

SUMMARY OF FPCE AMENDED AND RESTATED BYLAWS

Article I - Name, Seal and Corporate Identification establishes the First Presbyterian Church of Evanston and the First Presbyterian Society of Evanston, which is Church's legal entity established under the laws of the State of Illinois and the United States.

Article II - Members defines Members. Membership also includes children until they are confirmed. Members are Members of the Church and the Society.

Article III - Meetings deals with meetings. Annual Meetings are to be held in the first quarter of each year. Special Meetings and now also Election Meetings, may be called and held at any time throughout the year. The rest of Article III is unchanged from the current bylaws.

Article IV - Officers and Boards establishes the two Boards of the Church, the Session and the Board of Deacons. The Session may consist of 12 to 18 elders and the Board of Deacons may consist of 18 to 24 Deacons. The elders can act as Trustees of the Society and the Board of the Society, as may be required. A President and other Officers of the Society are elected by the Congregation and then appointed to their respective offices by the Session. The number of elders and deacons may be modified by a two-thirds vote of the Session.

Article V - The Session sets forth some general language describing Session's responsibilities, which has been expanded to include the management and maintenance of the assets and property of the Church and the Society. In addition, an extensive list of the Session's enumerated responsibilities, including those powers and responsibilities concerned with the management and maintenance of the Church's and the Society's assets and property are set forth in Article V. The Personnel Council is also established in Article V. The number of those serving on the Council is reduced to at least 5 members, which shall include 2 elders and at least 3 other members. The rest of Article V is relatively unchanged from the current bylaws.

Article VI - The Board of Deacons deals with the Board of Deacons and is basically unchanged from the current bylaws.

Article VII - The Board of the Society establishes the powers and duties of the Board of the Society, which includes the power to act as the Board of Trustees, if required by a prior legal circumstance, e.g. dealing with the endowments or entering into and carrying out legal contracts.

Under Section 2 the Church and the Society establish their ownership of all Church and Society property, which is consistent with the current and past bylaws and the Book of Order Section G-4.0208.

The powers of the Officers of the Society are set forth in Article VII. The President, one or more Vice Presidents and the Secretary shall be elders elected by the Congregation and as Officers elected by the Society. The Treasurer may be an elder elected by the Congregation. The established financial standards are continued, with the exception that two duly appointed persons would be able to count weekly offerings. All Officers of the Society shall be appointed to their respective offices by the elders acting as the Board of the Society.

A new council, The Resource Management Council, is established to assume the function of the existing Board of Trustees. The Budget Committee, the Finance and Endowment Committee and the Building Committee are assigned to the RMC for oversight and coordination. The RMC shall also work closely

with the Personnel Council and the Stewardship Committee. The Officers of the Society shall be members of the RMC. Other members of the RMC shall be members appointed by the Moderator in consultation with the President and as approved by the Board of the Society. The chairs of the Committees shall be appointed by the President in consultation with the Moderator and approved by the Board of the Society.

The Budget Committee's function remains unchanged from the current bylaws

Article VIII - Elections deals with elections and is unchanged from the current bylaws except for reducing the number of members of the Nominating Committee from 9 to 7.

Article IX - Amendment to the Bylaws is unchanged. Two thirds of those attending a meeting called for the purpose of amending the bylaws must vote in favor of the amendments.