

By-Law Provision for  
PHILADELPHIA BIBLE REFORMED CHURCH  
A Pennsylvania Non-Profit Corporation  
(DRAFT)

ARTICLE ONE  
Introduction and Name

- 1.01. These By-Laws constitute the code of rules adopted by Philadelphia Bible Reformed Church ("this church") for the regulation and management of its affairs.
- 1.02. The name of this church is Philadelphia Bible Reformed Church, a non-profit corporation, organized under the laws of the Commonwealth of Pennsylvania.
- 1.03. This bylaw is established upon the Book of Church Order of the Presbyterian Church in America. This church set forth a goal to become a particular congregation of the Presbyterian Church in America PCA, hereinafter referred to as "PCA".
- 1.04. This Church recognizes the Constitution of the PCA consisting of its doctrinal standards set forth in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms and the Book of Church Order.
- 1.05. The mission and vision of this church is: Rooted in Truth; Building up the Church; Sanctifying Our Believers; Preaching to Chinese in All Nations. We maintain the reformed Christian faith of Sola scriptura ("by Scripture alone"), Sola fide ("by faith alone"), Sola gratia ("by grace alone"), Solo Christo ("through Christ alone"), and Soli Deo gloria ("glory to God alone").

ARTICLE TWO  
Offices

- 2.01. The location of the registered office of this church is as stated in its Articles of Incorporation. That office will be continually maintained in Pennsylvania. The Board of Directors may from time to time change the address of said registered office by resolution and amend and file the appropriate statement with the Department of State.

ARTICLE THREE  
Membership

- 3.01. There shall be three classifications of members of this church:
  - (a) A Communing Member is a member who is entitled to vote in congregation meetings and to hold office.
  - (b) A Non-communing Member is a member who is a child of a Communing Member who has made a solemn commitment to bring up the child in the nurture and admonition of the Lord, and who may neither vote nor hold office.
  - (c) An Associate Member is a member who wishes to maintain a membership in a home church while temporarily residing in this area, and who is entitled to all the

rights and privileges of a Communing Member, with the exception of the right to vote in a Congregational meeting and may not hold an office in the church.

- (d) Emeritus status is granted to a member or non-member of PPC who, because of relocating outside the geographical region of the church, will be unable to continue to be an active participant in or church's life, and who is recognized by a majority vote of the Session with emeritus status because of a desire to continue a long-standing relationship with the church. An emeritus member shall have all the rights and privileges of the church, with the exception of voting in a congregational meeting or corporation meeting, holding office in the church, and shall not be carried on the active roll of the church.

3.02. In order to become a Communing or Associate member of this church, one must:

- (a) Give a credible profession of faith in Christ as personal Savior and Lord;
- (b) Have been baptized in obedience to Christ's command;
- (c) Be willing to submit to the government of this church;
- (d) Be living in such a way as not to contradict his or her profession of faith, either by flagrant sin or by false doctrine;
- (e) Complete a course of instruction approved by the Session;
- (f) Promise to support the church and its ministries by faithful involvement, prayer and financial stewardship as the Lord enables;
- (g) Present oneself to the Session to testify to conformity to the above qualifications.
- (h) Make a public profession of faith in the presence of the congregation.

3.03. The requirement set forth in 3.02(e) may be waived for good cause by the Session.

3.04. A Communing Member may be removed from the membership roll for one or more of the following reasons:

- (a) Transfer of membership to another church;
- (b) Willful neglect of the church for a period of one year;
- (c) Declaration of lack of intent to fulfill church vows;
- (d) Residence unknown for one year;
- (e) Voluntary withdrawal in writing;
- (f) Disciplinary action by the Session in accordance with the Rules for Discipline of the PCA.

#### ARTICLE FOUR Meetings

4.01. There shall be an annual congregational meeting for commitment to the annual budgets and for the election of officers and nominating committee. The date of the meeting shall be as fixed by the Session.

4.02. Special meetings may be called by the Session and must be called by the Session upon petition signed by at least 25% of the Communing Members. The notice of a special meeting shall state clearly the purpose of such special meeting and no other matter save that specified in the notice may be considered. Such petition shall state clearly the purpose of the meeting.

- 4.03. Notice of the time, place and purpose of meetings of the congregation shall be publicly announced at least one month prior to the date of the meeting except where the Session determines for good reason that a shorter time is required by circumstances and except in the case of special meetings as determined by the Session.
- 4.04. The Pastor shall be the Moderator of congregational meetings. If the Pastor is unable to be present, he may, with the consent of the Session, appoint another member of the Session to preside.
- 4.05. A Clerk shall be elected by the congregation to serve at each congregational meeting or for a definite period whose duty shall be to keep correct minutes of these proceedings and of all business transacted and to preserve those minutes in a permanent form, after they have attested by the Moderator and the Clerk of the meeting. He shall also send a copy of these minutes to the Session.
- 4.06. Meetings shall be conducted in accordance with the standards of the PCA, as far as they apply, and when they do not apply, according to Roberts' Rules of Order.
- 4.07. All meeting shall be opened and closed with prayer.
- 4.08. The quorum of a congregational meeting shall consist of one-fourth of the resident Communing Members, if the Church has not more than one hundred such members, and of one-sixth of the resident Communing Members if the Church has more than one hundred such members except that a quorum shall not be required for approval of the budget provide approval is evidenced by written ballot or proxies by a least 50% of the Communing members and provided that no quorum shall be required for the election of elders, deacons, deaconesses, directors and members of the nominating committee provided that written proxies or written ballots are cast by at least 50% of the Communing members.
- 4.09. All Communing Members, but no others, are entitled to vote. Voting by proxy is not allowed except that proxies may be used for approval of the annual budget and absentee ballots may be used for the election of the elders, deacons, deaconesses, directors and the members of the nominating committee.

## ARTICLE FIVE Government

- 5.01. This church recognizes Jesus Christ as the only Head of His church. Christ governs His church by His Word and His Spirit, working through elders who are committed to the Scriptures, called and equipped by Him and recognized by the vote of the congregation.
- 5.02. This church adopts that form of representative government known as Presbyterian which means rule by Presbyters, or Elders, who are elected by the congregation. We adopt and adhere to the government standards of the PCA, as set forth in the Book of Church order.
- 5.03. The affiliation of this church with the PCA is a voluntary association. Just as the congregation delegates authority to its Elders, so the individual churches within a prescribed geographical area delegate authority to a higher court, called the Presbytery, which is made up of all Teaching Elders and Ruling Elder representatives from each church in the Presbytery. Likewise, the Presbyteries delegate authority to the General

Assembly, which is made up of all Teaching Elders and Ruling Elder representatives from all the presbyteries in the country. Thus, the various courts of the church have only that authority which is delegated from those bodies which they represent, and which reflects the authority of Christ in His Word.

- 5.04. This church and its congregation may withdraw from the PCA by amendment of these By-Laws, as provided in Article Fourteen.

## ARTICLE SIX The Session

- 6.01. The governing board of this church is the Session which consists of the Ruling Elders who are elected to serve a term thereon and the Pastor and Associate Pastors, if any. The Session has responsibility for the spiritual government of this church, and represents it in the higher courts of the denomination.

- 6.02. There are two categories of members of the Session, as follows:

- (a) The Pastor and Associate Pastor(s) who shall be ordained ministers of the Word, called by the congregation and received and installed by the Presbytery to serve as pastors of this church.
- (b) Ruling Elders, who are the biblically qualified men of this church, elected by the congregation and ordained and installed by the Elders of this church. Elders must receive, adopt and vow to uphold the doctrine and government of the Presbyterian Church in America.

- 6.03. There shall be at least three Ruling Elders, but not more than nine, serving on the Session at the same time.

- 6.04. The Pastor shall particularly give himself to the ministry of the Word of God and to prayer. He shall administer the Sacraments of the Lord's Supper and Baptism. He shall be an advisory member of the Board of Deacons and Deaconesses.

- 6.05. The Session shall have the spiritual oversight of the church and all its ministries. In particular, it shall:

- (a) Maintain the spiritual government of the church;
- (b) Pray for, plan and promote the work of the Lord through this church;
- (c) Be alert to deviations from the truth of Scripture and shall do their best to protect this church from evils from within and without, in keeping with their ordination vows;
- (d) Present a proposed missions/benevolence budget as a part of the unified budget of the church for the ensuing year at the annual congregational meeting;
- (e) Receive members into the communion of the church;
- (f) Approve and adopt the operating and capital budgets;
- (g) Examine, ordain and install Ruling Elders and Deacons and examine, commission and install Deaconesses;
- (h) Carry out their other responsibilities as set forth in the Book of Church Order.

- 6.06. The quorum of the Session shall consist of not fewer than two-thirds of the Elders. If there are fewer than three Ruling Elders, the pastor and one Ruling Elder shall constitute a quorum.

- 6.07. (a) The Pastor shall be the Moderator of the Session and shall preside at all its meetings unless he is unable or unwilling to preside in which case the Session shall appoint another member of the Session to preside.
- (b) At the beginning of each church year, the Session shall elect one of its members to serve as Clerk, who shall keep such accurate records as required by the Session.
- (c) The Session shall select from its number a Ruling Elder or Ruling Elders to represent the church at the meetings of Presbytery and General Assembly.
- (d) The Session may have whatever additional internal structure it deems necessary to carry on its functions.
- 6.08. Each male Communing Member who meets the biblical qualifications for the office of Elder is eligible for nomination to serve a term as Elder. The term of office for an Elder shall be three years. A Ruling Elder is eligible for renomination at the expiration of one term of office. After serving two consecutive three-one years one shall not be eligible for reelection until after one year. Insofar as possible, terms of office shall be staggered so that one-third of the number of the board shall be elected each year.
- 6.09. (a) Suggestions of candidates for nomination for the office of Ruling Elder may be made to the Nominating Committee by any Communing Member of the congregation. Suggestions must not be made without prior consent of the candidate and must be made in writing. They are to be made at the time designated by the Session, but in no event less than three months prior to the annual meeting of the congregation.
- (b) Each candidate shall have completed a course of study and training by the Pastor and Session.
- (c) The Session shall judge the qualifications of candidates in the light of the requirements set forth in the Form of Government and the Scripture.
- (d) The names of qualified nominees are to be reported by the Nominating Committee to the congregation at least one month before the annual congregational meeting.
- (e) At the time of election, the nominations shall be read, and no nominations shall be read, and no nominations shall be allowed from the floor.
- (f) A majority vote of all of the Communing Members present in person or by written proxy or by absentee ballot is required for election.
- 6.10. Elders shall be ordained and installed in accordance with the provisions of the Book of Church Order.

## ARTICLE SEVEN

### The Board of Deacons and Deaconesses

- 7.01. The Board of Deacons and Deaconesses shall consist of from three to nine Deacons and Deaconesses who are elected by the congregation to serve on the Board. The Pastor shall be an advisory member of the Board.
- 7.02. The Board cares for temporal and material matters. In the discharge of their duties the Deacons and Deaconesses are under the supervision and authority of the Session. The responsibilities of the Board include:
- (a) Ministry of Mercy

To minister to those who are in need, to the sick, the friendless, and any who may be in distress.

(b) Financial Stewardship Administration

To develop the grace of liberality in the members of the church, to devise effective methods of collecting the gifts of the people, to develop the annual budget for the church with the assistance of the Finance Committee as they report to the Diaconate, to oversee the distribution of the church's money in accordance with the adopted budgets, to elect a Treasurer from within the Board, to whom shall be entrusted the funds for the current expenses of the church.

(c) Oversight of Church Property

To care for the property of the Congregation, both real and personal, and keep in proper repair the church edifice and other buildings belonging to this church.

(d) Miscellaneous

To fulfill any other specific duties and responsibilities which the Session may, from time to time, assign.

7.03. A quorum for any meeting at which business is transacted shall be at least 51% of the membership of the Board.

7.04. At the beginning of each church year, the Board of Deacons and Deaconesses shall elect a Deacon to serve as Chairman, who shall preside at all meetings, and a Secretary, who shall keep minutes of the meetings to be submitted to the Session, and a Treasurer to whom shall be entrusted the funds for the current expenses of the church.

7.05. All Communing Members who meet the biblical qualifications for the office are eligible for nomination as Deacons and Deaconesses. The term of office for each Deacon and Deaconess shall be three years. Deacons and Deaconesses are eligible for re-election at the expiration of one term of office. After serving two consecutive three-year terms, one shall not be eligible for reelection until after one year. Insofar as possible, terms of office shall be staggered so that one-third of the number of the Board shall be elected each year.

7.06. The congregation shall suggest candidates and elect persons to the office of Deacon and Deaconess in the same manner as provided for the election of Elders (6.09).

7.07. Deacons shall be ordained and installed in accordance with the provisions of the Book of Church Order and Deaconesses shall be installed with an appropriate ceremony.

## ARTICLE EIGHT

### Corporate Officers and Governance

8.01. This church as a corporation shall have a Board of five Directors who shall be responsible for the buying, selling and mortgaging of property of the Church, the acquiring and conveying title to such property, the holding and defending title to the same, the management of any permanent special funds entrusted to them for the furtherance of the purposes of the Church and any other powers and duties required of them by law, provided that such duties do not infringe upon the powers and duties of the Session or of the Board of Deacons and Deaconesses. Should a conflict or infringement be determined to exist, the duties, powers and responsibilities of the Session and Diaconate as set forth in the Book of Church Order shall govern.

- 8.02. The congregation shall suggest candidates and elect three to five persons to serve as Directors in the same manner as provided for the election of Elders (6.09). The remaining two Directors shall be (1) the Clerk of Session and (2) the Church Treasurer selected in the manner as provided in Section 8.06 below.
- 8.03. Meetings of the Board of Directors will be held at the registered office or at such other place and at such times as may be designated by resolution of the Board.
- 8.04. A special meeting of the Board of Directors may be called at any time by the President or by any member of the Board on reasonable notice.
- 8.05. A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of Pennsylvania, the Articles of Incorporation of the church or any other provision of these By-Laws.
- 8.06. The corporate offices shall be a President, a Secretary and a Treasurer. The Clerk of Session shall serve as the Secretary and shall be selected by the Session annually. The Treasurer shall be selected annually by the Board of Deacons and Deaconesses from among its membership. The President shall be selected by the Board of Directors. The term of each of these officers shall be one year and until a successor has been selected and qualified.
- 8.07. The President will perform all duties incident to his office and any other duties that may be required of him by these By-Laws or prescribed by the Board of Directors.
- 8.08. The Secretary will keep minutes of all meetings of the Board of Directors, be the custodian of the church records, give all notices as are required by law or by these By-Laws, and, generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned by the Board of Directors.
- 8.09. The Treasurer will have charge and custody of all funds of the church, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the church's properties and business transactions and render reports and accountings to the Board of Directors as required by the Board and by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned by the Board of Directors.
- 8.10. Any officers elected or appointed to office may be removed by the persons authorized under these By-Laws to elect or appoint Officers whenever in their judgment the best interests of the church will be served.

#### ARTICLE NINE Informal Action

- 9.01. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of Pennsylvania, the Articles of Incorporation of the church or by these By-Laws, a waiver of the notice in writing signed by the person or persons

entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice.

- 9.02. Any action required by law or under the Articles of Incorporation of the church or by these By-Laws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with respect to the subject matter of the consent and filed with the Secretary of the church.

#### ARTICLE TEN Operations

- 10.01. The fiscal and church year of the church shall be from January 1 through the last day of December.
- 10.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the church will be signed by the Treasurer and countersigned by the President unless otherwise provided by resolution of the Board of Directors. Contracts, leases or other instruments executed in the name of and on behalf of the church will be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions (if any) of the Board of Directors certified by the Secretary authorizing their execution.
- 10.03. The church will make no loans to any of its Directors or Officers except by specific resolution duly adopted by the voting members.

#### ARTICLE ELEVEN Nominating Committee

- 11.01. There shall be a Nominating Committee of Communing Members of the church. One member of the Committee shall be designated by and from the Session and shall serve as Chairman. Two members of the Committee shall be designated by and from the Board of Deacons and Deaconesses. Three members of this Committee shall be elected by the congregation, none of whom may be in active service on the Session or on the Board of Deacons and Deaconesses. In addition, the Pastor shall be a member of the Committee, ex officio, but without vote. The Nominating Committee shall be chosen annually for a term of one year. This Committee shall nominate at least one qualified person for each office to be filled. Nominations of qualified persons to serve as members of the nominating committee may be made from the floor by an eligible voter. The report of the Nominating Committee will be included with the notice of the annual meeting sent to the Communing Members at least one month before the meeting. Any member may make suggestions to the Nominating Committee regarding possible candidates, and the Committee shall encourage the making of such suggestions.

#### ARTICLE TWELVE Dissolution

- 12.01. Upon the dissolution of the church, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the church, dispose of all of the assets of the church exclusively for the purposes of the church in such manner, or to such organization or organizations organized and operated exclusively for charitable,

educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of in accordance with the Book of Church Order and, if not, then by the Court of Common Pleas of the county in which the principle office of the church is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

### ARTICLE THIRTEEN Indemnification

- 13.01. This church shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a part to, or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of this church, by reason of the fact that he or she is or was a director, officer, employee or agent of this church, or is or was serving at the request of this church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in connection with such action, suit or proceeding unless 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.
- 13.02. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Thirteen shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, contract, vote of disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action, in their official capacity and as to action in another capacity while holding such office. It is the policy of this church that indemnification of, and advancement of expenses to, directors and officers of this church shall be made to the fullest extent permitted by law. To this end, the provision of this Article shall be deemed to have been amended for the benefit of directors and officers of this church effective immediately upon any modification of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under the NPCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of this church.
- 13.03. This church shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal 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 this church.
- 13.04. The indemnification and advancement of expenses, provided by, or granted pursuant to, this Article Thirteen shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such person.

13.05. This church shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these By-Laws or otherwise. This authority shall include, without limitation, the authority to (i) purchase and maintain insurance, (ii) deposit funds in trust or in escrow, (iii) establish any form of self-insurance, (iv) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this church, or (v) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article. The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section (1) of this Article but whom this church has the power or provisions of the NPCL or the DLA or otherwise. The authority granted by this Section 13.05 shall be exercised by the Board of Directors of this Church.

#### ARTICLE FOURTEEN Amendment

14.01. These By-Laws may be amended by any meeting of the congregation consisting of 30% of all communing members, provided the proposed amendment or amendments are carried by a vote of not fewer than 2/3 of those voting at the meeting, and provided that written notice of the proposed amendment or amendments has been provided to the membership not less than one month prior to the date of the meeting. If there is no quorum at this meeting, a second meeting may be called wherein by-laws could be amended by a quorum as defined in Section 25-2 of the Book of Church Order with 2/3 vote, provided the membership has been given the written notice cited immediately above.