

BY-LAWS
OF
WESTTOWN PRESBYTERIAN CHURCH IN AMERICA, INC.

(A Particularized Church within the Southwest Florida Presbytery of the Presbyterian
Church in America [PCA])

ARTICLE I

PURPOSES

SECTION 1: Permitted Activities: The purposes for which the Corporation is organized are to function as a particularized church within the PCA and to engage in such activities as are authorized for a PCA church pursuant to the Constitution and the Book of Church Order of the Presbyterian Church in America, Inc.; subject to the restrictions and limitations herein set forth in the Articles of Incorporation and these By-Laws. The Corporation has been organized exclusively for religious purposes as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and in connection therewith shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, benevolent, eleemosynary, and educational purposes either directly or by contributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers of a nonprofit corporation provided in Florida Statutes, particularly the Florida Nonprofit Corporations Act (Chapter 617, Florida Statutes) that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain and sell real estate; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, and may be granted to nonprofit corporations under the laws of the State of Florida. *(Added March 10, 2022)*

SECTION 2: Prohibited Activities: The Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director or individual. Notwithstanding any other provision of the Articles of Incorporation, this Corporation will not carry on any other activities not permitted to be carried on by:

- a. a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law, or
- b. a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the Corporation:

1. Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.
2. Carry on propaganda or attempt to lobby or influence legislation.
3. Intervene in any political campaign or to endorse any candidate for public office.
4. Do any of the following:
 - i. Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;
 - ii. Pay excessive salaries or other compensation over a reasonable allowance to;
 - iii. Make any part of the Corporation's services available on a preferential basis to;
 - iv. Make substantial purchases of securities or other property for less than adequate consideration from;
 - v. Sell any substantial part of the property of the Corporation for less than adequate consideration to; or
 - vi. Engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation in which any of the foregoing either directly or indirectly control fifty-one percent (51%) of the total combined voting power of such corporation. *(Added March 10, 2022)*

SECTION 3: Responsibilities:

The Board of Directors and its officers will manage the business affairs of the Corporation as specified in Section 1 above. Responsibility for the ecclesiastical affairs of the Church is given to the officers of the Church, consisting of the Ruling Elders (which constitute the Session) and Deacons. The powers and duties of

the directors and officers of the Corporation are limited to the business affairs of the Corporation, and must not infringe upon the powers and duties of the Session or the Board of Deacons.

The general oversight and spiritual guidance for the Church shall be the Session, with Ruling Elders elected by the Communing Members of the Congregation as stated in Article III. The function of Elders and the Session are defined by the Book of Church Order (Chapters 8 and 12) of the Presbyterian Church in America, Inc. Each elected Ruling Elder will serve one three (3) year term and may continue on the Session for one (1) additional three (3) year term, after which he must take a minimum one (1) year sabbatical leave, after which, the Elder may be re-nominated and elected to serve again on the Session for the same duration. The number of Ruling Elders will be recommended by the Session and approved by the members.

The members shall elect a Board of Deacons, which shall see to the management of the property and the physical needs of the congregation under the direction of the Session. The function of Elders is defined by the Book of Church Order (Chapter 9) of the Presbyterian Church in America, Inc. The Board of Deacons will elect one Deacon or Elder to chair the Finance Committee of the Corporation and serve as an ex officio voting member of the Board of Directors and as President of the Corporation. *(Added March 10, 2022)*

ARTICLE II

MEMBERS

SECTION 1. Qualifications for Membership. Members shall be those persons approved by the Session of the Church in the manner set forth in the Constitution and Book of Church Order of the Presbyterian Church in America, Inc.

SECTION 2. Annual Meeting. The annual meeting of members shall be held at the location at which the members regularly meet for Christian worship (currently at 13521 Race Track Road, Tampa, Florida 33626), or at such other place as the officers or Board of Directors may from time to time determine, on a date to be determined by the officers or directors. The Secretary shall give notice of the annual meeting of the members by announcing orally at Sunday worship services on at least two consecutive Sundays (the last of which may be the date of the annual meeting of the members) or in writing not less than fourteen (14) nor more than sixty (60) days prior to such meeting. *(Amended March 10, 2022)*

SECTION 3. Special Meetings. Special meetings of members other than those regulated by Florida Nonprofit Corporations Act, may be called at any time by a majority of the directors. Notice of such meeting stating the purpose for which it is called shall be given orally or in writing not less than seven (7) days before the date set for such meeting. If mailed, it shall be directed to a member at his address as it appears on the

membership book; but at any meeting of which all members shall be present, or of which members not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by twenty-five (25%) percent of the membership of the Corporation or as otherwise provided in the Book of Church Order of the Presbyterian Church in America, Inc., Chapter 25-2. The President may in his discretion call a special meeting of members upon seven (7) days' notice. No business other than that specified in the call for the meeting, shall be transacted at any meeting of the members, except upon the unanimous consent of all the members entitled to notice thereof. Special meetings may be held within or without the State of Florida.

SECTION 4. Voting. At all meetings of the members, each member of the Corporation shall be entitled at each proposal presented at the meeting, to one vote. Votes may be cast in person or by written authorized proxy.

SECTION 5. Proxy. Each proxy must be executed in writing by the member of the Corporation, or his duly authorized attorney. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless it shall have specified therein its duration.

SECTION 6. Quorum. Twenty-five (25%) percent of the resident communing members entitled to vote, or as otherwise provided in the Book of Church Order of the Presbyterian Church in America, Inc., Chapter 25-3, shall constitute a quorum at any membership meeting, but any number of members even if less than a quorum, may vote on any issue that does not require a quorum vote under the Articles or the By-Laws.

SECTION 7. Record Date. The Board of Directors may fix a date not more than seventy (70) days prior to the date set for a meeting of members as the record date as of which the members of record who have the right to and are entitled to notice of and to vote at the meeting and any adjournment thereof shall be determined.

ARTICLE III

DIRECTORS

SECTION 1. Number. The affairs and business of this Corporation shall be managed and its corporate powers exercised by a Board of Directors composed of not less than three (3) persons nor more than six (6) persons. The number of members of the Board of Directors shall be set by resolution of the members, but shall not be decreased in a manner which reduces the term of any elected director. All of the Directors shall be 18 years of age or older, male or female members of the Congregation, and citizens or permanent

residents of the United States. The term "Trustee" may be equally used for designating the directors of the Corporation. The Board of Directors shall consist of two *ex officio* voting members (consisting of (i) the Chair of the Westtown Finance Committee and (ii) the Clerk of the Session) and between 1 and 4 directors elected "at large" to staggered three (3) year terms, as specified in Article III, Section 3. *(Amended March 10, 2022)*

SECTION 2. How Elected. At the annual meeting of the members, the members shall elect from the persons nominated by the members, the number of "at large" directors necessary to fill any vacancies and to succeed the directors whose terms have expired. In the member vote for "at large" directors, members shall be entitled to vote for as many nominees as there are "at large" director positions to be filled, and the nominees having the highest number of votes shall be elected as "at large" directors. *(Amended March 10, 2022)*

SECTION 3. Terms of Office. The term of office of the *ex officio* voting directors shall correspond with the term of their offices as Chair of the Westtown Finance Committee or the Clerk of the Session, respectively. Each of the directors elected at large shall have staggered terms of three (3) years, with as close to an equal number of at large directors being elected each year. In the initial election of at large directors, one-third of the directors shall be elected for one (1) year; one third (1/3) elected for two (2) years and one-third (1/3) elected for three (3) years. If the number of "at large" directors cannot be evenly divided by three, the remaining director(s) shall be elected to a three (3) year term and, if necessary, a two (2) year term. Thereafter, each director shall be elected for a three (3) year term, and thereafter until his successor has been elected and qualified. "At large" directors elected to fill a vacancy arising during the incumbent's 3-year term shall be elected for a term equal to the unexpired term of the incumbent director whose departure created the vacancy. *(Amended March 10, 2022)*

SECTION 4. Duties. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such directors shall in all cases act as a Board, regularly convened, by majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the company as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Florida.

SECTION 5. Directors' Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon the written request of a majority of the directors. Directors' meetings may be held within or without the State of Florida.

SECTION 6. Notice of Meetings. Notice of meetings other than the regular annual meeting, shall be given by service upon each director in person, by telephone call or by mailing to him at his last known post office address, at least seven (7) days before the date therein designated for such meeting including the day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting, and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted as if the meeting had been duly called.

SECTION 7. Voting. At all meetings of the Board of Directors, each director is to have one vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Vacancies. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term ending at the next annual meeting by majority vote of the remaining directors. At the next annual meeting, the members shall elect an "at large" director to fill the remaining portion of the three (3) year term that was vacated. *(Amended March 10, 2022)*

SECTION 9. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time by a majority vote of the members at any special meeting called for the purpose.

SECTION 10. Waiver of Notice. Whenever by statute, the provisions of the Articles of Incorporation or these By-Laws, the members or the Board of Directors are authorized to take any action after notice, such notice may be waived, in writing, before or after the holding of the meeting, by the person or persons entitled to such notice, or, in the case of a member, by his attorney thereunto authorized.

SECTION 11. Quorum. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, no more than thirty (30) days later. The number of directors who shall be present at any meeting of the Board of Directors in order to constitute a quorum for the transaction of any business of any specified item of business shall be a majority of the directors. If a quorum shall not be present at any meeting of the Board of Directors, those present may adjourn the meeting from time to time, until a quorum shall be present.

SECTION 12. Executive Committee. The Board of Directors may, by resolution, designate two or more of their number to constitute an Executive Committee, who, to the extent provided in such resolution,

shall have and may exercise the powers of the Board of Directors, subject to restrictions under the laws of Florida.

ARTICLE IV

OFFICERS

SECTION 1. Officers. The Corporation shall have a President, a Vice President, Secretary and a Treasurer, and such other officers as shall be elected, from time to time, by the Board. Any person may hold two or more offices. The Chair of the Westtown Finance Committee shall serve as the President of the Corporation. The Clerk of Session shall serve as the Secretary of the Corporation. Other officers shall be elected by the Board, to serve for terms of one (1) year and until their successors shall have been elected and qualified. (*Amended March 10, 2022*)

SECTION 2. Election. All designated officers of the corporation shall be appointed annually by the Board. Officers need not be members of the Board. The Board may appoint such other officers, agents, and employees as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board.

SECTION 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT. The President shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of directors, and shall preside at all meetings of the members and Board of Directors unless a Chairman is elected as one of the officers of the Corporation, in which case the Chairman of the Board shall preside.

VICE PRESIDENT. The Vice President shall preside in the President's absence and assume his duties and any others, designated by the Board of Directors.

SECRETARY. The Secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the members and Board of Directors, send out all notices of meetings, and perform such other duties as may be prescribed by the Board of Directors or President.

TREASURER. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meetings of members and whenever else required by the Board of Directors or President, and shall perform such other duties as may be prescribed by the Board of Directors or President.

SECTION 4. Bond. The Treasurer shall if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

SECTION 5. Vacancies, How Filled. All vacancies in any office shall be filled by the Board of Directors or by the Members without undue delay at a regular meeting or at a meeting specially called for that purpose. In the case of the absence of any officer of the Corporation or for any reason that the Board of Directors may deem sufficiently, the Board may, except as specifically otherwise provided in these By- laws, delegate the powers or duties of such officers to any other officer or director for the time being, provided the majority of the entire Board concur therein.

SECTION 6. Compensation of Officers. The officers shall receive no salary or compensation but may be reimbursed for out-of-pocket expenses as may be determined by the Board of Directors.

SECTION 7. Removal of Officers. The Board of Directors may remove any officer by a majority vote, at any time with or without cause.

ARTICLE V

SEAL

The corporate seal shall have the name of the Corporation inscribed thereon, and may be facsimile, engraved, printed or an impression seal. The following shall constitute the official seal until further notice:

ARTICLE VI

AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by majority vote of the members at any regular meeting of the Corporation or at a special meeting called for that purpose provided a quorum is present. Such changes must be distributed to the members at least 30 days in advance of the meeting by distribution in person, by mail or email to the members. *(Amended March 27, 2022)*

ARTICLE VII

DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be distributed (a) to one or more religious, charitable and benevolent organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future revenue law; or (b) to the Federal, State, or local government for exclusive public purposes. The Board of Directors shall by resolution determine the recipients of the residual assets of the Corporation upon dissolution. None of the residual assets of the Corporation may be distributed to any member, officer or director of this Corporation. *(Amended March 10, 2022)*

As approved July 27, 2006, and with amendments approved on March 10, 2022.