

BYLAWS
LITTLE CHAPEL ON THE BOARDWALK
PRESBYTERIAN CHURCH (U.S.A.)
WRIGHTSVILLE BEACH, NORTH CAROLINA

ARTICLE I. Objectives and Purpose

Section 1. PURPOSE. The purpose for which the corporation is formed is to further "the Great Ends of the Church" as set out in the *Book of Order (G-1.0200)*, Presbyterian Church (U.S.A.) and in the Articles of Incorporation.

Section 2. AUTHORITY. In carrying out such purpose, the trustees and the corporation shall be under the authority of the session and the congregation and shall in all respects conform to the *Constitution of the Presbyterian Church (U.S.A.) (G-7.0402)*

Section 3. LIMITATION OF POWERS AND DUTIES. The powers and duties of the corporation and its trustees shall not infringe upon the powers and duties of the session or the board of deacons of the church.

ARTICLE II. Members

Section 1. ELIGIBILITY FOR MEMBERSHIP. All persons on the active roll of the church shall be members of the corporation.

Section 2. ACTIVE MEMBERS. The roll of active members established and maintained by the session as prescribed by the *Book of Order (G-1 0.0302)* shall determine those individuals who are active members from time to time.

ARTICLE III. Trustees

Section 1. QUALIFICATION; NUMBER OF TRUSTEES. The trustees shall be those persons elected, installed and serving as active elders of the church. The number of trustees of the church shall be at all times the same as the number of members of the session in active service. The term "trustees" shall be interchangeable with the term "directors" of the corporation for the purposes of the state of North Carolina.

Section 2. ELECTION. The initial board of trustees shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the board of trustees shall be identical to the membership of the session in active service. Election by the congregation and installation as elder of the church shall constitute a person a trustee of the corporation and termination of any cause of the active service of a person shall automatically terminate such person as a trustee of the corporation.

Section 3. PROPERTY HELD PURSUANT TO TRUST. Any properties held for the benefit of the church (whether the larger or the particular church) pursuant to an instrument or to other directions creating a trust, express or implied, shall be held and administered according to the intent of the creator of the trust, and the trustees of the corporation shall have power to act as the trustees of such trust and be charged with all duties of trustees to implement and carry out the trust purposes.

ARTICLE IV. Meetings of the Board of Trustees

Section 1. ANNUAL MEETING. The annual meeting of the board of trustees shall be held in conjunction with or immediately following the first meeting of the session of the church held after the installation of the new session members each year. Special meetings may be held at any time upon the call of the session, the president or vice president, or of not less than one-third of the trustees then in office.

Section 2. NOTICES. Notice of the time and place and in case of a special meeting the purpose of every meeting of the board of trustees shall be in writing and shall be duly sent, mailed or otherwise delivered to each trustee not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.

Meetings may be held at any time without notice if all of the trustees are present or if those not present waive notice of the time, place and purpose of the meeting, either before or after the holding thereof.

Section 3. QUORUM. A majority of the trustees shall constitute a quorum for the transaction of business, and the action of a majority of the trustees present at any meeting at which a quorum is present shall be the action of the board of trustees; provided, that if the trustees shall severally and/or collectively consent in writing to any action to be taken by the corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the trustees. If at any meeting of the board of trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 4. SPECIAL MEETINGS. Special meetings of the board of trustees may be held simultaneously with meetings of the congregation or immediately thereafter.

Section 5. POWER AND AUTHORITY. The board of trustees shall have power and authority to carry out the affairs of the corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the corporation; may fix the compensation of such persons; may prescribe the duties of such persons; may dismiss any appointive officer or agent without previous notice. The board of trustees may, in the absence of an officer, delegate his powers and duties to any other officer or a director for the time being.

Section 6. EXECUTIVE COMMITTEE. The board of trustees, by resolution passed by a majority of the whole board, may designate two or more of their number to constitute an Executive Committee who, to the extent provided in said resolution, shall have and exercise the authority of the board of trustees in the management of the business of the corporation between such other committees, including therein persons who are not members of the board of trustees, as in the judgment of the trustees will be helpful in carrying on the work of the corporation.

ARTICLE V. Meeting of Members

Section 1. ANNUAL MEETING. There shall be an annual meeting of the members of the corporation (*Book of Order G.S. 55A-36*)

Section 2. PLACE AND TIME. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter (*Book of Order G-7.0300*).

Section 3. NOTICES. Notice of all meetings of members of the corporation shall conform in all respects to the notice requirements of meetings of the congregation.

Section 4. PROCEDURAL REQUIREMENTS. The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation.

ARTICLE VI. Officers

Section 1. OFFICERS. The board of trustees, as soon as may be after the election of trustees in each year, shall elect from their number a president of the corporation, and shall also elect a secretary and a treasurer and may from time to time select one or more vice presidents, assistant secretaries and assistant treasurers. The same person may hold any two offices except those of president and secretary. The board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the corporation. (*Reinstated by the Session on March 20, 2023, rescinding a 1988 addendum stating that the officers be a president, a vice-president, and a secretary-treasurer.*)

Section 2. MEMBERS OF BOARD OF TRUSTEES. No officer, other than the president and secretary, need be a member of the board of trustees.

Section 3. TERM. The term of office for all officers shall be one (1) year or until their respective successors are chosen but any officer 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 corporation will be served thereby. The board of trustees shall have full power to fill any vacancies in any offices occurring for any reason whatsoever.

Section 4. POWERS AND DUTIES. The officers of the corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the corporation, subject to the control of the 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 of the church or of the board of deacons and shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

Section 5. CHECKS, NOTES, DRAFTS, ETC. 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 corporation.

ARTICLE VII. Fiscal year, Seal

Section 1. FISCAL YEAR. The fiscal year of the corporation shall be the calendar year.

Section 2. SEAL. The board of trustees shall provide a suitable corporate seal for use by the corporation if deemed appropriate.

ARTICLE VIII. Amendments

The bylaws of the corporation may be amended, added to or repealed or new bylaws may be adopted in lieu thereof by the affirmative vote of a majority of the board of trustees of the corporation.

ARTICLE IX. Liquidation

Section 1. DISSOLUTION BY PRESBYTERY. If the church is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as the corporation may have shall be held, used and applied for such uses, purposes and trust as the Presbytery may direct, limit and

appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

Section 2. OTHER DISSOLUTION. If the corporation is dissolved or otherwise ceases to exist under circumstances not enumerated in the immediately preceding paragraph, in such event the property of the corporation shall be disposed of in accordance with directions of the session of the church with respect to personal property and with respect to the directions of the congregation with respect to real property.

Section 3. PROPERTY HELD BY TRUST. If any property, real or personal, is held by the corporation upon a special trust in which the donor of said property has prescribed a particular alternative use in the event the primary use has failed, the intent of the donor with respect to such alternative use and with respect to administration of the property shall be observed.

ARTICLE X. Indemnification of Trustees and Officers

Each trustee and officer of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a trustee or officer of the corporation (whether or not he continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.

ADDENDUM

When the session of the Little Chapel on the Boardwalk adopted these By-laws of the Corporation on Sunday, November 13, 1988 it also was agreed

- (i) That the pastor and treasurer of the congregation be appointed as advisory members of the Executive Committee of the Corporation
- (ii) That pursuant to the action of the Congregation on May 31, 1987, the Trustees of the Congregation be instructed to execute a deed transferring the legal title of all real and personal property of the Corporation, held by said Trustees, to the session as the Trustees of the Corporation.

- (iii) That all loans negotiated by the Trustees of the Congregation now be transferred to the session as the Trustees of the Corporation.
- (iv) That upon completion of these transfers, Johnnie C. Baker, William A. Sholar and Douglas K. Vass be relieved of the positions of Trustees of the Congregation, with deep appreciation being expressed to them for all of their service to the Congregation in these capacities.

Items (ii) (iii) (iv) above subsequently were completed in the latter part of 1988.

ARTICLE XI. Meetings conducted electronically.

When the session of Little Chapel on the Boardwalk reviewed these by-laws in March of 2023, the following article was added:

While meetings of the session and other groups are traditionally held in person, circumstances may be present that would prevent such gatherings. In those cases, electronic meetings may be held using audio-visual tools such as Zoom, with which all members may hear and see each other, and may ask questions and otherwise participate. Electronic meetings shall conform to all other requirements for meetings. For example, electronic meetings of the session shall require that there be a Moderator, a clerk or substitute, a quorum of members participating, an agenda (which may be conveyed electronically). Notice shall be given as described in Article IV, Section 2. *(Approved by session on March 20, 2023)*