

IN THE SUPERIOR COURT OF THE STATE OF WASHINGTON  
IN AND FOR THE COUNTY OF KING

THE PRESBYTERY OF SEATTLE, a  
Washington nonprofit corporation; THE  
FIRST PRESBYTERIAN CHURCH OF  
SEATTLE, a Washington nonprofit  
corporation,

Plaintiffs,

v.

JEFF SCHULZ and ELLEN SCHULZ, as  
individuals and as the marital community  
comprised thereof,

Defendants.

No. 16-2-03515-9 SEA  
No. 16-2-23026-1 SEA  
Consolidated

DECLARATION OF  
WILLIAM A. LONGBRAKE  
IN SUPPORT OF PLAINTIFFS'  
AMENDED MOTION FOR  
SUMMARY JUDGMENT IN  
*PRESBYTERY II*

I, William A. Longbrake, pursuant to RCW 9A.72.085, declare as follow:

1. I am a long-time member and ruling elder of First Presbyterian Church of Seattle, also known as Seattle First Presbyterian Church, although I did not serve on the session (governing board) of the church in 2015. I have personal knowledge of the matters set forth in this declaration and am competent to testify about those matters.

2. I hold a bachelor's degree from The College of Wooster, a master's degree and an MBA degree from the University of Wisconsin - Madison, and a Ph.D. in finance

1 from the University of Maryland. I began my career in Washington, D.C., serving in  
2 various positions with the Office of the Comptroller of the Currency and the Federal  
3 Deposit Insurance Commission (FDIC). I moved to Seattle in 1982 to become the chief  
4 financial officer of Washington Mutual, a position that I held, with several interruptions  
5 including serving as the chief financial officer of the FDIC in 1995-1996, until 2002.  
6 After 2002, I served in other senior management positions at Washington Mutual until I  
7 retired in 2008.

8 3. I currently chair the Board of Trustees of Lift Up Africa. I serve on the  
9 board of directors of the Washington State Investment Board and am also a member and  
10 chair of the Board of Trustees of The College of Wooster. I serve on the board of  
11 directors of BECU (Boeing Employees Credit Union), the board of directors of Hope  
12 LoanPort, the board of directors of Doctor Up, and the boards of directors of City First  
13 Bank of D.C., N.A. and City First Enterprises. I am a member of the Governor's Council  
14 of Economic Advisors (State of Washington) and the University of Maryland's Robert H.  
15 Smith School of Business Board of Visitors.

16 4. I am a past member of the University of Washington's Foster School of  
17 Business Advisory Board. I served on the board of directors of the Presbyterian  
18 Publishing Corporation from 1993 to 2002, including a term as chair, and have served on  
19 two review commissions of the General Assembly of the Presbyterian Church (U.S.A.). I  
20 am a past member of the board of trustees of Auburn Theological Seminary.

21 5. I am familiar with the restated articles of incorporation for First  
22 Presbyterian Church of Seattle. They were approved by the congregation in June 1985.  
23 Attached as **Exhibit A** is a true copy of these restated articles of incorporation.

24 6. As a member of First Presbyterian Church of Seattle, I received a notice of  
25 a congregational meeting on November 15, 2015, as well as a proxy ballot. Attached as

1 **Exhibit B** is a true copy of this notice. I additionally received a notice of a “special  
2 meeting of the Members of the First Presbyterian Church of Seattle, a Washington  
3 nonprofit corporation,” scheduled for the same date, as well as a proxy ballot. Attached as  
4 **Exhibit C** is a true copy of this separate notice. I did not attend either meeting, as I was  
5 out of town on November 15, nor did I submit a proxy. (Proxy voting at congregational  
6 meetings is not permitted by either the *Book of Order* or the church bylaws.) Had I been  
7 present for the meetings on November 15, 2015, I would have opposed the motions  
8 brought forward by the session.

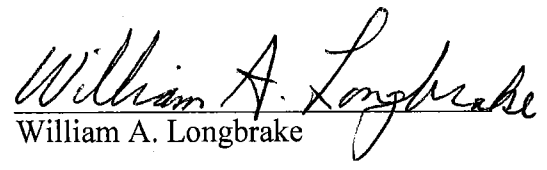
9 7. At no time were the members of the congregation of First Presbyterian  
10 Church of Seattle apprised of or asked to approve a change in the terms of call for co-  
11 pastors Jeff and Ellen Schulz related to severance. The first time that I learned of the  
12 “Memorandum of Understanding Regarding Severance Compensation Obligations” that  
13 each of Jeff and Ellen Schulz signed on November 10, 2015, was after those documents  
14 were produced in discovery in June 2016. (The discovery occurred in *Presbytery of*  
15 *Seattle v. Schulz, et al.*, King County Superior Court No. 16-2-03515-9.)

16 8. As a member of the Administrative Commission for First Presbyterian  
17 Church of Seattle, I participated in the Administrative Commission’s examination and  
18 evaluation of these documents in the summer of 2016. Our findings and actions are set  
19 forth in the First Supplemental Report of the Administrative Commission for First  
20 Presbyterian Church of Seattle, dated August 25, 2016, a copy of which is attached to the  
21 complaint in this case.

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I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 24<sup>th</sup> day of January, 2017 at Seattle, Washington.

  
William A. Longbrake

# **EXHIBIT A**



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

RESTATED ARTICLES OF INCORPORATION

of

THE FIRST PRESBYTERIAN CHURCH OF SEATTLE

a Washington Non Profit corporation,

was/were filed for record in this office on the date indicated below.

Corporation Number: 2-000369-5

Date: June 18, 1985

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

1790
284-286

[Handwritten signature of Ralph Munro]

Ralph Munro, Secretary of State

RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
FIRST PRESBYTERIAN CHURCH OF SEATTLE

000207 JUN 26 85

FILED

JUN 18 1985

SECRETARY OF STATE  
STATE OF WASHINGTON

KNOW ALL MEN BY THESE PRESENTS:

That we, Theodore Crowl, Samuel Kenney, E. Calvert, Jane Y. Calvert, Lavinia D. Emery, Ann Jameson, Clara McCarty, Clara Whitworth, R. J. McCarty, Louisa C. Calvert, Sarah Johnstone, Jessie Kenney, and Charles D. Emery have associated ourselves together to form a body politic and corporate, under the provisions of the Act of the Legislature of the Territory of Washington, entitled "An Act to provide for the formation of corporations" approved the 2nd day of December A.D. 1869 (now Ch. 24.03 RCW, the Washington Nonprofit Corporation Act).

The corporate name of the said association shall be "The First Presbyterian Church of Seattle" and the location and chief place of business shall be at the City of Seattle in the County of King and Territory (now State) of Washington.

The objects and purposes of the said association shall be to promote the worship of Almighty God and the belief in the extension of the Christian Religion, under the Form of Government and discipline of "The Presbyterian Church (U.S.A.)".

All persons who have made a profession of faith in Jesus Christ as Savior and acceptance of His Lordship in all of life, who have been baptized, who participate in the fellowship of the Lord's Supper, who have been received into the membership of the church, who promise to be active in the church's work and worship, and to support the work of the church according to their ability through the giving of money, time, and talents, shall be considered "members of the congregation" and as such entitled to participate in the election of session, deacons, trustees, and other temporal affairs of the same. All persons who shall heretofore have been or who hereafter may be, by the Session received and admitted upon confession of their faith, reaffirmation of faith, or transfer of letter from other churches shall be "members of the church:", and as such, entitled to all the privileges conferred by the Form of Governemnt of "The Presbyerian Church (U.S.A.)."

The officers of the said church shall consist of a Minister or Ministers, Elders, Deacons, and of a Board of Trustees with such subordinate officers as may from time to time be deemed necessary.

The Minister or Ministers, Elders and Deacons shall be called and chosen by the members of this church under the regulations prescribed by the form of Government aforesaid. The Board of Trustees shall be chosen by the members of the church and of the congregation at an annual meeting called for that purpose, and shall hold office for a term of three years. For the purpose of organization, Samuel Kenney shall be a trustee for a term of one year, Henry L. Blanchard, for two years, and Ephiam Calvert, for three years; and thereafter on the date of the annual meeting, one trustee shall be chosen to hold office for three years. The Board of Trustees shall organize by selecting from their number a President, a Secretary, and a Treasurer, and shall have charge and control of the property and temporal affairs of the church. Each of said Trustees shall hold his office until his successor shall be duly chosen. Elections for trustees shall be at the said annual meeting.

ARTICLES OF AMENDMENT

- (1) The First Presbyterian Church of Seattle
- (2) Delete the words, "Presbyterian Church in the United States of America" and "the Presbyterian Church in the United States" where they appear in the Articles of Incorporation and insert in their place: "The Presbyterian Church (U.S.A.)."

Delete the word, "forms", where it appears in the Articles of Incorporation and in its place insert "Form of Government."

In the first sentence of the fourth paragraph after the word, "persons", and before the words, "shall be considered," delete "of full age and who shall habitually attend upon the divine services of the congregation hereby formed and contribute to the expenses thereof" and insert in lieu thereof the following:

"who have made a profession of faith in Jesus Christ as Savior and acceptance of His Lordship in all of life, who have been baptized, who participate in the fellowship of the Lord's Supper, who have been received into the membership of the church, who promise to be active in the church's work and worship, and to support the work of the church according to their ability through the giving of money, time, and talents".

After the words, "election of," and before the word, "trustees," insert "session, deacons".

After the words, "admitted upon" and before the words, "confession of their faith," delete "certificate of membership from other churches," and after the words, "confession of their faith," insert "reaffirmation of faith, or transfer of letter from other churches".

In the fifth and sixth paragraphs, after the word, "Minister," insert the words, "or Ministers."

In the third sentence of the sixth paragraph, following the words, "thereafter, on," and before the words, "one trustee", delete "first day of October in each and every year" and insert in lieu thereof the following: "the date of the annual meeting."

In the last sentence of the sixth paragraph, after the word, "be," and before the word, "at," delete "by ballot unless otherwise ordered."

/u/irma/artofamend - disk #2  
January 22, 1985



Re: RESTATED ARTICLES OF INCORPORATION OF THE FIRST PRESBYTERIAN CHURCH OF SEATTLE

Whereas the Articles of Incorporation of The First Presbyterian Church of Seattle were amended at the annual meeting of the corporation at a congregational meeting on June 13, 1985, at which a quorum was present and pursuant to notice in compliance with the Revised Bylaws of said corporation, the Book of Order, Presbyterian law, and the applicable statutes of the state of Washington, and received more than two-thirds of the votes which the members who were present at the meeting were entitled to cast, the Session of said Church  
(Board of Directors)  
resolves as follows:

That pursuant to RCW 24.03.183 the Articles of Incorporation as theretofore amended be restated as indicated in the attached "Restated Articles of Incorporation of The First Presbyterian Church of Seattle." These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended, and the Restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.

Dated this 17th day of June, 1985.

THE FIRST PRESBYTERIAN CHURCH OF SEATTLE

By Ernest H. Campbell  
Ernest H. Campbell  
Its Clerk of Session

# **EXHIBIT B**

November 5, 2015



Dear Sisters and Brothers in Christ of Seattle First,

Last Sunday your Session announced its recommendation that the congregation disaffiliate from the Presbyterian Church USA, and seek affiliation with another Reformed Presbyterian denomination, the Evangelical Covenant Order of Presbyterians (ECO). We announced a congregational meeting for November 15, to vote on disaffiliation, to ratify the adoption of new by-laws for both our congregation and corporation, and to amend the articles of incorporation of our corporation.

One of the many reasons for recommendation to disaffiliate is the longstanding unresolved tensions with our Presbytery that have negatively impacted our leadership and ministry. This is one of the primary reasons we have come to believe it is not viable for us to continue in our current denomination, and that seeking a new denominational home will allow us once again to focus on fulfilling our mission.

Both before and after our announcement last Sunday, actions and recommendations of both Seattle First Session and Seattle Presbytery leadership have escalated the tensions. After receiving word of Session's intentions, Seattle Presbytery has scheduled a special meeting for November 17, to hear and potentially act on a recommendation regarding Seattle First.

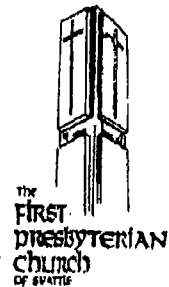
Of the many difficult issues we face, the most immediate is Presbytery's policy that churches leave PCUSA through Presbytery's own dismissal process, rather than take a simple vote of the congregation. That policy carries significant implications for relationships as well as church property and assets.

Currently, as indicated, our congregational meeting is scheduled for November 15 for its stated purpose. You can prepare for that meeting by studying the information in this packet.

*However, as these very important meetings approach, please know that the Session and its advisors are preparing to reach out to Presbytery leadership with continued hope for reconciliation, finding a gracious way forward that honors one another, and seeks the peace, unity and purity of the church. If we find a new way forward that somehow changes Session's plan for the November 15 meeting, we will let you know as soon as possible.*

We invite you to earnestly pray for both your Session and Presbytery leaders.

With love in Christ, Seattle First Session.



**THE FIRST PRESBYTERIAN CHURCH OF SEATTLE  
AS AN ECCLESIASTICAL BODY**

**NOTICE OF SPECIAL MEETING OF CONGREGATION**

**TO BE HELD NOVEMBER 15, 2015**

TO THE CONGREGATION OF THE FIRST PRESBYTERIAN CHURCH OF SEATTLE AS AN ECCLESIASTICAL BODY:

Notice is hereby given that a Special Meeting of the Congregation of The First Presbyterian Church of Seattle as an ecclesiastical body (the "*Church*"), will be held in the Church sanctuary located at 1013 8th Avenue, Seattle, Washington 98104, on Sunday, November 15, 2015, immediately following the corporate meeting after the 10:30 a.m. worship service, for the following purposes:

1. To ratify the adoption of the Congregational Bylaws; and
2. To approve the Session's recommendation to disaffiliate from the Presbyterian denomination Presbyterian Church (U.S.A.) ("PCUSA") and seek to affiliate with the Presbyterian denomination A Covenant Order of Evangelical Presbyterians ("ECO").

Active members of the Church as of November 4, 2015 are entitled to notice of, and to vote at, the Special Meeting or any postponement or adjournment.

Your vote is important. To vote, please attend the Special Meeting and vote in person. Alternatively, proxies may be available upon request. Please contact Session member George Norris for more information regarding proxies.

By Order of the Session of The First  
Presbyterian Church of Seattle as an  
ecclesiastical body:

Kathryn Ostrom, Session Member

November 5, 2015



THE  
FIRST  
PRESBYTERIAN  
CHURCH  
OF SEATTLE

## CONGREGATION INFORMATION

### Session Recommendation to the Congregation Regarding Denominational Affiliation

Dear Members and Friends,

Greetings to you in the name of our Lord and Savior Jesus Christ!

On October 27, your Session voted unanimously to recommend that we change our denominational affiliation from the Presbyterian Church U.S.A. (PCUSA) and seek to affiliate with a new Presbyterian denomination, The Evangelical Covenant Order of Presbyterians (ECO) or another similar Reformed denomination that fits for us. Therefore, Session has called a congregational meeting for Sunday, November 15, 2015 to vote on this recommendation.

Over the last few years, Session has prayerfully sought God's direction regarding our denominational home. Changes in the values of PCUSA and Seattle Presbytery's attitude toward Seattle First have significantly impacted our ministry and ability to reach Seattle for Christ. Therefore, we believe it is essential to make this change. Our focus is not on leaving PCUSA, but on seeking to join a Presbyterian denomination that more closely aligns with our mission, vision, and values.

Since our founding in 1869, Seattle First has been rooted in the unique, saving work of Jesus Christ, the Scripture as God's authoritative word, and the Reformed theology of our Confessions. In the prevailing view of PCUSA, Christ is only one of many ways to God; Scripture is only one of many guides; and the essential, Reformed tenets are only one of many options for belief. While we celebrate some of the richness of theological diversity, we see a PCUSA that, rather than seeking to transform culture, is increasingly accommodating it and losing its Biblical identity in the process.

Focused on our call to build a new and flourishing church to reach out to a city in need of what only Christ can offer, we increasingly see our affiliation with PCUSA hindering Seattle First rather than helping. Debates over ordination standards brought prolonged distraction and caused us to lose momentum. Presbytery's response to our long-awaited coming together with A Seattle Church resulted in more distraction, unresolved conflict, and a painful end to a promising new ministry. In light of the value of our property and our plans to develop it, we expect that control over our assets will be an ongoing source of tension in our relationship with Presbytery.

Session's requests to meet for reconciliation with Presbytery representatives have been declined. Rather, Presbytery formed a Committee for Special Administrative Review, based on allegations of irregularities that have never been specified, and to which SFPC has had no opportunity to respond. Though we believe the Biblical, relational approach would have been to seek reconciliation, we pray that the Committee will provide insights, as all parties try to move forward as God leads.

As we seek to move on from Seattle Presbytery, we pray for God's blessing upon it. Having planted and funded over 26 of Presbytery member churches, SFPC leaves a rich legacy. As members of the body of Christ, we look forward to continued positive relationships with member churches.

For Seattle First, after much study, discussion, and prayer, we believe that moving forward means seeking a denomination that fits for us, such as The Evangelical Covenant Order of Presbyterians (ECO). Birthed in 2012 by former PCUSA churches, ECO is rooted in Biblical integrity, Reformed theology, and the unique saving work of Jesus Christ. In the event that the congregation votes to disaffiliate from PC(USA), we will first explore moving to ECO. If for some reason ECO does not fit, we are open to seeking affiliation with other Reformed Presbyterian denominations as well.

Whether ECO or another Reformed denomination becomes our new home, Session seeks the connection and accountability of a Christ-centered, Biblically-based, Reformed denomination. Session seeks a denomination that has no trust interest in church property, and that uses polity to support and equip churches in fulfilling their mission. In ECO, Seattle First seeks a fresh and flexible context for Kingdom-minded ministry where, for example, the prospect of re-launching our church with believers who share our heart for the city is welcomed, nurtured, and encouraged.

To grow and flourish will, as in any church or denomination, require our Lord's grace, working through people who are willing to humbly, boldly, and creatively share the Gospel in a way that reaches today's culture. These are the kinds of people through whom God built historic Seattle First, and through whom God can build His new Seattle First to reach a city in need in this century.

In light of our call to this city, staying in PCUSA is just not a viable option. Yet, disaffiliation is not truly about leaving. Instead, disaffiliation is about going home to a denomination that is aligned and supportive of our mission, vision, and values—a denomination that "just fits." Our recommendation is unanimous. Let us humbly and prayerfully go together.

*"But you will receive power when the Holy Spirit has come upon you; and you will be my witnesses in Jerusalem, in all Judea and Samaria, and to the ends of the earth."-Acts 1:8*

For further information, please see the enclosed answers to Frequently Asked Questions and opportunities for conversation with Session, or contact your pastors or elders. We would love to hear from you.

Grace and Peace,

Seattle First Session

**Enclosures**

- Exhibit A – Congregational Bylaws
- Exhibit B – Frequently asked Questions
- Exhibit C – Form of Ballot

## EXHIBIT A

# CONGREGATIONAL BYLAWS OF THE FIRST PRESBYTERIAN CHURCH OF SEATTLE

## I. Statement of Mission

We are Christ's people, participating in his life and mission in downtown Seattle:

- inviting all people into healing relationships with Jesus Christ;
- worshipping God together across cultures;
- training and equipping people to love and obey the Lord;
- caring for one another; and
- reaching out to serve our neighborhood and beyond.

## II. Relation to the Presbyterian Church (U.S.A.)

The First Presbyterian Church of Seattle is a member church of the Presbyterian Church (U.S.A.).

## III. Formation and Governance

In accordance with the laws of the state of Washington, the members of the Congregation caused the formation of the First Presbyterian Church of Seattle, as a church and as a corporation, in 1874. Consistent with the laws of this state, both congregational and corporate business may be conducted in separate sessions at a joint meeting of the Congregation and the Corporation. References in these Congregational Bylaws to the "Congregation" refer to the admitted members of the First Presbyterian Church of Seattle, a religious assembly governed by the *Constitution of the Presbyterian Church (U.S.A.)*. References in these Congregational Bylaws to the "Corporation" refer to the First Presbyterian Church of Seattle, a Washington nonprofit corporation, governed by the Washington Nonprofit Corporation Act, RCW 24.03 et. seq. Guidance for the conduct of the business of the Corporation is contained in the Corporate Bylaws of the First Presbyterian Church of Seattle, as in effect from time to time. These Congregational Bylaws provide guidance for the conduct of the business of the Congregation. Any matter of Congregational governance not addressed by these bylaws shall be governed by the *Constitution of the Presbyterian Church (U.S.A.)*.

## IV. Membership

Membership in the Congregation shall be granted and terminated in compliance with the *Constitution of the Presbyterian Church (U.S.A.)*.

## VI. Meetings

(1) There shall be an annual meeting of the Congregation in the church building during the first quarter, at which changes in the terms of call for the pastor(s) shall be presented, and the following

business may be presented: annual reports from organizations and the Session (information only), financial report for the preceding year, and the budget for the current year (information only).

(2) Special meetings of the Congregation may be called by the Session. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call. An annual special meeting of the Congregation shall be called and held in the church building during the second quarter for receipt of the nominating committee report for Congregational officers, and the election of Congregational officers and the nominating committee for the next year.

(3) Only active members may vote in matters brought before the Congregation, regardless of age. Members of the Congregation may vote by proxy to the same extent permitted by shareholders of a Washington business corporation pursuant to RCW 23B.07.220.

(4) Meetings of the Congregation shall be conducted in accordance with the provisions of *Roberts Rules of Order (Newly Revised)*.

#### VII. Notice of Meetings

Written notice of meetings of the Congregation shall be mailed to all active members of the Congregation, to each such member's address on file with the Congregation, at least ten (10) days prior to the meeting, and given in verbal form on at least one Sunday in advance of the meeting. When the meeting is called for the purpose of electing a pastor, the notice shall be given in printed and verbal form at least ten days in advance, which shall include two successive Sundays.

#### VIII. Quorum for Meetings

The quorum of a meeting of the Congregation shall be one-tenth of the active members of the Congregation. The number of active members shall be as most recently reported to the Presbytery before the meeting.

#### IX. Moderator

The pastor shall moderate meetings of the Congregation. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, a moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or a moderator of the Session appointed by the Presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of the Presbytery to preside. When this is not expedient, and when both the pastor or the moderator concur, a member of the Session may be invited to preside. At such meetings the moderator shall have no vote. When there is a tie vote, the moderator shall put the question a second time. If there is a tie vote again, the motion shall be declared defeated.

#### X. Nominating Committee



The Congregation shall form a nominating committee at the special meeting detailed in Article VI (2) in the following manner:

- (1) There shall be a minimum of seven (7) members on the nominating committee.
- (2) Two of the members shall be elders designated by the Session, one of whom shall be currently serving on the Session and shall serve as moderator of the Committee.
- (3) One of the members shall be designated by and from the Board of Deacons.
- (4) Four (4) of the members, not persons currently serving on the Session or the Board of Deacons, shall be nominated and elected at the yearly special meeting of the Congregation.
- (5) Members of the committee shall be elected annually, and no member shall serve more than three years consecutively.
- (6) Other members of the committee, in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be chosen by the Congregation or by such organizations within the church as the Congregation may designate, none of whom may be in active service on the Session or in active service on the Board of Deacons.
- (7) The pastor(s) shall serve ex officio and without vote.
- (8) The nominating committee shall bring to the Congregation nominations only for the number of positions to be filled.
- (9) The floor shall be open for nominations at the yearly special meeting called for elections.
- (10) No person serving on the nominating committee shall be nominated by the committee for office in the Congregation during the period of that person's service on the nominating committee.

#### XI Elders

(1) The Congregation shall elect a minimum of nine (9) elders divided into three classes as nearly equal in number as possible. One class shall be elected each year at a special meeting called for the purpose of elections, and shall serve for a three-year term and until each elder's successor has been elected. They shall be collectively designated "the Session." No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the Session for a period of at least one year. The Session shall have such duties and powers as are set forth in the *Constitution of the Presbyterian Church (U.S.A.)*.

(2) Members of Session shall serve without compensation but may, at the discretion of the Session, be reimbursed for necessary and reasonable expenses.

(3) When an elder reaches the age of seventy (70) years and has completed at least two full terms of service on the Session, at the expiration of his or her term, the Session may, in its discretion, designate the individual as a "Senior Elder." The position of Senior Elder shall be honorary.

#### XII. Deacons

(1) The Congregation shall elect a minimum of six (6) deacons divided into three classes as nearly equal in number as possible. One class shall be elected each year at a special meeting called for the purpose of elections, and shall serve for a three-year term and until each deacon's successor has been elected. They shall be collectively designated the "Board of Deacons." No deacon shall serve for

consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the Board of Directors for a period of at least one year.

(2) The pastor(s) shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one third of its members, including the moderator. At its first meeting following the special meeting of the Congregation called for elections, the Board of Deacons shall designate a moderator and a vice-moderator from among its members and shall form such committees as necessary to carry out its work. The moderator, or in the moderator's absence, the vice-moderator, shall preside at all meetings of the Board of Deacons.

(3) The Board of Deacons shall designate a secretary from its members. The secretary shall promptly prepare all minutes and forward a true copy of them to the Clerk of the Session.

(4) The Board of Deacons shall have such duties and powers as are set forth in the *Constitution of the Presbyterian Church (U.S.A.)*. The Board of Deacons shall not have power, nor shall it be the Board's duty, to manage the temporal affairs of the church, except as specifically authorized to do so by the Session.

#### XIII. Vacancies on the Session and Board of Deacons

Vacancies on the Session or the Board of Deacons may be filled by election at special meetings of the Congregation or at the annual meeting, as the Session may determine.

#### XIV. Clerk of the Session

(1) The Session shall appoint a Clerk of Session who shall serve for a three-year term and until the Clerk's successor has been elected. The Clerk shall prepare and preserve the minutes of each meeting of the Session. The Clerk shall annually submit the minutes to the stated clerk of the Presbytery of Seattle. The Clerk shall perform such other and further duties as are directed by the Session or moderator. The Clerk need not be a member of the Session but shall in all cases be an ordained elder. The Clerk shall serve as secretary at meetings of the Congregation.

(2) The minutes of meetings of the Congregation recorded by the Clerk shall be attested by the moderator and the Clerk, and recorded in the minute book of the Session. If the Clerk is not present or is unable to serve at any meeting, the Congregation shall appoint a secretary for the meeting.

#### XV. Amendments

These bylaws may be amended by the Session or the Congregation, in each case by the affirmative vote of two-thirds of the voters present, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting of the Session or the Congregation, as applicable, at which the changes are voted upon.

## EXHIBIT B



### Session Recommendation to the Congregation Regarding Denominational Affiliation

#### Frequently Asked Questions

November 5, 2015

**1) What is the Presbyterian Church (USA) and what is the Seattle Presbytery?**

The Presbyterian Church (USA) ("PCUSA"), formed in 1983, is one of many Presbyterian denominations throughout the United States. Its four governing bodies are General Assembly (national), Synod (regional), Presbytery (district), and Session (church.) Seattle First Presbyterian Church (SFPC) is one of about 50 churches in Seattle Presbytery. For more information, go to [www.pcusa.org](http://www.pcusa.org) and [www.seattlepresbytery.org](http://www.seattlepresbytery.org)

**2) Why is Session recommending that Seattle First disaffiliate (leave) from PCUSA and seek to affiliate with the Evangelical Covenant Order of Presbyterians (ECO)?**

There are several reasons for Seattle First to leave PCUSA and join ECO. These include fundamental differences concerning: Biblical and theological foundations, government, and property.

**Biblical and Theological Foundation:** As a community of faith, our identity and mission are rooted in the Scripture as God's authoritative Word, historic Reformed theology, and the unique saving work of Jesus Christ. In recent years, we believe that PCUSA has departed from these values we once shared. We seek to affiliate with a denomination that continues to share these values, build on the foundation of God's Word, building flourishing churches on the central mission of making disciples of Jesus Christ. Of the several Reformed Presbyterian denominations that share these values, ECO is good denominational fit.

**Polity (government):** PCUSA's polity, or system of government, though representative, is also hierarchical, which has, in our experience, allowed for misuse of authority and power with little to no recourse on the part of local congregations. This hierarchical structure has impeded our ability to carry out our mission. We seek a denomination in which there is order and accountability, but arising primarily through relationships in covenant community in a way that fits SFPC's relational identity. ECO and other less hierarchical denominations are more flexible and entrepreneurial, focused on equipping, supporting, and encouraging congregations for ministry.

**Property Ownership:**

PCUSA claims a trust interest in all church property. In contrast, some other Reformed Presbyterian denominations, including ECO, assert no interest in church property. Session believes it is in the best interest to affiliate with a denomination that provides local congregations the flexibility to steward the congregation's resources as it feels led.

In 1981, the Session of SFPC counseled UPCUSA (the predecessor to PCUSA) through our Presbytery that "unity in the Church" should never be based upon power or control of property, but instead should be based upon "Ecclesiastical and Spiritual Alignment." What our church communicated to Presbytery in 1981 still holds today. We seek a denomination where union is based upon ecclesiastical and spiritual alignment, and property is owned and controlled by the local congregation.

The differences in these areas between Seattle Presbytery and SFPC have contributed to a deteriorating relationship between the Session and the Presbytery, and these differences have significantly detracted from our ability to fulfill our mission of making disciples of Jesus Christ.

**3) What are the sources of unresolved tension with Seattle Presbytery?**

Last year, Presbytery's Committee on Ministry (COM) stopped the planned coming together of SFPC with A Seattle Church, and the process that followed resulted in unresolved conflict and broken relationships. Session's repeated requests for pursuing reconciliation with Presbytery since then have not been accepted. Unspecified allegations regarding SFPC, to which SFPC has had no opportunity to respond, have increased the tension. In addition, control over SFPC's property and property development resources and plans continue to be a source of unresolved tension with Presbytery leaders.

**4) Why does Session recommend disaffiliation now?**

The direction of our denomination has been an ongoing and increasing concern. The tipping point, however, has been the ways in which these larger concerns have more particularly shown themselves in relationship with our Presbytery. The tensions have gone unresolved for so long that an unhealthy relationship with Presbytery has made it unworkable for the Session to effectively lead the congregation in fulfilling its mission. Session believes that it is not viable to continue in our current context, and in order to restore our focus on building a flourishing church, it is time to move to a new denomination that fits SFPC.

**5) Why would Session prefer not to use Presbytery's "Communal Discernment and Gracious Separation Policy" in leaving PCUSA?**

In deciding which process would be in our church's best interest, Session consulted with ecclesiastical and legal scholars, and spoke with PCUSA churches around the country to hear their experiences. Based upon our findings, given our particular circumstances, we believe disaffiliation is in the best interest of our congregation.

Once Session decided to disaffiliate from PCUSA, and seek affiliation with ECO, to consider what was in our congregation's best interest, we investigated our two available options for doing so:

- Dismissal - an ecclesiastical term found in the Book of Order. Presbyteries have been advised by PCUSA to create a policy defining its process for dismissing a member church. Our own Presbytery's name for its dismissal policy is, "Communal Discernment and Gracious Separation Policy." To date, six churches have used the process to be dismissed from Seattle Presbytery.
- Disaffiliation - an act in which a congregation exercises its First Amendment right of association to unilaterally terminate its voluntary association with a denomination.

In deciding which process would be in our church's best interest, Session consulted with ecclesiastical and legal experts, and spoke with PCUSA churches around the country to hear their experiences. Based upon our findings, disaffiliation is clearly the only viable option in the best interest of our congregation.

**6) How is Session recommending that SFPC leave PCUSA?**

Given that Session does not believe that "dismissal" is in the best interest of SFPC, Session recommends that the congregation vote to disaffiliate from the PCUSA and seek to affiliate with Reformed Presbyterian denomination that fits. Other churches around the country have increasingly chosen this option, and the Session believes it is the best way for SFPC to move from the PCUSA and seek affiliation with ECO.

**7) What will Presbytery's response be if the congregation votes to disaffiliate?**

Like other Presbyteries, Seattle Presbytery will contend that, according to the PCUSA Book of Order, only Presbytery has the power to dismiss a congregation, and that disaffiliation is not proper business for a congregational meeting. However, the First Amendment of the U.S. constitution protects the right to voluntarily associate or disassociate, which many other PCUSA churches seeking to leave the denomination have successfully exercised.

In addition, the Seattle Presbytery will likely form an Administrative Commission to try to stop SFPC's disaffiliation from PCUSA and stop its possible affiliation with ECO. If this happens, the Session, with the help of its ecclesiastical and legal advisors, will consider how best to respond.

- 8) **What will ECO's response be to disaffiliation if and when Session seeks to be received by ECO?** ECO typically receives congregations that seek dismissal from PCUSA through the Presbytery's Gracious Dismissal Process. In the ECO Presbytery to which we would apply, no churches have yet been received through disaffiliation. According to the leadership of this ECO Presbytery, it would require extraordinary circumstances for a congregation to be received by disaffiliation, and the congregation would have to make a compelling case that the Presbytery's dismissal process is not, or would not, be just and fair. If the congregation votes to disaffiliate, Session is prepared, with the help of its ecclesiastical and legal advisors, to try to make this case.
- 9) **What if Seattle First votes to disaffiliate but is not received by ECO?** Seattle First will seek a Reformed Presbyterian denominational home that fits and that welcomes churches that have not gone through a Presbytery's dismissal process. There are several options, and Session will explore them with the congregation.
- 10) **How will the vote be taken?**

On Thursday, November 5, 2015, a packet of materials will be sent to members of SFPC, in keeping with the 10-day notice required by SFPC Congregational Bylaws. The materials will include a notice letter from Session, this set of Frequently Asked Questions, and a form of ballot for reference. Voter registration will take place on Sunday morning before the vote, and voting will be done by written ballot.
- 11) **Are proxy votes allowable?**

According to the Book of Order, those who are present may vote. According to Washington State Law, those who are "present" include those who vote by proxy. Given the size of our congregation and the number of members with an interest in this decision who might be away from town on the day of the vote, Session believes that it is in the best interest of the congregation to allow for voting by proxy. Our goal is for every member's voice to be heard through this vote, and we encourage every member who is in town on the day of the vote to attend worship and the two sequential meetings following.
- 12) **Will there be a meeting of the Corporation?**

SFPC was incorporated as a Washington nonprofit corporation in 1874, and all SFPC physical assets (i.e. property) are owned by and under the control of the Corporation. All active members of the congregation are members of the Corporation and may vote on any actions it brings. The actions related to the Corporation are included in the materials to be mailed to members.

**13) What action did Session recently take related to the SFPC Corporation?**

As provided in the original SFPC Corporation Articles of Incorporation, SFPC operated for more than 125 years with a Board of Trustees governing the Corporation as to SFPC property and other corporate matters, while a separate SFPC Session governed the congregation on ecclesiastical matters. In 2004, for administrative convenience, the Session began to also function as the Board, and a single set of Bylaws governed both SFPC as a corporation and as a church.

However, the Session recently voted to reestablish the Board as a body separate from the Session. In connection with that decision, SFPC adopted separate Corporate Bylaws governing the Board and Congregational Bylaws governing the Session. As a result, Session ensured that the Corporation's governance reflected that the SFPC Board governs the corporation and its property, while the SFPC Session governs the church in ecclesiastical matters.

**14) Why will there be a meeting of the congregation separate from a meeting of the Corporation?**

The vote to disaffiliate from PCUSA is a vote of the congregation as an ecclesiastical body. The vote to ratify the Corporation's Corporate Bylaws and to amend the Articles of Incorporation is a vote of the corporation of which all SFPC active members are also members.

**15) Has Presbytery been informed of these changes to the Bylaws and Articles of Incorporation, as well as the recommendation to the congregation for disaffiliation?**

Yes.

**16) Has the Session/Corporation sought legal counsel on these matters?**

Yes. To protect the congregation and Corporation from any potential actions against it, Session has retained Lane Powell, a local law firm.

**17) If the congregation proceeds with disaffiliation, does the Session/Corporation expect any adverse response from Presbytery?**

This is likely. However, we are presently preparing to seek a gracious way forward that, given the particular circumstances of our situation, will work for both Seattle First and Seattle Presbytery. With the help of our advisory team, the Session and Board feel confident that we can negotiate, as necessary, with Presbytery, as needed, in keeping with the Biblical mandate to settle any matters we might have with one another rather than going to court.

**18) If the congregation disaffiliates, what will change?**

The Session will apply to become a member church of ECO, and the pastors will make application to be member ministers of ECO. If SFPC is accepted into ECO, then the congregation will become part of an ECO presbytery and begin its future as an ECO church. From a day-to-day perspective, SFPC will continue to worship, grow and serve with an unfettered focus on sharing the gospel of Jesus Christ.

**19) If the congregation disaffiliates, what will stay the same?**

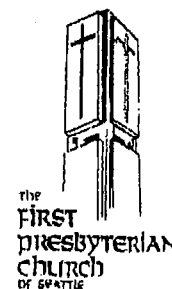
We will continue to seek, by God's grace, to glorify God in Seattle by making disciples of Jesus Christ who love God, one another and their neighbors. And, we will, as our covenant calls us, by God's grace, regularly worship, grow, serve and give. By God's grace, through humble faithful disciples, we expect to bear even more fruit for the Kingdom.



Exhibit C

THE FIRST PRESBYTERIAN CHURCH OF SEATTLE

FORM OF BALLOT  
SPECIAL MEETING OF CONGREGATION



This Ballot is made available by the Session of The First Presbyterian Church of Seattle as an ecclesiastical body (the "**Church**") regarding member voting at the Special Meeting of Members of the Church Congregation to be held on November 15, 2015 (the "**Special Meeting**") immediately following the corporate meeting after the 10:30 a.m. worship service in the Church sanctuary, located at 1013 8th Avenue, Seattle, Washington 98104, or any adjournments or postponements thereof.

As an active member of the Church congregation, I hereby vote as follows:

1. Ratification of Congregational Bylaws:

APPROVE    REJECT    ABSTAIN

Recommendation of Church Session. The Session recommends a vote to **APPROVE** ratification of the Congregational Bylaws.

2. Should the Church disaffiliate from the Presbyterian denomination Presbyterian Church (U.S.A.) ("**PCUSA**") and seek to affiliate with the Reformed Presbyterian denomination A Covenant order of Evangelical Presbyterians ("**ECO**")?

YES    NO    ABSTAIN

Recommendation of Church Session. The Session recommends a **YES** vote.

I hereby certify that I am an active member of the Congregation as that term is defined or used in the PCUSA Book of Order. I acknowledge receipt of the notice of the Special Meeting and this Ballot.

\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Signature)

Dated: November \_\_\_\_, 2015

# **EXHIBIT C**

**THE FIRST PRESBYTERIAN CHURCH OF SEATTLE  
A WASHINGTON NONPROFIT CORPORATION**

**NOTICE OF SPECIAL MEETING OF MEMBERS**

**TO BE HELD NOVEMBER 15, 2015**

TO THE MEMBERS OF THE FIRST PRESBYTERIAN CHURCH OF SEATTLE, A WASHINGTON NONPROFIT CORPORATION:

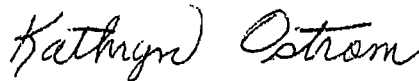
Notice is hereby given that a Special Meeting of the Members of The First Presbyterian Church of Seattle, a Washington nonprofit corporation (the "*Corporation*"), will be held at the offices of the Corporation located at 1013 8th Avenue, Seattle, Washington 98104, on Sunday, November 15, 2015, immediately following the conclusion of the 10:30 a.m. worship service, for the following purposes:

1. To ratify the adoption of the Bylaws of the Corporation; and
2. To approve amendments to the Corporation's Restated Articles of Incorporation, with such action to be effective if and when the congregation of First Presbyterian Church of Seattle determines to disaffiliate from Presbyterian Church, U.S.A.

Members of record at the close of business on November 3, 2015 are entitled to notice of, and to vote at, the Special Meeting or any postponement or adjournment.

Your vote is important. To vote, please attend the Special Meeting and vote in person. Alternatively, proxies may be available upon request. Please contact Secretary/Treasurer George Norris for more information regarding proxies.

By Order of the Board of Trustees of The First  
Presbyterian Church of Seattle:



Kathryn Ostrom, President

November 5, 2015

## MEMBER INFORMATION

### I. MATTERS SUBMITTED FOR A MEMBER VOTE

The following matters will be submitted to the members of The First Presbyterian Church of Seattle, a Washington nonprofit corporation (the "*Corporation*") for a vote at the Special Meeting to be held November 15, 2015:

#### A. Ratification of Corporate Bylaws

*Description.* On October 27, 2015, the Session of The First Presbyterian Church of Seattle, acting as the Board of Trustees of the Corporation, adopted the Corporate Bylaws attached as Exhibit A (the "*Corporate Bylaws*") and reestablished the Board of Trustees (the "*Board*"), as a body separate from the Session, to govern the Corporation for all civil purposes. Ratification of the Corporate Bylaws is intended to facilitate best practices in corporate governance and consistency with the Corporation's historical governance structure, which included a Board separate from the Session of The First Presbyterian Church of Seattle as an ecclesiastical body (the "*Church*") for 130 years from 1874 to 2004. In 2004, the obligations of the Board were folded into the obligations of the Session for administrative convenience. The Corporate Bylaws govern the Corporation and contain customary provisions regarding the roles, responsibilities and protections of the Board and Officers of the Corporation, as well as provisions relating to the conduct of meetings of its Members.

*Vote Required.* Ratification of the Corporate Bylaws requires that the number of votes cast for ratification exceed the number of votes cast against ratification. Abstentions will be counted for purposes of determining whether a quorum exists, but will not be counted and will have no effect on the determination of whether the number of votes cast for ratification exceeds the number of votes cast against ratification.

*Recommendation of Board of Trustees.* The Board of Trustees recommends a vote **FOR** ratification of the Corporate Bylaws.

#### B. Adoption of the proposed Amendments to the Corporation's Restated Articles of Incorporation

*Description.* On October 27, 2015, the Session of the Church voted unanimously to recommend that the congregation of the Church (the "*Congregation*") disaffiliate from the Presbyterian Church U.S.A. ("*PCUSA*") and seek affiliation with the Presbyterian denomination The Evangelical Covenant Order of Presbyterians ("*ECO*"). The proposed Amendments to the Restated Articles of Incorporation attached as Exhibit B (the "*Amendments*") remove any reference to PCUSA from the Corporation's Articles of Incorporation. The Amendments also add customary language regarding the limitation of personal liability of members of the Board. For convenience, the Amendments attached as Exhibit B are marked against the current text of the Restated Articles of Incorporation, allowing easy review of the proposed changes. If approved, the

Amendments would only become effective if and when the congregation of the Church approves the Session's recommendation to disaffiliate from PCUSA.

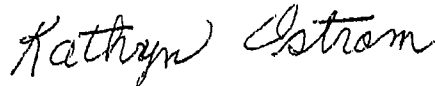
*Vote Required.* Under Washington law, approval of the proposed Amendments requires the approval of two-thirds of the members present at a meeting in which there is a quorum of members. Abstentions will be counted for purposes of determining whether a quorum exists, and any abstentions will have the effect of a vote against the proposal.

*Recommendation of Board of Trustees.* The Board of Trustees recommends a vote **FOR** the adoption of the proposed Amendments.

## **II. Other Business**

While the notice of this Special Meeting provides for the transaction of other business that properly comes before the meeting, the Board of Trustees has no knowledge of any other matters to be presented to the Members at the meeting.

Respectfully submitted,



Kathryn Ostrom  
President

DATED: November 5, 2015

### **Enclosures**

Exhibit A – Corporate Bylaws

Exhibit B – Proposed Amendments to Restated Articles of Incorporation

Exhibit C – Form of Ballot

**Exhibit A**  
**Corporate Bylaws**  
**SPECIAL MEETING OF MEMBERS**

**CORPORATE BYLAWS**  
**OF**  
**THE FIRST PRESBYTERIAN CHURCH OF SEATTLE**

**I. Formation and Governance**

In accordance with the laws of the state of Washington, the members of the Congregation caused the formation of the First Presbyterian Church of Seattle, as a church and as a corporation, in 1874. Consistent with the laws of this state, both congregational and corporate business may be conducted in separate sessions at a joint meeting of the Congregation and the Corporation. References in these bylaws to the "Congregation" refer to the admitted members of the First Presbyterian Church of Seattle, a religious assembly governed by the *Constitution of the Presbyterian Church (U.S.A.)*. References in these bylaws to the "Corporation" refer to the First Presbyterian Church of Seattle, a Washington nonprofit corporation, governed by the Washington Nonprofit Corporation Act, RCW 24.03 et. seq (the "Act"). Guidance for the conduct of the business of the Congregation is contained in the Congregational Bylaws of the First Presbyterian Church of Seattle, as in effect from time to time. These Corporate Bylaws provide guidance for the conduct of the business of the Corporation. Any matter of Corporate governance not addressed by these Corporate Bylaws shall be governed by the *Restated Articles of Incorporation* of the Corporation and by the provisions of the Act.

**II. Membership**

Active members of the Congregation shall automatically be deemed to be and be admitted as members of the Corporation.

**III. Offices and Records**

(1) **Offices.** The address of the registered office of the Corporation in the State of Washington shall be at 1013 8<sup>th</sup> Avenue, Seattle, Washington 98104. The Corporation may have other offices, both within and without the State of Washington, as the Board of Trustees of the Corporation (the "Board") from time to time shall determine or the business of the Corporation may require.

(2) **Books and Records.** Any records maintained by the Corporation in the regular course of its business, including its membership ledger, books of account, and minute books, may be maintained on any information storage device or method; *provided that* the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

#### IV. Meetings of the Members

(1) **Annual Meeting.** The annual meeting of the members for the election of Trustees and for the transaction of such other business as may properly come before the meeting shall be held at such date, time, and place as shall be determined by the Board and stated in the notice of the meeting.

(2) **Special Meeting.** Special meetings of the members for any purpose or purposes shall be called pursuant to a resolution approved by the Board and may not be called by any other person or persons. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

(3) **Adjournments.** Any meeting of the members, whether annual or special, may be adjourned from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If after the adjournment a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall fix a new record date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each member of record entitled to vote at the adjourned meeting as of the record date fixed for notice of the adjourned meeting.

(4) **Notice of Meetings.** Notice of the place, if any, date, hour, the record date for determining the members entitled to vote at the meeting (if such date is different from the record date for members entitled to notice of the meeting), and means of remote communication, if any, of every meeting of members shall be given by the Corporation not less than ten (10) days nor more than sixty (60) days before the meeting (unless a different time is specified by law) to every member entitled to vote at the meeting as of the record date for determining the members entitled to notice of the meeting. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called. Except as otherwise provided herein or required by applicable law, notice of meetings of the members shall be in writing and delivered personally or mailed to the members at their address appearing on the books of the Corporation. Without limiting the manner by which notice otherwise may be given effectively to members, notice of meetings may be given to members by means of public announcement at the church on two successive Sundays prior to such meeting or by means of electronic transmission in accordance with applicable law. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

(5) **List of Members.** The officer of the Corporation who has charge of the member ledger shall prepare a complete list of members entitled to vote at any meeting of members (provided,

however, if the record date for determining the members entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the members entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, and showing the address of each member. Such list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours at the principal place of business of the Corporation for a period of at least ten (10) days prior to the meeting. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting the whole time thereof and may be inspected by any member who is present. If the meeting is held solely by means of remote communication, the list shall also be open for inspection by any member during the whole time of the meeting as provided by applicable law. Except as provided by applicable law, the member ledger of the Corporation shall be the only evidence as to who are the members entitled to examine the member ledger and the list of members or to vote in person or by proxy at any meeting of members.

**(6) Quorum.** Unless otherwise required by law, the Corporation's Articles of Incorporation (the "Articles of Incorporation") or these Bylaws, at each meeting of the members, one tenth (1/10) of the members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, in the manner provided in Article IV Section (3), until a quorum shall be present or represented. A quorum, once established, shall not be broken by the subsequent withdrawal of enough votes to leave less than a quorum. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

**(7) Conduct of Meetings.** The Board of Trustees may adopt by resolution such rules and regulations for the conduct of the meetings of the members as it shall deem appropriate. At every meeting of the members, the President, or, in his or her absence or inability to act, the person whom the President shall appoint, shall act as chairman of, and preside at, the meeting. The chairman of the meeting shall appoint a secretary of the meeting, who shall keep the minutes thereof. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the chairman of any meeting of the members shall have the right and authority to prescribe such rules, regulations, and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board or prescribed by the chairman of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) the determination of when the polls shall open and close for any given matter to be voted on at the meeting; (c) rules and procedures for maintaining order at the meeting and the safety of those present; (d) limitations on attendance at or participation in the meeting to members of the Corporation, their duly authorized and constituted proxies, or such other persons as the chairman of the meeting shall determine; (e) restrictions on entry to the meeting after the time fixed for commencement thereof; and (f) limitations on the time allotted to questions or comments by participants.

**(8) Voting; Proxies.** Unless otherwise required by law or the Articles of Incorporation, the election of Trustees shall be decided by a plurality of the votes cast at a meeting of the members



by the members entitled to vote in that election. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any matter, other than the election of Trustees, brought before any meeting of the members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. Each member entitled to vote at a meeting of members or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such member by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of members need not be by written ballot.

**(9) Inspectors at Meetings of Members.** The Board of Trustees, in advance of any meeting of the members, may, and shall if required by law, appoint one or more inspectors, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall (a) determine the number of members represented at the meeting, the existence of a quorum, and the validity of proxies and ballots, (b) count all votes and ballots, (c) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (d) certify their determination of the number of members represented at the meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board of Trustees, the date and time of the opening and the closing of the polls for each matter upon which the members will vote at a meeting shall be announced at the meeting. In determining the validity and counting of proxies and ballots cast at any meeting of members, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as an inspector at such election.

**(11) Action without Meeting.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on such action consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the members in accordance with applicable law.

**(12) Fixing the Record Date.** In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Trustees may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Trustees, and which record date shall not be more than sixty (60) nor fewer than ten (10) days before the date of such meeting. If the

Board of Trustees so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board of Trustees determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Trustees, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; *provided, however*, that the Board of Trustees may fix a new record date for the determination of members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

In order that the Corporation may determine the members entitled to consent to corporate action in writing without a meeting, the Board of Trustees may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Trustees, and which record date shall be not more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Trustees. If no record date has been fixed by the Board of Trustees, the record date for determining members entitled to consent to corporate action in writing without a meeting (i) when no prior action by the Board of Trustees is required by law, the record date for such purpose shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery (by hand, or by certified or registered mail, return receipt requested) to the Corporation's registered office in the State of Washington, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded; and (ii) if prior action by the Board of Trustees was required by law, the record date for such purpose shall be at the close of business on the day on which the Board of Trustees adopts the resolution taking such prior action.

## V. Board of Trustees

**(1) General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees. The Board of Trustees may adopt such rules and procedures, not inconsistent with the Articles of Incorporation, these Bylaws or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

**(2) Number; Term of Office.** The Board of Trustees shall consist of nine (9) members, divided into three (3) classes. One class shall be elected each year at the Annual Meeting of Members. Each Trustee so elected shall serve a three-year term and shall serve until such Trustee's successors are elected and qualified or until the Trustee's earlier death, resignation, disqualification, or removal.

**(3) Vacancies.** Any vacancies occurring in the Board of Trustees shall be filled solely by the affirmative votes of a majority of the remaining members of the Board of Trustees, even if less than a quorum. A Trustee so appointed shall hold office until the earlier of the expiration of the

term of office of the Trustee he or she has replaced, a successor is duly elected and qualified, or the earlier of such Trustee's death, resignation, or removal.

**(4) Resignation.** A Trustee may resign at any time by notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

**(5) Regular Meetings.** Regular meetings of the Board of Trustees may be held without notice at such times and at such places as may be determined from time to time by the Board of Trustees.

**(6) Special Meetings.** Special meetings of the Board of Trustees may be held at such times and at such places as may be determined by the President on at least twenty-four (24) hours' notice to each Trustee given by one of the means specified in Article V Section (9) hereof other than by mail, or on at least three (3) days' notice if given by mail.

**(7) Telephone Meetings.** Board of Trustees, or Board of Trustees committee meetings, may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a Trustee in a meeting pursuant to this Article V Section (7) shall constitute presence in person at such meeting.

**(8) Adjourned Meetings.** A majority of the Trustees present at any meeting of the Board of Trustees, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board of Trustees shall be given to each Trustee, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Article V Section (9) hereof other than by mail, or at least three (3) days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**(9) Notices.** Subject to Article V Sections (3), (8), and (10) hereof, whenever notice is required to be given to any Trustee by applicable law, the Articles of Incorporation, or these Bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such Trustee at such Trustee's address as it appears on the records of the Corporation, facsimile, e-mail or by other means of electronic transmission at an address provided by the Trustee for such purpose.

**(10) Waiver of Notice.** Whenever the giving of any notice to Trustees is required by applicable law, the Articles of Incorporation or these Bylaws, a waiver thereof, given by the Trustee entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Trustee at a meeting shall constitute a waiver of notice of such meeting except when the Trustee attends the meeting for the express purpose of objecting, at the meeting, to the transaction of any business that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board of Trustees or committee meeting need be specified in any waiver of notice.

**(11) Organization.** At each meeting of the Board of Trustees, the President or, in his or her absence, another Trustee selected by the Board of Trustees shall preside. The Secretary shall act as secretary at each meeting of the Board of Trustees. If the Secretary is absent from any meeting of the Board of Trustees, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Secretary and all assistant secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

**(12) Quorum of Trustees.** The presence of a majority of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

**(13) Action by Majority Vote.** Except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or applicable law, the vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

**(14) Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if all Trustees or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board of Trustees or committee in accordance with applicable law.

**(15) Committees of the Board of Trustees.** The Board of Trustees may designate one or more committees, each committee to consist of one or more of the Trustees of the Corporation. Unless the Board of Trustees provides otherwise, at all meetings of such committee, a majority of the then-authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board of Trustees provides otherwise, each committee designated by the Board of Trustees may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures, each committee shall conduct its business in the same manner as the Board of Trustees conducts its business pursuant to this Article V.

## VI. Officers

**(1) Positions and Appointment.** The officers of the Corporation shall be appointed annually by the Board of Trustees and shall include a President, a Treasurer, and a Secretary. The Board of Trustees, in its discretion, may also appoint a chairman (who must be a Trustee), one or more vice chairmen (who must be Trustees), and one or more vice presidents, assistant treasurers, assistant secretaries, and other officers. Any individual may be appointed to and may hold more than one office of the Corporation, provided, however, that the offices of President and Secretary may not be held by the same person.

**(2) Term.** Each officer of the Corporation shall hold office until such officer's successor is appointed and qualified or until such officer's earlier death, resignation, or removal. Any officer appointed by the Board of Trustees may be removed by the Board of Trustees at any time with or

without cause by the majority vote of the members of the Board of Trustees then in office. The removal of an officer shall be without prejudice to his or her contract rights, if any. The appointment of an officer shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice of his or her resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board of Trustees.

**(3) President.** The President shall have general supervision over the business of the Corporation and other duties incident to the office of President, and any other duties as may be from time to time assigned to the President by the Board of Trustees and subject to the control of the Board of Trustees in each case. The President shall sign all deeds, mortgages, and other contracts or instruments usually required to be signed by officers of the Corporation, and may delegate signing authority for standard contracts and leases up to \$10,000, as approved by the Board of Trustees.

**(4) Vice Presidents.** Any Vice President shall have such powers and perform such duties as may be assigned to him or her from time to time by the chairman of the Board of Trustees, if any, or the President.

**(5) Secretary.** The Secretary shall attend all meetings of the Board of Trustees and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and meetings of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or the President. The Secretary shall keep in safe custody any seal of the Corporation and shall have authority to affix the seal to all documents requiring it and attest to the same.

**(6) Treasurer.** The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board of Trustees, and shall keep full and accurate amounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Trustees, at the regular meetings of the Board of Trustees, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for true and accurate books of account, which shall be audited no less than every three years, with financial review of statements in non-audited years.

**(7) Duties of Officers may be Delegated.** In case any officer is absent, or for any other reason that the Board of Trustees may deem sufficient, the President or the Board of Trustees may delegate for the time being the powers or duties of such officer to any other officer to any Trustee.

## VII. Indemnification

The corporation shall indemnify its trustees and officers to the fullest extent not prohibited by law now or hereafter in force, without regard to the limitations set forth in RCW 23B.08.510 through 23B.08.550, provided that no such indemnity shall indemnify any trustees or officers from or on account of: (a) acts or omissions of the director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the trustee or officer finally adjudged to be in violation of RCW 23B.08.310; or (c) any transaction with respect to which it was finally adjudged that such trustee or officer personally received a benefit in money, property, or services to which the individually was not legally entitled.

The right to indemnification conferred by this Article VII includes the right to the advancement of expenses incurred in defending any proceeding pursuant to such procedures as the Board of Trustees may reasonably require.

No amendment or repeal of this Article VII shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

## VIII. General Provisions

(1) **Seal.** The Seal of the Corporation shall be in such form as shall be approved by the Board of Trustees. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board of Trustees.

(2) **Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on December 31.

(3) **Checks, Notes, Drafts, Etc.** All checks, notes, drafts, or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officer, officers, person, or persons as from time to time may be designated by the Board of Trustees or by an officer or officers authorized by the Board of Trustees to make such designation.

(4) **Conflicts with Applicable Law or Articles of Incorporation.** These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

## VIII. Amendments

These Bylaws may be amended, altered, changed, adopted and repealed or new Bylaws adopted by the Board of Trustees. The members may make additional Bylaws and may alter and repeal any such Bylaws whether such Bylaws were originally adopted by them or otherwise.

Exhibit B

PROPOSED AMENDMENTS  
TO  
RESTATED ARTICLES OF INCORPORATION  
OF THE  
FIRST PRESBYTERIAN CHURCH OF SEATTLE

KNOW ALL MEN BY THESE PRESENTS:

That we, Theodore Crowl, Samuel Kenney, E. Calvert, Jane Y. Calvert, Lavinia D. Emery, Ann Jameson, Clara McCarty, Clara Whitworth, R. J. McCarty, Louisa C. Calvert, Sarah Johnstone, Jessie Kenney, and Charles D. Emery have associated ourselves together to form a body politic and corporate, under the provisions of the Act of the Legislature of the Territory of Washington, entitled "An Act to provide for the formation of corporations" approved the 2<sup>nd</sup> day of December A.D. 1869 (now Ch. 24.03 RCW, the Washington Nonprofit Corporation Act).

The corporate name of the said association shall be "The First Presbyterian Church of Seattle" and the location and chief place of business shall be at the City of Seattle in the County of King and Territory (now State) of Washington.

The objects and purposes of the said association shall be to promote the worship of Almighty God and the belief in the extension of the Christian Religion, ~~under the Form of Government and discipline of "The Presbyterian Church (U.S.A.)".~~

All persons who have made a profession of faith in Jesus Christ as Savior and acceptance of His Lordship in all of life, who have been baptized, who participate in the fellowship of the Lord's Supper, who have been received into the membership of the church, who promise to be active in the church's work and worship, and to support the work of the church according to their ability through the giving of money, time, and talents, shall be considered "members of the congregation" and as such entitled to participate in the election of session, deacons, trustees, and other temporal affairs of the same. All persons who shall heretofore have been or who hereafter may be, by the Session of the Congregation received and admitted upon confession of their faith, reaffirmation of faith, or transfer of letter from other churches shall be "members" of the church ~~and as such, entitled to all the privileges conferred by the form of Governemnt of "The Presbyterian Church (U.S.A.)".~~

The officers of the said church shall consist of a Minister or Ministers, Elders, Deacons and of a Board of Trustees with such subordinate officers as may from time to time be deemed necessary.

The Minister or Ministers, Elders and Deacons shall be called and chosen by the members of this church under the regulations prescribed ~~by the form of Government aforesaid~~ in the bylaws. The Board of Trustees shall be chosen by the members of the church and of the

congregation at an annual meeting called for that purpose, and shall hold office for a term of three years. For purpose of organization, Samuel Kenney shall be a trustee for a term of one year, Henry L. Blanchard, for two years, and Ephiam Calvert, for three years; and thereafter on the date of the annual meeting, one trustee shall be chosen to hold office for three years. The Board of Trustees shall organize by selecting from their number a President, a Secretary, and a Treasurer, and shall have charge and control of the property and temporal affairs of the church. Each of said Trustees shall hold his office until his successor shall be duly chosen. Elections for trustees shall be at the said annual meeting.

A trustee shall have no liability to the corporation or its members for monetary damages for conduct as a trustee, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law by the trustee, or for conduct violating RCW 23B.08.310, or for any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act (the "Act") is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors of a nonprofit corporation, then the liability of a trustee shall be eliminated or limited to the full extent permitted as so amended. Any repeal or modification of this paragraph shall not adversely affect any right or protection of a trustee existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.



**Exhibit C**  
**FORM OF BALLOT**  
**SPECIAL MEETING OF MEMBERS**

This Ballot is made available by the Board of Trustees of The First Presbyterian Church of Seattle, a Washington nonprofit corporation (the "*Corporation*"), regarding member voting at the Special Meeting of Members to be held on November 15, 2015 (the "*Special Meeting*") immediately following the 10:30 a.m. worship service at the offices of the Corporation, located at 1013 8th Avenue, Seattle, Washington 98104, or any adjournments or postponements thereof.

As a member of the Corporation, I hereby vote as follows:

**1. Ratification of Corporate Bylaws:**

**APPROVE**    **REJECT**    **ABSTAIN**

*Recommendation of Board of Trustees.* The Board of Trustees recommends a vote to **APPROVE** ratification of the Corporate Bylaws.

**2. Approval of amendments to the Corporation's Restated Articles of Incorporation, with such amendments to be effective if and when the congregation of The First Presbyterian Church of Seattle as an ecclesiastical body approves disaffiliation from Presbyterian Church (U.S.A.):**

**APPROVE**    **REJECT**    **ABSTAIN**

*Recommendation of Board of Trustees.* The Board of Trustees recommends a vote to **APPROVE** adoption of the amended Articles of Incorporation.

I hereby certify that I am a member of the Corporation. I acknowledge receipt of the notice of the Special Meeting and this Ballot.

\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Signature)

Dated: November \_\_\_\_\_, 2015