

BY-LAWS
OF
SHALLOW WELL UNITED CHURCH OF CHRIST, INC.

ARTICLE I

Objectives and Purposes

Section 1. Purpose. The purpose for which the Corporation is formed is to carry on the activities, functions, duties and efforts which have been the purpose of this Church since its beginning.

Section 2. Authority. In carrying out such purpose, the Directors and the Corporation shall be under the authority of the Church Council and the congregation.

Section 3. Limitation of Powers and Duties. The powers and duties of the Corporation and its Directors shall not infringe upon the powers and duties of the Church Council.

ARTICLE II

Members

Section 1. Eligibility for Membership. All persons on the active roll of the Church shall be members of the Corporation.

Section 2. Active Members. The roll of active members established and maintained by the Church Clerk shall determine those individuals who are active members from time to time.

ARTICLE III

Directors

Section 1. Qualification and Number of Directors. The Directors shall be those persons elected, installed and serving as active Trustees of the Church, the Church Council Chairman, the Church Clerk, and the Church Treasurer. The number of Directors of the Corporation shall be at all times the same as the number of members of the Board of Trustees in active service plus the Church Council Chairman, the Church Clerk, and the Church Treasurer.

Section 2. Election. The initial Board of Directors shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the Board of Directors shall be identical to the membership of the Board of Trustees in active service plus the Church Council Chairman, the Church Clerk, and the Church Treasurer. Election by the congregation and installation as Trustee of the Church, Church Council Chairman, Church Clerk and Church Treasurer shall constitute a person a Director of the Corporation and termination for any cause of the active service of a person shall automatically terminate such person as a Director of the Corporation.

Section 3. Property Held Pursuant to Trust. Any properties held for the benefit of the Church pursuant to an instrument or to other directions creating a trust, express or implied, shall be held and administered according to the intent of the creator of the trust, and the Directors of the Corporation shall have power to act as the trustees of such trust and be charged with all duties of trustees to implement and carry out the trust purposes.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in conjunction with or immediately following the first meeting of the Board of Trustees of the Church held after the annual meeting of the Church Council. Special meetings may be held at any time upon the call of the Board of Trustees, the Board of Deacons and Deaconesses, the President or Vice President, or of not less than 1/3 (one-third) of the Directors then in office.

Section 2. Notices. Notice of the time and place and in case of a special meeting the purpose of every meeting of the Board of Directors shall be in writing and shall be duly sent, mailed or otherwise delivered to each Director not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given. Meetings may be held at any time without notice if all of the Directors are present or if those not present waive notice of the time, place and purpose of the meeting, either before or after the holding thereof.

Section 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which a quorum is present shall be the action of the Board of Directors; provided, that if the Directors shall severally and/or collectively consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 4. Power and Authority. The Board of Directors shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers as shall be requisite for the conduct of the affairs of the Corporation.

ARTICLE V

Meetings of Members

Section 1. Annual Meeting. There shall be an annual meeting of the members of the Corporation.

Section 2. Place and Time. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter.

Section 3. Notices. Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirements of meetings of the congregation.

Section 4. Procedural Requirements. The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation.

ARTICLE VI

Officers

Section 1. Officers. The Board of Directors, as soon as may be after the election of Directors in each year, shall appoint the Church Council Chairman as President of the Corporation, the Church Clerk as Secretary of the Corporation, and the Church Treasurer as Treasurer of the Corporation and may from time to time select one or more Vice Presidents. The same person may hold any two offices except those of President, Secretary and Treasurer. The Board may also appoint such other officers and agents as may

be deemed necessary for the transaction of the affairs of the Corporation.

Section 2. Members of Board of Directors. No officer, other than the President, Secretary and Treasurer need be a member of the Board of Directors.

Section 3. Term. The term of office for all officers shall be one (1) year or until their respective successors are chosen but any officer may be removed from the office at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the interest of the Corporation will be served thereby, and subject to the approval of the Church Council and the Corporate membership.

Section 4. Powers and Duties. The officers of the Corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the Corporation, subject to the control of the Directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Directors. No action taken by the officers shall infringe upon the authority of the Church Council of the Church.

Section 5. Checks, Notes, Drafts, Etc.. The Board of Directors may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

ARTICLE VII

Fiscal Year; Seal

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Seal. The Board of Directors shall provide a suitable Corporate Seal for use by the Corporation if deemed appropriate.

ARTICLE VIII

Amendments

The By-Laws of the Corporation may be amended, added to or repealed or new By-Laws may be adopted in lieu thereof by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation.

ARTICLE IX

Liquidation

Section 1. Dissolution. If the Corporation is dissolved or otherwise ceases to exist, in such event the property of the Corporation shall be disposed of in accordance with the directions of the Board of Trustees of the Church with respect to personal property and with respect to the directions of the congregation with respect to real property.

Section 2. Property Held By Trust. If any property, real or personal, is held by the Corporation upon a special trust in which the donor of said property has prescribed a particular alternative use in the event the primary use has failed, the intent of the donor with respect to such alternative use with respect to administration of the property shall be observed.

ARTICLE X

Indemnification of Directors and Officers

Each Director and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him/her in the discharge of their duties.