

WAY 92315

Reviewed and revised by Synod Assembly Commissioners Bob Hotchkiss and Bill Nettling, and the Stated Clerk.

Presented to Synod Assembly adoption 10/04/15

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BY-LAWS OF
THE SYNOD OF THE TRINITY

The Synod of the Trinity is incorporated under the laws of the Commonwealth of Pennsylvania relating to Not-for-Profit Corporations and is to be qualified to engage in activities in the States of West Virginia, Ohio, New York, and Maryland as a not-for-profit corporation. It is the corporation related to and holding title to the property and assets of the ecclesiastical and corporate body known as The Synod of the Trinity of the Presbyterian Church (U.S.A.).

1. Purpose and Duties of the Corporation

The Synod of the Trinity, ecclesiastical and corporate, is a tax exempt entity under the Group Federal Tax Exemption 501 (c) (3) The Presbyterian Church (U.S.A.) Group Federal 501(c)(3) Tax Exemption

The ecclesiastical and corporate office of the Synod of the Trinity shall be 3040 Market Street, Camp Hill, Pennsylvania 17011.

2. Membership of the Corporation

The membership of this Corporation shall consist of the duly constituted voting commissioners, as elected by the constituent presbyteries, of The Synod of the Trinity as the same is constituted under the most recent edition of the Constitution, Part 2 (*Book of Order*) of the Presbyterian Church (U.S.A.). Each commissioner of the Synod as so constituted shall have equal voting powers.

3. Meetings of the Corporation

The members of the corporation shall meet as such members at the time of and as part of each regular or stated meeting of and the notice of the The Synod of the Trinity meeting of the ecclesiastical body shall constitute, without more, a notice of the meeting of the members of the corporation. So long as a quorum is present at any such meeting, in accordance with the Standing Rules of the Synod **Assembly**, business of the corporation may be transacted at any such meeting by vote of the members present. The annual meeting of the corporation shall correspond with and be held at the same time as the annual meeting of the Synod **Assembly**, and at such meeting, the officers and trustees of the

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40 corporation shall be elected. Special meetings of the corporation may be
41 called and held at any time by order of the Board of Trustees or of the
42 President (Moderator) or Vice President (Vice-Moderator) upon notice
43 given in the same manner and at the same time as is prescribed in the
44 Standing Rules of the Synod **Assembly** for special meetings of the Synod
45 **Assembly** and may be held at the same time and place as a special
46 meeting of the Synod **Assembly**. Business to be transacted at a special
47 meeting of the corporation shall be limited to the purposes as set out in
48 the call of the meeting.

49

50 **4. Officers of the Corporation**

- 51 a. The Moderator of the Synod Assembly, Vice-Moderator of the
52 Synod Assembly, the Stated Clerk and Finance Officer of the
53 Synod shall each respectively perform the duties of and be
54 considered to be serving as the President, Vice President,
55 Secretary and Treasurer of the corporation, without other or
56 additional election or action by the members of the Trustees of
57 the Corporation. The members of the corporation may provide for
58 and elect or appoint other subordinate officers of the corporation,
59 including, but not limited to, one or more additional Vice
60 Presidents, one or more Assistant Secretaries and/or one or more
61 Assistant Treasurers; and the corporation may provide that an
62 Associate or Assistant Stated Clerk may serve as Assistant
63 Secretary of the corporation.
- 64 b. Officers shall perform those duties usually pertaining to their
65 offices.
- 66 c. The Treasurer and such other persons as the corporation may
67 determine shall give surety bonds in such sum as the corporation
68 may require. The Treasurer shall be responsible for the receipt of
69 all monies collected for the corporation's work and the deposit of
70 the same to the credit of the corporation in such bank or banks as
71 the corporation may designate, and for their disbursement, and
72 shall make regular and special reports when and in such form as
73 the corporation may require.
- 74 d. The trustees of the corporation, from time to time, shall authorize
75 by resolution certain persons to sign checks and other documents

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76 and to have access to safe deposit vaults maintained by the
77 Corporation.

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5. Board of Trustees

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a. The commissioner members of the Governing Commission shall
81 serve as and perform the functions of the Board of Trustees of the
82 corporation. Upon election of members of the Governing
83 Commission, such individuals so elected, without further election
84 or action by the members of the corporation, shall be and become
85 the members of the Board of Trustees of the corporation. At any
86 regular or stated meeting of the Governing Commission, duly
87 called in accordance with the Standing Rules of the Synod
88 Assembly any and all business of the Board of Trustees may be
89 duly and validly transacted to the same extent as if a separate
90 notice of a meeting the Board of Trustees had been properly
91 given.

92

b. Until changed by amendment to these By-Laws, the number of
93 the Board of Trustees (Governing Commission) shall be equal to
94 the number of commissioner members of the Governing
95 Commission.

96

c. The requisite notice, quorum and number of votes required in
97 connection with any matter brought before the Board of Trustees
98 shall be governed by the Standing Rules of the Synod Assembly
99 applicable to the Governing Commission.

100

d. Any vacancy occurring among the commissioner members of
101 Governing Commission may only be filled by vote of the
102 commissioner members of the corporation.

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6. Indemnification of Trustees, Officers and Certain Others.

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a. Trustees. The Corporation shall indemnify any person who was
106 or is a party or is threatened to be made a party to any
107 threatened, pending or completed action, suit, or proceeding,
108 whether civil, criminal, administrative or investigative, including
109 an action by or in the right of the Corporation, by reason of the
110 fact that such person is or was a director of the Corporation, or is
111 or was serving at the request of the Corporation as a director,
112 officer, employee or agent of another corporation, partnership,
113 joint venture, trust or other enterprise, against expenses,

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- 114 including attorneys' fees, judgments, fines and amounts paid in
115 settlement actually and reasonably incurred by such person in
116 connection with the defense or settlement of such action, suite or
117 proceeding, to the full extent permitted by The General and
118 Business Corporation Law of Pennsylvania, as amended.
- 119 b. Officers, Employees and Agents. The Corporation may, at the
120 discretion of the Board of Trustees, indemnify any person who
121 was or is a party or is threatened to be made a party to any
122 threatened, pending or completed action, suit, or proceeding,
123 whether civil, criminal, administrative or investigative, including
124 an action by or in the right of the Corporation, by reason of the
125 fact that such person is or was an officer, employee or agent of
126 the corporation, or is or was serving at the request of the
127 Corporation as a director, officer, employee or agent of another
128 corporation, partnership, joint venture, trust or other enterprise,
129 against expenses, including attorneys' fees, judgments, fines and
130 amounts paid in settlement actually and reasonably incurred by
131 such person in connection with the defense or settlement of such
132 action, suit or proceeding, to the full extent permitted by The
133 General and Business Corporation Law of Pennsylvania, as
134 amended.
- 135 c. Expenses.
- 136 (i) The Corporation shall pay the director, or such
137 person or entity as the director may designate, on
138 a continuing and current basis, and in any event
139 not later than ten business days following receipt
140 by the Corporation of the director's request for
141 reimbursement all expenses, including attorneys'
142 fees, costs, settlements, fines and judgments
143 incurred by or levied upon the director in
144 connection with any action, suit or proceeding
145 referred to in this Section 6.
- 146 (ii) To the extent that an officer, employee or agent of
147 the Corporation has been successful on the merits
148 or otherwise in defense of any action, suit or
149 proceeding referred to in paragraph b of this
150 Section 6, or in defense of any claim, issue or

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- 151 matter therein, he shall be indemnified against
152 expenses, including attorneys' fees, actually and
153 reasonably incurred by such person in connection
154 with the action, suit, or proceeding.
- 155 (iii) Expenses incurred in defending a civil or criminal
156 action, suit, or proceeding may be paid by the
157 Corporation in advance of the final disposition of
158 the action, suit, or proceeding as authorized by the
159 Board of Trustees in the specific case, upon receipt
160 of an undertaking by or on behalf of the director,
161 officer, employee or agent to repay such amount if
162 it shall ultimately be determined that such
163 indemnitee is not entitled to be indemnified by the
164 Corporation for such expenses.
- 165 d. Board Authorization. Any indemnification of trustees, officers,
166 employees or agents under paragraphs a and b of this Section 6,
167 unless ordered by a court, shall be made by the Corporation only
168 as authorized in the specific case upon a determination that such
169 indemnification is proper in the circumstances because such
170 director, officer, employee or agent has met the applicable
171 standard of conduct under Pennsylvania law. Such determination
172 shall be made by the Board of Trustees by a majority vote of a
173 quorum consisting of trustees who were not parties to the action,
174 suit, or proceeding, or if such a quorum is not obtainable or even
175 obtainable a quorum of disinterested trustees so directs, by
176 independent counsel in a written opinion, or by the
177 commissioner.
- 178 e. Notification and Defense of Claim. Promptly after receipt by a
179 trustee, officer, employee or agent of notice of the
180 commencement of any action, suit or proceeding, the trustee,
181 officer, employee or agent will notify the corporation, if a claim in
182 respect thereof is to be made against the Corporation, notify the
183 Corporation of the commencement thereof. The failure to
184 promptly notify the Corporation will not relieve the Corporation
185 from any liability that it may have to the trustee, officer,
186 employee or agent hereunder, except to the extent the
187 Corporation is prejudiced in its defense of such claims as a result

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188 of such failure. Unless otherwise requested by the Board of
189 Trustees, written notification shall not be necessary if the trustee,
190 officer, employee or agent informs a majority of the Board of
191 Trustees of the commencement of any action, or, independent of
192 such notification by the trustee, officer, employee or agent, a
193 majority of the Board of Trustees has reason to believe such
194 action has been initiated or threatened. With respect to any such
195 action, suit or proceeding as to which the trustee, officer,
196 employee or agent notified, or is deemed to have notified, the
197 Corporation of the commencement thereof, the following shall
198 apply:

- 199 (i) The Corporation will be entitled to participate
200 therein at its own expense.
- 201 (ii) Except as otherwise provided below, to the extent
202 that it may wish, the Corporation, jointly with any
203 other indemnifying party similarly notified, will be
204 entitled to assume the defense thereof with
205 counsel reasonable satisfactory to the trustee,
206 officer, employee or agent. After notice from the
207 Corporation to the trustee, officer, employee or
208 agent of its election so to assume the defense
209 thereof, the Corporation will not be liable to the
210 trustee, officer, employee or agent for any legal or
211 other expenses subsequently incurred by the
212 trustee, officer, employee or agent in connection
213 with the defense thereof, other than reasonable
214 costs of investigation or unless: (x) the employment
215 of separate counsel by the trustee, officer,
216 employee or agent has been authorized by the
217 Corporation; (y) the trustee, officer, employee or
218 agent reasonably concludes that there may be a
219 conflict of interest between the Corporation and
220 the trustee, officer, employee or agent in the
221 conduct of the defense of such action and that
222 such conflict may lead to exposure for the trustee,
223 officer, employee or agent not otherwise
224 indemnifiable, and the trustee, officer, employee

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225 or agent notifies the Corporation of Such
226 conclusion and decision to employ separate
227 counsel; or (z) the Corporation fails to employ
228 counsel to assume the defense of such action. The
229 Corporation shall not be entitled to assume the
230 defense of any action, suit or proceeding brought
231 by or on behalf of the Corporation or as to which
232 the trustee, officer, employee or agent reasonably
233 makes the conclusion provided for in subsection (y)
234 hereinabove.

235 (iii) The Corporation shall not be liable to indemnify the
236 trustee, officer, employee or agent for any amount
237 paid in settlement of any action or claim affected
238 without its written consent. The Corporation shall
239 not settle any action or claim in any manner which
240 would impose any penalty or limitation on the
241 trustee, officer, employee or agent without the
242 written consent of the trustee, officer, employee or
243 agent. Neither the Corporation nor the trustee,
244 officer, employee or agent will unreasonably
245 withhold their consent to any proposed
246 settlement.

247 f. Not exclusive. The indemnification provided by this Section 6
248 shall not be deemed exclusive of any other rights to which those
249 seeking indemnification may be entitled under the Articles of
250 Incorporation, as amended from time to time, or any agreement,
251 vote of commissioner or disinterested directors or otherwise,
252 both as to action in an official capacity and as to action in another
253 capacity while holding such office, and shall continue as to a
254 person who has ceased to be a trustee or officer and shall inure to
255 the benefit of the heirs, executors and administrators of such
256 person.

257 g. Further Indemnity. The Corporation shall have the power to give
258 any further indemnity, in addition to the indemnity authorized or
259 contemplated under this Section 6 to any person who is or was a
260 trustee. Officer, employee or agent or to any person who is or was
261 serving at the request of the Corporation as a trustee, officer,

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262 employee or agent of another corporation, partnership, joint
263 venture, trust or other enterprise; provided, that no such
264 indemnity shall indemnify any person from or on account of such
265 person's conduct which was finally adjudged to have been
266 knowingly fraudulent, deliberately dishonest or willful
267 misconduct, or if it is determined by a final judgment or other
268 final adjudication by a court of competent jurisdiction considering
269 the question of indemnification that such indemnification is or
270 would be in violation of applicable law. The Corporation may
271 enter into indemnification agreements with each trustee and
272 officer of the Corporation whom the Board of Trustees authorizes
273 by vote of a majority of a quorum of disinterested trustees.

274 h. Insurance. The Corporation may purchase and maintain insurance
275 on behalf of any person who is or was a trustee, officer, employee
276 or agent of the Corporation or is or was serving at the request of
277 the Corporation as a trustee, officer, employee or agent of
278 another corporation, partnership, joint venture, trust or other
279 enterprise against any liability asserted against such person and
280 incurred by such person in any such capacity, or arising out of
281 such person's status as such, whether or not the Corporation
282 would have the power to indemnify such person against such
283 liability under the provisions of this Section 6. When, and if, the
284 Corporation obtains such insurance coverage, the Corporation
285 shall not be required to maintain such insurance coverage in
286 effect; provided, however, that the Corporation notifies the
287 covered person in writing within five business days of the making
288 of the decision to not renew or replace such insurance policy. The
289 maintenance of such insurance shall not diminish, relieve or
290 replace the Corporation's liability for indemnification under the
291 provisions hereof. A claim for reimbursement hereunder, shall not
292 be denied on the basis that such amount may or will be covered
293 by such insurance policy, if such payments from the insurance
294 company will not be made to the covered person within ten
295 business days of the claim for reimbursement.

296 i. Definitions.
297 (i) For the purpose of this Section 6, references to "the
298 Corporation" include all constituent corporations

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299 absorbed in a consolidation or merger as well as the
300 resulting or surviving corporation, so that any person who
301 is or was a trustee or officer of such a constituent
302 corporation or is or was serving at the request of such
303 constituent corporation as a trustee or officer of another
304 corporation, partnership, joint venture, trust or other
305 enterprise shall stand in the same position under the
306 provisions of this Section 6, with respect to the resulting or
307 surviving corporation, if such person had served the
308 resulting or surviving corporation in the same capacity.

309 (ii) For purposes of this Section 6, the following definitions
310 shall apply:

311
312 The term "other enterprise" shall include employee
313 benefit plans.

314
315 The term "fines" shall include any excise taxes assessed on
316 a person with respect to any employee benefit plans.

317
318 The term "serving at the request of the Corporation" shall
319 include any service as a trustee or officer of the
320 Corporation which imposes duties on, or involves services
321 by, such trustee or officer with respect to an employee
322 benefit plan, its participants or beneficiaries. Such term
323 shall also include any service, whether as a volunteer or
324 otherwise, as a member of a committee, task force,
325 commission or other similar group created by action of
326 The Synod of the Trinity (the ecclesiastical body), or by its
327 Governing Commission or of any subgroup created by any
328 such committee, task force or commission; and shall also
329 include actions or statements by any voting member of
330 The Synod of the Trinity as a part of his or her function as
331 such voting member at any meeting of The Synod of the
332 Trinity.

333
334 A person who acted in good faith and in a manner
335 such person reasonably believed to be in the interest of
336 the participants and beneficiaries of an employee benefit
337 plan shall be deemed to have acted in a manner "not
338 opposed to the best interests of the Corporation" as
339 referred to in The General and Business Corporation Law
340 of Pennsylvania, as amended.

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- 7. Custody of Securities.
Any or all securities of the corporation, held in trust by it or otherwise, upon proper resolution of the Board of Trustees shall be deposited with a corporate custodian who shall safeguard the same and collect the interest and dividends therefrom for the benefit of the corporation and be advisor to the corporation concerning its investments.

- 8. Sale, Lease and Mortgaging of Real Estate.
The membership of the corporation shall have the power, with or without action by the Board of Trustees, to authorize the sale, lease and/or mortgaging of any real estate or interest in real estate owned by the corporation; provided, however, that this provision shall not apply to the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation. The sale, lease and/or mortgaging of any interest in real estate owned by the corporation which does not constitute substantially all of the property and assets of the corporation may be authorized at any duly called meeting of the membership at which a quorum is present, by vote of a majority of those present and larger affirmative vote. The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation shall be made only as prescribed in applicable state law.

- 9. Corporation Seal.
The corporation shall be entitled to adopt a corporate seal in a manner and form to be prescribed by the Board of Trustees.

- 10. Subordination.
The Articles of Incorporation and the By-Laws of the corporation shall at all times and in every manner and form be subordinated to the Form of Government as set forth in the Constitution, Part 2 (*Book of Order*) of the Presbyterian Church (U.S.A.).

- 11. Amendment of the By-Laws.

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377 These By-Laws may be altered, amended or repealed and new By-Laws
378 may be adopted by a two-thirds vote of the membership present at any
379 regular meeting of the corporation.

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381 Approved at Synod Assembly meeting

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