

**CORPORATION BYLAWS
EASTRIDGE PRESBYTERIAN CHURCH**

ARTICLE I. NAME

The church shall be organized as a corporation, the name of which shall be "Eastridge Presbyterian Church," located at Lincoln, Nebraska, as specified by its Certificate of Incorporation recorded in Volume 4 on page 238 of the Corporation Records in the office of the Secretary of State of the state of Nebraska; and is hereinafter referred to as the "church."

ARTICLE II. VISION STATEMENT

Eastridge Presbyterian Church: the God of Scripture calling individuals into community through Christ, empowered by the Spirit to worship, learn and serve.

ARTICLE III. OBJECT, ALLEGIANCE, AND POWERS

The church is organized and incorporated for the purpose of conducting the secular affairs of the Church in accordance with, and in obedience to the Constitution of the Presbyterian Church (U.S.A.) and the Constitution of the State of Nebraska. The secular powers of the Church, to be exercised in and by its corporate name, shall be all the powers of a corporation under the general corporation laws of the State of Nebraska, including the right to acquire (by purchase, gift, bequest, or devise), to hold, and to sell, lease, convey, mortgage, or otherwise encumber real and personal property subject to such limitations as provided in the referenced constitutions.

ARTICLE IV. MEMBERSHIP

The membership of the church shall consist of all persons who have made a confession of their faith in Jesus Christ as their personal Savior, been baptized, and received by the Session into the membership of the church. Members may be received from other Presbyterian churches or other denominations with whom the PCUSA is in correspondence by presenting to the Session a letter of dismissal from their existing church of membership. (Book of Order G-5.0202).

ARTICLE V. MEETINGS OF THE CORPORATION

Section 1 Meetings

The congregation shall hold a meeting in January of each year to receive the reports of the various organizations and to transact any other business that may properly come before the meeting. The corporation meeting shall be convened immediately following the adjournment of the congregational meeting. At such meeting the corporation may transact any business properly coming before such meeting.

The corporation shall hold a meeting in October of each year to receive the report of the Nominating Committee and to elect trustees and Memorial and Endowment Committee members. Those persons elected shall assume office on January 1 following their election.

Section 2 Special Meetings

Special meetings may be called by the Board of Trustees when deemed appropriate and essential to the conduct of corporate affairs at the request of the Session or when directed to do so by the presbytery by serving public notice to the congregation as provided herein for any or all of the purposes appropriate to a regular meeting or to conduct such other business as may be proper for corporate consideration. The business to be transacted shall be limited to items specifically listed in the call for the meeting. (G-7.0302b).

ARTICLE VI. NOTICE OF MEETINGS

Public notice of the time, place, and purpose of all meetings of the corporation shall be prepared by the presbytery or the Board of Trustees and shall be given on two successive Sundays, except that notice of corporate meetings called for the purpose of authorizing the sale and conveyance or encumbrance of real property of the Church shall be given in accordance with the laws of the State of Nebraska providing for such cases. (G-7.0302). The date, hour, and location of the meeting shall be determined by the Session.

Where civil law requires that corporate business be conducted in a separate corporate meeting, such a meeting shall be called by the trustees at their discretion, or when directed by the Session or by the presbytery. (G-7.0403).

ARTICLE VII. QUORUM

The quorum of meetings, regular or special, shall be not less than 10 percent of the members on the active roll of the church who are of majority age unless the church upon application to the presbytery shall obtain the consent of the presbytery to a provision for a smaller quorum. The corporation may by its own vote fix a higher

quorum. No meeting of fewer than three members shall be considered a corporation meeting. (G-7.0305).

ARTICLE VIII. CHAIR

The chair of the Board of Trustees or, in the chair's absence, another member of the Board of Trustees designated by it, shall convene and preside over all corporation meetings, unless by majority vote the corporation shall elect another of its membership in the chair's place. The chair of the Board of Trustees shall act as president of the corporation.

ARTICLE IX. SECRETARY

The clerk of the Session shall act as secretary of meetings of the corporation. If the clerk is unable to serve, the corporation shall elect a secretary. The minutes of each meeting of the corporation shall be entered in the minute book of the Session. (G-7.0307).

ARTICLE X. ELECTORS

All members of majority age on the active rolls of the Church present at a corporation meeting are entitled to vote and to elect trustees and committee members.

ARTICLE XI. PROXY VOTING

Voting by proxy shall be permitted with respect to a corporate matter only where civil law specifically requires that voting by proxy shall be permitted as to that particular corporate matter. (G-7.0404).

ARTICLE XII. HOW MEETINGS SHALL BE CONDUCTED

Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise. (G-9.0302).

ARTICLE XIII. OPENING AND CLOSING OF MEETINGS

All corporate meetings shall be opened and closed with prayer.

ARTICLE XIV. BOARD OF TRUSTEES

There shall be a Board of Trustees, which shall carry out those duties delegated to them by the laws of the State of Nebraska, the Constitution of the Presbyterian Church (U.S.A.), the Session of the church, these bylaws, and by formal actions of a meeting of this corporation.

The trustees shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church, all subject to the authority of the Session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.), provided further that in buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation granted in a duly constituted meeting. A particular church shall not sell, mortgage, or otherwise encumber any of its 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 of the particular church. (G-7.0402, G-8.0501).

Trustees must be members of the age of majority on the active roll of the church. There shall be nine trustees, divided into three equal classes, one class of whom shall be elected each year at the October corporation meeting for a three-year term. They shall assume office on January 1 of the following year. No trustee shall be elected for a term of more than three years nor serve for consecutive terms, either full or partial, aggregating more than six years. A trustee having served a total of six years shall be ineligible for reelection for a period of at least one year.

ARTICLE XV. MEMORIAL AND ENDOWMENT COMMITTEE

There shall be a Memorial and Endowment Committee composed of six members of the age of majority on the active roll of the church who shall be responsible for receiving and distributing memorials, gifts, and endowments. Membership shall be divided into three equal classes, one class of whom shall be elected each year at the October corporation meeting for a three-year term. No member shall be elected for a term of more than three years nor serve for consecutive terms, either full or partial, aggregating more than six years. A member having served a total of six years shall be ineligible for reelection for a period of at least one year. The budget and stewardship chair of the Session, the minister and the treasurer shall be members ex officio and without vote. Reports of this committee shall be included in the annual report of the church. Nominations, election, and vacancy rules governing other offices also apply to this committee.

ARTICLE XVI. NOMINATIONS AND ELECTIONS

Nominations for trustees and Memorial and Endowment Committee members shall be made by the congregational nominating committee.

Full opportunity shall always be given to the corporation for nominations from the floor by any member of majority age on the active roll of the church present providing consent is given by the nominee. When the number of nominees equals the number of trustees and Memorial and Endowment Committee members to be elected, the corporation may vote by voice or show of hands. When the number of nominees is greater than the number to be elected, the corporation shall vote by secret ballot. A majority of the voters present and voting shall be required to elect. (G-14.0201, G-14.0204).

ARTICLE XVII. VACANCIES

Vacancies in any elected office may be filled at a special meeting of the corporation or at the October meeting, as the Session may determine.

ARTICLE XVIII. FINANCES

Section 1. Annual Accounting Period

The annual accounting period shall be the calendar year from January 1 through December 31.

Section 2. Annual Report

The Board of Trustees shall render a report at the January meeting of the corporation to include the following: the total receipts and payments for the previous accounting year; a budget of the anticipated income and expenses for the current year; new business necessary to be undertaken for the welfare of the corporation; an exhibit of the real property, trust funds, and other assets of the corporation.

Section 3. Accounting Methods and Procedures

The system of accounting and record keeping shall conform to the accrual basis of accounting. As a minimum it shall provide such information as necessary to prepare accurately the reports required herein, and, in addition, to provide the Board of Trustees with such other financial data as deemed necessary for the effective management of revenue and property owned or acquired by the church.

Section 4. Annual Audit

The Board of Trustees shall cause an audit of the books and accounts of the corporation to be performed annually. A qualified member of the church may be appointed to perform the audit or the services of a local accounting firm may be obtained.

A copy of the report of the audit together with the corrective action taken or contemplated shall be furnished to the Session, and the original, together with the report of corrective action, shall be filed with the official records of the corporation.

ARTICLE XIX. TREASURER

The treasurer shall be elected annually by the Session. His or her work shall be supervised by the Session, or by specific assignment to the Board of Trustees. (G-10.0401). The treasurer shall be fully bonded or insured.

ARTICLE XX. AMENDMENTS

These bylaws may be amended, revised, or repealed subject to the Charter of the Corporation, the laws of the State of Nebraska, and the Constitution of the Presbyterian Church (U.S.A.) at any regular or special meeting by a two-thirds vote of the eligible members present. Notice of intention to amend these bylaws shall be included with the call of the meeting. A copy of the proposed bylaw amendments shall be made available with the call of the meeting.

Revised May 2002