

STATE OF MICHIGAN
IN THE 17th CIRCUIT COURT FOR KENT COUNTY

NATHANIEL GUYTON; PAUL IVY;
JOHNNY RICHARDSON; DAVID
WHITEHEAD; EDDIE SPENCER; and
PATRICIA SPENCER,

Case No. 17-09726-CBB

Plaintiffs,

HON. CHRISTOPHER P. YATES

vs.

LUCIUS MANNING; RODNEY RUSH;
ILLIAN HOWELL-BELL; JIM IVY;
OTIS DAVIS; NATASHA ANDERSON;
VALERIE PERKINS; TRACY TAYLOR;
JOSEPH CHESTER; and SHARON RUSH,

Defendants.

FINDINGS OF FACT, CONCLUSIONS OF LAW, AND VERDICT

Abraham Lincoln famously observed that “a house divided against itself cannot stand.” That aphorism holds true for a venerable house of God, such as the Macedonia Missionary Baptist Church of Grand Rapids (“MMBC”). On October 26, 2017, as the culmination of an internal conflict within MMBC, the church members voted to oust Pastor Terry Adams, who had been installed as the pastor of MMBC with great fanfare in 2016. After hearing two days of testimony, the Court must consider whether to declare that vote invalid as a matter of Michigan law. The Court’s authority in this regard is carefully circumscribed by the concept of ecclesiastical abstention, which teaches “that ‘judicial interference in purely ecclesiastical affairs of religious organizations is improper.’” See Winkler v Marist Fathers of Detroit, Inc, 500 Mich 327, 338 (2017). Applying appropriate deference, the Court shall allow the result of the vote taken on October 26, 2017, to stand.

I. Findings of Fact

Pursuant to MCR 2.517(A)(1), in an action tried without a jury, “the court shall find the facts specially, state separately its conclusions of law, and direct entry of the appropriate judgment.” The Court must render “[b]rief, definite, and pertinent findings and conclusions on the contested matters” that may take the form of “a written opinion.” See MCR 2.517(A)(2) & (3). Accordingly, the Court shall begin with findings of fact, followed by conclusions of law, and ultimately the verdict.¹

For nearly four decades, legendary Pastor Charlie Jones led MMBC, but when Pastor Jones passed away in 2015, the members of MMBC began the difficult process of selecting a new pastor. Ultimately, the church leaders compiled a membership list, see Defendants’ Exhibit A, and then the members on that list voted to install Pastor Terry Adams as the new pastor of MMBC. Pastor Adams was installed at a ceremony on September 18, 2106, and he thereafter assumed leadership of MMBC. Some church members who were loyal to the late Pastor Jones fell away from church attendance, but many new members joined MMBC under Pastor Adams’s leadership. Because the informal policy of MMBC welcomed new members and did not expel existing members whose attendance, tithing, or other involvement in church life was sporadic, the size of the membership grew during the tenure of Pastor Adams.

In time, conflicts developed between Pastor Adams and prominent members of MMBC. By letter dated September 19, 2017, the trustees of MMBC advised Pastor Adams that his services were “no longer needed at this church” and directed Pastor Adams to “remove ANY and ALL personal

¹ The Court conducted a two-day evidentiary hearing in response to the plaintiffs’ motion for preliminary injunctive relief, see MCR 3.310(A), but the plaintiffs’ attorney asked the Court at the conclusion of the evidentiary hearing to render a final verdict, and the defendants’ attorney did not object to that approach. Accordingly, the Court has chosen to render comprehensive findings of fact, conclusions of law, and a verdict that resolves the parties’ dispute as a final matter.

possessions you may have on the property" and to return "ALL KEYS (church and van keys)" within a matter of days. See Defendants' Exhibit Q. Five days later, on September 24, 2017, Pastor Adams gave a letter to MMBC church secretary Sharon Rush informing her of her termination and directing her to turn in her keys. See Defendants' Exhibit S. With MMBC in a leadership crisis, the church members met on October 10, 2017. Despite a call for a vote on Pastor Adams's future, no vote took place that day. Instead, the church membership chose to schedule a vote on October 26, 2017.

The time period between the meeting on October 10, 2017, and the scheduled vote on Pastor Adams's future on October 26, 2017, was rife with tension and machinations on both sides. At the outset of that time period, several church members (including Natasha Adams) compiled a list of the members of MMBC by combining the membership list used at the time of the vote to install Pastor Adams, see Defendants' Exhibit A, the membership-registration forms submitted in 2016 and 2017, see Defendants' Exhibit B, and the sign-in sheet for the October 10, 2017, meeting. See Defendants' Exhibit C. The result was a comprehensive membership list, see Plaintiffs' Exhibit 1, which church members used to create a mailing list. See Plaintiffs' Exhibit 2. On October 12, 2017, a notice with the signature of Defendant Lucius Manning (on behalf of the MMBC board of trustees) was mailed to each person whose name appeared on the mailing list. That notice advised each MMBC member of the upcoming vote on October 26, 2017, to decide whether to keep or to terminate Pastor Adams. See Defendants' Exhibit L. In addition, copies of a flyer providing notice of the meeting were posted and distributed throughout the church. See Defendants' Exhibit T.

As the date of the vote drew near, seven MMBC deacons sent a letter dated October 25, 2017, to Pastor Adams informing him that "you have proven that you are no longer fit nor capable to lead God's flock at this Church" so the deacons "hereby 'Terminate' you from the position of Pastor here

at Macedonia Missionary Baptist Church effective immediately.” See Defendants’ Exhibit R. For his part, Pastor Adams circulated two documents: a form entitled “Objection to Member Meeting,” see Plaintiffs’ Exhibit 7; and a partially contradictory form entitled “Petition for Member Meeting,” see Plaintiffs’ Exhibit 8, which called for “a Member Meeting to decide whether to keep Pastor Terry Adams” and laid out the steps that should take place prior to such a meeting. Id. Additionally, on October 25, 2017, the plaintiffs – a collection of MMBC members – filed the complaint in the instant case along with a motion for a temporary restraining order to prevent the vote from taking place on October 26, 2017. But in a written order issued on October 26, 2017, the Court denied the motion for a temporary restraining order, so the vote took place as scheduled on the evening of October 26, 2017.

By all accounts, the voting process went quite well on October 26, 2017. Pastor Eula Gaddis from another church called the MMBC membership to prayer, MMBC members Natasha Anderson, Jessica Davis, and Alfreda Jackson signed in each MMBC member who came to the meeting to vote, see Plaintiffs' Exhibit 3, and MMBC member Davorse Kimbrel passed out ballots that clearly stated the two options available to each voting member of MMBC in the following terms:

Do you vote to “Terminate” (Let go, fire) Rev Terry Adams as Pastor of Macedonia?

YES

NO

See Defendants' Exhibit O. Each MMBC member was permitted privacy to fill out the ballot, then after all of the completed ballots were placed into a ballot box, Pastor Gaddis divided the ballots into two piles and election inspectors selected in equal numbers by the MMBC board of trustees and by

Pastor Adams counted the votes for and against terminating Pastor Adams. The initial vote count – confirmed by the election inspectors chosen by both sides – was 104 votes for termination and 47 votes against termination of Pastor Adams.² See Defendants' Exhibit N. But after the vote total was announced, two members changed their votes from “for termination” to “against termination,” which resulted in a final tally of 102 members “for termination” of Pastor Adams and 49 members “against termination” of Pastor Adams. Id.

Soon after the vote on October 26, 2017, Defendant Lucius Manning (on behalf of the board of trustees of MMBC) and Defendant Otis Davis (on behalf of the MMBC deacon board) signed a document stating that “Sharon Rush was reinstated as Church Secretary on October 27, 2017 by the Trustees and Deacon Otis Davis, Chairman.” See Plaintiffs' Exhibit 10. The plaintiffs then moved for injunctive relief that would, in essence, require a new vote concerning Pastor Adams's removal as MMBC's pastor. The Court conducted a two-day evidentiary hearing on November 30, 2017, and December 20, 2017. Now the Court must decide whether to order a second vote or, instead, to allow the result of the first vote on October 26, 2017, to stand as the final position of MMBC.

II. Conclusions of Law

Before considering the parties' competing arguments about the propriety of the vote that took place on October 26, 2017, the Court must carefully define the scope of its review. Our Legislature has decreed in the Michigan Nonprofit Corporation Act, MCL 450.2101, *et seq.*, that ecclesiastical corporations are subject to the corporate laws of the State of Michigan. See MCL 450.2123(2)(f).

² Those vote totals comprised 66 members who voted in person for termination, 38 absentee ballots for termination, and 47 members who voted in person against termination. See Defendants' Exhibit N. In other words, every absentee voter favored termination.

Thus, the Court has jurisdiction to enforce Michigan corporate laws in the instant case, see Winkler, 500 Mich at 337, but in doing so, the Court must give “deference to the decisions of ‘the authorized tribunals of [MMBC] in ecclesiastical matters[.]’” Id. at 338. Consequently, when the “adjudication of a particular legal claim would require the resolution of ecclesiastical questions[,]” the Court “must abstain from resolving those questions itself, defer to [MMBC]’s resolution of such questions, and adjudicate the [corporate-law] claim accordingly.” Id. at 341.

The parties’ disagreement over the MMBC membership list presents a classic situation where ecclesiastical abstention should apply. In an effort to alter the MMBC electorate, and thereby attack the validity of the vote that terminated Pastor Adams, the plaintiffs insist that many voting members of MMBC should have been disqualified from participating in the vote on October 26, 2017, because they failed to live up to the church’s membership standards in terms of titling and attending church services on a regular basis. Both sides agree that MMBC has no bylaws, so the only source that the Court can consult in considering church membership is the longstanding membership policy of the church. Suffice it to say that the overwhelming majority of MMBC members believe that members can only be removed from church membership by voluntarily joining a different church and formally relinquishing their MMBC membership. Ecclesiastical abstention counsels against wading into the dispute about how membership in MMBC can be lost. Instead, the Court must defer to the manner in which MMBC leaders and members alike define their church’s membership list.

Accepting as accurate the MMBC membership list used to define eligibility for voting on the termination of Pastor Adams, see Plaintiffs’ Exhibit 1, the Court simply must determine whether the vote conducted by MMBC on October 26, 2017, conformed to Michigan law. In closing arguments, the plaintiffs’ attorney identified five alleged defects in the voting process. The Court shall address

each of those five concerns to explain why the Court has no legal basis to upset the result of the vote that took place on October 26, 2017. In the absence of legal grounds to invalidate the election under Michigan law, the Court shall permit the outcome of the vote to stand as the position of MMBC on the subject of Pastor Adams's tenure.³

First, the plaintiffs point out that MCL 450.2403 gives “the circuit court” authority to “order the call of a special meeting” of MMBC members “for good cause shown” if the Court “receives an application . . . from not less than 10% of all the members entitled to vote at a meeting[.]” Here, the complaint lists only six plaintiffs and MMBC’s membership list includes 198 people, see Plaintiff’s Exhibit 1, so the Court has not received an application for relief “from not less than 10% of all the members entitled to vote” at a special meeting.⁴ Moreover, the record does not establish that “good cause” for a special meeting has been shown. To the contrary, the record indicates that the vote that took place on October 26, 2017, was free and fair.

Second, the plaintiffs assert that the meeting on October 26, 2017, did not comply with MCL 450.2413, which prescribes the process for compiling, producing, and examining a membership list. The plaintiffs do not dispute that MMBC members compiled a membership list two weeks before the meeting on October 26, 2017, see Plaintiffs’ Exhibit 1, but the plaintiffs insist that Sharon Rush had no authority to oversee that process because Pastor Adams had removed her from the position

³ The Court’s limited role does not allow for consideration of whether Pastor Adams’s tenure was a success or a failure. Accordingly, the Court need not delve into some jaw-dropping allegations made by both sides during the two-day hearing. For example, the Court need not determine whether Pastor Adams brought a loaded firearm to the pulpit during church services, even though such proof might lead to the conclusion that Pastor Adams could bring both the heat and the light to MMBC.

⁴ Even if the Court considers the 19 signed “Objection to Member Meeting” forms introduced into evidence as Plaintiffs’ Exhibit 7 as “an application for relief” pursuant to MCL 450.2403, those 19 forms do not constitute ten percent of MMBC’s 198 members.

of MMBC church secretary on September 24, 2017. See Defendants' Exhibit S. Also, the plaintiffs argue that Patricia Spencer, as a member of MMBC, made a formal written request to Sharon Rush on October 17, 2017, for "an opportunity to inspect and copy the list of members" of MMBC. See Defendants' Exhibit P. Assuming, *arguendo*, that Patricia Spencer's letter triggered some obligation under MCL 450.2413, the statute still does not furnish the remedy that the plaintiffs seek under these circumstances. According to MCL 450.2413(2):

If the requirements of this section are not complied with, and a shareholder or member that is present in person or by proxy in good faith challenges the existence of sufficient votes to approve any action at the meeting, the corporation shall adjourn the meeting until the requirements are complied with. Failure to comply with the requirements of this section does not affect the validity of an action taken at the meeting before a challenge under this subsection.

See MCL 450.2413(2). At the meeting on October 26, 2017, a majority of MMBC's 198 members appeared in person. See Plaintiffs' Exhibit 3 (sign-in sheets). The final tally sheet indicates that 113 MMBC members voted in person and 38 additional MMBC members voted by absentee ballot, see Defendants' Exhibit N, so 151 of the 198 members of MMBC cast ballots. Consequently, there were "sufficient votes to approve any action at the meeting," as contemplated by MCL 450.2413(2).⁵ And, beyond that, no member of MMBC expressed any objection to the proceedings on October 26, 2017, so the MMBC members assigned to run the meeting were not obligated to "adjourn the meeting until the requirements" of MCL 450.2413 were satisfied. See MCL 450.2413(2).

Third, the plaintiffs complain that the official MMBC membership list was not produced at the meeting on October 26, 2017. Although the statutory basis for this complaint is not clear, there are at least two statutes that could give rise to the plaintiffs' concerns. Under MCL 450.2413(1)(b),

⁵ Under MCL 450.2415(1), "members entitled to cast a majority of the votes at a meeting constitute a quorum at the meeting."

an “officer or agent shall produce the [membership] list at the time and place of the meeting.” That provision, however, affords the plaintiffs no legal basis for demanding a special meeting with a new vote on Pastor Adams because, as the Court explained in the previous paragraph of this opinion, the remedy provision in MCL 450.2413(2) does not support the relief that the plaintiffs seek. Beyond that, MCL 450.2487(2) allows any member to “inspect for any proper purpose” the list of MMBC’s members if the member gives MMBC “written demand describing with reasonable particularity the purpose of the inspection and the records the . . . member desires to inspect[.]” Although Patricia Spencer sent a demand dated October 17, 2017, to Sharon Rush as church secretary for MMBC, see Defendants’ Exhibit P, the remedy provision in MCL 450.2487(3) explains that the “member may apply to the circuit court . . . for an order to compel the inspection.” If Patricia Spencer had applied to the Court for such relief (which she did not do), the Court could order MMBC to permit Patricia Spencer to inspect the membership list “and award other or further relief that the court considers just and proper.” See MCL 450.2487(3). Ordering a special meeting for a new vote in the circumstances presented in this case is not relief that the Court considers “just and proper” because the vote taken on October 26, 2017, was procedurally fair and representative of the MMBC membership’s views. Thus, the Court shall not exercise the discretion it possesses under MCL 450.2487(3) to order that MMBC conduct a special meeting for a new vote on Pastor Adams.

Fourth, the plaintiffs contend that, although MCL 450.2431 provides for the appointment of inspectors at a meeting of a nonprofit corporation such as MMBC, the process of appointing the four inspectors for the October 26, 2017, meeting was improper. This claim is entirely unfounded. The language of MCL 450.2431(1) empowers “the board” to “appoint 1 or more inspectors to act at the meeting[.]” Here, the board appointed only two of the four inspectors; Pastor Adams was permitted

to appoint the other two inspectors. Patricia Spencer and Vanessa Jones both served as inspectors at the behest of Pastor Adams, while Shirley McMillian and Ruby Hicks served as inspectors chosen by the board of trustees of MMBC. The plaintiffs' contention that Michigan law was violated when the board allowed Pastor Adams to choose two of the four electors is fatuous.

Fifth, the plaintiffs insist that the 38 absentee ballots should not have counted because, as a matter of Michigan law, absentee voting is not permissible. Michigan law permits participation in meetings by remote communication, see MCL 450.2405, and a nonprofit corporation "may provide in its articles of incorporation or in bylaws" that actions that the "members are required or permitted to take at an annual or special meeting" can be "taken without a meeting if the corporation provides a ballot to each . . . member that is entitled to vote on the action[.]" See MCL 450.2408(1). In this case, however, the absentee ballots came from MMBC members who were neither present in person nor remote participants in the meeting on October 26, 2017, and MMBC had nothing in the articles of incorporation or bylaws that allowed for absentee voting. Nor was any absentee ballot cast by the proxy of any MMBC member at the meeting on October 26, 2017. See MCL 450.2421. Therefore, the absentee ballots should not have been counted in the final tally. But excluding the 38 absentee ballots from the final tally yields a 64-to-49 vote to oust Pastor Adams. See Defendants' Exhibit N. Because that vote reflects the majority view of MMBC members who attended the October 26, 2017, meeting in person, the Court must allow the termination of Pastor Adams to stand.

III. Verdict

With the vote to terminate Pastor Adams now official as a matter of Michigan law, the Court hopes and expects that the members of MMBC can begin the process of putting the church's internal

strife behind them. After all, MIMBC is an essential part of the faith community in West Michigan, and its long and storied history provides reason for optimism about the church's future. Throughout the wrenching process of removing Pastor Adams, so many church leaders and members stood tall. The trustees and deacons remained on the sidelines at the meeting on October 26, 2017, after going the extra mile by inviting Pastor Adams to choose two of the four election inspectors. The vote that ousted Pastor Adams may have been tense and difficult, but it was also free and fair. Accordingly, the Court shall render a verdict in favor of the defendants and against the plaintiffs, thereby allowing the vote conducted on October 26, 2017, to stand as the final word from MIMBC on Pastor Adams's tenure.⁶

IT IS SO ORDERED.

Dated: December 29, 2017



HON. CHRISTOPHER P. YATES (P41017)
Kent County Circuit Court Judge

⁶ The Court invites the defendants to submit a proposed judgment under the so-called seven-day rule that memorializes the Court's verdict. See MCR 2.602(B)(3).