

# **CORPORATE BYLAWS OF THE PRESBYTERY OF HUNTINGDON**

*(Adopted September 25, 2007)*

## **PREAMBLE**

The original Bylaws of the Presbytery of Huntingdon were written at the time that the Articles of Incorporation of the Presbytery of Huntingdon were filed in the office of the Prothonotary of the Court of Common Pleas in and for Huntingdon County, March 8, 1895. In order to accommodate certain changes that have naturally evolved, it is the desire of the Presbytery of Huntingdon to amend its Bylaws to conform to these changes and its Articles of Incorporation, as revised and filed September 23, 2003, the Bylaws to read as follows:

### **Article I**

#### **Purposes, Formation, Limitations, Powers and Duties, Property**

Section 1. **Purpose.** The purposes for which the Corporation is formed are as more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) and the Articles of Incorporation of the Presbytery of Huntingdon.

Section 2. **Formation.** The Corporation is formed by the Presbytery of Huntingdon pursuant to the Constitution of the Presbyterian Church (U.S.A.). The Presbytery of Huntingdon is a member presbytery of the Presbyterian Church (U.S.A.) in the Synod of the Trinity.

Section 3. **Authority.** In carrying out such purposes, the Trustees and the Corporation shall be under the authority of the Presbytery and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be and subject to the laws of the Commonwealth of Pennsylvania.

Section 4. **Limitation of Powers and Duties.** The powers and duties of the Corporation and its Trustees shall not infringe upon the powers and duties of the Presbytery.

Section 5. **Powers and Duties.** The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.) and the Articles of Incorporation of the Presbytery of Huntingdon:

- To receive, hold, encumber, manage, and transfer property, real or personal, for the church;
- To accept and execute deeds of title to such property;
- To hold and defend title to such property;
- To manage any permanent special funds for the furtherance of the purposes of the church.

In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the Corporation shall have all of the general powers of a non-profit religious corporation in the Commonwealth of Pennsylvania.

Section 6. **All Property Held in Trust.** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.).

### **Article II**

## Members

**Eligibility for Membership.** Only minister members of the Presbytery of Huntingdon on the rolls of active members and members-at-large and the duly elected commissioners attending a meeting of the Presbytery shall be permitted to vote at meetings of the corporation.

## Article III

### Trustees

Section 1. **Qualification; Election.** The directors of the Corporation are designated Trustees. The initial Board of Trustees shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the Board of Trustees shall be identical to the membership of the Administration Umbrella Team in active service. Election by the presbytery as a member of the Administration Umbrella Team shall constitute a person a Trustee of the Corporation .

Section 2. **Ex officio members:** The General Presbyter, the Stated Clerk and the Treasurer shall serve on the board ex officio and without vote.

Section 3. **Removal.** Termination for any cause of the active service of a person on the Administration Umbrella Team shall automatically terminate such person as a Trustee of the Corporation.

Section 4. **Power and Authority.** The Board of Trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; and may dismiss any appointive officer or agent of the Corporation without previous notice. The Board of Trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a trustee for the time being.

a. The Trustees shall report annually to the Corporation (1) the income and expenses for the previous fiscal year, (2) encumbrances owed, and (3) an exhibit of the real property, trust funds, investments and other assets of the Presbytery.

b. The books and accounts of the Trustees shall be open to the inspection of members of the Corporation, and Presbytery shall at all times have access thereto.

c. **Checks, Notes, Drafts, Etc.** The Board of Trustees shall prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall be authorized to make, sign, or endorse the same on behalf of the Corporation.

## Article IV

### Meetings of the Board of Trustees

Section 1. **Meetings and Procedures.** The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern.

Section 2. **Notices.** Notices of the time and place and, in case of special meeting, the purpose of every meeting of the Board of Trustees shall be in writing and shall be duly sent, mailed, emailed or otherwise delivered to each Trustee not less than seven (7) days before the meeting, provided that no notice of any regularly scheduled or adjourned meeting need be given.

Section 3. **Quorum.** A majority of the Trustees shall constitute a quorum for the transaction of business.

Section 4. **Special Meetings.** Special meetings may be held at any time upon the call of Presbytery, the President of the Trustees, or of not less than one-third of the Trustees then in office.

Section 5. **Executive Committee.** There shall be an Executive Committee composed of the Chairperson of Administration Umbrella Team, the Presbytery Moderator, and the designated member of the Administration Umbrella Team, along with the Stated Clerk ex officio without vote. The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the business of the Corporation between the meetings of the Board. The Board of Trustees may appoint such other committees, including therein persons who are not members of the Board of Trustees, as in the judgment of the Trustees will be helpful in carrying on the work of the Corporation.

Section 6. **Electronic Meetings:** Between scheduled meetings, at the discretion of the Executive Committee, the Administration Umbrella Team may meet via electronic means. Decisions taken by such means must be ratified by the Administration Umbrella Team at its next stated meeting.

## Article V

### Meeting of Members

Section 1. **Annual Meeting.** The annual meeting of the Corporation shall be held at the time and place of the stated spring meeting of the Presbytery. Corporate business may be conducted at any stated or called meeting of the Presbytery.

Section 2. **Special Meetings:** Special Corporate meetings may be called by the Trustees or the Presbytery. All such calls shall state clearly the purpose of such meeting, and no other matter save that specified in the call may be considered.

Section 3. **Procedural Requirements.** The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the presbytery and the provisions of the Constitution of the Presbyterian Church (U.S.A.). In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. Roberts Rules of Order (Newly Revised) shall be used for parliamentary guidance.

Section 4. **Presiding officer.** The President of the Board of Trustees or other member(s) of the Board designated by it shall convene meetings of the corporation and shall preside.

Section 5: **Quorum:** A quorum of the Corporation shall be any three minister members and the elder members present, provided that at least three churches are represented by elders.

Section 6. **Proxy Voting.** Voting by proxy is prohibited.

## Article VI

### Corporate Officers

Section 1. **Officers.** The President of the Corporation and Chairperson of the Board of Trustees shall be the Chairperson of the Administration Umbrella Team, as provided by the presbytery. The Stated Clerk shall serve as Secretary of the Corporation. The Presbytery Treasurer shall serve as Treasurer of the Corporation. The Board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation. The same person may hold any two offices except those of President and Secretary.

Section 2. **Term.** The term of office shall be as determined by the Presbytery. The President of the Corporation shall be elected for a term co-terminus with his or her chairmanship of the Administration Umbrella Team. The Secretary shall be elected for a term co-terminus with his or her term as Stated Clerk. The Treasurer shall be elected for a term co-terminus with his or her employment as Administrative Treasurer of the Presbytery. Any and all other officers shall be elected for a term co-terminus with their election by Presbytery as members of the Administration Umbrella Team. The Secretary may be re-elected to additional terms co-terminus with his or her election by Presbytery as Stated Clerk, and the Treasurer may be re-elected to additional terms co-terminus with his or her employment by Presbytery as Administrative Treasurer.

Section 3. **Powers and Duties.** The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, as conferred by the Board of Trustees. No action taken by the officers shall infringe upon the authority of the presbytery and all actions shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.).

## Article VII

### Fiscal Year, Seal, Office

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be January 1 -December 31.

Section 2. **Seal.** The Board of Trustees shall provide a suitable corporate seal for use by the Corporation if deemed appropriate.

Section 3. **Office.** The principal office and mailing address of the Corporation is Presbytery of Huntingdon, 323 Main Street, Bellwood, PA, 16617, or as afterward determined by the Board of Trustees.

## Article VIII

### Amendments

These bylaws may be amended, subject to the laws of the Commonwealth of Pennsylvania and the Constitution of the Presbyterian Church (U.S.A.) at any stated meeting, or at any special meeting called for that purpose, of the Corporation, by a two-thirds vote of the members of the Corporation present, provided that a full copy of the proposed changes shall have been distributed in writing in connection with the call of the meeting. The bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

## Article IX

### **Indemnification of Trustees and Officers**

Each Trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonable incurred in connection with any action, suit or proceeding to which the Trustee or officer may be made a party by reason of being or having been a Trustee or officer of the Corporation (whether or not he or she continues to be a Trustee or officer at the time of incurring such expenses) except in relation to matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or officer may be entitled as a matter of law.

### **Article X**

#### **Dissolution**

If the Presbytery be formally dissolved by the General Assembly of the Presbyterian Church (U.S.A.), all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbyterian Church (U.S.A.), and shall be held, used and applied for such uses, purposes and trust as the Presbyterian Church (U.S.A.) may direct, limit and appoint, or such property may be sold or disposed of as the Presbyterian Church (U.S.A.) may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.).