



**BYLAWS OF SALEM PRESBYTERY
SALEM PRESBYTERY CORPORATION**

Adopted February 8, 2011 at Stated Meeting of Presbytery

ARTICLE I. OFFICES

Section 1. The principal office of the Corporation in the State of North Carolina shall be located at 3950 Clemmons Road, Clemmons, NC 27012.

ARTICLE II. PURPOSES AND LIMITATIONS

Section 1. Pursuant to its charter purposes, this corporation is organized to act as the financial and secular arm of Salem Presbytery, which is a constituent governing body of the Presbyterian Church (U.S.A.). This corporation's affairs shall be conducted in accordance with, and not at variance with, the plans, programs, actions and instructions of Salem Presbytery. All other provisions of these bylaws are subject to the provisions of this Article and Article III next following.

ARTICLE III. MEMBERS

Section 1. Who are members. The members of this Corporation shall be the members of Salem Presbytery, as provided in the Corporation's charter and the Book of Order.

Section 2. Annual Meeting. The members shall meet annually in conjunction with the first Stated Meeting of Salem Presbytery in a calendar year, with the place and time of the Meeting to be announced within the docket for the Presbytery meeting.

Section 3. Meetings Deemed Membership Meetings. At any meeting of Salem Presbytery, the members shall be deemed to sit also as the members of this Corporation, and any action taken by them, within the stewardship of this Corporation, and any action taken by them, with regard to the property, assets, receipts, disbursements, and other financial and secular matters within the stewardship of this Corporation shall be deemed Corporate action, and may be acted and executed upon by the officers of this Corporation either with or without further action by the Corporation's trustees.

Section 4. Other Meetings. There may be such other regular or special membership meetings as the Board of Trustees of the Corporation may call from time to time.

Section 5. Quorum. Twenty-five percent (25%) of members shall constitute a quorum for any meeting. Action shall be by majority vote of the members present at any meeting where a quorum is present, unless a greater majority is required by law.

ARTICLE IV BOARD OF TRUSTEES

- Section 1.** General Powers and Qualification. Subject to the foregoing provisions of the Bylaws, the affairs of the Corporation shall be managed by its Board of Trustees. Trustees shall be vested with and may exercise all the powers of the Corporation except as otherwise provided by law or by these bylaws. Trustees shall be members of the Council of Salem Presbytery.
- Section 2.** Who are Trustees. The Trustees of the Corporation shall be the members of the Council of Salem Presbytery. Each Trustee shall hold office until the next annual meeting of members and until the Trustee's successor shall have been elected and qualified.
- Section 3.** Meetings. The Board of Trustees may provide by resolution the time and place, within Salem Presbytery's geographical boundaries, for the holding of regular meetings of the Board without other notice. Special meetings of the Board may be called by the President or a Vice President, or upon written request of a majority of the Trustees.
- Section 4.** Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Trustees present at a meeting where a quorum is present shall be the act of the Board unless a greater number is required by law.
- Section 5.** Vacancies. Any vacancy occurring in the Board of Trustees may be filled by a replacing Council member in accordance with the Church Constitution.
- Section 6.** Executive Committee. The Board of Trustees may designate two or more Trustees to constitute an Executive Committee, which between meetings of the Board may exercise the authority of the Board in the management of the corporation. The Executive Committee, if any, shall keep minutes of its proceedings and report them to the Board of Trustees.
- Section 7.** Informal or Irregular Action by the Board or Committee. Action taken by a majority of the Trustees or members of a committee is valid if written consent to the action in question is signed by all the Trustees or committee members and filed with the minutes of proceedings of the Board or committee, whether done before or after the action so taken. If the Moderator or at least two trustees deem a matter urgent enough to require a special meeting of the Board or Committee, a meeting may be held by means of a conference telephone or other electronic communications device allowing all participants to hear each other, to the same extent and as fully as if all persons were present in one room at a meeting.
- Section 8.** Decision Making Between Meetings. When The Board, or a Committee of the Corporation, is acting as a commission of the presbytery, matters proposed between meetings which have unanimous consent of the Board or Committee members may be determined by email vote.

ARTICLE V OFFICERS

- Section 1.** Number. The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, and there may be one or more Assistant Secretaries and Assistant Treasurers, with such other officers and assistant officers as the Board of Trustees shall deem desirable. Any two or more offices may be held by the same person. The President and all Vice Presidents shall be member of the Board of Trustees. The President and one Vice President shall be the Moderator and Vice Moderator of the Council of Salem Presbytery. The Secretary shall be the Stated Clerk of Salem Presbytery.
- Section 2.** Election or Appointment of Officers. The officers of the Corporation shall be elected or appointed annually by the Board following the first meeting of the Board following the annual meeting of members.
- Section 3.** Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by it, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person removed.
- Section 4.** Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees.
- Section 5.** President. The Moderator of the Salem Presbytery Council shall serve as the President of the Corporation and shall be the principal executive officer of the Corporation and, subject to all other articles of these bylaws and the control of the Board of Trustees, shall supervise and control the business and affairs of the Corporation. The President shall preside at meetings of the Board of Trustees, execute documents requiring presidential execution, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.
- Section 6.** Vice Presidents. Each Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board of Trustees. At the request or in the absence of the President, any Vice President may act temporarily in place of the President.
- Section 7.** Secretary. The Secretary shall record and maintain minutes of corporate meetings in a proper minute book or books, see that all notices required by law or duly given, be custodian of the corporate records and seal, and in general perform all duties incident to the office of Secretary, and such other duties as may be prescribed from time to time by the Board of Trustees.
- Section 8.** Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies payable to the corporation, deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected from time to time by the Board of Trustees, and in general perform all of the duties incident to the office of

Treasurer and such other duties as may be prescribed from time to time by the President or Board of Trustees.

Section 9. Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers, in general, shall perform such as shall be assigned to them by the Board of Trustees or as instructed by senior officers.

Section 10. Compensation. No Officer shall be prevented from receiving compensation by reason of the fact that the Officer is also a Trustee of the Corporation; but compensation, by way of salary or otherwise, shall be provided for by the Trustees in accordance with the will of Salem Presbytery and shall not be paid, if at all, except for the fair value of services rendered.

Section 11. Bonds. Any and all officers and agents, if required by the Board of Trustees, shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine, provided that the Presbytery shall pay for such bonds and hold the Trustees harmless from any liability except for Trustee malfeasance or acts in bad faith.

ARTICLE VI. BOOKS AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Trustees, of committees having any of the authority of the Board of Trustees, and of its members.

ARTICLE VII. FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be the calendar year ending December, 31, unless otherwise determined by the Board of Directors.

ARTICLE VIII. SEAL

Section 1. The seal of the Corporation shall be circular in form and bear the name of the Corporation and the word "Seal". Some other seal in that form may be adopted in the absence of a mechanical impression.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended or repealed, and new bylaws may be adopted, solely by the affirmative vote of a majority of the members of the Corporation.

**Certified to be the bylaws adopted by the initial Board of Trustees, in meeting on December 19, 1988.
Approved February 8, 2011.**