

## APPENDIX N-3

**AMENDED AND RESTATED BY-LAWS**  
**OF**  
**MONTGOMERY PRESBYTERIAN CONFERENCE CENTER, INC.**  
**(A FLORIDA NOT-FOR-PROFIT CORPORATION)**  
**(~~2014~~2019)**

MONTGOMERY PRESBYTERIAN CONFERENCE CENTER, INC. (the “Corporation”), is organized as a corporation not-for-profit, for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The specific purpose of the Corporation shall be to receive, hold in trust for the purpose of owning, sustaining, supporting, maintaining and managing the conference center known as “Montgomery Conference Center”, in Bradford and Clay Counties, Florida (the “Conference Center”), and to operate, maintain and manage the Conference Center, which is a ministry of the Presbytery of St. Augustine (the “Presbytery”), which is a council of the Presbyterian Church (U.S.A.), herein the “Church.”

The Corporation shall be a commission of the Presbytery, as contemplated by Chapter Four of the Book of Order of the Constitution of the Church, as from time to time amended (the “Book of Order”), to consider and decide requests: (i) to sell, lease or encumber the real and personal property from time to time constituting the Conference Center, and (ii) for approval and/or guarantee of loans extended or to be extended for the benefit of the Conference Center. The Corporation shall have all ecclesiastical authority and power to engage in any and all activities which are necessary or incidental to such purpose, in addition to the secular powers specifically conferred herein or by general nonprofit corporation by law.

### ARTICLE 1. OFFICES AND FISCAL YEAR

Section 1.01 Offices. The Corporation may have offices at such places within or without Florida as the Board of Trustees may from time to time appoint or the business of the Corporation requires. The present offices of the Corporation are located at ~~1937 University Boulevard West, Jacksonville~~ 88 SE 75<sup>th</sup> Street, Starke, Florida ~~32217~~ 32091.

Section 1.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year.

### ARTICLE 2. TRUSTEES

Section 2.01 Trustees. The Board of Trustees shall have at least nine (9) members, ~~to~~ but no more than fifteen (15) members, as determined by the Presbytery from time to time. Trustees shall be elected by the Members at the Fall meeting of the Corporation, or, in the event of a vacancy, at any other duly called meeting of the Corporation. All members of the Board of Trustees shall be either Members of the Presbytery or members of one of the Presbytery’s congregations.

Section 2.02 Terms. The term of each Trustee shall be three (3) years beginning on January 1 of the year next following the meeting at which they were elected. The terms shall be staggered so that one-third (1/3) of the membership of the Board of Trustees is elected each year. A member may serve up to two (2) consecutive three-year terms and is not eligible for re-election again until one year has elapsed from the end of the second consecutive term. If a person is elected to fill a vacancy, the term shall commence on the day of election and end at the conclusion of the term for which the vacancy

was filled.

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Section 2.03 Exculpation and Indemnity. Neither the Trustees nor the officers of the Corporation shall be individually or personally liable for debts, liabilities or obligations of the Corporation. The Corporation shall indemnify its trustees, officers and employees to the maximum extent permitted by Florida law, and may purchase insurance to cover such indemnity obligations.

Section 2.04 Powers And Duties. The Board of Trustees shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board of Trustees, subject to the direction of the Presbytery. Without in any way limiting the foregoing, the Board shall have the following powers, duties, and prohibitions:

- Presbytery;
- a. To report regularly, and at least quarterly, to the Coordinating Council of
  - b. To provide an acceptable bond for all who handle finances;
  - c. To present an annual report to the Presbytery;
  - d. To submit financial reports to Presbytery;
  - e. To submit an annual audit to Presbytery;
  - f. To maintain a policy of open books, minutes, and policies and to permit inspection by authorized presbyters upon five (5) days' notice;
  - g. To maintain and report adequate insurance coverage; and

~~h. To procure the permission of the Presbytery before soliciting major capital funds from particular churches within the bounds of the Presbytery; and~~

h. i- The Board of Trustees shall not without the approval of the Presbytery: (1) buy, sell, mortgage, lease or otherwise dispose or encumber any of its real property-and shall not, (2) acquire real property subject to an encumbrance or condition-without, or (3) incur debt other than (A) in the ordinary course of business and (B) unsecured debt which in the aggregate is less than \$25,000. Notwithstanding the foregoing, the Board of Trustees may incur unsecured debt which in the aggregate is greater than \$25,000 but less than \$50,000 with the approval of the ~~Presbytery~~Coordinating Council.

### ARTICLE 3. MEETINGS, ORGANIZATION, AND QUORUM

Section 3.01 Organization. At meetings of the Board of Trustees, the President shall ordinarily preside.

Section 3.02 Meetings. The Board shall meet at least ~~annually~~four times a year. Ordinarily there shall be ~~two~~four regular meetings each year, one ~~in the fall, and one in the spring~~each calendar quarter, the dates to be determined by the Board. Meetings may be adjourned to a time and place specified by the Board. Special meetings may be called by the President or upon written demand of no less than three (3)

Trustees. Written notice of each meeting and the general nature of the business to be conducted shall be furnished to each Trustee no later than one week prior to the date of the meeting. One-half (1/2) of the Trustees shall constitute a quorum for the transaction of business. Trustees may be reimbursed their ordinary and reasonable expenses incurred for travel to and attendance at meetings of the Board and its committees, or otherwise incurred by them in the furtherance of the business of the Corporation. Meetings of the Board and its committees may be held electronically, provided that the technology employed permits simultaneous aural communication among all participating members. Electronic voting (including via e-mail) is

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permissible when it has followed the opportunity for discussion in a meeting. If no such meeting has occurred, electronic votes are only permissible if no member objects or votes against holding an electronic vote.

Section 3.03 Committees. The Board of Trustees shall be organized into appropriate committees to expedite the consideration of its business and to develop plans for the future life of the Corporation with authority as noted below or as delegated in the Presbytery's ~~Operations~~ Manual of Operations or in the Presbytery's policies and procedures. ~~The committees shall include the following:~~

~~a. Executive Operating Board. The Board of Trustees shall elect an Executive Operating Board of not less than seven (7) nor more than fourteen (14) persons. The members of the Operating Board shall be nominated by the Presbytery's Nomination and Representation Committee, provided the Presbytery has concurred with such nomination and their proposed election. The Executive Director of the Conference Center (who shall be employed by the Corporation upon a majority vote of the Executive Operating Board with the concurrence of the Presbytery) shall automatically be a member of the Executive Operating Board. The other members of the Executive Operating Board shall be organized so that its members shall serve in three-year classes but without term limitations. The Executive Operating Board shall act for the Board of Trustees in all matters arising between meetings of the Board of Trustees in which a decision is necessary before the next meeting. The Executive Operating Board shall elect from its members a chair and recording secretary. In addition, it shall have responsibility for the ongoing management and operations of the Conference Center, including without limitation the preparation of an annual budget pursuant to the Presbytery's policies and procedures, the employment and discharge of the Executive Director of the Conference Center and the preparation and review of the financial statements of the Conference Center. The Executive Operating Board shall not have the power to purchase convey, transfer or mortgage the real property of the Corporation. One half (1/2) of the members of the Executive Operating Board shall constitute a quorum for its transaction of business.~~

~~a.~~ b. Standing and Special Committees. The Board of Trustees may create standing and special committees as may be deemed necessary for the conduct of the Corporation's ministry and business. The President may appoint special committees as he or she deems necessary. Individuals who are not members of the Presbytery or members of one of the congregations of the Presbytery (any such individual, a "Non-Member") may be appointed to special committees of the Corporation as authorized by a majority vote of the Presbytery, but in no event shall the aggregate of Non-Members on any special

committee of the Corporation exceed 25% of the total members of such special committee. The Coordinating Council shall have the power between Presbytery meetings to appoint any Non-Member, but all such appointments shall be reviewed at the Presbytery meeting immediately succeeding the Coordinating Council's appointment whereupon the Presbytery shall either confirm such appointment or remove such Non-Member effective as of the date of the Presbytery meeting.

#### **ARTICLE 4. PAYMENT OF OFFICERS**

No member of the Board of Trustees or officer of the Corporation shall receive directly or indirectly, any salary, compensation or emolument from the Corporation for their service as a Trustee, officer, or in any other similar capacity, unless specifically authorized by a majority vote of the Board of Trustees. Nothing herein shall prohibit the Corporation from paying reasonable compensation, as determined by the ~~Executive-Operating-Board~~ of Trustees, to the employees of the Conference Center, including the Executive Director, or the Presbytery from paying reasonable compensation to its officers and staff, notwithstanding that one or more may serve as a Trustee or officer of the Corporation ~~or a member of the Executive Operating Board.~~

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#### **ARTICLE 5. ELECTION, RESIGNATION, AND REMOVAL OF TRUSTEES AND OFFICERS**

Section 5.01 Elections. As provided in the Articles of Incorporation, the officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected from time to time as provided in the Articles of Incorporation.

Section 5.02 Resignations. Any Officer; or Trustee ~~or member of the Executive Operating Board~~ may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.03 President. The President shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board of Trustees. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Trustees, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these By- Laws, to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to the President by the Board of Trustees.

Section 5.04 Vice President. The Vice President shall perform the duties of the President in the absence of the President and such other duties as may from time to time be assigned to him or her by the Board of Trustees or by the President.

Section 5.05 Secretary. The Secretary shall prepare and maintain accurate, permanent records of actions of the Board and shall provide notice to the trustees of the time and place of meetings of the Board as required above.

Section 5.06 Treasurer. The Treasurer shall be responsible for the financial oversight of the Corporation under the general direction of the ~~Executive-Operating-Board~~ of Trustees, including its accounts, budgets and investments, and shall provide (and be provided) all information necessary for the Trustees ~~and the Executive-Operating Board~~ to exercise proper fiduciary responsibility.

Section 5.07 Executive Director. The Executive Director shall be employed at the discretion of the ~~Executive-Operating-Board~~ of Trustees, and shall be chief operating officer of the Conference Center. The Executive Director shall have responsibility for the operations of the Conference Center, including both programs and personnel, and shall report regularly to the ~~Executive-Operating-Board~~ of Trustees on the affairs of the Conference Center.

Section 5.08 Other Officers. The Board may from time to time upon recommendation of the President elect such vice presidents and assistant officers as it may deem necessary or appropriate, each of whom shall serve at the pleasure of the president. Vice presidents and assistant officers shall have such duties as are assigned to them by the President.

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## **ARTICLE 6. PRESBYTERY OPERATIONS MANUAL**

The Corporation and the Conference Center shall be subject to and shall abide by the Operations Manual and policies and procedures of the Presbytery.

## **ARTICLE 7. AMENDMENT**

Amendments to these Bylaws may be adopted by majority vote of the Members present and voting at any properly noticed meeting of the Members, provided copies of the proposed amendment(s) shall be furnished to the Members with such notice.

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**Summary report:**

**Litéra® Change-Pro 7.5.0.185 Document comparison done on 1/20/2019  
8:02:55 AM**

<b>Style name:</b> Default Style	
<b>Intelligent Table Comparison:</b> Active	
<b>Original DMS:</b> iw://FSDMS/JACKSON1/1764410/1	
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<del>Move From</del>	2
<u>Move To</u>	2
<u>Table Insert</u>	0
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Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>78</b>