

To: Jamie Munson

From: Bent Meyer

9/26/2007

**Subject: Concerns and potential language to amend portions of the proposed bylaws.**

Consideration of the Bylaw proposal, and revisions have been markedly colored by the behavior and attitudes of some, who will comprise the future board of directors. I would not be honest to withhold that. It has cast a dark lens on the absolute power shift being proposed. The trust being appealed for is validated or invalidated by those that make the appeal for it. Trust is not constructed of words or organizational accomplishments. It is and isn't communications. It is foremost, the communication of authentic godly controlled, measured displays of character and power. Is there any technical sin here? Nothing that one can get close enough to see and verify, but the smell of dead bodies is in the air.

I anticipate, by past experience, what I have said, to be turned around into an accusation that I am not discerning, off mission, sinning, untrustworthy, disloyal, treasonous or making accusations without foundation. I have no proof of anything, but the exec elders need to look at the mirror I am holding up. That is the reason, from the first, I have harped on accountability. It is also the reason I have run the dark scenarios to test how the proposal could be misused with little consequence.

I have relented of the darkest scenarios, since I am persuaded the grave would already be dug if some of them came to life.

I do agree, going forward, a Board of Director's is practical and sensible. That is not my concern.

I also agree, the Board must have powers and flexibility to act decisively and expeditiously.

What I am unwilling to accept is the stark authoritarian powers to create the law, enforce law, and execute anyone without consequence or appeal. Consequentially to correct something that could be relatively simple requires a monumental vote and possible removal of an executive elder or elected elder or for that matter the whole group. This is a reflection of how out of balance this is. Thus I am proposing an appeals process that still keeps authority in the hands of the Directors. (See below)

I understand the Board of Director's are being presented as balanced, but I think it can be circumvented with some engineering with crucial votes being taken during that imbalance. (More detail later).

I understand the appeal is toward an influence system by the surrounding elders and deacons, through a flow of advice, ideas, creative thinking and information gathering. That is good to the ears. However, bristling over the word "representative" colors what influence means. I understand, those on the board are not proxy representatives, but rather vote their own mind. Representation doesn't equal proxy responsibility in any legal fashion. What is implied by the hyperventilating is that those who are on the Board operate without regard for those that elected them. I don't think that is what you want to communicate. But, it does created the questions: will there really be an open hearing of both positive and negative content and views, without fear of being harshly silenced or, impatiently dismissed? Will views and concerns make it to the Board? Will they be credibly considered along the way? Time will tell, since the proof in the actions of the one responsible.

Jamie, you were asked at the first presentation meeting if the proposal was negotiable. Your reply was heard in words like, "No, it isn't." This, of course, means, from the start, I and others have to accept it without too much fuss. To significantly disagree is treasonous, a sign of present and future disunity, a prelude to suspicions that this person will start and lead a faction, or leaving the organization either voluntarily or by force. As a matter of fact, that proposition was presented to me during this deliberation period, (not the forced part that is my speculation. I have been in the presence of that kind of talk related to others before. I know the spirit and pressure behind it.)

I have thought much about this and I am reminded that God has called me to be an elder. I can't quit responsibly. I am accountable to Him for my niche, the church as a whole and the people that cross my path and come under my influence. The calling has been in spoken form on two occasions. I never speak of this, since the only real value it has is to keep me in the misery and mess until I am incapacitated or die. I, however, think you need to know it at this time. For me, serving at Mars Hill Church is not something I can run away from. I can be dismissed, which is out side my power to control. But, I can't quit. It is incumbent on me to have authority based on character, as well as office. I hope it is known as trustworthy. Claiming a verbal call, which I could, without character is empty and deserving of my removal.

I think I need to reiterate this again, as I have repeatedly to you and others during this time of consideration. When this or a version of this is approved, it will be one part of the trinity of documents (Bylaws, Statement of Faith, and daily operating procedures) that comprise the constitution and operating law of Mars Hill Church. Rom 13 would have me be compliant and wholeheartedly operating under its provision, which I will. My concerns will have been spoken. I will have voted with integrity and I will be at peace with how we operate going forward. That is my commitment to all the elders.

Since, we are operating under the current Bylaws, which make it incumbent on me to take positions and live with the ramifications, I will declare three points that are non-negotiable for me to vote "Yes". (See below). Believe me, this is not some martyr wish. I have far more to accomplish in the years ahead to want to fall on my sword in the coming days or months.

On this point of experiencing oppositions, I would trust that if for some reason, the vote would go against the proposal, the elders proposing the bylaw changes would not resign, quit, have bad attitudes, expect retaliation, or fight the vote covertly. What they would do is make another run at it with something more agreeable. This is the operation of the elders at the moment, which I appreciate. However it will not be an option for the elders that give up authority in the future. So this is a big deal.

As I told you in my first email, I have exercised the option of calling Nat Taylor to clarify the language and correct my reading where it is mistaken. He and I had an understanding from the beginning that he is not in the middle of anything, nor that I wanted advice from him. I wanted to understand the breadth of the language in the proposal. He has faithfully kept his station to represent Mars Hill in a neutral way. He is a good man.

As you read the following, I am still open to further conversation and persuasion, but I am announcing a hard stand based on what I understand at present, because it is the last opportunity to do so.

To the Bylaws:

1. **Appeals Process:** Somewhere there needs to be an appeals process for judgments against a person that are questionable, ill informed or unbiblical. It must be done outside the body that executed the questionable judgment. This could be done by calling a task force, appointed by the Board of Directors with Counsel of Elders approval, or it could be created by the Counsel of Elders with the Board of Directors approval.
  - a. The task force would examine all the facts fairly read, heard, and weighed.
  - b. The task force would present a recommendation to the Counsel of Elder and Board of Director's, with confidential transcripts of evidence and discussion, as a read only document, not to be copied, but available on request by any elder to be read in the secretary of the Board of Director's office. (This would increase the sense of accountability and trust to an overwhelming measure.)
  - c. Reinstatement, reversal of judgment or holding the course would be placed back in the hands of the Board of Directors.
  - d. It would not assure re-employment, since employment is based on organizational need and employee to job fit and fitness. In other words, if a job disappears or is found redundant, which leads to a reassignment or elimination of employment, there would be no appeal. An appeal would only be triggered if credible evidence is presented that a biblical, bylaw or operational violation was traversed by the judgment.
  - e. A task force would be initiated by the 3 members of the Board of Director's or 10 members of the Counsel of Elders. This voting minimum would trump Article IV, Section C, since it is unlikely there would ever be a group that represents 50% of the elders to call a meeting for anything. This will become truer as the church takes root in far flung places.
2. **Article IV, Section A:** Bylaw changes should be infrequent at best. Because they are as significant as Elected Elder/Director representation and changes to the Mars Hill Doctrinal statement it must be approved by the Counsel of Elders. This one is nearly a non-negotiable addition to receive a "Yes" vote from me.
3. **Article IV, Section C:** Any exercise of this option would probably be the last throws of a church split and would be legally meaningless.
  - a. For elders to call a meeting for any purpose associated with authority they don't have is meaningless unless it is to removed directors on the Board of Directors, a violation of the Doctrinal Statement, or revolt with not legal right to do so.
  - b. Any movement this direction would be quelled before it achieved momentum. It would be looked at as divisive.
  - c. The percentage should be lower. It must be achievable, yet hard to come up with, unless there is a catastrophe.

- 4. Article V, Section B:** This one is a non-negotiable for me to achieve a “Yes” vote. “In the event of a vacancy on the Board of Directors, the remaining directors, even if less than a quorum, may by majority vote elect a successor for each vacancy to fill the unexpired term.”
- a. Absolutely not!
  - b. The elected board members are just that, “elected” from the Counsel of Elders, by the counsel of elders.
  - c. This provision opens the door for wrongful dismissal to achieve engineered results.
  - d. The provision implants in the structure of the Board a lever of intimidation to comply, rather than to be objectivity and independence to consider and vote.
  - e. I would agree if one of three alternate suggestion be adopted:
    1. Two or three reserve Board Candidates are pre-selected to replace board members that retire, die, resign, or are removed from the board at the time the official board members are elected.or
    2. Interim members are elected by the Board for a temporary assignment of no more than 1 month to provide for a meeting of the Counsel of Elders to be convened for the purpose of ratifying the selection or electing a different member/s.
    3. or
    4. Replacement of a board member who retires, dies, resigns, or is removed from the board’s jurisdiction reverts back to the Counsel of Elders for the purpose of electing a replacement.
    5. The ultimate selection must be by the Counsel of Elders.
- 5. Article V, Section C:** “The number of elected director/Elders shall always be at least one more than the number of Executive Director/Elders.”
- a. The previous provision to assure a quick manning to filling a vacant seat on the Board should accommodate the addition of the following wording: “No legal vote can be taken without this ratio existing, with the exception of a vote to restore the ratio in the manner provided in Article V, Section B.”
  - b. At this moment this one is non-negotiable toward a “Yes” vote from me.
- 6. Article VI Section F:** My read of this provision could trump Article V, Section J, making a simple majority of the board meaningless if the executive elder team chooses to veto. The provision makes the Board of Director vote nothing more than advisory or a powerless opinion at best. I would like to have clarifying language stating “For an issue delegated to the executive elder team to meet approval of a vote by this team must be unanimous (abstention permitted).”

I have done no lobbying or attempted to count votes, nor have I attempted to persuade anyone to adopt my concerns. I have sought pushback and a check on my concerns to validate or invalidate my statements. So Jamie and who else might read this email, I am responsible for my words and positions alone.

I hope you take this in the spirit I intend.

