

B Y L A W S
OF
THE FOURTH PRESBYTERIAN CHURCH OF CHICAGO, ILLINOIS

As Adopted February 8, 1987
As Amended Through February 10, 2013
As Amended Through February 11, 2024

ARTICLE I - NAME AND CORPORATE SEAL

SECTION 1. Name. The name of this organization shall be THE CONGREGATION OF THE FOURTH PRESBYTERIAN CHURCH OF CHICAGO, ILLINOIS.

SECTION 2. Seal. The seal, an impression of which is made on this page, is hereby readopted as the corporate seal of this organization.

ARTICLE II - DOCTRINE AND POLITY

This Church is a Presbyterian Church which consists of a number of members professing to walk together as disciples of Jesus Christ guided by the teachings of the Holy Bible. As a particular congregation of the Presbyterian Church (U.S.A.), the Congregation of the Fourth Presbyterian Church of Chicago, Illinois (hereafter the "Church") operates within the Book of Order of the Presbyterian Church (U.S.A.).

ARTICLE III – MEMBERS

Members are to be received into the Church by the Session on a profession of faith in Christ, upon presentation of a satisfactory certificate of membership from another church, or, in the absence of a certificate upon the part of persons coming from other churches, upon reaffirmation of faith in Jesus Christ. No person shall be denied membership because of race, ethnic origin, worldly condition, or any other reason not related to the profession of faith.

**ARTICLE IV - MEETING OF THE CONGREGATION
AS AN ECCLESIASTICAL BODY**

SECTION 1. Place of Meetings. All ecclesiastical meetings of the congregation shall be held in the church edifice or at such other place within the City of Chicago, Illinois as is designated by the Session.

SECTION 2. Annual Meetings. The annual ecclesiastical meeting of the congregation shall be held on a date between February 1 and April 30 each year as designated by the Session.

The purpose of that meeting shall be receiving the report of the Clerk of the Session, the election of elders and deacons, the receiving of reports of church organizations, and the transaction of such other business as may properly come before the meeting in accordance with the Book of Order.

SECTION 3. Special Meeting. Special meetings of the congregation may be called by the Session whenever it determines such a meeting is necessary, by the Presbytery whenever it determines such a meeting is necessary and by the Session when requested in writing by one fourth of the members on the active roll of the Church as defined in the Book of Order.

SECTION 4. Notice of Meetings. A notice of each annual ecclesiastical meeting and of each special ecclesiastical meeting shall be published in the church calendar for the two Sundays immediately preceding the meeting and read from the pulpit on such two Sundays. The notice of each special meeting shall state the purpose of the meeting and only such business shall be transacted at any special meeting as shall be designated in the notice thereof.

SECTION 5. Quorum and Adjournment. One hundred members of the congregation at the time the meeting is called shall constitute a quorum at the meeting, except that in the absence of a quorum a lesser number may adjourn the meeting from time to time.

SECTION 6. Organization. The pastor shall be the moderator and the Clerk of the Session shall be the secretary of the ecclesiastical meetings of the congregation. In the absence of the pastor, the pastor with the concurrence of the Session may appoint one of the associate pastors or another minister of the Presbytery to preside. In the absence of the Clerk, the congregation shall elect a secretary in his stead.

SECTION 7. Voting. All members on the active roll of the Church shall be entitled to one vote at meetings of the congregation. A majority of members present and voting shall be required to prevail.

SECTION 8. Report of Proceedings of Meetings. The minutes of each meeting of the congregation shall be attested by the moderator and the secretary and shall be entered in the minute book of the Session.

ARTICLE V - ELDERS AND DEACONS

SECTION 1. Number and Term. There shall be a board of Elders consisting of thirty-six (36) adult members and two (2) youth members which is known as the Session. There shall also be a Board of Deacons consisting of forty-eight (48) adult members and two (2) youth members. The adult members of each board shall be divided into three equal classes, one class of whom shall be elected each year at the annual ecclesiastical meeting for a three-year term. The youth members of each board shall be elected each year at the annual ecclesiastical meeting for a one-year term. No Elder or Deacon shall be eligible to be reelected to the respective board at the annual meeting at which a prior full term on that board expires; provided that, for just cause, such Elder or Deacon shall be eligible to be elected to fulfill the unexpired term of a member

vacancy on the respective board in accordance with Article V, SECTION 3 of the Bylaws and subject to the Terms of Service set forth in the Book of Order of the Presbyterian Church (U.S.A.).

SECTION 2. Nominating Committee. There shall be a nominating committee chosen in accordance with the Book of Order which shall present to the annual meeting a nomination of one eligible person only for each office to be filled. Additional nominations of qualified persons may be made from the floor by any eligible voter.

SECTION 3. Vacancies. Vacancies in the Session or Board of Deacons may be filled for the unexpired term at the next annual ecclesiastical meeting or any special ecclesiastical meeting of the congregation, or by vote of the Session.

SECTION 4. Powers and Duties. The elders and deacons shall have the powers and duties conferred upon them by the Book of Order.

SECTION 5. Organization of Board of Deacons. The deacons shall organize as a Board, of which the pastor and his or her designated associate pastor, shall be advisory members. The board of deacons shall elect a moderator and secretary from among its members. The secretary shall keep a record of the board's proceedings.

ARTICLE VI - MEETINGS OF THE MEMBERS AS A CORPORATION

SECTION 1. Place of Meetings. The meetings of the congregation as a corporation shall be held in the Church edifice or such other place in the City of Chicago, Illinois as is designated in the notice of the meeting.

SECTION 2. Annual Meetings. The annual meetings of the congregation as a corporation shall be held each year immediately following the adjournment of the annual ecclesiastical meeting of the congregation. The annual meeting of the congregation as a corporation shall be for the purpose of the presentation of the annual report of the Board of Trustees, the election of trustees, and the transaction of such other business as may properly come before the meeting in accordance with the Book of Order.

SECTION 3. Special Meetings. Special meetings of the congregation as a corporation may be called by the Session or by the trustees whenever either determines such a meeting is necessary, by the Presbytery whenever it determines a meeting is necessary, and by the Session or the Trustees when requested in writing by one fourth of the members on the active roll of the Church, as defined by the Book of Order.

SECTION 4. Notices. Notice of each meeting of the congregation as a corporation shall be published in the church calendar for the two Sundays immediately preceding the meeting and read from the pulpit on such two Sundays. The notice of each special meeting shall state the purpose of the meeting and only such business shall be transacted at any special meeting as shall be designated in the notice thereof.

SECTION 5. Quorum and Adjournment. One hundred of the members of the congregation at the time the meeting is called shall constitute a quorum at any meeting of the congregation as a corporation, except that in the absence of a quorum a lesser number may adjourn the meeting from time to time.

SECTION 6. Organization. The President of the Board of Trustees, or in case of the President's absence or other disability, a Vice President thereof, shall preside at all meetings of the congregation as a corporation. The Secretary of the corporation shall act as secretary at all such meetings, shall record the proceedings in a record book and such record shall be signed by the Secretary and by the presiding officer. In the absence of the President or a Vice President, the congregation may elect a President *pro tempore* to preside at the meeting. In the absence of the Secretary the congregation may elect a Secretary *pro tempore* to record the proceedings.

SECTION 7. Voting. All members on the active roll of the Church shall be entitled to one vote. A majority of members present and voting shall be required to prevail.

ARTICLE VII –TRUSTEES

SECTION 1. Number and Term. There shall be a Board of Trustees consisting of twenty-one members, divided into three equal classes, one class of which shall be elected each year at the annual meeting for a three-year term. No Trustee shall be eligible to be reelected at the annual meeting at which a prior full term of office as a Trustee expires; provided that, for just cause, such Trustee shall be eligible to be elected to fulfill the unexpired term of a member vacancy on the Board of Trustees in accordance with Article VII, SECTION 3 of the Bylaws.

SECTION 2. Nomination. The Trustees shall be nominated in the same manner and by the same committee that nominates elders and deacons.

SECTION 3. Vacancies. Vacancies on the Board of Trustees may be filled for the unexpired term at any annual meeting or any special meeting of the congregation as a corporation, or by vote of the Session.

SECTION 4. Powers and Duties. The Trustees shall have the powers and duties conferred upon them by the Book of Order and the laws of the State of Illinois.

SECTION 5. Organization. The Board of Trustees shall elect annually from among its members a President, a Vice President, a Secretary, and an Assistant Secretary. The President shall preside over the meetings of the Board of Trustees and shall, with the Secretary, execute in the name of and in behalf of the corporation, all deeds, contracts and other documents. The Secretary of the Board of Trustees shall record the proceedings of the meetings of the Board of Trustees in a book kept for that purpose and shall have custody of the corporate seal of the corporation and affix the same to all documents requiring the affixing of the corporate seal.

In the absence or disability of the President of the Board of Trustees the Vice President shall preside. In the absence or disability of both the President and Vice President, the Board may elect a President *pro tempore* to perform the duties of President. In the absence of the Secretary of the Board of Trustees, the Assistant Secretary shall perform the duties of Secretary.

SECTION 6. Quorum and Adjournment. Seven members of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees, except that in the absence of a quorum a lesser number may adjourn the meeting from time to time.

SECTION 7. Action without a Meeting. Any action required to be taken at a meeting of the Board of Trustees or a committee of the Board of Trustees may be taken by ballot without a meeting in writing by mail, email, facsimile or other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Affidavit of Incorporation or the bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting shall remain open for not fewer than five (5) days after delivery of the ballot except in the case of a removal of one or more directors, merger, consolidation, dissolution or sale, lease or exchange of assets, in which case voting shall remain open for not fewer than twenty (20) days.

SECTION 8. Executive Committee. The President, Vice-President, Secretary, Assistant Secretary and the Chairman of the Property Management Committee of the Board of Trustees shall constitute the Executive Committee. In case of an emergency, the Executive Committee shall have and exercise all of the authority of the Board of Trustees as required to act with respect to such emergency. Meetings of the Executive Committee may be called by any member of the Committee, upon not less than two hours' notice in writing or by telephone, and three members of the Committee shall constitute a quorum.

ARTICLE VIII - TREASURER AND ASSISTANT TREASURER

SECTION 1. Appointment. There shall be a Treasurer and an Assistant Treasurer appointed by the Session from among the active members of the congregation. The Treasurer shall serve as Treasurer of the Session, Treasurer of the Board of Trustees, Treasurer of the Board of Deacons, and Treasurer of the Congregation. The Treasurer and Assistant Treasurer shall be appointed for a term of one year and until their successors have been appointed. The Treasurer and Assistant Treasurer shall be eligible to be reappointed upon expiration of a term of office.

SECTION 2. Duties. The Treasurer shall receive and hold all monies and funds of the congregation and shall disburse the same as properly may be directed by the Session or by the Board of Trustees.

SECTION 3. The Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the performance of the aforesaid duties and shall perform the duties of the Treasurer in absence of the Treasurer.

ARTICLE IX - CHURCH FUNDS

SECTION 1. Deposit and Investment of Funds. All funds belonging to the Church shall be deposited or invested in the name of The Fourth Presbyterian Church in such bank or banks or such appropriate categories of investments as from time to time may be designated by the Session or the Board of Trustees.

SECTION 2. Bond. The Treasurer, the Assistant Treasurer and each employee of the Church who handles funds of the Church shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees may require. Premiums on all such bonds shall be paid out of the general funds of the church, provided, however, that the premium on any such bond that may be given on account of relating to any special gift or donation to the Church or any trust fund committed to the Church or any officer thereof, may be paid out of the funds constituting such gift, donation, or trust.

ARTICLE X - VALIDITY OF PROCEEDINGS

In all cases where the proceedings of any meeting of the congregation are recorded and attested to as required by these by-laws those minutes shall be prima facie evidence of the legality and validity of such meeting and of the authority to transact at such meeting the business shown by such record to have been transacted. All actions taken and proceedings held at such meeting, as shown by such record, shall be conclusive and binding upon the corporation and the congregation of The Fourth Presbyterian Church of Chicago, Illinois.

ARTICLE XI - INDEMNIFICATION OF ELDERS, DEACONS, TRUSTEES AND OTHER EMPLOYEES

SECTION 1. The Church may 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 Church) by reason of the fact that he or she is or was a Trustee, Elder, Deacon, officer, employee or agent of the Church, or who is or was serving at the request of the Church 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 such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her 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 the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Church or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. The Church may 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 Church to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, Elder, Deacon, officer, employee or agent of the Church, or is or was serving at the request of the Church as a 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Church, provided 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 or her duty to the Church, 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. To the extent that a present or former Trustee, Elder, Deacon, officer or employee of the Church has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, 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, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church.

SECTION 4. Any indemnification under sections 1 and 2 (unless ordered by a court) shall be made by the Church only as authorized in the specific case, upon a determination that indemnification of the present or former Trustee, Elder, Deacon, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 1 or 2. Such determination shall be made with respect to a person who is an Elder, Deacon, Trustee, or officer at the time of the determination: (1) by the majority vote of the Trustees who are not parties to such action, suit or proceeding, even though less than a quorum; (2) by a committee of the Trustees who are not parties to such action, suit, or proceeding designated by a majority vote of the Trustees, even through less than a quorum; (3) if there are no such Trustees, or if the Trustees so direct, by independent legal counsel in a written opinion; or (4) by the members at a duly called meeting of the congregation acting as a corporation.

SECTION 5. Expenses (including attorney's fees) incurred by an officer, Elder, Trustee, or Deacon in defending a civil or criminal action, suit or proceeding may be paid by the Church in advance of the final disposition of such action, suit or proceeding, as authorized by the Session in the specific case, upon receipt of an undertaking by or on behalf of the Elder, Trustee, Deacon,

or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Church as authorized in this Article. Such expenses (including attorney's fees) incurred by former Elders, Trustees, Deacons, and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Church deems appropriate.

SECTION 6. The indemnification provided by the Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, 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 an Elder, Trustee, Deacon, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. The Church may purchase and maintain insurance on behalf of any person who is or was an Elder, Trustee, Deacon, officer, employee or agent of the Church, or who is or was serving at the request of the Church 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 his or her status as such, whether or not the Church would otherwise have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. If the Church indemnifies or advances expenses under section 5 of this Section to an Elder, Trustee, Deacon, or officer, the Church shall report the indemnification or advance in writing to the members entitled to vote in the notice of the next meeting of the congregation.

SECTION 9. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Church" shall include any service as an Elder, Deacon, Trustee, officer, employee or agent of the Church which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests 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 Church" as referred to in this Article.

ARTICLE XII – CONSTITUTION

The Book of Order is made a part hereof as fully as if written herein, and in case of any conflict between said Book of Order and these by-laws, the Book of Order shall control.

ARTICLE XIII – AMENDMENTS

These by-laws may be amended, repealed or new by-laws adopted at any annual or special meeting of the congregation, provided notice of the proposed amendment or change of by-laws shall have been given by publication in the church calendar for two Sundays immediately preceding the meeting and read to the congregation from the pulpit on such two Sundays. An affirmative vote by a majority of the members present and voting at the meeting shall be required.