*WHEREAS the Membership of All Souls Church, Washington, D.C. has determined that it is advisable and in the best interests of the Membership and the Corporation to change the name of the Corporation to All Souls Church, Unitarian; THEREFORE, BE IT RESOLVED, that the Membership approves the attached Articles of Amendment and directs that a corporate officer execute them and cause them to be filed with the District of Columbia Department of Consumer and Regulatory Affairs; and BE IT FURTHER RESOLVED, that the Membership approves the attached amendments to the Corporation’s Bylaws to reflect the new corporate name of All Souls Church, Unitarian.*

(Note that the attached amendment to the corporation’s bylaws reads as follows: “Article 1 is hereby amended to read: The name of the Church is ‘All Souls Church, Unitarian.’”)

There was no discussion, and the motion passed unanimously, and the bylaws were amended.

9. Agenda item 7a – Jennifer Ambrose, on behalf of the Leadership Development and Nominating Committee (LDNC), presented the following slate of candidates to the three-year term of trustee:

Robert Jayes  
John Schuettinger  
Esther Strongman

It was moved and seconded to adopt the slate proposed by the LDNC. The motion passed unanimously by voice vote.

Jennifer then presented the following slate of candidates to the one-year term (renewable) of officer, as specifically noted:

Brenda Barron and Patee Roper, co-moderators  
Jennifer Bruneau, membership secretary  
John Strongman, treasurer  
John Crowe, assistant treasurer  
Fran Jackson, secretary  
Elizabeth Ashwell, assistant secretary

It was moved and seconded to adopt the slate proposed by the LDNC. The motion passed unanimously by voice vote.

10. Agenda item 8 – Liz Ashwell and Erika Landberg, on behalf of the LDNC, presented the following slate of candidates to the position of members of the LDNC for terms specified:

Sunu Chandy (one-year term)  
Barbara Corprew (one-year term)  
Derek Robinson (two-year term)  
Ben Whelan-Morin (two-year term)  
Brenda Barbour (three-year term)  
Mary Beth Hatem (three-year term)  
Maya Hermann (three-year term)  
Robert McClinton (three-year term)  
Paula Shoecraft (three-year term)

It was moved and seconded to adopt the slate proposed by the LDNC. The motion passed unanimously by voice vote.

11. Agenda item 9 – Brian Marshall, on behalf of the congregation, thanked the outgoing trustees and officer for their service. The motion to adjourn carried unanimously. The meeting was adjourned at 4:44 pm.

Submitted by Mary Swanson, 2017 board secretary