

## **Unitarian Universalist Church of Berkeley**

### **Congregational Meeting**

March 26, 2023

(In-person and by Zoom video conference)

MINUTES – Approved

#### **Call to Order and Determination of the Presence of a Quorum**

Co-President Helen Tinsley-Jones called the meeting to order at 12:52PM. A presence of quorum was established (23 people on Zoom and 86 people in the sanctuary). The agenda was reviewed. Motion 1 (M Jean Gleason/ S Anne Wardell) to approve the agenda passed unanimously.

Pier Sun-Ho did the chalice lighting and the chalice reading, followed by the covenant read by Michael Armstrong, and Bob Moore read the Freestone decision process goals. Helen Tinsley-Jones explained the voting procedures. Stephanie Anne Blythe provided a review of parliamentary procedures.

Helen presented the following meeting guidelines: 30 minutes for questions and comments regarding the resolution; 45 minutes for a discussion of the amendments; a time limit of 2 minutes per speaker.

Motion 2 (M Norie Clark/S Jean Gleason) to accept these meeting guidelines passed with one dissenting vote.

#### **Action Items:**

Motion 3 (M Beth Pollard/ S Cordell Sloan) to authorize the deadline for ballots to be cast on the final motion on Resolution No. 22-1 to Saturday, April 1, 2023 at 5:00 pm. There was discussion. Patrick Cullinane noted the following five reasons why he objects to this motion and urges a “No” vote:

- 1. Given the excellent education opportunities established by Rev. Michelle, there has been ample opportunity for members to be informed about the Freestone question and to know that a congregational meeting would be called where they could vote on the question.*
- 2. In my 33 years in the church, I do not remember a congregational meeting where such a delayed vote was needed or presented. Members knew that their presence was required if they wanted to have input into the discussion and decision on this matter.*
- 3. The ability to participate in the meeting virtually on Zoom greatly expands the option for any member to participate anywhere they have computer access.*
- 4. Importantly, there is no provision in our bylaws, our constitution, for such a delayed vote. The bylaws only address absentee and proxy voting. The board is creating a new bylaws provision that has not been through the bylaws amendment process. Such an action, similar to the action in creating a non-existent bylaws position of co-presidents, sets a dangerous precedent that the board can at any time add to the bylaws without any amendment process that protects the congregation’s authority to set the rules by which the board must conduct church affairs.*

5. *Lastly, given the serious bylaw question this motion raises, I worry that any decision made under such a creation could be held illegal and the action void.*

Bob Moore called the question. Vote was taken by hand: 78 in favor/ 12 opposed. **The motion passed.**

Motion 4 Resolution No. 22-1 of UUCB on the future of the Freestone Property (henceforth designated as Resolution No. 22-1)

Jeff Mertens moved to bring the resolution to the floor. Patrick Cullinane seconded.

There was some discussion. Mary Muehlbach shared her belief that the Board of Trustees cannot dispose of property without the congregation voting “yes” to selling property, i.e. not with a “no” vote on the proposed resolution. Parliamentarian Stephanie Ann Blythe stated there is nothing in the by-laws that require a congregational vote to sell property.

Bob Moore moved to extend the time for discussion for another 4 minutes. Kerry Simpson seconded. The motion passed with a majority (68 in favor).

Amendment 1 to Resolution No. 22-1 of UUCB on the future of the Freestone Property (henceforth designated as Resolution No. 22-1) Dave Wemmer presented a motion to amend the resolution to extend the dates in Items 12, 13, 14 and 15 by approximately 6 months as follows:

Item 12: December 1, 2024

Item 13: June 1, 2025

Item 14: June 1, 2026

Item 15: June 1, 2027

Anne Wardell seconded. There was some discussion. A vote was taken by hand count: 65 in favor; 11 opposed. **Amendment 1 passed.**

Amendment 2 to Resolution No. 22-1: Dave Wemmer presented a motion to replace Item 12 with the following revised version:

“If total funds raised by December 1, 2024, and if ongoing fund raising activities on December 1, 2024 do not appear to be likely successful in the near future following that date, in raising a minimum of approximately \$250,000, or”

Anne Wardell seconded. There was some discussion. A vote was taken by hand count: 33 in favor; 35 opposed. **Amendment 2 did not pass.**

Amendment 3 to Resolution No. 22-1: Dave Wemmer presented a motion to amend the resolution to replace Item 11 with the following revised version:

Ensure there is no-to-very-minimal net cost, including staff time, to UUCB from the Freestone enterprise, including costs for management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvements, unless so authorized by the annual budgeting process or congregational vote.

Bob Moore seconded. There was some discussion. Carolyn James as content expert stated that the annual costs UUCB pays for Freestone is between \$6000-\$8000 for property tax, property insurance, and electricity. A vote was taken by hand count: 46 in favor; 32 opposed. **Amendment 3 passed.**

Amendment 4 to Resolution No. 22-1. Markate Daly presented a motion to amend Resolution No. 22-1 to add a 17.g with the following language: “17.g. *Recognize that the church has continually had a meeting house from 1925, first at Inverness, then at Freestone, in continuing to fund this important congregational need.*”

Sandy Portillo-Robins seconded. A vote was taken by hand count: 49 in favor, 28 opposed. **Amendment 4 passed.**

5. Amendment 5 to Resolution No. 22-1. Dave Wemmer presented a motion to amend Resolution No. 22-1 by adding a new item 18 in the Furthermore section of the resolution as follows:

*18. Create a new corporate entity for the Freestone properties and enterprise whose main purpose is to provide a liability shield to UUCB. The new corporation would still be governed and controlled by UUCB and would receive all those benefits of staff and monetary support from UUCB as if it was still a part of UUCB.*

Alan Davis seconded. There was some discussion.

Dick Sherman proposed an amendment to change the language Amendment 5 to

*18. Explore the possibility of creating a new corporate entity for the Freestone properties and enterprise whose main purpose is to provide a liability shield to UUCB. The new corporation would still be governed and controlled by UUCB and would receive all those benefits of staff and monetary support from UUCB as if it was still a part of UUCB."*

Larry Nagel seconded. There was some discussion. A vote was taken by hand count. 72 voted in favor; 8 opposed. **This amendment to Amendment 5 passed.**

Randall requested a motion to reconsider the previous question. Anita Mermel seconded. A vote was taken by hand count. 29 voted in favor; 44 opposed. The reconsideration of the amendment to the amendment did not pass.

A second amendment to Amendment 5 was presented by Bob Adams to delete some of the language in the 2<sup>nd</sup> sentence of 18 so that it would read:

*18. Explore the possibility of creating a new corporate entity for the Freestone properties and enterprise whose main purpose is to provide a liability shield to UUCB. The new corporation would still be governed and controlled by UUCB."*

Denny Parker seconded. There was some discussion. Norie Clark called the question to end the discussion. Grace Ulp seconded. Vote was taken by hand count. 64 voted in favor; 11 opposed. **The motion to call the question had a 2/3 majority and passed.**

A vote was taken on the 2<sup>nd</sup> amendment to Amendment 5. A vote was taken by hand count. 49 voted in favor; 24 opposed. **The motion for the second amendment to Amendment 5 passed.**

The 45 minutes allowed for discussion on the amendments was reached and there were a few more people who wished to speak. There was a motion to extend discussion about the amendments for an additional 10 minutes (M Sheldon Jones: S Karen Elliot) passed with 67 in favor and 8 opposed. **The motion to extend the discussion for 10 more minutes passed.**

There was additional discussion.

A vote was held by hand count on the amended Amendment 5 to Resolution No. 22-1 by adding a new item 18 in the Furthermore section of the resolution as follows:

*18. Explore the possibility of creating a new corporate entity for the Freestone properties and enterprise whose main purpose is to provide a liability shield to UUCB. The new corporation would still be governed and controlled by UUCB.*

47 voted in favor. 33 opposed. The amended Amendment 5 passed.

The final vote on Amended Resolution No. 22-1 of the Unitarian Universalist Church of Berkeley on the future of the Freestone Property will be done by paper or electronic ballot. See end of these minutes for a

copy of the Amended Resolution

David Rosales stated the tech team would be validating the votes to ensure that no member voted more than once. He also urged members to vote using only one method (paper or electronic) so that the Tech team wouldn't have to work so hard.

Helen explained an electronic link to the on-line ballot would be sent out to all members with an email address. Members who have requested to be contacted by mail will be sent a paper ballot. All other paper ballots need to be turned in at the end of today's meeting. The final results of the vote will be announced on Sunday April 2<sup>nd</sup>.

### **Benediction, and Adjournment**

Bob Moore moved to adjourn the meeting. Larry Nagel seconded.

The meeting was adjourned at 3:37PM.

Respectfully submitted,

Selene Fabiano, Secretary

### **Addendum to Minutes re Results of Vote on Resolution**

On 4/5/23 Co-President Pier Sun-Ho read the final results of the vote on the Freestone resolution. 87 voted in favor; 78 voted against. **The resolution passed.**

## **Resolution No. 22-1 of the Unitarian Universalist Church of Berkeley On the Future of the Freestone Property, amended 3/26/2023**

### **Summary of Actions from the Vote:**

YES VOTE = keep Freestone under the described phased and conditional plan to renovate and reopen

NO VOTE = the Board of Trustees will proceed to sell the Freestone property

Motion passage = Majority (50%+1) of the votes cast

### **Summary of Motion Sections:**

- The “whereas” section refers to shared assumptions.
- The “now therefore” section includes the directions and authorizations for the board or designees to execute.
- The “furthermore” section is the phased timeline, milestones that must be met to indicate adequate progress.

### **Whereas:**

- A. *The use of the Freestone property and geodesic dome building there [collectively referred to as “Freestone” for the remainder of this motion] could support UUCB’s mission of creating loving community, inspiring spiritual growth, and encouraging lives of integrity, joy and service, and*
- B. *Freestone is zoned for agricultural/residential, and the structure is defined as a single family dwelling, which allows some flexibility as an intermittent place of assembly and use, but includes limitations and ambiguity, and*
- C. *Freestone needs approximately \$40k-\$117k (difference due to use of volunteers versus contractors) plus \$115k for the minimum attention the driveway needs, for addressing a minimum level of repairs and deferred maintenance to make the building available for basic use, and this plan recognizes that in the last six months, substantial work has been done to refurbish the dome and repair the road and driveway, and*
- D. *Protection of UUCB against liability and claims for Freestone property condition and use is critical; and*
- E. *The Freestone Committee has estimated that the two adjacent undeveloped parcels could be sold on their own, depending on market conditions which will determine value, and*
- F. *UUCB has no intention to leave its Kensington campus at 1 Lawson Road for the foreseeable future, and*
- G. *The Kensington campus has significant deferred and capital improvement needs, most recently totaled approximately \$1.9M, and*
- H. *A written rules of procedure and clear channels of communication and responsibilities are required to clarify roles and input necessary for Freestone decision-making, and*
- I. *Many gifts of time and money have been given over the past 50 years by the UUCB community to develop and maintain the Freestone property, and*
- J. *Freestone sits on a unique natural property in Sonoma County 55 miles from the Kensington campus, and*
- K. *The Freestone property has been a source of great joy and of challenges for the UUCB community, and the purpose of this motion is to resolve it in an amicable way, meeting the needs of our community, and*
- L. *The BOT has determined that if this motion does not pass, the BOT will take steps to sell the Freestone properties using the process stated in the last section (Furthermore #17) of this motion.*

**Now therefore, be it resolved that, by simple majority vote (50%+1) of the members of the Unitarian Universalist Church of Berkeley present at the congregational meeting of March 26, 2023, the Board of Trustees (BOT) is authorized and directed to:**

1. Establish a Freestone oversight committee of the Board to administer the direction of the congregation expressed in this Resolution for the future of the Freestone property, while minimizing impact on UUCB annual fund and capital campaign fundraising and monitoring accomplishment of the criteria passed in this motion and overseeing the management of the Freestone process, decisions, and goals. The committee will include, at the minimum, three members nominated by the Freestone committee, one current or former member of the Stewardship Committee, and at least one other Congregant or Board Member, and will report to the BOT, and
2. Explore multiple alternatives for raising funds for the refurbishment and upgrade to Freestone, and
3. Hire a real estate agent to list the two adjacent undeveloped parcels for sale (as is), and to sell the parcels with majority approval of the BOT if this is determined to be a favorable option for raising funds, and
4. Seek confirmation from Sonoma County on the allowable uses of Freestone, given the current property zoning as single family residential, and
5. In the absence of direct confirmation from Sonoma County on the allowable uses of Freestone, to seek an outside formal legal opinion on the matter, and
6. Sufficiently address insurance and liability concerns, prior to the property's being approved for reopening for UUCB use, by exploring options for insuring the property and gaining confirmation from the insurance provider on their coverage of claims that may occur, given UUCB's use of the property and its zoning, and
7. Ensure that the structural work done on the Freestone dome is overseen by a currently California licensed professional civil or structural engineer, and
8. Ensure that repairs and improvements are performed and/or supervised by currently-licensed contractors or similar professionals, and with required permits, and
9. Reconsider the matter of the opening of Freestone for congregant use at the time of completion of the "phase 1" repairs of the property in compliance with permitted zoning uses, and
10. Ensure that the property and its use meet health and safety standards and applicable fire and building codes for its use, and that it passes inspection by Sonoma county fire inspectors, and
11. Ensure there is no-to-very-minimal net cost, including staff time, to UUCB from the Freestone enterprise, including costs for management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvements, unless so authorized by the annual budgeting process or congregational vote.

**Furthermore:**

12. If the total funds raised by the sale of the undeveloped parcels and/or other funds raised do not exceed \$250,000 by December 1, 2024, or
13. If building permits for "phase 1" repairs have not been obtained for any reason by June 1, 2025, or
14. If necessary funding has not been secured and "phase 1" repairs have not been completed and approved by the appropriate authority (e.g. Sonoma County) for any reason by June 1, 2026, or
15. If necessary funding has not been secured and "phase 2" repairs have not been completed and approved by the appropriate authority (e.g. Sonoma County) for any reason by June 1, 2027, or

16. If the on-going net costs of Freestone to the congregation's operating funds including Freestone's operations and management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvement exceeds \$10k per year for two years in a row, measured starting in FY 25-26, without the express approval of the BOT in consultation with the Freestone oversight committee,
17. Then, in the event that the BOT determines that any of these significant milestones have not been sufficiently met after consultation with the Freestone oversight committee, then the BOT is authorized and directed to:
  - a. Hire a real estate agent and list the entire Freestone property/ies for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues, and
  - b. In the event that it takes time to sell the property/ies, the BOT or designee will create a plan for maintaining and managing the property in the meantime, and
  - c. To sell the property with majority approval of the BOT, prioritizing offers from entities more closely in line with UUCB's mission and UU values or offers from UUCB members, and
  - d. Seek governance clarity on the allowable uses of funds from the sale of the property, and
  - e. Establish a committee or task force to explore options for use of the funds, gaining input from the congregation, and
  - f. Seek the congregation's approval for authorizing use or investment of the proceeds from the sale of the property.
  - g. Recognize that the church has continually had a meeting house from 1925, first at Inverness, then at Freestone, in continuing to fund this important congregational need.
18. Explore the possibility of creating a new corporate entity for the Freestone properties and enterprise whose main purpose is to provide a liability shield to UUCB. The new corporation would still be governed and controlled by UUCB.

*Note: Additional Information and Clarifications on the renovation phases and the Oversight Committee can be found [here](#).*