

BY-LAWS OF
GREENWOOD FIRST PRESBYTERIAN CHURCH ENDOWMENT

ARTICLE I

PREAMBLE

The Greenwood First Presbyterian Church Endowment is an eleemosynary corporation legally created by and existing under the laws of the State of South Carolina by certificate of incorporation dated the 29th day of January 1986. It is an organization of the Greenwood First Presbyterian Church (U.S.A.). Inasmuch as the Session is charged with the duty of developing effective ways of encouraging and gathering the offerings of the people and assuring that all offerings are distributed to the objects toward which they were contributed, and is further charged with the responsibility and power to provide for the management of the property of the church, including determination of the appropriate uses of church buildings and facilities, the Endowment shall be responsible directly to the Session. The following By-laws are in all respects subject to the foregoing provisions.

ARTICLE II

PURPOSES AND POWERS

Section 1. Corporate Purposes. This Endowment is organized exclusively for charitable purposes, specifically and solely to support and benefit The Greenwood First Presbyterian Church, a tax-exempt, eleemosynary, publicly supported organization.

Section 2. Implementation of Endowment Purposes. The Endowment will provide support and benefit, principally in the form of financial assistance to the Greenwood First Presbyterian Church for the carrying out of its religious, charitable, educational and other related tax-exempt purposes. This Endowment is to act as an organization for the collection and receipt of contributions, donations and bequests, and to invest and reinvest same, to the extent permitted by the appropriate Internal Revenue Code provisions existing at the time, in amounts and to the extent determined and approved by the Board of Directors of the Endowment (Directors). Distributions shall be made by the Endowment in such amounts and at such time as the Directors, as limited below and under Article VI of these By-laws, may authorize and deem proper, and in compliance with any provisions of the Internal Revenue Code affecting the accumulation of assets.

Section 3. Authority. The Directors shall have the authority to do all things and to undertake all activities, not prohibited by law, which they deem advisable in carrying out the purposes heretofore set forth. However, nothing in these By-laws shall authorize the Directors to operate this Endowment for the benefit of any private individuals. Nothing in these By-laws shall authorize the use of Endowment monies or the undertaking of any substantial corporate activity for carrying on propaganda or otherwise attempting to influence legislation. Nothing in these By-laws shall authorize the use of Endowment monies or the undertaking of any other Endowment activity to assist, participate in, or intervene in any political campaign or on behalf of any political candidate. All such unauthorized actions are deemed inconsistent with the purposes of this Endowment, as expressed in Section 1 above, and are expressly prohibited.

ARTICLE III.

DIRECTORS

Section 1. Number and Election. The affairs of the Endowment shall be under the management of a Board of Directors consisting of nine members who shall have charge and control of the activities of the Endowment. The Directors shall be determined as follows: Five of the nine Directors shall be the Trustees of the Greenwood First Presbyterian Church as elected by the congregation. Four of the nine Directors shall be Elders of the Church. Three shall be active Elders appointed by the Session, one from each class. One at large Director shall be an Elder, active or inactive, appointed by the Endowment Board.

Section 2. Meetings. The Board of Directors of the Endowment shall meet quarterly at such time as fixed by resolution of the Board. Special meetings of the Board may be called at any time by the Chairperson of the Board, and shall be called by him upon the request of four Directors. Notice of all meetings, stating the time and place shall be given to the members of the Board personally or by mail, telephone, or telegram at least seven (7) days prior to the date of the meeting. Notice of such meeting may be waived in writing or by telegram. Attendance at any meeting shall constitute waiver of notice of such meeting.

Section 3. Quorum and Voting. At all meetings of the Endowment Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Directors present at a duly constituted meeting at which a quorum is present shall be the act of the Board of Directors of the Endowment. The Directors present at a meeting may not continue to do business in the event of the withdrawal of enough Directors to leave less than a quorum, but may adjourn the meeting from time to time until a quorum shall be present. Notice of such adjournment shall be given to any Directors who were not present, and, unless announced at a meeting, to the other Directors. At any meeting of the Board of Directors of the Endowment, each

Director shall be entitled to one vote on any issue. Such vote must be cast personally by each Director without the benefit of proxy.

Section 4. Term. Each Director of the Endowment shall be elected to a term concurrent with his/her term as a Church Trustee or as a member of the Session. The at large Director appointed by the Endowment board shall serve a term of three years. Each Director shall serve without compensation for the service in such office.

Section 5. Resignation, Removal and Vacancies. Any vacancy on the Board of Directors of the Endowment, for any reason, shall be filled in accordance with the policies of the Greenwood First Presbyterian Church regarding vacancies on the Board of Trustees of the Church or by appointment by the Session.

Section 6. Indemnification of Directors. The Endowment shall indemnify any Director or former Director of the Endowment for expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a Director of the Endowment, except in relation to matters with respect to which he shall be adjudged liable for negligence, misconduct, or nonfeasance in the performance of his duties as Director. The Endowment may also reimburse any such Director for a reasonable cost of the settlement of any action, suit or proceeding, if such shall be found, by a majority of the disinterested members of the Board of Directors of the Endowment, in the best interest of the Endowment that such settlement be made and that such Director was not guilty of negligence, misconduct, or nonfeasance in the performance of his duties as a Director.

ARTICLE IV

OFFICERS

Section 1. Number and Qualifications. The officers of the Endowment shall consist of a Chairperson, a Secretary, and a Treasurer and such assistant or subordinate officers as the Endowment Board shall deem necessary. The Chairperson shall be elected from among the Endowment Directors. The other officers and assistants or subordinate officers need not be members of the Endowment Board, but shall be members of Greenwood First Presbyterian Church. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

Section 2. Election of Officers, Term, and Waiver of Bond. All officers of the Endowment shall be elected annually by the Endowment Board, to hold office for a term ending at the next meeting of the Board at which the election of new officers is scheduled, or until successor is duly elected and qualified. The Endowment Directors may waive the requirement of bond for any officer. Any officer elected or appointed by the Board may be removed, with or without cause, at any time by the Board.

Section 3. Vacancies. If any office becomes vacant for any reason, the Endowment Directors shall fill such vacancy. Any officers so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired, unless re-elected by the Board.

Section 4. Compensation. Officers of the Endowment shall serve without compensation.

Section 5. Authority and Duties. All officers shall have such authority and perform such duties in the management of the Endowment as may be provided by these By-laws, or to the extent not so provided, by the Board of Directors of the Endowment.

- (a) Chairperson. The Chairperson shall have general supervision over the affairs of the Endowment and over the other officers; shall preside at all Directors' meetings; shall sign all written contracts of the Endowment; shall perform all such other duties as are incident to his office. In the absence of the Treasurer, the Chairperson shall have authority to sign all checks of the Endowment. The Chairperson shall perform such other duties as the Board of Directors of the Endowment may prescribe.
- (b) Secretary. The Secretary shall issue all notices of all Directors' meetings, and shall be the custodian of the corporate seal; perform all such other duties as are incident to the office; shall attest the signature and impress the corporate seal on all written contracts of the Endowment; and shall have charge of all corporate books, records and papers.
- (c) Treasurer. The Treasurer shall have custody of all money and securities of the Endowment and shall have bond, in such sum and with such sureties as the Directors may require, conditioned upon the faithful performance of the duties of his office. The Treasurer shall sign all checks of the Endowment. In the absence of the Treasurer, the Chairperson shall have authority to sign all checks. The Treasurer shall keep regular books of accounts and shall submit them, together with his vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require and he shall perform all such other duties as may be delegated to him by the Endowment Directors.

ARTICLE V

FINANCES

Section 1. Deposits. All uninvested funds of the Endowment shall be deposited from time to time to the credit of the Endowment in such banks, trust companies or other depositories as the Board of Directors of the Endowment may select.

Section 2. Gifts. The Board of Directors of the Endowment may accept, on behalf of the Endowment, any contributions, gifts, bequests or devises for the general purpose or for any special purpose of the Endowment.

Section 3. Borrowing. The Board of Directors of the Endowment shall have full power and authority to borrow money whenever, in the discretion of the Board of Directors, the exercise of such power is required in the general interest of the Endowment. The Board of Directors may authorize proper officers of the Endowment to make, execute and deliver in the name of and on behalf of this Endowment such notices, bonds, or other evidences of indebtedness as the Board of Directors shall deem proper in such case. The Board of Directors of the Endowment shall have full power to mortgage or assign the property of this Endowment or any part thereof as security for indebtedness. Debt, however, shall be incurred only for the acquisition of assets substantially related to the tax-exempt purpose of the Endowment.

Section 4. Investments. The Board of Directors of the Endowment shall be responsible for the investment of any funds of the Endowment in stock, bonds, notes and other securities or property, real or personal, including shares of common trust funds, participation interests in trusts or syndicates and the like, as the Board may deem just and proper.

Section 5. Endowment Expenses. Endowment Directors shall pay reasonable expenses incurred in the operation and management of the Endowment assets from unrestricted income of the Endowment. Expenses must be authorized by a majority of the Directors prior to expenditure of the funds.

ARTICLE VI

ENDOWMENT FUNDS

Section 1. The principal of all gifts, donations, and bequests made to the Endowment shall be separated into two distinct accounts: Restricted and Unrestricted.

- (a.) Gifts, donations, and bequests which are restricted in purpose shall be placed into the Restricted Account and shall be handled and accounted for in accordance with the conditions and purposes stipulated by the donors.
- (b.) Gifts, donations and bequests which are not restricted shall be placed in the Unrestricted Account and shall be used for any purpose which the Board of Directors of the Endowment may authorize in accordance with the Certificate of Incorporation and the By-laws of the corporation.

Section 2. All principal funds, restricted and unrestricted, shall be invested and held in a pooled account and the income therefrom shall be allocated to the restricted and unrestricted income accounts in the ratios that the corpus of the Restricted and Unrestricted Principal Accounts, respectively, bear to the total of both principal accounts.

Section 3. The Board of Directors of the Endowment will establish annually the amount of unrestricted funds that can be requested during the current calendar year to support local programs of the Greenwood First Presbyterian Church as directed by a majority vote of the entire membership of the Session. Available funds will be a percentage, as established each year by the Board of Directors, of the market value of the unrestricted assets as of December 31 of the previous calendar year, but not to exceed 8% during any one calendar year.

Section 4. No funds from the unrestricted assets shall be used in the maintenance and operation, capital outlay or debt service of the Greenwood First Presbyterian Church unless authorized by a three-fourth (3/4) affirmative vote of the entire membership of the Session.

ARTICLE VII.

DISSOLUTION

The Endowment may not be dissolved unless by a $\frac{3}{4}$ affirmative vote of the entire membership of the Session. In the event of the dissolution of this Endowment, all funds, property, and assets of the Endowment shall be transferred and distributed to another organization or organizations which are exempt from Federal Income Tax as an organization described in Section 501 (c) (3) and Section 170 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any prior or future Internal Revenue Code, for exclusively charitable purposes which organization appears most likely to carry out the purposes of this Endowment and Greenwood First Presbyterian Church.

ARTICLE VIII

MISCELLANEOUS

Section 1. Reports. The Board of Directors of the Endowment shall present annually to the Session and to the Congregation of Greenwood First Presbyterian Church a full and clear statement of the business and condition of the Endowment.

Section 2. Seal. The Seal of the Endowment shall be circular in form with the name of the Endowment around the top of its periphery and the words "South Carolina" around the bottom of its periphery and the words "Non-profit" and "Seal" through its center.

Section 3. Books and Records. The Endowment shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of its Board of Directors.

Section 4. Fiscal Year. The fiscal year of the Endowment shall begin on the 1st of January of each year and end upon the 31st day of December of each year.

Section 5. Amendment to By-Laws. Power to make, alter, amend or repeal all or any part of these By-laws shall be vested in the Session. Any such change in these By-laws will be effective only after a $\frac{3}{4}$ affirmative vote of the entire membership of the Session. The foregoing notwithstanding, no amendment to the By-laws may be made which would substantially change the purposes of this Endowment or cause it to lose its tax-exempt status.

WITNESSES:

GREENWOOD FIRST PRESBYTERIAN
CHURCH

By: _____
Clerk of the Session

Adopted: _____