

Bylaws

Corporation of

Collegiate Presbyterian Church of Ames, Iowa

an Iowa Nonprofit Corporation

Preamble

The Collegiate Presbyterian Church includes two integrated entities: 1) Collegiate Presbyterian Church, a Congregation of the Presbyterian Church (U.S.A.), hereinafter the **Congregation**, and 2) the Collegiate Presbyterian Church of Ames, Iowa, a corporation of the State of Iowa, hereinafter the **Corporation**. These Bylaws relate to the Corporation.

At the Congregation's founding in 1911, Articles of Incorporation were approved. Collegiate Presbyterian Church of Ames was first incorporated for a term of 50 years under the laws of the State of Iowa providing for the incorporation of organizations not for pecuniary profit. In 1951 the Corporation re-incorporated, again for a term of 50 years. Then in 1970, with a name change to Collegiate Presbyterian Church of Ames, Iowa, the Corporation re-incorporated with a perpetual lifetime. The Articles of Incorporation were restated in 1970 and amended in 1984 to reflect the reunion of the United Presbyterian Church in the United States of America and the Presbyterian Church in the United States to form the Presbyterian Church (U.S.A.), hereinafter **PC(USA)**.

As a part of the PC(USA), Collegiate Presbyterian Church is connected to the larger structure of church governance. This mutual interconnection is an expression of the unity within the PC(USA). These Bylaws are intended to be in accordance with the Constitution of the PC(USA), which governs all affiliated entities. If conflict between these Bylaws and the Constitution of the PC(USA) occurs, the Constitution as defined by the current *Book of Order* shall prevail, subject at all times to compliance with Chapter 504 of the Iowa Code, as hereafter amended, or by any similar or replacement statute hereafter enacted.

ARTICLE I. Purpose, Governing Documents, Offices

Section 1. Purposes: This Corporation is organized and shall be operated exclusively and irrevocably for charitable, educational, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Corporation's purposes are

- to receive, hold, encumber, and transfer real property for the Congregation;
- to accept and execute deeds of title to such property; and
- to hold and defend title to such property for the use and benefit of the Congregation and the PC(USA).

Section 2. Governing Documents: The governing documents of the Corporation are the Articles of Incorporation of the Corporation, these Bylaws, the Constitution of the PC(USA), and laws of the State of Iowa relating to nonprofit corporations. The Constitution of the PC(USA) consists of the *Book of Order* and the *Book of Confessions*. Where not otherwise specified by one of these governing documents, *Robert's Rules of Order Newly Revised* (current edition) shall be used for parliamentary guidance.

Section 3. Principal Office in Iowa: The principal office of the Corporation is located at 159 Sheldon Avenue, Ames, Iowa 50014-4001. The principal office of the Corporation shall be located at the offices of the Congregation. The principal office of the Corporation may change from time to time, and any such changes shall be noted in the minutes of the Corporation.

Section 4. Registered Office and Registered Agent: The principal office of the Corporation is also the registered office of the Corporation. The registered office of the Corporation may change from time to time, and any such changes shall be noted in the minutes of the Corporation. The registered agent shall be the Secretary of the Board of Directors. Any changes with respect to the registered office or registered agent of the Corporation shall be filed with the Iowa Secretary of State.

Section 5. Other Offices: The Corporation may have other offices at such other place or places, either within or without the State of Iowa, as the Board of Directors may from time to time determine in accordance with Articles III and IV below or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

ARTICLE II. Membership, Officers, and Meetings

Section 1. Members of the Corporation: The active members of the Congregation eighteen (18) years of age and older shall constitute the members of this Corporation (hereinafter the **Members**).

Section 2. Officers: The following, duly selected in accordance with the Bylaws of the Congregation, shall serve as officers of the Corporation:

- A. President: That member of Session serving as the President of the Board of Trustees shall serve as President of the Corporation. In the event of a vacancy in the office of the President, the Board of Directors shall appoint an Interim President of the Corporation. The President shall preside at meetings of the Corporation and the Board of Directors.
- B. Secretary: The Clerk of Session shall serve as Secretary of the Corporation. The Secretary shall record the minutes of meetings of the Corporation and of its Board of Directors.
- C. Treasurer: The Treasurer of the Congregation shall serve as Treasurer of the Corporation. The Treasurer shall be responsible for filing any and all tax and other financial reports as required by applicable law.

Except as otherwise stated in this Section 2, officers of the Corporation need not be members of the Board of Directors.

Section 3. Meetings of the Corporation

- A. Annual Meeting: The Annual Meeting of the Members shall be held at the same place and the same time as the Annual Meeting of the Congregation.
- B. Special Meetings: Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Moderator of the Session, by the Board of Directors, by the Session, or by the written request of one-tenth (10%) of the Members, describing the purpose for which it is to be held. Only those matters that are within the purpose described in the meeting notice may be considered at any special meeting of the Members.
- C. Notice of Meetings: Notice of a special meeting shall be given in all worship services of the Congregation on two successive Sundays. If any annual or special meeting of the Members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.
- D. Place of Meetings: Meetings shall be held at the place of worship of the Congregation unless otherwise stated in the notice.
- E. Conduct of Meetings: Meetings shall be conducted by the President of the Corporation or by another as specified in Article IV, Section 6.A.
- F. Quorum and Voting: The quorum required to conduct business at a meeting of the Members shall be one-tenth (10%) of the Members. Each Member present in person at either an annual or a special meeting is entitled to one vote. No Member shall vote by proxy. The affirmative vote of a majority of the Members voting at a meeting at which a quorum is present shall be required to adopt a proposal at any meeting of the Members, except when a greater majority is required.

ARTICLE III. Board of Directors

Section 1. General Powers: All corporate powers shall be exercised by and under the authority of the Board of Directors, and the affairs of the Corporation shall be managed under the direction of, and subject to the oversight of, the Board of Directors.

Section 2. Appointment of Directors: The Ruling Elders of the Session who are eighteen (18) years old or older shall be the Directors of the Corporation.

Section 3. Records: The Secretary of the Corporation shall record the minutes of the meetings of the Board of Directors. The Board of Directors shall keep these minutes and other books and records of the Corporation at such place or places, within the State of Iowa, as the Board may from time to time determine.

Section 4. Standards of Conduct: Each member of the Corporation's Board of Directors, when discharging the duties of a Director, shall act in good faith and in a manner the Director reasonably believes to be in the best interests of the Corporation.

Section 5. Compensation: No Director, committee member, officer, or volunteer of the Corporation shall receive any compensation for services performed in his or her capacity as a Director, committee member, officer, or volunteer. Directors, committee members, volunteers, and officers shall be entitled to receive reimbursement for any amounts personally expended for or on behalf of the Corporation while performing their duties as such, provided such amounts are reasonable and approved by the Board of Directors.

ARTICLE IV. Meetings of the Board of Directors

Section 1. Quorum and Manner of Acting: A majority of the number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business. At all meetings of Directors, a quorum being present, the act of the majority of the Directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Any or all Directors may participate in or conduct a regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by these means shall be deemed to be present in person at the meeting. No Director shall vote by proxy.

Section 2. Action without a Meeting: Except to the extent the Articles of Incorporation or these Bylaws otherwise require that action by the Board of Directors be taken at a meeting, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each Director signs a written consent describing the action to be taken and delivers it to the Corporation. Any action so taken shall be the act of the Board of Directors when one or more consents signed by all of the Directors are delivered to the Corporation. The written

consent or consents may specify the time at which the action taken is to be effective. Any action taken by this written consent procedure shall have the effect of action taken at a meeting of the Directors.

A Director may withdraw his or her consent by revocation signed by the Director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the Directors.

Section 3. Place of Meetings: The Board of Directors may hold its meetings at such place or places, within the State of Iowa, as the Board may from time to time determine.

Section 4. Annual Meetings: The Annual Meeting of the Board of Directors for the appointment of officers shall be held each year in January at the same place and time as the January meeting of the Session, unless otherwise determined by the Board of Directors.

Section 5. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President or any two or more of the Directors at such time and place in the State of Iowa as may be specified in the respective notices or waivers of notices thereof.

- A. Notice: Notice of each special meeting shall be given to each Director at least three (3) days before the date on which the meeting is to be held and may be communicated in person or by U.S. Mail, telephone, voice mail, e-mail, or other electronic transmission. Notice of any special meeting shall not be required to be given to any Director who shall waive notice of such meeting in writing, including electronic transmission, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all the Directors shall be present thereat.
- B. Waiver of Notice: A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity herewith, objects to lack of notice and does not thereafter vote for or assent to the objectionable action.

Section 6. Conduct of Meetings

- A. Presiding Officer: At all meetings of the Board of Directors, the President or, in his or her absence, the Director designated by the Directors in attendance at the meeting, shall serve as moderator of the meeting.
- B. Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors from time to time may determine by resolution.

ARTICLE V. Execution of Instruments, Borrowing of Money, and Deposit of Corporate Funds

Section 1. Execution of Instruments: All instruments of assignment, transfer, conveyance, release, and contract requiring execution by the Corporation shall be signed by an officer or agent authorized to do so by the Board of Directors.

Section 2. Real Property: Except as authorized by the Board of Directors with the written permission of the Presbytery of North Central Iowa (or its successor), no officer or agent of the Corporation shall

- sell, assign, transfer, convey, lease, mortgage, or otherwise dispose of or encumber in any manner any real property of the Corporation; or
- acquire real property subject to an encumbrance or condition.

Such authority may be general or confined to specific instances.

Section 3. Loans and Other Obligations: Except as authorized by the Board of Directors, no officer or agent of the Corporation shall

- effect loans or advances on behalf of the Corporation;
- expend funds of the Corporation except as authorized within a budget adopted by the Board of Directors or Session;
- enter into contracts on behalf of the Corporation; or
- otherwise bind the Corporation.

Such authority may be general or confined to specific instances.

Section 4. Deposits: All funds received by the Corporation, not otherwise employed, shall be deposited from time to time in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents, authorized to do so by the Board of Directors.

ARTICLE VI. Miscellaneous Provisions

Section 1. Fiscal Year: The fiscal year of the Corporation shall be the same as the fiscal year of the Congregation.

Section 2. Non-Liability: Except as otherwise provided by law, a Director, officer, employee, or volunteer of the Corporation is not liable for the Corporation's debts or obligations, and a Director, officer, employee or volunteer is not personally liable in that capacity to any person for a claim based upon any action taken or failure to take any action in the discharge of the person's duties, except liability for

- the amount of any financial benefit to which the person was not entitled;
- an intentional infliction of harm on the Corporation;

- a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act (or any successor statute, as amended from time to time); or
- an intentional violation of criminal law.

If Iowa law is hereafter changed to permit further elimination or limitation of the liability of Directors, officers, employees, or volunteers for monetary damages to the Corporation, then the liability of such Director, officer, employee, or volunteer of the Corporation shall be eliminated or limited to the full extent then permitted. The Directors, officers, employees, or volunteers of the Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Section 3. Indemnification: Except as otherwise provided by law, a Director, officer, employee, or volunteer of this Corporation shall be indemnified to the fullest extent possible by the Corporation for liability to any person for any action taken, or any failure to take any action, as a Director, officer, employee, or volunteer of this Corporation, except with regard to any action, suit, or proceeding by or in the right of the Corporation or with respect to any liability for any of the following:

- receipt of a financial benefit to which the person is not entitled;
- an intentional infliction of harm on the Corporation;
- a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or
- an intentional violation of criminal law.

Section 4. Non-Exclusivity: The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise. Any repeal or amendment of this Article shall not adversely affect any right or protection of a Director, officer, employee, or volunteer existing at the time of such repeal or amendment.

Section 5. Prohibited Transactions: No part of the net earnings of this Corporation shall inure to the benefit of any individual and no part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 6. Dissolution and Termination: Upon the dissolution or termination of this Corporation, whether voluntary or involuntary, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, and at all times in a manner consistent with the constitution of PC(USA), dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the

County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. Amendments to Bylaws

Section 1. Compliance with the Constitution of the PC(USA): Amendments to these Bylaws must not conflict with the Constitution of the PC(USA) or with rulings of the Presbytery or higher councils.

Section 2. Proposal of Amendments: Amendments to these Bylaws may be proposed

- by the Board of Directors upon a majority vote of the Board of Directors; or
- by the Members upon written petition to the Board of Directors setting forth the proposed amendment, which petition has been signed by no fewer than one-tenth (10%) of the Members.

Section 3. Amendment Procedure: Once an amendment is proposed, the Board of Directors shall call and conduct a meeting of the Members in accordance with the procedures described in Article II of these Bylaws. Assuming the presence of a quorum, a proposed amendment to these Bylaws shall be adopted only by the affirmative vote of two-thirds (66 $\frac{2}{3}$ %) of Members present and voting at the called meeting of the Members. The provisions of this Article are subject in all respects to the limitations stated in Section 1 of this Article.

Section 4. Effective Date: As soon as the proposed amendments have been adopted as herein provided, results of the vote shall be announced by the presiding officer and declared approved, whereupon such amendments shall be in full force of effect, unless the Members set a later date for implementation.

Adopted at a meeting of Members on April 22, 2018, to be effective June 1, 2018.

Ruth H. Hill, Secretary