

**BYLAWS OF THE CONGREGATION
(Ecclesiastical and Corporate)**

Adopted: November 21, 2013

**Article 1
Authority of Bylaws**

The Heritage United Presbyterian Church, being a particular congregation of the Presbyterian Church (USA), recognizes that the Constitution of said Church is, in all its provisions, obligatory upon it and its members.

**Article 2
Office**

The registered office of the Corporation shall be located at 2262 Rochester Road, Pittsburgh, PA 15237, or at such other place as the session (as hereinafter defined) may designate from time to time.

**Article 3
The Session**

The session is the council for the congregation, the session/council, previously and hereinafter referred to as "the session." There shall be a session consisting of the Moderator and ten (10) ruling elders divided into three classes, one class of which shall be elected each year at the October 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 years, nor shall a ruling elder serve on the session for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having been elected to the session for consecutive terms aggregating six years shall be ineligible to serve thereon for a further term until at least one 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 (USA).

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

The session shall elect a 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 one year.

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

Article 4 Execution of Documents

All contracts and agreements authorized by the session and all authorized checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall be signed by any person authorized by the session.

* ADDITION ON FOLLOWING
PAGE

Article 5 Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year or on such other date as may be fixed by resolution of the session.

Article 6 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 (USA).

The session may delete names from the roll of the congregation when a member so requests or has moved or otherwise ceased to participate actively in the work and worship of the congregation for a period of two years. The session shall seek to restore members to active participation and shall provide written notice before deleting names due to member inactivity.

Article 7 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.

REVISED ARTICLE #4

Execution of Document

All contracts and agreements will be presented to Session by the SAF Elders for review and approval.

The Treasury Team consists of at least three (3) members:

1. Treasurer: Approved yearly by Session. Is responsible for all payments and distribution of monies via the First National Bank checking account as well as transfer funds from the Fidelity Money Market account to the First National Bank account.
 - a. All checks over \$2,000.00 needs signature of a SAF representative.
2. Payroll: Approved yearly by Session. Is responsible for all payroll.
3. SAF representative is responsible for all Stock & Bond Sales and checks from the Fidelity account.

The SAF Team is in charge of the fiduciary responsibility at the discretion of the Session.

Article 8
Public Notice

Adequate public notice of the time, place, and purpose of all meetings of the congregation shall be given at regular services of worship at least seven days prior to the meeting.

Article 9
Prayer

All meetings shall be opened and closed with prayer.

Article 10
Meetings of the Congregation

The meetings of the congregation shall be held in the church building or such other place as the session 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 last Sunday of October for the purpose of electing officers and for the transaction of any business properly coming before the meeting within these bylaws and the Constitution of the Presbyterian Church (USA).

There shall be an annual meeting of the congregation on the third Sunday of February or any such other day as the session may determine for the transaction of any business properly coming before the meeting.

Article 11
Special Meetings

Special Meetings of the congregation may be called by the session or the Pittsburgh Presbytery in accordance with the Constitution of the Presbyterian Church (USA). 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 12

Quorum

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

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to a time and place they may determine. Notwithstanding any contrary provision in the articles, in the case of any meeting called for any purpose, those members who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting.

Article 13

Presiding Officers

The pastor/teaching elder shall preside as moderator at all meetings of the congregation and of the session. 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 14

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 15

Standard of Care and Fiduciary Duty

A member of the session shall stand in a fiduciary relation to this Corporation and shall perform his or her duties, including his or her duties as a member of any committee of the board or session, in good faith and in a manner he or she reasonably believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a member of the session or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing these duties, a

member of the session shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a) one or more officers or employees of this Corporation or the Presbytery whom the member of the session reasonably believes to be reliable and competent in the matters presented;
- b) counsel, public accountants, investment managers, or other persons as to matters which the member of the session reasonably believes to be within the professional or expert competence of such persons; and
- c) a committee of the board or session of this Corporation upon which the member of the session does not serve as to matters within its designated authority, which committee the member of the session reasonably believes to merit confidence.

A member of the session shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Article 16 **Board of Trustees**

The members of the board of trustees shall be one and the same as the ruling elders of the session, 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 as the board of trustees shall perform all the duties authorized by the Form of Government of the Presbyterian Church (USA) and required by the laws of the Commonwealth of Pennsylvania.

The session 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 17
Board of Deacons

There shall be six to twelve deacons divided into three classes, one class of which shall be elected each year at the October meeting of the congregation for a three-year term. No deacon shall be elected to the board of deacons for a term of more than three years, nor shall a deacon serve on the board of deacons for consecutive terms, either full or partial, aggregating more than six years. A deacon having been elected to the board of deacons for consecutive terms aggregating six years shall be ineligible to serve as deacon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected.

The board of deacons shall perform all the duties assigned by the session and shall be responsible to the session.

The board of deacons shall elect a moderator from among its members. The board of deacons may also elect from among its members a vice-moderator, a secretary, and a treasurer. The pastor shall be an ex-officio member of the board of deacons.

Article 18
Vacancies

Vacancies on the session and the board of deacons shall be filled at a special meeting of the congregation or at the next stated meeting of the congregation, as the session may determine.

(Limitation of Personal Liability section is optional and was omitted because of the fact that the church has insurance which would dictate limitations and liabilities.)

Article 19
Nominating Committee

There shall be a representative nominating committee of the congregation chosen annually by the congregation for a term of one year in accordance with the Form of Government of the Presbyterian Church (USA).

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. 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 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 (USA). 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 20

Auditing Committee

In the interests of good financial order, an outside auditor will be contracted for Heritage Church. This auditor will be appointed by the session; and all board, committee, and organization treasurers shall submit their books for audit prior to the annual meeting of the congregation in February of each year.

The auditor shall be a person versed in accounting procedures and QuickBooks and shall be contracted yearly for an agreed-upon fee. If a vacancy occurs, the session at its next regular meeting shall appoint an elder from the SAF team to secure an auditor to fill the vacancy; and session will have final approval of the selection.

Article 21

Financial Officers

The Church Treasurer shall be a member of the church elected annually by the session at its meeting in October.

The Financial Secretary shall be a member of the church elected annually by the congregation at the congregational meeting in October.

Article 22

Organization Reports

All boards, committees, and teams of the church shall make an annual report to the session, which shall consist of a 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 23
Rules of Order

Meetings of the congregation and the session shall be conducted in accordance with Robert's Rules of Order, Newly Revised (latest edition). Session 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.

Article 24
No Private or Political Beneficiaries

In keeping with the statement of purpose of the Corporation as set forth in the Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, no substantial part of the activities of the Corporation or any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation, and the Corporation shall not aid any political campaign on behalf of or in opposition to any candidate for public office.

Article 25
Violation of Charitable Purpose

In no event and under no circumstances, shall the session, as the board of trustees, make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever, the effect of which, under applicable federal laws then in force, will cause the Corporation to lose its status as an organization exempt from federal income taxation or as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Article 26
Books and Records

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its board and committees. The Corporation will keep at its registered office the original or a copy of its Articles of Incorporation and bylaws, including amendments to date, certified by the Secretary of the Corporation.

Article 27
Tax Records

The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Article 28
Amendments

These bylaws may be amended subject to the charter of the corporation, the laws of the Commonwealth of Pennsylvania, and the constitution of the Presbyterian Church (USA) at any annual meeting or special meeting of the Members of the Congregation by a two-thirds (2/3) vote of the voters present, provided that a printed distribution of the proposed changes shall have been made in connection with the call of the meeting to all Members at least one week prior to the meeting.

These bylaws 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 (USA) and the laws of the Commonwealth of Pennsylvania applicable thereto.