

**PRESBYTERIAN CHURCH (U.S.A.) INVESTMENT AND LOAN PROGRAM, INC.
ESTABLISHMENT OF A CORPORATION AND RELATED MATTERS**

[(Approved by the 207th General Assembly (1995,); amended by the 209th General Assembly (1997) and the 218th General Assembly (2008)]

Section 1. (a) *Corporation established*—There shall be established at the close of business on July 31, 1995, as a separate corporate agency of the General Assembly a corporation, which shall be incorporated under the laws of the Commonwealth of Pennsylvania and shall be known as Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. (“the Corporation”). The Corporation shall be a membership corporation and the Presbyterian Church (U.S.A.), A Corporation shall hold the sole membership (which shall be nonvoting) in the Corporation.

(b) *Forms of Articles*—The articles of incorporation of the Corporation shall be in substantially the form submitted to and approved by the 207th General Assembly (1995), with such changes therein as may be approved by the General Assembly Council or by an authorized committee thereof. The initial board of directors shall consist of six directors, who shall serve as the board of directors of the Corporation until another board is chosen under the provisions of Section 2(b) herein below.

Section 2. (a) *Corporate charter*—The articles of incorporation of the Corporation shall provide for its governance and subordination to the General Assembly through the General Assembly Council to substantially the following effect:

The management and disposition of the affairs and property of the Corporation shall be vested in directors, who shall be selected from time to time in such number and manner and for such terms as the General Assembly of the Presbyterian Church (U.S.A.) (the “General Assembly”) may determine. All the business and affairs of the said corporation shall be conducted by the directors under and subject to the direction of the General Assembly, the General Assembly Council, or any agency thereof thereunto duly authorized, so far as such direction shall be lawful and in accordance with the *Constitution of the Presbyterian Church (U.S.A.)* and the laws of the Commonwealth of Pennsylvania and of the United States of America. No material change shall be made in these articles of incorporation without the prior approval of the General Assembly.

(b) *Governing board*—(1) Until further action of the General Assembly or of any officer or agency thereof thereunto duly authorized, the board of directors of the Corporation shall consist of fifteen members. Employees and staff of General Assembly-level entities are ineligible to serve on the board of directors. The board shall be selected as follows:

(i) Six at-large members shall be nominated by the General Assembly Nominating Committee and elected by the General Assembly Council. Such at-large members shall be elected by the General Assembly Council for a four-year term, subject to confirmation by the General Assembly. Each person so elected shall be eligible to serve up to a maximum of two terms. No director may serve more than two terms, full or partial.

(ii) Two members shall be elected by the General Assembly Council from among its own membership. One member shall be selected from the membership of the Stewardship Committee and one member shall be selected from the membership of the Evangelism Committee. Such members shall be elected by the General Assembly Council for one four-year, non-renewable term, subject to confirmation by the General Assembly. Each person so elected shall be eligible to serve, so long as such person continues to serve as a member of the General Assembly Council on the above-specified committees.. No director may serve more than one term, full or partial. Membership on the board of directors shall in any event end at the end of the term of service on General Assembly Council and/or on the above-specified committees.

(iii) Two members shall be nominated by the Presbyterian Church (U.S.A) Foundation and elected by the General Assembly Council. Such members shall be elected by the General Assembly Council for a four-year term, subject to confirmation by the General Assembly. Each person so elected shall be eligible to serve up to a maximum of two terms. No director may serve more than two terms, full or partial.

(iv) One member shall be nominated by the General Assembly Nominating Committee from among the synods of the Presbyterian Church (U.S.A.) and shall be elected by the General Assembly Council. Such member shall be elected by the General Assembly Council for a four-year term, subject to confirmation by the General Assembly. Each person so elected shall be eligible to serve up to a maximum of two terms. No director may serve more than two terms, full or partial.

(v) One member shall be nominated by the General Assembly Nominating Committee from among the presbyteries of the Presbyterian Church (U.S.A.) and elected by the General Assembly Council. Such member shall be elected by the General Assembly Council for a four-year term, subject to confirmation by the General

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Assembly. Each person so elected shall be eligible to serve up to a maximum of two terms. No director may serve more than two terms, full or partial.

(vi) Upon recommendation of the Corporation's Personnel/Nominating Committee, three at large members shall be nominated by the board of directors of the Corporation and elected by the General Assembly Council for a four-year term, subject to confirmation by the General Assembly. Each person so elected shall be eligible to serve up to a maximum of two terms. No director may serve more than two terms, full or partial.

(c) *By-laws*—The by-laws of the Corporation shall state that in making selections and nominations, consideration shall be given to the need for individuals having experience and skill relevant to the purposes and activities of the Corporation. The by-laws will contain a mechanism for the General Assembly Council to coordinate the review and selection of members of the board of directors.

(d) *Executives*—As provided by G-9.0703 of the *Book of Order*, the board of directors of the Corporation shall elect a president for a term of four years, subject to confirmation by the General Assembly. The board of directors may elect vice presidents, a treasurer, and a secretary for terms of up to four years. The board of directors may elect other assistant executives. Such executives shall be eligible for reelection. The board of directors of the Corporation shall cause the president, who shall be the chief executive officer of the Corporation, to be accountable to the board of directors for carrying out its policies and directives, and for maintaining an effective partnership with Shared Services and Evangelism and Church Growth Ministry as set out in this Deliverance, particularly Section 2.(e)(3). The board of directors of the Corporation shall ensure that the president maintains an appropriate partnership with the General Assembly Council through the Office of its Executive Director.

(e) *Functions*—Subject to any inconsistent provision of the Articles of Agreement or the Form of Government of the Presbyterian Church (U.S.A.) and subject to the lawful directions from time to time of the General Assembly or the General Assembly Council or of any agency thereof thereunto duly authorized, the Corporation shall:

(1) Sell and issue certificates, notes, or any other financial instruments approved by its board of directors in order to raise capital for the mission of the Presbyterian Church (U.S.A.).

(2) As to the investment funds received by the Corporation, set the underwriting standards and loan criteria for loans to Presbyterian Church (U.S.A.) congregations, governing bodies, theological institutions, and educational institutions related to the Presbyterian Church (U.S.A.) to enable them to acquire or improve real property.

(3) Contract with existing Presbyterian Church (U.S.A.) entities, or outside parties, for various services. These include, but are not limited to, marketing of investments, management of assets and record keeping and processing and servicing of loans. In so doing, a collaborative relationship shall be maintained with Shared Services and the Evangelism and Church Growth Ministry to avoid the duplication of services already performed by Presbyterian Church (U.S.A.) entities.

(4) Train and orient volunteers, committees, employees, and others within synods and presbyteries who have responsibilities related to the work of the Corporation.

(5) Provide accounting and reporting with respect to all of the foregoing.

(6) Provide such other mission, finance, and related services as the General Assembly or the General Assembly Council may direct or approve.

(f) *Personnel policies*—The board of directors shall develop position descriptions and personnel procedures for all positions. In so doing, the General Assembly Churchwide Compensation Guidelines or successors to such documents, shall apply.

(g) *Reporting responsibility*—The Corporation shall report to the General Assembly through the General Assembly Council.