BYLAWS OF THE SAMPLE PRESBYTERY

OF THE PRESBYTERIAN CHURCH IN AMERICA

ARTICLE I
NAME AND PURPOSES

Section 1: Name

The incorporated name of this body shall be "The Sample Presbytery of the Presbyterian Church in America, Inc." (the "Sample Presbytery").[1]

Section 2: Purpose

The purpose of this body is to fulfill the requirements for Presbyteries as set forth in the *Book of Church Order* of the Presbyterian Church in America (hereinafter *The Book of Church Order* or *BCO*).

Section 3: Authority

In carrying out such purpose, the Trustees (as defined below) and the Corporation shall be under the authority of the Presbytery and shall in all respects conform to the Constitution of the Presbyterian Church in America (*BCO* preface, III). These Bylaws are not to conflict with the Constitution and the provisions of the Constitution shall control over any provisions of these Bylaws that may be in conflict therewith. These Bylaws shall further be determined and interpreted in a manner consistent with the Standing Rules of Sample Presbytery.

Section 4: Limitation of Powers and Duties

The powers and duties of the Corporation and its Trustees shall not infringe upon the powers and duties of the Presbytery as delineated in the *Book of Church Order*.

ARTICLE II
MEMBERS

Section 1: Members

The members of the Corporation shall be those duly ordained Teaching Elders (Ministers) and churches within the bounds of Sample Presbytery as defined by the Presbyterian Church in America and accepted by it into membership in accordance with the *Book of Church Order*. Churches shall be represented by Ruling Elders as elected by their Session to represent the church

[1] State law typically requires use of "Incorporated," "Inc." "Corporation," or "Corp." in the name, such as "Sample Presbytery of the Presbyterian Church in America, Corp."

at the next meeting of the Presbytery. Such individuals shall be members of the Corporation until the next meeting of the Presbytery.

ARTICLE III
TRUSTEES

Section 1: Authority
The legal affairs of the Corporation, as distinguished from the ecclesiastical matters, shall be managed by the Board of Trustees, which shall have such powers and duties as are set forth in these Bylaws and the *Book of Church Order*.

Section 2: Qualification
The Board of Trustees shall consist of the members of the Executive Committee of Sample Presbytery as established pursuant to the Standing Rules of Sample Presbytery. Each Trustee shall hold office as a Trustee as long as he remains a member of the Executive Committee of Sample Presbytery.

Section 3: Subcommittees
The Board of Trustees may establish such subcommittees as may be deemed necessary or desirable and vest such subcommittees with such authority as may be deemed proper.

Section 4: Meetings
Meetings of the Board of Trustees may be called by the Chairman or by a majority of the Board. Written notice stating the place, date, and hour of the meeting shall be delivered by the Secretary at least ten (10) days prior to the date of the meeting. Such notice should specify the purpose of the meeting. A Trustee may waive such notice; and attendance at such meeting shall constitute a waiver of such notice.

Section 5: Electronic Meetings
The Board of Trustees, in its discretion, may for itself and its subordinate committees, adopt rules determining when videoconference or telecommunication arrangements may be used for meetings or attendance at meetings and regulating how meetings using telecommunications arrangements shall be conducted.

Section 6: Quorum
A majority of the Board of Trustees shall constitute a quorum.

Section 7: Voting
Voting is per capita. There shall be no voting by proxy. The act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees except as may otherwise be specified by law, the Constitution, or these Bylaws.

ARTICLE IV
OFFICERS

Section 1: Officers
The officers of the Corporation shall be the Chairman of the Board and President, the Secretary, the Treasurer, and such assistant secretaries and treasurers as may be deemed desirable by the Board of Trustees. The Board of Trustees may elect assistant secretaries and treasurers. In the event that the Secretary or the Treasurer is unable to act, the Board of Trustees shall be authorized to appoint a provisional Secretary or a provisional Treasurer to serve until a regular Secretary or Treasurer may be elected by the Sample Presbytery.

Section 2: The Chairman
The Moderator of the Sample Presbytery shall serve as Chairman of the Board of Directors and as the President of the Corporation. The Chairman shall preside at all meetings of the Board of Trustees. He shall sign such instruments as may be required and shall perform such duties as may be assigned by the Board of Trustees.

Section 3: The Secretary
The Stated Clerk of the Sample Presbytery shall serve as the Secretary of the Corporation. The Secretary shall have such duties and responsibilities as set forth in the *Book of Church Order* and the *Rules of Assembly Operations* for the Stated Clerk. The Secretary shall prepare and forward all notices required by law or by these Bylaws and shall have general charge of the corporate books and records. He shall sign such instruments as may be required and perform the duties incident to the office of Secretary, and such duties as may be assigned by the Board of Trustees or the members of the Corporation.

Section 4: The Treasurer
The Treasurer of the Sample Presbytery shall serve as the Treasurer of the Corporation. The Treasurer shall be the custodian of the funds and securities belonging to the Corporation. He shall receive, deposit and disburse such funds as directed by the Presbytery, including any provisions set forth in the *Book of Church Order*. He shall keep an accurate account of the finances of the Corporation and of the funds in his custody. He shall prepare, or have prepared, such reports of the financial condition of the Corporation as may be required, and, in general, perform all of the duties incident to the office of Treasurer.

Section 5: Powers and Duties
The officers of the Corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the Corporation, subject to the control of the Trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Trustees. No action taken by the officers shall impinge upon the authority of the Sample Presbytery and all such actions shall be in conformity with the Constitution of the Presbyterian Church in America.

ARTICLE V
FISCAL MATTERS

Section 1: Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

ARTICLE VI
AMENDMENTS

Section 1: Amendments

These Bylaws may be amended by a majority vote of those present and voting at any two consecutive Stated Meetings of Sample Presbytery, having been proposed in writing, provided that any such amendments shall not conflict with the Constitution or Standing Rules..

ARTICLE VII
DISSOLUTION

Section 1: Application and Distribution of Assets

Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:

a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged or adequate provision shall be made therefor;
b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and
c) All remaining assets not disposed of under paragraphs (a) or (b) shall be transferred or conveyed to such one or more of the following as the Trustees may select: (A) one or more entities organized and operated not for profit, exclusively for religious, charitable and educational purposes, that are exempt from federal income tax under Code section 501(c) and to which deductible contributions can be made under Code section 170; or (B) any particular church, Presbytery, Committee, or Agency of the Presbyterian Church in America which is exempt from federal income tax under Code section 501(c) and to which deductible contributions can be made under Code section 170.

ARTICLE VIII
INDEMNIFICATION

Section 1: Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Trustee, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, Trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Trustee, or employee under this Article shall apply to such officer, Trustee, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.