

Proposed Amendments to Montgomery By-Laws

Section 3.01 Organization. At meetings of the Board of Trustees, the President shall ordinarily preside. **In the event the president is unable to preside, the duties shall fall to the Vice President.**

Section 3.02 Meetings. The Board shall meet at least four times a year. Ordinarily there shall be four regular meetings each year, one 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 **Executive Committee**, 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 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 **standing** committees to **ensure accountability between board members, the Executive Director, and staff members;** 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 following committees shall be standing committees of the Board: Administration, Public Relations/Development, Program, and Property. Board members are expected to serve on one of the four standing committees.**
- b. **Executive Committee. The Executive Committee shall be composed of the four officers (President, Vice President, Secretary, and Treasurer), and the four chairpersons of the standing committees. The executive committee will serve as the personnel committee and has the authority to act on behalf of the Board between stated meetings if necessary.**

- c. **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~~ **Executive Committee** may appoint special committees as ~~he or she~~ **they** deem 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).

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. **The Board will make recommendations to the Nominating Team of the presbytery as to candidates to serve on the Board and as officers.**

Section 5.04 President. **The term of the President shall be for one year with the option of re-election to serve a second consecutive term. After two consecutive one-year terms, if the President is eligible to serve on the Board, the President shall serve as the Past President and moderator of the Advisory Board. The President shall work closely with the Executive Director and Board of Trustees to ensure the successful operation of the Corporation.** ~~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 ordinarily be elected by the Board at the November Board meeting in order to take office at the time set by the Board. 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 Board of Trustees, including its accounts, budgets and investments, and shall provide (and be provided) all information necessary for the Trustees to exercise proper fiduciary responsibility.

Section 5.07 Past President. In the event that a President is no longer eligible to serve as President (has served two consecutive terms as President, but still eligible to serve on the board), he/she will serve as Past President and will moderate the Advisory Committee.

Section 5.08 Executive Director. The Executive Director shall be employed at the discretion of the 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 Board of Trustees on the affairs of the Conference Center.

Section 5.09 Advisory Committee. The Advisory Committee shall be made up of former board members and "Friends of Montgomery." It will be moderated by the most recent Past President and will meet at least twice a year. The Advisory Committee will make recommendations to the Board on a variety of timely topics as determined and needed by the Montgomery staff and Board. The Board shall further define the composition and work of the Advisory Committee.

Section 5.10 Other Officers. The Board may from time to time upon recommendation of the ~~President~~, **Executive Committee**, elect other officers such as assistant treasurer, assistant secretary, and others as it may deem necessary or appropriate. These officers, vice presidents, and assistant officers shall have such duties as are assigned to them by the ~~President~~ **Board**.