

**Dardenne Presbyterian Church, Inc.**  
**Resolution of Session and Board of Directors – September 26<sup>th</sup>, 2023**

Following proper notice of a meeting of the Session and Board of Directors (the “Board”) of Dardenne Presbyterian Church, Inc. (the “Corporation”), a meeting of the Board was held on the indicated date, and, a quorum being present, the Board properly voted to resolve as follows:

WHEREAS, the Corporation is a non-profit corporation formed pursuant to the Nonprofit Corporation Law of Missouri on or about October 16, 1996, which corporate entity controls and holds title to all real and personal property utilized by the Corporation, including a substantial church facility in Dardenne Prairie, Missouri;

WHEREAS, the Corporation is a Presbyterian church congregation that is currently associated with a national denomination, the Presbyterian Church (U.S.A.) (the “PCUSA”), which association the Corporation’s members may or may not wish to maintain in the future;

WHEREAS, although the Corporation and its members have paid for all corporate property, and although several of the Corporation’s property deeds specifically declare that the subject property “shall in no way or manner be subject to the control, interference or meddling of any Presbytery Synod, General Assembly or other ecclesiastical body,” the local PCUSA presbytery (the “Presbytery”) has asserted in other cases that it and/or the PCUSA holds a “trust interest” in all local church property, which alleged trust interest the Presbytery has even sought to enforce through lawsuit;

WHEREAS, the Corporation has consistently acted throughout the years to protect its autonomous control of property, and for over a hundred years has acted to keep any national denomination from obtaining any right to the Corporation’s property;

WHEREAS, the Corporation has determined that it is prudent to immediately confirm that the Corporation owns and controls its own real and personal property, especially its real estate, and that neither the PCUSA nor the Presbytery have any trust or other legal interest in the Corporation’s property;

WHEREAS, the Corporation is informed that the PCUSA denomination has published a memorandum that instructs local presbyteries, faced with a property title claim by a local church, to attempt to seize the church’s property and orchestrate a hostile takeover of the church’s membership or governing corporate board;

WHEREAS, the Corporation and its directors owe a fiduciary duty to the Corporation and the Corporation’s members, and, when at all possible, must act to protect the interests of the Corporation and the Corporation’s members; and

WHEREAS, the Corporation’s bylaws provide for the appointment of a “Board of Trustees” to manage and defend title to church property if necessary, and the current members of the Board of Trustees are Mark Bass, JoAnn Stevener, Roy Scheidter, Ruth Poe, Ann Sebaugh, Darrick Fulton;

**Exhibit 20 to  
Dardenne Petition**

THEREFORE, BE IT RESOLVED that the Corporation hereby reaffirms its longstanding position, as evidenced by the Corporation's own charter and various property instruments dating back to 1876, that the Corporation and/or its trustees hold, and have always held, the Corporation's property in fee simple absolute ownership for the church's members, without any Corporate property being subject to any trust interest in favor of the PCUSA, the Presbytery, or any other religious denomination or organization;

BE IT FURTHER RESOLVED that it be affirmed that it is not our desire to engage in any unjustified legal action, and if the Presbytery promptly confirms that neither it nor the PCUSA has any right to the property of the Corporation, upon the proper legal documentation of the Corporation's property rights, the Corporation's property action should be dismissed, and a payment of \$5,000.00 shall be made to the Presbytery to compensate it for any legal fees unnecessarily incurred;

BE IT FURTHER RESOLVED that, to alleviate any concern that the Corporation is attempting to transfer, hide, or take any property that could possibly belong to the Presbytery or the PCUSA, during the pendency of any property-related legal proceeding, the Corporation shall maintain its existing bank accounts and shall not transfer any material funds or assets to a new Dardenne church entity; nor shall the Corporation attempt to sell or place any encumbrance on any real property without first seeking the approval of the presiding court;

BE IT FURTHER RESOLVED that, to the extent the Corporation has ever taken any action that is deemed to have created a trust in favor of the PCUSA or Presbytery, or that could be argued to be indicative of an intent to create a trust, any such trust is hereby unconditionally and explicitly revoked, and any subject property shall accordingly be returned to the complete control of the Corporation to be held for the Corporation's members. This act of revocation extends to any trust alleged to exist in favor of the PCUSA or the Presbytery, including but not limited to any trust (1) suggested by the Corporation's mere involvement with the PCUSA or (2) arising out of any trust language or reference to the authority of the PCUSA or Book of Order in (a) any prior resolution of the Corporation's Board (session), (b) any prior corporate bylaws approved by the Corporation (or by the Board) in 1999, 2009, 2012, 2013, or 2019; (c) Article I, Article II, or Article IV of any current corporate bylaws approved by the Corporation (or by the Board); or (d) any other communication or action of the Board. To the extent that any legal or contractual obligation is alleged to be inferred or implied merely by the Corporation's present voluntary membership in the PCUSA, any such intent is disavowed, it being the long-held understanding of the Corporation that it can join third-party associations without necessarily surrendering property or legal rights;

BE IT FURTHER RESOLVED that, to the extent any power of revocation is found to only be held by the Corporation's members, a meeting of the congregation shall be held promptly, but in no case later than seventy days from today, at which it shall be recommended to the members of the congregation to approve a trust-revocation resolution substantially similar to the one approved by the Board herein, and to similarly confirm the members' understanding of the Corporation's voluntary association with the PCUSA;

BE IT FURTHER RESOLVED that, at the same membership meeting referenced above, the Corporation's members shall be presented with revised corporate bylaws to vote upon, which bylaws shall, among any other appropriate changes, remove any references to the PCUSA, the Presbytery, or the Book of Order that are currently in the applicable bylaws of the Corporation. Bonnie Gilmore is accordingly hereby authorized and instructed to arrange for the preparation of the proposed bylaws, and to present those bylaws to the Board for final approval sufficiently before the membership approval vote;

BE IT FURTHER RESOLVED that, at the same membership meeting referenced above, in the event there is then any assertion that any individual not specifically elected by the Corporation's members (Jessica Fouse, Nick Giannakis, Bonnie Gilmore, Karen Harvey, Kathy Holtkamp, Stuart Huddleston, Jennie Kimmel, Kevin Mullins, Bob Pflaum, Marty Provin, Allen Sebaugh, Frank Schuman, Tom Stevener, Jeff Woods) is somehow a member of the Corporation's Board of Directors, the Corporation's members shall, to remove any doubt, vote upon whether to remove such individual from the Board;

BE IT FURTHER RESOLVED that, at the same membership meeting referenced above, in the event there is then any assertion that any current elected member of the Board (Jessica Fouse, Nick Giannakis, Bonnie Gilmore, Karen Harvey, Kathy Holtkamp, Stuart Huddleston, Jinne Kimmel, Kevin Mullins, Bob Pflaum, Marty Provin, Allen Sebaugh, Frank Schuman, Tom Stevener, Jeff Woods) is no longer a member of the Corporation's Board of Directors, the Corporation's members shall, to remove any doubt, vote upon whether to confirm or re-elect such individual to their current position on the Board;

BE IT FURTHER RESOLVED that, at the same membership meeting referenced above, if the Presbytery and PCUSA have declined to agree that they have no claim to the Corporation's property, the Corporation's members shall vote upon whether to approve of and to continue to pursue a legal declaration of the Corporation's full property rights as against the Presbytery or the PCUSA, and whether to otherwise affirm the decision of the Board to obtain certainty concerning the Corporation's exclusive property rights;

BE IT FURTHER RESOLVED that, in accordance with this resolution, Bonnie Gilmore is accordingly hereby authorized and instructed to ensure the distribution of an appropriate meeting notice to the Corporation's members, and to otherwise ensure the timely announcement and holding of a proper membership vote in accordance with this resolution within 70 days of today's date. Pursuant to the provisions of Mo. Stat. § 355.261, the record date for determining the members entitled to notice, vote, or take any other action at any meeting called in accordance with this resolution, shall be today, September 26<sup>th</sup>, 2023;

BE IT FURTHER RESOLVED that, despite the provisions of Mo. Stat. § 355.346, in the event there is any unilateral removal of a majority of the Corporation's Board members (other than by a lawful vote of the Corporation's members), such action shall, for a period of 70 days, result in the irrevocable delegation of the following limited authority and duties to the Corporation's Board of Trustees, which authority is to be exercised on behalf of and for the benefit of the Corporation's members: (a) authority over any legal action involving the property of the Corporation; (b) authority over, and the duty to ensure, the convening of a meeting of the Corporation's members in accordance with this resolution; (c) authority over, and the duty to ensure, the convening of any other meeting of the Corporation's members that the Board of Trustees deems necessary to protect the property of the Corporation; (d) authority over, and the duty to ensure, the presentation of new bylaws to the Corporation's members for approval in accordance with this resolution; (e) exclusive authority over the holding, scheduling, or oversight of any meetings of the Corporation's members; and (f) authority over, and the duty to protect from manipulation, the membership recognition and rights of those individuals presently recognized to be members of the Corporation. The Board of Trustees may but need not appoint one or more individual agents to assist with the fulfillment of these duties and the exercise of their limited authority. In the event it is found that any compensation is necessary to make this limited delegation enforceable, each Trustee shall be entitled to reasonable compensation for the time expended.

**SO RESOLVED** by the Session and Board of Directors of DARDENNE PRESBYTERIAN CHURCH, INC. in St. Charles County, Missouri, on the 26<sup>th</sup> day of **September, 2023**, by the following vote:

  X   YES             NO

**DARDENNE PRESBYTERIAN CHURCH, INC.**

By:   Bonnie S. Gilmore    
Clerk and Recording Secretary