

**AMENDED AND RESTATED BY-LAWS OF
THE PRESBYTERY OF BLACKHAWK**

ARTICLE I

THE CORPORATION AND FISCAL YEAR

SECTION 1. THE CORPORATION. The Presbytery of Blackhawk (the "Corporation") is an Illinois not-for-profit corporation maintained by the Presbytery of Blackhawk (the "Presbytery"), a presbytery of the Presbyterian Church (U.S.A.), pursuant to G-4.0101 of the Book of Order, being Part II of the Constitution of the Presbyterian Church (U.S.A.) (the "Book of Order"). The Corporation shall at all times be operated in accordance with and subject to the Book of Order and the Articles of Incorporation.

SECTION 2. FISCAL YEAR. The fiscal year of the Corporation shall end on December 31 in each year.

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERS. The persons who are from time to time the teaching elder members, ruling elder commissioners, and ruling elder members of the Presbytery Assembly of the Presbytery of Blackhawk shall be the Members of the Corporation.

SECTION 2. MEETINGS OF MEMBERS. Meetings of Members shall be held on the days of the stated meetings of the Presbytery Assembly, at such hour and place as shall be stated in the notices for such meetings. The annual meeting of the corporation shall be held on the day of the first stated meeting of the Presbytery Assembly in each calendar year. Special meetings may be called at any time by the Trustees or by the President on notice to the Members mailed, delivered or sent electronically at least five (5) days but no more than sixty (60) days before the day of the meeting, or in the case of a meeting to remove one or more Trustees or to approve a merger, dissolution, sale or lease of assets, not less than twenty (20) days but no more than sixty (60) days before the day of the meeting. A minimum of three teaching elder members, plus ruling elder commissioners representing at least three churches, present in person at any annual or special meeting shall constitute a quorum for the transaction of any business of the Corporation.

ARTICLE III

TRUSTEES

SECTION 1. GENERAL POWERS AND DUTIES. The property, business and affairs of the Corporation shall be managed by or under the direction of its Trustees.

SECTION 2. QUALIFICATIONS AND TERM OF OFFICE. Subject to Section 8 of this Article III, the voting members of the Presbytery Council of the Presbytery who are elected by the Presbytery Assembly and are serving from time to time, shall be the Trustees of the Corporation. Each Trustee shall hold office until the annual meeting of members held next after such Trustee's election and until such Trustee's successor shall have been duly elected and qualified or until such Trustee's earlier death, resignation or removal, or until the Trustee's

resignation or removal from the Presbytery Council.

SECTION 3. MEETINGS. Meetings of the Trustees shall be held on the day of the stated meeting of the Presbytery Council, at such time and place as shall be stated in the notices for such meeting. A regular annual meeting of the Trustees shall be held contemporaneously with the first stated meeting of the Presbytery Council in each calendar year for the purpose of electing the officers of the Corporation and transacting such other business as may come before the meeting. Other meetings of the Trustees may be held at any time at the call of the President or at the request in writing of any five Trustees. Meetings of the Trustees shall be held at the principal office of the Presbytery or at such other location as may be specified in the call.

SECTION 4. NOTICE OF MEETINGS. Notice of each meeting shall be mailed, delivered or sent electronically by or at the direction of the Secretary to each Trustee addressed to him or her at his or her residence or usual place of business at least ten (10) days before the day on which the meeting is to be held.

Notice may be waived in writing by a Trustee, either before or after the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting unless a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any meeting of the Trustees shall be a legal meeting without any notice thereof having been given if all Trustees shall be present at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Trustees need be specified in the notice or waiver of notice of such meeting.

SECTION 5. QUORUM AND MANNER OF ACTING. A majority of the total number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting to a day certain, and the Secretary shall give all absent Trustees five days' notice of such adjourned meeting. The Trustees present at such adjourned meeting shall constitute a quorum for the purpose of conducting business, provided that in no event shall a quorum consist of less than one-third of the Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees, unless the act of a greater number is required by statute, the articles of incorporation or these By-Laws.

SECTION 6. INFORMAL ACTION TAKEN BY TRUSTEES. Any action which is required to be taken, or which may be taken, at a meeting of the Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees then in office. Such consent shall have the same force and effect as a unanimous vote of all the Trustees.

SECTION 7. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Members of the Trustees may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 8. ADMINISTRATIVE COMMISSION. Notwithstanding anything in these By-Laws to the contrary, during any period when an Administrative Commission appointed by

the Synod of Lincoln Trails or its successor (the "Synod") has assumed original jurisdiction of the Presbytery, such Administrative Commission shall appoint and remove Trustees, and shall fill vacancies in the office of Trustee, from the members of the Corporation. At such time as such Administrative Commission no longer exercises original jurisdiction of the Presbytery, the voting members of the Presbytery Council shall once again be the Trustees of the Corporation.

SECTION 9. REMOVAL OF TRUSTEE. A Trustee may be removed by an affirmative vote of two-thirds of the Members at a meeting of the Members, provided that notice of the meeting has been provided within the time specified in Article II, Section 2, and that the notice states that a purpose of the meeting is to vote upon the removal of one or more Trustees who are named in the notice.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall consist of a President, Secretary and Treasurer. Vice Presidents, Assistant Secretaries and Assistant Treasurers may also be elected at the discretion of the Trustees. All officers shall be elected annually at the meeting designated for this purpose in Article III of these Bylaws. Each officer shall hold office until the next occurring in any office, whether by death, resignation, removal or otherwise, shall be filled for the unexpired term by a majority vote of the Trustees at any meeting. Any two or more offices may be held by the same person. Unless otherwise provided herein, an officer need not be a Trustee of the Corporation.

SECTION 2. THE PRESIDENT. The President, who is ordinarily the Moderator of the Presbytery Assembly, shall preside at all meetings of the Members and of the Trustees. The President shall see that all orders and resolutions of the Trustees are carried into effect and shall have such other duties as may from time to time be prescribed by the Trustees or these By-Laws.

SECTION 3. THE VICE PRESIDENT. The Vice Presidents, in the order of their seniority if there be more than one, shall have all the powers and perform all the duties of the President in the absence or incapacity of the President. The Vice-Moderator of the Presbytery Assembly is ordinarily a Vice President of the Corporation. Each Vice President shall have such other duties as may from time to time be prescribed by the President, the Trustees or these By-Laws.

SECTION 4. THE SECRETARY AND ASSISTANT SECRETARIES. The Secretary, who shall be one of the other Trustees of the Corporation, shall keep full minutes of all meetings of the Trustees and Members. The Secretary shall attend the meetings of the Trustees and Members and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and shall perform such other duties as may be assigned to such office. The Assistant Secretaries, in the order of their seniority if there be more than one, shall perform the duties and exercise the powers of the Secretary in the absence or incapacity of the Secretary and shall have such other duties as may from time to time be prescribed by the President, Secretary, Trustees or these By-Laws.

SECTION 5. THE TREASURER AND ASSISTANT TREASURERS. The Treasurer shall

keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects to the credit of the Corporation in such banks of deposit as may be designated by the Trustees. The Treasurer shall invest the funds of the Corporation for the account of the Corporation in such manner as the Trustees shall determine. The Treasurer shall dispose of or direct agents authorized by the Trustees to dispose of, funds of the Corporation as may be ordered by the Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Trustees, whenever they may so require, an account of all the transactions conducted as Treasurer and of the financial condition of the Corporation. The Assistant Treasurers, in the order of their seniority if there be more than one, shall perform the duties and exercise the powers of the Treasurer in the absence or incapacity of the Treasurer and shall have such other duties as may from time to time be prescribed by the President, Treasurer, Trustees or these By-Laws.

SECTION 6. RESIGNATIONS. Any officer may resign at any time by giving written notice to the Trustees or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. REMOVAL. Any officer may be removed by the Trustees whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE V

INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHERS

SECTION 1. ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Trustee, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

SECTION 2. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Trustee, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. INDEMNIFICATION WHERE PARTY HAS BEEN SUCCESSFUL IN DEFENSE OR ACTION. To the extent that a Trustee, director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION THAT STANDARDS OF CONDUCT HAVE BEEN MET. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Trustee, director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (i) by the Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceedings, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or (iii) by the Members of a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceeding.

SECTION 5. PAYMENT IN ADVANCE OF FINAL DISPOSITION. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, director, officer, employee or agent to repay such amounts, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 6. NON-EXCLUSIVITY OF INDEMNIFICATION. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in

any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VI

CONTRACTS, BANKING, GIFTS AND LOANS

SECTION 1. CONTRACTS. The Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

SECTION 2. CHECKS. The Trustees may authorize any officer or officers or agent or agents of the Corporation to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and in such manner as shall be determined by resolution of the Trustees.

SECTION 3. DEPOSITS AND INVESTMENTS. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories, or invested for the account of the Corporation in such manner as the Trustees may determine from time to time.

SECTION 4. GIFTS. The Trustees or any officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

SECTION 5. LOANS. No officer or Trustee shall be authorized to obtain loans on behalf of the Corporation without the approval of the Trustees.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois General Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII

The following terms shall have the meanings assigned to them in the Book of Order:

- Administrative Commission
- Presbytery
- Ruling Elder
- Synod
- Teaching Elder
- Trustee

The following terms shall have the meanings assigned to them in the Ecclesiastical Administrative Manual of the Presbytery of Blackhawk:

Presbytery Assembly
Presbytery Council

"Act" shall mean the Illinois General Not For Profit Corporation Act, 805 ILCS, §1 05/1 01.01, *et seq.*, as amended from time to time.

"Trustee" shall also mean a person referred to in the Act as a "Director."

ARTICLE IX

ELECTRONIC COMMUNICATIONS

Whenever any action is required to be "written," to be "in writing," to have "written consent," to have "written approval" and the like under the provisions of the Illinois General Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or by these By-Laws, such action shall include any communication transmitted or received by electronic means.

ARTICLE X

BY-LAW AMENDMENTS

These By-Laws may be amended, altered or repealed and new By-Laws may be adopted by action of the Members, except that during any period when an Administrative Commission appointed by the Synod of Lincoln Trails has assumed original jurisdiction of the Presbytery, any amendment, alteration or repeal of any provision of these By-Laws shall be made at the direction of the Administrative Commission by the Trustees who are appointed by the Administrative Commission.