

**REYNOLDA PRESBYTERIAN CHURCH
MINUTES OF STATED SESSION MEETING
MARCH 10, 2005**

Elders present, (P), Absent (A), Excused (E):

P Senior Pastor – Alan D. Wright

P Associate Pastor – Jim Glasgow

P Dan Anthony	P Kelly Barrett	P George Hoyt
P Lacy Bellomy	A Paul Davenport	P Tom Hull
E Faron Humphrey	P Bobby Edwards	P Bill Rice
P Bob Roach	E Bill Simmons	P David Warf

P Jack Sherard – Clerk of Session P Mickey Thigpen – Executive Director
P Bruce Schleimer – Moderator, Board of Deacons

Visitors – Chris Lawson

Call to Order and Opening Prayer – Pastor Alan Wright

1) Approval of Agenda Approved

2) Omnibus Motion Approved

3) Clerk's Report Approved

April Presbytery Meeting – Applications provided

June General Assembly Meeting – Applications will be provided to the Elders when received.

4) Moderator's Report Approved

Chris Lawson's role has been expanded and is now the staff liaison to Verge748. Chris is working on a new structure for his assignments.

5) Deacon's Report

Bruce Schleimer, Moderator of the Board of Deacons, gave an excellent report on the work of the deacons and their objectives for this year. A report of the Diaconate Steering Committee was presented.

6) Executive Director's Report

The Executive Director presented a detailed report on the Financial Report, Balance Sheet, Operating Income & Expense Statement and the Restricted Income and Expense Statement. The Elders received a copy of each report.

7) Executive Team Report

RECOMMENDATION – That the Summer School Enrichment Program be approved as proposed per the handout.

Motion PASSED

EXECUTIVE SESSION –

Two personnel problems were discussed extensively. Both problems are still open.

END EXECUTIVE SESSION

- 8) Amendments to Corporate By-Laws (see attached)

ARTICLE IV

Section 1. Annual Meeting. The Annual Meeting of the Board of Trustees shall be held in conjunction with or immediately following the first meeting of the Session of the church held after the annual meeting of the congregation of the church.

ARTICLE VI

Officers -	Moderator of the Session	President of the Corporation
	Clerk of the Session	Secretary of the Corporation
	Executive Director	Treasurer of the Corporation

A complete, official copy of the By-Laws is attached.

- 9) 40 Days of Community

MOTION TO RECONSIDER

The distribution of the donations received during the service as recommended in the February is hereby rescinded and the distribution will be by this recommendation to reconsider as follows: Ten Percent to Local Missions and Ninety Percent to the Building Fund.

Motion PASSED

- 10) Compensation Committee Report

Pastor Wright requested that Elder George Hoyt moderate the meeting and Mickey Thigpen, Chris Lawson and Pastors Wright and Glasgow excused themselves during this portion of the meeting.

EXECUTIVE SESSION

The Compensation Committee, composed of Lacy Bellomy, Tom Hull, Bobby Edwards and David Warf, presented their report on the Pastors Calls.

After a time of discussion, the Session accepted the committee's report and approved the Calls unanimously for presentation to the Congregation.

END EXECUTIVE SESSION

The Compensation Committee Report and Pastor Wright and Pastor Glasgow Calls are attached. The Calls will be presented to the Congregation for approval on March 16, 2005.

MOTION

That the 2005 Spending Plan be increased by \$24,104.00 to include the increases in salary compensation for the Senior Pastor, Associate Pastor and the Executive Director.

Motion PASSED

This Session meeting was opened and closed with prayer.

MEETING ADJOURNED AT 9:20 PM

Respectfully Submitted

John W. Sherard
Clerk of Session

Alan Wright – Senior Pastor

Clerk's Report**Stated Session Meeting of March 10, 2005**

-

BIRTHS - NONE

INFANT BAPTISM - NONE

ADULT BAPTISM - NONE

WEDDINGS - NONE

2005 **DEATHS - Becky Rhyne – February 15,**

**Reynolda Presbyterian Church
Clerk's Report for Stated Session Meeting
March 10, 2005**

- 1) Letters of Transfer from Reynolda Presbyterian Church requested by other churches:**

NONE

- 2) Acknowledgement of Transfer from Reynolda Presbyterian Church received:**

NONE

- 3) Acknowledgement of Transfer to Reynolda Presbyterian Church received:**

NONE

- 4) Names placed on Inactive Roll with Sessional approval:**

NONE

- 5) Names returned to Active Roll from Inactive Roll at member's request:**

NONE

- 6) Names removed from Reynolda Presbyterian Church's roll at member's own request:**

NONE

7) NEW MEMBERS

NONE.

**Reynolda Presbyterian Church
Omnibus Motion for Stated Session Meeting
March 10, 2005**

Minutes of previous Sessions Meetings be approved:

NONE

Minutes of previous Diaconate Meetings be approved:

NONE

PAL REPORTS

- | | | |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| 1) Outreach | Larry Reavis | Received as Information |
| 2) Worship | Bob Bruce | NO REPORT |
| 3) Fellowship | George Hoyt | NO REPORT |
| 4) Discipleship | | NO REPORT |
| 5) Ministry | Jeff Deaton/Jim Glasgow | NO REPORT |
| 6) Program Staff/PALS report | February 17, 2005 – Received as Information
February 24, 2005 – Received as Information
March 3, 2005 – Received as Information | |

BYLAWS
OF
REYNOLDA PRESBYTERIAN CHURCH WINSTON-SALEM, NORTH CAROLINA

ARTICLE I.

Objectives and Purpose

Section 1. Purpose. The purpose for which the Corporation is formed is for the “gathering and perfecting of His saints” as set out in the Book of Order (1-3 B.O.G.), ~~The~~ the Evangelical Presbyterian Church and in the Articles of Incorporation. *

Section 2. Authority. In carrying out such purpose, the Trustees and the Corporation shall be under the authority of the Session and the congregation and shall in all respects conform to the Constitution of the Evangelical Presbyterian Church. (7-7 B.O.G.). *

Section 3. Limitation of Powers and Duties. The powers and duties of the Corporation and its Trustees shall not infringe upon the powers and duties of the Session ~~or~~ and/or of the Board of Deacons of the church.

ARTICLE II.

Members

Section 1. Eligibility For Membership. All persons on the active roll of the church shall be members of the Corporation.

Section 2. Active Members. The roll of active members established and maintained by the Session as prescribed by the Book of Government (9-1, ~~2~~ 9-2, B.O.G.) shall determine those individuals who are active members from time to time.

ARTICLE III.

Trustees

Section 1. Qualification: Number of Trustees. The Trustees shall be those persons elected, installed and serving as active Elders of the church. The number of Trustees of the church shall be at all times the same as the number of members of the Session in active service.

Section 2. Election. The initial Board of Trustees shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the Board of Trustees shall be identical to the membership of the Session in active service. Election by the congregation and installation as Elder of the church shall ~~constitute a person~~ make said Elder a Trustee of the Corporation ~~and termination~~ . Termination for any cause of the active service of ~~a person~~ an Elder shall automatically terminate such person as Trustee of the Corporation.

Section 3. Property Held Pursuant to Trust. Any properties held for the benefit of the church (whether the larger or the particular church) pursuant to an instrument or to other directions creating a trust, express or implied, shall be held and administered according to the intent of the creator of the trust, ~~and the~~ . The Trustees of the Corporation shall have power to act as the trustees of any such trust and be charged with all duties of trustees to implement and carry out the trust purposes.

ARTICLE IV.

Meetings of the Board of Trustees

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held in conjunction with or immediately following the first meeting of the Session of the church held after the annual meeting of the congregation of the church. Special meetings may be held at any time upon the call of the Session, the President or Vice President, or of not less than one-third of the Trustees then in office.

Section 2. Notices. Notice of the time and place and ~~in case of a special meeting the purpose of every~~ meeting of the Board of Trustees shall be in writing and shall be duly sent, mailed or otherwise delivered to each Trustee not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.

Meetings may be held at any time without notice if all of the Trustees are present or if those not present waive notice of the time, place and purpose of the meeting, either before or after the holding thereof.

Section 3. Quorum. A majority of the Trustees shall constitute a quorum for the transaction of business, and the action of a majority of the Trustees present at any meeting at which a quorum is present shall be the action of the Board of Trustees; provided, that if the Trustees shall severally and/or collectively consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the Trustees. If at any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 4. Special Meetings. Special meetings of the Board of Trustees may beheld simultaneously with meetings of the congregation or immediately thereafter.

Section 5. Power and Authority. The Board of Trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; and may dismiss any ~~appointive~~ appointed officer or agent without previous notice. The Board of Trustees may, in the absence of an officer, delegate his powers and duties to any other officer or a director for the time being.

Section 6. Executive Committee. The Board of Trustees, by resolution passed by a majority of the whole Board, may designate two or more of their number to constitute an Executive Committee who, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management

of the business of the Corporation between the meetings of the Board; and the Board of Trustees may appoint such other committees, including therein persons who are not members of the Board of Trustees, as in the judgment of the Trustees will be helpful in carrying on the work of the Corporation.

ARTICLE V.

Meetings of Members

Section 1. Annual Meeting. There shall be an annual meeting of the members of the Corporation.

Section 2. Place and Time. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter.

Section 3. Notices. Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirements of meetings of the congregation.

Section 4. Procedural Requirements. The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation. (8-1, B.O.G.). *

ARTICLE VI.

Officers

Section 1. Officers. ~~The Board of Trustees, as soon as may be after the election of Trustees in each year, shall elect from their number a Moderator of the Session shall be the President of the Corporation, and shall also elect a the Clerk of the Session shall be the Secretary and a the Executive Director shall be the Treasurer of the Corporation. and The Board may from time to time select elect or appoint one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two offices except those of President and Secretary. The Board may also elect or appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.~~

Section 2. Members of Board of Trustees. ~~No elected or appointed officer, other than the President and Secretary, need be a member of the Board of Trustees.~~

Section 3. Term. The term of office for all officers shall be one (1) year or until their respective successors are chosen ~~but~~. However, any officer may be removed from the office at any meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees then in office, whenever in their ~~judgement~~ judgment the interest of the Corporation will be served thereby. The Board of Trustees shall have full power to fill any vacancies in any offices occurring for any reason whatsoever.

Section 4. Powers and Duties. The officers of the Corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the Corporation, subject to the control of the Trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Trustees. No action taken by the officers shall infringe upon the authority of the Session of the church or of the Board of Deacons and shall be in conformity with the Constitution of the Evangelical Presbyterian Church. *

Section 5. Checks, Notes, Drafts, etc. The Board of Trustees may, from time to time, prescribe the manner of making signature or endorsements of bills of exchange, notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the

Corporation.

ARTICLE VII.

Fiscal Year; Seal

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Seal. The Board of Trustees shall provide a suitable corporate seal for use by the Corporation if deemed appropriate.

ARTICLE VIII.

Amendments

The Bylaws of the Corporation may be amended, added to, repealed or new Bylaws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Trustees of the Corporation.

ARTICLE IX.

Liquidation

Section 1. Dissolution by Presbytery. If the church is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as the Corporation may have shall be held, used and applied for such uses, purposes and trust as the Presbytery may direct, limit and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the Constitution of the Evangelical Presbyterian Church (5-4, B.O.G.).

Section 2. Other Dissolution. If the Corporation is dissolved or otherwise ceases to exist under circumstances not enumerated in the immediately preceding paragraph, in such event the property of the Corporation shall be disposed of in accordance with directions of the Session of the church with respect to personal property and with respect to the directions of the congregation with respect to real property.

Section 3. Property Held by Trust. If any property, real or personal, is held by the Corporation upon a special trust in which the donor of said property has prescribed a particular alternative use in the event the primary use has failed, the intent of the donor with respect to such alternative use and with respect to administration of the property shall be observed.

ARTICLE X.

Indemnification of Trustees and Officers

Each Trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by ~~him~~ said Trustee in connection with any action, suit or proceeding to which ~~he~~ said Trustee may be made a party by reason of ~~his~~ said Trustee being or having been a Trustee or officer of the Corporation (whether or not ~~he~~ said Trustee continues to be a Trustee or officer at the time of incurring such expenses), except in relation to matters as to which ~~he~~ said Trustee shall finally be adjudged in such action, suit or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or officer may be entitled as a matter of law. *