

BY-LAWS OF
ST. JOHN'S UNITED CHURCH OF CHRIST
1811 Lincoln Way East, Chambersburg, Pennsylvania 17202

Amended at Congregational Meeting November 16, 2014
Amended at Congregational Meeting June 7, 2015
Amended at Congregational Meeting August 23, 2015
Amended at Congregational Meeting June 11, 2017
Amended at Congregational Meeting November 12, 2017
Amended at Congregational Meeting June 10, 2018
Amended at Congregational Meeting November 11, 2018
Amended at Congregational Meeting November 10, 2019

ARTICLE I
GENERAL PROVISIONS

Paragraph 1. Administration. The administration of St. John's United Church of Christ, Evangelical and Reformed, (St. John's) shall be governed by its Constitution and these By-laws. These By-laws, adopted pursuant to St. John's Constitution, further define and regulate the administration and operation of the Church to enable it more effectively to accomplish its tasks, ministries and missions.

ARTICLE II
CONGREGATIONAL MEMBERSHIP AND GOVERNMENT

Paragraph 1. Becoming an Active Member

This is addressed in the Constitution of St. John's United Church of Christ.

Paragraph 2. Maintaining Active Membership

This is addressed in the Constitution of St. John's United Church of Christ.

Paragraph 3. Inactive Membership

This is addressed in the Constitution of St. John's United Church of Christ.

Paragraph 4. Membership Rights and Responsibilities

This is addressed in the Constitution of St. John's United Church of Christ.

Paragraph 5 Government.

A. Governing Body

The governing body (voting members) of this congregation shall consist of all who shall have the powers and duties set forth in the Constitution. The day-to-day administration and operation of St. John's is entrusted to the Consistory chosen and composed as provided in these By-laws.

B. Membership Meetings

Regular meetings of the membership shall be held at least twice a year, one in the spring and one in fall. Meetings of the membership shall be held in the St. John's Sanctuary or such other suitable place on the church's property convenient to the membership. The time, date and place of these meetings shall be determined by the Consistory and notice thereof shall be given as provided herein. All Active Members have voting rights at Membership meetings. The Consistory shall establish the agenda for these meetings which shall include the following:

a. At the spring meeting, Consistory members for the coming year Program Year shall be elected. The financial report of the previous Fiscal year will be presented and accepted for audit. Any other business requiring congregational action shall be transacted at this time.

b. At the fall meeting, the budget for the coming Fiscal year shall be adopted. The Pastor, Consistory, ministries, and special task forces created by the Consistory shall present written reports describing the previous Program Year's activities and plans for the coming Program Year. Any other business requiring congregational action shall be transacted at this time.

C. Special Meetings. Special meetings of the congregation may be called by the Consistory or by petition to the Consistory signed by not less than 10 per cent of the Active Membership. It shall be incumbent upon the Consistory to call said special meeting within two weeks from receipt of said petition.

D. Notice of Meetings. It shall be the duty of the Consistory to deliver or cause to be delivered a notice of any Regular or Special membership meeting at which a vote will be taken, stating the purpose thereof, as well as the time and place where the meeting is to be held at least two weeks, but not more than thirty (30) days prior to such meeting.

Notice to Active Members shall be deemed to be accomplished through publication in the weekly bulletins and the church's website and through emails within the required time frame. Active Members who notify the office may have meeting notices sent through the U.S. mail.

E. Quorum. Ten percent (10%) of the Active Membership shall constitute a quorum for the transaction of all business at any meeting duly called. If at any meeting there is less than a quorum present, the meeting shall be rescheduled with the Active Members being notified as stipulated elsewhere in these Bylaws.

ARTICLE III CONSISTORY

Paragraph 1. The general affairs of St. John's shall be governed by an executive body to be known as the Consistory.

A. Number and Membership. The Consistory shall be composed of the Pastor, at least six Elders, at least six Deacons, and at least three Trustees the total number, exclusive of the Pastor(s) not to exceed 20, elected by the congregation or appointed by the Consistory as provided for in these By-laws.

B. Quorum A simple majority of its members shall constitute a quorum.

C. Mission Statement All tasks are possible by praying for each other and sharing our gifts; honest confession of our shortfalls and embracement of God's grace and power; forgiveness and acceptance of one another; and allowing love to rule our lives.

As servants of our Lord, Jesus Christ, and to his Church on earth, our Consistory shall act to:

1. Nurture growth in faith and fellowship within this congregation and in ecumenical cooperation with other Christians; strengthen the ties that bind people everywhere to God.
2. Oversee by review, correction, and encouragement the work done by various councils and ministries commissioned to advance His mission proclaiming the Gospel and to glorify God.
3. Assure the establishing and policies for the effective functioning of the Safe Church Oversight and Safe Church Response Teams.
4. Elect a Safe Church Compliance Steward, and the members of the Safe Church Response Team.
5. Elect members of the Personnel Committee.
6. Review recommendations from all Ministry Teams, Councils and Task Forces to include but not be limited to:
 - i. the Safe Church Oversight Committee for revisions to the Safe Church Policies
 - ii. the Personnel Committee for personnel matters
 - iii. the Finance Ministry Team on financial matters
 - iv. the Nursery School Ministry Team on matters concerning the Nursery School.

7. Exercise fiduciary oversight and control of the financial assets of St. John's in compliance with the Constitution and Bylaws.
8. Implement and enforce the Constitution of St. John's and these By-laws to bring order to our human efforts.
9. Provide a setting for open discussion of the views of the congregation, its elected Deacons, Elders, Trustees, and appointed Pastor for evaluation, innovation, and renewal of the Church's work.
10. Prepare a legacy for all time of a loving faith tradition by teaching, empowering, and motivating persons of all ages for active participation in the body of Christ.
11. Authorize any appropriate check signatory (s).

Paragraph 2. Nominations, Notice and Qualifications

(A) Nominations After seeking input from the Congregation, the Consistory shall make nominations from the Active Members for the offices of Elder, Deacon and Trustees. An equal number of nominations for each office may be made by the congregation at the meeting when the proposed slate of Consistory members is presented.

(B) Basic Qualifications. The Consistory shall consist of the Pastor and members of the congregation that meet the qualifications as hereinafter set forth for the office of Elders, Deacons and Trustees. Being Active Members, the other basic qualifications for these offices are as follows:

1. Deacon-One with a willingness to serve Christ and Christ's people through participation in the organization of worship activities and through leadership of the congregation as a member of the Consistory of St. John's during any duly elected term.
2. Elder-One with a willingness to serve Christ and Christ's people and in particular, for supporting, with the Pastor, the spiritual life of the members, for providing and distributing the Lord's Supper and for monitoring and encouraging members' ongoing participation in the life of the Church. Elders also participate in the leadership of the congregation as a member of the Consistory of St. John's during any duly elected term
3. Trustee: One who has experience or interest in the care and control of both the real and personal property of the congregation as a sacred trust, in accordance with the provisions of the Articles of Incorporation, By Laws and Policies of St. John's.

(C) Notice The Congregation will be notified of the proposed slate of Consistory members at least two weeks before the spring Congregational meeting.

Paragraph 3. Election, Ordination/ Installation & Term of Office

(A) Voting and Term of Office

Deacons, Elders and Trustees shall be elected by a majority vote of Active members at a congregational meeting duly called for that purpose and shall hold office until their successors shall have been elected and installed, which shall begin on their installation in September following their election. Deacons and Elders shall be elected for two-year terms and may be re-elected for a second two-year term, provided however, that following service on the Consistory, Deacons and Elders shall be ineligible for re-election until one year has elapsed following their service whether they served a two or four-year term. Trustees shall be elected for a three-year term. Following the completion of their term, Trustees shall be ineligible for re-election to Consistory until one year has elapsed.

(D) Ordination and Installation of Elders, Deacons and Trustees. When elected for the first time, the Elders and Deacons shall be publicly ordained and installed in their respective offices. Thereafter, they are simply installed. Trustees are installed. This service is usually conducted the last Sunday in August.

(E) Vacancies in Consistory. Vacancies on the Consistory shall be filled by a vote of a majority of the remaining Consistory members for the remainder of the term of the vacated position.

Paragraph 4. Organization and Transition

(A) **Organization** – Each Consistory organizes itself after the incoming Consistory members are elected and before September first of each year. At this time officers are elected for the coming September 1- August 31 program year from a ballot presented by the Nominating committee. An equal number of nominations may be made from the floor. Other required positions are also filled. All positions elected at this meeting begin their responsibilities the following September 1.

(B) **Transition**– Each Consistory holds responsibility from September 1 through August 31.

Paragraph 5. Voting

(A) **Voice** – The usual method of voting is by voice of those in attendance at a Consistory meeting.

(B) **Electronic** – Voting by electronic means is acceptable if the following criteria can be assured.

1. The electronic message is sent by the President or Secretary of Consistory to all current Consistory members.
2. The exact wording of the motion along with the names of the persons who moved first and second in favor of the matter to be considered.
3. Each member responds to the person who sent the original message using the “respond all” option.

4. Each member is asked to respond in a specified timeframe as appropriate based on the issue in question. If a simple majority is not obtained when needed, the person sending the request for an electronic vote will attempt to contact by telephone those members who have not voted in order to obtain the votes of all members.
5. The person who sends the original request for a vote, compiles the results and reports the results to all members.
6. The results of any electronic votes are recorded in the minutes of the next Consistory meeting.

ARTICLE IV CONSISTORY OFFICERS

Paragraph 1. Designation. The principal officers of St. John's Consistory shall be a President, Vice-President, Secretary, Treasurer, and Assistant Treasurer all of whom shall be Active Members. These officers shall also be the principal officers of St. John's.

Paragraph 2. Officer Qualifications. The President, Vice-President, and Secretary of the Consistory must be an Elder, Deacon or Trustee of St. John's. The Treasurer and Assistant Treasurer need not be current members of the Consistory, but shall have served at least one full term as an Elder, Deacon or Trustee. If either the Treasurer or Assistant Treasurer is not a member of the current Consistory he or she may participate, but may not vote, on matters brought before the Consistory.

Paragraph 3. Nominating Committee After the Spring Congregational meeting the President of the Consistory shall appoint a Nominating Committee of one (1) Deacon one (1) Elder and one (1) Trustee. The Nominating Committee shall propose a slate of officers at the Consistory reorganization meeting to include a President, Vice-President, Secretary, Treasurer and Assistant Treasurer.

Paragraph 4. Term of Office. The President, Vice-President, and Secretary shall be elected for a term of one year, each to serve until the reorganization of the Consistory the following year. Further, the President, Vice President and Secretary shall be eligible for re-election for one additional year and then shall be ineligible for re-election to the same office until one year has elapsed.

The Treasurer and Assistant Treasurer shall be elected to a four-year term and shall be eligible for re-election to one or more additional four-year terms. Unlike the other officers, the Treasurer and Assistant Treasurer do not necessarily need to be a current member of the Consistory.

Paragraph 5. Election of Officers. The officers of the Consistory shall be elected annually by the elected members of the Consistory at the first organizational meeting of new members and shall hold office for one year or at the pleasure of the Consistory.

Paragraph 6. Resignation and Removal of Consistory Officers. Upon the affirmative vote of a majority of members of the Consistory, any officer may be removed either with or without cause. Any officer may also resign at any time. Any vacancy that occurs in any officer position may be filled at any regular or special meeting of the Consistory by a simple majority vote.

Paragraph 7. Duties of Officers. The duties and responsibilities of the officers of the Consistory are those normally assigned to such positions. Specifically, the duties of the Consistory officers are as follows:

(A) President: The president shall be the chief executive officer of St. John's and, to this end, shall:

- (1) See that all meetings of the Consistory are regularly held;
- (2) Open and conduct such meetings;
- (3) See to the execution of all resolutions;
- (4) Assure that the Active Members are notified of all meetings as stipulated in these Bylaws.
- (5) With the Secretary sign all contracts, loans and deeds.

(B) Vice President:

The Vice-President shall take the place of the President and perform necessary duties whenever the President shall be absent or unable to do so. The Vice President shall perform such other duties as shall from time to time be imposed by the President or the Consistory. The Vice President also shall assist the President and ease the administration of that office.

(C) Secretary: The Secretary shall:

- (1) Keep a record of all transactions at the meetings of the congregation and of the Consistory
- (2) Assure a quorum is present in order to take votes at all Consistory and Congregational meetings.
- (3) Attend to all correspondence of the Consistory
- (4) With the President, sign all contracts, loans, and deeds

(D) Treasurer:

- (1) Pay all bills of St. John's, as approved by Consistory;
- (2) Render a monthly report to the Consistory, and an annual report to the congregation, regarding the financial condition of St. John's;
- (3) Have general oversight responsibilities regarding the congregation's finances and make recommendations regarding financial matters to the Consistory and the congregation;
- (4) Meet with the Trustees, Finance Ministry Team, the Investment Committee, and the Pastor, as appropriate; and
- (5) Arrange for the annual audit.

(E) Assistant Treasurer:

Shall have all of the same rights and responsibilities as the Treasurer and shall serve when the Treasurer is unavailable and shall share the duties of the Treasurer as delegated by the Treasurer.

(F) Authorized Check Signatory:

The Finance Ministry Team shall appoint from among the members of the Team a person who shall be authorized to sign checks when both the Treasurer and Assistant Treasurer are unavailable. The Consistory shall authorize this person.

Paragraph 8. Meetings.

- A. The Consistory shall meet at least once every month for the transaction of such business as may properly come before it.
- B. Special meetings subject to the call of the President or Pastor may be held.
- C. Meetings may be canceled by the President.
- D. Consistory meetings are open for observation unless there are matters which require confidentiality.
- E. A person wishing to be a part of the usual agenda must present a request to the president as soon as possible before a scheduled meeting. The request must state the subject to be addressed.

**ARTICLE V
ELDERS, DEACONS AND TRUSTEES**

Paragraph 1. Leadership Positions. The leadership positions within the St. John's congregation shall be the Elders, Deacons and Trustees, each of which have separate obligations and responsibilities.

(A) Elders. Following the practice of the New Testament Church (1 Tim. 5:17; Titus 1:5, 1 Peter 5:1), and Reformed churches in general, Elders are elected and ordained to positions of leadership within the congregation. During their term of office on the Consistory, together with the Pastor(s), the Elders shall constitute the Spiritual Council which shall have original jurisdiction in all matters pertaining to membership within the congregation. The Pastor shall chair the Spiritual Council and a majority shall constitute a quorum.

The Elders shall provide the elements for the Lord's Supper and shall aid in their distribution when requested. Additionally, individual Elders shall perform any other duties assigned by the Consistory. Because they are ordained to a life-long ministry, Elders shall continue to work for the up-building of the Congregation and the welfare of all its members even when not serving a term on the Consistory.

(B) Deacons. Following the practice of the New Testament Church (Acts 6:1-7; Phil 1:1,1 Tim 3:8-13) and Reformed churches in general, Deacons are elected and ordained to positions of leadership within the congregation. During their term of office on the Consistory, together with the Pastor(s), Deacons shall constitute the Deacons' Council which shall organize itself. A majority shall constitute a quorum. This council shall direct lay participation in worship services. When requested, Deacons shall aid in the distribution of the Lord's Supper. Additionally, Deacons shall perform any other duties assigned by the Consistory. Because they are ordained to a life-long ministry, Deacons shall continue to work for the up-building of the congregation and the welfare of all its members even when not serving a term on the Consistory.

(C) Trustees. The Trustees shall have the care and control of both the real and personal property of the congregation as a sacred trust, in accordance with the provisions of the Articles of Incorporation. The Trustees and the Pastor(s) constitute the Council of Trustees and shall organize itself. A majority shall constitute a quorum. The three Trustees will be ex-officio members of the Finance Ministry Team.

ARTICLE VI SAFE CHURCH COMPLIANCE STEWARD

A key objective of St. John's UCC being to "create and maintain a safe environment for all persons entrusted to our care," there is established by this by-law the position of Safe Church Compliance Steward, whose functions and responsibility are to ensure that the Safe Church Policies and Procedures adopted by the Consistory are implemented as fully as possible. The Steward shall be elected by the Consistory to a two- year term and shall be eligible for re-election to one or more additional two-year terms.

The Steward will:

- A. Maintain a current St. John's Safe Church Clearance at all times.
- B. Obtain and maintain all required personal Mandated Reporter Training.
- C. Serve as Chair of the Safe Church Oversight Committee and as Chair of the Safe Church Response Team which are established by the Consistory.
- D. Perform such tasks or roles as prove to be appropriate for the efficient implementation of the Safe Church Policies
- E. Serve as liaison among the staff, volunteers, the Congregation and the Consistory on all issues involving the Safe Church Policies and Procedures.

ARTICLE VII THE PASTOR

Paragraph 1. Ordained Minister. An Ordained Minister of the United Church of Christ is one who has been called by God and ordained to preach and teach the Gospel, to administer the sacraments and rites of the Church, and to exercise pastoral care and leadership. The Call of an Ordained Minister(s) to St. John's establishes a covenantal relationship among the Ordained Minister(s), St. John's, and the United Church of Christ. In calling a pastor(s), the

congregation will consider only persons holding sound ecclesiastical authorization in an association of the United Church of Christ. Further, continued service of our pastor(s) is conditioned on holding sound ecclesiastical authorization in the Mercersburg Association of the Penn Central Conference, UCC. In this regard, it shall be the duty of the pastor(s) to set a good example to the congregation, to conduct all services on Sundays, holy days and such other days as the congregation may desire, to direct the work of religious education, administer the Holy Sacraments, visit the sick, comfort the distressed, and perform all such duties as belong to the pastor's office in the United Church of Christ. They shall make an annual report of their work in writing to the congregation. The Pastor(s) also shall be ex-officio members of all committees, councils and boards except for the Personnel Committee within the congregation.

Paragraph 2. Pastoral Vacancies. When a Pastoral vacancy occurs, or when the Consistory is notified that a vacancy in the Office of Pastor will occur, the Consistory as set forth in these By- laws shall ensure that a Pastoral Search Committee is immediately formed and that said Committee immediately undertakes to assess the spiritual needs of the congregation and seek a new Pastor to fill the vacant position. Any change in Pastor(s) shall be in accordance with the By-laws of the United Church of Christ. The Consistory shall nominate one candidate for the pastoral vacancy to be voted upon by the congregation. The congregation shall consider only one candidate at a time and shall vote by ballot for or against the candidate's election. If the candidate is elected, the Consistory shall then tender a call according to the procedure prescribed by the Penn Central Conference. The call must be confirmed by the appropriate authorities and or committees of the Mercersburg Association.

ARTICLE VIII COUNCILS, COMMITTEES AND MINISTRIES

Paragraph 1. General Statement. The Consistory may establish such councils, committees and ministries as it may deem necessary for the accomplishment of the work missions and ministries of St. John's. The purpose of councils, committees and ministries is to lead or represent the Consistory and congregation.

Paragraph 2. Personnel Committee

(A) Purpose. The Personnel Committee is responsible for all personnel management of St. John's United Church of Christ.

(B) Membership and Terms. The Personnel Committee shall be comprised of four members elected by the Consistory as follows:

1. One currently serving member of the Consistory, elected by Consistory (other than the Pastor). This person shall serve for one year but may be re-elected for as long as his or her term on Consistory. This person shall be the primary liaison between the Consistory and the Personnel Committee.

2. Three other active members of the Congregation elected to staggered overlapping three-year terms. In order that the term of only one of the elected members shall expire at the end of each program year, annually one person shall be elected by the Consistory to a three year term on the committee. Members are eligible for a second three-year term and shall then be ineligible to serve until one year has lapsed.

(C) Organization. The members shall organize themselves as they see fit in order to fulfill the responsibilities of the committee.

(D) Vacancies. Vacancies on the committee shall be filled by The Consistory.

(E) Duties and Responsibilities.

- (1) Cultivates and maintains a wholesome and effective relationship between the pastor and people during such times as the Pastoral Relations Committee is not active.
- (2) Participates in any Pastoral or other Search Committees as appointed by Consistory.
- (3) Authorizes all hiring, terminations and disciplinary actions after assuring all appropriate policies have been followed and input or recommendations have been received from appropriate sources such as supervisory staff, the Pastor, or other Ministry Teams with the provision that disciplinary action in the case of a Pastor shall be in conformance with the By-Laws of the United Church of Christ.
- (4) Keeps the Consistory informed in regard to pertinent employee matters.
- (5) Reviews the Personnel Policies at least bi-annually (on the odd-numbered years) and recommends any changes to Consistory.
- (6) Assures that all staff are oriented to the Personnel Policies of St. John's United Church of Christ and that the policies are followed.
- (7) Secures mentors and/or provides training for any staff person who is determined to need on-the-job training in order to meet the requirements of his or her position.
- (8) Maintains clear records of the meetings of the committee in a secure location with other personnel records.
- (9) Maintains confidential clear documentation of personnel actions in the personnel records of employees.
- (10) Participates in an annual audit of all personnel files and assists the Office Manager in updating personnel files as a result of any discrepancies or issues discovered during the personnel file audit.
- (11) Provides support to supervisory staff in the area of Human Resources and seeks advice from Human Resource professionals who have been identified by St. John's United Church of Christ to provide those services.
- (12) Assures at least annual evaluations of all employees including the Pastor.
- (13) Encourages all staff to engage in good self-care.

Paragraph 3. Other Councils, Committees and Ministries

Various Councils, Committees, Task Forces and Ministries may be created by the Consistory. These groups shall be governed by Policies developed and regularly reviewed by Consistory.

ARTICLE IX OPERATION OF ST. JOHN'S

Paragraph 1. Fiscal Year. The fiscal year for St. John's shall consist of the twelve month period commencing on January 1 and terminating on December 31 of that year.

Paragraph 2. Preparation of Budget. Each year by the end of October the Consistory shall adopt a Budget for St. John's containing a report on the income and expenditures for the current fiscal year and an estimate of the amount which it considers necessary to pay the cost of maintaining and operating the Church for the coming fiscal year, including but not limited to, such reasonable amounts the Consistory deems necessary to provide working capital for the Church. This Budget shall be presented to the membership for review and approval at its Fall meeting. There shall be only one budget that shall include the income and expenditures of St. John's United Church of Christ that are processed through the financial accounts of this corporation.

Paragraph 3. Program Year. The Program Year of St. John's shall be from September 1 to August 31 of each year.

Paragraph 4. Consistory. The Consistory shall have the powers and duties necessary for the administration of the affairs of St. John's and may do all and any such acts as are not by the Constitution or these By-laws directed to be done by the general membership of St. John's. These powers and duties include, but are not necessarily limited to,

- (1) transacting the business of the church;
- (2) making provision for the determining and raising of the current expense budget for the congregation and the church's contribution to Our Church's Wider Mission and other benevolent projects;
- (3) the auditing of financial accounts, including arranging for an annual audit of the congregation's accounts; and
- (4) providing for the adequate support of the staff of workers. The Consistory shall keep a complete and accurate record of its proceedings, be the custodian of all congregational records, and report to the congregation at its regular and special meetings. It shall submit any or all records to the Penn Central Conference and Office of the Secretary of the United Church of Christ as occasion may require.

Paragraph 5. Limitations on Authority. The Consistory may authorize any unbudgeted expense, but if that expense exceeds \$25,000 it must receive the approval of the Congregation; and furthermore, without Congregational approval the Consistory may not, in any one (1) fiscal year authorize the expenditure of more than a total of \$50,000 for unbudgeted projects costing less than \$25,000 each.

ARTICLE X LIABILITY AND INDEMNIFICATION

Paragraph 1. Liability and Indemnification. Members and officers of the Consistory shall not be personally liable for monetary damages for any action taken or for any failure to take any action, as a Consistory member or officer unless

- 1) the Consistory member or officer has breached or failed to perform the duties of the office under Section 8363 of the Pennsylvania Consolidated Statutes, and
- 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This by-law shall not apply to the liability of a Consistory member or officer for the payment of taxes pursuant to local, state or federal law, or to the responsibility or liability of a Consistory member pursuant to any criminal statute. No amendment to or repeal of this by-law shall have any effect on the personal liability for monetary damages of any Consistory member for, or with respect to, any act or omission of such Consistory member or officer occurring prior to such amendment or repeal. St. John's United Church of Christ shall indemnify and hold harmless any and all of its Consistory members or officers, or former Consistory members or officers, against all losses, liabilities and expenses actually or reasonably incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party by reason of being or having been a Consistory member or officer of the St. John's United Church of Christ provided however that the Consistory member or officer acted, or failed to act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the St. John's United Church of Christ. Indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled. The payment of any losses, liabilities and expenses as set forth in this subsection, shall be made by the St. John's United Church of Christ to or on behalf of a Consistory member or officer, or former Consistory member or officer upon receipt of an under taking by or on behalf of such person to repay such amount if it shall ultimately be determined that the Consistory member is not entitled to be indemnified by the Church, and shall be made within a reasonable time after a written claim is made for any such losses, liabilities and expenses. It shall be a defense to any such claim for losses, liabilities and expenses prior to a final disposition of the action, suit or proceeding that the claimant has not met the standards of conduct which make it permissible under this subsection for the St. John's United Church of Christ to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the St. John's United Church of Christ.

ARTICLE XI STEWARDSHIP OF GIVING

Paragraph 1. Types of Giving. Stewardship means that as members of St. John's we give a portion of our time, talent and treasury for the work of the Church in thanksgiving for what God has given us. Therefore, as members of the Christian community, we reaffirm the need for individual commitment and involvement in St. John's, including the intentional allocation of a percentage of time in conscious Christian action and ministry. Further, as members of St. John's we commit ourselves to maintaining a discipline of regular, planned giving, to support the Church's work, missions and ministries. Giving to St. John's is a testimony of faith and is an integral part of the church's present and future life. The most common types of giving to St. John's include the following:

(A) Annual Giving. This is done by making a gift to St. John's on a regular basis to fund the ongoing costs of the church;

(B) Capital Giving. This is done when St. John's undertakes a capital campaign to raise a large sum of money for special purposes, such as building restoration, a new building, or special mission appeals;

(C) Planned Giving. Planned giving is a method of making a contribution to St. John's either through an estate legacy such as a will or a trust or a gift that is made during the member's lifetime in the form of a trust or other legal instrument;

(D) Special Offerings. This is a type of gift that is made for special cause including funds for heating, youth camps, the church's wider missions, and other natural disasters or other emergencies; and

(E) Memorial Giving. This is the type of gift that is made in memory of family members or friends upon their death.

Paragraph 2. Obligations of Members. God gives us wealth as an act of grace to use it to seek the fulfillment of the Kingdom's purposes. It is the obligation of members of the congregation to regularly contribute towards the support of St. John's and all branches of the United Church of Christ, Penn Central Conference and the Mercersburg Association.

ARTICLE XII PROPERTY AND ASSETS

Paragraph 1. Dissolution. St. John's is subject to control of no other ecclesiastical body. All assets belong to the St. John's congregation. In the event St. John's should decide to dissolve, its assets and any and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, are to be distributed as deemed appropriate by members of the congregation and as required by Pennsylvania law

ARTICLE XIII RULES OF ORDER

Paragraph 1. Procedure. Robert's Rules of Order as most recently revised shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws

ARTICLE XIV BY-LAWS AND AMENDMENTS

Paragraph 1. Compliance. These By-Laws are set forth to comply with St. John's Constitution, the Constitution and By-laws of the United Church of Christ, and any laws of the Commonwealth of Pennsylvania that govern non-profit corporations. In the case any provisions of these By-laws conflict with the Constitution of this Church, the Constitution or By-laws of the United Church of Christ, or any statute of the Commonwealth it is hereby agreed an accepted that the provisions of those documents or statutes will apply. Moreover, this Constitution and By-Laws are prepared with a view toward consistency with the Constitution and By-Laws of the United Church of Christ, as well as that of the Penn Central Conference. Should it, at any time, be found to be inconsistent, the Judicial Commission of Penn Central Conference will be consulted for direction.

Paragraph 2. Severability. The provisions of these By-laws shall be deemed independent and severable, and the invalidity or partial invalidity or un-enforceability of any one provision or portion thereof shall not affect the validity or enforce ability of any other provision or portion thereof.

Paragraph 3. Amendments. These By-laws may be amended at any meeting of the congregation with the following stipulations:

- 1) the amendment(s) is first reviewed by the Consistory
- 2) there is at least a two-week notice of the meeting;
- 3) a quorum is present; and
- 4) there is two-thirds (2/3s) vote for the proposed amendment(s).