BYLAWS
OF THE TRUSTEES OF
THE FIRST PRESBYTERIAN CHURCH OF MARIETTA, INC.

Article I: Purpose, Authority, Limitations, Powers and Duties, Property

Section 1. Purpose: The First Presbyterian Church of Marietta, Inc. is a duly incorporated church, formed by the Congregation pursuant to the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Georgia.

Section 2. Authority: The Directors of The First Presbyterian Church of Marietta, Inc. are designated as Trustees. The Trustees of the First Presbyterian Church of Marietta, Inc. shall be under the authority of the Session and the Congregation and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be, from time to time amended, established, made and declared by the authority of the Presbyterian Church (U.S.A.). (The Constitution of the Presbyterian Church (U.S.A.) Part II. Book of Order G-4.0101)

Section 3. Limitation of Powers and Duties: The powers and duties of the Trustees shall not infringe upon the powers and duties of the Session or of the Diaconate and Trustees shall exercise all powers and duties in conformity with the Constitution of the Presbyterian Church (U.S.A.). (Book of Order G-4.0101., G-3.0201).

Section 4. Power and Duties: The Trustees shall have the following powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.). (Book of Order G-4.0101).

> To receive, hold, encumber, manage and transfer property, real and personal, for the Congregation provided that in buying, selling and mortgaging real property, the Trustees shall act only after the approval of the Congregation granted in a duly constituted meeting.
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> To accept and execute deeds of title to such property. To hold and defend title to such property.

When buying, selling, and mortgaging real property, the Board of Trustees shall act only after the approval of the Congregation granted in a duly constituted meeting. (Book of Order G-4.0101). Voting members of the Congregation are the members on the active roll of The First Presbyterian Church of Marietta, Inc. (Book of Order G-4.0101) The Board of Trustees shall not sell, mortgage or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written

permission of the presbytery transmitted through the Session of the Congregation. (Book of Order G-4.0206).

Article II Members

Section 1. Eligibility for Service: Ruling elders who are serving as active elders or as elders in rotation who have served as members of the Session of The First Presbyterian Church of Marietta, Inc. are eligible to serve as Trustees. The Session shall nominate Trustees, and the Congregation shall vote at a regularly called congregational meeting to elect Trustees. Trustees shall be elected in the same manner as ruling elders and deacons. (Book of Order G-4.0101).

There shall be no more than ten and no less than five Trustees. (Restated Articles of Incorporation of The First Presbyterian Church of Marietta, Inc., December 11, 2019)

Section 2. Term: The term of office shall be three years or until their respective successors are chosen. Trustees shall serve a three year term and may be eligible for re-election.

Any officer elected by the Board of Trustees may be removed from the office by the affirmative vote of the majority of the Trustees then in office whenever in their judgment the interest of the Corporation will be served thereby.

Section 3. Officers: The Board of Trustees shall elect from their number a President of the Corporation. The Clerk of Session shall serve as an ex-officio member and as Secretary of the Corporation. (Book of Order G-3.0104).

The President shall preside at meetings of the Board of Trustees and may call a meeting at any time but shall have no other special powers. The ordinary business of the Corporation, the acquisition, management, care and disposal of property shall be transacted by the Board of Trustees as authorized by the Session and Congregation.

Article III Meetings

Section 1. Annual Meeting: The annual meeting of the Board of Trustees shall be held in the month of October and shall be called by the President or by two Trustees.

Section 2. Notice of Meetings: Notice of the time and place of the annual meeting or additional meetings shall be in writing and shall be duly sent, mailed or otherwise delivered to each Trustee no less than ten days before the meeting. For a special meeting, the purpose of the meeting shall be given in writing.

Section 3. Additional Meetings: Either the President or two Trustees may call meetings, upon giving appropriate notice of the meeting to all Trustees.

Section 4. Quorum: A majority of the Trustees shall constitute a quorum.

Article IV Fiduciary Duty

Trustees have a fiduciary obligation to hold property interests for the benefit of the Congregation. (Book of Order G-4.0203).

Article V Bylaws

The Bylaws of the Board of Trustees shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.) Part II Book of Order as it is now or shall be, from time to time, amended, established, made and declared by the authority of the Presbyterian Church (U.S.A.). These Bylaws will be adopted by the members of the Congregation and may in the future be amended or repealed by members of the Congregation but must in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).