

## THE UNITARIAN UNIVERSALIST ASSOCIATION

### Resolutions of Trustees

As of May 14, 2019

The Trustees of the Unitarian Universalist Association (the “UUA”), at a May 4, 2019 Meeting of the Trustees, after due notice and in compliance with the Bylaws of the UUA and Chapter 180 of the Massachusetts General Laws, do hereby consent to and adopt the following resolutions:

RESOLVED: That the election of Carey McDonald as Clerk of the UUA, to serve in such capacity until his successor is duly elected and qualified, be and it hereby is approved, ratified and confirmed.

RESOLVED: That in order to implement and further facilitate and implement the transition from a district to regional organizational structure, the Trustees of the UUA hereby authorize and approve as being fair, advisable and in the best interests of the UUA, a transaction in which the Ballou Channing District of the Unitarian Universalist Association, Incorporated (the “BCD”) will merge with and into the UUA with the UUA as the surviving entity in such merger (the “Merger”), after which the BCD will cease to exist as a separate entity.

RESOLVED: That, subject to the favorable vote of the members of the UUA, the Trustees hereby approve the Merger Agreement substantially in the form attached as Exhibit A (“the Merger Agreement”) and, hereby authorize Susan-Frederick-Gray and Carey McDonald, and each of them, to enter into the Merger Agreement with BCD on behalf of the UUA, and to make such changes to the Merger Agreement as they may deem necessary or appropriate and to take such other actions as either such officer may deem necessary or advisable in furtherance of such Merger and in satisfaction of the provisions of the Merger Agreement, and to appoint any agent or delegate any authority which either of them, in their discretion, determines to be consistent with and in furtherance of the above resolutions, the execution of the Merger Agreement and taking of any such action to be conclusive evidence that the same has been approved by the Trustees of the UUA.

RESOLVED: That the Trustees hereby recommend that the members of the UUA authorize and approve the Merger and adopt the Merger Agreement, that the Trustees hereby call a meeting of members of the UUA, on June 21, 2019, at 9 a.m. Pacific Daylight Time, in conjunction with the next meeting of the General Assembly of the UUA to be held in Spokane Washington and that the Clerk be and he hereby is authorized to circulate a notice of such meeting of members.

**Exhibit A**

Merger Agreement