

Grace Evangelical Lutheran Church
CONGREGATIONAL ANNUAL MEETING MINUTES
Sunday, February 27, 2022, 11:00am, In-person and via ZOOM

1. Call to Order - Charlie called the congregational meeting at 11:09 a.m.

Charlie Wallin, Council President, welcomed and thanked everyone for taking the time to participate in the Special Meeting that was called by the Council. The one agenda item for the meeting was to Review and Approve the new Proposed Constitution and Bylaws.

2. Determine Quorum -

The first item was to determine if we had a Quorum in order to conduct the business of our meeting. Our current constitution stipulates a Quorum to be 25% of voting members -- that is 58 individuals. Charlie announced we did have a quorum with 68 members in person, online and calling in.

- Grace Constitution:
 - C10.04. Twenty-five percent (58) of the voting members shall constitute a quorum.
 - C.8.02.C. Voting members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.

Having determined that we had a Quorum with 68 members, we continued with the meeting.

3. Opening Prayer - Pastor Steve led us in an opening prayer.

4. Review ZOOM meeting adjustments

Charlie reviewed the ground rules for our meeting which were included in the Agenda.

- General Information:
 - Every voting member will need to be present in the sanctuary, log into the Zoom meeting on their own device, or on a separate phone line in order to be eligible to vote in the meeting.
 - All meeting participants will need to remain quiet (muted online) in order to allow everyone to be able to hear the Council President.
 - For all motions, seconds, and discussion, please approach the microphone at the head of the aisle or type into the Chat Box.
 - If you have a question, please click to “raise your hand” or type your question into the Chat Box. The meeting host will unmute online participants. If you are on

the phone and would like to be recognized for a question, please dial *9 to let the meeting host know that you would like to speak.

- **How to vote?**
 - On the computer, table or phone, the meeting host will launch the vote which will appear as a pop-up multiple-choice question on your screen. Please tap or click your desired vote within the given time limit.
 - Over the phone, participants will dial *9 when the meeting host reads out the voting choices. Please note that phone votes are visible to everyone who is participating in the meeting.
 - In-person meeting participants will be asked to either raise their hands or fill out a paper ballot in order to vote.

4. Review and Approve Meeting Ground Rules - Charlie reviewed the meeting ground rules which needed to be approved as they are designed to ensure that everyone in the meeting (in person, online or calling in) can fully participate in the meeting.

- **When speaking:**
 - Please begin with your name and then indicate whether you are speaking in favor of the motion at hand.
 - You can only speak on a motion one time, until everyone else has had an opportunity to speak.
 - Please be succinct and remain on topic.
- **When listening:**
 - Please remain quiet (muted online) throughout the meeting. If you are recognized by the host to ask a question, please limit background noises.
 - Please be respectful of differing opinions.

Charlie asked for a motion and a second to Approve the Ground Rules for our meeting. John Smyre made the motion to approve the ground rules. Jesse Lutabingwas seconded.

Charlie asked if there was any discussion. Hearing none, he proceeded to give instructions on how to vote in person, online or calling in for approving, not approving or abstaining from the vote. Pastor Steve reported that the motion carried unanimously; these Ground Rules guided our work today.

5. Review and Approve Agenda

Charlie asked for a motion and a second to Approve the Agenda for our meeting today. Jeff Voss made the motion to approve the agenda for the meeting. Lynn Mauney seconded.

Charlie asked if there was any discussion. Hearing none, he proceeded to give instructions on how to vote in person, online or calling in for approving, not approving or abstaining from the vote. Pastor Steve reported that the motion carried unanimously to adopt the Agenda for the meeting.

6. Review and Approve Proposed Grace Evangelical Lutheran Church Constitution and Bylaws

Charlie stated that our central agenda item for this Special Meeting will be to review and approve the proposed Constitution and Bylaws and gave the following background information:

In 2018, the Council challenged itself to review all the policy documents of the church and bring the process of prioritizing which were most in need of updates. In 2019, the Council challenged itself to make updating the Constitution and Bylaws a priority. COVID slowed down this process significantly, but the Council completed the review and updating process in the Spring of 2021.

The updated Constitution and Bylaws then were sent onto the Synod for review by their legal team. In September, the Synod's legal team finished their review and sent corrections and changes back to the Council. The Council accepted those changes and then began the process of planning this meeting.

Updating the Constitution is a 2-vote process. The first vote is to Approve the new Constitution on a provisional basis. A second ratification vote will be needed at a later time to finalize the adoption of the Constitution. The Council plans to include that ratification vote as part of our Annual Meeting in August.

A full copy of the Proposed Constitution and Bylaws were sent out to the congregation via email on February 8th. Paper copies were mailed to our homebound members and those who do not have email addresses. The Council included a shorter summary document of the key changes in that email and mailing as well. In our cover letter to the congregation, Pastor Steve and I highlight the 5 most significant changes we thought the congregation would like to know.

One point of confusion in the past has been that the congregation's Bylaws are actually embedded within the Constitution. We have sought to make these sections stand apart in two ways: (1) by intending those sections, (2) by adding two additional numbers to the section heading.

For example, in Chapter 8 of the Constitution and Bylaws, a chapter that relates to membership, in section C8.05 it outlines reasons that one might be removed from the membership roles, including death, transfer of membership, etc. This section also specifies that members may be

removed from the rolls for “*inactivity in accordance with the provisions of this constitution and its bylaws.*”

Directly below this section, is a section with two additional numbers, titled C8.05.01. This is a Bylaw that defines inactivity which is connected to the Constitution provision above. In our case, we have simply retained the inactivity definition from our previous Constitution and Bylaws, which requires that active members Commune and Contribute each year.

Our hope was that everyone had a chance to review these documents and was prepared to vote this morning. One final note, because of the Synod’s legal review process, the Constitution can only be voted on as presented, which means no amendments can be entertained. The vote was a simple “yes” or “no” to the entire Proposed Constitution and Bylaws as presented.

The next step of the process is to receive a motion and second to move the Proposed constitution and bylaws to the floor. After the motion is seconded, then there will be time for questions and other discussion.

Charlie asked for a motion to Approve the Proposed Constitution and Bylaws. John Smyre made a motion to approve the Proposed Constitution and Bylaws. Jeff Voss seconded the motion.

Charlie asked if there was any discussion. Hearing none, he proceeded to give instructions on how to vote in person, online or calling in for approving, not approving or abstaining from the vote. Pastor Steve reported that the motion carried unanimously to approve the proposed Constitution and Bylaws.

7. Adjournment with Closing Prayer

Our final item of business for our Special Congregational meeting will be to Adjourn with a Closing Prayer. Charlie asked for a motion to Adjourn our Feb 27, 2022 Special Meeting with Prayer. Kristie Evans made the motion to adjourn. Barry Clemmer seconded. Charlie asked if there was any discussion. Hearing none, he proceeded to give instructions on how to vote in person, online or calling in for approving, not approving or abstaining from the vote. Pastor Steve reported that the motion carried unanimously and the meeting was adjourned following a closing prayer by Pastor Steve at 11:26 a.m.