

**Presbytery of St. Augustine**  
Corporate/Legal Structure and Lines of Authority  
for Montgomery Presbyterian Conference Center  
June 2018

The Manual of Operations for the Presbytery of St. Augustine describes two non-profit corporations: Presbytery of St. Augustine, Inc. and Montgomery Presbyterian Conference Center, Inc. The corporations were formed and exist under Florida law. They each have articles of incorporation and corporate by-laws. The precedence of the governance documents are the Book of Order, the Articles of Incorporation and the Bylaws (Article X of the Articles of Incorporation).

Non-profit corporations have no “shareholders.” The “membership” of the corporations consists of the elected and enrolled members of the presbytery as they exist from time to time at and between presbytery meetings (Article V of the Articles of Incorporation). Corporate action that requires the consent of the members of the Corporation must take place at a called or stated meeting of the Presbytery, acting as and in the capacity of the members of the corporation, or as the Presbytery (ecclesiastically).

Each corporation has a legal board of directors (“Board of Trustees”; Article VI of Articles of Incorporation), each of whom is elected by the presbytery, and all of whom are elected to serve in such capacity on both boards. In other words, the board of trustees/directors for the Presbytery corporation and those for the Montgomery corporation are composed of the same individuals. In this role, they are called the “Board of Trustees.” The corporate president is elected at a presbytery meeting (Article VII of the Articles of Incorporation). The current president is the Rev. Kimberly Hyatt. The stated clerk currently holding office (the Rev. Sandra Hedrick) is the corporate secretary, and the current treasurer (Chuck Atkins) is corporate treasurer (Article VII of the Articles of Incorporation).

The Board of Trustees of the Montgomery corporation is responsible for legal governance of the corporation and has fiduciary responsibility for its management, operations and properties (Article VI of the Articles of Incorporation; Article II of Bylaws). It is a commission of the presbytery (Preamble of Bylaws), but it does not have the power to buy, sell, mortgage, lease or otherwise dispose of or encumber real property or acquire real property, without the approval of the Presbytery, meaning the Presbytery and not the members of the corporation (Section 2.04 of the Bylaws; and see Bylaws preamble for definition of “Presbytery”).

The Board of Trustees elects an “Executive Operating Board” which has the responsibility for the “ongoing management and operations” of the Conference Center (Bylaws, Section 3.03a.) after nomination by the Presbytery’s Nominations and Representation Committee (Bylaws Section 3.03a.). The Executive Operating Board chair (elected by that Board per

Bylaws Section 3.03a.) is currently the Rev. Glenn Dickson. The Executive Operating Board's role includes the responsibility for a budget and financial statements, and the responsibility for hiring and discharging an Executive Director (the hiring requires the concurrence of the Presbytery as the Presbytery, not as the members of the corporation (Bylaws Section 3.03a.)).

The Executive Operating Board also "acts on behalf of the Board of Trustees in all matters arising between meetings of the Board of Trustees in which a decision is necessary before the next meeting" (Bylaws Section 3.03a.). Anything that is not urgent and can wait for a meeting of the Board of Trustees to occur would not be included in this authority.

The Executive Operating Board serves as a "committee" of the Board of Trustees; it is not a "commission." Like the Trustees, it may not purchase, convey, transfer or mortgage the real property of the corporation (including leasing). Its actions are subject to the oversight and control of the Board of Trustees, which has a broader (and the ultimate) control and responsibility for the affairs of the corporation. It is the Board of Trustees that has fiduciary responsibility. The Board of Trustees has responsibility to ensure that the assets are used prudently and that the corporation complies with the law. The Board of Trustees has oversight by the presbytery and in accordance with the Manual of Operations, the Book of Order, the Articles of Incorporation and By-Laws, and the laws of Florida and the United States.

Currently the bookkeeper/financial secretary employed by the Presbytery does the bookkeeping for Montgomery. The treasurer of the Presbytery/Montgomery and the Finance Team of the Presbytery oversee preparation of financial statements. Pursuant to the Manual of Operations, there is some oversight of funds, planning and properties by the Administration Committee, subject to the supervision of the Coordinating Council and the direction of the Presbytery.

For any sale, lease, transfer, etc. of the real property to occur, or the approval of any loans to the corporation secured by real property, a vote is necessary by the members of the Presbytery, acting as members of the Presbytery, not as members of the corporation (Bylaws Section 2.04i.).

If the Executive Operating Board has a request for action by the Presbytery, the structure requires that it be made through the Trustees. The Trustees would act on that request and then bring the resulting business/request to a meeting of the presbytery unless the board of directors/trustees declined to do so. There are some instances in the past where members of the board have made requests on the floor of Presbytery meetings. This practice is not provided for in the by-laws of the corporation. However, any member or commissioner of the presbytery may offer motions relating to Montgomery, and any session may send an overture or resolution to a Presbytery meeting regarding Montgomery. Preferably, that request would come to the Trustees first.