

## **Resolutions**

**by the Members of**

**West Valley Presbyterian Church**

### ***[Size and Constitution of the Session and Board of Directors]***

WHEREAS, Article III, Sections 1 and 2, of the Bylaws state that the Board of Directors of WVPC shall consist of at least ten (10) Elders, who shall be all the Elders currently serving on Session (the “Session Elders”); and

WHEREAS, only four (4) Elders currently serve as Session Elders; and

WHEREAS, the members of WVPC (the “Congregation”) have not voted to elect additional Session Elders as required by Article IV, Section 1 of the Bylaws; and

WHEREAS, the Session Elders believe that, by not voting to elect additional Session Elders, the Congregation has effectively amended the Bylaws to permit the Board of Directors to consist of at least four (4) members and, therefore, the Board of Directors is duly constituted; and

WHEREAS, the Session Elders wish to confirm that belief with the Congregation; and

WHEREAS, the Session Elders wish to ensure that the Bylaws contain a mechanism for the Board of Directors and the Congregation to appoint or replace Session Elders as needed; and

WHEREAS, following discussion, the Session Elders have determined the following resolution to be in the best interests of WVPC and its members, and wish to recommend it to the Congregation for approval;

NOW, THEREFORE, BE IT RESOLVED, that the members of WVPC hereby approve the following resolution:

RESOLUTION ONE: Article III, Section 1 of the Bylaws is amended to read in its entirety:

“There shall be at least four (4) Elders on the Session, or such greater number as may be chosen by the members of the Congregation from time to time. In the event an Elder on the Session vacates his or her term before it is completed, the remaining Elders may elect an Elder to the Session to serve the remainder of the term so vacated. The Congregation may call a meeting at any time to increase the number of Elders on the Session, to appoint Elders to the Session, or to replace Elders on the Session by delivering to the Session Elders at the Church address a written request for such a meeting signed by not less than ten (10) percent of the membership as of December 31<sup>st</sup> of the preceding year, and the Session Elders shall cause such meeting to be held as soon as practicable thereafter.”

***[Reelection of Session Elders]***

WHEREAS, Article VII, Section 2 of the Bylaws sets forth the procedures under which a Nominating Department is to be constituted and nominations for Elders may be presented by the Nominating Department to the Congregation for vote; and

WHEREAS, the Congregation has not constituted a Nominating Department that has presented nominations for Elders; and

WHEREAS, the Session Elders believe that, by not constituting a Nominating Department that has presented nominations for Elders, the Congregation has effectively approved the nomination of the Session Elders for reelection; and

WHEREAS, the Session Elders wish to confirm that belief with the Congregation; and

WHEREAS, following discussion, the Session Elders have determined the following resolution to be in the best interests of WVPC and its members, and wish to recommend it to the Congregation for approval;

NOW, THEREFORE, BE IT RESOLVED, that the members of WVPC hereby approve the following resolution:

RESOLUTION TWO: The following Session Elders are each reelected for a term of three (3) years pursuant to III, Section 1-a, first sentence of the Bylaws, and any provision to the contrary in the Bylaws is hereby waived with respect to this election:

Frank Lemmon

Brenda Gips

Terri Dias

Jeffrey Stanish

***[Omnibus Resolutions]***

RESOLVED, any action taken to cause Resolution One and Resolution Two to be put before the Congregation for a vote as soon as practicable is ratified, confirmed, adopted and approved.

RESOLVED, any action taken by the Session Elders in furtherance of the foregoing resolutions is ratified, confirmed, adopted and approved.

RESOLVED, any officer of WVPC is authorized and empowered to take any action and sign any document or instrument that such officer shall deem necessary or desirable to effect the purposes of the foregoing resolutions.