

**AMENDED BYLAWS
OF
THE KIRK OF THE KEYS PRESBYTERIAN CHURCH**

These Amended Bylaws (referred to as the "Bylaws") govern the affairs of **THE KIRK OF THE KEYS PRESBYTERIAN CHURCH**, a non-profit corporation (referred to as the "Church") organized in the State of Florida.

ARTICLE 1 OFFICES

1.01. Principal Office. The principal office of the Church in the State of Florida shall be located at 8877 Overseas Highway, Marathon, FL, 33050. The Church may have such other offices, either in Florida or elsewhere, as the Session may determine. The Session may change the location of any office of the Church.

1.02. Registered Office and Registered Agent. The Church shall comply with the requirements of the State of Florida concerning the registered office which may, but need not, be identical with the Church's principal office in Florida. The Session may change the registered office and the registered agent as needed.

ARTICLE 2 NONPROFIT PURPOSES

2.01. Tax Exemption. This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code.

2.02. Affiliation. This Church is a particular Congregation of ECO: A Covenant Order of Evangelical Presbyterians (ECO) and ECO's Presbytery of Florida (Presbytery). These Bylaws shall be in conformity with the Constitution of ECO and if any provision of these Bylaws conflicts with the Constitution of ECO, the Constitution of ECO shall prevail.

2.03. ECO Essential Tenets. As a particular Congregation of ECO, we adopt and affirm the Essential Tenets approved and published by ECO ("Essential Tenets"). All Pastors, Elders, Deacons and ministry leaders must affirm the Essential Tenets. <https://eco-pres.org/wp-content/uploads/ECO-CONSTITUTION.pdf>

ARTICLE 3 MEMBERS

3.01. Membership. The Church shall have two classes of members: Covenant Partners, who shall have voting rights, and Baptized Members, who shall have no voting rights. "Membership" in the Church does not grant rights beyond those expressly delineated in these Bylaws and the ECO Polity and Discipline (ECO Polity). A Covenant Partner is a person who has made a profession of

faith in Christ, has been baptized, has been received into the membership of the church, has voluntarily submitted to the government of this church, participates in the church's worship and work and whose partner status has not been changed by the Session. Covenant Partners are eligible to participate in the governance of the Church and may be elected to ordered ministry. A Baptized Member is a person who has received the Sacrament of Baptism but has not made a profession of faith in Jesus Christ as Lord and Savior. Collectively, the Covenant Partners are referred to as the "Congregation" in these Bylaws.

Each Covenant Partner shall strive to be faithful to Christ by participating in the Congregation's worship, fellowship, and service on an ongoing basis. Faithfulness in Christ involves each Covenant Partner's dedication of time and talents for the congregation's mission and ministry, in accordance to the gifts that God has bestowed upon him or her. Faithfulness also involves the stewardship of finances. As each Covenant Partner grows in the grace of giving, financial support of the congregation's mission and ministry should grow, along with tangible support for other ministries that advance God's Kingdom.

3.02. Entry into Covenant Partnership. Only an individual may become a member. Persons may be entered into Covenant Partnership in the following ways:

- (a) Public profession of faith in Jesus as Savior and Lord, after the regenerating work of the Holy Spirit yields personal faith in Christ.
- (b) Reaffirmation of faith, for those previously professing faith publicly and already baptized in the name of the Father, and of the Son, and of the Holy Spirit. If they are members of another congregation, this transfer of membership shall be communicated to the former congregation.

All candidates for Covenant Partnership shall be received into membership at a meeting of the Session.

3.03. Membership Roll. There shall be rolls of Covenant Partners and Baptized Members. The Session shall delete names from the roll of the Congregation upon the member's death, admission to membership in another Congregation or presbytery, or resignation. The Session shall delete names from the roll of the Congregation when a member so requests or has 1) moved out of the Florida Keys or 2) ceased to participate actively in the work and worship of the Congregation for a period of two years.

3.04. Congregational Meetings.

- (a) An Annual Meeting shall normally be held in January on a date specified by the Session. At this meeting Elders and Deacons shall be elected. Other business that may properly come before the membership may be transacted.
- (b) Meetings of the Congregation may be called by the Session, by the Presbytery, or by the Session when requested in writing by one-fourth of the Covenant Partners. The call for the Special Meeting shall state clearly the purpose(s) of the meeting, and the members may not consider any other matter(s) at that meeting.

- (c) The Session shall select the specific date of the Annual Meeting and any Special Meeting. Notice of a meeting of the Congregation shall be given by stating the time, place and purpose of the meeting in a public announcement (which may be in verbal or written form) at the Church on two Sundays prior to the meeting. The Annual Meeting and any Special Meeting shall be held at the Church's principal office in Florida unless otherwise specified by the Session. Notice of any meetings may be in writing, by e-mail, or other means authorized under Florida law but this shall not eliminate the requirement for the public announcement at the Church on two Sundays prior to the meeting.
- (d) Congregational meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised except when it is contradicted by ECO, these Bylaws or other rule adopted by the Congregation.
- (e) Congregational Meetings Held Electronically. Except as otherwise provided in these bylaws, meetings of the Congregation shall be conducted through use of Internet meeting services designated by the Clerk of Session that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Congregation shall be subject to all rules adopted by the Session, to govern them, which may include any reasonable limitations on, and requirements for, Covenant Partners' participation. Any such rules adopted by the Session shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Kirk of the Keys. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

3.05. Quorum. A quorum for the transaction of business at regular and special member meetings shall consist of not less than one fourth (1/4) of the Covenant Partners entitled to vote. Covenant Partners may not vote by proxy or absentee ballot.

3.06. Business at Congregational Meetings.

The following business items must be conducted at a congregational meeting, but not necessarily at every congregational meeting; nor are congregational meetings limited to just the following:

- (a) Electing Elders.
- (b) Calling a pastor/head of staff, associate pastor ("Called Pastor"), or to request the dissolution of such calls.
- (c) Buying, mortgaging, transferring, or selling real property.
- (d) Requesting that presbytery dismiss the congregation to another Reformed body.
- (e) Approving any amendments to the congregation's articles of incorporation, Bylaws or other corporate governing documents and dissolution, merger and any other corporate action requiring voting member approval.

Both ecclesiastical and corporate business may be conducted at the same congregational meeting.

3.07. Presiding Officers. The Senior Pastor shall ordinarily moderate all meetings of the Congregation. If it is impractical, or if considering actions pertaining to the Senior Pastor, the Senior Pastor may ask another Called Pastor or Elder to preside with the Session's approval.

The Clerk of Session shall ordinarily serve as secretary for all meetings of the Congregation. If it is impractical, the Congregation shall elect a secretary for that meeting. The Session shall review and approve the final form of the minutes.

ARTICLE 4 MANAGEMENT AND SESSION

4.01. Management. The powers of the Church shall be exercised by or under the authority of Christ, and the property, business and affairs of the Church shall be managed under the direction of the Session. The Session shall manage all affairs and activities of the Church, both spiritual and temporal, except for those matters specifically reserved to the Senior Pastor, the membership, or a higher council.

4.02. Composition of the Session. The Session shall be composed of those persons elected by the Congregation to active service as Elders, together with the Called Pastor(s). All members of the Session are entitled to vote. The Senior Pastor shall ordinarily moderate all meetings of the Session. If it is impractical, the Senior Pastor may ask another Called Pastor or an Elder to preside, with the Session's approval. The Session shall not meet without the Senior Pastor or designated moderator.

4.03. Number of Session Members. The number of Elders comprising the Session shall be no less than five and no more than nine. The Session may add additional Elder positions to reflect the needs of the Church. In no event shall the number of Elders on the Session be less than three times the number of Called Pastor(s) on the Session.

4.04. Term of Session Members. Elders shall be ordinarily elected to serve three-year terms and are eligible for re-election.

4.05. Nomination and Election of Session Members. The Session shall act as the Church Nominating Committee. Nominations for the positions of Elder and Deacon shall come from the Congregation.

4.06. Resignation or Removal. An Elder may resign from the Session at any time. If an Elder ceases to be a Covenant Partner, he or she ceases to be a member of the Session. When an Elder, because of change of circumstance, residence or disability, is unable for a period of six months to perform the duties of the ministry to which he or she was installed, the active relationship shall be dissolved by the Session unless there is good reason not to do so, which shall be recorded.

4.07. Regular Meeting. The Session shall provide for regular meetings, at least quarterly, by resolution stating the time and place of such meetings. The meetings may be held either within or without the state of Florida and shall ordinarily be held at the Church's principal office in Florida if the resolution does not specify the location of the meetings. No notice of regular meetings of the

Session is required other than a resolution of the Session stating the time and place of the meetings. Virtual Session meetings shall be held at a central location, but Session members who are not present in person shall have the right to participate by telephone or through the use of internet meeting services, subject to any limitations established in rules adopted by the Session to govern such participation.

4.08. Special Meetings. Special meetings of the Session may be called by the moderator as he or she deems necessary or when requested in writing by any two members of the Session. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting, which shall be provided at least 48 hours in advance of the meeting by U.S. or electronic mail. Notice by U.S. mail shall be deemed to have occurred 48 hours after the notice was delivered to the U.S. Postal Service. The Session shall also meet when directed by Presbytery. Meetings conducted solely to receive or dismiss members shall require no notice and only requires a quorum of a moderator and one Session member. Any special meeting shall be held at the Church's principal office in Florida if the notice does not specify the location of the meeting. Virtual Session meetings shall be held at a central location, but Session members who are not present in person shall have the right to participate by telephone or through the use of internet meeting services, subject to any limitations established in rules adopted by the Session to govern such participation.

4.09. Action by Consent of Session Without Meeting. Any action required or permitted to be taken by the Session may be taken without a meeting, and with the same force and effect as a unanimous vote of the Session, if all members of the Session consent in writing to the action. Such consent may be given individually or collectively.

4.10. Quorum. A quorum of the Session shall be the Senior Pastor or other person serving as moderator and one-half of the other members of the Session (including Called Pastors).

4.11. Conduct of Meetings. The Clerk shall act as secretary of the Session. When the Clerk is absent from any meeting, the Moderator, or the person presiding, may appoint another Elder or a Called Pastor to act as secretary of the meeting. Session meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised except when it is contradicted by ECO Polity, these Bylaws or other rule adopted by the Congregation or Session.

Minutes of Session meetings are the property of the Session, shall be maintained by Session and shall be available to any Covenant Partner of the Congregation or at the request of the Presbytery.

4.12. Powers of Session. Except for those powers specifically held by the Congregation of the Church, the Session shall have all of the rights, powers and responsibilities of a board of directors, subject to any limitations under these Bylaws. All corporate powers shall be exercised by or under the authority of the Session. The Session shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. The Session shall be responsible for the acquisition and disposition of corporate property, which includes the management of its financial resources, subject to the authority of the Congregation as provided in the ECO Polity or these Bylaws. The Session shall have the power to buy, sell, mortgage, pledge

or encumber any corporate property and incur related indebtedness, with Congregational approval. In addition to the powers and authorities expressly conferred by the Bylaws upon them, the Session may exercise all such powers of the Church and do all such lawful acts and things as are not directed or required to be exercised or done by the Congregation of the Church by statute or the Bylaws.

4.13. Duties of Elders. Elders shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be faithful expressions of the Word of God and in the best interest of the Church. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Elders, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders are deemed to have the duties of trustee of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.14. Delegation of Duties. The Session is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Elders have no liability for actions taken or omitted by the advisor if the Session acts in good faith and with ordinary care in selecting the advisor. The Session may remove or replace the advisor, with or without cause.

4.15. Proxies. Voting by proxy is prohibited.

4.16. Compensation. Elders, including the Moderator of the Session, shall not receive salaries or compensation for their services on the Session. The Session may adopt a resolution providing for payment to members for expenses of attendance, if any, at a meeting of the Session or other event as requested by the Session. An Elder may serve the Church in any other capacity and receive reasonable compensation for those services.

4.17. Actions of Session. The Session shall try to act by consensus. However, the vote of a majority of Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Session unless the act of a greater number is required by law or the Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Session.

ARTICLE 5 OFFICERS

5.01. Officer Positions. The officers of the Church shall be a Senior Pastor, President of Corporation, a Clerk of Session, and a Treasurer, all of which except the Senior Pastor shall be elected by the Session for a term to be defined by the Session. The Session may create additional officer positions, define the authority and duties of each such position, and elect persons to fill the positions. All officers elected by Session, except the Treasurer and the Clerk, shall be Elders who are members of Session. The Clerk of Session shall be an Elder but does not have to be a current member of Session. Any two or more offices may be held by the same person.

5.02. General Duties. All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform the duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Session not inconsistent with these Bylaws and/or ECO Polity.

5.03. Removal. Any officer elected by the Session may be removed by a majority of the members of Session. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

5.04. Resignation. Any officer may resign at any time by giving written notice to the Moderator. Such resignation shall take effect at the time of the notice, unless otherwise specified in the notice, and the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

5.05 Vacancies. Except as otherwise specifically provided, a vacancy in any office other than the Senior Pastor may be filled by the Session for the officer's unexpired term portion.

5.06. Treasurer. The Treasurer shall have oversight of the following:

- (a) Have charge and custody of and be responsible for all funds and securities of the Church.
- (b) Receive and give receipts for monies due and payable to the Church from any source.
- (c) The deposit of all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Session or Senior Pastor.
- (d) Writing checks and disburse funds to discharge obligations of the Church.
- (e) Maintenance for the financial books and records of the Church.
- (f) Preparation of financial reports at least annually and as requested by Session.
- (g) Perform other duties as assigned by the Session.
- (h) Provide access and documentation of financial records for Annual Review.
- (i) Perform all the duties incident to the office of Treasurer.

The Session may employ one or more persons to assist the Treasurer in the fulfillment of his or her duties.

5.07. Clerk of Session. The Clerk of Session ("Clerk") shall:

- a) Give all notices as provided in the Bylaws or as required by the ECO Polity or by law.

- b) Take minutes of the meetings of the Congregation, the Session and committees of the Church, and keep the minutes as part of the records of the Church.
- c) Maintain custody of the corporate records and of the seal of the Church, if any.
- d) Affix the seal of the Church to all documents as authorized.
- e) Keep a register of the mailing address of each Elder, officer, and employee of the Church.
- f) Perform duties as assigned by the Session.
- g) Perform all duties incident to the corporate office of Secretary.

5.10. Assistant Officers. The Session may appoint one or more assistant clerks and one or more assistant treasurers, none of whom are required to be Elders. Each assistant secretary and each assistant treasurer shall hold office for such period as the Session may prescribe. Any assistant clerk may perform any of the duties or exercise any of the powers of the Clerk or otherwise as occasion may require in the administration of the business and affairs of the Church, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant clerk and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Session shall prescribe. To establish the authority of an assistant clerk or an assistant treasurer to take any action on behalf of the Corporation in place of the Clerk or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Clerk (Secretary) or Treasurer or any other assistant clerk or assistant treasurer, respectively.

ARTICLE 6 SENIOR PASTOR AND MINISTERIAL STAFF

6.01. Qualifications, Descriptions and Definitions of Senior Pastor/pastors. All matters pertaining to the qualifications and definitions of all Pastors and Ministerial Staff shall be determined by ECO. Election and appointment of all Pastors and Ministerial Staff shall be determined by ECO Polity.

6.02. Descriptions of the Pastoral Ministry shall be governed by ECO Polity.

6.03. Dissolution of Called Pastor Relationships. A Called Pastor relationship may be dissolved only by the Presbytery. Whether the Pastor, the Congregation, or the Presbytery initiates proceedings for dissolution of the relationship, there shall always be a meeting of the Congregation to consider the matter and to consent, or decline to consent, to dissolution. Shall there be a request, by the pastor or the Presbytery, to dissolve a Called Pastor relationship, the Session shall call a Congregational meeting to act upon the request and to make recommendations to the Presbytery.

ARTICLE 7 COMMITTEES/MINISTRY TEAMS

7.01. Establishment of Committees/ministry teams. The Session may adopt a resolution establishing one or more committees/ministry teams delegating specified authority to them, and appointing or removing members of a committee/ministry team. The Session may establish qualifications for membership on a committee/ministry team. The Session may delegate to the Senior Pastor or to an Elder the power to appoint and remove members of a committee. The

establishment of a committee/ministry team, or the delegation of authority to it, shall not relieve the Session, or any individual Elder, of any responsibility imposed by the Bylaws or otherwise imposed by law.

7.02. The Senior Pastor or his designate and Ruling Elders are ex-officio members of all committees/ministry teams.

ARTICLE 8 BOOKS AND RECORDS

8.01. Required Books and Records. The Church shall keep correct and complete account books. The Church's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Florida Secretary of State relating to the Church, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Congregation, the Session, and committees/ministry team having any of the authority of the Session.
- (d) A list of the names and addresses of the members, Elders, Deacons, officers, and any committee/ministry team members of the Church.
- (e) A financial statement showing the assets, liabilities, and net worth of the Church at the end of the two most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Church for the two most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- (h) The Church's federal, state, and local information or income tax returns for each of the Church's seven most recent tax years.

8.02. Member's Right to Inspect Books and Records. A Covenant Partner, on written request stating the purpose of the request, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose. All records are the property of the Church and may not be shared without express written consent.

8.03 Contracts. The Board of Elders may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

8.04. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Elders. In the absence of such determination by the

Board of Elders, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

8.05. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Elders may select.

8.06. The Board of Elders may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 9 FISCAL YEAR

The fiscal year of the Church shall begin January 1 and end December 31 unless otherwise designated by the Session.

ARTICLE 10 INDEMNIFICATION

The corporation (the church) shall indemnify to the fullest extent permitted by law any elder, deacon, director or officer who is a party to any threatened, pending or completed action, suit or other proceeding by reason of the fact that such elder, deacon, director or officer was serving in that capacity against liability including expenses and attorneys' fees actually incurred or reasonably expected to be incurred in connection with such action, suit or other proceeding. This indemnity shall specifically exclude indemnity for liability for those actions by the officer or director exempted under Florida Statute 617.0834(1) and (2).

ARTICLE 11 NOTICES

11.01. Notices. Any notice required or permitted by the Bylaws to be given to an Elder, Deacon, officer, member or a committee/ministry team member of the Church may be given in any manner allowed by law. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with postage prepaid and in a sealed wrapper. If notice is served by email, the person giving notice shall retain records sufficient to prove actual transmission to the appropriate number or email address. If notice is served by text, the noticed shall be deemed delivered if confirmed by the sender.

11.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 12 SPECIAL PROCEDURES CONCERNING ELECTRONIC MEETINGS

The Session, and any committee/ministry team of the Church, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can communicate with each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes the presence of that person at the meeting.

ARTICLE 13 AMENDMENTS TO BYLAWS

The Members may alter, amend, or repeal, or enact new Bylaws. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 14 MISCELLANEOUS PROVISIONS

14.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Florida. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

14.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

14.04. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.05. Seal. The Session may provide for a corporate seal.

14.06. Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Clerk to be kept with the Church records.

14.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the members, Elders, Deacons, Pastor(s), officers, committee members, employees, and agents of the Church

and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF CLERK

I hereby certify that I am duly elected and acting Clerk of the Session of The Kirk of the Keys Presbyterian Church and that the foregoing Bylaws, comprised of eleven (11) pages, constitute the Bylaws of said Church as duly adopted by the members at a meeting held on _____.

DATED: _____

Clerk of the Session