

**BYLAWS OF
THE NATIONAL PRESBYTERIAN CHURCH, INC.
(A Maryland Corporation)**

**ARTICLE I
GENERAL PROVISIONS**

Section 1. Authority. The National Presbyterian Church, Inc. (“Maryland Corporation”) is a corporation organized pursuant to the laws of the State of Maryland concerning religious corporations, is subject to such laws, and was issued a Certificate of Incorporation by the State of Maryland. The Certificate of Incorporation empowers the Board of Trustees to direct and manage the affairs of the Maryland Corporation. The National Presbyterian Church (“Church”) is a congregation of the National Capital Presbytery in the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.) located in Washington, D.C. These Bylaws are adopted by the action of the Members (as such term is defined hereinafter) of the Maryland Corporation, as established in accordance with the Certificate of Incorporation of the Maryland Corporation, approved by the General Assembly of The United Presbyterian Church in the United States of America, and subject to the Constitution of the Presbyterian Church (U.S.A.) (“Constitution”). The Maryland Corporation acknowledges that it is subject to the jurisdiction of the National Capital Presbytery in the Synod of the Mid-Atlantic, and to the General Assembly of the Presbyterian Church (U.S.A.).

Section 2. Purpose. The purposes for which the Maryland Corporation was formed are as more fully set forth in the Constitution, specifically Part II (the “Book of Order”), and in its Certificate of Incorporation.

Section 3. Powers and Duties. The Trustees of the Maryland Corporation shall have the corporate powers and duties granted by the Book of Order, and, unless superseded by the Book of Order, the Certificate of Incorporation and these Bylaws. The ecclesiastical powers and duties of the Church are set forth in the Book of Order.

Section 4. Limitation of Powers and Duties. The powers and duties of the Maryland Corporation and its Trustees shall not infringe upon the powers and duties of the Session of the Church, as constituted pursuant to Section G-3.0201 of the Book of Order.

Section 5. Governance. The Church is governed by the Session, which consists of all installed pastors and associate pastors, and twenty-one (21) ruling elders in active service. The Session oversees all activities of the Church, including custody and management of the property and business affairs of the Maryland Corporation. The Board of Trustees of the Maryland Corporation are the twenty-one (21) ruling elders in active service on Session (“Trustees”).

Section 6. Property Held In Trust. All property of the Maryland Corporation, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.).

Section 7. Particular Property Requirements. When buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the Members granted in a duly constituted meeting, and where applicable, the permission of the National Capital Presbytery.

**ARTICLE II
MEMBERSHIP AND MEETINGS**

Section 1. Members. Active members on the rolls of the Church in accordance with the Constitution shall be members of the Maryland Corporation and eligible to vote such that a member of the Church is a member of the Maryland Corporation (“Member”).

Section 2. Meetings of Members. There shall be an Annual Meeting of Members of the Church, and Annual Meeting of Members of the Maryland Corporation, ~~within six months following the~~ end of the Maryland Corporation's fiscal year, to conduct business and to hear reports in accordance with the Constitution. Both ecclesiastical and corporate business may be conducted at any meeting of Members of the Church and Members of the Maryland Corporation. Failure to hold an Annual Meeting does not invalidate the Maryland Corporation's existence or affect any otherwise valid corporate act. Special meetings of Members of the Maryland Corporation may be called ~~by~~ the Trustees. Parliamentary guidance for any meeting of Members of the Church or Members of the Maryland Corporation shall be provided by Robert's Rules of Order, and voting by proxy is prohibited. Except to the extent provided otherwise in these Bylaws, the conduct of business at all meetings of Members of the Maryland Corporation shall be as provided in the Book of Order; provided, however, that for purposes of a quorum for such meetings, the quorum shall be one-tenth (1/10th) of the Members.¹

Section 3. Meetings of Trustees and Election of Officers. The annual meeting of the Board of Trustees shall be held immediately following the ~~Stated Meeting of Session~~ when the newly elected ruling elders are first seated for the purpose of electing from among the Trustees a President,² Vice President, and Secretary of the Maryland Corporation, and conducting other business.³ All other meetings of the Board of Trustees may only be held concurrently with or immediately following meetings of Session. Eleven (11) Trustees shall constitute a quorum to transact business of the Board of Trustees. Except to the extent provided otherwise in these Bylaws, the meeting requirements and provisions of the Book of Order shall govern the call of, and conduct of business at meetings of the Board of Trustees.

Section 4. Nominating Committee. At each annual election of ruling elders, the Congregational Nominating Committee of the Church shall include, among the list of nominees for ruling elders to serve on Session, individuals who possess particular skills and experience in finance, business, legal and property matters, and those individuals shall be identified to the congregation as possessing those particular skills and experience. The number of ruling elder nominees identified as having these particular skills and experience shall be sufficient so that, if all the active nominees from the Congregational Nominating Committee are elected by the congregation, the total number of ruling elders in active service possessing these particular skills and experience shall be at least one-third (1/3rd) of the total number of ruling elders in active service.

ARTICLE III CONDUCT OF AFFAIRS

Section 1. Power and Authority. The Trustees shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided 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; 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 congregation, all subject to the authority of the Session and under the provisions of the Constitution. (Book of Order G-4.0101). The Trustees shall otherwise manage the corporate affairs of the Church and the Maryland Corporation. All powers of the Maryland Corporation may be exercised under authority of the Board of Trustees.

Section 2. Duties. The Trustees, acting as and on behalf of the Maryland Corporation, shall file such reports and take such other action as is required of corporations organized under the laws of the State of Maryland.

¹ For purposes of a quorum at a congregational meeting, the quorum shall be one-tenth (1/10th) of the active members.

² The Trustees shall not elect as President those persons appointed by Session to serve as chair of either the Legal Committee or the Audit Committee unless two-thirds of currently serving Ruling Elders agree otherwise.

³ In compliance with the Book of Order, Session shall elect the Treasurer.

Section 3. Audit. As required by Section G-3.0113 of the Book of Order, an annual audit of all accounts shall be made, and such audit shall be by independent external auditors and submitted to the Board of Trustees for review and approval. An unaudited financial statement of all budgeted operating accounts of the Maryland Corporation for the preceding year shall be presented at the Annual Meeting of Members. The auditor's report shall be available to any Member.

Section 4. Contracts. The President, Vice President and, if designated by the Board of Trustees, the Contracting Officer, shall have authority to sign contracts on behalf of the Maryland Corporation up to such amount determined by the Board of Trustees; and contracts exceeding said amount require the prior approval of the Board of Trustees. The Contracting Officer, or other designated Church staff person, shall retain all executed contracts in a permanent file.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Maryland Corporation shall include a President, Vice President, Treasurer and Secretary, as elected pursuant to Section 3 of Article II. As required by the Book of Order (G-3.0205), the Session shall elect a Treasurer for a term that it determines, and may also elect an Assistant Treasurer; each shall be a ruling elder, but need not be a ruling elder in active service. The same individual may hold any two offices except those of President and Secretary. The Board of Trustees may appoint such agents as may be deemed necessary for the transaction of the affairs of the Maryland Corporation. The Secretary shall record all actions taken by the Trustees, and shall ensure that the Minutes are properly retained.

Section 2. Term. The term of office for all officers shall begin when elected as described in Section 3 of Article II, and shall be one (1) year or until their respective successors are chosen so long as each remains a ruling elder in active service. Any officer, except the Treasurer and Assistant Treasurer, may be removed from the 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 judgment the interest of the Maryland Corporation will be served thereby. The Board of Trustees shall have full power to fill any vacancies in any offices it is authorized to elect occurring for any reason whatsoever.

Section 3. Powers and Duties. The officers shall have such powers and perform such duties in the management of the property and affairs of the Maryland Corporation, subject to the control of the Board of 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, and all actions shall be in conformity with the Constitution.

Section 4. Checks, Notes and Drafts. 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 paper 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 Maryland Corporation.

ARTICLE V MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Maryland Corporation shall be January 1 to December 31.

Section 2. Books and Records. The Maryland Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Members, its Board of Trustees and of any committee or subcommittee when exercising any of the powers of the Board of Trustees. The books and records of the Maryland

Bylaws of The National Presbyterian Church, Inc.

Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the Maryland Corporation.

Section 3. Seal. The Board of Trustees may provide a suitable corporate seal for use by the Maryland Corporation if deemed appropriate. If the Maryland Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Maryland Corporation.

Section 4. Office. The principal office of the Maryland Corporation is 4101 Nebraska Avenue, N.W., Washington, D.C. 20016.

Section 5. Employment Prohibition. No person shall be an employee of the Church if that person, or his or her spouse, is a ruling elder in active service.

Section 6. Conflicts of Interest. In the event any Trustee of the Maryland Corporation, or employee of the Church, is or may be an officer, director, stockholder, employee, or have a financial or familial interest in a corporation or other organization with which the Maryland Corporation may enter into a contract or other transaction; or may directly or indirectly be a party to or have an interest in any contract or transaction of the Maryland Corporation, he or she shall fully disclose such interest to the Board of Trustees. After revealing any such interest, such Trustee shall abstain from voting on any question in reference to said contract or transaction.

Section 7. Amendments. These Bylaws shall supersede prior bylaws previously adopted. These Bylaws may be altered, amended or repealed or new Bylaws adopted at any meeting of the Members at which a quorum is present upon an affirmative vote of two-thirds (2/3rds) of the Members present and voting; provided that notice of such proposed amendment change, repeal or adoption of new Bylaws and the nature thereof shall be announced in the Sunday church bulletin, and/or through other church publications at least two (2) weeks prior to the date of any meeting upon which such action is to be taken.

Amended by Vote of the Members: May 4, 2014 (revised)