

BYLAWS
OF
BREVARD-DAVIDSON RIVER PRESBYTERIAN CHURCH
BREVARD, NORTH CAROLINA

ARTICLE I.
Objectives and Purpose

Section 1. Purpose. The purpose for which the Corporation is formed is to further "*the Great Ends of the Church*" as set out in the Book of Order (G-1.0200), Presbyterian Church (USA) and in the Articles of Incorporation.

Section 2. Authority. In carrying out such purpose, the Trustees and the Corporation shall be under the authority of the Session and the congregation of the Brevard-Davidson River Presbyterian Church (hereafter referred to as "*the Church*") and shall in all respects conform to the Constitution of the Presbyterian Church (USA) (G-7.0402.)

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 Session or of the Board of Deacons of the Church.

ARTICLE II.
Members

Section 1. Eligibility for Membership. All members on the active roll of the Brevard-Davidson River Presbyterian Church shall constitute the congregation of the Church. All members of the congregation shall be members of the Corporation.

Section 2. Active Members. The roll of active members established and maintained by the Session as prescribed by the Book of Order of the Constitution of the Presbyterian Church (USA) (G-10.0302) shall determine those individuals who are active members from time to time.

ARTICLE III.
Trustees

Section 1. Qualification: Number of Trustees. Trustees shall be those persons elected, installed and serving as active Elders of the church. The number of Trustees of the church shall be at all times the same as the number of members of the Session in active service.

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 of the Session in active service. Election by the congregation and installation as an Elder of the church shall constitute a person as a Trustee of the Corporation, and termination for any cause of the active service of a person as an Elder of the Church 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 either the Presbyterian Church (USA) or the Brevard-Davidson River Presbyterian Church, or for both, 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 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 duties of trustees to implement and carry out the trust purposes.

ARTICLE IV.

Meetings 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 first meeting of the Session of the Church held after the annual meeting of the congregation of the Church. Special meetings may be held at any time upon the call of the Session, the President or Vice President, or of not less than one-third of the Trustees then in office.

Section 2. Notices. Notice of the time and place, and in case of a special meeting, the purpose of every 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, that no notice of any regularly scheduled or adjourned meeting need be given. Meetings may be held at any time without notice if all of the Trustees are present or if those not present waive notice of the time, place and purpose of the meeting, either before or after the holding thereof.

Section 3. Quorum. A majority of the 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, that if all of 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 meetings of the congregation or immediately thereafter.

Section 5. 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 elect or appoint all necessary officers or Ministry Teams; 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; may dismiss any appointive officer or agent without previous notice. The Board of Trustees may, in the absence of an officer, delegate his powers and duties to any other officer or a director 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 therein persons who are not members of the Board of Trustees, as in the judgement of the Trustees will be helpful in carrying on 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 (G.S. 55A-36).

Section 2. Place and Time. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter (Book of Order G-7.0300).

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 congregation as specified in the Book of Order of the Constitution of the Presbyterian Church (USA).

Section 4. Procedural Requirements. The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation as specified in the Book of Order of the constitution of the Presbyterian Church (USA).

ARTICLE VI.

Officers

Section 1. Officers. The Board of Trustees, as soon as practicable after the installation of Trustees in each year, shall elect from their number a President of the Corporation, and shall also 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 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 judgement the interests of the Corporation will be served thereby. The Board of Trustees shall have full power to fill any vacancies in any 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 infringe upon the authority of the Session or Board of Deacons of the church, and shall be in conformity with the Constitution of the Presbyterian Church (USA).

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 papers 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.

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

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