

3/10/2022 Minutes of the Board of Directors of Westtown Presbyterian Church in America, Inc.

This called meeting of the Board of Directors of Westtown PCA, Inc. was held via Videoconferencing on March 10, 2022 at 6:00 PM, to review proposed changes to the Corporate By-Laws to reflect the Westtown is no longer a mission church but rather a particularized church.

Director Hendricks opened the meeting in prayer.

A quorum was established.

Present: David Hendricks, director and president; Christopher Evans, director and vice president; and Joseph Vattamattan, director and secretary/treasurer.

Guests: Phil Smith, Clerk of Westtown Session.

Absent: none.

Director Hendricks moderated the meeting.

The purpose of the meeting was again reviewed. The original By-Laws were established in 2005, and not updated since the church was particularized.

The following changes to the By-Laws and their rationale had been reviewed as shown below:

Considerations for Amendments to the Westtown PCA Inc. Bylaws:

Article I: Section 1. Annual Meeting.

Currently reads: *“The annual meeting of members shall be held at the principal office of the Corporation, at 8639 Chadwick Drive, Tampa, Florida 33635, or at such other places as the officers or Board of Directors may from time to time determine, either within or without the State of Florida on a date to be determined by the officers or directors. The Secretary shall give notice by announcing orally or in writing not less than fourteen (14) nor more than sixty (60) days previous to such meeting.”*

Recommend it reads: *“The annual meeting of members shall be held at the principal office of the Corporation, at **13521 Race Track Road, Tampa, Florida 33626**, or at such other places as the officers or Board of Directors may from time to time determine, either within or without the State of Florida on a date to be determined by the officers or directors. The Secretary shall give notice by announcing orally or in writing not less than fourteen (14) nor more than sixty (60) days previous to such meeting.”*

Rationale: Original bylaws approved prior to church having a permanent address.

Article II (Directors): Section 1: Number:

Currently reads: *“The affairs and business of this Corporation shall be managed and its corporate powers exercised by a Board of Directors composed of not more than six (6) persons. All of the Directors shall be of full age and at least one of such Directors shall be a citizen of the United States.”*

Recommend it reads: *“The affairs and business of this Corporation shall be managed and its corporate powers exercised by a Board of Directors composed of **not less than three (3) persons nor** more than six*

(6) persons. All of the Directors shall be of full age and at least one of such Directors shall be a citizen of the United States. The term "Trustee" may be equally used for designating the Directors of the Corporation. The current Chair of the Westtown Finance Committee shall be the President of the Corporation and the current Clerk of the Session shall be the Secretary. The Congregation shall elect one to four (1-4) members "at large" with non-concurrent terms. The Board shall elect a Vice President and a Treasurer from among there number.

Rationale: Articles of Corporation stipulates 3-6 directors. The State of Florida uses the term of Director for Corporations, while the BCO calls them Trustees. This amendment ensures that one Deacon and one Elder provide continuity to the Officers of Westtown Church and serve as liaisons to their respective offices.

Article V: Certificates of Membership

Recommend current article be deleted

and replaced with a new **Article V: Purpose** with the following sections:

Article V: Purposes

Section 1: Permitted Activities: The purposes for which the Corporation is organized are to function as a *particularized* church within the Presbyterian Church of America (PCA) and to engage in such activities as are authorized for a PCA church pursuant to the Constitution and the Book of Church Order of the PCA; subject to the restrictions and limitations herein set forth in the Articles of Incorporation and these bylaws, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, benevolent, eleemosynary, and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter by amended. The Corporation shall have any and all lawful powers provided in Florida Statutes, particularly Chapter 617 that are not in conflict with these Articles. This Corporation shall further by empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain and sell real estate; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, and may be granted to corporations under the laws of the State of Florida.

Section 1: Prohibited Activities: The Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director or individual.

Notwithstanding any other provision of the Articles of Incorporation, this Corporation will not carry on any other activities not permitted to be carried on by

- a. a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or

- b. a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:
 - a. Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.
 - b. To carry on propaganda or to attempt to lobby or influence legislation.
 - c. To intervene in any political campaign or to endorse any candidate for public office.
 - d. To do any of the following:
 - i. Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;
 - ii. To pay excessive salaries or other compensation over a reasonable allowance to;
 - iii. To make any part of the Corporation's services available on a preferential basis to;
 - iv. To make substantial purchases of securities or other property for less than adequate consideration from;
 - v. Sell any substantial part of the property of the Corporation for less than adequate consideration; or
 - vi. To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of fifty-one percent (51%) of the total combined voting power of such corporation.

Rationale: This language, mostly from the 2005 Articles of Incorporation, is included in the bylaws to state the purpose of this Corporation. The word "particularized" has been added.

Add Article V: Section 2: Responsibilities:

The Board of Directors and its officers will manage the business affairs of the Corporation as specified in Section 1 above. The Officers of the Church are Elders (which constitute the Session) and Deacons. The powers and duties of the directors and officers of the Corporation must not infringe upon the powers and duties of the Session or the Board of Deacons.

The general oversight and spiritual guidance for the church shall be the Session, with Ruling Elders elected by the Communing Members of the Congregation as stated in Article IV. The function of Elders and the Session are defined by the Book of Church Order (Chapters 8 and 12) of the PCA. Each elected Ruling Elder will serve one three (3) year term and may continue on the Session for one (1) additional

three (3) year term, after which he must take a minimum one (1) year sabbatical leave. After which, the man may be re-nominated and elected to serve again on the Session for the same duration. The number of Ruling Elders will be recommended by the Session and approved by the members of the Corporation.

The members of the Corporation shall elect a Board of Deacons, which shall see to the management of the property and the physical needs of the congregation under the direction of the Session. The function of Elders is defined the the Book of Church Order (Chapter 9) of the PCA. The Board of Deacons will elect one Deacon or Elder to chair the Finance Committee of the Corporation. This Chair will shall be the president of the corporation.

Rationale: Define the specific relationships and roles of the Board, the Session and the Board of Deacons. Was not needed prior to the church be particularized.

Article VII: Amendments

Currently reads: *“These By-Laws may be altered, amended, repealed or added to by the vote of the Board of Directors of the Corporation at any regular meeting of said Board, or at a special meeting of Directors called for that purpose provided a quorum of Directors are present at such regular or special meeting. These By-Laws, and any amendments thereto, and new By-Laws added by the Directors, may be amended or replaced by the members at any annual or special meeting of the members. “*

Recommend it reads: *“These By-Laws may be altered, amended, repealed or added to by majority vote of the members at any regular meeting of the Corporation or at a special meeting called for that purpose provided a quorum is present. Such changes must be distributed to the members at least 30 days in advance of the meeting by distribution in person, by mail or email to the members. “*

Rationale: Amendments, replacements or alterations should ultimately be ratified by the members of the Corporation (i.e. the Communing members or the Congregation) rather than by the Board alone.

Add Article VIII: Dissolution

The Articles of Incorporation Article IV currently reads: *“In the event of dissolution, the residual assets of the organization will be turned over to: first the Presbytery of Southwest Florida (PCA) or the presbytery which bounds the church then resides; second, one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law; or third, to the Federal, State, or local government for exclusive public purposes.”*

Recommend adding Article VIII: Dissolution: *“In the event of dissolution, the residual assets of the organization will distributed to one or more charitable and benevolent organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law; or third, to the Federal, State, or local government for exclusive public purposes. None of the assets may be distributed to any member, officer or director if this Corporation.”*

Rationale: Once a church is particularized, the Presbytery (under BCO 25-9 *“All particular churches shall be entitled to hold, own and enjoy their own local properties, without any right of reversion whatsoever*

to any Presbytery, General Assembly or any other courts hereafter created, trustees or other officers of such courts. “

M/S/P to approve all amendments as stated above.

Westtown Treasurer and Deacon Todd Sandhoff as agreed to be the Registered Agent of the Corporation.

Director Hendricks will moderate the Westtown Congregational meeting on Sunday, April 3, 2022 between the two services and go through the rationale for changing the By-Laws and offering the members an opportunity to review the changes and have their questions answered.

Two new members-at-large to the Board will be elected by the Westtown Members who will each cast two votes from among the six members nominated for this role. The slate of nominees are:

1. Chris Dawes
2. Kendra Johnston
3. Melody Mahausay
4. Nic Malara
5. Carol O'Donnell
6. James Vansteenburgh

The Board will hold a brief meeting immediately after the Congregational Meeting during the second service at the church to greet the new directors and to elect officers (vice president and treasurer). Deacon David Bazzel is the current Chair of the Finance Committee and Ruling Elder Philip Smith is the current Clerk of the Session. The Session appoints these positions each fall when new officers of the church (i.e. deacons and elders) are installed.

We will need to find a new corporate attorney. Director Vattamattam may have a resource and Clerk Smith will check with the Stated Clerk of the Presbytery of Southwest Florida for a recommendation. The Board recommends that the corporate attorney not be a Westtown member to avoid any potential conflicts of interests.

The meeting adjourned at 6:28 P.M

Director Evans closed the meeting in prayer.

Submitted by Director Joe Vattamattam.

Moderator David Hendricks, President

Secretary/Treasurer Joseph Vattamattan

MINUTES APPROVED, DATE _____, Secretary's initials _____.