

**BY-LAWS
(ECCLESIASTICAL AND CORPORATE)
OF**

(Legal Name of Church)

**A Constituent Member Church of the
PRESBYTERIAN CHURCH (U.S.A.)**

A PENNSYLVANIA NONPROFIT CORPORATION

Adopted _____

**Article 1
Authority of By-Laws**

The _____ (*name of church*) (“Church” or “Corporation”), being a particular congregation of the Presbyterian Church (U.S.A.), recognizes that the Constitution of the Presbyterian Church (U.S.A.) is, in all its provisions, obligatory upon the Church and its Members (as hereinafter defined).

**Article 2
Office**

The registered office of the Corporation shall be located at _____ or at such other place as the Session (as hereinafter defined) may designate from time to time.

**Article 3
Execution of Documents**

All contracts and agreements authorized by the Session and all authorized checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall be signed by any person authorized by the Session.

**Article 4
Fiscal Year**

The fiscal year of the Corporation shall end on December 31st of each year or on such other date as may be fixed by resolution of the Session.

**Article 5
Members of the Corporation**

The members of the Corporation (“Members”) shall consist of all baptized Church members and affiliate Church members on the active roll of the Church, all as defined by the usages and rules of the Presbyterian Church (U.S.A.). The roll of active Members established and maintained by the Session as prescribed by the Book of Order shall determine those individuals who are active Members from time to time.

**Article 6
Eligible Voters**

All Members present at either stated, annual or special meetings are eligible to vote on matters coming before both the ecclesiastical and corporate meetings of the Church, whether stated, annual or special. Voting by proxy and cumulative voting are not permitted, unless civil law specifically requires that

such voting shall be permitted as to that particular corporate matter.

Article 7 Public Notice

Public notice of the time, place, and purpose of all meetings of the Members shall be given from the pulpit on the two Sundays preceding the meeting, consistent with 15 Pa. C.S. § 5702(e), as amended from time to time. The meeting may be convened following the notice given on the second Sunday. In the event that the purpose, or one of the purposes, of a meeting is to consider the adoption, amendment or repeal of these by-laws, written notice of such meeting shall be given to each member entitled to vote, along with a copy of the proposed amendment or a summary of the changes to be effected thereby, consistent with Article 29 herein.

CONSIDER A PROVISION OF TEN DAY'S WRITTEN NOTICE OF THE MEETING TO ALL ACTIVE MEMBERS, BY BULLETINS, NEWS LETTERS, WEBSITE AND THE LIKE

Article 8 Prayer

All meetings shall be opened and closed with prayer.

Article 9 Meetings of the Members

The meetings of the Members shall be held in the church edifice or such other place as the Session shall designate. Both ecclesiastical and corporate business may be conducted at the same meeting of the Members.

There shall be a meeting of the Members on the _____ (*day, not date, i.e. second Monday*) of _____ (*month, i.e. November*), or such other day as the Session may determine, for the purpose of electing officers and for the transaction of any business properly coming before the meeting within these by-laws and the Constitution of the Presbyterian Church (U.S.A.).

There shall be an annual meeting of the Members on the _____ (*day, not date*) in January, or such other day as the Session may determine, for the transaction of any business properly coming before the meeting.

Article 10 Special Meetings

Special meetings of the Members may be called by the Session or the Pittsburgh Presbytery in accordance with the Constitution of the Presbyterian Church (U.S.A.). Notice of any such special meeting shall be given in writing no later than ten (10) days before such meeting and shall state clearly the purpose of and place for the special meeting. No matter save that specified in the notice may be considered at such special meeting.

Article 11 Quorum

A quorum for any meeting of the Members duly called shall consist of the Moderator (as hereafter defined), the Clerk (as hereafter defined) and ten percent (10%) of the Members on the day of the meeting. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to a time and place they may determine. Notwithstanding any contrary provision in the articles, in the case of any meeting called for any purpose, those Members who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the

purpose of acting upon any resolution or other matter set forth in the notice of the meeting.

Article 12 Presiding Officers

The pastor/teaching elder shall preside as Moderator (the "Moderator") at all meetings of the Members and of the Session. If the pulpit of the Church is vacant, the Moderator of the Session appointed by the Presbytery shall preside at all meetings of the Members. If the pastor and the Session agree that the subjects to be discussed require it, or if the pastor is ill or is otherwise unable to be present, the pastor shall invite, with the concurrence of the Session, another teaching elder of the Presbytery to preside. Session may consult with the Presbytery's committee/commission on ministry before Session extends this invitation to another teaching elder of Presbytery.

Article 13 Secretary

The clerk of the Session ("Clerk") shall be secretary of the meetings of the Members. In the event the Clerk is unable to attend, the Members shall elect a secretary pro-tem.

Article 14 Board of Trustees

The directors of the Corporation are designated trustees. The members of the board of trustees shall be one and the same as the ruling elders of the Session, except when a ruling elder is or remains under the age of eighteen years, that ruling elder may not, by reason of the law of the Commonwealth of Pennsylvania, be a member of the board of trustees.

The Session, functioning as the board of trustees, shall perform all the duties authorized by the Form of Government of the Presbyterian Church (U.S.A.) and required by the laws of the Commonwealth of Pennsylvania.

The Session, functioning as the board of trustees, shall elect from among its members a president and such other officer(s) as may be required or deemed appropriate. The Session shall elect a treasurer annually.

Article 15 Session

All powers vested by law in the in the Church, as a corporation, shall be exercised by or under the authority of, and the business and affairs of the Church shall be managed under the direction of the session (the "Session"). The Session shall consist of the Moderator and ____ ruling elders divided into three equal classes, one class of which shall be elected each year at the _____ (*November*) meeting of the Members for a three-year term. No ruling elder shall be elected to the Session for a term of more than three years, nor shall a ruling elder serve on the Session for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having been elected to the Session for consecutive terms aggregating six years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected.

The Session shall perform all the duties required by the Form of Government of the Presbyterian Church (U.S.A.).

A quorum of the Session for meetings shall be one-third (1/3) of the active ruling elders of the Session.

The Session shall elect the Clerk. The Clerk shall be a ruling elder, but need not be in active

service on the Session. The term of the clerk of Session shall be _____ () years/indefinite.

The Session shall meet regularly, in accordance with a meeting schedule it shall establish. It may also meet in special meetings called by the Moderator or one-third of active members of the Session. Five (5) days' written notice of Session meetings shall be given for all regular and special meetings.

**CONSIDER ADDING A PROVISION FOR 'EMERGENCY' MEETING OF SESSION BY
TELEPHONE CONFERENCE CALL OR OTHER ELECTRONIC MEANS**

[A meeting need not be held at a particular geographic location it is held by means of the Internet or other electronic communications technology in a fashion that allows all participants to have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matter submitted, and pose questions.]

**Article 16
Standard of Care and Fiduciary Duty**

A member of the Session shall stand in a fiduciary relation to this Corporation and shall perform his or her duties, including his or her duties as a member of any committee of the board or Session, in good faith, in a manner he or she reasonably believes to be in the best interest of this Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member of the Session or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing these duties, a member of the Session shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a) one or more officers or employees of this Corporation or the Presbytery whom the member of the Session reasonably believes to be reliable and competent in the matters presented;
- b) counsel, public accountants, investment managers or other persons as to matters which the member of the Session reasonably believes to be within the professional or expert competence of such persons; and
- c) a committee of the board or Session of this Corporation upon which the member of the Session does not serve, as to matters within its designated authority, which committee the member of the Session reasonably believes to merit confidence.

A member of the Session shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

**Article 17
Board of Deacons (if there be such)**

There shall be ____ deacons divided into three equal classes, one class of which shall be elected each year at the _____ (*November*) meeting of the Members for a three-year term. No deacon shall be elected to the board of deacons for a term of more than three years, nor shall a deacon serve on the board of deacons for consecutive terms, either full or partial, aggregating more than six years. A deacon having been elected to the board of deacons for consecutive terms aggregating six years shall be ineligible to serve as deacon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected.

The board of deacons shall perform all the duties assigned by the Session and shall be responsible to the Session.

The board of deacons shall elect a moderator from among its members. The board of deacons may also elect from among its members a vice-moderator, a secretary, and a treasurer. The pastor shall be an ex-officio member of the board of deacons.

Article 18 Vacancies

Vacancies on the Session and the board of deacons shall be filled at a special meeting of the Members or at the next stated meeting of the Members, as the Session may determine.

Article 19 Limitation of Personal Liability and Indemnification (*optional*)

A member of the Session shall not be personally liable as such for monetary damages for any action taken, or any failure to take any action, unless he or she has breached or failed to perform the duties of his or her office under 15 Pa. C.S. § 5713, as amended from time to time, and such breach or such failure to perform constitutes self-dealing, willful misconduct or recklessness; *provided, however*, that the foregoing shall not eliminate or limit the liability of a member of the Session (i) for any responsibility or liability of such member of the Session pursuant to any criminal statute, or (ii) for any liability of a member of the Session for the payment of taxes pursuant to local, State or Federal law. This by-law may be modified or repealed only by vote of the Members of the Corporation, and no provision inconsistent with this by-law may be adopted without the vote of the Members of the Corporation. Neither the repeal or modification of this by-law nor the adoption of any provision inconsistent with this by-law shall adversely affect any limitation on the personal liability of a member of the Session existing at the time of such repeal or modification or the adoption of such inconsistent provision.

The Church shall indemnify and hold harmless to the fullest now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time, and any successor statute governing Pennsylvania nonprofit corporations (the "NCL"), each Member, trustee, member of the Session, officer (including each former member, trustee, or officer) or employee of the Corporation who was or is made a party or is threatened to be made a party or is otherwise involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member of the Session, or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a member of the Session, against all expenses, liability and loss actually and reasonably incurred or paid by such person in connection therewith. Expenses incurred by an officer, trustee, Member, member of the Session, or employee in defending any civil, criminal, administrative, or investigative action, suit or proceeding shall be paid by the Church in advance of the final disposition of such action, suit or proceeding; *provided, however*, that the payment of such expenses incurred by such Member, trustee, member of the Session, officer or employee in advance of the final disposition shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Church.

Article 20 Scope of Indemnification (*optional, though if Article 19 is included this should be too*)

Indemnification under Article 19 shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57 of the NCL, or any successor statute as in effect at the time of such alleged action or failure to take action.

Article 21 Nominating Committee

There shall be a representative nominating committee of the Members chosen annually by the Members for a term of one year in accordance with the Form of Government of the Presbyterian Church (U.S.A.).

The committee shall consist of at least three (3) active members of the Members, drawn from and representative of its membership, including at least one (1) ruling elder who is then currently serving on the Session. In addition, the pastor shall be a member of this committee ex-officio, without vote.

No member of this committee shall serve more than three years consecutively.

The nominating committee shall announce the names of the nominees for the offices of ruling elder and deacon with the call of the meeting at which elections are to be held, and shall bring to the stated meetings of the Members, or to any special meeting to fill vacancies, nominations of one eligible person only for each office to be filled. Nominations shall express the rich diversity of the Church's Members and shall guarantee participation and inclusiveness in accordance with the Constitution of the Presbyterian Church (U.S.A.). Additional nominations of qualified and consenting persons may be made from the floor by any Member eligible to vote in the election to be held. A majority of all active members present at the meeting and voting shall be required to elect members of the nominating committee.

Article 22 Auditing Committee

In accordance with the principles of the Presbyterian Church (U.S.A.) and in the interest of good order, there shall be an auditing committee appointed by Session to which all board, committee, and organization treasurers shall submit their books for audit prior to the annual meeting of the Members.

The auditing committee shall consist of three persons versed in accounting procedures, one of whom shall be appointed each year for a three year term. None of the members of the auditing committee may be related to the treasurer of the corporation or to any of the treasurers of the boards, committees, or organizations to be audited. If a vacancy shall occur, the Session at its next regular meeting shall appoint a person eligible to serve on the auditing committee for the unexpired term.

Article 23 Organization Reports

All boards, committees, and organizations of the church shall make an annual report to the Session, which shall consist of a president's or chairperson's report and a treasurer's report. All reports shall be included in a printed report for presentation at the annual meeting of the Members.

The treasurer of the Corporation shall submit annually to the Session a statement containing those details required to be included under the provisions of the NCL, the Articles of Incorporation of this Corporation, or these by-laws.

Article 24 Rules of Order

Meetings of the Members and the Session shall be conducted in accordance with Robert's Rules of Order, Newly Revised (latest edition). The Session may also make use of processes of discernment in deliberations before a vote, when such discernment is recommended by the Moderator and agreed to by a majority of the Session.

Article 25 No Private or Political Beneficiaries

In keeping with the statement of purpose of the Corporation as set forth in the Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation, and the Corporation shall not aid any political campaign on behalf of or in opposition to any candidate for public office.

Article 26
Violation of Charitable Purpose

In no event and under no circumstances shall the Session, as the board of trustees, make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization exempt from federal income taxation or as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Article 27
Books and Records

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its board and committees. The Corporation will keep at its registered office the original or a copy of its Articles of Incorporation and by-laws including amendments to date certified by the Secretary of the Corporation.

Article 28
Tax Records

The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Article 29
Amendments

These by-laws may be amended, subject to the charter of the corporation, the laws of the Commonwealth of Pennsylvania, and the constitution of the Presbyterian Church (U.S.A.), at any annual meeting or special meeting of the Members by a _____() vote of the voters present, provided that a printed distribution of the proposed changes shall have been made in connection with the call of the meeting to all Members at least one week prior to the meeting.

These by-laws or the charter of this corporation may not be amended contrary to, or so as not to include, the provisions of the Constitution of the Presbyterian Church (U.S.A.) and the laws of the Commonwealth of Pennsylvania applicable thereto.