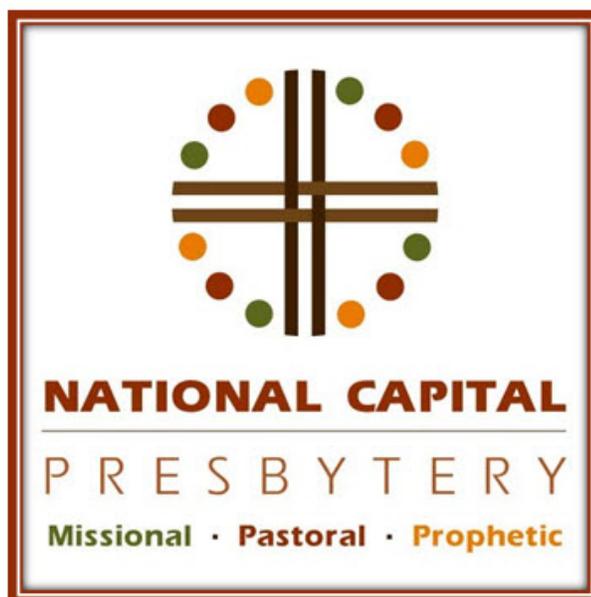


BYLAWS OF
National Capital Presbytery, Inc.
formed under the District of Columbia Nonprofit
Corporation Act



Approved October, 1998
Revised November, 2011

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ARTICLE I Responsibility

Section 1.01 Purpose. The purpose of National Capital Presbytery, Inc. (NCPI) is to carry out the corporate tasks of National Capital Presbytery (NCP). The duly elected members of the Council shall constitute the Board of NCPI. The responsibility of the Board of Directors (Board) of NCPI is to carry out the corporate tasks of the Presbytery Council (Council) of NCP of the Presbyterian Church (U.S.A.) [PC(USA)].

ARTICLE II Offices

Section 2.01 Principal Office. The principal office of NCPI shall be located within the geographical boundaries of the National Capital Presbytery as the Board may designate. NCPI shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board.

ARTICLE III Members and Meetings of Members

Section 3.01 Members. The members of NCPI shall consist of the members of NCP defined as the following persons who are physically present at meetings and register in accordance with the procedures of NCP:

- (1) Teaching Elder Members;
- (2) Ruling Elder-commissioners elected by the Session of each congregation in accordance with the annual instructions issued by the Stated Clerk of NCP regarding equalization of representation;
- (3) The Ruling Elders serving on the Presbytery Council including the ruling elder serving as either the Moderator or Vice-Moderator of NCP;
- (4) Ruling Elders who are Certified Christian Educators and are members of, or are employed by, a congregation of NCP.

Section 3.02 Annual Meeting. An annual meeting of NCPI shall be held on the same day as one of the scheduled Stated Meetings of NCP with due notice given thereof in accordance with these bylaws.

Section 3.03 Special Meetings. Special meetings of NCPI may be called by the President or Secretary upon written request of one-third of the directors then in office or upon the written request of ten percent of the members of NCPI.

Section 3.04 Notice of Meetings. Written or printed notice stating the place, day and hour of a regular meeting, and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 50 days before the date of the meeting, either personally, by mail, by electronic mail (email) or facsimile, by or at the direction of the President or Secretary, to each member entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the teaching elder members and the clerks of sessions for lay members in care of their affiliated church, addressed as they appear on the NCP/NCPI records. If by email or facsimile, such notice shall be deemed to be delivered when emailed or faxed to such recipient's email address or facsimile number as they appear on the NCP/NCPI records.

Section 3.05 Waiver of Notice. The presence of any member at a meeting without objection to the lack of notice of such meeting shall waive notice by such member. A waiver of any required notice signed by any member shall be the equivalent of giving such notice.

Section 3.06 Quorum. A quorum shall be the same as for meetings of NCP, that is, twelve (12) teaching elder members and ruling elder-commissioners representing 12 separate congregations of NCP.

Section 3.07 Vote. Each member who is physically present shall have one vote. Proxy voting shall not be permitted. A majority of members present and voting shall be required to take any corporate action unless applicable District of Columbia law, the Articles of Incorporation, these bylaws or a previous action NCPI shall require a higher number of votes.

Section 3.08 Presiding at Meetings. The President, Secretary or Treasurer shall preside at any meeting of NCPI. In the absence of all three, the Board may designate any other Board member to preside.

ARTICLE IV Board of Directors

Section 4.01 Directors, Election and Terms. The directors shall consist of the members of Presbytery Council. The number of directors shall be equal to the number of members of the Council. A director's term shall be concurrent with his/her term on Council.

Section 4.02 Power of the Board. The affairs of NCPI shall be managed by the Board of Directors, which shall have the full power and authority granted to it by applicable law, the Articles of Incorporation, and these bylaws. The Board, in its discretion and acting in the best interest of the NCPI, shall execute all decisions made by the Presbytery and by the Presbytery's Administrative Commission on Congregational Property. In exercising this responsibility, the Board shall insure that appropriate procedures have been followed with respect to such decisions and that such decisions serve the best interest of NCPI.

Section 4.03 Vacancies, Resignations and Removals

(A) Any vacancy occurring on the Board and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Members at any annual or special meeting. A director elected to fill a vacancy shall be elected to complete the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

(B) Any director of NCPI may resign at any time by giving written notice addressed and mailed to the Board or to the President or Secretary of NCPI. Such resignation shall take effect at the time

specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any resignation by a Council member shall constitute a resignation from the Board of NCPI. The resulting vacancy shall only be filled by election by NCP to fill the vacancy on the Council.

(C) A director may be removed in accordance with the guidelines for the removal of a member of the Council set forth in the Presbytery Manual of Administrative Operations.

Section 4.04 Quorum of Directors and Action by the Board. A majority of the whole number of directors shall constitute a quorum for the transaction of business, provided, however, that in no event shall a quorum consist of less than one-third of the number of directors so fixed. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.05 Meetings of the Board of Directors. Meetings of the Board, regular or special, may be held at a place within the bounds of NCP, and upon such notice as may be prescribed by resolution of the Board. Meetings of the Board shall either be concurrent with a meeting of the Council, or shall be held during the recess of or immediately following the adjournment of a Council meeting. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting.

Section 4.06 Meetings by Conference Telephone. Any or all directors may participate in a meeting of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4.07 Compensation of Directors. NCPI shall not pay any compensation to directors for services rendered to NCPI, except that directors may be reimbursed for expenses incurred in the performance of their duties to NCPI, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE V Officers

Section 5.01 Officers. The Board shall elect or appoint at the January organizational meeting of NCPI a President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary. The President of the Board of NCPI shall be the person serving as chairperson of the Council. The Secretary of the Board of NCPI shall be the person serving as Vice-Chairperson of the Council. The Treasurer of the Board of NCPI shall be the person serving as Treasurer of NCP. No separate action shall need to be taken to elect or appoint these persons as board officers. Their status shall be automatic upon their becoming chairperson, vice-chairperson or treasurer, in accordance with provisions of the Manual of Administrative Operations of NCP. The Board may annually elect or appoint persons to function as Assistant Secretary and Assistant Treasurer. Such persons may be either Board members or staff.

Section 5.02 Term of Office and Removal. The term of office of the President and Secretary shall coincide with the term of their service as chairperson and vice-chairperson of the Council, respectively. Any officer may be removed by the Board whenever in its judgment the best interest of NCPI will be served thereby; provided, however, that removal of an officer shall be without prejudice to

his/her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights. Any vacancy occurring in any elective office whether by reason of death, resignation, removal, creation of a new office or otherwise, shall be filled by the Board for the unexpired term.

Section 5.03 Powers and Duties of Officers. Subject to the control of the Board, all officers shall have such authority and perform such duties in the management of the property and affairs of NCPI as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as customary to their respective offices.

A. President. The President shall serve as the chief executive officer of NCPI. The President shall preside at all meetings of the Board and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of NCPI in accordance with policies and directives approved by the Board. The President shall represent the Board as a voting member at the meetings of NCP. The President shall be a member of NCP (teaching elder or ruling elder).

B. President's Absence. In the absence of the President or in the event of his/her inability or refusal to act, the Secretary shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Secretary shall perform such other duties and have such other powers as the Board may from time to time provide, subject to the powers and the supervision of the Board. The Secretary shall be a member of NCP (teaching elder or ruling elder). Unless otherwise directed by the Board, the Secretary shall be the same individual who serves as Vice-Chairperson of the Council.

C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of NCPI; and he/she shall have authority to affix the same to any instrument requiring it; and when so affixed, it may be attested by his/her signature. The Board may give general authority to any officer to affix the seal of NCPI, and to attest the affixing by his/her signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of NCPI. He/She shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of NCPI, and shall deposit all monies and other valuable property of NCPI in the name and to the credit of NCPI in such banks or depositories as the Board may designate. The Treasurer shall supervise the preparation by the accounting office of NCPI of such monthly reports as requested by the Board or by NCP. He/She shall at all reasonable times exhibit the books and accounts to any officer or director of NCPI, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his/her duties as the Board may require, the reasonable expense of which he/she shall be reimbursed.

Section 5.04 Agents and Employees. The Board of Directors may appoint agents and paid staff to

have such authority and perform such duties as may be prescribed by the Board. The Board may remove such authority at any time with or without cause. Removal of agents without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.05 Compensation of Officers, Agents and Paid Staff. No compensation shall be paid to officers or agents except those who are paid staff of NCP. NCPI may pay compensation in reasonable amounts to agents and paid staff for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI Miscellaneous

Section 6.01 Fiscal Year. The fiscal year of NCPI shall be the calendar year.

Section 6.02 Corporate Seal. The seal shall be circular in form, shall have the name of NCPI inscribed thereon and shall contain the words "National Capital Presbytery, Inc." and "District of Columbia" and the year NCPI was most recently incorporated (1971) in the center.

Section 6.03 Checks, Notes and Contracts. By regular action taken at a scheduled meeting with a quorum present, the Board shall determine who shall be authorized to sign checks, enter into contracts, to sign acceptances, notes or evidences of indebtedness provided, however, that no check or other instrument for the payment of money of NCPI shall be valid unless signed by two officers of NCPI, or by a bonded officer of NCPI, or by a bonded paid staff member of NCP.

Section 6.04 Books and Records. NCPI shall keep at its principal office complete books and records of account, and minutes of meetings of NCPI, the Board, and any committees or commissions authorized to act on behalf of NCPI by the Board. Any member of NCPI shall have the right of inspection of the books and records of the Corporation or the Board, provided that the member submits in writing a request to inspect such books and records, identifying the legitimate purpose for such request. Such request must be received by any means of delivery one (1) full business day prior to the date of inspection. The books and records of NCPI and the Board shall not be opened to individual members of a congregation or a member of the general public.

Section 6.05 Audit. The Board shall cause an audit to be made of the complete books and records of NCPI and NCP at the close of each fiscal year by an independent certified public accountant selected by the Board.

Section 6.06 Dissolution. In the event of the dissolution of NCPI, after all liabilities have been paid or provision for the payment thereof has been made, the assets of NCPI shall be disposed of in accordance with the Constitution of the Presbyterian Church (USA) and applicable law.

Section 6.07 Amendment of Articles and Bylaws. The Articles of Incorporation and these Bylaws may be amended by a vote of two-thirds of the Members at any regular or special meeting duly convened after notice of that purpose has been given.

Section 6.08 Indemnification and Insurance. Unless otherwise prohibited by law, NCPI shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to NCPI for damages arising out of his/her own negligence or misconduct in the performance of his/her duty to NCPI.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, reasonable counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. NCPI may advance expenses to, or where appropriate may itself at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he/she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, these Bylaws, agreement, vote of the Board, or otherwise and shall not restrict the power of NCPI to make any indemnification permitted by law.

To the extent that it is able to do so, the Board will purchase insurance on behalf of any director, officer, employee or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such official capacity, whether or not NCPI would have the power to indemnify the person against that liability under law. Notwithstanding any provision of these bylaws to the contrary, any indemnification set forth herein shall be limited in amount to the coverage provided under said insurance whether called Directors and Officers Liability or by some other name.

In no case, however, shall NCPI indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time NCPI is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4942(d) or Section 4945(d), respectively of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts of this Article shall not be affected.

Section 6.09 Loans to Directors and Officers. No loans shall be made by NCPI to its directors or

officers, except that loans for assistance with housing may be made to directors or officers who are paid staff of NCP upon approval of the Board.

Section 6.10 Conflict of Interest. The members of the Board shall not enter into a business transaction with NCPI or NCP or knowingly acquire an ownership, possessory, security or other pecuniary interest in any property involving NCPI through its ownership, transfer, purchase, sale or renovation of real property and improvements thereon. The Board may transact business with a director's employer, business, partnership, or association if the director advises the Board of the relationship and does not participate in any capacity on behalf of the Board, the employer, business, partnership, or association. All such transactions shall be recorded in the minutes of the meeting of the Board.

ARTICLE VII Parliamentary Authority

Section 7.01 All Meetings of NCPI and Board. All meetings of NCPI and the Board shall be conducted in accordance with the latest edition of Roberts' Rules of Order, newly revised.