

First (Scots) Bylaw Amendment

Background: At its monthly stated meeting on Monday, May 18, 2020, the Session, acting upon a motion by the Finance Committee, asked the Officers of the Corporation to bring a recommendation to Session which would amend the by-laws of First (Scots) Presbyterian Church so as to take into account the possible need to procure a future emergency loan on behalf of the church and at such a time when the church could not reasonably convene a congregational meeting. Presently, our bylaws require a Congregational Meeting with a minimum of 75 members present in order to borrow money.

The Last sentence of “Article V – Duties of Officers” found within the Bylaws of the Corporation of First (Scots) Presbyterian Church currently reads as follows:

A quorum to do business shall consist of not less than seventy-five members, and the agreement of a majority of the members present and voting shall be necessary to buy, sell, or mortgage property or to borrow money in the name of the Corporation.

The Original Proposed Amendment to the Bylaws: At our congregational meeting on Sunday, October 18, 2020, the President of the Corporation, Dr. George Dickinson, moved that the last sentence of Article V-Duties of Officers is to be amended as follows:

A quorum to do business shall consist of not less than seventy-five members, and the agreement of a majority of the members present and voting shall be necessary to buy, sell, or mortgage property ~~or to borrow money~~ in the name of the Corporation.

Note: At that same congregational meeting, a motion to “refer the motion before the congregation to the Officers [of the Corporation] and in consultation with the Session for further review” was made and approved.

Proposed Amendment to the Original Motion: The following is a proposed amendment to the original proposed amendment to the bylaws. It will come to the congregation as a recommendation from the Officers of the Corporation which has accomplished their work in consultation with the Session.

A quorum to do business shall consist of not less than seventy-five members, and the agreement of a majority of the members present and voting shall be necessary to buy, sell, or mortgage property in the name of the Corporation.

Also, borrowing money in the name of the Corporation shall require a duly called meeting of the Corporation as well as the presence of a quorum and the affirmative vote of a majority of the members present, except in the event that one or both of the following two circumstances occur:

1. A formal state of emergency is declared by the President of the United States or by the Governor of South Carolina that includes Charleston County, South Carolina and that

prevents the Corporation from readily assembling a quorum of not less than seventy-five members due to such an emergency;
and/or

2. A catastrophic event occurs that prevents the Corporation from readily assembling a quorum of not less than seventy-five members due to such event.

If one or both of the two circumstances set forth above occur, then the Session may, during the time period when one or both of the two (2) circumstances set forth above are in effect or exist, and upon at least a two-thirds majority vote, borrow money in the name of the Corporation in an unsecured amount up to, but not to exceed, twenty-five percent of the then existing general annual operating budget of the Corporation.

Note: The proposed deletion of the words “~~or to borrow money~~” is maintained from the original proposed amendment to the bylaws. The aforementioned amount of 25% of the operating budget which would essentially cover our annual operating expenses for three months was also affirmed by our Property Committee.

Main agenda and consent agenda was approved with a motion by Brad Morrison and seconded, with the exception of the bylaw amendment of the Corporation which was referred on the agenda to Ongoing Business.