

BYLAWS
OF
HAMLIN CHAPEL

ARTICLE I
Name; Offices; Fiscal Year

Section 1.01. *Name.* The name of the corporation is Hamlin Chapel (the “Church”).

Section 1.02. *Registered Office.* The registered office of the Church shall be 16460 State Highway 198, Saegertown, PA 16433, or such other location as the Administrative Council may from time to time determine.

Section 1.03. *Fiscal Year.* The fiscal year of the Church shall be a calendar year beginning on the first day of January.

ARTICLE II
Membership

Section 2.01. *Classes of Members.* There shall be one (1) class of members whose voting rights and interests shall be equal. Any person accepted into membership as provided in Section 2.02 shall be entitled to exercise the right to vote and to exercise all other rights of members as specified under the Pennsylvania Non-profit Corporation Law of 1988 or as set forth in these bylaws. Therefore, all persons accepted into membership are voting members.

Section 2.02. *Eligibility and Membership Requirements.* The following procedure will govern the process of application and acceptance into membership of the Church:

- (a) The initial members of the Church shall be the members of Hamlin Chapel United Methodist Church immediately prior to incorporation of the Church.
- (b) Application for subsequent membership shall be made to the Administrative Council by profession of faith or transfer of letter from another church.
- (c) A member must be eighteen (18) years or older.
- (d) It shall be the duty and expectation of every member to loyally and faithfully attend the services of the Church.

Section 2.03. *Withdrawals; Termination of Membership.*

- (a) Any member of the Church may withdraw from membership by written/verbal communication to the Administrative Council for any reason.
- (b) If a member is absent from the annual congregational meeting for three (3) consecutive years, unless excused for good and sufficient reason, the individual may be removed from membership with notification.

- (c) Members who absent themselves from the Church services and fail to support or participate in the congregation for a period of one (1) year shall be contacted by phone or in writing. The Administrative Council, after inquiry, has the right to remove such members from the Church membership list.

ARTICLE III

Meetings of Members

Section 3.01. *Annual Meetings.* An annual congregational meeting shall be held on the second Sunday of January of each year. At that meeting Council Members shall be nominated and elected to office as appropriate.

Section 3.02. *Special Meetings.* Special meetings of the members may be called by the Administrative Council or at the written request of 10% of the members. Any such meeting shall be held at such time and place as shall be designated in Section 3.04, Notice of Meetings.

Section 3.03. *Notice of Meetings.* Notice of meetings shall be as set forth in ARTICLE VII below:

Section 3.04. *Quorum, Manner of Acting and Adjournment.*

- (a) At any duly organized meeting of the members, including annual and special meetings, the presence of at least twenty-five (25) percent of the members shall constitute a quorum. The members present can continue to do business until adjournment.
- (b) Action on normal resolution or matters set forth requires a majority vote. Action on property requires two-thirds (2/3) majority vote of those members present.

Section 3.05. *Organization.* At every meeting of the members, the Chairperson of the Administrative Council or their designee shall preside, or in the case of a vacancy in office or absence of the Chairperson, the Secretary shall preside.

Section 3.06. *Voting.* Every member attending shall be entitled to one (1) vote. There shall be no proxy voting.

ARTICLE IV

Administrative Council

Section 4.01. *General Powers.* The Administrative Council shall oversee the welfare of the Church. The Administrative Council shall have full power to conduct, manage, and direct the business and affairs of the Church; and all such powers of the Church, except those specifically reserved or granted to the members by law or by these bylaws, are hereby granted to and vested in the Administrative Council.

Section 4.02. *Qualification.* Each Council Member shall be a natural person of full age, who is also a member of the Church.

Section 4.03. *Number; Selection.* The Administrative Council shall consist of not less than 3 nor more than 9 current Members of the Church. Council Members shall be elected from among the members at the annual meeting of members.

Section 4.04. *Term of Office.* Each Council Member shall hold office for a term of one year and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal.

Section 4.05. *Removal of Council Members.* Any Council Member may be removed from office, without the assignment of any cause, by a vote of a majority of all other Council Members at a regular or special meeting of the Administrative Council, provided that written notice of the intention to consider removal of a Council Member has been included in the notice of the meeting. No Council Member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Any Council Member may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of members present at any meeting of members. New Council Members may be elected at the same meeting. No Council Member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 4.06. *Quorum.* A majority of the members of the Administrative Council shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Administrative Council present at a meeting at which a quorum is present shall be the acts of the Administrative Council, unless otherwise required by law or these Bylaws.

Section 4.07. *Unanimous Consent of Council Members in Lieu of Meeting.* Any action which may be taken at a meeting of the Administrative Council 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 Council Members in office and shall be filed with the Secretary of the Church.

Section 4.08. *Voting Rights.* Every Council Member shall be entitled to one vote in person.

Section 4.09. *Annual Meeting.* The annual meeting of the Administrative Council shall be held no more than 30 days after the annual meeting of members.

Section 4.10. *Regular Meetings.* Regular meetings of the Administrative Council shall be held monthly or as otherwise determined by the Administrative Council.

Section 4.11. *Special Meetings.* Special meetings of the Administrative Council may be called by the Chairperson or by one-third of the Administrative Council at any time. At least five (5) days' written notice stating the time, place and purpose of any special meeting shall be given to the members of the Administrative Council. It shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so, provided that the place of the meeting shall be the principal office of the Church.

Section 4.12. *Adjourned Meetings.* 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 4.13. *Advisory Board.* The Administrative Council may create and appoint members to an Advisory Board which shall have such rights and privileges as determined by the Administrative Council. Qualifications for membership on an Advisory Board shall be determined by the Administrative Council.

ARTICLE V

Officers

Section 5.01. *Number and Qualifications of Officers.* The officers of the Church shall include a President, a Secretary and a Treasurer and such other officers whose positions shall be created from time to time by the Administrative Council. The officers shall be natural persons who are Council Members of the Church. A person may hold more than one office except that the same person may not be President and Secretary.

Section 5.02. *Election and Term of Office.* Officers shall be elected by the Administrative Council at the annual meeting of the Administrative Council and shall serve for a term of one year and until their successors are elected and qualified. Officers may be elected for consecutive terms.

Section 5.03. *Duties.* The duties of the officers shall include the following:

- (a) The President shall act as the Chairperson of the Administrative Council and shall have general and active management of the business of the Church; shall see that all orders and resolutions of the Administrative Council are carried into effect subject to the right of the Administrative Council to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Church, and when authorized by the Administrative Council, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer. The President shall appoint members of all committees which are created by the Administrative Council or these Bylaws.
- (b) The Secretary shall be secretary of the Administrative Council, shall attend all meetings of the Administrative Council and membership, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all Administrative Council meetings to the Council Members and of all membership meetings to members as appropriate, and shall perform such other duties as may be prescribed by the Administrative Council or by the President. The Secretary shall keep custody of the corporate seal, and when authorized shall affix the seal to any instrument requiring it.
- (c) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Church; shall collect all funds due the Church and disburse funds as required to meet the obligations of the Church; shall keep the funds of the Church in a separate account to the credit of the Church, unless the Administrative Council

provides otherwise; shall render to the President and the Administrative Council, as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Church.

Section 5.04. *Removal of Officers.* Any officer or agent may be removed by the Administrative Council whenever in its judgment the best interests of the Church will be served thereby, but such removal shall be without prejudice to any contract rights of any person so removed.

ARTICLE VI

Vacancies

Section 6.01. *Resignations.* Any Council Member or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Church, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Administrative Council shall not be required to make it effective.

Section 6.02. *Filling Vacancies.* If the position of any Council Member becomes vacant, by an increase in the number of Council Members, or by reason of death, resignation, disqualification or otherwise, the remaining Council Members may choose a successor or successors who shall hold office for the unexpired term.

If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Council Members may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE VII

Meetings and Notice

Section 7.01. *Place of Meetings.* Meetings shall be held at the registered office of the Church, or as may be designated in the notice of the meeting.

Section 7.02. *Content of Notices.* Notices of meetings shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

Section 7.03. *Time of Giving Notice.* Unless notice is given by announcement as set forth in Section 7.04. below, notices of meetings shall be given at least five days before the day named for the meeting, however at least ten days prior notice shall be given for a meeting that will consider a transaction under Chapter 3 of Title 15 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto (relating to entity transactions) or a fundamental change under Chapter 59 of Title 15 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto (relating to amendments, sale of assets and dissolution).

Section 7.04. *Manner of Giving Notice.* Notices of meetings shall be by announcement at any two regular church or religious services held during different weeks within 30 days prior to the time at which the meeting will be held. In any case where notice of a meeting is given by

announcement, notice shall be given at the last service preceding the meeting. In the event that two church or religious services are not held within such 30-day period, notice of a meeting of members shall be given in one of the manners set forth below:

- (a) Personally.
- (b) By sending a copy thereof through first class or express mail, postage prepaid, or courier service, charges prepaid, to the address appearing on the books of the Church or supplied to the Church for the purpose of notice by such person. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.
- (c) By facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied by the person to the corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

Section 7.05. *Waiver of Notice.* Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and 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 to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII

Indemnification

Section 8.01. *General Rule.* A Council Member shall not be personally liable for monetary damages as Council Member for any action taken, or any failure to take any action, unless:

- (a) the Council Member has breached or failed to perform the duties of Council Member in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes 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 Council Member pursuant to any criminal statute or (b) the liability of a Council Member for the payment of taxes pursuant to local, state or federal law.

Section 8.02. *Indemnification.* The Church shall indemnify any officer or Council Member [or employee or other 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 Church) by reason of the fact that such person is or was a representative of the Church, against

all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Council Member and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, [or in such person's capacity as employee or representative] 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.

Section 8.03. *Advancement of Expenses.* Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Church 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 Church.

Section 8.04. *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 Council Member or employee or representative of the Church and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.05. *Other Rights.* This Article shall not be exclusive of any other right which the Church may have to indemnify any person as a matter of law.

ARTICLE IX

Pastors

Section 9.01. *Selection of Pastors.* All new pastoral positions must be recommended and approved by the Administrative Council. The following steps shall be followed in choosing a Pastor.

- (a) The Administrative Council shall define the particular qualities expected in a Pastor, and shall evaluate the qualifications of candidates for the position. This evaluation shall include such areas as the candidate's training, experience, reputation, ministerial standing, doctrine, availability and character. All Pastors must be men and women who have experienced the saving grace of Jesus and be of established and irreproachable Christian character. They must be able to equip members for ministry in some form and execute the duties of a Pastor in every way. Their qualifications are described in Galatians 5:22-23, I Timothy 3:1-7, and Titus 1:4-9.
- (b) The Administrative Council shall nominate the Pastor candidate to the congregation at a special meeting of the Church. A two-thirds (2/3) majority vote of members present is needed to confirm the nomination. The vote shall be taken by written ballot.

Section 9.02. *Duties of Pastors.* The duties of the Pastor shall be to devote their time to the work of the ministry, to teach the Bible, pray, preach the Gospel and to watch over the spiritual welfare of the Church and lead its members in practical Christian work.

Section 9.03. *Service Agreement.* The terms of service of the Pastor shall be clearly set forth in a written agreement established by the Administrative Council. Any revisions to the written agreement shall be renegotiated by the Administrative Council.

Section 9.04. *Resignation.* A period of ninety (90) days advance notice is required from the Pastor to resign their position. By mutual agreement with the Administrative Council, however, this period of time may be changed.

Section 9.05. *Termination.* In the event of doctrinal problems or moral issues, the Pastor may be dismissed from his/her pastoral duties upon a two-thirds (2/3) vote by the Administrative Council. In such event, the Pastor's final compensation and severance package will be negotiated according to their service agreement and the specific circumstances surrounding the termination.

ARTICLE X Miscellaneous

Section 10.01. *Annual Report to the Members.* The Administrative Council shall present annually to the members a report showing in appropriate detail the following:

- (a) The assets and liabilities of the Church as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the Church for the year immediately preceding the date of the report;
- (d) The expenses or disbursements of the Church during the year immediately preceding the date of the report; and
- (e) The number of members of the Church as of the date of the report, compared to the number of members of the previous year.
- (f) The annual report of the shall be filed with the minutes of the annual meetings of members.

Section 10.02. *Property of the Church.* The property of the Church is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Church shall inure to the benefit of, or be distributable to its Council Members, officers, members, or other private persons, except that the Church 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.

Section 10.03. *Dissolution of the Church.* Upon the dissolution, the Church shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all the assets of the Church exclusively for the purposes of the Church to a successor church, or one or more organizations which shall at the time qualify as tax exempt under Section 501(c)(3) of the

Code or to a governmental unit described in Section 170(c)(1) of the Code as the Church shall determine. Under no circumstances shall any assets be distributed to members, directors, trustees, officers, or employees of the Church. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Church is then located, exclusively for such purposes or to one or more such organizations, as said Court shall determine.

ARTICLE XI

Amendment

Section 11.01. *Amendment of Articles of Incorporation.* The Articles of Incorporation of the Church may be amended by an affirmative vote of a majority of members present at any duly convened annual or special meeting of members after notice of such purpose has been given.

Section 11.02. *Amendment of Bylaws.* The bylaws may be amended or repealed, or new bylaws may be adopted, either:

- (a) By the majority vote of the members entitled to vote at any duly organized annual or special meeting; or
- (b) With respect to those matters which are not by law reserved exclusively to the members, by the affirmative vote of at least two-thirds (2/3) of the Council Members present and voting at any duly organized regular or special meeting of the Administrative Council.

Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether annual, regular or special.

CERTIFICATION

I hereby certify that the foregoing constitutes a true and correct copy of the Bylaws of Hamlin Chapel as of the _____ day of _____, 2023.

Donna Collins, Secretary