

BYLAWS
OF
PRESBYTERIAN FEDERAL CHAPLAINCIES Inc.

The name of the organization is Presbyterian Federal Chaplaincies. The organization is organized in accordance with the Tennessee Code Annotated, Title 48, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the Directors, or officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

To represent the following partner denominations - The Cumberland Presbyterian Church; The Cumberland Presbyterian Church in America; The Korean Presbyterian Church Abroad; and The Presbyterian Church (U.S.A); - in all matters related to their ministers of word and sacrament or candidates for the ministry serving or seeking to serve as chaplains in the federal sector of the United States of America. The organization ministers in appropriate ways to the chaplains and those seeking the chaplaincy as mentioned above and renders appropriate support and ministry to the families of chaplains, and to the personnel served by the chaplains. The organization also approves Seminary Students of the member denominations for participation in Chaplain Candidate programs of the military services.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

The organization shall be governed by a Board of Directors constituted by representatives elected to serve by the partner denominations.

ARTICLE 1

MEETINGS

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held once each calendar year for the review of the organization's performance, mission, and purpose as well as the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all Directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting using, any means of communication by which all Directors participating may simultaneously hear each other during this meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the Directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE II

DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 11 Directors elected as follows 1) six from the Presbyterian Church (USA); 2) three from the Cumberland Presbyterian Church; 3) one from the Cumberland Presbyterian Church in America; and 4) one from the Korean Presbyterian Church Abroad. In addition, the Stated Clerks (or their designated representatives) of the four partner denominations are ex-officio members of the Board and the designated representative of the Presbyterian Mission Agency of the PC(USA) also serves as an ex-officio member.

Section 2. Election and Term of Office. The Directors shall be elected by their respective denominations. Each Director shall serve the term designated by the partner denomination or until a successor has been provided.

Section 3. Adverse Interest. In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

Section 4. Regular Meeting. At the first meeting of the Board of Directors following the meetings of the General Assemblies in even numbered years, it shall as the first order of business elect its new officers and make provision for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 5. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two Directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings

substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 6. Procedures. The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all the Directors or all the members of the committee of Directors, as the case may be.

Section 8. Removal / Vacancies. A Director shall be subject to removal with cause at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor, or until a successor has been elected and qualified.

ARTICLE III

OFFICERS and COMMITTEES

Section 1. Number of Officers. The officers of the organization shall be a President, a Vice-President, an Executive Director, a Treasurer, and a Secretary. Each Officer shall be a member of the Board of Directors. No individual may hold more than one office concurrently.

- President. The President shall preside at all meetings of the Board of Directors and the Executive Committee.
- Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- Executive Director. The Executive Director shall be appointed by the Board of Directors and shall serve as the salaried chief executive of Presbyterian Federal Chaplaincies.

- The Executive Director is charged with the responsibility of operating, managing, and directing the corporate business to carry out the mission.
 - The Executive Director holds primary responsibility for hiring individuals in accord with Board approved positions and terms of call. The President shall appoint two elected members of the Board to work with the Executive Director in all hiring actions. Prior to a call being extended, the President shall review the hiring process and concur in the decision.
 - The Executive Director shall be responsible for all aspects of staff development and review to include annual assessments and counseling of each staff member. Staff members at their discretion may appeal to the Executive Committee regarding assessments and other work-related issues.
 - The Executive Director shall execute bonds, mortgages, and other contracts except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer.
- Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
 - Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. There shall be a Nominating Committee to propose members for office. The Nominating Committee shall consist of three elected members, none of whom are current office holders, and shall to the extent possible represent at least three of the partnering denominations. The nominating committee shall be formed by the Board through election prior to the adjourning of the Annual meeting in even numbered years.

Section 3. Election and Term of Office. The officers shall be elected biannually by the Board of Directors at the first meeting of the Board in even numbered years, each officer shall serve a two-year term or until a successor has been elected and qualified.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the appropriate member denomination.

Section 5. Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Executive Director, Secretary, and Treasurer. The Executive Committee shall meet at the call of the President. The Executive Committee may, in its sole discretion, determine that any number of attendees, up to and including all attendees, may participate in any meeting of the Executive Committee or the Board of Directors by means of remote communication. The Executive Committee shall act as an advisor to the President and aid the staff in carrying out the policies of the Board of Directors and in administering the affairs of the organization. The Executive Committee has only such authority as the Board of Directors may grant. The Executive Committee may meet without the Executive Director's presence as determined by the President.

Section 6. Other Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the Executive Director and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the Executive Director.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V
AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI
INDEMNIFICATION

Any Director or officer who is involved in litigation by reason of his or her position as a Director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII
DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Barbara Sherer, President of Presbyterian Federal Chaplaincies, and Thomas Craig, Secretary of Presbyterian Federal Chaplaincies certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on September 28, 2021.