

SPECIAL VESTRY MEETING MINUTES
JANUARY 10, 2007

PRESENT: The Rev'd Jennifer Pedrick, The Rev'd Scott Gunn, The Rev'd Richard Shippee, Linda LeBreux, Carolyn McDonough, Bob Bergstrand, Janice Fagan, Marilyn Fuller, Richard Messier, Mike Seger, and Virginia Rocha

ABSENT: Michelle Callahan, Bill Dench, Susan Hawryluk, Bonnie Wright

GUESTS:

At 6:05pm, The Rev'd Jennifer Pedrick opened the meeting with a prayer, followed by introductions of everyone. It was agreed that the vestry would have dinner first before proceeding to business.

Updates Since Our Last Meeting

Standing Committee:

The Rev'd Jennifer Pedrick, The Rev'd Richard Shippee, Carol Marsland, St. Martin's Sr. Warden, and Linda LeBreux, St. Michael & Grace St. Warden, went before the Standing Committee regarding the resolutions shown below.

Resolutions of the Standing Committee of the Diocese of Rhode Island passed on January 9, 2007, concerning St. Martin's, Pawtucket, and St. Michael & Grace, Rumford.

Resolved: The Standing Committee authorizes the amendment of the articles of incorporation of St. Martin's, Pawtucket, so that St. Michael & Grace, Rumford, will become the single member of St. Martin's.

Resolved: The Standing Committee amends our prior resolution of September 12, 2006, and authorizes St. Martin's, Pawtucket, to proceed with a lower sale price of the church buildings, real estate, and assets for not less than \$1 million.

The resolution of September 12, 2006 read:

Resolved: The Standing Committee authorizes St. Martin's, Pawtucket, to proceed with the sale of the church buildings, real estate, and assets for not less than \$2 million. Should an agreed-upon price approach \$2 million the Wardens are asked to so advise the Standing Committee.

Richard Messier reported there is another interested party, a church, in addition to the YMCA of Pawtucket. This second interested party has sent a letter of intent. It was also reported that the Diocesan Council will be addressing the taxation issue and making a recommendation

Steve McGrath stated that additional insurance expenses of possibly \$10,000 will be forthcoming. The Rev'd Pedrick said she will be discussing the issue of expenses related to the merger with the bishop. Linda LeBreux referred to the Agreement and Plan of Reorganization, Section 5, Approvals, where it states that St. Michael & Grace will be reimbursed for any additional expenses related to the merger.

Our lawyers are looking into the legal ramifications regarding the parcel of land the church is on. It was noted that in 1920, Potter Machine Corporation donated the land and asked that it be used for church property only. Richard Messier was asked to follow up with our legal counsel for clarification of this issue.

Name Report

The Rev'd Pedrick stated the Name Report was sent out with a cover letter. Feedback has been somewhat quiet.

The vote for this Sunday's upcoming special parish meeting on January 14th of the name change will require a majority vote. The Rev'd Pedrick stated that Rhode Island law prevails over our by-laws because we are amending the articles of incorporation. Bob Bergstrand stated that it is important that parish members understand the reasons why there is no option to amend.

The question was asked as to who is eligible to vote. St. Michael & Grace's by-laws state someone is eligible to vote if he/she is "a communicant in good standing." A task for the vestry in the next year is to define more specifically the requirements for eligibility.

Final agreement has been signed

The Agreement and Plan of Reorganization has been signed by Sr. Warden Carol Marsland and Sr. Warden Linda LeBreux.

Resolutions to be voted on Sunday, January 14th

- Vote on Name
- Vote on Final Agreement
- Vote on by-law change to include vestry members from St. Martin's

The first two resolutions require a majority vote under Rhode Island state law. The third resolution requires a two-thirds majority according to St. Michael & Grace's by-laws. Steve McGrath asked why we don't need a simple majority vote for the third resolution. The Rev'd Pedrick will ask our lawyers for clarification.

The Rev'd Pedrick stated that a vote on a by-law change with regard to the Endowment Committee will take place at the Annual Meeting on Sunday, February 11, 2007.

At 8:05 pm, Linda Lebreux offered a closing prayer.

Respectfully submitted,
Marilyn J. Fuller, Clerk