

**Corporate Bylaws of  
Selwyn Avenue Presbyterian Church, Charlotte, North Carolina, Presbyterian Church (U.S.A.)  
(a North Carolina Nonprofit Corporation) (hereinafter the "Corporation")**

**Amended and Restated on February 18, 2025**

**Article I**

**Purpose, Formation, Powers and Duties, Property**

Section 1. **Purpose.** The purposes for which the Corporation is formed are more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) (citations to the *Book of Order*), including the Great Ends of the Church. (*Book of Order F-1.0304*)

Section 2. **Formation.** The Corporation was formed by authorized members of Selwyn Avenue Presbyterian Church (hereinafter, "SAPC") upon filing of Articles of Incorporation filed with the North Carolina Secretary of State on January 6, 1986 pursuant to the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order G-4.0101*)

Section 3. **Authority.** In carrying out such purposes, the Board of Trustees (defined below) of the Corporation and the Corporation shall be and shall have the authority of the session of SAPC (hereinafter, the "Session") and the congregation of SAPC (hereinafter, the "Congregation") and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (*Book of Order G-4.0101*)

Section 4. **Limitation of Powers and Duties.** The board of trustees of the Corporation ("Board of Trustees"), shall constitute and have the powers of a "Board of Directors" of a Corporation under the North Carolina Nonprofit Corporation Act (as amended from time to time, the "Act"). The Board of Trustees is identical to the Session, which members may also be referred to as ruling elders (and each member of the Session shall be a "Trustee"). Except as set forth herein, the Session will be composed of between 23 and 29 active members and will normally consist of 27. Notwithstanding, in order accommodate a period of transition due to a merger of congregations consummated on or about this date, the number of elders on the Session may temporarily include up to 37 (intended to include all of the members of the session of each merged congregation as of the date of merger), with the understanding that the Board of Trustees will seek to return to 27 elders within three (3) years of such merger. The Session shall be organized into three classes serving three-year rotating terms, one active youth elder serving a one-year term, and the installed pastors. (*Book of Order G-4.0101, G-3.0201*) Actions under these Bylaws shall be subject to the Conflicts of Interest Policy attached hereto as Exhibit A.

Section 5. **Powers and Duties.** The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order G-4.010J*):

To receive, hold, encumber, manage, and transfer property, real or personal, for the Congregation;

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 SAPC.

To the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the Corporation shall have all of the general powers of a nonprofit corporation organized under the Act that are necessary for the furtherance of the purposes for which the Corporation was formed.

Section 6. **Particular Property Requirements.** When buying, selling, and mortgaging real property, the Board of Trustees shall act only after the approval of the Congregation granted in a duly constituted meeting. (*Book of Order G-4.010J*) The Congregation timely voted to be exempt from the provisions contained in *G-4.0206a* and *G-4.0206b* of the *Book of Order*, as evidenced by the minutes of Mecklenburg Presbytery dated December 2, 1986, and the Corporation shall "hold title to its property and exercise its privileges of incorporation and property ownership" according to the provisions of Chapter 6 of the *Book of Church Order* of the Presbyterian Church in the United States as that chapter existed immediately prior to the establishment of the Presbyterian Church (U.S.A.).

## Article II

### Meetings of the Board of Trustees

Section 1. **Annual Meeting.** The annual meeting of the Board of Trustees shall be that Session meeting which is first held following the annual meeting of the Congregation.

Section 2. **Procedures.** The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern the conduct of business at meetings of the Board of Trustees. To the extent consistent, the requirements and provisions in these bylaws provide additional guidance for meetings of the Board of Trustees. Parliamentary guidance shall be provided by *Robert's Rules of Order Newly Revised*.

Section 3. **Notices.** Reasonable notice of regular meetings of the Board of Trustees shall be disseminated by means deemed appropriate by the Session.

Reasonable notice (not inconsistent with the Act) shall be given of time, place, and purpose for special meetings of the Board of Trustees.

Section 4. **Quorum/Voting.** A majority of the Trustees and a moderator shall constitute a quorum for the transaction of business. A Trustee who leaves a meeting or is excused from voting on a matter shall be counted as present for purposes of determining whether a quorum is present.

The quorum required for meetings of the Session for the purposes of receiving and dismissing members of the Church shall be two ruling elders and a moderator.

Section 5. **Moderator.** The lead pastor shall be the moderator of the Session. The moderator possesses the authority necessary for preserving order and for conducting efficiently the business of the body. He or she shall convene and adjourn the body in accordance with its own action. (*Book of Order G-3.OJ04*)

Section 6. **Special Meetings.** Special meetings of the Trustees may be held simultaneously with the meetings of the Congregation or the Session or immediately thereafter. Special meetings may be held at any time upon the call of Session, the president or vice-president, or of not less than one-third of the Trustees then in office.

Section 7. **Power and Authority.** The Board of Trustees shall have the power and authority to carry out the affairs of the Corporation and in so doing may nominate, elect or appoint all necessary officers or committees (except where the holder of such office is determined elsewhere in these Bylaws); 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 appointed by the Board of Trustees without previous notice.

### Article III

#### Meetings of Active Members

Section 1. **Annual Meeting.** There shall be an annual meeting of the active members of the Corporation within the first ten weeks of each calendar year. The "active members" of the Corporation are the "active members" of SAPC as provided in Article IV, Section 1. As used herein, the term "active member" shall have the meaning provided in the *Book of Order*. (*Book of Order G-1.0402*)

Section 2. **Place and Time.** Such meeting shall be the annual meeting of the congregation, which shall be held between the last Sunday of January and the last Sunday of February of each year, at the discretion of the Session, on SAPC property. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same meeting. (*Book of Order G J.0503*)

Section 3. **Notices.** Notice of meetings shall conform in all respects to the notice requirements of the Act and the notice requirements for meetings of the Congregation. (*See Book of Order G-1.05*)

Notice required for special meetings of the Congregation shall be public notice given on two successive Sundays. The meeting may be held on the Sunday following the notice given on the second Sunday. (*See Book of Order G-1.0502*)

Section 4. **Procedural Requirements.** The meetings of the active members of SAPC shall be conducted to conform to the procedural requirements of meetings of the Congregation and the provisions of the Constitution of the Presbyterian Church (U.S.A.). (*See Book of Order G-1.05*) To the extent consistent, the requirements and provisions in these bylaws provide additional guidance for meetings of the active members of SAPC and the Corporation. Parliamentary guidance shall be provided by *Robert's Rules of Order (Newly Revised)*.

Section 5. **Quorum/Voting.** 10% of the active members (described below) of the Congregation shall constitute a quorum for the transaction of business.

Section 6. **Proxy Voting.** Voting by proxy is prohibited.

## Article IV

### Members of the Congregation

Section 1. **Members.** The membership of the Congregation includes baptized members, active members, inactive members, and affiliate members. (An inactive member is one who does not participate in SAPC's work and worship. An inactive member is entitled to all the rights and privileges of an active member except the right to speak in the meetings of the Congregation, to vote, and hold office.) (See Book of Order G-3.0204a)

## Article V

### Officers

Section 1. **Officers.** The moderator of the Administration Group elected by the Session shall serve as President of the Corporation, and the chair of the Personnel Committee shall serve as Vice-President of the Corporation. The Board of Trustees will elect and supervise the activities of a Secretary and Treasurer of the Corporation, and may from time to time select additional Vice-Presidents, Assistant Secretaries, and Assistant Treasurers. The same person may hold any two offices except those of president and secretary. The Board of Trustees may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.

Section 2. **Term.** The term of office for the President and Vice President shall be the earlier of one (1) year or until their respective successors are chosen, and shall be elected annually with a maximum of three years consecutive service, which coincides with the terms for the Administrator Group moderator and Personnel Chair. The Secretary and Treasurer shall each be elected annually by The Board of Trustees with a maximum of five years consecutive service. Any officer elected by the Board of Trustees 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 it is authorized to elect occurring for any reason whatsoever.

Section 3. **Powers and Duties.** The officers of the Corporation shall have such powers and perform such duties in the management of property and affairs of the 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 of the Presbyterian Church (U.S.A.). Subject to this Section, these Bylaws and the Articles of Incorporation of the Corporation, the officers shall have the following powers and duties in regards to the Corporation:

- A. The President shall: (1) be responsible for carrying out the directives and requirements of applicable law, these Bylaws, and the Articles of Incorporation; (2) in general, perform all duties incident to the office of President; and (3) perform such other duties as may from time to time be assigned by the Board of Trustees.
- B. The Vice President(s) shall: (1) assist the President in the exercise of his or her duties; (2)

in the absence or inability of the President, execute the duties of the President; (3) in general, perform all duties incident to the office of Vice President; and (4) perform such other duties as may from time to time be assigned by the Board of Trustees.

- C. The Secretary shall: (1) perform for the Corporation those duties set out for the Secretary in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order G-3.0104*); (2) execute any and all documents of whatsoever kind and nature necessary to carry out the purpose and functions of the Corporation as appropriately authorized; (3) be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal; (4) in general, perform all duties incident to the office of secretary; and (5) perform such other duties as may from time to time be assigned by the Board of Trustees.
- D. The Treasurer shall: (1) perform for the Corporation those duties set out for the Treasurer in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order G- 3.0205*); (2) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; (3) be responsible for the filing of any and all tax and other financial reports as required by applicable law; (4) deposit all monies, drafts, and checks in the name of or to the credit of SAPC or Corporation at such banks or depositories as the Board of Trustees shall designate; (5) in general, perform all duties incident to the office of Treasurer; and (6) perform such other duties as may from time to time be assigned by the Board of Trustees.
- E. Assistant Secretaries shall perform those duties of the Secretary as directed by the Board of Trustees.
- F. Assistant Treasurers shall perform those duties of the Treasurer as directed by the Board of Trustees.

Section 4. *Checks, Notes, Drafts, and So On.* 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 VI

### Fiscal Year, Seal, Office

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

Section 2. ***Seal.*** The Board of Trustees may provide a suitable corporate seal for use by the Corporation if deemed appropriate.

Section 3. ***Office.*** The principal office of the Corporation is 2929 Selwyn Avenue, Charlotte, North Carolina, 28209. The mailing address of the Corporation is the address of the principal office in Charlotte, North Carolina.

## Article VII

### Amendments

The Bylaws of the Corporation may be amended or repealed and new Bylaws may be adopted by the active members of SAPC and no bylaw adopted by the active members of SAPC may be amended or repealed by the Board of Trustees. The Bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order G-4.0101*)

## Article VIII

### Indemnification

Section 1. ***Right to Indemnification.*** Any person who has acted in good faith and who at any time serves or has served as a Trustee, or who, while serving as a Trustee, serves or has served, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by such person in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrage action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold such person liable by reason of the fact that such person is or was acting in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which such person may have become liable in any such action, suit or proceeding.

Section 2. ***Payment of Indemnification.*** The Board of Trustees shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such person. The Board of Trustees may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board of Trustees shall give notice to, and obtain approval by, the active members of SAPC of the Corporation for any decision to indemnify; however, no person shall be entitled to indemnification under this section unless such indemnification is either (a) required by law or (b) is permitted by law and expressly authorized or approved by the Board of Trustees.

Section 3. ***Binding and nonexclusive.*** A person who at any time after the adoption of this Bylaw serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any their rights to which such person may be entitled apart from the provision of this bylaw.

Section 4. ***Insurance.*** In addition to the foregoing, the Board of Trustees shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer,

employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted or incurred in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability.

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Denise Pineno, Clerk of Session/Secretary of the  
Corporation

Adopted by the Session/Board of Trustees on February 18, 2025.

## Exhibit A

### CONFLICTS OF INTEREST POLICY

**PURPOSE.** The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, Trustee, or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

#### **DEFINITIONS.**

**Interested Person.** Any Director, Trustee, principal officer, or member of a Committee (including the Administration Group and Personnel Committee) with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or

a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

#### **PROCEDURES.**

**Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Directors, Trustees, and members of Committees with Board delegated powers considering the proposed transaction or arrangement.

**Determining whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon, and he or she shall not be counted in the determination of "majority" but shall still count toward the determination of a quorum. The remaining Board or Committee members shall decide if a conflict of interest exists.



## Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board or Committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

The chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors or Trustees whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

## Violations of the Conflicts of Interest Policy.

If the Board or Committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**RECORDS OF PROCEEDINGS.** The minutes of the Board and all Committee with Board-delegated powers shall contain:

the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**COMPENSATION COMMITTEES.** A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

**ANNUAL STATEMENTS.** Each Director, Trustee, principal officer and member of a Committee with Board delegated powers shall annually sign a statement which affirms that such person:

has received a copy of the conflicts of interest policy,

has read and understands the policy,

has agreed to comply with the policy, and

understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**PERIODIC REVIEWS.** To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

Whether agreements entered into by the Corporation further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

**USE OF OUTSIDE EXPERTS.** In conducting the periodic reviews provided above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.