

UUPCC Board Meeting
Friday, March 22, 2013
Minutes approved 4/12/13

Members Present: Kelly Crocker, Bruce Johnson, Beverly Moore, Cathy Perry, deForest Ralph, Diane Rollert, Gary Smith, Dick Van Duizend, Executive Director Cathy Cordes

Members Absent: Roger Bertschausen, George Davenport, Ann Gary, Scott Prinster

Also Present: Margot Fleischman

A meeting of the UUPCC Board was held by conference call on March 22, 2013. In the absence of the Chair and Vice-Chairs, former Board Chair Van Duizend called the meeting to order at 12:10 pm.

Ralph (M), Johnson (S)

Voted: To approve the minutes of the February 22, 2013 meeting.

Treasurer's Report

Cordes will have Davenport send the Board the balance sheet and the P&L. The cash flow is going well, and there is nothing unusual going on. Overall available cash resources look about the same as they did last December.

Executive Director's Report

UK Partnerships. Cordes reported that she and Smith had a meeting by phone on Tuesday with representatives of the British Unitarians concerning the possibility of developing partnerships there. They will be taking it to their executive committee. In the meanwhile, we have received an inquiry from Knoxville, TN about partnering with a UK congregation.

(M)Ralph, (S) Crocker

Voted: To add the United Kingdom to the list of countries where UUPCC supports UU Partnerships.

Ministerial Transitions. There is a lot of interest in the ministerial transitions work we are doing. Cordes will be meeting with David Gyero, and she will talk about transitions in Transylvania.

Building Fund. We continue to engage meaningfully with the UUA. In particular, we are making progress towards establishing a mechanism for creating a UUPCC building fund for international congregations through US congregations' capital campaigns.

India Partners Update

Perry reported that she is working with the UUNEI leadership to schedule a virtual

conference sometime in the summer, possibly in June. She is also working on ways that she can do outreach to Khasi partners, including arranging one or two Skype calls to bring together the US partners of Khasi congregations.

(Chair Smith joined the call at 12:28)

Endowment documents

Van Duizend reported that the draft endowment documents have been reviewed by counsel in Washington State and have been edited to the current form, which will need to be approved and submitted to the membership in our Call to Annual Meeting.

Smith (M), Rollert (S)

Voted: To recommend the adoption of the Amendment To The Bylaws of the UUPCC to establish and manage a UUPCC Endowment Fund (attached).

20th Anniversary Celebrations

Crocker reported that the party planning has been moving along. John Gibbons has heard from 10 of the UUPCC Founders who are willing to write items for a book we will put together. Not all the Founders will be present, so the committee is thinking of asking the Past Presidents to be the readers for the notes from the Founders during the party. Pictures of the Founders would be a nice addition. The Party Planning Committee will meet again in early April.

Annual Meeting Preparations

(M) Smith, (S) Ralph

Voted: To adopt a policy effective April 1 that any new business to come before the Annual Meeting must be submitted in writing to the Board Chair via the UUPCC office no less than 10 days before the annual meeting.

Meeting adjourned at 12:54 PM.

Submitted by Beverly D. Moore, Secretary

**PROPOSED AMENDMENT TO THE BY-LAWS OF THE UUPCC
TO ESTABLISH AND MANAGE A UUPCC ENDOWMENT FUND**

ARTICLE 9 - Endowment Fund

9.1 *Establishment of Fund.* The UUPCC shall have a separate endowment fund to strengthen the long-range financial future of the UUPCC, to mitigate financial emergencies, and to fund special projects that support the mission of the UUPCC. The separate endowment fund shall be known as the UUPCC Endowment Fund (the Fund).

9.2 *Minimum Operating Level.* The Fund shall become operational when a minimum of \$10,000 of assets have been received. Upon attaining the minimum level of funding, the Fund's assets shall be invested in the Unitarian Universalist Common Endowment Fund (UUCEF).

9.3 *Distributions.* Distributions from the Fund shall be made only when the average fair market value of the fund exceeds \$30,000. Total distributions shall not exceed five percent (5%) of the Fund's average fair market value calculated over the previous three years, except that in the first three years it will be averaged over the previous 3 quarters.

9.4 *Endowment Fund Committee.*

9.4.1 *Committee Responsibilities.* A UUPCC Endowment Fund Committee (Committee) shall determine distributions from the Fund in accordance with paragraphs 9.1 and 9.3 and shall actively seek gifts and donations to the Fund. The Committee, at its discretion, may decide not to distribute amounts from the fund even though assets in the Fund exceed the minimum level for distributions.

9.4.2 *Committee Structure.* The Committee shall consist of three members of the UUPCC appointed by the Board. Except for the initial appointment when shortened terms shall be used to establish a staggered rotation of members, the term of each committee member shall be three years. No member may serve more than two consecutive three-year terms. After a lapse of one year, former committee members may be reappointed. No member may serve on the Endowment Fund while also serving on the UUPCC Board.

9.4.3 *Committee Governance.* The Committee shall elect its own chairperson. The Committee shall report to the Board on a quarterly basis and provide a written report to the membership at the Annual Meeting.

9.4.4 *Quorum.* A majority of the Committee shall constitute a quorum sufficient to conduct business at all meetings.

9.4.5 *Action without a Meeting.* Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting by a written consent. The written consent must describe the action(s) to be taken, and must be signed by all members of the Committee before the action is taken. Any action(s) approved by Written Consent must be ratified at the next meeting of the Committee. If the Committee elects not to ratify said actions, then the written consent shall be deemed reversed at said meeting as of the date of that meeting.

9.4.6 *Removal of Committee Members.* At a meeting of the Board of Directors, following notice to the Committee, one or more Committee members may be removed from office, with or without cause, by two-thirds of the votes cast. Committee members shall be removed singly, with a separate vote taken for removal of each Committee member. Removal shall be effective immediately.

9.4.7 *Committee Voting.* Each Committee member shall be entitled to one vote, and a majority of those voting shall be sufficient for the Committee to take any action.

9.4.8 *Frequency of Committee Meetings.* The Committee shall meet at least quarterly at a date and time determined by the chairperson and upon not less than ten (10) days notice to the Committee members. Committee members may participate telephonically in a meeting so long as all persons participating in the meeting can hear each other at the same time.

9.4.9 *Protection from Liability.* Members of the Committee and former members of the Committee shall not be liable for any losses incurred by the Fund except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each member shall be liable for his or her own acts and omissions and not for the acts or omissions of other members or former members. No member of the Committee shall engage in any self-dealing or transactions with the Fund in which the member has a direct or indirect financial interest. Members shall refrain at all times from conduct in which his or her personal interests would conflict with the interest of the Fund or the UUPCC.

9.5 *Donations.* Members and friends of the UUPCC shall be encouraged to make gifts to the Fund, to indicate the Fund as a preferred recipient of memorial gifts, and to include the Fund in their wills, life insurance policy beneficiary designations, and other methods of deferred giving.

9.6 *Disposition or Transfer of the Fund.* In the event the UUPCC ceases to exist through either merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Board in conformity with the bylaws and in consultation with the Unitarian Universalist Association.

CONFORMING AMENDMENTS

Current Article 9 will become Article 10.

Current Article 10 will become Article 11.

Current Article 11 will become Article 12.

Current Article 12 will become Article 13.

Current Article 13 will become Article 14.

Current Article 14 will become Article 15.