

**CODE OF REGULATIONS
OF
PRESBYTERY OF SCIOTO VALLEY**

ARTICLE I

The Corporation

Section 1.01. Name and Organizational Structure. The Presbytery of Scioto Valley (hereinafter the “Corporation”) is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.02. Tax Status and Purposes. In accordance with the status of the Corporation as an organization formed exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the “Code”), the Corporation is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

Section 1.03. The Corporation shall function as a governing body within the Presbyterian Church (U.S.A.) in accordance with the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE II

Members

Section 2.01. Eligibility for Membership. Only commissioners selected in accordance with the Constitution of the Presbyterian Church (U.S.A.) shall be members of the Corporation within the meaning of the Ohio Nonprofit Corporation Law and shall be entitled to vote in the election of the members of the Board of Trustees of the Corporation.

Section 2.02. Roll of Members. The roll of active members shall be established and maintained by the Stated Clerk of the Presbytery as prescribed by the Constitution of the Presbyterian Church (U.S.A.).

Section 2.03. Annual and Special Meetings. There shall be an annual meeting of the members of the Corporation. Special meetings of the members of the Corporation also may be called at any time by the Board of Trustees.

Section 2.04. Place and Time. Any meeting of the members of the Corporation shall be held at the place and time permitted by the Constitution of the Presbyterian Church (U.S.A.). Any stated or called meeting of the members of the Corporation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 2.05. Notices. Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirement of meetings of presbyteries in the Constitution of the Presbyterian Church (U.S.A.).

Section 2.06. Proxy Voting. Voting by proxy is prohibited.

Section 2.07. Quorum. A quorum shall consist of ten (10) percent of the active members of the Corporation (five (5) percent being Ministers of Word and Sacrament on the active roll of the Corporation and five (5) percent being elders each representing a different church on the roll of the Corporation).

ARTICLE III

Board of Directors

Section 3.01. Power and Authority of Members of the Board of Trustees. Except as otherwise provided by law, the Articles of Incorporation, these Regulations or the Constitution of the Presbyterian Church (U.S.A.), the authority to carry out the business affairs of the Corporation shall be exercised by the Board of Directors, which shall consist of (and hereinafter be referred to as) the “Board of Trustees,” elected in accordance with the Constitution of the Presbyterian Church (U.S.A.) and the Bylaws and Operations Manual. The members of the Board of Trustees serving hereunder shall constitute the directors of the Corporation and shall have the power, authority and responsibilities of and shall perform the functions provided for members of the Board of Directors under the Ohio Nonprofit Corporation Law.

Section 3.02. Provisions Relating to Members of the Board of Trustees.

A. Number. The Board of Trustees shall be comprised of twelve (12) members and a chairperson.

B. Term and Election. The members of the Board of Trustees elected as set forth herein shall serve for terms of three years each, with one third of the membership of the Board of Trustees elected each year. Members of the Board of Trustees may be reelected in accordance with the Constitution of the Presbyterian Church (U.S.A.) to a second term of three years and may serve no more than six consecutive years.

The election of members of the Board of Trustees shall be made at the annual meeting of the Corporation, or if action is not then taken, or if there is a vacancy, the election may be made at any regular or special meeting of the Corporation for which notice is given as provided in the Constitution of the Presbyterian Church (U.S.A.).

C. Resignation and Removal. Any member of the Board of Trustees, by notice in writing to the Board of Trustees, may resign at any time by resigning as a member of the Board of Trustees. Except as otherwise provided in the Articles of Incorporation or these Regulations, any member of the Board of Trustees may be removed from office, with or without cause, by a majority vote of the members of the Corporation at a duly called meeting of the members of the Corporation.

Section 3.03. Quorum and Voting.

A. Quorum. Except as otherwise provided in the Articles of Incorporation or these Regulations, a majority of the members of the Board of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

B. Voting. Except as otherwise provided in the Articles of Incorporation or these Regulations, each member of the Board of Trustees then in office shall have one (1) vote, and the vote of a majority of the members of the Board of Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees.

Section 3.04. Notice of Meetings of the Board of Trustees. Notice of the place, date and time of each meeting of the Board of Trustees shall be given to each member of the Board of Trustees not more than (90) days nor less than seven (7) days before the date of such meeting. Any notice referred to in this Section 3.04 may be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid. The purposes of a special meeting shall accompany said notice as required by the Constitution of the Presbyterian Church (U.S.A.). Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the members of the Board of Trustees in accordance with each member's personal information specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any member of the Board of Trustees who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any member of the Board of Trustees either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

Section 3.05. Meetings of the Board of Trustees.

A. Regular Meetings. Regular meetings of the Board of Trustees, including the annual meeting, shall be at such place (within or without the State of Ohio), date and time as may be fixed by the Board of Trustees or by the President.

B. Special Meetings. Special meetings of the Board of Trustees may be called in accordance with the Constitution of the Presbyterian Church (U.S.A.). Members of the Board of Trustees may call a meeting of the Board of Trustees by delivering a written request to the Secretary for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 3.04) for the meeting to be called.

Section 3.06. Attendance and Participation at Meetings. Members of the Board of Trustees may attend and participate in any meeting of the Board of Trustees through any communications equipment if all persons participating can hear each other.

ARTICLE IV

Committees

Section 4.01. Committees. The Board of Trustees may from time to time create committees of the Board of Trustees consisting of one (1) or more members of the Board of Trustees and appoint the members thereof. The Board of Trustees also may appoint advisory committees consisting of members of the Board of Trustees and/or persons who are not members of the Board of Trustees provided that at least one (1) member of the Board of Trustees shall be a member of each such committee. The Board of Trustees may prescribe or limit the powers and duties of any committee of the Board of Trustees.

Section 4.02. Committee Limitations.

A. Each committee of the Board of Trustees shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees or in making reports to the Board of Trustees and shall be subject to the control and direction of the Board of Trustees. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, each committee shall act by a majority vote of the whole number of its members.

B. No committee shall have the authority to:

- (1) approve any action for which the approval of the Board of Trustees is required by the Ohio Nonprofit Corporation Law;
- (2) establish committees of the Board of Trustees or appoint members thereof; or
- (3) fill vacancies on the Board of Trustees or any committee.

ARTICLE V

Officers

Section 5.01. Election. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers as the Board of Trustees may from time to time designate. Election of officers shall take place at each annual meeting of the Board of Trustees or, if action is not then taken or if there is a vacancy, at any regular or special meeting of the Board of Trustees for which notice is given as provided in Section 3.04. The same individual may be elected to more than one (1) office except that the offices of President and Secretary shall not be held simultaneously by the same person. All officers shall be elected for a one year term.

Section 5.02. President. The President shall, subject to the direction of the Board of Trustees, have general supervision, direction and control of the business of the Corporation. The President shall have such powers and duties as may be prescribed by the Board of Trustees or these Regulations consistent with the Constitution of the Presbyterian Church (U.S.A.).

Section 5.03. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Trustees, shall be the custodian of all books, records, papers and property of the

Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. The Secretary shall have such additional powers and duties as may be prescribed by the Board of Trustees or these Regulations consistent with the Constitution of the Presbyterian Church (U.S.A.).

Section 5.04. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. The Treasurer shall have such additional powers and duties as may be prescribed by the Board of Trustees or these Regulations consistent with the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE VI

Indemnification and Insurance

Section 6.01. Mandatory Indemnification. The Corporation shall indemnify any officer or member of the Board of Trustees of the Corporation 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 (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a member of the Board of Trustees, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a member of the Board of Trustees, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 6.01 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, rebut such presumption.

Section 6.02. Court-Approved Indemnification. Anything contained in these Regulations or elsewhere to the contrary notwithstanding:

A. the Corporation shall not indemnify any officer or member of the Board of Trustees of the Corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a member of the Board of Trustees, officer, employee, agent or volunteer of the

Corporation, or is or was serving at the request of the Corporation as a member of the Board of Trustees, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

B. the Corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 6.02.

Section 6.03. Indemnification for Expenses. Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or member of the Board of Trustees of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

Section 6.04. Determination Required. Any indemnification required under Section 6.01 and not precluded under Section 6.02 shall be made by the Corporation only upon a determination that such indemnification of the officer or member of the Board of Trustees is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.01. Such determination may be made only:

A. by a majority vote of a quorum of members of the Board of Trustees of the Corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding;

B. if such a quorum is not obtainable or if a majority of a quorum of disinterested members of the Board of Trustees so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Corporation, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five (5) years; or

C. by the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any such determination may be made by a court under division (C) of this Section 6.04 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied

or disregarded by the disinterested members of the Board of Trustees under division (A) or by independent legal counsel under division (B) of this Section 6.04). No decision for any reason to make any determination required under this Section 6.04, and no decision for any reason to deny any such determination, by the disinterested members of the Board of Trustees under division (A) or by independent legal counsel under division (B) of this Section 6.04 shall be evidence in rebuttal of the presumption recited in Section 6.01. Any determination made by the disinterested members of the Board of Trustees under division (A) or by independent legal counsel under division (B) of this Section 6.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 6.05. Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 6.01 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or member of the Board of Trustees promptly as such expenses are incurred by him or her, but only if such officer or member of the Board of Trustees shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

A. if it shall ultimately be determined as provided in Section 6.04 that he or she is not entitled to be indemnified by the Corporation as provided under Section 6.01; or

B. if, in respect of any claim, issue or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 6.06. ARTICLE VI Not Exclusive. The indemnification provided by this ARTICLE VI shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or these Regulations or any agreement, vote of disinterested members of the Board of Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or member of the Board of Trustees of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6.07. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-

insurance, on behalf of any person who is or was a member of the Board of Trustees, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a member of the Board of Trustees, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE VI. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 6.08. Certain Definitions. For purposes of this ARTICLE VI, and as examples and not by way of limitation:

A. A person claiming indemnification under this ARTICLE VI shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

B. References to an “other enterprise” shall include employee benefit plans; references to a “fine” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a member of the Board of Trustees, officer, employee, agent or volunteer of the Corporation which imposes duties on, or involves services by, such member of the Board of Trustees, officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” within the meaning of that term as used in this ARTICLE VI;

C. The term “volunteer” shall mean a member of the Board of Trustees, officer or agent of the Corporation, or another person associated with the Corporation, who (i) performs services for or on behalf of, and under the authority or auspices of, the Corporation, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Corporation and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this ARTICLE VI, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

Section 6.09. Venue. Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE VI may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit or proceeding.

ARTICLE VII

Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Trustees.

Section 7.02. Bylaws and Standing Rules. The corporation shall cause to be created such bylaws and standing rules as the corporation deems necessary, providing that they are consistent with and not contrary to the Constitution of the Presbyterian Church (U.S.A.), the Articles of Incorporation, the laws of the state of Ohio, and the Code of Regulations of the Corporation.

Section 7.03. Amendments. Unless otherwise provided in the Articles of Incorporation or these Regulations or as otherwise required by law, the Articles of Incorporation and these Regulations may be amended, in whole or in part, at a meeting called for that purpose by the affirmative vote of a majority of the whole number of members of the Corporation, provided that a full reading of the proposed changes or a distribution by any printed or electronic means of the same shall have been made in connection with the call of the meeting.

Section 7.04. All Property Held in Trust. Any and all property, now or hereinafter held by the Corporation, or to which the Corporation is entitled, shall be held in trust for the benefit of the Presbyterian Church (U.S.A.).

Section 7.05. Particular Property Requirements. When buying, selling, or mortgaging real property, the Board of Trustees shall act only after the approval of the members of the Corporation granted in a duly constituted meeting.

Section 7.06. Property Conveyances. Pursuant to the Constitution of the Presbyterian Church (U.S.A.), real property held or acquired by the Corporation will include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the Presbytery of Scioto Valley or its successor in interest, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).