

**BYLAWS
of
EASTMINSTER PRESBYTERIAN CHURCH
YORK, PENNSYLVANIA**

PREAMBLE

The Eastminster Presbyterian Church ("EPC"), York, PA, being a particular congregation of the Presbyterian Church (U.S.A.) ("PC (USA)"), recognizes that the Constitution of said church, is, in all of its provisions, obligatory upon it and all of its members. Within the PC(USA), *EPC* is a member of the Presbytery of Donegal and the Synod of the Trinity

**ARTICLE I
MEMBERSHIP**

The membership of the *EPC* shall be established by the session of the church as defined by the Constitution of the PC (USA) in G-1.0304.

**ARTICLE II
BOARDS**

SECTION 1. GENERAL

Meetings of the Boards of the EPC shall be conducted in accordance with the Constitution of the PC (USA) so far as they apply, and when they do not apply, according to Roberts' Rules of Order. The Boards of EPC shall consist of Session, Deacons, Trustees, and Pre School.

SECTION 2. OPENING AND CLOSING

All meetings shall be opened and closed with prayer.

SECTION 3. RULING ELDERS

In accordance with the Book of Order, the Session has ultimate authority over the life of EPC. All other Boards and committees fall under and are subject to the authority of Session. The general requirements for elder are described in section G-2.03 and G-2.04 of the Book of Order.

The session shall be composed of at least nine (9) elders and no more than eighteen (18) elders in active service as determined by the session, divided into three (3) approximately equal classes, with each class elected to a term of three (3) years, each term beginning September 1 and ending August 31 as directed by session. A term may be shorter than three years when it is necessary to elect an elder to fill a vacancy. No elder shall be elected for a term of more than three years, nor will an elder serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for re-election to the same board for a period of at least one year. The duties and responsibilities of the session and elders not in active service are as provided in the Constitution of the PC (USA).

Session shall hold monthly meeting unless otherwise agreed upon. Meeting are to be held the third Monday at 7:00 PM. Session meeting are open to all members of the congregation. If a member desires to address Session, that request must be submitted to the Clerk at least three days in advance of the meeting. Special meetings of the Session may be called by the moderator, Presbytery, or upon the request from two members of the Session. Advance notice of special Session meeting must be made to all participants three (3) days in advance.

Elder responsibilities shall be determined and voted upon annually. The Clerk shall be chosen from the elders currently serving.

SECTION 4. MODERATOR OF SESSION

The moderator of the Session shall be the pastor or such other persons as may be designated in accordance with *the Constitution of the Presbyterian Church (USA)*.

The moderator of the Session, or his or her designee, shall preside at all meetings of the Session. However, the Clerk may, in the absence of the moderator, preside at meetings of the members of the Session when recommended by the moderator and approved by the Session.

When the church is without a pastor, the moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the moderator of the Session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of the presbytery to preside. When this is not expedient, and when both the pastor or the moderator and the Session concur, the Clerk of the Session may be invited to preside.

SECTION 5. DEACONS

The general requirements for deacon are described in section G-2.02 of the Book of Order.

The Board of Deacons shall be composed of at least nine (9) deacons and no more than eighteen (18) deacons in active service, divided into three (3) equal classes with each class elected to a term of three (3) years, each term beginning September 1 and ending August 31. A term may be shorter than three years when it is necessary to elect a deacon to fill a vacancy. No deacon shall be elected for a term of more than three years, nor shall a deacon serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for re-election to the same board for a period of at least one year. The duties and responsibilities of deacons, both in and out of active service are as provided in the Constitution of the PC (USA).

The Board of Deacons shall hold stated monthly meetings at such time and place as it shall prescribe. The Board of Deacons shall elect a moderator and a secretary from among its members. The secretary shall keep a record of the board's proceedings. The pastor will serve the Board of Deacons in an advisory capacity. Special meetings of the Board of Deacons may be called by the moderator, or by the Session. In addition, upon the request of two members of the Board of Deacons, the moderator shall call a special meeting.

The responsibilities of the Board of Deacons shall be developed by the Board of Deacons in accordance with the Book of Order and the needs of Eastminster, approved by Session, and reviewed annually.

The records of the Board of Deacons shall be submitted annually to the Session, and a joint meeting of the Board of Deacons and Session will be held each year.

SECTION 6. TRUSTEES

The general requirements for trustees are described in section G-4.01 of the Book of Order.

The Board of Trustees shall be composed of at least six (6) trustees and no more than nine (9) trustees. The trustees shall represent the corporate body of the church in matters of civil law and procedure as defined by the laws of the Commonwealth of Pennsylvania and to assume such other duties as may be assigned by the Session.

The trustees shall be composed of at least six (6) trustees, divided into three (3) approximately equal classes elected to a term of three (3) years, each term beginning September 1 and ending August 31. A term may be shorter than three years when it is necessary to elect a trustee to fill a vacancy. No trustee shall be elected for a term of more than three years, nor shall a trustee serve for consecutive terms, either full or partial, aggregating more than six years. A trustee having served a total of six years shall be ineligible for re-election to the same board for a period of at least one year.

The trustees shall elect from their board a president and a vice president. The President shall also be elected by the corporation at its annual meeting. The Secretary of the corporation, who will be the Clerk of Session, shall be elected at the annual corporation meeting. The President and Secretary shall be the designated signatories on all legal documents, acting under the authority of the Session.

The Trustees shall hold stated monthly meetings at such time and place as it shall prescribe. The pastor will serve the Board of Deacons in an advisory capacity.

Special meetings of the Trustees may be called by the President, or by the Session. In addition, upon the request of two members of the Trustees, the President shall call a special meeting.

The responsibilities of the Board of Trustees shall be developed by the Board of Trustees in accordance with the Book of Order and the needs of Eastminster, approved by Session, and reviewed annually.

The records of the Board of Trustees shall be submitted annually to the Session, and a joint meeting of the Board of Trustees and Session will be held each year.

The Trustees, with assistance from the Stewardship Committee and Treasurer, shall prepare an annual budget of revenues and expense and submit this budget to the Session for approval. Upon approval by the Session the budget shall be presented at the Annual Meeting of the Congregation and Corporation.

SECTION 7. PRE SCHOOL BOARD

The Pre School Board has responsibility for the operation of the Eastminster Pre School, which is a separate 501(c) 3 corporation.

The Pre School Board shall be composed of at least six (6) members and no more than nine (9) members, divided into three (3) approximately equal classes elected to a term of three (3) years, each term beginning September 1 and ending August 31. A term may be shorter than three years when it is necessary to elect a trustee to fill a vacancy. No member shall be elected for a term of more than three years, nor shall a trustee serve for consecutive terms, either full or partial, aggregating more than six years. A member having served a total of six years shall be ineligible for re-election to the same board for a period of at least one year.

The Pre School Board shall hold stated monthly meetings at such time and place as it shall prescribe. The Pre School Board shall elect a President, Secretary, and Treasurer from among its members. The secretary shall keep a record of the board's proceedings. The pastor will serve the Pre School Board in an advisory capacity. Special meetings of the Pre School Board may be called by the President, or by the Session. In addition, upon the request of two members of the Pre School Board, the President shall call a special meeting.

The responsibilities of the Pre School Board shall be developed by the Pre School Board in accordance with the needs of Eastminster, approved by Session, and reviewed annually.

The records of the Pre School Board shall be submitted annually to the Session, and a joint meeting of the Pre School Board and Session will be held each year.

SECTION 8. QUORUM

A quorum shall consist of the moderator of the board and one-half (1/2) of the members of that board as provided by the Constitution of the PC (USA).

SECTION 9. VACANCIES

Vacancies on any Board may be filled at a Special Meeting of the Congregation or at the Annual Congregational Meeting, as the session may determine.

SECTION 10. TRAINING AND ORDINATION

Training for all officers shall be handled in accordance with the Book of Order section G-2.0402. That states: "When persons have been elected to the ordained ministry of ruling elder or deacon, the session shall provide a period of study and preparation, after which the session shall examine them as to their personal faith; knowledge of the doctrine, government, and discipline contained in the Constitution of the church; and duties of the ministry. The session shall also confer with them as to their willingness to undertake the ministry appropriate to the order. If the examination is approved, the session shall approve a day for the service of ordination and installation." It is the intention of Eastminster that all officers, including trustees and Pre School members, follow this procedure.

ARTICLE III NOMINATING COMMITTEE

SECTION 1. COMPOSITION

Nominations shall be made by a representative nominating committee of active members of the church. The committee shall itself include both women and men, giving fair representation to persons of all age groups, of all racial ethnic members, and of persons with disabilities who are members of that congregation. One member of this committee shall be an elder designated by the session, who shall be currently serving on the session. At least one member of this committee shall be designated by and from the board of deacons, if the church has deacons. At least one member of this committee shall be designated by and from the board of trustees, if the church has a board of trustees. At least one member of this committee shall be designated by and from the Pre School Board, if the church has a Pre School Board. Other members of the committee, in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be chosen by the congregation or by such organizations within the church as the congregation may designate, none of whom may be in active service on

the session Board of Deacons, Board of Trustees, or Pre School Board. The pastor shall be a member of this committee, serving ex officio and without vote. The moderator of the committee shall be determined by the committee.

This formula produces a committee comprised of a minimum of nine members plus the pastor.

The nominating committee shall be elected by the congregation annually and no member of the committee shall serve more than three years consecutively.

SECTION 2. DUTIES

The nominating committee will bring to a special meeting of the congregation held in accordance with Article VI, Section 4(b) (and to any other special or annual congregational meeting as directed by the session) a single slate of active members for all offices that will be vacant.

ARTICLE IV FINANCE AND AUDIT

SECTION 1. CHURCH TREASURER

As provided in the Constitution of the PC (USA), the church treasurer shall be elected annually by the Session, and his or her work shall be supervised by the Board of Trustees. There is no limit as to the number of consecutive terms the Treasurer may serve.

SECTION 2. AUDITING

An annual audit and/or review of all funds, records, and reports of the church and its organizations and societies shall be performed in accordance with the rules of the Constitution of the PC (USA) as it now exists or is hereafter amended.

ARTICLE V CONGREGATIONAL / CORPORATE MEETINGS

SECTION 1. DATE AND NOTICE.

The Annual Congregational Meeting and the Annual Meeting of the Corporation shall be held in the first quarter of each year at a time and date to be designated by the session, but if not otherwise designated, will be held on the last Sunday of January, for the transaction of any business properly coming before such meeting. Notice shall be given of this from the pulpit on the two successive Sundays preceding and notice shall be posted boarding a prominent location of the church, and all members shall be contacted by mail via the monthly church newsletter.

SECTION 2. OFFICERS

- (A) The moderator of the Congregational meeting shall be the pastor, or in his/her absence, a substitute as provided in the Constitution of the PC (USA).
- (B) The clerk of the Congregational meeting shall be the clerk of session, or in his/her absence, someone appointed by the session for this purpose.
- (C) Ten percent, or a minimum of twenty-five (25), whichever is greater, of the active members shall constitute a quorum for the transaction of business at all Congregational meetings.
- (D) Election may be by written ballot, or voice, or by standing for count, or by show of hands.

SECTION 3. CONGREGATIONAL/CORPORATION MEETING

The Annual Meeting of the Corporation shall be held at the same time and place as the Annual Congregational Meeting and shall run concurrently with said Annual Congregational Meeting.
The moderator of the Corporate meeting shall be the President of the Board of Trustees, or in his/her absence someone appointed by the Board of Trustees for this purpose
The secretary for the Corporate meeting shall be the Clerk of Session, or in his/her absence someone appointed by the session for this purpose
Ten percent, or a minimum of twenty-five (25), whichever is greater, of the active members shall constitute a quorum for the transaction of business at all Corporate meetings.
The President and Secretary are to be elected annually by the members of the Corporation.

SECTION 4. SPECIAL MEETINGS

- (A) Special meetings of the congregation or corporation may be called by the Session, as provided by the Constitution of the PC (USA), by giving public notice thereof from the pulpit of the church on two successive Sundays next preceding such meeting. No other call or notice need be given. At such meetings, no business shall be transacted except as specified in the call for business.
- (B) A Special Congregational Meeting for the election of officers, and other such matters which may be stated in the call, shall be held each year on any Sunday in October or November.

SECTION 5. ELIGIBLE VOTERS.

All active members, irrespective of age, are eligible to vote on congregational matters or of age 21 or greater are eligible to vote on corporate matters which are the responsibility of the congregation. Voting by proxy is not permitted.

ARTICLE VI AMENDMENTS

SECTION 1.

These bylaws may be amended subject to the charter of the corporation, the laws of the State of Pennsylvania, and the Constitution of the PC (USA) at any Annual Meeting or at any Special Meeting by a two-thirds (2/3) vote of the voters present, provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

SECTION 2.

The bylaws or the charter of this corporation may not be amended contrary to, or so as not to include, the provisions of the Constitution of the PC (USA).

SECTION 3.

All amendments to these bylaws take effect immediately upon their adoption as provided herein.

ARTICLE VII INDEMNIFICATION

1. General rule. A director, elder, officer, deacon or moderator of this Corporation shall not be personally liable for, and the Corporation shall indemnify and save harmless such person from, monetary damages as such for any action taken, or any failure to take any action, and the Corporation shall reimburse such person for all legal and other expenses, reasonably incurred by him or her in defense thereof, unless:

- a) such person has breached or failed to perform the duties of his or her office under Section 8363 of the Judicial Code of Pennsylvania (relating to standard of care and justifiable reliance); and
- b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

2. Exception. The provisions of this section shall not apply to:

- a) the responsibility or liability of a director, elder, officer, deacon or moderator pursuant to any criminal statute; or
- b) the liability of such person for the payment of taxes pursuant to local, State or Federal law.

ARTICLE VIII ENACTMENT

These bylaws, enacted by the Congregation at the Meeting of the Congregation held on January 27, 2013, shall supersede all previous bylaws and amendments thereto, which are hereby annulled.

John C. Hynd
Clerk of Session
Secretary of the Corporation