

BYLAWS
of
PRESBYTERY PASTORAL CARE NETWORK
(a Pennsylvania Nonprofit Corporation)

ARTICLE I
Offices and Fiscal Year

Section 1.01. **Registered Office** The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 1069 Darby Paoli Road, Berwyn, Pennsylvania 19312 until otherwise established by a vote of a majority of the Board of Directors in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.02. **Other Offices** The corporation may also have offices at such other places within or without the United States of America as the board of directors may from time to time appoint or the business of the corporation requires.

Section 1.03. **Fiscal Year** The fiscal year of the corporation shall begin on the first day of January in each year.

Article II
Board of Directors

Section 2.01. **Powers** The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all the powers of the corporation are hereby granted to and vested in the Board of Directors.

Section 2.02. **Qualification** Each director of the corporation shall be a natural person of full age, shall be a member of the corporation; and shall meet such other qualifications as may be established from time to time by the Board of Directors.

Section 2.03. **Number; Term of office** The Board of Directors shall consist of all officers of the corporation, who shall serve during their respective terms of office, and three at-large members who shall be elected at an annual meeting of the members, with one-at-large director being elected each year in rotation, and shall be eligible to serve one additional three year term; provided that no director shall serve more than six consecutive years, after which he or she shall be ineligible for reelection for a period of one year. A person designated by the Board of Pensions of the Presbyterian Church (USA) and a person designated by the Office of Vocation from the General Assembly Mission Council of the Presbyterian Church (USA) shall be invited to be present, with voice but without vote, at all meetings of the Board of Directors.

Section 2.04. **Organization** At every meeting of the Board of Directors, the president, if there be one, or, in the case of a vacancy in the office or absence of the president, one of the

following officers present in the order stated: the vice president, if there be one, or a chairperson chosen by a majority of the directors present, shall preside, and the secretary, or, in his or her absence, an assistant secretary, or in the absence of the secretary and the assistant secretaries, any person appointed by the chairperson of the committee, shall act as secretary.

Section 2.05. **Resignations** Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.06. **Vacancies** The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by an order court, or convicted of felony, or for any other proper cause, or if within 60 days after his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors. Any vacancy or vacancies in the Board of Directors because of death, resignation, removal in any manner, disqualification, an increase in the number of directors or any other cause, shall be filled by the Board of Directors.

Section 2.07. **Place of meeting** Meetings of the Board of Directors shall be held within or without Pennsylvania as the Board of Directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.08. **Regular meetings** Meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors. At such meetings, the board shall transact such business as may properly be brought before the meeting. Notice of each such meeting shall be given to each director by telephone, electronically, or in writing at least 24 hours (in the case of notice by telephone) or five days (in the case of notice by mail or electronic notice) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.09. **Special Meetings** Special meetings of the Board of Directors shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone, electronically or in writing at least 24 hours (in the case of notice by telephone) or five days (in the case of notice by mail or electronic notice) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Notice of any meeting of the Board of Directors during an emergency resulting from warlike damage or an attack on United States or any nuclear or atomic disaster shall be given only to such of the directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio. For such purposes, a quorum of the Board of Directors shall be constituted by three or more directors.

Section 2.10. **Quorum, Manner of Acting; and Adjournment** Except as otherwise provided in Section 2.09 of this Article, and provided that notice shall have been given as provided in Section 2.08 or Section 2.09 of this Article, one-third of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every

director shall be entitled to one vote. Except as otherwise specified in the articles, or provided by statute, 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. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors, 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.

Section 2.11. Interested Directors or Officers; Quorum No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in this section.

ARTICLE III Members

Sections 3.01. Qualification Membership shall be open to those active in the Presbyterian Church (U.S.A.) who are concerned for or engaged in providing care for ministers, and to those providing oversight, encouragement and service to ministry professionals in the PCUSA.

Section 3.02. Active Members Persons who by call or appointment (whether full-time or part time) are engaged in providing pastoral care to ministers and their families, persons who are concerned that provision of pastoral care for ministers is available, or persons who wish to support through financial or other means the purposes of the organization, and who pay the annual dues of the organization as provided in Section 3.04 shall be active members of the corporation. Such members shall have the right of voice, vote and to be eligible for nomination to office in PPCN.

Section 3.03. **Institutional Members** A presbytery, synod, seminary, or other church related organization will often designate a staff person and a group or committee of volunteers to serve as caregivers for pastors in their governing body and may enlist under institutional membership in PPCN.

An Institutional Membership allows all the designated staff, COM members, CPM members or care giving volunteers in a particular organization to become part of PPCN and to access the Network's resources for one annual institutional membership fee. Institutional members also receive a discount on registration fees for the annual PPCN conferences.

Section 3.04. **Dues** Each active member shall pay annual dues to carry on the activities of the corporation, in such amount as shall from time to time be recommended by the Board of Directors and approved by the members.

Section 3.05. **Meetings** The members of the corporation shall meet once each year in an annual meeting, at a time and place designated by the Board of Directors, upon not less than thirty (30) days notice, at which meeting they shall elect members of the Board of Directors and transact such other business as may be included in the notice of meeting. Special meetings of the members may be held upon ten (10) days' notice when directed by the Board of Directors. Only such business as may be specified in the notice of meeting shall be transacted at a special meeting of members.

Section 3.06 **Voting by Members** Each active member of the corporation shall have one vote on all matters which may be acted upon by shareholders under the Nonprofit Corporation Law.

ARTICLE IV

Notices – Waivers – Meetings

Section 4.01. **Notice, What Constitutes** Whenever written notice is required to be given to any person under the provisions of the articles, including these bylaws, or the Nonprofit Corporation Law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, charges prepaid, to the address supplied by him or her to the corporation for the purpose of notice, or by fax or email if the person has provided the corporation with a fax number or email address. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, and if the notice is given by fax or email it shall be deemed to have been given upon transmission by the sender. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws. When a meeting is adjourned, 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.

Section 4.02. **Waivers of Notice** Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, a waiver

thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. 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, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.03. **Modification of Proposal Contained in Notice** Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4.04. **Exception to Requirement Notice** Wherever any notice or communication is required to be given to any person under the provisions of the articles of these bylaws, or the Nonprofit Corporation Law, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 4.05. **Conference Telephone Meetings** One or more persons may participate in a meeting of the Board of Directors or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

Officers

Section 5.01. **Number, Qualifications and Designation** The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer. Each officer shall be a member of the corporation. No person shall simultaneously hold more than one office. The president, vice president or vice presidents, and secretary shall be natural persons of full age; the treasurer may be a corporation, but if a natural person shall be of full age. If there is more than one vice president, one of them shall be designated as president-elect. If there is only one vice president, that person shall be president elect.

Section 5.02 **Election and Term of Office** The officers of the corporation, except those elected by delegated authority pursuant to Section 4.03 of this Article, shall be elected for three-year terms by the members, and each such officer shall hold office until the next annual organizational meeting of directors and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 5.03 **Resignations** Any officer or agent may resign at any time by giving written notice to the Board of Directors, or to the president or the secretary of the corporation.

Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. **Removal** Any officer and any committee, employee or other agent of the corporation may be removed, either for or without cause, by the members of the corporation at an annual or special meeting, provided that the notice of such meeting specifies the proposed removal.

Section 5.05. **Vacancies** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.06. **General Powers** All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these bylaws.

Section 5.07. **The President** The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the Board of Directors. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 5.08 **The Vice President** The vice president shall perform the duties of the president in his absence and such other duties as may from time to time be assigned to him or her by the Board of Directors or president.

Section 5.09 **The Secretary** The secretary or an assistant secretary shall attend all meetings of the Board of Directors and shall record all the votes of the directors and the minutes of the meetings of the Board of Directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned to him or her by the Board of Directors or the president.

Section 5.10. **The Treasurer** The treasurer shall oversee the financial affairs, financial record keeping and custody of the funds or other property of the corporation; shall assure that all funds of the corporation are deposited in such banks and other places of deposit as the Board of

Directors may from time to time designate; shall oversee the reporting of the corporation's financial condition, assets, liabilities, receipts and expenditures; and shall discharge such other duties as may from time to time be assigned to him or her by the Board of Directors of the president.

Section 5.11. **Officers' Bonds** No officer shall be required to give a bond for the faithful discharge of his or her duties.

ARTICLE VI

Limitation of Personal Liability of Directors; Indemnification of Directors, Officers and Other Authorized Representatives

Section 6.01 **Limitation of Personal Liability of Directors** A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in Section 5.02 below; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section 6.01 shall not apply to:

- (x) the responsibility or liability of a director pursuant to any criminal statute;
or
- (y) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 6.02. **Standard of Care and Justifiable Reliance**

(a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director 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 an of the following:

- (i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director 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.

(b) In discharging the duties of their respective positions, the Board of Directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section 5.02

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 6.03. Indemnification in Third Party Proceedings The corporation shall indemnify any person 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving as the request of the corporation as a representative or another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

Section 6.04 Indemnification in Derivative Actions The corporation shall indemnify an person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and

reasonably incurred in connection with the defense of settlement of such action or suit if he or she 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine 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 which the Court of Common Pleas or such other court shall deem proper.

Section 6.05. Mandatory Indemnification Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or Section 6.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.06. Determination of Entitlement to Indemnification Unless ordered by a court, any indemnification under Section 6.03 or 6.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

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

Section 6.07. Advancing Expenses Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized above.

Section 6.08 Indemnification of Former Representatives Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 6.09 Insurance the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any

liability asserted against such person and incurred, by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 6.10 **Reliance on Provisions** Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VII

Miscellaneous

Section 7.01. **Corporate Seal** The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of the incorporation and such other details as may be approved by the Board of Directors.

Section 7.02 **Checks** All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 7.03 **Contracts** Except as otherwise provided in these bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.04 **Deposits** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Directors shall from time to time determine.

Section 7.05 **Amendment of Bylaws** These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the Board of Directors of the corporation in office at any regular or special meeting of the directors. Such proposed amendment, repeal or new bylaws or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Amended February 2012.