

Minutes

Church Council Meeting Minutes

The regular monthly meeting of the Zion Church Council was held on Monday, May 13th, at 6:30 P.M. in Zion's Conference room the President being in the chair and the Secretary being present. The following people were present for all or part of the meeting: Mr. Doug Davis, Mr. Bruce McIntosh (Secretary), Mr. Darin Gordon, Mrs. Linda Kinna-Engel, Mr. Jeff Derr, Mr. Bob Rockwell, Ms. Donna Huffer, Mr. Bob Hetrick, Mr. Clinton Appleby, Mrs. Cindy Unangst, Mrs. Carolyn Milauskas, Mrs. Deb Reichelt (Treasurer), Mrs. Ann Pond (visitor), Pastor Matt Day, and Pastor Diane Day. Dr. Sheri Huckleberry was absent. A quorum was met with 13 of 14 members present at the meeting. The minutes of the last meeting were read and approved as corrected.

Agenda items were distributed to council members electronically prior to the meeting. A motion was made to adopt the agenda. There being no discussion, the chair called for the vote. The motion was adopted.

VOTED:

2024-5 -1 To adopt the agenda and to permit the President to call for consideration of agenda items in the order the President deems most appropriate. (moved and seconded)

Devotions: Pastor Diane

2024-5 -2 A motion was made and seconded to accept the minutes as presented. A voice vote was taken, vote was unanimous.

The reports of the Treasurer, Executive Committee, Personnel Committee, Property Committee, Administrator (Volunteer), Co-Pastors, Nomination Committee, Christian Formation Ministry Team, Middletown Valley Food Bank Advisory Board and Vacation Bible School (VBS) special committee were received and placed on file. There were no requests for items to be removed. The President called for a motion to accept the consent agenda. The items on the consent agenda were adopted.

VOTED:

2024-5-3 To adopt the consent agenda. (moved, seconded)

Memorandum of Agreement (MOA) relating to the Middletown Food Bank Project which was postponed from the last meeting was then taken up again in May. The Executive Committee recommended presenting the MOA received from the Burgess and Commissioners of Middletown (see enclosure) to the Congregation at a special Congregational meeting. Mr. Rockwell explained the development of the MOA and

answered questions from council members.

The Food Bank Memorandum of Agreement (originally referred to as a “lease”) was reviewed and a plan was developed for presentation to the congregation. The following steps were developed:

- Distribute the Memorandum of Agreement (MOA) to congregation.
- Paper and electronic copies will be made available for review on or before June 1st.
- The congregation will be asked to submit questions and concerns via e-mail to the Council President by June 10th.
- Handwritten questions and concerns may be left in the church office by June 10th. Verbal questions and concerns may also go to any council member by June 10th.
- The questions and concerns submitted will be answered @ Town Hall Meetings on June 15th @ 6 pm (Saturday) and June 16th @ 10 am (Sunday). The congregation will vote the MOA at a Special Congregational Meeting on June 23rd @ 10 am.

The next item of unfinished business centered around a proposed resolution regarding the Middletown Food Bank’s (MVFB) appointment of a member at large. After amendment and further debate the resolution was adopted as follows (changes in Bold Font):

VOTED:

2024-5-4 *Whereas*, the MVFB Board of Advisors has indicated that they would like to give the title of “member at large” to each person. allowing for voting rights and;

Whereas, Zion’s Bylaws: Article VII, Section 2 states that the “...initial Advisory Board consists of four members: a President, a Secretary, a Treasurer, and one Member-at-Large. All the members of the Advisory Board shall be members in good standing of Zion Lutheran Church. The initial Member-at-Large shall be a member of the Congregational Council of Zion Lutheran Church and shall be appointed by the Congregational Council at the first meeting of the newly elected Congregational Council each year. The Congregational Council may by resolution at a duly scheduled meeting expand the membership of the Advisory Board; the total number of members shall not exceed 8 individuals.” now, therefore, be it

Resolved, that Article VII, Section 2 and 3 of Zion's Bylaws will be amended as follows:

"The Advisory Board consists of a President, a Secretary, a Treasurer, one **Church Council representative (Liaison) and no more than 4 Members at Large**. All the members of the Advisory Board shall be members in good standing of Zion Lutheran Church. The **Council representative** shall be a member of the Zion Lutheran Church Congregational Council and shall be appointed by the Congregational Council at the first meeting of the newly elected Congregational Council each year. The Congregational Council may by resolution at a duly scheduled meeting expand the membership of the Advisory Board; the total number of members shall not exceed 8 individuals.."

Section 3. The Advisory Board shall meet at least four times a year and may meet more often if it deems necessary. At the first meeting of the year after the appointment of the **Church Council representative**, the Advisory Board shall elect its President, Secretary and Treasurer. The Congregational Council shall then approve the election by resolution. The Congregational Council reserves the right to not approve an individual for election for good cause, or to remove an individual for good cause.

The Executive Committee notes that if the resolution is approved, in order for the Church Council to make changes to the By Laws, the congregation will need to vote on adopting these changes before they can take effect.

The first item of New Business was the appointment of a special committee to gather and review proposed changes, adopt appropriate language, check to see if anything else in the constitution needs to be updated, and then present an updated version of the constitution to the council for review and adoption at a future meeting. In addition, there may be other required provisions that are updated regularly by the ELCA Churchwide that we probably will want to make if we are making changes to the constitution. The committee was asked to develop the appropriate and correct language to conform with this resolution. The members identified for this committee are Mr. Robert Rockwell, Mr. Byron Black, Mr. Bruce Albright, Mr. Bruce McIntosh, Mrs. Carolyn Milauskas, and Mrs. Pat McMorrow.

The next item of business was a request from the Cemetery Board of Managers to change the number of members identified in Article VI Section 2 of Zion's Bylaws from four (4) to six (6). This request will be forwarded to the special committee referenced above to be included in the updated version of the Bylaws.

The final item of new business was a motion to accept new confirmands Levi Derr Addison Shupe and Damica Stup into membership along with new members and transfers (See list from Pastor Diane). There being no discussion, the chair called for

the vote. The motion was adopted.

2024-5-5 To accept into membership of Zion Lutheran Church the following individuals: Addison Shupe, Levi Derr, and Danica Stup through the rite of Affirmation of Baptism (confirmation); John and Maria Lain, Christopher and Chelsea Greco, Gerald and Stefanie Spessard, Kaitlyn and Greg Leone (New members and transfers)

During the Open Forum the Council President discussed presentation of a video in September in conjunction with the Mar-Lu-Ridge Capital Campaign; Mar-Lu-Ridge is looking for individuals interested in videotaping testimonials; Mr. Rockwell and Mr. Hetrick indicated that they have nothing to report regarding the Finance Committee's review of Zion's insurance Policy. The attendees to the Synod Assembly were identified as: Bruce McIntosh, Bob and Cathy Hetrick, Sharon Boyer, Linda Kinna-Engel; The pastors stressed the importance of a strong turnout for the "Workday" at Zion; The Council President indicated a need for Council members to lead by example encouraging all members to attend the Workday on Sunday, May 19th; Mr. McIntosh discussed the Financial and Accounting SOP that council members were asked to review before the June Council meeting as well as the revision of the list of Committees and Ministry Teams; Mr. Hetrick discussed firms he is looking into for audits.

The final item of business was the annual appointment of the Nominating Committee members as required by Article V Section 8 of the Bylaws. The members appointed are Mr. Doug Davis, Mrs. Cindy Unangst, Mrs. Carolyn Milauskas, Donna Huffer, Mr. Robert Rockwell, and Mrs. Linda Kinna-Engel.

The Council President selected 2 Council members to present the *Take 5* items at the next 2 worship services on Sat. May 18th and the Sunday combined service May 20th.

The May 2024 meeting of the Church Council adjourned at 8:38 p.m. on May 13th, 2024, following announcements and prayer.

Bruce McIntosh, Secretary

Encl. Memorandum of Agreement

Memorandum of Agreement (MOA) Middletown Valley Food Bank Relocation & Construction

Description of the Project

The Burgess & Commissioners of Middletown, in partnership with the Middletown Valley Food Bank, an outreach ministry of the Zion Lutheran Church of Middletown, are supporting a project to relocate the Middletown Valley Food Bank, currently located at 301 West Main Street, a property owned by the Burgess & Commissioners of Middletown, to an unimproved property owned by the Zion Lutheran Church, located at 101 West Green Street, with new facilities and appurtenances to be constructed onsite. The components of this relocation and construction project are as follows:

- With one hundred thousand dollars (\$100,000) of grant funding and other in-kind donations from the Burgess & Commissioners of Middletown, the Zion Lutheran Church and the Middletown Valley Food Bank will improve their property at 101 West Green Street, Middletown, MD 21769 with a new food bank building and appurtenances.
- Improvement to the property at 101 West Green Street will include a new building for food bank operations and all necessary construction work on, or improvement to, streets, roads, parking facilities, sidewalks, drainage structures and utilities, sufficient to accommodate the project's building permit requirements and good operation of the food bank.
- The Middletown Valley Food Bank will relocate from its current place of operation, 301 West Main Street, Middletown, MD 21769, to the improved property at 101 West Green Street.

Background

The intent of this MOA is for each participant to express their commitment to the Project and to pledge the necessary resources and funds to complete the Project. Specific details will be the responsibility of each of the parties to construct and will be managed by each individual party in cooperation with one another through a coordinated and centralized management process. This MOA relates only to the interagency cooperation and agreement needed to complete the relocation and construction project.

Responsibilities

- Burgess & Commissioners of Middletown (BCoM)
 - 1) The BCoM will commit to facilitate and support the project to completion.
 - 2) Disburse state funding received for the Project appropriately, so as not to delay design or construction activities.
- Zion Lutheran Church of Middletown (ZLCoM)
 - 1) ZLCoM will provide the use of their half-acre property, located at 101 West Green Street, as the location of a new food bank facility, which will be operated and maintained by an outreach ministry of the church, known as the Middletown Valley Food Bank.
 - 2) Through their outreach ministry, the Middletown Valley Food Bank, ZLCoM will commit to organizing and funding the project to completion, within three (3) years of the date of this agreement.

- 3) Upon project completion and start of operations, the ZLCoM will commit to continuing to operate a food bank at the 101 West Green Street location for a minimum of fifteen (15) years, by and through their outreach ministry, the Middletown Valley Food Bank.
- 4) By and through their outreach ministry, the Middletown Valley Food Bank, ZLCoM will own, operate, and maintain the project property, the new food bank facility, and all appurtenances and improvements.

Terms & Conditions

It is mutually understood and agreed by and between the participants that:

- Each participant, to include the Middletown Valley Food Bank Ministry, takes legal and financial responsibility for the actions of its respective employees, officers, agents, representatives, and volunteers. Each participant agrees to indemnify, defend, and hold harmless the other to the fullest extent permitted by law from and against any and all demands, claims, actions, liabilities, losses, damages, and costs, including reasonable attorney's fees, arising out of or resulting from the indemnifying participant's acts or omissions related to its participation under this MOA, and each participant shall bear the proportionate cost of any damages attributable to the fault of such participant, its officers, agents, employees, and independent contractors. It is the intention of the parties that, where fault is determined to have been contributory, principles of comparative fault will be applied.
- Each participant, at its sole cost and expense, shall carry insurance or self-insure to cover its activities in connection with this MOA, and obtain, keep in force, and maintain insurance or equivalent programs of self-insurance, for general liability, workers compensation, and business automobile liability adequate to cover its potential liabilities hereunder.
- This MOA may be amended from time to time by mutual agreement of the participants in a written modification signed by both parties.
- This MOA may be terminated by mutual agreement of the participants and shall automatically terminate upon completion of all responsibilities as stated herein, unless otherwise amended.

Dispute Resolution

The parties agree that any dispute arising from the interpretation and performance of this MOA shall be settled by mediation. The mediator shall be chosen by mutual agreement of the parties, from the list of approved mediators for the Circuit Court for Frederick County. Cost of dispute resolution shall be shared equally by the parties.

Funding & Costs

The participants shall each be solely responsible for any and all costs associated with their responsibilities under this MOA.

Effective Date & Signature

This MOA shall be effective upon the date of the last participant to sign this MOA, below. The participants indicate agreement with this MOA by their signatures, below.

Burgess & Commissioners of Middletown

Name and Title:

Witness:

Zion Lutheran Church of Middletown

Name and Title:

Witness:

The Middletown Valley Food Bank, an outreach ministry of the Zion Lutheran Church of Middletown, agrees with the commitments and responsibilities contained within this MOA, as indicated by signature, below.

Name and Title: