

**PROPOSED AMENDMENTS TO THE CHAPEL BY-LAWS – for discussion at the July 2022 Trustee Meeting. (PLEASE NOTE: THESE PROPOSALS WERE APPROVED BY THE TRUSTEES AT THEIR JULY, 2022 MEETING TO BE VOTED ON AT THE ANNUAL MEETING IN AUGUST.)**

**Discussion:**

Decisions on the pay or compensation for people who work for the Chapel have been made by the Personnel and Contracted Services Committee, in consultation with the Finance Committee, consulting with the full Board of Trustees as necessary. The only exception is the salary for the summer minister, whose salary must be set in the Annual Meeting, according to our current by-laws. This does not seem to be an area of particular concern to the membership as a whole, or an area in which the membership has any particular competence. Therefore it is proposed the references to setting the summer minister's salary be eliminated from the by-laws. By so doing, setting his or her salary becomes simply one more of the functions of the Board of Trustees, with authority delegated to the relevant committees as the Trustees see fit.

Questions have been raised as to whether a partial term covered by a trustee who is filling in for someone who has resigned counts against the maximum of three consecutive terms permitted in the by-laws. The by-laws are not clear on this point. It is proposed that a term completed on behalf of a resigning trustee count as one of the three permitted consecutive terms.

Since most of the people who work for the chapel are more like contractors than employees, and therefore not compensated with salaries, language is added referring to *contractors* and *compensation*, in addition to the existing references to employees and salaries.

Removing the reference to the corporate seal is proposed because a) although we had one at one time, no one can lay their hands on it and b) we never have occasion to need one. Our past legal advisor, Bill Burrows, Sr., described corporate seals as "a dead letter." For all purposes that we know of, a signature by the President, by the Treasurer (on financial matters), and occasionally by the Clerk suffices. The website of the NYS Dept. of State makes it clear that corporate seals are not required under the state's corporations law.

**Proposed amendments** (added language in *italics*, language to be removed ~~struck through~~):

Article VI (Meeting of members), Chapter 4

Order of Business. The order of business of the annual meeting shall be:

- A. Call the meeting to order
- B. Elect the presiding officer and the two inspectors of election
- C. Present proof of due notice of the meeting
- D. Read the notice of the meeting
- E. Reports of officers
- F. Reports of committees
- G. Unfinished business
- H. Nominate and elect trustees to fill vacancies caused by resignations or by expirations of terms

- I. Nominate and elect the Clerk
- J. Nominate and elect the Auditor
- K. Call the summer minister ~~and fix the minister's salary for the ensuing year~~
- L. New Business

#### Article VII (Trustees), Chapter 2

A trustee must be a member in good standing of the Big Moose Community Chapel (Independent). However, no trustee may serve more than three ~~three-year~~ terms consecutively. *If a trustee completes a term for another trustee who has resigned (see Chapter 4, below), this shall be counted as the first of three consecutive terms, regardless of the length of that term.*

#### Article VI (Trustees), Chapter 9

Expenditure of Funds. The Board of Trustees shall have power to expend the funds of the church and to incur obligations, including the hiring of employees *and contractors*, and the fixing of salaries *and compensation*, as shall be reasonably necessary to the proper conduct of the affairs of the church and the care of its property provided, however, that the Board of Trustees shall have no power to call, settle or remove a minister ~~or fix his salary~~, nor, without the consent of a corporate meeting, to incur debts beyond what is necessary for the administration of the temporal affairs of the church and the care of the property of the Corporation, or to fix or change the time, nature or order of the public or social worship of the church.

#### Article IX (The *Summer* Minister)

The *regular summer* minister of the church shall be called, settled or removed ~~and the minister's salary fixed~~ only by the vote of the majority of the members of the Corporation duly qualified to vote at elections present or by proxy, and voting at a meeting of the Corporation specially called for that purpose in the manner provided for the call of a special meeting.

Delete the following Article and re-number the articles that follow:

#### ~~Article XIII (Seal)~~

~~The corporate seal of the church shall be circular in form and shall have inscribed on it the name of the church and the year of its incorporation.~~