

# **Corporation Bylaws**

## **Southminster Presbyterian Church**



**A Non-profit Corporation Organized Under  
the Laws of the Commonwealth of Pennsylvania**

**Corporation Bylaws**  
**Southminster Presbyterian Church**

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(Originally approved at the Meeting of the Corporation on May 11, 1982, with Amendments approved at the Meeting of the Corporation on May 15, 1986, and Amendments approved at the Meeting of the Corporation on May 14, 1987, and Amendments approved and Bylaws restated at the Meeting of the Corporation on September 25, 2011.)

## **1. Authority of the Bylaws**

The Bylaws of Southminster Presbyterian Church of the Municipality of Mount Lebanon, Allegheny County, Pennsylvania, as a corporation shall always be subject to the Constitution and laws of the Commonwealth of Pennsylvania, and also to the Constitution of the Presbyterian Church (USA).

## **2. Annual Meeting of the Corporation**

The Annual Meeting of the Corporation shall be held in conjunction with the Annual Meeting of the Congregation in the church edifice on such day in May, and at such hour, as the Session shall determine, for the transaction of any business properly coming before such meeting.

## **3. Special Meetings**

Special meetings may be called by the President of the Corporation and shall be called by the President of the Corporation at the request of the Session. Presbytery may call a special meeting or authoritatively direct the President of the Corporation so to do. All such calls shall state clearly the purpose of such meeting, and no other matter save that specified in the call may be considered.

## **4. Notice of Meetings**

Public notice of the time, place and purpose of all meetings of the corporation as prepared by the President of the Corporation (or Presbytery) shall be publicly announced from the pulpit on the two successive Sundays next preceding the day of such meeting.

## **5. Chair of the Meeting**

The President of the Corporation or, in his/her absence, the First or Second Vice President shall convene meetings of the Corporation and shall preside.

## **6. Secretary**

The Clerk of Session shall be the secretary of the Corporation. In the event of his/her inability to serve, the President of the Corporation shall designate an assistant Clerk of Session or another substitute to act as a temporary secretary of any meeting in session.

## **7. Voters at Meeting of the Corporation**

Only communicant members in good and regular standing of Southminster Presbyterian Church shall be permitted to vote at meetings of the Church Corporation.

## **8. Proxy Voting**

Voting by proxy is not allowed.

## **9. Quorum**

A quorum shall consist of one-tenth of the Corporation's eligible voters.

## **10. Number of Ruling Elders on the Stewardship and Property Committee**

There shall at all times be three (3) Ruling Elders currently serving on the Session on the Stewardship and Property Committee.

## **11. Qualification for Ruling Elder to Serve on the Stewardship and Property Committee**

No one shall be elected as a Ruling Elder serving on the Stewardship and Property Committee who is not a communicant member of full age in good standing of this Church.

## **12. Vacancies**

Vacancies of the active serving Ruling Elders on the Stewardship and Property Committee may be filled with a Ruling Elder at any time and from time to time by election by the Congregation at a special meeting or at the Annual Meeting, as Session shall determine, and each Ruling Elder so elected shall serve for the balance of the unexpired term of the Ruling Elder whose resignation or departure has caused the vacancy.

## **13. Nomination for Ruling Elder to Serve on the Stewardship and Property Committee**

Ruling Elders who are elected to serve on the Stewardship and Property Committee by the Congregation shall be nominated by the Nominations Subcommittee.

## **14. Duties of Ruling Elders Serving on the Stewardship and Property Committee**

The duties of the three Ruling Elders serving on the Stewardship and Property Committee shall be only those delegated to them by the laws of the Commonwealth of Pennsylvania, the Constitution of the Presbyterian Church (USA), the Session of this Church, and by formal actions of a meeting of this Corporation that are not inconsistent therewith. Reference is made to Chapter G-10.0102 of the Book of Order, Form of Government of the Presbyterian Church (USA) for further definition of the powers and duties of Ruling Elders.

## **15. President and Vice President of the Corporation**

The Session shall elect one of the three Ruling Elders serving on the Stewardship and Property Committee as the President of the Corporation and the other two serving Ruling Elders as First and Second Vice Presidents at its first meeting following the Annual Meeting of the Corporation. The President and Vice Presidents of the Corporation shall serve a one-year term. The President and Vice Presidents may be reelected to another one-year term so long as he or she remains a currently serving elder on the Stewardship and Property Committee.

The Treasurer of the Church shall be a member of the Church elected by the Session for a term of one year. The Treasurer shall be a person who has substantial financial and accounting background. There shall be no restriction on the re-election of the Treasurer.

The Session, in consultation with the Treasurer, shall appoint at least two Assistant Treasurers.

## **16. Reports of the Stewardship and Property Committee**

The Stewardship and Property Committee in conjunction with the Treasurer shall cause to be reported annually to the Corporation:

- a. The receipts and payments for the previous fiscal year;
- b. An estimate of expenses and income for the year ahead;
- c. New business necessary to be undertaken for the welfare of the congregation; and
- d. An exhibit of the real property, trust funds, and other resources of the congregation.

## **17. Books and Accounts of the Corporation**

The books and accounts of the Corporation shall not be open to the inspection of members of the Corporation, but the Session shall at all times have access thereto.

## **18. Audit**

The accounts of this Corporation shall be audited annually by a registered public accountant who shall be the Independent Auditor selected by the Session. The Independent Auditor shall report to the Stewardship and Property Committee and to the Session, and to the Congregation at the Annual Meeting.

## **19. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

## **20. Fidelity Bonds**

Such officers and employees of the Church, as designated by the Stewardship and Property Committee, who have access to or custody of funds, shall be required to furnish fidelity bonds in such amounts as directed by the Stewardship and Property Committee, the expense for which shall be borne by the Corporation.

## **21. Limitation of Personal Liability of Church Officers**

Ministers, Teaching Elders, Ruling Elders, Trustees, Deacons, and other Church officers ("Officers") shall not be personally liable for monetary damages for any action taken unless the Officer has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Officer and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of an Officer pursuant to any criminal statute or for payment of taxes pursuant to any Federal, State or Local law. Any repeal or modification of this Section by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Officer or former Officer may be entitled under this Section. The rights conferred by this Section shall continue as to any person who has ceased to be an Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

## **22. Indemnification**

The Corporation shall indemnify its current and former Officers (as defined in Section 21 above) against expenses reasonably incurred by them in connection with the defense of any claim, action, suit or proceeding to which they are threatened to be made parties, or in which they may become involved by reason of being or having been Officers. Such indemnification shall apply whether or not any such suit, action or proceeding is settled or proceeds to judgment, but such indemnification shall not apply to any expenses incurred in connection with any matter as to which such person or persons shall be adjudged, in such action, suit or proceeding, liable for negligence or misconduct in the performance of duty, or, in the case of settlement of such claim, action, suit or proceeding, where the Session shall find that such person was guilty of negligence or misconduct, in the performance of duty. A judgment against such person in any such suit, action or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of duty if the Session shall determine that such person acted in good faith and as an ordinary prudent person in the reasonable belief that he/she was acting in the best interest of the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which they may be entitled under any Bylaw, agreement, vote of the Congregation, or otherwise.

## **23. Amendments**

These Bylaws may be altered, amended, added to or replaced, subject to the charter of the corporation, the laws of the Commonwealth of Pennsylvania, and the Constitution of the Presbyterian Church (USA) by the members of the Corporation at any annual meeting of the Corporation or at any special meeting of the Corporation duly convened after notice for the purpose.

*Approved by Session October 19, 1987*

*Revised May 22, 1991 – Approved by Session to conform to the Book of Order.*

*Approved by Session August 29, 2011.*