

BYLAWS  
OF  
INDIAN NATIONS PRESBYTERY FOUNDATION

ARTICLE I  
GENERAL PROVISIONS

Section 1. Nature of Organization

The Foundation is a non-profit organization formed for the support of the religious, charitable, educational, and missionary undertakings of the Presbytery of Indian Nations of the Presbyterian Church (U. S.A.).

Section 2. Purposes

Indian Nations Presbytery authorizes the Foundation "to raise monies above the normal budgetary process" to meet the future needs of Indian Nations Presbytery for such needs as funding the on-going mission of the Presbytery and for its member churches; plant repairs, modifications, and adjustments to meet Building Codes through grants.

The purposes for which the Foundation is organized are, in accordance with the mission of this Presbytery, to acquire, receive, hold, and manage the property and funds of the Presbytery which may be committed to it; to conduct a continuing program of developing new resources for the Presbytery and its congregations; and to act as fiduciary or representative for the benefit of the Presbytery as long as the Presbytery is an organization which qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II  
BOARD OF DIRECTORS

Section 1. Administration

The business and affairs of the Foundation shall be managed by a Board of Directors.

Section 2. Number and Qualifications

There shall be no fewer than nine (9) Directors, the number to be determined by the Indian Nations Presbytery Manual Standing Rules. Composition of the Board should reflect the spirit of the INP Coordinating Council membership in that it seeks representation from all regions of the Presbytery.

Composition of the Board shall reflect the Book of Order's intentions regarding representation, "with a goal of numerical parity of ministers of Word and Sacrament and ruling elders" (G-3.030) and should give consideration to the principles of participation found in F-1.0403 and G-3.0103.

Composition of the Board should, as far as possible, have ample representatives distributed between churches above and below a membership of 100.

No Director shall be eligible for re-election after he or she has served as Director continuously for two terms unless a year has elapsed since he or she last served. All

Directors shall be active members in good standing of the Presbyterian Church (U.S.A.).

### Section 3. Election and Terms of Office

Upon approval of these Bylaws by the Presbytery, nine (9) Directors will be elected by the Presbytery, from nominations provided by the Committee on Nominations and Representation and from the floor. New classes of no fewer than three (3) Directors shall be elected. Directors shall be elected for three-year terms beginning on election.

Upon their election and at any meeting thereafter, the Board of Directors may, by resolution of the Board, elect any persons or entities whom it may choose, to serve as advisors to the Board of Directors. Such persons may be, but need not necessarily be, active members of the Presbyterian Church (U.S.A.), and shall be chosen on the basis of their integrity, experience, and ability to supply advice, assistance and expertise toward the fulfillment of the goals and purposes of the Foundation.

### Section 4. Vacancies

In the event of the failure or refusal of any Director to serve, the fact of the vacancy shall be certified by the Board of Directors to the Presbytery, and the Presbytery shall elect a successor to fill the unexpired term.

### Section 5. Meetings

A. Regular Meetings: Regular meetings of the Board of Directors may be held at such places and times as shall be fixed by resolution of the Board of Directors.

B. Annual Meetings: The annual meeting of the Board of Directors shall be held in October after the election of new class of members.

C. Special Meetings: A special meeting of the Board of Directors may be called by the President or by any five (5) of the Board of Directors.

D. Notice: Written notice of the date, time and place of all meetings shall be mailed to each member not less than ten (10) days prior to the date fixed for the meeting. Notice of special meetings must, in addition, advise Directors of the purpose of such meetings.

## Section 6. Quorum

A minimum of five (5) of the Directors shall constitute a quorum for the transaction of business. The act of a quorum of the Directors present at a meeting at which a quorum was present shall be the act of the Board of Directors.

## Section 7. Duties

The Board of Directors shall manage the business for the Foundation, subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws. The Board shall solicit, receive, and invest funds and property, and shall distribute earnings and other holdings as directed by the Presbytery and these Bylaws. The Board shall ordinarily liquidate any real property donated to the Foundation, at the best possible price, and shall invest such monies as the liquidation produces, as provided by these Bylaws. However, the Board shall exercise extreme care to ensure that the details and specifications of all designated gifts shall be observed.

The Board shall make an annual report to the Presbytery, as required by State law and these Bylaws, concerning all financial transactions of the Corporation. Such report shall include all income and expenditures, investments, and earnings, in accordance with generally accepted accounting practices. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses and balance sheets for all funds. In addition, the Board will make such other reports as may be required by Presbytery.

The Board of Directors shall develop its own Manual of Operating Procedures and Policies, which shall be approved by the Presbytery prior to its implementation.

## Section 8. Compensation

The Directors shall receive no salary for their services as Directors. Compensation for expenses or for professional services rendered may be granted to a member of the Board of Directors, by resolution of the Directors.

## Section 9. Limitation of Powers

The Board of Directors shall hold office at the pleasure of the Presbytery, and may be removed as such at any time by action of the Presbytery with cause. Any action of the Board of Directors may be reversed by a majority vote of Presbytery at any meeting thereof. Under no circumstances shall any Director have the power or authority to divert any of the property or funds of the Foundation to his or her personal use or benefit.

## Section 10. Liability

The officers and Directors of the Corporation are hereby expressly relieved of all liability to Presbytery or to any other person whomsoever because of any loss or losses that may develop as a result of such officers and Directors complying with the direction that they use their own discretion and judgment rather than be governed by any certain rule or rules of law with respect to the investment of funds, provided their actions are in accordance with these Bylaws and the directives of the Presbytery. The officers and Directors of the Corporation, having acted in good faith, shall not be liable for losses resulting from errors in judgment or from the exercise of their own discretion with respect to the kind and character of investment to be held or made from time to time.

## ARTICLE III OFFICERS

### Section 1. Officers

The officers of the Foundation shall consist of a President, Vice President, Secretary/Treasurer, and such other officers as may be deemed necessary by the Board of Directors.

### Section 2. Election

The Directors shall elect the president and vice president for one-year terms at their annual meeting, to begin serving at the date of their election. Foundation officers shall be selected from among the members of the Board of Directors. The Stated Clerk of Indian Nations Presbytery may be the Secretary/Treasurer and serve as an ex officio member and officer with voice and without vote.

### Section 3. Vacancies

When a vacancy shall occur in the office of President or vice president the office may be filled by the Board of Directors.

### Section 4. President

The President shall preside at all meetings of the Directors and shall have power to call special meetings of the Directors. Subject to the prior approval of the Directors, he or she shall have power to appoint and discharge employees and agents of the Foundation and to fix their compensation; shall have the power to sign contracts and agreements in the name of and on behalf of the Foundation after approval has been voted; and shall have general management and control of the business and affairs of the Foundation.

The President shall see that the books, reports, statements, and certificates required by law are properly kept and that all reports required by law are timely and properly filed.

The President shall be the executive officer of the Foundation and shall perform such other duties as the Board of Directors may prescribe, including the development of resources.

#### Section 5. Vice President

The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President, unless or until the Directors shall otherwise determine. He or she shall have such other powers to perform such other duties as may be prescribed by the Directors.

#### Section 6. Secretary

The Secretary shall give notice of all meetings of Directors, and all other notices required by law or these Bylaws. The Secretary shall record all the proceedings of the meetings of the Directors; shall perform such other duties as may be assigned by the President or the Directors; and shall be sworn to the faithful discharge of his or her duties.

#### Section 7. Treasurer

The Treasurer shall have custody of all funds, securities, evidence of indebtedness and other valuable documents; shall receive and give receipts and acquisitions for monies paid on account to the Foundation; shall pay out of the funds on hand all just debts of the Foundation; shall enter full and accurate accounts of all monies received and paid out; and, whenever required by the President or the Directors, shall render a statement of accounts. The Treasurer shall keep such other books as will show a true record of the expenses, losses, gains, assets, and liabilities of the Foundation shall have charge of the accounting records; and shall perform all other duties incidental to the office of Treasurer, including the maintenance of the Seal of the Foundation. The treasurer may use the resources of the Indian Nations Presbytery staff to accomplish these requirements.

### ARTICLE IV. COMMITTEES

The Board of Directors may by resolution compose and qualify committees which shall have the authority of the Board of Directors in the management of the Foundation, to the extent provided in the resolution.

## ARTICLE V. INVESTMENTS

### Section 1. Investments

The investment of the funds of the Foundation shall be by action of the Board of Directors who shall manage all funds and report all investments to the Presbytery. The Board of Directors shall invest all funds received by the Foundation in a manner consistent with prudent concern for both return on investment and security of funds invested.

### Section 2. Revenues

Revenues from restricted funds held in trust shall be disbursed in accordance with the applicable trust or funding agreement. Revenues from unrestricted funds shall be distributed by the Board of Directors in accordance with the policies and procedures adopted by the Board of Directors from time to time.

### Section 3. Real Property

No investments may be made at any time in real property intended for New Church Development, without prior approval of the Coordinating Council and the Presbytery.

## ARTICLE VI. MISCELLANEOUS

### Section 1. Ex officio Members and Consultants

The Board shall invite a member of the Presbytery staff to serve as an ex officio member of the Board of Directors, able to participate in the Board's deliberations but having no vote. Other consultants and advisors may be appointed by resolution of the Board of Directors, and upon such resolution shall be members of the Board of Directors. No ex officio or appointed members shall have the right to vote either in a meeting of the Board or of any of its committees, to participate in calling a meeting, or to be counted to constitute a quorum.

### Section 2. Seal

The Board of Directors shall by resolution describe and adopt a corporate seal. The Seal shall be affixed to all papers and documents as prescribed by law, and shall be retained in the custody of the Treasurer.

### Section 3. Fiscal Year

The Foundation's fiscal year shall terminate December 31 of each calendar year.

#### Section 4. Depository

All funds received by the Foundation shall be deposited in a bank designated by the Board of Directors, and shall be withdrawn only on checks, drafts or orders signed by the Treasurer and one other Director designated by the Board.

#### Section 5. Amendments

All amendments to these Bylaws must be approved by a two-thirds vote of Indian Nations Presbytery. The Presbytery shall have the power to amend, alter or rescind these Bylaws and to make new Bylaws at any time, provided that not less than ten (10) days previous notice of the proposed amendments shall have been given to each of the Directors of this Foundation, and this provision of the Bylaws shall be incapable of amendment.

#### Section 6. Disposition of Funds

In the event of dissolution, merger, or other applicable change to the status of the Presbytery of Indian Nations, all funds and other holdings of this Foundation will be disbursed and transferred to the beneficiary organization designated by this Presbytery.

Approved by Presbytery June 4, 2022.