

**THE FIRST PRESBYTERIAN CHURCH  
OF ARDMORE, PENNSYLVANIA**

**AMENDED AND RESTATED BYLAWS**

Adopted February 5, 2012  
Amended February 26, 2017 and XX, 2020

**ARTICLE I  
GENERAL**

Section 1. Constitution of the Presbyterian Church (U.S.A.) Governs. The First Presbyterian Church of Ardmore, Pennsylvania, as a particular congregation of the Presbyterian Church (U.S.A.), as well as a Pennsylvania nonprofit corporation, recognizes that the Constitution of the Presbyterian Church (U.S.A.) in all of its provisions, and in particular that part of the Constitution commonly known as the Book of Order, is binding upon this church and its members. Wherever a specific provision is not made for a matter or procedure in these Bylaws, the provisions of the Book of Order, as they may be amended from time to time, shall govern. Wherever a specific provision is not made for a matter of strictly corporate business in these Bylaws, the provisions of the Pennsylvania Nonprofit Corporation Law, as they may be amended from time to time, shall govern.

Section 2. Membership. The membership of this church shall consist of all active members in good standing as defined by the rules and usages of the Book of Order.

**ARTICLE II  
CONGREGATIONAL AND CORPORATION MEETINGS**

Section 1. Annual Meetings. Annual meetings of the Congregation and Corporation shall be held (a) in November (the “November Meeting”) and (b) in February (the “February Meeting”), in each case following worship.

Section 2. Agendas. The agendas for the annual meetings shall be as follows:

a. The November Meeting. For the meeting of the Congregation: (i) election of Elders, Deacons, and representatives of the Congregation on the Nominating Committee for the ensuing calendar year; and (ii) consideration and action upon any other matters that may be required by the Book of Order or that properly brought before the meeting. For the meeting of the Corporation: (y) election of elders as trustees of the Corporation for the ensuing calendar year; and (z) consideration and action upon any other corporate matters that may be required by the Pennsylvania Nonprofit Corporation Law or that may be properly brought before the meeting.

b. The February Meeting. For the meeting of the Congregation: (i) the reception of reports on the work of the church during the past calendar year; (ii) approval of changes in

the terms of pastoral call(s); and (iii) consideration and action upon any other matters that may be required by the Book of Order or that may be properly brought before the meeting. For the meeting of the Corporation: (y) the reception of reports on corporate matters during the past calendar year; and (z) consideration and action upon any other corporate matters that may be required by the Pennsylvania Nonprofit Corporation Law or that may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the Congregation may be called by the Session or the Presbytery of Philadelphia, and special meetings of the Corporation may be called by the Session, acting in its capacity as the Board of Trustees. In all instances the call shall clearly state the purpose of such special meeting, and no matters other than those specified in the call shall be considered at the meeting.

Section 4. Notice. Notice of the date, time, place, and (if required) purpose of all meetings shall be given by (a) electronic mail to all who have given an email address to the Church, (b) publication in the worship folder for two consecutive Sundays, which may include the day of the meeting, and (c) public announcement during worship for two consecutive Sundays, which may include the day of the meeting.

Section 5. Quorums. One-tenth of the members shown on the active roll, in good standing, shall constitute a quorum at any meeting of the Congregation or Corporation.

Section 6. General Procedures. All meetings of the Congregation shall be opened and closed with prayer. The Pastor shall preside at all meetings of the Congregation except as permitted by the Book of Order. The President of the Corporation, or a duly named substitute, shall preside at all meetings of the Corporation. The Clerk of Session, or a duly named substitute, shall serve as secretary of all meetings of the Congregation and Corporation. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, unless the Book of Order otherwise provides.

Section 7. Voting. All active members in good standing shall be entitled to vote at all meetings. The roll of active members, as kept by the Clerk of Session, shall be the authoritative list of qualified voters. In all cases, members must be present at the meeting in order to vote, and neither voting by proxy nor cumulative voting shall be permitted.

Section 8. Electronic Meetings. The Congregation and Corporation may meet by electronic means provided that all members have reasonable notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting is that stated in Section 5 above.

### **ARTICLE III CHURCH OFFICERS**

Section 1. Generally. The officers of the Church shall be twelve Elders and twelve Deacons, elected by the Congregation as provided in these Bylaws. The boards on which they sit shall be divided into classes that are equal in number, with each class elected for a term of

service of three years. The terms of all officers shall expire when their successors have been ordained and installed.

Section 2. Limits on Service. No Elder or Deacon shall be elected for a term of more than three years nor serve in such capacity for consecutive terms, either full or partial, aggregating more than six years. Having served for six years as an Elder or Deacon, no one shall be eligible to serve on the same board until at least one year has elapsed from the expiration of the last term for which he or she was elected.

Section 3. Transition Provisions. During the year 2012 there shall be fifteen ruling Elders on the Session. During the year 2013 there shall be fourteen ruling Elders on the Session. During the year 2014 there shall be thirteen ruling Elders on the Session. Vacancies occurring during the years 2012, 2013, and 2014 shall not be filled unless the cumulative vacancies shall cause the Session to have fewer than twelve ruling Elders. Beginning with the year 2015, and continuing thereafter, there shall be twelve ruling Elders on the Session.

#### **ARTICLE IV THE SESSION**

Section 1. Composition; Powers and Duties. The ruling Elders, together with the Pastor, shall constitute the Session of this Church. The Session shall be responsible for the mission and government of this Church, and for all matters spiritual and temporal. Its duties and powers shall be as set forth in the Scriptures and the Book of Order. The Session shall also act as the Board of Trustees of the Corporation, and for such purposes its powers and duties shall be those set forth in the Pennsylvania Nonprofit Corporation Law. Members of the Session, in their capacity as Trustees, shall be entitled to indemnification by the Corporation to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, regardless of whether they are successful in the defense of any action or proceeding.

Section 2. Election of Ruling Elders. Ruling Elders shall be elected at the annual meeting of the Congregation. If a vacancy exists for any reason other than the expiration of a term of service, the election shall be for the unexpired term of the previous incumbent. If a vacancy occurs during the year the Session may call a special meeting of the Congregation to fill the vacancy by election.

Section 3. Eligibility for Election. Any active member of full age who is in good standing is eligible for election as a ruling Elder.

Section 4. Quorum for Meetings. A quorum for all meetings of the Session, including the transaction of business as Trustees, shall be one-third of the ruling Elders in office plus the Pastor as Moderator, except that a quorum for meetings to receive or dismiss members shall be two ruling Elders plus the Pastor as Moderator.

Section 5. Electronic Meetings. The Session may meet by electronic means provided that all Ruling Elders have reasonable notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting is that stated in Section 4 above.

Section 56. Corporate Officers. The Session, acting as the Board of Trustees, shall elect annually: (a) a President and a Vice President of the Corporation from the current members of the Session; (b) a Treasurer of the Corporation, who need not be a ruling Elder; and (c) a Secretary of the Corporation, who shall ordinarily be the Clerk of the Session and shall be an Elder, but need not be a ruling Elder.

## **ARTICLE V THE BOARD OF DEACONS**

Section 1. Duties and Powers. The duties and powers of the Board of Deacons shall be as set forth in the Scriptures and the Book of Order, subject always to the supervision and authority of the Session. The Board of Deacons may administer and allocate any restricted or unrestricted Deacons' funds, subject to regular reporting to the Session and the Congregation.

Section 2. Election of Deacons. Deacons shall be elected at the annual meeting of the Congregation. If a vacancy exists for any reason other than the expiration of a term of service, the election shall be for the unexpired term of the previous incumbent. If a vacancy occurs during the year the Session may call a special meeting of the Congregation to fill the vacancy by election.

Section 3. Eligibility for Election. Any active member who is in good standing is eligible for election to the office of Deacon.

Section 4. Quorum for Meetings; Election of Moderator and Clerk. The Board of Deacons shall set a quorum for meetings and may change that quorum from time to time. The Board of Deacons shall annually elect a Moderator or Co-Moderators and a clerk.

Section 5. Electronic Meetings. The Board of Deacons may meet by electronic means provided that all members have reasonable notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting is that stated in Section 4 above.

## **ARTICLE VI THE NOMINATING COMMITTEE**

Section 1. Composition. The Nominating Committee shall consist of the number of members set by the Session from time to time, and shall at all times have at least one ruling Elder, one Deacon in active service, and three members of the Congregation at large. Members of the Congregation at large shall always constitute a majority of the Nominating Committee. No one shall serve on the Nominating Committee for more than three consecutive years.

Section 2. Election of Congregational Representatives to the Nominating Committee; Eligibility. Representatives of the Congregation on the Nominating Committee shall be elected each year at the annual meeting of the Congregation. If a vacancy occurs during the year the Session may call a special meeting of the Congregation to fill the vacancy by election. Any active member who is in good standing, subject to the limitations provided by the Book of Order, shall be eligible for election.

Section 3. Electronic Meetings. The Nominating Committee may meet by electronic means provided that all members have reasonable notice of the electronic meeting and the ability to discuss and vote on business items.

**ARTICLE VII**  
**AMENDMENT OF BYLAWS**

These Bylaws may be amended at any annual or special meeting of the Corporation's members, after due notice as provided herein, by a vote of two-thirds of the members present and qualified to vote. Any amendment, or a summary of it, shall be set forth in the notice of the meeting. In no case shall these Bylaws be amended so as to be contrary to, or so as not to include, the provisions of the Constitution of the Presbyterian Church (U.S.A.).