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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.

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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.

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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.

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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.
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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.

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

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

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

SECTION 3. ELIGIBILITY. To be eligible for indemnification, the Indemnified Party must have 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. Indemnification shall not be made in any case where the act or

159 failure to act giving rise to the claim for indemnification is determined by
160 a court to have constituted willful misconduct or recklessness.

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162 SECTION 4. INDEMNIFICATION DECISIONS. All indemnification requests
163 made pursuant to Section 2 herein, shall be submitted to the Synod
164 Commissioners. The decision to grant or deny, in full or in part,
165 indemnification shall be decided by a majority vote of the disinterested
166 Commissioners, except when indemnification is required under 15 Pa.C.S.
167 § 5743(a). All decisions on indemnification requests shall be final.

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169 SECTION 5. INSURANCE. The Synod shall have the power to purchase and
170 maintain liability insurance on behalf of any and all Indemnified Parties
171 for the purpose of protecting an Indemnified Party from covered loss
172 resulting in liability asserted in connection with his or her activities on
173 behalf of the Synod.

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175 6. Custody of Securities.

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

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182 7. Sale, Lease and Mortgaging of Real Estate.

183 The membership of the corporation shall have the power, with or
184 without action by the Board of Trustees, to authorize the sale, lease
185 and/or mortgaging of any real estate or interest in real estate owned by
186 the corporation; provided, however, that this provision shall not apply to
187 the sale, lease, exchange, mortgage, pledge or other disposition of all, or
188 substantially all, the property and assets of the corporation. The sale,
189 lease and/or mortgaging of any interest in real estate owned by the
190 corporation which does not constitute substantially all of the property
191 and assets of the corporation may be authorized at any duly called
192 meeting of the membership at which a quorum is present, by vote of a
193 majority of those present and larger affirmative vote. The sale, lease,
194 exchange, mortgage, pledge or other disposition of all, or substantially
195 all, the property and assets of the corporation shall be made only as
196 prescribed in applicable state law.

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198 8. Corporation Seal.

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

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202 9. Subordination.

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

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208 10. Hierarchy of Governing Authorities

209 Scripture

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

211 Part One: Book of Confessions

212 Part Two: Book of Order

213 Federal and State Law

214 Articles of Incorporation of the Synod of the Trinity

215 Bylaws of the Synod of the Trinity

216 Policy Governance Manual of the Synod of the Trinity

217 Robert’s Rules of Order Newly Revised, most recent edition

218 Standing Rules of the Synod of the Trinity

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220 11. Amendment of the By-Laws.

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