

FOURTH AMENDED AND RESTATED BYLAWS
OF
FIRST PRESBYTERIAN CHURCH OF SANTA FE

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PREAMBLE

As authorized by the laws of New Mexico, the Presbyterian Church (U.S.A.) (PCUSA), and the First Amended and Restated Articles of Incorporation of First Presbyterian Church of Santa Fe, dated February 17, 2005 (the Articles); these Fourth Amended and Restated Bylaws of First Presbyterian Church of Santa Fe (the Bylaws) replace and supersede the bylaws dated September 30, 1953, and all amendments and restatements subsequent thereto.

DEFINITIONS

As used in the Articles and in these Bylaws, the following terms in the Book of Order 2019-2021 of PCUSA (the BoO) have the same meaning as the adjacent terms below in the New Mexico Nonprofit Corporation Act, NMSA 1978, Section 53-8-1, et seq.:

<u>Book Of Order</u>	<u>NMSA</u>
1. "ruling elders in active service" and "trustees"	"directors"
2. "session" and "board of trustees"	"board of directors"
3. "clerk of session"	"secretary"
4. "active member of the Congregation"	"member of the Corporation"

GOVERNANCE OVERVIEW

In 1866 a group of Santa Fe residents organized as a religious congregation (the Congregation, also referred to as the Church (see below)), following the tenets of the reformed Christian Presbyterian churches in the United States. Within a month the Congregation purchased an abandoned adobe church on Grant Avenue and formed a corporation under the laws of the Territory of New Mexico. The Territorial Legislative Assembly described the purpose of its legislation as being "To incorporate the old School Presbetarian [sic] Church, in the City of Santa Fe, under the care of the ancient General Assembly of the United States," and described the incorporators as "the directors of the Presbetarian Church of the United States in Santa Fe."

In 1953 the Congregation dissolved the original corporation and formed a nonprofit corporation named First Presbyterian Church of Santa Fe (the Corporation). The Congregation, together with the Corporation or its predecessor corporation, have operated continuously at the same location since 1867.

(In these Bylaws the shorthand terms "Congregation" and "Church" are interchangeable, both describing the organized congregation of Presbyterians. Also, the same name - First Presbyterian Church of Santa Fe - is the name of both the nonprofit Corporation and the organized congregation.)

Today the Church is a member church and an organized congregation of both PCUSA and the Presbytery of Santa Fe (the Presbytery).

The highest governing council of the Church is its Session, which also functions as the Board of Directors of the Corporation. Thus the Church maintains a unicameral governance structure, under which the Session is the highest governing body of both the Church and the Corporation.

Members of the Session are known as *Ruling Elders in active service*. They are elected by the Congregation. In addressing *ecclesiastical* matters, the Ruling Elders in active service act in accordance with the Constitution of the PCUSA, particularly its Book of Order.

In addressing *corporate* matters, the same Ruling Elders act as the *Board of Directors* of the Corporation, acting in accordance with New Mexico law and applicable federal law. (When acting in this capacity, PCUSA and its Book of Order refer to them as the *Trustees* of the *Board of Trustees* of the Corporation.)

The Church and the PCUSA have long maintained the distinction between ecclesiastical and corporate matters, having described them in years past as *spiritual* and *temporal* matters.

With this structure the Session functions at once as: (1) the highest governing council of the Church; (2) the Board of Directors of the Corporation under New Mexico law; and (3) the Board of Trustees of the Corporation under the PCUSA Constitution.

This structure is consistent with basic principles of the separation of ecclesiastical and civil law matters, as embodied in the freedom of religion provisions of the First Amendment of the U.S. Constitution and the Constitution of New Mexico. This unicameral structure is intended to enable the efficient governance of the Church as both a New Mexico nonprofit corporation and an ecclesiastical congregation. More specific aspects of this structure are set forth below.

ARTICLE 1

NAME, STATUS, OFFICE AND SEAL

Section 1.1 - Name: The registered name of the Corporation is "First Presbyterian Church of Santa Fe." In these Bylaws, the term "Corporation" refers to the New Mexico nonprofit corporation formed under the Nonprofit Corporation Act, and the term "Church" refers to the ecclesiastical entity of the same name.

Section 1.2 - Status: The Corporation is a tax-exempt, nonprofit New Mexico corporation. It is governed by its members and has no shareholders. The Corporation was formed by the Church in 1953 pursuant to the Constitution of the Presbyterian Church (U.S.A.)

(BoO G-4.0101) and the New Mexico Nonprofit Corporation Act. The Church is a member church of the Presbytery of Santa Fe (the "Presbytery," a nonprofit New Mexico corporation), which is a member of the Synod of the Southwest (also a New Mexico nonprofit corporation), which is in turn a regional member of PCUSA (a Kentucky nonprofit corporation).

Section 1.3 - Office/Address: The location and mailing address of the principal and registered office of the Corporation is: 208 Grant Avenue, Santa Fe, New Mexico 87501. The Corporation maintains no other office in or outside of New Mexico. The Corporation may obtain and use a post office box mailing address for any purpose deemed advisable.

Section 1.4 - Seal: The Corporation elects not to have a corporate seal. The Corporation is authorized to use the registered seal of the PCUSA.

ARTICLE 2

PURPOSES, AUTHORITIES, POWERS, DUTIES, AND LIMITATIONS

Section 2.1 - Purposes: The Corporation is formed for benevolent, charitable, religious, educational, mission, and other religious service and worship purposes, in accordance with its Articles of Incorporation and the Constitution of the PCUSA, particularly BoO G-4.01.

Section 2.2 - Authorities: In carrying out the purposes of the Corporation, the Ruling Elders, Trustees and the Corporation shall act under the authority and direction of the Session and the Congregation and shall, at all times and in all respects, conform to the Constitution of the PCUSA, as it is or may be amended, as well as applicable federal and state laws and regulations.

Section 2.3 - Powers and Duties: The Corporation shall have the powers and duties authorized or prescribed by the Session, the Constitution of PCUSA (BoO G-4.01), and the Nonprofit Corporation Act and other applicable federal and laws; including the powers and duties:

- To receive, hold, encumber, manage and transfer property, both real and personal, for the Church; provided that in buying, selling or mortgaging real property, the Trustees shall act only with the approval of the Congregation and the Presbytery (BoO 4-0206(a);
- To accept and execute deeds of title to such property, and to hold and defend title to such property;
- To enter into contracts and perform other civil law functions necessary within the life of the Church; and

- To oversee the management of any special purpose funds to ensure compliance with the purposes of the Church and any restrictions imposed by donors to such funds as required by applicable state or federal law.

All of the above are subject to BoO sections G-4.0101 and G-4.0206(a).

Section 2.4 - Limitations on Powers:

- a) The powers and duties of the Corporation and its Directors shall not infringe upon the powers and duties of the Session or of the Board of Deacons. (BoO G-4.0101, G-3.0201).
- b) The Corporation shall not engage in any activity that is not permitted to be carried on by a corporation: (i) that is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the U.S. Internal Revenue Code; (ii) for which donations thereto are tax deductible under Section 170 of the U.S Internal Revenue Code; or (iii) that is inconsistent with the powers or limitations set forth in its Articles of Incorporation and these Bylaws.
- c) No Capital Stock or Profit Sharing with Members: The Corporation shall not have or issue any stock; nor shall any dividend, profit, or share of the assets of the Corporation be distributed to any member, Ruling Elder, Trustee, Officer or employee of the Corporation. However, the Corporation may pay reasonable compensation to such persons for services rendered, and it may make payments to persons consistent with the purposes of the Corporation, including benevolent or charitable assistance to members of the Church or others in need.

Section 2.5 - All Property Held in Trust: All real and personal property held by or for the Corporation or the Church shall be held in trust for the use and benefit of the Presbytery and the PCUSA (BoO G-4.0203) in the event of dissolution of the Church or the Corporation.

Section 2.6 - Real Property Transfer Restrictions: Except with the written consent of the Presbytery, the Corporation shall not:

- a) sell, mortgage or otherwise encumber any of its real property, or acquire any real property subject to an encumbrance or condition, (BoO G-4.0206(a)); or
- b) lease its real property used for purposes of worship, or lease for more than five years any of its other real property, (BoO G-4.0206(b)).

Section 2.7 – Property Conveyances: Except as may be otherwise authorized in writing by the Presbytery, all deeds or other instruments of conveyance of real property shall include appropriate language stating that the property conveyed shall be used, kept, and maintained by the grantee for purposes consistent with the Constitution of the PCUSA.

ARTICLE 3

THE CONGREGATION, THE CORPORATION, AND THEIR MEMBERS

Section 3.1 - Membership in the Congregation: Any individual is welcome to seek active membership in the Congregation through the procedures set forth in BoO Sections G-1.0303 and G-1.0402. The several categories of membership and participation in the Congregation are set forth at BoO G-1.04.

Section 3.2 - Members of the Corporation: The membership of the Corporation consists of the active members on the rolls of the Congregation, as defined at BoO G-1.0402.

Section 3.3 - Eligibility for Election to the Session: Any active member of the Congregation is eligible for election to the Session as a Ruling Elder in active service (BoO G-3.0201) and as a Trustee of the Board of Trustees (BoO G-4.0102) and a Director of the Board of Directors; each such appointment being subject to the term limitations set forth in BoO G-2.0404.

ARTICLE 4

MEETINGS OF THE CONGREGATION AND THE CORPORATION

Section 4.1 - Annual Meeting: An annual meeting of the members of the Congregation and the Corporation shall be held no later than the last day of February of each year.

Section 4.2 - Special Meetings: Special meetings of the Congregation may be called by the Session or by the Presbytery; and shall be called by the Session upon a request in writing from one fourth of the enrolled active members of the Congregation (BoO G-1.0502). Any special meeting of the Congregation shall also be a special meeting of the Corporation. Special meetings called solely for the purpose of addressing stated corporate matters may also be called by the Session or the President of the Corporation.

Section 4.3 - Subject Matters of Annual and Special Meetings: The annual meeting shall be held for all purposes appropriate for Congregational consideration (BoO G-1.0501); i.e., both

ecclesiastical and corporate business may be conducted at the annual meeting (BoO G-1.0503), subject to the limitations set forth in BoO G-1.0503. Only business identified in the call for a special meeting may be transacted at a special meeting (BoO G-1.0502 and G-1.0503).

Section 4.4 - Notices of Meetings:

Notice of the annual meeting or any special meeting of the Congregation shall be issued in tangible or electronic form no less ten (10) calendar days and on two successive Sundays before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes of the meeting.

Section 4.5 - Moderator: The installed Pastor, or an Associate Pastor or other minister of the Word and Sacrament authorized by the Presbytery in the Pastor's absence, shall moderate all meetings of the Congregation (G-1.0504). The President shall preside over meetings of the Corporation.

Section 4.6 - Voting Eligibility: Members of the Congregation on the rolls of active members maintained by the Session pursuant to BoO 3-0204(a) as of the date of a meeting, shall be eligible to vote on any matter, including both ecclesiastical and corporate items of business transacted at the meeting (G-1.0501).

Section 4.7 - Quorum: A quorum for an annual or special meeting of the Congregation shall be one tenth of the eligible active members of the Congregation as defined above.

ARTICLE 5

THE SESSION - RESPONSIBILITIES, MEMBERSHIP, MEETINGS

Section 5.1 - General: The Session is the governing council of the Church and is the Board of Directors of the Corporation. Each member of the Session is at once both a Ruling Elder in active service on the Session and a Trustee of the Corporation. The membership of the Board of Trustees shall at all times be identical with the membership of the Ruling Elders on the Session. Any election, resignation or removal of a member of the Session is at once and the same as the election, resignation or removal of the same member as both a Ruling Elder in active service and a Trustee of the Corporation.

Section 5.2 - Responsibilities:

The corporate responsibilities of the Church are governed by the members of the Session acting in their capacity as the Trustees and Directors of the Corporation. Such responsibilities include but are not limited to:

- (a) acquisition, management, lease and sale of real and personal property;
- (b) management of financial assets, including investments and special funds dedicated to the missions of the Church, accounting practices, audits, acceptance of special gifts and donations, and tax matters;
- (c) compliance with federal, state and local laws and regulations; and
- (d) acquisition of insurance, including general and auto liability, property, workers compensation, and directors' and Officers' insurance.

The ecclesiastical responsibilities of the Church are governed by the members of the Session acting in their capacity as the Ruling Elders in active service. Such responsibilities include but are not limited to:

- (a) providing for regular preaching, education, and other services prescribed in the BoO;
- (b) preparation of budgets and distributions of benevolences (G-3.0205);
- (c) assessing and meeting needs for pastoral care;
- (d) oversight of applications for membership in the Congregation;
- (e) community and interfaith outreach and ministry; and
- (f) determining orders of worship and the administration of sacraments.

The Session may clarify or modify the foregoing as needed from time to time.

Section 5.3 - Number, Nomination and Tenure:

(a) The number of acting, current members of the Session shall be at least three (3) and no more than twenty-one (21) active members of the Congregation. Nomination and election of candidates for the Session shall be as described in Article 9 below.

(b) The members of the Session consist of three class terms. Once each year, and in accordance with the procedures set forth at BoO G-2.0401, a nominating committee elected by the Congregation shall nominate, and the Congregation shall elect, the requisite number of members of the Session for a class term of three (3) calendar years commencing on the following February 1 to fill the vacancies created by the expiration of the oldest class term. The nominating committee shall: (1) consist of at least three active members of the Congregation; (2) include at least one member currently serving on the Session; and (3) have a majority consisting

of members not currently serving on the Session. At the meeting for the election of a nominating committee, the pastor shall serve as moderator *ex officio* and be without vote; and any active member of the Congregation may nominate another member from the floor, subject to the term limitations set forth below. Members of the nominating committee serve for a two-year term.

(c) In accordance with BoO G-2.0404, a member of the Session may serve any number of full or partial class terms, but for one calendar year after serving any two consecutive class terms shall be ineligible for reelection. A member rendered ineligible by this limitation for service on the Session for any particular year shall nevertheless be eligible for service on a committee, or as a Deacon or an Officer of the Corporation, or in any other capacity during such year.

Section 5.4 - Vacancies: A vacancy in the office of a member in a class term shall be filled for the remainder of the class term in the same manner as prescribed for nomination, election and ordination of the other members in the class.

Section 5.5 - Meetings: Meetings of the Session shall be conducted by a moderator as prescribed at BoO G-3.0203.

(A) Regular meetings of the Session for the purpose of conducting the normal business of the Church and the Corporation shall be scheduled to be held at least quarterly at the first meeting of the Session each year. Neither the business to be transacted nor the purpose of any regular meeting of the Session need be stated in the notice of the meeting, which shall be mailed or electronically transmitted not less than ten (10) days before the meeting.

(B) Special meetings of the Session may be called: (1) by the Pastor as he or she deems necessary, or (2) when requested of any two members of the Session, or (3) when requested by the Presbytery of Santa Fe. If requested by members of the Session or the Presbytery, the Pastor shall call a special meeting to be held not more than fourteen (14) calendar days after the receipt of the request. The call of a special meeting of the Session shall state the purpose of the meeting and fix the place and time of the meeting. Notice of the meeting shall be mailed or electronically transmitted to members of the Session ten (10) days before the meeting or as soon as practicable if the subject is urgent or emergent.

(C) A member of the Session or any interested person may waive notice of any meeting of the Session.

(D) Attendance of a member of the Session or any other interested person at any meeting of the Session constitutes a waiver of notice of the meeting, except where the member or other person attends the meeting only for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

(E) Meetings of the Session or any committee of the Session may be held by video or telephonic conferencing, so long as all members attending the meeting can hear one another at the same time.

(F) An action of the Session that is required or authorized to be taken by email or other electronic communication without opportunity for an audio or video conference shall be valid only if a unanimous consent, setting forth the action being taken, is obtained from all the members entitled to vote on the action.

Section 5.6 - Quorum – Regular and Special Meetings:

(A) A majority of the Session members in office as of the date of a meeting shall constitute a quorum for the transaction of business at the meeting; but if less than a quorum is present at a meeting, a majority of those present may adjourn the meeting without further notice. Once a meeting has commenced with a quorum, those attending the meeting shall be deemed empowered to continue until adjournment, notwithstanding a voluntary withdrawal of sufficient members to leave less than a quorum.

(B) For a meeting of the Session for the special purpose of admission or dismissal of member of the Congregation, a quorum shall consist of the moderator and two (2) members of the Session.

Section 5.7 - Manner of Acting: The act of a majority of the members at a meeting where a quorum is declared present shall be the act of the Session.

Section 5.8 - Removal of Members: Members of the Session are subject to removal in accordance with the provisions of BoO G-2.0405, G-2.0406, and G-2.0407.

Section 5.9 - Resignation of Members: A member may resign the office at any time. Any resignation must be in writing, delivered to the pastor and may take effect at a future specified date or immediately upon delivery without need for acceptance by the Church, the Corporation, or the Session.

Section 5.10 - Presumption of Assent: A member of the Session who is present at a meeting of the Session at which action on a matter of the Church is taken shall be presumed to

have assented to the action unless his dissent shall be entered in the minutes of the meeting before adjournment, or unless a written dissent to such action is filed with the person acting as Secretary of the meeting within twenty-four (24) hours after adjournment of the meeting. The right to such a written dissent shall not apply to a member who voted in favor of the action or abstained.

ARTICLE 6

BOARD OF DEACONS – POWERS, MEMBERSHIP, AND MEETINGS

Section 6.1 - General Powers and Purposes: Subject to the authority and supervision of the Session, the primary purpose and power of the Deacons is to minister to those in physical, spiritual or financial distress (BoO G-2.02). The Deacons will also assume and perform other duties assigned to them by the Session for service to the Congregation.

Section 6.2 - Number, Qualification, Tenure and Vacancies:

(A) The number of acting, current Deacons shall not exceed eighteen (18) active, adult members of the Congregation.

(B) For each calendar year, the procedures and requirements for the nomination, election, and determination of the tenure of a class term for the requisite number of Deacons, shall be the same as that prescribed for members of the Session in these Bylaws. A Deacon whose class term has expired may serve on a committee or as an Elder in another capacity.

(C) Vacancies in the office of Deacon may be filled in the same manner as prescribed for vacancies in the Session in Article 5 of these Bylaws.

Section 6.3 - Meetings - Annual, Regular, Special and Emergency:

(A) Annually a meeting of the Deacons will be held with the Session to discuss matters of common interest. The Pastor or an Associate Pastor may preside at the meeting.

(B) Regular meetings of the Deacons shall be held at least quarterly on such date and at such place and time as they may from time to time select. Any business may be conducted at such meetings. The Pastor or Associate Pastor may preside as moderator at such meetings.

(C) Special meetings of the Board of Deacons may be requested, announced and held in the same manner as prescribed for special meetings of the Session in these Bylaws.

(D) Emergency meetings of the Board of Deacons to deal with extraordinary matters may be called, announced and held in the same manner as prescribed for special meetings of the Session, except that the required notice period shall be no more than two (2) days.

Section 6.4 - Quorum: The Board of Deacons shall determine its quorum.

Section 6.5 - Removal and Resignation: Resignation and removal of Deacons shall be in accordance with the procedures set forth for members of the Session in Sections 5.8 and 5.9 above.

ARTICLE 7

OFFICERS OF THE CORPORATION

Section 7.1 - Officers – Titles, Duties, and Compensation: The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other Officers and assistant Officers as may be necessary and appointed by the Session. Each Officer must be or have been a member of the Session of the Congregation. Only an Officer who is employed by and maintains an office at the Church may be paid compensation, and any compensation of an Officer shall be determined by the Session.

Section 7.2 - Duties of Officers:

(A) The President is the principal executive Officer of the Corporation and as such shall moderate all meetings of the Corporation. The President reports to the Session and shall attend meetings of the Session as requested. The President shall execute all legal documents and instruments on behalf of the Corporation with the Secretary; and in general, perform duties incident to the office and such others as may be prescribed by the Session.

(B) In the event of the absence, death, inability, or refusal to act of the President, the Vice President shall perform the duties of the President; and when so acting shall have all of the powers and be subject to all of the restrictions upon the President. The Vice President may also perform such duties as from time to time may be assigned by the President or the Session.

(C) The Secretary of the Corporation is the Clerk of the Session and shall perform all duties prescribed in the Book of Order; and: (1) keep the records of membership; (2) record the attendance at meetings of the Congregation and Session; (3) send out required notices of meetings; (4) record and preserve the minutes of meetings attended; (5) make required reports to

the PCUSA, the Presbytery of Santa Fe, the Internal Revenue Service and the State of New Mexico; and (6) perform such other duties as may be assigned or pertain to the office.

(D) The Treasurer, or a business manager recommended by the Treasurer and approved by the Session and employed by the Corporation, may be required to: (1) give bond for the faithful discharge of duties in such sum and with such surety or sureties as the Session may require; (2) receive and give receipt for monies or property received by or due and payable to the Corporation, (3) account for the receipt and distribution of funds of the Church at least quarterly, and at such other times as may be requested by the Session; (4) keep a record of and account for funds and securities of the Church; (5) perform such other duties as may be assigned or pertain to the office; and (6) upon leaving office deliver possession of all of the funds, securities, records and other property of the Church and the Corporation to the successor Treasurer or the President of the Corporation.

ARTICLE 8

CONTRACTS AND FINANCIAL MANAGEMENT

Section 8.1 - Contracts: The Session may authorize in writing any Officer, employee, agent, or Member of the Congregation to enter into contracts or classes of contracts, or execute and deliver any instrument in the name of the Corporation which will further the purpose for which the Church was established and maintains its existence. Such authority may be general or confined to specific instances, and may be subject to such policies, limitations or conditions as may be imposed by the Session.

Section 8.2 - Loans and Encumbrances: With the exception of credit card purchases made in the ordinary course of business under policies approved by the Session, no loan or other indebtedness shall be incurred on behalf of either the Corporation or the Church unless it will advance the purpose for which the Church is established and maintains its existence, and is authorized by the Session and the Congregation. In addition, written permission of the Presbytery is required in advance of any sale, mortgaging or encumbering of real property.

Section 8.3 - Financial Transactions: All checks, drafts or other orders for the payment of money, or notes or other evidence of indebtedness issued in the name of the Corporation or the Church, must be signed by such Officer or Officers, agent or agents of the Corporation or the

Church and in such manner and with such limitations in amount as shall from time to time be determined by resolution of the Session.

Section 8.4 - Deposits and Investments: With the exception of modest petty cash funds, all funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories, or invested in publicly traded securities, as the Session may approve or select. To the extent possible all deposits shall be fully insured and bear interest.

ARTICLE 9

COMMITTEES AND COMMISSIONS

The Session may establish, continue, or dissolve such committees and commissions as it deems appropriate and useful in the governance of the Church and the Corporation, in accordance with BoO - 3.1019 and applicable New Mexico law. A manual of operations and standing rules maintained by the Secretary shall set forth the responsibilities and authorities of such committees and commissions as approved by the Session, together with procedures for appointment of committee and commission members and a current membership list.

ARTICLE 10

BONDS, INDEMNIFICATION AND INSURANCE

Section 10.1 - Bonds:

(A) All Deacons, Elders, Officers of the Corporation or the Church, and members of the Congregation who have access to or control of funds of the Corporation or the Church, may be required to give such surety bond as required by the Session.

(B) The Corporation shall pay the cost or premium of all such bonds required and approved by the Session.

Section 10.2 - Indemnification: The Corporation shall indemnify and hold harmless any person who is or was a Deacon, Elder, Officer, employee or agent of the Corporation or the Church against any and all expenses actually and necessarily incurred by such person in connection with any action, suit or proceeding, civil or criminal, to which the person is made a party by reason of holding or having held or served in such capacity, unless the person is adjudged to be personally liable for a breach of or failure to perform the duties of his or her office constituting willful misconduct or recklessness.

Section 10.3 - Insurance: The Corporation and the Church shall purchase and maintain insurance on behalf of any person who is or was a Deacon, Elder, Officer, employee or agent of the Corporation or the Church against any liability asserted against such person and incurred in any such capacity, or arising out of the person's status, whether or not the Corporation or the Church would have the power to indemnify such person against such liability under the provisions of Section 8.2 of these Bylaws.

ARTICLE 11

ARBITRATION and MEDIATION

Section 11.1 - Church Dissents, Protests and Discipline/Limitation: All dissents, protests and judicial process cases of the Church described in Part G (Form of Government, G-3.0105), and Part D (Rules of Discipline, D-1.0103), of the Book of Order 2019-2021, may be subject to mediation but not arbitration.

Section 11.2 - Civil Actions, Claims and Disputes: All civil actions, administrative procedures, claims and disputes involving Church operations, activities and facilities by and between former or present members, Deacons, Elders, Officers, employees or agents of the Corporation or the Church which are not described in Section 11.1 or asserted by entities or persons who are not members of the Church shall be settled by binding arbitration in accordance with applicable federal or New Mexico state laws. Each party to the action, claim or dispute must appoint an arbitrator, and the two (2) arbitrators shall select a third arbitrator to complete the arbitration panel. The parties may agree to use only one person as the arbitration panel. The decision of the arbitration panel shall be final and binding upon all parties to the arbitration proceeding, and the decision may be entered as the judgment of a court in the manner provided by law.

Section 11.3 - Time Limitations: Arbitration proceedings must be commenced and completed within one hundred eighty (180) days from the date the action, claim or dispute arises, or it will be barred from civil prosecution by limitation.

ARTICLE 12

AMENDMENTS

Section 12.1 - Conformity: No amendment or replacement of these Bylaws shall be made unless it conforms with applicable governing documents of the Presbyterian Church (U.S.A.), the Articles of Incorporation, and applicable federal and New Mexico law.

Section 12.2 - Procedure: These Bylaws may be amended or replaced, in whole or part, by the approval of: (a) a majority of the Session; and (b) not less than two-thirds of the members of the Congregation who: (i) are on the role of active members maintained by the Session pursuant to BoO 3-0204(a); and (ii) are present at a regular or special meeting held for the purpose of considering such an amendment or replacement at least twenty (20) days after the proposed changes were announced and made available in writing at the Church to all members of the Congregation.

ARTICLE 13

EFFECTIVE DATE

These Fourth Amended and Restated Bylaws of the First Presbyterian Church of Santa Fe are executed in duplicate by the President and the Secretary of the Corporation and are effective as of the date executed below.

ARTICLE 14

DISSOLUTION

In the event of the dissolution of the Corporation, title to all assets of the Corporation remaining, after satisfaction of all its legally enforceable obligations, shall vest first in the Presbytery of Santa Fe; secondly in the PCUSA; and thirdly, in any successor in interest, name, right and title to the PCUSA, pursuant to the Constitution of the PCUSA. In the alternative, such assets shall be held, used, and applied for such purposes as the Presbytery may direct, or such property may be sold or disposed of as the Presbytery may direct, in conformity with the Constitution of the PCUSA (BoO G-4.0205, G-3.0301).

FIRST PRESBYTERIAN CHURCH OF SANTA FE

BY: William A. Eklund Date: Feb. 9, 2023
William A. Eklund, President

BY: Judith Haines Date: February 9, 2023
Judith Haines, Secretary

