
- PRESBYTERIAN CHURCH (USA)
CONGREGATION AND CORPORATION
BYLAWS

ARTICLE I

Authority of Bylaws

- 1.1 These Bylaws constitute the Code of Rules adopted by _____ Presbyterian Church (USA) for the regulation and management of its ecclesiastical and corporate affairs.
- 1.2 These Bylaws shall be subordinate to the Constitution of the Presbyterian Church (USA) in all its provisions and shall be subordinate to the Articles of the Church Corporation, and the laws of the Commonwealth of Pennsylvania.
- 1.3 The registered office of the Corporation shall be located at 1146 Greentree Road, Pittsburgh, PA, or at such other place as the Church Council (as hereafter defined) may designate from time to time.

ARTICLE II

Members

- 2.1 Members of _____ Presbyterian Church (USA) shall be:
 - A. Active Church Members are persons who have been baptized, have made a profession of faith in Christ, have voluntarily submitted to the government of the church, participate in the church's work and worship, and have been received into membership of the church.
 - B. Affiliate Church Members are active members of another church of this denomination or of another denomination or Christian body, who have temporarily moved from the community where the church of active membership is situated, have presented a certificate in good standing from said church, and have been received by the Church Council as an affiliate member, as defined by the usages and rules of The Presbyterian Church (USA).
- 2.2 All active church members are eligible to vote on matters coming before meetings of the Congregation, whether stated or special, and whether ecclesiastical or corporate in nature. Affiliate church members are not eligible to vote. Voting by proxy and cumulative voting are not allowed.

ARTICLE III

Meeting of Members

- 3.1 The Annual Meeting of the Members shall be held in the church building for the transaction of any business, ecclesiastical or corporate, including the election of officers, properly coming before such meeting. The date of said Annual Meeting shall be established by Church Council.
- 3.2 Special Meetings of the Members may be called by either the Church Council or the Presbytery. Such a call shall state clearly the purpose of and place for the Special Meeting, and no other matter save that specified in the call may be considered.
- 3.3 Public notice of the time, place, and purpose of all Meetings of the Members shall be given from the pulpit on two successive Sundays and supplemented by written and/or electronic notice. The meetings may be convened following the notice given on the second Sunday.
- 3.4 The number to establish a quorum for a Meeting of the Members will be the Pastor, Secretary, and 10% of eligible voters.
- 3.5 The Pastor shall preside at all Church Meetings. If the pulpit of the church is vacant, or if the Pastor and the Church Council agree that the subjects to be discussed require it, or if the Pastor is ill or is otherwise unable to be present, a Minister of Pittsburgh Presbytery shall be invited by the Church Council to preside. Church Council shall consult with Pittsburgh Presbytery before extending this invitation.
- 3.6 The Clerk of Church Council shall be the Secretary of the Meetings of the Members. In his/her inability to attend, the Church Council shall designate a Secretary in his/her stead.
- 3.7 All meetings shall be opened and closed with prayer.

ARTICLE IV

Management

- 4.1 The business and affairs of the Church, both ecclesiastical and corporate, shall be managed by the Church Council.
- 4.2 The Church Council shall consist of the Ruling Elders of the Church. The Church Council shall be the Board of Directors as required by the laws of the Commonwealth of Pennsylvania, and being a Unicameral Board, the Elders in active service in the church, who are under the civil law shall, by reason of their office, be the Trustees of the Corporation.
- 4.3 The Fiscal Year of the corporation shall be January 1 through December 31 of each year or on such date as may be fixed by resolution of the Church Council.
- 4.4 The Ecclesiastical Year of the Corporation shall be January 1 through December 31 of each year or such other date as may be fixed by resolution of the Church Council.

ARTICLE V

Church Council

- 5.1 The Church Council of _____ Church (USA), the governing body at the local church level, shall consist of not less than fifteen (15) nor more than twenty-five (25) Ruling Elders.
- 5.2 The Ruling Elders shall be divided into three (3) equal classes. One (1) class shall be elected each year at the Annual Meeting of the Church Members for a three (3) year term.
- 5.3 No Ruling Elder shall serve on the Church Council 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 (1) year shall have elapsed.
- 5.4 Vacancies on the Church Council shall be filled at a Special Meeting of the Church Members, or at the next Stated Annual Meeting, as the Church Council may determine.
- 5.5 One-third (1/3rd) of the Ruling Elders, and the Pastor, if there be any, shall be necessary to constitute a quorum for the Council.
- 5.6 A Ruling Elder who is or remains under the age of eighteen (18) years may not, by reason of the law of the Commonwealth of Pennsylvania, vote on any matter pertaining to the corporate affairs or business of the Church. His/her vote shall not be counted in such a matter, nor shall he/she be counted in constituting a quorum.
- 5.7 Church Council 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 Church Council. Five (5) days written and/or electronic notice of Church Council meetings shall be given of all regular and special meetings. An emergency meeting may be held when a good faith effort at notification to every Council Member is demonstrated. In those circumstances that an emergency meeting becomes necessary, such meeting may be conducted via telephone conference call or other electronic means.
- 5.8 All boards, committees, and organizations of the church shall be requested to make an annual report to the Church Council, which shall consist of a president's or chairperson's report. All reports shall be included in a printed report for presentation at the annual meeting of the Members.
- 5.9 The treasurer of the Corporation shall submit annually to the Church Council a statement containing those details required to be included under the provisions of the NCL, the Articles of Incorporation of this Corporation, or these bylaws.
- 5.10 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 bylaws including amendments to date certified by the Secretary of the Corporation.

ARTICLE VI

Liability of Directors, Officers and Employees

- 6.1 **LIMITATION OF PERSONAL LIABILITY:** A trustee 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 Section 8363 of Pennsylvania's Directors Liability Act, as amended from time to time, and such breach or failure to perform constitute self-dealing, willful misconduct, or recklessness; provided, however, that the forgoing shall not eliminate or limit the liability of a trustee (i) for any responsibility or liability of such trustee pursuant to any criminal statute, or (ii) for any liability of a trustee for the payment of taxes pursuant to Local, State, or Federal Law. This bylaw may be modified or repealed only by a vote by members of the corporation. Neither the repeal 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 trustee existing at the time of such repeal or modification or the adoption of such inconsistent provisions.
- 6.2 **PAYMENT OF EXPENSES:** Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the church.

ARTICLE VII

No Private or Political Beneficiaries

- 7.1 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 VIII

Violation of Charitable Purpose

- 8.1 In no event and under no circumstances shall the Church Council, 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 IX

Officers

- 9.1 The Pastor shall be the Moderator of the Church Council and shall preside over all Meetings of the Church Members as herein before provided.
- 9.2 The Church Council shall elect an Ordained Elder as Clerk of Church Council, who shall serve as Secretary of the Meetings of the Church Members. In his/her inability to serve, Church Council shall designate a Secretary in his/her stead.
- 9.3 The Treasurer shall be elected annually by the Church Council and the work of the Treasurer shall be supervised by the Church Council.
- 9.4 The Church Council shall elect the President of the Corporation and such other Officers as it shall deem necessary.

ARTICLE X

Committees

- 10.1 There shall be an Auditing Committee, consisting of three (3) members versed in accounting procedures, each appointed annually by Church Council to which all board, committee and organization treasurers shall submit their books for audit. None of the members of the Auditing Committee may be related to the Treasurer or to any of the treasurers of the boards, committees, or organizations to be audited. If a vacancy shall occur, Church Council at their next regular meeting shall appoint a person eligible to serve on the Auditing Committee for the unexpired term
- 10.2 There shall be a representative Nominating Committee chosen annually in accordance with The Form of Government of The Presbyterian Church (USA). Two (2) members of this committee shall be designated by the Church Council and, when possible, both shall be active elders. An active elder shall be named by the Church Council to serve as Moderator. One (1) member of this committee shall be designated by and from the Board of Deacons. Other members of the committee (none of whom may be in active service on the Church Council or the Board of Deacons), in sufficient number to constitute a majority thereof (exclusive of the Pastor), shall be elected by the Church Members. The Pastor shall be a member of the committee ex-officio but without vote. This committee shall bring to the Annual Meeting nominations of one (1) eligible person only for each office of Ruling Elder, Deacon, and such other offices as are to be filled. No member of the committee shall serve more than three (3) years consecutively. Additional nominations of qualified persons may be made from the floor by any eligible voter with the prior consent of the nominee.
- 10.3 There shall be a Personnel Committee of Church Council responsible for administering programs such as the employment of non-ordained staff, with concern for equal employment opportunity and fair employment practices, the personnel policies of the church, and the annual review of the adequacy of compensation for all staff members. This committee, consisting of a maximum of five (5) members, shall be reconstituted annually. Two (2) members of this committee shall be designated by the Church Council, and, when possible, both shall be active elders. An active elder shall be named by the Church Council to serve as the committee Chair. The remaining members from the congregation at large, shall be co-opted with Church Council approval.
- 10.4 The Church Council shall appoint and be divided into such Committees as it shall deem necessary. Committees shall consist of one (1) or more Ruling Elders, one of whom shall be the Chair, and such other Church Members, not members of the Church Council, who shall agree to serve.

ARTICLE XI

Board of Deacons

- 11.1 The Board of Deacons shall consist of not less than eighteen (18) nor more than thirty five (35) Ordained Deacons.
- 11.2 The Deacons shall be divided into three (3) equal classes. One (1) class shall be elected each year at the Annual Meeting of the Church Members for a three (3) year term.
- 11.3 No Deacon shall serve on the Board 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 (1) year shall have elapsed.
- 11.4 The Board of Deacons shall perform all the duties assigned by the Church Council and shall be responsible to the Church Council.
- 11.5 The Board of Deacons shall elect a Moderator from among its members. The Board may also elect from its members other officers as needed. The Pastor shall be an ex-officio member of the Board of Deacons.
- 11.6 Vacancies on the Board of Deacons shall be filled at a Special Meeting of the Church Members, or at the next Stated Annual Meeting, as the Church Council may determine.
- 11.7 The Board of Deacons shall have an annual meeting with the Church Council.

ARTICLE XII

Rules of Order

- 12.1 Meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised (latest edition). Church Council also may 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 Church Council.

ARTICLE XIII

Amendments

- 13.1 These Bylaws 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. These Bylaws may be amended at any Annual Meeting or Special Meeting of the Church Members by a Two-thirds (2/3rds) vote of the voters present.

Merger Addendum 2015-2017

- 5.2 The Wallace and Dormont Councils will be represented by a ratio of 18 Wallace elders and 7 Dormont elders divided into 3 classes. (6 and 3 for class of 2015, 6 and 2 for class of 2016, 6 and 2 for class of 2017) Following the first year the classes will be reduced to a maximum of 6 with no ratio based on past congregational membership.
- 10.2 The Nominating Committee for 2015 shall consist of 1 Deacon, 1 Active Elder from Wallace, 1 Active Elder from Dormont, and 4 members at large from the congregation (2 Wallace members and 2 Dormont members.)

Adopted: September 7, 2014 (Or date of meeting when the new church shall be formed)