

Dear Synod Commissioners,

At our January 28-29 meeting of the Board of Trustees, a proposal was brought forward to amend both our Bylaws and Articles of Incorporation. The purpose of these amendments was to add to the diversity of our board by opening a new trustee position for a young adult.

Amending our bylaws simply required a majority vote of all trustees. That vote passed unanimously.

The procedure for amending our Articles of Incorporation includes the wording, "These Articles of Incorporation may not be amended without approval of the Synod at a Stated or special meeting with notice of any proposed change mailed or submitted electronically to such Commissioners at least ten (10) calendar days prior to such meeting." The Massanetta Board voted to request the following amendments to the Articles of Incorporation be approved by The Synod of the Mid-Atlantic with sixteen (16) "Yes" votes, zero (0) "No" votes, and one abstention. I am now forwarding the formal request to you per the wording above.

Included in this packet are both the wording change in our bylaws (for informational purposes), and the proposed amendments to our articles of incorporation for your review and hopefully your approval. The wording in red is where language has been added or deleted. I have also included Rev. John Weicher's original rationale for bringing the proposal to the Board of Trustees. If you have any questions about the proposed changes, please be in touch with me. I'll be happy to assist in any way I can. Thank you.

In Christ,

Clayton Rascoe
Executive Director
Secretary/Treasurer of the Board of Trustees
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Trustee Rev. John Weicher proposes the following amendments to the bylaws of Massanetta Springs, Inc.

Article VIII, Section Two -

Current Language - "The number of the members on the Board of Trustees shall be ~~seventeen (17)~~ eighteen (18)."

AND

Section Three –

No trustee shall serve more than two full successive terms but can be re-elected after one year off the board. Exceptions would be those persons listed in Article VII, Sections (c) and (d) of the Articles of Incorporation.

And the following amendments to the Amended Articles of Incorporation of Massanetta Springs, Inc.

Article VIII

(b) The number of members on the Board of Trustees shall be fixed by the Bylaws but shall be no more than ~~seventeen (17)~~. Eighteen (18)-In the absence of a Bylaw provision fixing the number of trustees, the number shall be ~~seventeen (17)~~.eighteen (18).

(c) The Executive/Stated Clerk of the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.), an unincorporated association (the "Synod"), and the President of the Friends of Massanetta, a Virginia unincorporated association, shall be voting members of the Board and shall serve for terms of one year. Should the Synod cease to exist, the presbyteries within the Mid-Atlantic region shall provide for a process that leads to the election of one of their Executive Presbyters and/or Stated Clerks to serve as stated above.

(d) One Trustee between the ages of eighteen – twenty-four (18-24) when initially elected shall be elected to a two year term. The term may be renewed two (2) times. The Trustee may not serve more than three (3) terms in this position , but can be re-elected to another position on the board after one year off the board. Persons eighteen to twenty-four (18-24) are also eligible for any other Trustee position.

(de) The remaining Trustees shall be elected by the incumbent Board of Trustees with diligent effort to secure representation from the presbyteries in the Mid-Atlantic region. The terms of all Trustees other than those identified in subsection (c) of the Article shall be three (3) years or until their successors have been duly elected.

(ef) By a majority vote of the whole number of directors then serving, the Board of Trustees shall have the right to expel any trustee with or without cause.

(fg) In the event of a vacancy on the Board of Trustees (other than the vacancy of the seat of a trustee described in paragraph (c) above), the Board of Trustees may appoint a new trustee to fill the vacancy for the unexpired term of the previous trustee.

Rationale from Rev. Weicher

The reasons the board needs such a member:

1. To harness the gifts, skills, energy, and wisdom of a person who dearly loves Massanetta.
2. To include in the leadership of Massanetta a young adult, who will help the ministry and mission of Massanetta remain relevant to new generations of God's children. Like any board member, a young adult board member can contribute mightily and faithfully in the proper context.
 - a. By virtue of being a former enabler at the middle school conference, or by having another meaningful connection to Massanetta Springs, this board member is already pre-selected for leadership qualities and church involvement, trained in the same, and connected to a large network of other Presbyterians and church leaders in their generation.
3. To help ensure a diversity of age and type of connection to Massanetta among its board members.
4. To provide the board with an access point into youth and young adult culture to help in its work of programming, communication, and fundraising, among others.

This position would in no way be a "junior" or "token" board member, but would have all of the rights and responsibilities of all of the other board members. That said, the terms of service should be adapted to fit the distinctive stages of life that are college and young adulthood. This could easily begin during one's freshman year of college and run just beyond graduation. Just like any other board member, they need not be renewed after the first term if circumstances warrant. The nomination process could easily fit into the current cycle.

Note from Secretary of the Board for voting on this proposal:

The Bylaws:

As information, approval of this proposal would change the quorum needed for board action at a stated board meeting from nine Trustees to ten. Article VII, Section Nine states "A quorum of the Board of Trustees shall consist of a majority of the number of trustees on the board." With eighteen members, we would then need ten trustees to meet the "majority" requirement. The Executive Committee still retains the power to act between board meetings.