

THE FIRST PRESBYTERIAN CHURCH IN PHILADELPHIA
A Pennsylvania Nonprofit Corporation

AMENDED AND RESTATED BYLAWS

1.

PURPOSES

1.1. Statement of Purpose and Mission. The First Presbyterian Church in Philadelphia (the “Church”) has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the Congregation and residents of the community, and to promote peace and justice in the world.

1.2. Relation to the Presbyterian Church (U.S.A.). The Church is a member church of the Presbytery of Philadelphia in the Synod of The Trinity of the Presbyterian Church (U.S.A.).

1.3. Governance of the Church. This Church shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.) and the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”). Consistent with the Constitution of the Presbyterian Church (U.S.A.), the Articles of Incorporation of the Church and these Bylaws shall provide specific guidance for this Church. If any provision of these Bylaws conflicts with any mandatory provision of the Book of Order, the mandatory provision of the Book of Order shall control. Meetings shall be conducted in accordance with the most recent edition of Robert’s Rules of Order. The Congregation and the Session shall be authorized to deal with both ecclesiastical and secular issues at any time.

2.

OFFICES

2.1. Registered Office. The registered office of the Church shall be at 201 S. 21st Street, Philadelphia, PA 19103 or at such other location in Pennsylvania as the Session may from time to time determine.

2.2. Other Offices. The Church may also have offices at such other places as the Session may select and the business of the Church shall require.

3.

MEMBERS

3.1. Qualification. The members of the Congregation, as defined in the Book of Order, or, in the absence of such definition, as defined in Article VI of the Articles of Incorporation, shall be the members of the Church.

3.2. Annual Meeting. The annual meeting of the Congregation shall be held on the second Sunday in February or at such other time as may be determined by the Session. The following business shall be presented: 1) annual reports from the Deacons and the Session (for information only), 2) financial reports for the preceding year, 3) the budget for the current year (for information only), 4) changes in the terms of call for the pastor(s), 5) the report of the nominating committee for electing members of the Session and Deacons, and 6) the election of at -large members to serve on the nominating committee for the coming year. Full opportunity shall always be given at the annual meeting of the Congregation for nominations from the floor by any active member of the Congregation for the offices of ruling elder or deacon. Anyone nominated from the floor must agree to such nomination. A majority of all active members present and voting shall be required to elect. Any other business to be conducted at the annual meeting must be included in the call for that meeting, and no other business than that specified in the call for an annual meeting will be in order.

3.3. Special Meetings. Special meetings of the Congregation may be called by the Session and shall be called when requested in writing by twenty-five percent (25%) of the active members on the roll of the Congregation. Such calls shall clearly state the purpose of such special meetings, and business shall be restricted to that specified in the call.

3.4. Quorum and voting. The quorum of a meeting of the Congregation shall be the Moderator, the Clerk of Session (or a person selected by the Congregation to act as secretary of the meeting if the Clerk of Session is unable to attend), and at least twenty-five percent (25%) of the active members of the Congregation. Each active member shall be entitled to one (1) vote. The acts of a majority of active members of the Congregation voting shall be deemed to be the acts of the Congregation.

3.5. Electronic Meetings. A meeting of Congregation may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the active members can read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Congregation, pose questions to the members of the Congregation or others, make appropriate motions and comment on the business of the meeting. Such meeting need not be held at a particular geographic location.

4.

THE SESSION

4.1. Powers. The business and affairs of the Church shall be managed by the Session, except as otherwise required by the Constitution of the Presbyterian Church

(U.S.A.), the Act, or the Articles of Incorporation, these Bylaws or a resolution duly adopted by the Session.

4.2. Qualifications of Members of the Session. Each Member of the Session shall meet the requirements of the Book of Order and shall be a person of wisdom and maturity of faith who has demonstrated skills in leadership and being compassionate in spirit. A Member of Session need not be a resident of Pennsylvania.

4.3. Number, Election and Term of Members of the Session. The Members of the Session shall consist of the pastor and any associate pastors of the Church, plus no fewer than nine (9) nor more than eighteen (18) active members of the Congregation (“ruling elders”) as determined by the Session. Ruling elders shall be elected by vote of the Congregation at the annual meeting of the Congregation and shall serve for terms of three (3) years each and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. No ruling elder may serve more than six consecutive years as a Member of Session but shall be eligible to serve again after an absence of one (1) year.

4.4. Quorum. Except as provided below, one half of all Members of Session, which must include the Moderator or a substitute Moderator designated according to the Book of Order, shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Members of Session present at a duly convened meeting at which a quorum is present shall be the acts of the Session, unless a greater number is required by the Act or these Bylaws. For the purpose of receiving new members of the Congregation, a quorum shall be three.

4.5. Vote. Every Member of the Session shall be entitled to one vote.

4.6. Unanimous Consent of Members of the Session in Lieu of Meeting. Any action which may be taken at a meeting of the Session may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all the Members of the Session in office and shall be filed with the Clerk of Session.

4.7. Election Meeting. The Session shall hold an annual meeting for the election of officers as soon as is practicable after the installation and ordination of the most recently elected Members of Session.

4.8. Regular Meetings. Regular meetings of the Session shall be held at least quarterly as determined by the Session.

4.9. Special Meetings. Special meetings of the Session may be called by the Moderator or when requested by two (2) other Members of the Session at any time. At least 48 hours’ written notice (or 24 hours if electronic notice) stating the time, place and purpose of any special meeting shall be given to the members of the Session. Only those matters listed in the call of the special meeting may be considered at the meeting.

4.10. Teleconference Meetings. Any Member of the Session, or any member of any committee thereof, may participate in a meeting of the Session or committee thereof by

means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

5.

OFFICERS

5.1. Positions, Election, Term. The officers of the Church shall include a Moderator, a Clerk of Session, and a Treasurer. The Clerk of Session and Treasurer (who need not be Members of the Session) shall be nominated by the Moderator and elected by the Members of the Session as soon as is practicable after the ordination and installation of each new class of elders and shall serve for a term of one year and until their successors are elected and qualified. The Clerk of Session shall be a ruling elder, either currently serving or having previously served. The Members of the Session may elect such other officers or assistant officers, who need not be Members of the Session, as they deem appropriate from time to time.

5.2. Consecutive Terms. Officers may be elected for consecutive terms.

5.3. Duties. The duties of the officers shall include the following:

(a) The Pastor of the Church shall be Moderator of the Church. The Moderator shall preside at all meetings of the Congregation and the Session. The Moderator shall be an ex-officio member of every Church committee and shall have the authority to appoint other staff members as ex-officio members of such committees.

(b) The Clerk of Session shall be secretary of the Church and shall assure that minutes are prepared and maintained for all meetings of the Session and the Congregation; shall assure that appropriate notice is given for all meetings of the Session and Congregation; and shall perform such other duties as may be prescribed by the Book of Order, the Session or by the Moderator.

(c) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Church are maintained; shall cause financial reports to be provided to the Session and the Congregation as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Book of Order, the Session or by the Moderator.

6.

COMMITTEES

6.1. Nominating Committee. The Congregation shall form a nominating committee consisting of at least seven (7) active members of the Congregation. Two (2) members shall be elected by the Session, being ruling elders currently serving on the Session, one (1) member shall be elected by the Session, being a deacon currently serving on the Board of Deacons, and at least four (4) members shall be elected from the

Congregation-at-large (not currently serving ruling elders or Deacons). The Moderator shall be an ex-officio member of the committee.

6.2. Establishment. The Session may establish one or more committees or working groups (“committees”) to consist of at least one Member of the Session. Any such committee, to the extent provided in the resolution of the Session forming the committee, shall have and may exercise such power and authority as authorized by the Session, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Session.
- (b) The adoption, amendment, or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Session.
- (d) Action on matters committed by the Bylaws or by resolution of the Session to another committee of the Session.

If any person who is not a Member of the Session is appointed to any committee of the Session, such non-Member of the Session shall have no right to vote on any question that would create a binding obligation of the Church, provided, however, that such person shall be authorized to participate in a decision of such committee to commit expenditure of funds within the approved budget of the Church.

6.3. Appointment to Committees. Unless otherwise determined by the Session or set out in these Bylaws, the Moderator shall have the power to appoint and remove chairs of all committees and shall appoint members of such committees in consultation with the chair of the committee.

6.4. Procedures.

1.1.1. Each committee established by the Session shall make a full and regular report to the Session of its work, which shall be available to Session members in advance of a meeting of the Session.

1.1.2. Committees established by the Session seeking approval of any recommendations shall provide those recommendations to the Session in advance of any Session meeting where action will be considered. This provision can be waived at any Session meeting by unanimous consent of those Members of the Session present.

2.

DEACONS

2.1. Selection, number, terms. The Congregation shall elect for a three-year term no fewer than nine (9) and no more than fifteen (15) deacons. The number of deacons to be elected each year shall be determined by the Session. The Board of Deacons shall be divided into three equal classes. No deacon shall serve for consecutive terms, either full or

partial, aggregating more than six (6) years. A deacon having served a total of six (6) years shall be ineligible to serve again on the Board of Deacons for a period of at least one (1) year. The Moderator shall be an advisory member of the Board of Deacons and may name one (1) additional advisory member of the Board of Deacons.

3.

RESIGNATIONS AND VACANCIES

3.1. Resignations. Any member of the Congregation, Member of the Session, Deacon, or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Moderator or Clerk of Session, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

3.2. Filling Vacancies.

3.2.1.(a) If a vacancy exists among the positions available for Members of the Session, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the members of the Congregation may, at the annual or any special meeting, choose a person or persons who may serve as a Member of the Session for the remainder of the applicable term.

3.2.1.(b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Members of the Session, after nomination by the Moderator, may choose a person or persons who shall hold office for the remaining term.

4.

MEETINGS AND NOTICE

4.1. Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Session may from time to time determine. Meetings of Members may be held without geographic location as provided in Section 3.5 above.

4.2. Notice. Whenever notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's address appearing on the books of the Church, or in the case of Members of the Session, supplied by that person to the Church for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Church for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall

specify the day, hour, and geographic location, if any, of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted. In the case of meetings of the Congregation, adequate public notice of all Congregational meetings shall be given, including notice given at the two regular services of worship immediately prior to the meeting. Public notice shall appear in the worship bulletin for each of the two (2) Sundays prior to the meeting and be posted on the church web site for at least two (2) weeks prior to the meeting.

4.3. Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

5.

LIABILITY AND INDEMNIFICATION

5.1. General Rule. A Member of the Session shall not be personally liable for monetary damages as a Member of Session for any action taken, or any failure to take any action, unless:

5.1.1.(a) the Member of Session has breached or failed to perform the duties of a Member of Session in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

5.1.1.(b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Member of Session pursuant to any criminal statute or (b) the liability of a Member of Session for the payment of taxes pursuant to local, state, or federal law.

5.2. Indemnification. The Church shall indemnify any officer or Member of Session who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Church) (a "Proceeding"), by reason of the fact that such person is or was a representative of the Church, or is or was serving at the request of the Church as a representative of another domestic or foreign Church for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall

be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Church, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Church unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Church is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

5.3. Procedure. Unless ordered by a court, any indemnification under Section 10.2 or otherwise permitted by law shall be made by the Church only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

5.3.1.(a) by the Session by a majority vote of a quorum consisting of Members of the Session who were not parties to the action or proceeding; or

5.3.1.(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Members of the Session so directs, by independent legal counsel in a written opinion.

5.4. Advancement of Expenses. The Church shall advance expenses incurred by an officer or Member of Session who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Church, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Church.

5.5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Member of Session and shall inure to the benefit of the heirs, executors, and administrators of such person.

5.6. Other Rights. This Article shall not be exclusive of any other right which the Church may have to indemnify any person as a matter of law.

6.

AMENDMENTS

6.1. Articles of Incorporation. The Articles of Incorporation of the Church may be amended only by a two-thirds vote of all active members of the Congregation present at any duly convened annual or special meeting of the Congregation, provided that the proposed changes shall have been made available to the voters electronically, or by hard copy upon request, at least two (2) weeks prior to the vote, as well as available in hard copy at the meeting (or online at any electronic meeting) called for approval of any changes.

6.2. Bylaws.

6.2.1. The Bylaws may be amended by a two-thirds vote of all active members of the Congregation present at any duly convened annual or special meeting of the Congregation, provided that the proposed changes shall have been made available to the voters electronically, or by hard copy upon request, at least two (2) weeks prior to the vote, as well as available in hard copy at the meeting (or online at any electronic meeting) called for approval of any changes.

6.2.2. To the extent that the Bylaws may be amended by the Session alone and would not be in conflict with the Book of Order, they may be amended by a majority of all Members of the Session in office at any duly convened meeting of the Session after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

7.

MISCELLANEOUS

7.1. Definitions.

7.1.1.(a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.

7.1.1.(b) Record Form. “Record Form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

7.1.1.(c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form, an electronic sound, symbol, or process.

7.2. Fiscal Year. The fiscal year of the Church shall begin on the first day of January and end on the last day of December.

7.3. Policies. Consistent with the policy of the Presbytery of Philadelphia that the Bylaws of each church incorporate the church's sexual misconduct policy, the applicable portions of the Personnel Policy of the First Presbyterian Church in Philadelphia, including the Workplace Free of Harassment or Discrimination Policy and the Child, Youth, and Vulnerable Adult Protection Policy are incorporated by reference into these Bylaws. The Session may, at its discretion, adopt policies that guide the witness of the Church as a community of faith, hope and love.

7.4. Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

7.5. Bond. If required by the Session, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Session shall determine.

7.6. Subventions. The Church shall be authorized, by resolution of the Members of the Session, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

7.7. Corporate Seal. The corporate seal of the Church shall be in circular form and shall bear the name of the Church, the First Presbyterian Church in Philadelphia, and the words "Corporate Seal, Pennsylvania."

Adopted: March 5, 2023