

Bylaws of the Congregation of the College Hill Presbyterian Church

I. Statement of Mission

Our mission is to gather in the name of Jesus Christ to provide a vital Christian experience

that will promote the spiritual growth of our members.

As a congregation, we are committed to four primary practices of Christianity as expressions of our reformed faith:

- Inspiring worship
- Christian education for all ages
- Putting God's word into action through mission outreach
- Binding our lives through fellowship

(Originally adopted 1998; revised 2012)

II. Relation to the Presbyterian Church (U.S.A.)

The College Hill Presbyterian Church is a member church of the Presbytery of Lehigh in the Synod of the Trinity of the Presbyterian Church (U.S.A.).

III. Governance of the Church

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that Constitution, these bylaws shall provide specific guidance for this church. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance except when it is in contradiction to the constitution.

IV. Meetings of the Church

There shall be an annual meeting of the congregation in the church building between January 1st and the 2nd Sunday of February, at which at least the following business shall be presented: ~~changes in the terms of call for the pastor(s)~~, annual reports from organizations, the deacons, and the session (information only), financial report for the preceding year (information only), budget for the current year (information only), and any other business properly coming before the congregation.

A congregational meeting shall be held annually in the month of November for the purpose of approving changes in the Terms of Call for the Pastor(s), electing church officers (members of Session, Deacons, and Trustees) as well as the congregation's representatives on the nominating committee.

Special meetings may be called by the sSession. Such a call shall state clearly the purpose of such special meeting, and business shall be restricted to that which is specified in the call.

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All meetings of the congregation shall be opened and closed with prayer.

V. Notice of Meetings

Public notice of meetings of the congregation shall be given in printed and verbal form on at least two successive Sundays prior to the meeting. When the meeting is called for the purpose of electing a pPastor, the notice shall be given in printed and verbal form at least ten days in advance, which shall include two successive Sundays.

VI. Moderator

The pPastor shall moderate the meetings of the congregation. If there are co-pPastors, they shall alternately preside at meetings. When the church is without a pPastor, the moderator appointed by the pPresbytery shall preside. If it is impractical for the pPastor or the moderator of the sSession appointed by the pPresbytery to preside, he or she shall invite, with the concurrence of the sSession, another minister of the pPresbytery to preside. When this is not expedient, and when both the pPastor or the moderator and the sSession concur, a member of the sSession may be invited to preside.

VII. Secretary

The eClerk of sSession shall serve as secretary. If the eClerk is not present or is unable to serve, the congregation shall elect a secretary.

VIII. Minutes of the Meeting

If the congregation does not approve the minutes of a congregational meeting before adjournment, the sSession shall read, correct, and approve the minutes of that congregational meeting at its next scheduled meeting and shall enter them into the permanent record. At the next meeting of the congregation, the cClerk shall have the minutes available and shall report the sSession's action. The congregation may ask to have them read and may make additions or corrections by vote. The minutes of each meeting of the congregation shall be attested by the moderator and the secretary and shall be entered in the minute book of the sSession.

IX. ~~Quorum for the~~Conduct of Meetings

The quorum of a meeting of the congregation shall be the moderator, the secretary, and no fewer than one tenth of the active members of the congregation. The secretary shall determine that a quorum is present. Only active members may vote, regardless of age.

Quorums for Session, and Board of Deacons meetings are noted in following sections.

Voting by proxy is not allowed for any meetings. However, under the Book of Order (G 1.0501) in accordance with the most recent edition of Robert's Rules of Order Newly Revised, the congregation and its committees may meet electronically provided that the technology employed allows for all members present to hear and be heard simultaneously. This includes joining one or more persons electronically to an otherwise in-person meeting.

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X. Incorporation

In accordance with the laws of the Commonwealth of Pennsylvania, the congregation shall cause a corporation to be formed. Only members on the active roll shall be members of the corporation.

There shall be an annual meeting of the corporation in the church building between January 1st and the 2nd Sunday of February.

A ~~b~~B~~o~~ard of ~~t~~T~~r~~ustees shall be elected to govern the corporation. The congregation shall elect nine trustees divided into three equal classes, one class of whom shall be elected each year for a three-year term. No trustee shall serve for consecutive terms, either full or partial, aggregating more than six years. A trustee having served two full consecutive terms shall be ineligible for reelection to the ~~b~~B~~o~~ard of ~~t~~T~~r~~ustees for a period of at least one year.

The ~~b~~B~~o~~ard of ~~t~~T~~r~~ustees, at its first meeting following the installation of new officers, shall elect a president (who also serves as the president of the corporation) and a secretary from among its members and shall form such committees as necessary to carry out its work.

XI. Nominating Committee

The congregation shall form a nominating committee in the following manner:

- (1) There shall be nine members on the nominating committee.
- (2) Two of the members shall be elders currently serving on and designated by the ~~s~~S~~e~~ssion, one of whom shall serve as moderator of the committee.
- (3) One of the members shall be designated by and from the ~~b~~B~~o~~ard of ~~d~~D~~e~~acons.
- (4) One of the members shall be designated by and from the ~~b~~B~~o~~ard of ~~t~~T~~r~~ustees.
- (5) Five of the members, not persons currently serving on any board of the congregation, shall be nominated and elected at the November special meeting.
- (6) Members of the committee shall be elected annually, and no member shall serve more than three years consecutively.
- (7) The ~~p~~P~~a~~stor shall be a member ex-officio and without vote.

The nominating committee shall bring to the congregation nominations only for the number of positions to be filled. Additional nominations of qualified persons may be made from the floor by an eligible voter.

XII. Session

The congregation shall elect to the Session twelve elders divided into three equal classes, one class of whom shall be elected each year for a three-year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served two full consecutive terms shall be ineligible for reelection to the session for a period of at least one year.

The congregation may elect a thirteenth elder for a one-year term, said elder to be a confirmed member of the congregation under the age of 21. The youth elder shall have the same voting rights, privileges, and responsibilities as all elders. No youth elder shall serve more than two consecutive one-year terms. If, in any year, the Nominating Committee cannot find a suitable candidate, the position shall be left vacant.

The sSession, at its first meeting following the installation of new officers, shall elect an elder to serve as clerk and shall form such committees as necessary to carry out its work. At that same meeting, the sSession shall elect a church treasurer for a one-year term.

The quorum for the sSession shall be the pPastor or other presiding officer and one third of the elders.

XIII. Deacons

The congregation shall elect eighteen eDeacons divided into three equal classes, one class of whom shall be elected each year for a three-year term. No eDeacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A eDeacon having served two full consecutive terms shall be ineligible for reelection to the bBoard of eDeacons for a period of at least one year.

The bBoard of eDeacons, at its first meeting following the installation of new officers, shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.

The pPastor shall be an advisory member of the bBoard of dDeacons. A quorum for the bBoard of eDeacons shall be one third of the members, including the moderator.

XIV. Vacancies

Vacancies on the sSession, the bBoard of dDeacons, or the bBoard of tTrustees may be filled at a special meeting of the congregation or at the annual meeting, as the sSession may determine.

XV. Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Pennsylvania and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote of the voters present, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.

XVI. Indemnification

The corporation shall indemnify each person who is or was a trustee, director or officer of the corporation (said persons being hereinafter referred to collectively as "Covered Persons") in accordance with this Article XVI. All Covered Persons shall be indemnified by the corporation against all Damages that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (including those brought by or in the right of the corporation), as well as any appeals relating thereto, in which a Covered Person may become in any way involved by reason of being or having been a trustee, director or officer of the corporation. The indemnity provided by this Article XVI shall also extend to Damages incurred by any Covered Person by reason of any past or future action taken or not taken in his or her capacity as such trustee, director or officer, whether or not he or she continues to serve as such at the time such liability or expense is incurred. The corporation's obligation to indemnify any Covered Person is subject to the requirement that such Covered Person acted in good faith in what he or she reasonably believed to be the best interests of the corporation, and, in addition, in any criminal action or proceeding, the Covered Person had no reasonable cause to believe that his or her conduct was unlawful. As used in this Article XVI, the term "Damages" shall include, without limitation, all liability, damages, reasonable expenses, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by a Covered Person, other than amounts paid to the corporation itself. For purposes of this Article XVI, the corporation and church are considered to be one and the same, meaning College Hill Presbyterian Church of Easton Pa.

The termination of any claim, action, suit or proceeding by judgment, settlement, conviction or upon a plea of guilty or of nolo contendere, shall not create a presumption that a Covered Person did not meet the standards of conduct required by this Article XVI in order to receive indemnity from the corporation, except where there shall have been a judgment rendered specifically finding that the action or conduct of such Covered Person constituted willful misconduct or recklessness.

Any Covered Person who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in this Article XVI shall be entitled to indemnification as of right. Expenses incurred by a Covered Person with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Covered Person to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification under this Article XVI. The session shall have the authority to authorize the advancement of expenses incurred by a Covered Person.

The rights of indemnification provided in this Article XVI shall be in addition to any rights to which any Covered Person may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of all Covered Persons.

The corporation may, from time to time, indemnify persons other than Covered Persons if the corporation is authorized by applicable law to do so, and the person in question has met the applicable standard of conduct set forth in this Article XVI. The determination of whether the corporation will indemnify persons other than a Covered Person shall be made: (1) by the session by a majority vote of a quorum consisting of elders who were not parties to the action or proceeding; (2) if such vote is not obtainable for any reason and a majority of the disinterested members of the session so directs, by independent legal counsel in a written opinion; or (3) by the members at a duly constituted meeting.

Approved November ??????