

ARTICLE I

REGISTERED OFFICE AND AGENT

1.1 Registered Office and AGENT. The initial registered office of the corporation and the initial registered agent of the corporation at said office shall be as set forth in the office of the corporation and the changed from time to time by the corporation in the manner specified by law.

ARTICLE II

MEMBERSHIP

2.1 Membership. The membership of the corporation shall consist of the “active members” of the First Presbyterian Church of LaGrange as defined in the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended.

2.2 Rights of Membership. All members shall have the right to attend any of the corporation’s meetings.

2.3 Withdrawal. Any member may withdraw from the corporation by transfer of her or his church membership to another church or by becoming an “inactive member” as defined in the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended.

2.4 Temporary Exclusion or Removal. Any member may be temporarily excluded or removed from membership in the corporation only in accordance with the Rules of the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended.

ARTICLE II

MEETINGS OF MEMBERS

3.1 Time and Place of Meetings. Meetings of the members shall normally be held at the First Presbyterian Church of LaGrange, at such date and time as may be fixed by the Board of the corporation, or as may be called by the Presbytery of which the church is then a member.

3.2 Annual Meeting. An annual meeting of the members shall be held on the first Sunday of the November of each year, at 11:45 A. M., or at such other date and time as

shall be designated from time to time by the Board of Trustees and stated in the notice of the meeting.

3.3 Regular Meeting. The Board of Trustees shall determine by resolution how frequently to convene regular meetings of the members and the date and time of said meetings. The membership shall be given notice of such meetings on two successive Sundays preceding such meeting.

3.4 Special Meetings. Special meetings of the members may be called at any time by the Board of Trustees upon a majority vote of the Board, or when requested in writing by not less than ten percent (10%) of the members of the corporation.

3.5 Notice of Meeting. Public notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given on two successive Sundays before the date of the meeting, by orally giving such notice during the regular Sunday worship service and by publication of same in the church bulletin or newsletter, if any. The business to be transacted at a special meeting shall be limited to the items specifically listed in the notice of such meeting.

3.6 Waiver of Notice. Attendance of a member at a meeting shall of itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

3.7 Quorum. A quorum of a meeting of the members shall be as follows:

A. If the number of members is one hundred (100) or less, one—fourth (1/4) of the members; or

B. If the number of members is more than one hundred (100), twenty—five (25) members or one—tenth (1/10) of the members, whichever is greater;

If a quorum is present, the affirmative vote of a majority of the members at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Georgia Nonprofit Corporation Code or by the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. When a quorum is once present to organize a meeting, the members present may continue to do business at the meeting or any adjournment thereof notwithstanding the withdrawal of enough members to leave less than a quorum.

3.8 Adjournment. Any meeting of the members may be adjourned by a majority of the members present at a meeting, whether or not a quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting shall not be

necessary, provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

3.9 Voting Rights. Each member shall be entitled at each meeting to one vote.

Proxies. A proxy shall not be valid.

ARTICLE IV

-TRUSTEES

4.1 Number, Qualification and Term of Office. The affairs of the corporation shall be managed by a Board of Trustees of not less than three (3) trustees, which shall constitute the Board of Directors of the corporation. The initial number of trustees shall be as set forth in the Articles of Incorporation of the corporation. The number of trustees shall not be less than the minimum provided above. The trustees shall be natural persons of the age of eighteen years or over. The trustees shall consist of the Elders in active service of the First Presbyterian Church at LaGrange, whose number, qualifications, term of office, and manner of election shall be governed by the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. Each trustee shall hold office for the term for which she or he is elected and until her or his successor shall have been elected and qualified, or until her or his earlier resignation, removal from office, death, or incapacity to serve.

4.2 Vacancies. Vacancies shall be filled in the manner by which trustees are elected as described in Section 4.1. The remaining trustees shall have full authority to act during the period that a vacancy exists even though there may be less than the minimum number of trustees specified in Section 4.1.

4.3 Compensation. Trustees shall not receive a salary for their services as trustees; but may be reimbursed for any and all expenses incurred in connection with their services as trustees. A trustee may serve the corporation in a capacity other than that of trustee and receive compensation for the services rendered in that other capacity.

ARTICLE 5

MEETINGS OF THE BOARD OF TRUSTEES

5.1 Place and Time of Meetings. Regular meetings of the Board of Trustees may be held without notice at such times and places as the Board may from time to time designate.

5.2 Annual Meeting. The Board of Trustees shall meet at least annually for the consideration of such business as may come before it.

5.3 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair of the Board, and shall be called by the Chair when requested in writing •to do so by any two trustees.

5.4 Notice of Meetings. Notice of the annual meeting of the Board of Trustees need not be given. Reasonable notice of each special meeting setting the time and place of the meeting shall be given to each trustee when other than routine business is to be transacted. No notices of any meeting of the Board of Trustees need state the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees.

5.5 Waiver of Notice. Attendance of a trustee at a meeting shall constitute a waiver of notice of that meeting unless she or he attends for the purpose of objecting to the transaction of business because the meeting has not been lawfully -called or convened.

5.6 Quorum. At meetings of the Board of Trustees, one—third (1/3) of the trustees in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the trustees in attendance shall be the acts of the Board. In the event the trustees are deadlocked on any vote, the vote of the Chair shall break such deadlock.

5.7 Adjournment. A meeting of the Board of Trustees may be adjourned by a majority of the trustees present, whether or not a quorum exists. Notice of the time and place of the adjourned meeting and of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

5.8 Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all the trustees, and be filed with the minutes of the proceeding of the Board of Trustees. Such consent shall have the same force and effect as a unanimous vote.

5.9 Action by Telephone Conference Call. Members of the Board of Trustees, or any committee designated by the Board of Trustees, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE 6

OFFICERS

6.1 Authority of Trustees. The Board of Trustees shall be responsible for the general supervision of all affairs of the corporation; and, except as otherwise provided by the Articles of Incorporation or these bylaws, all executive and administrative powers of the corporation shall be vested in the Board of Trustees. The Board of Trustees may from time to time create such officers and committees and delegate such powers and duties as the Board may deem advisable.

6.2 Chair of the Board. The pastor of the First Presbyterian Church of LaGrange shall serve as the Chair of the Board of Trustees and shall preside at all meetings of the Board and the members. In the absence or disability of the pastor, the Board of Trustees shall select a presiding officer for all such meetings. .

6.3 Secretary. The clerk of the session of the church shall serve as secretary of the corporation and shall keep minutes of all meetings of the members and trustees and have charge of the minute books and seal of the corporation and shall perform such other duties and have such other powers as may from time to time be delegated to her or him by the Board of Trustees. The assistant clerk of the session shall serve as assistant secretary of the corporation and shall perform the duties of the secretary in the absence or disability of the secretary.

6.4 Treasurer. The treasurer of the church shall serve as treasurer of the corporation and shall be charged with the management of the financial affairs of the corporation and shall have such other duties as shall be delegated to her or him by the Board of Trustees. In the absence or disability of the treasurer, the assistant treasurer of the church shall perform the duties of the treasurer.

ARTICLE 7

MISCELLANEOUS

7.1 Inspection of Books. All books and records of the corporation may be inspected by any member or trustee, for any proper purpose at any reasonable time on written demand stating such purpose.

7.2 Seal. The corporate seal shall be in such form as the Board of Trustees may from time to time determine. In the event that it is inconvenient at any time to-use the corporate seal of the corporation, the words "Seal" or "Corporate Seal" enclosed in parentheses or scroll shall be deemed the corporate seal of the corporation.

ARTICLE 8

AMENDMENT

8.1 The bylaws of the corporation may be altered, amended, or repealed and new bylaws may be adopted by majority vote of the Board of Trustees in attendance at any regular meeting or special meeting called for such purpose.

ARTICLE 9

BOOK OF ORDER OF THE PRESBYTERIAN CHURCH (U.S.A.)

9.1 The bylaws shall be subject to the provisions of the Book of Order of the Presbyterian Church(U.s.A.), as the same now exists or may hereafter from time to time be amended. Any conflict between the bylaws and said Book of Order shall be governed by the provisions of said Book of Order. Any matters not specifically provided for in the bylaws shall be governed by the applicable provisions of said Book of Order.

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES OF
FIRST PRESBYTERIAN CHURCH OF LAGRANGE, INC.

The organizational meeting of the Board of Trustees of the First Presbyterian Church of LaGrange, Inc., was held at the church at 120 Broad Street, LaGrange, Georgia, on the 12th day of June, 1984.

All board members were present.

Dr. John E. Kimbirl was elected Chairman of the meeting, and Luther Anderson was elected Secretary of the meeting.

The Chairman reported that the corporation's Certificate of Articles of Incorporation had been filed and recorded by the Secretary of State, Max Cleland on December 28, 1983. A copy of the certificate of Articles of Incorporation was directed to be filed in the corporation's minute book.

The Chairman further stated that the purpose of the meeting was to take all necessary steps to complete the organization of the corporation in order to enable the corporation to commence its activities.

The Chairman then submitted the proposed Bylaws to the Board for approval. The Bylaws were then duly reviewed and considered and finally adopted by this meeting as the Bylaws of the corporation. A copy of said bylaws was directed to be filed in the corporation's minute book.

In accordance with the Bylaws, the following persons, by virtue of their offices in the First Presbyterian, Church of LaGrange, were noted to hold the corporate offices set opposite their name, to hold office and exercise the powers and responsibilities specified in the Bylaws of the corporation:

OFFICE	NAME
Chair of the Board (Moderator)	John E. Kimbirl

Secretary (Clerk) Luther Anderson
Treasurer John Jacob

The Chairman then noted that, in accordance with the Bylaws, that the initial Board of Trustees of the corporation shall consist of the following persons, by virtue of said persons constituting the Session of the church:

Class of 1984

J. Phillip Cleaveland

Mrs. William J. Deal

Oliver Hunnicutt, Jr.

Dr. William L. Hutchinson

Charles C. Maddox

Ms. Louise Onowen

Class of 1985

Luther Anderson

Mrs. Judy Davis

Newton Hardie

L. Collier Jordan

J. Gardner Newman

Thomas J. Westbrook

Class of 1986

James T. Boyd

Garnett Holliday

Dr. William O. Hunnicutt, III

Allen B. Keeble

John R. Newman

Mrs. Lorine Smith

There being no further business, the meeting was adjourned.

Luther Anderson, Secretary (Clerk)