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Draft of Proposed Action to be taken by Presbytery of Seattle on November 17, 2015
Administrative Commission

Background

On July 21, 2015, Seattle Presbytery (the presbytery) authorized its moderator to name a Committee for Special Administrative Review (CSAR) “to review allegations and concerns raised regarding Seattle First Presbyterian Church, including the work of COM in relationship to Seattle First Presbyterian Church,” and to report to the presbytery any recommendations from that review [G-3.0108b]. However, during the work of the CSAR, new allegations were made by session elders of First Presbyterian Church of Seattle (FPCS) that were, to members of CSAR, beyond the scope of their charge.

Allegations Against the FPCS Session

The allegations below represent a small sample of those that the presbytery received before October 30, 2015 from elders on session. According to these allegations, the session of FPCS:

1. is unwilling to utilize the Communal Discernment and Gracious Separation policy approved by the presbytery;
2. is following a detailed strategy involving the establishment of a separate corporation and is planning to engage the presbytery in a long legal battle;
3. is contemplating the possible transfer of the congregation’s funds (restricted and otherwise) to this separate corporation or its lawyers;
4. is considering naming the current elders to a separate board of this corporation;
5. has held unauthorized meetings of the session with irregularities in proceedings, including failure to vote on duly moved and seconded motions;
6. has kept inaccurate record of actions taken and has restricted access to minutes [G-3.0107];
7. has given no opportunity or provision for dissent [G-3.0105b] and has isolated and intimidated elders who express their conscience [G-2.0105]; and
8. has not apprised the congregation about the matters stated above.

Admissions of the FPCS Session

In a letter dated October 30, 2015, in response to the presbytery’s request for records, the session of FPCS stated the following:

- A. “On Tuesday, October 27, 2015, the Session voted to reestablish the FPCS Board as a body separate from the Session. The FPCS Board is governed by the Corporation’s Articles of Incorporation and Corporate Bylaws, as well as the provisions of the Washington Nonprofit Corporation Act, and is not subject to the authority of the Presbytery of Seattle (‘Presbytery’) or the PCUSA Book of Order. Nevertheless, as an accommodation to the FPCS Session, the FPCS Board has authorized the Session to provide the following information to Presbytery: The Board held a meeting following the FPCS Session meeting on October 27, 2015.”
- B. “[A]ll assets of FPCS are owned by and under the control of the Corporation, and are therefore not subject to Presbytery authority. Nevertheless, as an accommodation to the FPCS Session, the FPCS Board has authorized the Session to provide a copy of the Corporation’s most recent financial statements.”
- C. “The Corporation transferred approximately \$420,000 into the trust account of law firm Lane Powell PC in October 2015.”

FPCS Congregational Meeting

On November 1, 2015, the co-pastors and five elders advised the congregation that there will be a meeting of the congregation and the corporation on November 15, 2015. According to their lawyers, the session on October 27, 2015, “adopted a resolution calling for the Church to disaffiliate from PCUSA (the ‘PCUSA Disaffiliation’) and to

seek affiliation with Evangelical Covenant Order ('ECO'), a Reformed Presbyterian denomination (the 'ECO Affiliation'). The Session has called a meeting of the Congregation, scheduled for November 15, 2015, to allow the Congregation to vote to approve or reject the PCUSA Disaffiliation and the ECO Affiliation (the 'Session Proposal'). The Board has called a meeting of the members of the Corporation, also scheduled for November 15, 2015, to allow members of the Corporation to vote to 1) ratify the adoption of the Corporate Bylaws; and 2) approve amendments to the Corporation's Articles of Incorporation, with those amendments being conditioned upon approval by the Congregation of the PCUSA Disaffiliation (collectively, the 'Board Proposals')."

The actions contemplated by the Session Proposal and the Board Proposals are not among the business proper to a congregational meeting [G-1.0503]. The presbytery alone has the power to dismiss congregations. [G-3.0301a]

Administrative Commission

These allegations, admissions, and events suggest that the session is affected with disorder [G-3.0109b(5)] and call into question its ability and willingness to exercise its authority and to manage wisely its affairs [G-3.0303e]. Therefore, Seattle Presbytery hereby appoints an Administrative Commission [G-3.0109b(5)] to work on the presbytery's behalf with the following purposes and authority:

- I. to reiterate the presbytery's invitation to the session of FPCS to enter into the presbytery's Communal Discernment and Gracious Separation policy and, if that invitation is accepted, to appoint the members of the Discernment Team;
- II. to require or request, have access to, receive, and review all documents of FPCS, including but not limited to business and financial records of the congregation and the corporation [G-3.0107, G-3.0108, G-3.0204];
- III. to ensure that the provisions of the Constitution are followed in the governance of FPCS, including but not limited to G-4.0101, G-4.0102, G-4.0202, and G-4.0204;
- IV. to direct that corrective action be taken if matters are determined to be out of compliance with the Constitution [G-3.0108c];
- V. to make provision for and to name a moderator [G-1.0504 and G-3.0201];
- VI. to call meetings of the congregation [G-1.0502] and the session [G-3.0203], if necessary, to transact business in accordance with the Book of Order;
- VII. if it becomes evident that the church is in "schism," to determine the "true church" within the Presbyterian Church (U.S.A.) in this matter [G-4.0207];
- VIII. to thoroughly investigate and provide a full opportunity for the session to be heard, and if it concludes that the session is unable or unwilling to manage wisely its affairs, to assume original jurisdiction with the full power of the session [G-3.0303e];
- IX. to consult with ruling elders and teaching elders, to provide written notice of disapproval, and, if the ruling or teaching elder persists in the work, to conclude that he or she has renounced the jurisdiction of the Presbyterian Church (U.S.A.) [G-2.0407; G-2.0509];
- X. if necessary, to dissolve pastoral relationships, both temporary and installed, fully observing the due process requirements of the Constitution [G-2.0901 ff.];
- XI. to consider the viability of the congregation and make recommendations to the presbytery in that regard;
- XII. to negotiate terms for the dismissal of the congregation if it becomes evident that a sufficient majority of the active membership desires to be dismissed to another Reformed body, utilizing the presbytery's Communal Discernment and Gracious Separation Policy;
- XIII. to safeguard all property of FPCS, which continues to be held in trust for the use and benefit of the Presbyterian Church (U.S.A.), and to determine the ownership of any FPCS property that has been transferred to third parties; and
- XIV. to seek relief in civil court, if necessary, and/or to respond to court actions instituted by others, to remedy any omission, error, or misdeed on the part of the session, the congregation, or the trustees (or any other entity that purports to act or have acted on behalf of FPCS).



BRUCE W. LEAVERTON
206.223.7389
leavertonb@lanepowell.com

November 2, 2015

**FOR SETTLEMENT AND
DISCUSSION PURPOSES ONLY:
RULE 408 COMMUNICATION**

VIA U.S. MAIL AND EMAIL

Robert B. Mitchell
K&L Gates LLP
925 Fourth Ave, Suite 2900
Seattle, WA 98104-1158

Email: rob.mitchell@klgates.com

Re: The First Presbyterian Church of Seattle

Dear Mr. Mitchell:

We are the attorneys for The First Presbyterian Church of Seattle, a Washington nonprofit corporation (the “**Corporation**”), and for the congregation (the “**Congregation**”) as an ecclesiastical body (the “**Church**”) and member of the Presbyterian Church (USA) denomination. We are writing to advise you and your client, the Seattle Presbytery, that earlier this week the Session voted to rescind in its entirety the existing Bylaws of FPCS and adopt separate Congregational Bylaws and Corporate Bylaws for the purpose of allowing the Church to continue to operate and be governed by the Session for all ecclesiastical purposes pursuant to the Congregational Bylaws and for the purpose of allowing the Corporation to continue to operate and be governed for all civil purposes by the Board pursuant to the Corporate Bylaws.

The Session also adopted a resolution calling for the Church to disaffiliate from PCUSA (the “PCUSA Disaffiliation”) and to seek affiliation with Evangelical Covenant Order (“ECO”), a Reformed Presbyterian denomination (the “ECO Affiliation”). The Session has called a meeting of the Congregation, scheduled for November 15, 2015, to allow the Congregation to vote to approve or reject the PCUSA Disaffiliation and the ECO Affiliation (the “Session Proposal”). The Board has called a meeting of the members of the Corporation, also scheduled for November 15, 2015, to allow members of the Corporation to vote to 1) ratify the adoption of the Corporate Bylaws; and 2) approve amendments to the Corporation’s

Robert B. Mitchell
November 2, 2015
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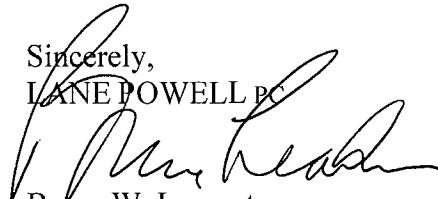
Articles of Incorporation, with those amendments being conditioned upon approval by the Congregation of the PCUSA Disaffiliation (collectively, the "**Board Proposals**").

Our clients have provided us with a copy of the enclosed email from Scott Lumsden, Executive Presbyter, which encloses copies of the Presbytery's Communal Discernment and Gracious Separation Policy and its Alternative Dispute Resolution policies. Neither of these Presbytery policies has been accepted or adopted by the Corporation or the Church. The Congregation's right to affiliate its Church with PCUSA or any other denomination is protected by the First Amendment to the U.S. Constitution and cannot be abridged by the Presbytery's unilateral adoption of policies it would prefer to govern and restrict the process of disaffiliation.

At this juncture, the Congregation has not yet voted on the issues which will be before it on November 15, 2015. Assuming the outcome of that vote is disaffiliation of the Church from PCUSA, we anticipate that your client and our clients will need to address various issues. As you are no doubt aware, disaffiliation issues have spilled into courts all over the country and generated substantial legal expense for all concerned parties.

We are writing to advise you and the Presbytery that should the Congregation vote to disaffiliate, our clients desire to avoid the expenses and delays of litigation over such issues and stand willing and able to meet and confer with the Presbytery to explore settlement alternatives.

Sincerely,
LANE POWELL PC



Bruce W. Leaverton

Enclosure
129422.0001/6476425.1

Craig, Angela

From: Leaverton, Bruce
Sent: Monday, November 02, 2015 11:11 AM
To: Craig, Angela
Subject: Communal Discernment and Gracious Separation Policy: ATTORNEY/CLIENT
 CONFIDENTIAL
Attachments: Gracious Separation (FINAL DRAFT_Nov2.2012).pdf; Alternative Dispute
 Resolution_SeaPres.pdf
Importance: High

From: Scott Lumsden [<mailto:scott.lumsden@seattlepresbytery.org>]
Sent: Saturday, October 24, 2015 6:25 PM
To: Schulz Jeffrey <jschulz@firstpres.org>; Ellen Schulz <eschulz@firstpres.org>
Cc: theostroms2@comcast.net; dmartin@martin-consulting.com; Elizabeth Cedergreen <slcedergreen@aol.com>; Mona
 Gacutan <monalisaga16@gmail.com>; lindsey.mcdowell@gmail.com; nathan.orona@microsoft.com; Neal Lampi
 <neal.lampi@gmail.com>; George Norris <georgednorris@live.com>
Subject: Communal Discernment and Gracious Separation Policy

Dear Jeff and Ellen,

You are in my prayers as you continue to discern how God is leading you and the congregation at Seattle First Presbyterian Church. I understand that while I was on sabbatical, the presbytery formed a Committee for Special Administrative Review to look into the work of SFPC and the relationship between SFPC and COM. I pray that work will provide insights for us all as we move forward.

I am reminded, however, that this is a season of turmoil for many in our denomination and for some in our presbytery. The presbytery has invested a lot of time in the Communal Discernment and Gracious Separation policy and has already used it with a number of our churches. Over the years, you've both expressed your desire to remain PCUSA, but I know that sometimes people and congregations change their minds.

If you and your session ever do get to the point of discerning whether or not to remain within the PCUSA, I want to make sure you have a copy of the Communal Discernment and Gracious Separation policy (adopted by the presbytery in November of 2012). It was written to update and embody the spirit of the Alternative Dispute Resolution policy that the presbytery adopted in 2007. The Communal Discernment policy outlines the way the presbytery discerns God's leading with the congregation, and when and if the time comes, how the presbytery then dismisses them to another reformed body.

The presbytery has followed this process now with six Seattle Presbytery churches, and I can vouch for the way⁶ that it honors our unity in Christ and our desire to build up the body of Christ, even in the midst of a potential change of denominational status.

In Christ,

Scott Lumsden

Executive Presbyter, Seattle Presbytery
scott@seattlepresbytery.org | 206.569.8510

1 **SEATTLE PRESBYTERY**

2
3 **COMMUNAL DISCERNMENT AND GRACIOUS SEPARATION POLICY**

4
5 **PREAMBLE**

6
7 The Seattle Presbytery is a faith community living and working under the lordship of Jesus
8 Christ. It is always our intention to live lives that glorify God, advance the work of the Kingdom
9 of God, and show forth God's love in how we honor and relate to one another. We recognize that
10 we have entered a season of church life when people of good faith disagree over significant
11 theological issues to the point that some feel the need to make new and different denominational
12 affiliations. Our first goal will be to find new ways of living and working together that make
13 disaffiliation unnecessary. But, because we are committed to upholding the peace, purity and
14 unity of the Church, this Presbytery desires to create a simple, gracious separation process for
15 those churches that feel led to separate from the Presbyterian Church (USA). This document
16 outlines the policy that will guide that process.

17
18 First, both the church and the Presbytery will enter into a communal discernment process that is
19 intended to create space to freely and gracefully discern God's direction for a particular
20 church. Both parties will be encouraged to identify and voice their concerns so that the session of
21 each congregation can make an informed and Spirit-led recommendation to the congregation and
22 to Seattle Presbytery. In the event that disaffiliation is chosen, this policy strives to provide
23 guidance for a separation process that is intended to be grace filled, loving and fair to both the
24 congregation and the presbytery.

25
26 **FOUNDATIONAL COMMITMENTS**

27
28 *Relationships and Unity*

29
30 We find our true identity in Christ and recognize that our relationships are a gift of grace through
31 Christ Jesus our Lord. Our unity is based on who and whose we are, not upon uniformity in our
32 thinking. Therefore, we have hope that we can live as brothers and sisters in Christ, the Body of
33 Christ, building up the Kingdom of God, regardless of our particular stand on any issue.

34
35 *"As a prisoner for the Lord, then, I urge you to live a life worthy of the calling you have received.*
36 *Be completely humble and gentle; be patient, bearing with one another in love. Make every effort*
37 *to keep the unity of the Spirit through the bond of peace. There is one body and one Spirit, just as*
38 *you were called to one hope when you were called ; one Lord, one faith, one baptism; one God*
39 *and Father of all, who is over all and through all and in all."* (Ephesians 4:1-5)

40
41 *Respect and Grace*

42
43 As a Presbytery, we acknowledge that we all are seeking to follow Christ and be faithful to the
44 Biblical witness and to our common Reformed heritage. We respect that everyone comes to a
45 dialogue over challenging issues with good faith, having done careful Biblical and theological
46 work, even when that work leads to different conclusions.

48 We recognize that all of our actions are a testimony of Christian faith to the Lord and to a
 49 watching world. We commit to strive to uphold one another, reciprocate grace and transparency
 50 with one another, respect one another, affirm freedom of conscience and Christ's calling in one
 51 another, and love one another as Christ has called us to do so. We strive to further the work of
 52 Christ and be the light of Christ in an increasingly dark world.

53

54 In all process steps, as well as in all decisions made concerning specific issues, the Seattle
 55 Presbytery will seek to be gracious with our churches, as well as to the communities surrounding
 56 the churches. As discernment progresses, mercy, compassion, edification, love and
 57 encouragement will be priorities over rules and regulations. Above all, we will remember that the
 58 Presbyterian Church (USA) and its institutions are instruments of mission, "not ends in
 59 themselves."

60

61 *"And the word of the LORD came again to Zechariah: "This is what the LORD Almighty says:
 62 'Administer true justice; show mercy and compassion to one another.'"* Zechariah 7:8-9

63

64 **Consistency**

65

66 The Seattle Presbytery will seek to bring the same principles of justice, peace, and equity to each
 67 congregation's situation, regardless of the differences in theology, property, leadership, and
 68 location.

69

70 *"But the wisdom that comes from heaven is first of all pure; then peace-loving, considerate,
 71 submissive, full of mercy and good fruit, impartial and sincere. Peacemakers who sow in peace
 72 raise a harvest of righteousness."* James 3:17-18

73

74 **Pastoral Responsibility**

75

76 The Communal Discernment and Gracious Separation policy and process will "highlight the
 77 presbytery's pastoral responsibility" (218th General Assembly, Resolution 04-28). The Seattle
 78 Presbytery will seek to make decisions with integrity of heart, gentleness, careful tending of the
 79 flock with a sacrificial spirit of friendship, and will be subject to the ordering of God's Word and
 80 Spirit. The Presbytery of Seattle commits to openness and transparency within its own
 81 committees and council as well as among the churches to nurture a sense of trust.

82

83 *"To the elders among you, I appeal as a fellow elder and a witness of Christ's sufferings who
 84 also will share in the glory to be revealed: Be shepherds of God's flock that is under your care,
 85 watching over them—not because you must, but because you are willing, as God wants you to
 86 be; not pursuing dishonest gain, but eager to serve; not lording it over those entrusted to you,
 87 but being examples to the flock. And when the Chief Shepherd appears, you will receive the
 88 crown of glory that will never fade away."* 1 Peter 5:1-4

89

90 **Strengthening Vital Ministries**

91

91 As a presbytery, we seek to serve Christ Jesus by exhibiting God's Kingdom in this place and
 92 time. Accomplishing this work frequently means having a physical place to engage in
 93 ministry. Seattle Presbytery will negotiate each property issue in good faith so that both the

94 congregation's ministry and the presbytery's ministry may be strong and vital following
95 separation.

96
97 **COMMUNAL DISCERNMENT**

98
99 A Session and Congregation considering disaffiliation with the Presbyterian Church (USA) and
100 Seattle Presbytery shall enter a time of communal discernment with Seattle Presbytery. A
101 Discernment Team will be formed, consisting of representatives from the presbytery and the
102 congregation. The Discernment Team will hold open meetings with the congregation to listen to
103 all perspectives. The Discernment Team will meet together to develop a report and
104 recommendation on the question of separation. Options for remaining in relationship will be
105 thoroughly explored by the Discernment Team. The Session and congregation will consider the
106 recommendation, and may vote on whether to request that Seattle Presbytery dismiss the
107 congregation to another Reformed denomination.

108
109 The guidelines for the Communal Discernment Process are found in Appendix A to this policy.

110
111 **GRACIOUS SEPARATION**

112
113 If the Seattle Presbytery votes to dismiss a congregation to another Reformed body, the
114 Presbytery shall establish an Administrative Commission to negotiate the terms of the separation.
115 The goal of the negotiation between the presbytery and the congregation shall be to resolve legal,
116 financial, property, pastoral care and other issues in such a way that the ministries of both the
117 congregation and presbytery are vital and sustainable.

118
119 The guidelines for the Gracious Separation Process are found in Appendix A to this policy.

120
121 **CONSTITUTIONAL GUIDANCE**

122
123 **G-3.03 The Presbytery**

124
125 Presbyteries have the responsibility and power to:

- 126 • Organize, receive, merge, dismiss and dissolve congregations in consultation with their
- 127 members (G-3.0301a)
- 128 • Coordinate, guide, encourage, support and resource the work of its congregations for the
- 129 most effective witness to the broader community. This includes controlling the location
- 130 of new congregations and of congregations desiring to move as well as to divide, dismiss,
- 131 or dissolve congregations in consultation with their members (G-3.0301b)

132
133 **G-4.02 Church Property**

134
135 Presbyteries have the responsibility to determine the most effective use of property:

- 136 • Property is a tool for the accomplishment of the mission of Jesus Christ in the world (G-
- 137 4.0201)

- 138 • All property is held in trust for the work of the Presbyterian Church (USA) (G-4.0203);
139 when a congregation is dissolved or due to some other cause, the presbytery may direct
140 decisions on the congregation's property (G-4.0205)
141
142
143

144 **APPENDIX A**

145

146 **GUIDELINES FOR COMMUNAL DISCERNMENT AND GRACIOUS SEPARATION**

147

148

149 **Notifying the Presbytery.** A Session wishing to explore dismissal to another Reformed body
150 shall put the matter to a vote. If the majority of the Session votes to initiate communal
151 discernment, the Clerk of Session shall inform the Presbytery Stated Clerk of this desire.

152

153 **Full Disclosure.** To minimize suspicion and allow time for the communal discernment process,
154 it is vital to preserve the status quo. The Presbytery assumes good faith on the part of all parties,
155 and that all parties will share information. By mutual agreement the status quo will be preserved
156 by an inventory of significant church property, full disclosure of financial records, accounts,
157 loans, and policies. All documents are the property of the Presbytery of Seattle. The Presbytery
158 and the Clerk of Session shall be responsible for this disclosure.

159

160 **Discernment Team Membership.** The Discernment Team shall consist of four representatives
161 from the congregation and four representatives from the Presbytery. Within two weeks of initial
162 contact with the Stated Clerk, the Moderator of Presbytery, in consultation with the Executive
163 Presbyter and Committee on Ministry, shall appoint four representatives to the Discernment
164 Team; this portion of the Discernment Team will begin its function immediately.

165

166 The Session of the congregation shall choose four elders from the church of whom two are
167 Session members. The Session will be asked to provide the names of the four representatives to
168 the Stated Clerk of the Presbytery within two weeks' time of notification to the Stated Clerk.

169

170 **Meeting with the Session.** A meeting between the Presbytery members of the Discernment
171 Team and the Session will be scheduled for the church's next regular Session meeting. The main
172 purposes of this gathering are to pray for the Lord's leading, introduce the process, listen to the
173 Session members, begin to understand the leading of the congregation, and start to discern
174 whether the Session, the Pastor(s), the congregation, or another source is driving the desire for
175 dismissal. At this Session meeting, a request will be made for the names of the four
176 representatives selected by the Session (ruling or teaching elders) to fill the remaining four
177 openings on ~~join~~ the Discernment Team for the remainder of the Team's work. At this Session
178 Meeting, a date will be set for two open meetings with the congregation to be held within a four
179 to six-week period.

180

181 **Open Meetings with the Congregation.** The purpose of the open meetings is to provide
182 transparency to the congregation regarding the discernment process and to provide an
183 opportunity to hear various perspectives. An announcement will be made in all worship services
184 at least once before the scheduled open meetings with the congregation; where possible, a
185 Presbytery member of the Discernment Team will make at least one announcement for the
186 upcoming open meetings. It will be made clear that these two open meetings are not official
187 congregational meetings but are discernment and informational meetings; there will be no votes
188 taken at these open meetings.

189

190 **Open Meeting #1.** The Teaching Elder of the congregation will begin this meeting with prayer,
 191 then a representative(s) of session (an elder or the pastor) will state very briefly (less than 5
 192 minutes) a history of the congregation that brings the group to this point; in this history, it will be
 193 helpful to include the information that the Presbytery has met with the Teaching Elder(s) and the
 194 Session regarding this issue, and has formed a Discernment Team, which is made up of 4 elders
 195 from the congregation and 4 members from the Presbytery. After the session representative(s)
 196 has brought the group to this point, the meeting will transition to an open forum, and it will be
 197 moderated by a Presbytery member of the Discernment Team. This portion of the meeting will
 198 center on the question: What specifically are the issues as you see them? At the end of the open
 199 forum, time will be given for prayer for the congregation, its leadership, the Presbytery, and the
 200 Lord's work in all involved.

201

202 **Open Meeting #2.** A Presbytery member of the Discernment Team will open this meeting with
 203 prayer. This meeting will focus on information. A brief understanding of polity, and a
 204 description of this process, will be given. Presbytery members will address any possible
 205 perceived theological error(s) present, as well as advantages of membership and compelling
 206 reasons to remain in the Presbyterian Church (U.S.A.) denomination. Prayer will be integral to
 207 this meeting.

208

209 **Discernment Team Meetings.** Following the open meetings, the Discernment Team shall meet
 210 together at least two times within a six-month period.

211

212 The Presbytery Coordinating Council shall appoint the moderator of the Discernment Team from
 213 the four Presbytery members of the Discernment Team; the moderator's purpose is to facilitate
 214 the conversation so that each team member has an equal chance to participate. The moderator
 215 shall have an equal voice and vote with the other members of the Discernment Team. The
 216 Discernment Team is encouraged to seek counsel from Presbytery, the Stated Clerk, Presbytery
 217 Staff, and the pastoral staff, as resources. These shall be open meetings, with active members of
 218 the congregation welcome to attend and observe, but having neither voice nor vote.

219

220 **First Discernment Team Meeting.** During the first meeting, Discernment Team members will
 221 exchange extended introductions, sharing a portion of their faith stories and their understanding
 222 of the spiritual and theological issues at stake in the conflict between the church and the
 223 denomination. The first meeting will primarily be a listening session.

224

225 Scripture teaches us to "honor everyone" (1 Peter 2:17). We recognize each participant in this
 226 process as a child of God, possessing a conscience formed by the Spirit of Christ under the
 227 guidance of Scripture. Presbyterian tradition recognizes that there are "truths and forms with
 228 respect to which persons of good character and principle may differ"; and with regard to these
 229 differences, it is our Christian duty "to exercise mutual forbearance toward each other" [G-
 230 1.0300 (5)].

231

232 **Second Discernment Team Meeting.** The second meeting will consist of a guided dialogue,
 233 facilitated by the moderator of the Discernment Team, on foundational theological issues.
 234 Members will be invited to share their personal understanding of various theological issues. The
 235 purpose of this discussion is to determine how much common theological ground exists between

236 the congregation and the denomination. Are the theological differences confined to certain issues,
 237 or do the conflicts run deeper to ecclesiological, Christological, or other foundational theological
 238 issues?
 239

240 Alienation between Christians is a consequence of sin. We cannot say to one another “I do not
 241 belong to the body” or “I have no need of you” (1 Corinthians 12:14, 21). All of us must be
 242 willing to hear from each other the ways that we have hurt, excluded, and offended. Then we
 243 must admit our sin and ask God for the grace of repentance and the mercy of forgiveness.
 244

245 **Third and Subsequent Discernment Team Meetings (if necessary).** The content of the third
 246 and subsequent meetings will be determined mutually by the members of the Discernment Team.
 247 In determining the content of these meetings, the team will consider feedback received from
 248 congregants and other Presbytery members. The Discernment Team will discuss at this meeting
 249 provisions for the Presbytery of Seattle to provide pastoral leadership and ministry resources for
 250 those members wishing to remain united to the Presbyterian Church (USA).
 251

252 It is the Presbytery’s hope that through this process we will remember the consolation we have
 253 from love, the sharing in the Spirit we have enjoyed, and the compassion and sympathy we have
 254 for one another. Further, we will strive to do nothing from selfish ambition or conceit, but in
 255 humility regard others as better than ourselves. We will not look to our own interests but to the
 256 interests of others. Above all else, we will seek to have within us the mind of Christ who came as
 257 servant to all. (Philippians 2:1-11)
 258

259 **Report and Recommendations.** After completing the required sessions, the Discernment Team
 260 shall make a report and recommendation of its findings to the Session. If the Session decides to
 261 recommend to the Presbytery that the congregation be dismissed to another Reformed body, the
 262 Discernment Team, on behalf of the presbytery, will call a congregational meeting for an
 263 advisory vote.
 264

265 **Findings/Discernment Team Meeting with Congregation.** At least two weeks prior to the
 266 congregational meeting for an advisory vote, written and verbal notice will be given to
 267 congregation members announcing this meeting. The purpose of the congregational meeting is to
 268 determine the extent to which the congregation is unified in the decision to be dismissed from the
 269 Presbyterian Church (USA). 20% of the active roll must be in attendance.
 270

271 If the congregation vote is 66% or greater to request dismissal from the denomination, then the
 272 congregation is considered to have met the threshold of unity. At this point, the Discernment
 273 Team will recommend that the Presbytery form an Administrative Commission to negotiate the
 274 terms of the separation, including caring for those that desire to remain in the Presbyterian
 275 Church (USA).
 276

277 If the congregation fails to meet the threshold of unity, then the recommendation of the
 278 Discernment Team will be to not dismiss the congregation, and the issue will be referred to the
 279 Committee on Ministry to work for peace and reconciliation between the congregation and the
 280 Presbytery and Presbyterian Church (USA).
 281

282 **Election of Administrative Commission.** If the Discernment Team recommends that the
 283 Presbytery form an Administrative Commission, the presbytery shall vote at the next presbytery
 284 meeting to form an Administrative Commission, who shall be authorized to negotiate the terms
 285 of dismissal and bring the recommended terms of dismissal to Presbytery for approval.
 286

287
 288 **GUIDELINES FOR GRACIOUS SEPARATION PROCESS**
 289

290 Upon completion of the discernment process described previously followed by an affirmative
 291 vote of the presbytery to authorize an Administrative Commission to negotiate terms of dismissal
 292 to another Reformed body, the process of dismissal shall follow these guidelines. After the AC
 293 has completed items 1-4, the Presbytery will vote on the terms of dismissal proposed by the AC
 294 with the vote requiring a simple majority.
 295

- 296
 297 1. The Presbytery shall name an Administrative Commission to negotiate in good faith all
 298 legal, financial, and property issues associated with the dismissal, and other matters as
 299 may arise for resolution between the presbytery and the congregation. The
 300 Administrative Commission may include members of the Discernment Team. The
 301 Administrative Commission will endeavor to complete negotiations within six months of
 302 the affirmative vote of the presbytery to dismiss the congregation.
 303 2. The Administrative Commission shall work with the congregation to take all steps
 304 possible in order to provide for the pastoral care and congregational life of those
 305 members who do not wish to depart the Presbyterian Church (U.S.A.). Their protection
 306 and nurture shall be a matter of paramount concern to both the departing congregation
 307 and the Presbytery.
 308 3. The Administrative Commission shall work with the congregation to close out its
 309 financial and membership books as of the official date of dismissal. To facilitate an
 310 orderly disposition, the following steps will be taken. Each of the steps should be taken
 311 under a full reservation by all parties of all claimed rights with regard to the property and
 312 an agreement that actions taken will not constitute a waiver of such claims.
 313 a. An inventory of significant church property;
 314 b. In the case of money accounts, a joint letter to financial institutions holding the
 315 property with instructions concerning the use of funds;
 316 c. The filing of a lis pendens on real property to alert third parties to the existence of
 317 claims on the property and prevent its unilateral disposition; and
 318 d. Arrangements with respect to responsibility for continued financial payments and
 319 building maintenance.
 320 4. The Administrative Commission shall work with the congregation to assist in the transfer
 321 of membership of members who do not desire to remain with the disaffiliating
 322 congregation.
 323 5. The Administrative Commission shall work with the congregation to offer a final worship
 324 service of commissioning, to celebrate our common life in Jesus Christ, and to pray for
 325 the effectiveness and well-being of both the congregation and the Presbytery. Those
 326 departing the Presbyterian Church (U.S.A.) may be commissioned by the Presbytery to
 327 further their work for the kingdom as they go forward in ministry. The service may be

- 328 jointly planned by members of the Presbytery Council and the Session, and all
329 congregations of the Presbytery of Seattle may be invited.
- 330 6. If at all possible a continued graceful relationship should be offered to the departing
331 church from the presbytery.
- 332 7. If a congregation or its leadership preemptively files suit in a civil court against the
333 Presbytery, the Presbytery of Seattle will answer the suit. If a congregation or its
334 leadership abandons these processes before completion, the Presbytery reserves the right
335 to release itself from the principles of this policy and charge the Administrative
336 Commission to work toward resolution of these matters consistent with protecting the
337 interests of the Presbytery.
338

**STATED MEETING OF THE PRESBYTERY OF SEATTLE
HELD AT LAKE CITY PRESBYTERIAN CHURCH, SEATTLE, WA
NOVEMBER 20, 2007**

1

PRESBYTERY COUNCIL, August 30, 2007 – PROPOSED RESOLUTION CONCERNING ADR

I. Introduction

Alternative Dispute Resolution ("ADR") in the civil court system refers to the use of arbitrators and mediators to resolve legal disputes outside of the formal court process. Alternative Dispute Resolution is no longer really "alternative" because the vast majority of civil suits settle "out of court" due to the high cost of litigation and a general belief that better results can be reached by negotiation and compromise than by taking a case all the way through the court process. At the request of the Presbytery Council, a task force of attorneys has considered whether and how ADR principles can be used to resolve church disputes that may arise from time to time in our Presbytery.¹

The full Task Force Report discusses the nature of church disputes and why civil courts are not well suited to resolve them. The Task Force report also recognizes that while our Book of Order contains carefully formulated administrative and judicial processes for resolving church disputes in a spiritual way, confidence and trust in these processes depends on their fair and sensitive application. Presbytery Council agrees with the Task Force conclusions. Council recommends to the Presbytery as a matter of Biblical principle and in keeping with the Book of Order's allowance for informal resolution, that the Presbytery firmly commit to a policy to seek early informal resolution of disputes in the context of administrative actions and establish basic procedures and resources to enable such resolution.

II. Proposed ADR Resolution and Implementing Guidelines

Be it resolved that as a Presbytery, we take seriously the "traditional biblical obligation to conciliate, mediate and adjust differences without strife" (D-1.0103), the blessing our Lord conferred on peacemakers (Matthew 5:9) and His admonition to "come to terms quickly with your accuser while you are on the way to court." (Matthew 5:25). We affirm the importance and desirability of early discussion and efforts to resolve disputes informally within our Presbytery, and commit to adopt protocols that will assist such resolution. We further affirm as a Presbytery our intention to not resort to civil courts as a means of enforcing the Presbytery's rights under the Book of Order until reasonable means of alternative dispute resolution have been exhausted or clearly rejected in word or action by the other parties to the dispute, or unless necessary to preserve the status quo pending such efforts.

To implement this commitment to alternative dispute resolution, we adopt the following guidelines:

1. As the initial vehicle to addressing disagreements within churches or the Presbytery, the Presbytery prefers the use of teams, either from standing committees such as the Committee on Ministry or as specially constituted and authorized by the Presbytery Council, over the establishment of formal committees or administrative commissions.
2. When an administrative commission is required, Presbytery will appoint to the commission persons who will undertake the work of the commission fairly, sensitively, and with an open mind as to the matters that will be the subject of the commission's work, who will be perceived as having these qualities, and (to the extent available) some of whom will have training in effective informal dispute resolution.
3. When disputes of a public nature arise, Presbytery will include instructions to any team, specially constituted committee, or commission appointed for the purposes of addressing disputes, emphasizing the importance of establishing and publicizing a fair process from the outset, early discussion with persons on all sides of the dispute, and an open opportunity to be heard early in the group's process.
4. In the case of instructions to administrative commissions, Presbytery will grant the full power of assumption of original jurisdiction over the powers of a session under G-11.0103s only where clearly necessary to resolve the dispute and then only to the extent necessary to do so.
5. In recognition of the value that a skilled impartial mediator can bring in helping the parties define, narrow, and potentially resolve matters in dispute, Presbytery will identify a panel of experienced mediators who are committed to the thoughtful application of ADR processes to church disputes.
6. Presbytery will make available a short training program and/or material on ADR techniques to train members of the Committee on Ministry and members of teams, committees and administrative commissions appointed for the purpose of resolving administrative cases.

III. Guidelines for Resolving Church Dismissal and Property Disputes

Mindful that disputes recently have arisen within other Presbyteries in the particular context of proposed departure in whole or part of individual congregations, and desiring to assuage concerns on the part of any participants within congregations of our Presbytery, Presbytery Council further recommends adoption of the following guidelines for use in resolving such disputes.

¹ Task Force members are David Brenner, Rob Mitchell, Clark Puntigam, and Jeanette Bowers Weaver.

**STATED MEETING OF THE PRESBYTERY OF SEATTLE
HELD AT LAKE CITY PRESBYTERIAN CHURCH, SEATTLE, WA
NOVEMBER 20, 2007**

2

1. As a Presbytery, we are aware that disputes involving the potential departure of all or a part of a congregation inevitably raise questions concerning the disposition of church property. The Presbytery considers such questions secondary to the essential questions concerning the future of the congregation and its relationship with Presbytery, but recognizes that the handling of church property can quickly create suspicion and uneasiness on the part of both sides to a dispute.
2. To minimize such suspicion and allow time for an orderly disposition within church administrative processes, it is vital to preserve the status quo and secure the property in dispute pending resolution of the broader issues in the dispute. Presbytery will seek first to do so by agreement among the parties to the dispute. Specific steps for preserving the status quo will usually include:
 - a. An inventory of significant church property;
 - b. In the case of money accounts, a joint letter to financial institutions holding the property with instructions concerning the use of funds;
 - c. The filing of a lis pendens on real property to alert third parties to the existence of claims on the property and prevent its unilateral disposition; and
 - d. Arrangements with respect to responsibility for continued financial payments and building maintenance.

Each of the foregoing steps should be taken under a full reservation by all parties of all claimed rights with regard to the property and an agreement that actions taken will not constitute a waiver of such claims.

3. The Presbytery's consideration of cases involving proposed departure and related property questions shall be solely to determine the appropriate resolution of the matters at issue without regard to questions of precedent or other factors extraneous to the particular matters in dispute.
4. The Presbytery shall act with integrity with respect to its stewardship responsibilities to the broader Presbyterian Church (U.S.A.) under the Book of Order and to the congregants on both sides of a dispute who have labored to create and maintain the property at issue, and will expect that all other parties to the dispute similarly will act with integrity concerning their past commitments and ordination vows.
5. The Presbytery will carefully select an appropriate vehicle for action, whether that be a team, a committee, or an administrative commission. Instructions to that body shall include reference to the ADR guidelines discussed in Part II above.
6. The Presbytery shall provide a clear road map of the analysis to be followed, which typically would include the following steps.
 - a. In the case of a divided congregation, seek to determine whether the groups can be reconciled, or whether a division into two congregations within the Presbyterian Church (USA) is feasible (G-8.0601).
 - b. If neither is possible, seek to determine if one of the groups can be identified as the "true church within the Presbyterian Church (USA)." (G-8.0601). Pursuant to the Book of Order, this determination cannot be based on a simple numerical majority. Practical questions should be considered as to the feasibility of a group going forward as a continuing church within the Presbytery, and whether the determination fulfills the Presbytery's "strategy for the mission of the church in its area." (G-11.0103a)
 - c. If the church is generally united in its desire to depart and seeks dismissal to another reformed denomination, the investigating body should again take as its touchstone whether dismissal is consistent with the Presbytery's strategy for its mission (G-11.0103a), but give particular consideration to such mission in light of the Great Ends of the Church (G-1.0200); Chapter III, The Church and Its Mission (G-3.000); and the recognition in G-4.0304 that the Presbyterian form of government "is not regarded as essential to the existence of the Church of Jesus Christ nor to be required of all Christians."
 - d. In a case where a congregation is to be dismissed, the question of disposition of the congregation's property ought to be considered on a case-by-case basis in full consultation with the congregation. The following alternatives would normally be an appropriate framework for discussion:
 - (i) Whether the congregation should move the location of its ministry, vacate the property and release it to the Presbytery;
 - (ii) Whether it would be appropriate or feasible for the congregation to make some form of payment that would assist in the ongoing mission of the Presbytery in recognition of its stewardship under the trust clause and the broader mission of the Presbytery;
 - (iii) Whether the congregation would consider a lease of the property pending alternate arrangements; or
 - (iv) Whether in the particular circumstances it would be appropriate to release the property to the congregation free and clear of any obligation.

The First Presbyterian Church
Of Seattle
1013 8th Ave.
Seattle, WA 98104
(206) 624-0644

October 30, 2015

Rev. Karen Breckenridge
Stated Clerk
Presbytery of Seattle
1544 South Snoqualmie Street
Seattle, WA 98108

Dear Rev. Breckenridge:

This is response to your letter dated October 23, 2015. The categories below are based on the categories of documents you have requested from the Session of First Presbyterian Church of Seattle (“FPCS”):

1. Session Minutes: Enclosed as Exhibit A please find FPCS Session minutes from January 2014 through September 2015. A regularly scheduled Session meeting occurred on October 27, 2015, but the Session has not approved minutes from that meeting yet. FPCS does not prepare minutes for executive session meetings or informal gatherings.

2. Committee Minutes: Enclosed as Exhibit B please find all FPCS Operating Committee minutes from 2014 and 2015.

3. Board of Trustees Minutes: As you know, FPCS was formed as a nonprofit corporation (the “Corporation”) under Washington law in 1874 by the filing of Articles of Incorporation. The FPCS Articles of Incorporation provide that the Corporation shall be governed by a Board of Trustees (“Board”), and the PCUSA Book of Order provides that a session (a “Session”) comprised of church elders shall govern the congregation of the church on ecclesiastical matters (the “Church”).

FPCS operated for more than 125 years with a Board of Trustees governing the Corporation as to FPCS corporate matters and with a Session governing the congregation (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 the Corporation and Church.

On Tuesday, October 27, 2015, the Session voted to reestablish the FPCS Board as a body separate from the Session. The FPCS Board is governed by the Corporation’s Articles of

Incorporation and Corporate Bylaws, as well as the provisions of the Washington Nonprofit Corporation Act, and is not subject to the authority of the Presbytery of Seattle (“Presbytery”) or the PCUSA Book of Order. Nevertheless, as an accommodation to the FPCS Session, the FPCS Board has authorized the Session to provide the following information to Presbytery: The Board held a meeting following the FPCS Session meeting on October 27, 2015. Minutes from that meeting have not yet been approved by the FPCS Board.

4. Congregational Minutes: Enclosed as Exhibit C please find all FPCS Congregational meeting minutes from 2014 and 2015.

5. Current Session Bylaws: Enclosed as Exhibit D please find the current version of the Congregational Bylaws, which govern the FPCS Session.

6. Current Board Bylaws: As noted above under Item No. 3, the FPCS Board governs the Corporation and is not subject to Presbytery authority. Nevertheless, as an accommodation to the FPCS Session, the FPCS Board has authorized the Session to provide a copy of the current Corporate Bylaws governing the Board and the Corporation. The FPCS Board Corporate Bylaws are enclosed as Exhibit E.

7. Current Articles of Incorporation: Enclosed as Exhibit F please find a copy of the FPCS Restated Articles of Incorporation, which were filed with the Secretary of State of the State of Washington in 1985 and remain in effect at this time.

8. Financial Statements: As noted above under Item No. 3, the FPCS Board governs the Corporation and is not subject to Presbytery authority. Because the Corporation’s Articles of Incorporation provide, and have continually provided since the formation of FPCS that in 1874, that the FPCS Board shall have “charge and control of the property and temporal affairs of the church,” all assets of FPCS are owned by and under the control of the Corporation, and are therefore not subject to Presbytery authority. Nevertheless, as an accommodation to the FPCS Session, the FPCS Board has authorized the Session to provide a copy of the Corporation’s most recent financial statements, which are enclosed as Exhibit G.

9. Records Showing the Location of Funds: As noted above under Item No. 3, the FPCS Board governs the Corporation and is not subject to Presbytery authority. Because the Corporation’s Articles of Incorporation provide, and have continually provided since the formation of FPCS that in 1874, that the FPCS Board shall have “charge and control of the property and temporal affairs of the church,” all assets of FPCS are owned by and under the control of the Corporation, and are therefore not subject to Presbytery authority. Nevertheless, as an accommodation to the FPCS Session, the FPCS Board has authorized the Session to provide the following information: Enclosed as Exhibit H please find a copy of the Corporation’s most recent account statements, which reflect transactions through September 30, 2015. (To ensure privacy and confidentiality with respect to third parties, the account numbers in those statements have been partially redacted to reveal only the last four digits of the account number.) No statements are available yet for October 2015. The Corporation transferred approximately \$420,000 into the trust account of law firm Lane Powell PC in October 2015, which will be reflected in the Corporation’s October 2015 account statements when they become

available. In addition, FPCS has previously provided its most recent statement regarding expressions of donor intent to Presbytery, and no expressions of donor intent have changed since then.

10. “All Tangible and Electronic Documents”: You have also requested “all tangible and electronic documents, including emails that reflect or embody communications with some or all of the members of the session regarding actions or proposed actions.” This request is too broad and vague for the Session to understand, let alone to provide any responsive documents. For instance, the request does not specify: (i) a time frame; (ii) a subject matter; (iii) a list of recipients; or (iv) a description of the types of “actions or proposed actions” referenced. In other words, this request essentially asks for every communication by every Session member with every person in the world regarding every action taken at any point in time. The Session simply cannot begin to determine how to search for responsive documents. In addition, your letter alleges that Presbytery “has learned of alleged irregularities and delinquencies of your session,” without any specificity at all regarding the alleged irregularities or delinquencies. Without additional information, Session is not able to respond to this request. We would be glad to revisit this request upon receipt of additional information and explanation from Presbytery.

Sincerely,

A handwritten signature in cursive script, appearing to read "David L. Martin".

David L. Martin
Session Member
First Presbyterian Church of Seattle

Enclosures

CONFIDENTIAL – DO NOT FORWARD

7-31-15 Meeting Recollection of Mona Gacutan

On July 31st 2015, I had a meeting with Dave Martin and George Norris in Kirkland. Dave contacted me and, with George on speaker phone, asked for a meeting. George recommended his home in Kirkland, and I suggested a café instead.

The meeting started with Dave explaining that several Presbyterian churches were broke. Dave heard from a colleague that University Presbyterian Church was financially in need, and needed to extend their line of credit with their bank, which their bank denied. Bellevue First Pres. was also struggling financially. Our church, SFPC, was one of the few that had lots of money. It was explained that the Presbytery desires to remove our pastors, break apart our Session, and assume control over SFPC in order to take SFPC's money and property. The solution was to transition to ECO before any of this can happen. Dave and George needed my help to move SFPC towards ECO. They stated that this group needed people that could offer insight from their various backgrounds.

At the meeting, George and Dave spoke about the need for our transition to ECO. They stated that the plan was to get the congregation to vote on the matter before Labor Day. They stated that this idea to leave PCUSA had to be Session's idea, not Pastors Jeff or Ellen. Jeff and Ellen need to be concerned only with fulfilling their pastor roles. Prior to asking the congregation for a vote, Dave and George planned to speak to every Session member. They were planning on speaking to Nathan Orona, Neal Lampi, and Lindsey McDowell in the next few days. Everyone seemed to be onboard, with the exception of Neal, who Dave and George felt may not wish to join the move to ECO. Once Session members were on board, we would slowly present the idea to some members of the congregation, and then eventually move for a congregational vote prior to Labor Day.

They also stated that they met with A Seattle Church Leaders, Tim and Tyler, a few weeks ago. They said that Tim and Tyler were open to merging with us as soon as we leave Presbytery. I thought that was strange because, in our Session Meeting in June 2015, our Session voted unanimously to refuse the lease agreement with A Seattle Church. A Seattle Church did not want to merge with SFPC, but instead offered to lease our space for one year.

Mr. Gordy Boyd, a business consultant and negotiator, agreed to help SFPC move to this transition to ECO, and negotiate with Presbytery, for \$1.00. We would need to find a local attorney, skilled in litigation, to also help represent us. It was also stated that we should not put these discussions in the public minutes for Presbytery to see.

I asked whether Pastors Jeff and Ellen on board with this strategy? They explained that Session needed to present the full plan to both Pastors. Pastor Ellen is worried about providing for her children, and is concerned about their financial security.

I asked where we would get the money to do all of these things. They responded that Mr. Gordy Boyd would provide consultation for \$1.00. We may have to pay some legal fees. Pastors Jeff and Ellen will get paid their pastor salaries out of our unrestricted fund budget (approx. \$600k balance).

I asked when we were going to accomplish this strategy. They answered that we would present the vote to the Congregation by Labor Day, but no later than Fall 2015.

I again clarified the strategy. It was explained to me that the strategy is to get Session on board, the members on board, then the entire congregation. It was explained to me that the idea was to play the victim card, and to look like victims to the rest of the churches and let them see that Presbytery is picking on us.

Dave Martin agreed to let me have his notes showing the plan to move to ECO. It was my understanding that the plan to move to ECO was shared with all the Elders, except for Neal.

In our Session Meeting a few days later, on August 6th, 2015, Session debated on a Motion to Approve the minutes from our July Session meeting. I again objected, stating that the minutes were incomplete and inaccurate. The Moderator and Co-Moderator asked me to explain why I objected. And I again stated that the minutes were incomplete and inaccurate. I explained that the minutes did not say we went into Executive Session to discuss leaving PCUSA. I said there is nothing wrong or illegal about discussing leaving PCUSA. The Moderator brought a copy of Roberts Rules of Order and said, based on his reading of Roberts Rules, he did not believe we had to include discussions in our minutes. The Co-Moderator stated that the only thing we had to record were decisions, not discussions. I explained that what she meant by “decisions” is just her own play with semantics, because it is possible to have only discussions but never decisions based on a formal motion, and therefore leave discussions out of the minutes all together. Also, the Moderator’s copy of Roberts Rules was outdated, and the Book of Order states that we have to use the latest edition. After about 15 minutes of answering questions targeted at why I did not approve the minutes, I stated that I just did not feel comfortable with approving the minutes, and approval of the minutes doesn’t need a unanimous vote, just a majority. I asked the Clerk to note my objection to approving the minutes.

Our meeting ended around 9:30, but from 9:30 until about 10:15pm our Session went into another meeting, that was depicted as “just a conversation among brother and sisters in Christ” and the plan to move to ECO was shared during this conversation. We discussed the topic in length, but did not vote on the issue to leave or stay with PCUSA. The moderator asked us to take a vow of secrecy to not share the information regarding leaving PCUSA. Uncomfortable at taking a vow, I excused myself and left the room for about a minute.

I recorded these meetings in order to help explain why I resigned as an Elder, and to give insight as to how our meetings are conducted.

- Session is not keeping accurate minutes. Instead, Session intentionally avoids making a formal decision in order to avoid recording any “actions” in the minutes. Session also avoids having to record minutes by simply calling a meeting an informal “conversation” or a “Session Gathering”.
- By failing to enter into communal discernment regarding gracious separation, with the entire congregation as one body, Session failed to allow members to be fully informed about the decision to adopt the gracious dismissal policy. By not taking proper minutes, Session hides the risks and options that congregational members must understand before making a fully informed decision to move to leave PCUSA.
- Session violated their duty to the congregation and to our governing body by intentionally planning a strategy, regarding leaving PCUSA that is contrary to Presbytery’s policy of gracious dismissal.
- Elders violated their duties, outlined in the Book of Order, regarding their responsibilities to the congregation “to discern and measure its fidelity to the Word of God, and to strengthen and nurture its faith and life” including “ecumenical relationships” by engaging into a risky and public endeavor that will affect every member or visitor at our church, and our relationship with the Presbytery. Congregational members do not know these risks.

Haines

Program - ²⁵ 50% of membership ^(#)
80% of the vote

Topics for Discussion

Goals/Objectives

- a) Achieve Vote of Congregation to move to ECO by or before Labor Day.
- b) Transfer Denominational Status to ECO as soon as "administratively possible"
- c) Leave without paying a Toll to Presbytery, but if must pay a toll, it is no more than \$1M.
- d) Assure that any legal fight with Presbytery happens AFTER we have joined ECO

Strategy - Fight Presbytery from a position of united, can't turn back, strength by finding a way, ^{absentee and proxy votes}
 to, post haste, "preemptively" move all property and assets beyond the legal reach of
 Presbytery, change our denominational affiliation to ECO, and tie the financial security of our
 pastors to their committed, successful leadership of this move to ECO.

~~Have~~ Act Jeff ~~has~~ police firm to get out. 1) Vote - 80% of members + 50%
 Topics to Discuss 2)

1. Suggestions for smart/aggressive local counsel to represent Session. If we are going to move and move quickly, we need counsel partnership ASAP.
2. What binding legal documents, signed or not, tie our church and especially our property to PCUSA? Who has them? How can we see/get them? Bottom line, what "legally" binds First Presbyterian Church to PCUSA? And what limitations and options does it leave us for preemptive action?
3. Some congregations leaving PC USA mention in their notes the 1983 option to either quit claim the real property to the trust/Presbytery or to enter into a contract that virtually had the effect of giving Presbytery control over the real property. Was SFPC presented with the contract option? If so, how might we find that agreement short of approaching Presbytery? Why would First Pres. have ever signed such an agreement?
4. We are obtaining a preliminary title report on the South lot presently. Assuming that no restriction were recorded on the real property, is there another way that Presbytery could in some manner restrict or hinder our departure with the real property and the related note receivable from the sale of the North lot?
5. Should we move ahead with our plan to expand the Corporation - add new corporate board members, update the bylaws, and update the articles of incorporation despite being told not to do so by COM? How would this benefit our plans/strategy?
6. Should we consider transferring real property and the North lot note to the corporation before Presbytery gets wind of our planned departure? Could this protect our property from Presbytery?
7. Neil Lampi is a corporate officer and a Session member. We expect that he may not be supportive of the move from PC USA and may be a conduit to Presbytery. Do you have

3 notes

Disaffiliator; ECO affiliation; and hire GV
 to ~~hire~~ for \$1,

suggestions on how to isolate him from the early decision-making process and from our intentions, until we have them figured out?

8. Do you have suggestions for determining whether or not Jeff and Ellen will support the separation from PC USA in light of Ellen being extremely risk adverse and having a long family relationship PC USA?
9. Is two years compensation and comparable benefits plus a kicker of forgiving the \$150,000 note secured by Schulz residence sufficient compensation? Ideally we want to link their financial security to their leadership of our move to ECO. Should there be benchmarks at which time compensation is awarded?
10. Thoughts on how to present compensation agreement. Roles of Session and the Corporation in the approval of this package.
11. Do we need to outline the ecclesiastical differences when we notify Presbytery?
12. Are you aware of a reason why we shouldn't notify Presbytery that we are leaving without the discernment process and a congregational vote? Are there any advantages to enduring their discernment process?
13. The current cash balance is \$1.2 million of which \$690,000 is restricted by the donors. We have a receivable of \$8,550,000 secured by real estate. Are we able to use the full \$1.2 million thereby assuming that the \$650,000 will be covered by the receivable?
14. The gift from the Mc Auslan gift was for \$500,000 so represents 70% of the restricted funds. Is there a legal process whereby we could request lifting the restriction of the Mc Auslan funds? Do you know who represented the Mc Auslan estate?

yes

Central.
to entirely

Be pastors; not litigators.

Prayer team working the negotiations. Probably
1 Session member. His AV as
representative in process

CONFIDENTIAL – DO NOT FORWARD

10/25/15 Called Session Meeting Notes --Mona Gacutan Resignation

October 25, 2015

Church Service

During church service, Pastor Jeff preached about Reformation Sunday. He said that in life, we may find ourselves with two choices: Experience a Deep Change or Experience a Slow Death. He stated that every 500 hundred years or so, the church goes through a major transformation and the 500th year or so is right about now. Jeff stated that “the church we are a part of has drifted” and is divided and declining. Also he stated that “the anchor has been pulled” from our church because our church is not following Scripture. Jeff stated that we could try to change the larger church, to base it again on sound doctrine, but he believes that changing our church is not possible. Instead, he invited us to be part of a new thing God is doing.

Session Meeting 10/25/2015 Sunday

Those who were present were: Neal Lampi, David Martin, George Norris, Mona Gacutan, Liz Cedergreen, Nathan Orona, and Jeff Schulz. Lindsey McDowell and Ellen Schulz were excused.

The Moderator officially called a Session meeting after service on Sunday, and started the conversation by asking us if we thought that the document request and letter from Ms. Karen Breckinridge, and the e-mail from Mr. Scott Lumsden, seemed strange. Ms. Breckenridge emailed our Session a request for documents including minutes.

An Elder stated that we should wait until the last minute to ask for more time to produce the documents, in order to buy us some time to get our strategy in order. He also stated that we could just say we didn't have the documents because we could say our server crashed. Another Elder stated she would refuse to provide any of her emails, and that she did not have any executive session minutes to provide.

The Moderator stated that we did not have to give Ms. Breckenridge the executive session minutes. An Elder stated that the Presbytery has not given us their reason for requesting our documents, and that we should ask the Presbytery why they wanted to see all our emails and other documents. If there is an alleged Another Elder said we should wait to get advice from our lawyers first before we give Presbytery any of our documents.

I said that in regards to Karen's document request, the most important thing we have to decide first is whether we want to pursue the gracious separation policy. I said that Mr. Scott Lumsden sent an email last night to everyone in Session, giving us the gracious dismissal document and document about alternative dispute resolution. I stated that while we were deciding on how to comply with an administrative request for a production of documents, we first need to consider whether we want to pursue the gracious dismissal policy. We have had numerous discussions already about disaffiliating, we have a legal strategy and a legal team, we have a consultant, we also have had meetings with congregation members regarding disaffiliation, but we never put it to a formal vote.

I explained we cannot vote to disaffiliate because a “Motion to Disaffiliate” and even the word “disaffiliate” do not show up on a word search within the Book of Order.

I made a motion, which received a second from an Elder, to adopt the gracious dismissal policy. In my argument, I stated that the risk in wanting to take our property was too high. I explained it would cost too much money (maybe \$400,000 per our quote from our attorneys), our chances were 50/50, and the litigation could be years and will invite a lot of publicity. I explained that if we were personally sued from the Presbytery, we could face having to pay our own legal bill if the Directors and Officers Insurance policy fails to cover our legal costs. We will also harm our own personal reputation among our Christian community. I told Session that our legal fight will be all over the internet, possibly, with our names. An Elder said he understood the risk, but that we had no other choice. An Elder argued that we have to leave because the Presbytery wants our property. The Moderator responded by saying if we stayed, we would keep being subservient to our governing body forever. The Moderator explained that he and The Co-Moderator were taking the risk, and bore even a greater risk than everyone else in the room because they might get fired. I responded that not everyone in the room has a \$300,000 severance package waiting for them if they leave PCUSA. Elders said that the legal strategy to bifurcate our Session into a Session and a Corporation would shield us from any risk, would indemnify us, and would allow us use of insurance coverage for litigation in case we are sued. An Elder asked if the legal strategy was “airtight” and two Elders agreed that it was. I said no, it is not airtight, we bear tons of risks.

An Elder explained that she was treated poorly, and the rest of Session, by COM. I explained that regardless of how she felt, it matters more how we act in response. I explained the only thing I have heard while I have been in Session is about “them” (the Presbytery) and how awful they are as people. I have heard Elders call members at the Seattle Presbytery names, like “two-faced” and “greedy”. I told her that since I have been in Session for about a year, all I hear is name calling. I explained that the name calling is not spiritually encouraging, and it weighs me down. Another Elder stated that the Presbytery is concerned with money and property. I responded that since I have been on Session, all we talk about is money and property.

Everyone in the room, except Elder Neal Lampi and me, agreed to not adopt the gracious separation process. An Elder stated we should take an “official vote” in our “executive session meeting” on Tuesday.

I said that I heard from everyone that they agreed to not follow the gracious dismissal policy. Everyone agreed with my statement. I then explained that I had no other choice but to resign from being an elder. I explained that Session’s agreement to pursue disaffiliation was not within the parameters of our Book of Order. I explained that because of executive session meetings without minutes, our legalistic and unbiblical approaches to members of our body, and our refusal to be honest and comply with a request for production of documents, that my conscience would not allow me to continue to be an Elder on Session. I asked for Session’s consent to my resignation and for a Motion to allow my Resignation letter to be included in the minutes. Session approved my resignation. The Motion to allow my letter into our minutes received a second and third vote.

An Elder read my resignation and stated she could not allow my letter to be in the minutes. She said that my letter was accusing her of not taking proper minutes. The Moderator stated that my letter sounded as if I was reciting the same allegations that the Presbytery said they received. I explained that I wrote the

letter to explain why I was resigning, and it reflects my conscience. Elders can disagree with the letter if they want, but it is my letter. An Elder said that she took it personally that I would accuse her of not taking proper minutes. The Moderator asked whether I wrote my letter to be read by the Presbytery. I again said the purpose of my letter was to reflect what my conscience can and cannot allow me to do. I was voted as an Elder by the congregation and I am resigning, and people deserve to know why I resigned. An Elder said that the letter contained my accusations about secrecy that she could not let the Presbytery see. I explained that this was my letter, I signed and dated it, and again it reflects my conscience. My conscience feels that it is necessary for me to explain why I am leaving, and I am sorry that she disagrees with me. I explained to elders that I do not feel safe in the way our session is choosing to handle its affairs, and I feel unsafe and scared because Session is not thinking clearly about the risks it is taking. An Elder stated that we should take an official vote on the matter instead on Tuesday in executive session. I said that was not my Motion that was seconded. An Elder again said she could not keep it in the minutes for the public to see, but another Elder recommended that the letter be in Executive Meetings minutes.

I regret to inform Session that today, October 25th 2015, I am resigning my role as Elder at Seattle First Presbyterian Church, effective immediately.

I have provided the Clerk of Session with a physical copy of my resignation, and I request that the Clerk include my letter of resignation in the minutes.

I am resigning my position as Elder for the following reasons:

(1) Our Book of Order states that “God Alone is Lord of the Conscience” (BOO F-3.0101). My conscience does not allow me to participate in the way our Session is choosing to handle its relationship with our Presbytery because our Session has not followed the process of disaffiliation that our polity has provided to us. I have prayed about my decision, and have peace with God about it.

(2) I believe our Session has adopted a rule of secrecy and has not been transparent with one another, our Presbytery, and even our congregation members. Because Session is not transparent, I have not partaken in all decisions that have been made. I know, for a fact, that I have not been told about meetings that take place, with some Session members and not others. I am only aware of these meetings only after they happen. I feel like I am in the dark, and therefore cannot make fully sound decisions because I do not have all of the information.

Also, I have in several Session meetings, explained my discomfort in the failure to take adequate minutes. I have great discomfort in not being able to receive and review executive session minutes. To date, I have never received minutes from executive sessions, which is within my rights in the State of Washington as a board member. We also go into executive session for the wrong reasons. Executive Session meetings are designed to talk about sensitive subjects. Instead, we abuse the privilege of going into executive sessions because we go into executive session to hide our actions from members of our own body, the Presbytery.

My conscience does not allow me to partake in secrecy that will lead to hurting members of our body.

(3) Actions by our Session are not in line with Scripture. Romans 12 states that we in Christ “form one body.” That means we are in one body along with our brothers and sisters at the Presbytery in Seattle and in Kentucky. If we have a problem with our members, we must go to them in humility to seek unity. Furthermore, my ordination as an Elder was to be an Elder for this church, not another church that we seek to form.

(4) I cannot agree with the legal approach our Session is taking. The legal approach presented is far too risky, will cost too much money that we do not have, and will invite lots of publicity to this congregation. Who of us who are not millionaires are willing to risk having to pay damages, pay out personal legal fees, face personal publicity, or face jail time in a failed lawsuit with the presbytery over *property*? Who of us are willing to put our personal reputation, and that of our family members and children, at risk if we fail?

Furthermore, legalistic approaches are not in line with Scripture.


1 Corinthians 6 verses 1-11 talk about bringing lawsuits against our Brothers and Sisters. Paul advises against this, explaining the folly of going against brother and sister in a court of law, in front of unbelievers. It diminishes our Witness of God that His people care and love one another. These kinds of legalistic actions put us in line with the world. Paul is advising us, instead, to keep our disputes in-house, and to bring our issues to the Presbytery directly, not to a judge in civil court.

Moreover, God tells the people of Israel in Isaiah 43, "You are my witnesses." We, as Christians who are witnesses of God's love and forgiveness. We are also Elders, and therefore role models for members in our congregation. What will members of our congregation think, and unbelievers, if we, as Christians and Elders, decide to approach members in our body with a lawsuit?

(5) Ephesians 4:2 states "Be completely humble and gentle; be patient, bearing with one another in love." -- The presbytery has a gracious separation process that we have not seriously considered. Instead, we have taken a legalistic approach while the Presbytery has done nothing. Our approach is an all or nothing gamble that is a huge waste of our God given time, talent, and treasure. We have not even approached the presbytery with our desire to leave. It is we who are bringing this on ourselves, and my conscience will not allow me to partake in an endeavor that will, in effect, bring harm to the people in our own body, the congregation, and the presbytery.

Lastly, I request a copy of all records, especially the ones showing my objections in meetings, whether executive or not, from the Clerk. I request that I be provided these notes no later than two weeks from today.

Thank You.

Signed: 
Mona C. Gacutan

Dated: 10/25/2015

Chronology of Recent Actions Related to First Presbyterian Church of Seattle

04/2007 FPCS Requests Presbytery Form Property Redevelopment Task Force

FPCS [Pastors and elders], Elder Russ Johnson (UPC), and Elder Jack Van Hartesvelt, (MIPC) came to discuss with Council plans for mission and ministry at Seattle First in the future, which include a proposal to develop their property as “a multi-purpose facility uniquely designed to foster community and service to the surrounding neighborhoods.” (SFP Mission, Vision and Values Statement). [Council minutes]

11/2007 COM Forms FPCS Property Redevelopment [Joint] Task Force

The following persons have agreed to serve on this [Joint] Task Force: From COM, Rev. Tim Snow, Rev. Gary Barckert, Elder Ivan Ellis (Trinity), Elder Randy Roberts (Steel Lake); From Council/Finance, Elder Steven Judd (Bethany), Elder Karen Cunningham (Redmond); From Presbytery at Large, Rev. Hallack Greider, Rev. Adrienne Schlosser-Hall, Elder Gary King (Bellevue). [COM Minutes]

12/2008 COM Recommends Presbytery Form FPCS Property Redevelopment Committee

Scott Lumsden and Wes Nordman met with the Seattle First Task Force to discuss the presentation that was made to Presbytery in November and the January presentation to be made. A Frequently Asked Questions document has been prepared and the actual Request for Proposal will be submitted to Presbytery for review well in advance of the January 20 meeting. This material was distributed to COM for information. A recommendation to amend the [earlier COM] motion to appoint a Joint Task Force will be brought to COM [meeting] on January 10 for discussion and vote. It will be recommended [by COM] that a Committee of Presbytery be approved instead of a Joint Task Force. [COM Minutes]

01/2009 Presbytery Forms FPCS Redevelopment Committee

It was voted to form a committee (G-9.0501) for the purpose of studying and recommending appropriate presbytery action regarding the proposed redevelopment of the Seattle First Presbyterian Church property. This committee shall make a full report to the presbytery when presbytery action is required. [Presbytery Minutes]

11/2012 Communal Discernment and Gracious Separation Policy Approved by Presbytery

Gracious Separation Policy: Was presented for second reading by Rev. Vonna Thomas, Vice Moderator. Changes were identified and the policy was discussed. Approval of the policy was moved, and approved. [Presbytery Minutes]

11/2012 Presbytery Forms FPCS Property Redevelopment Administrative Commission

The motion was made that The Seattle First Redevelopment Committee be reconstituted as the Seattle First Redevelopment Administrative Commission (“the Commission”) with authority to negotiate and enter into a development agreement with a commercial real estate developer acceptable to the Commission pursuant to which Seattle First Presbyterian Church (“SFPC”) will contribute its real property to a large mixed-use development including church facilities constructed for SFPC’s use and ownership, provided that:

- SFPC will incur no debt in the development;
- The resulting church facilities and overall compensation package are in the judgment of the Commission sufficient to fulfill the long term mission and ministry of SFPC;
- SFPC will hold an ownership interest in its facilities in the project of not less than a condominium interest;
- Control of and title to the SFPC property will not transfer until all conditions negotiated in the development agreement are fully satisfied;
- The Commission will minimize the exposure of SFPC and the Presbytery to development risk.

The members of the Commission are: Shelley Dahl, Bob Wallace, David Brenner, Jack Van Hartesvelt, Brent Christie, Joy Orona, George Norris, Rev. Scott Lumsden*, Rev. Ellen Schulz*, Rev. Jeff Schulz* (*Ex-Officio). [Presbytery Minutes]

6/1/2014 FPCS Property Redevelopment Administrative Commission approves PSA

On or around June 1, 2014, the FPCS PRDAC approved and signed the paperwork which allowed FPCS to sign a deal with a developer to sell both FPCS lots (North and South). FPCS received \$550,000 in earnest money, and will receive \$9,000,000 upon execution of the commercial project (developer has 48 months) at the North lot. The South lot is worth about \$29,400,000 in condominium rights and cash (developer has 3 years to execute deal (after North lot development)). [Summary based on FPCS & Commission Resolutions]

10/28/2014 COM Offers Four Options Regarding FPCS's Proposal RE: A Seattle Church

"On October 23, 2014, the Committee on Ministry met to review SFPC's draft proposal document "Coming Together of SFPC and the People of A Seattle Church". It is COM's desire to be responsive to the proposed plan with A Seattle Church (ASC) and therefore called this special meeting to focus on the draft proposal document since we needed more time to review and respond than our last meeting allowed... As we worked as a committee to identify pathways forward for SFPC and ASC we identified four possibilities that might have merit. If you think any might have merit we would be available to explore them with you. They are: 1. Joint Congregational Witness; 2. SFPC hires the staff of ASC (to non-pastoral roles) and the ASC members are invited to join as members of SFPC; 3. ASC becomes a FELLOWSHIP in relationship to the presbytery; 4. SFPC converts from a church to a FELLOWSHIP in Seattle Presbytery." [COM Letter to FPCS]

11/6/2014 FPCS Session Visits with COM / FPCS Chooses Option #2

Invitation to SFPC session members and pastors for follow-up conversation to our letter of 10/28/14. Attending from SFPC were: Revs. Jeff & Ellen Schulz, Neil Lampi, George Norris, Kathryn Ostrom, Nathan Orona. COM is happy that SFPC feels option #2 is good. It reads: SFPC hires the staff of ASC (to non-pastoral roles) and the ASC members are invited to join as members of SFPC. We want to keep working with SFPC on this relationship and encourage them to work with BelPres and UPC as to how the boundaries are established for Directors of ministries, rather than Teaching Elders of the PCUSA. COM can ask for some sort of 'terms of call' for the ASC directors. // Motion passed: COM endorses SFPC's choice of option #2: SFPC hires the staff of ASC (to non-pastoral roles) and the ASC members are invited to join as members of SFPC; hire Tim and Tyler on their staff and welcome the ASC congregation to SFPC, all under the corporate identity of SFPC/PCUSA. // COM is encouraged that SFPC has chosen to pursue path/option #2 and the committee looks forward to walking with them. SFPC has the full authority to hire the staff of ASC (to non-pastoral roles) and the ASC members are invited to join as members of SFPC; there is no action necessary on the part of COM. Per SFPC's request we will continue to have a liaison to better these relationships with ongoing dialogue/constant conversation. We will work on a letter and have the committee weigh in on the wording the week following this meeting. [COM Minutes]

11/20/2014 FPCS Session Responds to COM

"Thank you again for taking time to be with us on Nov. 6. We, too, are grateful to have come to a mutually agreeable solution in what COM described as option #2 in its recent letters (dated Oct. 28 and Nov. 13), which answers the question of how our plan can work within PC(USA) polity. With this in mind, we are revising the plan we provided to you (dated Sept. 27, 2014) and understand that we are now free to move forward with it, under the supervision of FPC Session. For your records, we will forward the revised plan as soon as Session approves it. Presently we are in conversation with ASC leaders about the process with COM, and if, how and when we will move forward. We agree that it will be helpful to be in communication about how the plan is unfolding." [Letter from FPCS Session]

7/2015 Presbytery Forms Committee For Special Administrative Review (see AC Action)

10/30/2015 FPCS Session Responds to Presbytery Records Request (see AC Packet)

Administrative Commission Members for First Presbyterian Church of Seattle (FPCS)

STEVE AESCHBACHER (RE, Bellevue Presbyterian Church)

Steve Aeschbacher is a ruling elder and candidate for ministry in Seattle Presbytery. Steve served as a commissioner to General Assembly in 2008, was elected to the GAMC (now Presbyterian Mission Agency) Board, and has been elected to serve as a commissioner at the General Assembly 2016. Steve is Associate General Counsel for Microsoft and also graduated from Fuller Theological Seminary in June.

HEIDI HUSTED ARMSTRONG (TE, Member-at-large)

Heidi Husted Armstrong is an ordained PC(USA) pastor with 20+ years experience in pastoral work in many different roles. From 1995-2005, Heidi Husted Armstrong served as senior pastor at the 1,200-member Columbia Presbyterian Church in Vancouver, Washington, which became the largest Presbyterian Church (USA) congregation west of the Rockies with a female senior pastor. Heidi preached at the 2003 General Assembly, is a co-facilitator in Transitional Ministry Workshop training (2015) at Menucha Retreat & Conference Center.

SHELLEY DAHL, (RE, University Presbyterian Church)

Shelley Dahl is a ruling elder and has been a member at UPC since 1982, where she's served as Stephen Ministry Leader/Administrator (2000-2005), and on session (2006-2008). Shelley has served the presbytery as COM member (2009-2011), member of an Investigating Committee, and past co-moderator of COM (2011-2014). Shelley currently serves on the FPCS Property Redevelopment Administrative Commission and leads the COM Exam Team. Shelley has taken Misconduct Prevention Training from The Faith Trust Institute (2006), and most recently Conflict Resolution Certification from the Lombard Institute (2013). She was elected to serve as a commissioner at the General Assembly 2014.

J.P. KANG (TE, Japanese Presbyterian Church)

J.P Kang is Associate Pastor at "Presby" and is currently serving on Coordinating Council and CPM of Seattle Presbytery. In addition to his roles in the presbytery, J.P. is Adjunct Faculty at The Seattle School of Theology & Psychology. J.P.'s parents were missionaries to Zaire, Africa (1974-77), and to Tokyo and Fukuoka, Japan (1978-88), affording J.P. immersion in a variety of cultures and languages. This has been a great resource for ministry and teaching as well as a consistent foundation for dealing with situations in which there are a variety of perspectives. J.P studied at MIT (architectural design and music), Princeton Seminary (M.Div and Th.M in Bible) and then Union Seminary (PhD in Bible, with a concentration on ancient Hebrew).

JONATHAN SIEHL (TE, Honorably Retired)

Jon Siehl has served as a pastor in various roles throughout his ministry, has been a Stephen Ministry Leader, and has been a leader/cantor of Taize worship services. Before pastoral ministry, Jon worked as counselor in two community mental health centers, a psychiatric hospital, and in private practice. Rev. Siehl also served on COM and other committees in Scioto Valley Presbytery, providing consultation on clergy sexual misconduct policy and training, psychological evaluations and treatment, and wellness services. He currently serves on the Foster Tukwila PC discernment team. He holds an M.Div (1968) from Pittsburgh Theological Seminary.

KATHY SMITH, (CRE, North Point Presbyterian Church)

Kathy Smith is a commissioned ruling elder at North Point PC. She served on the steering committee for the church in its chartering process and since then has served as the clerk of session at North Point for two consecutive terms. Commissioned by Seattle Presbytery in 2013 to help provide pastoral leadership to the congregation, Kathy also coordinates the local food bank, connecting her with other churches in the community as well as area businesses, clients and volunteers. Kathy has taken lay ministry courses through Whitworth University and Dubuque Seminary.

BILL LONGBRAKE (RE, First Presbyterian Church of Seattle)

Bill Longbrake is a ruling elder and longtime member of Seattle First. He has served throughout the local and national church PC(USA) in various roles. Bill had an extensive career in Banking as the CFO and Vice Chair of Washington Mutual, Inc. Since June 2009, Bill has been an Executive in Residence at the Robert H. Smith School of Business at the University of Maryland and participates in the Center for Financial Policy. He spends one to two weeks monthly teaching classes and working on a variety of business, policy and governance issues with faculty, students, business leaders, government policymakers and executives of not-for-profit organizations. Bill serves on many boards, among which he is currently: director of Boeing Employees Credit Union; chairman of the board of trustees of and the College of Wooster; chairman of the board of trustees of Lift Up Africa, a charitable organization that finances humanitarian and sustainable development initiatives on the continent of Africa; and is president of the Longbrake Family Foundation.

BOB WALLACE (RE, Bellevue Presbyterian Church)

Bob Wallace is a ruling elder and currently serves on Seattle Presbytery's Property & Finance committee and FPCS Property Redevelopment Administrative Commission of Seattle Presbytery. Bob is CEO of Wallace Properties, Inc., which he founded in 1977. Bob has contributed his considerable expertise as chairman of a number of important regional projects, such as the Washington State Convention Center, Puget Sound Air Transportation Commission, the Seattle Metropolitan Chamber of Commerce and more. Bob is a Business Administration graduate of Seattle Pacific University, holds a Washington State Real Estate Broker's License, and is past Chairman of the Washington State Commercial Association of Realtors. Wallace currently serves on the corporate boards of PREMERA Blue Cross and Puget Sound Bank.



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

Ralph Munro, Secretary of State

RESTATED

000207 JUN 26 85

FILED

JUN 18 1985

SECRETARY OF STATE
STATE OF WASHINGTON

**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 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 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. 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

285-A

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

**CALLED MEETING OF THE CONGREGATION AND
MEETING OF THE CORPORATION
First Presbyterian Church of Seattle
May 8, 2005**

The Called Meeting of the Congregation was called to order with prayer by Moderator Rick Hull at noon in the Sanctuary. Elder Liz Cedergreen was named as clerk for the meeting and a quorum was declared present. The meeting was adjourned, and Elder Doug Houk, president of the Board of Trustees, opened the Meeting of the Corporation.

The purpose of the meeting of the Corporation was to approve revisions to the church's by-laws. Elder Houk presented the motion which was seconded and carried.

The Session recommends that the By-Laws of First Presbyterian Church of Seattle be amended as distributed in the call to this meeting for the following reasons:

- 1. Nominating Committee. The number serving be changed from 5 to 7 as prescribed by the Book of Order.**
- 2. Number serving on the Session.**
 - 2.1 Reduce the minimum number of elders from 12 to 9.**
 - 2.2 Eliminate the Board of Trustees and transfer Trustee functions to the Session.**
- 3. Eliminate wording pertaining to Associate Pastor to more accurately reflect the fact that we are a single pastor congregation.**

The meeting of the Corporation was closed with prayer by Elder Houk.

Moderator Hull reconvened the Congregational Meeting. The purpose of the meeting was to approve the dissolution of the pastoral relationship between The Rev. Winston R. Hull II and the congregation of First Presbyterian Church of Seattle. Elder Beverly Read, chair of the Human Resources Committee presented the following motion which was seconded and carried.

The Session recommends that the Congregation concur with the request of the Rev. Winston R. Hull II to dissolve the pastoral relationship effective May 12, 2005. Compensation and benefits, for accrued leave time, will continue in effect through June 10, 2005.

The meeting was closed with a liturgy to say good-bye to the pastor. Leaders for this were Rev. Boyd Stockdale, Executive Presbyter of the Presbytery of Seattle, Elders Danny Shen and Rebecca Barnes, and the Rev. Hull. Rev. Hull gave a final prayer and benediction.

The Rev. Winston R. Hull II, Moderator

Elder Liz Cedergreen, Clerk

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;
- 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. Incorporation

In accordance with the laws of the state of Washington, the congregation shall cause a corporation to be formed and maintained in good standing. Consistent with the laws of this state, both congregational and corporate business may be conducted in separate sessions at the same meeting of the congregation. (G-.0304)*. References in these bylaws to "the corporation" refer to the First Presbyterian Church of Seattle as a Washington nonprofit corporation, governed by the Non-Profit Corporations Act of the state of Washington, as most recently amended.

IV. Membership

Membership shall be granted and terminated in compliance with the *Constitution of the Presbyterian Church (U.S.A.)*. A roster of members shall be maintained by the congregation and corporation, and updated at least annually.

V. Governance of the Church

This church shall be governed in accordance with the current edition of the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these bylaws shall provide specific guidance for this church. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance. Any matter of church governance not addressed by these bylaws shall be governed by the *Constitution of the Presbyterian Church (U.S.A.)*.

VI. Meetings

(1) There shall be an annual meeting of the congregation and corporation 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. (G-7.0302). An annual special meeting shall be called and held in the church building during the second quarter for receipt of the nominating committee report for church officers (G-7.0302), and the election of church officers and the nominating committee for the next year.

(3) Only active members may vote (G-7.0301), regardless of age. Proxy voting is not permitted in meetings of the congregation and the corporation.

VII. Notice of Meetings

(1) Public notice of meetings of the congregation shall be given in printed and verbal form on at least two successive Sundays prior to 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. (G-7.0303).

(2) Public notice of meetings of the corporation shall be given by letter mailed to all members not less than ten (10) nor more than fifty (50) days prior to the date of the meeting. A printed notice shall also be included in the church bulletin, signed by the Clerk of the Session, indicating the date and hour when, and place where, such meeting will be held, and the purpose of the meeting, which notice shall be audibly read at public worship to the assembled congregation on at least two successive Sundays prior to the date of such meeting.

VIII. Quorum for Meetings

The quorum of a meeting of the congregation and the corporation shall be one-tenth of the active members. 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, the moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or the 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. (G-7.0306). 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 or corporation during the period of that person's service on the nominating committee. (G- 14.02 0 1).

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) The Session, shall act as officers and directors of the corporation, and shall form such committees as are necessary to carry out its work and maintain the corporation's good standing with the State of Washington. At its first meeting following the election of elders, Session shall elect one of their number as president, another as vice president, another as secretary/treasurer which shall serve a term of one year and until their successors are elected. Subject to the provisions of Articles XIV, the Session shall elect a clerk. A quorum for the Session shall be the pastor or other president officer and one third of the elders.

(3) The president shall preside at all meetings of the corporation (G-7.0403), shall sign all deeds, mortgages, and other contracts or instruments usually required to be signed by officers of the corporation, shall have custody of the corporate seal and may delegate signing authority for standard contracts and leases up to \$10,000, as approved by the Session.

(4) The vice president shall preside over meetings of the corporation in the absence of the president and shall perform the duties of the president and such other and further duties as may be required by the Session or president.

(5) The secretary/treasurer shall preside over meetings of the corporation in the absence of the president and vice president, shall perform the duties of the president and such other and further duties as may be required by the Session or the president.

Except as otherwise provided by the Session, the secretary/treasurer shall be the custodian of all funds of the congregation, including funds of all departments, classes, committees, and organizations in the congregation. The secretary/treasurer shall be responsible for true and accurate books of account, which shall be audited no less than every three years with a financial review of statements in the non-audited years.

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

(7) 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 Deacons 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 the 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 elect 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 submit the minutes to the stated clerk of the Presbytery of Seattle annually for review and approval. 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. (G-7.0307). If the clerk is not present or is unable to serve at any meeting, the congregation shall elect a secretary for the meeting.

XV Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Washington and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote 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 at which the changes are voted upon.

Seattle First Presbyterian Church

1013 8th Ave.
Seattle, WA 98104

To: Prospective Members of Seattle First Redevelopment Committee of Seattle Presbytery
From: Jeff Schulz, Co-Pastor, Seattle First Presbyterian Church
Re: Seattle First Redevelopment Committee Job Description
Date: February 23, 2012
CC: Scott Lumsden, Executive Presbyter
Shelley Dahl, Co-Moderator, Committee on Ministry

Purpose: The purpose of this letter is to briefly describe the roles and responsibilities of members of the Seattle First Redevelopment Committee (SFRC) of Seattle Presbytery.

Past: For several decades, Seattle First Presbyterian Church (SFPC) has considered developing its property to more effectively fulfill its mission. In 2008, SFPC prepared a Request for Proposal (RFP) to submit to developers. The RFP assumes the sale of some or all of SFPC property, with proceeds funding a new facility in a mixed-use development. In January 2009 Presbytery approved the RFP, understanding that it tacitly approved the sale of SFPC property, without which developers will not invest the resources to make proposals. If a proposal is by SFPC and the SFRC, Presbytery will then officially approve the transaction.

Present: After putting the project on hold during the economic downturn, SFPC is now moving forward in exploring the development of its property. With the help of an architect, project manager and broker, SFPC is finalizing its plans to submit an RFP to potential developers.

SFRC: The purpose of the SFRC of the Presbytery is, in brief, to review SFPC's development process and RFP, review proposals, and if it find one acceptable, report to Presbytery to office approve any property transaction. *The minutes of Presbytery and detailed description of the committee are included on the back of this page.*

Expectations: SFRC will meet once for an initial orientation and review of the process. After the RFP is submitted, SFPC will receive, review and rank proposals, making a preferred selection, and forward the proposals, findings and preferred selection to SFRC for review. SFRC will meet, as necessary, to review proposals, SFPC's findings and preferred selection, and prepare to report to Presbytery with matters of action.

Timing: It is expected that SFRC will initially meet as soon as possible for orientation and review of the RFP process. There will then be a waiting period while the RFP is submitted and proposals received. While the length of the review process is undetermined, if one or more proposals are viable, the preferred selection should become clear within several months.

Reward: Whatever the result, members of SFRC will help to wisely steward a valuable resource for the fulfillment of God's mission through SFPC and Seattle Presbytery.

From January 2009 Minutes of Presbytery:**Seattle First Request for Proposal**

It was voted to permit Seattle First Presbyterian Church to release a “Request for Proposal” to obtain Request for Proposal proposals for redevelopment of the Seattle First property.

Seattle First Redevelopment Committee

It was voted to form a committee (G-9.0501) for the purpose of studying and recommending appropriate presbytery action regarding the proposed redevelopment of the Seattle First Presbyterian Church property. This committee shall make a full report to the presbytery when presbytery action is required.

Membership of this committee shall include (two) members of Seattle First Presbyterian Church, (one) member of COM, (one) member of Council, and (three) members at large. The co-pastors of Seattle First, the Seattle First Executive Director, and the Presbytery Executive shall be members ex-officio, with voice but without vote. No current or former staff of either Seattle First or the Presbytery may be a part of this committee.

The Seattle First Redevelopment Committee is charged with, but not limited to, the following duties related to appropriate presbytery action (G-11.0103a,b,j,y.):

- 1). Review the Request For Proposal process for its conformity to the mission of the church and the presbytery of which it belongs.
- 2). Review the Proposed Plans for Redevelopment from developers with specific attention to property use, financial risk, and encumbrance, and return, etc.
- 3). Make a full report to presbytery regarding the specific redevelopment proposal for First Presbyterian Church Seattle and the specific that is (or will be) required in order to pursue the redevelopment of the property.

Seattle First Redevelopment Committee

Report to Presbytery

September 18, 2012

Redevelopment Committee Members:

Shelley Dahl, Bob Wallace, David Brenner, Jack VanHartesvelt, Brent Christie, Joy Orona, George Norris, Scott Lumsden*, Ellen Schulz*, Jeff Schulz* (*Ex-Officio)

Redevelopment Committee Purpose: To recommend Presbytery action regarding the proposed redevelopment of Seattle First property (established by Presbytery in January, 2009).

Redevelopment Committee Report:

1. The Request for Proposal process conforms to the mission of the church and presbytery.
2. The selected developer proposes a partnership that includes minimal financial risk, acceptable return, and property use that fulfills the mission of the church.
3. Given the nature, complexity and timing of the development process, it will not be possible for the Presbytery at large to take actions necessary to proceed. To make this possible, it is necessary to authorize a commission to act on behalf of Presbytery.

Matter of Action: November 20, 2012 Presbytery Meeting

The Seattle First Redevelopment Committee requests that it be reconstituted as the Seattle First Redevelopment Administrative Commission (“the Commission”) with authority to negotiate and enter into a development agreement with a commercial real estate developer acceptable to the Commission pursuant to which Seattle First Presbyterian Church (“SFPC”) will contribute its real property to a large mixed-use development including church facilities constructed for SFPC’s use and ownership, provided that:

- a. SFPC will incur no debt in the development;
- b. The resulting church facilities and overall compensation package are in the judgment of the Commission sufficient to fulfill the long term mission and ministry of SFPC;
- c. SFPC will hold an ownership interest in its facilities in the project of not less than a condominium interest;
- d. Control of and title to the SFPC property will not transfer until all conditions negotiated in the development agreement are fully satisfied;
- e. The Commission will give full consideration to minimizing the exposure of SFPC and the Presbytery to development risk.

Rationale for Commission:

SFPC owns its property in trust of the Presbytery, which must approve a purchase/sale agreement. To create an executable development plan resulting in a purchase/sale agreement, SFPC and its selected developer must invest significant resources. To wisely steward these resources, both parties must assure that, when their respective conditions are satisfied, they will execute a purchase/sale. Given the complexity, timing and successive decision points in the process, it will be necessary to appoint a commission with appropriate expertise, availability and continuity to provide, on an ongoing basis, the requisite assurances and knowledgeable decisions needed to execute a purchase/sale agreement.

Rationale for Redevelopment

The mission of Seattle First is to "*glorify God in Seattle by making disciples of Jesus Christ who love God, one another, and their neighbor.*" Redeveloping SFPC property will help to fulfill the mission by replacing a decaying outdated facility with one that fits the ministry envisioned now and into the future, and by maximizing the potential to add value to the neighborhood and city. SFPC envisions a "church in an urban village," distinctively sacred, flexible, multi-use facilities integrated into a larger multi-use development designed to be a center for community, ministry and commerce.

Action of Seattle First Congregation

"SFPC reaffirms its intention, established in 2009, to sell SFPC property, which will fund new church facilities in a larger mixed-use development, when SFPC receives from its selected developer a development proposal and purchase/sale agreement acceptable to the SFPC Session and the Seattle First Redevelopment Committee of the Presbytery of Seattle." -Unanimously approved August 26, 2012

Some Frequently Asked Questions:

- 1. Why is it necessary to make the Seattle First Redevelopment Committee a Commission?** The Presbytery has the authority but not the capacity to take necessary action; the Committee has the capacity but not the authority; a commission has both the capacity and authority.
- 2. Can SFPC and/or the Commission end the development process for any reason?** Until the execution of a purchase/sale agreement, both the SFPC/Commission and the developer have the right to end the process if their conditions are not met.
- 3. How will SFPC/Presbytery's liabilities be managed?** Presbytery's legal counsel is a member of the commission. The legal counsel of the Commission and SFPC has the expertise to acceptably limit financial and physical liabilities in any development agreement.
- 4. How will the development fulfill SFPC's mission?** SFPC will practice wise stewardship by exchanging a decaying outdated facility designed for a past era with a distinctively sacred, flexible, multi-use facility designed to connect with a larger mixed-use development, the neighborhood, and city into the foreseeable future. Church and related facilities will provide space for existing and future ministries such as coffee shop, day care, school, recreation, shelter etc. and other partner ministries. The overall project will bless our neighbors by creating a center for community and commerce.
- 5. What will SFPC receive in exchange for its property?** SFPC will receive some combination of a facility, parking and remaining funds.
- 6. What will the church facilities and overall development look like?** What the project will look like will become clearer after the completion of the feasibility and pre-development processes.
- 7. Will the development include affordable housing?** Both SFPC and its selected developer intend to include affordable housing in the development.
- 8. How long will the project take?** Assuming the project has two phases, building out the North block and then the South block would take approximately 5-8 years.
- 9. How can a find out more?** Contact Elder George Norris or Pastor Jeff Schulz of Seattle First, or any member of the Committee.

**CONGREGATIONAL MEETING, AUGUST 25, 2013
SEATTLE FIRST PRESBYTERIAN CHURCH
TURNBULL CHAPEL, 11:45 A.M.**

Moderator Jeff Schulz opened the meeting with prayer. A quorum was present. The purpose of the meeting was the election of church officers and at large members of the 2014 Officer Nominating Committee.

Before introducing the slate of candidates, Jeff explained that the elders are the lead disciple makers and deacons the lead care givers in their roles as church leaders.

Those nominated were Dave Martin, elder, first term; Naomi Pugarit and Laurinda Steele, new deacons, first term. At large members of the ONC were Moira Borchert, David Houk, John Nyce and Ben Rullan. After opening the floor to further nominations and hearing none, Jeff called for the vote.

M/C to unanimously elect the slate of officers 2013-2014. They will be ordained and installed during worship September 22.

Kathryn Ostrom, elder and chair of the ONC, encouraged the congregation to look for future leaders.

The meeting closed with prayer at 12:05 p.m.

The Rev. Jeff Schulz, Moderator

Elder Liz Cedergreen, Clerk

JOINT OFFICER MEETING, SEPTEMBER 23, 2014**First Presbyterian Church of Seattle****Rm. 302, 6 PM****Draft****JOINT OFFICERS**

Dinner and Devotional led by Neal Lampi, using the format of the Shelter's Men's Circle.

Dinner provided by Laurinda Steele, David Houk, David Martin & Ellen Schulz.

SESSION

The regular September meeting of Session was called to order with prayer at 7:15 by moderator Ellen Schulz. A quorum was present. In attendance were elders, Nathan Orona, Neil Lampi, David Martin, George Norris, Kathryn Ostrom. Excused were Lindsey McDowell and clerk, Liz Cedergreen. Also in attendance were Co-Pastors Jeff and Ellen Schulz and COM representative, Tom Masters.

CLERK'S REPORT: Kathy Ostrom

M/S/C Minutes from Sept. 9 meeting with COM representatives were approved as amended.

Next meeting of Seattle Presbytery, Oct 4: Training session in the AM & regular meeting in the afternoon. SFPC reps will be Jeff or Ellen, George Norris, David Martin. Jeff encouraged everyone to try to hear Roger Nishioka either in person or online.

COM Liaison: Tom Masters

Tom Masters introduced himself to us as a member of the Session Task Force and COM liaison. There was discussion about the reason for COM's decision to assign a liaison to SFPC, as it was not part of the 9/9/14 meeting of Session with COM. Tom offered to seek clarification.

WORSHIP TEAM: Nathan Orona

Elder Nathan Orona gave us a schedule for and information about our annual Worshipping Together with Emerald City Fellowship and Bethany Presbyterian with the possible inclusion of A Seattle Church. It is scheduled for November 16th at 10:30 with lunch afterward.

M/S/C to hold the annual joint worship service on November 16 with SFPC, Emerald City Bible Fellowship, Bethany Presbyterian and (possibly) A Seattle Church. The service is to be in the SFPC sanctuary at 10:30 a.m. with the fellowship lunch afterwards. The theme of the service is Reconciliation, with the Rev. Dr. Brenda Salter McNeil preaching.

See attachments for more details on worship report.

Discussion ensued on advertising possibilities using signage, Facebook & Newsprint – especially for the Wednesday night “Reconciliation Forum” Series. George Norris, Nathan Orona, Neil Lampi and Jeff all agreed to work on publicity.

A pulpit exchange (for two Sundays prior to Nov 16, with) and Wednesday night speaker series on Reconciliation will lead up to the November 16 joint service. The speaker series organized by the participating churches will be held Wednesday, Oct. 29, Racial Reconciliation & the Christian Community; Nov. 5, Media Influence on Image/Identity Formation; Nov. 12, Race and Class, Segregation and Economic Justice, in the Chapel at SFPC from 7-8:30 p.m.

See attachments for more details.

M/S/C: To approve the much-anticipated Sacrament of baptism for David Martin this Sunday, September 28th. Session was reminded that the long delay in David’s Baptism was the unexpected relocation of his wife to West Virginia for work, and health matters that curtailed her ability to travel.

Jeff reminded us that, following the transition of Skye Perrin, the Worship Team is now led by Nathan, Myrnie & Ruben until there is resolution about coming together with A Seattle Church.

OPERATIONS TEAM: David Martin

Tower Report: We have chosen McBride Construction Co. to repair the tower. Their bid is between \$120,000 & \$150,000, should take about 2 weeks. There still is some hope that the insurance Co. will pay at least part of this.

David distributed the financial balance report as of August 31, 2014. Tithes and offerings are up, and the overall balance is positive.

David also reported that the Banking Signatories Documents need to be completed and that we are still waiting to receive a draft of new articles of incorporation.

OFFICER NOMINATION COMMITTEE: Kathryn Ostrom

A meeting of the ONC will be held this Sunday, 9/28 to assign ONC members for final interviews in preparation for congregational meeting on October 19th.

M/S/C To hold a Congregational Meeting on October 19th for the purpose of electing Officers of Elders, Deacons, ONC members and Trustees (pending Session review and approval of amended articles).

RELAUNCH: George Norris

M/S/C: In response to God’s leading, the session of Seattle First Presbyterian Church, in conversation with the congregation and Seattle Presbytery, desires and resolves to come together in regular worship and ministry with the fellowship of people who call themselves, “A Seattle Church.”

Task Force Report: Nathan Orona

Task Force met today, 9/23 from 4-6PM. Members: Tom Masters – COM, Bertram Johnson of Madrona Pres. – CMCA, Tim Gaydos and Tyler Gorsline – TSC, Jeff Schulz and Nathan Orona – SFPC.

An agenda for establishing written Context, Purpose and Goals for the coming together of SFPC ASC were distributed to us. Next meeting of the Task Force is Tuesday, 9/30/14 toward having a 1st draft ready for COM at their meeting on 10/2/14.

Proposed date for the Relaunch is the beginning of ADVENT, November 30, 2014

SANCTUARY UPGRADES : Jeff Schulz

Wells Fargo representatives confirmed that to pursue a TEDRA agreement (like what we secured for the Chapel remodel) will require approval of WF and SFPC, but not the other Egtvedt beneficiaries, which will streamline the process. Another option is to borrow from the trust and pay the trust back with the regular distributions. David will follow up with WF to further explore the options.

URBAN IMPACT HUB: Ellen Schulz

Continued progress has been made toward SFPC becoming an Urban Impact Hub. Steve Bury of Urban Impact, let us know that a \$30,00 grant was awarded to hire an Urban Impact HUB director for SFPC, for the purpose of initiating a community development ministry. An example of such a ministry might be the partnership we have pursued with Bailey Gatzert elementary, or the ministry to at-risk youth through in-residence Young Life leaders.

NEXT MEETING

October 28th, 2014

NEW BUSINESS: George Norris

George proposed the following motion:

M/S/C: In order to ensure safe, transparent and clear communication between COM and Seattle First Presbyterian Church, all meetings between our pastors and representatives of Presbytery will include at least 2 members of SFPC Session.

Nathan closed our meeting in prayer at 10:45 p.m.

The Rev. Ellen Schulz, Moderator

Elder Kathryn Ostrom, clerk pro tem

MOTIONS FROM THE WORSHIP TEAM:

1. To hold our annual **Joint Worship Service** on November 16 with Emerald City Bible Fellowship, Bethany Presbyterian, and (possibly) A Seattle Church. The service would be in our sanctuary at normal time, 10:30, with our traditional lunch afterwards. The theme for worship is Reconciliation. The Rev. Dr. Benda Salter McNeil (Associate Pastor of Teaching at Quest Church) will be preaching.

About Rev. Dr. Brenda Salter McNeil:

Rev. Dr. Brenda Salter McNeil is a powerful, prophetic preacher and thought-leader in the field of reconciliation. She is an Associate Professor of Reconciliation Studies and the Director of the Reconciliation Minor's program at SPU. Brenda is an author, speaker, consultant, and president of Salter McNeil and Associates, with over 25 years of experience in the field of racial, ethnic, and gender reconciliation. Brenda earned her B.A. from Rutgers University, M.Div. from Fuller Theological Seminary, and D.Min. from formerly-named Eastern Baptist Theological Seminary, now Palmer Theological Seminary. Brenda was recently named by Christianity Today as one of the 50 women to watch for in her work shaping the church and culture. Brenda and her husband Dr. J. Derek McNeil, have two children and reside in Seattle. Inquiries can be sent to brenda@seattlequest.org.

2. To approve the much-anticipated **Sacrament of Baptism** for David Martin for this Sunday, September 28.

MATTERS OF INFORMATION FROM THE WORSHIP TEAM:

Leading up to the November 16 Joint Worship Service, there will be:

1. A **Pulpit Exchange** on November 2 and November 9, where preachers from Emerald City Bible Fellowship, Bethany Presbyterian, and SFPC would preach at each other's churches. Preachers at SFPC would be:
 - a. November 2: Harvey Drake (from ECBF). Jeff or Ellen would preach at Bethany.
 - b. November 9: Doug Kelly (from Bethany). Jeff or Ellen would preach at ECBF.

2. A **Wednesday Night Speaker Series** on Reconciliation, in conjunction with Emerald City Bible Fellowship, Urban Impact (a ministry of EBCF), and Bethany Presbyterian. The series would take place from 7-8:30pm on 10/29, 11/5, and 11/12 in the SFPC Chapel.

Details of the series:

Urban Impact in collaboration with Bethany Presbyterian, Seattle First Presbyterian, and Emerald City Bible Fellowship are sponsoring a Reconciliation Forum series this fall, on three consecutive Wednesday nights, 7 - 8:30pm, October 29th, November 5th & 12th, in the Chapel at SFPC.

The format is to have a Facilitator(s)/ Speaker(s), lead off with a presentation addressing the reconciliation focus of the night. Then ask two Community Voices will present their personal story & thoughts related to night's topic and then the facilitators will lead a dialogue in a variety of formats (open format, small groups, one on one reflections, etc.) Roughly, 30-40 min presentation, two 5-10 min reflections, 30 min of facilitated dialogue.

Week 1 - Oct 29th

Topic: Racial Reconciliation & the Christian Community

Speaker / Facilitator - Dr. Caprice Hollins

Community Voices: Glenn McCray and Lynn Blessing

Week 2 - Nov 5th

Topic: Media Influence on Image / Identity Formation: C

Speaker / Facilitators: Rev. Harvey Drake & Rev. Peter Chin

Community Voices: Drea Chica and Louie Praseuth (if he can pull away from youth group)

Week 3 - Nov 12th

Topic: Race and Class, Segregation and Economic Justice

Speaker / Facilitators: Rev. David Leong & Rev. Liz Mosbo-Verhage

Community Voices: Tausili Kalepo and Mark Russo

Budget proposed is weekly, so co-facilitators would split honorarium:

Speaker / Facilitator \$500 weekly, \$1,500 total

Community Voices \$100 weekly, \$300

Facility Costs to Seattle First Presbyterian, \$250 per night.

Promotion would be done via an online flyer and each church can print as needed.

Total Budget: TBD

April 3, 2014

Hello my beloved brothers,

I was going to send you a note yesterday, but decided to wait until I met with Session tonight, as they are a wise bunch and pretty invested in our relationship with you.

The meeting was about property development, but the question of most interest was how things are going with Tim and Tyler. That says something, by the way. In any case, hearing that you were confused and frustrated after we shared with you the results of our meeting with COM reps, the elders were....confused and frustrated! As several have said before, and said again last night, "Why don't we just get on with it?"

After conversations with Scott Lumsden, Kevin Nollette, the Session, and God (not in that order!) perhaps I can provide a little clarity that will hopefully help all of us.

Offi

However things unfold, I am reminded that the reason that we have come together is relationships. We have, it seems to me, come to love, cherish and respect one another, share a heart for ministry in the city, and sense that God is calling our diverse and complimentary groups together into something bigger than we would be apart. The key point here is that like a marriage of a man and woman, just what it is that we are talking about (which is a question you went away asking) is a marriage based on relationships.

As with most relationships, at least that are growing, there have been moments of clarity and confusion, progress and pause for both of us. Your process of identifying a network with which to associate has evolved, as has your community, which has been a blessing to watch, and with which our very established structure has sometimes struggled to relate. Our understanding of how, in our polity, we can participate in birthing, with you, a new thing, has evolved. We can understand how that has sometimes been confusing to you. It's sometimes been confusing to us, too. We know about planting new churches, and replanting old churches, but what we are talking about doing is some combination or hybrid of the two, that neither of us has ever done, for which there may not be a "model" that precisely describes it.

I don't find that surprising, actually, and see it as a confirmation that what seems to have been drawing us together is not a "model" but a movement of the Spirit. There is some mystery in the marriage of a man and woman, and the marriage of the Christ and his church. However challenging it may be to define the movement we seem to have been experiencing, a little mystery may confirm that it is not just us, but God, who is in it together with us, leading us into a new thing. It may very well be the kind of thing that creates a new view of how the body of Christ can come together. It is part of the reason we sense it needs to be done, not just for us, but for our city. It is part of the reason someone like UGM's Jeff Lilley can say the city of Seattle needs to see us do it!

So what is it? It is, as we have said, a marriage. It is, and must be, defined first on relationships, with Christ and one another.

Still, we need to define it further with some language understood by our communities and networks with which we associate, Waterhouse and Seattle Presbytery. Sometime ago, we described what we are doing to our Executive Presbyter, Scott Lumsden, who encouraged us to look at what our Book of Order calls "Joint Witness." So, we started using that "model," not knowing exactly what it entails. As it turns out, Scott is, by his own admission, no expert in Joint Witness, and neither are we.

When we got to Associate Executive Kevin Nollette, he clarified a few things for us that would have been good to know awhile back. The Joint Witness was originally designed for small dying country churches that could not continue alone and needed to come together to carry on. It's a model for consolidating

Offic(corporately, legally, ecclesiastically) two organizations with established structures, members, boards, etc. There are two reasons it does not seem to presently fit for us: Neither of our groups need to come together to continue, and your group is not yet established as the kind of organization with which Seattle Presbytery could presently engage (corporately, legally, ecclesiastically) in the model of Joint Witness. If and when your community, or the community we are creating together, is organizationally established such that it can engage in a Joint Witness, we can pursue that if we feel led. All the corporate, legal and ecclesiastical steps would naturally take some time, and we would take them only if we are convinced that it is consistent with Spirit's movement and what we think is best for our community.

Yes, it would have been good to know more about Joint Witness before it was suggested, and yes, it would have helped us to know more clearly what the anticipated organizational development of your group would be. The good news is that now we know. The even better news, at least to our Session, is that we can "get on with it."

What is the "it?" The "it" is, if we have sensed correctly, a movement of the Spirit, calling us to do a new thing together. The "it" is based on our relationships, shared vision of ministry in the city, and a sense that God is calling our diverse and complimentary groups together into something bigger than we would be apart. That's the "it" our elders are talking about when they say "let's get on with it." That's the "it" Kevin Nollette was talking about it when he asked, "What's stopping you from doing it?" That is the "it," the "something bigger," that will be called a "church" of which we all are a part. Marriage may not be the best analogy, but if we use it, it is a marriage based on relationships, not corporate, civil, or ecclesiastical laws. What we call it does not make much difference. Waterhouse may call it a "new church plant." Seattle Presbytery may call it "joint ministry." In its essence, which is relationships, it still is what it is.

One of the reasons moving from the concept of Joint Witness to joint ministry was a relief to our Session is that there is nothing to stop us from doing it. More positively, we can do it without going through all the corporate, legal, and ecclesiastical steps necessary for a Joint Witness. We may end up there, but it is not necessary to get relationally married, and gives us time to carefully discern what might be the best way to corporately, legally and ecclesiastically move forward together. We need no approval to come together to do ministry, which is what we are calling "church." The only approval we will likely need is to regularly share worship space. The reason is that it has always been of high importance in PC(USA) that any worship taking place in one of its churches be faithfully done in the name of Christ, and we know that is the case for all of us.

What, then, does "joint ministry" mean? It means "church." It is what we will do together as one community, based on our relationships, and the organization that evolves out of them, the doing together of ministries such as worship, discipleship, service, mission and stewardship. Assuming it is called "A Seattle Church," that is the DBA ("Doing Business As") of what will be known to Waterhouse as a church plant, and known to Seattle Presbytery as a joint ministry. To that end, the plan that describes this is called a Joint Ministry Church Launch Plan (JMCLP) to honor the respective language of the bride and the groom. Which one is the bride, and which one the groom, is a mystery...

While this is a little more complicated than just doing a church launch, or just doing a joint ministry (say, a shared service project), a little uncertainty and mystery leave some room for the Spirit to continue to move and show us the way we should go together. As with any new venture, we need to plan well, and also trust that the Lord will guide our steps.

I hope that provides a little more clarity for all of us. Given the investment we have already made, the relationships we have cultivated, the shared vision for ministry, and the encouragement of many others, it seems to me that, while there may be good reason to pause, there may also be good reason to hit "play" and watch the story continue to unfold.

One thing both you, Tim and Tyler, have requested is a clarification, in brief, of that “it” is that we are talking about. You are not alone – our Session asked for the same thing. I think the Joint Ministry/Church Launch Plan is still on target, and will try to summarize it here.

Joint Ministry/Church Launch Plan

Summary
April 4, 2014

Speaking for the leadership of Masters Church (MC) and Seattle First Presbyterian Church (SFPC), we believe that God is calling us to do a new thing together, likely called “A Seattle Church” (ASC). In MC and SFPC, a new developing church and historic redeveloping church bring together a diversity of people, leaders, with a shared vision for loving our city in the name of Jesus. With complimentary gift, skills, and resources devoted to fulfilling God’s mission, we believe God can use us better together.

Theologically speaking, this is a Kingdom endeavor, in the sense that both groups are coming together to participate in something God is doing that is bigger than we individually are. Practically speaking, this means bringing people and resources together into a new community that is responding to the perceived movement of God’s Spirit in our midst.

Where the wind of the Spirit blows there is sometimes some uncertainty and mystery. There may not be a model that precisely describes what we are doing. For Waterhouse Church Planting Network (WCPN), this new thing will likely be called a “church plant.” For Seattle Presbytery it will likely be called a “joint ministry.” SFPC is already what PC(USA) calls a “constituted” church, (with established membership, governance), and can become constitutionally united when the other organization is equally constituted. When that happens, one possibility is pursuing what Presbyterian polity calls a “Joint Witness,” which requires some corporate, legal and ecclesiastical action. If we discern this to be a beneficial step, we are free to pursue it.

For now, in what Waterhouse calls a church plant, and Seattle Presbytery calls a joint ministry, SFPC is free to participate with its people, pastors, staff, property and resources in ASC together, just as MC is free to bring its people, pastors, staff, and resources as well. The plan seeks to integrate those components into one joint ministry/church, which includes, true to the name, all the ministries of the church, such as worship, discipleship, mission, service, stewardship etc. Leadership groups for MC (Advisory Team) and SFPC (Session) will be maintained to serve the roles required by Waterhouse and Seattle Presbytery, which will be defined in the Joint Ministry/Church Launch Plan. Representatives of these groups, along with others, will form a leadership team formed to guide the joint ministry/church.

Membership in ASC will evolve over time, and will not assume membership in SFPC. If someone desires to become a member of SFPC, it will be understood that this means participation in ASC.

We expect this joint ministry/church plant to endure, and for ASC to develop a strong, growing life of its own, interdependent of its participants. If at some point “A Seattle Church” is led to disassociate from any of its participants, whether Waterhouse, Seattle Presbytery or SFPC, it is expected that, and every effort will be made to, graciously, lovingly and enthusiastically sending one another into continued proclamation of the Gospel of Jesus Christ.

As this is only an attempted summary, the Joint Ministry/Church Launch Plan provides further detail. In that plan, we will try to answer as many questions as we possibly can. Some of the answers are yet to be revealed. We will plan as best we can, and trust the Lord to guide our steps.

Apr. 16, 2014

Hey Tim and Tyler,

The letter I wrote you was intended to potentially be passed on to others in our groups for whom it might be helpful. We might want to touch bases before doing that, and I would like to correct some typos before doing so.

You asked a few questions in our last phone conversation that I'll try to answer briefly here, as it seems that getting some things in writing may be serving to help at this point.

You mentioned that in your debrief with Tyler you noted that we'd gone, at least from our side, from leaving the denomination, to joint witness, to joint ministry. In the letter I commented on the movement from joint witness to joint ministry, but not on the denominational affiliation, as it is a more sensitive subject and I would not want it included in potentially public communications at this point.

Regarding leaving the denomination, this is a matter of discernment that is still on our agenda, though it has taken a back seat. The question is one of timing and relationship to a possible re-launch and property development. When we first started talking, there were two related items on Session agenda: The possibility of going to ECO and the Property Development Project. When we added the possible re-launch to the agenda, it became clear that the timing would not work to initiate and conclude a discernment process for ECO before a possible Sept. re-launch. Additionally, entering into a discernment process for leaving the denomination during which a re-launch might happen, it could complicate, and negatively impact, both processes. So, Session thoughtfully and prayerfully made a decision to pursue the relationship with you and, assuming we move forward, address the question of denominational affiliation when the time seems right.

You also asked for clarification on the scope of Presbytery's authority, and if they could just say "no" to what we are talking about. That depends on what we are talking about.

-Regarding leaving the denomination, if a congregation votes to go, the Presbytery cannot stop it. As with any voluntary organizations, individuals and congregations are free to affiliate or disaffiliate as they please. However, because PC(USA) properties owned by local congregations are held in "trust" of the denomination, Presbytery has the authority to deny dismissal with the property, or to approve dismissal with property with a negotiated financial settlement. Our Presbytery has adopted a "gracious dismissal" policy, under which three congregations left last year. They kept their property, and paid a financial settlement. They were small/medium-sized congregations with small/medium-sized properties, so the process went fairly easily. We, however, are a small congregation with a very valuable, strategic, legacy property. Trying to leave with the property would not be as easy or simple as it was for those first three. Yes, the Presbytery might approve dismissal with property, though it likely would include a sizable settlement. Presbytery might not approve dismissal with property, or might approve it with a settlement unacceptable to SFPC, at which point SFPC would have to consider its options. Some options would be: Stay, with the property, though the relationship with Presbytery would likely be affected; move the negotiation from ecclesiastical to civil court (lots of that going on around the country, including our former congregation, HPPC); leave without the property.

-Regarding Joint Witness, Presbytery can approve or disapprove, as could Waterhouse. We would need to carefully think it through, and develop a well-considered plan. While Joint Witness was designed for a specific purpose not identical to ours, it could still serve our purpose. One step would be clarifying what that purpose is. One of the key assumptions of Joint Witness is that it brings two organizationally

established congregations together functionally as one, corporately, legally and ecclesiastically. Though functionally one, the two organizationally established entities still exist, until some point at which they become *essentially* one (corporately, legally, and ecclesiastically). As best I can tell, that would mean either you and ASC becoming members of PC(USA) or SFPC (including Ellen and I) becoming no longer members of PC(USA). As with my comments above about leaving the denomination, one key question would be whether we could leave with the property.

One of the advantages, it seems to me, at least to start with, of joint ministry, and perhaps eventually Joint Witness, is that you don't have to become members of PC(USA) or directly associated with it, and we don't have to give up our membership in it, including the property and our pensions. This preserves the autonomy of ASC (except for the property and SFPC pastors, which are under PC(USA) jurisdiction). It may be a way, in an old phrase, to have our cake and eat it, too, at least until it becomes clear that there is a better cake to eat.

Another advantage, it seems to me, is that it does not require one or the other of us to give up our identity to become functionally one, or eventually essentially one (in terms of Joint Witness). This seems to be one of the things that appeals to people who hear about what we are talking about (e.g. Jeff Lilley). It is not one part of the body being absorbed into another, such that one group totally loses its identity as PC(USA) and becomes Waterhouse, or vice versa. It is, rather, two parts of the body working organically together in a way that is unique and unusual. We may not have a blueprint for it, so we might have to create it. While the marriage analogy has its limitations, there is a wedding image that offers some further clarity, at least to me. In some traditional Southern Baptist weddings, for example, there are often be two lit candles, one representing the groom, one the bride. After they are wed, only the bride's candle is extinguished, symbolizing her becoming one with the groom, and submitting to him. In business terms, it might be called a friendly takeover - though some Southern Baptist wives might differ on how friendly it actually is. In any case, in such ceremonies, the verse about submitting to one another is usually avoided. We also might imagine the groom's candle being the only one extinguished, but I don't imagine, at least in Southern Baptist circles, that will ever happen!

Conversely, another approach to the candle ceremony is two lit candles, representing the bride and groom, respectively, with an unlit candle in the middle. When the two are married, their candles are not extinguished, but rather together they light the unity candle, and all three are lit. Neither bride nor groom totally lose identity or are totally absorbed into the other, but together create a new reality.

So, here is a question: It seems to me that as our conversation has evolved, and as others (like Lilley, etc.) have been drawn into it, this image captures one of the dimensions that seems appealing about it, and even more appealing than the thought of one being taken over or absorbed into the other. Do you agree?

If so, and if the analogy works, we would be mutually deciding to submit ourselves to one another. Another way to describe that might be shared leadership. We need to define what this means, and whether we feel called to do it, or not, and why. In marriage, as in business, there are reasons why one or both of the parties might not feel led to submit to the other, often (at least in my experience) based on a perceived difference in strength, power, position, or *value* compared to the other. If this is the case, mutual submission cannot happen, and neither can a healthy marriage. Another way to say it is that for a healthy marriage to happen, there must be a mutually valuing of one another, and a desire to build one another up, which builds us both up together.

That said, here are some questions I think we need to answer: Do we perceive ourselves and/or the people/assets/etc. we potentially bring to the marriage to carry more or less strength, power, position or value than the other? Do we, and our people, feel called to mutually submit to one another? What do we value about our people, and one another as pastors, that make us think we would be better together? "His

Needs, Her Needs” might be a helpful concept: What do you need that we can provide, and vice versa? Another way to look at it is whether, and how, we are equipped and called to build one another up, as pastors, and for our people to do the same.

With this in mind, I have a starting place that works (at least for me) for defining the roles of the pastors, people and resources that we bring. The most immediate question, it seems to me, is one we started working on two meetings ago, and which you raised again in your recent email, Tim – that of the roles of the four of us.

My initial thought is that we will do better to have this conversation first in person, and then in writing. I think the same is likely true of the questions I raised above, though I would be glad to hear something in writing, too.

I think that some of the other questions you asked in your email, Tim, could get started in writing. I’ll chat with Ellen and see if we can get it started.

SPECIAL SESSION VOTE BY EMAIL
April 15, 2014

Session unanimously approved the Baptism of Raymon, son of Kiarash and Taranon Taghavi on Easter Sunday, April 20, 2014.

SESSION MINUTES, APRIL 22, 2014
First Presbyterian Church of Seattle
Rm. 302

Moderator Jeff Schulz opened the meeting with prayer at 6:15 p.m. A quorum was present. Rulings elders present: Neal Lampi, David Martin, Lindsey McDowell, Nathan Orona and Kathryn Ostrom. Teaching elders: Co-Pastors Jeff and Ellen Schulz, Mansour Khajehpour. Clerk Liz Cederegreen.

Clerk's report

Minutes of the March 25 regular meeting of session were approved.
Elder Neal Lampi reported that he attended the Seapres Café on April 5.

Worship team

Response to the combined worship with A Seattle Church on Good Friday evening was positive, with many people from both groups enjoying an extended time of fellowship after the service. Easter service was a joyful time of praise and worship celebration of the resurrection and the Baptism of Raymon Taghavi, son of Kiarash and Taranon Taghavi; Rev. Mansour Khajehpour officiating.

Jeff, Nathan and Harry Richardson met with worship leader Skye Perrin for her 6-month review. Concerns over style are being worked on.

Operations team

David Martin presented the first quarter financial report and was pleased to point out that pledges and offerings are up 7 per cent, and parking lot revenue has increased with the new contract and improved economy in downtown Seattle. So far this year, income is ahead of expenses. Dave gave the elders the option of the several page report or a shortened version which he will use for the April report.

Session approved the hiring of an attorney who is an expert in church law to review and revise the church by-laws and declaration of incorporation to reflect the church's current identity.

M/C to engage Lloyd Launceford of Taylor, Porter, Brooks and Phillips, and approve a retainer of \$5440 to review the church's corporate status and legal documentation, including by-laws, prior to beginning development of the church properties.

Men's shelter

Neal reported positive feedback on Rev. Gail Irving's first three weeks as kitchen master, and the transition has been very smooth.

The main freezer broke and about 1000 pounds of food was ruined. It has been repaired.

Staff

David, Kathryn and Jeff met with Mansour as development of his contract continues. The purpose of these meetings is to help Mansour discern his calling to the church and Middle Eastern missions. The group plans to have a proposal before session at the May meeting.

Ministry with A Seattle Church

Jeff has prepared a letter to the principal leaders of A Seattle Church with suggestions on how Seattle First and A Seattle Church can do ministry together. He and Ellen will meet Thursday, April 24, with Tim Gaydos and Tyler Gorsline, and report back to session. The plan is to have both leadership groups meet soon.

Other business

Holy Yoga will begin Thursday, May 8, 6:30 p.m.

Everyone is invited to a marriage seminar May 3, 10 a.m. to 1 p.m. There is no cost for the session.

The next leadership meeting will be Thursday, May 1, 7 p.m. Next session meeting May 27 with a reminder that the clerk will be away.

The meeting closed with prayer by several of the elders at 8:30 p.m.

The Rev. Jeff Schulz, Moderator

Liz Cedergreen, Clerk



Neal Lampi <neal.lampi@gmail.com>

Potential conference times with Lloyd Lunceford re Presbytery takeover

David L. Martin <dmartin@martin-consulting.com> Fri, Sep 26, 2014 at 6:54 AM
 To: Lindsey McDowell <lindsey.mcdowell@gmail.com>, Neal Lampi <neal.lampi@gmail.com>, "Ostrom, Kathy" <theostroms2@comcast.net>, "Norris, George" <georgednorris@live.com>, Nathan Orona <nathan.orona@microsoft.com>, Joy Orona <joyorona@live.com>, Liz & Steve <slcedergreen@aol.com>, "jeffellenschulz@comcast.net" <jeffellenschulz@comcast.net>

All,

Lloyd is open 7:00 am to 1:30 pm Seattle time on Monday and we should deserve a 2 hour block. Would a 9:00 to 11:00 or 11:00 to 1:00 work for you? Is there another block that is better for you?

Dave

Sent from my Windows Phone

From: Lloyd J. Lunceford
Sent: 9/26/2014 6:06 AM
To: David L. Martin
Cc: georgednorris@live.com; jeffellenschulz@comcast.net; theostroms2@comcast.net; Nathan Orona (nathano@microsoft.com) (nathano@microsoft.com)
Subject: Re: Followup from Friday 9/19 meeting and Preparation for 9/29 meeting - Confidential

Booked all day today and next Tuesday, but Monday is wide open from 9:00am to 3:30pm CST. Pick out a 1 to 2 hr block and let me know, and I will reserve the time. I will also have my secretary email you call in info that you can circulate to participants.

Sent from my iPhone

On Sep 25, 2014, at 8:51 PM, "David L. Martin" <dmartin@martin-consulting.com> wrote.

Hi Lloyd,

Presbytery is in full takeover mode for our congregation as evidenced by the email below. We agree with them for a process and they immediately change the agreement to demanding more documents, more control, and faster meetings. This spiraled out of control and Session wishes to have a conference call with you to determine what the "trust" agreement actually means, whether or not there is evidence that our congregation ever agreed to the trust agreement, and strategize our next steps. Do you have time Friday or early Monday for a 1 to 2 hour call with us?

As a point of reference, David Brenner and his partner, David Buck, were Presbytery recommended by Presbytery to assist with the sale of the property and development issues. SFPC paid their fees and then they attempted to insert language into the sale documents asserting Presbytery's control over the real property and the proceeds despite there being no other indications of the trust arrangement. Our real estate advisor told them to remove the references, which they did after much discussion. Now David Brenner who is not formally on COM is telling us what to do, when it is to be completed, and the consequences despite having several layers of conflict of interest.

NL

Your prompt assistance will be appreciated.

Dave Martin

425-890-8486

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TAYLOR PORTER
ATTORNEYS AT LAW

CONFIDENTIALITY MESSAGE

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From: George Norris [mailto:georgednorris@live.com]

Sent: Thursday, September 25, 2014 5:31 PM

To: Dave Martin

Subject: FW: Followup from Friday 9/19 meeting and Preparation for 9/29 meeting - Confidential

Just got this and am reviewing. I thought that you should see it as well. If/when I have any thoughts on this, I will share them with you.

George

From: Brenner, David [mailto:dbrenner@Riddellwilliams.com]
Sent: Thursday, September 25, 2014 5:14 PM
To: jeffellenschulz@comcast.net; Scott Lumsden (scott.lumsden@seattlepresbytery.org); Jack vanHartesvelt (jackvanhart@gmail.com); Robert Wallace
Cc: Shelley Dahl (shelleymdahl@gmail.com); Brent Christie; George Norris; oronas@comcast.net
Subject: Followup from Friday 9/19 meeting and Preparation for 9/29 meeting - Confidential

Jeff, Ellen, Jack, Bob, and Scott,

Thank you again for your time and concentrated attention to the important issues we discussed on Friday afternoon. Though not easy, it was a very important discussion to have. This document has three parts: 1) my own takeaway conclusions from the meeting; 2) a list of what seem to me to be essential questions – addressing what may go right" and "what may go wrong"; and 3) suggestions to "safeguard" the redevelopment process. Email address notwithstanding, I am emailing strictly as a fellow member of the SFR AC.

These are intended to foster further discussion of how we defuse the discussion and move forward in a way that will forge a better partnership on this the redevelopment of the church and its ministries. Additionally we recognize that questions about SFP and its ministries are currently being explored by a joint Task Force of the SFP Session with COM and CMC membership, therefore these questions represent only questions for the SFR AC and do not limit the presbytery or its other committees in their work or assessment of and/or recommendations for SFP ministries moving forward.

Our plan, as discussed at the close of last Friday's meeting, is to meet again next Monday, September 29, for further discussion of these matters. Bob, Scott and I all agree that it would be best to go ahead and include as many of the AC members who can make it, in order to move forward promptly in a spirit of transparency. Let's plan on meeting at SFP at 9:30 and as we discussed, keep the meeting to 90 minutes.

My takeaways from the meeting:

1. We are all interested in the goal of revitalized ministry growing out of the Seattle First legacy. Achieving that goal is challenge enough, but doing this in the context of denominational flux, the very large sum of money generated by the transaction, and the schedule and requirements for the SFP end of the BK transaction, make this extra challenging. In particular, the funds now capitalized by the transaction have the power to distort all conversations.

2. We can only move forward effectively with redevelopment if all parties involved commit to transparency, name both their visions and their fears, and build functional trust. This would not be an option in a business setting, and it is certainly not an option in our Kingdom life.

3. It is important to be in a position one year from now to work hand in hand with B-K on the design of church facilities in Phase 2 and to avoid any public turmoil that will endanger the relationship with B-K.

NL

4. Key to working hand in hand with B-K might entail developing new processes and procedures between the session of SFPC and the SFR AC to ensure full transparency in planning and decision making between all parties. No party to the redevelopment can feel pressured to make urgent decisions; all parties should be given full opportunity to learn all the facts, understand the strengths and weakness, risks and opportunities of any given plan; and therefore together to know the full implications of their decisions.

5. The session and congregation of SFPC is the only party at the congregational level with authority to make decisions regarding the redevelopment of SFPC and its ministries and with which the SFR AC is empowered to relate. No other congregations, fellowships, or parties, either by covenant, contract or agreement may unduly influence the redevelopment of SFPC session, congregation or the SFR AC.

6. The AC already has some experience in translating ministry vision into a physical plant in the early stage of its work and, in a reconstituted form, may serve as a means to bridge the redevelopment goals of SFP and the Presbytery with B-K's development schedule.

Possible Questions to Improve Trust and Reduce Suspicion (submitted in writing to the SFR AC)

1. Describe the origin and history of SFP's relationship with A Seattle Church.
2. What is the vision for ministry that SFP's leadership is exploring with the leadership of A Seattle Church? How does this vision honor and fulfill the legacy of SFP as a 140 year old Presbyterian church?
3. What is the commitment of the leadership of SFP to continued ministry within the framework of the Presbytery?
4. What possible changes or developments may alter that commitment?
5. Is SFP a viable congregation without a new ministry partner?
6. To what extent has SFP leadership explored ministry partnerships with other churches in the Presbytery or other Presbyterian pastors?
7. If the leadership of SFP and A Seattle Church feel led to join together in one congregation but are unable to do so within the polity of the PC(USA) as determined by the COM or Seattle Presbytery, will they chose to join with no corporate relationship to SFP or claim on its resources?
8. What is the current regular Sunday attendance at SFP? At A Seattle Church?

9. What is the leadership governance and structure of A Seattle Church? In conflict situations, how has that governance and structure been helpful to you?

10. What is the A Seattle Church leadership's understanding of their ordination(s) as a minister of the word and sacrament?

11. What is A Seattle Church's current understanding of the Sacraments of baptism and the Lord's Supper?

12. Does the session of SFPC propose to apply Presbyterian polity to the relationship with A Seattle Church? If not, how will they maintain control of the SFP legacy and organization?

13. What committees does the SFPC session have currently, and what committees will it create in order to recommend the redevelopment of SFPC? If the session is going to be that body that recommends the plan forward for redevelopment, what additional processes will it establish in order to assure that the session and congregation can give input and be heard regarding redevelopment. What is the threshold of for action regarding redevelopment? Unanimous, majority, supermajority?

14. Does A Seattle Church or Tim Gaydos have a relationship to a broader church?

15. How do we deal with concerns that the leadership of A Seattle Church may be primarily interested in SFP's resources?

16. Do the pastors of A Seattle Church qualify for ordination in the PC(USA)? Are they interested in being ordained?

17. If the session and congregation do indeed want to pursue this relationship with ASC and it is deemed not possible to pursue within our polity, would the session and congregation desire to pursue this relationship outside of our polity as members of ASC with the support of the presbytery?

Possible Safeguards

1. Maintain Seattle First Redevelopment Administrative Commission (SFR AC) in role of coordinating ministry and property development with reconstituted membership.

2. Have professionals (architects, engineers, construction manager, real estate attorney) report to SFR AC.

3. Develop specific covenants or agreements between the Commission and SFP leadership that will take SFP resources and corporate/ecclesiastical entity out of the picture for purposes of any discussions by SFP leadership with third parties for ministry outside the polity of the PC(USA).

NL

4. Return to a regular annual audit for SFP, beginning immediately.

5. Empower the AC to review and approve expenditures proposed by SFP on redevelopment in excess of \$___ dollars.

Thanks for considering these, and we look forward to discussing with as many of the full AC as can make it on Monday at 9:30 at SFP.

David

David M. Brenner | Riddell Williams P.S.

206.389.1773

dbrenner@riddellwilliams.com

T 206.624.3600 1001 Fourth Avenue, Suite 4500

F 206.389.1708 Seattle, Washington 98154-1192

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Kevin Nollette <kevin.nollette@seattlepresbytery.org>

wd: FW: SESSION RESOLUTION.DOCX; SESSION RESOLUTION.DOCX

2 messages

Neal Lampi <neal.lampi@gmail.com>

Sat, Oct 4, 2014 at 6:53 AM

To: "scott.lumsden" <scott.lumsden@seattlepresbytery.org>, Kevin Nollette <kevin.nollette@seattlepresbytery.org>

See highlighted

----- Forwarded message -----

From: **Jeff Schulz** <jschulz@firstpres.org>

Date: Mon, Sep 29, 2014 at 1:32 PM

Subject: FW: SESSION RESOLUTION.DOCX; SESSION RESOLUTION.DOCX

Beloved Elders,

Thanks to those of you who made the call today.

Here is what Lloyd forwarded re severance agreement.

Just to clarify, it was not Ellen and I that initiated this with Lloyd, but David Martin.

Lloyd apparently forwarded it to me because I have been his primary point of contact.

I would suggest that Session talk about this verbally rather than by email.

Thanks everyone,

Jeff

Jeff Schulz

Co-Pastor

Seattle First Presbyterian Church

1013 8th Ave.

Seattle, Wa 98104

Email: **jschulz@firstpres.org**

Office: **206-624-0644**

Mobile: **206-947-5445**

From: Lloyd J. Lunceford [mailto:lloyd.lunceford@taylorporter.com]
Sent: Monday, September 29, 2014 9:52 AM
To: Jeff Schulz; jeffellenschulz@comcast.net
Subject: FW: SESSION RESOLUTION.DOCX; SESSION RESOLUTION.DOCX

Jeff,

As per your request attached are draft severance packages for you and your wife, for consideration by the session for adoption. They are in the form of amendments to your current terms of call and contain other provisions intended to increase the probability that they will constitute protected property rights that could not be taken away without due process of law. The document basically provides for a continuation of current compensation for up to one year from date of termination or until a new call, whichever occurs first. The document also provides that it is irrevocable except for Good Cause, as defined.

I look forward to speaking with you and the other FPC leaders at 1:00 pm today.

Regards,

Lloyd

LLOYD J. LUNCEFORD
Partner

Taylor, Porter, Brooks & Phillips LLP

8th Floor Chase Tower South
451 Florida Street (70801)
Post Office Box 2471
Baton Rouge, Louisiana 70821
(225) 387-3221 *Telephone*
(225) 381-0273 *Direct Dial*
(225) 215-8721 *Facsimile*
lloyd.lunceford@taylorporter.com | vCard
www.taylorporter.com

TAYLOR PORTER
ATTORNEYS AT LAW

CONFIDENTIALITY MESSAGE

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Neal A. Lampi

I believe that unarmed truth and unconditional love will have the final word in reality. This is why right, temporarily defeated, is stronger than evil triumphant.

Rev. Martin Luther King,

2 attachments**SESSION RESOLUTION.DOCX**

27K

**SESSION RESOLUTION (2).DOCX**

27K

Kevin Nollette <kevin.nollette@seattlepresbytery.org>
: Neal Lampi <neal.lampi@gmail.com>
Cc: "scott.lumsden" <scott.lumsden@seattlepresbytery.org>

Sat, Oct 4, 2014 at 7:09 AM

Hi Neal,

I do note that all Terms of Call are subject to congregational approval and presbytery approval.

Prayerfully, Kevin

[Quoted text hidden]

SESSION RESOLUTION

WHEREAS, the Session of First Presbyterian Church of Seattle wishes to supplement the terms of call of the Reverend Jeffrey Eric Schulz, and to memorialize the agreement of First Presbyterian Church ("FPC") to provide salary continuation as set forth below, it is therefore

RESOLVED in the event the pastoral relationship and terms of call between Rev. Jeffrey Schulz and FPC are dissolved by the Presbytery or any administrative commission thereof without Good Cause, FPC agrees to pay Rev. Schulz every two weeks one-twenty sixth (1/26th) of the total compensation, inclusive of housing allowance, paid to him during the twelve-month period immediately preceding withdrawal of his terms of call ("Compensation Continuation"). As long as Good Cause does not exist, this Compensation Continuation shall continue until the earlier of the date upon which new terms of call are approved elsewhere or one (1) year from the date of said dissolution of the pastoral relationship.

It is further RESOLVED that for purposes of this letter agreement, "Good Cause" means:

- (i) dishonesty, fraud, or intentional and knowing misrepresentation in the performance of your duties;
- (ii) excessive use of alcohol or drugs in such manner that impairs performance of your terms of call;
- (iii) the use of illegal drugs at any time which impairs performance of your terms of call;
- (iv) arrest, violation of law, or any other conduct by you involving moral turpitude which causes harm to your reputation or standing or that of FPC, not including misdemeanors, traffic infractions or similar violations;
- (v) harassing or otherwise subjecting employees of FPC to inappropriate behavior or language, after given notice and reasonable opportunity to correct any inappropriate behavior or language; or,
- (vi) failure to materially comply with the reasonable written rules and/or written policies of FPC, after given notice and reasonable opportunity to correct any noncompliance.

It is further RESOLVED that this amendment and supplemental agreement shall be irrevocable except upon a determination of Good Cause (as defined above).

Thus passed by the Session this _____ day of _____, 2014.

(sign) _____

(print name) _____

Clerk of Session, First Presbyterian Church of Seattle

On Oct 2, 2014, at 7:16 PM, Jeff Schulz <jschulz@firstpres.org> wrote:

Shelley et al,

Thanks for having us in the meeting today.

On another note, sounds like there are some questions for clarification about our draft articles.

We're conversant on the difference between by-laws and articles, and the draft is of the latter.

Anyway, as we've said, Session has realized for some time that we needed to update our corporate docs, and re-establish the board of trustees to steward the corporate aspects of our operation and property development, so that Session can focus on ministry/mission. It is standard practice to establish the governance of a corporation in the articles of that corporation, so that's all we're doing.

Regarding our by-laws, they are, as always, voluntary self-imposed policies and procedures for governing the church organization. They need revision as well, and we'll get to that in due course.

As far as any implications for the real estate deal, we got counsel on this before we even got started. Re-stating articles does not change the status of the entity or decisions it has made; it just changes its articles. From the beginning, what BK has needed from SFPC is identification of persons authorized to represent the corporation in negotiation, which are the corporate officers.

So that everyone is comfortable, we ran the articles by several more lawyers, including BK's lawyer, Marc Winters, who has no concerns. Nevertheless, so that everyone is doubly comfortable, Marc drafted a few sentences to make explicit what is implicit, that the new articles don't in any way affect the resolutions.

Grace and peace,

Jeff

Jeff Schulz
Co-Pastor
Seattle First Presbyterian Church
1013 8th Ave.
Seattle, Wa 98104
Email: jschulz@firstpres.org
Office: 206-624-0644
Mobile: 206-947-5445



Kevin Nollette <kevin.nollette@seattlepresbytery.org>

COM action regarding SFPC Articles of Incorporation

message

Shelley Dahl <shelleydahl@comcast.net> Fri, Oct 3, 2014 at 3:43 PM
 To: Jeff Schulz <jschulz@firstpres.org>, Ellen Schulz <eschulz@firstpres.org>, "Nathan Orona (nathano@microsoft.com)" <nathano@microsoft.com>, Kathy Ostrom <theostroms2@comcast.net>, Neal Lampi <neal.lampi@gmail.com>, Lindsey McDowell <lindsey.mcdowell@gmail.com>, George Norris <georgednorris@live.com>
 Cc: Liz Cedergreen <slcedergreen@aol.com>, Will Mason <will.mason@yahoo.com>, Scott Lumsden <scott.lumsden@seattlepresbytery.org>, Kevin Nollette <kevin.nollette@seattlepresbytery.org>, Geoffrey Waniyoke <geowanyoike@yahoo.com>, Gary Barckert <gbarckert@aol.com>, Tim Snow <tims@upc.org>, Carl Pearson <herogroup@gmail.com>, Janet Dewater <JanetDewater@newportpres.org>, Eliana Maxim <eliana@seattlepresbytery.org>, Colleen Chinen <cchinen1@net-venture.com>, Tom Masters <gtmasters@seanet.com>, Bertram Johnson <martrebx@hotmail.com>, David Martin <dmartin@martin-consulting.com>

Dear SFPC Leaders,

Thank you for coming to the COM meeting yesterday, October 2, to speak your hearts in regard to the proposed merger with A Seattle Church. I clearly heard the desire to continue the legacy associated with SFPC preaching the gospel, the passion experienced in working with others in something beautiful and exciting, and the clear statement by Jeff that 'we cannot participate in something that is not in keeping with our polity'. We are grateful for your time and preparation and commitment to pray for God's guidance for us all as we consider this request.

The committee spent extended time after your presentation discussing the draft plan, the Articles of Incorporation, and reviewing our polity as expressed in the Book of Order 2013-2015. We took the following action upon review of the session's draft plan and documents:

With goodwill, as we continue conversations with SFPC regarding its relationship with A Seattle Church: Given the outstanding questions from the AC for property redevelopment and COM's concerns that need time to discuss regarding the proposed(draft) plans for merger with A Seattle Church, COM strongly advises that no action be taken by SFPC to change either the By-laws or Articles of Incorporation until reviewed and approved by the AC for property redevelopment and COM.

COM will continue to discuss and review the draft plan, and look forward to the opportunity for more dialogue with you as a session to explore the possibilities.

In Christ,

Shelley Dahl, co-Moderator
 COM

On Oct 2, 2014, at 7:16 PM, Jeff Schulz <jschulz@firstpres.org> wrote:

Shelley et al,

Thanks for having us in the meeting today.

On another note, sounds like there are some questions for clarification about our draft articles.

We're conversant on the difference between by-laws and articles, and the draft is of the latter.

Anyway, as we've said, Session has realized for some time that we needed to update our corporate docs, and re-establish the board of trustees to steward the corporate aspects of our operation and property development, so that Session can focus on ministry/mission. It is standard practice to establish the governance of a corporation in the articles of that corporation, so that's all we're doing.

Regarding our by-laws, they are, as always, voluntary self-imposed policies and procedures for governing the church organization. They need revision as well, and we'll get to that in due course.

As far as any implications for the real estate deal, we got counsel on this before we even got started. Re-stating articles does not change the status of the entity or decisions it has made; it just changes its articles. From the beginning, what BK has needed from SFPC is identification of persons authorized to represent the corporation in negotiation, which are the corporate officers.

So that everyone is comfortable, we ran the articles by several more lawyers, including BK's lawyer, Marc Winters, who has no concerns. Nevertheless, so that everyone is doubly comfortable, Marc drafted a few sentences to make explicit what is implicit, that the new articles don't in any way affect the resolutions.

Grace and peace,

Jeff

Jeff Schulz

Co-Pastor
Seattle First Presbyterian Church
1013 8th Ave.
Seattle, Wa 98104
Email: jschulz@firstpres.org
Office: 206-624-0644
Mobile: 206-947-5445

From: Shelley Dahl [mailto:shelleymdahl@gmail.com] **On Behalf Of** Shelley Dahl
Sent: Wednesday, October 01, 2014 8:11 PM
To: Ellen Schulz; Jeff Schulz; Liz Cedergreen
Cc: Will Mason; Scott Lumsden; Kevin Nollette; Eliana Maxim; Colleen Chinen; Tom Masters; Bertram Johnson
Subject: Fwd: Revised Documents and by-laws

To the Session of SFPC, Revs. Jeff and Ellen Schulz,

COM leadership received a request from the session of SFPC through Tom Masters for time on the docket at our regularly scheduled meeting tomorrow, October 2, 2014. We would like to schedule you at 5:00p.m. please. We have a full schedule of items requiring COM action so must limit your presentation time to 15 minutes.

The documents attached were sent to COM leadership this morning by Tom. Additionally,

we have contacted Liz Cedergreen for session meeting (stated and called) minutes from August 1 to and including the meeting referenced last night, September 30, for COM review. We will email what you have provided to the committee tomorrow morning.

COM is committed and charged to review this plan on behalf of the Presbytery both in terms of what God is doing and how we discern God's movement together within our polity. COM is prepared to hear but not act on this request; however, we look forward to continued dialogue on this emerging plan and in a renewed partnership with SFPC through the Task Force on the questions that will no doubt arise as we work together.

In Christ,
Shelley Dahl, co-Moderator
COM

Begin forwarded message:

From: gtmasters@seanet.com
Subject: Revised Documents and by-laws
Date: October 1, 2014 9:57:36 AM PDT
To: will.mason@yahoo.com, shelleydahl@comcast.net
Cc: scott@presbytery.org, martrebx@hotmail.com, kevin@seattlepresbytery.org

COM & Presbytery Exec,

Attached is the draft SFPC by-laws. I have also attached revised copies of the SFPC plan and request to present. While drafting and sending the last there was a flurry of additional emails pointing out minor change that had been discussed at ~~last night's session meeting~~, but overlooked in preparing the last transmittal. Below is the corrected Plan, FSFC Session request, and draft By-Laws. *2/14/14*

I understand Jeff will also be forwarding the By-Laws with some notes attached.

Yours,
Tom Masters



Mona Gacutan <monalisaga16@gmail.com>

Performance reviews for the pastors.

5 messages

David L. Martin <dmartin@martin-consulting.com>

Thu, Mar 5, 2015 at 12:56 PM

To: "Mona (monalisaga16@gmail.com)" <monalisaga16@gmail.com>

Hi Mona,

You asked about pastoral performance reviews in the past few weeks. Thanks for bring the issue to the forefront. I asked about the reviews last fall and the other members were verbally supportive but didn't follow through to encourage Jeff to get them scheduled before year-end. An executive meeting prior to the evaluations seems to be the appropriate forum for the performance discussions. Fellow parishioners mentioned several events involving Jeff and Ellen occurring in the past six or seven months that are deeply troubling. In addition, Ellen has spoken to the bookkeeper in a rude manner several times and my sense is that she will resign if there are more instances.

Liz told me that two or more of the elders need to ask the Clerk of the Session to schedule a discussion and the Clerk will place the discussion on the agenda for the next meeting. Are you willing to email Liz asking that the agenda item be added for the next meeting? If you are willing, so am I. I don't want to allow the events to fester

Separately, you may hear discussion about overpayment of Jeff and Ellen's salaries. The situation is that a former bookkeeper or finance manager entered incorrect data into the accounting system in 2009 or 2010. The payroll information carries over from year-to-year and rechecking that information in late 2011 when I became involved didn't cross my mind. The current bookkeeper, Hongyan, entered the information reflecting the cost-of-living raises effective in January. Ellen called Hongyan the following day very angry that their net pay went down; not up. Ellen came close to accusing Hongyan of cheating or incompetence. Hongyan and I spoke and I asked her add funds to Jeff's checks so that the amounts were the same as 2014 until I could return and investigate. Hongyan and I spend several hours last Thursday determining that Jeff was overpaid about \$4,700/year and Ellen overpaid about \$1,700/year beginning prior to 2011. The overpayment for 2011 through 2014 is approximately \$24,000. My thought is to address the situation in OPS and bring the topic to Session with a recommendation.

The overpayment is not the issue to me because it does not appear to be the result of Jeff or Ellen's actions. Ellen's response is the issue.

Call if you want to discuss.

Dave

425-890-8486

Mona Lisa Gacutan <monalisaga16@gmail.com>

Thu, Mar 5, 2015 at 1:44 PM

To: "David L. Martin" <dmartin@martin-consulting.com>

Dear Dave,

Thank you for the email. I have emailed Liz to provide a motion for pastoral review be placed on the next Session's meeting agenda. Thank you for your support. My only concern in regards to the pastoral review is I do not know what procedure to follow. I assume there is a procedure that has been followed in the past, or a procedure that the Presbytery uses. Your thoughts are welcomed here.

Regards,

Mona

[Quoted text hidden]

--

Sincerely,

Mona Lisa Gacutan

206.499.3622

"How do you know me?"

"I saw you while you were still under the fig tree"

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David L. Martin <dmartin@martin-consulting.com>
To: Mona Lisa Gacutan <monalisaga16@gmail.com>

Thu, Mar 5, 2015 at 1:54 PM

Hi Mona,

Last year, Jeff had a fairly typical evaluation form from an unidentified source. I'll do a quick search to see if there is something better. In the current year, we might use a white board to identify strengths and weaknesses before translating them into categories. I hope that all or most of Session will participate in their evaluations.

Liz will receive my request shortly.

Dave

From: Mona Lisa Gacutan [mailto:monalisaga16@gmail.com]

Sent: Thursday, March 05, 2015 1:45 PM

To: David L. Martin
Subject: Re: Performance reviews for the pastors.

[Quoted text hidden]

Mona Lisa Gacutan <monalisaga16@gmail.com>
To: "David L. Martin" <dmartin@martin-consulting.com>

Fri, Mar 6, 2015 at 9:23 AM

In regards to the overpayment, I strongly agree that you either bring this to session or OPS, only because the mistake can be addressed and corrected if brought to light.

It certainly was not your fault or our current book keepers fault. It was a mistake made by the former book keeper, a mistake made way before you got involved.

I might also encourage you to have someone else check the accounting, just to doubly confirm that a mistake was made. I can imagine that if you brought this to anyone else's attention (session and/or OPS) they will likely ask whether you are absolutely sure about the mistake.

On Thu, Mar 5, 2015 at 12:56 PM, David L. Martin <dmartin@martin-consulting.com> wrote:

[Quoted text hidden]

--
Sincerely,
Mona Lisa Gacutan
206.499.3622

"How do you know me?"

"I saw you while you were still under the fig tree"

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David L. Martin <dmartin@martin-consulting.com>
To: Mona Lisa Gacutan <monalisaga16@gmail.com>

Fri, Mar 6, 2015 at 10:05 AM

Good morning,

My plan is to take the over payment 2 ops. The next meeting is about 2 weeks away. I will last one or 2 of them to re check my calculations.

Thanks.

Dave

Sent from my Windows Phone

From: Mona Lisa Gacutan

Sent: 3/6/2015 9:24 AM

To: David L. Martin

Subject: Re: Performance reviews for the pastors.

[Quoted text hidden]

June 7, 2015

Dear Members of The Committee on Ministry (COM),

My name is Mona Gacutan and I am a current member and Elder at Seattle First Presbyterian Church (SFPC). I have been a member of SFPC since 2008 and an Elder since November/December 2014. I am an active volunteer in church as well, volunteering on Sunday mornings for worship preparation for about a year, as well as helping with caring ministries and food service one Sunday each month. I am also active in Life Group, a Wednesday night bible study with fellowship.

I am writing COM to express my concern about the leadership of Pastors Jeff and Ellen in our church. I am asking COM for help. I have spoken to a fellow Elder, Neal Lampi, who has been an Elder for several years, and he stands with me in delivering this letter to COM.

I am deeply concerned about the lack of accountability of leadership at SFPC. Pastors are not effectively accountable to Session about past and current actions. Also, I feel strongly that there is a power imbalance within our Session. I feel that there is an abuse of power with our current leaders and their relationship with Session. There is a lack of transparency which makes me distrust and question our leaders. Additionally, about two years ago I felt a strong desire to seek God's guidance in why our church was not growing. Inspired by the first church in Acts, and God's ability to increase His church, I have sought God's wisdom in why SFPC was not growing. During my 8 years as a member, and in my current position as elder, my journey with God has led me to first (and always) examine myself, and to examine our current church governance and the effectiveness of our leaders, specifically Pastor Jeff and Pastor Ellen.

I began to have serious doubts about our leadership after a congregational budget was passed on March 1, 2015. Our budget shows that Pastor Jeff received about a 79% increase in income, and Pastor Ellen received about an 87% increase (Pastor Jeff accepted a salary of \$52,271 in 2014 which was increased to \$93,400 in the new budget whereas Pastor Ellen accepted a salary of \$30,063 in 2014 which was increased to \$56,100 in the new budget). The proposed increase in raises was presented to the congregation as "Cost of Living" increases. The budget was emailed to Session on February 18th, and Pastor Ellen asked for an email vote. The budget was presented to the congregation and was passed, with 1 church member dissenting. Prior to the congregational meeting, Elders were given a script of what to say to the congregation

about the overall life of the church. The script was drafted by Pastor Jeff and emailed to Elders the day before the congregational meeting.

Before and after the congregational meeting, there were some disagreements among several church members about Jeff and Ellen's increase in salaries. Church members were asking why they were receiving a raise, especially after our congregation was so small (only a few hundred people). People were asking what Jeff and Ellen had been doing to grow the church. I was unable to give congregational members effective answers. Members also know that Pastor Jeff is a member of the operations committee. His brother-in-law is also a member of the operations committee and the treasurer as well.

In response to growing discontent, I suggested to a few Elders that we conduct a Pastoral Review. Session has not done reviews since 2013. A review was not done in 2014 since Session spent a lot of time on the potential merger with A Seattle Church (ASC). I began to do some research into our bylaws, prior reviews done, and general pastoral review guidelines. I also spoke to various elders about doing a review and what that would look like. I presented a Motion for a Pastoral Review to the Clerk of Session. My initial Motion asked not only for a review, but also a meeting without pastors in order for Session to speak about how the review could be effectively done. Some Elders have told me that prior reviews were not done effectively. My motion was submitted, and seconded by another Elder. The Motion was submitted to Jeff as moderator. The following day, Jeff contacted me and asked to meet with me at a Starbucks in Mercer Island.

In our meeting, Jeff stated that there were a group of "toxic" people in church. These people were church members who openly questioned his leadership, his course of action in trying to merge with A Seattle Church, and his substantial raise. Jeff encouraged me to disassociate with such "toxic" individuals. He explained to me that any questions I had, or questions other people had, about his raise or leadership should be addressed to him directly. Jeff expressed the need to be united and resolve any conflicts because it would look bad to ASC and the merger if these conflicts/issues continued to be raised and vocalized. Jeff explained that he knew I asked the Clerk of Session about receiving a copy of our current bylaws and policies. He stated that other Elders may not be able to answer all of my questions, but that instead I should bring questions directly to him. I clearly could not go outside of Session to seek answers to my questions. Jeff suggested that I probably shouldn't ask other elders either. Furthermore, Jeff explained that he and Ellen had a special perspective of the entire congregation. They had a special knowledge, from experience and relationships with members in Session, of our various talents and skills, and how to use them to work together for the overall benefit of the church. Jeff stated that a meeting without pastors was not needed. Jeff stated that a pastoral review could be accomplished. During our meeting, I felt so confused. I felt cornered and bullied by my pastor. I felt alienated from the rest of the elders.

We did not go forward with the meeting without pastors present, but we did manage to conduct an evaluation in May 2015, which was not effective at all. Jeff created his own self-evaluation and emailed it to me and another Elder prior to the review. The "review" was more like an interview. I felt very uncomfortable, being the youngest member in Session and not having the background or history to pinpoint to specific examples or concerns. The review consisted of me and another Elder going over our pastor's evaluation of himself. There were no recommendations from other Elders on questions or concerns we should raise. All elders knew that a pastoral review was going to take place. I think that Elders did not have substantial time, in prior session meetings, to carefully consider the review and their possible questions or concerns. I strongly believe that Elders did not feel comfortable raising their concerns. After his self-evaluation, Jeff recommended he take sabbatical leave and also stated he needed an administrative staff person to help him.

In addition, I have serious concerns on whether full information is shared with Session and the congregation. For example, Session has had numerous meetings with A Seattle Church in recent months. These meetings are in addition to regular Session meetings, and are about 3-4 hours long. In these meetings, it has been vocalized by Jeff that we are very close to coming together with A Seattle Church. However, in meetings, A Seattle Church has expressed their concern regarding COM and their ability to intervene in decision-making processes. A Seattle Church has also expressed their concern about the Book of Order. In these meetings, it has been suggested by Jeff that if we come together, we would be a new group of people, and a new church. Jeff suggested that The Book of Order is a best practices book and that it does not dictate everything we do. Also, Jeff suggested that we were accountable to the Presbytery and COM because we use the church's facilities, and that further accountability to the Presbytery may or may not be necessary. I felt that these suggestions, placed in the context of meetings between SFPC and ASC, were very misleading. I also question whether Jeff and Ellen have other motives in coming together with ASC.

We have also had an informal Session meeting where minutes were not taken. This meeting happened on January 19, 2015, a Monday during a three-day weekend. Jeff and Ellen asked members of Session to meet at a "Session Gathering". There was no agenda prior to the meeting. The Clerk was present, but was told by Jeff and Ellen that since it was an informal meeting, minutes did not need to be taken. At this meeting, Jeff and Ellen presented a document which asked several questions. We spent the most time discussing two questions: (1) What is the exit process for pastors leaving the church and (2) How would Session feel if a pastor from ASC preached more than 50% of the time when ASC and SFPC come together? I thought that these questions and the meeting were very peculiar. Why did we need to discuss an exit procedure? Isn't there already an "exit" procedure in an employment agreement stating the terms regarding termination of employment? What is so important about this meeting that we were called to meet during a three day weekend, but no minutes were taken? I felt very uncomfortable that a meeting was taking place with Elders, but no minutes were published. No one would ever know

about the meeting, and what we discussed. I wondered at that time how many other informal meetings or session gatherings were had, prior to me joining Session, without minutes and without accountability.

Also, Pastors Jeff and Ellen have repeatedly represented to members of the church that we are coming together with A Seattle Church. These repeated representations are misleading and have only caused confusion within the congregation. In summer of 2014, Jeff announced to the entire congregation that we were coming together with another church called A Seattle Church (ASC). Jeff repeated this several times, on several Sundays, to the congregation and to individual members. People were excited but also very confused. People asked who this new fellowship was and about their history. People asked about how the administrative tasks were to be carried out. Would we have four pastors? Who are these people? Why are we merging?

In fall of 2014, the congregation received word that we were not coming together just yet. People at church were very disappointed and very confused. As an active member of Life Group (a group that meets every Wednesday night for bible study and fellowship), Jeff had told members in Life Group that COM had not wanted us to come together with A Seattle Church. Jeff stated that COM felt that they were not informed about coming together, and Jeff maintained that he repeatedly told COM about it. He told members that he was greatly affected by COM's stop to the process. He told people at our Life Group that some COM members had personal opinions that Jeff and Ellen had ulterior motives, and just didn't like them. I felt that Jeff painted an unfair picture of COM without giving COM an opportunity to present their side of the story. In doing so, he encouraged a division: SFPC against COM. Moreover, Jeff vocalizes his displeasure of COM at Session meetings, encouraging a further division: Session against COM. I do not believe this kind of talk and slander is spiritually edifying, especially when spoken to members of the congregation. In addition, Jeff also uses the same language when he refers to "toxic" people at church during Session meeting. Again, this kind of language encourages division and alienation, as oppose to forgiveness and reconciliation.

Currently, we are still not coming together with ASC. Jeff told the congregation in March (at the congregational meeting) that we would have a decision very soon. It is currently June and the congregation has not received a formal update about coming together. Session has voted against ASC's proposal to lease our space instead of fully coming together. I have encouraged Session to close the matter with ASC because, as stewards of God's time, further discussion on the matter of coming together is not spiritually fruitful (it's been almost an entire year when this process started and we are getting nowhere). More importantly, as disciples, we are getting side-tracked and using a lot of our energy on this one topic of coming together. We are not spending enough time in meetings on other pressing matters.

I also question the motives behind the desperate desire to come together with ASC. Our meetings with ASC come with no agenda presented prior to the meeting. Since this potential merger has been going on for almost a year, Session has not been presented with potential

solutions to resolve practical issues in coming together, such as salaries, job duties, etc. Session has no timeline for when this discussion on merging will end. It seems as if Session was presented with an agreement to ratify, without getting any questions resolved on what it would look like if we came together with ASC. Moreover, in our meetings with ASC, I do not believe ASC leaders have fully discussed with their own people the options that COM gave Session and ASC in the ways we could come together.

I also fear that Pastors Jeff and Ellen are not fully transparent with COM as well. In December 2014, COM liaison Rev. Tom Masters visited our Session. Prior to Tom's visit to session meeting, Jeff and Ellen emailed Session advising us to keep the discussion of coming together with ASC to a *very* bare minimum if Tom was present. We were advised to say: "Given the nature and length of the SFPC process with COM, we are in the process of discerning if, how and when to move forward."

Recently, I sent an email to members of Session encouraging them to end the discussions of possibly coming together with ASC, and instead focus our time on other matters, such as growing our church and addressing the gap left in caring for members since we currently do not have deacons. Jeff emailed Session back stating he was speaking to ASC and would draft them a letter about our position on their lease proposal, but did not indicate a time frame for ceasing further involvement with ASC on the matter of coming together.

Additionally, there have been actions by Jeff and Ellen which treat Session as if we are just a group of people who only get informed, and do not actively participate in the decision-making process. For example, because we do not have deacons, Ellen has told me that we have a group of people who report to session about the caring ministries, but I have not received any reports. Furthermore, I am on a committee created to assist Session in possibly working with a group called Urban Impact. I attended a meeting with Jeff, Ellen, and the director of Urban Impact last month. In June 2015, I inquired as to the status of our relationship and work with Urban Impact. Jeff and Ellen told me that they met with the new director of Urban Impact without me not too long ago, and would fill me in on the meeting. I was not invited to this meeting, and I was only told about it after it happened. I have not yet received any report about what happened at this meeting. Also, Jeff and Ellen have had numerous meetings and phone conversations with leaders of ASC, not always with an elder present. I seriously question what other meetings Jeff and Ellen have been a part of, without notifying Session and getting Session's involvement.

I want to convey to COM that something is *very* wrong with our Session and church governance. Our church is not growing. People visit, some become members, but most of those members have left. Session does not have viable plans to grow our congregation. Session has spent hours trying to come together with ASC, but Session had no contingency plan if coming together did not happen. We have no deacons or current programs set up and effectively monitored by Session to oversee caring for current members. Session does not get to make a

majority of decisions independently, and I have real doubts that Jeff and Ellen are bringing concerns to Session fully. I fear that there may be agendas and plans hidden from Session. I cannot be an effective Elder because of the way that Session currently operates.

I love my church and I love and trust God. I hope that COM can help. At this point, I need guidance from someone (or some people) more experienced. God has told me this issue at SFPC is bigger than me and bigger than Session. We need an intervention.

Thank You.

Mona C. Gacutan
Monalisaga16@gmail.com
(206) 499-3622

CC: Neal Lampi, Elder SFPC

Members of Session of SFPC,

My resignation from Session effective Tuesday October 27 is the culmination of a long often duplicitous struggle with the Presbytery. I cannot stand in solidarity with Session in this struggle for myriad reasons I will enumerate herein. Please allow me to digress because I want you to know me a little better, and provide context for my relationship with SFPC, PC/USA, Session and the Presbytery, and then I will move to the point of this letter.

I came to SFPC late in 2003, it may have been November. I slept in my 1989 Coup Deville, beneath the viaduct, dining at Bread of life showering at The Urban Rest Stop, Working Day Labor, and selling Real Change News. One day while showering at the Urban Rest Stop I overheard a conversation about this men's circle that opened with something from Psalms, and then reflected on a Parable. The person speaking so highly about the men's circle was Alex Ruth. I came and basically have not left since. In short order I was invited to join the intentional community known as The New Life Community. My first night in the residence was January 26th my recently departed mother's birthday. Over the Holiday's that year, was a particularly rough time for me considering I was unable to be with my wife the only family I had. My mother, my brother and my sister, the three remaining members of my family of origin all died within on year of one another. That was 2000 just three years prior to this time. At an AA meeting I heard myself say, I have been driven back and forth across the continent four times by grief. This was an epiphany, it was not a topic at the meeting, I was just speaking blah blah blah and BAM! Out came that remark.

In the New Life Community under the leadership of Jace Allen, and more importantly The Late Ron Reese I have bloomed. I had researched PC/USA, and would not have joined the community if it was a denomination I could not have lived with. The Presbyterian's were smuggling Bible's into England ahead of the King James "authorized version", we were on the winning side of the Civil War, PC/USA was involved in fair trade, and sweat free labor in Central America. I grieved the loss of my family here as a resident of the New Life Community. I enrolled in and completed my undergraduate work since coming here. I have had three jobs in 13 years, my life has been normalized in many respects. Most significantly I have studied scripture under the tutelage of my Mentor the late Rev. Ron Reese, I now lead a Sunday School class and until very recently have served on Session as an Elder of this church, I continue to lead the Men's Circle. I was involved in a minor way with bringing the outdoor meal program to our campus well ahead of being "officially involved", in anything to do with this church. I have also served on two other church boards, and have worked with the homeless since 1992.

On Sunday October 25 Mona Lisa requested that her letter of resignation be entered into the minutes of our Session meeting an event that has been mis-characterized as her willingly restricting the content of her resignation to members of Session as opposed to inclusion in the minutes was wrong. Mona Lisa's decision was made under duress. The event was yet another traumatic fork in the road for Session members dating back to the rejection of my beloved mentor the Reverend Ron Reese, proposition that Session make a decision in fact rather than theory, waiting for the candidate whose only disqualifying characteristic would be his/her homosexual orientation rather our Session choose the knee jerk reaction of Yasser Girggis, who lamented the passing parade at Gay Pride day ruining the day "one of them" might rise to leadership in our congregation. My friends, Mark Cassady, Julie Gustofsen and Michael Bennet were driven out the door with this swing voter who had zero skin in the game other than his utility in providing the vote our Co-Pastors wanted. Where did Yasser go? Why is it he left post haste after casting the deciding vote, was he actually a member of our Session? I don't ask because I have learned challenging Jeff and Ellen on anything is futile. I like my fellow Elders felt the process was flawed.

When questions arose over the merger with A Seattle Church people in the congregation complained about getting mixed messages, that was because the deliberations and negotiations were done primarily behind closed doors and the posture toward The Presbytery from our court was set in one of secrecy and suspicion. The blame cannot go entirely to SFPC, however we have not been diligent about transparency and the effect has been dramatic. The Presbytery was not brought along in the process and had short notice as to our intentions.

According to our denominations constitution and polity the work of the church is strengthened when it is done in a spirit of openness and trust. Church members have a basic right to know about the work done and the decisions made by entities within the church. Church leaders have a basic responsibility to honor that right by conducting their business with a spirit of openness and vulnerability to public scrutiny (PC/USA, 2008). This is so basic as to make Bruce Leaverton's, assertions I by communicating with The Presbytery the individual who has done so will be liable criminally is a ludicrous claim. Furthermore what was the point of him telling us his daughter or was it daughter-in law works at K&L Gates, was this said to impress Session with the fact that Bruce has an inside track at K& L Gates, will he ask his family to spy for us? I doubt Bruce would commit such an egregious ethical error. So I ask myself what was Bruce's purpose in telling us this tidbit. Our Managing Director at Real Change News is the son of the Preston partner of, Preston Gates & Ellis, LLP, this is about as relevant as what Bruce shared. Again you may ask how was this revelation pertinent to the matter at hand? It is no secret that I am PC/USA, as I have mentioned I researched the denomination before joining the New Life Community. By reporting to the Presbytery an individual would have been abiding by state law with regard to his/her board

responsibilities as well as the ecclesiastical authority he or she has been charged with by ordination as an Elder. This individual would have been working to clear the water rather than muddying it.

Open meetings should be the norm for all church committee's and church entities. In certain circumstances, when the confidentiality of the subject matter is impeding the open work of the group, its meetings may be closed. These requirements apply:

- a.** Subjects dealt with must be limited to property negotiation, personnel, civil and criminal litigation, including cases under the Rules of Discipline, or security.
- b.** Closed meetings may be authorized only after serious consideration and by a majority vote of the members present. Such closure must be limited in time and scope.
- c.** In closed meetings, only voting members and other persons invited by the group to serve it are to be present.
- d.** The reason(s) for closing must be announced before closure and also must be recorded in the minutes.
- e.** The decisions reached shall be recorded in the minutes, and shall be made public as soon as possible following the end of the closed meeting. (PC/USA, 2008)

Anything less than forthright honest dialogue is essential. Session has gone into "Executive Session" with the implication to Session members that are our meetings are thus held secretly? How has that made them better? How has this served anyone's interest? Is the congregation considered imbeciles, to immature to reason, as in the manner in which the vote was managed concerning ordination? In the past Elders spent hour upon hour belaboring our various thoughts on the ordination standards, and then gave the congregation forty-five minutes from two panelists one for and one against the ordination decision made in Louisville. This smacked me as paternalistic at best, or engineered as one of the departing Elders put it.

Many of you recall my assertion that if we push this through with a 5/4 majority, half the people in this room will be gone, then you will have some explaining to do. There has never been any accountability for running roughshod over anyone who gets in the way of our Teaching Elders. On March 1 2013 in response to my outrage over the request for consideration of the sensitivity of the subject matter as we approached the vote, and our Moderator had conducted his straw poll revealing a tie Julie Gustovsen responded thus.

"Neal: I appreciate that you are feeling a sense of outrage. But let's carefully consider how we want to respond to what happened on Tuesday night and the potential vote. I want to imagine what Jesus would do and incarnate that response. I don't want to waste a syllable or an action - no collateral damage, as there could be very sad collateral damage to the congregation. I think a laser response is what I'm looking for. A Clarification - our Session meetings are, as I understand it, open to anyone who

would like to attend, as the Book of Order indicates. They are not secret, and the minutes are available to anyone who wants to read them. I think it would be helpful for this group to meet. Jbg”

Immediately upon Mike, Julie and Mark’s departure we had one or two “secret” meetings, or as we prefer Executive Session. Consideration of leaving the Presbytery was discussed. We characterize the Presbytery the allegation of money grubbing began to be heard in Session, well ahead of the current conflict. When the Presbytery learned three weeks ahead of time of our decision to merge with aA Seattle Church there was considerable concern from the perspective of the Presbytery. Colee Chiin and Kevin Nollette came to a Session meeting and advised us, informed us of some of our options to carryout discernment among our congregation members. We disregarded what we learned from Coleen Chinin & Kevin Nollette. We took away a simple “go make babies” remark as the substance of the meeting a blessing if you will from the Presbytery, when in fact this was not the case. Kevin outlined carefully circumscribed circumstances under which we could do the “merger”, a word he discouraged us from using but merger is what most on Session choose to hear. I will reflect further up this momentarily.

Just over a year ago when we were belaboring this very same process I suggested we avoid legal entanglement with the Presbytery, prior to the following e-mail I had suggested late in the evening that we should pursue a more amicable resolution to this together with the Presbytery.

After a long debate about what we might do next I suggested that we may lose. After a dramatic pause Jeff with a sidelong glance and a smile suggested we may win. A short time later the option of the Fellowship was broached as a few Elders were gathered around after the Sunday service speaking with Tom Masters. I sent this e-mail.

Good Morning

What about the Fellowship Option? I may not fully understand what I am asking, but if God is moving us to be with "A Seattle Church", then money marbles and chalk should not matter. We should have some equity built up in the maintenance management and repair of this white elephant, may God's done with this building and our intent to hang onto it will drown us. I don't much like the idea of going toe to toe with the Presbytery over property, is that not the aspersion we cast upon them. Again I am just throwing this out there, there may well be 2489 reasons this is a foolish notion but...

I got it out, the notion intrigued me when Tom threw it out there, I noticed it fell flat. The Church my wife and I worshiped in in Georgia was about 3500 Sq. feet plus a full basement. We had about 80 people in worship. I miss our raucous board meetings then I became an Elder in this church. We were tame by comparison, and we cut it off at 9:00PM, everything was tabled we prayed and went home to our families.

Your Brother in Christ

Neal

I have only recently addressed Jeff with regard to his dismissive nature, but here is an example in his response to the above e-mail.

" I must not have been there when Tom said this. It is inaccurate, in any case. The Fellowship is a voluntary association within the PCUSA. If he is talking about ECO, churches that feel called leave PCUSA to join another Reformed body go through a gracious dismissal process that does not force anyone to do anything, but negotiates a settlement..."

Instructions were given as to how we should respond to the suggestion of the fellowship option. The Presbytery represented by Scott Lundstun has as recently as Saturday October 24th via an e-mail attachment suggested gracious separation his suggestion was rebuffed in favor of a more litigious approach that SFPC is now fully engaged in.

I believe the following e-mail substantiates the claim made by Mona Lisa and myself the SFPC Session meeting minutes do not accurately reflect everything that is discussed.

From: SLcedergreen@aol.com [<mailto:SLcedergreen@aol.com>]

Sent: Wednesday, January 08, 2014 11:21 AM

To: SLcedergreen@aol.com; Jeff Schulz; Ellen

Schulz; theostroms2@comcast.net; Nathan.Orona@microsoft.com; lindsey.mcdowell@gmail.com; neal.lampi@gmail.com; georgednorris@live.com; Mansour Khajehpour; reluctantcpa@gmail.com

Subject: DECEMBER 17 SESSION MINUTES

Dear Elders,

Attached are minutes from the last meeting. I have included parts of our ECO discussion, but don't think this should be included in the final approved minutes. I thought it would be a helpful reminder of some of the discussion.

So, not sure what to do and will appreciate advice, corrections, etc, so please read and respond.

Blessings,

Clerk Liz

The practice concealing our deliberations has now emerged to be the norm, Session on an August 5th meeting hosted by George Norris at his home in Kirkland was incredible to me in that the Moderator adopted the notion that we should take a vow of secrecy. Nowhere in my ordination vows do I recall such a request superseding my vow to serve the congregation.

As I approached the decision to resign from leadership of the Shelter Ministry a number of disturbing events troubled me.

- The refusal to pay a volunteers ambulance bill after she injured herself on campus even after she negotiated the charity rate.
- The restriction on corporate reading mentioned by Pastor Jeff Shulz issued to the Christian Life Community residents as that Ministry wound down.

- The betrayal of a Christian Life Community resident who inquired as to the stability of his housing through his enrollment in an accounting certificate program upon being reassured of stability he was given 60 days notice to vacate the residence.
- Custodial and Shelter Staff were issued post dated checks
- Pastor Jeff's employee evaluation wherein he posed questions and provided responses (see e-mail attachments)
- The installation of sprinklers to deter campers from sleeping in a sheltered area of campus. The sprinklers were left on some Wednesday nights dousing our shelter guests.
- The scripts Jeff and Ellen provided every member of Session for our last congregational meeting, I did not read mine, it seemed everyone saw no problem with our Teaching Elders putting words in our mouth for the benefit of the congregation.
- The rejection of a proposal to resume discipleship in the empty residence on the first floor. The proposal was made to Session and rejected by the Operations team based on feedback from Katie Hartman of A Classical Christian School. Classical Christians schools concerns were preeminent, without consideration for means to accommodate them.

Jeff and I came to an agreement that these issues would be set aside and, the stated reason for my departure would be the imminent beginning of graduate school, this benign position put to rest contentious conversations and restored the appearance of harmony.

Writing this letter has been one of the most arduous tasks I have completed in quite some time. I have been loved here and I have come to love everyone, Elders, Deacons, Teaching Elders, and many in the congregation as my former colleagues on Session stated at the Sunday November 1st Worship Service, we have suffered, I just want it to be know we here at SFPC are not victims, the process of denominational change has gone smoothly at othe congregations the ones who have simply been honest and forthright. If we are to accept the assertion that the Presbytery is greedy then we must also consider the motivation of a 28million dollar endowment might provide for our leadership. I would like a 28 Million dollar endowment to start a church, I think I can handle that.

Turnabout is fair play, I have to consider my own motive whenever I point the finger at others, I think the rest of leadership might take two steps back and consider exactly how we at SFPC have behaved. No one is mentioning Scott Lumsten's offer to enter into the Gracious Separation process as recently as Saturday October 26th. I remember reading something about removing the plank from my own eye before attempting to remove the sliver from my brothers eye someplace, I think it is apropos in this case, a

once around on this conflict will now be had in Civil Court, other options available to our congregation have been set aside in favor of the satisfaction of self-righteous indignation.

Reference:

Presbyterian Church (U.S.A.). (2008). Retrieved October 29, 2015.



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.

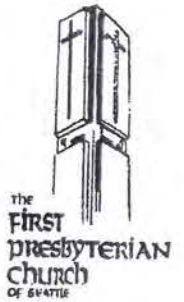
Of the many difficult issues we face, the most immediate is Presbytery's policy that churches leave PCUSA through Presbytery's own dismissal process, rather than take a simple vote of the congregation. That policy carries significant implications for relationships as well as church property and assets.

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.

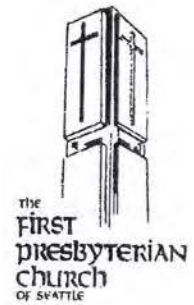
Your vote is important. To vote, please attend the Special Meeting and vote in person. Alternatively, proxies may be available upon request. Please contact Session member George Norris for more information regarding proxies.

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

Kathryn Ostrom

Kathryn Ostrom, Session Member

November 5, 2015



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.

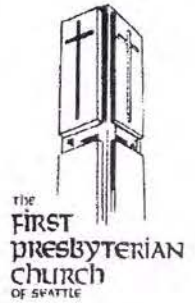


EXHIBIT B

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 and 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

**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.

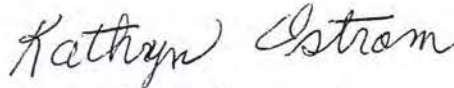
Vote Required. Under Washington law, approval of the proposed Amendments requires the approval of two-thirds of the members present at a meeting in which there is a quorum of members. Abstentions will be counted for purposes of determining whether a quorum exists, and any abstentions will have the effect 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 8th 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 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 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

SESSION MINUTES, June 4th 2013
SEATTLE FIRST PRESBYTERIAN CHURCH
6:30 p.m., Rm 302

Moderator Jeff Schulz called the meeting to order with prayer at 6:30 p.m. A quorum was present. Elders in attendance were Neal Lampi, Lindsey McDowell, George Norris, Nathan Orona, Kathryn Ostrom and Co-Pastor Jeff.

Minutes approved from April 23rd.

Jeff reported that he attended the Presbytery Meeting for the month of April.

Team Reports

Worship - Nathan reported that communion was served May 5th and June 2nd. RJ Parsod and Ally Jaffari were baptized. Nathan, Jeff and Ellen met to discuss vision and direction for the worship team.

Operations – Jeff reported that Barb, the bookkeeper, took a full time position at another company. Mansour and David would like to update/redo the accounting system by 2014. Once the system has been updated they would then like to begin the hiring process for another bookkeeper. The session agreed that Mansour and the men he has hired are doing an awesome job at making the campus look better.

Development – Jeff reported that the proposal of the land value came back significantly lower than the original number. SFPC went back to Bentall Kennedy to challenge their proposed number and the result was them returning with a new, significantly higher, number. The next milestone is to complete the letter of intent, which now includes details such as a range of the property value. Jeff also reported that it has become clear that the North Lot is a highly complex situation – lots of potential costs, lots of variables and lots of unknowns. Jeff identified the next thing on the horizon is establishing the design.

Discipleship Training

Jeff led the elders through a training exercise in leading a small group using 1 Thessalonians 5:1-10. Jeff walked the elders through the Life Group Guide based on this passage.

Strategic Planning

Jeff reported that he needs another month to complete the one page article about SFPC. He is meeting with Annie, the outreach communicator at UPC. Jeff shared the need for the worship think take to be recreated. Jeff also shared that he is writing a life group template that will be transferable from group to group.

The meeting closed with prayer at 9:00 p.m.

The Rev. Jeff Schulz, Moderator

Elder Kathryn Ostrom, clerk pro tem

**CALLED SESSION MEETING, MAY, 2013
CHAPEL**

Moderator Jeff Schulz opened the meeting with prayer at 11:45 A.M. The purpose of the meeting was to receive new members. A quorum was present.

Following a sharing of faith stories and questioning by the elders, the following names were entered onto the church membership roll:

By confession of faith:

Deng, Mamer Kumdak

Hasaballa, Mikhol (Mike)

Parsad, Rajat Sohil (RJ)

Schulz, Emerson

By Reaffirmation of faith:

Van Kempen, Myrnie Joy

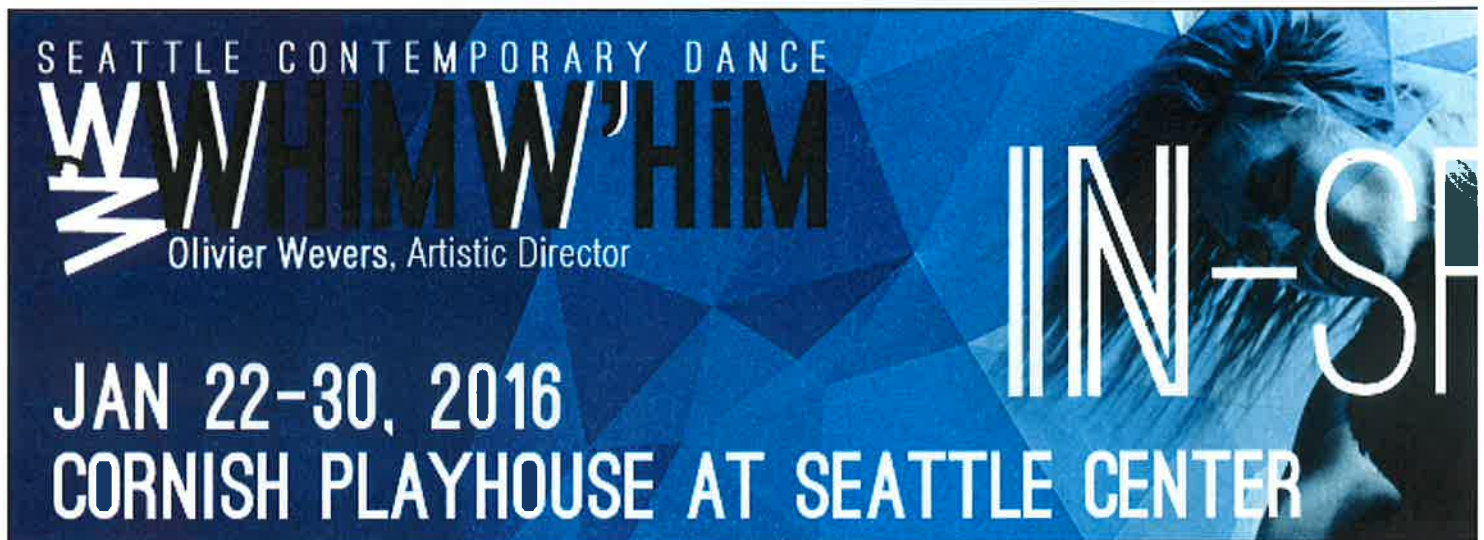
Van Kempen, Ruben

New members will be introduced to the congregation on Sunday, May 26.

The meeting was closed with prayer at 12:15 p.m.

The Rev. Jeff Schulz, Moderator

Elder Kathryn Ostrom, Clerk Pro Tem



Local News

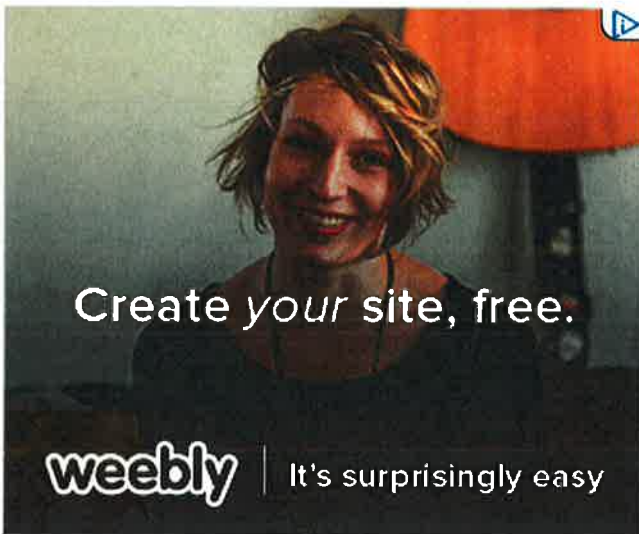
Seattle First Presbyterian's breakaway vote spurs \$28.5M real-estate fight



Originally published November 19, 2015 at 4:39 pm Updated November 20, 2015 at 11:19 am



The Seattle First Presbyterian Church on Eighth Avenue (Greg Gilbert / The Seattle Times)





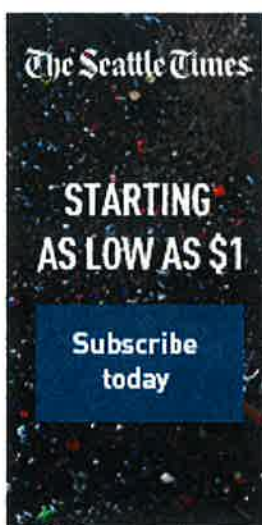
Seattle First Presbyterian's decision to disaffiliate from its denomination sets the stage for a battle over valuable downtown property.

By [Nina Shapiro](#)

Seattle Times staff reporter

A real-estate battle is shaping up between a historic downtown Presbyterian church and the regional body that until now has governed it. At stake: nearly \$29 million in assets.

On Sunday, [Seattle First Presbyterian](#) church members voted to [split](#) from its liberal-leaning denomination, the Presbyterian Church (U.S.A.). In doing so, the 125-member congregation formed a corporation that now claims full control of its assets, according to documents distributed Tuesday night at a meeting of the Seattle Presbytery, the denomination's regional authority.



The church, founded in 1869, sits on a \$20 million piece of property that stretches from Seventh to Eighth avenues along Spring Street. Also in contention, according to recently resigned church elder Neal Lampi and other sources, is \$8.5 million reaped from selling a parking lot the church owned next to nearby Town Hall.

The Seattle Presbytery maintains churches cannot unilaterally disaffiliate but must go through a months-long separation process that includes negotiation over assets. What's more, it holds that church property is held in trust for the denomination.

On Tuesday, the presbytery voted to establish an "administrative commission" to investigate the actions by Seattle First Presbyterian, Scott Lumsden, head of the regional body confirmed. He declined further comment.

According to the documents distributed, the commission will delve not only into the church's unorthodox move to separate but allegations of irregular proceedings, secrecy, intimidation of dissenters and its consideration of transferring funds to its spinoff corporation or its attorneys.

According to a presbytery summary distributed Tuesday, the church has already acknowledged putting \$420,000 into a trust account of the Seattle law firm Lane Powell.

"These allegations, admissions, and events suggest that the [church's leadership] is affected with disorder ... and call into question its ability and willingness to exercise its authority and to wisely manage its affairs," the summary goes on.

The presbytery authorized the commission to assume control of the church and "dissolve pastoral relationships" if necessary.



It would not be the first time.



Lumsden, in a letter last week to the Seattle First Presbyterian congregation, pointed to a 1971 Washington state Supreme Court [case](#) involving a Laurelhurst Presbyterian church that attempted to separate from the presbytery over a doctrinal dispute. The church claimed its property. The presbytery objected and staged a take over — one ultimately sanctioned by the court.

A Nov. 2 letter to the presbytery’s lawyers from Lane Powell, on behalf of Seattle First Presbyterian, did not mention this precedent, instead warning of the dangers of a legal fight. “As you are no doubt aware, disaffiliation issues have spilled into courts all over the country and have generated legal expense for all concerned parties.”

Several local Presbyterian churches have recently left the Presbyterian Church (U.S.A.) on good terms, according to Lumsden. Yet around the country, [real estate fights](#) have broken out among Presbyterian and Episcopal denominations as churches defected over liberal policies, particularly around gays and lesbians.

In an interview last week, Seattle First Presbyterian co-pastors Jeff and Ellen Schulz denied that their desire to leave the denomination stemmed from its recent decisions to ordain gay and lesbian clergy and accept same-sex marriage.

Lampi said otherwise. He noted Seattle First Presbyterian’s leadership began portraying the denomination as un-Christlike after the 2011 ordination decision,

and voted not to ordain gays and lesbians at their church.

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The church, with a congregation massively diminished from its heyday of 8,000 members, subsequently began talking about a merger with a new church started by former Mars Hill pastor Tim Gaydos. The presbytery objected to the merger, igniting another source of conflict, according to a letter from Seattle First Presbyterian's leadership to the congregation before the disaffiliation vote.

"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 the presbytery," the letter continued.

"This conflict has consumed me," said Lampi, who consequently resigned as elder and director of the church's homeless shelter.

In an indication of the tensions at play, the church had security guards at its Sunday vote. Rajat Parsad, baptized at the church in 2013 but a lapsed attendee, said he went to express his dissent over the proposed split, but was forcibly removed from the building by the guards when his membership was challenged. After loudly protesting, Jeff Schulz, the pastor, came out of the church and agreed

to let him back in, according to Parsad and his videos of the skirmish.



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Security guards remove Rajat Parsad from Seattle First Presbyterian during a vote Sunday to disaffiliate. He was later re-admitted. (Courtesy of Rajat Parsad)

“A disruptive situation was resolved,” wrote Jeff Schulz in an email.

As for the larger conflict with the presbytery, he said he expected to be in communication with the new commission “to address our mutual concerns.”

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Subject: meeting results

Date: Tuesday, November 17, 2015 at 9:21 AM

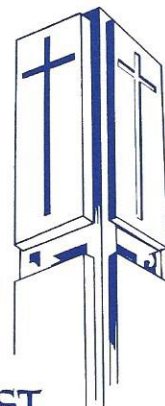
From: SLcedergreen@aol.com

To: <karen@seapres.org>, <scott@seapres.org>

Cc: <theostroms2@comcast.net>, <slcedergreen@aol.com>, <Nathan.Orona@microsoft.com>, <lindsey.mcdowell@gmail.com>, <georgednorris@live.com>, <jschulz@firstpres.org>, <eschulz@firstpres.org>, <dmartin@martin-consulting.com>

To the Clerk of Presbytery and Executive Presbyter,

Please see the attached.



THE
FIRST
PRESBYTERIAN
CHURCH
OF SEATTLE

Dear Stated Clerk and Executive Presbyter:

As you know, The First Presbyterian Church of Seattle held two meetings on Sunday, November 15, 2015. The first meeting was a meeting of members of The First Presbyterian Church of Seattle as a Washington nonprofit corporation, called by the corporation's Board of Trustees. The second meeting was a meeting of the congregation of The First Presbyterian Church of Seattle as an ecclesiastical body, called by the church's Session.

First, the Board of Trustees has authorized the Session to inform the Presbytery of the results of the meeting of the corporation:

At the meeting of the corporation, 78 out of 104 members were present. The members of the corporation ratified prior adoption of the Corporate Bylaws, which received the approval of 72 members (92.31% of members present, representing 69.23% of total members). The members of the corporation also approved the amendment of the corporation's Restated Articles of Incorporation, which received the approval of 68 members (87.18% of members present, representing 65.38% of total members). On the basis of this second vote, the Corporation filed Articles of Amendment with the Secretary of State on November 16, carrying into effect the vote of the members.

Second, the results of the congregational meeting are as follows:

At the meeting of the congregation, 81 out of 104 members were present. The members of the congregation ratified the prior adoption of Congregational Bylaws, which received the approval of 77 members (95.06% of members present, representing 74.04% of total members). The congregation also approved disaffiliation from Presbyterian Church (U.S.A.) (PCUSA), which received the approval of 73 members (90.12% of members present, representing 70.17% of total members).

As a result of Sunday's meetings, The First Presbyterian Church of Seattle is no longer affiliated with either PCUSA or the Presbytery of Seattle. Please provide this letter to all other members of the Presbytery.

Peace be to the whole community, and love with faith, from God the Father and the Lord Jesus Christ. Grace be with all who have an undying love for our Lord Jesus Christ.
Ephesians 6:23-24.

For the Session,

Clerk of Session

November 20, 2015

Delivered by email

The Session of First Presbyterian Church of Seattle
1013 8th Avenue
Seattle, WA 98104

Dear Session of First Presbyterian Church of Seattle:

Grace, mercy, and peace in the name of our Lord, Jesus Christ.

As you know, at the meeting of the presbytery on November 17, 2015, an Administrative Commission was appointed for a number of purposes that we described for you in another letter. In order to facilitate a thorough investigation on the issues described in that letter, it is important to obtain relevant documents. The presbytery's charge to the Administrative Commission includes the authority, among other things, to require or request, have access to, receive, and review all documents of FPCS, including but not limited to business and financial records of the congregation and the corporation [G-3.0107, G-3.0108, G-3.0204]. That is the purpose of this letter.

Acting in accordance with that authority, the Administrative Commission requests that you produce the following documents at the office of the presbytery no later than December 1, 2015:

- all documents considered or acted upon in your meeting(s) on October 27, 2015;
- all contracts, memoranda of understanding, or proposals to transfer any assets or liabilities of (a) the congregation, (b) the corporation, or (c) any ordained member or employee of either the congregation or the corporation, together with all related documents;
- the minutes of the October 27, 2015, meeting of session and of the board meeting that was held after the session meeting ended;
- if minutes are not yet complete, all notes that were taken and all draft minutes that have been prepared related to the meeting(s) on October 27, 2015;
- all documents considered or acted upon in the meeting(s) of the congregation and corporation on November 15, 2015;
- all membership lists, ballots, proxy votes, or records relating to the voting that occurred at the meeting(s) on November 15, 2015;
- the minutes of the November 15, 2015, meeting(s) of the congregation and corporation; and
- if minutes are not yet complete, all notes that were taken, all draft minutes that have been prepared, and any documents reflecting actions taken or related to the meeting(s) on November 15, 2015.

In addition, the Administrative Commission requests that you produce by the time and at the place specified above the following documents which were called for by the Stated Clerk's letter to you dated October 23, 2015: all tangible and electronic documents, including emails, that reflect or embody communications with some or all of the members of the session regarding actions or proposed actions. The time period covered by this document request is January 1, 2014, through November 15, 2015, and the "actions or proposed actions" include specifically those relating to (a) the relationship between FPCS and the presbytery, (b) the potential "disaffiliation" of FPCS, (c) financial and other relationships with the co-pastors, and (d) the transfer of church funds to Lane Powell P.C.

Please be aware that, in accordance with G-3.0108b, you are not entitled to withhold any of the requested documents from this Administrative Commission. If your response is less than complete, please disclose that fact and explain what documents you are not producing and why. We look forward to receiving these documents and meeting with you soon. Thank you for your cooperation.

The grace and peace of Christ be with you.



Administrative Commission Co-Moderators

November 20, 2015

Delivered by email

The Session of First Presbyterian Church of Seattle
1013 8th Avenue
Seattle, WA 98104

Dear Session of First Presbyterian Church of Seattle:

Greetings to you in the name of our Lord, Jesus Christ.

At the meeting of the presbytery on November 17, 2015, we were appointed as an Administrative Commission with the following purposes and authority:

1. to reiterate the presbytery's invitation to the session of First Presbyterian Church of Seattle (FPCS) to enter into the presbytery's Communal Discernment and Gracious Separation policy and, if that invitation is accepted, to appoint the members of the Discernment Team;
2. to require or request, have access to, receive, and review all documents of FPCS, including but not limited to business and financial records of the congregation and the corporation [G-3.0107, G-3.0108, G-3.0204];
3. to ensure that the provisions of the Constitution are followed in the governance of FPCS, including but not limited to G-4.0101, G-4.0102, G-4.0202, and G-4.0204;
4. to direct that corrective action be taken if matters are determined to be out of compliance with the Constitution [G-3.0108c];
5. to make provision for and to name a moderator [G-1.0504 and G-3.0201];
6. to call meetings of the congregation [G-1.0502] and the session [G-3.0203], if necessary, to transact business in accordance with the Book of Order;
7. if it becomes evident that the church is in "schism," to determine the "true church" within the Presbyterian Church (U.S.A.) in this matter [G-4.0207];

8. to thoroughly investigate and provide a full opportunity for the session to be heard, and if it concludes that the session is unable or unwilling to manage wisely its affairs, to assume original jurisdiction with the full power of the session [G-3.0303e];
9. to consult with ruling elders and teaching elders, to provide written notice of disapproval, and, if the ruling or teaching elder persists in the work, to conclude that he or she has renounced the jurisdiction of the Presbyterian Church (U.S.A.) [G-2.0407; G-2.0509];
10. if necessary, to dissolve pastoral relationships, both temporary and installed, fully observing the due process requirements of the Constitution [G-2.0901ff.];
11. to consider the viability of the congregation and make recommendations to the presbytery in that regard;
12. to negotiate terms for the dismissal of the congregation if it becomes evident that a sufficient majority of the active membership desires to be dismissed to another Reformed body, utilizing the presbytery's Communal Discernment and Gracious Separation Policy;
13. to safeguard all property of FPCS, which continues to be held in trust for the use and benefit of the Presbyterian Church (U.S.A.), and to determine the ownership of any FPCS property that has been transferred to third parties; and
14. to seek relief in civil court, if necessary, and/or to respond to court actions instituted by others, to remedy any omission, error, or misdeed on the part of the session, the congregation, or the trustees (or any other entity that purports to act or have acted on behalf of FPCS).

We regret the current tension between FPCS and the presbytery, and we regret that FPCS chose not to send any commissioners to the presbytery meeting. Our hope is to work with you to understand and resolve the various issues within our charge. We look forward to meeting with you to that end.

We have received a number of documents from FPCS, including the letter of November 13 from the pastors and elders and the undated letter from your clerk of session concerning the meetings held on November 15, 2015. These letters and other documents reflect a number of misunderstandings of the facts and of our polity. As a threshold matter, the congregational meeting was not properly called under your existing bylaws. Accordingly, no valid actions could have been taken at that meeting. The new bylaws were not ratified prior to the meeting and in

any event cannot unilaterally reject the Constitution, as yours purport to do. That is analogous to a city claiming it is no longer subject to the US Constitution.

We are pleased that you seek to communicate with us. The presbytery has not rejected your invitations to talk. The communications we received were efforts to postpone your congregational meeting in exchange for not appointing an administrative commission. The presbytery has been in communication and worked with you on many issues over many years, and has invited you to engage in the Communal Discernment and Gracious Separation Policy when we learned that the session was contemplating dismissal from the denomination. That is the proper context to discuss issues of denominational affiliation and property. We are encouraged that you have studied the policy and say that you prefer to seek a gracious dismissal. We urge you to make use of this truly gracious policy.¹

At the same time, you should understand that there are other issues related to how the session has managed its affairs which require us to thoroughly investigate and to give you a full opportunity to be heard. That is the charge that has been given to us by the presbytery, and that is why it is in the context of the work of this Administrative Commission that discussions initially should take place.

The Administrative Commission met on November 18, 2015. Based upon the Constitution of our church and the documents that it reviewed, the Administrative Commission raised a number of issues and concerns that need to be addressed, consistent with its responsibilities described above. They are as follows:

- The presbytery's Communal Discernment and Gracious Separation Policy, adopted in 2012, has been successfully used by several congregations that wanted to explore whether God was calling them to leave the Presbyterian Church (U.S.A.) and join another Reformed body. The presbytery repeatedly invited FPCS to enter into that process, including through emails and letters from the Executive Presbyter and the Stated Clerk to you on October 24, 2015, November 12, 2015, and November 13, 2015. You acknowledged the presbytery's policy in your letter to the congregation dated November 5, 2015, but you apparently rejected it in favor of calling for a congregational vote on November 15, 2015, purporting to unilaterally terminate FPCS's relationship with the denomination.

¹ Frankly, we are confused why you have declined to engage in the Communal Discernment and Gracious Separation Policy. Your decision may be based on misinformation. Three churches have used that process and have been dismissed to other Reformed bodies, and two others are in the process. One church has used the process and chosen not to leave the denomination. None of these cases have resulted in litigation or been postured for judicial intervention. No one from the presbytery has said that this policy is inapplicable to FPCS.

- A congregation's relationship to the Presbyterian Church (U.S.A.) can be severed only by constitutional action on the part of the presbytery. [G-3.0303(b); G-4.0207] The presbytery has taken no such action vis-à-vis the FPCS congregation. The "disaffiliation" resolution that you presented to the congregation on November 15, 2015, is unconstitutional and without effect under our polity. Additionally, a congregation can only be released to another Reformed body. You have stated that you would like to move to ECO. However, ECO has advised us that separation from another denomination requires adherence to that denomination's polity requirements. It appears to us that the lack of any Reformed body prepared to accept FPCS is an additional reason for your congregational vote to be ineffective.
- The business that is proper to a congregational meeting is described in G-1.0503:

Business to be transacted at meetings of the congregation shall be limited to matters related to the following:

- a. electing ruling elders, deacons, and trustees;
- b. calling a pastor, co-pastor, or associate pastor;
- c. changing existing pastoral relationships, by such means as reviewing the adequacy of and approving changes to the terms of call of the pastor or pastors, or requesting, consenting to, or declining to consent to dissolution;
- d. buying, mortgaging, or selling real property;
- e. requesting the presbytery to grant an exemption as permitted in this Constitution (G-2.0404).
- f. approving a plan for the creation of a joint congregational witness, or amending or dissolving the joint congregational witness (G-5.05).

The congregational meeting that you called on November 15, 2015, purported to transact other business. That meeting violated the Constitution of our church, and the actions taken there are ineffective under Presbyterian polity.

- Under Section G-4.0101 of our Constitution, any corporation formed by a congregation of the Presbyterian Church (U.S.A.) has "the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided that in buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation, granted in a duly constituted meeting; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the congregation, all subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.). The powers and duties of the

trustees shall not infringe upon the powers and duties of the session or the board of deacons.” In light of this provision, the actions that you took on October 27, 2015, to amend the bylaws of the church (a power that the bylaws reserved to the congregation and that was required to be exercised consistent with Constitution of the Presbyterian Church (U.S.A.)) and to create a Board of Trustees purportedly independent of and superior to the session appear to be out of order, in which case those actions were of no effect. Your assertion on October 30, 2015, that the FPCS Board of Trustees “is not subject to the authority of the Presbytery of Seattle . . . or the PCUSA Book of Order” is fundamentally contrary to the Constitution of our church. A Board of Trustees operating independently of the session is inconsistent with our polity; any such purported body would be subject to the session, just as the session is accountable to the presbytery, and the actions of the Board of Trustees are subject to the Book of Order.

- Under G-4.0202, “[t]he provisions of this Constitution prescribing the manner in which decisions are made, reviewed, and corrected within this church are applicable to all matters pertaining to property.” For this reason as well, the actions that you took on October 27, 2015; your assertion on October 30, 2015, that the FPCS corporate Board of Trustees “is not subject to the authority of the Presbytery of Seattle . . . or the PCUSA Book of Order” and your claim that the corporation is not answerable to the session are all contrary to the Constitution of our church.
- Under G-4.0203, “[a]ll property held by or for a congregation, . . . , whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of a congregation or of a higher council or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.)” For this reason, as well as the actions that you took on October 27, 2015, your assertion on October 30, 2015, that the FPCS corporate Board of Trustees “is not subject to the authority of the Presbytery of Seattle . . . or the PCUSA Book of Order” and your claim that the corporation is not answerable to the session are all contrary to the Constitution of our church.
- Under G-4.0204, “[w]hensoever property of, or held for, a congregation of the Presbyterian Church (U.S.A.) ceases to be used by that congregation as a congregation of the Presbyterian Church (U.S.A.) in accordance with this Constitution, such property shall be held, used, applied, transferred, or sold as provided by the presbytery.” Your assertions and actions lead to the conclusion that the property of, or held for, the FPCS congregation has ceased to be used by that congregation as a congregation of the

Presbyterian Church (U.S.A.) in accordance with this Constitution. In these circumstances, that property is subject to the presbytery's direction and control.

- In your letter to the Stated Clerk dated October 30, 2015, you disclosed that you, acting as the Board of Trustees, had "transferred approximately \$420,000 into the trust account of law firm Lane Powell PC in October 2015." This was an impermissible transfer of funds held in trust. Lane Powell has since asserted that these funds were deposited "as security for services being provided by Lane Powell." That is also an impermissible use of funds held in trust. Your actions violated the Constitution of the Presbyterian Church (U.S.A.). Please take corrective action by requiring the return of such funds and directing that they be controlled by session, subject to the advice and consent of this Administrative Commission, acting on behalf of the presbytery.

Please let us know if you are willing to engage in the Communal Discernment and Gracious Separation Policy. Additionally, as part of the investigation we are called to do, we have sent you a separate letter requesting certain documents. We also would like to give you a full opportunity to be heard prior to the Administrative Commission's making any determinations regarding your actions. If you wish to be heard on the subjects addressed in the Administrative Commission's charter and, in particular, on whether the session of FPCS is unable or unwilling to manage wisely its affairs, you may appear before the administrative commission on Friday, December 4, 2015 beginning at 3:00 p.m. at Mercer Island Presbyterian Church, 3605 84th Avenue SE, Mercer Island, WA 98040. If you would prefer a different time, please let us know and we will work to accommodate you. If you fail to appear, the Administrative Commission will conclude that you do not wish to take advantage of the full opportunity to be heard that has been accorded you.

Please know that we are not interested in being in conflict with you. Our goal is to help FPCS advance its ministry for our Lord. We are deeply concerned about the unilateral and adversarial actions that have been taken by FPCS. Now, we urge you to step away from this path and so that we may work together to resolve these issues. However, if after a thorough investigation we conclude that you are unable or unwilling to wisely manage your affairs, we will have to act to protect the congregation and to assist it in its mission and ministry.

The grace and peace of Christ be with you.




Administrative Commission Co-Moderators



BRUCE W. LEAVERTON
206.223.7389
leavertonb@lanepowell.com

December 1, 2015

VIA U.S. MAIL AND EMAIL

Robert B. Mitchell
K&L Gates LLP
925 Fourth Ave, Suite 2900
Seattle, WA 98104-1158
Email: rob.mitchell@klgates.com

Re: The First Presbyterian Church of Seattle

Dear Mr. Mitchell:

The Session, the governing body of the First Presbyterian Church of Seattle congregation as an ecclesiastical body (the “**Church**”), has forwarded us copies of two recent letters received from the Presbytery, each dated November 20, 2015 (the “**Presbytery Letters**”). Like your letter dated November 23, 2015, the Presbytery Letters contain a substantial amount of procedural and legal discussion and contentions regarding the Church’s disaffiliation and recent actions taken by the Church and by the First Presbyterian Church of Seattle, a Washington nonprofit corporation (the “**Corporation**”). The Church and Corporation have therefore requested that we directly respond to your correspondence on these subjects.

By a supermajority vote on November 15, 2015, the Church disaffiliated from PCUSA. Therefore, as a matter of basic constitutional law, the Church is not subject to the authority of PCUSA, the Presbytery, the Book of Order, or the Administrative Commission (the “**AC**”) formed after the disaffiliation vote. On that same date, the Corporation members also overwhelmingly approved amendment of their Corporation’s Articles of Incorporation and ratification of their Corporation’s Bylaws. Therefore, the Corporation and its property are also not subject to the authority of the PCUSA, the Presbytery, the Book of Order, or the AC.

Because the AC has no ongoing ecclesiastical or legal authority over the Church or the Corporation, its production requests, stated areas of inquiry, and the Presbytery’s discernment and dismissal process are moot and require (and will therefore receive) no further response. We recognize that you and your client strongly dispute these contentions and that your law firm and Mr. Swartling have been hired to assert, in court if necessary, a trust interest in the Corporation’s property (the “**Church Property Dispute**”), including the funds held in Lane Powell’s trust account. In candor, the gravamen of the dispute here is over your client’s claimed interest in the Corporation’s property.

Robert B. Mitchell
December 1, 2015
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There is little benefit in trading adversarial letters on the differences between your legal analysis and ours. That process simply leads to increased legal expense for both our clients who, if they can agree on nothing else, can surely agree that consuming their scarce resources on lawyers is a poor alternative to a timely resolution of the Church Property Dispute and actually advancing their respective Christian missions.

Nevertheless, your client's resistance thus far to participate in a negotiated resolution of the Church Property Dispute seems rooted in its conviction that it has no legal exposure whatsoever. This overconfidence is misplaced and for that reason, and in the interests of causing your client to reconsider its prior unwillingness to participate in an ADR process, we will (albeit briefly) address the weaknesses in your client's position.

First, more than 90% of FPCS congregation members voted to disaffiliate from PCUSA. The FPCS congregation is not in schism nor is it a rogue splinter group or faction. The Book of Order cannot be relied upon to abridge the rights of the FPCS congregation to disaffiliate from the PCUSA denomination. The First Amendment of the U.S. Constitution protects the right to associate for the purpose of their free exercise of religion and assembly together as a congregation:

Freedom to engage in association for the advancement of beliefs and ideas is an inseparable aspect of liberty. Of course, it is immaterial whether the beliefs sought to be advanced by association pertain to political, economic, religious or cultural matters, and state action which may have the effect of curtailing the freedom to associate is subject to the closest scrutiny.

NAACP v. Alabama, 357 U.S. 449, 460-61(1958); *see also Robert v. United States Jaycees*, 468 U.S. 609, 622 (1984).

You and your client rely heavily on *Presbytery of Seattle, Inc. v. Rohrbaugh*, 79 Wn.2d 367, 373 (1971), which held:

[W]here a right of property in an action before a civil court depends upon a question of doctrine, ecclesiastical law, rule or custom, or church government, and the question has been decided by the highest tribunal within the organization to which it has been carried, the civil court will accept that decision as conclusive.

Rohrbaugh is not applicable here. In *Rohrbaugh*, the court relied heavily on the "record title" of the real property at issue, which was held in the name of "The First United Presbyterian Church of Seattle." *Id.* at 368. Because the splinter group of members who left the congregation in *Rohrbaugh* were no longer members of the Washington nonprofit corporation they left, the court found they had no ownership rights in the building. *Id.* Simply put, the *Rohrbaugh* court did not prohibit a Washington court from deciding church property or nonprofit governance disputes that do *not* involve a question of "doctrine, ecclesiastical law, rule or custom, or church government." In fact, the court's holding

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implied that the court could decide such a question because the constitutional prohibition only applied to ecclesiastical matters.

Eight years after *Rohrbaugh*, the U.S. Supreme Court expressly held that the First Amendment did not require courts to defer to a denomination's decisions regarding property rights. *Jones v. Wolf*, 443 U.S. 595, 602-03, 99 S.Ct. 3020 (1979). Rather, state courts are free to apply "neutral principles of law" based on "objective, well-established concepts of trust and property law familiar to lawyers and judges." *Id.* at 603. The Court held that this concept applies even in the face of a "schism in a local church affiliated with a hierarchical church organization." *Id.* at 597.

In 2012, seven out of nine Washington Supreme Court justices agreed that "neutral principles of law" may apply in certain church-related civil disputes. *Erdman v. Chapel Hill Presbyterian Church*, 175 Wn.2d 659, 286 P.3d 357 (2012). In a divided opinion, four out of nine justices concluded that neutral principles of law did not apply to a pastor's employment-related claims against her denomination, and two justices concurred in the result only. *Id.* at 682. However, those four justices in the lead opinion acknowledged that the doctrine of "neutral principles of law" can apply to "certain property disputes involving church property." *Id.* at 676 n.9 (emphasis added). The three dissenting justices argued that neutral principles of law should apply because the case turned on matters of employment law. *Id.* at 692-93. Thus, at least seven out of nine justices agreed post-*Jones v. Wolf* that Washington can apply neutral principles of law in non-ecclesiastical church disputes.

As in *Erdman*, the Church Property Dispute is a civil law dispute. Unlike *Rohrbaugh*, the issues here are simple matters of property ownership and the governance authority of a Washington nonprofit corporation. No reference to religious doctrine or ecclesiastical principles is required to enforce the Corporation's title to its real and personal property and to defeat your client's unilateral claim to the existence of a beneficial interest in an undocumented trust. Even if this were not the case, the U.S. Constitution forbids preferential treatment by civil courts of selected ecclesiastical entities in resolving such purely civil matters as disputes over title to church property, nor can a civil court be asked to determine that a religion is "hierarchical" where, as here, the matter is theologically disputed. *See Jones v. Wolf* at 605.

We presume you and your clients will disagree with the foregoing analysis. That is not the point. Both parties have much to gain in resolving this Church Property Dispute through a cost-effective and neutral ADR process. Your letter of November 23 concedes as much by suggesting the parties undertake an arbitration of the title and ethical issues relating to the funds in our law firm's trust account.

Our clients therefore have directed us to again request that you and your client representatives meet to discuss the metes and bounds of an appropriate ADR process, including a mutual exchange of the discoverable documents pertinent to resolving the Church

Robert B. Mitchell
December 1, 2015
Page 4

Property Dispute. We can meet with you and your client's representatives for this purpose on December 4, 2015, at 3:00 p.m., based on the timing that the Presbytery has proposed.

Please advise if you and your clients are willing to meet with us on December 4 as scheduled to discuss an appropriate ADR process in order to try to resolve this matter. Thank you.

Sincerely,
LANE POWELL PC

Bruce W. Leaverton

cc: David D. Swartling
Lloyd J. Lunceford
129422.0001/6498151.1

TO: Seattle Presbytery

FROM: CSAR Committee

DATE: 12/5/2015

RE: Summary of Committee for Special Administrative Review (CSAR) work 7/21/2015 – 11/8/2015

On July 21, 2015, the Seattle Presbytery approved the formation of a special committee with the charge as follows; "APPROVED the committee's recommendation that the moderator be instructed to name a Committee for Special Administrative Review; to review allegations and concerns raised regarding Seattle First Presbyterian Church, including the work of the COM in relationship to Seattle First Presbyterian Church, and that the committee be instructed to report to the presbytery any recommendations from that review." Obtained from the online minutes 7/21/2015 Seattle Presbytery meeting.

The CSAR committee members include;
Rev. Tyler Easley
Rev. Becki Barrett
A. Dave Erland, elder
Melinda Glass, elder

The committee met initially on 7/30/2015 and subsequent times until completion of the committee's work on November 8, 2015. Meetings and committee work consisted of review of volumes of documents provided and requested as well as interviews with multiple people involved with Seattle Presbytery staff, Seattle First Presbyterian Church (SFPC) staff and elders, Seattle Presbytery Committee on Ministry members all related to the work of the SFPC mission.

The documents reviewed were carefully collected, organized and collated to provide the committee with as clear picture of what occurred between the different parties and within SFPC to determine the truth of the situation and form a workable recommendation for reconciliation and grace to move forward.

The allegations provided to the committee included; irregularities within the session of SFPC, lack of transparency between session and pastors, session/pastors and congregation and between COM and SFPC as well as secret meetings and a code or vow of secrecy of elders for undocumented meetings regarding church activities and decisions.

It was evident to the committee members that this has been a difficult time for all parties involved. During the interviews, it was evident in all conversations that there have been multiple misunderstandings, misinformation, hurt, mistrust, defensiveness and frustration from all parties.

As we entered this work we made the following assumptions;

1. Our churches and their leaders are part of the PC (USA).
2. Jesus Christ is Lord of all.
3. People are broken and none of us without sin.

After a thorough review of the written record and interviews with a majority of key participants, CSAR makes the following recommendations:

- CSAR was commissioned to look into things and our first recommendation is to “leave graciously”. Through the recent formation of the AC on November 17, 2015, we implore SFPC to enter the Gracious Separation Process with earnestness and good faith. It is our hope that through prayer and reconciliation the Seattle Presbytery and Seattle First Presbyterian Church can part ways peacefully and with grace. A new beginning for Seattle First Presbyterian Church marked by fractiousness with the Seattle Presbytery is not a healthy or Christ-centered start to a new season of ministry and mission.

“If then there is any encouragement in Christ, any consolation from love, any sharing in the Spirit, any compassion and sympathy, make my joy complete: be of the same mind, having the same love, being in full accord and of one mind. Do nothing from selfish ambition or conceit, but in humility regard others as better than yourselves. Let each of you look not to your own interests, but to the interests of others.” (Phil. 2:1-4)

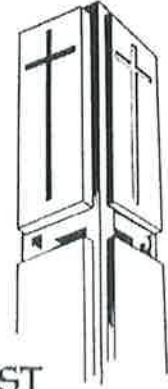
- We recommend that Seattle Presbytery, through the Coordinating Council, provide COM more thorough training on leadership strategies to creatively navigate challenging or “out of the box” ministry situations.
- We recommend that Seattle Presbytery Executive Staff, through the work of the Personnel Committee, clarify roles and job responsibilities.
- We recommend that Rev. Jeff Schulz and Rev. Ellen Schulz receive counsel, support, and mentoring on conflict management and healthy relational strategies in leadership, especially regarding authority issues and avoiding escalation in conflict.

Yours in Christ,



On behalf of the CSAR Committee
 Rev. Becki Barrett
 Rev. Tyler Easley
 Dave Erland, elder
 Melinda Glass, elder

*Read,
12/16/15*



The
FIRST
PRESBYTERIAN
church
OF SEATTLE

December 7, 2015

Mrs. Karen Breckenridge
Stated Clerk
Seattle Presbytery
1544 South Snoqualmie Street
Seattle, WA 98108

Dear Mrs. Breckenridge,

On November 15, 2015 the congregation of Seattle First Presbyterian Church voted in favor of disaffiliating from the Presbyterian Church (USA).

In alignment with the congregation, effective on this day, December 7, 2015, we, Jeff Schulz and Ellen Schulz, renounce jurisdiction of the Presbyterian Church (USA), per G-2.0509 and G-2.0407 of the Book of Order.

We pray for God's blessing upon you, Seattle Presbytery and the PC(USA).

Grace and peace in Christ,

Rev. Ellen A. Schulz

Rev. Dr. Jeffrey E. Schulz

Cc: Session of Seattle First Presbyterian Church
Bruce Leaverton



December 18, 2015

Sent by email

Dear Session of First Presbyterian Church of Seattle:

Greetings to you in the name of our Lord, Jesus Christ.

We urge you to engage with us. As you know, we sent you two letters on November 20, inviting you again to engage in our Communal Discernment and Gracious Separation policy, raising a number of issues of concern, asking for a variety of documents, and seeking to meet with you and to talk with you. We have not received any response from you, other than communications from your lawyer.

We offered to meet with you on December 4 and again on December 17. In each case, after your lawyer told us that you had agreed to attend, we were informed through your lawyer on the day of the meeting that none of you would attend. Before the December 4 meeting we sought to reassure you and your lawyer that coming to meet with us and answering questions would not be used to prejudice your argument that you are no longer associated with the PCUSA. Obviously we disagree with you about that—it is impossible for a congregation to unilaterally “disaffiliate” from the PCUSA, it can only be dismissed by Presbytery—but we did not want that to be a barrier to us talking together. We agreed to postpone the December 4 meeting to permit the lawyers to be clear on what this “without prejudice” offer meant. After not hearing anything from him for over a week, we received a letter in which your lawyer insisted on having us enter into a “pre-negotiation agreement.” Initially he proposed an extensive, multi-page document. On Wednesday (the day before our scheduled meeting) he provided a shorter version. Even that version still fundamentally misunderstands what the Administrative Commission is charged with doing.

Your lawyer’s proposed agreement would prohibit any “communication or action relating to the Meeting, or the fact of the meeting,” from being used in any legal proceeding. Let us be clear. We are not seeking any legal proceeding. (Indeed, it was FPCS which hired lawyers and started sending legal correspondence, not the Presbytery or the AC). However, we are obligated to conduct a thorough investigation and give you a full opportunity to be heard. This meeting would be part of that investigation and part of that opportunity. If at some point the AC were to take some action and FPCS were to challenge it, we could not agree to pretend that part of our investigation did not occur. That is why we cannot agree to your lawyer’s “pre-negotiation agreement.” We still, however, want to talk with you and continue to offer what we have always offered—that the fact of your participation in meetings with us will not be used as evidence that you are subject to the Presbytery’s authority. We think that this is a fair proposal to you and hope you will consider it seriously. However, your lawyer’s efforts to turn your opportunity to talk to us into a confidential settlement negotiation is not workable.

We believe we have already offered you a full opportunity to be heard, but want to try one more time to get together. We are willing to meet with you at 2:30 pm on either Wednesday, January 6 or Thursday, January 7 at Mercer Island Presbyterian Church. Please let us know as soon as possible if you will attend and which date works best for you. In any event, please let us know by December 30 what your plans are.

Based on information we have learned so far during our investigation, we are concerned about how the session is managing its affairs and are concerned about the viability of the congregation. Based on the financial statements you provided Presbytery in November, your expenses exceeded income in the first nine months of 2015 by over \$200,000. Those statements also suggest that you have unrestricted funds of only a few hundred thousand dollars available to you. That is clearly not sustainable, so we would like to hear from you regarding whether your congregation can support ongoing ministry and how you plan to move forward within your means.

We note that we received a letter from Jeff and Ellen Schulz dated December 7 (but not received until December 16) in which they stated that they renounced the jurisdiction of the PCUSA. Despite that, we still would welcome their involvement in our meeting with you, assuming you still consider them your pastors.

Finally, our understanding is that you have considered and rejected participating in our Communal Discernment and Gracious Separation process. We yet again urge you to reconsider and to pursue this path which has worked well with every other congregation considering moving out of the PCUSA in our Presbytery in recent years.

All of these issues are very troubling to us. We hope you will at last step out from behind your lawyer and communicate with us so we can hear more of your perspectives on them.

We look forward to hearing from you.

Despite the tension inherent in our current disagreement, the Administrative Commission is praying for you and for the people of FPCS, and we wish you a merry Christmas.

Grace and peace to you while we wait for the arrival of our Lord!



Shelley Dahl

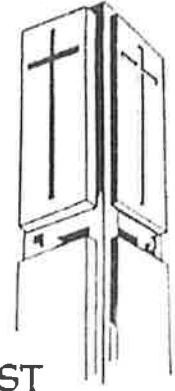


Steve Aeschbacher

Co-Moderators of the Administrative Commission for the First Presbyterian Church of Seattle.

Seattle Presbytery

1544 South Snoqualmie Street, Seattle, WA 98108
206.7621991 / www.seattlepresbytery.org



December 30, 2015

Ms. Shelley M. Dahl
 Mr. Steve Aeschbacher
 Co-Moderators of the Administrative Commission
 For First Presbyterian Church of Seattle
 1544 South Snoqualmie Street
 Seattle, WA 98108

The
FIRST
PRESBYTERIAN
CHURCH
 OF SEATTLE

Dear Co-Moderators:

This is in response to your letter dated December 18, 2015. We are perplexed and troubled by your letter, and we are concerned that your attorneys have not been keeping you informed of our repeated efforts to sit down and discuss these matters with the Presbytery and the AC. As a result, we thought it would be helpful to briefly recap those efforts.

Your letter states that you “urge” us to “engage” with you. Your letter also indicates that FPCS “rejected participating in our Communal Discernment and Gracious Separation process.” However, FPCS has been repeatedly attempting to engage the Presbytery and the AC for more than two months in order to engage in a good-faith discussion of these issues, and on several occasions before our disaffiliation vote, we indicated that we would be willing to engage in some form of the Presbytery’s Communal Discernment and Gracious Separation process. To cite just a few examples:

Letter dated November 2, 2015: The FPCS Session and Board of Trustees “stand willing and able to meet and confer with the Presbytery to explore settlement alternatives.”

Letter dated November 6, 2015: The FPCS Session and Board of Trustees “remain interested in pursuing a negotiated resolution here through an appropriate alternative dispute resolution procedure, whether that procedure falls within the scheme of the Separation Process or takes the form of a less formal mediation process,” and we “welcome the opportunity to meet with a Presbytery representative and a representative from Evangelical Order of Presbyterians to discuss a resolution in this regard, as Reverend Al Sandalow has already suggested to Reverend Jeff Schulz and Reverend Scott Lumsden.”

Letter dated November 9, 2015: The FPCS Session and Board of Trustees “propose an expedited, in-person meeting between their representatives and those of [the Presbytery] to discuss and determine if there is an ADR option for the parties to pursue in resolving their issues.”

Letter dated November 11, 2015: “FPCS has reached out to the Presbytery to explore a good-faith negotiation to settle and resolve all disputes between the parties. The Presbytery has rejected that overture and refused to sit down and discuss these issues. In the event the Presbytery should change its position, FPCS remains open to having a discussion.”

Letter dated December 1, 2015: The FPCS Session and Board of Trustees “again request that you and [Presbytery] representatives meet to discuss the metes and bounds of an appropriate ADR process.”

Letter dated December 4, 2015: “As we explained, we want to do everything we can to facilitate a meeting between the Presbytery’s AC and representatives of FPCS.”

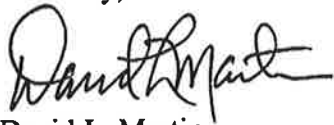
In meeting to discuss these issues, FPCS has simply asked that the parties be permitted to engage in good-faith negotiations without concern that the negotiations will be used to harm either party. Your attorneys have steadfastly refused this request. Instead, they have repeated what your letter states—that participation in the meeting “will not be used as evidence that you are subject to the Presbytery’s authority.” As your letter suggests, this means that the AC and the Presbytery would be free to use these negotiations against FPCS *for any other reason*. This is not acceptable and, frankly, suggests bad faith on the part of the Presbytery.

FPCS remains ready, willing, and able to meet with the AC to discuss a resolution of the parties’ ongoing concerns and issues. However, FPCS has no interest in engaging in any sort of “investigation.” As you are aware, FPCS is no longer affiliated with the Presbytery. Engaging in an investigation or having an “opportunity to be heard” is not appropriate and would only further distract us from our mission of impacting Seattle for Christ.

If the AC changes its mind and is willing to address our concerns that the meeting should not be used as part of an “investigation” or any similar action against FPCS, then we will meet with the AC. Unless the AC can agree to that one simple request, then there is no reason for FPCS to appear at Mercer Island Presbyterian Church on January 6 or January 7.

This letter is being sent on behalf of the Session and Trustees of First Presbyterian Church of Seattle.

Sincerely,

A handwritten signature in black ink, appearing to read "David L. Martin". The signature is fluid and cursive, with the first name "David" being the most prominent.

David L. Martin
Elder



December 31, 2015

Sent by email

Dear Mr. Martin and Session of First Presbyterian Church of Seattle:

Thank you for responding to our letter of December 18, 2015. We regret that you are unwilling to participate in the work of the Administrative Commission or to take advantage of the multiple opportunities that you have been accorded to be heard in this important ecclesiastical process. If you or any other members of the session change your mind, you are invited to participate in the upcoming meeting of the Administrative Commission on January 7, 2016 at Mercer Island Presbyterian Church at 2:00 PM.

The Administrative Commission has invited members of the presbytery, members of Seattle First Presbyterian Church, and other interested persons to provide input on the matters entrusted to the Administrative Commission at this meeting. The invitation was issued on the presbytery website December 30. Again, we would welcome your presence and participation.

Grace and peace,

A handwritten signature in black ink that reads "Shelley M. Dahl". The signature is written in a cursive style with a large initial 'S'.

Shelley Dahl

A handwritten signature in black ink that reads "Steve Aeschbacher". The signature is written in a cursive style with a large initial 'S'.

Steve Aeschbacher

Co-Moderators of the Administrative Commission for the First Presbyterian Church of Seattle.



January 11, 2016

The Session
First Presbyterian Church
1013 8th Avenue
Seattle, WA 98104

Dear Sisters and Brothers in Christ:

As part of our ongoing work, we recently invited members of Seattle Presbytery (including pastors, elders and congregational members) to an open meeting on January 7, 2016. The purpose was for the Administrative Commission (AC) to listen to whatever anyone wanted to say to us about our work.

Among the dozen or so who attended, there was a heartfelt affirmation of the work assigned to the AC and a desire to "trust the process." In addition, we heard several individuals lament the breakdown in communication and trust between the SFPC Session and Seattle Presbytery. A few individuals referenced a list of grievances prepared by the SFPC Session, which they said document the reasons for anger and mistrust. They also voiced concern that the lawyers had become an impediment to open communication between SFPC Session and the AC. The AC was urged to reach out to the SFPC Session and express its sincere desire to have a meeting of minds and hearts.

This encouragement was entirely consistent with what our hopes have been since the inception of our work. Our desire is to listen to your concerns, to build trust, and find a way forward.

We, the AC, really want to engage in open dialogue with you, the SFPC Session, and would like to extend an invitation to you to meet with us without attorneys (ours and yours), without Presbytery staff and without other spokespersons. This meeting would be a non-conditional listening meeting. We would take no notes during the meeting. The purpose of this meeting is for us to listen to your grievances, to talk together, and hopefully take steps to establish and build trust.

We'd like to suggest this meeting take place on Wednesday, January 20, 2016, 7-9pm, at Japanese Presbyterian Church (1801 24th Ave S, Seattle, WA 98144). If that date does not work for you, or if you decide to decline this request, we would appreciate hearing back from you by Friday, January 15, 2016.

It remains our sincere hope and prayer that you will talk with us.

Please know you remain in our prayers.

The grace of our Lord Jesus Christ be with you all.

The Administrative Commission

Steve Aeschbacher

Shelley Dahl

J.P. Kang

Bill Longbrake

Heidi Husted Armstrong

Kathy Smith

Bob Wallace

Jonathan Siehl

Seattle Presbytery

1544 South Snoqualmie Street, Seattle, WA 98108

206.762.1991 / www.seattlepresbytery.org



EJ Lee <ejlee@seattlepresbytery.org>

Reply to Administrative Commission Letter to FPCS dated January 11, 2016

George Norris <georgednorris@live.com>

Wed, Jan 13, 2016 at 10:24 AM

To: Steve Aeschbacher <steveaes@hotmail.com>, Shelley Dahl <shelleymdahl@gmail.com>, Bill Longbrake <bill@tlff.org>, Heidi Armstrong <harmstro@gmail.com>, Jonathan Siehl <jonsiehl@gmail.com>, "J. P. Kang" <jpkang@alum.mit.edu>, Kathryn Smith <kathys@northpointpoulsbo.org>, robert wallace <rwallace@wallaceproperties.com>

Cc: EJ Lee <ejlee@seattlepresbytery.org>, "David L. Martin" <dmartin@martin-consulting.com>, Liz Cedergreen <slcedergreen@aol.com>, Kathryn Ostrom <theostroms2@comcast.net>, Nathan.Orona@microsoft.com, Lindsey McDowell <lindsey.mcdowell@gmail.com>, Jeff Schulz <jschulz@firstpres.org>, Ellen Schulz <eschulz@firstpres.org>

Dear Members of the Administrative Commission:

This email, sent on Behalf of The Session of the First Presbyterian Church of Seattle and of the Board of Trustees of The First Presbyterian Church of Seattle, Inc., is in response to your letter dated January 11, 2016.

Thank you for your invitation to participate in an off-the-record meeting outside any formal legal or ecclesiastical process, where we might all participate in an open dialogue, without lawyers, Presbytery staff, spokespersons or set agendas, and with the emphasis on listening to each other. We believe such a meeting could be helpful, as we have expressed to the Presbytery for many months. Even though Seattle First Presbyterian is no longer affiliated with the PCUSA, we recognize that opening up a channel of direct communication with our former denomination is an important first step to resolve issues and advance our respective missions in Seattle for Christ.

We are open to your suggestion to meet and engage in "non-conditional" listening on January 20. We simply ask that you sign the attached document to confirm the meeting will truly be an open dialogue, off-the-record, and that nothing relating to this meeting will be used against us. We believe our request is consistent with the sentiments expressed in your letter. If we can have this document signed and exchange signatures by January 18, then we will be glad to meet with you on January 20 at the place and time you proposed.

You remain in our prayers as well.

In Christ,

George Norris

Member, Session of The First Presbyterian Church of Seattle

Secretary, Board of Trustees of The First Presbyterian Church of Seattle, Inc.

From: EJ Lee [mailto:ejlee@seattlepresbytery.org]

Sent: Monday, January 11, 2016 2:51 PM

To: David L. Martin <dmartin@martin-consulting.com>; George Norris <georgednorris@live.com>; Liz Cedergreen <slcedergreen@aol.com>; Kathryn Ostrom <theostroms2@comcast.net>; Nathan.Orona@microsoft.com; Lindsey McDowell <lindsey.mcdowell@gmail.com>; Jeff Schulz <jschulz@firstpres.org>; Ellen Schulz <eschulz@firstpres.org>

Cc: Steve Aeschbacher <steveaes@hotmail.com>; Shelley Dahl <shelleymdahl@gmail.com>; Bill Longbrake <bill@tlff.org>; Heidi Armstrong <harmstro@gmail.com>; Jonathan Siehl <jonsiehl@gmail.com>; J. P. Kang <jpgkang@alum.mit.edu>; Kathryn Smith <kathys@northpointpoulsbo.org>; robert wallace <rwallace@wallaceproperties.com>

Subject: Sent on behalf of the Administrative Commission

Sent on behalf of the Administrative Commission.

EJ Lee

Executive Assistant | [Seattle Presbytery](#) | D: 425.270.7142 | O: 206.762.1991

1544 S. Snoqualmie St., Seattle, WA 98108



Non-Conditional Listening Agreement (3) (002).pdf

108K

NON-CONDITIONAL LISTENING MEETING AGREEMENT

Members of the Session of the First Presbyterian Church of Seattle, the Board of Trustees of the First Presbyterian Church of Seattle, Inc. and the Administrative Commission of the Presbytery of Seattle are scheduled to meet off-the-record on January 20, 2016 in a non-conditional listening meeting (the "Meeting") in order to have an open dialogue to resolve differences between the parties. No communications or actions relating to the Meeting, the fact of the Meeting or the appearance and participation of any of the attendees at the Meeting shall be used as evidence in any legal proceeding.

THE FIRST PRESBYTERIAN CHURCH OF SEATTLE

By _____
Its _____
Date: _____

THE FIRST PRESBYTERIAN CHURCH OF SEATTLE, INC., a Washington nonprofit corporation

By _____
Its _____
Date: _____

THE ADMINISTRATIVE COMMISSION OF THE PRESBYTERY OF SEATTLE, on its own behalf and on behalf of the PRESBYTERY OF SEATTLE and PCUSA

By _____
Its _____
Date: _____



January 14, 2016

The Session
First Presbyterian Church
1013 8th Avenue
Seattle, WA 98104

Dear Sisters and Brothers in Christ:

Thank you for Mr. Norris's email message dated January 13, 2016. We are encouraged that you want to meet with us on January 20 as we continue to pursue the important ecclesiastical work that has been assigned us by the presbytery. As we said in our January 11 letter, we want to listen to your grievances, to talk together, and take steps to establish and build trust. To that end, we agreed to meet without pre-conditions and without attorneys, staff, or spokespersons. We will also take no notes.

We do not believe that a signed contract is a necessary pre-condition for a non-conditional meeting. Nevertheless, we are willing to consider a formal agreement. The first sentence in the document attached to your message captures our common understanding that the January 20 meeting is intended to promote an open dialogue. We have modified the second sentence for the following reasons. We are obligated to report to the presbytery the fact of the meeting and the participants in it, but we can and do agree that no one at the meeting will publicly attribute anything that is said there to any speaker without that person's permission. We also acknowledge your position that SFPC is no longer affiliated with the Presbyterian Church (U.S.A.). Although we do not agree with that position, we agree not to use your appearance at the meeting as evidence to the contrary in any legal proceeding. Attached is a revised agreement that reflects these commitments.

The grace of our Lord Jesus Christ be with you all.

The Administrative Commission

Steve Aeschbacher

Shelley Dahl

J.P. Kang

Bill Longbrake

Heidi Husted Armstrong

Kathy Smith

Bob Wallace

Jonathan Siehl

Seattle Presbytery

1544 South Snoqualmie Street, Seattle, WA 98108

206.762.1991 / www.seattlepresbytery.org

NON-CONDITIONAL LISTENING MEETING AGREEMENT

Members of the Session of the First Presbyterian Church of Seattle, the Board of Trustees of the First Presbyterian Church of Seattle, Inc. and the Administrative Commission of the Presbytery of Seattle are scheduled to meet off-the-record on January 20, 2016 in a non-conditional listening meeting (the "Meeting") in order to have an open dialogue. No statements made at the Meeting may be publicly attributed to the speaker (by name or position) without that person's permission. In addition, the appearance and participation of any of the attendees at the Meeting may not be used as evidence that they accept the jurisdiction of the Presbytery of Seattle in any legal proceeding.

THE FIRST PRESBYTERIAN CHURCH OF
SEATTLE

By _____
Its _____
Date: _____

THE FIRST PRESBYTERIAN CHURCH OF
SEATTLE, INC., a Washington nonprofit corporation

By _____
Its _____
Date: _____

THE ADMINISTRATIVE COMMISSION OF
THE PRESBYTERY OF SEATTLE, on its
own behalf and on behalf of the
PRESBYTERY OF SEATTLE and PCUSA

By _____
Its _____
Date: _____



EJ Lee <ejlee@seattlepresbytery.org>

Reply to Administrative Commission Letter to FPCS dated January 14, 2016

George Norris <georgednorris@live.com>

Fri, Jan 15, 2016 at 12:16 PM

To: Steve Aeschbacher <steveaes@hotmail.com>, Shelley Dahl <shelleymdahl@gmail.com>, Bill Longbrake <bill@tlff.org>, Heidi Armstrong <harmstro@gmail.com>, Jonathan Siehl <jonsiehl@gmail.com>, "J. P. Kang" <jpkang@alum.mit.edu>, Kathryn Smith <kathys@northpointpoulsbo.org>, robert wallace <rwallace@wallaceproperties.com>

Cc: EJ Lee <ejlee@seattlepresbytery.org>, "David L. Martin" <dmartin@martin-consulting.com>, Liz Cedergreen <slcedergreen@aol.com>, Kathryn Ostrom <theostroms2@comcast.net>, Nathan.Orona@microsoft.com, Lindsey McDowell <lindsey.mcdowell@gmail.com>, Jeff Schulz <jschulz@firstpres.org>, Ellen Schulz <eschulz@firstpres.org>

Dear Members of the Administrative Commission:

This email, sent on Behalf of The Session of the First Presbyterian Church of Seattle and of the Board of Trustees of The First Presbyterian Church of Seattle, Inc., is in response to your email, letter, and proposed agreement changes of yesterday, January 14, 2016.

Thank you for your letter of yesterday, proposing changes to our proposed Non-Conditional Listening Agreement and offering your opinion that such an agreement is unnecessary. We respectfully disagree. In your proposed changes to this "unnecessary" agreement, you have removed the very provisions that would insure the fact of the meeting and our participation would be off limits in any subsequent legal proceeding.

What is more distressing than your unwillingness to accept those simple, protective terms is the disingenuous explanation offered for their removal: the AC's need to report "the fact of the meeting and the participants in it" to the Presbytery. Nothing in our proposed agreement prevents your body from reporting the fact of, and participants in, such a meeting to the Presbytery or PCUSA. In fact, the signature block for the AC makes this point abundantly clear, as it provides the AC is signing on its own behalf and also on behalf of the Presbytery and the PCUSA.

Our Session remains willing to meet on the 20th, but only if the AC is willing to accept the simple protective terms proposed. I have again attached our proposed agreement.

Thank you.

George Norris

Member, Session of The First Presbyterian Church of Seattle

Secretary, Board of Trustees of The First Presbyterian Church of Seattle, Inc.

From: EJ Lee [mailto:ejlee@seattlepresbytery.org]

Sent: Thursday, January 14, 2016 4:43 PM

To: George Norris <georgednorris@live.com>; David L. Martin <dmartin@martin-consulting.com>; Liz Cedergreen <slcedergreen@aol.com>; Kathryn Ostrom <theostroms2@comcast.net>; Nathan.Orona@microsoft.com; Jeff Schulz <jschulz@firstpres.org>; Lindsey McDowell <lindsey.mcdowell@gmail.com>; Ellen Schulz <eschulz@firstpres.org>

Cc: Steve Aeschbacher <steveaes@hotmail.com>; Shelley Dahl <shelleymdahl@gmail.com>; Bill Longbrake <bill@tlff.org>; Heidi Armstrong <harmstro@gmail.com>; Jonathan Siehl <jonsiehl@gmail.com>; J. P. Kang <jpkang@alum.mit.edu>; Kathryn Smith <kathys@northpointpoulsbo.org>; robert wallace <rwallace@wallaceproperties.com>

Subject: Sent on behalf of the Administrative Commission

Sent on behalf of the Administrative Commission.

EJ Lee

Executive Assistant | [Seattle Presbytery](#) | D: 425.270.7142 | O: 206.762.1991

1544 S. Snoqualmie St., Seattle, WA 98108

 **Non-Conditional Listening Agreement (3) (002).pdf**
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NON-CONDITIONAL LISTENING MEETING AGREEMENT

Members of the Session of the First Presbyterian Church of Seattle, the Board of Trustees of the First Presbyterian Church of Seattle, Inc. and the Administrative Commission of the Presbytery of Seattle are scheduled to meet off-the-record on January 20, 2016 in a non-conditional listening meeting (the "Meeting") in order to have an open dialogue to resolve differences between the parties. No communications or actions relating to the Meeting, the fact of the Meeting or the appearance and participation of any of the attendees at the Meeting shall be used as evidence in any legal proceeding.

THE FIRST PRESBYTERIAN CHURCH OF
SEATTLE

By _____
Its _____
Date: _____

THE FIRST PRESBYTERIAN CHURCH OF
SEATTLE, INC., a Washington nonprofit
corporation

By _____
Its _____
Date: _____

THE ADMINISTRATIVE COMMISSION OF
THE PRESBYTERY OF SEATTLE, on its
own behalf and on behalf of the
PRESBYTERY OF SEATTLE and PCUSA

By _____
Its _____
Date: _____



January 19, 2016

The Session
First Presbyterian Church
1013 8th Avenue
Seattle, WA 98104

Dear Sisters and Brothers in Christ:

We are disappointed by your continued refusal to meet with us and disheartened by your characterization of our most recent communication as disingenuous, as stated in your message sent Friday, January 15. We have prayerfully been looking forward to listening to you face to face.

Over the past two months we have extended multiple opportunities to you to be heard. All have been rebuffed, either flat-out or, more recently, by your insistence on adding conditions to our invitation to a non-conditional meeting. Rather than simply reject such conditions as wholly inappropriate, especially for an unconditional meeting, we sought to convert them into parameters that would foster an open, non-prejudicial dialogue and ensure that nothing said would be held against you. But you rejected our proposal. It is difficult not to conclude that you have no desire to further the ecclesial work of the Administrative Commission, but rather discourage it.

Even still, we remain committed to finding a way forward that will strengthen the body of Christ in Seattle. We believe having a non-conditional, listening meeting with you (without our respective attorneys, Presbytery staff or spokespersons, and no note-taking) is important. We are particularly eager to learn about your written list of grievances. Only with an open, non-prejudicial conversation is there hope of establishing and building trust.

We have no hidden agenda. Our need to report that such a meeting took place is not a threat but rather a matter of being open about our process. We have assured you that nothing you say in a meeting like this will be held against you. We would not publicly attribute any statement to any speaker without that person's permission. We would not use your appearance at the meeting as evidence that you acknowledge the continuing jurisdiction of the presbytery over SFPC. (See the January 14 agreement).

We remain available on the evening of January 20, 2016 to meet with you, and hope you will reconsider. We would appreciate a response either way regarding your attendance.

Seattle Presbytery

1544 South Snoqualmie Street, Seattle, WA 98108
206.762.1991 / www.seattlepresbytery.org



The grace and peace of our Lord be with you.

Prayerfully, and sincerely, in Christ,

The Administrative Commission

Steve Aeschbacher

Shelley Dahl

J.P. Kang

Bill Longbrake

Heidi Husted Armstrong

Kathy Smith

Bob Wallace

Jonathan Siehl

Seattle Presbytery

1544 South Snoqualmie Street, Seattle, WA 98108
206.762.1991 / www.seattlepresbytery.org



EJ Lee <ejlee@seattlepresbytery.org>

Reply to Administrative Commission Letter to FPCS dated January 19, 2016

George Norris <georgednorris@live.com>

Tue, Jan 19, 2016 at 7:07 PM

To: Steve Aeschbacher <steveaes@hotmail.com>, Shelley Dahl <shelleymdahl@gmail.com>, Bill Longbrake <bill@tiff.org>, Heidi Armstrong <harmstro@gmail.com>, Jonathan Siehl <jonsiehl@gmail.com>, "J. P. Kang" <jpkang@alum.mit.edu>, Kathryn Smith <kathys@northpointpoulsbo.org>, robert wallace <rwallace@wallaceproperties.com>

Cc: EJ Lee <ejlee@seattlepresbytery.org>, "David L. Martin" <dmartin@martin-consulting.com>, Liz Cedergreen <slcedergreen@aol.com>, Nathan.Orona@microsoft.com, Kathryn Ostrom <theostroms2@comcast.net>, Lindsey McDowell <lindsey.mcdowell@gmail.com>, Jeff Schulz <jschulz@firstpres.org>, Ellen Schulz <eschulz@firstpres.org>

Dear Members of the Administrative Commission:

This email, sent on Behalf of The Session of the First Presbyterian Church of Seattle and of the Board of Trustees of The First Presbyterian Church of Seattle, Inc., is in response to your letter, which was emailed earlier today on your behalf by EJ Lee.

Thank you for your January 19th letter. We have no objection to meeting with you without attorneys, without note-taking, without Presbytery staff or spokespersons, and without comments being attributed to anyone without his or her permission. We also have no objection to the AC reporting the fact of the meeting to the Presbytery. We are pleased that you have indicated that our appearance, should we meet, would not be used as evidence or as argument that SFPC has acknowledged the continuing jurisdiction of the presbytery over SFPC. These are all helpful and necessary things—but they are not the issue about which we have repeatedly expressed concern to you. Respectfully, you appear to have either deliberately avoided addressing the particular concern we have voiced or simply do not quite fully understand it yet. In good faith we will give you the benefit of the doubt, and so we assume it is the latter. Therefore, let us try to explain this to you one last time.

There is something called the “ecclesiastical abstention doctrine.” It presents a completely separate issue than does the issue of any allegedly ongoing jurisdiction by the presbytery over SFPC. The ecclesiastical abstention doctrine instead has to do with the civil court’s jurisdiction over a case. It is axiomatic that civil courts do not have jurisdiction to hear disputes over matters that are inherently religious, such as what constitutes sound doctrine, who qualifies to be ordained, or matters of internal ecclesiastical administration (unless fraud is present). In such cases a civil court is required to “abstain” from exercising its jurisdiction. It is equally axiomatic, though, that civil courts do have jurisdiction to hear and decide property questions, even when the parties in dispute are ecclesiastical entities. In hearing and deciding such cases, around the U.S. some civil courts use the “deference” approach and some civil courts use the “neutral principles of law” approach -- but regardless of which approach is used at least the civil court has jurisdiction to hear and decide the case.

If we are able to meet with you we would do so with open hearts and minds and with hope for an eventual amicable resolution of our differences—as we are sure you would too. However, despite our mutual best intentions, in the event our discussions end up being unsuccessful and we end up in civil court we are concerned that the presbytery would then argue to the court that the ecclesiastical abstention doctrine applies—that our meeting with you was indicative of an internal ecclesiastical administrative matter that was underway—and therefore the case in front of the civil court should be dismissed on the threshold procedural grounds of lack of jurisdiction. Other PCUSA presbyteries elsewhere in the U.S. have attempted to make this argument as part of their efforts to get cases brought by local churches dismissed based on such procedural grounds. Those efforts have thus far been unsuccessful in every instance. Nevertheless, we don't want to even risk having such an argument thrown at us. No matter how lacking in merit such an argument might be, it is an expensive and time-consuming proposition to rebut. That is why we have asked you for the simple assurance in the attached agreement that nothing that is said during the meeting, or the fact of the meeting itself, will be used in any way in any court pleading or proceeding.

You twice say in your January 19th letter that, "...nothing said would be held against you." These words appear to have been intentionally parsed when your January 19th letter was drafted for your signatures. What you have said in that letter is not the same thing, though, as saying that the fact of the meeting itself would not be used against us (via arguing for the application of the judicial abstention doctrine). If you are truly sincere in your expressed desire to meet with us, without such a meeting prejudicing SFPC in any way, then you should have no objection to signing the simple, unqualified agreement we have proposed. If you will timely do so we look forward to meeting with you tomorrow, on the evening of January 20th.

Sincerely,

George Norris

Member, Session of The First Presbyterian Church of Seattle

Secretary, Board of Trustees of The First Presbyterian Church of Seattle, Inc.

From: EJ Lee [mailto:ejlee@seattlepresbytery.org]

Sent: Tuesday, January 19, 2016 11:54 AM

To: George Norris <georgednorris@live.com>; David L. Martin <dmartin@martin-consulting.com>; Liz Cedergreen <slcedergreen@aol.com>; Nathan.Orona@microsoft.com; Kathryn Ostrom <theostroms2@comcast.net>; Lindsey McDowell <lindsey.mcdowell@gmail.com>; Jeff Schulz <jschulz@firstpres.org>; Ellen Schulz <eschulz@firstpres.org>

Cc: Steve Aeschbacher <steveaes@hotmail.com>; Shelley Dahl <shelleymdahl@gmail.com>; Bill Longbrake <bill@tlff.org>; Heidi Armstrong <harmstro@gmail.com>; Jonathan Siehl <jonsiehl@gmail.com>; J. P. Kang <jpkang@alum.mit.edu>; Kathryn Smith <kathys@northpointpoulsbo.org>; robert wallace <rwallace@wallaceproperties.com>

Subject: Sent on behalf of the Administrative Commission

Sent on behalf of the Administrative Commission.

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Executive Assistant | Seattle Presbytery | D: 425.270.7142 | O: 206.762.1991

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January 20, 2016

The Session
First Presbyterian Church
1013 8th Avenue
Seattle, WA 98104

Dear SFPC Session:

Thank you for your email response yesterday. The AC has been in meetings with others much of today, and will not have time to address your response before tonight.

In Christ,

The Administrative Commission

Steve Aeschbacher

Shelley Dahl

J.P. Kang

Bill Longbrake

Heidi Husted Armstrong

Kathy Smith

Bob Wallace

Jonathan Siehl

From: Gail Irving gailirving@comcast.net

Subject: resignation letter

Date: January 28, 2016 at 2:17 PM

To: Jeff Schulz jschulz@firstpres.org, Ellen Schulz eschulz@firstpres.org, Cedergreen, Liz & Steve slcedergreen@aol.com, Martin, David dmartin@martin-consulting.com, McDowell, Lindsey lindsey.mcdowell@gmail.com, Nathan Orona (nathano@microsoft.com) nathano@microsoft.com, Norris, George georgednorris@live.com, Ostrom, Kathy theostroms2@comcast.net

Cc: Esmaeil Goltapeh egoltapeh@firstpres.org, Scott Lumsden scott.lumsden@seattlepresbytery.org, Shelley Dahl shelleymdahl@gmail.com

Dear Session,

It is with great sadness that I am writing this letter. As of last night, I will no longer be working for "the corporation". For some months now, I have watched the ops team take repeated steps to close down the shelter. First, it was the watering system that would go on and off periodically on people as they sought a safe place to sleep at night.

When the watering system ran its course as the guests lined up for dinner, I wrote to you asking that this not be part of your plan to discourage them. I was reprimanded by both Ellen and Jeff about informing the session by email. I was told that people at Seattle First Presbyterian don't send emails, but talk to each other one on one.

No one talked to me when the keys were changed for the office and I no longer had access to my box for messages, my pay stub and the charge statement that needed to be reconciled for the finance office. No one talked to me when the shelter staff couldn't get the sleeping mats for the men, leaving the men to sleep on the cold tile over concrete floors. No one talked to me when the school took over part of the New Life Community for class space. No one talked to me when the building was locked down and I couldn't come in to begin cooking for Shelter dinner. And finally, last night, no one has talked to me about the New Life Community area being boarded up, ending the men's circle, the actual bible study. This was the one evangelical piece of the shelter where the gospel of Christ was literally shared yet now denied to our guests.

I agreed to do this job as ministry. I have never been paid here as a pastor, nor as a chef, both of which I am professionally trained to do. I agreed because I believe God opened a door to be his hands and feet for the poor and disadvantaged of our city. Well, I now believe together He and I watched the door slammed in our faces. I cannot be a partner in this ruse any longer. You have told your people that PCUSA is not the organization that professes your faith. If loving the poor, the downcast, offering them hope and help is not part of your faith, (and the locking of the NLC says that loud and clear) I need to move on.

I truly thank you for every night of service you allowed me to come and work. I have witnessed Christ in community with these men and women of the street. Many of them love God and we have shared stories of our faith journeys while preparing meals together. I call them my friends, my family. And I would not let you treat my daughter or my son, my sister or my brother in the manner that these guests have been treated. I can no longer stand with you while this shameful treatment continues.

Filled with grief,

Rev Gail Irving

THE FORM OF GOVERNMENT

CHAPTER ONE

CONGREGATIONS AND THEIR MEMBERSHIP

G-1.01 THE CONGREGATION

G-1.0101 The Mission of the Congregation

The congregation is the church engaged in the mission of God in its particular context. The triune God gives to the congregation all the gifts of the gospel necessary to being the Church. The congregation is the basic form of the church, but it is not of itself a sufficient form of the church. Thus congregations are bound together in communion with one another, united in relationships of accountability and responsibility, contributing their strengths to the benefit of the whole, and are called, collectively, the church.

Through the congregation God’s people carry out the ministries of proclamation, sharing the Sacraments^a, and living in covenant life with God and each other. In the life of the congregation, individual believers are equipped for the ministry of witness to the love and grace of God in and for the world. The congregation reaches out to people, communities, and the world to share the good news of Jesus Christ, to gather for worship, to offer care and nurture to God’s children, to speak for social justice and righteousness, to bear witness to the truth and to the reign of God that is coming into the world.

G-1.0102 The Fellowship of the Congregation

The polity of the Presbyterian Church (U.S.A.) presupposes the fellowship of women, men, and children united in covenant relationship with one another and with God through Jesus Christ. The organization rests on the fellowship and is not designed to work without trust and love.

G-1.0103 Governed by the Constitution of the Presbyterian Church (U.S.A.)

A “congregation,” as used in this Form of Government, refers to a formally organized community chartered and recognized by a presbytery as provided in this Constitution. Each congregation of the Presbyterian Church (U.S.A.) shall be governed by this Constitution. The members of a congregation put themselves under the leadership of the session and the higher councils (presbytery, synod, and General Assembly^{b,c}). The session is responsible to guide and govern the life of the congregation. The session leads the congregation in fulfilling its responsibilities for the service of all people, for the upbuilding of the whole church, and for the glory of God.

Other forms of corporate witness established by the presbytery shall also be governed by this Constitution and shall be subject to the authority of the presbytery.

G-1.02–1.03
G-1.0201–G-1.0302

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G-1.02 THE ORGANIZING OF A CONGREGATION

A congregation in the Presbyterian Church (U.S.A.) can be organized only by the authority of a presbytery and shall function under the provisions of this Constitution.

G-1.0201 Organizing Covenant

In organizing a congregation, presbytery shall receive applications for membership from persons wishing to unite in forming a new congregation. These persons shall covenant together as follows:

“We, the undersigned, in response to the grace of God, desire to be constituted and organized as a congregation of the Presbyterian Church (U.S.A.), to be known as _____. We promise and covenant to live together in unity and to work together in ministry as disciples of Jesus Christ, bound to him and to one another as a part of the body of Christ in this place according to the principles of faith, mission, and order of the Presbyterian Church (U.S.A.).

“(Signatures)”

At its sole discretion the presbytery may then declare them an organized congregation of the presbytery. The congregation shall then proceed to the election of ruling elders and, if they so decide, deacons. The presbytery shall prepare, examine, ordain, and install these newly elected persons. Presbytery shall continue to work closely with the congregation in securing pastoral leadership, in plans for the service and witness of the congregation, in coordinating its work with other congregations, in counseling concerning incorporation and bylaws for the congregation conforming to the Constitution of the Presbyterian Church (U.S.A.), and in giving other forms of support and encouragement that will strengthen the mission of the congregation in the larger life of the denomination.

G-1.03 THE MEMBERSHIP OF A CONGREGATION

G-1.0301 The Meaning of Membership and Baptism

In Jesus Christ, God calls people to faith and to membership in the Church, the body of Christ. Baptism is the visible sign of that call and claim on a human life and of entrance into the membership of the church. The baptism of children witnesses to the truth that God’s love claims people before they are able to respond in faith. The baptism of those who enter the covenant of membership upon their own profession of faith in Jesus Christ as Lord and Savior witnesses to the truth that God’s gift of grace calls forth a response of faithfulness. Thus, the triune God, incarnate in the life, death, and resurrection of Jesus Christ, gives to the Church not only its mission but also its understanding of membership.

G-1.0302 Welcome and Openness

A congregation shall welcome all persons who trust in God’s grace in Jesus Christ and desire to become part of the fellowship and ministry of his Church (F-1.0403). No

person shall be denied membership for any reason not related to profession of faith. The Gospel leads members to extend the fellowship of Christ to all persons. Failure to do so constitutes a rejection of Christ himself and causes a scandal to the Gospel.

G-1.0303 Entry into Membership

Persons may enter into active church membership in the following ways:

- a. Public profession of faith, made after careful examination by the session in the meaning and responsibilities of membership; if not already baptized, the person making profession of faith shall be baptized;
- b. Certificate of transfer, when a person is a member of another Christian church at the time of transfer;
- c. Reaffirmation of faith, for persons previously baptized in the name of the triune God and having publicly professed their faith.

G-1.0304 The Ministry of Members

Membership in the Church of Jesus Christ is a joy and a privilege. It is also a commitment to participate in Christ's mission. A faithful member bears witness to God's love and grace and promises to be involved responsibly in the ministry of Christ's Church. Such involvement includes:

- proclaiming the good news in word and deed,
- taking part in the common life and worship of a congregation,
- lifting one another up in prayer, mutual concern, and active support,
- studying Scripture and the issues of Christian faith and life,
- supporting the ministry of the church through the giving of money, time, and talents,
- demonstrating a new quality of life within and through the church,
- responding to God's activity in the world through service to others,
- living responsibly in the personal, family, vocational, political, cultural, and social relationships of life,
- working in the world for peace, justice, freedom, and human fulfillment,
- participating in the governing responsibilities of the church, and
- reviewing and evaluating regularly the integrity of one's membership, and considering ways in which one's participation in the worship and service of the church may be increased and made more meaningful.

G-1.04 CATEGORIES OF MEMBERSHIP

The membership of a congregation of the Presbyterian Church (U.S.A.) includes baptized members, active members, and affiliate members.

G-1.0401 Baptized Member

A baptized member is a person who has received the Sacrament of Baptism, whether in this congregation or elsewhere, and who has been enrolled as a baptized member by the session but who has not made a profession of faith in Jesus Christ as Lord and Savior. Such baptized members receive the pastoral care and instruction of the church, and may participate in the Sacrament of the Lord's Supper.

G-1.0402 Active Member

An active member is a person who has made a profession of faith in Christ, has been baptized, has been received into membership of the church, has voluntarily submitted to the government^d of this church, and participates in the church's work and worship. In addition, active members participate in the governance of the church and may be elected to ordered ministry (see G-2.0102). Active members shall regularly, after prayerful consideration, recommit themselves to the disciplines and responsibilities of membership outlined in G-1.0304. The session shall have responsibility for preparing those who would become active members of the congregation.

G-1.0403 Affiliate Member

An affiliate member is a member of another congregation of this denomination or of another denomination or Christian body, who has temporarily moved from the community where the congregation of membership is situated, has presented a certificate of good standing from the appropriate council or governing body of that congregation, and has been received by the session as an affiliate member. An affiliate member may participate in the life of the congregation in the same manner as an active member except that an affiliate member may not vote in congregational meetings or be elected to ordered ministry or other office in the congregation.

G-1.0404 Other Participants

Persons who are not members of, or who may have ceased active participation in, the Presbyterian Church (U.S.A.) are welcome and may participate in the life and worship of this church and receive its pastoral care and instruction. The invitation to the Lord's Supper is extended to all who have been baptized, remembering that access to the table is not a right conferred upon the worthy, but a privilege given to the undeserving who come in faith, repentance, and love (W-2.4011). Confessing members of other Christian churches may present children for baptism, in conformity with W-2.3014.

G-1.05 MEETINGS OF THE CONGREGATION*G-1.0501 Annual and Special Meetings*

The congregation shall hold an annual meeting and may hold special meetings as necessary, for any or all of the purposes appropriate for congregational consideration. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting.

All active members of the congregation present at either annual or special meetings are entitled to vote. Congregations shall provide by rule the quorum necessary to conduct business.

G-1.0502 Calling a Congregational Meeting

Meetings of the congregation shall be called by the session, by the presbytery, or by the session when requested in writing by one fourth of the active members on the roll of the congregation. Adequate public notice of all congregational meetings shall be given. Congregations shall provide by their own rule for minimum notification requirements and give notice at regular services of worship prior to the meeting.

G-1.0503 Business Proper to Congregational Meetings

Business to be transacted at meetings of the congregation shall be limited to matters related to the following:

- a. electing ruling elders, deacons, and trustees;
- b. calling a pastor, co-pastor, or associate pastor;
- c. changing existing pastoral relationships, by such means as reviewing the adequacy of and approving changes to the terms of call of the pastor or pastors, or requesting, consenting to, or declining to consent to dissolution;
- d. buying, mortgaging, or selling real property;
- e. requesting the presbytery to grant an exemption as permitted in this Constitution (G-2.0404).
- f. approving a plan for the creation of a joint congregational witness, or amending or dissolving the joint congregational witness (G-5.05).

Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same congregational meeting.

G-1.0504 Moderator

The installed pastor shall ordinarily moderate all meetings of the congregation. If it is impractical for the pastor to preside, he or she shall invite another teaching elder who is

G-1.05
G-1.0504–G-1.0505

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a member of the presbytery or a person authorized by the presbytery to serve as moderator. If there is no installed pastor, or the installed pastor is unable to moderate and/or to name another moderator, the presbytery shall make provision for a moderator.

G-1.0505 Secretary and Minutes

The clerk of session shall serve as secretary for all meetings of the congregation. If the clerk of session is unable to serve, the congregation shall elect a secretary for that meeting. The secretary shall record the actions of the congregation in minutes of the meeting.

CHAPTER TWO
ORDERED MINISTRY, COMMISSIONING, AND CERTIFICATION

G-2.01 ORDERED MINISTRIES OF THE CHURCH

G-2.0101 Christ's Ministry

The Church's ministry is a gift from Jesus Christ to the whole Church. Christ alone rules, calls, teaches, and uses the Church as he wills, exercising his authority by the ministry of women and men for the establishment and extension of God's new creation. Christ's ministry is the foundation and standard for all ministry, the pattern of the one who came "not to be served but to serve" (Matt. 20:28). The basic form of ministry is the ministry of the whole people of God, from whose midst some are called to ordered ministries, to fulfill particular functions. Members and those in ordered ministries serve together under the mandate of Christ.

G-2.0102 Ordered Ministries

The Church's ordered ministries described in the New Testament and maintained by this church are deacons^a and presbyters (teaching elders^b and ruling elders^c). Ordered ministries are gifts to the church to order its life so that the ministry of the whole people of God may flourish. The existence of these ordered ministries in no way diminishes the importance of the commitment of all members to the total ministry of the church.

The government of this church is representative^d, and the right of God's people to elect presbyters and deacons is inalienable. Therefore, no person can be placed in any ordered ministry in a congregation or council of the church except by election of that body.

Ordination to the ministry of teaching elder, ruling elder, or deacon is unique to that order of ministry.

G-2.0103 Call to Ordered Ministry

The call to ordered ministry in the Church is the act of the triune God. This call is evidenced by the movement of the Holy Spirit in the individual conscience, the approval of a community of God's people, and the concurring judgment of a council of the Church.

G-2.0104 Gifts and Qualifications

a. To those called to exercise special functions in the church—deacons, ruling elders, and teaching elders—God gives suitable gifts for their various duties. In addition to possessing the necessary gifts and abilities, those who undertake particular ministries should be persons of strong faith, dedicated discipleship, and love of Jesus Christ as Savior and Lord. Their manner of life should be a demonstration of the Christian gospel in the church and in the world. They must have the approval of God's people and the concurring judgment of a council of the church.

G-2.01–G-2.02
G-2.0104b–G-2.0201

Form of Government

b. Standards for ordained service reflect the church's desire to submit joyfully to the Lordship of Jesus Christ in all aspects of life (F-1.02). The council responsible for ordination and/or installation (G-2.0402; G-2.0607; G-3.0306) shall examine each candidate's calling, gifts, preparation, and suitability for the responsibilities of ordered ministry. The examination shall include, but not be limited to, a determination of the candidate's ability and commitment to fulfill all requirements as expressed in the constitutional questions for ordination and installation (W-4.4003). Councils shall be guided by Scripture and the confessions in applying standards to individual candidates.

G-2.0105 Freedom of Conscience

It is necessary to the integrity and health of the church that the persons who serve it in ordered ministries shall adhere to the essentials of the Reformed faith and polity as expressed in this Constitution. So far as may be possible without serious departure from these standards, without infringing on the rights and views of others, and without obstructing the constitutional governance of the church, freedom of conscience with respect to the interpretation of Scripture is to be maintained. It is to be recognized, however, that in entering the ordered ministries of the Presbyterian Church (U.S.A.), one chooses to exercise freedom of conscience within certain bounds. His or her conscience is captive to the Word of God as interpreted in the standards of the church so long as he or she continues to seek, or serve in, ordered ministry. The decision as to whether a person has departed from essentials of Reformed faith and polity is made initially by the individual concerned but ultimately becomes the responsibility of the council in which he or she is a member.¹

G-2.02 DEACONS: THE MINISTRY OF COMPASSION AND SERVICE

G-2.0201 Deacon Defined

The ministry of deacon as set forth in Scripture^e is one of compassion, witness, and service, sharing in the redeeming love of Jesus Christ for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress^f. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, sincere compassion, and sound judgment should be chosen for this ministry.

¹ Very early in the history of the Presbyterian Church in the United States of America, even before the General Assembly was established, the plan of reunion of the Synod of New York and Philadelphia contained the following sentences: 'That when any matter is determined by a majority vote, every member shall either actively concur with or passively submit to such determination; or if his conscience permit him to do neither, he shall, after sufficient liberty modestly to reason and remonstrate, peaceably withdraw from our communion without attempting to make any schism. Provided always that this shall be understood to extend only to such determination as the body shall judge indispensable in doctrine or Presbyterian government.' (Hist. Dig. (P) p. 1310.) (Plan of Union of 1758, par. II.)

G-2.0202 Under Authority of the Session

Deacons may be individually commissioned or organized as a board of deacons. In either case, their ministry is under the supervision and authority of the session. Deacons may also be given special assignments in the congregation, such as caring for members in need, handling educational tasks, cultivating liberality in giving, collecting and disbursing monies to specific persons or causes, or overseeing the buildings and property of the congregation. Deacons shall assume other duties as may be delegated to them by the session, including assisting with the Lord's Supper. (W-3.3616). A congregation by a majority vote may choose not to utilize the ordered ministry of deacons. If the congregation has neither a board of deacons nor individually commissioned deacons, the function of this ordered ministry shall be the responsibility of the ruling elders and the session.

G-2.03 RULING ELDERS: THE MINISTRY OF DISCERNMENT AND GOVERNANCE*G-2.0301 Ruling Elder Defined*

As there were in Old Testament times elders for the government of the people, so the New Testament church provided persons with particular gifts to share^s in discernment of God's Spirit and governance of God's people. Accordingly, congregations should elect persons of wisdom and maturity of faith, having demonstrated skills in leadership and being compassionate in spirit. Ruling elders are so named not because they "lord it over" the congregation (Matt. 20:25), but because they are chosen by the congregation to discern and measure its fidelity to the Word of God, and to strengthen and nurture its faith and life. Ruling elders, together with teaching elders, exercise leadership, government, spiritual discernment, and discipline^h and have responsibilities for the life of a congregation as well as the whole church, including ecumenical relationships. When elected by the congregation, they shall serve faithfully as members of the session. When elected as commissioners to higher councils, ruling elders participate and vote with the same authority as teaching elders, and they are eligible for any office.

G-2.04 GENERAL PROVISIONS FOR RULING ELDERS AND DEACONS*G-2.0401 Election of Ruling Elders and Deacons*

Ruling elders and deacons are men and women elected by the congregation from among its members. The nomination and election of ruling elders and deacons shall express the rich diversity of the congregation's membership and shall guarantee participation and inclusiveness (F-1.0403). Ruling elders and deacons shall be nominated by a committee elected by the congregation, drawn from and representative of its membership. Congregations may provide by their own rule for a congregational nominating committee, provided that the committee shall consist of at least three active members of the congregation, and shall include at least one ruling elder who is currently serving on the session. The pastor shall serve *ex officio* and without vote. When elections are held, full opportunity shall always be given to the congregation for nomination from the floor of

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the congregational meeting by any active member of the congregation. A majority of all the active members present and voting shall be required to elect.

G-2.0402 Preparation for Ministry as a Ruling Elder or Deacon

When persons have been elected to the ordered ministry of ruling elder or deacon, the session shall provide a period of study and preparation, after which the session shall examine them as to their personal faith; knowledge of the doctrine, government, and discipline contained in the Constitution of the church; and the duties of the ministry. The session shall also confer with them as to their willingness to undertake the ministry appropriate to the order. If the examination is approved, the session shall appoint a day for the service of ordination and installation.

G-2.0403 Service of Ordination and Installation

The service of ordination and installation shall focus upon Christ and the joy and responsibility of serving him through the mission and ministry of the church, and shall include a sermon appropriate to the occasion. The moderator of session or person authorized to preside shall state briefly the nature of the ministry of ruling elder and deacon. The act of ordination and installation takes place in the context of worship. The order for that service of worship in the Directory for Worship (W-4.4000) shall be followed.

G-2.0404 Terms of Service

Ruling elders and deacons shall be elected to serve terms of no more than three years on the session or board of deacons, and may be eligible for reelection according to congregational rule. However, no ruling elder or deacon shall be eligible to serve more than six consecutive years, and a ruling elder or deacon who has served six consecutive years shall be ineligible for election to the same board for at least one year. Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year. The presbytery may, upon written request and by majority vote, grant a congregation a waiver of this limitation on terms.

Once ordained and while they are active members of any congregation of this denomination, ruling elders or deacons not in active service on a session or board of deacons continue to bear the responsibilities of the ministry to which they have been ordained, except as provided in G-2.0406, G-2.0407, or in accordance with the Rules of Discipline.

G-2.0405 Dissolution of Relationship

A ruling elder or deacon may resign from the session or board of deacons, with the session's consent. On ceasing to be an active member of a congregation, a ruling elder or deacon ceases to be a member of its session or board. When a ruling elder or deacon, because of change of residence or disability, is unable for a period of one year to perform the duties of the ministry to which he or she was installed, the active relationship shall be dissolved by the session unless there is good reason not to do so, which shall be recorded.

G-2.0406 Release from Ministry as a Ruling Elder or Deacon

If a ruling elder or deacon who is in good standing, against whom no inquiry has been initiated, and against whom no charges have been filed, shall make application to the session to be released from the exercise of the ordered ministry, the session of the congregation in which he or she holds membership, upon granting the release, shall delete that person's name from the appropriate register of ruling elders or deacons of the congregation. No judgment of failure on the part of the ruling elder or deacon is implied in this action. Release from the exercise of the ministry of ruling elder or deacon requires a discontinuation of all functions of that ministry. The status of one so released shall be the same as any church member. Should a person released under this section later desire to be restored to that ordered ministry, that person shall make application to the session that granted the release, and upon approval of the session, that person shall be restored to the exercise of the ministry from which he or she was released without re-ordination.

G-2.0407 Renunciation of Jurisdiction

When a ruling elder or deacon submits to the clerk of session a written statement renouncing the jurisdiction of this church, the renunciation shall be effective upon receipt. When a ruling elder or deacon persists in work disapproved by the session, the session shall consult with him or her and shall give notice of its disapproval. If, after having been provided opportunity for consultation and upon written notice of its disapproval, the ruling elder or deacon persists in the work, the session may then conclude that the ruling elder or deacon has renounced the jurisdiction of this church.

Renunciation of jurisdiction shall remove the ruling elder or deacon from membership and ordered ministry and shall terminate the exercise of the ministry. The renunciation shall be reported by the clerk of session at the next meeting of the session, which shall record the renunciation, delete the name of the ruling elder or deacon from the appropriate register, and take such other administrative actions as may be required by this Constitution.

G-2.05 TEACHING ELDERS: THE MINISTRY OF THE WORD AND SACRAMENT*G-2.0501 Teaching Elder Defined*

Teaching elders (also called ministers of the Word and Sacrament) shall in all things be committed to teaching the faith and equipping the saints for the work of ministry (Eph. 4:12). They may serve in a variety of ministries, as authorized by the presbytery. When they serve as preachers and teachers of the Word, they shall preach and teach the faith of the church, so that the people are shaped by the pattern of the gospel and strengthened for witness and service. When they serve at font and table, they shall interpret the mysteries of grace and lift the people's vision toward the hope of God's new creation. When they serve as pastors¹, they shall support the people in the disciplines of the faith amid the struggles of daily life. When they serve as presbyters, they shall participate in the responsibilities of governance, seeking always to discern the mind of Christ and to build up Christ's body through devotion, debate, and decision.

G-2.0502 Presbytery and the Teaching Elder

As the Lord has set aside through calling certain members to be teaching elders, so the church confirms that call through the action of the presbytery. The presbytery shall determine whether a particular work may be helpful to the church in mission and is a call to validated ministry requiring ordination as a teaching elder. In the performance of that ministry, the teaching elder shall be accountable to the presbytery. Teaching elders have membership in the presbytery by action of the presbytery itself, and no pastoral relationship may be established, changed, or dissolved without the approval of the presbytery.

G-2.0503 Categories of Membership

A teaching elder is a member of a presbytery and shall be engaged in a ministry validated by that presbytery, a member-at-large as determined by the presbytery, or honorably retired.

a. *Engaged in a Validated Ministry*

A validated ministry shall:

- (1) demonstrate conformity with the mission of God's people in the world as set forth in Holy Scripture, *The Book of Confessions*, and the *Book of Order* of this church;
- (2) serve and aid others, and enable the ministry of others;
- (3) give evidence of theologically informed fidelity to God's Word;
- (4) be carried on in accountability for its character and conduct to the presbytery in addition to any organizations, agencies, and institutions served; and
- (5) include responsible participation in the deliberations, worship, and work of the presbytery and in the life of a congregation of this church or a church in correspondence with the PC(USA) (G-5.0201).

When teaching elders are called to validated ministry beyond the jurisdiction of the church, they shall give evidence of a quality of life that helps to share the ministry of the good news. They shall participate in a congregation, in their presbytery, and in ecumenical relationships and shall be eligible for election to the higher councils of the church and to the boards and agencies of those councils.

The presbytery shall review annually the work of all teaching elders engaged in validated ministries outside the congregation.

b. *Member-at-large*

A member-at-large is a teaching elder who has previously been engaged in a validated ministry, and who now, without intentional abandonment of the exercise of ministry, is no longer engaged in a ministry that complies with all the criteria in G-2.0503a. A teaching elder may be designated a member-at-large because he or she is limited in his or

her ability to engage in a ministry fulfilling all of the criteria for a validated ministry due to family responsibilities or other individual circumstances recognized by the presbytery. A member-at-large shall comply with as many of the criteria in G-2.0503a as possible and shall actively participate in the life of a congregation. A member-at-large is entitled to take part in the meetings of the presbytery and to speak, vote, and hold office. The status of member-at-large shall be reviewed annually.

c. Honorably Retired

Upon request of a member of presbytery, the presbytery may designate the member honorably retired because of age or physical or mental disability.

G-2.0504 Pastoral Relationships

When teaching elders are called as pastor, co-pastor, or associate pastor of a congregation, they are to be responsible for a quality of life and relationships that commends the gospel to all persons and that communicates its joy and justice. They are responsible for studying, teaching, and preaching the Word, for celebrating Baptism and the Lord's Supper, and for praying with and for the congregation. With the ruling elders, they are to encourage people in the worship and service of God; to equip and enable them for their tasks within the church and their mission in the world; to exercise pastoral care, devoting special attention to the poor, the sick, the troubled, and the dying; to participate in governing responsibilities, including leadership of the congregation in implementing the principles of participation and inclusiveness in the decision-making life of the congregation, and its task of reaching out in concern and service to the life of the human community as a whole. With the deacons they are to share in the ministries of compassion, witness, and service. In addition to these pastoral duties, they are responsible for sharing in the ministry of the church in councils higher than the session and in ecumenical relationships.

a. Installed Pastoral Relationships

The installed pastoral relationships are pastor, co-pastor, and associate pastor. A teaching elder may be installed in a pastoral relationship for an indefinite period or for a designated term determined by the presbytery in consultation with the congregation and specified in the call. When a congregation determines that its strategy for mission under the Word so requires, the congregation may call additional pastors. Such additional pastors shall be called co-pastors or associate pastors, and the duties of each pastor and the relationship between the pastors of the congregation shall be determined by the session with the approval of the presbytery. When a congregation has two pastors serving as co-pastors, and the relationship of one of them is dissolved, the other remains as pastor. The relationship of an associate pastor to a congregation is not dependent upon that of a pastor. An associate pastor is ordinarily not eligible to be the next installed pastor of that congregation.

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*G-2.0504b–G-2.0505a(2)**b. Temporary Pastoral Relationships*

Temporary pastoral relationships are approved by the presbytery and do not carry a formal call or installation. When a congregation does not have a pastor, or while the pastor is unable to perform her or his duties, the session, with the approval of presbytery, may obtain the services of a teaching elder, candidate, or ruling elder in a temporary pastoral relationship. No formal call shall be issued and no formal installation shall take place.

Titles and terms of service for temporary relationships shall be determined by the presbytery. A person serving in a temporary pastoral relationship is invited for a specified period not to exceed twelve months in length, which is renewable with the approval of the presbytery. A teaching elder employed in a temporary pastoral relationship is ordinarily not eligible to serve as the next installed pastor, co-pastor, or associate pastor.

c. Exceptions

A presbytery may determine that its mission strategy permits a teaching elder currently called as an Associate Pastor to be eligible to serve as the next installed pastor or co-pastor, or a teaching elder employed in a temporary pastoral relationship to be eligible to serve as the next installed pastor, co-pastor, or associate pastor. Presbyteries that permit this eligibility shall establish such relationships only by a three-fourths vote of the members of presbytery present and voting.

G-2.0505 Transfer of Ministers of Other Denominations

a. When a minister of another Christian church is called to a work properly under the jurisdiction of a presbytery, the presbytery, after the constitutional conditions have been met, shall recognize the minister's previous ordination to ministry. Such ministers shall furnish credentials and evidence of good standing acceptable to the presbytery, and shall submit satisfactory evidence of possessing the qualifications of character and scholarship required of candidates of this church. (G-2.0607 and G-2.0610). In exceptional circumstances the following provisions will apply:

(1) In the case of ministers for immigrant fellowships and congregations, a presbytery may, if it determines that its strategy for mission with that group requires it, recognize the ordination and receive as a member of presbytery a new immigrant minister who furnishes evidence of good standing in a denomination, even though at the time of enrollment that minister lacks the educational history required of candidates, and provide such educational opportunities as seem necessary and prudent for that minister's successful ministry in the presbytery.

(2) A minister of another Reformed church who has been ordained for five or more years may be granted an exemption for some or all of the examinations required of candidates for ordination by a two-thirds vote of the presbytery.

b. Upon enrollment, the minister shall furnish the presbytery with evidence of having surrendered membership in any and all other Christian churches with which the minister has previously been associated.

G-2.0506 Temporary Membership in Presbytery for a Period of Service

A presbytery may enroll a minister of another Christian church who is serving temporarily in a validated ministry in this church, or in an installed relationship under the provisions of the Formula of Agreement (*Book of Order*, Appendix B; G-5.0202), when the minister has satisfied the requirements of preparation for such service established by the presbytery's own rule.

G-2.0507 Release from Ministry as a Teaching Elder

When a teaching elder against whom no inquiry has been initiated pursuant to D-10.0101 and D-10.0201, against whom no charges have been filed, and who otherwise is in good standing shall make application to be released from the exercise of the ordered ministry of teaching elder, the presbytery shall delete that person's name from the roll and upon request of a session dismiss that person to a congregation. Release from the exercise of ordered ministry requires discontinuance of all functions of that ministry. The designations that refer to teaching elders shall not be used. The person so released shall engage in the ministry shared by all active members of congregations. Should a person released under this section later desire to be restored to the ordered ministry of teaching elder, that person shall apply through the presbytery which granted the release, and upon approval of that presbytery, the reaffirmation of the ordination questions, and the resumption of a ministry that qualifies that person for membership in the presbytery, shall be restored to the exercise of the ordered ministry as a teaching elder without re-ordination.

G-2.0508 Failure to Engage in Validated Ministry

A teaching elder whom the presbytery determines no longer to be engaged in a validated ministry (G-2.0503a) or to fulfill the criteria for membership-at-large (G-2.0503b), and who is not honorably retired (G-2.0503c), shall not have voice or vote in meetings of the presbytery, except when the matter under consideration pertains to his or her relationship to the presbytery. Names of such persons shall be reported annually to the presbytery by the stated clerk. If after three years the teaching elder does not meet the criteria for validated ministry or membership-at-large, the presbytery may delete that person's name from the roll of membership and, upon request of a session, dismiss that person to a congregation.

G-2.0509 Renunciation of Jurisdiction

When a teaching elder (or authorized representative) submits to the stated clerk of the presbytery of membership a written statement renouncing the jurisdiction of this church, the renunciation shall be effective upon receipt. When a teaching elder persists in work disapproved by the presbytery having jurisdiction, the presbytery shall consult with the teaching elder and shall give notice of its disapproval. If after having been provided

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opportunity for consultation and upon written notice of its disapproval, the teaching elder persists in the work, the presbytery may then conclude that he or she has renounced the jurisdiction of this church.

When a teaching elder accepts or continues membership of any character in another denomination, except as provided in this Constitution, the presbytery shall record the fact and delete the teaching elder's name from the roll.

Renunciation of jurisdiction shall remove the teaching elder from membership and ordered ministry and shall terminate the exercise of that ministry. The renunciation shall be reported by the stated clerk at the next meeting of the presbytery, which shall record the renunciation, delete her or his name from the appropriate roll, and take such other administrative actions as may be required by this Constitution, including public communication of such a renunciation.

Whenever a former teaching elder has renounced jurisdiction in the midst of a disciplinary proceeding as the accused, that former teaching elder shall not be permitted to perform any work, paid or volunteer, in any congregation or entity under the jurisdiction of the Presbyterian Church (U.S.A.).

G-2.06 PREPARATION FOR MINISTRY

G-2.0601 Nature and Purpose of Preparation

It is important that those who are to be ordained as teaching elders receive full preparation for their task under the direction of the presbytery. For this purpose, a presbytery shall enter into covenant relationship with those preparing to become teaching elders and with their sessions and congregations. This relationship shall be divided into the two phases of inquiry and candidacy.

G-2.0602 Time Requirements

To be enrolled as an inquirer, the applicant shall be a member of the sponsoring congregation, shall have been active in the work and worship of that congregation for at least six months, and shall have received the endorsement of the session of the sponsoring congregation. The inquiry and candidacy phases shall continue for a period of no less than two years, including at least one year as a candidate.

G-2.0603 Purpose of Inquiry

The purpose of the inquiry phase is to provide an opportunity for the church and those who believe themselves called to ordered ministry as teaching elders to explore that call together so that the presbytery can make an informed decision about the inquirer's suitability for ordered ministry.

G-2.0604 Purpose of Candidacy

The purpose of the candidacy phase is to provide for the full preparation of persons to serve the church as teaching elders. This shall be accomplished through the presby-

tery's support, guidance, and evaluation of a candidate's fitness and readiness for a call to ministry requiring ordination¹.

G-2.0605 Oversight

During the phases of inquiry and candidacy the individual continues to be an active member of his or her congregation and subject to the concern and discipline of the session. In matters relating to preparation for ministry, the individual is subject to the oversight of the presbytery within the context of their covenant relationship.

G-2.0606 Service in Covenant Relationship

Inquirers and candidates shall, with the permission of the presbytery of care, engage in some form of supervised service to the church. No inquirer or candidate who has not been previously ordained as a ruling elder may serve as moderator of a session, administer the Sacraments, or perform a marriage service. An inquirer or candidate previously ordained as a ruling elder may be authorized by the presbytery to preside at the Lord's Supper when invited by a session.

G-2.0607 Final Assessment and Negotiation for Service

A candidate may not enter into negotiation for his or her service as a teaching elder without approval of the presbytery **of care**. The presbytery shall record when it has certified a candidate ready for examination **by a presbytery** for ordination, pending a call. Evidence of readiness to begin ordered ministry as a teaching elder shall include:

- a. a candidate's wisdom and maturity of faith, leadership skills, compassionate spirit, honest repute, and sound judgment;
- b. a transcript showing graduation, with satisfactory grades, at a regionally accredited college or university;
- c. a transcript from a theological institution accredited by the Association of Theological Schools acceptable to the presbytery, showing a course of study including Hebrew and Greek, exegesis of the Old and New Testaments using Hebrew and Greek, satisfactory grades in all areas of study, and graduation or proximity to graduation; and
- d. **examination materials, together with evaluations that declare those materials satisfactory** in the areas covered by any standard ordination examination approved by the General Assembly. Such examinations shall be prepared and administered by a body created by the presbyteries.

G-2.0608 Transfer of Relationship

At the request of the inquirer or candidate and with the approval of the sessions and presbyteries involved, a presbytery may transfer the covenant relationship of an inquirer or candidate.

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G-2.0609 Removal from Relationship

An inquirer or candidate may, after consultation with the session and the presbytery, withdraw from covenant relationship. A presbytery may also, for sufficient reasons, remove an individual's name from the roll of inquirers and candidates, reporting this action and the reasons to the session, to the individual, and, if appropriate, to the educational institution in which the individual is enrolled. Prior to taking such action, the presbytery or its designated entity shall make a reasonable attempt to give the candidate or inquirer an opportunity to be heard concerning the proposed removal.

G-2.0610 Accommodations to Particular Circumstances

When a presbytery concludes there are good and sufficient reasons for accommodations to the particular circumstances of an individual seeking ordination, it may, by a three-fourths vote, waive any of the requirements for ordination in G-2.06, except for those of G-2.0607d. If a presbytery judges that there are good and sufficient reasons why a candidate should not be required to satisfy the requirements of G-2.0607d, it shall approve by three-fourths vote some alternate means by which to ascertain the readiness of the candidate for ministry in the areas covered by the standard ordination examinations. A full account of the reasons for **any waiver or alternate means to ascertain readiness shall be included in the minutes of the presbytery and communicated to the presbytery to which an inquirer or candidate may be transferred.**

G-2.07 ORDINATION

G-2.0701 Ordination

Ordination to the ordered ministry of teaching elder is an act of the whole church carried out by the presbytery, setting apart a person to ordered ministry. Such a person shall have fulfilled the ordination requirements of the presbytery of care and received the call of God to service to a congregation or other work in the mission of the church that is acceptable to the candidate and to the presbytery of call.

G-2.0702 Place of Ordination

The presbytery placing the call to the candidate for ministry shall ordinarily examine, ordain, and install the candidate.

G-2.0703 Service of Ordination

The order for that service of worship in the Directory for Worship (W-4.4000) shall be followed.

G-2.0704 Record of Ordination

The presbytery of call shall record the ordination and installation, along with written affirmation of the new teaching elder to the obligations undertaken in the ordination questions, and enroll the teaching elder as a member of the presbytery. The stated clerk of the presbytery shall report these actions to the General Assembly, the presbytery of care, and to the congregation of which the candidate was formerly a member.

G-2.08 CALL AND INSTALLATION*G-2.0801 Pastoral Vacancy*

When a congregation has a vacancy in a pastoral position, or after the presbytery approves the effective date of the dissolution of an existing pastoral relationship, the congregation shall, with the guidance and permission of the presbytery, proceed to fill the vacancy in the following manner.

G-2.0802 Election of a Pastor Nominating Committee

The session shall call a congregational meeting to elect a pastor nominating committee that shall be representative of the whole congregation. The committee's duty shall be to nominate a pastor for election by the congregation.

G-2.0803 Call Process

According to the process of the presbytery and prior to making its report to the congregation, the pastor nominating committee shall receive and consider the presbytery's counsel on the merits, suitability, and availability of those considered for the call. When the way is clear for the committee to report to the congregation, the committee shall notify the session, which shall call a congregational meeting.

G-2.0804 Terms of Call

The terms of call shall always meet or exceed any minimum requirement of the presbytery in effect when the call is made. The session shall review annually the minister's terms of call and shall propose for congregational action (G-1.0501) such changes as the session deems appropriate, provided that they meet the presbytery's minimum requirements. The call shall include participation in the benefits plan of the Presbyterian Church (U.S.A.), including both pension and medical coverage, or any successor plan approved by the General Assembly.

G-2.0805 Installation Service

When the congregation, the presbytery, and the teaching elder (or candidate) have all concurred in a call to a permanent or designated pastoral position, the presbytery shall complete the call process by organizing and conducting a service of installation. Installation is an act of the presbytery establishing the pastoral relationship. A service of installation occurs in the context of worship. The order for that service of worship in the Directory for Worship (W-4.4000) shall be followed.

G-2.09 DISSOLUTION OF PASTORAL RELATIONSHIPS*G-2.0901 Congregational Meeting*

An installed pastoral relationship may be dissolved only by the presbytery. Whether the teaching elder, the congregation, or the presbytery initiates proceedings for dissolution of the relationship, there shall always be a meeting of the congregation to consider the matter and to consent, or decline to consent, to dissolution.

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G-2.0902–G-2.1001

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G-2.0902 Pastor, Co-Pastor or Associate Pastor Requests

A pastor, co-pastor, or associate pastor may request the presbytery to dissolve the pastoral relationship. The teaching elder must also state her or his intention to the session.

The session shall call a congregational meeting to act upon the request and to make recommendations to the presbytery. If the congregation does not concur, the presbytery shall hear from the congregation, through its elected commissioners, the reasons why the presbytery should not dissolve the pastoral relationship. If the congregation fails to appear, or if its reasons for retaining the relationship are judged insufficient, the request may be granted and the pastoral relationship dissolved.

G-2.0903 Congregation Requests

If any congregation desires the pastoral relationship to be dissolved, a procedure similar to G-2.0902, above, shall be followed. When a congregation requests the session to call a congregational meeting to dissolve its relationship with its pastor, the session shall call the meeting and request the presbytery to appoint a moderator for the meeting. If the pastor does not concur with the request to dissolve the relationship, the presbytery shall hear from him or her the reasons why the presbytery should not dissolve the relationship. If the pastor fails to appear, or if the reasons for maintaining the relationship are judged insufficient, the relationship may be dissolved.

G-2.0904 Presbytery Action

The presbytery may inquire into reported difficulties in a congregation and may dissolve the pastoral relationship if, after consultation with the teaching elder, the session, and the congregation, it finds the church's mission under the Word imperatively demands it.

G-2.0905 Officiate by Invitation Only

After the dissolution of the pastoral relationship, former pastors and associate pastors shall not provide their pastoral services to members of their former congregations without the invitation of the moderator of session.

G-2.10 COMMISSIONING RULING ELDERS TO PARTICULAR PASTORAL SERVICE

G-2.1001 Functions

When the presbytery, in consultation with the session or other responsible committee, determines that its strategy for mission requires it, the presbytery may authorize a ruling elder to be commissioned to limited pastoral service as assigned by the presbytery. A ruling elder so designated may be commissioned to serve in a validated ministry of the presbytery. Presbytery, in its commission, may authorize the ruling elder to moderate the session of the congregation to which he or she is commissioned, to administer the Sacraments, and to officiate at marriages where permitted by state law. This commission shall also specify the term of service, which shall not exceed three years but shall be renewable. The presbytery shall review the commission at least annually.

G-2.1002 Training, Examination and Commissioning

A ruling elder who seeks to serve under the terms of G-2.1001 shall receive such preparation and instruction as determined by the presbytery to be appropriate to the particular commission. The ruling elder shall be examined by the presbytery as to personal faith, motives for seeking the commission, and the areas of instruction determined by presbytery. A ruling elder who has been commissioned and later ceases to serve in the specified ministry may continue to be listed as available to serve, but is not authorized to perform the functions specified in G-2.1001 until commissioned again to a congregation or ministry by the presbytery.

G-2.1003 Commissioning Service

When the presbytery is satisfied with the qualifications of a ruling elder to serve a congregation providing the services described above, it shall commission the ruling elder to pastoral service as designated by the presbytery, employing the questions contained in W-4.4000.

G-2.1004 Supervision

The ruling elder commissioned under the terms of G-2.1001 shall work under the supervision of the presbytery. The presbytery may at any time withdraw the commission for reasons it deems good and sufficient. A teaching elder shall be assigned as a mentor and supervisor.

G-2.11 CERTIFIED CHURCH SERVICE*G-2.1101 Forms of Certified Church Service*

Persons may be certified and called to service within congregations, councils, and church-related entities, serving in staff positions. These individuals endeavor to reflect their faith through their work and to strengthen the church through their dedication. They should be encouraged by their session and presbytery to meet, or be prepared to meet, the certification requirements in a handbook provided by a national certifying body approved by the General Assembly. Names of those who have earned certification through a national certifying body shall be transmitted to the appropriate body of the General Assembly, which will forward them to the stated clerk of the presbyteries in which those persons labor.

G-2.1102 Presbytery and Certified Church Service

The presbytery shall encourage sessions to make continuing education funds and time available to those seeking certification, and shall affirm the skill and dedication of these certified persons by providing a service of recognition at the time of certification. The presbytery may grant the privilege of voice at all its meetings to persons in certified church service.

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G-2.1103 Christian Educators

a. *Skills and Training*

Certified Christian educators are persons certified and called to service in the ministry of education in congregations or councils. They shall have skills and training in biblical interpretation, Reformed theology, worship and sacraments, human development, faith development, religious educational theory and practice, and the polity, programs, and mission of the Presbyterian Church (U.S.A.).

b. *Presbytery Responsibility*

The presbytery shall establish minimum requirements for compensation and benefits for Certified Christian Educators and Certified Associate Christian Educators and shall provide access to the area of presbytery that oversees ministry (G-3.0307). During their term of service in an educational ministry under the jurisdiction of the presbytery, Certified Christian Educators are entitled to the privilege of the floor with voice only at all presbytery meetings, and in the case of Certified Christian Educators who are ruling elders, the privilege of voice and vote at all its meetings.

CHAPTER THREE
COUNCILS OF THE CHURCH

G-3.01 GENERAL PRINCIPLES OF COUNCILS

G-3.0101 Councils as an Expression of Unity of the Church

The mutual interconnection of the church through its councils is a sign of the unity of the church. Congregations of the Presbyterian Church (U.S.A.), while possessing all the gifts necessary to be the church, are nonetheless not sufficient in themselves to be the church. Rather, they are called to share with others both within and beyond the congregation the task of bearing witness to the Lordship of Jesus Christ in the world. This call to bear witness is the work of all believers. The particular responsibility of the councils of the church is to nurture, guide, and govern those who witness as part of the Presbyterian Church (U.S.A.), to the end that such witness strengthens the whole church and gives glory to God.

The Presbyterian Church (U.S.A.) is governed by councils composed of presbyters elected by the people (F-3.0202). These councils are called the session, the presbytery, the synod, and the General Assembly. All councils of the church are united by the nature of the church and share with one another responsibilities, rights, and powers as provided in this Constitution. The councils are distinct, but have such mutual relations that the act of one of them is the act of the whole church. The jurisdiction of each council is limited by the express provisions of the Constitution, with the acts of each subject to review by the next higher council. Powers not mentioned in this Constitution are reserved to the presbyteries.

Councils of the church exist to help congregations and the church as a whole to be more faithful participants in the mission of Christ. They do so as they

Provide that the Word of God may be truly preached and heard,
responding to the promise of God's new creation in Christ, and
inviting all people to participate in that new creation;

Provide that the Sacraments may be rightly administered and received,
welcoming those who are being engrafted into Christ,
bearing witness to Christ's saving death and resurrection,
anticipating the heavenly banquet that is to come, and
committing itself in the present to solidarity with the marginalized and the
hungry; and

Nurture a covenant community of disciples of Christ,
living in the strength of God's promise, and
giving itself in service to God's mission.

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G-3.0102–G-3.0104

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G-3.0102 Ecclesiastical Jurisdiction

Councils of this church have only ecclesiastical jurisdiction for the purpose of serving Jesus Christ and declaring and obeying his will in relation to truth and service, order and discipline. They may frame statements of faith, bear testimony against error in doctrine and immorality in life, resolve questions of doctrine and discipline, give counsel in matters of conscience, and decide issues properly brought before them under the provisions of this *Book of Order*. They may authorize the administration of the sacraments in accordance with the Directory for Worship. They have power to establish plans and rules for the worship, mission, government, and discipline of the church and to do those things necessary to the peace, purity, unity, and progress of the church under the will of Christ. They have responsibility for the leadership, guidance, and government of that portion of the church that is under their jurisdiction.

G-3.0103 Participation and Representation

The councils of the church shall give full expression to the rich diversity of the church's membership and shall provide for full participation and access to representation in decision-making and employment practices (F-1.0403). In fulfilling this commitment, councils shall give due consideration to both the gifts and requirements for ministry (G-2.0104) and the right of people in congregations and councils to elect their officers (F-3.0106).

Each council shall develop procedures and mechanisms for promoting and reviewing that body's implementation of the church's commitment to inclusiveness and representation. Councils above the session shall establish by their own rule committees on representation to fulfill the following functions: to advise the council regarding the implementation of principles of unity and diversity, to advocate for diversity in leadership, and to consult with the council on the employment of personnel, in accordance with the principles of unity and diversity in F-1.0403. A committee on representation should not be merged with another committee or made a subcommittee of another committee.

G-3.0104 Officers

The pastor of a congregation shall be the moderator of the session of that congregation. In congregations where there are co-pastors, they shall both be considered moderators and have provisions for designating who presides at a particular meeting. If it is impractical for the pastor to moderate, he or she shall invite another teaching elder who is a member of the presbytery or a person authorized by the presbytery to serve as moderator. If there is no installed pastor, or if the installed pastor is unable to invite another moderator, the presbytery shall make provision for a moderator.

The moderator possesses the authority necessary for preserving order and for conducting efficiently the business of the body. He or she shall convene and adjourn the body in accordance with its own action.

Each council higher than the session shall elect a moderator for such terms as the council determines. At the time of their election, moderators must be continuing members

of, or commissioners to, the council over which they are elected to preside. They shall preside at meetings of the council during their term of office; councils shall provide by rule who shall preside in the absence of the moderator.

Each council shall elect a clerk who shall record the transactions of the council, keep its rolls of membership and attendance, maintain any required registers, preserve its records, and furnish extracts from them when required by another council of the church. Such extracts, verified by the clerk, shall be evidence in any council of the church. The clerk of the session shall be a ruling elder elected by the session for such term as it may determine. The clerk of a presbytery, a synod, and the General Assembly shall be called stated clerk, shall be elected by the council for a definite term as it may determine, and must be a ruling elder or teaching elder. A stated clerk may be removed from office prior to completion of his or her term of service through the use of the process outlined in G-3.0110.

Councils may elect such other officers as the council requires.

G-3.0105 Meetings

Meetings of councils shall be opened and closed with prayer.^a Meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, except when it is in contradiction to this Constitution. Councils may also make use of processes of discernment in their deliberations prior to a vote as agreed upon by the body.

When a council makes a decision, a member of the body who voted against the decision is entitled to file a dissent or a protest. Filing a dissent or protest neither initiates nor prevents judicial process.

a. A dissent is a declaration expressing disagreement with a decision of a council. It shall be made at the particular session during which the decision is made. The names of members dissenting shall be recorded.

b. A protest is a written declaration, supported by reasons, alleging that a decision of a council is or contains an irregularity or a delinquency. Written notice of the protest shall be given at the particular session of the council during which it arose and shall be filed with the clerk before adjournment. If the protest is expressed in decorous and respectful language, it shall be entered in the minutes of the meeting, and may be accompanied by an answer prepared by the council. No further action is required.

G-3.0106 Administration of Mission

Mission determines the forms and structures needed for the church to do its work. Administration is the process by which a council implements its decisions. Administration enables the church to give effective witness in the world to God's new creation in Jesus Christ and strengthens the church's witness to the mission of the triune God.

Councils higher than the session may provide examples of policies and procedures that may be gathered into advisory handbooks. These examples illumine practices required by

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G-3.0106–G-3.0108a

the Constitution but left to councils for specific implementation. Such handbooks may also offer information that enhances or secures the ministry of the particular council.

Each council shall develop a manual of administrative operations that will specify the form and guide the work of mission in that council.

All councils shall adopt and implement a sexual misconduct policy **and a child protection policy**.

A council may delegate aspects of its tasks to such entities as it deems appropriate, provided that those entities remain accountable to the council.

The administration of mission demonstrates the unity and interdependence of the church, in that councils share with one another responsibilities, rights, and powers (F-3.0203). Through their members and elected commissioners, lower councils participate in planning and administration of the work of higher councils, and in consultation between bodies concerning mission, budget, staffing and fair employment practices, and matters of equitable compensation.

The funding of mission similarly demonstrates the unity and interdependence of the church. The failure of any part of the church to participate in the stewardship of the mission of the whole church diminishes that unity and interdependence. All mission funding should enable the church to give effective witness in the world to God's new creation in Jesus Christ, and should strengthen the church's witness to the mission of God.

Each council above the session shall prepare a budget for its operating expenses, including administrative personnel, and may fund it with a per capita apportionment among the particular congregations within its bounds. Presbyteries are responsible for raising their own funds and for raising and timely transmission of per capita funds to their respective synods and the General Assembly. Presbyteries may direct per capita apportionments to sessions within their bounds, but in no case shall the authority of the session to direct its benevolences be compromised.

G-3.0107 Records

Each council shall keep a full and accurate record of its proceedings. Minutes and all other official records of councils are the property in perpetuity of said councils or their legal successors. When a council ceases to exist, its records shall become the property of the next higher council within whose bounds the lower council was prior to its cessation. The clerk of each council shall make recommendation to that body for the permanent safekeeping of the body's records with the Presbyterian Historical Society or in a temperature and humidity controlled environment of a seminary of the Presbyterian Church (U.S.A.).

G-3.0108 Administrative Review

Higher councils shall review the work of lower councils in the following ways:

a. *General Administrative Review*

Each council shall review annually or biennially, based on the body's meeting frequency, the proceedings and actions of all entities related to the body, all officers able to

act on behalf of the body, and lower councils within its jurisdiction. In reviewing the procedures of the lower council, the higher body shall determine whether the proceedings have been correctly recorded, have been in accordance with this Constitution^b, have been prudent and equitable, and have been faithful to the mission of the whole church. It shall also determine whether lawful injunctions of a higher body have been obeyed.

b. *Special Administrative Review*

If a higher council learns at any time of an alleged irregularity or delinquency of a lower council, it may require the lower body to produce any records and to take appropriate action.

c. *Directed Response*

The higher council may direct the lower council to reconsider and take corrective action if matters are determined to be out of compliance. In addition to administrative review, review and correction may be sought by initiating judicial process as described in the Rules of Discipline.

G-3.0109 Committees and Commissions

Councils may designate by their own rule such committees and commissions as they deem necessary and helpful for the accomplishment of the mission of the church, and may create such structures jointly with other councils, in consultation with the next higher council. In appointing such committees and commissions councils shall be mindful of the principles of unity in diversity consistent with the provisions of this Constitution (F-1.0403, G-3.0103).

A committee shall study and recommend action or carry out decisions already made by a council. It shall make a full report to the council that created it, and its recommendations shall require action by that body. Committees of councils higher than the session shall consist of both teaching elders and members of congregations, with at least one half being members of congregations.

A commission is empowered to consider and conclude matters referred to it by a council. The designating council shall state specifically the scope of the commission's powers and any restrictions on those powers.

A council may designate two types of commissions:

a. *Judicial Commissions*

Judicial commissions shall consider and decide cases of process for the council or councils according to the Rules of Discipline. Sessions shall perform the function of a judicial commission for the congregation; each council higher than the session shall elect a permanent judicial commission (see D-5.0000). Cooperating synods may elect a joint permanent judicial commission pursuant to G-3.0404 and D-5.0101.

b. *Administrative Commissions*

Administrative commissions are designated to consider and conclude matters not involving ecclesiastical judicial process, except that in the discharge of their assigned responsibilities they may discover and report to the designating council matters that may require judicial action by the council.

Functions that may be entrusted to administrative commissions include, but are not limited to:

(1) (by sessions) ordaining and installing ruling elders and deacons, receiving and dismissing members, and visiting organizations within the congregation to settle differences therein;

(2) (by presbyteries) ordaining and installing teaching elders;

(3) (by presbyteries) examining and receiving into membership teaching elders seeking admission to presbytery, including approval of terms of call and commissions for ordination and installation; and receiving candidates under care;

(4) (by presbyteries) developing immigrant fellowships, organizing new congregations, merging congregations, or forming union or federated congregations (G-5.05);

(5) (by presbyteries, synods, and the General Assembly) visiting particular councils, congregations, or agencies over which they have immediate jurisdiction reported to be affected with disorder^c, and inquiring into and settling the difficulties therein, except that no commission of a presbytery shall be empowered to dissolve a pastoral relationship without the specific authorization by the designating body (G-2.0901);

(6) (by all councils) making pastoral inquiry into persons accused of sexual abuse of another person (D-10.0401c) when jurisdiction in a judicial proceeding against such persons has ended due to death or renunciation of the accused; such inquiries shall not be understood as judicial proceedings but shall seek to reach a determination of truth related to the accusation and to make appropriate recommendations to the designating council.

A commission of presbytery, synod, or General Assembly shall be composed of ruling elders and teaching elders in numbers as nearly equal as possible and sufficient to accomplish their work. A quorum of any commission shall be established by the designating council or councils but in no case shall be less than a majority of its members (except as limited by D-5.0204).

A commission of a session shall be composed of at least two ruling elders, and a teaching elder in an installed or temporary relationship with the congregation governed by that session or a ruling elder commissioned to pastoral service.

A commission shall keep a full record of its proceedings and shall submit that record to the council or councils for incorporation into its records. Actions of a commis-

sion shall be regarded as actions of the council or councils that created it. A commission may be assigned additional duties as a committee, which duties shall be reported and handled as the report of a committee.

The decisions of an administrative commission shall be reported to the clerk of the designating council, who shall report it to the council at its next stated meeting. A council may rescind or amend an action of its administrative commission in the same way actions of the council are modified.

When an administrative commission has been designated to settle differences within a particular organization or council, it shall, before making its decision final, afford to all persons affected by its decision fair notice and an opportunity to be heard on matters at issue.

G-3.0110 Administrative Staff

Councils higher than the session may employ such staff as is required by the mission of the body in accordance with the principles of unity in diversity (F-1.0403). Councils may, in consultation with the next higher council, share staff as required by the mission of the body. A council shall make provision in its manual of administrative operations (G-3.0106) for the process of electing executive staff and the hiring of other staff, the description of the responsibilities of the positions, the method of performance review, and the manner of termination of employment. (G-3.0104)

G-3.0111 Nominating Process

All councils higher than the session shall have a process for nominating persons to serve in positions requiring election by the council. The process shall ensure that nominations are made by an entity broadly representative of the constituency of the council, and in conformity with the church's commitment to unity in diversity (F-1.0403).

G-3.0112 Insurance

Each council shall obtain property and liability insurance coverage to protect its facilities, programs, staff, and elected and appointed officers.

G-3.0113 Finances

Each council shall prepare and adopt a budget to support the church's mission within its area.

A full financial review of all financial books and records shall be conducted every year by a public accountant or committee of members versed in accounting procedures. Reviewers should not be related to the treasurer(s). Terminology in this section is meant to provide general guidance and is not intended to require or not require specific audit procedures or practices as understood within the professional accounting community.

G-3.02 THE SESSION

G-3.0201 Composition and Responsibilities

The session is the council for the congregation. It shall be composed of those persons elected by the congregation to active service^d as ruling elders, together with all installed pastors and associate pastors. All members of the session are entitled to vote. The pastor shall be the moderator of the session, and the session shall not meet without the pastor or designated moderator. If there is no installed pastor, or if the installed pastor is unable to invite another moderator, the presbytery shall make provisions for a moderator. Presbyteries shall provide by rule for moderators when the session is without a moderator for reasons of vacancy or inconvenience.

The session shall have responsibility for governing the congregation^e and guiding its witness to the sovereign activity of God in the world, so that the congregation is and becomes a community of faith, hope, love, and witness. As it leads and guides the witness of the congregation, the session shall keep before it the marks of the Church (F-1.0302), the notes by which Presbyterian and Reformed congregations have identified themselves throughout history (F-1.0303) and the six Great Ends of the Church (F-1.0304).

In light of this charge, the session has responsibility and power to:

a. *provide that the Word of God may be truly preached and heard.* This responsibility shall include providing a place where the congregation may regularly gather for worship, education, and spiritual nurture; providing for regular preaching of the Word by a teaching elder or other person prepared and approved for the work; planning and leading regular efforts to reach into the community and the world with the message of salvation and the invitation to enter into committed discipleship; planning and leading ministries of social healing and reconciliation in the community in accordance with the prophetic witness of Jesus Christ; and initiating and responding to ecumenical efforts that bear witness to the love and grace of God.

b. *provide that the Sacraments may be rightly administered and received.* This responsibility shall include authorizing the celebration of the Lord's Supper at least quarterly and the administration of Baptism as appropriate, in accordance with the principles of the Directory for Worship; and exercising pastoral care among the congregation in order that the Sacraments may be received as a means of grace, and the congregation may live in the unity represented in the Sacraments.

c. *nurture the covenant community of disciples of Christ.* This responsibility shall include receiving and dismissing members; reviewing the roll of active members at least annually and counseling with those who have neglected the responsibilities of membership; providing programs of nurture, education, and fellowship; training, examining, ordaining, and installing those elected by the congregation as ruling elders and deacons; encouraging the graces of generosity and faithful stewardship of personal and financial resources; managing the physical property of the congregation for the furtherance of its mission; directing the ministry of deacons, trustees, and all organizations of the congregation; employing the administrative staff of the congregation; leading the congregation in

participating in the mission of the whole church; warning and bearing witness against error in doctrine and immorality in practice within the congregation and community; and serving in judicial matters in accordance with the Rules of Discipline^f.

G-3.0202 Relations with Other Councils

Sessions have a particular responsibility to participate in the life of the whole church through participation in other councils. It is of particular importance that sessions:

- a. elect, as commissioners to presbytery, ruling elders from the congregation, preferably for at least a year, and receive their reports;
- b. nominate to presbytery ruling elders from the congregation who may be considered for election as commissioners to synod and General Assembly, and to serve on committees or commissions of the same, bearing in mind principles of inclusiveness and fair representation in the decision making of the church (F-1.0403);
- c. see that the guidance and communication of presbytery, synod, and General Assembly are considered, and that any binding actions are observed and carried out;
- d. welcome representatives of the presbytery on the occasions of their visits;
- e. propose to the presbytery, or through it to the synod and General Assembly, such measures as may be of common concern to the mission of the church; and
- f. send to presbytery^g and General Assembly requested statistics and other information according to the requirements of those bodies, as well as voluntary financial contributions.

G-3.0203 Meetings

The session shall hold stated meetings at least quarterly. The moderator^h shall call a special meeting when he or she deems necessary or when requested in writing by any two members of the session. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting. There shall be reasonable notice given of all special meetings. The session shall also meet when directed by presbytery. Sessions shall provide by rule for a quorum for meetings; such quorum shall include the moderator and either a specific number of ruling elders or a specific percentage of those ruling elders in current service on the session.

G-3.0204 Minutes and Records

Minutes of the session shall be subject to the provisions of G-3.0107. They shall contain the minutes of all meetings of the congregation and all joint meetings with deacons and trustees.

Each session shall maintain the following roll and registers:

G-3.02–G-3.03
G-3.0204a–G-3.0301

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a. *Membership Roll*

There shall be rolls of baptized, active, and affiliate members in accordance with G-1.0401, G-1.0402 and G-1.0403. The session shall delete names from the roll of the congregation upon the member's death, admission to membership in another congregation or presbytery, or renunciation of jurisdiction. The session may delete names from the roll of the congregation when a member so requests, or has moved or otherwise ceased to participate actively in the work and worship of the congregation for a period of two years. The session shall seek to restore members to active participation and shall provide written notice before deleting names due to member inactivity.

b. *Registers*

There shall be registers of baptisms authorized by the session, of ruling elders and deacons, of installed pastors with dates of service, and such other registers as the session may deem necessary.

G-3.0205 Finances

In addition to those responsibilities described in G-3.0113, the session shall prepare and adopt a budget and determine the distribution of the congregation's benevolences. It shall authorize offerings for Christian purposes and shall account for the proceeds of such offerings and their disbursement. It shall provide full information to the congregation concerning its decisions in such matters.

The session shall elect a treasurer for such term as the session shall decide and shall supervise his or her work or delegate that supervision to a board of deacons or trustees. Those in charge of various congregational funds shall report at least annually to the session and more often as requested. Sessions may provide by rule for standard financial practices of the congregation, but shall in no case fail to observe the following procedures:

- a. All offerings shall be counted and recorded by at least two duly appointed persons, or by one fidelity bonded person;
- b. Financial books and records adequate to reflect all financial transactions shall be kept and shall be open to inspection by authorized church officers at reasonable times;
- c. Periodic, and in no case less than annual, reports of all financial activities shall be made to the session or entity vested with financial oversight.

G-3.03 THE PRESBYTERY

G-3.0301 Composition and Responsibilities

The presbytery is the council serving as a corporate expression of the church within a certain district and is composed of all the congregations¹ and teaching elders within that district. The presbytery shall adopt and communicate to the sessions a plan for determining how many ruling elders each session should elect as commissioners to presbytery,

with a goal of numerical parity of teaching elders and ruling elders. This plan shall require each session to elect at least one commissioner^j and shall take into consideration the size of congregations as well as a method to fulfill the principles of participation and representation found in F-1.0403 and G-3.0103. Ruling elders elected as officers of the presbytery shall be enrolled as members during the period of their service. A presbytery may enroll, or may provide by its own rule for the enrollment of, ruling elders during terms of elected service to the presbytery or its congregations.

The minimum composition of a presbytery is ten duly constituted sessions and ten teaching elders, **unless an exception is approved by its synod and the General Assembly giving consideration to the responsibilities assigned to presbyteries in G-3.01 and G-3.03.**

The presbytery is responsible for the government of the church throughout its district, and for assisting and supporting the witness of congregations^k to the sovereign activity of God in the world, so that all congregations become communities of faith, hope, love, and witness. As it leads and guides the witness of its congregations, the presbytery shall keep before it the marks of the Church (F-1.0302), the notes by which Presbyterian and Reformed communities have identified themselves through history (F-1.0303) and the six Great Ends of the Church (F-1.0304).

In light of this charge, the presbytery has responsibility and power to:

a. *provide that the Word of God may be truly preached and heard.* This responsibility shall include organizing, receiving, merging, dismissing, and dissolving congregations in consultation with their members; overseeing congregations without pastors; establishing pastoral relationships and dissolving them; guiding the preparation of those preparing to become teaching elders; establishing and maintaining those ecumenical relationships that will enlarge the life and mission of the church in its district; providing encouragement, guidance, and resources to congregations in the areas of mission, prophetic witness, leadership development, worship, evangelism, and responsible administration to the end that the church's witness to the love and grace of God may be heard in the world.

b. *provide that the Sacraments may be rightly administered and received.* This responsibility shall include authorizing the celebration of the Lord's Supper at its meetings at least annually and for fellowship groups, new church developments, and other non-congregational entities meeting within its bounds; authorizing and training specific ruling elders to administer or preside at the Lord's Supper when it deems it necessary to meet the needs for the administration of the Sacrament; and exercising pastoral care for the congregations and members of presbytery in order that the Sacraments may be received as a means of grace, and the presbytery may live in the unity represented in the Sacraments.

c. *nurture the covenant community of disciples of Christ.* This responsibility shall include ordaining, receiving, dismissing, installing, removing, and disciplining its members who are teaching elders^l; commissioning ruling elders to limited pastoral service; promoting the peace and harmony of congregations and inquiring into the sources

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G-3.0301c–G-3.0303d(2)

of congregational discord; supporting congregations in developing the graces of generosity, stewardship, and service; assisting congregations in developing mission and participating in the mission of the whole church; taking jurisdiction over the members of dissolved congregations and granting transfers of their membership to other congregations; warning and bearing witness against error in doctrine and immorality in practice within its bounds; and serving in judicial matters in accordance with the Rules of Discipline.

G-3.0302 Relations with Synod and General Assembly

The presbytery has a responsibility to maintain regular and continuing relationship to synod and General Assembly by:

- a. electing commissioners to synod and General Assembly and receiving their reports;
- b. electing ruling and teaching elders to be readers of standard ordination examinations;
- c. seeing that the guidance and communication of synod and General Assembly are considered and that any binding actions are observed and carried out;
- d. proposing to synod such measures as may be of common concern to the mission of the church, and/or proposing to General Assembly overtures that have received a concurrence from at least one other presbytery, and
- e. sending annually to synod and General Assembly statistical and other information according to the requirements of those bodies.

G-3.0303 Relations with Sessions

Presbytery, being composed of the teaching elders and commissioners elected by the session of congregations within its district, has a particular responsibility to coordinate, guide, encourage, support, and resource the work of its congregations for the most effective witness to the broader community. In order to accomplish this responsibility, the presbytery has authority to:

- a. develop strategy for the mission of the church in its district;
- b. control the location of new congregations and of congregations desiring to move as well as to divide, dismiss, or dissolve congregations in consultation with their members;
- c. establish minimum compensation standards for pastoral calls and Certified Christian Educators and Certified Associate Christian Educators within the presbytery;
- d. counsel with a session concerning reported difficulties within a congregation, including:
 - (1) advising the session as to appropriate actions to be taken to resolve the reported difficulties,
 - (2) offering to help as a mediator, and

(3) acting to correct the difficulties if requested to do so by the session or if the session is unable or unwilling to do so, following the procedural safeguards of the Rules of Discipline;

e. assume original jurisdiction in any situation in which it determines that a session cannot exercise its authority. After a thorough investigation, and after full opportunity to be heard has been accorded to the session, the presbytery may conclude that the session of a congregation is unable or unwilling to manage wisely its affairs, and may appoint an administrative commission with the full power of session. This commission shall assume original jurisdiction of the existing session, if any, which shall cease to act until such time as the presbytery shall otherwise direct.

f. consider and act upon requests from congregations for permission to take the actions regarding real property as described in G-4.0206.

G-3.0304 Meetings and Quorum

The presbytery shall hold stated meetings at least twice each year, shall meet at the direction of synod, and may call special meetings in accordance with its own rules.

A presbytery may set its own quorum^m, but it shall be not fewer than three teaching elders who are members of the presbytery and three ruling elder commissioners from three different congregations.

G-3.0305 Minutes and Records

Minutes and other official records of the presbytery are the property of the presbytery, and are subject to the review specified in G-3.0108. The stated clerk is responsible for the preservation of the presbytery's minutes and records. These records shall include the rolls of the presbytery's membership and registers of all Certified Christian Educators, Certified Associate Christian Educators, and ruling elders commissioned to particular pastoral service.

G-3.0306 Membership of Presbytery

Each presbytery determines the teaching elders who are its members and validates the ministries in which they are to be engaged. It shall be guided in this determination by written criteria developed by the presbytery for validating ministries within its bounds (G-2.0503a).

The presbytery shall examine each teaching elder or candidate who seeks membership in it on his or her Christian faith and views in theology, the Sacraments, and the government of this church.

The presbytery may designate teaching elders to work as teachers, evangelists, administrators, chaplains, and in other forms of ministry recognized as appropriate by the presbytery. Those so designated may administer the Sacraments at times and places authorized by the presbytery.

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G-3.0306–G-3.0401

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Every teaching elder shall ordinarily be a member of the presbytery where his or her work is situated or of the presbytery where she or he resides.

A teaching elder who is serving in a church outside the United States may, with the approval of the presbytery, accept membership in that church for the period of such service without affecting his or her membership in a presbytery of this church.

G-3.0307 Pastor, Counselor, and Advisor to Teaching Elders and Congregations

Presbyteries shall be open at all times to communication regarding the life and ministry of their congregations.

Each presbytery shall develop and maintain mechanisms and processes to serve as pastor and counselor to teaching elders, ruling elders commissioned to pastoral service, and certified Christian educators of the presbytery; to facilitate the relations between the presbytery and its congregations, teaching elders, ruling elders commissioned to pastoral service, and certified Christian educators; and to settle difficulties on behalf of the presbytery where possible and expedient.

Each presbytery shall develop and maintain mechanisms and processes to guide, nurture and oversee the process of preparing to become a teaching elder.

To facilitate the presbytery's oversight of inquirers and candidates, reception and oversight of teaching elder members, approval of calls for pastoral services and invitations for temporary pastoral services, oversight of congregations without pastors, dissolution of relationships, dismissal of members, and its close relationship with both member congregations and teaching elders, it may delegate its authority to designated entities within the presbytery. Such entities shall be composed of ruling elders and teaching elders in approximately equal numbers, bearing in mind the principles of unity in diversity in F-1.0403. All actions carried out as a result of delegated authority must be reported to the presbytery at its next regular meeting.

G-3.04 THE SYNODⁿ

G-3.0401 Composition and Responsibilities

The synod is the intermediate council serving as a corporate expression of the church throughout its region. It shall consist of not fewer than three presbyteries within a specific geographic region.

When a synod meets, it shall be composed of commissioners elected by the presbyteries. Each presbytery shall elect at least one ruling elder and one teaching elder to serve as commissioners to synod. A synod shall determine a plan for the election of commissioners to the synod, as well as the method to fulfill the principles of participation and representation found in F-1.0403 and G-3.0103; both plans shall be subject to approval by a majority of the presbyteries in the synod. The commissioners from each presbytery shall be divided equally between ruling elders and teaching elders. Each person elected

moderator or other officer shall be enrolled as a member of the synod until a successor is elected and installed.

Synod is responsible for the life and mission of the church throughout its region and for supporting the ministry and mission of its presbyteries as they seek to support the witness of congregations, to the end that the church throughout its region becomes a community of faith, hope, love, and witness. As it leads and guides the witness of the church throughout its region, it shall keep before it the marks of the Church (F-1.0302), the notes by which Presbyterian and Reformed communities have identified themselves through history (F-1.0303) and the six Great Ends of the Church (F-1.0304).

In light of this charge, the synod has responsibility and power to:

a. *provide that the Word of God may be truly preached and heard.* This responsibility may include developing, in conjunction with its presbyteries, a broad strategy for the mission of the church within its bounds and in accord with the larger strategy of the General Assembly; assisting its member presbyteries when requested in matters related to the calling, ordaining, and placement of teaching elders; establishing and maintaining, in conjunction with its presbyteries, those ecumenical relationships that will enlarge the life and mission of the church in its region; facilitating joint action in mission with other denominations and agencies in its region; facilitating communication among its presbyteries and between its presbyteries and the General Assembly; providing services for presbyteries within its area that can be performed more effectively from a broad regional base.

b. *provide that the Sacraments may be rightly administered and received.* This responsibility may include authorizing the celebration of the Lord's Supper at its meetings and at other events and gatherings under its jurisdiction; and exercising pastoral care among its presbyteries in order that the Sacraments may be received as a means of grace, and the synod may live in the unity represented in the Sacraments.

c. *nurture the covenant community of disciples of Christ.* This responsibility shall include providing such services of education and nurture as its presbyteries may require; providing encouragement, guidance, and resources to presbyteries in the areas of mission, prophetic witness, leadership development, worship, evangelism, and responsible administration; reviewing the work of its presbyteries; warning or bearing witness against error in doctrine or immorality in practice within its bounds; and serving in judicial matters in accordance with the Rules of Discipline.

G-3.0402 Relations with General Assembly

The synod has responsibility to maintain regular and continuing relationship with the General Assembly by seeing that the guidance and communication of the General Assembly are considered and that any binding actions are observed and carried out, and by proposing to the General Assembly such measures as may be of common concern to the mission of the whole church.^o

G-3.04
G-3.0403–G-3.0405

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G-3.0403 Relations with Presbyteries

Each presbytery shall participate in the synod's responsibility and service through its elected commissioners to the synod. The synod has responsibility for supporting the work of the presbyteries within its bounds and as such is charged with:

- a. developing, in conjunction with its presbyteries, joint plans and objectives for the fulfillment of mission, providing encouragement and guidance to its presbyteries and overseeing their work;
- b. developing and providing, when requested, resources as needed to facilitate the mission of its presbyteries;
- c. organizing new presbyteries, dividing, uniting, or otherwise combining presbyteries or portions of presbyteries previously existing, and, with the concurrence of existing presbyteries, creating non-geographic presbyteries, subject to the approval of the General Assembly, or taking other such actions as may be deemed necessary in order to meet the mission needs of racial ethnic or immigrant congregations. Such presbyteries shall be formed in compliance with the requirements of G-3.0301 and be accountable to the synod within which they were created.

G-3.0404 Reduced Function

A synod may decide, with the approval of a two-thirds majority of its presbyteries, to reduce its function. In no case shall synod function be less than the provision of judicial process and administrative review of the work of the presbyteries (G-3.0401c). Such a synod shall meet at least every two years for the purposes of setting budget, electing members to its permanent judicial commission, and admitting to record the actions of its permanent judicial and administrative commissions. Presbyteries of such a synod shall assume for themselves, by mutual agreement, such other synod functions as may be deemed necessary by the presbyteries and the synod.

Two or more synods sharing common boundaries, with the approval of a two-thirds majority of the presbyteries in each of the synods, may share administrative services and form a shared permanent judicial commission, with the membership of the commission being proportional, insofar as possible, to the number of presbyteries within each participating synod. Each synod shall pay the costs for processing a judicial case arising within its bounds.

G-3.0405 Meetings and Quorum

The synod shall hold stated meetings at least biennially, shall meet at the direction of the General Assembly, and may call special meetings in accordance with its own rules.

A synod may set its own quorum, but it shall include an equal number of ruling elders and teaching elders representing at least three presbyteries or one-third of its presbyteries, whichever is larger.

G-3.0406 Minutes and Records

The synod shall keep a full and accurate record of its proceedings that shall be submitted to the next succeeding meeting of the General Assembly for its general review and control. It shall report to the General Assembly the number of its presbyteries and, in general, all important changes that have occurred within its bounds.

G-3.05 THE GENERAL ASSEMBLY*G-3.0501 Composition and Responsibilities*

The General Assembly^p is the council of the whole church and it is representative of the unity of the synods, presbyteries, sessions, and congregations of the Presbyterian Church (U.S.A.). It shall consist of equal numbers of ruling elders and teaching elders elected by the presbyteries and reflective of the diversity within their bounds (F-1.0403 and G-3.0103), to serve as commissioners according to the following proportions:

8,000 members or less: 1 ruling elder and 1 teaching elder

8,001–16,000: 2 ruling elders and 2 teaching elders

16,001–24,000: 3 ruling elders and 3 teaching elders

24,001–32,000: 4 ruling elders and 4 teaching elders

32,001–40,000: 5 ruling elders and 5 teaching elders

40,001–48,000: 6 ruling elders and 6 teaching elders

48,001 or more: 7 ruling elders and 7 teaching elders

Each person elected Moderator shall be enrolled as a member of the General Assembly until a successor is elected and installed.

The General Assembly constitutes the bond of union, community, and mission among all its congregations and councils, to the end that the whole church becomes a community of faith, hope, love, and witness. As it leads and guides the witness of the whole church, it shall keep before it the marks of the Church (F-1.0302), the notes by which Presbyterian and Reformed communities have identified themselves through history (F-1.0303) and the six Great Ends of the Church (F-1.0304).

In light of this charge, the General Assembly has responsibility and power to:

a. *provide that the Word of God may be truly preached and heard.* This responsibility shall include establishing a comprehensive mission strategy and priorities for the church; establishing and maintaining ecumenical relationships and correspondence with other ecclesiastical bodies; uniting with or receiving under its jurisdiction other ecclesiastical bodies consistent with the faith and order of this church, subject to the provisions of G-5.02 and G-5.03; and commissioning, sending, and support of such mission personnel as will spread the good news of the grace of Jesus Christ to the world and foster the growth and development of God's people.

G-3.05

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G-3.0501b–G-3.0502

b. *provide that the Sacraments may be rightly administered and received.* This responsibility shall include authorizing the celebration of the Lord's Supper at meetings of the General Assembly and other events and gatherings under its jurisdiction; authorizing the participation in the celebration of the Lord's Supper in ecumenical gatherings attended by authorized representatives of the General Assembly; and exercising pastoral care throughout the whole church in order that the Sacraments may be received as a means of grace, and the church may live in the unity represented in the Sacraments.

c. *nurture the covenant community of disciples of Christ.* This responsibility shall include providing those services, resources, and programs performed most effectively at a national level; communicating with the whole church on matters of common concern; warning and bearing witness against errors in doctrine or immorality in the church and in the world; providing such services of education and nurture as its presbyteries may require; providing encouragement, guidance, and resources to presbyteries in the areas of mission, prophetic witness, leadership development, worship, evangelism, and responsible administration; discerning and presenting with the guidance of the Holy Spirit, matters of truth and vision that may inspire, challenge, and educate both church and world; serving in judicial matters in accordance with the Rules of Discipline; deciding controversies brought before it and advising and instructing in cases submitted to it, in conformity with this Constitution; authoritatively interpreting the most recent edition of the *Book of Order* in a manner binding on the whole church, in accordance with the provisions of G-6.02 or through a decision of the General Assembly Permanent Judicial Commission in a remedial or disciplinary case, with the most recent interpretation of the *Book of Order* being binding; and establishing and maintaining an office of the Stated Clerk.

G-3.0502 Relations with Other Councils

The General Assembly has responsibility to maintain relationships with presbyteries and synods by:

- a. consulting with and providing resources for presbyteries and synods as they execute their constitutional responsibilities;
- b. overseeing the work of synods;
- c. reviewing the records of synods, taking care to ensure that they conform to this Constitution;
- d. organizing new synods, or dividing, uniting, or otherwise combining previously existing synods or portions of synods; and
- e. approving the acts of synods to organize, divide, unite, or combine presbyteries or portions of presbyteries.

G-3.0503 Meetings and Quorum

The General Assembly shall hold a stated meeting at least biennially. The Moderator, or in the event of the incapacity of the Moderator, the Stated Clerk of the General Assembly, shall call a special meeting at the request or with the concurrence of at least one fourth of the ruling elder commissioners and one fourth of the teaching elder commissioners to the last preceding stated meeting of the General Assembly representing at least fifteen presbyteries, under the jurisdiction of at least five synods. Commissioners to the special meeting shall be the commissioners elected to the last preceding stated meeting of the General Assembly or their alternates. Notice of special meetings shall be sent no fewer than sixty days prior to convening and shall set out the purpose of the meeting. No other business than that listed in the notice shall be transacted.

A quorum of the General Assembly shall be one hundred commissioners, fifty of whom shall be ruling elders and fifty teaching elders, representing presbyteries of at least one fourth of its synods.

CHAPTER FOUR
THE CHURCH AND CIVIL AUTHORITY

G-4.01 INCORPORATION AND TRUSTEES

G-4.0101 Incorporation and Power

Where permitted by civil law, each congregation shall cause a corporation to be formed and maintained. If incorporation is not permitted, individual trustees shall be elected by the congregation. Any such individual trustees shall be elected from the congregation's members in the same manner as those elected to the ordered ministries of deacon and ruling elder. Terms of service shall be governed by the provisions of G-2.0404.

The corporation so formed, or the individual trustees, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided that in buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation, granted in a duly constituted meeting; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the congregation, all subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.). The powers and duties of the trustees shall not infringe upon the powers and duties of the session or the board of deacons.

Where permitted by civil law, each presbytery, synod, and the General Assembly shall cause a corporation to be formed and maintained and shall determine a method to constitute the board of trustees by its own rule. The corporation so formed, or individual trustees, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for and at the direction of the council.

G-4.0102 Members of the Corporation

Only persons eligible for membership in the congregation or council shall be eligible to be members of the corporation and to be elected as trustees. The ruling elders on the session of a congregation, who are eligible under the civil law, shall be the trustees of the corporation, unless the corporation shall determine another method for electing its trustees. Presbyteries, synods, and the General Assembly shall provide by rule for the election of trustees from among persons eligible for membership in the council.

G-4.02 CHURCH PROPERTY

G-4.0201 Property as a Tool for Mission

The property of the Presbyterian Church (U.S.A.), of its councils and entities, and of its congregations, is a tool for the accomplishment of the mission of Jesus Christ in the world.

G-4.02
G-4.0202–G-4.0207

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G-4.0202 Decisions Concerning Property

The provisions of this Constitution prescribing the manner in which decisions are made, reviewed, and corrected within this church are applicable to all matters pertaining to property.

G-4.0203 Church Property Held in Trust

All property held by or for a congregation, a presbytery, a synod, the General Assembly, or the Presbyterian Church (U.S.A.), whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of a congregation or of a higher council or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.).

G-4.0204 Property Used Contrary to the Constitution

Whenever property of, or held for, a congregation of the Presbyterian Church (U.S.A.) ceases to be used by that congregation as a congregation of the Presbyterian Church (U.S.A.) in accordance with this Constitution, such property shall be held, used, applied, transferred, or sold as provided by the presbytery.

G-4.0205 Property of a Dissolved or Extinct Congregation

Whenever a congregation is formally dissolved by the presbytery, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as it may have shall be held, used, and applied for such uses, purposes, and trusts 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 Presbyterian Church (U.S.A.).

G-4.0206 Selling, Encumbering, or Leasing Church Property

a. *Selling or Encumbering Congregational Property*

A congregation shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session of the congregation.

b. *Leasing Congregational Property*

A congregation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the presbytery transmitted through the session of the congregation.

G-4.0207 Property of Congregation in Schism

The relationship to the Presbyterian Church (U.S.A.) of a congregation can be severed only by constitutional action on the part of the presbytery (G-3.0303b). If there is a

schism within the membership of a congregation and the presbytery is unable to effect a reconciliation or a division into separate congregations within the Presbyterian Church (U.S.A.), the presbytery shall determine if one of the factions is entitled to the property because it is identified by the presbytery as the true church within the Presbyterian Church (U.S.A.). This determination does not depend upon which faction received the majority vote within the congregation at the time of the schism.

G-4.0208 Exceptions

The provisions of this chapter shall apply to all congregations of the Presbyterian Church (U.S.A.) except that any congregation which was not subject to a similar provision of the constitution of the church of which it was a part, prior to the reunion of the Presbyterian Church in the United States and The United Presbyterian Church in the United States of America to form the Presbyterian Church (U.S.A.), has been excused from that provision of this chapter if the congregation, within a period of eight years following the establishment of the Presbyterian Church (U.S.A.), voted to be exempt from such provision in a regularly called meeting and thereafter notified the presbytery of which it was a constituent congregation of such vote. The congregation voting to be so exempt shall hold title to its property and exercise its privileges of incorporation and property ownership under the provisions of the Constitution to which it was subject immediately prior to the establishment of the Presbyterian Church (U.S.A.). This paragraph may not be amended (G-6.05).

G-4.03 CONFIDENCE AND PRIVILEGE

G-4.0301 Trust and Confidentiality

In the exercise of pastoral care, teaching elders (also called ministers of the Word and Sacrament) and ruling elders who have been commissioned by a presbytery to limited pastoral service (G-2.10), shall maintain a relationship of trust and confidentiality, and shall hold in confidence all information revealed to them in the course of providing care and all information relating to the exercise of such care.

When the person whose confidences are at issue gives express consent to reveal confidential information, then a teaching elder or a ruling elder commissioned to pastoral service may, but cannot be compelled to, reveal confidential information.

A teaching elder or a ruling elder commissioned to pastoral service may reveal confidential information when she or he reasonably believes that there is risk of imminent bodily harm to any person.

G-4.0302 Mandatory Reporting

Any member of this church engaged in ordered ministry and any certified Christian educator employed by this church or its congregations, shall report to ecclesiastical and civil legal authorities knowledge of harm, or the risk of harm, related to the physical abuse, neglect, and/or sexual molestation or abuse of a minor or an adult who lacks

G-4.03
G-4.0302

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mental capacity when (1) such information is gained outside of a confidential communication as defined in G-4.0301, (2) she or he is not bound by an obligation of privileged communication under law, or (3) she or he reasonably believes that there is risk of future physical harm or abuse.

CHAPTER FIVE ECUMENICITY AND UNION

G-5.01 ECUMENICAL COMMITMENT

G-5.0101 Ecumenicity

The Presbyterian Church (U.S.A.) at all levels seeks to manifest more visibly the unity of the body of Christ and will be open to opportunities for conversation, cooperation, and action with other ecclesiastical groups. It will seek to initiate, maintain, and strengthen relations with other Reformed and Christian entities.

G-5.0102 Interfaith Relations

The Presbyterian Church (U.S.A.) at all levels seeks new opportunities for conversation and understanding with non-Christian religious entities.

The Presbyterian Church (U.S.A.) at all levels **will be open to and will seek** opportunities for **respectful dialogue and mutual relationships** with **entities and persons from other** religious **traditions. It does this in the faith that the church of Jesus Christ, by the power of the Holy Spirit, is a sign and means of God’s intention for the wholeness of all humankind and all creation.**

G-5.0103 Secular Organizations

The Presbyterian Church (U.S.A.) at all level seeks to initiate and respond to approaches for conversation and common action with secular organizations and agencies where such approaches show promise of serving the mission of the Church in the world.

G-5.02 RELATIONS WITH OTHER DENOMINATIONS

G-5.0201 Correspondence

In seeking the unity of the Church of Jesus Christ (G-5.0101), the General Assembly may authorize and direct that covenants, agreements, and statements of purpose and intent be developed with other Christian bodies. Such actions, when authorized and approved by the General Assembly, may address, but are not limited to, the mutual recognition of baptism and the orderly exchange of ministers. All councils of this church are encouraged to engage in opportunities to minister together in mutual affirmation and admonition with other Christian bodies.

The General Assembly, through the Office of the General Assembly, shall maintain a relationship of correspondence with the highest council or governing body:

G-5.02–G-5.04*G-5.0201a–G-5.0401*

- a. of those churches with which it has had historical relations outside the United States, as recognized by the General Assembly;
- b. of those churches that are members of the ecumenical bodies in which the Presbyterian Church (U.S.A.) holds membership;
- c. of those churches with which the Presbyterian Church (U.S.A.) has formal ecumenical dialogue approved by the General Assembly.

G-5.0202 Full Communion

The General Assembly of the Presbyterian Church (U.S.A.) is in full communion with those churches so recognized by the General Assembly. Full communion shall include the mutual recognition of baptism and the orderly exchange of ministers, as defined by ecumenical agreement. Councils of this church are encouraged to engage in opportunities to minister together in mutual affirmation and admonition with churches with which the Presbyterian Church (U.S.A.) is in full communion.

G-5.0203 Ecumenical Statements

In seeking the unity of the Church in Jesus Christ (F-1.0302a and G-5.0101), and in addition to the above relations, the Office of the General Assembly shall develop formal agreements and ecumenical statements of understanding with other Christian bodies. Such statements and agreements shall be approved by the General Assembly as guides for shared action, and shall be submitted to the presbyteries for their affirmative or negative votes.

G-5.03 FULL ORGANIC UNION

Full organic union of the Presbyterian Church (U.S.A.) with any other ecclesiastical body shall be effected subject to the following approvals:

- a. the approval of the proposed plan of union by the General Assembly and its recommendation to the presbyteries;
- b. the approval in writing of two-thirds of the presbyteries; and
- c. the approval and consummation by the next General Assembly, or other General Assembly specified in the proposed plan of union.

G-5.04 UNION PRESBYTERIES

A presbytery of the Presbyterian Church (U.S.A.) may unite to form a union presbytery with one or more comparable councils or governing bodies^a, each of which is a member of another Reformed body, with the approval of the synod or comparable council or governing body of which each is a part.

G-5.0401 Constitutional Authority

The union presbytery shall be subject to the constitution of each denomination represented in the union. Wherever the constitutions of the denominations differ, any mandato-

ry provisions of one shall apply in all cases where the others are permissive. Where there are conflicting mandatory provisions, the union presbytery shall overture the highest council or governing body of the denominations involved to resolve the conflict either by authoritative interpretation or by constitutional amendment.

G-5.0402 Plan of Union

A union presbytery shall be created by the adoption of a plan of union by two-thirds vote of each presbytery or governing body that is party to the union. The synod and/or governing body having jurisdiction over each of the uniting bodies shall approve the plan of union.

G-5.05 JOINT CONGREGATIONAL WITNESS

When its strategy for mission requires it, a presbytery may approve the creation of a joint witness between congregations of this denomination and congregations of other Christian churches that recognize Jesus Christ as Lord and Savior, accept the authority of Scripture, and observe the Sacraments of Baptism and the Lord's Supper^b.

a. Such joint witnesses shall be subject to the constitution of each denomination involved. Wherever the constitutions of the denominations differ, the mandatory provisions of one shall apply in all cases when the others are permissive. Wherever there are conflicting mandatory provisions, the congregational council shall petition the next higher councils or governing bodies to resolve the conflict.

b. Such joint witnesses shall be formed according to a plan approved by a two-thirds majority of the members of each of the congregations at duly called meetings of the congregation, and by the presbytery or comparable council or governing body of each church. No provision of a plan for joint witness shall be construed as modifying or amending the Constitution of the Presbyterian Church (U.S.A.).

c. After consultation with the congregation involved in joint witness and the next higher council or governing body of the other denomination involved, a presbytery may receive a congregation from or transfer a congregation to a denomination with which the Presbyterian Church (U.S.A.) is in full communion or correspondence when it determines that the strategy for mission of that congregation is better served by such a transfer (G-3.0303b).

CHAPTER SIX
INTERPRETING AND AMENDING THE CONSTITUTION

G-6.01 REFORM

The Presbyterian Church (U.S.A.) seeks to be “the church reformed, always to be reformed, according to the Word of God” in the power of the Spirit (F-2.02.) In light of this commitment, the following interpretation and amendment procedures are understood as a means to faithfulness.

G-6.02 INTERPRETING THE CONSTITUTION

The General Assembly may provide authoritative interpretation of the *Book of Order*, which shall be binding on the councils of the church when rendered in the manner described in this section or through a decision of the General Assembly Permanent Judicial Commission in a remedial or disciplinary case.

The General Assembly shall elect an Advisory Committee on the Constitution composed of nine persons, teaching elders and ruling elders in numbers as nearly equal as possible. The Stated Clerk of the General Assembly shall be a member *ex officio* without vote. No person who has served on the Advisory Committee on the Constitution for a full term of six years shall be eligible for reelection until four years have elapsed after the expired six-year term. The General Assembly shall provide by its own rule for the qualifications of members of the Advisory Committee on the Constitution.

All questions requiring an interpretation by the General Assembly of the *Book of Order* arising from councils of the church shall be communicated in writing to the Stated Clerk of the General Assembly no later than 120 days prior to the convening of the next session of the General Assembly. The Stated Clerk shall refer all such questions of interpretation to the Advisory Committee on the Constitution, except those pertaining to matters pending before a judicial commission. The Advisory Committee on the Constitution shall communicate its report and recommendations to the next session of the General Assembly, no less than sixty days prior to the General Assembly.

G-6.03 AMENDING THE BOOK OF CONFESSIONS

Amendments to the confessional documents^a of this church may be made only if all the following steps are completed:

- a. The proposal to amend *the Book of Confessions* is approved by the General Assembly for study in the church.
- b. The General Assembly appoints a committee of ruling elders and teaching elders, numbering not fewer than fifteen, of whom not more than two shall be from any one synod, to consider the proposal. This committee shall consult with the committee

G-6.03b–G-6.05

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or council from which the proposal originated. It shall report its findings to the next General Assembly.

c. The next ensuing General Assembly considers the report of the study committee and approves the proposed amendment and recommends it to the presbyteries for vote.

d. The proposed amendment receives the approval in writing of two thirds of the presbyteries.

e. The proposed amendment is approved and enacted by the next ensuing General Assembly following the amendment's receipt of the necessary two-thirds approval of the presbyteries.

G-6.04 AMENDING THE *BOOK OF ORDER*

Amendments to the *Book of Order* shall be made only if all the following steps are completed:

a. All proposals requesting amendment of the *Book of Order* are communicated in writing to the Stated Clerk of the General Assembly no later than 120 days prior to the convening of the next session of the General Assembly.

b. The Stated Clerk shall refer all such proposals to amend the *Book of Order* to the Advisory Committee on the Constitution (G-6.02), which shall examine the proposed amendment for clarity and consistency of language and for compatibility with other provisions of the Constitution of the Presbyterian Church (U.S.A.). At least sixty days prior to the meeting of the General Assembly, the advisory committee shall report its findings to the General Assembly along with its recommendations, which may include an amended version of any proposed constitutional changes as well as advice to accept or decline the proposals referred to the committee. The General Assembly shall not consider any amendment until it has considered the report and any recommendations from the Advisory Committee on the Constitution.

c. The same General Assembly approves the proposal to amend and transmits the proposed amendment to the presbyteries for their vote.

d. Presbyteries shall transmit their votes to the Stated Clerk no later than one year following the adjournment of the assembly transmitting the proposed amendments.

e. The Stated Clerk receives written advice that a proposed amendment to the *Book of Order* has received the affirmative votes of a majority of all the presbyteries. The proposed amendment so approved shall become effective one year following the adjournment of the assembly transmitting the proposed amendment.

G-6.05 EXCEPTIONS

The provisions of G-4.0208 of this Constitution shall not be amended.

G-6.06 AMENDMENTS TO SPECIAL PROVISIONS

The processes for amending the confessional documents and for effecting full organic union (G-5.03) can be amended only by the same method that they prescribe.