

## BY-LAWS

- of -

### PRESBYTERY OF NEW YORK CITY (a New York not-for-profit corporation)

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## ARTICLE I

### CORPORATE PROPERTY

Section 1.1. Property. All property received by the Corporation, by purchase, gift, bequest, devise or otherwise shall be held and managed exclusively for, and devoted to the furthering of the purposes of, the ecclesiastical judicatory of the Presbyterian Church (U.S.A.) now known as the Presbytery of New York City, as expressed in the Certificate of Merger which constitutes the Certificate of Incorporation of the Corporation.

Section 1.2. Dissolution. On dissolution, all property of the Corporation, from whatever source arising, shall be distributed as may then be provided by the Constitution of the Presbyterian Church (U.S.A.), or in the absence of such provision to such other organization or organizations organized and operated for one or more of the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees may determine, subject to the written approval of a Justice of the Supreme Court of the State of New York.

## ARTICLE II

### MEMBERS

Section 2.1. Membership. The members of the Corporation shall consist of the persons who, from time to time, shall be the members of the ecclesiastical judicatory of the Presbyterian Church (U.S.A.) now known as the Presbytery of New York City. Each member shall be entitled to one vote at all meetings of members.

Section 2.2. Annual Meetings. The Annual Meeting of members shall be held in each year at the place and on the date, and during the proceedings of, the annual meeting of the ecclesiastical judicatory, Presbytery of New York City. Such Annual Meeting shall be held for the election of Trustees, fixing the dates of stated meetings of the Board of Trustees, and the transaction of such other business as may come before the meeting. The Moderator or a Vice

Moderator of the ecclesiastical judicatory, Presbytery of New York City, shall preside at any Annual Meeting of Members.

Section 2.3. Special Meetings. Special meetings of the members may be called at any time by the President, or by the Secretary on written request of any six (6) Trustees then in office, or on written request of any fifteen (15) members, at such time as shall be stated in the call thereof. The Moderator or a Vice Moderator of the ecclesiastical judicatory, Presbytery of New York City, shall preside at any Special Meeting of members.

Section 2.4. Place of Meeting. All meetings of the members of the Corporation for the election of Trustees shall be held at the place at which the corresponding meeting of the ecclesiastical judicatory, Presbytery of New York City, is held. All other meetings of the members shall be held at such places, within or without the City of New York, as may from time to time be fixed by the authority calling the meeting, upon the advice of the General Council of the ecclesiastical judicatory, Presbytery of New York City.

Section 2.5. Notice of Meeting. Notice of the Annual Meeting and of special meetings of members shall, at least ten (10) days and not more than forty (40) days before the day on which the meeting is to be held, be given to each member by delivering a written or printed notice thereof to the member personally, or by mailing such notice, postage prepaid, addressed to the member's name and Post Office address, registered with the Corporation.

Section 2.6. Waivers, etc. Anything herein contained to the contrary notwithstanding, notice of any meeting of members shall not be required as to any member who shall attend such meeting in person and, if any member shall, in person or by attorney duly authorized, waive notice of any meeting, whether before or after such meeting, notice thereof shall not be required as to that member.

Section 2.7. Quorum and Manner of Acting. At all meetings of members, the presence in person of twenty-five (25) members shall constitute a quorum for the transaction of business, and, except as otherwise required by statute or by the By-Laws, the act of a majority of the members present in any such meeting at which a quorum is present shall be the act of the members; but, in the absence of a quorum, a majority of the members present may adjourn the meeting, from time to time, but not for a period more than thirty (30) days at any one time, until a quorum shall attend. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given.

### ARTICLE III

#### BOARD OF TRUSTEES

Section 3.1. General Powers. All corporate powers shall be vested in and exercised by a board of directors which shall be known as the "Board of Trustees" of the Corporation, except as otherwise expressly provided by law or by the Certificate of Merger or by the By-Laws. The directors shall be known as "Trustees" and shall be members of the ecclesiastical Presbytery or one of the constituent churches of the ecclesiastical Presbytery who possess a sense of vocation,

experience and skills consistent with the assigned responsibilities, and be representative of the racial, ethnic and gender diversity of the Presbytery. The work of the Trustees is subject to the supervision and control of the ecclesiastical Presbytery, acting as the membership of the Corporation, in accordance with the Not-for-Profit Corporation Law of the State of New York.

Section 3.2. Number, Election and Term of Office.

(a) The number of Trustees shall be eighteen (18) elected in classes, together with the Treasurer and the chair of the Property Management Unit (or successor entity) who shall serve as ex-officio Trustees with voice and vote, but the number elected in classes may be increased to not more than thirty-three (33) (less the number of ex-officio Trustees at the time of such increase), for a total of not more than thirty-three (33) by amendment of the By-Laws as hereinafter provided.

(b) Nominations for the election of Trustees, whether at an Annual Meeting of members or to fill a vacancy as hereinafter provided, shall be made by a nominating committee composed of those persons constituting the Nominating Committee of the ecclesiastical judicatory, Presbytery of New York City.

(c) The Trustees shall be elected by the members in classes annually, as provided below, (except for persons serving as ex-officio Trustees) and each Trustee shall continue in office until a successor shall have been elected and qualified, or until the Trustee shall have died, resigned or shall have been removed in the manner hereinafter provided. If a Trustee elected in any particular class shall subsequently be elected to an office the holder of which is an ex-officio Trustee, then his or her Trusteeship in that particular class shall thereby be deemed vacated and a new Trustee shall be elected to fill that vacancy at the same or a subsequent meeting of corporate members.

(d) At any election, the persons receiving the greatest number of votes shall be the Trustees.

(e) There shall be three (3) classes of Trustees, each consisting of one-third (1/3) of the total number of Trustees (disregarding ex-officio Trustees). At the meeting of members at which the first election of Trustees, pursuant to these By-Laws, takes place, six (6) Trustees shall be elected to serve for a term of (1) year and to the next Annual Meeting of members, six (6) Trustees shall be elected to serve for a term of two (2) years and to the Annual Meeting of members next thereafter to be held, and six (6) Trustees shall be elected to serve for a term of three (3) years and to the Annual Meeting of members next thereafter to be held. In making nominations of Trustees to be elected, at such first election, Trustees of the corporation then in office, insofar as practicable, shall be continued as Trustees. Thereafter, Trustees in each class be elected to office at the Annual Meeting of members each year for a term of three (3) years.

(f) All Trustees shall serve until their successors shall have been elected and qualify, or until they shall sooner die, or resign, or be removed from office as hereinafter provided.

(g) No Trustee shall be eligible to continue in service as a Trustee after serving consecutive terms aggregating six (6) years until at least one (1) year has elapsed from the expiration of the last term to which that Trustee was elected.

(h) The Board of Trustees shall constitute the Department of Finance of the ecclesiastical judicatory, Presbytery of New York City.

Section 3.3. Place of Meeting. Meetings of the Board of Trustees, or any committee thereof, may be held either within or without the City of New York.

Section 3.4. Organization Meeting. The Board of Trustees shall meet as soon as practicable, but in any event within thirty (30) days, after the annual election of Trustees, for the purpose of organization and the transaction of other business. Such organization meeting may be held at any time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board, or in a consent and waiver of notice thereof, signed by all the Trustees.

Section 3.5. Stated and Special Meetings. Stated meetings of the Board of Trustees shall be held at the office of the Corporation, or at such other place, specified by the Board of Trustees, within a radius of 100 miles of New York City, as may be designated in the notice of the meeting. Stated meetings of the Board of Trustees shall be held at such times as recommended by the Board of Trustees, then fixed and determined at the Annual Meeting of members in each year, without the giving of any special notice with regard thereto. Should the Board of Trustees or the President determine it to be necessary to change the date of a stated meeting, notice of the change shall be communicated to the Trustees in accordance with the provisions of Section 3.6(a). Special meetings of the Board of Trustees shall be held whenever called by the Board of Trustees, the President or by any three (3) of the Trustees, at the office of the Corporation or at such other place, within a radius of 100 miles of New York City, as may be designated by the Board of Trustees upon notice to the Trustees.

Section 3.6. Notice.

(a) Notice of a special meeting shall be mailed to each Trustee, addressed to each Trustee's residence or usual place of business, not later than five (5) days before the day on which the meeting is to be held, or shall be sent to each Trustee at such place by fax, or be delivered personally, or by telephone, not later than the day before the day on which the meeting is to be held.

(b) Notice of any meeting of the Board need not be given to any Trustee, if waiver by that Trustee shall have been given in writing (including fax), or if the Trustee shall be present at the meeting; and any meeting of the Board of Trustees shall be a legal meeting, without any notice thereof having been given, if all the Trustees shall be present thereat. Except as otherwise provided in the Bylaws or as may be indicated in the notice thereof, any and all business may be transacted at any special meeting of the Board of Trustees.

Section 3.7. Quorum and Manner of Acting. Except as herein otherwise provided, six (6) of the Trustees shall constitute a quorum for the transaction of business; and, except as otherwise required by statute, or by the By-Laws, the act of a majority of the Trustees present at any such meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

Section 3.8. Action Taken Without Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all the members of the Board or the Committee thereof consent in writing to the adoption of \*a resolution taking such action, and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceeding of the Board or Committee.

Section 3.9. Participation in Meeting by Communications Equipment. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons so participating in such meeting to hear each other at the same time. The participation by such means shall constitute presence in person at a meeting.

Section 3.10. Resignation. Any Trustee of the Corporation may resign at any time, by giving written notice thereof to the Secretary of the Corporation, who shall immediately notify the Stated Clerk of the ecclesiastical Presbytery of New York City that a vacancy exists. Such resignation shall take effect at the time specified therefor. Any Trustee absent from a stated meeting two consecutive times without excuse will be presumed to have resigned and the vacancy shall be reported to the Committee on Nominations of the ecclesiastical Presbytery of New York City.

Section 3.11. Removal of Trustees. Any Trustee may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the corporate members present and entitled to vote, at a special meeting of corporate members called for the purpose, and the vacancy in the Board caused by any such removal may be filled by the corporate members at such meeting or at any subsequent meeting. Nominations shall be made as provided in Article III, Section 3.2 (b) above.

Section 3.12. Filling of Vacancies Not Caused by Removal. In case of any increase in the number of Trustees, or of any vacancy caused by death or resignation, the additional Trustee or Trustees may be elected, or, as the case may be, the vacancy or vacancies may be filled, by a majority of the corporate members present and entitled to vote, at a special meeting of the corporate members called for the purpose. Nominations shall be made as provided in Article III, Section 3.2 (b) above.

## ARTICLE IV

### COMMITTEES

Section 4.1. Executive Committee. The Board of Trustees may, by resolution adopted by a vote of a majority of the whole Board, appoint an Executive Committee, to consist of the President, ex-officio, and one or more other Trustees, not exceeding seven (7) in number, which Executive Committee shall have and may exercise all the powers of the Board of Trustees which may lawfully be delegated in the management of the business and affairs of the Corporation.

Section 4.2. Other Committees. The Board of Trustees may, from time to time, appoint Committees for any purpose and, by vote of a majority of the whole Board, may delegate to any such Committee, or to any officer or officers, such powers as the Board may deem

expedient, with power to sub-delegate such powers, if by the Board deemed desirable. Any such Committee may be composed either wholly or in part of persons who are not members of the Corporation nor Trustees.

## ARTICLE V

### OFFICERS AND AGENTS: POWERS AND DUTIES

Section 5.1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Recording Secretary, and a Treasurer. The Vice-Presidents and Recording Secretary shall be elected by the Board of Trustees. The Board of Trustees may also appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as, from time to time, may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any elected officer may also be appointed to an appointive office.

Section 5.2. Term of Office. So far as practicable, all elected officers shall be elected at the annual meeting or organization meeting of the Board, as the case may be, in each year, and subject to the provisions of Section 5.3 of this Article V, shall hold office until the Annual Meeting or organization meeting of the Board, as the case may be, of the next subsequent year and until their respective successors are chosen. All appointed officers shall hold office during the pleasure of the Board.

Section 5.3. Removal of Elected or Appointed Officers. Any elected or appointed officer may be removed at any time either with or without cause, by a vote of the majority of the whole Board of Trustees, at any meeting.

Section 5.4. Vacancies. If any vacancy occurs in any office, the Board of Trustees may elect or appoint a successor to fill such vacancy for the remainder of the term.

Section 5.5. President. The President shall be the person elected to that office by the members of the ecclesiastical judicatory, Presbytery of New York City, and nominations shall be made as provided in Article III, Section 3.2 (b) above. As chief executive officer of the Corporation, the President shall have general supervision of its business and affairs; shall preside, when present; at all meetings of the Board of Trustees and the Executive Committee; and shall have the general powers usually appertaining to the office of a president of a corporation.

Section 5.6. Vice Presidents. The several Vice-Presidents shall perform such duties and services as shall be assigned to or required of them, from time to time, by the Board of Trustees or the President, respectively, and, unless their authority be expressly limited, shall act, in the order of their election, in the place of the President, exercising all presidential powers and performing presidential duties during the President's absence or disability.

Section 5.7. Secretary. The Executive Presbyter of the Presbytery of New York City of the Presbyterian Church (U.S.A.) shall be ex-officio, the Secretary of this corporation; shall attend to the giving of notice of all meetings of members and of the Board of Trustees; shall have charge of the corporate seal and have authority to attest any and all instruments or writings to

which the same may be affixed; and shall generally perform all the duties usually appertaining to the office of an executive secretary of a corporation. The Secretary may attend all meetings of the Board of Trustees and of each Committee of the corporation, without vote.

Section 5.8. Recording Secretary. The Recording Secretary shall keep and attest true records of all proceedings of the members and of the Board of Trustees and the Executive Committee, which records shall be kept in the custody of the Secretary; shall assist the Secretary in the performance of the Secretary's duties, and shall act in place of the Secretary, exercising all the Secretary's powers and performing all the Secretary's duties, during the Secretary's absence or disability.

Section 5.9. Treasurer. The Treasurer shall be the person elected to that office by the members of the ecclesiastical judicatory, the Presbytery of New York City. The Treasurer shall have the care and custody of all moneys, funds and securities of the Corporation, and shall deposit or cause to be deposited all funds of the Corporation in and with such depositories as the Board of Trustees shall, from time to time, direct. The Treasurer shall keep all books of account relating to the business of the Corporation, and shall render a statement of the Corporation's financial condition whenever required so to do by the members or the Board of Trustees or the General Council of the ecclesiastical judicatory, Presbytery of New York City.

Section 5.10. Duties. In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such other powers as may be provided by the By-Laws or as the Board of Trustees may from time to time determine, or as may be assigned to them by any competent superior officer.

## ARTICLE VI

### ANNUAL REPORT

Section 6.1. Report of Trustees. At each Annual Meeting of members a report shall be presented in such form and with such contents as shall be required by Section 519 of the Not-for-Profit Corporation Law of the State of New York or by any other applicable statute, and in such other form and with such other contents as may be deemed advisable or appropriate by the Board of Trustees, or the General Council of the ecclesiastical judicatory, Presbytery of New York City, which report shall be filed with the records of the Corporation and the whole or an abstract entered in the minutes of said Annual Meeting.

## ARTICLE VII

### COMPENSATION

Section 7.1. General. No member, Trustee, officer or employee of the Corporation shall receive or be entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services rendered in effecting one or more of the purposes of the Corporation.

Section 7.2. Employees and Agents. The compensation of all employees and agents of the Corporation shall be fixed, from time to time, by the ecclesiastical Presbytery of New York City.

## ARTICLE VIII

### MISCELLANEOUS

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 8.2. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as, from time to time, may be prescribed by resolution (whether general or special) of the Board of Trustees.

Section 8.3. Seal. The seal of the Corporation shall be in such form as may from time to time be adopted by the Board of Trustees.

Section 8.4. Amendments. The By-Laws of the Corporation may be amended or repealed, in any particular, and new By-Laws, not inconsistent with any provision of the Certificate of Merger or any provision of law, may be adopted, by the affirmative vote of two-thirds (2/3) of the members present and entitled to vote, given at any meeting after written notice embodying such proposed new By-Laws or amendment has been openly given at a previous meeting, and also in all notices of the meeting at which such proposed By-Laws or amendment is to be acted upon.