

## APPENDIX N-5

### **Addition to Proposed Changes to the Bylaws of Montgomery Presbyterian Conference Center, Inc. ("MPCC")**

The PC(USA)'s office of Legal, Risk Management & Internal Audit has reviewed the proposed restated Articles and Bylaws for MPCC in connection with their review of MPCC's inclusion in the denomination's group 501(c)(3) ruling, and requested an addition to the proposed restated Bylaws for MPCC as set forth below:

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#### 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 Manual of Operations or in the Presbytery's policies and procedures.

a. 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. Any committee which includes one or more Non-Member shall not make decisions or take action on behalf of the Corporation but shall only have the power to make recommendations to the Board of Trustees, in whom all power to make decisions and take action on behalf of the Corporation resides (subject at all times to the rights of the Presbytery as set forth in these Bylaws and in the Corporation's Articles of Incorporation).