

**PINE CREEK PRESBYTERIAL CHURCH
A Constituent Member Church of the
PRESBYTERIAN CHURCH (U.S.A.)**

**BY-LAWS OF THE CONGREGATION
(ECCLESIASTICAL AND CORPORATE)
Adopted ___ November 2011**

**Article 1
Authority of By-Laws**

The Pine Creek Presbyterian Church, being a particular Congregation of the Presbyterian Church (U.S.A.), recognizes that the Constitution of said Church is, in all its provisions, obligatory upon it and its members.

**Article 2
Members of the Congregation**

The members of the Congregation shall be baptized members, active church members and affiliate church members, all as defined by the usages and rules of the Presbyterian Church (U.S.A.) ("Congregation").

**Article 3
Eligible Voters**

All active church members present at either stated, annual or special meetings are eligible to vote on matters coming before both the ecclesiastical and corporation meetings of the Congregation, whether stated, annual or special. Voting by proxy and cumulative voting are not permitted.

**Article 4
Public Notice**

Public notice of the time, place, and purpose of all meetings of the Congregation shall be given from the pulpit on the two (2) Sundays preceding the meeting. The meeting may be convened following the notice given on the second of the two Sundays. Written notice of the annual meeting shall be mailed to each active member of the Congregation, and notice of the meeting shall be posted on the website and published in the bulletin at least ten (10) days prior to the meeting.

**Article 5
Prayer**

All meetings shall be opened and closed with prayer.

Article 6
Meetings of the Congregation

The meetings of the Congregation shall be held in the church edifice or such other place as the Session/Council (both as hereinafter defined) shall designate. Both ecclesiastical and corporate business may be conducted at the same meeting of the Congregation.

There shall be a meeting of the Congregation on the first Sunday of February for the purpose of electing officers and for the transaction of any business properly coming before the meeting within these by-laws and the Constitution of the Presbyterian Church (U.S.A.).

There shall be an annual meeting of the Congregation on the first Sunday of February for the transaction of any business properly coming before the meeting.

Article 7
Special Meetings

Special meetings of the Congregation may be called by the Session/Council or the Pittsburgh Presbytery or in accordance with the Constitution of the Presbyterian Church (U.S.A.). Such a call shall state clearly the purpose of and place for the special meeting, and no other matter save that specified in the call may be considered. Notice of any such Special Meeting shall be given in writing not later than ten (10) days before such meeting.

Article 8
Quorum

A quorum for any meeting of the Congregation shall consist of the Moderator, clerk and ten (10%) percent of the active membership of the Congregation on the day of the meeting.

Article 9
Presiding Officers

The pastor/teaching elder shall preside as moderator ("Moderator") at all meetings of the Congregation and of the Session/Council. If the pulpit of the church is vacant, the Moderator of the Session appointed by the Presbytery shall preside at all Congregational meetings. If the pastor and the Session agree that the subjects to be discussed require it, or if the pastor is ill or is otherwise unable to be present, the pastor shall invite, with the concurrence of the Session, another teaching elder of the presbytery to preside. Session may consult with the Presbytery's committee/commission on ministry before Session extends this invitation to another teaching elder of presbytery.

Article 10
Secretary

The clerk of the Session shall be secretary of the meetings of the Congregation. If the clerk is unable to attend, the Congregation shall elect a secretary *pro-tem*.

Article 11
Session

There shall be a Session consisting of the Moderator and six (6) ruling elders divided into three (3) equal classes, one class of which shall be elected each year at the February meeting of the Congregation for a three-year term. No ruling elder shall be elected to the Session for a term of more than three (3) years, nor shall a ruling elder serve on the Session for consecutive terms, either full or partial, aggregating more than six (6) years. A ruling elder having been elected to the Session for consecutive terms aggregating six (6) years shall be ineligible to serve thereon for a further term until at least one (1) year has elapsed from the expiration of the last term for which that person was elected.

The Session shall perform all the duties required by the form of government of the Presbyterian Church (U.S.A.).

A quorum of Session/Council for meetings shall be one-third (1/3) of the active ruling elders of the Session/Council.

The Session shall elect a clerk of session ("Clerk of Session"). The Clerk of Session shall be a ruling elder, but need not be in active service on Session. The term of the Clerk of Session shall be indefinite.

Session/Council shall meet regularly, in accordance with a meeting schedule it shall establish. It may also meet in special meetings called by the Moderator or by one-third (1/3) of the active members of the Session/Council. Five (5) days' written notice of Session/Council meetings shall be given of all regular and special meetings.

The Moderator may call an emergency meeting of the Session/Council which may be conducted in person, by telephone conference call, or by other electronic means. During an emergency meeting, the Session/Council may vote on an issue by telephone or by other electronic means. Any vote conducted during an emergency meeting shall be ratified during the next regularly-scheduled meeting of Session/Council.

Article 12
Board of Trustees

Members of the board of trustees shall be one and same as the ruling elders of the Session ("Board of Trustees"), except when a ruling elder is or remains under the age of eighteen years, that ruling elder may not, by reason of the law of the commonwealth of Pennsylvania, be a member of the Board of trustees.

The Session/Council as the Board of Trustees shall perform all the duties authorized by the Form of Government of the Presbyterian Church (U.S.A.) and required by the laws of the Commonwealth of Pennsylvania.

The Session/Council as the Board of Trustees shall elect from among its members a president and such other officer(s) as may be required or deemed appropriate. Session shall elect a treasurer annually.

**Article 13
Vacancies**

Vacancies on the Session/Council shall be filled at a special meeting of the Congregation or at the next stated meeting of the Congregation, as the Session may determine.

**Article 14
Limitation of Personal Liability**

A trustee shall not be personally liable as such for monetary damages for any action taken, or any failure to take any action, unless he or she has breached or failed to perform the duties of his or her office under Section 8363 of Pennsylvania's Directors' Liability Act, as amended from time to time, and such breach or such failure to perform constitutes self-dealing, willful misconduct or recklessness; *provided, however*, that the foregoing shall not eliminate or limit the liability of a trustee (i) for any responsibility or liability of such trustee pursuant to any criminal statute; or (ii) for any liability of a trustee for the payment of taxes pursuant to local, State or Federal law. This by-law may be modified or repealed only by vote of the members of the corporation, and no provision inconsistent with this by-law may be adopted without the vote of the members of the corporation. Neither the repeal nor modification of this by-law nor the adoption of any provision inconsistent with this by-law shall adversely affect any limitation on the personal liability of a trustee existing at the time of such repeal or modification or the adoption of such inconsistent provision.

Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the church.

**Article 15
Nominating Committee**

There shall be a representative nominating committee of the Congregation chosen annually by the Congregation for a term of one (1) year in accordance with the Form of Government of the Presbyterian Church (U.S.A.).

The committee shall consist of at least three (3) active members of the Congregation, drawn from and representative of its membership, including at least one (1) ruling elder who is then currently serving on the Session/Council. In addition, the pastor shall be a member of this committee ex-officio, without vote.

No member of this committee shall serve more than three (3) years consecutively.

The nominating committee shall announce the names of the nominees for the offices of ruling elder and deacon with the call of the meeting at which elections are to be held, and shall bring to the stated meetings of the Congregation, or to any special meeting to fill vacancies, nominations of one eligible person only for each office to be filled. Nominations shall express the rich diversity of the Congregation's membership and shall guarantee participation and inclusiveness in accordance with the Constitution of the Presbyterian Church (U.S.A.).

Additional nominations of qualified and consenting persons may be made from the floor by any active member of the Congregation eligible to vote in the election to be held. A majority of all active members present at the meeting and voting shall be required to elect.

Article 16 Auditing Committee

In accordance with the principles of the Presbyterian Church (U.S.A.) and in the interest of good order, there shall be an auditing committee appointed by Session/Council to which all board, committee, and organization treasurers' shall submit their books for audit prior to the annual Congregational meeting.

The auditing committee shall consist of three persons versed in accounting procedures, one of whom shall be appointed each year for a three year term. None of the members of the auditing committee may be related to the treasurer of the Congregation or to any of the treasurers of the boards, committees, or organizations to be audited. If a vacancy shall occur, the Session/Council at its next regular meeting shall appoint a person eligible to serve on the auditing committee for the unexpired term.

Article 17 Organization Reports

All boards, committees, and organizations of the church shall make an annual report to the Session/Council, which shall consist of a president's or chairperson's report and a treasurer's report. All reports shall be included in a printed report for presentation at the annual Congregational meeting.

Article 18 Rules of Order

Meetings of the Congregation and the Session/Council shall be conducted in accordance with Robert's Rules of Order, Newly Revised (latest edition). Session/Council may also make use of processes of discernment in deliberations before a vote, when such discernment is recommended by the Moderator and agreed to by a majority of the Session/Council.

Article 19 Amendments

These by-laws may be amended, subject to the charter of the corporation, the laws of the Commonwealth of Pennsylvania, and the constitution of the Presbyterian Church (U.S.A.), at any annual meeting or special meeting of the Congregation by a majority vote of the voters present, *provided, however*, that a printed distribution of the proposed changes shall have been made in connection with the call of the meeting to all active members of the Congregation at least one (1) week prior to the meeting.

These by-laws or the charter of this corporation may not be amended contrary to or so as not to include the provisions of the Constitution of the Presbyterian Church (U.S.A.) and the laws of the Commonwealth of Pennsylvania applicable thereto.