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2  
3 BY-LAWS OF  
4 THE SYNOD OF THE TRINITY

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

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12 1. Purpose and Duties of the Corporation

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

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17 The ecclesiastical and corporate office of the Synod of the Trinity shall be  
18 3040 Market Street, Camp Hill, Pennsylvania 17011.

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20 2. Membership of the Corporation

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

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28 3. Meetings of the Corporation

29 The members of the corporation shall meet as such members at the time  
30 of and as part of each regular or stated meeting of and the notice of the  
31 The Synod of the Trinity meeting of the ecclesiastical body shall  
32 constitute, without more, a notice of the meeting of the members of the  
33 corporation. So long as a quorum is present at any such meeting, in  
34 accordance with the Standing Rules of the Synod Assembly, business of  
35 the corporation may be transacted at any such meeting by vote of the  
36 members present. The annual meeting of the corporation shall  
37 correspond with and be held at the same time as the annual meeting of  
38 the Synod Assembly, and at such meeting, the officers and trustees of the  
39 corporation shall be elected. Special meetings of the corporation may be  
40 called and held at any time by order of the Board of Trustees or of the

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

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4. Officers of the Corporation

- a. The Moderator of the Synod Assembly, Vice-Moderator of the Synod Assembly, the Stated Clerk and Finance Officer of the Synod shall each respectively perform the duties of and be considered to be serving as the President, Vice President, Secretary and Treasurer of the corporation, without other or additional election or action by the members of the Trustees of the Corporation. The members of the corporation may provide for and elect or appoint other subordinate officers of the corporation, including, but not limited to, one or more additional Vice Presidents, one or more Assistant Secretaries and/or one or more Assistant Treasurers; and the corporation may provide that an Associate or Assistant Stated Clerk may serve as Assistant Secretary of the corporation.
- b. Officers shall perform those duties usually pertaining to their offices.
- c. The Treasurer and such other persons as the corporation may determine shall give surety bonds in such sum as the corporation may require. The Treasurer shall be responsible for the receipt of all monies collected for the corporation's work and the deposit of the same to the credit of the corporation in such bank or banks as the corporation may designate, and for their disbursement, and shall make regular and special reports when and in such form as the corporation may require.
- d. The trustees of the corporation, from time to time, shall authorize by resolution certain persons to sign checks and other documents and to have access to safe deposit vaults maintained by the Corporation.

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5. Board of Trustees

- a. The commissioner members of the Governing Commission shall serve as and perform the functions of the Board of Trustees of the corporation. Upon election of members of the Governing Commission, such individuals so elected, without further election or action by the members of the corporation, shall be and become the members of the Board of Trustees of the corporation. At any regular or stated meeting of the Governing Commission, duly called in accordance with the Standing Rules of the Synod Assembly any and all business of the Board of Trustees may be duly and validly transacted to the same extent as if a separate notice of a meeting the Board of Trustees had been properly given.
- b. Until changed by amendment to these By-Laws, the number of the Board of Trustees (Governing Commission) shall be equal to the number of commissioner members of the Governing Commission.
- c. The requisite notice, quorum and number of votes required in connection with any matter brought before the Board of Trustees shall be governed by the Standing Rules of the Synod Assembly applicable to the Governing Commission.
- d. Any vacancy occurring among the commissioner members of Governing Commission may only be filled by vote of the commissioner members of the corporation.

6. Indemnification of Trustees, Officers and Certain Others.

- a. Trustees. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suite or

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

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

194 majority of the Board of Trustees has reason to believe such  
195 action has been initiated or threatened. With respect to any such  
196 action, suit or proceeding as to which the trustee, officer,  
197 employee or agent notified, or is deemed to have notified, the  
198 Corporation of the commencement thereof, the following shall  
199 apply:

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

232 by or on behalf of the Corporation or as to which  
233 the trustee, officer, employee or agent reasonably  
234 makes the conclusion provided for in subsection (y)  
235 hereinabove.

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

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

258 g. Further Indemnity. The Corporation shall have the power to give  
259 any further indemnity, in addition to the indemnity authorized or  
260 contemplated under this Section 6 to any person who is or was a  
261 trustee, officer, employee or agent or to any person who is or was  
262 serving at the request of the Corporation as a trustee, officer,  
263 employee or agent of another corporation, partnership, joint  
264 venture, trust or other enterprise; provided, that no such  
265 indemnity shall indemnify any person from or on account of such  
266 person's conduct which was finally adjudged to have been  
267 knowingly fraudulent, deliberately dishonest or willful  
268 misconduct, or if it is determined by a final judgment or other  
269 final adjudication by a court of competent jurisdiction considering

270 the question of indemnification that such indemnification is or  
271 would be in violation of applicable law. The Corporation may  
272 enter into indemnification agreements with each trustee and  
273 officer of the Corporation whom the Board of Trustees authorizes  
274 by vote of a majority of a quorum of disinterested trustees.

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

297 i. Definitions.

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



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

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313 The term “other enterprise” shall include employee  
314 benefit plans.

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316 The term “fines” shall include any excise taxes assessed on  
317 a person with respect to any employee benefit plans.

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

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

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343 7. Custody of Securities.

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

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350 8. Sale, Lease and Mortgaging of Real Estate.

351 The membership of the corporation shall have the power, with or  
352 without action by the Board of Trustees, to authorize the sale, lease

353 and/or mortgaging of any real estate or interest in real estate owned by  
354 the corporation; provided, however, that this provision shall not apply to  
355 the sale, lease, exchange, mortgage, pledge or other disposition of all, or  
356 substantially all, the property and assets of the corporation. The sale,  
357 lease and/or mortgaging of any interest in real estate owned by the  
358 corporation which does not constitute substantially all of the property  
359 and assets of the corporation may be authorized at any duly called  
360 meeting of the membership at which a quorum is present, by vote of a  
361 majority of those present and larger affirmative vote. The sale, lease,  
362 exchange, mortgage, pledge or other disposition of all, or substantially  
363 all, the property and assets of the corporation shall be made only as  
364 prescribed in applicable state law.

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366 9. Corporation Seal.

367 The corporation shall be entitled to adopt a corporate seal in a manner  
368 and form to be prescribed by the Board of Trustees.

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370 10. Subordination.

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

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376 11. Hierarchy of Governing Authorities

377 Scripture

378 The Constitution of the Presbyterian Church (U.S.A.)

379 Part One: Book of Confessions

380 Part Two: Book of Order

381 Federal and State Law

382 Articles of Incorporation of the Synod of the Trinity

383 Bylaws of the Synod of the Trinity

384 Policy Governance Manual of the Synod of the Trinity

385 Robert's Rules of Order Newly Revised, most recent edition

386 Standing Rules of the Synod of the Trinity

387  
388 12. Amendment of the By-Laws.

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