

SPECIAL PARISH MEETING MINUTES
JANUARY 14, 2007

Call to Order

At 12:10 PM, The Rev'd Jennifer Pedrick called the meeting to order and offered an opening prayer. The Rev'd Pedrick thanked all who were in attendance. The agenda and resolution information was distributed to all attendees.

Introductions

The Rev'd Pedrick introduced the people at the table and their role in today's meeting.

- Marilyn Fuller, - Clerk of the vestry and member of the name working group.
- The Rev'd Richard Shippee – member of the Merger Exploration Committee; formerly priest in charge of St. Martin's and currently the Associate for Pastoral Care who will serve half time at St. Michael & Grace, for up to six months. His role is to assist all members in the transition.
- The Rev'd Scott Gunn – Assistant to the Rector; has served as the convener of the name working group, convener of the property committee and as a member of the Merger Exploration Committee.
- Edmund C. Bennett – Chancellor of the Diocese; is here today as a representative of the Diocese of RI and as a support to St. Michael & Grace; and will answer any questions with regard to the legal process and to ensure that the actions taken today conform to Rhode Island State laws.
- Linda LeBreux – Sr. Warden of St. Michael & Grace, member of the Merger Exploration Committee who handled much of the leadership of this process.
- Carol Marsland – Sr. Warden of St. Martin's and member of the Merger Exploration Committee.
- The Rev'd Canon Robert Vanderau – Canon to the Ordinary and here today as a representative from the diocese and to encourage and support us in the ministry we are undertaking in this process.

The Rev'd Canon Robert Vanderau brings greetings from the bishop and said that for him personally, it is wonderful to be part of this historic event. This is an opportunity to shine with the radiance of Christ's glory so that He may be worshipped and obeyed.

Explanation of purpose of meeting, resolutions and legal issues

The Rev'd Pedrick spoke on the purpose of the meeting which is to vote on three resolutions. Two of the resolutions require a majority vote as these two resolutions deal with state laws under which we are organized as a non-profit corporation. State laws prevail over our by-laws in these two resolutions. The vote to change the name of the parish cannot be amended and requires a simple majority, because the name of the parish is part of the articles of incorporation and this is governed by State law. We are voting to amend the articles, and this action must first be adopted by the board of directors which in our case is the Vestry. The proposed amendment is then voted on by the members. The third resolution was presented to you in the plan and agreement we approved at our meeting on December 17, 2006. It is an amendment to our by-laws and requires a two-thirds majority.

The Rev'd Pedrick reads the three resolutions.

(1) RESOLVED: That the Certificate of Organization of the Church be amended by changing the name from St. Michael & Grace Church to the following: Church of the Epiphany – East Providence. Majority vote is required.

(2) RESOLVED: That the certain Agreement and Plan of Reorganization between St. Michael & Grace Church, Rumford (the "Church") and St. Martin's Church of Pawtucket as heretofore

approved by the Vestry of the Church and as executed on behalf of the Church by the Senior Warden be, and it hereby is, ratified, adopted and approved. Majority vote is required.

(3) **RESOLVED:** That the By-laws of the Church be amended, effective upon the filing with the Rhode Island Secretary of State of the Articles of Amendment to the Certificate of Organization of St. Martin's Church of Pawtucket as contemplated by the Plan, by amending Article VI, Section I of such By-laws by adding thereto the following as a new clause D:

- D. Commencing with the Annual meeting of the Parish in February, 2007, and continuing until the first Annual meeting after the later of (i) the third anniversary of the date as of which the corporation became the sole member of St. Martin's Church of Pawtucket ("St. Martin's Church") and (ii) the dissolution of St. Martin's Church and the distribution of its net assets to the Parish, to the extent that there are former members of St. Martin's Church who are Parish members and who are willing and able to serve as members of the Vestry, positions on the Vestry shall be filled first from among former members of St. Martin's Church until at least two (2) members of the Vestry are former members of the St. Martin's Church. Any vacancy arising in the two (2) Vestry positions allocated to former members of St. Martin's Church shall be filled by the Vestry from among former members of St. Martin's Church who are Parish members and who are willing and able to serve. A two-thirds majority vote is required.

The Rev'd Pedrick says we are now going to proceed with the business of this meeting.

Marilyn Fuller moves to adopt Resolution #1,

RESOLVED: That the Certificate of Organization of the Church be amended by changing the name from St. Michael & Grace Church to the following: Church of the Epiphany – East Providence.

Susan Murphy seconds the motion.

The Rev'd Pedrick says Resolution #1 is now before us. I recognize Marilyn Fuller to speak to this motion. Marilyn Fuller yields the floor to the Rev'd Scott Gunn.

The Rev'd Gunn speaks on the name process indicating, as convener of the group, it was one of the most difficult actions about the merger. After listening to all opinions at the coffee and conversation meetings, the name working group began to contemplate the reality of a new name. There were concerns about severing a connection to the past. Our clergy heard a number of opinions, made appointments to visit in members' homes, received email and phone calls about the concerns of members of the parish, and about giving up the old name for the future of the church. The name working group listened to all the reasons both for and against a new name however; everyone on the name working group felt called to recommend new names. It was a bold and painful step. At no time did we hear St. Martin's demand that we change our name. Also, the name working group was not puppets of the rector as her favorite name was not included in the final recommendation. The step that we are proposing is not unprecedented in the life of our diocese. St. Martin's in Providence is the result of a merger of two parishes with two different names and they adopted a new name. The Rev'd Gunn yields the floor to George Kolb.

George Kolb spoke about his family's journey searching for a new church and his experience as a member of the name working group. He shares how he and his family arrived at worshiping at St. Michael & Grace and the awesome welcome they received from members of St. Michael & Grace. While searching for a new church, God has led George and his family to worship at a church right across the street from their home, even after attending other churches in the area. George says what is most important about today is advancing the kingdom of God and bringing

others to Christ, and that our faith in Christ and our church is not always meant to be comfortable. God wants us to reach out and get us out of our comfort zone; to grow and develop. George says when I was asked to serve on the name working group, I discovered it was a thoughtful group and in the end we recommended two names to the merger committee

The name working group and the merger committee met together and discussed the importance of a name that is where we are going, and that it is God who is guiding us. The word "epiphany" comes from a great word "manifestation" and it is about the journey. George's personal feeling is that God has been manifested through the leadership of St. Michael & Grace. The changing of our name is a sacrifice however; there are incredible rewards to serving in a unified, passionate church. George closed his presentation with a blessing for all.

Following George's presentation, the Rev'd Pedrick advised that in order to ensure that we hear all viewpoints, we will alternate speakers for and against the motion and we will entertain questions. Please wait to be recognized by the chair and introduce yourself before speaking. The Rev'd Pedrick asks "Is there anyone who has a question or who would like to speak against the motion?"

Al Hutchinson asks "How do you plan to vote?"

The Rev'd Pedrick replies "Initially we'll take a voice vote and then we will count hands."

Sally Erskine said "I have a concern with this. Reconciliation is one of the most important things that will take place. Can we vote by paper?"

Sally Erskine makes a motion that we have a paper ballot for this vote.
Al Hutchinson seconds the motion.

The Rev'd Pedrick asks for the motion to be voted on by voice vote. The nays outweigh the ayes and the motion for a paper ballot is not passed. The Rev'd Pedrick says we will now go to voice vote on the original motion.

The Rev'd Pedrick says all in favor of the motion please say aye. All opposed, please say nay.

The Rev'd Pedrick says the ayes have it and the resolution has been adopted. We are now moving to the 2nd resolution.

Cliff Moore asks "The resolution requires a majority vote. Was there a majority with the voice vote?"

The Rev'd Pedrick said she heard the majority was in favor.

After further discussion with Ed Bennett, Rev'd Pedrick says she would like to go back and make it absolutely clear about the vote for Resolution #1. .

The Rev'd Pedrick has decided to go back to Resolution #1 and take a hand count. Some of the people who voted by voice have left. It is stated that we should bring those individuals back to the meeting for the hand count.

Gerry McAvoy moves to hold the hand vote and then close the vote, per Robert's Rules of Order. Mike Seger seconds the motion.

The motion for Resolution #1 is read again by Marilyn Fuller.

The Rev'd Pedrick says "all in favor of the motion please signify this by raising your hand." The Rev'd Gunn and the Rev'd Shippee count the votes and record the number on paper. There are 68 in favor of the motion.

The Rev'd Pedrick says "all those who are opposed, please signify this by raising your hand." The Rev'd Gunn and the Rev'd Shippee count the votes and record the number on paper. There are 23 opposed. Resolution #1 has been adopted. The Rev'd Pedrick says we are now moving to the 2nd resolution.

Linda LeBreux moves to adopt Resolution #2:

RESOLVED: That the certain Agreement and Plan of Reorganization between St. Michael & Grace Church, Rumford (the "Church") and St. Martin's Church of Pawtucket as heretofore approved by the Vestry of the Church and as executed on behalf of the Church by the Senior Warden be, and it hereby is, ratified, adopted and approved.

Beverly Fairhurst seconds the motion.

The Rev'd Pedrick says Resolution #2 is now before us. I recognize Linda LeBreux to speak to this motion.

Linda LeBreux says that this agreement was approved by the members of the parish on December 17, 2006, and permission was given to make minor changes. Two amendments were made and they are Section 4.7 and 4.8 in the agreement.

Linda LeBreux reads Sections 4.7 and 4.8 as stated in the Agreement and Plan of Reorganization.

Section 4.7 Uses and Compensation of Secretary. The parties acknowledge that St. Martin's intends to employ its long-time secretary, Ruth Drolet, through the end of January, 2007. SM&G agrees to employ Ruth on an at-will basis thereafter for so long as her services are deemed necessary by the Rector of SM&G and, following the termination of her employment with SM&G, to continue her salary for a period of 6 months. Based on her current rate of compensation, such salary continuation payments shall equal \$6,032.52.

Section 4.8. St. Martin's Fund. At such time as the distribution to SM&G of its proportionate share of the assets of St. Martin's occurs, 25% of the net assets so distributed shall be set aside and held by SM&G in a fund known as the St. Martin's Endowment Fund. Such fund shall be managed and disposed of by the Endowment Committee of SM&G and the income and principal thereof shall be available for the general uses and purposes of SM&G; *provided, however,* that, in the absence of a bona fide parish emergency, as determined by the Endowment Committee and approved by 2/3 of the members of the Board of Directors of SM&G present at a meeting held for such purpose at which a quorum is present, the principal of such fund shall not be disbursed, and the income of such fund shall be used only for charitable and/or scholarship purposes. As used herein, the term "net assets" means the assets distributed to SM&G after payment from such assets or reimbursement to SM&G of all costs incurred by the parties in connection with the transactions contemplated hereby, including those itemized in Section 5 below.

Commencing with the annual meeting of SM&G in February, 2007, the Endowment Committee of SM&G will include at least 2 former members of St. Martin's, assuming that such members are willing and able to serve, until the fifth (5th) anniversary of the date on which the net assets of St. Martin's are distributed to SM&G.

Promptly following the Effective Time, the Board of Directors of SM&G shall meet and adopt resolutions as follows: (i) recommending that the Bylaws of SM&G be amended to meet the requirements of this Section 4.8; and (ii) directing that the proposed amendments be submitted to a vote at a special meeting of the members of the SM&G.

After the sections have been read, Linda states the proposed amendment will be voted on at the annual meeting on February 11, 2007. The final plan and agreement has been signed by Carol Marsland, St. Martin's Sr. Warden, and Linda LeBreux, St. Michael & Grace Sr. Warden, and that the Standing Committee of the diocese has authorized the articles of incorporation of St. Martin's so that St. Michael & Grace will become the sole member of St. Martin's.

Linda LeBreux recommends adoption of this resolution.

The Rev'd Pedrick asks for questions or for anyone who would like to speak against the motion.

Eunice Tuckerman asks "Why do they have a special endowment fund?"

The Rev'd Pedrick replies "St. Martin's has a fund set aside particularly for scholarship and outreach ministries."

Eunice Tuckerman asks "Is it restricted to interest?"

Linda LeBreux replies "The income only from the fund is to be distributed."

Eunice Tuckerman asks "Who determines an emergency?"

Linda LeBreux replies "The endowment committee and the vestry."

Janet Heberlein asks "Are you referring to St. Michael & Grace's endowment fund?"

Linda LeBreux replies "Our by-laws specify that we have an endowment committee who oversees the endowment funds of St. Michael & Grace. Rather than have a separate committee for St. Martin's, we are using the same endowment committee structure to oversee all endowment funds. As openings become available on the endowment committee, two members of St. Martin's will be seated on the endowment committee."

Janice Johnson asks "What happens to St. Michael's endowment fund?"

The Rev'd Pedrick replies "We have no plans to change the name of the endowments, and that only for a period of 5 years, do we need to include people from St. Martin's to sit on the endowment committee."

Charlene Underhill says "It states here that the principal thereof shall be available for the general uses and purposes of the church. It really doesn't say anything about emergencies. I really don't like to see the word principal because it causes problems."

Ed Bennett replies "It does say principal and income is available, however, it is generally termed as a restricted fund, and the money is coming from the assets of the sale of St. Martins."

The Rev'd Pedrick asked if there are any other questions.

Janet Heberlein asks "Getting back to the endowment committee, how many are on the committee?"

Linda LeBreux replies "There are 5 members. They are the Sr. Warden, Treasurer, and 3 members of the parish who are voted on the committee."

Janet Heberlein asks "You are saying that people from St. Martin's are going to get the seats first? I question this structure because of St. Michael & Grace's endowment funds."

Linda LeBreux replies "Yes, people from St. Martin's will get the first two seats, but only for a period of 5 years."

Lori Miranda asks "Why are we starting out with two separate endowment funds? If we are truly united then shouldn't the endowment fund be the Church of Epiphany?"

The Rev'd Pedrick replies "We are not going to rename all of our endowment funds, especially our long-standing funds."

Ed Bennet replies "You are going to add a small part of the proceeds with the name of St. Martin's on it. The name of the endowment committee will become Epiphany Endowment Committee and two of the people that will be on this committee will be from St. Martin's for a period of 5 years."

Lori Miranda asks "Is the name St. Michael & Grace staying the same?"

The Rev'd Gunn replies "Part of our desire is to recommend a new name and we also have a desire to stay connected to the past. The St. Martin's fund is a way to honor the past. The street outside is still St. Michael. The hope is that we have lots of things around here to remind us of the past so that going forward we can remember where we are from."

Lori Miranda asks "There are all different endowments and are they are going to keep their names as well as the current endowment that is St. Michael & Grace?"

Linda LeBreux replies "The endowment we currently have we hope will remain St. Michael & Grace and that moving forward the name St. Michael & Grace could remain the same, but we have not had that conversation yet."

Isabel Killam asks "Can a motion be made today to call our endowment fund St. Michael & Grace?"

The Rev'd Pedrick replies "We cannot do this today, however, we can do this at our annual meeting."

Janet Heberlein asks "Our endowment fund has been a heated discussion in the past with concern about how we are going to handle it. Is it possible to make a motion that a separate endowment committee for St. Martin be created, and St. Michael & Grace retaining its own endowment committee?"

The Rev'd Pedrick replies "After a period of 5 years this is not going to be a concern as we no longer have to count who you are and where you come from. Two separate endowment committees would serve to permanently separate us."

Ed Bennett says "The resolution on the floor is only to agree and not on how to handle the endowment fund specifically. Your vestry has that responsibility."

Eunice Tuckerman asks "What happens to the other 75% of the assets?"

The Rev'd Pedrick replies "We don't know yet. The building has not sold yet and the diocese has not decided on a policy."

Gery Cunha asks "Is the full name, Church of the Epiphany – East Providence, going to be on the sign out front of the church?"

The Rev'd Pedrick replies "This question does not refer to the resolution on the floor."

Phil Campbell calls the question. The Rev'd Pedrick says "all in favor of ending debate and voting now please say aye. All opposed, nay. No one is opposed. It is time to vote on resolution #2."

The Rev'd Pedrick says "all in favor of the motion, please say aye. All opposed, please say nay. The ayes have it. Resolution #2 has passed."

Resolution #2 has been adopted.

Carol Marsland moves to adopt resolution #3.

RESOLVED: That the By-laws of the Church be amended, effective upon the filing with the Rhode Island Secretary of State of the Articles of Amendment to the Certificate of Organization of St. Martin's Church of Pawtucket as contemplated by the Plan, by amending Article VI, Section I of such By-laws by adding thereto the following as a new clause D:

D. Commending with the Annual meeting of the Parish in February, 2007, and continuing until the first Annual meeting the later of (i) the third anniversary of the date as of which the corporation became the sole member of St. Martin's Church of Pawtucket ("St. Martin's Church") and (ii) the dissolution of St. Martin's Church and the distribution of its net assets to the Parish, to the extent that there are former members of St. Martin's Church who are Parish members and who are willing and able to serve as members of the Vestry, positions on the Vestry shall be filled first from among former members of St. Martin's Church until at least two (2) members of the Vestry are former members of the St. Martin's Church. Any vacancy arising in the two (2) Vestry positions allocated to former members of St. Martin's Church shall be filled by the Vestry from among former members of St. Martin's Church who are Parish members and who are willing and able to serve.

The motion is seconded by Beverly Fairhurst.

The Rev'd Pedrick says Resolution #3 is now before us. I recognize Carol Marsland to speak to this motion.

Carol Marsland says this was presented in the plan and agreement adopted at the parish meeting of St. Michael & Grace on December 17, 2006. It was listed as Exhibit C in the plan and agreement.

Carol Marsland says "I recommend the resolution."

The Rev'd Pedrick asks for questions or anyone who would like to speak against the motion.

The Rev'd Pedrick says "all in favor of the motion please signify this by saying aye. Anyone opposed, please say nay."

The ayes are unanimous. Resolution #3 is adopted.

Closing Announcements/remarks

The Rev'd Pedrick thanks everyone for being here. She especially thanks Ed Bennett and Robert Vanderau for their support and assistance throughout the merger process...

The following announcements are made by The Rev'd Pedrick:

-- Come to worship on January 20, 2007, at 4pm, beginning at St. Martin's, ending at St. Michael & Grace, followed by a welcoming reception

-- Proposed By-law amendment to be voted upon at the annual meeting February 11, 2007; copies available today.

Closing Prayer

The Rev'd Pedrick requests that all stand and pray together the Lord's Prayer.

Meeting adjourned at 1:12 pm.
Respectfully submitted,
Marilyn Fuller, Clerk