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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 corporation shall be elected. Special meetings of the corporation may be 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.

48
49 In accord with most recent edition of Robert's Rules of Order (11th Ed,
50 pgs 96-99), the Corporation, Synod Assembly, Governing Commission,
51 and other commissions, committees and task groups may meet
52 electronically/digitally. Authorization for an electronic/digital meeting of
53 the Synod Assembly and Governing Commission may be given by the
54 Moderator or Stated Clerk. Authorization for other commissions,
55 committees and task groups may be given by the chairperson of that
56 group. An email/mail/phone notice of an electronic/digital meeting shall
57 be sent a minimum of three (3) days to all anticipated participants. The
58 notice must include the date, time, URL and alternate phone number for
59 calling into the meeting.

60
61 Rationale: This language establishes the legal right to hold
62 electronic/digital meetings. Without it, electronic/digital meetings could
63 not be held and would invalidate any actions which might be taken at
64 such a meeting.

65

66 4. Officers of the Corporation

67 a. The Moderator of the Synod Assembly, Vice-Moderator of the
68 Synod Assembly, the Stated Clerk and Finance Officer of the
69 Synod shall each respectively perform the duties of and be
70 considered to be serving as the President, Vice President,
71 Secretary and Treasurer of the corporation, without other or
72 additional election or action by the members of the Trustees of
73 the Corporation. The members of the corporation may provide for
74 and elect or appoint other subordinate officers of the corporation,
75 including, but not limited to, one or more additional Vice
76 Presidents, one or more Assistant Secretaries and/or one or more
77 Assistant Treasurers; and the corporation may provide that an

- 78 Associate or Assistant Stated Clerk may serve as Assistant
79 Secretary of the corporation.
- 80 b. Officers shall perform those duties usually pertaining to their
81 offices.
- 82 c. The Treasurer and such other persons as the corporation may
83 determine shall give surety bonds in such sum as the corporation
84 may require. The Treasurer shall be responsible for the receipt of
85 all monies collected for the corporation's work and the deposit of
86 the same to the credit of the corporation in such bank or banks as
87 the corporation may designate, and for their disbursement, and
88 shall make regular and special reports when and in such form as
89 the corporation may require.
- 90 d. The trustees of the corporation, from time to time, shall authorize
91 by resolution certain persons to sign checks and other documents
92 and to have access to safe deposit vaults maintained by the
93 Corporation.
94
95
96

97 **5. Board of Trustees**

- 98 a. The commissioner members of the Governing Commission shall
99 serve as and perform the functions of the Board of Trustees of the
100 corporation. Upon election of members of the Governing
101 Commission, such individuals so elected, without further election
102 or action by the members of the corporation, shall be and become
103 the members of the Board of Trustees of the corporation. At any
104 regular or stated meeting of the Governing Commission, duly
105 called in accordance with the Standing Rules of the Synod
106 Assembly any and all business of the Board of Trustees may be
107 duly and validly transacted to the same extent as if a separate
108 notice of a meeting the Board of Trustees had been properly
109 given.
- 110 b. Until changed by amendment to these By-Laws, the number of
111 the Board of Trustees (Governing Commission) shall be equal to
112 the number of commissioner members of the Governing
113 Commission.
- 114 c. The requisite notice, quorum and number of votes required in
115 connection with any matter brought before the Board of Trustees

- 116 shall be governed by the Standing Rules of the Synod Assembly
117 applicable to the Governing Commission.
- 118 d. Any vacancy occurring among the commissioner members of
119 Governing Commission may only be filled by vote of the
120 commissioner members of the corporation.
121
- 122 6. Indemnification of Trustees, Officers and Certain Others.
- 123 a. ~~Trustees. The Corporation shall indemnify any person who was~~
124 ~~or is a party or is threatened to be made a party to any~~
125 ~~threatened, pending or completed action, suit, or proceeding,~~
126 ~~whether civil, criminal, administrative or investigative, including~~
127 ~~an action by or in the right of the Corporation, by reason of the~~
128 ~~fact that such person is or was a director of the Corporation, or is~~
129 ~~or was serving at the request of the Corporation as a director,~~
130 ~~officer, employee or agent of another corporation, partnership,~~
131 ~~joint venture, trust or other enterprise, against expenses,~~
132 ~~including attorneys' fees, judgments, fines and amounts paid in~~
133 ~~settlement actually and reasonably incurred by such person in~~
134 ~~connection with the defense or settlement of such action, suite or~~
135 ~~proceeding, to the full extent permitted by The General and~~
136 ~~Business Corporation Law of Pennsylvania, as amended.~~
- 137 b. ~~Officers, Employees and Agents. The Corporation may, at the~~
138 ~~discretion of the Board of Trustees, indemnify any person who~~
139 ~~was or is a party or is threatened to be made a party to any~~
140 ~~threatened, pending or completed action, suit, or proceeding,~~
141 ~~whether civil, criminal, administrative or investigative, including~~
142 ~~an action by or in the right of the Corporation, by reason of the~~
143 ~~fact that such person is or was an officer, employee or agent of~~
144 ~~the corporation, or is or was serving at the request of the~~
145 ~~Corporation as a director, officer, employee or agent of another~~
146 ~~corporation, partnership, joint venture, trust or other enterprise,~~
147 ~~against expenses, including attorneys' fees, judgments, fines and~~
148 ~~amounts paid in settlement actually and reasonably incurred by~~
149 ~~such person in connection with the defense or settlement of such~~
150 ~~action, suit or proceeding, to the full extent permitted by The~~
151 ~~General and Business Corporation Law of Pennsylvania, as~~
152 ~~amended.~~
- 153 c. ~~Expenses.~~

- 154 (i) ~~The Corporation shall pay the director, or such~~
155 ~~person or entity as the director may designate, on~~
156 ~~a continuing and current basis, and in any event~~
157 ~~not later than ten business days following receipt~~
158 ~~by the Corporation of the director's request for~~
159 ~~reimbursement all expenses, including attorneys'~~
160 ~~fees, costs, settlements, fines and judgments~~
161 ~~incurred by or levied upon the director in~~
162 ~~connection with any action, suit or proceeding~~
163 ~~referred to in this Section 6.~~
- 164 (ii) ~~To the extent that an officer, employee or agent of~~
165 ~~the Corporation has been successful on the merits~~
166 ~~or otherwise in defense of any action, suit or~~
167 ~~proceeding referred to in paragraph b of this~~
168 ~~Section 6, or in defense of any claim, issue or~~
169 ~~matter therein, he shall be indemnified against~~
170 ~~expenses, including attorneys' fees, actually and~~
171 ~~reasonably incurred by such person in connection~~
172 ~~with the action, suit, or proceeding.~~
- 173 (iii) ~~Expenses incurred in defending a civil or criminal~~
174 ~~action, suit, or proceeding may be paid by the~~
175 ~~Corporation in advance of the final disposition of~~
176 ~~the action, suit, or proceeding as authorized by the~~
177 ~~Board of Trustees in the specific case, upon receipt~~
178 ~~of an undertaking by or on behalf of the director,~~
179 ~~officer, employee or agent to repay such amount if~~
180 ~~it shall ultimately be determined that such~~
181 ~~indemnatee is not entitled to be indemnified by the~~
182 ~~Corporation for such expenses.~~
- 183 d. ~~Board Authorization. Any indemnification of trustees, officers,~~
184 ~~employees or agents under paragraphs a and b of this Section 6,~~
185 ~~unless ordered by a court, shall be made by the Corporation only~~
186 ~~as authorized in the specific case upon a determination that such~~
187 ~~indemnification is proper in the circumstances because such~~
188 ~~director, officer, employee or agent has met the applicable~~
189 ~~standard of conduct under Pennsylvania law. Such determination~~
190 ~~shall be made by the Board of Trustees by a majority vote of a~~
191 ~~quorum consisting of trustees who were not parties to the action,~~

192 ~~suit, or proceeding, or if such a quorum is not obtainable or even~~
193 ~~obtainable a quorum of disinterested trustees so directs, by~~
194 ~~independent counsel in a written opinion, or by the~~
195 ~~commissioner.~~

196 ~~e. Notification and Defense of Claim. Promptly after receipt by a~~
197 ~~trustee, officer, employee or agent of notice of the~~
198 ~~commencement of any action, suit or proceeding, the trustee,~~
199 ~~officer, employee or agent will notify the corporation, if a claim in~~
200 ~~respect thereof is to be made against the Corporation, notify the~~
201 ~~Corporation of the commencement thereof. The failure to~~
202 ~~promptly notify the Corporation will not relieve the Corporation~~
203 ~~from any liability that it may have to the trustee, officer,~~
204 ~~employee or agent hereunder, except to the extent the~~
205 ~~Corporation is prejudiced in its defense of such claims as a result~~
206 ~~of such failure. Unless otherwise requested by the Board of~~
207 ~~Trustees, written notification shall not be necessary if the trustee,~~
208 ~~officer, employee or agent informs a majority of the Board of~~
209 ~~Trustees of the commencement of any action, or, independent of~~
210 ~~such notification by the trustee, officer, employee or agent, a~~
211 ~~majority of the Board of Trustees has reason to believe such~~
212 ~~action has been initiated or threatened. With respect to any such~~
213 ~~action, suit or proceeding as to which the trustee, officer,~~
214 ~~employee or agent notified, or is deemed to have notified, the~~
215 ~~Corporation of the commencement thereof, the following shall~~
216 ~~apply:~~

217 ~~(i) The Corporation will be entitled to participate~~
218 ~~therein at its own expense.~~

219 ~~(ii) Except as otherwise provided below, to the extent~~
220 ~~that it may wish, the Corporation, jointly with any~~
221 ~~other indemnifying party similarly notified, will be~~
222 ~~entitled to assume the defense thereof with~~
223 ~~counsel reasonable satisfactory to the trustee,~~
224 ~~officer, employee or agent. After notice from the~~
225 ~~Corporation to the trustee, officer, employee or~~
226 ~~agent of its election so to assume the defense~~
227 ~~thereof, the Corporation will not be liable to the~~
228 ~~trustee, officer, employee or agent for any legal or~~
229 ~~other expenses subsequently incurred by the~~

230 trustee, officer, employee or agent in connection
231 with the defense thereof, other than reasonable
232 costs of investigation or unless: (x) the employment
233 of separate counsel by the trustee, officer,
234 employee or agent has been authorized by the
235 Corporation; (y) the trustee, officer, employee or
236 agent reasonably concludes that there may be a
237 conflict of interest between the Corporation and
238 the trustee, officer, employee or agent in the
239 conduct of the defense of such action and that
240 such conflict may lead to exposure for the trustee,
241 officer, employee or agent not otherwise
242 indemnifiable, and the trustee, officer, employee
243 or agent notifies the Corporation of Such
244 conclusion and decision to employ separate
245 counsel; or (z) the Corporation fails to employ
246 counsel to assume the defense of such action. The
247 Corporation shall not be entitled to assume the
248 defense of any action, suit or proceeding brought
249 by or on behalf of the Corporation or as to which
250 the trustee, officer, employee or agent reasonably
251 makes the conclusion provided for in subsection (y)
252 hereinabove.

253 (iii) ~~The Corporation shall not be liable to indemnify the~~
254 ~~trustee, officer, employee or agent for any amount~~
255 ~~paid in settlement of any action or claim affected~~
256 ~~without its written consent. The Corporation shall~~
257 ~~not settle any action or claim in any manner which~~
258 ~~would impose any penalty or limitation on the~~
259 ~~trustee, officer, employee or agent without the~~
260 ~~written consent of the trustee, officer, employee or~~
261 ~~agent. Neither the Corporation nor the trustee,~~
262 ~~officer, employee or agent will unreasonably~~
263 ~~withhold their consent to any proposed~~
264 ~~settlement.~~

265 f. ~~Not exclusive.~~ The indemnification provided by this Section 6
266 shall not be deemed exclusive of any other rights to which those
267 seeking indemnification may be entitled under the Articles of

268 incorporation, as amended from time to time, or any agreement,
269 vote of commissioner or disinterested directors or otherwise,
270 both as to action in an official capacity and as to action in another
271 capacity while holding such office, and shall continue as to a
272 person who has ceased to be a trustee or officer and shall inure to
273 the benefit of the heirs, executors and administrators of such
274 person.

275 ~~g. Further Indemnity. The Corporation shall have the power to give~~
276 ~~any further indemnity, in addition to the indemnity authorized or~~
277 ~~contemplated under this Section 6 to any person who is or was a~~
278 ~~trustee, officer, employee or agent or to any person who is or was~~
279 ~~serving at the request of the Corporation as a trustee, officer,~~
280 ~~employee or agent of another corporation, partnership, joint~~
281 ~~venture, trust or other enterprise; provided, that no such~~
282 ~~indemnity shall indemnify any person from or on account of such~~
283 ~~person's conduct which was finally adjudged to have been~~
284 ~~knowingly fraudulent, deliberately dishonest or willful~~
285 ~~misconduct, or if it is determined by a final judgment or other~~
286 ~~final adjudication by a court of competent jurisdiction considering~~
287 ~~the question of indemnification that such indemnification is or~~
288 ~~would be in violation of applicable law. The Corporation may~~
289 ~~enter into indemnification agreements with each trustee and~~
290 ~~officer of the Corporation whom the Board of Trustees authorizes~~
291 ~~by vote of a majority of a quorum of disinterested trustees.~~

292 ~~h. Insurance. The Corporation may purchase and maintain insurance~~
293 ~~on behalf of any person who is or was a trustee, officer, employee~~
294 ~~or agent of the Corporation or is or was serving at the request of~~
295 ~~the Corporation as a trustee, officer, employee or agent of~~
296 ~~another corporation, partnership, joint venture, trust or other~~
297 ~~enterprise against any liability asserted against such person and~~
298 ~~incurred by such person in any such capacity, or arising out of~~
299 ~~such person's status as such, whether or not the Corporation~~
300 ~~would have the power to indemnify such person against such~~
301 ~~liability under the provisions of this Section 6. When, and if, the~~
302 ~~Corporation obtains such insurance coverage, the Corporation~~
303 ~~shall not be required to maintain such insurance coverage in~~
304 ~~effect; provided, however, that the Corporation notifies the~~
305 ~~covered person in writing within five business days of the making~~

306 ~~of the decision to not renew or replace such insurance policy. The~~
307 ~~maintenance of such insurance shall not diminish, relieve or~~
308 ~~replace the Corporation's liability for indemnification under the~~
309 ~~provisions hereof. A claim for reimbursement hereunder, shall not~~
310 ~~be denied on the basis that such amount may or will be covered~~
311 ~~by such insurance policy, if such payments from the insurance~~
312 ~~company will not be made to the covered person within ten~~
313 ~~business days of the claim for reimbursement.~~

314 i. ~~Definitions.~~

315 (i) ~~For the purpose of this Section 6, references to "the~~
316 ~~Corporation" include all constituent corporations~~
317 ~~absorbed in a consolidation or merger as well as the~~
318 ~~resulting or surviving corporation, so that any person who~~
319 ~~is or was a trustee or officer of such a constituent~~
320 ~~corporation or is or was serving at the request of such~~
321 ~~constituent corporation as a trustee or officer of another~~
322 ~~corporation, partnership, joint venture, trust or other~~
323 ~~enterprise shall stand in the same position under the~~
324 ~~provisions of this Section 6, with respect to the resulting or~~
325 ~~surviving corporation, if such person had served the~~
326 ~~resulting or surviving corporation in the same capacity.~~

327 (ii) ~~For purposes of this Section 6, the following definitions~~
328 ~~shall apply:~~

329

330 ~~The term "other enterprise" shall include employee~~
331 ~~benefit plans.~~

332

333 ~~The term "fines" shall include any excise taxes assessed on~~
334 ~~a person with respect to any employee benefit plans.~~

335

336 ~~The term "serving at the request of the Corporation" shall~~
337 ~~include any service as a trustee or officer of the~~
338 ~~Corporation which imposes duties on, or involves services~~
339 ~~by, such trustee or officer with respect to an employee~~
340 ~~benefit plan, its participants or beneficiaries. Such term~~
341 ~~shall also include any service, whether as a volunteer or~~
342 ~~otherwise, as a member of a committee, task force,~~
343 ~~commission or other similar group created by action of~~
344 ~~The Synod of the Trinity (the ecclesiastical body), or by its~~
345 ~~Governing Commission or of any subgroup created by any~~
346 ~~such committee, task force or commission; and shall also~~
347 ~~include actions or statements by any voting member of~~

348 ~~The Synod of the Trinity as a part of his or her function as~~
 349 ~~such voting member at any meeting of The Synod of the~~
 350 ~~Trinity.~~

351
 352 ~~———— A person who acted in good faith and in a manner~~
 353 ~~such person reasonably believed to be in the interest of~~
 354 ~~the participants and beneficiaries of an employee benefit~~
 355 ~~plan shall be deemed to have acted in a manner “not~~
 356 ~~opposed to the best interests of the Corporation” as~~
 357 ~~referred to in The General and Business Corporation Law~~
 358 ~~of Pennsylvania, as amended.~~

359
 360 SECTION 1. LIMITATION ON COMMISSIONER LIABILITY. A
 361 Commissioner is considered a “Director” as defined under the
 362 Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. § 5103.
 363 Commissioners shall not be personally liable, as a Commissioner, for
 364 monetary damages for any action taken, or any failure to take action,
 365 unless:

- 366 (i) the Commissioner has breached or failed to perform the
- 367 duties of his or her office under 15 Pa. C.S.A. § 5713, as
- 368 amended from time to time, or any successor provision,
- 369 and,
- 370 (ii) the breach or failure constitutes self-dealing, willful
- 371 misconduct or recklessness. This provision shall not apply
- 372 to the responsibility or liability of a Commissioner
- 373 pursuant to any criminal statute or the liability of a
- 374 Commissioner for payment of taxes pursuant to local,
- 375 state or federal law.

376
 377 SECTION 2. INDEMNIFICATION. Any persons who are or were a
 378 Commissioner, Trustee, Officer, leader, employee, agent, committee
 379 member or volunteer of the Synod of the Trinity (each an “Indemnified
 380 Party”), and who was or is a party or is threatened to be made a party to
 381 any threatened, pending or completed action or proceeding, whether
 382 civil, criminal, administrative or investigative, by reason of the fact the he
 383 or she is or was a representative of the Synod, or is or was serving at the
 384 request of the Synod as a representative of another domestic or foreign
 385 corporation for profit or not-for-profit, partnership, joint venture, trust or
 386 other enterprise, may submit a request to the Synod Commissioners to
 387 be indemnified against expenses, including attorneys’ fees, judgments,
 388 fines and amounts paid in settlement actually and reasonably incurred by
 389 him or her in connection with the action or proceeding, and not
 390 otherwise covered by the Synod’s insurance policy.

391 SECTION 3. ELIGIBILITY. To be eligible for indemnification, the
 392 Indemnified Party must have acted in good faith and in a manner he or
 393 she reasonably believed to be in, or not opposed to, the best interests of
 394 the Synod and, with respect to any criminal proceeding, had no
 395 reasonable cause to believe his or her conduct was unlawful.
 396 Indemnification shall not be made in any case where the act or
 397 failure to act giving rise to the claim for indemnification is determined by
 398 a court to have constituted willful misconduct or recklessness.

399
 400 SECTION 4. INDEMNIFICATION DECISIONS. All indemnification requests
 401 made pursuant to Section 2 herein, shall be submitted to the Synod
 402 Commissioners. The decision to grant or deny, in full or in part,
 403 indemnification shall be decided by a majority vote of the disinterested
 404 Commissioners, except when indemnification is required under 15 Pa.C.S.
 405 § 5743(a). All decisions on indemnification requests shall be final.

406
 407 SECTION 5. INSURANCE. The Synod shall have the power to purchase and
 408 maintain liability insurance on behalf of any and all Indemnified Parties
 409 for the purpose of protecting an Indemnified Party from covered loss
 410 resulting in liability asserted in connection with his or her activities on
 411 behalf of the Synod.

412
 413 7. Custody of Securities.

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

419
 420 8. Sale, Lease and Mortgaging of Real Estate.

421 The membership of the corporation shall have the power, with or
 422 without action by the Board of Trustees, to authorize the sale, lease
 423 and/or mortgaging of any real estate or interest in real estate owned by
 424 the corporation; provided, however, that this provision shall not apply to
 425 the sale, lease, exchange, mortgage, pledge or other disposition of all, or
 426 substantially all, the property and assets of the corporation. The sale,
 427 lease and/or mortgaging of any interest in real estate owned by the
 428 corporation which does not constitute substantially all of the property
 429 and assets of the corporation may be authorized at any duly called
 430 meeting of the membership at which a quorum is present, by vote of a
 431 majority of those present and larger affirmative vote. The sale, lease,

- 432 exchange, mortgage, pledge or other disposition of all, or substantially
 433 all, the property and assets of the corporation shall be made only as
 434 prescribed in applicable state law.
- 435
- 436 9. Corporation Seal.
 437 The corporation shall be entitled to adopt a corporate seal in a manner
 438 and form to be prescribed by the Board of Trustees.
- 439
- 440 10. Subordination.
 441 The Articles of Incorporation and the By-Laws of the corporation shall at
 442 all times and in every manner and form be subordinated to the Form of
 443 Government as set forth in the Constitution, Part 2 (*Book of Order*) of the
 444 Presbyterian Church (U.S.A.).
- 445
- 446 11. Hierarchy of Governing Authorities
 447 Scripture
 448 The Constitution of the Presbyterian Church (U.S.A.)
 449 Part One: Book of Confessions
 450 Part Two: Book of Order
 451 Federal and State Law
 452 Articles of Incorporation of the Synod of the Trinity
 453 Bylaws of the Synod of the Trinity
 454 Policy Governance Manual of the Synod of the Trinity
 455 Robert’s Rules of Order Newly Revised, most recent edition
 456 Standing Rules of the Synod of the Trinity
- 457
- 458 12. Amendment of the By-Laws.
 459 These By-Laws may be altered, amended or repealed and new By-Laws
 460 may be adopted by a two-thirds vote of the membership present at any
 461 regular meeting of the corporation.