

Bylaws of Lehigh Presbytery

(Approved 4/26/2016; revised 11/19/2019)

Article I Name

The name of this organization shall be Lehigh Presbytery. (Hereinafter: the Presbytery)

Article II Purpose

The Presbytery, a ministry of Jesus Christ through the Presbyterian Church (U.S.A.), serves as the corporate expression of the church (Presbyterian Church (U.S.A.) Book of Order G-3.0301) and shall include all the Presbyterian Church (U.S.A.) churches within the geographic boundaries of the Pennsylvania counties of Berks, Carbon, Lehigh, Monroe, Northampton, Pike, Schuylkill, and parts of Luzerne County.

Article III Members

- A. Ministers of Word and Sacrament who are continuing members in accordance with G-2.0503;
- B. Ruling Elders in accordance with G-3.0301;
- C. Commissioned Ruling Elders to Particular Pastoral Service in accordance with G-2.10.

Article IV Officers:

These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Presbytery.

- A. Moderator (and President of the corporation), elected by the Presbytery to serve a term of one year.
- B. Vice Moderator, elected by the Presbytery to serve a term of one year.
- C. Stated Clerk (and Secretary of the corporation), elected by the Presbytery for a term of three years, with review but without limitation.
- D. Treasurer, elected by the Presbytery for a term of three years, with review but without limitation.

Article V Meetings

- A. The Presbytery shall generally hold stated meetings on the fourth Tuesday of February, April, June, September and November.
- B. Electronic meetings must be conducted by a technology that allows all persons to hear each other at the same time. The opportunity for simultaneous aural communication is central to the deliberative character of the meeting.

Article VI Executive Authority

- A. The executive work of the Presbytery is carried out between stated meetings of the Presbytery by the Administrative Board following the lead of the Vision Board.
- B. The Permanent Judicial Commission is assigned the exercise of disciplinary authority in accordance with Section D of the Book of Order for the prevention and correction of irregularities and delinquencies by councils, and the prevention and correction of offenses by persons.
- C. The Head of Staff is the administrator of the Presbytery accountable to the Presbytery through the Personnel Committee. The Head of Staff shall guide the implementation of decisions and matters of strategy, program, and resources.

Article VII Committees and Structure

- A. Particular work of the Presbytery is carried out through the Committee on Ministry, the Committee on Preparation for Ministry and the Committee on Shared Gifts.
- B. Administrative commissions may be created by the Presbytery in accordance with Book of Order G-3.0109b, F-1.0403 and G-3.0103.
- C. Task Groups may be created for specific projects of limited duration.
- D. Working Units may be created for ongoing management in areas of specialized expertise.
- E. Care Teams may be created to address projects of special interest to members of the Presbytery.

Article VIII Parliamentary Authority

- A. These bylaws of the Presbytery shall govern the organization of the Presbytery and the conduct of its business subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.), particularly the Book of Order (G-3.03) and shall replace all previous bylaws of the Presbytery.
- B. Robert's Rules of Order Newly Revised (11th Edition) or later most current edition shall be the parliamentary authority for the Presbytery.

Article IX Immunity from Liability and Indemnification of Certain Persons

- A. Standard of Care And Justifiable Reliance.
 - 1. Fiduciary Relationships
Each member of the Presbytery and each member of the Vision or Administrative Board of the Presbytery, and each person who serves as a member of a committee of the Presbytery or the Vision or Administrative Board shall stand in a fiduciary relation to the Presbytery and shall perform his or her duties as such member of the Presbytery or the Vision or Administrative Board or committee upon which she or he may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Presbytery, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. The word "committee" includes a commission, team or other such group established by the Presbytery or the Presbytery Administrative Board. In performing her or his duties, such persons 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:

2. One or more officers or employees of the Presbytery or the Presbytery Vision or Administrative Board who such person(s) reasonably believe (s) to be reliable and competent in matters presented.
3. Counsel, public accountants or other persons as to matters which such person (s) reasonably believe(s) to be within the professional or expert competence of such preparer.
4. A Committee of the Presbytery or the Presbytery Administrative Board upon which he or she does not serve, as to matters within its designated authority, which Committee such person(s) reasonably believe(s) to merit confidence. Such person(s) 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.
5. Consideration of Factors
In discharging the duties of their respective positions, such persons, committees, and individuals may, in considering the best interest of the Presbytery, consider the effects of any action upon member congregations or churches, or members of any of them, upon employees, upon suppliers and customers of the Presbytery and upon communities in which churches or other establishments of the Presbytery are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Subsection A1.

B. Personal Liability of Such Persons

1. General Rule

Such persons shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a. Such person has breached or failed to perform the duties of his or her office or appointment under the provisions set forth in Section A. above; and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

2. Exception

The provisions of this section shall not apply to:

- a. the responsibility or liability of such persons pursuant to any criminal statute;
- b. the liability of any such person for the payment of taxes pursuant to local, State, or Federal law.

3. Indemnification

The Presbytery and/or the Presbytery Administrative Board does hereby indemnify any person who as a member of The Presbytery, member of the Presbytery Administrative Board, or member of a committee of the Presbytery or the Presbytery Administrative Board, who is a party, or is threatened to be made a party, to any action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that such person is or was holding such office or appointment, against expenses (including attorney's fees), judgments, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if such person acted in accordance with the Standard of Care and Justifiable Reliance set forth in Section A. above, such indemnification to be provided to the full extent permitted by law. Such indemnification shall be made only as authorized in a specific case by the attorney serving as legal counsel

to the Presbytery Administrative Board, or if he or she shall for any reason be unable to, or shall fail to, make such recommendation, then upon the recommendation of independent counsel engaged for such purpose. Such expenses may be paid in advance of the final disposition of such legal matter upon the receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Presbytery and/or the Presbytery Lead Team by a court or administrative agency having jurisdiction of such action, suit or proceeding. The power of the Presbytery Administrative Board to purchase and maintain insurance on behalf of the Presbytery, the Presbytery Administrative Board, or any other person mentioned herein, is hereby ratified and confirmed and such power shall continue, and to the extent possible, the benefit of such insurance shall be made available to all such persons covered by this Indemnification provision.

Article X Amendment of Bylaws

These bylaws may be amended by the Presbytery only at a stated meeting, after written notice of the text of the changes has been presented at the next previous stated meeting, or been provided in writing to the teaching and ruling elder commissioners at least one month prior to the stated meeting at which action is proposed. Amendments shall be approved by a 2/3 majority vote of the members present and voting.