

DRAFT
CONGREGATIONAL SUMMER ASSEMBLY
ANNUAL MEETING
Date: July 31, 2021
Assembly Building

Call to Order: President Freeburg called the meeting to order at 9:36 a.m. EDT and welcomed everyone. She introduced the panelists: Beth Wolszon, Vice President; Jennifer Meeker, Secretary; and Marie Smith, Parliamentarian. She announced the meeting was being recorded solely for accurate minutes, and that the eligible voter list was available during the meeting for examination by any member. Ms. Wise then opened in prayer. Ms. Freeburg noted a quorum was present, and 6 proxies were filed with the Secretary in advance of the meeting. Attendance: 80 signed-in as Members and 35 signed-in as Associate Members or permitted Assembly Ticket Holders. The adjournment time was set for 12:00 p.m. EDT. Ms. Freeburg indicated all matters on the agenda were for both Member and Associate Member vote, and by simple majority.

Approval of Minutes: Ms. Freeburg then called on Jane Cooper, who, on behalf of a committee comprised of Barbara Patterson, Barbara Perry and herself, announced that they had reviewed the minutes of the Annual Meeting of August 1, 2020, and Member Meetings of September 26, 2020, January 9, 2021, and February 20, 2021 and moved they be approved as distributed; **APPROVED**. Ms. Freeburg appointed David Pray, Megan Carella and Jane Cooper to review the minutes of this meeting.

President's Report: No written report. Ms. Freeburg said it had been an honor to serve as the President of the CSA Board of Trustees for the past two years. The CSA holds a special place in her heart, and she missed being here last year due to COVID. She thanked the Trustees, Committee and Fund Chairs, Secretary Jennifer Meeker, the Executive Committee, and the outgoing class of Trustees. Each has contributed to the CSA's success, and she recognized Beth Wolszon as "the best Vice President ever". Then Ms. Freeburg described a new capital planning process, to allow for for orderly maintenance and improvement prioritization as well as appropriate funding. The process is new, but information will be published next summer for member comment. As an update on the seawall approved at the Special Member Meeting February 20, 2021, she advised that the owners are awaiting permits and hopefully will begin construction in the off season.

Managing Director's Report: Written report. Mr. Cox thanked the staff. He noted that many staff are new this year, but they have done an excellent job. He expressed gratitude for CSA volunteers and noted the success of the Arts and Crafts Fair. He has asked the Board to begin a search for his successor but will remain until a successor is hired. The members gave a round of applause.

Legal: Written report. Mr. Molloy discussed the proposal to approve the Restated Articles of Incorporation. He noted the role of articles as the foundational documents

for corporations, and the importance of bringing the CSA into compliance with current law. Mr. Molloy pointed out the description of the term of Trustees would be moved from the Articles to the Bylaws, as that rule is operational and should be in the document which is updated more frequently. The current CSA Articles have not been updated since 1932. He described the support the CSA's law firm, Norcross, Warner and Judd have given on corporate and other matters. Mr. Molloy then moved:

On behalf of the Board of Trustees and the Legal Committee, that the Restated Articles of Incorporation, as published prior to this meeting, be approved, executed by the President of the Board of Trustees and filed with the State of Michigan.

Motion APPROVED.

Bylaws: Written report. Mr. Gosnell discussed the proposal to approve amendments to the Bylaws, specifically to change the wording "privilege ticket" to "Assembly ticket" in accordance with the member vote on September 26, 2020. Mr. Gosnell moved:

On behalf of the Board of Trustees and the Bylaws Committee that Sections 1A and 1B on Membership be amended as published in advance of this meeting to change the name "privilege ticket" to "Assembly ticket", in accordance with the membership vote of September 26, 2020.

Motion APPROVED.

Next, Mr. Gosnell discussed the proposal to amend the Bylaws to move the composition of the board from the prior Articles of Incorporation to the Bylaws. Mr. Gosnell then moved:

On behalf of the Board of Trustees and the Bylaws Committee that Section III, Article B on Trustees' term of office be amended as published in advance of this meeting, that the language that defines the term of office for Trustees, which was previously in the Articles of Incorporation, be added to the Bylaws.

Motion APPROVED.

After the vote, Mr. Edmund Frost raised a question about the Restated Articles, which was deferred to New Business.

Treasurer's Report: Written report. Ms. Freeburg noted that Mr. and Mrs. Dawley had received the CSA Citation Award this year, and the members applauded. Mr. Dawley reviewed the CSA financial statements and noted the CSA's financial position was strong thanks to generosity of the members last year when were closed due to COVID and strong Assembly ticket sales this year. Crystal View sales started slow but are growing. He noted increases in spending on IT and legal and expense for corporate and other

matters. The Preservation Fund results have strengthened the balance sheet. Regarding the income statement, credit card fees have increased revenues by \$3000 and are covering transaction costs. Revenues should reach \$300,000. Expenses have been normal. A member's question about the Crystal View's request for a new freezer was answered.

Preservation Fund: Note: Written report. Mr. Lauerman discussed the history of the Preservation Fund and the white paper developed to guide withdrawals and appropriate uses of the funds. The Trustees have determined to maintain at least \$550,000 in the Fund, to be adjusted annually for future inflation, in addition to insurance, to support the CSA in the event of a catastrophe. The Fund is not for operating or ordinary maintenance, but for strategic investments in the CSA. He noted in the past few years the CSA has taken \$91,000 of funds to be used for strategic projects approved by the Board of Trustees. In addition, the Fund lent the CSA \$32,000 interest free for reroofing the Assembly Building, of which \$12,000 has been repaid. The Trustees had approved the withdrawal of \$100,000 for operation expenses if revenues fell short in 2020 due to COVID, which fortunately was not used due to the generosity of the members. The ad hoc strategic committee appointed by the Board had recommended strategic uses for withdrawn funds, which would be discussed in the Budget report. Mr. Dawley noted the Fund is like an investment banker for the CSA in that it generates investment income, but also acts like a bank in that it can make loans to be repaid. Mr. Lauerman then answered a question about tree removal, noting that work is treated as an ongoing maintenance expense not eligible for Preservation Funds. He indicated the Preservation Fund could fund the CSA for two years if needed. Mr. Lauerman then thanked Ms. Freeburg for two years of arduous service.

Budget Committee: Written report. Ms. Rollinson continued the discussion begun by Mr. Lauerman and described in detail programs and initiatives which were funded by the Preservation Fund withdrawal at the recommendation of the ad hoc strategic committee. She described Nature Explorers as a pilot project to both teach and connect children to the environment and CSA values as well as give working parents time; funded a forester to advise the CSA on forest regeneration; work on mitigating damage to the Michigan beach and bluff, and various IT initiatives to update the CSA's systems. She then referred to her written report and the analysis of how long people stay at the CSA and how much fees are paid. She noted costs are increasing with inflation and with capital costs. Ms. Freeburg stated the ad hoc strategic committee has been reconvened and will provide further recommendations to the Trustees in November for the \$25,000 excess funds withdrawal from Preservation Fund approved at the July 24th Board of Trustees Meeting.

Women's Association Report: Written report. Ms. Whelpton introduced herself as the new co-chair, and thanked Mary Grumman and Nancy Gaffney for their service over the past two years. She described the projects the Women's Association has funded at the CSA including new rafts, Crystal View handicap ramp, butterfly gardens, and speaker and exercise programs. She also described the numerous nonprofits in the area which

received grants from the Women’s Association. Fund raising is an important part of their work, and she noted the volunteerism shown at the recent Arts Fair. Ms. Whelpton expressed gratitude to many leaders, as listed on Attachment 1 to this report.

Nominations: Written report. Ms. Freeburg noted that the 2021-2024 nominees’ biographies had been published in advance of the meeting. On behalf of the Nominating Committee, Ms. Molly Bazzani then was pleased to move:

Approval of the slate of the following to serve as Trustees in the 2021 - 2024 class: Debbie Albright, Bill Fisk, Joshua Knight, Lorry Spitzer and Jennifer Rodes Swetland.

Motion APPROVED.

FUND REPORTS

Education “Scholarship” Fund: Written report. Ms. Knutson shared moving stories of some of the recipients of CSA scholarships, and noted many recipients are the first in their families to attend college and must develop their own financial support. She pointed out this is the 30th year of the CSA awarding scholarships, and thanked Ms. Cynnie Hood for originating the program. Ms. Hood received a round of applause.

Pilgrim Fund: Written report.

Ms. Freeburg noted all Funds have submitted written reports and asked for questions. There were none.

COMMITTEE REPORTS

Archivist’s Report: Written report. Ms. Cooper thanked Laruen Weiss, the communications and archives intern. She noted ongoing work to digitize CSA materials and invited anyone with expertise to join an advisory group. History Night will take place next year.

Arts Committee: Written report.

Buildings and Grounds: No report.

Calendar: No report. Ms. Schopp asked that 2022 events be reported to her or Mr. Cox.

Citation Committee: No report.

Communications: Written report. A member thanked the Committee for the excellent work.

Construction Review: No report.

Crystal View: Written report. Ms. Freeburg welcomed Hannah Burgener as the new chair and answered a question about whether the mural would be replaced; one artist may submit a proposal but there is no current plan.

Ecology: Written report.

Human Resources: Written report. Ms. Freeburg thanked Mr. Williams for his service as chair and informed the membership that Erin Jones will become the new chair.

Membership: Written report.

Spiritual Life: Written report. Ms. Wise noted the Committee is sponsoring a book club about “loving your neighbor” and inclusiveness. The Gibson Series will cover “healing our world and bridging our divides through service”. She thanked everyone who made worship happen this year.

Tennis: Written report.

Waterfront: Written report. Mr. Cooper thanked Mr. Cox and volunteers who strung new lifelines and buoys, and the Waltons for building the new rafts. He expressed appreciation for the staff. There has been a resurgence of swimmer’s itch, and Mr. Bob Schmidt asked people to remember to report this so the scientists at the Crystal Lake Watershed Association can continue to work on the issue. A member asked about the need for trash cans at the beach. In addition, the growing number of boats was discussed, as well as “boat jail”. Ms. Freeburg thanked the Waterfront Committee for their work over the past year.

Youth: No report. Ms. Jenn Swetland described the recent work of the Committee, including addressing needs for activities for middle schoolers, as well as more opportunities for youth including volunteering. She said the Committee is excited about its work and asked that youth and parents complete a survey to determine needs.

Ad hoc Lake MI Dune, Bluff and Beach: Written report. Mr. Belknap expressed gratitude that Lake Michigan has receded this year. He answered a question about removal of the orange fence on the dune, indicating that directing people to the path was a middle ground to minimize people going over the dune. He reminded the members that seawall construction will be damaging to the dune. The Committee will be working to develop proposals to enhance the space once the seawall construction is complete.

All written reports are filed with the minutes of this meeting. Ms. Wolszon moved and Mr. Belknap seconded approval of all reports. **APPROVED.**

NEW BUSINESS

Ms. Freeburg then noted there was no Old Business and asked whether there was any additional business.

Mr. Edmund Frost thanked Ms. Freeburg for her excellent work in the past two years. He then noted that Article 11 of the approved Restated Articles of Incorporation would give the Board of Trustees broad discretion to deny members access to records and member lists. He asked whether this discretion was consistent with the CSA belief in transparency and asked the Board to develop guidelines for how such discretion might be applied. Mr. Molloy then noted that this language is found in the Michigan statute and was recommended by counsel in drafting as consistent with the law. He noted that a member's request for information would need to be for a "proper purpose" under law. Ms. Freeburg indicated the Board would discuss the issue at a future meeting.

Mr. Stuart Soule asked that everyone help to slow down car speeding.

Ms. Chris Sturgis then asked the members to imagine the CSA in five years as a multicultural and inclusive community. She asked for ideas on how to accomplish this and referred to the book club sponsored by the Spiritual Life Committee. She asked that each Committee consider how to increase inclusivity.

Ms. Freeburg then announced the first meeting of the new board would be held immediately after this meeting.

Ms. Wolszon then thanked Ms. Freeburg for her hard work over the past 18 months as well as her excellent communication and thoughtfulness. She noted how blessed the CSA was to have had her service. A lengthy standing ovation followed.

Enabling Act: Ms. Barbara Patterson moved that the Board of Trustees and officers of the Assembly be authorized to act on behalf of the membership of the Congregational Summer Assembly in the interim between annual meetings (the "Enabling Act"); Mr. Belknap seconded; motion **APPROVED**.

Ms. Wolszon then moved to adjourn the meeting; Mr. Belknap seconded; motion **APPROVED**.

The meeting was adjourned at 11:37 a.m. EDT

Respectfully submitted,

Jennifer Meeker, Secretary