

**Standing Rules**  
**of**  
**The Synod of the Trinity**  
**of**  
**The Presbyterian Church (U.S.A.)**

**ARTICLE I - THE SYNOD**

**10.00 Jurisdiction**

10.01 The Synod of the Trinity is a governing body of ministers of Word and Sacrament and elders of the Presbyterian Church (U.S.A.), as defined by the *Book of Order*, composed of representatives from the Presbyteries of Beaver-Butler, Carlisle, Donegal, Huntingdon, Kiskiminetas, Lackawanna, Lake Erie, Lehigh, Northumberland, Philadelphia, Pittsburgh, Redstone, Shenango, Upper Ohio Valley, Washington, and West Virginia.

**10.10 Membership**

10.11 The members of the Synod, known as commissioners, shall be elected by each presbytery for three-year terms. Commissioners may be reelected. However, no commissioner may serve for consecutive terms, either full or partial, aggregating more than six years. A commissioner having served a total of six consecutive years shall be ineligible for reelection for a period of at least one year. Each presbytery shall be represented by one minister of Word and Sacrament and one elder. Commissioner's terms shall coincide with the calendar year.

10.12 The Presbyterian Church (U.S.A.) and the Synod of the Trinity are committed to and shall give full expression to the rich diversity within its membership, and shall provide means which will assure a greater inclusivity in its life and work. Presbyteries are urged to strive for an appropriate representation among their commissioners in the same way they would when securing members for presbytery committees, noting criteria such as male and female, age, racial ethnicity, and current or previous service to Synod. There shall be six additional racial ethnic commissioners, elected by their respective presbyteries, upon the request of Synod's Nominating Committee, selected to ensure compliance with this commitment. The provisions of Paragraph 10.11, concerning terms, length of service, etc. shall apply to these additional commissioners.

10.13. The Moderator of Presbyterian Women of the Synod shall be an ex-officio member of the Synod with voice and vote.

10.14 Synod Staff, Presbytery Executives, chairpersons of the Synod committees on Finance and Budget, Nominating, Personnel, Representation, Grants and Scholarships, and Self-Development of People shall be ex-officio members with voice but without vote. Should any of those persons not be elders or ministers of Word and Sacrament, they shall be invited as guests with the privilege of the floor.

10.15 Annually, all of the Synod's presbyteries shall elect a Young Adult Advisory Delegate (YAAD) between the ages of 17 and 23. The YAADs will have voice, but not vote.

10.16 Three consecutive unexcused absences by a Synod commissioner shall be reported to the electing presbytery for action.

### **10.20 Meetings and Expenses**

10.21 The Synod shall meet in regular session, up to four times per year. One of these meetings shall be designated the Annual Conference Meeting

10.22 Special meetings of the Synod may be called by the Moderator in accordance with the provisions of the *Form of Government*, G-12.0201.

10.23 The room, board, and travel expenses of commissioners, ex-officio members, and Young Adult Advisory Delegates to Synod meetings shall be met from the funds provided for Synod expenses.

10.24 All motions brought before commissioners at Synod meetings, shall include, at least, the following information: who shall implement the motion, the timing of when the motion shall be implemented, an estimate of the financial implications, and the expected source of income for the motion's implementation.

10.25 Committees, Commissions, and Coordinating Teams may conduct some meetings by telephone conference calls.

10.26 If the officers of the Synod determine that a matter is so important that it cannot wait for a Stated Meeting and a Called Meeting would be impractical, the Synod Commissioners may be asked to vote by e-mail. The vote will be for only one issue.

a) The Synod shall conduct the voting process by e-mail under the same rules that apply to the voting process during in-person Synod meetings. Robert's Rules shall guide the process.

b) A Synod Commissioner, a Synod Officer, or an Ex Officio Synod member may present a motion by e-mail to the Stated Clerk who will notify the Synod Moderator and immediately send it on by e-mail to the Commissioners, officers and ex officio members.

c) A due date will be provided for a second to the motion. If no Synod Commissioner supports the motion, it dies.

d) If there is support for the motion, then the Moderator of the Synod will send out an e-mail, as well as a letter to those without e-mail that states, "It has been moved and seconded that....Discussion?" Discussion must be done by e-mail with participants using "Reply all" in order that everyone can read every comment. Persons without e-mail will need to access the conversation through a computer at a Presbytery office or a public library.

e) The Moderator establishes the date by which discussion shall be closed. Prior to the due date, the Moderator shall issue a final call for discussion.

f) At the established due date, the Moderator shall call for the vote: "It has been moved and seconded that...All those favoring, please respond yes, those opposed no."

g) The Moderator will include the due date by which members must vote in order to be included in the count. NOTE: It is not necessary to use the "Reply All" when voting. Votes may be sent directly to the Moderator.

h) E-mail motions before the Synod may also be amended, again, only by confirming to Robert's Rules. If an amendment is proposed, it requires a second and a vote by the Synod Commissioners before voting on the original motion can proceed.

i) For the motion (or amendment to a motion) to pass at least a quorum of the

Commissioners must participate in the voting and a majority of this quorum must vote in the affirmative. If more than a quorum participates in the voting, a simple majority must vote affirmatively for the motion to pass. The Moderator does not vote except to break a tie.

j) After the conclusion of the e-mail voting process, the Moderator, through the Stated Clerk, shall inform the Synod by e-mail and the postal service the outcome of the vote. As with in-person voting, voting by e-mail is an official action of the Synod and should be appropriately detailed in the minutes.

### **10.30 Quorum**

10.31 A quorum of the Synod shall be twelve commissioners, at least six of whom shall be elders and at least six of whom shall be ministers representing at least six presbyteries.

### **10.40 Officers, Terms, and Election**

10.41 The officers of the Synod shall be a Moderator, Vice Moderator, Synod Executive, Stated Clerk and Treasurer, and shall be known as the Synod Leadership Team.

10.42 The term of service of the Moderator and Vice Moderator shall be one year, and they shall be eligible for re-election. Nominations for Moderator and Vice Moderator shall be made by the Nominating Committee from among the commissioners currently serving. They shall be elected by the Synod and installed at the first meeting of the calendar year of their terms.

10.43 The Stated Clerk shall be elected for a term of five years and be eligible for re-election. The Stated Clerk may name a journal clerk and assistant clerks, who need not be commissioners, to serve during the meeting of the Synod to assist in the recording of minutes, registration, recording leave of absences, and to carry out such other duties and responsibilities as will facilitate the efficient functioning of the meeting.

10.44 The Synod Executive and any Associate Executives shall be elected for a term of five years and be eligible for re-election.

10.45 The Treasurer shall be elected for a term of five years and shall be eligible for re-election.

### **10.50 Duties of Officers and Trustees**

#### **10.51 Moderator and Vice Moderator**

10.52 Functions:

a. The Moderator presides over all meetings of the Synod until a successor is elected. The Moderator performs all duties assigned in the *Form of Government* of the Presbyterian Church (U.S.A.), and shall see that business is conducted in accordance with the latest edition of *Robert's Rules of Order* and the Standing Rules of Synod. The Moderator shall appoint committees and commissions authorized by action of the Synod not otherwise provided for.

b. If, because of the absence of a quorum, a special meeting of the Synod cannot be held, the Moderator, after consultation with the Synod Executive and the Stated Clerk, may name a committee or commission to carry out responsibilities assigned to the Synod in Form of Government, G-12.0102m, G-12.0102n, and G-12.0102o. Such committee or commission shall conduct Special Administrative Review in accordance with Form of Government, G-

9.0408. If in the opinion of those officers, the appointment of a commission is warranted, due diligence shall be exercised to ensure that the provisions of Form of Government G-9.0502 are carried out.

c. In the case of complaints against actions or decisions of the Synod to the General Assembly Permanent Judicial Commission, the Moderator and the Stated Clerk of Synod shall have authority to appoint a Committee of Counsel

d. The Moderator may attend a meeting of the General Assembly during his/her term of office. The Synod will provide reasonable expense reimbursement for such attendance.

e. The Vice Moderator fulfills the duties of the Moderator in the absence of the Moderator or when the Moderator deems it necessary. Should the Moderator become ineligible to serve, the Vice Moderator shall become Moderator for the remainder of the term.

f. Expenses incurred by the Moderator or Vice Moderator in the performance of their duties on behalf of the Synod will be paid from budgeted Synod funds.

### **10.60 The Stated Clerk**

10.61 The Stated Clerk shall perform all duties required in the Form of Government of The Presbyterian Church (U.S.A.). The Stated Clerk shall give official notice of the time and place of Synod meetings, and, when Synod convenes, shall form the roll and report it to the Synod. The Stated Clerk, with the cooperation of the Synod Executive and the Moderator, shall prepare the docket for Synod. The Stated Clerk shall be responsible for the recording of the minutes of Synod meetings, and for the timely transmission of these minutes to commissioners.

10.62 If the office of Stated Clerk should become vacant, the Moderator shall appoint a minister of Word and Sacrament or elder to be acting Stated Clerk, who shall serve until Synod shall elect a Stated Clerk.

### **10.70 The Synod Executive**

10.71 The Synod Executive and any Associate Executives shall perform those duties specified in the position description as prepared by the Personnel Committee and approved by the Synod.

### **10.80 The Synod Treasurer**

10.81 The Treasurer shall fulfill his or her duties described in: the position description approved by the Synod and provided in the personnel policies; these Standing Rules; fiscal or financial policies adopted by the Synod or Finance and Budget Committee.

### **10.90 Trustees**

10.91 The Synod shall act as the Board of Trustees for the Corporation which shall be authorized under the charter of the Synod to receive, hold and transfer property, and to facilitate the management of the corporate affairs of the Synod in such manner as may be directed by the Synod.

10.92 The Corporation officers shall be the Moderator and Vice Moderator of the Synod, the Stated Clerk and the Treasurer of the Synod who shall serve respectively as President, Vice President, Secretary and Treasurer of the Corporation.

10.93 The Synod shall meet as the Corporation annually, and at such other times as shall be deemed necessary.

## **ARTICLE II - SYNOD ENTITIES**

The Synod carries out its duties and responsibilities through:

- Mission Networks
- Program Coordinating Teams
- Non-Commissioner Committees and Commissions

### **20.00 Mission Networks**

20.01 The Synod will facilitate and support the development of a system of Mission Networks among presbyteries and affinity groups. These Mission Networks will focus on areas of common interest, need, and mission. Because of the diversity of needs throughout the Synod, these Mission Networks will focus the Synod's mission resources and energies where the people and needs dictate. Mission Networks are not limited by geographical boundaries. Mission Networks provide responsive and flexible shared ministry opportunities. Mission Networks may help to identify those needs that should be addressed through a sustained program.

### **21.00 Program Coordinating Teams**

21.01 From time to time the Synod identifies mission priorities of the Synod which are to be addressed through on-going, Synod-wide programs. Responsibility for the development, administration, and oversight of such programs shall rest with a Program Coordinating Team.

#### **21.10 General Form**

21.11 Membership. Each Coordinating Team shall consist of ten members. Nine members, in three classes of three members each, shall be nominated by the Nominating Committee for election by the Synod. The tenth member shall be designated by the Synod from among the Synod commissioners, and shall serve as liaison between the Coordinating Team and the Synod.

21.12 Officers. Normally, the Chairperson of each Coordinating Team will be nominated by the Nominating Committee from among the elected members of the Coordinating Team and elected by the Synod. Each Coordinating Team will elect a clerk from within its own membership.

21.13 Staffing. Staff will be assigned to each committee by the Synod Executive in consultation with the Personnel Committee and approval by the Synod.

### **22.00 Committees and Commissions of the Synod**

22.01 Except as may be specified for a particular Committee or Commission, each Committee shall have nine members, in equal classes serving three year terms, elected by the Synod, upon nomination by the Nominating Committee.

22.02 Except as may be specified for a particular Committee or Commission, no Committee member may serve for consecutive terms, either full or partial, aggregating more than six years. A Committee or Commission member having served a total of six consecutive years shall be ineligible for a period of at least one year.

22.03 The Synod Nominating Committee will work with Presbyteries in a system of rotation to provide nominees for the established Synod Committees.

22.04 Synod commissioners may serve on any Standing Committee of the Synod except the Permanent Judicial Commission. They will indicate to the Synod Nominating Committee their interest in serving.

22.05 Unless otherwise specified, each Committee shall elect a Chairperson from among its own membership.

### **22.10 Finance and Budget Committee**

22.11 There shall be a Finance and Budget Committee which shall make recommendations to the Synod Commissioners, through the Synod Treasurer or the Finance and Budget Chairperson, regarding the financial resources of the Synod.

22.12 The Chairperson of the Finance and Budget Committee shall convene the Committee in order to:

- a. work with the Synod Treasurer to propose, implement, and oversee the fiscal policies and operations of the Synod, including providing specific advice to the Synod Commissioners concerning mission and per capita funds;
- b. work with the Synod Treasurer for prudent investing by the Synod, ensuring the oversight of all investments;
- c. provide oversight of all the financial resources of the Synod;
- d. work with the Synod Treasurer to review income and expenditures;
- e. arrange for an annual audit independent of the Synod Treasurer.

22.13 Meetings:

a. The Finance and Budget Committee shall meet on a regular basis and be convened by the Chairperson in consultation with the Synod Treasurer.

b. In the event that the position of Synod Treasurer is temporarily vacant, or if in the judgment of the Synod Executive(s), extraordinary circumstances require it, the Synod Executive(s) may, in consultation with the Finance and Budget Chairperson, convene the Committee.

### **22.20 Nominating Committee**

22.21 The Nominating Committee shall consist of nine persons in three-year terms, elected by the Synod according to *Form of Government*, G-9.0800. One-third shall be lay men, one-third shall be lay women, and one-third shall be clergy. In addition, one member of the

Committee on Representation, chosen by that committee, shall serve on the Nominating Committee in an ex-officio capacity.

22.22 The tasks of the Nominating Committee for elections for Synod positions are:

- a. Nominate a Moderator and Vice Moderator to the Synod, with regard for diversity and inclusiveness. The nomination of a Vice Moderator shall ensure laity/clergy balance;
- b. Nominate the members of the Program Coordinating Teams and, annually, a member of each Coordinating Team to be chairperson;
- c. Nominate members of Synod Committees, the Permanent Judicial Commission, and other Commissions as needed.
- d. The Nominating Committee shall nominate, for election by Synod, persons to fill all Synod positions not otherwise provided for in these standing rules.

22.23 The Nominating Committee will present nominations for election by Synod to the Board of Directors of Westminster Foundation of West Virginia in accordance with the by-laws of that organization.

22.24 Synod representatives to General Assembly entities will be nominated by the Committee upon the request of the General Assembly Nominating Committee.

### **22.30 Personnel Committee**

22.31 The Personnel shall oversee, support and review the structure and management of staff relationships and performance.

22.32 The Personnel Committee shall:

- a. oversee the process of managing relationships and performance of the Synod exempt and non-exempt staff;
- b. provide for annual and comprehensive evaluations of the work of staff, in consultation with the appropriate mission networks, committees, task forces and supervisory staff;
- c. propose personnel policies to the Synod;
- d. propose compensation levels (ranges for each factored position) to the Synod;
- e. recommend adjustment in compensation for each employee;
- f. resource Synod search committees, and be available to train and assist presbytery search committees as requested;
- g. conduct periodic review of the current staffing model; make appropriate recommendations to the Synod;
- h. ensure that job descriptions for Synod staff are reviewed frequently and kept current; make appropriate recommendations to the Synod;
- i. provide reports of anticipated needs to the Finance and Budget Committee;

- j. implement the consultation with presbyteries called for in the *Book of Order* on the election of executives (G-9.0701b); on the establishment of administrative staff positions, equitable compensation, personnel policies, and fair employment practices (G-9.0404 and G-12.0102f); and on the employment of all personnel (G-11.0303);
- k. review grievances as provided in personnel policies.

### **22.40 Committee on Representation**

22.41 The Committee on Representation shall carry out the duties prescribed by the *Form of Government* G-9.0105.

22.42 In accordance with G-9.0105d, the Committee on Representation will recruit or seek candidates for future membership, through its connections with presbytery Committees on Representation, various racial ethnic constituencies, constituencies of women, disabled persons, youth, or other minorities, as well as "persons designated by national racial ethnic membership to discover potential racial ethnic members." A list of these candidates will be presented annually to the Synod Nominating Committee.

22.43 The Synod Nominating Committee, using the list of persons described above, as well as recommendations from the various presbytery nominating committees and its own endeavors, shall present to the Synod a slate of persons which would result in a committee fulfilling so far as possible the categories and requirements of G-9.0105a. Attention will also be paid to a diversity of presbyteries represented on the Synod Committee on Representation.

22.44 The Committee on Representation shall choose from among its members one person to serve in an ex officio capacity with the Nominating Committee.

### **22.50 Presbytery Records**

22.51 The Committee on Presbytery Records shall conduct an annual review of presbytery records as prescribed by the *Form of Government*, G-9.0407c. The Committee shall review the minutes of the presbyteries and a statement attesting to the review shall be signed by the Committee Chairperson or the Chairperson's designee. The report of the Committee shall be circulated to each presbytery annually for reaction on the part of the presbytery. Any request from a presbytery to remove or modify an exception shall be directed to the Stated Clerk of Synod for further consideration by the Synod.

22.52 The official action of the Synod with regard to the presbytery minutes shall be communicated to each presbytery through its Stated Clerk and the action of Synod recorded in the minutes of the next stated meeting of the presbytery.

22.53 This Committee shall consist of the Stated Clerk of each presbytery. The Chairperson shall be elected by the Committee from among its members for a three-year term. The Chairperson shall not serve more than two consecutive terms. The Stated Clerk of the Synod shall be an ex officio member of the Committee, and shall be ineligible to serve as chairperson.

### **22.60 Permanent Judicial Commission**

22.61 The Permanent Judicial Commission is the court of judicial process for the Synod. It shall function according to the provisions of the *Rules of Discipline*.

22.62 The Permanent Judicial Commission shall consist of twelve members elected for six-year terms, serving in equal classes. Each class will contain two ministers of Word and Sacrament and two elders. Members shall be nominated by Synod's Nominating Committee and elected by Synod, giving due attention to the principles of inclusivity set forth in Form

of Government Chapter 4.0400 and elsewhere, as well as to a rotation of members among the various presbyteries of the Synod. The Permanent Judicial Commission shall elect from among its members a moderator and a clerk.

22.63 The Permanent Judicial Commission is staffed by the Stated Clerk.

22.64 The Permanent Judicial Commission shall meet to consider the cases brought before it. If there are no cases, it may meet for education and training.

22.65 No person having served on the Permanent Judicial Commission for a term of up to six years shall be eligible for re-election until four years have elapsed.

22.66 In case a time should arise when the Permanent Judicial Commission has no Moderator, the Stated Clerk shall be authorized to convene the Commission and preside for the election of a Moderator.

### **22.70 Grants and Scholarships**

22.71 The Grants and Scholarships Committee is to provide general coordination, oversight, and awarding of Synod scholarships and grants.

22.72 Responsibilities:

Provide oversight for Unrestricted Funds and any other programs established by the Synod.

Provide oversight for Network grants, Peacemaking Offering grants and awards, Mission Development Resource Committee grants, undergraduate Synod Scholarships including Racial Ethnic, Synod of the Trinity Educational, and Rusch-Shepard and graduate Synod Scholarships including Mary Meade Maxwell Vocational Scholarship and Mary L. Clark Grant.

22.73 Meetings:

- a. Once a year, normally in June, the Committee shall meet in Camp Hill, Pennsylvania to review applications and award undergraduate and graduate scholarships and grants.
- b. As needed, the Committee will meet by conference call.

### **22.80 Self Development of People (SDOP)**

22.81 The Self Development of People Committee shall consist of twelve members in three equal classes serving three year terms.

22.82 The SDOP awards grants to groups of poor, oppressed and disadvantaged persons seeking to make significant and long-term, sustainable changes in their particular situations.

22.83 SDOP utilizes three primary criteria for groups submitting proposal for grants:

1. The project must originate from within the group writing the proposal.
2. The group must control the project.
3. The members of the group must directly benefit from the project.

22.84 Meetings:

- c. Once a year, normally in May to review proposals.
- d. SDOP will meet by conference call, as needed.

## **ARTICLE III - SYNOD STAFF**

### **30.00 Administrative**

30.01 The Synod Administrative Staff consists of a Synod Executive and such other staff as Synod may authorize.

30.02 The Personnel Committee shall provide for annual comprehensive reviews of the work of the members of the Synod staff, according to the review procedures outlined in Synod personnel policies.

### **31.00 Synod Executive**

31.01 The Synod Executive shall be elected as provided for in *Form of Government*, G-12.0302. The duties of this office shall be those set forth in the position description.

### **32.00 Other Staff**

32.01 Other staff shall be employed for terms stipulated in their position descriptions.

32.02 They shall fulfill their duties and their performance will be reviewed, as provided for in the Synod personnel policies.

## **ARTICLE IV**

### **OFFICERS', SYNOD COMMISSIONERS', AND TRUSTEES' LIABILITY AND INDEMNIFICATION**

40.01 No Officer, Synod Commissioner or Trustee of the Synod shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless he or she has both (i) breached the standards set forth in Title 42, Chapter 83, Section 8363 of the Pennsylvania Consolidated Statutes relating to performance of fiduciary duties and (ii) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of any person pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of corporate fiduciaries, then the liability of an Officer, Synod Commissioner, or Trustee of the Synod, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes.

40.02 Any Officer, Synod Commissioner or Trustee of the Synod who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Synod of the Trinity, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was an Officer, Synod Commissioner or Trustee of the Synod or is or

was serving at the request of the Synod as a director or trustee of another subsidiary or related corporation, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as trustee or officer or in any other capacity, shall be indemnified and held harmless by the Synod to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Synod to provide broader indemnification rights than said law permitted the Synod to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be an Officer, Synod Commissioner or Trustee of the Synod and shall incur to the benefit of his or her heirs, executors and administrators: provided, however, that, except as provided in 70.01 hereof, the Synod shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was properly authorized by the Synod. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Synod all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Synod the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred in advance of the final disposition of a proceeding shall be made only upon delivery to the Synod of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article or otherwise. The Synod may, by proper action, provide indemnification to employees, agents, fiduciaries and other representatives of the Synod or to any person who is or was serving at the request of the Synod as an employee, agent, fiduciary or representative of another subsidiary or related corporation, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article. If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Synod, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, then termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Synod, and, with respect to any criminal proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. Termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

40.03 Indemnification under Section 2 above shall be made by the Synod unless a determination is reasonably and promptly made that indemnification is not proper in the

circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Synod, by a majority vote of a quorum consisting of members who were not parties to such proceeding ("disinterested members"), or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested members so directs, by legal counsel, in a written opinion.

40.04 Notwithstanding any other provisions of this Article, to the extent that a person has been successful on the merits or otherwise in defense of any proceeding referred to in Section 2 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

40.05 If a claim under 40.02 of this Article is not paid in full by the Synod within thirty days after a written claim has been received by the Synod, the claimant may at any time thereafter bring suit against the Synod to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Synod) that the claimant has not met the standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Synod to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Synod. Neither the failure of the Synod (including legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the Commonwealth of Pennsylvania, nor an actual determination by the Synod (including its legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

40.06 The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Standing Rules, agreement, vote of disinterested Synod members or otherwise.

40.07 The Synod may maintain insurance, at its expense, to protect itself and any officer, employee, trustee, Synod Commissioner, agent, fiduciary or representative of the Synod or another subsidiary or related corporation, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the Synod would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

40.08 For purposes of this Article:

- (a) References to "the Synod" shall include, in addition to the Synod, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its officers, trustees or directors, so that any person who is or was a trustee, director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a trustee, director, or officer of another corporation, shall for purposes of this Article be deemed to hold the same position in the Synod as he or she held in such constituent corporation.
- (b) A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Synod" as referred to in this Article.

40.09 This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was an Officer, Synod commissioner or Trustee to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

## **ARTICLE V – CODE OF CONDUCT**

50.01 The Synod shall adopt a Code of Conduct that is applicable to all elected Commissioners and Officers of the Synod, employed Synod staff, Synod Committees, Coordinating Team Members, Commissions, Synod Mission Networks, and includes some customers, vendors, organizations, and any others doing business with or on behalf of the Synod of the Trinity.

50.02 The Synod Stated Clerk shall have lead responsibility for the development of policy, distribution, implementation, and maintenance of records relating to the Synod's Code of Conduct.

50.03 Distribution of the Code of Conduct shall be made in accord with the criteria specified in the Code with records distribution and acknowledgment of receipt maintained in the Synod Stated Clerk's office where the records shall be available for review as may be necessary and appropriate.

50.04 Commissioners shall not be seated and persons elected to various positions in the Synod shall not be permitted to participate until a signed Acknowledgment and Acceptance Form from the Code of Conduct has been received and is on file.

## **ARTICLE VI - AMENDMENTS**

60.01 The Standing Rules may be suspended temporarily, for a definite purpose, by a two-thirds vote of the Commissioners present.

60.02 The Standing Rules may be amended at any meeting provided that at least a ten-day written notice has been given to all Commissioners and by a two-thirds vote of the members present. A special meeting may be called for the purpose of amending these Standing Rules with the same provision as the called meeting.

## **APPENDIX**

The Synod of the Trinity includes all of the State of Pennsylvania; all of the State of West Virginia except the following counties: Jefferson, Berkeley, Morgan, Hampshire, Mineral, Hardy, Grant, Pendleton; and the following counties in Ohio: Belmont, Harrison, Jefferson, Monroe, the southern sector of Columbia. One congregation in New York and two congregations in Maryland belong to the Synod, but their counties are associated with other synods.

*Amended October, 2003; June and October, 2005; February and October, 2008; March and June 2009*