

November 19, 2019
St. Paul's Episcopal Church
Manhattan, Kansas
Vestry Minutes
7:00 p.m.

Present: Father Patrick, Deb Lamb (senior warden), Betsy Barrett, Marian Fuller, Phil Ryan, Katie Dempsey, Landon Leiker, Mary Vanier and Rebecca Burton (secretary).

Absent: Joe Barbercheck, Yvonne Amanor-Boadu, and Candie White

In conjunction with our contemplation of the Dwelling on the Word, this month, the meeting began with two groups of 4 vestry members, exploring the neighborhood around the church for about 40 minutes. Each group reported what they observed and shared their perspectives on it. One member felt this was a wonderful opportunity to explore and learn more about our neighborhoods.

October Vestry Minutes. Phil moved to approve; Katie seconded. It was unanimously approved.

Then the vestry broke into the sub-committees to discuss on-going and new business.

Sub-committee reports:

Administration: The treasurer's report was reviewed. Nothing outstanding. Moved on to the Stewardship report with a focus on anonymous historic-giving pledges. While the number of pledging units were down, the total amount pledged thus far is higher than where we were at the same time last year. There was no other discussion. Mary moved to approve the report of the Administration Committee; Phil seconded it. It was approved unanimously.

Buildings & Grounds: Upon reflection of the various snow-removal business options available, chose to go with Deep Roots again, since they had the best offer. The other topic of discussion was the Poyntz Avenue/ 6th Street Storm Sewer Project and the Pierre and Juliette Waterline improvements that might affect St. Paul's. Since the area around St. Paul's will be construction from May – August, the vestry did not feel it would have an extremely deleterious effect. Betsy moved to accept the report of the Buildings committee. Mary seconded. It was approved unanimously.

Mission & Ministry: Fr. Patrick invited the subcommittee to begin brainstorming how newcomer follow-up (what happens after a first visit) would be handled during and after his sabbatical. The current system is heavily focused on the Rector's leadership. The group suggested that the newcomer cards be revised and redesigned with encouragement to the visitors to fill it out completely. It was further suggested that a group of 2-3 parishioners from each service, intentionally identified, reached out with a welcome gift. Then a member of the welcome committee would reach out personally and invite them to events, offer to pick them

up, etc. Another idea shared was to have an informational mini-brochure that high-lights different activities and ministry opportunities at St. Paul's.

The subcommittee will work on identifying and recruiting potential members of a Welcome Committee. Landon moved to accept the sub-committee report. Phil seconded it. It was approved unanimously.

Rector's Report: Father Patrick shared his on-going personal care and then highlighted his upcoming-church work and the upcoming calendar of Church events, which is available on Google Drive.

Mission Focus:

2020 Budget: Father shared a budget worksheet which included actual spending since 2015. The vestry did not discuss the budget in detail as other matters were more urgent. The Finance Committee will bring a draft budget to the Vestry in December.

Restatement of St. Paul's Articles of Incorporation: Fr. Patrick introduced the need for the vestry to update the church's articles of incorporation. The original Articles were created on June 7, 1911, but the historical document has been difficult to procure. Since 1911, the parish has made regular annual filings to the Kansas Secretary of State to maintain its status as a Corporation but having a set of Articles duly adopted by the Vestry is a good idea.

Fr. Patrick consulted with the Chancellor of the Diocese, Frank Taylor, and got a template for a modern Articles. He submitted the Articles to Bishop Bascom by email on Tuesday, November 19, 2019 and she gave her approval "If the Chancellor has reviewed and okayed all... then I approve."

Mary moved that, in accordance with K.S.A. 17-6605, the Articles of Incorporation of St. Paul's Protestant Episcopal Church be Amended and Restated as follows:

**ARTICLES OF INCORPORATION
OF
ST. PAUL'S PROTESTANT EPISCOPAL CHURCH**

ST. PAUL'S PROTESTANT EPISCOPAL CHURCH is a corporation not for profit under the general corporation code of the State of Kansas and acts amendatory thereof and supplementary thereto pursuant to Articles of Incorporation filed with the Secretary of State of the State of Kansas on June 7, 1911.

ARTICLE FIRST

The name of this Corporation is ST. PAUL'S PROTESTANT EPISCOPAL CHURCH.

ARTICLE SECOND

The location of this Corporation's registered office is 601 Poyntz Avenue, Manhattan, Kansas 66502. The name of its registered agent at that location is St. Paul's Protestant Episcopal Church.

ARTICLE THIRD

This Corporation is organized not for profit, and the purposes for which it is formed are:

To maintain and operate an Episcopal Church for religious, public worship, benevolent, charitable, educational and missionary purposes, and activities necessary or incident thereto, at all times recognizing the authority of and acceding to the Constitution and Canons of the Episcopal Diocese of Kansas, Inc. of The Protestant Episcopal Church in the United States of America (otherwise known as The Episcopal Church) and the Constitution, Canons, doctrine, discipline and worship of The Episcopal Church; to acquire, hold, pledge, mortgage, and sell, convey and dispose of both real and personal property; to act as trustees of any funds turned over to this Corporation to be used to forward, advance, carry out or implement the foregoing purposes, and, to the extent consistent herewith, to perform any other act permissible for a not-for-profit corporation, organized under the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE FOURTH

This Corporation shall be organized and exist perpetually.

ARTICLE FIFTH

This Corporation shall be governed by a Board of Directors called the Vestry. The Vestry shall consist of the rector, if there be one, and no fewer than seven Vestry Members, including one Senior Warden and one Junior Warden. The number of Vestry Members, at any time, their qualifications, and their terms of offices shall be determined by the Bylaws of this Corporation; provided, however, that the Bishop of Kansas acting as Rector may specify a Vestry of fewer than seven persons during any period that the Corporation is inactive in Manhattan, Kansas.

The name and residence address of each person who is to serve as a director (a member of the Vestry) until the next annual meeting after St. PAUL'S PROTESTANT EPISCOPAL CHURCH after these Amended and Restated Articles of Incorporation are filed with the Secretary of State of the State of Kansas, or until a successor is elected and qualified is as follows:

<i>Name</i>	<i>Address</i>
<i>Aidan Funston</i>	<i>528 Northfield Road, Manhattan, KS 66502</i>
<i>Debra Lamb</i>	<i>3014 Sunnyside Drive, Manhattan, KS 66502</i>
<i>Candace White</i>	<i>1709 Kings Road, Manhattan, KS 66503</i>
<i>Mary Vanier</i>	<i>2711 Rangeview Lane, Manhattan, KS 66503</i>
<i>Yvonne Amanor-Boadu</i>	<i>4104 Lindsey Drive, Manhattan, KS 66502</i>
<i>Marian Fuller</i>	<i>1800 Kingwood Drive, Manhattan, KS 66502</i>

Katherine Dempsey
Elizabeth Barrett
Joseph Barbercheck
Phillip Ryan
Landon Leiker

3025 Payne Drive, Manhattan, KS 66503
1208 Hudson, Manhattan, KS 66503
1101 Lockenshire Circle, Manhattan, KS 66503
1825 Alabama Lane, Manhattan, KS 66502
1604 Green Valley Circle, Manhattan, KS 66502

ARTICLE SIXTH

This Corporation shall have no authority to issue capital stock or shares.

ARTICLE SEVENTH

Conditions of membership and the right of members to vote shall be as set forth in the Bylaws of this Corporation.

ARTICLE EIGHTH

No member, director or Vestry member of this Corporation shall in any event be liable for the payment of the debts or other obligations of this Corporation.

ARTICLE NINTH

The corporation shall indemnify to the full extent authorized and permitted by the Bylaws of the Corporation and by the laws of the State of Kansas, as now in effect or as hereafter amended, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that that person is or was a director, officer, committee member, employee or agent of the corporation or serves any other enterprise as such at the request of the corporation.

The foregoing right of indemnification shall not be deemed exclusive of any other rights as to which such persons may be entitled apart from this Article Ninth. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, executors and legal representatives of such a person.

ARTICLE TENTH

If this Corporation ceases to be self-sufficient, the Vestry, upon direction of the Bishop, with the advice and consent of the Counsel of Trustees of the Episcopal Diocese of Kansas, Inc. acting as the Standing Committee of the Diocese, agrees to and will take the necessary steps to effect the dissolution of this Corporation in accordance with the laws of the State of Kansas. In the case of such dissolution, title to all property of this Corporation, both real and personal, shall

pass and be transferred and conveyed to the Episcopal Diocese of Kansas, Inc., a Kansas corporation.

If the Bishop of the aforementioned Diocese, with the advice and consent of the aforementioned Standing Committee, directs that this Parish merge with one or more other Parishes in the said Diocese, the Vestry agrees to and will take such steps as are necessary to effect such merger in accordance with the laws of the State of Kansas. In the event of such merger, title to the real property then held by this Corporation may vest in the Parish resulting from and created by such merger.

IN WITNESS WHEREOF, the undersigned president of the Corporation has signed and the undersigned secretary of the Corporation has attested, both under penalties of perjury, that the facts heretofore stated are true and have hereunto subscribed their names this Nineteenth day of November, 2019.

AND FURTHER, that Fr. Patrick sign as President and Yvonne Amanor-Boadu sign as secretary and that such signatures be acknowledged before a Notary Public.

AND FURTHER, that such amended and restated Articles be sent to the Kansas Secretary of State as soon as possible.

Landon seconded the motion. It passed unanimously.

Executive Session: At 8:55pm, Fr. Patrick thanked Rebecca for her service as secretary of the meeting and called the vestry into Executive Session. Rebecca left the meeting.

At 9:15pm, Fr. Patrick called the vestry out of Executive Session. Fr. Patrick kept the minutes after the Executive Session.

Episcopal Church Lay Defined Contribution Retirement Plan: Phil moved that St. Paul's immediately file amendment of St. Paul's Lay Employee Defined Contribution Retirement Plan (after: "Lay DC Plan") such that Rebecca Burton becomes contact person and the Plan reflect the requirement of a 5% base and 4% match for qualifying employees.

AND FURTHER, that St. Paul's encourage Rebecca to file an application to join the Lay DC Plan as a qualified lay employee.

AND FURTHER, that St. Paul's submit to the Church Pension Fund a record of Rebecca's gross pay since hire and request a Gain/Loss Report to calculate owed assessment of back-contribution; paying that amount as soon as feasible.

AND FURTHER, that St. Paul's communicate the above to Varney's to begin withholding and assessment with November 30, 2019 paychecks.

AND FURTHER, that the Vestry anticipate the 5% base and 4% match contribution for qualified Lay Employees in future budgets.

Betsy seconded the motion. It passed unanimously.

Fr. Patrick, echoing the voice of the Treasurer, reminded the vestry that the error here was one directly pointed at the lack of an employee handbook or standardized hiring process and policy for St. Paul's and that such documents should be soon created. Fr. Patrick as requested copies of such from colleagues in the church.

Fr. Patrick closed the meeting with prayer. The meeting adjourned at 9:20pm.