

**Burke Community Church**  
**Council of Elders Meeting Minutes**  
**October 8, 2018, 6:30 p.m.**  
**Discussion Leader: Richard Dick**

**Attendees:**

Bob Ashton (Elder), Darren Brown (Pastor), Richard Dick (Elder), Dave DuHadway (Elder), Gordon Kesting (Elder), Allen Miller (Elder), Joe Terry (Elder)

The meeting opened with prayer at 6:45 p.m.

**I. Business**

<b>Discussion Lead</b>	<b>Topic</b>
Council	Approve minutes of September 24, 2018 meeting
Governance Subcommittee	Review extant draft of new constitution; Pastor Darren and Dave brief Council on telecon with BCC lawyer
Richard Dick	Consider candidates for 2019 Elder Nominating Committee
Richard Dick	Consider elder candidates
Pastor Darren	Update Council on staff planning for 2019 budget and ministry plan

**II. Meeting Notes**

- a. **Minutes.** Elders approved the minutes of the September 24, 2018 Council of Elders meeting.
- b. **Elder Nominating Committee.** Richard Dick briefed the Council that Vince Crum, Carol McFadden, and Mary Anne McKernan had decided not to stand for election to the 2019 Elder Nominating Committee. Richard indicated that the Committee would provide possible nominees to the Council and he asked the Council to consider prayerfully additional possible nominees.
- c. **Elder nominees.** The Council discussed elder nominees in executive session.
- d. **Constitutional changes.** Pastor Darren and Dave DuHadway briefed the Council on their recent extensive discussions with the BCC lawyer concerning the proposed constitutional changes and special congregational meeting. Pastor Darren confirmed that the meeting was scheduled for January 20, 2019; that the BCC lawyer would attend, and that the lawyer would provide BCC with sample agendas for the two meetings to dissolve BCC in its current configuration and reconstitute it under its new constitution (statement of faith and by-laws). The lawyer will also provide the church with proposed text for the new

membership covenant and for the resolutions to be voted on at the meetings. Dave provided later a comprehensive explanation of the drivers, goals, and outcomes of the constitutional and organizational changes to be executed at the January 20, 2019 meeting (appended below). The Council discussed possible ways to mark the occasion of the new organization (e.g., time capsule, banner with original members). Pastor Darren confirmed that Pastor Marty had all the inputs he needed to write his upcoming letter to the congregation concerning the special congregational meeting.

- e. **2019 Budget.** The Council reviewed the pre-decisional budget in executive session.

The Elder meeting adjourned following a closing prayer at 10:00 p.m.

Respectfully submitted by  
Richard Dick,  
Clerk of the Council of Elders

## **BCC Constitutional and Organizational changes**

Today BCC is technically an unincorporated association, that uses Trustees to accomplish our business needs, such as owning real estate, establishing bank accounts, entering into contracts for the benefit of the church, and so on.

Some years ago, the BCC Elder Council and Church staff began to research the ways to properly structure BCC as a church and as a non-profit organization in the Commonwealth of Virginia. In 2003 our “unincorporated association” hired a law firm to draft Articles of Incorporation for a future BCC structure that would comply with Virginia statute and current IRS rules for non-profit organizations. Today, there is a shell organization we will call “BCC, Incorporated,” which has one Officer (Pastor Marty) and three Directors (Allen Miller, Gordon Kesting, and Richard Dick), but which has no assets, no bylaws, and no other members.

Despite numerous changes in both Virginia law and IRS rules over the past decade, our congregation’s amazing growth, our new construction project, and significant societal changes make the time right to transform our current association into a more formal corporate structure, both to do business better in Virginia, and also to protect our church’s members, Trustees, and assets in line with the law and most importantly with God’s will for our church.

To make the transformation official, we will take the following steps:

BCC will hold a Special Congregational Meeting on Jan 20, 2019, where a quorum of members will vote to formally recognize our three Trustees (Anita Homburg, Mickey Garverick, and Bob Fimiani) and officially authorize them to gift all of BCC’s assets and liabilities, to “BCC, Inc.” The final motion/action of the congregation will be to dissolve our “unincorporated association” of members.

After a short break, the members of “BCC, Inc.” (all four of them) will convene the first official meeting of the new, officially incorporated church. They will invite the people of the former BCC association to become members of “BCC, Inc.” After that is complete, all people who are present (BCC, Inc. members) will make three motions for the benefit of “BCC, Inc.” First, the membership will vote to adopt new bylaws for BCC, Inc. Second, the membership will vote to establish the Board of Directors (aka Council of Elders). Third, the membership will vote to receive the gifts of property, assets, debts, contracts, etc. from the Trustees of the former BCC association.

These three motions will firmly establish BCC as a Virginia non-profit corporation and church. The new BCC will also have updated bylaws that will improve our ways of handling a wide variety of church issues, from membership to management of the church. The new BCC will be able to properly own our church’s assets, which protects both our members and our Trustees, who will not have to bear their particular burdens.

In addition to updated bylaws, BCC will enhance and clarify our membership procedures, by way of a formalized membership covenant. Members of the future BCC, Inc. will sign the covenant to indicate clearly their willingness to abide by and subscribe to BCC's statement of faith and its membership procedures.

Dave DuHadway  
BCC Elder