
**BYLAWS OF
PRESBYTERIAN WOMEN IN THE PRESBYTERIAN CHURCH (U.S.A.), INC.**

**A Delaware
Nonstock Corporation**

**Adopted on July 16, 2009
Revised on July 20, 2012
Revised on November 5, 2014
Revised on June 18, 2015**

**Bylaws
of
Presbyterian Women in the Presbyterian Church (U.S.A.), Inc.**

SECTION 1: ORGANIZATION.

- 1.1 Purpose.** As set forth more fully in its Certificate of Incorporation (“Certificate”), Presbyterian Women in the Presbyterian Church (U.S.A.), Inc. (the “Corporation”) is organized and operated to be an inclusive, caring community of women, forgiven and freed by God in Jesus Christ and empowered by the Holy Spirit, that will strengthen the Presbyterian Church (U.S.A) (the “Church”) and witness to the promise of God’s kingdom by nurturing faith through prayer and Bible study, supporting the mission of the Church worldwide, and working for peace and justice.
- 1.2 Participation.** Participation in the activities of the Corporation is open to all women who choose to participate in or be supportive of the Corporation in any way. The Corporation intentionally seeks the membership of women inclusive of all ages, races, ethnicities and geographic locations so that it may reflect the rich diversity of the Church.
- 1.3 Structure.** The Corporation shall be organized in a manner similar to the Church’s traditional structure of congregations, presbyteries, synods and General Assembly. Women shall participate in the activities of the Corporation through groups active in congregations, presbyteries, and synods, known, respectively, as Presbyterian Women in the Congregation, Presbyterian Women in the Presbytery, and Presbyterian Women in the Synod (each a “Presbyterian Women Group”), as well as in the churchwide activities of the Corporation.
- 1.4 Church Relationship and Reporting.** The Corporation will maintain a close relationship with the Church, and may initiate or continue a covenant relationship with the Church, whereby the Church provides support systems to the Corporation and the Corporation is guided by the general policies of the Presbyterian Mission Agency of the Church (“Presbyterian Mission Agency”). The Corporation will provide an annual report to the Presbyterian Mission Agency of its programs, services, finances and policies. A member of the Presbyterian Mission Agency will be invited to report on the policies and activities of the Presbyterian Mission Agency at the Corporation’s triennial Churchwide Business Meeting (defined in Section 4.1).

SECTION 2: OFFICES.

- 2.1 Principal Office.**
- (A) The location of the principal office of the Corporation shall be set by resolution of the Board of Directors.
- (B) The principal office may be moved to any other such place, either within or outside the State of Delaware, as the Board of Directors designates.

2.2 Additional Offices. The Corporation may maintain additional offices at such other places as the Board of Directors designates.

2.3 Registered Office and Agent.

- (A) Registered Office. The Corporation shall maintain a registered office within the State of Delaware at 1209 Orange Street, Wilmington, Delaware 19801.
- (B) Registered Agent. The registered agent at the registered office is The Corporation Trust Company.
- (C) Changes. The registered office and registered agent of the Corporation may be changed by resolution of the Board of Directors.

SECTION 3: MEMBERS.

3.1 Members. The Corporation has members, who are also known as Voting Representatives.

3.2 Initial Voting Representatives.

- (A) Those Voting Representatives named by the Incorporator shall constitute the Initial Voting Representatives.
- (B) The Initial Voting Representatives shall serve until their successors are duly elected or appointed and installed.

3.3 Election of Voting Representatives.

- (A) Voting Representatives must be members of the Church via membership in a Church congregation or, for teaching elders, membership in a Church presbytery and must be actively involved in a Presbyterian Women Group. A balance of age and racial ethnic diversity is to be encouraged among the Voting Representatives.
- (B) The Voting Representatives of the Corporation shall be elected or appointed as follows:
 - (i) Directors. Up to thirty-six (36) Voting Representatives shall be the Directors, who shall be elected as provided in Section 5.5.
 - (ii) Synod Representatives. Each synod shall be represented by a Voting Representative who shall collectively be the Synod Representatives, each of whom shall be the elected moderator (or a co-moderator) of the relevant Presbyterian Women in the Synod group.

- (iii) Presbytery Representatives. Voting Representatives shall be elected or appointed from each presbytery to be Presbytery Representatives. From each presbytery that has a Presbyterian Women in the Presbytery group, the Voting Representatives from the presbytery shall be
 - (a) the moderator (or a co-moderator) of the Presbyterian Women in the Presbytery group; and
 - (b) if the presbytery has more than seventy-five (75) churches on the rolls, one additional representative from Presbyterian Women in the Presbytery for each seventy-five additional churches, or fraction thereof, above the first seventy-five churches.

From each presbytery without a Presbyterian Women in the Presbytery group, the Moderator of the applicable Presbyterian Women in the Synod group shall appoint one Voting Representative from that presbytery who is actively involved in either a local Presbyterian Women in the Congregation group or in the Presbyterian Women in the Synod group.

- (iv) Alternate Representatives. Voting Representatives may not vote by proxy. If a Synod Representative or a Presbytery Representative is unable or unwilling to attend a meeting of the Voting Representatives for any reason, she must resign her position as a Voting Representative by giving notice to the Moderator and an alternate Voting Representative shall be elected by the relevant Presbyterian Women in the Synod or Presbyterian Women in the Presbytery group or appointed by the moderator (or a co-moderator) of such group. Notice of the resignation and appointment of the new Voting Representative must be provided to the Moderator and the Secretary.

3.4 Term.

- (A) Each Voting Representative who is a Director shall hold office for a term of three years to run concurrently with her term as a Director, as set forth in Section 5.6 of these Bylaws.
- (B) Each Voting Representative who is a Synod Representative or a Presbytery Representative shall serve a term of two or three years, as determined by the Presbyterian Women group electing such Voting Representative, and until her successor has been duly elected and installed or until her earlier death, resignation, or removal.

3.5 Resignation. A Voting Representative may resign at any time by giving written notice of her resignation to the Moderator.

3.6 Removal. A Voting Representative may be removed, with or without cause, by those who elected or appointed her.

3.7 Vacancies and Newly Created Voting Representative Openings.

- (A) Vacancies in Voting Representative seats resulting from the death, resignation, or removal of a Voting Representative shall be filled in the same manner as the seat was filled originally.
- (B) Vacancies in Voting Representative seats resulting from an increase in the authorized number of Synod Representatives or Presbytery Representatives shall be filled in accordance with Section 3.3(B)(ii) or 3.3(B)(iii) of these Bylaws respectively. Any other vacancies in Voting Representative seats resulting from an increase in the number of Voting Representatives shall be filled as determined by the Voting Representatives at the time the number of Voting Representatives is increased.
- (C) A Voting Representative elected or appointed to fill any such vacancy or newly created seat shall hold office until the next election or appointment of Voting Representatives and until her successor has been elected and installed.

3.8 Powers Reserved to Voting Representatives.

- (A) A two-thirds vote of the Voting Representatives is required to approve the sale or exchange of all or substantially all the assets of the Corporation.
- (B) A two-thirds vote of the Voting Representatives is required to approve a merger or dissolution of the Corporation.
- (C) A two-thirds vote of the Voting Representatives is required to amend the Bylaws.

3.9 Compensation.

- (A) Voting Representatives shall not receive salaries for their services as Voting Representatives, but by resolution of the Voting Representatives, expenses of attendance, if any, may be paid to a Voting Representative for each triennial or special meeting of the Voting Representatives that she attends.
- (B) No provision of these Bylaws may be construed to preclude any Voting Representative from serving the Corporation in any other capacity, including without limitation as a paid staff person, and from receiving reasonable compensation for such service.

SECTION 4: MEETINGS OF THE VOTING REPRESENTATIVES.

- 4.1 Triennial Meeting.** The Voting Representatives shall hold a meeting once every three years (the “Churchwide Business Meeting”) at such place as may be selected by the Board of Directors, for the purpose of (a) electing new leaders, as set forth in Sections 5.5 and 6.3 of

these Bylaws; (b) approving the triennial budget; and (c) transacting of such other business as properly comes before the meeting.

4.2 Special Meetings. Special meetings of the Voting Representatives may be called at any time by the Moderator or either Vice-Moderator or upon a majority vote of the Directors and may be held at such place, either within or outside the State of Delaware, and at such time as specified in the notice of meeting.

4.3 Usual Manner of Acting.

(A) Quorum. A simple majority of the number of Voting Representatives then in office, provided that Voting Representatives from at least one-fourth of the presbyteries are included, constitutes a quorum for the transaction of business at any meeting of the Voting Representatives. If a quorum is not present at a meeting, a majority of the Voting Representatives present may adjourn the meeting to another time without further notice.

(B) Voting. The action of a majority of the Voting Representatives then in office at a meeting at which a quorum is present is the action of the Voting Representatives, except as otherwise provided by law, the Certificate, or these Bylaws.

4.4 Notice of Meetings.

(A) Media of Notice. Notice of the time and place of meetings of the Voting Representatives must be communicated to each Voting Representative by electronic mail, facsimile transmission or similar electronic medium, by U.S. mail or by personal delivery to each Voting Representative, charges prepaid, addressed to her at her address as shown in the records of the Corporation.

(B) Notice Period.

(i) If notice is mailed, it must be deposited in the U.S. mail at least forty-five and no more than sixty days prior to the date of the meeting.

(ii) If notice is delivered personally or communicated by electronic mail, facsimile or similar electronic medium, it must be delivered or communicated at least forty-five and no more than sixty days prior to the date of the meeting.

(C) Purpose of Meeting. Neither the business to be transacted at nor the purpose of any meeting of the Voting Representatives must be specified in the notice or waiver of notice of such meeting, unless specifically required by law, these Bylaws or the Certificate of Incorporation.

4.5 Conduct of Meetings.

- (A) Presiding Officer. The Moderator or her designee shall preside over meetings of the Voting Representatives.
- (B) Secretary. The Secretary or her designee shall act as secretary of the meetings of the Voting Representatives.

4.6 Telephonic Meetings. Voting Representatives may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

4.7 Action Without Meeting.

- (A) Subject to Section 4.7(B) below, any action required or permitted to be taken at a meeting of the Voting Representatives may be taken without a meeting and without a vote, if after providing notice of the action proposed to be taken to all Voting Representatives in the manner set forth in Section 4.4 of these Bylaws, a written consent or consents setting forth the action to be taken (“Written Consent”):
 - (i) is signed by a majority of the Voting Representatives then in office; or
 - (ii) is approved via electronic mail, facsimile or similar electronic medium by a majority of the Voting Representatives then in office.
- (B) If any provision of law, these Bylaws or the Certificate requires a greater number or proportion of the Voting Representatives to affirmatively vote on a proposed action, such greater number or proportion shall be required to sign or approve the Written Consent.
- (C) Any such Written Consent must be filed with the minutes of the proceedings of the Voting Representatives in a manner in accordance with the General Corporation Law of the State of Delaware.

SECTION 5: DIRECTORS.

5.1 Powers.

- (A) Generally. The Directors of the Corporation, which are collectively known as the Board of Directors, shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation. Notwithstanding the foregoing, the Directors may not approve the merger or dissolution of the Corporation, nor may they resolve to sell or exchange substantially all the assets of the Corporation without the approval of two-thirds of the Voting Representatives.

- (B) General Powers as to Negotiable Paper. The Board of Directors shall prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation.
- (C) Powers as to Other Documents.
 - (i) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
 - (ii) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President.

5.2 Number and Qualification.

- (A) The Board of Directors shall be composed of up to thirty-six (36) elected or appointed Directors, each having equal vote, and up to two ex-officio members described in Section 5.5(F) of these Bylaws, which shall have voice but no vote.
- (B) The number of Directors may be changed by a resolution adopted by a two-thirds vote of the Voting Representatives.
- (C) All Directors must be members of the Church via membership in a Church congregation or, for teaching elders, membership in a Church presbytery and must be actively involved in a Presbyterian Women Group. A balance of age and racial ethnic diversity is to be encouraged among the Directors.

5.3 Board Officers.

- (A) Moderator. The Moderator shall ensure that moderatorial duties are shared by the moderator team at meetings of Voting Representatives during the Churchwide Business Meeting and meetings of the Board of Directors. In consultation with the two Vice-Moderators, the Moderator shall appoint chairs and members of committees and task groups in accordance with Section 5.5 of these Bylaws. She may serve as an ex-officio member with voice and no vote of Board committees and task groups with the exception of the Search Committee. She shall be the designated key contact person with the Corporation's staff, and, as necessary, with other organizations. She shall be the official contact between the Corporation and the Church, attending all Presbyterian Mission Agency Board meetings as a member with voice and vote. She shall be the official contact with other denominations that are in full communion with the Church. She shall ensure the

presentation of an annual written report, including financial report, to the Presbyterian Mission Agency.

- (B) Vice Moderator for Mission Relationships. The Vice-Moderator for Mission Relationships shall be the key person to relate to the mission of the Church, including ecumenical relations, global awareness and experiences. She shall share moderatorial duties during the Churchwide Business Meeting and meetings of the Board of Directors. In consultation with the Moderator and the Vice-Moderator for Justice and Peace Concerns, she shall participate in the appointment of chairs and members of committees and task groups. She may be appointed to committees and tasks groups with voice and vote. She may serve as an ex-officio member, with voice but no vote, of other committees and task groups with the exception of the Search Committee. In the event the Moderator is unable to perform her duties, the Vice-Moderator for Mission Relationships shall perform the duties of the Moderator. In the event of resignation or death of the Moderator, the Vice-Moderator for Mission Relationships shall assume the duties of the Moderator until a new Moderator is elected by the Board of Directors. The Vice-Moderator for Mission Relationships shall represent the Corporation on specified ecumenical boards.
- (C) Vice Moderator for Justice and Peace Concerns. The Vice-Moderator for Justice and Peace Concerns shall be the key person to relate to issues such as hunger, peacemaking, justice, family and children. She shall share moderatorial duties during the Churchwide Business Meeting and meetings of the Board of Directors. In consultation with the Moderator and the Vice Moderator for Mission Relationships, she shall participate in the appointment of chairs and members of committees and task groups. She may be appointed to committees with voice and vote. She may serve as an ex-officio member, with voice but no vote, of other committees and task groups with the exception of the Search Committee. Her name shall be submitted by the Board to the General Assembly Nominating Committee as a representative of the Corporation on the Advocacy Committee for Women's Concerns.
- (D) Board Secretary/Historian. The Board Secretary/Historian shall also serve on the Administration Committee. She shall ensure, via collaboration with the Secretary, that all required notices of all meetings of the Voting Representatives, the Board of Directors and the Administration Committee are given and shall attend all such meetings. She shall also perform such other duties as may be prescribed by the Board of Directors. Additionally, she shall assemble and maintain records and historical materials relating to the Corporation. She shall compile a written triennial history of the Corporation and shall submit it to the Board of Directors and to the Church's Department of History. She shall prepare historical displays for presentation at events as the Board of Directors may request from time to time.
- (E) Finance Committee Chair. The Finance Committee Chair shall serve as chair of the Finance Committee. She shall submit a financial report at each Churchwide Business Meeting of Voting Representatives and at each Board of Directors meeting. She shall

present the triennial budget and the triennial audit to the Board of Directors and to the Voting Representatives at the Churchwide Business Meeting.

- (F) Moderator of the Search Committee. The Moderator of the Search Committee shall preside at meetings of the Search Committee, and on behalf of the Search Committee she shall submit nominees for Board seats to the Voting Representatives and shall present nominees to the Board of Directors when vacancies occur in Board seats elected by the Voting Representatives.

5.4 Initial Directors.

- (A) Those Directors named by the Incorporator constitute the Initial Directors.
- (B) The Initial Directors shall serve until their successors are duly elected and installed.

5.5 Election or Appointment of Directors.

- (A) Election by Voting Representatives. Fifteen (15) Directors shall be elected by the Voting Representatives, including the six (6) Board officers described in Section 5.3 (“Board Officers”), six (6) Racial Ethnic Members-at-large, one (1) Leader Representing New Immigrant Women, and two (2) Young Women’s Representatives-at-large. The Racial Ethnic Members-at-large (African American, Asian American, Hispanic/Latin American, Korean American, Middle Eastern American and Native American) shall have the responsibility of connecting with their respective racial ethnic constituents to share information, concerns and resources and to encourage participation and involvement of racial ethnic Presbyterian women in the mission of the Corporation. The Leader Representing New Immigrant Women shall have the responsibility of connecting with new immigrant women to share information, concerns and resources and to encourage participation and involvement of new immigrant women in the mission of the Corporation. The Young Women’s Representatives-at-large shall have the responsibility of connecting with other young women of the Church to share information, concerns and resources, and to encourage participation and involvement of young Presbyterian women in the mission of the Corporation.
 - (i) The Board Officers, the Racial Ethnic Members-at-large, the Leader Representing New Immigrant Women, and the Young Women’s Representatives-at-large shall be elected by the Voting Representatives at the triennial Churchwide Business Meeting.
 - (ii) On behalf of the Search Committee, the Moderator of the Search Committee shall submit to all Voting Representatives a list of nominees for the seats on the Board of Directors to be filled by the Voting Representatives at least forty-five days prior to the Churchwide Business Meeting or other meeting of the Voting Representatives at which the election of Directors shall take place. Nominations may also be made at the Churchwide Business Meeting from

the floor, provided that the person making the nomination has obtained prior consent from the nominee and shall have secured two written recommendations for such nominee.

- (iii) Election of each Director shall be by voice vote unless there is more than one candidate for the office, in which case voting shall be by ballot. A simple majority of the votes cast shall be required for election.
 - (iv) Their terms shall be served concurrently, commencing with the adjournment of the Churchwide Business Meeting at which they are elected and ending at the adjournment of the next Churchwide Business Meeting.
- (B) Synod Representatives. Each of the Presbyterian Women in the Synod groups shall elect one representative to serve as a Director.
- (i) Each Synod Representative shall be an active member of a Church congregation or a teaching elder member of a Church presbytery within the bounds of the synod she represents and shall be responsible for sharing information, concerns and resources between the synod and the Board of Directors.
 - (ii) The Synod Representatives shall serve on a rotating basis as determined by the Board of Directors. Representatives elected in the year of the Churchwide Business Meeting shall take office at the close of that meeting. Representatives elected in the intervening years shall take office on July 1.
- (C) Young Women's Representatives. The National Network of Presbyterian College Women and Racial Ethnic Young Women Together shall each select up to two (2) representatives to serve as Directors. These Young Women's Representatives shall be responsible for connecting with their respective constituents to share information, concerns and resources and to encourage participation and involvement of younger women in the mission of the Corporation. Two (2) additional Young Women's Representatives-at-large shall be elected as referenced in Section 5.5A.
- (i) The Young Women Representatives shall serve on a rotating basis as determined by the Board of Directors. The Young Women's Representatives-at-large are elected in the year of the Churchwide Business Meeting and shall take office at the close of that meeting. The other Young Women's Representatives elected in the intervening years shall take office on July 1.
- (D) Church Representative. The Presbyterian Mission Agency shall select one representative to serve as a Director. This Church Representative shall be responsible for sharing information, concerns and resources between the Church and the Board of Directors. The Church representative shall be appointed in the year of the Churchwide Business Meeting and shall take office at the close of that meeting and shall serve until the adjournment of the next Churchwide Business Meeting.

- (E) Ex Officio Members. The immediate past-Moderator of the Board and the Corporation's President (described in Section 7.6) shall be ex officio members of the Board of Directors, serving with voice but without vote. The immediate past-Moderator shall serve a single one-year term commencing upon the completion of her term as Moderator. The President shall serve for so long as she is President.

5.6 Term.

- (A) Each Director shall hold office for a term of three years and until her successor has been duly elected and installed or until her earlier death, resignation, or removal.
- (B) A Director shall not be eligible to serve more than one term in the same office. Service for a period of two-thirds of any term shall constitute a full term.

5.7 Resignation. A Director may resign at any time by giving written notice of her resignation to the Moderator or either of the Vice-Moderators.

5.8 Removal. A Director may be removed, with or without cause, by the body that elected or appointed her or by a three-fourths vote of the remaining Directors. If a Director fails to attend two consecutive Board meetings, she may be asked to resign and, if she does not, she may be removed by the Moderator or either of the Vice-Moderators.

5.9 Vacancies. Vacancies in Director seats resulting from the death, resignation, or removal of a Director shall be filled in the same manner in which the seat was originally filled; provided however that a vacancy in a seat originally filled by vote of the Voting Representatives shall be filled by vote of the remaining Directors after nomination by the Search Committee. The person selected to fill any vacancy holds office until the next election of Directors and until her successor has been elected and installed.

5.10 Compensation.

- (A) Directors may not receive salaries for their services as Directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be paid to a Director for each regular or special meeting of the Board of Directors that she attends.
- (B) No provision of these Bylaws may be construed to preclude any Director from serving the Corporation in any other capacity, including without limitation as a paid staff person, and from receiving reasonable compensation for such service.

5.11 Meetings.

- (A) Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and such places, within or without the State of Delaware, as may be fixed by the Board of Directors. The Board of Directors may authorize the Moderator to fix the exact date and place of each regular meeting.

- (B) Special Meetings. Special meetings of the Board of Directors may be held at any time or place, within or without the State of Delaware, whenever called by the Moderator or either Vice-Moderator or any two Directors.
- (C) Notice. Notice of the time and place of meetings of the Board of Directors shall be communicated to each director in a manner similar to that set forth in Section 4.4 of these Bylaws.
- (D) Quorum. Unless a greater proportion is required by law or by the Certificate, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business.
- (E) Conduct of Meetings. The Moderator or her designee shall preside over meetings of the Board of Directors. The Secretary or her designee shall act as Secretary of the meeting. Except as otherwise provided by law or by the Certificate or by these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.
- (F) Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each member of the Board of Directors and is filed with the minutes of proceedings of the Board.
- (G) Telephonic Meetings. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

SECTION 6: COMMITTEES.

6.1 Committees of the Board of Directors.

- (A) The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each consisting of one or more Directors. A committee may also include additional members who are not Directors, but any such committee members may not serve as committee chair.
- (B) Committees, to the extent provided in said resolution and not restricted by law or these Bylaws, have and may exercise the authority and act on behalf of the Board of Directors in the management of the Corporation, including but not limited to actions specified in these Bylaws as requiring the approval of the Board of Directors.

6.2 Executive Committee (Administration Committee).

- (A) Composition. There shall be an Executive Committee, known as the “Administration Committee,” composed of the Moderator, the Vice Moderator for Mission Relationships, the Vice Moderator for Justice and Peace Concerns, the Board Secretary/Historian, the Finance Committee Chair, one Racial Ethnic Member-at-large, and one Synod Representative. The Racial Ethnic Member-at-large and the Synod Representative shall serve on a rotating basis as determined by the moderator team. The Moderator shall serve as chair of the Administration Committee. In addition, the immediate past-Moderator of the Board and the President of the Corporation shall serve as ex-officio members of the Administration Committee, with voice but without vote.
- (B) Duties. The Administration Committee shall manage the affairs of the Corporation between meetings of the Board of Directors. The Administration Committee shall, except as otherwise provided by law or these Bylaws, have and exercise all the powers of the Board of Directors during the intervals between the meetings of the Board of Directors and shall fix its own rules of procedure. The Administration Committee shall keep a record of its proceedings, which shall from time to time be reported to the Board of Directors. The acts of the Administration Committee shall be in conformity with and subject to provision of the Corporation’s Certificate of Incorporation, these Bylaws and any policies, positions or resolutions of the Board of Directors.

6.3 Search Committee.

- (A) Membership. The Search Committee shall consist of the moderator of the Search Committee and five women from different geographical areas serving three-year terms, commencing with the adjournment of the Churchwide Business Meeting at which they are elected by the Voting Representatives and ending at the adjournment of the next Churchwide Business Meeting. Members of the Search Committee shall not succeed themselves and shall be ineligible for nomination by the Search Committee to the Board of Directors. Members of the Search Committee must be members of the Church via membership in a Church congregation or, for teaching elders, membership in a Church presbytery and must be actively involved in a Presbyterian Women Group. A balance of age and racial ethnic diversity is to be encouraged among the members of the Search Committee.
- (B) Meetings. The Search Committee shall meet as necessary to accomplish its tasks. At least once during a triennium, it shall meet in person or via telephonic or similar communications equipment with the Board of Directors to observe the role and responsibilities of the Board of Directors.
- (C) Responsibilities. The Search Committee shall prepare and distribute forms and letters in order to solicit a broad range of participants in a Presbyterian Women Group to be recommended as nominees for leadership roles; prepare a list of nominees reflecting

the diversity of participants in the Corporation for presentation to the Voting Representatives at the Churchwide Business Meeting. The Search Committee shall publish the names of nominees prior to the Churchwide Business Meeting. The Search Committee shall submit nominees to the Board of Directors when vacancies occur in Board seats ordinarily elected by the Voting Representatives.

6.4 Finance Committee.

- (A) Membership. The Finance Committee Chair shall chair the Finance Committee and preside at its meetings. Other Finance Committee members shall be appointed by the Board of Directors.
- (B) Meetings. The Finance Committee shall meet as necessary to accomplish its tasks.
- (C) Responsibilities. The responsibilities of the Finance Committee shall be to:
 - (i) Prepare a proposed triennial budget for the Corporation;
 - (ii) Present the status of the triennial budget at meetings of the Board of Directors.
 - (iii) Make recommendations to the Board of Directors in response to requests with financial implications from the current budget.
 - (iv) Be represented on the Leadership Development Grant Committee by the Finance Committee Chair or her designee,
 - (v) Provide for a triennial audit.
 - (vi) Provide oversight of corporate investments.

6.5 Other Committees of the Board. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more additional committees, each consisting of two or more Directors and such additional members as the Board may determine.

6.6 Limitations on Committee Powers. No committee may:

- (A) amend the Corporation's Certificate of Incorporation;
- (B) adopt an agreement of merger or consolidation;
- (C) amend the Bylaws of the Corporation;
- (D) approve the dissolution of the Corporation;

- (E) approve the sale or exchange of the assets of the Corporation; or
- (F) elect, appoint, or remove any Director, any member of a committee, or any officer of the Corporation.

6.7 Term of Office. Each member of a committee continues as such until her successor is appointed or elected, unless the committee is sooner terminated, or until her earlier death, resignation, or removal.

6.8 Vacancies. Vacancies in the membership of any committee may be filled in the same manner as the original member was elected or appointed.

6.9 Committee Chair. One member of each committee must be appointed as the chair of the committee.

6.10 Quorum and Voting.

- (A) Quorum. A majority of the whole committee constitutes a quorum, unless otherwise provided in the resolution of the Board of Directors designating the committee.
- (B) Voting. The act of a majority of the members present at a meeting at which a quorum is present is the act of the committee.
- (C) Actions. All actions taken by a committee shall be reduced to writing and circulated to the Board of Directors.

6.11 Alternate Committee Members.

- (A) The Board of Directors may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee.
- (B) In the absence or disqualification of a member of a committee and her alternate, the member or members of the committee present at any meeting and not disqualified from voting, whether or not she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

6.12 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws.

SECTION 7: OFFICERS.

7.1 Officers. The officers of the Corporation are a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws have the authority to perform the

duties prescribed by resolution of the Board of Directors. Any two or more offices may be held by the same person.

7.2 Term of Office.

- (A) Officers shall serve one-year terms, subject to the right of the Board of Directors to remove them at any time pursuant to Section 7.4 of these Bylaws.
- (B) An officer may resign by giving written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

7.3 Compensation. The officers of the Corporation may receive reasonable compensation for their service as fixed by the Board of Directors and approved by the Voting Representatives as part of the budget.

7.4 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed.

7.5 Vacancies.

- (A) A vacancy in any office must be filled by the Board of Directors without undue delay at its next regular meeting or at a special meeting called for that purpose.
- (B) In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate her powers and duties to any other officer or officers.

7.6 President.

- (A) The President is the chief executive officer of the Corporation and also serves as its Executive Director.
- (B) The President has charge of the business and affairs of the Corporation, subject to the direction and control of the Board of Directors, and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors.
- (C) The President may execute on behalf of the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors.

- (D) The President may vote all securities that the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

7.7 Secretary.

- (A) The Secretary shall give or cause to be given, any and all required notices of all meetings of the Voting Representatives, the Board of Directors and the Administrative Committee. She shall attend all such meetings and shall record or cause to be recorded all votes. She shall ensure all minutes of such meetings are prepared promptly and distributed within four weeks of the close of the meetings and shall file the minutes of all such meetings in the minute book of the Corporation.

7.8 Treasurer.

- (A) The Treasurer shall:
 - (i) have custody of the funds and securities of the Corporation;
 - (ii) keep full and accurate accounts of receipts and disbursements in financial books of the Corporation; and
 - (iii) deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks or depositories as are designated by the Board of Directors.
- (B) The Treasurer is charged with the disbursement of funds of the Corporation, including without limitation distributions authorized by the Board of Directors in furtherance of the purposes of the Corporation.
- (C) The Treasurer shall render to the President and to the Board of Directors, whenever they may require it, an account of all her transactions as Treasurer and of the financial condition of the Corporation.

SECTION 8: INDEMNIFICATION AND INSURANCE.

- 8.1 Indemnification.** The Corporation shall, except as provided in or limited by Section 8.3 of these Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she is or was a Director; or was an officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise (in any case, an “Other Enterprise”), and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the

General Corporation Law of the State of Delaware, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

8.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, or an officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee, or agent of an Other Enterprise, against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Corporation would have the power to indemnify her against such liability under the provisions of this Section 8.

8.3 Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a Director, officer, employee, or agent of an Other Enterprise must be reduced by any amount such person collects as indemnification from such Other Enterprise.

SECTION 9: MISCELLANEOUS PROVISIONS.

9.1 Books and Records. The Corporation must keep:

- (A) correct and complete books and records of account;
- (B) minutes of the proceedings of the Voting Representatives; and
- (C) minutes of the proceedings of the Board of Directors.

9.2 Fiscal Year. The fiscal year of the Corporation shall end on December 31.

9.3 Seal. The Corporation's seal must have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, State of Delaware."

9.4 Waiver of Notice.

- (A) Waiver in Writing. Whenever any notice is required to be given under the provisions of the General Corporation Law of the State of Delaware, the Corporation's Certificate of Incorporation, or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.
- (B) Waiver by Attendance. Attendance of any Voting Representative or Director at a meeting constitutes waiver of notice of such meeting, except when such Voting Representative or Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

9.5 Amendments.

- (A) These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting of the Voting Representatives by an affirmative vote of two-thirds of the Voting Representatives then in office.
- (B) Such action may be taken by Written Consent or at a meeting of the Voting Representatives for which written notice of the proposed amendments has been given in accordance with Section 4.4 of these Bylaws.