

Resolution

Subject: Salemtowne Board of Directors
From: Government Committee

WHEREAS, the Constitution states:

Section 24. The Board of Directors of Salemtowne (Moravian Home, Incorporated)

1. The Board of Directors of Salemtowne shall be composed of no more than eighteen members, of whom four members shall be elected by the Provincial Synod of the Southern Province, and six members shall be appointed by the Provincial Elders' Conference.
2. The four directors elected by the Provincial Synod and the six appointed by the Provincial Elders' Conference, shall serve for terms of four years each. All other members shall be selected by the Board of Directors to serve four-year terms and shall be rotated in such a manner as to result in, as much as possible, an equal number of expiring terms each year.
3. The Board shall elect its own Chairman and other officers.
4. Salemtowne is incorporated under the laws of the State of North Carolina as a non-profit corporation for the purpose of erecting, maintaining, and operating a continuing care retirement community.
5. The Board of Directors shall appoint a President who shall be responsible for the care of the residents and for the administration of the retirement community in all its departments. If the President is an ordained minister of the Moravian Church, he/she shall serve under call of the Provincial Elders' Conference.
6. The Board of Directors shall submit to each stated synod a report of its operations and financial condition.
7. The Articles of Incorporation for the Moravian Home, Incorporated (dba Salemtowne) are on file in the office of the Provincial Elders' Conference; and

WHEREAS, Salemtowne has become an increasingly complex operation since it was founded by the Moravians as the Moravian Home fifty years ago. With assets of \$135 million and an annual budget of \$35 million, the independent 501c3 organization requires a board that is intentionally populated with a diverse group of people who possess specific skills, including financial, legal, fundraising, health-related, and construction/architectural, reflect the Moravian values of individual respect, hospitality, life-long learning, and love of the arts; and

WHEREAS, to meet these leadership needs, the Board of Trustees of Salemtowne amended its By-laws January 26, 2022, moving from 4 Synod-elected and 6 PEC-appointed members, to a total of 8 PEC-appointed members; and

WHEREAS, the Salemtowne Board of Trustees agrees that at least one-third of the total of 18 Board members (whether appointed by the PEC or by the Board) will be members of the Moravian Church, including a Moravian pastor; and

WHEREAS, the Provincial Elders' Conference reviewed these Bylaws amendments and noted additional needed editorial changes to the relevant section of the Constitution (substituting the word "Trustees" for "Directors"); therefore be it

RESOLVED, that the Constitution be amended to read as follows:

Section 24. The Board of Trustees of Salemtowne (Moravian Home, Incorporated)

1. The Board of Trustees of Salemtowne shall be composed of no more than eighteen members, of whom eight members shall be appointed by the Provincial Elders' Conference. At least one-third of the total of 18 Board members (whether appointed by the PEC or by the Board) will be members of the Moravian Church, including a Moravian pastor.
2. The eight Trustees appointed by the Provincial Elders' Conference, shall serve for terms of four years each. All other members shall be selected by the Board of Trustees to serve four-year terms. All Trustee terms shall be rotated in such a manner as to result in, as much as possible, an equal number of expiring terms each year.
3. The Board shall elect its own Chairman and other officers.
4. Salemtowne is incorporated under the laws of the State of North Carolina as a non-profit corporation for the purpose of erecting, maintaining, and operating a continuing care retirement community.
5. The Board of Trustees shall appoint a President who shall be responsible for the care of the residents and for the administration of the retirement community in all its departments. If the President is an ordained minister of the Moravian Church, he/she shall serve under call of the Provincial Elders' Conference.
6. The Board of Trustees shall submit to each stated synod a report of its operations and financial condition.
7. The Articles of Incorporation for the Moravian Home, Incorporated (dba Salemtowne) are on file in the office of the Provincial Elders' Conference.

(Note: This proposal changes the Constitution and requires a 2/3 majority vote.)