

REDEEMER PRESBYTERIAN CHURCH (EPC)

BYLAWS

ARTICLE I - NAME, PURPOSES, CHURCH MISSION, ACTIVITIES AND PROPERTIES

1.1 Name. This Pennsylvania non-profit corporation shall be known as Redeemer Presbyterian Church (EPC), referred to in these Bylaws as the "Church".

1.2 Purposes. The organizational purposes of the Church are:

(a) To bring honor to the triune God and promote the advancement of His Kingdom. The Church shall seek to attain its purpose by promoting public worship of God, preaching and teaching of the Word of God, Christlike living by its members, mutual love and nurture, personal evangelism, missionary endeavor and cooperation with others having this same purpose;

(b) To operate as a mission church of the Evangelical Presbyterian Church ("EPC"), until such time as it can be organized and chartered as a particular church of that denomination;

(c) To operate exclusively for religious, charitable and educational purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the corporation shall not act so as to impair its eligibility for qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Church shall inure to the benefit of any individual, and no part of the activities of the Church, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above; and

(d) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

1.3 Constitution of the EPC.

(a) The Constitution of the EPC (the "EPC Constitution") consists of the Book of Order (comprised of The Book of Government, The Book of Discipline and The Book of Worship), the Westminster Confession of Faith (including the Larger and Shorter Catechisms) and the document entitled "Essentials of Faith."

(b) As a mission church of the EPC, the Church is subject to, and its mission and activities in connection therewith are to be carried out in accordance with, the mission, faith and doctrine of the EPC as defined and set forth in the EPC Constitution.

(c) The Westminster Confession of Faith is the confession of faith governing the EPC and sets forth and preserves its commitment to the historic orthodoxy of the Reformed faith. The Essentials of Faith, a harmonious document, defines core beliefs of the Christian faith and

sets forth and preserves the EPC's commitment to historic evangelicalism. The Book of Government sets forth the form of government of the EPC. The Book of Worship also sets forth doctrinal principles of the EPC concerning various theological subjects including: (1) "Man's Chief End" (Chapter 1); "Public Worship of God" (Chapter 2); "The Sacraments" (the sacrament of baptism and the sacrament of the Lord's Supper) (Chapter 3); "The Worship of God at Other Times" (Chapter 4); "Christian Marriage" (Chapter 5); "Christian Burial of the Dead" (Chapter 6); and "Service to God" (Chapter 7).

1.4 Operations and Activities of the Church and Use of its Facilities

(a) The Church hereby affirms the provisions of the EPC Constitution and further affirms that the mission, faith and doctrine of the Church shall be consistent with the mission, faith and doctrine of the EPC as defined and set forth in the EPC Constitution.

(b) The ministerial staff of the Church, its elders, deacons and trustees, and its music staff, administrative staff, directors, leadership team, volunteers, employees and members shall perform their church duties, obligations and responsibilities and administer and carry out their church activities and operations in accordance with the mission, faith and doctrine of the EPC as defined and set forth in the EPC Constitution.

(c) Any and all property and facilities of the Church (the "Church Facilities"), whether real, personal or mixed, used for the mission of the church, wherever located, (1) when used by the Church, its ministers, officers, staff or employees or its congregation members, volunteers or church attendees, shall be used solely for purposes consistent with the mission, faith and doctrine of the EPC as defined and set forth in the EPC Constitution, and (2) if used by other persons or groups with the permission of the session or board or leadership team of the Church (or a committee or group of any of them) or the ministerial or administrative staff of the Church, shall be used solely for purposes not inconsistent with the mission, faith and doctrine of the EPC as so defined and set forth, it being acknowledged and understood that the Church Facilities are not facilities of public accommodation but are facilities owned or entrusted to the use of the Church and dedicated solely for such permitted uses.

(d) Subject to normal review in the EPC ecclesiastical court system as provided in the Book of Order, the pastor or pastoral staff of the Church, or its session, directors or leadership team (i) shall determine whether the church duties, obligations, responsibilities, activities and operations referenced in subsection (b) above are performed or carried out in accordance with the mission, faith and doctrine of the EPC as defined and set forth in the EPC Constitution, (ii) shall determine whether the Church Facilities are used for purposes consistent with the mission, faith and doctrine of the EPC as so defined and set forth (as required by clause (1) of subsection (c) above), when used by the Church, its ministers, officers, staff or employees or its congregation members, volunteers or church attendees, and (iii) shall determine whether the Church Facilities are used for purposes not inconsistent with the mission, faith and doctrine of the EPC as so defined and set forth (as required by clause (2) of subsection (c) above), when used by other persons or groups.

ARTICLE II - OFFICES

2.1 Registered Office. The registered office of the corporation shall be at 650 West Seventh Street, Erie, Pennsylvania 16502, or such other location in Pennsylvania as the Directors may from time to time determine.

ARTICLE III - MEMBERS

3.1 Membership. Membership shall be determined as provided for in the constitution of the Evangelical Presbyterian Church, especially as set forth in the Book of Government, Chapters 6 and 9.

3.2 Right to vote. All active members in good standing in the church shall be voting members. ["Good standing" means that a member is not presently under official disciplinary action.] Any voting member in attendance at a duly called meeting shall be entitled to one vote on matters brought before the congregation. Voting by proxy will not be permitted.

3.3 Separation of members. Members may be removed from membership under the following circumstances:

- (a) By death;
- (b) By member's request;
- (c) By action of the Session of the temporary governing body provided by the Presbytery of the Alleghenies pursuant to Book of Government of the Evangelical Presbyterian Church, Chapter 5 (hereinafter, the "Temporary Governing Body"), in the following instances:
 - (I) Due to excommunication as a result of a judicial process according to the Book of Discipline of the Evangelical Presbyterian Church;
 - (ii) Due to inactivity according to the process prescribed in the Book of Government, Chapter 9 of the Evangelical Presbyterian Church; or
 - (iii) Upon renunciation of the Session's jurisdiction as provided for in the Book of Discipline, Chapter 3-5 of the Evangelical Presbyterian Church.

ARTICLE IV - DIRECTORS

4.1 Powers. The Directors shall have all powers and duties for the conduct of the activities of the corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Directors shall be selected pursuant to the nominating procedures set forth in Article VI below, shall meet the requirements for elders as outlined in Titus 1:6-9 and I Timothy 3:2-7, shall be members of the Church in good standing and shall be able to affirm the ordination vows in the Book of Government, Chapter 14.

4.3 Constituency. The Board of Directors shall consist of six (6) members, each Member meeting the qualifications set forth in these By-Laws.

4.4 Election. An initial Board of Directors shall be elected by a majority of those members of the congregation present at a meeting specially called for such purposes. Thereafter, Members of the Board of Directors shall be elected as vacancies occur pursuant to a meeting called for such purposes. Board Members being replaced at the expiration of their terms shall be elected at the congregation's annual meeting.

4.5 Term of Service. Except for the initial Board of Directors (which shall be elected to staggered terms such that two Directors shall be elected for a one-year term, two Directors shall be elected for a two-year term and two Directors shall be elected for a three-year term), each Board Member shall serve a three-year term and until their successors are elected and qualified. One-third of the terms shall expire each year. A second consecutive term, either partial or full, is permitted. A full term may be followed by a partial term, or vice versa. A Board Member Elder having served a total of six consecutive years, or a partial and a full term, shall be ineligible for re-election to the Board for a period of at least one year. The ordinary term of service for each Director elected pursuant to these by-laws shall run from the first day of April in the year in which the Director is elected until March 31 of the year in which the Director's term expires.

4.6 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.7 Quorum. A majority of Directors present in person at any duly convened meeting shall constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by the Act or these Bylaws. If necessary, Directors may attend a Board meeting by audio telephone conference call or video conference (e.g. Skype), but personal presence shall be the preferred method of attendance.

4.8 Vote. Each Director, except if currently serving as Treasurer or as a paid staff member, shall be entitled to one (1) vote.

4.9 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.10 Annual Meeting. The annual meeting of the Directors shall be held during the month of February each year at the registered offices of the corporation, or upon five (5) days notice at such other time and place as the Directors shall determine.

4.11 Regular Meetings. Regular meetings of the Directors shall be held as determined by the Board.

4.12 Special Meetings. Special meetings of the Directors may be called by the President or by one-third of the Directors at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.13 Adjourned Meetings. When a meeting is adjourned (continued from a previous meeting for which proper notice had been given), it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

ARTICLE V - OFFICERS

5.1 Positions, Election, Term. The officers of the corporation shall include a President, a Secretary, and a Treasurer. A person may hold more than one office. The officers shall be elected by the members at the annual congregational meeting and shall serve for a term of one year and until their successors are elected and qualified. The President shall be elected from among those persons eligible and elected to serve as Directors during the term of the proposed Presidency. The Secretary and Treasurer need not be Directors. The ordinary term of service for each officer elected pursuant to these by-laws shall run from the first day of April in the year in which the officer is elected until March 31 of the year in which the officer's term expires.

5.2 Consecutive Terms. Officers may be elected for unlimited consecutive terms, subject only to the requirement that the President be elected from among those eligible and elected to serve as a Director during the term of the proposed Presidency, with any consecutive term limitations that may apply to Directors.

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

- (a) The President shall preside at all meetings of the Directors and the congregation; shall generally supervise the business of the corporation; and shall execute documents on behalf of the corporation.
- (b) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the congregation; shall assure that appropriate notice is given for all meetings of the Board and the congregation; and shall perform such other duties as may be prescribed by the Board or by the President.
- (c) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the corporation are maintained; shall cause financial reports to be provided to the Board and congregation as requested, but not

less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the corporation may be served thereby.

ARTICLE VI - NOMINATION PROCESS

6.1 Establishment of Nominating Committee. A Nominating Committee shall be established for purposes of nominating all officers and directors of the corporation, except the initial election of the Board of Directors, which shall be conducted pursuant to Paragraph 4.4 above.

6.2 Qualifications. All members of the Nominating Committee shall meet the qualifications for Deacon as outlined in Acts 6:2-3 and I Timothy 3:8-12, and shall be a member of the Church in good standing.

6.3 Constituency. The Nominating Committee shall consist of two (2) Directors currently serving on the Board of Directors and three (3) members of the congregation at large, all elected at a congregational meeting. No at-large member may be currently serving on the Board of Directors. The chairman of the Nominating Committee shall be appointed by the Board of Directors from one of the two Director-representatives elected by the Board.

6.4 Term of Service. The term of service is one year. The members of the Nominating Committee elected by the congregation shall not serve more than two consecutive terms.

6.5 Nomination Process. The nomination process shall proceed as follows:

- (a) The Nominating Committee shall prayerfully conduct the nomination process for all officers, Directors and other persons (if any) normally elected by the congregation at a congregational meeting.
- (b) At least 120 days before the annual congregational meeting, the Nominating Committee shall invite the congregation to suggest nominees for Directors and Officers and all other positions to be filled by election at the annual congregational meeting (if any).
- (c) At least 90 days before the annual congregational meeting, the Nominating Committee shall present to the Board of Directors a list of potential nominees to be reviewed for disqualification based on Biblical principles. After review by the Board, the Committee shall contact an appropriate number of candidates for the positions to be filled, requesting that each prayerfully evaluate his or her qualifications and availability for the particular position to be filled. Should any candidate be disqualified, the

Committee shall submit to the Board another candidate and repeat the process.

- (d) The slate of nominees shall be posted to the congregation not less than 21 days prior to the congregational meeting. Prior to the election, any member of the congregation knowing any reason why a nominee is not Biblically qualified shall give evidence to the Nominating Committee for consideration. Should a nominee be disqualified, the Nominating Committee shall submit another qualified nominee.
- (e) The slate of nominees shall be submitted to the congregation at the annual congregational meeting for election by the affirmative vote of voting members in attendance.
- (f) Pre-qualified nominations may also be received from the floor of any congregational meeting held for the purpose of electing Directors or Officers or members of the Nominating Committee. Since these Bylaws provide for a review of the qualifications of any proposed candidate for an elected position prior to their being presented to the congregation, no less care should be given to those candidates submitted from the floor. Therefore, before a nomination can be considered from the floor of a congregational meeting, the proposed candidate's name must be submitted in writing to the Nominating Committee at least two weeks prior to the election for review by the Board of Directors. The Nominating Committee will then contact the proposed candidate requesting their own prayerful self evaluation of their qualifications and availability to serve in the particular position for which they were nominated. Subsequently, as with all other proposed candidates, the Board of Directors will review the qualifications of the individual prior to presentation to the congregation. As in all other cases, if the Board of Directors finds that the proposed candidate is not qualified, the person will not be permitted to be nominated from the floor.
- (g) Voting shall be by secret ballot.
- (h) To be elected, each nominated candidate must receive a simple majority of the votes cast (a minimum of 50% of votes cast, plus one vote). If there are more candidates than positions available, those candidates receiving the most votes, but not less than a simple majority, will fill the available offices. If a sufficient number of nominees fail to be elected, the Nominating Committee shall submit new nominations at a subsequent congregational meeting called for such purposes.
- (i) Vacancies in any position in the Church normally elected by the congregation shall be filled for the unexpired term by nomination by the Nominating Committee (after satisfactory review of the candidate's qualifications by the Board of Directors) and election by the congregation at a congregational meeting held for that purpose with at least two weeks' prior notice.

ARTICLE VII - MEETINGS AND NOTICE

7.1 Meetings of the Board of Directors. Meetings of the Board of Directors may be held at such place within or without Pennsylvania as the Board may from time to time determine. All meetings of the Board of Directors shall be open to any member of the congregation, except for executive sessions that may be required to address confidential matters. Executive sessions of the Board of Directors shall not be called unless deemed necessary by a majority of the Board.

7.2 Meetings of the Congregation. Congregational meetings will be called and conducted according to the provisions of the Book of Government of the Evangelical Presbyterian Church, Chapter 8, relating to meetings of a particular church, except that references to the "Church Session" and "Clerk of the Session" shall mean the Board of Directors and Secretary, respectively, and if no pastor has been called, references to the "Pastor" shall mean the President. Meetings of the congregation shall include the following:

- (a) Annual Meeting. The congregation shall meet annually to elect Directors, Officers and congregational representatives to the Nominating Committee, to receive the annual budget determined by the Board of Directors and approved by the Presbytery of the Alleghenies Oversight Commission and to transact any other business as may come before the meeting.
- (b) Special Meeting. A congregational meeting may be called by the Board of Directors when deemed necessary or appropriate. A congregational meeting shall be called by the Board of Directors without delay: (1) when at least one-fifth of the active membership shall request a meeting in writing; or (2) when instructed to do so by the Presbytery. A congregational meeting shall be called for any decision concerning:
 - 1. a proposed amendment to these Bylaws or articles of incorporation;
 - 2. the election of officers;
 - 3. the calling of a pastor;
 - 4. the purchase or disposition of real estate used or intending to be used for ministry of the church;
 - 5. the dissolution of the church; or
 - 6. denominational affiliation.

7.3 Notice of Purpose of Meeting. The purpose of a congregational meeting shall be announced at least two Sundays in advance of the day of the meeting. Such notice shall include an announcement at all regular worship services on the two Sundays preceding the day of the meeting, a written notice in the church bulletins on each of the two Sundays preceding the day of the meeting and a notice on the Church website (if any) to be continuously available for viewing for at least two weeks before the meeting. When a meeting is called for the transaction of specific matters of business, no business shall be conducted except that which is stated in the notice.

ARTICLE VIII – CHURCH RECORDS

8.1 The Board of Directors shall be responsible to ensure that the following records are kept:

- (a) Minutes of its meetings and a record of the administration of baptisms, dedications, weddings and funerals, and changes in the membership of the congregation;
- (b) Minutes of the meetings of the congregation;
- (c) Lists of the members in the congregation, with the dates of their reception;
- (d) Resolutions adopted by the Board of Directors;
- (e) Appropriate accounting records;
- (f) Articles or restated articles of incorporation and all amendments to them currently in effect; and
- (g) Bylaws or restated bylaws and all amendments to them currently in effect.

8.2 A member shall be entitled to review, after submitting a written request to the Board of Directors, any of the church records described above, providing the Board of Directors or its designee approves the written request. Financial statements, which are independently audited on an annual basis, will always be available to any member upon request. Anything other than nominal expenses shall be borne by the member. The Board of Directors shall determine the expenses to be paid by the member to obtain the information, and all other terms and conditions. The Board shall prohibit access to any records that contain confidential information about another particular person or persons.

ARTICLE IX – CHURCH PROPERTY

9.1 The Church corporation shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

9.2 Upon the dissolution of the Church, its property shall be disposed of according to the Book of Government of the Evangelical Presbyterian Church, especially §5-7. “Dissolution” means the complete disbanding of the church so that it no longer functions as a congregation or a corporate entity. If the property cannot be distributed in accordance with the Book of Government, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE X – RULES OF ORDER

10.1 All meetings of the Church, the Board of Directors and any associated boards or committees shall be conducted in accord with the Constitution of the Evangelical Presbyterian Church and Roberts Rules of Order.

ARTICLE XI - LIABILITY AND INDEMNIFICATION

11.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1998 (15 Pa.C.S.A. §5712) and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

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

11.2 Indemnification. The corporation shall indemnify any officer or Director (or employee or representative of the corporation) 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 corporation) by reason of the fact that such person is or was a representative of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or 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 corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons 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 corporation, 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 corporation 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 corporation 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.

11.3 Procedure. Unless ordered by a court, any indemnification under section 11.2 or otherwise permitted by law shall be made by the corporation 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:

- (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or
- (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

11.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 11.2, and may, in any other case, be paid by the corporation in advance of the final disposition of such action, suit or 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 corporation.

11.5 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 Director (or employee or representative) of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

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

ARTICLE XII – AMENDMENTS

12.1 The Articles of Incorporation of the corporation and the Bylaws may be amended or repealed only by the affirmative vote of two-thirds (2/3) of the voting members present at a duly-called meeting of the congregation for such purposes at which a copy of the proposed amendment or a summary of the changes to be effected thereby is provided.

ARTICLE XIII - MISCELLANEOUS

13.1 Nonprofit Principles. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

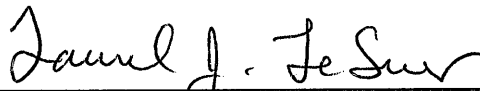
13.2 Charitable Purpose. The purpose for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

13.3 501(c)(3) Status. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

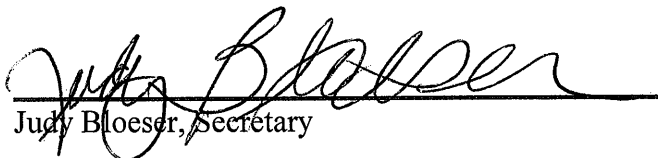
13.4 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

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

AS AMENDED BY THE UNANIMOUS VOTE OF THE VOTING MEMBERS
ATTENDING THE FEBRUARY 14, 2016 ANNUAL CONGREGATIONAL MEETING OF
REDEEMER PRESBYTERIAN CHURCH (EPC).



Laurel J. LeSuer, President



Judy Bloeser, Secretary