

CORPORATE BYLAWS
OF
WESTMINSTER PRESBYTERIAN CHURCH OF ALEXANDRIA, INC.

ARTICLE 1
OBJECTIVES, PURPOSES, FORMATION, LIMITATIONS, POWERS AND DUTIES,
PROPERTY

Section 1.1 Formation. The Corporation is formed by or at the direction of Westminster Presbyterian Church of Alexandria, Virginia (the "Particular Church") pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*. ~~{G-7.0401}~~ The Particular Church is a member church of the National Capital Presbytery of the Presbyterian Church (U.S.A.) (the "Presbytery") in the Synod of the Mid-Atlantic.

Section 1.2 Purposes. The Corporation is formed for the purposes set forth in its articles of incorporation, which include the ownership and management of the property and permanent and special funds of the Particular Church, 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 1.4 Subject to Authority. In carrying out its purposes, the Corporation and the Trustees shall be subject to the authority of the session of the Particular Church (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 the Particular Church should one be established.

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 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 the Particular Church granted in a duly constituted meeting. The Board of Trustees shall not sell, mortgage or otherwise encumber any of the Corporation's real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the Presbytery transmitted through the Session. The Corporation shall not lease its real property used for purposes of worship or lease for more than five years any of its other real property, without the written permission of the Presbytery transmitted through the Session.

Section 1.8 Property Conveyances. Pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, real property held or acquired by the Corporation, the Particular Church, the Board of Trustees, a trustee or unincorporated association will include the following language in the deed:

The premises herein conveyed shall be used, kept, maintained, and held by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the National Capital Presbytery of

the Presbyterian Church (U.S.A), subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.), including but not limited to, Section G-8.0200 thereof.

ARTICLE 2 MEMBERS

Section 2.1 Eligibility for Membership. Only members on the active roll of the Particular Church shall be members of the Corporation and eligible for election as Trustees. Ministers of 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.

(a) A Nominating Committee shall be formed annually as provided in the Bylaws of Westminster Church, which Nominating Committee shall be constituted, and its affairs administered and conducted, in full conformity with said Bylaws, the *Book of Order* and Virginia law.

(b) 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.

ARTICLE 3 TRUSTEES

Section 3.1 Qualification; Election. The directors of the Corporation are designated Trustees. Only members on the active role of the Particular Church shall be eligible for election as Trustees. The Trustees shall be residents of Virginia, of legal age, highly qualified individuals of maturity and sound judgement, with experience in business management. The initial Trustees shall be those persons named in the Articles of Incorporation. Thereafter, the Trustees shall be elected annually by the members of the Particular Church in accordance with the provisions of the Articles of Incorporation, the Church Bylaws, and the *Book of Order*. 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 3.2 Terms of Trustees; Classes. The Trustees shall be elected to three-year terms, with one term expiring each year.

Section 3.3 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 a special meeting) called for the purpose of removing the Trustee. The meeting notice for such meeting shall state that the purpose, or one of the purposes, of the meeting is the 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~~ annual meeting of the corporation each ~~calendar~~ year, or at another time in each calendar year determined by the Board of Trustees with the concurrence of the Session.

Section 4.2 Regular and Special Meetings.

(a) Regular meetings of the Trustees may be held on any schedule adopted or changed from time to time by the Board of Trustees.

(b) 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.

(a) Regular meetings of the Board of Trustees may be held without notice of the date, time, place or purpose of the meeting.

(b) ~~When feasible, r~~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 Trustee to whom the notice is given. Meetings may be held at any time without notice if all the Trustees are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after such meeting.

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 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if the action is taken by all members of the Board of Trustees. The action shall be evidenced by one or more written consents stating the action taken, signed by each Trustee either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. The action so taken shall become effective when the last Trustee signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified provided the consent states the date of execution by each Trustee.

Section 4.6 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 4.7 Power and Authority. The Board of Trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may, subject to Section 6.1, elect or appoint all necessary officers; 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; may prescribe the duties of such persons; and

may dismiss any officer elected by the Board of Trustees, or any 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 4.8 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 authority given to it by the Board of Trustees other than the 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, action without a meeting, notice and waiver of notice and quorum and voting requirements of the Board of Trustees shall apply to committees and their members unless the Board of Trustees expressly provides otherwise.

ARTICLE 5 MEETINGS OF MEMBERS

Section 5.1 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 Particular Church 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 may~~ be a meeting of the members of the Corporation, and any business may be conducted that is appropriate to the Corporation. [The annual meeting of the Board of Trustees will follow the annual meeting of the corporation, unless other provisions have made in accordance with Section 4.1.](#)

Section 5.2 – 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 5.3 – 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 Particular Church.

Section 5.4 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 Particular Church shall be applicable to meetings of the members of the Corporation.

Section 5.5 – 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 then serving Chairperson of the Session Administration and Finance Committee shall serve as President of the Corporation. The then serving Clerk of Session shall serve as Secretary of the Corporation. The then serving Treasurer elected by the Session shall serve as Treasurer of the Corporation. The Board of Trustees may from time to time elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, as well as such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation. The same person may hold any

two offices except those of President and Secretary.

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 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 (should one be established), 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 of the Corporation, the officers shall have the following respective powers and duties in regards to the Corporation:

(a) The President shall (i) execute documents to carry out the purpose and functions of the Corporation as approved and directed by the Board of Trustees; (ii) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the articles of incorporation; (iii) in general, perform all duties incident to the office of president; and (iv) perform such other duties as may from time to time be assigned by the Board of Trustees.

(b) The Vice President, if any, shall (i) assist the President in the exercise of his or her duties; (ii) in the absence or inability of the President, execute the duties of the President; (iii) in general, perform all duties incident to the office of vice president; and (iv) perform such other duties as may from time to time be assigned by the Board of Trustees.

(c) The Secretary shall (i) perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.); (ii) record all votes by the Board of Trustees; (iii) 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; (iv) in general, perform all duties incident to the office of secretary; and (v) perform such other duties as may from time to time be assigned by the Board of Trustees.

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

(e) Assistant Secretaries, if any, shall perform such of those duties of the Secretary as directed by the Board of Trustees.

(f) Assistant Treasurers, if any, shall perform such of those duties of the Treasurer as directed by the Board of Trustees.

Section 6.4 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 7
MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 7.2 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 7.3 Office. The principal office and mailing address of the Corporation is:

2701 Cameron Mills Road
Alexandria, Virginia 22302

Section 7.4 Amendments.— The bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).— 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 (i) that the members may so authorize~~ Alternatively, the Session of Westminster Presbyterian Church may amend the bylaws of the Corporation to amend the bylaws, in which case the bylaws shall be amended by the affirmative vote of two-thirds of those members of the Session present and voting at a meeting of Session at which a quorum is present, provided that the amendment has been submitted to the Session in writing. Written notice of the proposed amendment must be provided to the members of the Session at least two weeks prior to the stated meeting, and (ii) that the bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

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