

*If you have any questions about this report, please call the Chairperson,
Elder Gerard Nelson, prior to the meeting.
Telephone 908.542.9494; e-mail: GerardNelson10@aol.com*

Trustees of Elizabeth Presbytery

**Report to the Stated Meeting of the Presbytery of Elizabeth on 17 November 2009
Revised By-Laws of the Elizabthport Presbyterian Center**

The Trustees present for a First Reading revised By-Laws for the Elizabethport Presbyterian Center ("EPort"). The revisions include new provisions related to membership on the Board of Directors of Eport, additions to the duties of the Board of Directors, and modifications to the duties of the President, the Treasurer, and Executive Committee.

Questions, comments, and recommendations for changes to the revised By-Laws for EPort may be provided to Elder Gerard Nelson, President, The Trustees of Elizabeth Presbytery, at 908.542.9494 (telephone) 908.542.9560 (facsimile) or gerardnelson10@aol.com (email).

Attachment I – the proposed Revised By-Laws
Attachment II – the present By-Laws
Attachment III – comparison document

Elizabethport Presbyterian Center, Incorporated
By-Laws

Article I - Organization

The name of this organization is the Elizabethport Presbyterian Center, Incorporated (the Center). The Center is an agency of the Presbytery of Elizabeth, Presbyterian Church (USA), located at 525 East Front Street, Plainfield, NJ 07060 (the Presbytery).

The principal offices of the Center are located at 184 First Street, in the City of Elizabeth, County of Union, and State of New Jersey. The books and records of the corporation, including financial records, minutes of the Corporation and its Board, the Certificate of Incorporation and the By-laws shall be maintained at that address.

Article II - Purpose

The purpose of the Center is to be a Presbyterian witness to the caring concern of Jesus Christ by providing leadership, social services, educational support, programs, ethical development and spiritual guidance to meet the needs of children, youth, adults, seniors, families and individuals in the Elizabethport community and in other locations within the Presbytery.

The Center recognizes the need to build character and to promote a sense of dignity and pride in individuals, families and the community.

Article III – Board of Directors

A Board of Directors (the Board) shall be elected by the Presbytery of Elizabeth. There shall be between twelve and eighteen directors in three classes. Directors shall serve for terms of three years, without limit on the number of terms. Membership shall be effective upon election by the Presbytery of Elizabeth.

At least 6 Directors, at least two in each class, shall be elected from people who live or work in the City of Elizabeth or in nearby urban communities. These Directors are designated as Community Directors.

Nominees for Director shall be recommended to the Committee on Nominations for the Presbytery by the Center's Nominating Committee for election by the Presbytery. The Presbytery shall elect directors prior to the Center's Annual Meeting. The Presbytery may elect directors to fill vacancies at any time.

In order to remain a "member in good standing", a director shall attend regularly scheduled Board meetings. If a director is unable to attend three consecutive regularly scheduled meetings or fewer than two-thirds of the regularly scheduled meetings within one 12 month period without valid excuse as determined by the Board, such director will be considered "not in good standing" and be subject to termination of their Board position.

In addition to the Board of Directors, there will be an Honorary Board comprised of community leaders associated with the Center. While these directors are encouraged to attend board meetings and participate in functions, they will not be required to do so, nor will they have a vote at board meetings. The Honorary Board will work to raise the public awareness of the Center's activities and support the Center through fundraising.

Article IV –Meetings

The Board shall hold the Annual Meeting on the second Wednesday of October. The docket for the Annual Meeting shall include the installation of new Directors and the election of Officers.

Regular meetings shall be held on the second Wednesday of each month, unless established otherwise by the Board.

Special meetings may be called with three days notice by the President or any three Directors. Special meetings can be held by conference call or other electronic means provided that the notice and quorum requirements are met. This may include a mail or email ballot on a specific resolution.

A Quorum for any meeting shall consist of fifty percent of the number of Directors, exclusive of vacancies.

Each Director in attendance at any meeting shall be entitled to one vote. Voting by proxy is not permitted.

Article V – Duties of the Board

The duties of the Board include:

- make and review policy,
- review and evaluate programs,
- to establish and monitor annual budgets,
- oversee the investment of assets,
- review the financial statements and audit,
- establish and monitor capital programs and budgets,
- raise and/or contribute funds for operating and capital programs
- review annually the By-laws of the Center,
- oversee the work of the Executive Director, and
- perform other such duties that the Board determines to be essential for the operation of the Center

Article VI – Officers

The Officers shall be the President, Vice-president, Secretary and Treasurer.

Officers shall be elected to terms of two years at the Annual Meeting. An individual may not serve more than three consecutive terms in the same office. In the event of a vacancy, the Board may elect a replacement from among its members.

President:

The President shall preside at all meetings of the Board. The President shall recommend to the Board the appointment of members for all committees except the standing committees. The President shall oversee the activities of the Center, subject to the policies established by the Board. The President shall consult with and inform the Board of any actions taken.

The President shall be an ex-officio member of all committees except the Nominating Committee.

Vice President:

The Vice-president shall preside at all meetings of the board in the absence of the President, and shall otherwise perform the duties of the President in the event the president is unable to perform those duties or if the President delegates those duties to the Vice-President..

Secretary:

The Secretary shall keep minutes of all meetings of the Board and the Executive Committee in a form proper for that purpose. A copy of the minutes shall be filed at the Center's office. The Secretary shall make appropriate correspondence with the Presbytery and its committees.

Treasurer:

The Treasurer shall have authority over all funds and securities of the Center. The Treasurer shall insure that all expenditures are made in accordance with the budget approved by the Board and any other directives of the Board. The Treasurer shall cause accurate records of receipts and disbursements of the center to be maintained, and shall cause the deposit of all monies and securities in the name and to the credit of the Center to such banks or depositories as the Board may authorize or designate for that purpose.

The Treasurer shall at the regular monthly board meeting report to the Board a statement of assets and liabilities and of income and disbursements. The Treasurer shall present an annual financial report to the Presbytery.

Article VII – Executive Committee

The Executive Committee shall consist of the Officers of the Center, and one additional at large member of the Board.

The Executive Committee shall have the power to act on behalf of the Board. The Executive Committee is not authorized to act independently of the board on matters that can be addressed by the Board at the next regularly scheduled or special meeting of the Board. The Executive Committee shall report to the Board any actions taken since the previous Board meeting.

A quorum for the Executive Committee is 50% of its members, and proxy voting is not permitted.

Minutes of the Executive Committee will be recorded by the Secretary and presented to the Board at the next regular meeting.

Article VIII – Standing Committees

There shall be the following standing committees, each appointed annually by the Board, with at least three Directors on each committee. Members of the Personnel and Finance Committees may include non-Board members. The chair of each committee will be elected by the committee.

Personnel:

The Board shall elect a Personnel Committee of at least three Directors from among its members, including at least one community Director, with such election to be made at the Annual Meeting for terms of one year, with no term limits.

The Personnel Committee shall perform reviews and oversight of the Executive Director.

The Personnel Committee shall recommend compensation and benefit policy to the Board as necessary.

Finance:

The Board shall elect a Finance Committee of at least three Directors from among its members, with such election to be made at the Annual Meeting for terms of one year, with no term limits. The Treasurer shall be a member of the Finance Committee.

The Finance Committee shall review the finances of the Center and make recommendations to the Board concerning investment policy and other financial matters.

The Finance Committee shall work with the Executive Director to create an annual operating budget for the Center, for approval by the Board of Directors.

The Finance Committee shall engage the services of an outside auditor for an annual audit, and shall receive the report of that auditor and communicate the results of the audit to the Presbytery.

Nominating:

The Board shall elect a Nominating Committee of three Directors from among its members, including at least one community Director, with such election to be made at the Annual Meeting, for terms of one year, with no term limits. The President shall not be a member of the Nominating Committee.

The Nominating Committee shall identify candidates for election as Directors by the Presbytery and present their recommendations to the Committee on Nominations of the Presbytery.

The Nominating Committee shall identify candidates for election to the upcoming year's Nominating Committee and other standing committees and present their recommendations at the Annual Meeting.

The Nominating Committee shall identify Directors for election to the positions of President, Vice-president, Treasurer, Secretary and at large member of the Executive Committee for the upcoming year and present their recommendations at the Annual Meeting.

Article IX - Other Board Committees

The Board may establish other committees from time to time to carry out the mission of the center. Each such committee will be elected by the Board and serve until the next annual meeting, with membership and duties of the committee to be established by the Board. Committee membership is not restricted to Board members, but the chair of the committee should be a Board member chosen by the committee.

Article X – Indemnification and Liability

The Center shall indemnify all Directors and Officers to the extent permitted by applicable New Jersey Law, and shall obtain appropriate liability insurance for this purpose.

Article XI – Non-Discrimination

All policies and actions of the Center shall be in compliance with applicable law and shall be done without regard to race, color, creed, sex or national origin. This applies to employment practices, participation in programs, access to services, and the election of Directors.

Article XII – Dissolution

Upon the Dissolution of the Center, assets, after the payment of liabilities, shall become the property of the Presbytery of Elizabeth or its successor.

Article XIII- Amendment

These By-laws and any amendments thereto shall become effective after adoption by the Board of the Center and approval by the Presbytery of Elizabeth.

Note: These By-laws were approved by the Board of Directors on September 30, 2009 and by the Presbytery of Elizabeth on _____.

**Elizabethport Presbyterian Center, Incorporated
By-Laws**

Article I - Organization

The name of this organization is the Elizabethport Presbyterian Center, Incorporated (the Center).

The Center is a 501(c)3 tax-exempt agency, and is incorporated under the laws of the State of New Jersey. The principal offices of the Center are located at 184 First Street, in the City of Elizabeth, County of Union, and State of New Jersey. The books and records of the corporation, including financial records, minutes of the Corporation and its Board, the Certificate of Incorporation and the By-laws shall be maintained at that address.

The Center is an agency of the Presbytery of Elizabeth, Presbyterian Church (USA), located at 525 East Front Street, Plainfield, NJ 07060 (the Presbytery).

Article II - Purpose

The purpose of the Center is to be a Presbyterian witness to the caring concern of Jesus Christ by providing leadership, social services, educational support, programs, ethical development and spiritual guidance to meet the needs of children, youth, adults, seniors, families and individuals in the Elizabethport community and in other locations within the Presbytery.

The Center recognizes the need to build character and to promote a sense of dignity and pride in individuals, families and the community.

Article III – Board of Directors

A Board of Directors (the Board) shall be elected by the Presbytery of Elizabeth. There shall be a total of eighteen directors in three classes. Directors shall serve for terms of three years, without limit on the number of terms. Membership shall be effective upon election by the Presbytery of Elizabeth.

At least nine Directors, at least three in each class, shall be elected from people who live or work in the Cities of Elizabeth, Plainfield or nearby urban communities.

Nominees for Director shall be recommended to the Committee on Nominations for the Presbytery by the Center's Nominating Committee for election by the Presbytery. The Presbytery shall elect directors prior to the Center's Annual Meeting. The Presbytery may elect directors to fill vacancies at any time.

Article IV –Meetings

The Board shall hold the Annual Meeting on the second Wednesday of September. The docket for the Annual Meeting shall include the installation of new Directors and the election of Officers.

Regular meetings shall be held on the second Wednesday of each month, unless established otherwise by the Board.

Special meetings may be called with three days notice by any three Directors. Special meetings can be held by conference call or other electronic means provided that the notice and quorum requirements are met. This may include a mail or email ballot on a specific resolution.

A Quorum for any meeting shall consist of fifty percent of the number of Directors, exclusive of vacancies.

Each Director in attendance at any meeting shall be entitled to one vote. Voting by proxy is not permitted.

Article V – Duties of the Board

The duties of the Board are to:

- make and review policy,
- review and evaluate programs,
- establish an annual budget,
- oversee the investment of assets,
- review the financial statements and audit,
- establish capital programs and budgets,
- review annually the By-laws of the Center,
- oversee the work of the Executive Director, and
- perform other such duties that the Board determines to be essential for the operation of the Center.

Article VI – Officers

The Officers shall be the President, Vice-president, Secretary and Treasurer.

Officers shall be elected to terms of two year at the Annual Meeting. An individual may not serve more than three consecutive terms in the same office. In the event of a vacancy, the Board may elect a replacement from among its members.

President:

The President shall preside at all meetings of the Board. The President shall recommend to the Board the appointment of members for all committees except the standing committees. The President shall oversee the activities of the Center, subject to the policies established by the Board. The President shall consult with and inform the Board of any actions taken.

Vice President:

The Vice-president shall preside at all meetings of the board in the absence of the president, and shall otherwise perform the duties of the president in the event the president is unable to perform those duties because of death, incapacity or resignation.

Secretary:

The Secretary shall keep minutes of all meetings of the Board in a form proper for that purpose. A copy of the minutes shall be filed at the Center's office. The Secretary shall make appropriate correspondence with the Presbytery and its committees.

Treasurer:

The Treasurer shall have custody of all funds and securities of the Center. The Treasurer shall cause accurate records of receipts and disbursements of the center to be maintained, and shall deposit all monies and securities in the name and to the credit of the Center to such banks or depositories as the Board may authorize or designate for that purpose. The Treasurer shall regularly (a least once per quarter) report to the Board a statement of assets and liabilities and of income and disbursements. The Treasurer shall present an annual financial report to the Presbytery.

Article VII – Executive Committee

The Executive Committee shall consist of the Officers of the Center, and three additional members of the Board.

The Executive Committee shall have the power to act on behalf of the Board except when the Board expressly limits the duties of the Executive Committee. The Executive Committee cannot add or remove members without the authorization of the Board.

A quorum for the Executive Committee is 50% of the members, and proxy voting is not permitted.

Minutes of the Executive Committee will be recorded and kept on file at the offices of the Center.

Article VIII – Standing Committees

There shall be the following standing committees, each appointed annually by the Board, with at least three Directors on each committee. The chair of each committee will be elected by the Board.

Personnel:

The Board shall elect a Personnel Committee of three Directors from among its members, including at least one community Director, with such election to be made at the Annual Meeting for terms of one year, with no term limits.

The Personnel Committee shall perform such reviews and oversight of the Executive Director and the direct reports of the Executive Director.

The Personnel Committee shall recommend compensation and benefit policy to the Board as necessary.

Finance:

The Board shall elect a Finance Committee of three Directors from among its members, with such election to be made at the Annual Meeting for terms of one year, with no term limits. The Treasurer shall be a member of the Finance Committee.

The Finance Committee shall review the work of the Treasurer and make recommendations to the Board concerning investment policy and other financial matters.

The Finance Committee shall engage the services of an outside auditor for an annual audit, and shall receive the report of that auditor and communicate the results of the audit to the Presbytery.

Nominating:

The Board shall elect a Nominating Committee of three Directors from among its members, including at least one community Director, with such election to be made at the Annual Meeting, for terms of one year, with no term limits. The President shall not be a member of the Nominating Committee.

The Nominating Committee shall identify candidates for election as Directors by the Presbytery and present their recommendations to the Committee on Nominations of the Presbytery by April 20 of each year, so that the Presbytery may elect said Directors at their May or June Stated Meetings.

The Nominating Committee shall identify candidates for election to the upcoming year's Nominating Committee and other standing committees and present their recommendations at the Annual Meeting.

The Nominating Committee shall identify Directors for election to the positions of President, Vice-president, Treasurer and Secretary for the upcoming year and present their recommendations at the Annual Meeting.

Article IX – Indemnification and Liability

The Center shall indemnify all Directors and Officers to the extent permitted by applicable New Jersey Law, and shall obtain appropriate liability insurance for this purpose.

Article X – Non-Discrimination

All policies and actions of the Center shall be in compliance with applicable law and shall be done without regard to race, color, creed, sex or national origin. This applies to employment practices, participation in programs, access to services, and the election of Directors.

Article XI – Dissolution

Upon the Dissolution of the Center, assets, after the payment of liabilities, shall become the property of the Presbytery of Elizabeth or its successor.

Article XII- Amendment

These By-laws and any amendments thereto shall become effective after adoption by the Board of the Center and approval by the Presbytery of Elizabeth.

Note: These By-laws were approved by the Board of Directors on September 2, 2005 and by the Presbytery of Elizabeth on October 22, 2005.

Elizabethport Presbyterian Center, Incorporated By-Laws

Article I - Organization

The name of this organization is the Elizabethport Presbyterian Center, Incorporated (the Center).

The Center is an agency of the Presbytery of Elizabeth, Presbyterian Church (USA), located at 525 East Front Street, Plainfield, NJ 07060 (the Presbytery).

~~The Center is a 501(c)3 tax exempt agency, and is incorporated under the laws of the State of New Jersey.~~—The principal offices of the Center are located at 184 First Street, in the City of Elizabeth, County of Union, and State of New Jersey. The books and records of the corporation, including financial records, minutes of the Corporation and its Board, the Certificate of Incorporation and the By-laws shall be maintained at that address.

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Article II - Purpose

The purpose of the Center is to be a Presbyterian witness to the caring concern of Jesus Christ by providing leadership, social services, educational support, programs, ethical development and spiritual guidance to meet the needs of children, youth, adults, seniors, families and individuals in the Elizabethport community and in other locations within the Presbytery.

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A Board of Directors (the Board) shall be elected by the Presbytery of Elizabeth. There shall be ~~a total of~~between twelve and eighteen directors in three classes. Directors shall serve for terms of three years, without limit on the number of terms. Membership shall be effective upon election by the Presbytery of Elizabeth.

At least ~~nine~~6 Directors, at least ~~three~~two in each class, shall be elected from people who live or work in the ~~Cities~~City of Elizabeth, ~~Plainfield~~ or in nearby urban communities. These Directors are designated as Community Directors.

Nominees for Director shall be recommended to the Committee on Nominations for the Presbytery by the Center's Nominating Committee for election by the Presbytery. The Presbytery shall elect directors prior to the Center's Annual Meeting. The Presbytery may elect directors to fill vacancies at any time.

In order to remain a "member in good standing", a director shall attend regularly scheduled Board meetings. If a director is unable to attend three consecutive regularly scheduled meetings or fewer than two-thirds of the regularly scheduled meetings within one 12 month period without

valid excuse as determined by the Board, such director will be considered “not in good standing” and be asked to resign their board position.

In addition to the Board of Directors, there will be an Honorary Board comprised of community leaders associated with the Center. While these directors are encouraged to attend board meetings and participate in functions, they will not be required to do so, nor will they have a vote at board meetings.

Article IV –Meetings

The Board shall hold the Annual Meeting on the second Wednesday of ~~September~~October. The docket for the Annual Meeting shall include the installation of new Directors and the election of Officers.

Regular meetings shall be held on the second Wednesday of each month, unless established otherwise by the Board.

Special meetings may be called with three days notice by the President or any three Directors. Special meetings can be held by conference call or other electronic means provided that the notice and quorum requirements are met. This may include a mail or email ballot on a specific resolution.

A Quorum for any meeting shall consist of fifty percent of the number of Directors, exclusive of vacancies.

Each Director in attendance at any meeting shall be entitled to one vote. Voting by proxy is not permitted.

Article V – Duties of the Board

The duties of the Board are to:

- make and review policy,
- review and evaluate programs,
- establish ~~and~~ and monitor annual budget;~~s~~
- oversee the investment of assets,
- review the financial statements and audit,
- establish and monitor capital programs and budgets;
- raise and/or contribute funds for operating and capital programs
- review annually the By-laws of the Center,
- oversee the work of the Executive Director, and
- perform other such duties that the Board determines to be essential for the operation of the Center.

Article VI – Officers

The Officers shall be the President, Vice-president, Secretary and Treasurer.

Officers shall be elected to terms of two year at the Annual Meeting. An individual may not serve more than three consecutive terms in the same office. In the event of a vacancy, the Board may elect a replacement from among its members.

President:

The President shall preside at all meetings of the Board. The President shall recommend to the Board the appointment of members for all committees except the standing committees. The President shall oversee the activities of the Center, subject to the policies established by the Board. The President shall consult with and inform the Board of any actions taken.

The President shall be an ex-officio member of all committees except the Nominating Committee.

Vice President:

The Vice-president shall preside at all meetings of the board in the absence of the president, and shall otherwise perform the duties of the president in the event the president is unable to perform those duties ~~because of death, incapacity or resignation.~~

Secretary:

The Secretary shall keep minutes of all meetings of the Board in a form proper for that purpose. A copy of the minutes shall be filed at the Center's office. The Secretary shall make appropriate correspondence with the Presbytery and its committees.

Treasurer:

The Treasurer shall have ~~custody of authority over~~ all funds and securities of the Center. The Treasurer shall insure that all expenditures are made in accordance with the budget approved by the Board and any other directives of the Board. The Treasurer shall cause accurate records of receipts and disbursements of the center to be maintained, and shall cause the deposit of all monies and securities in the name and to the credit of the Center to such banks or depositories as the Board may authorize or designate for that purpose. ~~The Treasurer shall regularly (a least once per quarter)~~

The Treasurer shall at the regular monthly board meeting report to the Board a statement of assets and liabilities and of income and disbursements. ~~The Treasurer shall present an annual financial report to the Presbytery.~~

Article VII – Executive Committee

The Executive Committee shall consist of the Officers of the Center, and ~~three~~one additional members of the Board.

The Executive Committee shall have the power to act on behalf of the Board ~~except when as authorized by~~ the Board ~~expressly limits the duties of the Executive Committee. The Executive Committee cannot add or remove members without the authorization of the Board.~~ The Executive Committee is not authorized to act independently of the board on matters that can be addressed by the Board at the next regularly scheduled or special meeting of the Board. The Executive Committee shall report to the Board any actions taken since the previous Board meeting. The Executive Committee cannot add or remove members without the authorization of the Board

A quorum for the Executive Committee is 50% of the members, and proxy voting is not permitted.

Minutes of the Executive Committee will be recorded and ~~kept on file~~ presented to the Board at the offices of the Center next regular meeting.

Article VIII – Standing Committees

There shall be the following standing committees, each appointed annually by the Board, with at least three Directors on each committee. The chair of each committee will be elected by the ~~Board~~ committee

Personnel:

-The Board shall elect a Personnel Committee of three Directors from among its members, including at least one community Director, with such election to be made at the Annual Meeting for terms of one year, with no term limits.

The Personnel Committee shall perform such reviews and oversight of the Executive Director ~~and the direct reports of the Executive Director.~~

The Personnel Committee shall recommend compensation and benefit policy to the Board as necessary.

Finance:

The Board shall elect a Finance Committee of three Directors from among its members, with such election to be made at the Annual Meeting for terms of one year, with no term limits. The Treasurer shall be a member of the Finance Committee.

The Finance Committee shall review the work of the Treasurer and make recommendations to the Board concerning investment policy and other financial matters.

The Finance Committee shall work with the Executive Director to create an annual operating budget for the Center, for approval by the Board of Directors.

The Finance Committee shall engage the services of an outside auditor for an annual audit, and shall receive the report of that auditor and communicate the results of the audit to the Presbytery.

Nominating:

The Board shall elect a Nominating Committee of three Directors from among its members, including at least one community Director, with such election to be made at the Annual Meeting, for terms of one year, with no term limits. The President shall not be a member of the Nominating Committee.

The Nominating Committee shall identify candidates for election as Directors by the Presbytery and present their recommendations to the Committee on Nominations of the Presbytery ~~by April 20 of each year, so that the Presbytery may elect said Directors at their May or June Stated Meetings.~~

The Nominating Committee shall identify candidates for election to the upcoming year's Nominating Committee and other standing committees and present their recommendations at the Annual Meeting.

The Nominating Committee shall identify Directors for election to the positions of President, Vice-president, Treasurer and Secretary for the upcoming year and present their recommendations at the Annual Meeting.

Article IX – Other Board Committees

The Board may establish other committees from time to time to carry out the mission of the Center. Each such committee will be elected by the Board and serve until the next annual meeting, with membership and duties of the committee to be established by the Board. Committee membership is not restricted to Board members, but the chair of the committee should be a Board member chosen by the committee.

Article X – Indemnification and Liability

The Center shall indemnify all Directors and Officers to the extent permitted by applicable New Jersey Law, and shall obtain appropriate liability insurance for this purpose.

Article ~~XI~~– Non-Discrimination

All policies and actions of the Center shall be in compliance with applicable law and shall be done without regard to race, color, creed, sex or national origin. This applies to employment practices, participation in programs, access to services, and the election of Directors.

Article ~~XII~~ – Dissolution

Upon the Dissolution of the Center, assets, after the payment of liabilities, shall become the property of the Presbytery of Elizabeth or its successor.

Article ~~XIII~~- Amendment

These By-laws and any amendments thereto shall become effective after adoption by the Board of the Center and approval by the Presbytery of Elizabeth.

Note: These By-laws were approved by the Board of Directors on September ~~2, 2005~~30, 2009 and by the Presbytery of Elizabeth on ~~October 22, 2005~~_____.