



# **Strategic Planning Committee Report**

June 2022

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## **1. EXECUTIVE SUMMARY**

In early 2022, the Session of Christ Presbyterian Church of Tallahassee, FL commissioned the formation of a Strategic Planning Committee to develop a long-range plan to help the church better embody its vision and mission.

Membership of the Committee included: Laura Beth Faragasso, Jack Frazee, Heather Fuselier, Don Horne, George Simmons, and Sheldon Steen. The Committee first convened on February 2, 2022, and met regularly over the course of three months. Each member was tasked with working individually on an area of focus decided on by the committee. The areas of focus included: a pastoral vision for CPC, a financial plan, personnel/staffing, campus and buildings, growth and diversity, and communications.

The following represents a summary of the committee's recommendations to the Session of CPC, all of which are outlined in greater detail below. The Committee therefore submits the following report for consideration by the Session of Christ Presbyterian Church.

### *a. Pastoral Vision*

The committee tasked Pastor Sheldon with developing and communicating his pastoral vision for CPC and how he hopes the congregation will grow into the future. We begin with this pastoral vision because of the committee's desire for developing a strategic plan in line with this vision and to aid in fulfilling the Pastor's vision.

### *b. Financial Planning*

The committee recommends the establishment of an endowment fund to aid in CPC's long-term financial stability. We believe an endowment fund will be crucial in fulfilling our church vision, enabling us to fulfill our community outreach mission, and supporting our various Christian Education efforts.

The Committee sought outside legal counsel experienced in establishing endowments. In consultation with the Committee, the legal counsel developed articles of incorporation and bylaws for its operation (APPENDIXES 1 and 2). We further believe that such a fund will not compete with regular giving but will be foundational for the church's future financial health and stability.

### *c. Personnel/Staffing*

In order to grow towards the vision established in this strategic plan, the Committee recommends consolidation of the three part-time Christian Education positions into one full-time position in the form of an Associate Pastor/Director of Christian Education. This position could be an ordained position but would not necessarily need to be in the case of a qualified, certified (or certifiable) DCE. The Committee further recommends that while this position would oversee the entire Christian Education program, it would have special emphasis on youth ministry. We

believe this would be a vital addition to the church's ministry because although our current model is stable, it is not built for growth.

#### *d. Campus and Buildings*

Congruent with recent conversations regarding the need for additional and more efficient uses of space throughout our campus and buildings, the Committee recommends moving forward with the development of a comprehensive site plan that meets the church's immediate needs and is flexible enough to follow the growth of the congregation. This plan includes recommendations for short-term (e.g. regular maintenance of buildings and equipment) and long-term projects (e.g. a multi-purpose space, expansion of Christian Education building, and increased office and storage space).

#### *e. Growth and Diversity*

The Committee recognizes that the traditional understanding of "church growth" has focused on strategies for increasing membership primarily in raw numbers. In keeping with the pastoral vision outlined in this document, however, the Committee recommends a different way of imagining growth that emphasizes partnerships with other civic and religious organizations, creating a more welcoming, accessible space throughout our campus for members of the community, hospitality and inclusion, and opportunities for conversation and dialogue across a range of theological, social, and political perspectives. We have long considered ourselves a welcoming congregation that invites people to come as they are. We believe this Strategic Plan allows for expanded opportunities to embody God's welcome in our community.

#### *f. Communications*

In consultation with staff and the Communications Ministry Team, the Committee recognizes numerous opportunities for a more robust communications strategy. We recognize that much of what we do well in the area of communication is internally focused (i.e. informing the congregation of events and opportunities for worship, service, fellowship, etc.) and recommend a number of strategies more externally focused to aid in communicating who we are and how God is working here. Some of these strategies include updates to the church's website, best practices for social media, public relations, and new technologies to aid in our external communications.

## **2. PASTORAL VISION**

My vision for CPC is to be a missionally focused worshipping community with deep roots in our neighborhood/city. Of the many profound statements we make in our constitutional documents about who we are and who God calls us to be as the church, the statement that most succinctly and powerfully describes my sense of our call as the body of Christ is this: “The Church is to be a community of faith, entrusting itself to God alone, even at the risk of losing its life.”<sup>1</sup> During difficult times like we’ve been in the past few years, too many churches shrink in on themselves and default to survival mode. The unfortunate irony is that this is more often the death knell for congregations rather than a means of sustainable survival. The moment in which we find ourselves calls for bold action, being willing to try new things and take risks. Not every risk will work as we might hope, but I strongly believe that in our striving the Holy Spirit will help us find a new sense of life and purpose.

At its best, the church is a place where people of diverse backgrounds and beliefs feel welcomed and loved. Our denomination has intentionally tried to be a “big tent” denomination that doesn’t tell people what they need to believe but invites them to be a part of a worshipping community in which they can explore faith together and be empowered to serve Christ in their daily lives. The primary representations of Christianity in our culture are of people who are rigid in their beliefs, often even quite cruel and hateful. Our congregation has an opportunity to represent Christ differently, presenting a different, more inclusive and open kind of faith. We need to be a place where people know they are welcomed as they are and are encouraged to seek rather than be talked down to.

We are proudly a “purple church,” meaning that we not only welcome diverse perspectives, but that there is already diversity of belief represented in our current membership. The beauty of being a purple church means that we don’t simply live in an echo chamber but are consciously and intentionally worshipping and serving alongside people with whom we know disagree on certain things. The challenge of being a purple church is that we can be too afraid to have difficult and/or controversial conversations for fear of upsetting someone. I believe the church is exactly the place where those conversations need to happen most. We know that we are living through a time of intense polarization, perhaps the most extreme polarization any of us has experienced in our lifetimes. The church has opportunity to break through the noise of political and ideological disagreements by curating different kinds of conversation in which we practice deep listening rather than simply trying to silence and shame people who think and believe differently than we do. In this way, we can live into our call to be “ambassadors of Christ” in the “ministry of reconciliation.”<sup>2</sup>

By not shying away from those conversations and learning how to listen to one another we will also find new opportunities for mission and service. We need to find ways to get out in the community more to serve and love people, and that love needs to be genuine. People have an innate ability to detect inauthentic outreach. We need to find ways to reach out and serve our neighbors not simply so we can grow, but so we can share God’s love with them, irrespective of what it might mean for a growth in numbers in our congregation. The purpose of the church is to worship and serve God. Growth in numbers may be a natural byproduct of our efforts, but it is not the goal. In that sense, we need to think about growth differently. Perhaps instead of growth in numbers of people in the sanctuary on a week-to-week basis we can think instead of growth in

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<sup>1</sup> Book of Order, F.103.

<sup>2</sup> 2 Corinthians 5:18-20.

partnerships, growing new kinds of ministries better equipped to respond to the moment, and growth in how we engage in the neighborhood around us. A “successful” church is not necessarily a large church. How we define growth for ourselves will matter a great deal in measuring our success in carrying out our mission.

Finally, our worship must be dynamic, accessible, and creative, while remaining rooted in the Reformed tradition. Presbyterians have an unfortunate (and not altogether unmerited) reputation for being the “frozen chosen.” Our worship needs to be as alive as the God we serve so that when people enter our sanctuary they not only feel genuine warmth and welcome, but are moved by our music, liturgy, and preaching in a way that challenges and inspires. We need to ask ourselves how our worship can be more inclusive not only of diverse perspectives, demographics, and worship styles, but of different physical and intellectual abilities. Paul reminds us that every member of the body of Christ is as important as the next and every person has unique gifts and abilities.<sup>3</sup> How might we rethink worship in a way that includes and empowers people who don’t neatly fit into the “typical” boxes? This kind of worship environment helps people feel connected and fosters a sense of belonging. To me, that sense of belonging is at the heart of the gospel because we believe that God’s love makes room for everyone. Our congregation can be a body that is genuinely welcoming to all, not just in signage and abstract principles, but by embodying God’s welcome in how we worship and serve.

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<sup>3</sup> 1 Corinthians 12.

### **3. A FINANCIAL PLAN FOR CPC**

In order to support Pastor Steen's vision for Christ Presbyterian Church, the committee has had a number of conversations concerning establishing financial stability at CPC. We agreed that this was a fundamental part of fulfilling our church vision, enabling us to fulfill our community outreach mission, and supporting our various Christian Education efforts.

We are blessed that our congregation has worshipped God through annual giving and directed gifts to specific projects that have been needed by the church. We have created a foundation that is in place for intermediate-range projects.

After considerable discussion, the committee is also recommending the establishment of an endowment fund which will allow for very long-range financial stability and lessen the pressure for short-range giving during differing economic conditions. These three giving cornerstones will allow us to minimize deferred maintenance, fulfill our pastoral vision, and to be fair and competitive in our compensation and benefits for our church employees.

To make sure we have approached this endowment fund professionally, the committee has utilized outside legal counsel experienced in setting them up. Subject to Session approval, attached are the articles of incorporation and bylaws for its operation. We believe this endowment fund will not compete with our current giving, and because the funds distributed are only a percentage of annual earnings, will grow to be a dominant foundation for our church's future financial health.

#### **4. PERSONNEL/STAFFING**

The focus of our strategic plan is to bring the congregation together in our purpose and goals for CPC in a clear and concise format. This may include updating our mission statement.

The specific area of personnel integrally involves all facets of our strategic plan as it will be paramount in importance as we move forward into the implementation of our plan. Inclusion, membership opportunities, long-term financial planning, physical plant, and spatial needs are a few of the items of prevalence that interdigitate with a talented staff.

Upon consultation with the majority of the current staff, the resounding theme has been the need for an Associate Pastor/Director of Christian Education. Whereas our current employees have done their very best with limited allocated funds, our ability to grow is hindered by these financial restraints. This position will consolidate our somewhat fragmented Christian education and place a strong emphasis on providing the full-time devotion that this needs.

This position will provide much-needed assistance to our pastor and coordinate the efforts of our remaining staff in this realm. It will also enhance our ability to attract interns that could allow CPC to apply for available grants.

The funding for this position will be an investment in our future as the current model is stable but not growth-oriented. Our current talented staff deserve this infusion of enthusiasm and assistance.

## **5. CAMPUS AND BUILDINGS**

### I. Identified short term needs and planning

#### A. Office space for Church Staff

1. Pastor
2. Church Administrative assistant
3. Director of Music
4. Christian Education

#### *Narrative*

The existing sanctuary and education buildings did not include office space in the original design drawings. At the time, the chapel building was converted into office space. Restoring the Chapel eliminated the offices.

The classroom adjacent to the Kitchen is now the Pastor's office, the Choir room is shared by the Director of Music and the Administrative Assistant. Christian Educators do not have a dedicated office space.

Ideally, the Pastor, Christian education Staff and the Administrative Assistant need private and adjacent offices. As a solution, construction of new space or remodeling of existing space is required.

#### B. Maintenance of the Chapel

#### *Narrative*

As a nearly 100-year-old wooden structure, the chapel requires special maintenance of the exterior painting and interior humidity control. A regularly scheduled maintenance and equipment review should be performed.

Presently, the exterior steps, ramp and handrails need repair and possibly replacing. For the long term, concrete and masonry (for the ADA ramp and steps) there would require less maintenance.

#### C. Maintenance Review and Equipment Replacement – all buildings

1. Annual review of HVAC equipment with prescribed replacement schedule
2. Monthly replacement of HVAC filters
3. Annual review of painting and other finishes

### II. Long term planning

- A. Multi-Purpose Space for gathering, eating and other group activities
- B. Expansion of Christian Education Building
- C. Kitchen Equipment upgrades and replacement

#### D. Technology upgrades and replacement throughout

##### *Narrative*

As the congregation grows, the addition of a multi-purpose gathering space will be a useful enhancement. The addition could be a combination of interior and exterior space. This could be integrated with the Kitchen Upgrades. The addition would alleviate the weekly need to move the sanctuary seating and tables in and out which will lengthen the life and finishes of the carpet and the chairs.

Upgrades to the kitchen equipment and the need for office space could be integrated in the design of a multi-purpose space.

Expansion of the Christian Education building should be planned for and follow the growth of the congregation.

The changes and utilization of building technology should be planned for and implemented.

#### III. Storage

##### *Narrative*

Storage space for Christian Education, Music Ministry, chairs, tables, and decorations is an immediate need and will increase with the growth of the congregation.

Storage solutions can be integrated with the office and multi-purpose area development.

#### IV. Capital Campaign for Building Enhancement and Expansion

##### *Narrative*

The cost of improvements and expansion will probably require a Capital Campaign and Financing.

## **6. GROWTH AND DIVERSITY**

The Committee recognizes that the traditional understanding of “church growth” has focused on strategies for packing seats on Sunday morning, converting souls, and increasing the church roll. In keeping with Sheldon’s pastoral vision, however, the Committee unanimously recommends turning this historical paradigm on its head.

We believe that the “growth” to which our church is called is engagement with, and welcoming, the community to our campus (and encouraging our members to go out into the community) *with no agenda of proselytizing or goal of increasing church membership*. We recommend making our grounds and facilities a community resource where everyone – regardless of theology, race, gender identity / sexual orientation, political view, disability, economic status, or any other characteristic which so often divides us – is genuinely welcomed. We believe that our mission should first be to “feed my sheep” by simply extending service and hospitality to our neighbors; and that demonstrating genuine welcome and concern for every person who finds his or her way to our address could ultimately result in an augmented church roll, but that our “growth” as a church will be exponential regardless of any increase in the hard numbers.

The Committee recommends that the Session should consider a variety of ways to open our grounds and facilities up for service to the community.<sup>4</sup> Our recommendations include:

- Offering use of the chapel for community meetings, AA or OA meetings, etc.;
- Placing picnic tables on our front campus for use by Chiles students at lunchtime, families out for a walk on Saturdays, etc.;
- Using inclusive pronouns in signature blocks and on the website as a quiet indicator of inclusivity;
- Offering our facilities as a safe and civil space for community discussion of differing political or theological perspectives and current events (modeled, for example, on the current Village Square program);
- Hosting game nights for the community;
- Not only communicating these opportunities to the community via neighborhood newsletters, etc., but actively seeking input from the community as to how our congregation can be of service;
- Continuing and perhaps expanding on programs which are currently in place, such as outdoor movie night and the blessing box;
- Reaching out to other churches in our area to explore opportunities for joint worship and service.

In summary, the Committee recognizes that the great majority of our members elect to worship at CPC because of the genuinely compassionate, welcoming hospitality of our congregation. The Committee believes that the wise approach to future growth in both membership and diversity is to simply extend that welcome to the broader community, without any self-interested, underlying agenda.

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<sup>4</sup> Because the church grounds are already open to the public for events such as the pumpkin patch, the Boy Scouts’ Christmas tree sale, and the Alternative Christmas Market, it is the Committee’s understanding that our current insurance coverage would be sufficient to cover welcoming the community to our property for other purposes.

## **7. COMMUNICATIONS**

### **PURPOSE**

To ensure that Christ Presbyterian Church of Tallahassee is accessible, effective, and welcoming to all who wish to be in Christian fellowship.

### **GOAL**

To raise awareness of and participation in the activities, services, and mission of Christ Presbyterian Church in Tallahassee, FL, and online.

### **FINDINGS**

Christ Presbyterian Church of Tallahassee is located at 2317 Bannerman Road in Tallahassee, FL, and has a congregation of approximately 200 members and visitors. Approximately 60-75 people attend services on Sunday morning. A strategic planning committee has been formed to assess needs and make a proposal for growth.

This report outlines the internal and external communication tools and strategies of the church and makes recommendations for consideration.

### **INTERNAL COMMUNICATION**

CPC does a good job of communicating within the existing congregation, using tools including:

- Weekly E-blast (currently 40% open rate - fantastic)
- Worship bulletins
- Flocknote text messaging (80% usage rate for self-selected topics)
- Monthly newsletter
- Television screens in Narthex

### **EXTERNAL COMMUNICATION**

CPC's direct and indirect communication to the community includes:

- Website: [www.cpcusa.org](http://www.cpcusa.org)
- Facebook - weekly live worship service broadcast
- Banners at entrance (corner of Bannerman Road and Tekesta Road)
- Periodic advertisements in Killlearn Lakes Homeowners Association Magazine and event coverage in *Tallahassee Democrat*
- Pumpkin Patch and Fall Festival
- Christmas Mission Market
- Drive-Through Living Nativity
- Online promotion of the chapel for weddings
- Word of mouth

### **OPPORTUNITIES**

The Communications Ministry Team has evaluated the existing communications tools and strategies used by the church and sees the following opportunities, in no order of significance.

### **Update / Upgrade Website**

The current website is comprehensive, attractive, and informative, but lacks a clearly-defined clearinghouse of information for visitors. Suggestions from the committee include a video welcome from Pastor Sheldon, FAQs for first-time visitors, and calls to action for visiting or joining.

### **Use of Social Media**

CPC currently uses Facebook to livestream Sunday morning services and post announcements, but the committee recommends that an analysis be made for using Instagram and expanding use of Facebook as a medium for sharing the content of the E-blast and newsletter beyond the internal mailing list. Best practices include focusing weekly on posts that (1) inform, (2) inspire, (3) entertain, and (4) connect.

### **Purposeful Public Relations**

CPC is a bright light for God's love, but it is hidden under a bushel! With intention, CPC's light can shine by encouraging more Google reviews, connecting Pastor Sheldon with opportunities to share our message in the media, serve on interview panels (suggestion: the God Squad at The Village Square), and by collaborating with mission partners to tell our story.

### **Upgrade Road Signage**

The entrance of the church is prime real estate, at the corner of Bannerman Road and Tekesta Road, at a busy traffic light with a captive audience throughout the day and week. But, our entrance sign relies on vinyl banners to share information with drivers. The upcoming widening of Bannerman Road can provide an opportunity to upgrade our signage to one that includes a digital screen that modernizes and expands our ability to inform, inspire, and connect with our neighbors.

### **Upgrade and Expand Facilities**

The development of a fellowship hall, sports court, prayer path, and upgraded playground can provide invitations to the neighborhood to gather, connect, and find respite at CPC.

### **Passive Word of Mouth**

Yard signs announcing upcoming special services, car magnet/bumper stickers, CPC-branded shirts, and other methods can be used to sow the seeds of CPC in our neighborhoods so our neighbors see CPC members whenever they look.

### **Active Word of Mouth**

Encouraging members to actively invite friends and neighbors to services and events is made easier with Facebook events, emails ready-to-forward, a "share this email" button on e-blasts and other announcements, and special Sundays designated for visitors.

## **IMPLEMENTATION**

This report includes a snapshot of Christ Presbyterian Church in the first half of 2022. As the Session determines the next steps of creating and implementing a strategic plan, the following considerations are encouraged:

- Staffing - The scope of work to manage the communications of a church can range from contracting with a consultant or creative firm to hiring a part-time or full-time employee. It is recommended that consideration be given to committing resources for a full-time position focused on church communications.
- Infrastructure - An assessment should be done on current technology to ensure that CPC is equipped to grow as online communication becomes more sophisticated.

## **CONCLUSION**

Christ Presbyterian Church is an exciting, inviting, energetic, and dynamic place where God's work is thriving. It is time to expand our reach so our light can be seen!

## 9. APPENDIX 1

### **ARTICLES OF INCORPORATION OF CHRIST PRESBYTERIAN CHURCH OF TALLAHASSEE ENDOWMENT FUND, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Not-for-Profit Corporation under the laws of the State of Florida.

#### **Article 1. Name and Principal Office**

The name of this Corporation shall be CHRIST PRESBYTERIAN CHURCH OF TALLAHASSEE ENDOWMENT FUND, INC. (the "Corporation"). The principal place of business and mailing address of this Corporation shall be \_\_\_\_\_.

#### **Article 2. Nature of Business**

The Corporation is organized and operated for the benefit of, to perform the functions of, or to carry out the purposes of Christ Presbyterian Church (U.S.A) of Tallahassee, Florida, Inc. ("the Church"), in its mission with the following:

- A. Properties – To construct, furnish, maintain, repair, rent or otherwise deal with any type of property used by the Church.
- B. Outreach/Mission – To support and benefit the Christian mission of the Church outside the parish.
- C. Education – To support and benefit the Christian educational activities of the Church.
- D. Worship/Music – To support and benefit the Christian worship activities of the Church.

The purpose of this Corporation is to attract contributions to be used for above described functions and be held in endowments or as otherwise determined by the Corporations trustees as approved by the Church Session of the Church, but shall not be in substitution of the church's responsibilities to raise money to finance the normal operation of the activities of the church.

Donors may restrict their gifts to specific purposes consistent with the purposes and rules related thereto of the Corporation, or the donor may make unrestricted gifts in which case the gift may be used at the discretion of the trustees, consistent with the provisions of this Corporation.

The Corporation may undertake any action necessary to further this general purpose.

The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding version of any future United States Internal Revenue Code.

**Article 3.  
Dedication of Assets**

No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the Corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

**Article 4.  
Membership**

This Corporation shall have no members.

**Article 5.  
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

**JACK FRAZEE**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Article 6.  
Term of Corporate Existence**

This Corporation shall exist perpetually, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of the 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purpose.

**Article 7.  
Location of Principal Office**

The mailing and street address of the principal office of the Corporation in the State of Florida shall be \_\_\_\_\_.

**Article 8.  
Initial Trustees**

The directors of the Corporation shall be referred to as trustees. There shall be three (3) trustees constituting the initial board of trustees. The initial trustees shall be:

Name:	Name:
Address:	Address:
Name:	
Address:	

The name and address of each person who is to serve as an initial trustee has been approved by the Church Session of the Church.

**Article 9.  
Indemnification of Trustees and Officers**

The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any trustee or officer to the extent permitted by section 617.0285, Florida Statutes, or any other provision of law exonerating officers or trustees of Florida not for profit corporations from liability.

**Article 10.  
Powers**

The Corporation shall have all the powers under Florida law and as specifically set forth in section 617.0302, Florida Statutes, and as subsequently amended which are not inconsistent with those powers stated herein.

**Article 11.**  
**Management of Corporate Affairs**

A. **Board of Trustees:** The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by its board of trustees. The number of trustees of the Corporation shall be three (3); provided, however, that such number may be changed by the addition of trustees by the then serving trustees with the approval of the Church Session of the Church. The initial board of trustees shall consist of the persons approved by the Church Session of the Church. Thereafter the board of trustees shall consist of such persons as may be chosen from time to time by a majority of the members of the Church Session of the Church then serving. Each trustee shall serve until his successor is approved by the Church Session of the Church.

B. **Corporate Officers:** The Board of the Corporation shall elect such officers as the bylaws of the Corporation may authorize. Such officers shall be initially elected at the organizational meeting of the trustees.

**Article 12.**  
**Prohibited Actions**

A. **Self Dealing.** The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

B. **Excess Business Holdings.** The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

C. **Prohibited Investments.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. **Prohibited Expenditure.** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**Article 13.**  
**Amendment**

These Articles of Incorporation may be amended by the trustees in any manner now or hereafter provided for by law, subject to approval by the Church Session of the Church.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this \_\_\_\_\_ day of May, 2022.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, Florida Statutes.*

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**JACK FRAZEE**

Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CHRIST PRESBYTERIAN CHURCH OF TALLAHASSEE ENDOWMENT FUND, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated \_\_\_\_\_, as its initial registered office and has named \_\_\_\_\_, located at said address, as its initial Registered Agent.

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**JACK FRAZEE**  
Incorporator  
Date: May \_\_\_\_\_, 2022

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

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Registered Agent  
Date: May \_\_\_\_\_, 2022

## 9. APPENDIX 2

### **BYLAWS OF CHRIST PRESBYTERIAN CHURCH OF TALLAHASSEE ENDOWMENT FUND, INC.**

#### **Article 1. Name and Office**

Section 1: Corporate Name. The name of this Corporation shall be **CHRIST PRESBYTERIAN CHURCH OF TALLAHASSEE ENDOWMENT FUND, INC.** (the "Corporation").

Section 2: Principal Corporate Office. The principal place of business and mailing address of this Corporation shall be \_\_\_\_\_.

Section 3: Other Corporate Offices. The Corporation may also have offices at such other places, within or without the State of Florida where it is qualified to do business, as its business may require as the Church Session of Christ Presbyterian Church (U.S.A) of Tallahassee, Florida, Inc. ("the Church") may from time to time designate.

#### **Article 2. Purpose and Membership**

Section 1: Scope. The Corporation is organized and operated for the benefit of, to perform the functions of, or to carry out the purposes of Christ Presbyterian Church (U.S.A) of Tallahassee, Florida, Inc. ("the Church"), including property projects, outreach/mission, education, and worship/music. The purpose of this Corporation is to attract contributions to be used for the above described functions and be held in endowments or as otherwise determined by the Corporations trustees as approved by the Church Session of the Church, but shall not be in substitution of the church's responsibilities to raise money to finance the normal operation of the activities of the church. Donors may restrict their gifts to specific purposes consistent with the purposes and rules related thereto of the Corporation, or the donor may make unrestricted gifts in which case the gift may be used at the discretion of the trustees, consistent with the provisions of this Corporation. The Corporation may undertake any action necessary to further this general purpose. The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding version of any future United States Internal Revenue Code.

Section 2: Nonprofit and Tax-Exempt Status. The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is authorized to seek exemption from federal tax under Section 501(c)(3) of the United States Internal Revenue Code, as amended from time to time. The Corporation is a public benefit and shall be perpetual in duration and succession.

Section 3: Corporate Powers. The Corporation, as a not-for-profit Florida corporation, has the power to have and exercise all powers, permitted or not inconsistent with local, state, or federal law, necessary or convenient to affect any or all of the purposes for which the Corporation is organized; and to exercise any emergency powers permitted by Florida law.

Section 4: Membership. The Corporation shall have no members.

Section 5: Initial Board of Trustees. The Initial Board of Trustees of the Corporation shall consist of the following persons:

Name:

Address:

Name:

Address:

Name:

Address:

The name and address of each person who is to serve as an initial trustee has been approved by the Church Session of the Church. The Initial Board of Trustees shall exercise all powers of the Board of Trustees set forth in these Bylaws. The Church Session of the Church may appoint the Board of Trustees as more specifically set forth in Article 2, Section 6 of these Bylaws pursuant to a majority vote.

Section 6: Board of Trustees. The number of trustees of the Corporation shall be three (3); provided, however, that such number may be changed by the addition of trustees by the then serving trustees with the approval of the Church Session of the Church. The initial board of trustees shall consist of the persons approved by the Church Session of the Church. Thereafter the board of trustees shall consist of such persons as may be chosen from time to time by a majority of the members of the Church Session of the Church then serving. Each trustee shall serve until his successor is approved by the Church Session of the Church.

Section 7: Corporate Officers. The Board of Trustees of the Corporation shall elect such officers as the bylaws of the Corporation may authorize. Such officers shall be initially elected at the organizational meeting of the trustees.

### **Article 3. Trustees**

Section 1: General Power and Authority of Board of Trustees. The Board of Trustees shall manage and govern the business and affairs of the Corporation and delegate any and all powers as they see fit subject only to restrictions imposed by Florida statute, the Articles of Incorporation and by these Bylaws. All corporate powers of the Corporation are exercised by or under the authority of the Board. The Board may delegate its powers and authority to the Corporation's Officers, committees, agents, or employees.

Section 2: Qualifications of Trustees. The qualifications of the trustees shall be as required by law and as may be set by the Church Session of the Church.

Section 3: Resignation and Interim Vacancies. A trustee may resign from the Board at any time by delivering written notice of the resignation to the Church Session of the Church. The resignation is effective on the date of delivery to the Church Session of the Church or at a later date specified on the notice. Interim vacancies on the Board of Trustees may be filled by appointment of the Church Session of the Church so long as the person is also a member of the Church, or the Church Session of the Church may leave the vacancy unfilled depending on the needs of the Corporation.

Section 4: Duties, Responsibilities, and Powers. The trustees shall exercise the powers of this Corporation, control its property, and conduct its affairs, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, as the same are or may hereafter be enacted or amended. In performing his or her duties, each trustee shall be entitled to rely on information, opinions, reports, or statements, including financial data, in each case prepared by:

- A. One or more Officers or employees of the Corporation whom the trustee reasonably believes to be reliable and competent in the matters presented;
- B. Counsel, public accountants, or other persons as to matters which the trustee believes to be within such a person's professional or expert competence; and
- C. A committee of the Board of Trustee upon which he or she does not serve, duly designated in accordance with a provision of the Articles of

Incorporation or the Bylaws, as to matters within its designated authority, which committee the trustee reasonably believes to be acting in good faith, unless he or she has knowledge concerning the matter in question that would cause such reliance described above not to be warranted.

A person who performs his duties in compliance with these Bylaws shall have no liability by reason of being or having been a trustee of the Corporation. In addition, to the full extent permitted by law, no trustee shall have any liability as long as such trustee has complied with such legal requirements.

Section 5: Compensation. Trustees shall serve without compensation. No dividend will be paid and no part of the income of the Corporation will be distributed to the trustees. This Article 3, Section 4 shall enure to the benefit of and be binding upon future trustees and permitted assigns.

Section 6: Schedule of Meetings. Regular meetings of the Board of Trustees shall be held as such time and place as shall be prescribed from time to time by the Chair, but the Board of Trustees shall meet at least four (4) times annually. Meetings may be held by use of other means of communication by which all trustees participating may simultaneously hear each other during the meeting providing that action taken is subject to the conditions of Article 3, Section 8 of these Bylaws. The Secretary or Chair may call special meetings for any time or place requested by the Chair or by at least three members of the Board of Trustees. A two-day notice shall be given to each trustee prior to a special meeting. Attendance at any meeting constitutes waiver of the required notice unless the trustee attends for the stated purpose of objecting to the meeting being held. A quorum present expressing no objection is sufficient to conduct business.

Section 7: Attendance at Meetings. Each trustee shall, unless excused, attend no less than fifty percent (50%) of the called meetings of the Board of Trustees each calendar year. An excused absence with good cause means an extenuating circumstance that prohibits a trustee's ability to attend a meeting approved by the Chair. Noncompliance with this section results in termination of membership. The Board shall be given notice of all terminations under this section and when necessary shall be the final arbiter of compliance.

Section 8: Action by Written Consent. Any action required or permitted to be taken by the Board of Trustees under any provision of law, the Articles of Incorporation, or these Bylaws, may be taken without a meeting of the Board of Trustees, if a simple majority (2) of the Board shall individually or collectively consent to such action in writing or by electronic means which are verifiable as to identity. Such action by written consent shall have the same force and effect as a vote of the Board under Article 3, Section 9.

Any certificate or other document filed under any provision of law which relates to action set forth in Article 3 shall state the action was taken by written consent of the Board of Trustees without a meeting and that the Corporation authorizes the Trustees to so act and such statement shall be prima facie evidence of such authority.

Section 9: Quorum: Manner of Acting and Voting. Unless the Articles of Incorporation or these Bylaws require a different number, a quorum of the Board of Trustees shall consist of a simple majority (2) of the trustees currently serving under the Articles of Incorporation or these Bylaws. Every act done or decision made by a majority of the trustees present at a duly called meeting, at which a quorum is present shall be by act of the Board of Trustees.

The Sale, pledge, or transfer of all or substantially all of the Corporation's assets can only be approved when all of the duly appointed trustees of the Board in total number (regardless of a quorum at a meeting) votes affirmatively on the issue or question and the Church Session of the Church.

Each trustee shall have one vote on any question before the Board.

Section 10: Annual Meetings. Each Annual Meeting of the Corporation shall be within four months of the close of the Fiscal Year (or by February 1st). This meeting shall be for the purpose of:

- A. Presenting the Annual Reports of the Chair, Chief Executive Officer/Administrator, Medical Director and Treasurer on the operation of the Corporation for the preceding year to the Church Session of the Church;
- B. Appointing Officers and trustees pursuant to these Bylaws; and
- C. Such additional purposes as the Board of Trustees shall deem suitable.

Section 11: Appointment of Board Members. Except as provided for interim vacancies, as described above, trustees shall be nominated by the Board of Trustees and approved by the Church Session of the Church at its Annual Meeting each year. The trustees so appointed are the persons specified in Article 2.

Section 12: Trustee Conflict of Interest.

- A. Any trustee (or specific entity represented by that member) who significantly participates in the development of contract specifications

or standards is prohibited from receiving any direct financial benefit from any resulting contract.

- B. Any trustee who significantly participates in a Board discussion or decision relating to specific terms of a contract, the determination of specific standards for performance or a contract, the development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar discussions or decisions, is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, firm, association, or other entity that significantly participated in the manner described above shall receive the contract if it would create a conflict of interest for the corporation.
- C. The prohibition regarding the conflict of interest shall also apply to contracts entered into or responses to RFPs accepted from immediate family members of any interested party or a corporation or business in which the immediate family member may occupy a management position or own shares of some portion of the corporation or business of subsidiary or related business.
- D. Any trustee with a potential or actual conflict of interest must disclose that fact to the Board as soon as the potential conflict is discovered and, to the extent possible, before the agenda for a meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such member must recuse himself/herself from the remainder of the discussion and the voting.
- E. Each trustee is responsible for determining whether any potential or actual conflict of interest exists or arises during his/her service on the Board. Trustees are also responsible for reporting such potential or actual conflict of interest as soon as it is discovered that such a conflict exists.
- F. When a contract or purchase is made by the Board involving a trustee or an entity with which a trustee is associated, the Board must establish and document to the reasonable satisfaction of the Corporation that the contract or purchase was adequately bid or negotiated, and that the terms of the contract or price of the purchase are fair and reasonable to the Corporation.
- G. The Corporation shall adopt procedures that serve to minimize conflicts of interest.

## **Article 4. Officers**

**Section 1:** Categories. The officers of the Corporation shall be a Chair of the Board of Trustees ("Chair"), Vice Chair of the Board, a Secretary, and a Treasurer, and such subordinate officers as the Church Session of the Church may from time to time designate. The Church Session of the Church shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

**Section 2:** Qualifications of Officers. Only Trustees are qualified to hold the offices of Chair, First and Second Vice Chair, Secretary, and Treasurer.

**Section 3:** Chair of the Board of Trustees. The Chair of the Board of Trustees shall:

- A. Schedule and preside at all meetings of the Board of Trustees;
- B. Perform other duties as may be required by the Board of Trustees, or as usually pertain to the Offices of Chair;
- C. Preside at the Annual Meeting of the Corporation; and
- D. Appoint the chairperson of all Board committees with the approval of the Board of Trustees;

**Section 4:** Vice Chair of the Board of Trustees. The Vice Chair shall:

- A. Preside at all meetings of the Board of Trustees and the Annual Meeting in the absence of the Chair;
- B. Perform other duties usually pertaining to the Office of Vice Chair, with particular emphasis on public relations and contact with other agencies; and

**Section 5:** Secretary. The Secretary shall:

- A. Keep a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of the Board of Trustees and of the members. The book shall contain the time and place of meetings, whether regular or special, the persons present at the meetings, and a description of the proceedings thereof;
- B. Give notice of all the meetings of the Board of Trustees and of the members required by the Bylaws or by law to be given;
- C. Keep the seal of the Corporation in safe custody;

- D. Have such other powers and perform such other duties as may be prescribed by the Board of Trustees;
- E. Attest to signatures on corporate documents when required; and
- F. Authenticate the records of the Corporation when required.

Section 7: Treasurer. The Treasurer shall:

- A. Have charge of all funds of the Corporation and shall disburse such funds only as directed by the Board;
- B. Generally, perform all duties and possess such powers incident to the Office of Treasurer of a Florida Corporation, including such duties and powers as may from time to time be assigned or delegated to that office by the Board of Trustees, or by the Chair;
- C. Provide such financial reports and statements as the Board of Trustees may from time to time require or request; and
- D. Supervise the keeping and auditing of the Corporation's accounts, which shall be open at all times to inspection by the Board of Trustees.

Section 8: Chief Executive Officer/Administrator. The Chief Executive Officer/Administrator ("CEO") is the Chief Operating Officer of the Corporation responsible for the day-to-day operating activities of the Corporation. The CEO may exercise such powers on behalf of the Corporation as the Board of Trustees authorizes through approved policies and procedures.

Section 9: Appointment and Term of Office. The Officers, except for the CEO, are appointed for two-year terms by the Board at an Annual Meeting of the Board. Officers may succeed themselves. The CEO's term shall be concurrent with the CEO's contract of employment with the Corporation.

**Article 5.  
Committees**

Section 1: Standing Committees.

- A. Standing Committees may be defined by enabling resolution of the Board of Trustees. The enabling resolution defines the policy regarding the committee's authority, responsibility, and membership; and
- B. The Chair, within one (1) month after appointment at the Annual Meeting, shall appoint members of all standing committees, including

the chairperson of each. The chairperson of a standing committee shall be a member of the Board of Trustees, but committee members need not be members of the Board.

**Section 3:** **Ad Hoc Committees.** The Chair may appoint special committees as the need arises, with one or more trustees being a necessary part of each committee. Though the trustees may not necessarily be the chairperson of the committee, they will have responsibility for keeping the Board of Trustees informed of the special committee's activities, and for advising the special committee as to how the committee's activities relate to general policies of the Corporation as defined by law, the Articles of Incorporation, and these Bylaws. The Chair shall define the goals and activities of each special committee at the time of the committee's formation, subject to the confirmation by a majority vote of the Board of Trustees at its next regular meeting after the special committee's formation. Failure of the Board of Trustees to give confirmation requires the immediate dissolution of such special committee. All special committees automatically dissolve at the time of the next Annual Meeting.

#### **Article 6. Corporate Records and Reports**

**Section 1:** **Minute Book.** The Corporation shall keep at its principal office, or such other places as the Board of Trustees may order, a book of the minutes of all meetings of trustees, with the time and places of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present, and the proceedings thereof.

**Section 2:** **Corporate Records.** The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

#### **Article 7. Effective Date and Governing Rules**

**Section 1:** **Effective Date.** These Bylaws shall become effective immediately upon their adoption.

**Section 2:** **Governing Rules of Procedure.** The latest edition of Roberts Rules of Order (Newly Revised) shall govern transactions of the Corporation in the case where the Articles and Bylaws make no specific provision, subject to the adoption of other rules from time to time as determined by the Board of Trustees.

**Article 8.  
Fiscal Year**

The fiscal year of the Corporation shall end on the 30th day of September each calendar year.

**Article 9.  
Biennial Review and Amendment**

The Chair shall appoint an Ad Hoc Committee to review the Bylaws every two (2) years. The Ad Hoc Committee shall recommend any changes to the Bylaws to the Board. The Bylaws may be altered, amended, or repealed by a unanimous vote of the entire Board of Trustees, at a meeting called on at least ten (10) days prior written notice, which notice shall set forth the proposed Bylaw modification, or by an action by written notice, which notice shall set forth the proposed Bylaw modification or by an action by written consent as provided under Article 3, Section 8. There shall be no power to alter, amend, or repeal the Bylaws in such manner as to violate the intent of the Corporation's Articles of Incorporation, nor to permit any trustee, officer, agent, or employee of the Corporation ever to receive any compensation or any pecuniary profit from its operation (except reasonable compensation for services actually rendered to the Corporation in effecting one or more of its purposes), nor to receive any part of the property or assets of the Corporation upon its dissolution or termination.

**Article 10.  
Corporate Seal**

The Board of Trustees shall provide a corporate seal, which will be circular in form and shall have thereon the following:

**Christ Presbyterian Church Endowment Fund, Inc.  
Florida 2022**

**Article 11.  
Indemnification**

The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any trustee or officer to the extent permitted by section 617.0285, Florida Statutes, or any other provision of law exonerating officers or trustees of Florida not for profit corporations from liability.

**Article 12.  
Prohibited Activities; Dissolution**

The Corporation is organized as a not-for-profit corporation for charitable, religious, educational, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Anything contained in these Bylaws to the contrary notwithstanding, the Corporations shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (1) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (2) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (3) a corporation organized and existing under Chapter 617, Florida Statutes. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_