

BYLAWS OF
PRESBYTERIAN OLDER ADULT MINISTRIES NETWORK (POAMN)

ARTICLE I
NAME

The name of this nonprofit corporation is the Presbyterian Older Adult Ministries Network (POAMN).

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This Corporation is a nonprofit corporation organized for the public benefit as described in NRS 82.021 and solely for general charitable and eleemosynary purposes. Specific missions of the Corporation include providing leadership for programmatic efforts of presbyteries and congregations through supporting program resources; conducting events which educate presbytery representatives and other persons who work with older adults; ~~providing continuing education, resources and networking support for those who attend; and providing a certification program for those involved in older adult ministries.~~ In addition, the Corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Nevada.

This Corporation is one which does not contemplate nor permit pecuniary gain of profit to the officers, employees, agents or any members thereof. No part of the earnings of this Corporation shall inure to the benefit of the officers, employees, agents or any members thereof except that the Corporation may reimburse themselves amounts for reasonable expenses incurred in the administration of the Corporation; but in no event shall any officer ever receive any compensation. No substantial part of the activities of this Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. Nor shall the Corporation participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall at all times be organized and operated strictly in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws dealing with exemption of organizations from tax.

This Corporation does not discriminate based on race, creed, gender, sexual orientation, religion or national origin, and physical or mental impairment.

This Corporation will maintain at all times adequate liability insurance. The officers will decide the amount of protection needed and ensure that adequate coverage is maintained.

ARTICLE IV
RESIDENT AGENT AND OTHER OFFICES

Section 4.1 Resident Agent. The name and address of the resident agent for service of process is Borg Law Group, 8988 W. Cheyenne Ave., Suite #150, Las Vegas, Nevada 89129.

Section 4.2 Principal Office. The principal office of the Corporation shall be located at such place as the Corporation may determine from time to time.

Section 4.3 Other Offices. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of Directors and member held outside the State of Nevada with the same effect as if in the State of Nevada.

ARTICLE V
MEMBERSHIP

Section 5.1 Membership Term: Memberships are from January 1 to December 31.

Section 5.2 Types of Memberships: Types of membership and the dues related to that membership may be changed by the POAMN members at any annual meeting of the Corporation and shall be listed in the Manual of Operations.

ARTICLE VI
ANNUAL MEETING

Section 6.1 Date: The Presbyterian Older Adult Ministries Network shall hold an Annual Meeting of its membership ~~in conjunction with its Annual Conference~~

Section 6.2 Participation: Members whose dues are current shall be entitled to vote in the Annual Meeting of the POAMN. Voting by proxy shall not be allowed. Affiliate Members, as defined in the Manual of Operations, are not permitted to vote but will have the right to speak at the Annual Meeting. The Members present, and voting shall constitute a quorum sufficient for the proper conduct of business.

ARTICLE VII
OFFICERS

Section 7.1 General Powers of Officers: The officers shall have the control and general management of the affairs and business of the Corporation. The officers shall have the authority to make any decisions of the day to day operations coordinated through the ~~Executive Committee~~Board of Directors of the Corporation.

Section 7.2 Officers: The officers of the Corporation shall be a ~~President, Vice-President~~Co-Moderators, Secretary and Treasurer elected by the membership at the Annual Meeting.

Section 7.3 Term of Office: The officers shall be elected for a term of ~~three~~(2) years and may serve for two (2) consecutive terms. These terms can be adapted for continuity, and especially in times of transition, but may not exceed two (2) consecutive terms.

Section 7.4 Responsibilities: The duties and responsibilities of the officers are listed in the Manual of Operations.

Section 7.5 ~~President~~Co-Moderators: The ~~President~~Co-Moderators shall serve as the chairpersons at ~~Executive Committee~~Board of Directors meetings.

~~Section 7.6 Vice President. The Vice President shall perform such duties as are assigned by the President. The Vice President shall, in absence of the President or upon the President's direction, perform all the duties of the President.~~

Section 7.7 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation.

Section 7.8 Secretary. The Secretary shall keep accurate and permanent record of the ~~Executive Committee~~Board of Directors meetings, and other activities designated by the ~~President~~Co-Moderators.

ARTICLE VIII

EXECUTIVE COMMITTEE~~BOARD OF DIRECTORS~~

Section 8.1 General Powers. The ~~Executive Committee~~Board of Directors shall ~~in all cases act as a Board,~~be regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the operating guidelines of the Corporation, as they may deem proper, not inconsistent with these Bylaws, the Articles of Incorporation and the laws of the State of Nevada. The ~~Executive Committee~~Board of Directors is responsible for policy setting, fiscal guidance and ongoing governance, and will regularly review the organization's policies, programs and operations. In addition, the ~~Executive Committee~~Board of Directors shall ensure the planning of POAMN conferences, ~~maintain communication between the POAMN and the General Assembly of the PC (USA),~~ and report its actions to the next Annual Meeting of the POAMN.

Section 8.2 Interpretation of Bylaws. The ~~Executive Committee~~Board of Directors shall decide all questions of interpretation of these Bylaws.

Section 8.3 Number. The affairs and business of this Corporation shall be managed by a ~~Executive Committee~~Board of Directors consisting of at least ~~nine (9)~~five (5) and a maximum of fifteen (15) persons who shall be elected and appointed according to these Bylaws. Each ~~Executive Committee~~Board of Directors Member shall be at least eighteen (18) years of age and shall be a member of the Presbyterian Older Adult

Ministries Network. Any vacancy in the ~~Executive Committee~~Board of Directors shall be filled by the ~~Executive Committee~~Board of Directors by majority vote. The ~~Executive Committee~~Board of Directors, by majority vote, may provide certain criteria for selecting members of the ~~Executive Committee~~Board of Directors.

Section 8.4 ~~Executive Committee~~Board of Directors Membership: The ~~Executive Committee~~Board of Directors of the Corporation shall be comprised of the officers of the Corporation and appointed Board of Director members of the Corporation as listed in the Manual of Operations.

The ~~Executive Committee~~Board of Directors of the Corporation shall serve until their successors are duly qualified, elected or appointed.

Section 8.5 Election: The ~~members-officers~~ of the ~~Executive Committee~~Board of Directors shall be elected by the POAMN at the annual meeting of the Corporation's ~~Executive Committee~~Board of Directors to be held on the date and at the time designated by the ~~Committee~~Board of Directors. The ~~Executive Committee~~Board of Directors shall hold office for a ~~three (3)~~two (2) year term, or until their successors shall have been duly elected and qualified as provided for in the Bylaws. No ~~Executive Committee~~Board of Directors ~~m~~Member may serve more than ~~six (6)~~four (4) consecutive years.

Section 8.6 Vacancies: The ~~Executive Committee~~Board of Directors may, at any time, elect or appoint additional ~~Executive Committee~~Board of Director ~~m~~Members, not exceeding the number set forth in the Bylaws, to serve until their successors are elected and qualified. The ~~Executive Committee~~Board of Directors shall have full authority to act even though one or more vacancies exist.

Section 8.7 Meetings: The ~~Executive Committee~~Board of Directors shall hold regular meetings each administrative year.

Section 8.8 Special Meetings: Special meetings of the ~~Executive Committee~~Board of Directors may be called by or at the request of the ~~President~~Co-Moderators or any Board Member.

Section 8.9 Notice. Notice of any special meeting shall be given at least twenty-four (24) hours previous thereto by written notice ~~if delivered, electronically, or by fax, or three (3) days previous thereto if mailed to each Member of the Executive Committee at his or her business address. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered when the facsimile or e-mail is delivered to the recipient.~~ Any Board of Directors Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice if such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8.10 Chair: At all meetings of the ~~Executive Committee~~Board of Directors, the ~~President~~Co-Moderators of the Corporation shall serve as the chairpersons. In the

absence of the ~~President~~Co-Moderators, the ~~Vice President shall preside as~~Board of Directors shall appoint a chairperson.

Section 8.11 Quorum and Manner of Acting: A majority of the ~~Executive Committee~~Board of Directors shall constitute a quorum for the transaction of business at any meeting and the act of a majority of the Directors present at any meeting, ~~at which a quorum is present shall be the act of the Executive Committee.~~

Section 8.12 Removal of Members: Any one of more of the Members may be removed either with or without cause at any time by the vote or written consent of the ~~Executive Committee~~Board of Directors of the Corporation representing no less than sixty percent (60%) of the ~~Executive Committee~~Board of Directors, excluding the Member to be removed.

Section 8.13 Absenteeism: Any ~~Executive Committee~~Board of Directors Member missing three (3) consecutive meetings without giving prior written notice to the other members, together with an excuse, may be removed from office by the affirmative vote of a majority of the ~~Executive Committee~~Board of Directors and shall be notified of the action in writing.

Section 8.14 Voting. At all meetings of the ~~Executive Committee~~Board of Directors, each Member is to have one vote.

Section 8.15 Presumption of Assent: A ~~Executive Committee~~Board of Directors Member who is present at a meeting of the ~~Executive Committee~~Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board of Directors Member who voted in favor of such action.

Section 8.16 Conflict of Interest: In the exercise of voting rights by members of the ~~Executive Committee~~Board of Directors, no individual shall vote on any issue, motion, or resolution, which directly or indirectly inures to her/his benefit except that such individual may be counted in order to qualify a quorum and, except as the ~~Executive Committee~~Board of Directors may otherwise direct, may participate in the discussion of such an issue, motion, or disclosed the nature of his/her interest.

Section 8.17 Reimbursements of Expenses. Reimbursements may be made for out of pocket expenses incurred as a result of ~~Executive Committee~~Board of Directors participation.

~~ARTICLE IX~~ ~~COMMITTEES~~

~~Section 9.1 Establishment of Committees: The Executive Committee shall, upon a majority vote, establish committees and appoint members thereto. The committees shall have such duties and authorities as described in the Manual of Operations.~~

~~The chairperson of each committee shall be a Member of the Executive Committee. Members of committees may be removed upon a majority vote of the Executive Committee. No committee shall have the power or authority to take any action described in NRS 82.206 (4).~~

~~Section 9.2 Schedule and Conduct of Meetings. Meetings of all committees shall be on the call of the chairperson of the committee. The presence of a simple majority of the committee members shall constitute a quorum.~~

ARTICLE ~~LXX~~
NOMINATION AND ELECTION OF OFFICERS AND ~~EXECUTIVE-~~
~~COMMITTEE~~BOARD OF DIRECTORS MEMBERS

Section 10.1 Nominating Committee. The nominating committee shall be a ~~committee appointed by the Corporation's Executive Committee. The President shall appoint the committee chairperson.~~comprised of the officers and one additional Board of Directors Member.

The nominating committee shall prepare a slate of candidates for vacancies of Officers and ~~Executive Committee~~Board of Directors Members. The slate of candidates shall be presented at a regular meeting of the ~~Executive Committee~~Board of Directors no less than one (1) month prior to the annual meeting. In all elections, the privilege of nomination from the floor shall be allowed provided the consent of the nominee is obtained, in writing should the nominee be absent.

Section 10.2 Election. Election of the officers shall be at the annual meeting of the Corporation. ~~Election of the Executive Committee shall be held at the annual meeting of the Executive Committee.~~A vacancy in any office may be filled by the ~~Executive Committee~~Board of Directors for the unexpired portion of the term.

ARTICLE ~~XIX~~
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Except as herein above stated otherwise, the Corporation shall indemnify all of its officers and ~~Executive Committee~~Board of Directors Members, past, present, and future, against any and all expenses incurred by them, and each of them including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any or all of them for or on account of any act or omission alleged to have been committed while acting within the scope of their duties as officers or ~~Executive Committee~~Board of Directors Members of this Corporation.

ARTICLE ~~XII~~
XI FINANCES

Section 12.1 Fiscal Year. The fiscal year shall be January 1 to December 31.

Section 12.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the ~~Executive Committee~~Board of Directors or approved by a loan committee appointed by the ~~Executive Committee~~Board of Directors and charged with the duty of supervising investments. Such authority may be general or confined to specific instances.

Section 12.3 Audit. The finances of the Corporation will be audited annually or as required to participate in possible local, state, or federal grants and as otherwise may be required to comply with the Internal Revenue Code of 1986, as amended to qualify as a non-profit corporation under 501(c)(3). All financial resources and obligations will be subject to disclosure by function. ~~These audits will be prepared in conformity with generally accepted accounting principles and will be accompanied by a report of an independent certified public accountant and will be reviewed by the Executive Committee.~~

Section 12.4 Fundraising. All fundraising will be approved by a majority of the ~~Executive Committee~~Board of Directors members present at an official meeting. Financial information will be disclosed upon request for all fund-raising activities conducted by the Corporation.

ARTICLE ~~XIII~~
XII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 13.1 Contracts. The ~~Executive Committee~~Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 13.2 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be approved by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolutions of the ~~Executive Committee~~Board of Directors.

Section 13.3 Deposits. All fluid funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the ~~Executive Committee~~Board of Directors may select.

ARTICLE ~~XIV~~
XIII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, of under the laws of the State of Nevada, or under the provisions of the

Articles of Incorporation, a waiver 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 ~~XV~~XIV
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the ~~Executive Committee~~Board of Directors by a two-thirds (2/3) vote of the Members present at the meeting at which a quorum is present.

ARTICLE ~~XVIX~~XV
DISSOLUTION

Dissolution will be a decision made by a majority vote of the ~~Executive Committee~~Board of Directors. Upon the winding up and dissolution of this Corporation, after paying or adequately provided for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes, and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax law. If this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Nevada court having jurisdiction in which this Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.