

CORPORATE BY-LAWS
YORKMINSTER PRESBYTERIAN CHURCH, YORKTOWN, VA, INC.

ARTICLE 1
FORMATION, PURPOSES, POWERS, LIMITATIONS, PROPERTY

Section 1.1 Formation. The Corporation is formed at the direction of the congregation of Yorkminster Presbyterian Church, Yorktown, VA (“YPC”) pursuant to the Constitution of the Presbyterian Church (U.S.A.). The YPC is a member of the Presbytery of Eastern Virginia (the “Presbytery”) in the Synod of the Mid-Atlantic.

Section 1.1.1 Election Under G-8.0701. YPC for which this Corporation owns property made an election under G-8.0701 of the *Book of Order* comprising a part of the *Constitution of the Presbyterian Church (U.S.A.)* (the “*Book of Order*”). The property of YPC shall be held, and its privileges of ownership exercised by this Corporation, under the provisions of the Constitution to which YPC was subject immediately prior to the establishment of the Presbyterian Church (U.S.A.).

Section 1.2 Purposes. The Corporation is formed for the purposes set forth in the Articles of Incorporation, which include the ownership and limited management of the property and management of permanent special funds pertaining to property, income-producing properties and investments of YPC and the promotion of the Great Ends of the Church. [G-1.0200]

Section 1.3 Powers. The Corporation has all of the general powers of a nonstock corporation organized under the laws of the Commonwealth of Virginia necessary or convenient for the business of the Corporation.

Section 1.3.1 Specific Powers Under G-7.0402. The Corporation, through its Trustees, shall have the following powers: to receive, hold, encumber, manage and transfer property, real and personal, for YPC; to accept and execute deeds of title to such property; to hold and defend title of such property; to manage any permanent special funds for the furtherance of the purposes of YPC. Prior to receiving, managing or transferring real or personal property, or accepting any deed of title to such property, the Trustees shall consult with the Session and the Session concur concerning any action to be taken.

Section 1.4 Subject to Authority. In carrying out such purposes, the Trustees and the Corporation shall be under the authority of the Session of YPC (the “Session”), and shall, at all times and in all respects, conform to and support the *Constitution of the Presbyterian Church (U.S.A.)* as it is now or shall be from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). [G-7.0402]

Section 1.5 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 Session, or of the Board of Deacons of YPC.

Section 1.6 All Property Held in Trust. All property of the Corporation, both real and personal, is held in trust for the use and benefit of YPC under the provisions of the Constitution to which YPC was subject immediately prior to the establishment of the Presbyterian Church (U.S.A.).

Section 1.7 Particular Property Requirements. When buying, selling and mortgaging real property, the Corporation and its Trustees shall act only after the approval of the congregation of YPC granted in a duly constituted meeting.

Section 1.8 Property Conveyances. Pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, real property held or acquired by the Corporation, YPC, or the Board of Trustees, shall include the following language in the deed.

The premises herein conveyed shall be used, kept, maintained, and held in trust by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the Presbytery of Eastern Virginia, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE 2 MEMBERS

Section 2.1 Eligibility of Membership. Only members on the active roll of the YPC shall be members of the Corporation and eligible for election as Trustees. Ministers of the Word and Sacrament are not members of the congregation and so are not members of the Corporation.

Section 2.2 Active Members. The roll of active members established and maintained by the Session, as prescribed by the *Book of Order* comprising a part of the *Constitution of the Presbyterian Church (U.S.A.)*, shall determine those individuals who are active members of the Corporation from time to time.

Section 2.3 Nominating Committee. At each annual meeting of members, or at any special meeting of members called for the purpose, the members shall elect a representative nominating committee.

Section 2.3.1 The nominating committee shall report to the Corporation nominees for election at the succeeding annual meeting of the Corporation to fill vacancies resulting from the expiration of the terms of Trustees that will expire at such succeeding annual meeting. Also, the committee shall report nominees for any existing vacancies.

Section 2.3.2 The report of the nominating committee will normally be given to the members at least one (1) month in advance of the meeting at which nominees will be considered for election as Trustees.

Section 2.3.3 Ordinarily, the nominating committee will be chosen annually and no member of the committee shall serve more than two (2) years consecutively.

ARTICLE 3 TRUSTEES

Section 3.1 Qualifications. The Trustees are the designated Directors of the Corporation. Only members on the active roll of YPC age 21 or greater shall be eligible for election as Trustees. Desirable personal attributes of a Trustee include integrity, mature judgment, prudence and some familiarity with sound business practices.

Section 3.2 Election. The initial Trustees shall be those persons named in the Articles of Incorporation. Thereafter, the Trustees shall be elected annually by members of the Corporation in accordance with the provisions of the Articles of Incorporation. The Nominating Committee, annually in advance of each annual meeting of the members of the Corporation, shall propose nominees for election as Trustees to succeed those Trustees whose terms will expire at such annual meeting. Additional nominations may be made by any member at such annual meeting.

Section 3.3 Number of Trustees; Classes; Length of Terms. There shall be no fewer than 3 Trustees, divided into 3 classes. A full term shall be 3 years in length. No Trustee shall serve more than 6 years consecutively. Any such Trustee shall be ineligible for reelection as a Trustee for at least one year.

Section 3.4 Removal. A Trustee may be removed by the members of the Corporation only for cause, and only at a meeting (which may be a regular or special meeting) called for the purpose removing the Trustee. The meeting notice for such meeting shall state that the purpose, or one of the purposes, of the meeting is removal of the Trustee.

ARTICLE 4 MEETINGS OF THE BOARD OF TRUSTEES

Section 4.1 Annual Meeting. The annual meeting of the Board of Trustees shall be held in conjunction with or immediately following the first regular meeting of the Session in each calendar year, or at another time in each calendar year determined by the Board of Trustees with concurrence of the Session.

Section 4.2 Regular and Special Meetings.

Section 4.2.1 Regular meetings of the Trustees may be held on any schedule adopted or changed from time to time by the Board of Trustees. The Session shall be advised of the schedule.

Section 4.2.2 Special meetings of the Trustees may be held at any time upon the call of the President, upon the written request of any two or more of the Trustees, or when directed by the Session or the Presbytery.

Section 4.3 Notice of Meetings.

Section 4.3.1 Regular meetings of the Board of Trustees may be held without notice of the date, time, place or purpose of the meeting.

Section 4.3.2 Reasonable notice of the date, time and place and in the case of special meetings the purpose shall be given in person or by mail, telephone or by a form of electronic transmission consented to by the Trustees to whom the notice is given.

Section 4.4 Quorum. A majority of the number of Trustees shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Trustees.

Section 4.5 Procedures. The meeting requirements and provisions of the constitution of *Presbyterian Church (U.S.A.)* shall govern meetings of the Board of Trustees. In addition to those requirements and provisions, these Bylaws provide specific guidance for the Corporation. The rules and procedures of the Session governing its meetings shall be applicable to meetings of the Board of Trustees.

Section 4.6 Power and Authority. The Board of Trustees shall have power and authority to carry out the work of the Corporation and in so doing may elect or appoint all necessary officers; may prescribe the duties of such persons; and may dismiss any appointive officer or agent of the Corporation without previous notice. The Board of Trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a Trustee for the time being.

Section 4.7 Committees. The Board of Trustees may create one or more committees and appoint members of the Board of Trustees to serve on them. Each committee may have two or more members who serve at the pleasure of the Board of Trustees. Each committee may exercise the only authority given to it by the Board of Trustees. Excluded is authority to fill vacancies, amend the Articles of Incorporation or Bylaws of the Corporation, or approve a plan of merger. The rules which govern meetings, notice and waiver of notice and quorum and voting requirements of the Board of Trustees shall apply to committees and their members.

ARTICLE 5 MEETINGS OF MEMBERS

Section 5.1 Initial Meeting. The Corporation shall hold a special meeting of the Corporation at least three (3) months in advance of the expiration of the term of the first class of initial Trustees to expire. The purpose of the meeting is to elect a nominating committee which will propose nominees for such class of Trustees. Thereafter, at each annual meeting of the Corporation, in addition to electing Trustees, the members shall also elect a Nominating Committee which will propose nominees for the class of Trustees whose terms next expire.

Section 5.2 Annual Meeting. An annual meeting of the members of the Corporation shall be held at the same place and time as the annual meeting of the congregation of the YPC or immediately thereafter, at the discretion of the President of the Corporation. Both ecclesiastical and corporate business may be conducted at the same meeting. Any stated or called meeting of the congregation shall be a meeting of the members of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 5.3 Special Meetings. Special meetings of the members of the Corporation may be called by the Board of Trustees, the Session or the Presbytery. Only business within the purpose or purposes described in the notice for a special meeting of Members may be conducted at the meeting.

Section 5.4 Quorum and Voting Requirements. Unless otherwise provided by law, a quorum for any meeting of the members of the Corporation shall be the same as the quorum established for a meeting of the congregation of the YPC.

Section 5.5 Procedural Requirements. The meetings of the members shall be conducted to conform as closely as possible with the procedural requirements of the *Constitution of the Presbyterian Church (U.S.A.)*. In addition to those requirements, the provisions of these bylaws provide specific guidance for the Corporation. The rules and procedures applicable to meetings of the members of the congregation of the YPC shall be applicable to meetings of the members of the Corporation.

Section 5.6 Proxy Voting. Except for a matter as to which civil law expressly requires voting by proxy, members may not vote by proxy at any meeting of members but must be present at a meeting in order to vote in person.

ARTICLE 6 OFFICERS

Section 6.1 Officers. The Board of Trustees, as soon as practicable after the election of Trustees in each year, shall elect from their numbers a President of the Corporation and may elect a Vice President. The Clerk of Session shall serve as Secretary of the Corporation. The Treasurer elected by the Session shall serve as Treasurer of the Corporation. 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 6.2 Term. The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the Board of Trustees may be removed from the office at any meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the interest of the Corporation will be served thereby. The Board of Trustees shall have full power to fill any vacancies in any offices it is authorized to elect occurring for any reason whatsoever.

Section 6.3 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 infringe upon the authority of the Session or of the Board of Deacons, and all such actions shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.). Subject to these Bylaws and the Articles of Incorporation, the officers shall have the following respective powers and duties in regard to the Corporation:

Section 6.3.1 The President shall: execute documents to carry out the purpose and functions of the Corporation as approved and directed by the Board of Trustees; be responsible for carrying out the directives and requirements of applicable law, these Bylaws, and the Articles of Incorporation; in general, perform all duties incident to the office of President; and perform such duties as may, from time to time, be assigned by the Board of Trustees.

Section 6.3.2 The Vice President shall: assist the President in the exercise of his or her duties; in the absence or inability of the President, execute the duties of the President; in general, perform all duties incident to the office of Vice President; and perform such other duties as may, from time to time, be assigned by the Board of Trustees.

Section 6.3.3 The Secretary shall: perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.); record all votes by the Board of Trustees; be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal; in general, perform all duties incident to the office of Secretary; and perform such other duties as may, from time to time, be assigned by the Board of Trustees.

Section 6.3.4 The Treasurer shall: perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.); be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; be responsible for the filing of any and all tax and other financial reports as required by applicable law; oversee deposit of all monies, drafts, and checks in the name of or to the credit of the Corporation as such banks or depositories as the Board of Trustees shall designate; in general, perform all duties incident to the office of Treasurer, and perform such other duties as may, from time to time, be assigned by the Board of Trustees.

Section 6.3.5 The Board of Directors may: designate a Trustee to act as a liaison to the Property Committee and Financial Oversight Committee.

ARTICLE 7 IMPLEMENTATION

Section 7.0 General Requirement. The Corporation, through its Trustees, shall ensure proper maintenance of the real property and fixed equipment in satisfactory condition to support the ministry, mission and programs of YPC. The Session is responsible for the purchase, care, and replacement of all personal property of YPC.

Section 7.1 Exclusions. The Trustees have no power to make policy and no responsibility for YPC's ministry, missions or programs. Furthermore, they have no authority to hire/terminate any YPC staff member. Also, they have no authority over the YPC staff.

Section 7.2 Administrative Functions. These duties/responsibilities are consistent with carrying out the powers mandated to the Corporation by the Book of Order. See Article 1.3.1 herein.

Section 7.2.1 Prepare reports when required by the Session, note-holders, or the Commonwealth of Virginia.

Section 7.2.2 Direct a survey, at least annually, of the real property and buildings to determine needs for repair and on-going maintenance.

Section 7.2.3 Assist and advise the Property Committee in the preparation of annual budget requests to support needed repairs, on-going maintenance, improvements, contingencies and insurance premiums.

Section 7.2.4 Assist and advise the Property Committee in developing a multi-year schedule of periodic maintenance measures for the buildings, improvements and other property improvements.

Section 7.2.5 Obtain, as needed, a summary valuation of the real and personal property belonging to YPC, including the Endowment Fund.

Section 7.2.6 Oversee permanent special funds, building on policies previously approved by the Session.

ARTICLE 8
MISCELLANEOUS

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 8.2 Seal. The Corporation may, but is not required to, have a corporate seal. In the event the Board of Trustees elects to have a seal, it shall determine the content of the seal which may be altered at will.

Section 8.3 Office. The principal office and mailing address of the Corporation is:

Yorkminster Presbyterian Church
6218 George Washington Memorial Highway
Yorktown, VA 23692

Section 8.4 Amendments. The bylaws of the Corporation may be amended or added to, or new bylaws may be adopted by the affirmative vote of two-thirds of those members of the Corporation present and voting at a meeting of members of the Corporation at which a quorum is present, provided that the bylaws must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.