

BYLAWS
OF
PRESBYTERY OF CHARLOTTE (INC.)
PRESBYTERIAN CHURCH (U.S.A.)

ARTICLE I.

Objectives and Purposes

Section 1. **Purpose.** The purpose for which the Corporation is formed is to further and assist the Presbytery of Charlotte, Presbyterian Church (U.S.A.), hereinafter the Presbytery, in discharging Presbytery's responsibility for the mission of the church throughout its region.

Section 2. **Authority.** In carrying out such purpose, the Trustees and the Corporation shall be under the authority of the Presbytery and the Presbytery's Council and shall in all respects conform to the Constitution of the Presbyterian Church (U.S.A.).

Section 3. **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 or of the Council of Presbytery.

ARTICLE II.

Members

Section 1. **Eligibility for Membership.** All persons who are members of Presbytery shall be members of the Corporation.

Section 2. **Active Members.** The roll of members as established and maintained by the General Presbyter/Stated Clerk shall determine those individuals who are members from time to time.

ARTICLE III.

Trustees

Section 1. **Qualification: Number of Trustees.** The Trustees shall be those persons elected, installed, and serving as members and ex-officio members of Presbytery's Council. The number of Trustees of the Corporation shall be at all times the same as the total number of members and ex-officio members of Presbytery's Council.

Section 2. **Election.** The initial Board of Trustees shall be those persons named in the Articles of Incorporation. Thereafter the membership of the Board of Trustees shall be identical to the membership (including ex-officio members) of Presbytery's Council. Election by the Presbytery shall constitute a person as Trustee of the Corporation and termination for any cause of the membership of a person shall automatically terminate such person as a Trustee of the Corporation.

Section 3. **Property Held Pursuant to Trust.** Any properties held for the benefit of Presbytery pursuant to an instrument or to other directions creating a trust, express or implied, shall be held and administered according to the intent of the creator or grantor of the trust, and the Trustees of the Corporation shall have power to act as the trustees of such trust and be charged with all the duties of trustees to implement and carry out the trust purposes.

ARTICLE IV.

Meeting of the Board of Trustees

Section 1. **Annual Meeting.** The annual meeting of the Board of Trustees shall be held in conjunction with or immediately following the March meeting of Presbytery's Council. Special meetings may be held at any time upon the call of the Presbytery, the President and Vice President, or of not less than one-third of the Trustees of the Corporation then in office.

Section 2. **Notices.** Notice of the time and place, and with respect to a special meeting, the purpose of every such meeting of the Board of Trustees shall be in writing and shall be duly sent, mailed, or otherwise delivered to each Trustee not less than ten (10) days before the meeting; provided, however, that no notice of any regularly scheduled or adjourned meeting need be given.

Section 3. **Quorum.** A majority of the Trustees, excluding ex-officio members of Council who serve on the Board of Trustees, shall constitute a quorum for the transaction of business, and the action of a majority of the Trustees present at any meeting at which a quorum is present shall be the action of the Board of Trustees; provided, however, that if the Trustees shall severally and/or collectively consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the Trustees. If at any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 4. **Special Meetings.** Special meetings of the Board of Trustees may be held simultaneously with the meeting of Presbytery or immediately thereafter.

Section 5. **Power and Authority.** The Board of Trustees shall have the power and authority to carry out the business of the Corporation and in doing so may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; and may prescribe the duties of such persons. The Board of Trustees may, in the absence of an officer, delegate the powers and duties of such officer to any other officer or to a Trustee for the time being.

Section 6. **Executive Committee.** The Board of Trustees, by resolution passed by a majority of the whole Board, may designate two or more of their number to constitute an Executive Committee who, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the business of the Corporation between the meetings of the Board; and the Board of Trustees may appoint such other committees, including persons who are not members of the Board of Trustees, as in the judgment of the Trustees will be helpful in carrying out the work of the Corporation.

ARTICLE V.

Meeting of Members

Section 1. **Annual Meeting.** There shall be an annual meeting of the members of the Corporation (N.C.G.S. § 55A-36).

Section 2. **Place and Time.** The annual meeting shall be held at the same place and time as the second meeting of Presbytery in each calendar year or immediately thereafter.

Section 3. **Notices.** Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirements of meetings of the Presbytery.

Section 4. **Procedural Requirements.** The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the Presbytery.

ARTICLE VI.

Officers

Section 1. **Officers.** The Moderator of the Council of the Presbytery of Charlotte shall serve as the President of the Corporation each year. In addition, the Board of Trustees, as soon as may be after the election of the Trustees each year, shall elect a Secretary and a Treasurer, and may from time to time select one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. The same person may hold any two offices except those of President and Secretary. The Board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.

Section 2. **Members of Board of Trustees.** No officer, other than the President and Secretary, need be a member of the Board of Trustees.

Section 3. **Term.** The term of office for all officers shall be one (1) year or until their respective successors are chosen, but any officer may be removed from the Corporation will be served thereby. The Board of Trustees shall have full power and authority to fill any vacancies in other offices occurring for any reason whatsoever.

Section 4. **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 Presbytery or of Presbytery's Council and all such actions shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Section 5. **Checks, Notes, Drafts, Etc.** The Board of Trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

ARTICLE VII.

Fiscal Year; Seal

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year beginning January 1 and ending December 31.

Section 2. **Seal.** The Board of Trustees shall provide a suitable corporate seal for use by the Corporation.

ARTICLE VIII.

Amendments

The Bylaws of the Corporation may be amended, added to or repealed, or new Bylaws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Trustees of the Corporation.

ARTICLE IX.

Liquidation

Section 1. **Dissolution by Presbytery.** If the Corporation is formally dissolved by the Presbytery such property as the Corporation may have shall be held, used, and applied for such uses, purposes, and trusts as the Presbytery, Synod or General Assembly may direct, limit, and appoint, or such property may be sold or disposed of as such governing boards may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Section 2. **Other Dissolution.** If the Corporation is dissolved or otherwise ceases to exist under circumstances not enumerated in the immediately preceding paragraph, in such event the property of the Corporation shall be disposed of in accordance with the directions of Presbytery with respect to both real and personal property.

Section 3. **Property Held Pursuant by Trust.** If any property, real or personal, is held by the Corporation upon a special trust in which the donor of said property has prescribed a particular alternative use in the event the primary use has failed, the intent of the donor with respect to such alternative use and with respect to administration of the property shall be observed.

ARTICLE X.

Indemnification of Trustees and Officers

Any person who at any time serves or has served as a Trustee or officer of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent from time to time permitted by law in the event the Trustee or officer is made, or is threatened to be made, a party to any pending, threatened, or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding) by reason of the fact that he is or was a Trustee or officer of the Corporation or serves or served any other enterprise as a Trustee or officer at the request of the Corporation, excepting any liability or expense incurred in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

The Trustee's or officer's rights hereunder shall, to the fullest extent from time to time permitted by law, cover all liability and expense, including without limitation all attorney's fees and expenses of litigation, costs, judgments, fines, excise taxes and amounts paid in settlement, and all expenses incurred in enforcing the indemnification rights provided herein.

The Corporation shall have no obligation to indemnify any person for an amount paid in settlement of an action, suit or proceeding unless the Corporation consents in writing to the settlement. The Corporation's consent to a proposed settlement shall not, however, constitute an agreement by the Corporation that any person is entitled to indemnification.

The determination whether a person is entitled to indemnification, or advances for expenses as provided below, shall be made by a majority vote of Trustees who are disinterested because they were not parties to the action, suit or proceeding (or, in connection with threatened actions, suits or proceedings, who were not threatened parties) giving rise to the claim for indemnification.

The expenses of a person deemed entitled to advances for expenses by the Board of Trustees shall be paid by the Corporation as incurred in advance of the final disposition or termination of an investigation, action, suit or proceeding, provided the Corporation receives an undertaking signed by the person to be indemnified to repay to the Corporation all amounts advanced unless such person is ultimately determined to be entitled to indemnification.

The right to indemnification herein provided shall be in addition to and not exclusive of any other rights to which the person seeking indemnity may be entitled under any statute, agreement, insurance policy or otherwise.

Any person who at any time after the adoption of these provisions serves or continues to serve as a Trustee or officer of the Corporation shall be deemed for all purposes to be doing so or to continue doing so in express reliance upon, and in consideration of, the rights provided for herein. Any repeal or modification of these indemnification provisions shall not affect any right or obligations existing at the time of such repeal or modification. The right to indemnification herein provided shall inure to the benefit of the heirs and legal representatives of any person entitled to such right.

The right of indemnification herein provided shall apply to persons who are Trustees or officers of corporations or other entities that are hereafter merged or otherwise combined with the Corporation only after the effective date of such merger or other combination and only as to status and activities after such date.