

2007 MINUTES

General Assembly Cumberland Presbyterian Church

**CALLED MEETING
NASHVILLE, TENNESSEE
DECEMBER 7-8, 2007**

**NEXT MEETING - JAPAN
JUNE 5 - 13, 2008**

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**Called Meeting of the General Assembly
December 7-8, 2007
Nashville, Tennessee**

AGENDA

Assembly Meeting: Brenthaven Cumberland Presbyterian Church, Nashville, TN
Co-Moderators: The Reverend Frank Ward & Doctor Rose Mary Magrill
Pastor Host: The Reverend Kip Rush
Worship Director: The Reverend Kip Rush

FRIDAY, DECEMBER 7, 2007

<u>Time</u>	<u>Event</u>
11:00am - 12:30pm	Registration for Commissioners and Youth Advisory Delegates
1:00pm	Worship -- Doctor Rose Mary Magrill
2:00pm	Constitution of General Assembly Statement of the Call Adoption of the Agenda Welcome, Co-Moderators Welcome, Pastor Host Report of the Credentials Committee
2:30pm	Presentation by Attorney James Jordan (15 minutes recess following presentation)
3:15pm	Question/Answer Period with Attorney James Jordan General Assembly Business Report of the Judiciary Committee Election of Vice-Moderator Amending the Bylaws of the Cumberland Presbyterian General Assembly Corporation Consideration of Changes in General Regulations Report of the Nominating Committee Election of Board of Directors for the General Assembly Corporation Determining the Organizational Structure for the Ministry Council and the 5 program boards/agencies affected by the reorganization Report(s) of Ministry Council Report of General Assembly Council Report of Center Task Force Determine any and all other business necessary and proper to facilitate the reorganization Determine if General Assembly should meet prior to June in order to speed up the process of reorganization
5:30pm	Break for Dinner
7:00pm	General Assembly Business
9:30pm	Adjournment until Saturday morning
	(The closing worship will be either Friday night or following business on Saturday morning.)

SATURDAY, DECEMBER 8, 2007

8:30am	General Assembly Business
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COMMISSIONERS
to the
ONE HUNDRED SEVENTY-SEVENTH GENERAL ASSEMBLY

PRESBYTERY	MINISTER	ELDER
Andes (2).....		
Arkansas (2).....		
Cauca Valley (2).....		
Choctaw (1).....	Hannah Bryan.....	Rick Clem
Columbia (2).....	Tim Smith	Carol Hale
.....	Charles "Buddy" Pope	
Covenant (3).....	Hillman Moore	Ed Minton
.....	Gary Carlton.....	Billy Crider
.....		Doug Phelps
Cullman (1).....	Ray Latham	Richard Patterson
Cumberland (3).....	Gary Whitworth.....	David DeSpain
Del Cristo (3)	Jimmy Braswell.....	Jerry Young
.....	Harry Chapman	
.....	Paul Collins	
East Tennessee (3).....	Don Hubbard	Lon Knight
.....	Michael Justice	Frances McCarter
.....	David Craig	
Grace (3)	Aaron McMillan	Freddie Carter
.....	Michael Wilkinson	Grace Whitfield
.....	Richard Brown	Scott Stewart
Hong Kong (1)		
Hope (1)	John Deaton	Elizabeth Letsinger
Japan (1).....		
Missouri (1).....	Walter "Pete" Palmer.....	Mary Lyn Childs
Murfreesboro (3).....	Lanny Johnson.....	Jan Bartlett
.....	Jimmy Byrd	Rebecca Davis
.....		Mark Cowan
Nashville (3).....	Ray DeVries	Thomas Nash
.....	Rickey Page.....	Ed Pinkston
.....	Don Winn	
North Central (2).....	Shirley Topar	Roy Shanks
.....	Terra Sisco	Jerry Pataki
Red River (3).....	Keith Rice.....	Elizabeth Horsley
Robert Donnell (1)	Mark Davenport	
Tenn./Georgia (2).....	Jerry "Butch" Hullander	James Condra
.....	Carlton Harper	
Trinity (2).....	Daryl Johnson.....	Rose Mary Magrill
.....	Charles Smith	Elizabeth Aden
West Tennessee (5).....	Frank Ward	Joe Bone
.....	Duwayne Pounds	Mike Coleman
.....		Bethany Hollingsworth

YOUTH ADVISORY DELEGATES
to the
ONE HUNDRED SEVENTY-SEVENTH GENERAL ASSEMBLY
 (Each Presbytery is eligible to send two Youth Advisory Delegates)

PRESBYTERY	DELEGATE	DELEGATE
Arkansas		
Choctaw		
Columbia		
Covenant		
Cullman		
Cumberland		
del Cristo		
East Tennessee		
Grace		
Hope	Whitney Cosby
Missouri		
Murfreesboro		
Nashville	Morgan Keiser
North Central		
Red River		
Robert Donnell		
Tennessee-Georgia		
Trinity	Michael Cucinotta
West Tennessee		

THE REPORT OF THE PERMANENT JUDICIARY COMMITTEE

The Committee on Judiciary met in called session July 27-28, 2007. General Regulation D.g.4 authorizes the Stated Clerk to call a meeting of the Judiciary Committee to secure the advice of the Committee on weighty matters. The 177th General Assembly adopted a major plan of reorganization of structure, however, it is legally impossible to accomplish what the General Assembly adopted without an additional meeting or meetings of the General Assembly. Without one or more called meetings the process of reorganization will be delayed until June of 2008, however, the Judiciary Committee is of the opinion that the General Assembly intended that implementation of the plan should begin as soon as it is legally possible. It is the task of the Judiciary Committee to assist the Church in clarifying legal issues surrounding the plan of restructure, and at the same time to assist the transition in an orderly manner.

I. PURPOSES AND RESPONSIBILITIES OF THE JUDICIARY COMMITTEE OF THE CUMBERLAND PRESBYTERIAN CHURCH (General Assembly Minutes, 1996, pages 147,148)

1. The Committee shall prepare and submit to each annual General Assembly a written report which shall include:
 - a. Wording of proposed amendments to the Confession of Faith, Constitution, Rules of Discipline, Directory for Worship, and Rules of Order directed by the General Assembly.
 - b. Comments and recommendations concerning amendments to the Confession of Faith, Constitution, Rules of Discipline, Directory for Worship, and Rules of Order which may be requested by the General Assembly, otherwise proposed, or offered by the Committee to protect the interests of the Cumberland Presbyterian Church.
 - c. Comments and recommendations in response to referrals from the General Assembly on issues of law or governance affecting the Cumberland Presbyterian Church.
 - d. Any other appropriate information concerning the work of the committee during the preceding year.
2. Upon request of the Stated Clerk, the Committee shall provide the Stated Clerk counsel and advice concerning:
 - a. Litigation and other legal proceedings involving the interests of the Cumberland Presbyterian Church.
 - b. Matters affecting the legal or property rights of the Cumberland Presbyterian Church, its institutions, churches, presbyteries, synods or other entities.
 - c. Matters of religious liberty and relations between church and state.
3. The Committee shall render advisory opinions on questions concerning the interpretation of the Constitution, Rules of Discipline, Directory for Worship, or Rules of Order in response to

any request submitted to the Committee in writing by an agency, judicatory, or person in the Cumberland Presbyterian Church.

4. The Committee shall designate at least one member to attend each meeting of the General Assembly to advise with the Assembly, its officers and members, on all judicial questions, and to sit, upon request of the Moderator, in an advisory capacity during the business sessions of the Assembly.

5. The Committee shall, as it deems appropriate, provide the General Assembly or the Stated Clerk advice, counsel or recommendations with respect to legal rights or liabilities which may affect the welfare of the Cumberland Presbyterian Church.

II. CO-MODERATORS

The 177th General Assembly erred in setting aside the Rules of Order 1.0 to elect a Co-Moderator. Rules of Order 1.0 provides for the election of a Moderator. Although the Rules of Order can be amended by a General Assembly; a proposed amendment must come from the Joint Committee on Amendments, Constitution 11.2 and 11.5 An amendment to the Rules of Order or the Directory of Worship has been adopted when a two thirds majority of the number of commissioners enrolled at each General Assembly have approved it. These two sections of the Confession of Faith can be amended without referral to the presbyteries, however, there is no provision for setting aside any section of the Confession of Faith.

The Bylaws of the Cumberland Presbyterian Church General Assembly Corporation provide for the election of a Moderator, but there is no provision for Co-Moderator. The Bylaws make provision for a Vice-Moderator, as does 2.0 of the Rules of Order. The Bylaws of the Corporation can be amended by the General Assembly provided ample notice is given to the commissioners and two thirds of the commissioners enrolled approve the changes to the Bylaws. To elect a person to a position for which the Bylaws and the Rules of Order do not provide is a violation on the part of the General Assembly.

Robert's Rules of Order allow for the suspension of rules to allow the judicatory to do something it cannot do without violating one or more of its regular rules, (Rules of Order 8.34c) however, this applies to General Regulations and does not apply to any portion of the Confession of Faith. The Rules of Order 14.1 states that "Robert's Rules of Order apply if the Confession of Faith does not make provision." In the case of the election of a Moderator, the Confession of Faith has designated that there shall be one moderator and describes the procedure for electing the person to the office. Although the idea of a co-moderator was a magnanimous gesture on the part of the Moderator, there is no provision for electing a co-Moderator. Although the General Assembly is the highest court of the Church, it is still bound by its own Constitution. Constitution 3.03 "The authority of each level of church government is limited by the stated provisions of the Church's Constitution." To conform to the Constitution, Rules of Order and the Bylaws of the Cumberland Presbyterian Church General Assembly Corporation, the position of co-moderator cannot exist, therefore, the General Assembly needs to proceed to elect a Vice-Moderator.

III. LEGAL ISSUES DEALING WITH THE PLAN OF RESTRUCTURE

Although the 177th General Assembly directed that the General Assembly Council and all program boards be dissolved, some further decisions must be made by the General Assembly before the process of implementation can begin. The General Assembly Council cannot be dissolved

until a Board of Directors is elected for the Cumberland Presbyterian Church General Assembly Corporation. In June it was not possible to present the changes in Bylaws needed to allow the Ministry Council or any other board to replace the General Assembly Council. Corporate law in the State of Tennessee requires that proper notice of proposed Bylaw changes be provided to the commissioners prior to the meeting.

Although the Ministry Council will assume the duties of the General Assembly Council, there are some risks involved in the Ministry Council becoming the Board of Directors of the Cumberland Presbyterian Church General Assembly Corporation. If the General Assembly were to be named in any legal action, the Corporation currently does not have many assets. If the General Assembly elects the Ministry Council to be the Board of Directors of the Cumberland Presbyterian Church General Assembly Corporation, and all the incorporated boards along with their assets are merged into the Ministry Council, assets of the program boards could be more vulnerable. In order to provide better protection to the assets of the Church, the Judiciary Committee is of the opinion that a separate board of Directors for the Cumberland Presbyterian Church General Assembly Corporation should be elected, and that the Ministry Council should be incorporated as a subsidiary of the General Assembly Corporation. It is apparent that only General Assembly can determine whether there should be a separate Board of Directors for the corporation or to name the Ministry Council that Board of Directors. Thus, there are two sets of proposed By-law changes.

If the Ministry Council is incorporated, as recommended, then the Board of Trustees of the Ministry Council has the exclusive right to manage the Ministry Council's affairs, whether in the area of programming or its funding. The Ministry Council is responsible to the General Assembly which has the right to elect and/or remove the directors of the Council.

The Cumberland Presbyterian Church General Assembly Corporation's affairs are managed by either the commissioners when General Assembly is in session or the General Assembly Corporation Board of Directors at other times. If a separate Board of Directors of the Corporation is elected, the Ministry Council will not have any authority to act for the General Assembly nor to manage the business of the corporation.

Over the years various trusts have been created for holding and investing the money given to boards and to the Church, thus attorneys will need to read through the various trust instruments to ascertain that the purpose for which they were given will be preserved in the new organizational structure. Although there will be legal fees in reading trust funds, as well as other aspects of the plan of reorganization, the General Assembly did not address this issue. General Regulation D.3 states "that the Stated Clerk may enter into litigation or take such other appropriate action as is deemed necessary and proper to serve the best interests of the name and assets of the Cumberland Presbyterian Church," thus the Judiciary Committee encouraged the Stated Clerk to employ legal counsel to advise the Office of the General Assembly on all legal issues needing action as the plan of reorganization moves forward.

Although the 177th General Assembly directed that all program boards will be dissolved, an exact plan of merger has to be developed before an incorporated board can no longer exist. The plans of merger must be consistent, and each Board of Directors has to approve the plan, then recommend it to the General Assembly for approval as all of the charters list the General Assembly as the only member. When the General Assembly has approved the plan, the recommended changes have to be adopted by the Board of Directors in a subsequent meeting. Before a Tennessee nonprofit corporation can be dissolved, the Attorney General of the State of Tennessee has to approve the merger plan and ascertain that assets will be transferred and used for the purposes for which they were given. When a charter and Bylaws have been approved for the Ministry Council, and a plan of merger is developed for the programming boards, further steps can be taken to implement the restructure plan. Although the internal Bylaws for operation should be developed by the Ministry Council, the Charter should be prepared with the Stated Clerk working with attorneys.

The Board of Stewardship, Foundation and Benefits has been designated as Trustees for the Church, thus having the responsibility to hold property and funds in trust. The Board of

Stewardship, Foundation and Benefits invests money for boards, agencies, presbyteries, local congregations, and individuals. The Investment Loan Program, a subsidiary incorporation under the Board of Stewardship, can invite investments from two different states, and loans money to congregations throughout the Denomination. The Board of Stewardship, Foundation and Benefits administers the Insurance and Retirement Program of the Denomination. It is the opinion of the Judiciary Committee that the Board of Stewardship should remain an incorporated board. One of the options to retain the incorporation status of the Board of Stewardship, Foundation and Benefits is to have the General Assembly continue to elect the members of the Board and to have the Board of Stewardship, Foundation and Benefits to continue to report to the General Assembly. An alternate option is to have the Ministry Council name the corporate directors of the Board of Stewardship, Foundation, and Benefits, thus making it a subsidiary of the Ministry Council. The General Assembly must be mindful that control and vulnerability go together.

RECOMMENDATION 1: That the Board of Stewardship, Foundation and Benefits remain as a subsidiary incorporation under the Cumberland Presbyterian Church General Assembly Corporation.

IV. THE MINISTRY COUNCIL

In order to develop a plan for the boards to merge into the Ministry Council, it is necessary to adopt a charter. Since the Ministry Council is a new organization, legal counsel has advised that the charter be prepared by the Office of the General Assembly and the Judiciary Committee in consultation with attorneys. The Ministry Council has read the proposed charter, and will be developing Bylaws to be presented to a future meeting of the General Assembly.

CHARTER OF THE MINISTRY COUNCIL OF THE CUMBERLAND PRESBYTERIAN CHURCH

The undersigned persons, acting as the incorporators under the Tennessee Nonprofit Corporation Act now adopt the following corporate charter.

1. The name of the corporation is: Ministry Council of the Cumberland Presbyterian Church.
2. The corporation is a religious corporation and a public benefit corporation.
3. Ministry Council of the Cumberland Presbyterian Church shall have one member, which shall be Cumberland Presbyterian Church General Assembly Corporation, a corporation organized and existing under the Tennessee Nonprofit Corporation Act.
4. The corporation shall have fifteen directors, all of whom shall be appointed by the member. The member may remove any director of the corporation, with or without cause, by giving written notice of the removal to the director and to the president of the corporation.
5. The corporation shall not, without the prior written consent of the member: (1) merge with another corporation; (2) dissolve; or (3) sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property.

6. This charter shall not be amended without the prior consent of the member.
7. The initial registered officer of the corporation shall be in Shelby County, Tennessee. The name and address of the initial registered agent is:

Reverend Michael Wilkinson
1978 Union Avenue
Memphis, Tennessee 38104

8. The principal address of the corporation is:

1978 Union Avenue
Memphis, Tennessee 38104

9. The incorporators of the Ministry Council of the Cumberland Presbyterian Church are:

Reverend Michael Wilkinson
1978 Union Avenue
Memphis, Tennessee 38104

Reverend Robert D. Rush
1978 Union Avenue
Memphis, Tennessee 38104

10. The initial directors of the corporation shall be:

Terms Expiring in 2008

Ms. Betsy Atkins
216 Highland Circle
Nashville, Tennessee 37211

Reverend Iwao Satoh
170 Roberta Drive
Memphis, Tennessee 38112

Mr. Roy Shanks
3997 N 100th Street
Casey, Illinois 62420

Ms Breann Tolley
1445 New Murraytown Road NW
Cleveland, Tennessee 37312

Mr. Leo Whinery
PO Box 378
Dover, Arkansas 72837

Terms Expiring in 2009

Reverend Hillman Moore
PO Box 44
Lovelaceville, Kentucky 37209

Reverend Rickey Page
6845 Old Charlotte Pike
Nashville, Tennessee 37209

Ms. Eleanor Scudder
29688 South 534 Road
Park Hill, Oklahoma 74451

Reverend Michael Wilkinson
1978 Union Avenue
Memphis, Tennessee 38104

Reverend Wayne Wood
 HC 61, Box 600
 Calico Rock, Arkansas 72519

Terms Expiring in 2010

Ms. Jill Carr
 PO Box 1547
 Lebanon, Missouri 65536

Ms. Elizabeth Horsley
 1200 Imperial Drive
 Denton, Texas 76201

Reverend Richard Hughes
 116 Cedar Hill Drive
 Waverly, Tennessee 37185

Ms. Gwen Roddye
 3728 Wittenham Drive
 Knoxville, Tennessee 37921

Reverend Sam Romines
 PO Box 127
 Lewisburg, Kentucky 42256

11. Ministry Council of the Cumberland Presbyterian Church is a nonprofit corporation organized and operated exclusively for religious and charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of any individual. No substantial part of the activities of the corporation shall be attempting to influence legislation through propaganda or otherwise. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
12. The assets of Ministry Council of the Cumberland Presbyterian Church shall be dedicated to the religious purposes of the corporation. Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities, the assets of the corporation shall be distributed to Cumberland Presbyterian Church General Assembly Corporation if it shall then qualify as an exempt organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future United States tax code), and if it does not so qualify, then to one or more organizations which do qualify as exempt organization described in Section 501 (c)(3).
13. The directors of the corporation shall not be personally liable to the corporation for monetary damages arising from any breach of the director's fiduciary duty as a director except with regard to:
 - a. A breach of the director's duty of loyalty to the corporation;
 - b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or
 - c. Unlawful distributions of the corporation's assets.

This Charter is approved and dated this _____ day of December, 2007, to become effective upon being filed as provided by the laws of the State of Tennessee.

(Signatures of incorporators)

RECOMMENDATION 2: That the proposed Charter for the Ministry Council be approved.

Respectfully submitted,
Harry Chapman
Dwayne Tyus

THE REPORT OF THE NOMINATING COMMITTEE

In the event that the General Assembly determines that the General Assembly should determine that the Board of Directors of the Cumberland Presbyterian Church General Assembly Corporation will be a separate board, the Nominating Committee submits the following nominees:

Reverend Terry Hunley, West Tennessee Presbytery, for a one year term.

Ms. Grace Whitfield, Gadsden Congregation, Grace Presbytery, for a one year term.

Reverend Melissa Malinoski, Presbytery of East Tennessee, for a two year term.

Mr. Jerry Weathersby, Welti Congregation, Cullman Presbytery, for a two year term.

Reverend Roy Hall, Robert Donnell Presbytery, for a three year term.

Ms. Jane Jennings, Lawrenceburg Congregation, Columbia Presbytery, for a three year term.

Respectfully submitted,
The Nominating Committee

THE REPORT OF THE MINISTRY COUNCIL

To the called meeting of the General Assembly of the Cumberland Presbyterian Church on December 7-8, 2007, meeting at the Brenthaven Cumberland Presbyterian Church, Brentwood, Tennessee.

I. INTRODUCTION

The Ministry Council elected Rickey Page as its Representative and Ellie Scrudder as Alternate to this called meeting.

Since being established by 177th General Assembly, the Ministry Council has met twice; once in Nashville, Tennessee, at the West Nashville Church and once in Bartlett, Tennessee, at the Faith Church. While in Bartlett, we met with available Denominational Center Staff to discuss the ongoing re-organizational effort.

Recognizing the magnitude of the task assigned to us in the restructuring process, we determined that there are several matters that need clarification and/or approval before proceeding with our task.

II. REFINEMENT OF CRITERIA FOR SERVING ON THE MINISTRY COUNCIL

Since RECOMMENDATION 3 of the Organizational Task Force Committee Report: “That a new 15 member Ministry Council of the Cumberland Presbyterian Church be established by the 177th General Assembly according to the law of Tennessee in such cases made and provided. The same 15 members will be named to oversee the programming of General Assembly boards and agencies following their dissolution according to Recommendation 5. The Ministry Council will also include the Stated Clerk, Moderator(s), immediate Past Moderator, and 3 youth (ages 16 to 19 when elected) to serve as advisory members of the council. The Ministry Council will be made up of 3 members from each Synod with no more than 9 clergy or laity members and no more than 9 members of either gender. Make up of the Ministry Council should reflect that we are a Global Church. The terms shall be for 3 years, staggered, to be elected by General Assembly with a 3-term limit. No denominational employee may serve on the Ministry Council.” did not specify terms for the Youth Advisory Members to allow for staggered rotation, we make the following recommendation:

RECOMMENDATION 1: That a staggered rotation for the Youth Advisory Members of the Ministry Council be established by the General Assembly Nominating Committee to begin with the completion of the current terms.

We want to encourage congregations and presbyteries to submit to the General Assembly Nominating Committee names of youth, ages 16 to 19, to serve as Youth Advisory Members of the Ministry Council.

Since it is possible for a denominational employee to serve as Moderator of General Assembly and the Stated Clerk is a denominational employee; and thus serve as Advisory Members of the Ministry Council, a clarification must be made regarding Recommendation 3 of the Organizational Task Force Committee Report that states, “No denominational employee may serve on the Ministry Council.” Therefore, we make the following recommendation:

RECOMMENDATION 2: That no denominational employee can serve as an elected member of the Ministry Council and that General Regulation G.1.b. be amended to reflect this change.

Hearing the concerns of the church at-large, we ask that the General Assembly Nominating Committee be mindful of presbyterial and global representation when nominating future members to the Ministry Council.

III. ADVISORY COMMITTEES

As a point of clarification regarding Recommendation 19 of the Organizational Task Force Committee Report: "That beginning in 2008 the Nominating Committee, in its report, propose the membership of the various Advisory Committees to be elected by the 178th General Assembly and subsequent General Assemblies." due to the fact that all current program boards and agencies may not be transformed into Advisory Committees by June 2008; we make the following recommendation:

RECOMMENDATION 3: That the General Assembly Nominating Committee begin proposing membership to the various Advisory Committees once they are in place.

Until the various Advisory Committees are in place, the General Assembly Nominating Committee will continue to propose membership to the governing Boards of our various programming agencies.

IV. CHIEF MINISTRY OFFICER

Due to language translation and cultural sensitivity and recognizing that the Cumberland Presbyterian Church is a Global Church, we make the following recommendation:

RECOMMENDATION 4: That the title "Chief Ministry Officer" be changed to "Director of Ministries."

Upon advice from legal counsel, due to ascending liability issues brought about by Recommendation 11 of the Organizational Task Force Committee Report; "That the 177th General Assembly of the Cumberland Presbyterian Church establish the position of Chief Ministry Officer, who must be a Cumberland Presbyterian. The new Ministry Council will initially hire the Chief Ministry Officer who will serve a 3-year term to be subsequently elected by General Assembly. The initial term will end at the 180th General Assembly. The Chief Ministry Officer may succeed himself/herself with no term limits." we make the following recommendation:

RECOMMENDATION 5: That the Ministry Council be responsible for employing the Director of Ministries (Chief Ministry Officer).

Approval of Recommendation 5 eliminates the three-year service term for the Director of Ministries (Chief Ministry Officer) as stated in Recommendation 11 of the Organizational Task Force Committee Report.

V. ADDITIONAL INFORMATION

We have finalized a job description for the position of Director of Ministries (Chief Ministry Officer) that will be available for distribution at the called meeting of General Assembly.

We formed a Search Committee to receive dossiers and applications for the Director of Ministries (Chief Ministry Officer). The six-member Search Committee consists of the Ministry Council's Executive Committee (Mike Wilkinson, Gwen Roddye, Iwao Satoh, and Elizabeth Horsley), one Council member at-large (Jill Carr), and one Denominational Center Staff member (Marjorie Shannon). After reviewing dossiers and applications, the Search Committee will recommend applicants to the entire Ministry Council for interviewing and possible extension of Call.

We have adopted the following tentative timeline to fill the position of Director of Ministries (Chief Ministry Officer):

December 7, 2007-April 11, 2008	Advertise the position and receive dossiers and applications
April 12-30, 2008	Search Committee reviews dossiers and applications
May 1-7, 2008	Search Committee schedules interviews
May 8-10, 2008	Ministry Council conducts interviews
May 16, 2008	Extend the Call
July 1, 2008	Assumption of duties by the Director of Ministries (Chief Ministry Officer)

VI. FUTURE MEETING DATES

The daunting task of restructuring will require more than the standard two or three meetings during the next year, therefore, we plan to meet five times during 2008. In order to foster the sense that the work of the Ministry Council is the work of the entire Church, we feel the need to meet in locations throughout the Church. Unfortunately, time and expense restraints currently limit us to meeting only in the USA. The following is our meeting schedule for 2008:

January 18-20	Fort Worth, Texas
February 29-March 2	Memphis, Tennessee
May 8-10	Birmingham, Alabama
August 1-3	Memphis, Tennessee
November 13-15	Paducah, Kentucky

VII. RESOLUTION FROM GENERAL ASSEMBLY COUNCIL

The Ministry Council wholeheartedly endorses the Resolution in Honor of Davis Gray submitted by the General Assembly Council. Furthermore, we wish to commend Davis Gray for his valuable assistance to the Ministry Council in this transition effort. He will continue to aid the Ministry Council in the ongoing process of restructuring.

Respectfully Submitted,
Mike Wilkinson, President
Elizabeth G. Horsley, Secretary

THE REPORT OF GENERAL ASSEMBLY COUNCIL

To the called meeting of the General Assembly on December 7-8, 2007 in Brentwood Tennessee, at the Brenthaven Cumberland Presbyterian Church. The General Assembly Council met on October 19, 2007 to consider (1) Center Property Direction (2) New Organization Transition Funding (3) Proposed Bylaw changes for the General Assembly Corporation, and other Council business.

I. CENTER PROPERTY DIRECTION

The GAC had before it a report from the Center Task Force with a recommendation to purchase the Sylvan property located at 8039 Stagehill Road, in Bartlett Tennessee; a report from its Center Interagency Team with a recommendation to pursue leasing until the New Organization Structure is in place and future staffing needs are defined; letters from the Board of Christian Education and Historical Foundation objecting to the purchase of the Sylvan building on the basis of inadequate space for offices, shipping operations, archives and security.

The GAC considered all information on the Center Property and turned down the recommendation from the Center Task Force to purchase the Sylvan building at 8039 Stagehill Road in Bartlett Tennessee. The GAC submits the following with recommendations for General Assembly's consideration:

Center Proposal

For several years the Cumberland Presbyterian Church has been in transition, seeking to discern a meaningful direction for the future. The General Assembly in 2005 took action to appoint a Center Task Force to begin a campaign to raise money to build or purchase property for a new denominational center. The plan was optimistic with hope of accomplishing this task in a short period of time and having a debt-free center. In 2007, the General Assembly took action to restructure its program boards and agencies in order to facilitate an even more effective ministry for the future. To some extent the church has experienced what one futurist termed Future Shock—too much change in too short a period of time.

Yet, it is through such transitions that God brings hope and opens the way for new life to happen. Trusting in that reality and in the firm belief in God's faithfulness, the various task forces and the General Assembly Council has struggled to carve out a direction to help the church experience new life.

Standing on the brink of tomorrow, the General Assembly Council has sought to discern the meaning of the issues confronting the church. The relocation of the denominational center and the restructuring of program ministry are two major concerns for the church. They are so integrally related, yet avenues have not been clear for addressing them together.

In exploring options for the future in light of the restructuring and the challenge to raise additional funds to purchase a new center building and/or provide for space to "house" a center, there are two options that have emerged to the forefront. One is that specific property be purchased that has somewhat limited space. The other is to delay the purchase of property and lease until such time as the new Ministry Council is in place. Both options have strengths and challenges.

In considering the challenges, the General Assembly Council especially affirms the following:

- a. The Center Task Force has worked diligently and tirelessly to fulfill the call extended by the General Assembly and should be commended for its ministry in behalf of the General Assembly;

- b. The gifts that have been contributed toward relocating the denominational center should be secured and honored fully with the commitment to purchase property in the future;
- c. The restructure is in the midst of being processed with the anticipation that it will move more slowly than anticipated by the 2007 meeting of the General Assembly;
- d. The moving forward with the purchase of property now without full awareness of future needs challenges our call to be good stewards; and,
- e. Change is to be embraced and made with openness to God's grace and knowledge of the consequences of our decisions.

Trusting fully in the gift of hope through Christ Jesus, the General Assembly Council recommends:

RECOMMENDATION 1: That the purchase of a building be delayed until the restructuring of the denominational leadership is completed and the Ministry Council and staff produce a strategic plan that clarifies all positions and tasks needed to fulfill the mission of the church.

RECOMMENDATION 2: That the sale of the Union Avenue building be finalized and that all outstanding debts be paid in full.

RECOMMENDATION 3: That the revenue from the sale of the Warren and Union properties along with the funds from the I Love My Church Campaign be placed with the Board of Stewardship Foundation and Benefits or its successor, and invested in the Total Return fund of the church in order to maximize their growth and potential.

RECOMMENDATION 4: That the General Assembly Council or Ministry Council, in cooperation with the denominational staff, will lease a temporary facility that will meet their needs for a period not to exceed 7 years.

RECOMMENDATION 5: That a building be designed based on the newly defined needs of the denomination and that the design be utilized to raise the additional funds needed to purchase a long term building for the denominational staff.

II. NEW ORGANIZATION TRANSITION FUNDING

The Denominational Structure adopted by the General Assembly in June 2007 will take much longer to achieve from a procedural and legal aspect than originally planned. It will also take even longer for presbyteries and congregations to adapt to these changes. Therefore to ensure that the Ministry Council can move forward without hold up for funding, the General Assembly Council makes the following recommendation:

Recommendation 6: That the called meeting of General Assembly (December 7-8, 2007), approve a loan from the Board of Stewardship, Foundation, and Benefits to the General Assembly Corporation in an amount up to \$250,000, for the Ministry Council for transition expenses such as meeting expenses, attorneys fees, accounting fees, licensing fees, registration fees, and court cost to be paid back from OUC funds after the debt of the Organization Task

Force is paid and after the debt of the Stated Clerk's Office for the 2008 General Assembly expense is paid. These funds would only be borrowed as needed.

III. BY-LAW CHANGES OF THE GENERAL ASSEMBLY CORPORATION

The General Assembly Council considered the two proposals for by-law changes which will be presented to the General Assembly in December 2007. After extensive discussion, the General Assembly Council recommends proposal Number 1 to be preferred over proposal Number 2 and the General Assembly Council submits the following concerns to the General Assembly:

1. Article 11 as it exists in both proposals is a concern, in that the Board of Stewardship is holding assets at the pleasure and direction of the General Assembly. There was concern that this connection might create liability issues for the assets held by the Board of Stewardship.
2. If a separate Board of Directors is created for the General Assembly Corporation, there was concern that there not be two competing governing bodies (i.e., General Assembly Board of Directors and Ministry Council)
3. There is no provision for the Church Institutions to have a voice or participate on the new Ministry Council.
4. That the Board of Stewardship, Foundation and Benefits in its financial functions (non-programming functions) should remain a separate entity for legal purposes and not be merged into the Ministry Council.
5. That the Director of Ministry of the Ministry Council be a non-voting member of the General Assembly Corporation Board of Directors, so as to avoid entanglement of the two organizations and subject assets of the church to unnecessary exposure.

IV. RESOLUTION FROM GENERAL ASSEMBLY COUNCIL

The following Resolution was presented to Davis Gray Jr. in honor of his many years of work at various levels of the Cumberland Presbyterian Church and especially for his service as Executive Director of the General Assembly Council. This Memorial was signed by all members of the General Assembly Council present.

Resolution in Honor of Davis Gray
December 7, 2007 Nashville, Tennessee

WHEREAS, Davis Gray is a long-term member of the Cumberland Presbyterian Church; and,

WHEREAS, Davis has contributed to the life and ministries of the Brookhaven Cumberland Presbyterian Church, Nashville, TN, the Cumberland Presbyterian Church in Murfreesboro, TN, and the Cumberland Presbyterian Church in Germantown, TN, serving these congregations in a variety of roles, including as Ordained Elder, Sunday School Teacher, and Ministry Team Leader; and,

WHEREAS, Davis has provided important leadership to these Cumberland Presbyterian congregations through their facility improvement programs; and,

WHEREAS, he has served as a Touch the Future Vision Enabler to the Germantown Cumberland Presbyterian Church, assisting that congregation in a comprehensive process of scriptural study, discernment, clarification and action; and,

WHEREAS, Davis has served joyfully as Presbyter in West Tennessee, Murfreesboro and Nashville Presbyteries, as delegate and committee member; and,

WHEREAS, Davis has generously offered himself in service to the Cumberland Presbyterian Church, serving on the Board of Christian Education; and,

WHEREAS, he has provided critical leadership and technical expertise as the Church established the first integrated computer system for Cumberland Presbyterian Center Offices, some components of which still serve the center agencies today; and,

WHEREAS, he has provided invaluable and effective leadership for the broader Church, serving as Executive Director of the General Assembly Council since inception of that body in 1993; often called to serve simultaneously as advisor, encourager, supervisor, confidante, and friend, over these many years; and,

WHEREAS, Davis, together with his loving wife Lois, prepare to celebrate a new stage in their life together on the occasion of his retirement; and,

WHEREAS, in recognition that we owe to Davis a debt of thanks for his outstanding service to the General Assembly Council and to the Cumberland Presbyterian Church,

THEREFORE, BE IT RESOLVED, that acting on behalf of the General Assembly of the Cumberland Presbyterian Church, we the members of the General Assembly Council hereby honor and commend Davis Gray for his 15 years of extraordinary service, his generosity, and his guidance, and extend to him our deepest gratitude for his devotion to the people of the Cumberland Presbyterian Church and to our Lord.

As recorded in the Minutes of the General Assembly Council, from its meeting on October 19, 2007.

V. DISSOLUTION OF GENERAL ASSEMBLY COUNCIL

The General Assembly Council voted to dissolve itself when the following conditions are met: (1) Written assurance from the Ministry Council that they are ready to assume oversight of the programming and coordination of all boards/agencies and (2) that the General Assembly has elected a new Board of Directors for the General Assembly Corporation which is ready to replace the General Assembly Council members as Directors of the Corporation.

Respectively Submitted,
President Reverend Tiffany McClung
Executive Director Davis Gray Jr.

THE REPORT OF CENTER TASK FORCE

Report to General Assembly December 7, 2007.

I. HISTORY

At the 2005 meeting of the General Assembly in Franklin, Tennessee, a report from the General Assembly Council recommended that the current denominational Center properties at Union & Rembert, Memphis, Tennessee, be sold and that the Center be relocated. The Program Planning Committee carried this recommendation to the floor of the General Assembly with the recommendation that it be adopted. It was adopted and a five-member Task Force was named to carry out the mandate of the Assembly (J. David Hester, Chair; Cathy Jahr, Thomas Craig, Bob Rutledge, Charles Dawson). The General Assemblies meeting at Birmingham, Alabama in 2006 and in Hot Springs, Arkansas in 2007 re-affirmed this decision.

II. ACTIONS OF THE TASK FORCE

The Task Force began meeting in July, 2005, to implement the General Assembly directive. The Task Force has met about 27 times during the 28 months since being named. We have attended all state-side presbyteries (except Choctaw) two times (during falls of 2005 and 2006). We have reported to the General Assembly Council each time they have met since the inception of this project (8 times). We have sought and obtained GAC approval for each contract we have signed (with one exception). The office of GAC has received and disbursed the funds which have been gathered for the project. The Task Force has invested the cash funds in a money market account (at about 5%) and has earned \$25,990 in interest to date. It was discovered that the Warren Building had an indebtedness of \$359,835.53 from the construction in 1981. When the building was sold in July, 2007 for \$650,000, this indebtedness was paid off (as per the instruction of the 2007 General Assembly). There is also a \$300,000 indebtedness on an over-spent maintenance budget at the current Center. The 2007 General Assembly instructed that this be paid: "Recommendation 13: That we encourage the General Assembly to pay the maintenance debt as soon as possible." (2007 GA Minutes, page 422). It has always been and still is our intent to pay this debt at the conclusion of our task.

III. PROGRESS OF THE PROJECT

The Warren Building has been sold. Closing on this property was July 23, 2007. The 1978 Union Avenue property is under contract to Chic-fil-A for \$1.25 million dollars. Closing on this property is projected to be in January, 2008. The following buildings have been contracted/considered and lost:

- 8383 Wolf Lake, Bartlett TN - lost because we did not have sufficient funds in time to close the deal (the 1978 Union property had not been sold).

- 8039 Stage Hills Blvd., Bartlett TN (Sylvan Building). This building was recommended by us for purchase to the GAC. Deciding it was too small, the GAC turned down our recommendation.

- Buildings two blocks from Sylvan Building for storage of all or part of the Historical Archives Collection were turned down as “unacceptable” by the Historical Foundation Board.

- Lutheran Church on Parkway and Union (diagonal across from Memphis Theological Seminary). Turned down by Historical Foundation.

IV. FINANCES

We asked that the church join us in this venture by giving a one-time gift of \$100 per active member. If 30,000 of our 47,082 active members (2007 GA Yearbook) responded, we would have had three million dollars. To this we would add the other million dollars left from the sale of the property (after paying off the indebtedness), giving us over four million dollars to:

- 1) liquidate the indebtedness,
- 2) re-locate to a new building,
- 3) provide a maintenance fund endowment for future maintenance needs.

To this date (December 5) our finances are:

<u>Income:</u> Funds given from churches/individuals	\$604,656.17
Pledges outstanding	240,123.32
Net proceeds from sale of Warren Building	269,666.97
Less expenses paid out to date	159,143.52
Total currently available, cash and pledges	\$955,302.94
Projected sale of 1978 Union (net)	1,175,000.00
Total currently available	2,130,302.94
(If no further gifts are made)	

Projected Expenditures:

Purchase of buildings	1,300,000
Retrofit new buildings	1,100,000
Moving expenses	125,000
Architect	20,000
Total projected expenses	\$2,545,000

V. NOW BEING CONSIDERED

1. We understand that the GAC prefers that property be leased so that a move can go forward in early 2008. We would point out that leasing 16,000 square feet in the area that is being considered will conservatively cost about \$10.00 - \$15.00 per square foot or about \$160,000 - \$240,000 per year (broken down per agency to be paid as rent has been paid in years passed). Multiply that by a five-year lease and you see \$800,000 - \$1,200,000 total spent. Therefore, we are still maintaining that spending money for leasing is money that is ultimately wasted (since it cannot be recovered).
2. It is our understanding that the GAC has agreed that no funds that have come in for a new Center building are to be used in the leasing of any interim building.
3. We have a contract with Chic-fil-A to purchase 1978 Union Avenue for \$1.25 million dollars. The contract expired November 4, 2007. Chic-fil-A discovered in their property search that two small parcels on that property were still zoned residential. They asked for a 30-day extension. We granted that. On December 4, 2007, they asked for an additional 30-day extension. We refused. They decided to proceed with the contract and work on the re-zoning of the two parcels later.

The time-line, as it now stands:

December 5, 2007 – the contract proceeds

January 18, 2008 - Permit requisition period expires*
 - Property is closed and money transferred*
 - 90-day occupancy called for in contract begins*

April 17, 2008 – We must vacate the building *

*However, purchaser has option to extend closing period up to 60 days provided he is unable to obtain building permits during a 45-day period following expiration of due diligence period (December 5). That could move vacating the building to June 17, 2008.

4. We are ready to place before you a proposal for the location of our Worldwide Denominational Center.

This location is 8175 Traditional Place in Cordova, Tennessee (east Memphis). The exit off I-40 is on Germantown Road South. The distance from I-40 is 0.6 miles – one minute. Adjoining the property at the rear is St. Benedict High School (Catholic).

Two shells of buildings were built; each has 8450 square feet (total of 16,900 sq. ft.). All that is built is steel framework, concrete floor and outer walls, and metal roof with insulation.

The bank foreclosed on the owners and placed the three lots and two buildings on the market (a lot stands between the two buildings).

These buildings can be bought by us and finished to our specifications. We envision the Archives in one building, along with some offices, the large conference room, shipping and receiving, some storage and all other offices in the other building.

The advantage of purchasing the two shell buildings is that they provide more than the space needed for our center staff at this time. However, if the church decides in the future to downsize, one building can be sold or leased to another group, and, if the church needs additional space in the future, an additional building can be constructed in the lot between the buildings when needed.

As this location is available after a bankruptcy, we have a rare opportunity to purchase property at a discounted price in a highly desirable location.

RECOMMENDATION 1: That we purchase the property at 8175 Traditional Place for \$1.1 million dollars.

RECOMMENDATION 2: That the church and the Boards and Agencies, who will benefit from this new facility, be strongly encouraged to join us in the additional money needed to complete this project.

We would request time to display this property on the screen as a part of the discussion of this report.

A ceramic replica of the 1978 Union Avenue building is for sale at \$50 at this meeting of the General Assembly. Gift boxed replicas are located on the display in the narthex of the Brenthaven Church.

Respectfully submitted, The Center Task Force:

J. David Hester, Cathy Jahr, Charles Dawson,

Thomas Craig, Bob Rutledge

The
Proceedings
of the
CALLED MEETING
of the
GENERAL ASSEMBLY
of the
CUMBERLAND PRESBYTERIAN CHURCH
session held in
BRENTHAVEN CUMBERLAND PRESBYTERIAN CHURCH
NASHVILLE, TENNESSEE
December 7-8, 2007

FIRST DAY - FRIDAY, DECEMBER 7, 2007

At Brentwood, Tennessee, and within the facilities of the Brenthaven Cumberland Presbyterian Church, there the seventh day of December in the year of our Lord, Two Thousand Seven, at the appointed hour of one o'clock in the afternoon, ministers and elder commissioners from the various presbyteries, youth advisory delegates, and visitors assembled in a called session.

THE WORSHIP OF GOD

The General Assembly and visitors shared in worship. The Assembly Worship Director, the Reverend Kip Rush, Nashville Presbytery, presided in worship assisted by Ms. Linda Pulley, Director of Music and Organist, and Ms. Barbara Gentry, Pianist, Brenthaven Cumberland Presbyterian Church. The Reverend Kip Rush read 1 Samuel 8: 4-22. The Brenthaven Cumberland Presbyterian Church Choir presented an anthem, "We Are a Church." Dr. Rose Mary Magrill, Co-Moderator of the 177th General Assembly delivered the sermon entitled, "In the Sight of the Lord." Following a period of silent prayers of intercession and the singing of a hymn, the Reverend Kip Rush gave the charge and prayed the benediction.

THE CALL TO ORDER

The Co-Moderator, the Reverend Frank Ward, called the Assembly to order. The Stated Clerk, the Reverend Robert D. Rush, reported that a quorum was present.

THE ASSEMBLY IS CONSTITUTED

The Reverend John Deaton, Hope Presbytery led the constituting prayer.

ADDRESS BY THE MODERATOR

The call as published was presented by Co-Moderator, the Reverend Frank Ward. (Appendix A)

ADOPTION OF THE AGENDA

The agenda was adopted with changes to allow for three (3) presentations and to establish three (3) committees to review the recommendation in the preliminary minutes and report to the General Assembly.

ASSEMBLY BUSINESS

The Co-Moderator, the Reverend Frank Ward, welcomed the Assembly and expressed appreciation to the Worship Director, the Reverend Kip Rush, and the worship participants for the morning worship.

ANNOUNCEMENTS BY PASTOR HOST

The Pastor Host, the Reverend Kip Rush, Nashville Presbytery, welcomed the Assembly and made necessary announcements.

ASSEMBLY BUSINESS

Elder Doug Phelps, Chair of the Credentials Committee, presented the Report of the Credentials Committee (Appendix B) noting the changes in commissioners and an enrollment of thirty-three (33) ministers, twenty-nine (29) elders, and three (3) youth

advisory delegates as of 1:00 p.m.

Mr. James Jordan, Attorney and Counsel to the Permanent Judiciary Committee, was introduced by the Co-Moderator, the Reverend Frank Ward. Mr. Jordan addressed the assembly and presented some of the legal issues, concerns, and procedures related to the restructure of the Cumberland Presbyterian Church General Assembly and its Boards and Agencies.

RECESS DECLARED

The Co-Moderator, the Reverend Frank Ward, declared a 20 minute recess. Commissioners and Youth Advisory Delegates were asked to come forward to take a number assignment for committee work.

ASSEMBLY BUSINESS

The Assembly reconvened at the proper time. Committee co-chairpersons and referrals were announced as follows:

Committee Number One: The Reverend Aaron McMillian, Grace Presbytery and Elder Dr. Rose Mary Magrill, Trinity Presbytery, co-chairpersons

Referrals: Report of the Permanent Judiciary Committee,
Sections I and II

Report of the Ministry Council

Report of the General Assembly Council, Section IV

Committee Number Two: The Reverend Mark Davenport, Robert Donnell Presbytery and Elder Elizabeth Aden, Trinity Presbytery, co-chairpersons

Referrals: Report of the Permanent Judiciary Committee,
Sections III and IV

Report of the General Assembly Council, Sections II and III

Committee Number Three: The Reverend Don Hubbard, Presbytery of East Tennessee and Elder Mary Lyn Childs, Missouri Presbytery, co-chairpersons

Referrals: Report of the Center Task Force
Report of the General Assembly Council, Section I

The Reverend Tiffany McClung, President of the General Assembly Council, made a presentation from the General Assembly Council pertaining to "Future Staffing and Office Needs" and the council's rationale for its recommendations.

The Reverend J. David Hester, Chair of the Center Task Force, addressed the Assembly briefly. Mr. Bob Rutledge, Center Task Force Member, made a presentation describing the Task Force's recommendation for property purchase.

The Co-Moderator, the Reverend Frank Ward, introduced the committee chairpersons and made committee room assignments.

RECESS DECLARED

Recess was declared for committee work and the evening meal. The Reverend Tim Smith, Columbia Presbytery, led the Assembly in prayer and gave thanks for the evening meal. The General Assembly to reconvene at the conclusion of committee work.

ADJOURNMENT

At 8:10 p.m., the Co-Moderator, the Reverend Frank Ward, announced one committee needed more time to complete their committee assignments. The Assembly adjourned until 8:30 a.m. Saturday. The Reverend Michael Wilkinson, Grace Presbytery, led in prayer.

SECOND DAY - SATURDAY - DECEMBER 8, 2007

THE CALL TO ORDER

The Co-Moderator, the Reverend Frank Ward, called the Assembly to order at 8:30 a.m. Elder Ed Minton, Covenant Presbytery, led in prayer.

ASSEMBLY BUSINESS

The Reverend Charles Smith, Trinity Presbytery, the Reverend Buddy Pope, Columbia Presbytery, and the Reverend Gary Whitworth, Covenant Presbytery, were excused.

Report of Committee Number One was read, concurred in, its recommendations adopted by the necessary 2/3 vote, marked "Appendix C" and filed.

The Moderator, the Reverend Frank Ward, stated that the Permanent Judiciary Committee ruled that having received the majority of votes of the 177th General Assembly, he was duly elected as Moderator. Moderator Ward shared his intent for Co-Moderators and expressed his gratitude to Dr. Rose Mary Magrill for her service. The Assembly gave Dr. Magrill a standing expression of thanks.

ELECTION OF VICE-MODERATOR

The Moderator, the Reverend Frank Ward, opened the floor for nominations for Vice-Moderator. The Reverend Daryl Johnson, Trinity Presbytery, nominated Dr. Rose Mary Magrill, Trinity Presbytery. Dr. Magrill, having previously served as Vice-Moderator, respectfully declined. Elder Thomas Nash, Nashville Presbytery, nominated the Reverend John Deaton, Hope Presbytery. Being no further nominations, Moderator Frank Ward closed nominations. The Reverend John Deaton was elected Vice-Moderator by acclamation.

ASSEMBLY BUSINESS

The Reverend Tiffany McClung, President of the General Assembly Council, read the following resolution adopted by the General Assembly honoring retiring Executive Director, Mr. Davis Gray.

“WHEREAS, Davis Gray is a long-term member of the Cumberland Presbyterian Church; and,

WHEREAS, Davis has contributed to the life and ministries of the Brookhaven Cumberland Presbyterian Church, Nashville, TN, the Cumberland Presbyterian Church in Murfreesboro, TN, and the Cumberland Presbyterian Church in Germantown, TN, serving these congregations in a variety of roles, including as Ordained Elder, Sunday School Teacher, and Ministry Team Leader; and,

WHEREAS, Davis has provided important leadership to these Cumberland Presbyterian congregations through their facility improvement programs; and,

WHEREAS, he has served as a Touch the Future Vision Enabler to the Germantown Cumberland Presbyterian Church, assisting that congregation in a comprehensive process of scriptural study, discernment, clarification and action; and,

WHEREAS, Davis has served joyfully as Presbyter in West Tennessee, Murfreesboro and Nashville Presbyteries, as delegate and committee member; and,

WHEREAS, Davis has generously offered himself in service to the Cumberland Presbyterian Church, serving on the Board of Christian Education; and,

WHEREAS, he has provided critical leadership and technical expertise as the Church established the first integrated computer system for Cumberland Presbyterian Center Offices, some components of which still serve the center agencies today; and,

WHEREAS, he has provided invaluable and effective leadership for the broader Church, serving as Executive Director of the General Assembly Council since inception of that body in 1993; often called to serve simultaneously as advisor, encourager, supervisor, confidante, and friend, over these many years; and,

WHEREAS, Davis, together with his loving wife Lois, prepare to celebrate a new stage in their life together on the occasion of his retirement; and,

WHEREAS, in recognition that we owe to Davis a debt of thanks for his outstanding service to the General Assembly Council and to the Cumberland Presbyterian Church,

THEREFORE, BE IT RESOLVED, that the General Assembly of the Cumberland Presbyterian Church, hereby honor and commend Davis Gray for his 15 years of extraordinary service, his generosity, and his guidance, and extend to him our deepest gratitude for his devotion to the people of the Cumberland Presbyterian Church and to our Lord.”

The Assembly gave Mr. Gray a standing expression of gratitude. Moderator Frank Ward recognized Mrs. Lois Gray for her contribution and support and expressed best wishes to them upon their retirement.

The Report of Committee Number Two was read and divided to consider Recommendation 1 separately. Recommendation 1 was denied. The youth advisory vote was no. The Report was amended by inserting the following Recommendation 2.

“Recommendation 2: That the money-management and benefits-coordination responsibilities of the Board of Stewardship, Foundation and Benefits remain with said Board as it continues to operate as a subsidiary corporation of the Cumberland Presbyterian Church General Assembly Corporation and that all remaining programming responsibilities of the Board of Stewardship Foundation and Benefits be assigned to the Ministry Council.”

The Report of Committee Number Two was concurred in as amended, its recommendations adopted, marked “Appendix D” and filed. The youth advisory vote was yes.

General Regulation G.1.f. was set aside by unanimous vote.

General Regulation G.1.b. was amended by unanimous vote.

General Regulations G.1.c. and G.1.d. were set aside by unanimous vote. The youth advisory vote on each item was yes. The above General Regulations were set aside to allow the restructure to proceed.

The Report of the Nominating Committee was received. The floor was opened for additional nominations to the Board of Directors of the Cumberland Presbyterian Church General Assembly Corporation. Being no further nominations, the slate of nominees were elected. The youth advisory delegates voted in favor of the nominees.

RECESS DECLARED

The Moderator, the Reverend Frank Ward, declared a 20 minute recess. The Assembly reconvened at the proper time.

ASSEMBLY BUSINESS

The Report of Committee Number Three was read. Recommendation 4 was amended to insert the word “maintenance” before debts. The Report of Committee Number Three was not adopted by a vote of 17 in favor and 39 opposed. The youth advisory delegates voted to deny the report.

The Report of the Center Task Force was considered.

RECESS DECLARED

The Moderator, the Reverend Frank Ward, declared a 10 minute recess. The Assembly reconvened at the proper time.

ASSEMBLY BUSINESS

Recommendation 1 of the Report of the Center Task Force was amended to read:

“That the Center Task Force be authorized to purchase the property at 8175 Traditional Place for a price not to exceed \$1.3 million dollars, that a bridge loan of \$1.645 million dollars be secured from the Board of Stewardship, Foundation and Benefits using the proceeds from the sale of the 1978 Union Avenue property and the Traditional Place property for collateral, and that any amount of the loan not repaid from the sale of the Union Avenue property, and the maintenance indebtedness, be repaid by future gifts to the “I Love My Church” capital campaign.

The youth advisory delegate vote was yes. The Report of the Center Task Force was concurred in as amended and its recommendations adopted. The youth advisory delegate vote was split.

The Reverend J. David Hester, Chair of the Center Task Force presented the following resolution requested by legal counsel for facilitating the sale of the 1978 Union Avenue property:

CORPORATE RESOLUTION

RESOLVED that the sale of the property known as 1978 Union Avenue, Memphis, Tennessee, consisting of approximately 1.602 acres, for the sum of One Million Two Hundred Fifty Thousand and No/100 (\$1,250,000.00) to Chick-Fil-A, Inc. In accordance with the terms of a Purchase and Sale Agreement dated August 3, 2007, is hereby authorized and approved.

RESOLVED that the Board of Stewardship, Foundation and Benefits of the Cumberland Presbyterian Church, Inc. is authorized and empowered to do all things necessary to sell said property and to designate and appoint the proper signatures to execute the deed conveying said property.

The resolution was adopted. The youth advisory vote was yes.

EXPRESSIONS OF THANKS

The Moderator, the Reverend Frank Ward, expressed appreciation to the Brenthaven Cumberland Presbyterian Church; the Reverend Kip Rush, Worship Director and Pastor Host; the Session, Choir and Musicians of the Brenthaven Cumberland Presbyterian Church; Dr. Rose Mary Magrill; the six committee chairpersons; and the General Assembly for hosting and conducting this called meeting of General Assembly.

The Moderator, the Reverend Frank Ward, recognized Mr. Kip Rush, President of the Cumberland Presbyterian Board of Christian Education, who recognized Ms. Claudette Pickle upon her upcoming retirement as Executive Secretary of the Board of Christian Education. Reverend Rush thanked Ms. Pickle for her more than thirty years of service to the Cumberland Presbyterian Church. The Assembly gave Ms. Pickle a standing recognition of thanks.

The Moderator, the Reverend Frank Ward, recognized the Reverend Elinor Brown, Board of Stewardship, Foundation and Benefits, who shared with the Assembly some of the retirement activities of the Reverend Richard Magrill, recently retired Executive Secretary of the Board of Stewardship, Foundation and Benefits. Reverend Brown expressed her appreciation to Reverend Magrill for his support and service to the church and the Board. Moderator Frank Ward also expressed his gratitude to Reverend Magrill.

ASSEMBLY BUSINESS

The General Assembly agreed not to meet prior to the 178th General Assembly in Japan, June 5 - 13, 2008.

The minutes were read and approved.

The Moderator, the Reverend Frank Ward, charged the Assembly to follow the youth theme for 2008, "Put A Face On It", encouraging the General Assembly to put a face on our fears.

The Worship Director, the Reverend Kip Rush led the closing worship assisted by the Reverend Charles Brown, West Tennessee Presbytery, song leader, and the Reverend Michael Sharpe, Red River Presbytery, pianist. Reverend Rush read Micah 6: 1-8 and presented the closing devotional on God's expectations of us. Reverend Rush prayed the benediction.

ADJOURNMENT

The General Assembly adjourned at 1:45 p.m. The Moderator, the Reverend Frank Ward, prayed the closing prayer.

APPENDICES

The Call (Appendix A)

To: Co-Moderators Frank Ward
and Rose Mary Magrill

The undersigned members of the 177th General Assembly respectfully request that you call a meeting of the General Assembly to meet at the Brenthaven Church, Nashville, Tennessee, beginning at 1:00p.m. on December 7, 2007, and continuing on December 8, as necessary for the purposes:

1. Considering and acting on a Report of the Judiciary Committee regarding the election of Co-Moderators and items pertaining to the reorganization plan adopted by the 177th General Assembly.
2. Election of a Vice Moderator.
3. Amending the Bylaws of the Cumberland Presbyterian Church General Assembly Corporation, to delete references to the General Assembly Council, provide for a Board of Directors for the Corporation, add provisions pertaining to the Ministry Council, and make other Bylaw changes which bring the Bylaws into harmony with the previous action of the General Assembly and are otherwise advisable. (Copies of the Proposed Bylaw changes are attached)
4. Set aside General Regulation G. 1. f. "No member who continues to meet the standard requirements for election or appointment to any agency of the church shall be removed from membership except for misfeance", in order to remove the Board of Directors of the Cumberland Presbyterian Church General Assembly Corporation.
5. Add to General Regulation G.1.b. The membership of the agencies of the General Assembly shall be as follows: The Board of Directors of the Cumberland Presbyterian Church General Assembly Corporation shall have six members plus the Stated Clerk. No two members can be elected from the same presbytery.
6. Set aside General Regulation G.1.c. "The tenure of office for agencies of the General Assembly shall be three years. Persons other than members of the Nominating Committee may be elected to succeed themselves twice, giving a total of not more than nine years. One year must elapse at the end of nine years before a non-Cumberland Presbyterian is eligible to serve on the same board or permanent agency; two years must elapse before a Cumberland Presbyterian is eligible to serve on the same board or permanent agency, and one year must elapse before a Cumberland Presbyterian may serve on another board or agency of the General Assembly."
Set aside General Regulation G. 1. d. "No person shall be elected to serve concurrently on more than one agency.
7. Receive the Report of the Nominating Committee/Election of the New Board of

Directors of the Cumberland Presbyterian Church General Assembly Corporation.

8. Determining the structure of the Ministry Council and the five program boards and agencies affected by the reorganization begun in June of 2007.
9. Receive and act on a Report or Reports from the Ministry Council.
10. Receive and act on a Report from the General Assembly Council.
11. Receive and act on a Report from the Center Task Force.
12. Determining any and all other business necessary and proper to facilitate the reorganization of the program boards and agencies as directed by the 177th General Assembly.
13. Determining whether the General Assembly shall meet prior to the regular meeting in June in order to speed up the process of reorganization.

Signed:

Minister	Presbytery	Elder	Presbytery
DuWayne Pounds	West Tennessee	Elizabeth Horsley	Red River
Don Winn	Nashville	Elizabeth Letsinger	Hope
Don Hubbard	East Tennessee	Diane Sowell	del Cristo
Ray Lathem	Cullman	Grace Whitfield	Grace
Dee Ann Thompson	Covenant	Roy Shanks	North Central
Charles Pope	Columbia	Brian Martin	Trinity
Iwao Satoh	Japan	Mary Lyn Childs	Missouri
Michael Wilkinson	Grace	Mike Coleman	West Tennessee
Mark Davenport	Robert Donnell	Jan Bartlett	Murfreesboro
Jerry Hullander	Tennessee-Georgia	Joe Bone	West Tennessee

In response to the above request, we hereby call the General Assembly to meet as above, at the hour, dates, and place as set out for the purposes herein specified.

Signed: Frank D. Ward, Co-Moderator
Rose Mary Magrill, Co-Moderator

I attest that this is a true and accurate statement of the call.

Signed: Robert D. Rush, Stated Clerk

PLEASE NOTE: Elders who were commissioners to the 177th General Assembly must still be an active elder to serve as a commissioner in the called meeting.

REPORT OF THE CREDENTIALS COMMITTEE

(Appendix B)

The Credentials Committee certifies the list of commissioners on pages ii and iii of the Preliminary Minutes with the following changes:

On the behalf of Choctaw Presbytery - Elder Rick Clem in place of Elder Mildred Ashalintubbi.

On the behalf of Covenant Presbytery - Reverend Gary Carlton in place of Reverend Dee Ann Thompson and Elder Billy Crider in place of Elder Mona Manley.

On the behalf of East Tennessee Presbytery - Reverend David Craig in place of Reverend Ronald Longmire.

On the behalf of Tennessee-Georgia Presbytery - Reverend Carlton Harper in place of Reverend Robert Tolley.

Those not attending are Reverend Freddie Norris and Elder Gerhard Veldman, both of Cumberland Presbytery and Youth Advisory Delegate, Timothy Young of Presbytery del Cristo.

Enrollment as of 1:00p.m. is certified as thirty-three (33) ministers, twenty-nine (29) elders, and three (3) youth advisory delegates.

Respectfully submitted,
Doug Phelps, chair
Elizabeth Letsinger
Terra Sisco

REPORT OF COMMITTEE NUMBER ONE

(Appendix C)

I. REFERRALS

Referrals to this committee are as follows: Report of Permanent Judiciary Committee Sections I and II, Report of the Ministry Council, and Report of the General Assembly Council Section IV.

II. REPORT OF THE PERMANENT JUDICIARY COMMITTEE

RECOMMENDATION 1: That since the Permanent Judiciary Committee has determined that the position of Co-Moderator cannot exist, therefore, this General Assembly needs to proceed to elect a Vice-Moderator.

III. REPORT OF THE MINISTRY COUNCIL

RECOMMENDATION 2: That Recommendation 1 of the Report of the Ministry Council, “That a staggered rotation for the Youth Advisory Members of the Ministry Council be established by the General Nominating Committee to begin with the completion of the current terms,” be adopted.

RECOMMENDATION 3: That Recommendation 2 of the Report of the Ministry Council, “That no denominational employee can serve as an elected member of the Ministry Council and that General Regulation G.1.b. be amended to reflect that change,” be adopted.

RECOMMENDATION 4: That in the future a member of the Ministry Council many not be a member of the immediate family or any person employed by the Ministry Council. “Immediate family” would include parents, siblings, spouses, and children. (This will not preclude the current service of any member of the Ministry Council.)

RECOMMENDATION 5: That Recommendation 3 of the Report of the Ministry Council, “That the General Assembly Nomination Committee begin proposing membership to the various Advisory Committees once they are in place,” be denied.

RECOMMENDATION 6: That the General Assembly Nomination Committee wait to propose membership to the various Advisory Committees until such committees are in place.

RECOMMENDATION 7: That Recommendation 4 of the Report of the Ministry Council, “That the title of “Chief Ministry Officer” be changed to “Director of Ministries,” be adopted.

RECOMMENDATION 8: That Recommendation 5 of the Report of the Ministry Council, “That the Ministry Council be responsible for employing the Director of Ministries (Chief Ministry Officer),” be adopted.

IV. REPORT OF THE GENERAL ASSEMBLY COUNCIL

RECOMMENDATION 9: That the General Assembly adopt as its own the resolution in honor of Davis Gray, Jr., as it appears on pages 13 and 14 of the preliminary minutes.

Respectfully submitted,
Aaron McMillan and Rose Mary Magrill, Co-chairs

REPORT OF COMMITTEE NUMBER TWO

(Appendix D)

I. REFERRALS

Referrals to this committee are as follows: Report of the Permanent Judiciary Committee Sections III and IV and Report of the General Assembly Council. Appearing before this committee in an advisory capacity was attorney James Jordan.

II. REPORT OF THE PERMANENT JUDICIARY COMMITTEE

RECOMMENDATION 1: That Recommendation 1 of the Report of the Permanent Judiciary Committee, “That the Board of Stewardship, Foundation and Benefits remain as a subsidiary incorporation under the Cumberland Presbyterian Church General Assembly Corporation,” be denied.

RECOMMENDATION 2: That the money-management and benefits-coordination responsibilities of the Board of Stewardship, Foundation and Benefits remain with said Board as it continues to operate as a subsidiary corporation of the Cumberland Presbyterian Church General Assembly Corporation and that all remaining programming responsibilities of the Board of Stewardship, Foundation and Benefits be assigned to the Ministry Council.

RECOMMENDATION 3: That the dissolution of the Board of Christian Education, the Board of Missions, the Publications Board, and the Commission on Ministry be accomplished by merging those corporations into the Ministry Council corporation with the Ministry Council being the surviving corporation.

RECOMMENDATION 4: That Recommendation 2 of the Report of the Permanent Judiciary Committee, “That the proposed Charter for the Ministry Council be approved,” be denied.

RECOMMENDATION 5: That the proposed Charter for the Ministry Council be approved and that Ms. Betsy Atkins name be deleted from the Board of Directors and a vacancy declared,” be adopted.

III. REPORT OF THE GENERAL ASSEMBLY COUNCIL

RECOMMENDATION 6: That Recommendation 6 of the Report of the General Assembly Council, “That the called meeting of General Assembly (December 7-8, 2007), approve a loan from the Board of Stewardship, Foundation and Benefits to the General Assembly Corporation in an amount up to \$250,000, for the Ministry Council for transition expenses such as meeting expenses, attorneys fees, accounting

fees, licensing fees, registration fees, and court cost to be paid back from OUO funds after the debt of the Organizational Task Force is paid and after the debt of the Stated Clerk's Office for the 2008 General Assembly expense is paid. These funds would only be borrowed as needed," be adopted.

RECOMMENDATION 7: That Proposal One of the Report of the Draft Amendments to the By-laws of the Cumberland Presbyterian Church General Assembly Corporation be adopted.

Respectfully submitted,
Committee Number Two
Elizabeth Aden and Mark A. Davenport, Co-Chairs