



FIRST UNITARIAN SOCIETY of WESTCHESTER

A member of the Unitarian Universalist Association

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**CORPORATE MEETING OF THE FIRST UNITARIAN SOCIETY OF
WESTCHESTER
(The First Unitarian Congregational Church of Yonkers, NY)
MARCH 12, 2023, 11:30 AM**

*** denotes items requiring a Congregational vote**

1) Chalice lighting: Craig Butler

2) Call to order: Diane restated the purpose of the meeting, and a reminder that the topics had been discussed at the February 26 congregational meeting. **Quorum declared.** (31 attending in person and on Zoom.)

3) Choice of 2 Inspectors of Elections: Paul Gross and Art Lowenstein nominated and voted upon unanimously.

4) *Vote to call Rev. Arlin Roy as our part-time settled Minister:

Resolution read by Diane.

Connie Kehoe moved, and Annie Patton seconded to approve. There was no discussion. 26 voted in favor.** None opposed, no abstentions. (** *Vote re-taken due to an error in the time start of the meeting. Paul moved to re-count, Annie Patton seconded, motion to re-count approved...new motion made to strike this and to simply add four votes to the recount made by Marietta Api and seconded by Gary Haas. Motion to add four votes to original count passed; New total of votes in favor = 30*) **Motion carried.**

5) *Vote to approve Resolution to amend Article IX of our Bylaws related to dissolution, to mirror the requirements of the proposed

amended Certificate of Incorporation: Resolution read by Susan Greenberg. Motion to approve made by Michael Carman and seconded by Paul Gross. Discussion: explanation of reason to amend the bylaws provided by Susan Greenberg, expanded upon by John Scheunemann. 35 voted in favor, none opposed, no abstentions. **Motion carried.**

6) *Vote to approve Resolution to amend our Certificate of Incorporation: read by Susan Greenberg and Diane Guernsey.

Moved by Adelaide DiGiorgi and seconded by Rita Rigano. 34 voted in favor, none opposed, no abstentions. **Motion carried.**

RESOLVED, that the Certificate of Incorporation of the Corporation shall be amended in such form as set forth on Exhibit A attached hereto as shall be required to effectuate the changes relating to the Corporation's purposes, tax exempt status, not-for-profit status and dissolution procedures; and it is further **RESOLVED**, that the Certificate of Amendment, substantially in the form attached hereto as Exhibit A, be, and hereby is, authorized and approved, and the Corporation be, and hereby is, authorized to file the Certificate of Amendment with the County Clerk of the County of Westchester, State of New York; and it is further

RESOLVED, that each of the Officers and Trustees of the Corporation be, and hereby is, authorized and directed in the name of and on behalf of the Corporation, to execute the Certificate of Amendment, incorporating such changes therein as may be deemed necessary or desirable in their discretion; and it is further

RESOLVED, that the Amended Bylaws, substantially in the form attached hereto as Exhibit B, be, and hereby are, authorized and approved; and it is further

RESOLVED, that each of the Officers and Trustees of the Corporation, be, and each individually hereby is, authorized and directed, in the name of and on behalf of the Corporation, to do such things, to take or omit such further actions, to execute and deliver all such other documents and instruments, and to pay such other expenses and costs as shall be reasonable or necessary to effectuate the purposes and intents of the foregoing resolutions.

Approved by the affirmative vote of 34 members constituting *100% of members present, more than the required* two-thirds of the members of the Corporation present and voting at a special corporate meeting held on March 12, 2023, at which a quorum was present and acting throughout. No members abstained from voting and no members voted against.

7) Adjournment: (Statement made by Diane.) 11:56 AM

8) Chalice extinguishing: Craig Butler