

**AMENDED AND RESTATED CODE OF BY-LAWS**  
**OF**  
**ZIONSVILLE PRESBYTERIAN CHURCH, INC.**

**ARTICLE I**  
**Identification**

The name of the Corporation is Zionsville Presbyterian Church, Inc. (the “Corporation”).

**ARTICLE II**  
**Defined Terms**

**Section 2.01. Defined Term Used but not Defined.** If a term is used in the Code of By-Laws but is not defined herein, then such term shall have the meaning set forth in the Book of Order.

**Section 2.02. Book of Order.** The term “Book of Order” shall mean Part II of The Constitution of the Presbyterian Church (U.S.A.), published in June, 2007, and all succeeding editions thereto.

**Section 2.03. Code of By-Laws.** The term “Code of By-Laws” shall mean these Amended and Restated Code of By-Laws, as adopted by the Members on \_\_\_\_\_, 2009, as amended and modified from time to time.

**Section 2.04. Commissioned Lay Pastor Session Member.** The term “Commissioned Lay Pastor Session Member” shall have the meaning set forth in Section 5.02 of the Code of By-Laws.

**Section 2.05. Corporation.** The term “Corporation” shall mean Zionsville Presbyterian Church, Inc.

**Section 2.06. Member.** The term “Member” shall have the meaning set forth in Section 4.01 of the Code of By-Laws.

**Section 2.07. Moderator.** The term “Moderator” shall mean the person identified in

Section 7.04 of the Code of By-Laws.

**Section 2.08. Nominating Committee.** The term “Nominating Committee” shall have the meaning set forth in Section 8.01 of the Code of By-Laws.

**Section 2.09. Non-Pastoral Session Member.** The term “Non-Pastoral Session Member” shall have the meaning set forth in Section 5.02 of the Code of By-Laws.

**Section 2.10. Pastoral Session Member.** The term “Pastoral Session Member” shall have the meaning set forth in Section 5.02 of the Code of By-Laws.

**Section 2.11. President.** The term “President” shall mean the person identified in Section 7.05 of the Code of By-Laws.

**Section 2.12. Secretary.** The term “Secretary” shall mean the person identified in Section 7.07 of the Code of By-Laws.

**Section 2.13. Session.** The term “Session” shall mean the body of elders described in Article V of the Code of By-Laws.

**Section 2.14. Team.** The term “team” shall mean each group of people established from time to time by the Session as described in Section 5.11 of the Code of By-Laws.

**Section 2.15. Treasurer.** The term “Treasurer” shall mean the person identified in Section 7.08 of the Code of By-Laws.

### **ARTICLE III** **Compliance with the Book of Order**

The Code of By-Laws and all governing documents of the Corporation shall comply with all requirements of the Book of Order, and to the extent there is a conflict between the Code of By-Laws and the Book of Order, the Book of Order shall govern. In addition, all provisions of the Code of By-Laws shall be interpreted in accordance with the applicable provisions of the Book of Order.

**ARTICLE IV**  
**Members**

**Section 4.01. Qualifications of Members.** The Corporation's members (the "Members") shall consist of all active members of Zionsville Presbyterian Church as defined in G-5.0202 of the Book of Order, or any successor provision thereto.

**Section 4.02. Rights of Members.** Only Members who are eighteen years of age or older have the right to vote on any matters related to property or legal business of the Corporation. Except as provided in the immediately preceding sentence of this Section, each Member has the right to vote on all matters that are brought before a meeting of the Members. Voting by proxy is not allowed. The right of a Member to vote and all the Member's right, title and interest in or to the Corporation shall cease on the termination of membership. No Member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation, except for entities exempt from federal income tax under Sections 501(c)(2), (c)(3), (c)(4), and (c)(7) of the Internal Revenue Code of 1986, as amended.

**Section 4.03. Meetings.** All meetings of the Members shall be opened and closed with prayer, shall be conducted in accordance with Robert's Rules of Order and the terms and conditions set forth in G-7.0300 of the Book of Order and shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Session or the Presbytery of Whitewater Valley and specified in the respective notices or waivers of notice thereof. An annual meeting of the Members shall be held each year as designated by the Session and specified in the respective notices or waivers of notice thereof. Special meetings of the Members may be called by the Session or the Presbytery of Whitewater Valley as set forth in G-7.0303 of the Book of Order, or any successor provision thereto. The Moderator shall preside over all meetings of the Members,

and the Secretary of the Corporation shall maintain a record of all actions taken at such meetings.

**Section 4.04. Notice of Meetings.** Notice of any meeting of the Members, including the time, place and purpose for such meeting must be public and given on two successive Sundays prior to the meeting. The meeting may be convened following the notice given on the second Sunday or any day thereafter. Notice of any meeting of Members may be waived in a writing signed by any Member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

**Section 4.05. Quorum.** A quorum of the Members at any meeting of the Members shall be the amount set forth in G-7.0305 of the Book of Order, or any successor provision thereto. The act of a majority of the Members present at a meeting who constitute a quorum shall be the act of the Members.

**Section 4.06. Voting Rights.** Each Member present in person shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the Members. No Member entitled to vote in any election of Non-Pastoral Session Members, deacons or members of the Nominating Committee shall have the right to multiply the number of votes to which such Member may be entitled by the number of Non-Pastoral Session Members, deacons or members of the Nominating Committee to be elected.

## **ARTICLE V** **Session**

**Section 5.01. Functions.** The business, property and affairs of the Corporation shall be managed and controlled by a Session as from time to time constituted.

**Section 5.02. Composition.** The Session shall consist of (a) all active pastors of the Corporation who are ordained by the Presbyterian Church U.S.A. (collectively, the “Pastoral Session Members”), and (b) twelve (12) active non-pastoral elders divided into three (3) equal

classes with terms ending in successive years (collectively, the “Non-Pastoral Session Members”). In addition to the foregoing, a person who has been approved by the Presbytery of Whitewater Valley to pursue credentialing as a commissioned lay pastor(each, a “Commissioned Lay Pastor Session Member”) may be elected to serve as member of the Session which is in addition to the Pastoral Session Members and the Non-Pastoral Session Members. Except as otherwise provided in these By-Laws, all members of the Session shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Section 5.03. Election of Session Members.** Each Non-Pastoral Session Member and Commissioned Lay Pastor Session Member shall be elected by a majority of the Members at the annual or any special meeting of the Members. Each Pastoral Session Member shall not be required to be elected by the Members, but instead shall serve as a member of the Session as result of being a pastor of the Corporation.

**Section 5.04. Term.** Each Pastoral Session Member shall serve as a member of the Session for as long as such Pastoral Session Member is a pastor of the Corporation. Each Non-Pastoral Session Member shall serve for a term of up to three (3) years beginning on January 1 of the year immediately following the year of such Non-Pastoral Session Member’s election and ending on December 31 of no later than the third year immediately following the year of such Non-Pastoral Session Member’s election, or until his/her successor is elected and qualified, or until he/she has resigned, been removed, or dies. An incumbent Non-Pastoral Session Member may be elected to serve as an active member of Session for an unlimited number of terms, but in no event shall any incumbent Non-Pastoral Session Member be elected to serve as an active member of Session for a consecutive period of longer than six (6) years. In the event an incumbent Non-Pastoral Session Member serves as an active member of the Session for a

consecutive period of six (6) years, such Non-Pastoral Session Member may not be re-elected to serve as an active member of Session for at least one (1) year from the end of his/her service on the Session. Commissioned Lay Pastor Session Members shall serve as an active member of the Session for a term of up to two (2) years beginning on January 1 of the year immediately following the year of a Commissioned Lay Pastor Session Member's election and ending on December 31 of no later than the second year immediately following the year of such Commissioned Lay Pastor Session Member's election, or until he/she has resigned, been removed, or dies. A Commissioned Lay Pastor Session Member may not serve as an active member of Session for more than one (1) term.

**Section 5.05. Vacancies.** Any vacancy among the Non-Pastoral Session Members caused by death, resignation, removal or otherwise shall be filled by the Members at a special meeting as soon as possible. A Non-Pastoral Session Member elected to fill a vacancy shall hold office until the expiration of the term of the Non-Pastoral Session Member causing the vacancy and until his/her successor shall be elected and qualified.

**Section 5.06. Resignation.** Any Non-Pastoral Session Member or Commissioned Lay Pastor Session Member may resign at any time for good cause by giving written notice of such resignation to the Session and to the President or the Secretary of the Corporation and with the consent of the Session in accordance with G-6.0500 of the Book of Order or any successor provision thereto. Such resignation shall take effect upon receiving the consent of the Session unless the notice specifies a later effective date.

**Section 5.07. Removal.** Any member of the Session may be removed upon the occurrence of any of the conditions set forth in G-6.0500 or G-6.0600 of the Book of Order, or any successor provisions thereto.

**Section 5.08. Meetings.** All meetings of the Session shall be opened and closed with prayer, shall be conducted in accordance with Robert's Rules of Order and shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Session and specified in the respective notices or waivers of notice thereof. The Session shall hold regular meetings at least once a month or as otherwise established by the Session, subject to any requirement set forth in G-10.0200 of the Book of Order or any successor provision thereto. Special meetings of the Session may be called by the Moderator, and shall be called by order thereof upon the written request of at least two members of the Session, which request shall set forth the business to be conducted at such meeting.

**Section 5.09. Notice of Meetings.** Notice of all meetings of the Session, except as herein otherwise provided, shall be given by mailing the same, electronically mailing the same or by telephoning or telegraphing or delivering personally the same at least two (2) days before the meeting to the usual business or residence address or electronic mail address of the Session member as shown upon the records of the Corporation. Notice of any meeting of the Session may be waived in a document filed with the Secretary by any Session member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Session shall constitute a waiver of notice of that meeting, except where a Session member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5.10. Quorum.** A quorum of the Session at any meeting of the Session shall be a majority of the duly qualified members of the Session then occupying office; provided,

however, a quorum of the Session at any meeting of the Session for the approval or dismissal of members shall be the Moderator and at least two members of the Session in accordance with the G-10.0202 of the Book of Order, or any successor provision thereto. The act of a majority of the Session members present at a meeting who constitute a quorum shall be the act of the Session.

**Section 5.11. Teams.** The Session, by resolution adopted by the Session, may designate one or more teams to assist in the governance of the Corporation, each of which shall be established by a team charter approved by Session, shall consist of at least two members of the Session, and shall have and exercise the authority of the Session as set forth in the team charter approved by Session. All of the members of each team shall be approved by the Session.

**Section 5.12. Participation in Meeting by Telephone, Etc.** Any or all of the members of the Session or of any team may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting. In addition, with respect to approval of matters related to the sacraments, the Session may consider and vote on such matters via electronic mail or similar communication and participation by the members of Session using these means for only the matters set forth in this sentence constitutes presence in person at the meeting.

## **ARTICLE VI** **Deacons**

**Section 6.01. Functions.** The deacons of the Corporation shall serve the purposes set forth in G-6.0400 of the Book of Order, or any successor provision thereto. The deacons shall serve as a board of deacons in accordance with G-6.0400 of the Book of Order, or any successor provision thereto.

**Section 6.02. Composition.** The board of deacons shall be twenty-four (24) deacons divided into three (3) equal classes with terms ending in successive years. Except as otherwise provided in the Code of By-Laws, all deacons shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions. The senior pastor and all associate pastors shall serve as advisory members to the board of deacons.

**Section 6.03. Election of Deacons.** Each deacon shall be elected by a majority of the Members at the annual or any special meeting of the Members.

**Section 6.04. Term.** Each deacon shall serve for a term of up to three (3) years beginning on January 1 of the year immediately following the year of such deacon's election and ending on December 31 of no later than the third year immediately following the year of such deacon's election, or until his/her successor is elected and qualified, or until he/she has resigned, been removed, or dies. An incumbent deacon may be elected to serve as a deacon for an unlimited number of terms, but in no event shall any incumbent deacon be elected to serve as a deacon for a consecutive period of longer than six (6) years. In the event an incumbent deacon serves as deacon for a consecutive period of six (6) years, such deacon may not be re-elected to serve as a deacon for at least one (1) year from the end of his/her service as a deacon.

**Section 6.05. Vacancies.** Any vacancy among the board of deacons caused by death, resignation, removal or otherwise shall be filled by the Members at a special meeting as soon as possible. A deacon elected to fill a vacancy shall hold office until the expiration of the term of the deacon causing the vacancy and until his/her successor shall be elected and qualified.

**Section 6.06. Resignation.** Any deacon may resign at any time for good cause by giving written notice of such resignation to the Session and to the President or the Secretary of the Corporation and with the consent of the Session in accordance with G-6.0500 of the Book of

Order or any successor provision thereto. Such resignation shall take effect upon receiving the consent of the Session unless the notice specifies a later effective date.

**Section 6.07. Removal.** Any deacon may be removed upon the occurrence of any of the conditions set forth in G-6.0500 or G-6.0600 of the Book of Order, or any successor provisions thereto.

**Section 6.08. Meetings.** All meetings of the board of deacons shall be opened and closed with prayer, shall be conducted in accordance with Robert's Rules of Order and shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Session and specified in the respective notices or waivers of notice thereof. The board of deacons shall hold meetings as established by the board of deacons. The board of deacons shall annually elect a moderator and a secretary from among the deacons, which moderator and secretary shall serve for a term of one (1) years, or until his/her successor is elected and qualified, or until he/she has resigned, been removed, or dies. The moderator of the board of deacons shall serve as the chairperson for all meetings of the board of deacons, and the secretary of the board of deacons shall be responsible for keeping a record of the proceedings of the board of deacons.

**Section 6.09. Notice of Meetings.** Notice of all meetings of the board of deacons, except as herein otherwise provided, shall be given by mailing the same, electronically mailing the same or by telephoning or telegraphing or delivering personally the same at least two (2) days before the meeting to the usual business or residence address or electronic mail address of the deacon as shown upon the records of the Corporation. Notice of any meeting of the board of deacons may be waived in a document filed with the secretary of the board of deacons by any deacon if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting

is called and the time and place of the meeting. Attendance at any meeting of the board of deacons shall constitute a waiver of notice of that meeting, except where a deacon attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6.10. Quorum.** A quorum of the board of deacons at any meeting of the board of deacons shall be a majority of the duly qualified deacons then occupying office. The act of a majority of the deacons present at a meeting who constitute a quorum shall be the act of the board of deacons.

**Section 6.11. Participation in Meeting by Telephone, Etc.** Any or all of the deacons may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

## **ARTICLE VII** **Officers of the Corporation**

**Section 7.01. Officers and Agents.** The officers of the Corporation shall consist of a Moderator, a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Members may, by resolution, designate from time to time. No two (2) or more offices may be held by the same person. Except with respect to the Moderator, the President, the Vice-President, the Secretary and the Treasurer, the Session may, by resolution, create, appoint and define the duties of the Corporation's officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed.

**Section 7.02. Election, Term of Office and Qualification.** The Moderator shall serve as such officer of the Corporation for so long as he/she satisfies the terms and conditions set

forth in G-9.0202 and G-10.0103 of the Book of Order, or any successor provisions thereto. The President, the Vice-President, the Secretary and the Treasurer shall be chosen by the Members at the annual meeting of the Members or such other meeting of the Members called for such purpose. Each of the President, the Vice-President, the Secretary and the Treasurer shall serve for a term of up to two (2) years beginning on January 1 of the year immediately following the year of such officer's election or such other date specified at the time of such officer's election and ending on December 31 of no later than the second year immediately following the year of such officer's election, or until his/her successor is elected and qualified. Each officer shall hold office (unless he/she resigns, is removed, or dies) until his/her successor is elected and qualified.

**Section 7.03. Vacancies.** In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Session shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Members or until his/her successor is elected and qualified, or until his/her resignation or removal.

**Section 7.04. Moderator.** The Moderator shall be the senior pastor of the Corporation, subject to G-10.0103 of the Book of Order, or any successor provision thereto. The Moderator shall preside at all meetings of the Session and the Members; shall perform all of the duties and obligations required of such office under the Book of Order and all other duties and obligations established and assigned to him/her by the Session.

**Section 7.05. President.** The President shall be a Non-Pastoral Session Member. The President shall preside at all meetings of the Board of Directors; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation as determined by the Session from time to time; and shall do and perform

such other duties as the Code of By-Laws provides or as may be assigned to him/her by the Session.

**Section 7.06. Vice-President.** The Vice-President shall be a Non-Pastoral Session Member. The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during his/her absence or disability and shall exercise and perform such other powers and duties as the Code of By-Laws, the Session, or the President may prescribe.

**Section 7.07. Secretary.** The Secretary shall be a Non-Pastoral Session Member. The Secretary shall be the stated clerk of the Session, and shall have the custody and care of the corporate records and the minutes book of the Corporation; shall attend all the meetings of the Session, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings; shall attend to the giving and serving of all notices of the Corporation; shall file and take care of all papers and documents belonging to the Corporation; shall authenticate records of the Corporation as necessary; shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation; and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Session, the Moderator or the President.

**Section 7.08. Treasurer.** The Treasurer shall be a Member. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation; shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation; shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Session, and shall keep such bank account in the

name of the Corporation; shall furnish at meetings of the Session, or whenever requested, a statement of the financial condition of the Corporation; and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Session, the Moderator or the President.

**Section 7.09. Assistant Officers.** The Session may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of By-Laws, the Session or the President.

**Section 7.10. Removal.** Any officer, except the Moderator, may be removed from office, with or without cause, by the Session. The Moderator may be removed from office in accordance with G-10.0103 of the Book of Order, or any successor provision thereto.

**Section 7.11. Resignations.** Any officer, except the Moderator, may resign at any time by delivering notice to the Session, the President or the Secretary. The Moderator may resign in accordance with G-10.0103 of the Book of Order, or any successor provision thereto. A resignation is effective when the notice is effective unless the notice specifies a later effective date.

## **ARTICLE VIII**

### **Nominating Committee for Non-Pastoral Session Members and Deacons**

**Section 8.01. Functions.** The Nominating Committee of the Corporation for Non-Pastoral Session Members and Deacons (the “Nominating Committee”) shall serve the purposes set forth in G-14.0223 of the Book of Order, or any successor provision thereto. Notwithstanding the foregoing, any Member shall have the right and opportunity to nominate any Member as candidate for deacon or Non-Pastoral Session Member during the meeting at

which deacons and Non-Pastoral Session Members are being elected as provided in G-14.0232 of the Book of Order, or any successor provision thereto.

**Section 8.02. Composition.** The Nominating Committee shall consist of seven (7) Members. The composition of the Nominating Committee shall comply with the terms and conditions set forth in G-14.0223 of the Book of Order, or any successor provision thereto, including, but not limited to, the requirements that (a) at least two (2) members of the Nominating Committee shall be elders designated by the Session, one (1) of whom shall be currently a Non-Pastoral Session Member and shall serve as the moderator of the Nominating Committee, (b) at least one (1) member of the Nominating Committee shall be designated by, and be from, the board of deacons, and (c) all of the remaining members of the Nominating Committee shall not be serving as current members of the Session or as a deacon. The senior pastor shall also be a member of the Nominating Committee, serving ex officio and without any voting rights. Except as otherwise provided in the Code of By-Laws, all members of the Nominating Committee shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Section 8.03. Election of Nominating Committee Members.** Each member of the Nominating Committee shall be elected by a majority of the Members at the annual or any special meeting of the Members.

**Section 8.04. Term.** Each member of the Nominating Committee shall serve for a term of one (1) year beginning on the date of his/her election and ending on the date which is one (1) year later, or until the members for the immediately following Nominating Committee are elected and qualified, or until he/she has resigned, been removed, or dies. An incumbent member of a Nominating Committee may be elected to serve as a member of the immediately

following Nominating Committees for an unlimited number of terms, but in no event shall any incumbent member of a Nominating Committee be elected to serve in such capacity for a consecutive period of longer than three (3) years.

**Section 8.05. Vacancies.** Any vacancy among the Nominating Committee caused by death, resignation, removal or otherwise shall be filled by the Members at a special meeting as soon as possible. A member of the Nominating Committee elected to fill a vacancy shall hold office until the expiration of the term of the member of the Nominating Committee causing the vacancy or until the members for the immediately following Nominating Committee are elected and qualified.

**Section 8.06. Resignation.** Any member of the Nominating Committee may resign at any time for good cause by giving written notice of such resignation to the Session and to the President or the Secretary of the Corporation.

**Section 8.07. Removal.** Any member of the Nominating Committee may be removed for good cause by a majority of the Members attending a special meeting of the Members called for such purpose.

**Section 8.08. Meetings.** All meetings of the Nominating Committee shall be opened and closed with prayer, shall be conducted in accordance with Robert's Rules of Order and shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Nominating Committee and specified in the respective notices or waivers of notice thereof. The Nominating Committee shall hold meetings as established by the Nominating Committee.

**Section 8.09. Quorum.** A quorum of the Nominating Committee at any meeting of the Nominating Committee shall be a majority of the members of the Nominating Committee. The

act of a majority of the members of the Nominating Committee present at a meeting who constitute a quorum shall be the act of the Nominating Committee.

**Section 8.10. Participation in Meeting by Telephone.** Any or all of the members of Nominating Committee may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

**ARTICLE IX**  
**Loans to Officers and Directors**

The Corporation shall not lend money to or guarantee the obligations of any officer or Session member of the Corporation.

**ARTICLE X**  
**Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of June of each year and end on the last day of May of each year.

**ARTICLE XI**  
**Prohibited Activities**

Notwithstanding any other provision of the Code of By-Laws, no member of Session, deacon, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

**ARTICLE XII**  
**Indemnification**

Every person who is, was or will be a member of the Session, any of the teams, the board of deacons or the Nominating Committee shall be indemnified by the Corporation against all

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Adopted by the Members on \_\_\_\_\_, 2009

liability and reasonable expense incurred by such person in his/her official capacity, provided that such person is determined in the manner specified in Indiana Code Section 23-1-37-12, as amended from time to time or any successor provision thereto, to have met the standard of conduct specified in Indiana Code Section 23-1-37-8, as amended from time to time or any successor provision thereto. Upon demand for such indemnification, the Corporation shall proceed as provided in Indiana Code Section 23-1-37-12, as amended from time to time or any successor provision thereto, to determine whether such person is entitled to indemnification. Nothing contained in this Article shall limit or preclude the exercise of any right to indemnification of or advance of expenses to any member of the Session, any of the teams, the board of deacons or the Nominating Committee or the ability of the Corporation to otherwise indemnify or advance expenses to any member of the Session, any of the teams, the board of deacons or the Nominating Committee.

**ARTICLE XIII**  
**Amendments**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Members, which power shall be exercised by affirmative vote of two-thirds (2/3) of the Members in attendance at a meeting of the Members duly called for such purpose; provided, however, that the proposed amendment or amendments shall be included in the notice of such meeting. If notice of a proposed amendment or amendments to the Code of By-Laws is included in the notice of any meeting of the Members, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned. No alteration or amendment to the Code of By-Laws may be in conflict with, or contrary to, any provisions of the Book of Order.