

BYLAWS OF THE PRESBYTERY OF UTAH A UTAH NON-PROFIT CORPORATION

ARTICLE I Offices

The principal office of the Corporation shall be located in the City of Salt Lake City, County of Salt Lake, Utah. The Corporation may have such other offices, either within or without the State of Utah, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall be composed of twelve Directors ("Directors"), who shall be the twelve members of the Coordinating Council of Presbytery.

Section 2. Number, Tenure and Qualifications. Each Director shall hold office for a term of not less than one (1) year or until a qualified successor is elected or appointed. The number of Directors may be increased or decreased, to be not less than three (3) nor to exceed fifteen (15) Directors, by the affirmative vote of the majority of the Members of the Corporation. Directors shall be subject to recall or removal by a two-third (2/3rds) vote of the Members of the Corporation, with or without cause.

Section 3. Stated Meetings. A stated annual meeting of the Board of Directors shall be held early in each calendar year at a date, time and place to be set by the Board of Directors. The Board of Directors may call for and set, by resolution or notice, as provided for in Section 5 below, the time and place of additional stated meetings of the Board of Directors without other notice than such resolution or notice.

Section 4. Called Meetings. Called meetings of the Board of Directors may be called by or at the request of any two (2) officers or any two (2) of the Directors of the Corporation.

Section 5. Notice. Notice of any stated or called meeting of the Board of Directors shall be given at least ten (10) days prior to such meeting, by written notice delivered either personally or by mail to each Director at the address of that Director as shown by the records of the Corporation. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, postage prepaid. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or conveyed. Neither the business to be transacted at, nor the purpose of, any stated or called meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, that if less than such majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Adopting Resolutions. The Board of Directors may adopt resolutions for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation or these Bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Members of the Corporation. A director elected or appointed to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office. Any vacancy occurring on the Board of Directors by reason of resignation, removal or otherwise, will be filled by the affirmative vote of a majority of the Members of the Corporation.

Section 10. Compensation. Directors, as such, shall not receive any compensation for their services to the Corporation. Notwithstanding the foregoing, nothing herein shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation for such services.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent, in writing, setting forth the action so taken, is signed by all of the Directors.

ARTICLE III
Officers

Section 1. Officers. The officers of the Corporation shall be a President, who shall also be a Member of the Board of Directors, a Vice-President, a Secretary, a Treasurer and such other officers as may be elected or appointed in accordance with the provisions of these Bylaws. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and vice-president may not be held by the same person.

Section 2. Election and Term of Office. The President, Vice-President and Treasurer of the Corporation shall be elected or appointed annually by the Board of Directors at the first stated meeting of the Board of Directors in a calendar year. If the election or appointment of those officers shall not be held at such meeting, then such election or appointment shall be held as soon thereafter as conveniently may be. Additional offices may be created and filled at any meeting of the Board of Directors. Each officers shall hold office until his successor shall have been duly elected or appointed unless an officer who has been removed from office departs more promptly or resigns prior to the expiration of such officer's term.

Section 3. Removal. Any officer elected or appointed by the Directors of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officers removed.

Section 4. Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Corporation shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other documents which the Board of Directors has authorized to be executed, except when the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or by statute to some other officer or the agent of the Corporation. In general , the President shall perform all duties incident to the office of

President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President (or in the event there is more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to, all the restrictions of the President. Any vice-president shall perform such other duties as may be assigned to such vice-president by the President or by the Board of Directors from time to time.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody for, and be responsible for, all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer also shall perform such other duties as may be assigned by the President or by the Board of Directors of the Corporation.

Section 8. Secretary. The Secretary shall see that the minutes of the meetings of the Board of Directors are kept in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be Custodian of the Corporation records (Book of Order, G-9.0203a) and, in general, perform all duties as may be assigned by the President or by the Board of Directors from time to time. The Stated Clerk of the Presbytery of Utah shall be the Secretary of the Board of Directors as directed by these Bylaws.

Section 9. Authority and Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in the Articles of Incorporation, these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE IV Membership Rights, Privileges and Obligations

Section 1. Voting Membership. The voting membership of the Corporation shall consist of the Minister members of the Presbytery of Utah (Book of Order, G-11.0401), the elder commissioners of its member

congregations, and those additional elder commissioners elected at the first stated meeting of each calendar year for equalization (Book of Order, G-11.0101).

Section 2. Voting. Each Member in good standing shall have one (1) vote at any meeting of Members. Such vote shall be cast in person. Cumulative voting shall be prohibited.

ARTICLE V Meetings of Members

Section 1. Annual Meetings. The annual Corporation meeting of the Members shall be held at the fall season Stated Meeting of the Presbytery at such time, date and place as fixed by the Board of Directors, for the transaction of such business as may properly come before the meeting. At least ten (10) days notice shall be given to each Member of such meeting.

Section 2. Called Meetings. Called meetings of the Members may be called by the President or other principal officer, or by the Board of Directors of the Corporation, at any time and for any purpose and shall be called by the President or other officer at the request of the majority of the Board of Directors or the request of 10% of the Members of the Corporation. Ten (10) days written notice of any such called meeting shall be given to all Members stating the time, place and purpose of such meeting. Business to be transacted at any called meeting shall be confined to the objects stated in the notice of the called meeting.

Section 3. Waiver of Notice. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where such Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum. Those Members present at a meeting shall constitute a quorum for the transaction of business.

ARTICLE VI Committees

Section 1. Committees of Directors. The Board of Directors, by resolution, may designate and appoint committees, each of which shall consist of two or more Directors. Such committees, to the extent provided by resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors to: (1) elect, appoint or remove any member of any such committee or any Director or officer of the Corporation; (2) adopt a plan of merger or consolidation with another corporation; (3)

authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (4) authorize or revoke the voluntary dissolution of the Corporation; (5) adopt a plan for the distribution of the assets of the Corporation; or (6) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the declaration thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed by law.

Section 2. Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE VII Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or the registered agent of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors from time to time.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII Books and Records

The Corporation shall keep correct and complete books of the account(s) of the Corporation and also shall keep minutes of the proceedings of its Board of Directors and all committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any

Director or Member, or Director's agent or attorney, for any proper purpose, at any reasonable time.

ARTICLE IX
Fiscal Year

The Corporation shall adopt the calendar year as its fiscal year.

ARTICLE X
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Utah Revised Nonprofit Corporation Act, the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof, shall be in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein and delivered to the Corporation. However, delivery is not mandatory for the waiver to be effective.

ARTICLE XI
Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the Members of the Corporation present at any stated meeting or at any called meeting if at least ten (10) days written notice is given of the intent to alter, amend, repeal or adopt new Bylaws at such meeting.