

BYLAWS
of
EAST MAIN PRESBYTERIAN CHURCH
of
GROVE CITY, PENNSYLVANIA

APPROVED BY SESSION: October 8, 2013

ADOPTED BY THE CONGREGATION: December 1, 2013

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for BYLAWS of
EAST MAIN PRESBYTERIAN CHURCH

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PREAMBLE

We, the members of East Main Presbyterian Church, as part of the body of Christ who seek to do the will of our Heavenly Father in all spiritual and temporal matters, do unite in the adoption of these Bylaws based on God's Holy Word:

“First of all, then, I urge that petitions, prayers, requests, and Thanksgivings be offered to God for all people; for kings and all others who are in authority, that we may live a quiet and peaceful life with all reverence toward God and with proper conduct. This is good and it pleases God our Savior, who wants everyone to be saved and to come to know the truth.”
— 1 Timothy 2:1-4 (NIV)

**ARTICLE I.
NAME AND HISTORY**

The name of this Congregation is East Main Presbyterian Church, Grove City, Pennsylvania (referred to in these Bylaws as the “Church” or the “Corporation”) in Mercer County. The Church was founded in 1879 (and incorporated in 1882) as The United Presbyterian Church of Pine Grove and subsequently called The First United Presbyterian Church of Grove City, and then East Main United Presbyterian Church.

**ARTICLE II.
AFFILIATION**

Section 2.1 Denomination. The Church is a member congregation of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”), and as such the Church subscribes to the ECO *Essential Tenets* and is governed by the ECO *Polity* and ECO *Rules of Discipline*, respectively. The *Essential Tenets*, *Polity* and *Rules of Discipline*, as amended from time to time, collectively constitute the ECO *Constitution* which is incorporated into and made a part of these Bylaws. As provided in the *Constitution*, the Church is also a member of the ECO Presbytery (the “Presbytery”) exercising ecclesiastical jurisdiction over the Church.

Section 2.2 Priority. This Corporation shall constitute the corporation through which the Church shall act legally as described in the *Constitution*. The following Bylaws set forth provisions for the governance and operation of the Corporation. As long as the Church is a member congregation of ECO, these Bylaws shall at all times be subject to the provisions of the

Constitution, and the applicable provisions in the *Constitution* shall take priority over any inconsistent provisions in these Bylaws.

ARTICLE III. CONGREGATIONAL MEMBERS

“Consequently, you are no longer foreigners and aliens, but fellow citizens with God's people and members of God's household, built on the foundation of the apostles and prophets, with Christ Jesus himself as the chief cornerstone. In him the whole building is joined together and rises to become a holy temple in the Lord. And in him you too are being built together to become a dwelling in which God lives by his Spirit.”

— Ephesians 2:19-22 (NIV)

Section 3.1 Membership and Eligibility. A Congregational member (“Member” and referred to as covenant partners in the *Constitution*) 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, and participates in the Church’s worship and work. Members are eligible to vote in Congregational meetings.

Section 3.2 Profession of Faith. The Members of the Church profess faith in Jesus Christ and rely on the authoritative, infallible Scriptures of the Old and New Testaments for teaching, rebuking, correcting, and training in righteousness.

“All Scripture is God-breathed and is useful for teaching, rebuking, correcting and training in righteousness, so that the man of God may be thoroughly equipped for every good work.”

— 2 Timothy 3:16-17 (NIV)

Section 3.3 Discipline. Persons may be admitted to membership, and may be dismissed from membership or otherwise subjected to discipline, by the Session in accordance with, and being governed by the *Constitution* and these Bylaws.

Section 3.4 Status and Voting Rights. The Members of the Church shall be those individuals who have been elected to membership by the Session and who have subsequently neither resigned their membership nor been removed from membership by the Session. Each Member shall be entitled to one vote on matters requiring membership approval. Without limitation, the following actions require approval of the Members:

- A. Electing Ruling Elders (hereinafter "Elders") and Deacons.
- B. Calling (electing) the Senior Pastor and Associate Pastors.
- C. Buying, mortgaging, transferring or selling real property.
- D. Requesting the Presbytery to dismiss the Church to another presbytery of ECO or to another Reformed body.
- E. Amending the Church’s Articles of Incorporation or these Bylaws.

Section 3.5 Responsibilities.

- A. **Holy Fellowship and Communion.** The Members by profession are bound to maintain a holy fellowship and communion in the worship of God and in serving one another as Scripture teaches. Where needs arise, a member shall minister physical or spiritual services according to their God-given abilities. This fellowship and communion, as God gives opportunity, is to be extended to all who call upon the name of the Lord Jesus Christ, as Scripture teaches:

“Therefore, as we have opportunity, let us do good to all people, especially to those who belong to the family of believers.” — Galatians 6:10 (NIV)

- B. **Relationship to Leaders.** The Members place themselves under the leadership of their officers when they elect them.
- C. **Obligations to Pastor(s).** The Members have obligations to their Pastor or Pastors as indicated by the affirmative replies given at the time of the Pastors' installation.
- D. **Active Involvement.** The Members have the duty to attend worship services regularly; support the work of the Church; attend all Congregational meetings, both regular or specially called, to deliberate and vote upon questions properly brought before them.

Section 3.6 Meetings. An annual meeting of the Members shall be held during the last calendar quarter of each year at the time and place as determined by the Session, for the purpose of electing ecclesiastical officers and Trustees and for the transaction of such other business as may come before the meeting. A special meeting of the Members, for any purpose or purposes, may be called by the Session and shall be called by the Session upon the written request of Members having at least five (5) percent of the votes entitled to be cast at such meetings.

Meetings of the Congregation shall be governed by the latest edition of *Robert's Rules of Order, Newly Revised*.

- A. **Notice of Meetings.** Except as otherwise prescribed by statute, written notice of each meeting of the Members stating the place, date, and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in each prior regular worship service held in the week of such meeting and in the week prior to such meeting (with each week beginning on a Sunday).
- B. **Participation in Meetings.** Members must be present in person in order to participate or vote in any annual or special meeting. No member shall be entitled to vote by proxy. Neither voting by appointed representative of the member nor voting by written ballot without attendance in person shall be permitted.

- C. **Quorum and Voting.** Except as otherwise provided in these Bylaws, ten (10) percent of the voting Members shall constitute a quorum of the Members for action on a matter, and action is approved if the applicable quorum for such matter exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action.
- D. **Other.** The Session is not required to prepare a membership list in connection with any meeting of the Members.

ARTICLE IV. SESSION

Section 4.1 Responsibilities. The Session (consisting of the Elders, Senior Pastor and Associate Pastors, if any) has responsibility and authority for governing the congregation, overseeing its spiritual health and guiding its mission for Christ in the world. In the Reformed tradition, the marks of the church are the proclamation of the Word, the Sacraments rightly celebrated, and the exercise of discipline. Therefore, the Session shall, as stated in Section 1.0603 in the *Polity*:

- A. Provide for the worship and educational life of the congregation; provide a place where the congregation may regularly worship; provide for the regular preaching of the Word by persons properly approved; oversee the planning and the ordering of the worship services of the congregation; lead the congregation in ministries of evangelism, compassion, and justice; and develop and nurture relations with other congregations.
- B. Authorize and provide for the regular celebration of the Lord's Supper, authorize the administration of Baptism, exercise due care and provide sufficient education to the congregation and to new believers that the Sacraments may be rightly received as means of grace.
- C. Plan for and provide means of discipleship for the congregation and new believers; provide for and nurture the common life of the congregation; receive and dismiss members; exercise oversight of all programs and finances of the congregation; train, examine, ordain and install those men and women chosen to serve as Elders and Deacons; lead and teach the congregation in matters of stewardship and Christian living; direct the ministry of Deacons, Trustees, and all other organizations of the congregation; bear witness against error in doctrine and practice; and serve in judicial matters pertaining to the congregation as specified in the *Rules of Discipline*.
- D. Elect Elder commissioners to the Presbytery and may propose to the Presbytery matters of common interest or concern as well as proposals to amend the *Constitution*. The maximum number of Elder commissioners which the Session may elect shall be equal to the number of Pastors with voting authority, as set forth in Section 2.0401 of the *Polity*, serving the congregation. The Session is encouraged in its selection of Elder commissioners to promote representation in areas of difference recognized as the basis of

discrimination and inequality in church and society, namely race, ethnicity, gender, ability/disability, and age.

- E. Maintain a Roll of Members and a Roll of Baptisms. The Session may by its own rule grant affiliate status to members of a congregation in another Christian denomination.
- F. Adopt and administer an annual budget and shall publish it to the congregation. The Session shall purchase appropriate casualty and liability insurance for the program and property. The Session shall arrange for the congregation to participate in the synod's plan of health and welfare benefits and program of assistance and relief covering the congregation's Pastors and full-time lay employees, as such plan is described in the membership agreement (unless the congregation and the synod agree to an alternative plan providing comparable coverage).
- G. Arrange for an independent financial review annually, and shall publish the report to the congregation and to the Presbytery.
- H. Evaluate the congregation's ministry and mission and report to the Presbytery for reasons of mutual accountability and the sharing of best practices.

Section 4.2 General Powers. Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of the Session and the business affairs of the Corporation shall be managed under the direction of Session [also referred to as the board of directors in the Articles of Incorporation and in the Pennsylvania Non-Profit Corporation Law (hereinafter referred to as the "Act")].

Section 4.3 Composition. The Session shall consist of the Elders currently in office, the Senior Pastor and each Associate Pastor. The number of Elders in office shall be fifteen (15). The Senior Pastor and each Associate Pastor shall serve as designated members of Session with voting rights.

Section 4.4 Meetings. A regular annual meeting of the Session shall be held at such time and place as may be determined by the Session, for the purpose of appointing additional corporate officers (if any) and for the transaction of such other business as may come before the meeting. The Session may provide by resolution the time and place for the holding of additional regular meetings. Special meetings of the Session may be called by or at the request of the Senior Pastor, President or two (2) or more Elders. The person or persons authorized to call special meetings of the Session may fix the time and place for holding any special meeting of the Session called by them.

A. Notice of Meetings.

- 1. **Regular Meetings.** At the beginning of each term of Session, the Clerk of Session shall provide each member of Session with a list of the regular meetings of Session

for that term, including the dates, time(s), and place(s) of each regular meeting scheduled for that term. No further notice shall be required.

2. **Special Meetings.** Notice of each special meeting of the Session stating the date, time, and place of the meeting shall be given to each Session member at such Session member's business or residential address at least five days prior thereto by the mailing of written notice by first class mail, or at least twenty-four (24) hours prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wired or wireless communication (and the method of notice need not be the same as to each Session member). A Session member may waive notice of any meeting as provided in the Act. The manner of notice shall be as determined by Session or the Secretary.

B. **Participation in Meetings.** Members of the Session or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication as determined by Session for such meetings by which all Session members participating may hear each other during the meeting.

C. **Quorum and Voting.** A majority of the Session members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Session, and the vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless otherwise required by these Bylaws. A Session member participating in a meeting pursuant to paragraph B above is deemed to be present at the meeting. No Session member may vote or act by proxy at any meeting of the Session. Neither voting by appointed representative of the member nor voting by written ballot without being present shall be permitted.

Section 4.5 Committees - Authority and Responsibilities. The Session may designate committees, each of which, to the extent provided in the resolution establishing such committee or these Bylaws, shall have and may exercise all of the authority of the Session, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or these Bylaws. Rules governing procedures for meetings of any committee shall be the same as those for the Session set forth in these Bylaws or the Act unless the Session or the committee itself determines otherwise.

Section 4.6 Trustees. The Trustee Committee ("Trustees") shall be a standing committee of Session consisting of six (6) Trustees.

- A. **Responsibilities.** The responsibilities of the Trustees shall include, but are not limited to, the following:
 1. Trustees shall have charge of the business affairs of the Congregation and shall report annually to the Congregation:
 - a. The receipts and disbursements for the fiscal year ending, which shall include the

Sunday school.

- b. A budget of the estimated receipts and expenses for the fiscal year beginning, for Session approval.
 - c. An independent financial review (see the *Polity*, section 1.0603g).
2. The Trustees shall and may, in the name of the Church, make contracts; take by gift, grant, devise or other lawful manner, property real and personal; and may hold or dispose of mortgage or convey the same for the uses and purposes of this Congregation, with these limitations however, namely: The Trustees shall not be competent to convey lands, mortgage, or otherwise encumber the same, or to incur indebtedness in excess of ten (10) percent of the fair valuation of the property, real and personal of the Congregation, without being thereto lawfully authorized by a majority vote of the Congregation, taken at an annual or special meeting thereof concerned according to these Bylaws.
 3. The Trustees shall meet as needed.
- B. **Term.** There shall be six (6) Trustees divided into three equal classes, one class of which shall be elected each year at the annual meeting for a three year term. Each year two Trustees shall be elected, one by Session from the newly elected Session officers and one by the Congregation. Terms begin on January 1.
- C. **Voting.** In an election of Trustees, that number of candidates equaling the number to be elected, having the highest number of votes cast in favor of their election, are elected for that appropriate office. Ten (10) percent of the Members shall constitute a quorum for an election to be held.
- D. **Vacancies.** Vacancies on the Trustee Committee may be filled at a special meeting of the Congregation or at the annual meeting as the Session may determine; provided, however, that in any case where the remaining term of the vacated office is less than one year, the Session may appoint from among the Members a Trustee to fill that vacancy. Should a vacancy occur for a person who is on both the Session and the Trustees, the person elected or appointed to fill the vacancy shall automatically become a member of the Trustee Committee.
- E. **Induction.** Induction of Trustees elected at the annual meeting shall be deemed to have occurred at the commencement of the first meeting of the Trustees following January 1. Induction of any Trustee elected at a special meeting shall be deemed to have occurred at the commencement of the first meeting of the Trustees following such meeting.

Section 4.7 Organizations. Organizations within the Congregation whose object is the advancement of the Kingdom of God and the growth and nurture of the Congregation may be

formed having secured Session approval. All such organizations function and continue to exist under the general supervision of the Session and cease to operate only with Session approval.

The Session may suspend or dissolve the operation of any organization.

ARTICLE V. ECCLESIASTICAL OFFICERS

Section 5.1 Types of Officers. The Church shall have various ecclesiastical officers as set forth in the *Polity*, including Elders, Deacons, Nominators (also called members of the Nominating Committee) and Pastors. Deacons shall serve in capacities determined by Session in consultation with the Board of Deacons. Nominators shall serve in capacities as set forth by Session. Except as expressly assigned in these Bylaws, no ecclesiastical officer shall, as such, be a corporate officer or have any legal authority with respect to the affairs of the Corporation.

Section 5.2 Elders.

A. **Responsibilities.** Individually and jointly, Elders, as elected representatives of the Members, are called to:

1. Exhibit in everyday living a deep and sincere love for the Lord, in which the Spirit of God is its author, the love of God is its rule, and the glory of God is its aim;
2. Receive, adopt and be bound by the *Essential Tenets* of ECO as a reliable exposition of what Scripture teaches us to do and to believe;
3. Be spiritual leaders — strengthening and nurturing the faith and life of the Congregation and watching over the people in their worship and service to God;
4. Maintain a vital and effective prayer life, both individually and corporately, earnestly seeking to know and do God's will;
5. Place the needs of the Church above personal desires, being especially sensitive to the needs of others and those who have not heard the Good News of Jesus Christ;
6. Exercise leadership, government and discipline and readily accept responsibilities for the life of the Congregation as well as the church at large; and
7. Commit themselves to a covenant with fellow Session members in a relationship of trust and a spirit of cooperation and, thereby, work together to fulfill the responsibilities of the Session as stated in Section 4.1 above.

“If anyone sets his heart on being an overseer, he desires a noble task. Now the overseer must be above reproach ... He must also have a good reputation with

outsiders, so that he will not fall into disgrace and into the devil's trap.”
— 1 Timothy 3:1b-2a, 3:7 (NIV)

- B. **Term.** There shall be fifteen (15) Elders divided into three equal classes, one class of which shall be elected each year at the annual meeting for a three (3) year term, beginning on January 1. Persons currently serving on Session shall complete their elected term. No Elder shall serve on the Session for consecutive terms, either full or partial, aggregating more than five (5) years (partial term followed by a full term); and shall be ineligible to be elected to a new term until one year shall have elapsed. A person and his/her spouse may not be on Session at the same time.

Section 5.3 Deacons.

- A. **Responsibilities.** Deacons lead ministries that nurture fellowship and care-giving within and beyond the congregation. The Board of Deacons is a special ministry to the ill, the destitute, the lonely, the afflicted, and others in need. These persons are to be dedicated believers in Jesus Christ with the gift of compassion and a commitment to care for others.

“Brothers and sisters, choose [those] from among you who are known to be full of the Spirit and wisdom.”
— Acts 6:3 (NIV)

Deacons are authorized by Session to elect a Chairperson from their membership and other positions as required.

- B. **Term.** There shall be thirty (30) Deacons divided into three equal classes, one class of which shall be elected each year at the annual meeting for a three (3) year term, beginning on January 1. No Deacon shall serve on the Board of Deacons for consecutive terms, either full or partial, aggregating more than six (6) years; and shall be ineligible to be elected to a new term until one year shall have elapsed. No Deacon shall simultaneously serve as Elder or Trustee.

Section 5.4 Nominators.

- A. **Responsibilities.** The Nominating Committee shall nominate suitable and willing candidates for the following offices: Elders, Deacons, Trustees and Nominators. There shall be five (5) candidates nominated for five (5) positions on Session. There shall be ten (10) candidates nominated for ten (10) positions on the Deacons. There shall be one (1) candidate nominated for one (1) position on the Trustees. There shall be four (4) candidates nominated for four (4) positions on the Nominating Committee.

The Nominators shall also nominate candidates for election at special meetings to fill vacancies as needed. The Nominators shall solicit from the congregation names of potential candidates, and shall, if required in the *Polity*, examine individuals prior to their nomination by the committee. The Members may nominate other candidates at any

meeting at which an election is held. The person or persons nominated must express their willingness to serve before being considered for election.

- B. **Term.** There shall be a representative Nominating Committee of the Members consisting of seven (7) Members, each serving for a one (1) year term beginning on January 1. Two (2) members of this committee shall be appointed by and from the Session. The Session shall appoint one (1) of these two (2) Elders serving on the Nominating Committee to be its moderator. One (1) member of this committee shall be appointed by and from the Deacons. Four (4) members of this committee (none of whom may be in active service on the Session, Board of Deacons, or Trustees), shall be elected by the congregation at the annual meeting. No Nominator shall serve two consecutive terms except the Elders. In addition, the Pastor shall be an ex-officio member of this committee without voting rights.

Section 5.5 Election of Elders, Deacons or Nominators.

- A. **Voting.** In an election of Elders, Deacons, or Nominators, that number of candidates equaling the number to be elected, having the highest number of votes cast in favor of their election, are elected for that appropriate office. Ten (10) percent of the Members shall constitute a quorum for an election to be held.
- B. **Vacancies.** Vacancies of Elders, Deacons, or Nominators may be filled at either a special or annual meeting of the congregation, as the Session may determine; provided, however, that in any case where the remaining term of the vacated office is less than one year, the Session may appoint from among the Members an Elder, Deacon, or Nominator, as the case may be, to fill that vacancy. Should a vacancy occur of a member of the Session who was also on the Trustee Committee, the person elected or appointed to fill the vacancy shall automatically become a member of the Trustee Committee.

Section 5.6 Installation of Elders, Deacons, and Induction of Nominators. Installation of Elders, Deacons, and induction of Nominators elected at the annual meeting shall be deemed to have occurred at the commencement of the first meeting of their respective office following January 1. Installation or induction of any officer elected at a special meeting shall be deemed to have occurred at the commencement of the first meeting of their respective office following such meeting. However, if any Elder or Deacon has not yet been ordained, then installation shall be deemed to have occurred at the commencement of the first meeting of their respective office following such ordination.

Section 5.7 Pastors.

- A. **Election.** The Members shall elect (i.e., call) each Senior Pastor and each Associate Pastor at a meeting called by the Session for such purpose. Each such Pastor shall not take office, however, until the subsequent appointment (i.e., installation) of such Pastor by the Presbytery. Assistant Pastors, if any, shall be elected solely by the Session.

- B. **Term.** Each Pastor, whether it be Senior Pastor, Associate Pastor, or Assistant Pastor, shall hold such office until such individual's resignation or removal.
- C. **Senior Pastor Nominating Committee.** In the event of a current or pending vacancy in the position of Senior Pastor, the Session shall call a special meeting of the Members to elect a Senior Pastor Nominating Committee. The Session shall determine the size of the committee (not less than eight (8) Members) and nominate candidates to serve after soliciting recommendations from the congregation. At the special meeting, the Members shall vote for the committee members from the candidates nominated by Session and any other candidates nominated from the floor. Those receiving the most votes shall be elected to serve on the Senior Pastor Nominating Committee. Ten (10) percent of the Members shall constitute a quorum for the election of this committee.
- D. **Associate Pastor Nominating Committee.** In the event of a current or pending vacancy in a current or a newly created Associate Pastor position, the Session shall appoint an Associate Pastor Nominating Committee for such position.
- E. **Voting for a Senior or Associate Pastor.** When either a Senior Pastor Nominating Committee or an Associate Pastor Nominating Committee has determined a candidate, (and in the case of an Associate Pastor, such candidate has been approved by Session) the Session shall call a meeting of the Members to vote on such candidate. The candidate shall be elected if the votes cast in favor of the candidate exceed the votes cast against the candidate. Ten (10) percent of the Members shall constitute a quorum for the election of a Senior Pastor or Associate Pastor.
- F. **Assistant Pastor.** In the event of a current or pending vacancy in a current or a newly created Assistant Pastor position, the Session shall be responsible to call an Assistant Pastor to fill the position. No congregational vote is required.
- G. **Installation.** Installation of Pastors required by the Presbytery shall be deemed to have occurred when an individual is appointed to a pastoral office in the Church by a formal vote of the Presbytery, unless the Presbytery action provides otherwise. Such formal vote differs from any worship service celebrating installation.

ARTICLE VI. CORPORATE OFFICERS

Section 6.1 Officers and Term. The officers of the Corporation shall include a President, a Secretary and a Treasurer, each of whom shall be elected by the Session for a one (1) year term. The Senior Pastor shall also be a corporate officer. The Session may also appoint such other officers, assistant officers and agents as it may consider necessary or useful. Such other officers shall have terms as may be determined by the Session. One person may hold more than one

office at a time. The President shall be a member of the Trustee Committee and the President shall be chosen from among the Elders.

Section 6.2 Authority and Responsibilities. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Session or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- A. **President.** The President shall be known as the Chair of the Trustee Committee and shall, subject to the direction and supervision of the Session: (i) preside at all meetings of the Trustee Committee; (ii) have authority to execute legal instruments and documents on behalf of the Corporation as directed by Session or the Trustee Committee; and (iii) perform all other duties as from time to time may be assigned to such office by the Session or Trustee Committee.
- B. **Secretary.** The Secretary shall be known as the Clerk of Session and shall (i) keep the minutes of the proceedings of the Session and any committees of the Session; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President or by the Session. The Secretary shall not hold any ecclesiastical office (as defined by Section 5.1). Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.
- C. **Treasurer.** The Treasurer shall (i) be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Session; (ii) upon request of the Session, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Session. The Treasurer shall disburse the ordinary funds only upon a proper warrant from the Trustees. The Treasurer may be authorized, however, to pay the regular salaries and current expenses without a special order from the Trustees. The Treasurer shall not hold any ecclesiastical office (as defined by Section 5.1). Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.
- D. **Senior Pastor.** The Senior Pastor shall, subject to the direction and supervision of the Session: (i) serve as the chief executive officer of the Corporation; (ii) provide Spirit-led vision, leadership and pastoral care for the staff and Congregation; (iii) preside at all meetings of the Session and Members; (iv) supervise the ministry vision, strategy and theology of all Associate and Assistant Pastors; and (v) perform all other duties incident to the office of Senior Pastor and as from time to time may be assigned to such office by the Session.

ARTICLE VII. FIDUCIARY MATTERS

Section 7.1 Standard of Care and Fiduciary Duty. Each member of the Session and the Trustees 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 Session or the Trustees, 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 the Trustees 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 or the Trustees 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 or the Trustees 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 or the Trustees reasonably believes to be within the professional or expert competence of such persons; and
- C. a committee of the Session or the Trustees of this Corporation upon which the member of the Session or the Trustees does not serve, as to matters within its designated authority, which committee the member of the Session or the Trustees reasonably believes to merit confidence.

A member of the Session or the Trustees 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.

Section 7.2 Limitation of Personal Liability. Neither a member of the Session nor a Trustee shall 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 or the Trustees (i) for any responsibility or liability of such member of the Session or the Trustees pursuant to any criminal statute, or (ii) for any liability of a member of the Session or the Trustees for the payment of taxes pursuant to local, State or Federal law. This Bylaw may be modified or repealed only by vote of the Members of the Corporation, and no provision inconsistent with this Bylaw may be adopted without the vote of the Members of the Corporation. Neither the repeal or modification of this Bylaw nor the adoption of any provision inconsistent with this Bylaw shall

adversely affect any limitation on the personal liability of a member of the Session or the Trustees existing at the time of such repeal or modification or the adoption of such inconsistent provision.

Section 7.3 Loans to Session Members, Trustees, and Officers Prohibited. No loans shall be made by the Corporation to any of its Session members, Trustees or corporate officers. Any Session member or corporate officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof. The advance of expenses by the Corporation to any of its Session members, Trustees or corporate officers in accordance with 15 Pa. C.S. § 5745, as amended from time to time, shall be deemed not to be a loan prohibited by this section.

Section 7.4 Compensation. Elders and Trustees shall not receive compensation for their services as Elders or Trustees. However, Elders and Trustees shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any non-elder or non-trustee capacity (including any corporate officer role). Any such services and compensation shall comply with the Church's conflicts of interest policy.

Section 7.5 Resignation and Removal. Any officer may resign at any time by giving written notice to the President or to the Session. An officer's resignation shall take effect upon receipt by the Church unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. An ecclesiastical officer may be removed at any time by action of the Members, subject to any action required by the Presbytery under the *Constitution*. In addition, the Session or the Trustee Committee may remove any corporate officer (other than the Senior Pastor) at any time. Finally, the Session may remove any officer from active participation in the affairs of the Church (other than Session meetings) pending action required for removal from office of such officer.

ARTICLE VIII. PURPOSES AND POWERS

Section 8.1 Purposes. The Corporation is organized and shall be operated exclusively for Christian religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but not be limited to the following:

- A. serving as a local church congregation that follows and proclaims the common tenets of Reformed Christian theology adopted by the Church;
- B. providing Christian worship, teaching, fellowship, support, nurture, accountability and guidance for congregational members and other individuals;

- C. undertaking or supporting various religious, charitable, humanitarian, and educational projects, such as evangelism, theological instruction, and service to needy individuals; and
- D. supporting other organizations, projects, and initiatives that are organized and operated for similar purposes.

Section 8.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 8.3, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Pennsylvania and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 8.3 Restrictions on Powers.

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member of the Session or the Trustees or to an officer of the Corporation or to any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no member of the Session or the Trustees, officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Session.
- D. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a

corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code and if at any time the Corporation is a “private foundation” as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

1. The Corporation shall not engage in any act of “self-dealing,” as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;
 2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;
 3. The Corporation shall not retain any “excess business holdings,” as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;
 4. The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and
 5. The Corporation shall not make any “taxable expenditure,” as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.
- E. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IX. MISCELLANEOUS

Section 9.1 Use of Facilities. The use of the Church building, grounds, or other property for any purpose other than religious services and approved programs of the Congregation and the recognized organizations thereof may be had only upon first securing the express consent and approval of the Session.

Section 9.2 Use of Letterhead. The use of Church letterhead, name, or Church register shall be limited to those purposes and organizations approved by the Session.

Section 9.3 Fiscal Year. The fiscal year of the Congregation shall conform to the calendar year, commencing January 1 and ending December 31.

Section 9.4 Annual Report. An annual report for each fiscal year ending will be prepared and distributed each January.

Section 9.5 Statements. The Financial Secretary shall send to each member of the Congregation a semiannual statement of his/her account with the Congregation.

Section 9.6 Eligibility to Hold Offices. Only Members of this Church as defined by the *Constitution* and Pastors of this Church shall be eligible to hold office in this Congregation.

Section 9.7 Severability. If any provision of these Bylaws or portion of such provision or the application thereof to any person or circumstance is held invalid, illegal or unenforceable for any reason, the remainder of the Bylaws (including the remainder of such provision) and the application thereof to other persons or circumstances shall not be affected thereby and shall remain in full force and effect.

ARTICLE X. AMENDMENT OF CONSTITUTION AND BYLAWS

Section 10.1 Constitution. The *Constitution* may be amended only as set forth in the *Polity*.

Section 10.2 Bylaws and Articles of Incorporation. Provisions of these Bylaws may be amended by the Members, subject to the following specific requirements for amendment of certain provisions. So long as the Church remains a member congregation of ECO: (i) Articles II and IX shall not be amended without consent of the Presbytery, and (ii) no amendment to the Articles of Incorporation inconsistent with the *Constitution* shall be made.

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