

To Be Approved: March 2005

MINUTES OF THE
BOARD OF DIRECTORS
PRESBYTERIAN CHURCH (U.S.A.)
A CORPORATION, AND ITS
CONSTITUENT CORPORATIONS

Louisville, Kentucky

September 25, 2004

As Recorded by the Staff of the
Office of the General Assembly
100 Witherspoon Street
Louisville, KY 40202

**Minutes of the
Board of Directors
Presbyterian Church (U.S.A.)
A Corporation, and Its Constituent Corporations
Louisville, Kentucky
September 25, 2004**

The regular business meeting of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation, and Its Constituent Corporations, was convened at 11:42 a.m. on September 25, 2004, with prayer led by Nancy Kahaian in Medallion AB of the Seelbach Hilton Hotel in Louisville, Kentucky.

OPENING

The Following Members of the Board of Directors Present for All or Part of the Time

ROLL CALL

Were: Elder Jonathan N. Abiera, Elder Carol J. Adcock, The Reverend Susan R. Andrews (Dr.), The Reverend Judy A. Angleberger, Elder Stephen N. Benz, Elder John A. Bolt, Elder Frances N. Calderwood, Elder Maximo J. Callao (Dr.), Elder J. Michael Castonis, The Reverend George M. Conn Jr., Elder John E. Davison, Elder Pamila G. Deichmann, The Reverend Karen E. Dimon, Elder Charles F. Easley Sr., The Reverend B. Gordon Edwards, Elder Joanne V. Fassett, Elder Alan D. Ford, Elder Issac St. Clair Freeman, Elder Kristen York Gerling, Elder Edwin A. Gonzalez, The Reverend Lewis Spottswood Graves, Elder Esperanza Guajardo, The Reverend Mark E. Hong, Elder Carol G. Hylkema, Elder Frances D. Irwin, Elder Mary Jane Jakobsen, Elder Betty C. Jones, Elder LaVert W. Jones, The Reverend Nancy Kahaian, Elder Choong Jeong Kim, The Reverend Mary Marks King, The Reverend Linda A. Knieriemen, Elder Carolyn C. Knight, Elder Michael W. Kruse, Elder Reginald S. Kuhn, The Reverend Melvin G. Lowry, Elder Jacquelin J. Lyman, The Reverend Victor Makari, The Reverend Paul J. Masquelier Jr., Elder Carolyn M. McLarnan, Elder Ann H. Moe, The Reverend Dale Lindsay Morgan, Elder Kenneth R. Newbold, Elder Alice Okazaki, Elder Manley E. Olson, Elder Ethan R-C Powell, Elder Catherine P. Rasa, Elder Ellen R. Rexing, The Reverend Joe W. Rigsby, Elder Conrad M. Rocha, Elder Bill Saul, The Reverend Danny K. Schomer, The Reverend Allison K. Seed, Elder Gretta M. Simon, The Reverend Gary F. Skinner, Elder Andrew B. Sonneborn, Andrea Catherine Stokes, The Reverend Linda W. Toth, Elder Rick Ufford-Chase, Elder Mary Lynn Walters, Elder Jane Westfall, and Elder Jim Dave Wilson.

Ecumenical Advisory: Douglas W. Fromm and Douglas E. Theuner.

Corresponding: Mary C. (Molly) Baskin, The Reverend Karen Breckenridge, Elder Robert D. Brink, The Reverend Zane K. Buxton, The Reverend Cynthia Campbell (Dr.), The Reverend James M. Collie, Elder John J. Detterick, The Reverend Clifton Kirkpatrick (Dr.), The Reverend Jean Marie Peacock, and Elder Earldean V.S. Robbins.

The Following Members of the General Assembly Council Staff—Office of the Executive Director, Present for All or Part of the Time Were: Elder Beth Basham (Dr.), Nancy Hamilton (Ms.), Sandra F. Hill (Ms.), and Alejandra Sherman (Ms.).

The Following Division Directors, the Executive Director, the Deputy Executive Director, the Deputy for Mission Support Services, Director of the Office of Communication, President of the Presbyterian Investment and Loan Program, Inc., and the President of the Presbyterian Church (U.S.A.) Foundation, Present for All or Part of the Time Were: Elder Joey Bailey, The Reverend Donald G. Campbell, Elder Ann Gillies, The Reverend Jay Hudson, The Reverend Curtis A. Kearns Jr., Elder Kathy Lueckert, Elder Rob Maggs, The Reverend Marian McClure, and The Reverend Gary Torrens.

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The Following Officers of the Corporation Were Present:

John J. Detterick	President
Nancy Kahaian	Chairperson
Paul Masquelier	Vice Chairperson
Katherine M. Lueckert	Executive Vice President
Joey B. Bailey	Executive Vice President/Chief Financial Officer/Treasurer
Eric J. Graninger	Secretary
Kerry Clements	Secretary Pro-Tem

The Following Invited Participants, Guests, Observers, and Staff Present for All of Part of the Time Were: John Adams (Mr.), Elder Loyda Aja, The Reverend Tony Aja, Elder Walter Baker, The Reverend Edward T. Brogan, The Reverend Will Browne, Elder Deborah Bruce, Sylvia Carter (Ms.), The Reverend Kerry Clements, The Reverend Gary Cook, Barry Creech (Mr.), The Reverend Jan DeVries, The Reverend Art DeYoung, The Reverend Pat Gleich, Eric Graninger (Mr.), The Reverend David Hackett, Maggie Hendrix (Ms.), The Reverend Pat Hendrix, The Reverend Elenora Giddings Ivory, Jennie Lamb (Ms.), The Reverend Bill Lancaster, The Reverend Helen Locklear, Malcolm Logan (Mr.), The Reverend Melvin Lowry, The Reverend Marcia Myers, Wanda O'Bannon (Ms.), The Reverend Jan Opdyke, Elder Mary Pace, Elder Joan Richardson, Elder James Rissler, The Reverend Jay Rock, Leslie Scanlon (Ms.), Alan Shutt (Mr.), Evan Silverstein (Mr.), Elder Valerie Small, The Reverend Alexa Smith, Elder Mary Elva Smith, Melody Smith (Ms.), Susan Somerville (Ms.), Elder Sandra Moak Sorem, The Reverend James A. Thomas, Sr., The Reverend David L. Van Arsdale, The Reverend Robina Winbush, The Reverend Dave Winters, Keith Wulff (Mr.), David York (Mr.), and David Young (Mr.).

Upon motion from the floor, the Board of Directors –
VOTED to excuse the following members and officer from this meeting:

Officer:
Martha E. Clark Assistant Secretary

**EXCUSED
OFFICERS/
BOARD
MEMBERS**

Board Members: Elder Frank Adams, Elder Jean Demmler, The Reverend Susan J. Ezell, The Reverend Thomas W. Gillespie, The Reverend James G. Kirk, Elder Yong J. Lee, The Reverend Gerardo Lopez-Vigo, Elder Lana M. Potter, The Reverend John C. Pruitt, and Elder Ray U. Tanner.

A quorum was declared present for the transaction of business.

QUORUM

Upon motion from the floor, the Board of Directors **VOTED** to designate Kerry S. Clements as Secretary Pro Tem during this meeting.

– Designated
Clements
Secretary Pro-
Tem

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A report of recommended corporate actions taken by Mission Support Services Committee (MSS), acting as the Corporate Property, Legal, and Finance Committee, during its September 23–24, 2004, meeting, was presented by Nancy Kahaian, chairperson.

**REPORT OF
 CORPORATE
 PROPERTY,
 LEGAL, AND
 FINANCE
 COMMITTEE**

The Board of Directors **VOTED** to approve the adoption of items 1–4 (listed below) from the report of recommended corporate actions taken by MSS, acting as the Corporate Property, Legal, and Finance Committee, as follows:

Approve
 Report

1. **Approve** the June 24, 2004 Minutes of the Board of Directors of Presbyterian Church (U.S.A.), A Corporation and its Constituent Corporations.
2. **Elect** the chair, vice-chair and officers of Presbyterian Church (U.S.A.), A Corporation effective immediately, to serve for a period of one (1) year or until their death, resignation, removal, until a successor is elected or until their employment status with Presbyterian Church (U.S.A.), A Corporation is terminated:

Approve June
 2004 Minutes

Elect Officers

Nancy Kahaian
Paul Masquelier
Joey B. Bailey

Chair
Vice-Chair
Executive Vice President/Chief
Financial Officer/Treasurer
Executive Vice President
Secretary
Assistant Secretary

Katherine M. Lueckert
Eric J. Graninger
Martha E. Clark

Note: John J. Detterick, President of Presbyterian Church (U.S.A.), A Corporation, was elected to a four-year term in 2002.

3. **Ratify** the attached housing allowance designations; AND further that 40 percent of the salary of every Minister of the Word and Sacrament on the exempt staff, regardless of when hired, is hereby designated for the current year unless otherwise specifically provided (via an express amount listed); AND further that these housing allowance designations are approved for 2004 and all future years unless otherwise provided by the Corporation; AND further that these be attached to the official copy of the minutes (maintained by the corporate secretary) with the designated dollar amounts. (Attachment 1)

Ratify
 Housing
 Allowance
 Designations

4. **Approve** the following resolution:

Freeze And
 Termination
 Of The
 Hubbard
 Press Pension
 Plan

RESOLVED that the previous resolution adopted at the June 24, 2004 meeting of the Board of Directors of Presbyterian Church (U.S.A.), A Corporation to terminate The Hubbard Press Pension Plan (the “Plan”) effective December 31, 2004 is hereby rescinded; and

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FURTHER RESOLVED, that, as of December 31, 2004, the Plan shall be “frozen” (*i.e.*, all benefit accruals under the Plan shall cease and the Plan shall be closed to new participation), and Amendment 2004-1 to the Plan is hereby adopted to be effective December 31, 2004 substantially in the form attached hereto to reflect the Plan freeze; and

FURTHER RESOLVED, that the trustees of the Plan and the officers and staff of The Hubbard Press (a constituent corporation of Presbyterian Church (U.S.A.), A Corporation) are instructed to take the necessary and appropriate steps to accomplish the freezing of and amendment to the Plan and in accordance with the Plan documents and applicable laws and regulations; and

FURTHER RESOLVED, that the individuals in the following positions with Hubbard Press and/or the General Assembly Council (GAC) staff are appointed trustees of the Plan effective September 25, 2004:

- Operations Manager (Hubbard Press)
- Associate Director, Presbyterian Distribution Service/Hubbard Press (GAC)
- Vice President of Finance & Property (GAC)
- Executive Vice President/Chief Financial Officer & Treasurer (GAC)
- Associate Director, Human Resources (GAC)

FURTHER RESOLVED, that Dennis Harrold, Operations Manager for Hubbard Press, is designated Administrator for the Plan; and

FURTHER RESOLVED, that the General Counsel of the Presbyterian Church (U.S.A.), A Corporation is designated to receive legal service for the Plan; and

FURTHER RESOLVED, that the Executive Committee of Hubbard Press be and it hereby is authorized to take any and all necessary actions to effect these resolutions.

**AMENDMENT 2004-1
TO
THE HUBBARD PRESS PENSION PLAN AND TRUST**

WHEREAS, The Hubbard Press (the “Employer”) maintains The Hubbard Press Pension Plan and Trust, as amended and restated effective January 1, 1987 (the “Plan”) for the benefit of its eligible employees; and

WHEREAS, the Employer is authorized under Section 11.1 of the Plan to amend the Plan at any time;

NOW THEREFORE, effective December 31, 2004, the Plan is hereby amended as follows:

A new Section 4.8 is added to the Plan as follows:

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“4.8 Plan Freeze. Effective December 31, 2004, no further benefits shall accrue under this Plan and no Employee shall become a Participant under this Plan.”

IN WITNESS WHEREOF, The Hubbard Press has caused this Amendment 2004-1 to be executed this ____ day of _____, 2004.

THE HUBBARD PRESS

By: _____
Title: _____

Following the above actions, the Board of Directors then **VOTED** to rise from the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation, and Its Constituent Corporations, and reconvene as the General Assembly Council.

Approve
Rising from
PC(USA), A
Corporation

There being no further business for consideration, the meeting of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation and Its Constituent Corporations, was adjourned at 11:45 a.m. with prayer by Nancy Kahaian.

ADJOURN

Respectfully Submitted,

Kerry Clements
Secretary Pro Tem

Attachment 1

WORLDWIDE MINISTRIES DIVISION
(PCUSA)
2004 Manse Allowance for Mission Co-Workers

<u>Name</u>	<u>Amounts</u>
C. T. Carriker	\$10,100.04
George McBane	\$12,000.00
Ann Wheeler Waddell	\$ 4,324.32
John L. Wheeler-Waddell	\$ 4,324.32