

## Underwood Lutheran Church - Annual Congregational Meeting

January 31, 2021

**Attendance:** In Person - 31    Virtual - 16    Total - 47

The annual meeting of Underwood Lutheran Church was held January 31, 2021 following worship.

President Diane Stein called the meeting to order at 10:30 am.

**1** - Pastor Dalen lead with a prayer and opening remarks. He also discussed the Constitutional Review Update and said that it was delayed due to the Covid 19 pandemic.

**2** - President Diane Stein presented the minutes from the January 26, 2020 annual meeting.

Moved to approve- Kathy Darrington    Seconded - Jan Ehrens    Motion approved

**3** - President Diane Stein presented a proposed Amendment to the Endowment Bylaws.

Moved to approve as presented- Bob Pingel    Seconded - Carol Bertelsen    Motion Approved

**4** - Nominations and Election for Office

**Treasurer:** Brett Michael

**Council:**

Jan Ehrens (Finishing Term of Open Seat-2 years remaining)

Chris Privia

Sandy Redshaw

Amanda Henderson

JoAnna Mitchell (will be appointed to fill full 3 year term at Feb Council Meeting)

**Auditing Committee:**

Greg Redshaw

Jeff Poggensee

Jeff Shrives

**Financial Secretary:**

Tonya Mayer

**Scholarship Committee:**

Gary Leaders

Kathy Darrington

Greg Redshaw

Sandy Redshaw  
Janet Hedegaard

**Memorial Fund Treasurer**

Jeff Poggensee

**Endowment Committee:**

Bob Pingel for 2 years (4year term to follow)

Jeff Privia for 3 years (4 year term to follow)

**Auditing Committee:**

Greg Redshaw

Jeff Shrives

Jeff Poggensee

Moved (for unanimous ballot) - Pastor Dalen Seconded - LaVern Leaders Motion approved

5 - The financial report was given by Treasurer Brett Michael. He also reported on the activities of the Endowment Fund.

Moved to approve- Jeff Privia Seconded - Eric Pedersen Motion Approved

6 - Diane Stein presented the 2021 Proposed Budget. Questions and clarifications were made to the 2021 proposed budget.

Moved to approve- Jan Ehrens Seconded - LaVern Leaders Motion Approved

7 - New Business: There was discussion about singing and music during worship. This will be revisited at Council meetings. Pastor thanked everyone for the feedback and noted that we will continue to update our safety procedures.

8 - Recess Meeting

Moved - Bob Pingel Seconded - Jeff Privia Motion Approved

**THE FOLLOWING ENDOWMENT FUND AMENDMENT TO THE BYLAWS OF UNDERWOOD LUTHERAN CHURCH IS PRESENTED BY THE ENDOWMENT COMMITTEE TO THE CONGREGATIONAL COUNCIL FOR APPROVAL ON NOVEMBER 18, 2020, AND WILL BE PRESENTED TO THE MEMBERS AT THE ANNUAL MEETING IN JANUARY 2021. THE COUNCIL VOTED IN SUPPORT OF THE AMENDMENT AS PRESENTED.**

**This amendment to C13.08.01 and C13.08.02 adjusts the duration of term for elected members of the Endowment Committee from 2 years to 4 years. Through staggered initial terms and elections in subsequent years, it also changes the number of members elected/re-elected in a given year from 2 members to 1 member. Specific Committee members are designated as signatories for the Endowment, and voting status of Pastor and Treasurer are changed. It also designates that the Committee will determine the amount of annual distributions based on the performance of the fund through the year. The resolution and amendment are as follows:**

*Whereas, the Endowment Fund balance of Underwood Lutheran Church has grown to a size which allows investment gains to be utilized for both continued fund-balance growth and distributions beyond the congregation's operating budget as indicated in C13.08.02 section a; and*

*Whereas, the existing Endowment Committee has entrusted fund-managers of different investment firms to manage a designated allocation of a portion of the total Endowment fund; and*

*Whereas, the goal of long-range growth and distributions favor a small number of meetings throughout the course of the year, including (but not limited to) 1-2 meetings with each fund-manger and planning for the year's distribution; and*

*Whereas, existing bylaws have not designated what members of the committee shall be authorized as signatories for official documents; and*

*Whereas, voting status of individuals either in control of congregational finances (Treasurer), or who benefit financially from the congregation (Pastor), creates a potential conflict of interest; and*

*Whereas, a 2-year term in this scope limits the exposure of a newly elected individual to the history and current activity of the Fund, an extended term duration is advised for elected members;*

**Therefore, be it resolved, that pursuant to C17.02. and C17.03 of our Constitution, the existing Bylaws C13.08.01 and C13.08.02, which were adopted January 21, 2007 shall be amended to the following:**

**"C13.08.01 An Underwood Lutheran Church Committee of four voting members of this congregation shall be elected at the Congregation's annual meeting. The term of office will be 4 years with initial elections following the adoption of this amendment being staggered, with elected members, be they newly elected or re-elected, serving staggered terms. Each year following these staggered terms, 1 member will be elected. There shall be no term limits. In addition to the elected members, the called-pastor of the congregation shall be ex-officio, with voice, member of the committee. The Treasurer of the congregation shall maintain the account of the Endowment Fund and serve as an ex-officio member, with voice, of the committee. At all times at least one member of the committee shall serve on the Congregational Council; therefore, the Congregational Council, by their second meeting after the Annual Congregational Meeting, shall elect one of their council members to serve on the committee as an ex-officio member with voice and vote. The committee shall elect their own Chairman and Secretary each year at their first meeting. There is no limit on terms of officers. The elected Chairman and Treasurer**

shall be designated as signatories for the Endowment. The purpose of the committee shall be to implement the guidelines of the endowment fund.”

”C13.08.02. The duties of the Endowment Fund Committee shall include the following:

a. To fulfill the purpose of the Underwood Lutheran Endowment Fund, that is to provide annual distributions as determined by the committee based on the year’s fund performance, beyond the operating budget of this congregation to ministries as stated below:

1. Outreach to our youth and community youth
2. Outreach to adults and seniors
3. Support for social ministries
4. Enhancements to music and education
5. Capital improvements, debt reduction, and/or building programs of Underwood Lutheran Church
6. Other ministries deemed to be appropriate”

***(The amended portion ends here)***

C13.08.02, sections b through g, remain unchanged from the original language adopted January 21, 2007.

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#### Highlighted Changes

##### In C13.08.01

- Term Duration extended from 2 years to 4 years
- Election/Re-election for a seat occurs at a rate of 1 seat per year
- Initial terms will be staggered to achieve this in the 4 elected committee positions
- Committee Chair and Treasurer are designated as the official signatories
- Pastor and Treasurer are changed from voting to non-voting, ex-officio members of the committee, while maintaining voice within the committee

##### In C13.08.02

- In section a. the language is adjusted to include the committee’s discretion about annual disbursements being based on the fund’s overall performance through the year. The old language simply indicated yearly disbursements, regardless of fund performance.
- Subsections 1-6 are unchanged, but are included as part of section a., which itself is being changed

**Proposed Approach to Achieving Staggered Initial Terms Following Adoption of Endowment Bylaw Amendment**

Elected at 2019 Annual Meeting (AM): Jeff Privia and Bob Pingel  
Both seats are up for election at '21 AM

Elected at 2020 AM: Sonya Schiphoff and Bob Dose  
Both seats are up for election at '22 AM

If proposed Amendment passes, we will go through the process of staggered terms ultimately moving into 4-year terms, with 1 seat up for election/re-election each year.

At '21 AM:

Bob Pingel's seat for a 2-year ('21 AM through '23 AM, 4-year term at '23 AM)  
Jeff Privia's seat for a 3-year ('21 AM through '24 AM, 4-year term at '24 AM)

At '22 AM:

Bob Dose's seat for a 3-year ('22 AM through '25 AM, 4-year term at '25 AM)  
Sonya Schiphoff's seat for a 4-year ('22 AM through '26 AM, 4-year term at '26 AM)

Restart rotation of seat elections with Bob Pingel's seat at '27 AM

Pastor and Treasurer will remain Voice/No Vote status

Treasurer ID changes with the election of new Treasurer

Council Representative will change at direction of Council/identification of rep; Gary's Council Term is up at the '22 AM