

SUMMARY OF CHANGES MADE BY THE AMENDED AND RESTATED CODE OF BY-LAWS

1. The first set of general changes made by the Amended and Restated Code of By-Laws was to put them in a more contemporary, categorized format that is being used more commonly with Indiana non-profit corporations. This format sets out certain defined terms used within the Code of By-Laws and then addresses certain governance topics in discrete articles and sections.
2. Article III of the Amended and Restated Code of By-Laws modifies Paragraph #21 of the By-Laws of the Congregation by more clearly stating that the Code of By-Laws and all governing document of the Corporation will be in compliance, and interpreted in accordance, with the Book of Order.
3. Article IV of the Amended and Restated Code of By-Laws made the following substantive changes: (a) in Section 4.02, the last sentence was added to comply with certain requirements of the Internal Revenue Code, (b) in Section 4.03 changed the requirement of holding the annual meeting by a certain day each year and instead allowed the designation of the annual meeting to be done by the Session, (c) in certain Sections added the references to certain Rules in the Book of Order as I thought appropriate or helpful, and (d) in Section 4.06 added that each Member only has one vote per question or candidate.
4. Article V of the Amended and Restated Code of By-Laws made the following substantive changes: (a) in Section 5.04, the current Non-Pastoral Session Members are permitted to have a term of up to 3 years instead of having of a term of 3 years; the 6 years of consecutive service is still in the Amended and Restated Code of By-Laws, (b) adds a Section 5.05 to handle what happens in the event a vacancy among the Non-Pastoral Session Members occurs, (c) adds a Section 5.06 and 5.07 to handle the matters of resignation of Non-Pastoral Session Members and the removal of any Session member, (d) adds Section 5.09 to address the manner in which meetings of the Session can be noticed, (e) Section 5.10 modifies Paragraph #16 of the By-Laws of the Congregation by expressly stating the number of Session members needed to constitute a quorum instead of only referencing the Book of Order, (f) adds Section 5.11 to officially recognize the establishment of teams by the Session, and (g) adds Section 5.12 to permit the participation in meetings of one or more Session or team member by telephone or other simultaneous communication and allows the use of electronic mail for voting on matters related to the sacraments.
5. Article VI of the Amended and Restated Code of By-Laws made the following substantive changes: (a) adds a Section 6.05 to handle what happens in the event a vacancy among the board of deacons occurs, (b) adds a Section 6.06 and 6.07 to handle the matters of resignation and the removal of any deacon, (c) adds Section 6.09 to address the manner in which meetings of the board of deacons can be noticed, (d) adds Section 6.10 to state the number of deacons needed to constitute a quorum of the board of deacons, and (e) adds Section 6.11 to permit the participation in meetings of one or more deacons by telephone or other simultaneous communication.

6. Article VII of the Amended and Restated Code of By-Laws made the following substantive changes: (a) in Section 7.02 allow the President of the Corporation, the Vice-President of the Corporation the Secretary of the Corporation and the Treasurer of the Corporation to be elected at the annual meeting of the Members or any other meeting of the Members called by the Session, (b) in Section 7.02 permit the President of the Corporation, the Vice-President of the Corporation the Secretary of the Corporation and the Treasurer of the Corporation to be elected for a term of up to 2 years; (c) added Section 7.05 which identifies the existence of an officer known as the President of the Corporation as required by Indiana law, identifies the duties of the President of the Corporation and requires the President of the Corporation to be a Non-Pastoral Session Member, (d) added Section 7.06 which identifies the existence of an officer known as the Vice-President of the Corporation, identifies the duties of the Vice-President of the Corporation and requires the Vice-President of the Corporation to be a Non-Pastoral Session Member, (e) added Section 7.07 which identifies the existence of an officer known as the Secretary of the Corporation as required by Indiana law, identifies the duties of the Secretary of the Corporation and requires the Secretary of the Corporation to be the clerk of the Session, (f) added Section 7.08 which identifies the existence of an officer known as the Treasurer of the Corporation as required by Indiana law, identifies the duties of the Treasurer of the Corporation and requires the Treasurer to be a Member of the Corporation, (g) adds Section 7.09 allowing the designation by the Session of assistant officers as necessary, and (h) adds Section 7.10 and 7.11 to handle the matters of resignation and removal of all officers.
7. Article VIII of the Amended and Restated Code of By-Laws made the following substantive changes: (a) in Section 8.02 it identifies a fixed number of members of the Nominating Committee, (b) adds a Section 8.05 to handle what happens in the event a vacancy among the Nominating Committee occurs, (c) adds a Section 8.06 and 8.07 to handle the matters of resignation and the removal of any member of the Nominating Committee, (d) adds Section 8.09 to state the number of members of the Nominating Committee needed to constitute a quorum of the Nominating Committee, and (e) adds Section 8.10 to permit the participation in meetings of one or more members of the Nominating Committee by telephone or other simultaneous communication.
8. Article IX prohibits the Corporation loaning any money or guaranteeing any obligation of any officer of the Corporation or any Session member. This another provision to be included for compliance with the Internal Revenue Code.
9. Article XI prohibits any activity of the Corporation that would violate Section 501(c)(3) of the Internal Revenue Code.