

CORPORATION BYLAWS
of the
PARK ROAD PRESBYTERIAN CHURCH, WYOMISSING, PENNSYLVANIA

ARTICLE I. Name

The name of this religious corporation as recorded in its Articles of Incorporation is “Park Road Presbyterian Church, Wyomissing, Pa.,” hereinafter the “Church.”

ARTICLE II. Authority

1. The bylaws of this Church as a corporation shall always be subordinated to the Articles of Incorporation of the Park Road Presbyterian Church, Wyomissing, Pennsylvania; to the Constitution and laws of the Commonwealth of Pennsylvania; and to the *Polity and Discipline* of ECO: A Covenant Order of Evangelical Presbyterians (“ECO”), which serves as the governing constitution of ECO, or to the constitution or form of government of the Presbyterian or Reformed denomination with which this church may in future be principally affiliated as successor to, or instead of, ECO.

2. This corporation operates under the specific authority of the *Polity and Discipline* as updated February 1, 2013, but reserves the right to take exception to any subsequent amendments or changes to the *Polity and Discipline* or its succeeding governing documents.

3. Nothing contained in these bylaws shall be interpreted, construed or applied as creating any express or implied interest in the property of the Church for the benefit of any third party, such as any presbytery, synod or denomination, including but not limited to any trust for the benefit of any third party.

ARTICLE III. Meetings of the Corporation

1. The annual meeting of the corporation shall be held in the church edifice on a date in January in each year selected by the Session, provided that the Session may, if circumstances require, fix some other date.

2. Special meetings of the corporation may be called by the Session whenever they deem it advisable, or by the presbytery, and shall be called by the Session when requested in writing by one-fourth of the members of the corporation.

3. Notice of any annual or special meeting of the corporation shall be given by announcement in the bulletin or by e-mail or other suitable electronic means, and at the regular church service on the two Sundays immediately preceding the date of such meeting.

4. In the case of special meetings the announcement shall specify the business to be proposed, to which business the action of the meeting shall be confined.

5. At least 10 percent of the members of the corporation shall be required to constitute a quorum.

6. The moderator of the meeting shall be the teaching elder (senior pastor), except that if (1) the senior pastor and the Session agree that the circumstances require it, or (2) if the senior pastor is unable to attend, or (3) if the senior pastorate of the church is vacant, the meeting shall be presided over by the president of the corporation, and if the president be absent, by a sitting elder of the Session or by a minister of the same presbytery invited by the Session, as Session may determine; or if none such be present and so designated, by a moderator *pro tem* elected by the meeting.

7. The secretary of the Session and of the corporation, or in the secretary's absence someone appointed by the Session, or in the absence of both, a secretary *pro tem* elected by the meeting, shall be secretary of the meeting.

8. Meetings shall be conducted according to *Roberts Rules of Order, Newly Revised*, Glenview, Illinois: Scott, Foresman and Company, 1970; or such later edition of the same work as Session may determine.

ARTICLE IV. Members and Voting

1. All communicant members of the Church in good standing, made so by action of the Session after hearing testimony of their faith in Jesus Christ as Lord and Savior, and having been baptized, shall be deemed members of the corporation and shall be entitled to vote at any annual or special meeting.

2. Voting shall take place by a show of hands, provided that there shall be a written ballot at the request of one-third of the eligible voters present. In elections voting shall be by written ballot, unless the number of nominees equals the number to be elected, in which case this rule may be suspended to permit election of the slate by voice vote. Each member shall be entitled to one vote, except that in elections of ruling elders and deacons, or of members of any other plural body, each member shall be entitled to vote for as many candidates as there are persons to be elected.

ARTICLE V. The Session

1. The Session shall constitute the board of directors of the corporation, as provided for by the Articles of Incorporation. The elected members of the Session shall be the trustees of the corporation.

2. The Session shall consist of at least 3 and not more than 12 elected and ordained ruling elders who are communicant members of the church in good standing, divided into three classes as equal as is practical, one class of whom shall be elected each year at the annual meeting of the corporation for a three-year term.

3. The number of ruling elders may be changed by action of the corporation at any annual meeting or at a meeting called for that purpose, so long as the minimum number is met. If the number of ruling elders is increased, ruling elders shall be elected for partial terms to equalize the number in each class, in accordance with ARTICLE V paragraph 2. This election shall be held at the same meeting as that of the action to change the number of ruling elders, or as soon as practical thereafter, but in no case later than the next annual meeting of the corporation.

4. Vacancies on the Session may be filled by the remaining members of the Session for the period until the next annual meeting or special meeting of the corporation which may be called for this purpose, at which time there shall be an election to fill the vacancy for the remainder of the unexpired term.

5. The Session shall hold meetings approximately monthly at such time and upon such notice as they may from time to time determine, and shall hold at least six meetings between annual meetings of the corporation. At any meeting at least half of the ruling elders then in office shall constitute a quorum.

6. The Session shall have the responsibility and authority to direct and oversee the mission, ministry, worship, and operation of the Church, in all matters spiritual and temporal not reserved to the corporation meeting as a whole. The Session shall establish policies, guidance, and goals for accomplishing the same.

7. The senior pastor and any associate pastor(s) are called in accordance with the governing constitution of ECO, or in accordance with the constitution or form of government of the Presbyterian or Reformed denomination with which this church may in future be principally affiliated as successor to, or instead of, ECO.

8. The Session shall have authority to suspend the senior pastor and any associate pastor(s), subject to dismissal by the congregation and the presbytery in accordance with the *Polity and Discipline* of ECO: A Covenant Order of Evangelical Presbyterians, 3.0103g and 3.0103j (2013 revision); or in accordance with the constitution or form of government of the Presbyterian or Reformed denomination with which this church may in future be principally affiliated as successor to, or instead of, ECO.

9. The Session shall have authority to establish assistant pastors and other ministerial positions, volunteer and paid staff positions, volunteer standing and *ad hoc* committees and other working bodies, and to enter into contracts; as may be necessary for the mission, ministry, worship, and work of the church; for financial and asset management; for the maintenance of the church building, grounds, and other real estate; and for any other purpose which the corporation or Session may determine. The Session shall have authority to administer, manage, direct, regulate, and evaluate the same; including the appointment and dismissal of such staff and working bodies, and of their individual members.

10. The Session may delegate authority for managing volunteer and paid staff positions, volunteer standing and *ad hoc* committees, other working bodies, and contractors; but shall retain responsibility for their performance.

11. The Session shall conduct or provide for an annual review of the work of the senior pastor, any associate or assistant pastors, ministerial and professional staff, other staff, and contractors.

12. The Session shall cause the development of an annual budget, and shall have authority to adopt and revise the same.

13. The Session shall manage or provide for management of any endowments, trusts, or other permanent special funds held by the corporation.

14. The following actions may be recommended by Session, but shall be approved or disapproved by majority vote of the corporation in a regular annual meeting or in a meeting called for the purpose:

- a. The call of a senior pastor or any associate pastor(s), or the dissolution of an existing call; in accordance with the *Polity and Discipline* of ECO: A Covenant Order of Evangelical Presbyterians, 3.0103g and 3.0103j (2013 revision); or in accordance with the constitution or form of government of the Presbyterian or Reformed denomination with which this church may in future be principally affiliated as successor to, or instead of, ECO.
- b. The sale, purchase, transfer, or mortgage of real estate or other real property, or of any interest therein.
- c. A request to dismiss the Church from the Presbytery, or to resign therefrom, or to affiliate with any other Reformed or other ecclesiastical body.
- d. Revision of the Articles of Incorporation, or of these bylaws (see ARTICLE XII).
- e. Dissolution or merger of the corporation.
- f. Any other corporate action requiring voting member approval under applicable law.

15. All authorities and responsibilities of the Session are authorities and responsibilities of the Session as a whole, and are not powers of the individual officers of the corporation.

ARTICLE VI. Officers

1. The officers of the corporation shall consist of a president of the corporation, a secretary of the corporation, and a treasurer of the corporation. The Session may

elect a vice-president of the corporation to moderate in the absence of the senior pastor and president; and may elect moderators *pro tem* as required. These officers shall perform the duties normally incident to their respective offices. The clerk of Session shall be an officer of the corporation only if elected to one of the foregoing offices.

2. The clerk of Session, the president of the corporation, the secretary of the corporation, any vice-president of the corporation, and any moderator *pro tem* of the corporation, shall all be members of the Session.

3. The clerk of Session, the president of the corporation, the secretary of the corporation, any vice-president of the corporation, and the treasurer of the corporation shall be elected by the Session each year at the next meeting of the Session following the election of a new class of ruling elders at the annual meeting of the corporation. The Session may fill any vacancy in these offices at any meeting of the Session.

4. The treasurer is *ex officio* an officer of the corporation, but without vote on matters before the Session unless also an elected ruling elder. The treasurer is not counted to determine the presence of a quorum under ARTICLE V paragraph 5, above, unless also a member of the Session.

5. The teaching elder (senior pastor) shall serve under the authority of Session and is responsible for execution of the mission, ministry, worship, and operation of the Church. The senior pastor shall preside at meetings of the Session unless they be absent; or if Session shall determine that the president or vice-president of the corporation, clerk of Session, or a moderator *pro tem* should preside. The senior pastor is without vote on matters before the Session, and is not counted to determine the presence of a quorum under ARTICLE V paragraph 5, above.

ARTICLE VII. The Board of Deacons

1. The board of deacons shall consist of as many elected and ordained deacons as the corporation may determine, who are communicant members of the church in good standing, divided into three classes as equal as is practical, one class of whom shall be elected each year at the annual meeting of the corporation for a three-year term.

2. Deacons shall perform the duties normally incident to this office, as reflected in the New Testament and in the history of the Church.

3. The board of deacons shall be subject to advice, direction, and oversight by Session.

4. The number of deacons may be changed by action of the corporation at any annual meeting or at a meeting called for that purpose. If the number of deacons is increased, deacons shall be elected for partial terms to equalize the number in each class, in accordance with ARTICLE VII paragraph 1. This election shall be held at the same meeting as that of the action to change the number of deacons, or as soon as practical thereafter, but in no case later than the next annual meeting of the corporation.

5. Vacancies on the board of deacons shall be filled by Session, which may delegate this authority to the board of deacons. Such appointees shall serve until the next annual meeting of the corporation, or until a special meeting of the corporation called for that purpose, at which time there shall be an election to fill the vacancy for the remainder of the unexpired term.

ARTICLE VIII Nomination of Ruling Elders and Deacons, Limitation of Terms of Office

1. Nominations for the office of ruling elder and deacon shall be made by a nominating committee of the corporation, consisting of at least four members of the corporation elected at the annual meeting of the corporation, or at a meeting called for the purpose, plus two

representative members elected by the Session, one of whom shall serve as chair, plus one representative member elected by the board of deacons. The senior pastor shall serve on this committee *ex officio*, without vote. The Session may fill vacancies in the membership of the nominating committee, of those members elected by the corporation.

2. Additional nominations may be made from the floor by any eligible voter.

3. Ruling elders and deacons shall be limited to two consecutive three-year terms. Service for over 18 months (448 days) shall be counted as a full term; service for 447 days or less shall be counted as a partial term. Upon the expiration of less than two full terms of service, any communicant member shall be eligible for re-election to the same office for a second full term. A ruling elder or a deacon who has served a total of two consecutive full terms shall be ineligible for re-election to the same board for the period between two consecutive annual meetings of the corporation (approximately one year).

The corporation shall have power to waive this limitation in case of need.

ARTICLE IX. Qualification and Ordination of Ruling Elders and Deacons

1. Those elected to the offices of ruling elder or deacon require ordination for particular service as ruling elder or deacon.

2. The ordination of those previously ordained by an ECO church for these particular services, or by a church whose ordination the Session of this church approves and accepts, shall be deemed properly ordained by this corporation, and shall not be re-ordained.

3. Candidates for ordination shall be examined as determined by Session. Session shall determine the eligibility of each candidate for ordination based on this examination.

4. Candidates for ordination shall include

a. Those nominated by the nominating committee.

b. Those identified by members of the corporation as members to be nominated from the floor.

c. Those elected but not examined before the election.

5. Session shall provide for the examination, without prejudice, of any person nominated from the floor and elected by the corporation, and shall not unduly delay that examination.

6. Session may decline to ordain a candidate for ordination, in which case the office requiring ordination to which the candidate was elected is vacated.

7. A candidate may decline ordination.

8. Failure to be ordained and thereby to remain in office, absent any other factors or circumstances, shall not alone reduce or prejudice the privileges and responsibilities of that candidate as a member of the church in good standing and as a member of the corporation.

ARTICLE X. Reports and Records

1. The Session shall report annually to the corporation the receipts and payments for the previous year, a budget of expenses and income for the ensuing year (ARTICLE V paragraph 12), and the condition of the corporation's property, endowments, trust funds, and other resources; and shall recommend any new business to be undertaken for the welfare of the corporation.

2. The books and the accounts of the corporation shall not be open to inspection except by ruling elders, duly appointed auditors, and the Session.

ARTICLE XI. Termination of Membership

Termination of membership in the corporation shall be accomplished—

1. By transfer of membership to another church, or—

2. By resignation, or—

3. By removal of inactive members, as determined by Session. A good-faith effort shall be made to contact any such inactive member, to determine the person's desire to remain a member, before termination of membership. Or—

4. By termination under discipline, in accordance with the *Polity and Discipline* of ECO: A Covenant Order of Evangelical Presbyterians (2013 revision), or in accordance with the constitution or form of government of the Presbyterian or Reformed denomination with which this church may in future be principally affiliated as successor to, or instead of, ECO.

ARTICLE XII. Amendment

These bylaws may be amended, however only in conformity with the Polity and Discipline of ECO, or with the constitution of the Presbyterian or Reformed denomination with which this church may in future be principally affiliated as successor to, or instead of, ECO, at any annual or special meeting of the corporation by a majority vote of the members present at such meeting and entitled to vote, provided that such purpose has been specifically stated in the notice of the meeting and that the proposed amendments have been published no later than the first required notice of the meeting.

ARTICLE XIII. Effective Date of this Amendment, Dissolution of the Board of Trustees

1. This amendment, adopted _____, becomes effective on the date upon which an amendment to the Articles of Incorporation of this corporation becomes effective, and thereby transfers the function of the board of directors of the corporation from the Board of Trustees to the Session (the transition date).

2. On the transition date, the Board of Trustees is dissolved, and the offices of the corporation held by members of the Board of Trustees are vacated.

3. Session may elect officers of the corporation in advance of the transition date, to take office on the transition date.

4. Each member of the Board of Trustees whose term of office has not expired at the transition date shall serve with the Session as trustees *emeriti*, for a period not to exceed one year from the transition date, but without vote, to facilitate transfer of their several functions and responsibilities. A trustee *emeritus* or *emerita* may be relieved of office at any time prior to one year following the transition date, either at the trustee's request, or by Session, with thanks, upon completion of a satisfactory transition of functions and responsibilities.

ADOPTED November 7, 1956

{AS AMENDED January 26, 2014 }

{ ATTEST: <u>(Amended original signed by)</u>	<u>(Amended original signed by)</u>
{ Donald H. Stevens,	Jacob Kretzing,
{ Secretary of Trustees	President of Trustees


{AS AMENDED January 25, 2015 }

{ ATTEST: <u>(Amended original signed by)</u>	<u>(Amended original signed by)</u>
{ Donald H. Stevens,	Robert Dieruff,
{ Secretary of Trustees	Vice President of Trustees


{AS AMENDED April 30, 2017 }


{ ATTEST: <u>(Amended original signed by)</u>	<u>(Amended original signed by)</u>
{ Donald H. Stevens,	Robert Dieruff,
{ Secretary of Trustees	Vice President of Trustees

AS AMENDED JANUARY 15, 2023

ATTEST: 
Trudy Bush
Secretary of the Corporation


Rodney Simmons
President of the Corporation

ATTEST: 
Trudy Bush,
Clerk of Session


Brian Keeny
Vice President of the Corporation