

CHAPTER II
BY-LAWS
HEARTLAND PRESBYTERY

2.

HEARTLAND PRESBYTERY is incorporated under the laws of the State of Missouri relating to Not-for-Profit Corporations, and is to be qualified to engage in activities in the State of Kansas as a not-for-profit corporation. It is the corporation related to and holding title to the property and assets of the ecclesiastical body known as the Heartland Presbytery of the Presbyterian Church (U.S.A.).

2.0.

1. Purpose and Duties of the Corporation.

2.1.

The purposes for which this Corporation are formed are: to provide, as is permitted and provided for in the Book of Order of the Presbyterian Church (U.S.A.), a convenient and competent corporate entity for the purchasing, selling and mortgaging of property in accordance with the programs and purposes of Heartland Presbytery; the acquiring and conveying of title to such property; the holding and defending title to the same; the managing of any funds entrusted to it for the furtherance of the purpose of said churches; the acting as an agency of said churches; being subject, however, insofar as the statutes of the State of Missouri and the State of Kansas may permit, to the direction and control of Heartland Presbytery of said church, all as set forth in the Book of Order of the Presbyterian Church (U.S.A.).

2. Membership of the Corporation.

2.2.

The membership of this Corporation shall consist of the duly constituted voting members of Heartland Presbytery as the same is constituted under the Book of Order of the Presbyterian Church (U.S.A.). Each member of the Presbytery as so constituted shall have equal voting powers. All elders designated as commissioners to Presbytery by their respective sessions are members of the corporation for legal purposes to the same extent as are ministers who are members of the corporation.

3. Meetings of the Corporation.

2.3.

The members of the Corporation shall meet as such members at the time of and as part of each regular or stated meeting of Heartland Presbytery and the notice of the meeting of the ecclesiastical body shall constitute, without more, a notice of the meeting of the members of the Corporation. So long as a quorum is present at any such meeting, in accordance with the special rules of order of the Presbytery, business of the Corporation may be transacted at any such meeting by vote of the members present. The annual meeting of the Corporation shall correspond with and be held at the same time as the annual meeting of the Presbytery, and at such meeting, the officers and directors of the Corporation shall be elected. Special meetings of the Corporation may be called and held at any time by order of the Board of Directors or of the President or Vice President upon notice given as set forth in the Book of Order of the Presbyterian Church (U.S.A.) (G-11.0201) and Missouri law and may be held at the same time and place as a special meeting of the Presbytery. Business to be transacted at a special meeting of the corporation shall be limited to the purposes as set out in the call of the meeting.

2.4.

4. Officers of the Corporation.

- a. The Moderator, Vice Moderator Stated Clerk and Treasurer of the Presbytery shall each respectively perform the duties of and be considered to be serving as the President, Vice President, Secretary and Treasurer of the Corporation, without other or additional election or action by the members of the Board of Directors of the Corporation. The members of the Corporation or the Board of Directors of the Corporation may provide for and elect or appoint other subordinate officers of the Corporation, including, but not limited to, one or more additional Vice Presidents, one or more Assistant Secretaries and/or one or more Assistant Treasurers; and the Corporation or the Board of Directors may provide that an Associate or Assistant Stated Clerk may serve as Assistant Secretary of the Corporation.
- b. The officers of the Corporation shall serve as officers of the Board of Directors, and their election as officers of the Corporation shall, without other or additional election or action, constitute them as officers of the Board of Directors.
- c. Officers shall perform those duties usually pertaining to their offices.
- d. The Treasurer and such other persons as the Corporation may determine shall give surety bonds in such sum as the Corporation may require. The Treasurer shall be responsible for the receipt of all monies collected for the Corporation's work and the deposit of the same to the credit of the corporation in such bank or banks as the Corporation or Presbytery may designate, and for the disbursement, and shall make regular and special reports when and in such form as the Corporation may require.
- e. The Corporation from time to time shall authorize by resolution certain persons to sign checks and other documents and to have access to safe deposit vaults maintained by the Board.

2.5.

5. Board of Directors.

- a. The voting members of the Presbytery Council shall serve as and perform the functions of the Board of Directors of the Corporation. Upon election of voting members of the Presbytery Council, such individuals so elected, without further election or action by the members of the Corporation, shall be and become the members of the Board of Directors of the Corporation. At any regular or stated meeting of the Presbytery Council, duly called in accordance with the special rules of order of the Presbytery, any and all business of the Board of Directors may be duly and validly transacted to the same extent as if a separate notice of a meeting of the Board of Directors had been properly given.
- b. Until changed by amendment to these By-Laws, the number of the Board of Directors (Presbytery Council) shall be 29, it being the intention of these By-Laws that the number of the Board of Directors shall be increased or decreased by further amendment to these By-Laws at any time when there is an increase or decrease in the number of voting members of the Presbytery Council, such amendment to be adopted as provided in Paragraph 11 of these By-Laws.

- c. The requisite notice quorum and number of votes required in connection with any matter brought before the Board of Directors shall be governed by the special rules of order of the Presbytery applicable to the Presbytery Council. If and so long as there is a Moderator of the Presbytery Council who is other than the Moderator of the Presbytery, then such individual shall likewise serve as Chairperson of the Board of Directors.
- d. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of the Directors may be filled by the Board of Directors unless the special rules of order of the Presbytery require that such vacancy only be filled by the members of the Presbytery, in which event such vacancies may only be filled by vote of the members of the Corporation.

6. Indemnification of Directors, Officers and Certain Others.

2.6.

a. Directors. 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, including an action by or in the right of the Corporation, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a 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 the defense or settlement of such action, it or proceeding, to the full extent permitted by The General and Business Corporation law of Missouri, as amended.

b. Officers, Employees and Agents. The Corporation may, at the discretion of the Board of Directors, 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, including an action by or in the right of the Corporation, by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a 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 the defense or settlement of such action, suit or proceeding, to the full extent permitted by The General and Business Corporation Law of Missouri, as amended.

c. Expenses.

(i) The Corporation shall pay the director, or such person or entity as the director may designate, on a continuing and current basis, and in any event not later than ten business days following receipt by the Corporation of the director's request for reimbursement, all expenses, including attorneys' fees, costs, settlements, fines and judgments incurred by or levied upon the director in connection with any action, suit or proceeding referred to in this Section 6.

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(ii) To the extent that an officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph b of this Section 6, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit, or proceeding.

(iii) 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 the action, suit, or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking, by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified by the Corporation for such expenses.

d. Board Authorization. Any indemnification of directors, officers, employees or agents under paragraphs a and b of this Section 6, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that such indemnification is proper in the c because such director, officer, employee or agent has met the applicable standard of conduct under Missouri law. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

e. Notification and Defense of Claim. Promptly after receipt by a director, officer, employee or agent of notice of the commencement of any action, suit or proceeding, the director, officer, employee or agent will, if a claim in respect thereof is to be made against the Corporation, notify the Corporation of the commencement thereof. the failure to promptly notify the Corporation will not relieve the Corporation from any liability that it may have to the director, officer, employee or agent hereunder, except to the extent the Corporation is prejudiced in its defense of such claim as a result of such failure. Unless otherwise requested by the Board of Directors, written notification shall not be necessary if the director, officer, employee or agent informs a majority of the Board of Directors of the commencement of any such action, or, independent of such notification by the director, officer, employee or agent, a majority of the Board of Directors has reason to believe such action has been initiated or threatened. With respect to any such action, suit or proceeding as to which the director, officer, employee or agent notified, or is deemed to have notified, the Corporation of the commencement thereof, the following shall apply:

(i) The Corporation will be entitled to participate therein at its own expense.

(ii) Except as otherwise provided below, to the extent that it may wish, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof with counsel reasonably satisfactory to the director, officer, employee or agent. After notice from the Corporation to the director, officer employee or agent of its election so to assume the defense thereof, the Corporation will not be liable to the director, officer, employee or agent for any

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legal or other expenses subsequently incurred by the director, officer, employee or agent in connection with the defense thereof, other than reasonable costs of investigation or unless: (x) the employment of separate counsel by the director, officer, employee or agent has been authorized by the Corporation; (y) the director, officer, employee of agent reasonably concludes that there may be a conflict of interest between the Corporation and the director, officer, employee or agent in the conduct of the defense of such action and that such conflict may lead to exposure for the director officer, employee or agent not otherwise indemnifiable, and the director, officer, employee or agent notifies the Corporation of such conclusion and decision to employ separate counsel; or (z) the Corporation fails to employ counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any

action, suit or proceeding brought by or on behalf of the Corporation or as to which the director, officer, employee or agent reasonably makes the conclusion provided for in subsection (y) hereinabove.

(iii) The Corporation shall not be liable to indemnify the director, officer, employee or agent for any amount paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the director, officer, employee or agent without the written consent of the director, officer, employee or agent. Neither the Corporation nor the director, officer, employee or agent will unreasonably withhold their consent to any proposed settlement.

f. Not Exclusive. The indemnification provided by this Section 6 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, as amended from time to time, or any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an 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 director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

g. Further Indemnity. The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under this Section 6 to any person who is or was a director, officer, employee or agent or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided, that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct, or if it is determined by a final judgment or other final adjudication by a court of competent jurisdiction considering the question of indemnification that such indemnification is or would be in violation of applicable law. The Corporation may enter into indemnification agreements with each director and officer of the Corporation whom the Board of Directors authorizes by vote of a majority of a quorum of disinterested directors.

2.6 h. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a 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 such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 6. When, and if, the Corporation obtains such insurance coverage, the Corporation shall not be required to maintain such insurance coverage in effect; provided, however, that the Corporation notifies the covered person in writing within five business days of the making of the decision to not renew or replace such insurance policy. The maintenance of such insurance shall not diminish, relieve or replace the Corporation's liability for indemnification under the provisions hereof. A claim for reimbursement hereunder, shall not be denied on the basis that such amount may or will be covered by such insurance policy, if such payments from the insurance company will not be made to the covered person within ten business days of the claim for reimbursement.

i. Definitions.

(i) For the purpose of the Section 6, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section 6, with respect to the resulting or surviving corporation, if such person had served the resulting or surviving corporation in the same capacity.

(ii) For purposes of this Section 6, the following definitions shall apply:

The term "other enterprise" shall include employee benefit plans.

The term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan.

The term "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries. Such term shall also include any service, whether as a volunteer or otherwise, as a member of a committee, task force, commission or other similar group created by action of Heartland Presbytery (the ecclesiastical body), or by its Presbytery Council, or of any subgroup created by any such committee, task force or commission; and shall also include actions or statements by any voting member of

Heartland presbytery as a part of his or her function as such voting member at any meeting of Heartland Presbytery. A person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in The General and Business Corporation Law of Missouri, as amended.

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7. Custody of Securities.

2.7.

Any or all securities of the Corporation, held in trust by it or otherwise, upon proper resolution of the Board of Directors shall be deposited with a corporate custodian who shall safeguard the same and collect the interest and dividends therefrom for the benefit of the Corporation and be advisor to the Corporation concerning its investments.

8. Sale Lease and Mortgaging of Real Estate.

2.8.

The membership of the Corporation shall have the power, with or without action by the Board of Directors, to authorize the sale, lease and/or mortgaging of any real estate or interest in real estate owned by the Corporation; provided, however, that this provision shall not apply to the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Corporation. The sale, lease and/or mortgaging of any interest in real estate owned by the Corporation which does not constitute substantially all of the property and assets of the Corporation may be authorized at any duly called meeting of the membership at which a quorum is present, by vote of a majority of those present and voting, unless applicable state law shall

require a larger affirmative vote. The sale lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Corporation shall be made only as prescribed in applicable state law (Section 355.220, Revised Statutes of Missouri, and provisions which are the successor to such section).

9. Corporation Seal. 2.9.
The Corporation shall be entitled to adopt a corporate seal in a manner and form to be prescribed by the Board of Directors.
10. Subordination. 2.10.
The Articles of Incorporation and the By-Laws of the Corporation shall at all times and in every manner and form be subordinated to the Form of Government as set forth in the Book of Order of the Presbyterian Church (U.S.A.).
11. Amendment of the By-Laws. 2.11.
These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds vote of the membership present at any regular meeting of the Corporation; provided, however, that subparagraph b. of Paragraph 5 of these By-Laws (relating to the number of the board of Directors), may be amended by majority vote of the voting members present at any duly called meeting of the Board of Directors at which a quorum of the members is present for the purpose of increasing or decreasing the number of the Board of Directors in order to fix that number so that it will equal the then number of voting members of the Presbytery Council.

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