

## **HIGHLAND PRESBYTERIAN CHURCH OF LANCASTER, PA**

### **AMENDED AND RESTATED BYLAWS**

Adopted 2026

#### **ARTICLE I GENERAL**

Section 1. Constitution of the Presbyterian Church (U.S.A.) and Other Ultimate Governing Rules. Highland Presbyterian Church of Lancaster, PA, as a constituent congregation of the Presbyterian Church (U.S.A.), as well as a Pennsylvania nonprofit corporation, recognizes that the Constitution of the Presbyterian Church (U.S.A.) in all its provisions, and in particular that part of the Constitution commonly known as the Book of Order (the “Book of Order”), is binding upon this church and its members. Wherever a specific provision is not made for a matter or procedure in these Bylaws, the provisions of the Book of Order, as they may be amended from time to time, shall govern. Wherever a specific provision is not made for a matter of strictly corporate business in these Bylaws, the provisions of the Pennsylvania Nonprofit Corporation Law, as they may be amended from time to time (the “NPCL”), shall govern.

Section 2. Membership. The membership of this church shall consist of all active members in good standing as defined by the rules and usages of the Book of Order.

#### **ARTICLE II CONGREGATIONAL AND CORPORATION MEETINGS**

Section 1. Annual Meetings. Annual meetings of the Congregation shall be held on the last Sunday of January, and annual meetings of the Corporation shall be held on the last Sunday of February, in each case following worship. The Session may provide for different dates for the meetings from time to time.

Section 2. Agendas. The agendas for the annual meetings shall be as follows:

a. The Meeting of the Congregation. At its annual meeting the Congregation shall: (i) elect Elders, Deacons, and representatives of the Congregation on the Nominating Committee for the ensuing calendar year; (ii) receive reports on the work of the church during the past calendar year, (iii) consider and act upon the salaries of installed pastors for the ensuing year, and (iv) consider and act upon any other matters that may be required by the Book of Order or may be properly brought before the meeting.

b. The Meeting of the Corporation. At its annual meeting the Corporation shall: (i) elect Trustees for the ensuing calendar year, (ii) receive reports on the work of the Corporation during the past calendar year, and (iii) consider and act upon any other corporate matters that may be required by the NPCL or that may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the Congregation may be called by the Session or the Presbytery of Donegal, and special meetings of the Corporation may be called by the Board of Trustees. In all instances the call shall clearly state the purpose of such special meeting, and no matters other than those specified in the call shall be considered at the meeting.

Section 4. Notice. Notice of the date, time, place, and (if required) purpose of all meetings shall be given by (a) electronic mail to all who have given an email address to the Church, (b) publication in the worship folder for two consecutive Sundays, which may include the day of the meeting, and (c) public announcement during worship for two consecutive Sundays, which may include the day of the meeting.

Section 5. Quorums. One-tenth of the members shown on the active roll, in good standing, shall constitute a quorum at any meeting of the Congregation or Corporation.

Section 6. General Procedures. All meetings of the Congregation shall be opened and closed with prayer. The Pastor shall preside at all meetings of the Congregation except as permitted by the Book of Order. The President of the Corporation, or a duly named substitute, shall preside at all meetings of the Corporation. The Clerk of Session, or a duly named substitute, shall serve as secretary of all meetings of the Congregation and Corporation. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, unless the Book of Order otherwise provides.

Section 7. Voting. All active members in good standing shall be entitled to vote at all meetings. The roll of active members, as kept by the Clerk of Session, shall be the authoritative list of qualified voters. In all cases, members must be present (in person or via electronic means) at the meeting to vote, and neither voting by proxy nor cumulative voting shall be permitted.

## **ARTICLE III** **CHURCH OFFICERS**

Section 1. Generally. The officers of the Church shall be twelve Elders, eighteen Deacons, and fifteen Trustees elected by the Congregation or the Corporation (as the case may be) as provided in these Bylaws. The Session may change the number of Elders, Deacons, and Trustees in active service on governing boards from time to time. The governing boards shall be divided into classes that are as equal in number as possible, with each class elected for a term of service of three years. The terms of all officers shall expire when their successors have been ordained and installed.

Section 2. Limits on Service. No Elder, Deacon, or Trustee shall be elected for a term of more than three years nor serve in such capacity for consecutive terms, either full or partial, aggregating more than six years. Having served for six years as an Elder, Deacon, or Trustee, no one shall be eligible to serve on the same board until at least one year has elapsed from the expiration of the last term for which he or she was elected.

Section 3. Indemnification. Elders, Deacons, and Trustees shall be entitled to indemnification by the Church and the Corporation to the fullest extent permitted by the NPCL, regardless of whether they are successful in the defense of any action or proceeding.

## ARTICLE IV THE SESSION

Section 1. Composition; Duties and Powers. Elders in active service, together with the Pastor, shall constitute the Session of this Church. The Session shall be responsible for the mission and government of this Church, and for all matters spiritual and temporal. Its duties and powers shall be as set forth in the Scriptures and the Book of Order.

Section 2. Election of Elders for Session Service; Eligibility. Elders shall be elected to the Session at the annual meeting of the Congregation. If a vacancy exists for any reason other than the expiration of a term of service, the election shall be for the unexpired term of the previous incumbent. If a vacancy occurs during the year the Session may call a special meeting of the Congregation to fill the vacancy by election. Any active member of full age who is in good standing is eligible for election as a ruling Elder.

Section 3. Quorum for Meetings. A quorum for all meetings of the Session shall be one-third of the Elders in office plus the Pastor as Moderator, except that a quorum for meetings to receive members shall be at least one elder in office plus a pastor as Moderator.

## ARTICLE V THE BOARD OF DEACONS

Section 1. Duties and Powers. The duties and powers of the Board of Deacons shall be as set forth in the Scriptures and the Book of Order, subject always to the supervision and authority of the Session.

Section 2. Election of Deacons; Eligibility. Deacons shall be elected at the annual meeting of the Congregation. If a vacancy exists for any reason other than the expiration of a term of service, the election shall be for the unexpired term of the previous incumbent. If a vacancy occurs during the year the Session may call a special meeting of the Congregation to fill the vacancy by election. Any active member who is in good standing is eligible for election to the office of Deacon.

Section 3. Quorum for Meetings; Election of Moderator and Clerk. A quorum for all meetings of the Board of Deacons shall be one-third of the Deacons in office. The Board of Deacons shall annually elect a Moderator or Co-Moderators and a clerk.

## **ARTICLE VI** **THE BOARD OF TRUSTEES**

Section 1. Duties and Powers. The Board of Trustees shall have charge of the church's land, buildings, furnishings, fixtures, and equipment, together with such other duties and powers as may be delegated to it by the Session, subject always to the supervision and authority of the Session.

Section 2. Quorum for Meetings; Election of Officers. A quorum for all meetings of the Board of Trustees shall be one-third of the Trustees in office. The Board of Trustees shall elect annually: (a) a President and a Vice President of the Corporation and (b) a Secretary of the Corporation.

## **ARTICLE VII** **THE NOMINATING COMMITTEE**

Section 1. Composition. The Nominating Committee shall consist of the number of members set by the Session from time to time, and shall always have at least one Elder in active service, one Deacon in active service, one Trustee in active service, and four members of the Congregation at large. Members of the Congregation at large shall always constitute a majority of the Nominating Committee. No one shall serve on the Nominating Committee, or serve as its chair, for more than two consecutive years.

Section 2. Election of Congregational Representatives to the Nominating Committee; Eligibility. Representatives of the Congregation on the Nominating Committee shall be elected each year at the annual meeting of the Congregation. If a vacancy occurs during the year the Session may call a special meeting of the Congregation to fill the vacancy by election. Any active member who is in good standing, subject to the limitations provided by the Book of Order, shall be eligible for election.

## **ARTICLE VIII** **AMENDMENT OF BYLAWS**

These Bylaws shall be adopted, and may be amended, at any annual or special meeting of the Congregation's or Corporation's members, after due notice as provided herein, by a vote of two-thirds of the members present and qualified to vote. Any amendment, or a summary of it, shall be set forth in the notice of the meeting. In no case shall these Bylaws be amended to be contrary to, or so as not to include, the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Approved by the Session December 2, 2025

Approved by the Congregation at its meeting on January \_\_\_, 2026

Approved by the Corporation at its meeting on February \_\_\_, 2026