

EXHIBIT "B"

BY-LAWS OF NEWMAN PRESBYTERIAN CHURCH, INC.

BY-LAWS  
OF  
NEWNAN PRESBYTERIAN CHURCH, INC.

ARTICLE 1

REGISTERED OFFICE AND AGENT

1.1 Registered Office and Agent. The initial registered office of the Corporation and the initial registered agent of the Corporation at said office shall be set forth in the Articles of Incorporation of the Corporation. The registered office of the Corporation and the registered agent of the Corporation at such office may be changed from time to time by the Corporation in the manner specified by law.

ARTICLE 2

MEMBERSHIP

2.1 Membership. The membership of the Corporation shall consist of the "active members" of the Newnan Presbyterian Church as defined in the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended.

2.2 Rights of Membership. All Members shall have the right to attend any of the Corporation's meetings.

2.3 Withdrawal. Any Member may withdraw from the Corporation by transfer of her or his church membership to another church or by becoming an "inactive member" as defined in the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended.

2.4 Temporary Exclusion or Removal. Any Member may be temporarily excluded or removed from membership in the Corporation only in accordance with the Rules of Discipline of the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended.

ARTICLE 3

MEETINGS OF MEMBERS

3.1 Time and Place of Meetings. Meetings of the Members shall normally be held at the Newnan Presbyterian Church, at such date and time as may be fixed by the Board of Trustees of the Corporation, or as may be called by the Presbytery of which the Church is then a member.

3.2 Annual Meeting. An annual meeting of the Members shall be held on the first Sunday in October of each year, at 11:00 a.m., or at such other date and time as shall be designated from time to time by the Board of Trustees and stated in the notice of the meeting.

3.3 Regular Meeting. The Board of Trustees shall determine by resolution how frequently to convene regular meetings of the Members and the date and time of said meetings. The membership shall be given notice of such meetings on two successive Sundays preceding such meeting.

3.4 Special Meetings. Special meetings of the Members may be called at any time by the Board of Trustees upon a majority vote of the Board, or when requested in writing by not less than twenty-five (25%) percent of the Members of the Corporation.

3.5 Notice of Meeting. Public notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given on two successive Sundays before the date of the meeting, by orally giving such notice during the regular Sunday worship service and by publication of same in the church bulletin or newsletter, if any. The business to be transacted at a special meeting shall be limited to the items specifically listed in the notice of such meeting.

3.6 Waiver of Notice. Attendance of a Member at a meeting shall of itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

3.7 Quorum. A quorum of a meeting of the Members shall be as follows:

(a) If the number of Members is one hundred (100) or less, one fourth (1/4) of the Members; or

(b) If the number of Members is more than one hundred (100), twenty-five (25) Members or one-tenth (1/10) of the Members, whichever is greater.

If a quorum is present, the affirmative vote of a majority of the Members at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by the Georgia Nonprofit Corporation Code or by the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. When a quorum is once present to organize a meeting, the Members present may continue to do business at the meeting or any adjournment thereof notwithstanding the withdrawal of enough Members to leave less than a quorum.

3.8 Adjournment. Any meeting of the Members may be adjourned by a majority of the Members present at a meeting, whether or not a quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting shall not be necessary, provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

3.9 Voting Rights. Each Member shall be entitled at each meeting to one vote.

3.10 Proxies. A proxy shall not be valid.

ARTICLE 4TRUSTEES

4.1 Number, Qualification and Term of Office. The affairs of the Corporation shall be managed by a Board of Trustees of not less than three (3) Trustees, which shall constitute the Board of Directors of the Corporation. The initial number of Trustees shall be as set forth in the Articles of Incorporation of the Corporation. The number of Trustees shall not be less than the minimum provided above. The Trustees shall be natural persons of the age of eighteen years or over. The Trustees shall consist of the Elders in active service of the Church, whose number, qualifications, term of office, and manner of election shall be governed by the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. Each Trustee shall hold office for the term for which she or he is elected and until her or his successor shall have been elected and qualified, or until her or his earlier resignation, removal from office, death, or incapacity to serve.

4.2 Vacancies. Vacancies shall be filled in the same manner in which Trustees are elected as described in Section 4.1. The remaining Trustees shall have full authority to act during the period that a vacancy exists even though there may be less than the minimum number of Trustees specified in Section 4.1.

4.3 Compensation. Trustees shall not receive a salary for their services as Trustee; but may be reimbursed for any and all expenses involved. A Trustee may serve the Corporation in a capacity other than that of Trustee and receive compensation for the services rendered in that other capacity.

ARTICLE 5

MEETINGS OF THE BOARD

5.1 Place and Time of Meetings. Regular meetings of the Board of Trustees may be held without notice at such time and place as the Chair of the Board may from time to time designate.

5.2 Annual Meeting. The Board of Trustees shall meet at least annually for the consideration of such business as may come before it.

5.3 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair of the Board, and shall be called by the Chair when requested in writing to do so by any two Trustees.

5.4 Notice of Meetings. Notice of the annual meeting of the Board of Trustees need not be given. Reasonable notice of each special meeting setting the time and place of the meeting shall be given to each Trustee when other than routine business is to be transacted. No notices of any meeting of the Board of Trustees need state the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees.

5.5 Waiver of Notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of that meeting unless she or he attends for the purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

5.6 Quorum. At meetings of the Board of Trustees, one-third (1/3) of the Trustees in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Trustees in attendance shall be the acts of the Board. In the event the Trustees are deadlocked on any vote, the vote of the Chair shall break such deadlock.

5.7 Adjournment. A meeting of the Board of Trustees may be adjourned by a majority of the Trustees present, whether or not a quorum exists. Notice of the time and place of the adjourned meeting and of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

5.8 Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all Trustees, and be filed with the minutes of the proceeding of the Board of Trustees. Such consent shall have the same force and effect as a unanimous vote.

5.9 Action by Telephone Conference Call. Members of the Board of Trustees, or any committee designated by the Board of Trustees, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.



ARTICLE 6OFFICERS

6.1 Officers. The officers of the Corporation shall consist of a Chair, Secretary and Treasurer, and if deemed by the Board of Trustees to be necessary or appropriate to conduct the business of the Corporation, one or more Vice Chairs. Two or more offices may be held by the same person except that one person shall not at the same time hold the office of Chair and Secretary. The officers shall be elected by the Trustees, and each officer shall hold office for the term to which she or he is elected, and until her or his successor has been elected and has qualified, or until her or his earlier resignation, removal from office, death or incapacity to serve.

6.2 Chair of the Board. The Chair of the Board of Trustees shall serve as President of the Corporation and shall preside at all meetings of the Board of Trustees and of the Members, and shall be an ex-officio member of all standing committees. The Chair shall be the chief executive officer of the Corporation, and shall have the responsibility for the general supervision of the affairs of the Corporation. She or he shall perform whatever other duties the Board of Trustees may from time to time prescribe.

6.3 Secretary. The Secretary of the Board of Trustees shall serve as Secretary of the Corporation and shall keep minutes of all meetings of the Members and Trustees and have charge of the minute books and seal of the Corporation and shall perform such other duties and have such other powers as may from time to time be delegated to her or him by the Chair of the Board or the Board of Trustees.

6.4 Vice Chair. In the absence or disability of the Chair, the Vice Chair, if any, shall perform the duties and exercise the powers of the Chair. The Vice Chair shall perform such other duties and have such other powers as the Chair of the Board or the Board of Trustees may from time to time prescribe. The Board of Trustees may designate one or more Vice Chairs or may otherwise specify the order of seniority of the Vice Chairs.

6.5 Treasurer. The Treasurer of the Board of Trustees shall serve as Treasurer of the Corporation and shall be charged with the management of the financial affairs of the Corporation and shall have such other duties as shall be delegated to her or him by the Chair of the Board or the Board of Trustees.

6.6 Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it may be filled by the Board of Trustees. The officer so selected shall hold office for the remainder of the term of the officer vacating such office, and until her or his successor has been elected and has qualified, or until her or his earlier resignation, removal from office, death or incapacity to serve.

6.7 Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Trustees may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Trustee or Trustees.

6.8 Removal of Officers. An officer of the Corporation may be removed by a majority vote of the Board of Trustees whenever in their judgment the best interests of the Corporation will be served by the removal.

ARTICLE 7

MISCELLANEOUS

7.1 Inspection of Books. All books and records of the Corporation may be inspected by any Member, Trustee, or his agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

7.2 Seal. The corporate seal shall be in such form as the Board of Trustees may from time to time determine. In the event that it is inconvenient at any time to use the corporate seal of the Corporation, the words "Seal" or "Corporate Seal" enclosed in parentheses or scroll shall be deemed the corporate seal of the Corporation.

ARTICLE 8

AMENDMENT

8.1 The By-Laws of the Corporation may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds vote of the Members of the Board of Trustees and of the Members in attendance at any annual, regular or special meeting of the Members of the Corporation; provided, however, that notice of the general nature of the proposed change in the By-Laws shall be given in the notice of such meeting.

ARTICLE 9

BOOK OF ORDER OF THE PRESBYTERIAN CHURCH (U.S.A.)

9.1 The By-laws shall be subject to the provisions of the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. Any conflict between the By-Laws and said Book of Order shall be governed by the provisions of said Book of Order. Any matters not specifically provided for in the By-Laws shall be governed by the applicable provisions of said Book of Order.

Exhibit "C"

Banking Resolution

RESOLUTION REGARDING DEPOSITORIES  
AND FINANCIAL INSTITUTIONS

RESOLVED that any officer of this corporation be, and they are hereby authorized to designate the following depositories as the depositories of NEWNAN PRESBYTERIAN CHURCH, INC.,

Citizens & Southern National Bank  
First National Bank in Newnan  
Georgia Federal Savings & Loan Association

and that said officers and agents of this corporation are hereby authorized to deposit any of the funds of this corporation in such bank or trust company so designated as a depository.

FURTHER RESOLVED that until further order of this Board of Directors any funds of this corporation deposited in such banks or trust companies shall be subject to withdrawal or charge at any time by checks, notes, drafts, bills of exchange, acceptance, undertakings or other instruments or orders for the payment of money when made, signed, drawn, accepted or endorsed on behalf of this corporation by any officer of this corporation.

FURTHER RESOLVED that said banks or trust companies are hereby authorized to pay any such instrument or make any such charge, and also to receive the same from the payee or other holder, without inquiry as to the circumstances of issue or the disposition of the proceeds, even if drawn to the individual order of any signing person, or payable to such bank or others for his account, or tendered in payment of his individual obligation, and whether drawn against an account in the name of any officer or agent of this corporation as such.

FURTHER RESOLVED that the secretary of this corporation is authorized to certify to said banks or trust companies the names of the present officers of this corporation and other persons authorized to sign for it and the offices respectively held by them, together with specimens of their signature, and in case of any change of any holder of such office or holders of any such offices the fact of such change and the names of any new officers and the offices respectively held by them together with specimens of their signatures; and the bank hereby is authorized to honor any instrument signed by any new officer or officers in respect of whom it has received any such certificate or certificates with the same effect as if such officer or officers were named in the foregoing resolutions in the place of any person or persons with the same title or titles.

Adopted by the Board of Directors of NEWNAN PRESBYTERIAN CHURCH, INC.

This 22nd day of July, 1985.