

Bylaws
(Ecclesiastical and Corporate) of
Silver Spring Presbyterian Church

Adopted May 10, 2001, Revised January 29, 2006, Revised August 12, 2012,
Revised January 27, 2013, Revised August 27, 2020

ARTICLE I
Authority of Bylaws

The Presbyterian Church of Silver Spring, in the county of Cumberland, also known as Silver Spring Presbyterian Church of Mechanicsburg, Pennsylvania or Silver Spring Presbyterian Church, herein known as the Church, being a particular church of the Presbyterian Church(U.S.A.), recognizes that the denomination's Constitution (Part I–Book of Confessions and Part II–Book of Order) is, in all its provisions, obligatory upon Silver Spring Presbyterian Church and its members.

(Book of Order Reference G-1.0102, G-1.0103)

ARTICLE II
Members of the Church

The members of Silver Spring Presbyterian Church shall be those individuals listed on the Active Member Roll, the Baptized Member Roll, or the Affiliate Member Roll as defined by the Book of Order.

(Book of Order Reference G-1.04, G-3.0204)

ARTICLE III
The Meaning of Membership

A faithful member of Silver Spring Presbyterian Church accepts Christ's call to be involved responsibly in the Church's ministry as defined in the Book of Order. Such involvement includes but is not limited to:

- proclaiming the good news in word and deed,
- taking part in the common life and worship of a congregation,
- lifting one another up in prayer, mutual concern, and active support,
- studying Scripture and the issues of Christian faith and life,
- supporting the ministry of the church through the giving of money, time, and talents,
- demonstrating a new quality of life within and through the church,

- responding to God's activity in the world through service to others,
- living responsibly in the personal, family, vocational, political, cultural, and social relationships of life,
 - working in the world for peace, justice, freedom, and human fulfillment,
 - participating in the governing responsibilities of the church,
 - reviewing and evaluating regularly the integrity of one's membership, and considering ways in which one's participation in the worship and service of the church may be increased and made more meaningful.

(Book of Order Reference G-1.0304)

ARTICLE IV

Leadership and Authority in the Church

Section 1: Governing Body

The governing body of Silver Spring Presbyterian Church shall be the Session.

Section 2: Delegation and Supervision

The Session shall delegate and supervise the work of the Board of Deacons and all other organizations and task forces within the Church.

Section 3: Power and Duties

The power and duties of the Deacons shall not infringe upon the powers and duties of the Session.

Section 4: Church Officers

By virtue of their ordination, the Ruling Elders, Deacons, Pastor and Associate Pastor(s) of the church shall be considered the Officers of the Church. Ruling Elders and Deacons shall be elected from the Active Member Roll of the Church.

(Book of Order Reference G-2.0102, G-2.0202, G-4.0101, G-3.0101, G-3.0201)

Section 5: Limitation of Liability of Officers and Ruling Elders serving as Trustees

An individual Officer or Ruling Elder serving as Trustee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless that individual has breached or failed to perform the duties of that individual's office under Section 8363 of Pennsylvania's Directors' Liability Act (as amended from time to time), and such breach or such failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Ruling Elder serving as Trustee for: 1) any responsibility or liability of such Officer or Ruling Elder serving as Trustee pursuant to any criminal statute; or 2) any

liability of such Officer or Ruling Elder serving as Trustee for the payment of taxes pursuant to local, State, or Federal law. This Bylaw may be modified or repealed only by vote of the members of the corporation, and no provision inconsistent with this Bylaw shall adversely affect any limitation of the personal liability of an Officer or Ruling Elder serving as Trustee existing at the time of such repeal or modification or the adoption of such inconsistent provision. Expenses incurred by an Officer or Ruling Elder serving as Trustee in defending a civil or criminal action, suit, or proceeding shall be paid by the Church in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Officer or Ruling Elder serving as Trustee to repay the amount if it shall ultimately be determined that individual is not entitled to be indemnified by the Church.

ARTICLE V

Session

Section 1: Charges of Session

The Session is charged with guiding and shaping the mission and ministry of the Church in adherence to the Constitution. Under this charge, the Session has the responsibility and power to:

a. provide that the Word of God may be truly preached and heard. This responsibility shall include providing a place where the congregation may regularly gather for worship, education, and spiritual nurture; providing for regular preaching of the Word by a teaching elder or other person prepared and approved for the work; planning and leading regular efforts to reach into the community and the world with the message of salvation and the invitation to enter into committed discipleship; planning and leading ministries of social healing and reconciliation in the community in accordance with the prophetic witness of Jesus Christ; and initiating and responding to ecumenical efforts that bear witness to the love and grace of God.

b. provide that the Sacraments may be rightly administered and received. This responsibility shall include authorizing the celebration of the Lord's Supper at least quarterly and the administration of Baptism as appropriate, in accordance with the principles of the Directory for Worship; and exercising pastoral care among the congregation; in order that the Sacraments may be received as a means of grace, and the congregation may live in the unity represented in the Sacraments.

c. nurture the covenant community of disciples of Christ. This responsibility shall include receiving and dismissing members; reviewing the roll of active members at least annually and counseling with those who have neglected the responsibilities of membership;

providing programs of nurture, education, and fellowship; training, examining, ordaining, and installing those elected by the congregation as ruling elders and deacons; encouraging the graces of generosity and faithful stewardship of personal and financial resources; managing the physical property of the congregation for the furtherance of its mission; directing the ministry of deacons, trustees, and all organizations of the congregation; employing the administrative staff of the congregation; leading the congregation in participating in the mission of the whole church; warning and bearing witness against error in doctrine and immorality in practice within the congregation and community; and serving in judicial matters in accordance with the Rules of Discipline.
(Book of Order Reference G-2.0301, G-3.0201, G-3.0202)

Section 2: Members of Session

The Session shall consist of the Pastor or Co-Pastor(s), the Associate Pastor(s), and twenty-one Ruling Elders in active service divided into three equal classes, one class of which shall be elected each year for a three year term at a special congregational meeting for the election of Officers.
(Book of Order Reference G-3.0201, G-2.0404, G-2.0404)

Section 3: Term of Session Members

No Ruling Elder shall be elected to the Session for a term of more than three years, nor shall a Ruling Elder serve on the Session for consecutive terms, either full or partial, aggregating more than six years. A Ruling Elder having been elected to the Session for consecutive terms aggregating six years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which that individual was elected. The term of active service on Session of a Ruling Elder shall expire when the Ruling Elder's successor has been elected, ordained, and installed.
(Book of Order Reference G-2.0401, G-2.0404)

Section 4: Meetings

The Session shall hold a stated meeting at least quarterly. The Session shall not meet without the Pastor except under special provision as outlined in the Constitution.
(Book of Order Reference G-3.0203, G-3.0104)

Section 5: Officers

The Pastor of the Church shall be the Moderator of the Session. Annually at its August stated meeting the Session shall elect a Clerk of Session who shall be a Ruling Elder but need not be active on the Session. The out-going Clerk of Session will continue to serve as Clerk until a new Clerk is elected.
(Book of Order Reference G-3.0104)

Section 6: Quorum

A quorum of Session shall include the Moderator and one-half of the number of Ruling Elders on active service on Session.

(Book of Order Reference G-3.0203)

Section 7: Special Meetings

Special meetings may be called from time to time by the Moderator when the Moderator deems such necessary or when requested in writing by any two members of Session. There shall be reasonable notice given to all Session members of the time, place and purpose of the special meeting. The business to be transacted at a special meeting shall be limited to items specifically listed in the call for the meeting.

(Book of Order Reference G-3.0203)

Section 8: Standing Committees

The Session may create standing committees and task forces of the Session responsible to the Session, to which it may add active members of the Church. The Session may also create special committees or task forces of active members of the Church that shall be responsible to the Session. All Standing Committees shall be chaired by a Ruling Elder active on Session. The duties and responsibilities for the Standing Committees shall be set forth in the standard operating procedure or policy of Session, or both.

ARTICLE VI

Board of Deacons

Section 1: Charges

The Deacons are charged with ministering to the sick, the friendless, and those in need or distress.

The Session delegates to the Board of Deacons the care and support of those listed on the Church's membership rolls. While the Deacons may also care for and support those beyond the community of faith, the Session emphasizes that the Deacons are the primary agents by whom Silver Spring Church expresses its care for and love of its members.

The Board of Deacons is responsible for assisting in the coordination and support of the following Church programs and shall report to Session on the activity of these programs:

- Helping Hands
- Prayer Chain

(Book of Order Reference G-2.0201, G-2.0202)

Section 2: Members

The number of Deacons shall be as determined from time to time by the Session. Deacons shall be divided into three equal classes, one class of which shall be elected each year for at three year term at a special congregational meeting for the election of officers and Trustees. In addition, the congregation may, by vote in a congregational meeting, choose to elect no more than two, active member(s) under eighteen years of age to the office of Youth Deacon for a term of one year.

(Book of Order Reference G-2.0201, G-2.0202)

Section 3: Terms

No Deacon shall be elected to the Board of Deacons for a term of more than three years, nor shall a Deacon serve on the Board of Deacons for consecutive terms, either full or partial, aggregating more than six years. A Deacon having been elected to the Board of Deacons for consecutive terms aggregating six years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected. The term of active service on the Board of Deacons of a Deacon shall expire when the Deacon's successor has been elected, ordained, and installed.

(Book of Order Reference G-2.0404)

Section 4: Officers

At the first meeting following ordination and installation of new Deacons, the Board of Deacons shall annually elect from among its members a Moderator, Vice-Moderator, Secretary, and Treasurer. The Secretary shall submit to the Session minutes of the Deacons' meetings. The Treasurer shall annually submit to the Auditing Committee the financial books and records of the Board for audit prior to the annual Congregational Meeting. The Pastor and Associate Pastor shall be advisory members of the Board of Deacons, with voice but no vote.

(Book of Order Reference G-2.0202, G-4.0302, G-3.0205)

Section 5: Meetings

The Deacons shall hold a stated meeting at least quarterly.

(Book of Order Reference G-2.0202)

Section 6: Quorum

A quorum shall be determined by the Board of Deacons and remain a part of its standard operating procedures or policy, or both.

(Book of Order Reference G-2.0202)

Section 7: Special Meetings

Special meetings may be called from time to time by the Moderator or Session as in keeping with the Constitution.

(Book of Order Reference G-2.0202)

ARTICLE VII

Board of Trustees

Section 1: Charges

The Trustees, subject to the authority of Session, are charged and empowered by the Constitution and the Church Charter to provide for the management of the real property and tangible personal property (collectively "Property") of the Church, including maintenance, repairs, and improvements of all buildings and grounds. These responsibilities include but are not limited to:

- planning short- and long-range maintenance of all buildings and grounds
- seeing to the Church's insurance needs
- receiving, holding, encumbering, managing, and transferring Property for the Church
- accepting and executing deeds of title to Church Property
- holding and defending title to Church Property

These charges shall be executed with the provision that in buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the congregation granted in a duly constituted meeting.

(Book of Order Reference G-4.0101, G-4.0206)

Section 2: Members

Ruling Elders who are at least 18 years of age and in active service on Session will constitute the Board of Trustees. A Trustee shall be on the Active Member Roll.

(Book of Order Reference G-4.0101, G-4.0206)

Section 3: Officers

Ruling Elders who are at least 18 years of age in active service on the Session shall annually elect a Moderator and Vice Moderator of the Board of Trustees from among those Ruling Elders in active service on the Session who are at least 18 years of age.

(Book of Order Reference G-3.0205, G-3.0113)

Section 4: Meetings

The Board of Trustees shall hold a stated meeting at least quarterly. Stated meetings of the Board of Trustees shall be scheduled on the same dates as stated meetings of the Session. The Clerk of Session shall serve as secretary to the Board of Trustees and shall

keep permanent minutes of the meetings of the Trustees.

Section 5: Quorum

A quorum of the Board of Trustees shall be one-half of the number of Ruling Elders in active service on Session.

Section 6: Special Meetings

Special meetings may be called from time to time by the Moderator of the Trustees or the Moderator of the Session.

Section 7: Standing Committees

The Board of Trustees may create standing committees of the Board of Trustees responsible to the Board of Trustees, to which it may add Active Members of the Church. The Board of Trustees may also create special committees or task forces of Active Members of the Church that shall be responsible to the Board of Trustees. All Standing Committees shall be chaired by an active Trustee. The duties and responsibilities for the Standing Committees shall be set forth in the standard operating procedure or policy of the Board of Trustees, or both.

ARTICLE VIII

Vacancies

Section 1: Filling Vacancies

Vacancies on the Session or Board of Deacons may be filled at a special meeting of the congregation or at the Annual Meeting, as the Session may determine.

Section 2: Slate of Candidates

A slate of candidates shall be prepared by the Nominating Committee.

Section 3: Terms of Office

The term of office for an individual elected to fill a vacancy shall expire after fulfilling the vacated term of office and when the individual's successor has been elected, ordained and installed for Ruling Elders and Deacons.

ARTICLE IX

Meeting of the Congregation

Section 1: Requirements

(a) The meetings of the congregation shall be held at such time and place as the Session shall designate. Session may designate that a congregational meeting be held by electronic means if all members have reasonable notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting is ten percent of the number of individuals on the Active Member Roll.

- (b) All meetings of the congregation shall be opened and closed with prayer.
- (c) There shall be at least two congregational meetings per year.

(Book of Order Reference G-1.0501, G-1.0502)

Section 2: Annual Congregational Meeting

- (a) There shall be an Annual Meeting of the Congregation each calendar year at a time to be determined yearly by the Session for the transaction of any business properly coming before such a meeting.
- (b) The agenda at the Annual Meeting shall include:
 - (1) Approval of the Terms of Call of the pastor or pastors.
 - (2) The presentation, for information only, of the annual budget approved by Session.
- (c) The agenda at the Annual Meeting may also include, but not be limited to:
 - the reporting of membership gains and losses
 - the reading of the annual necrology report
 - reports of the Session
 - Session's plans for the coming year
 - reports from the Board of Deacons and other organizations of the Church.

(Book of Order Reference G-3.0201, G-1.0501)

Section 3: Special Congregational Meetings

- (a) There shall be a special meeting of the congregation called by Session to occur on a Sunday in March, April or May for the purpose of electing Officers. When public health or other concerns prevent in-person meetings, the election of Officers may be conducted by mail if authorized by Session.
- (b) Other special meetings of the congregation may be called by the Session, the Presbytery, or by the Session when requested in writing by one fourth of the members listed on the Active Member Roll. Such a call shall state clearly the purpose, time, and place of the special meeting, and no other matter save that specified in the call may be considered.

(Book of Order Reference G-1.0501)

Section 4: Public Notice

Public notice of the time, place, and purpose of all meetings of the congregation shall be announced in the regular, Sunday morning worship services on two successive Sundays. The meeting may be convened following the notice given on the second Sunday.

(Book of order Reference G-1.0502)

Section 5: Quorum

The quorum of a meeting of the congregation shall be Active Members numbering not less than one tenth of the number of individuals listed on the Active Member Roll.

(Book of Order Reference, G-1.0501)

Section 6: Presiding Officers

- (a) The Pastor shall preside as Moderator at all congregational meetings. If the Church is without a Pastor, the Moderator of the Session appointed by the Presbytery shall preside at all congregational meetings. If the Pastor and the Session agree that the subjects to be discussed require it, or if the Pastor is ill or is otherwise unable to be present, the Pastor shall invite another teaching elder who is a member of the Presbytery or an individual authorized by the Presbytery to serve as moderator.

(Book of Order Reference G-1.0504)

- (b) The Clerk of the Session shall be secretary of all congregational meetings. If the Clerk is unable to attend, the congregation shall elect a secretary.

(Book of Order Reference G-1.0505)

Section 7: Eligible Voters

- (a) All members listed on the Active Members Roll are eligible to vote on matters of both ecclesiastical and corporation business of the congregation, whether those meetings are stated or special.
- (b) Voting by proxy shall not be permitted with respect to corporate or ecclesiastical matters.
- (c) Since pastors, other teaching elders, and other members of Presbytery are not members of the congregation, they may not vote in a congregational meeting.

(Book of Order Reference G-1.0501, G-4.0102)

ARTICLE X

Nominating Committee

Section 1: Members

- (a) There shall be a representative Nominating Committee chosen annually. The Committee shall consist of nine members. Two members shall be Ruling Elders currently serving on Session, designated annually by the Session, who shall serve as Co-Chairs of the Committee. One member shall be designated annually by and from the Board of Deacons. Six at-large members shall be elected by the congregation annually.
- (b) The Pastor shall be a member of this Committee, serving ex officio with voice but without vote.

- (c) All voting members of the Nominating Committee must be on the Active Member Roll.

(Book of Order Reference G-2.0401)

Section 2: Terms

No member of the Committee shall serve more than three years consecutively.

Section 3: Charges

- (a) The Committee is charged with preparing a slate of candidates for nomination to become a member of Session, the Board of Deacons, and At-Large Nominating Committee Member. The Committee shall bring to the congregation nominations only for the number of positions to be filled.
- (b) When directed by Session, the Committee may also be charged to prepare a slate of candidates for nomination to other positions within the Church organization.
- (c) When developing a slate of candidates for nomination to positions within the Church, members of the Nominating Committee may not be considered.

ARTICLE XI

Church Finances

Section 1: Treasurer

Annually, at its August meeting, the Session shall elect a Treasurer.

(Book of Order Reference G-3.0205)

Section 2: Charges to Treasurer

In accordance with the principles of the Presbyterian Church(U.S.A.) and in the interest of good order, the Treasurer is charged with insuring that the following minimum standards of financial procedure shall be observed:

1. Conformance to the financial protocols approved by Session.
2. The keeping of adequate books and records to reflect all financial transactions, open to inspection by authorized church officers at reasonable times.

(Book of Order Reference G-0205)

Section 3: Financial Responsibilities of Session

1. The Session shall receive and maintain financial reports of all investments of the church.
2. The Session shall receive the annual report of the Auditing Committee and shall consider from time to time the need for an independent audit by a certified public accounting firm.

3. The Session shall be responsible for oversight of all church finances.
4. The Session shall be responsible for the management of all cash and investments, both permanent and non-permanent.
5. The Session will be responsible for the investment of cash and funds and provide direction to the church Treasurer and the Business Manager in reporting/record keeping and all financial activities.
6. The Session shall designate those persons authorized to sign checks and other financial instruments on behalf of the church and shall publish appropriate written protocols and procedures for the proper management of the church's finances.
7. The Session shall appoint at least two active church members to count and record the weekly church offering and report the data to the Business Manager.

(Book of Order Reference G-3-0205, G-3.0113, and G-3.0201c)

Section 4: Auditing Committee Audits

Session shall appoint an Auditing Committee to which Session, all boards, committees, and organization treasurers shall submit their financial books and records for audit prior to the annual Congregational Meeting. The report of the auditors shall be received and considered annually by the Session. The Auditing Committee shall consist of three persons, not members of Session or of any church board and not related to the Treasurer. One shall be appointed each year for a three-year term. No member of the Committee shall serve for a term of more than three years, nor shall any member serve for consecutive terms, either full or partial, aggregating more than six years. A member serving for consecutive terms aggregating up to six years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which that person was appointed. If a vacancy should occur, the Session at its next regular meeting shall appoint a person eligible to serve on the Auditing Committee for the unexpired term.

(Book of Order Reference G-3.0205, G-3.0113)

ARTICLE XII

Organization Reports

All boards, committees, and organizations of the Church shall make an Annual Report to the Session, which shall consist of a Chairperson's report and a board or committee treasurer's report. All reports shall be presented in printed format the annual Congregational Meeting.

ARTICLE XIII

Rules of Order

All meetings of the Church shall be conducted in accordance with the most recent edition of Robert's Rules of Order except in those cases where the Book of Order provides otherwise.

ARTICLE XIV

Amendments

These Bylaws may be amended, subject to the Charter of the Corporation, the laws of the Commonwealth of Pennsylvania, and the Constitution of the Presbyterian Church (U.S.A.), at any annual meeting or special meeting of the congregation by a two-thirds vote of the voters present and voting, provided that either: 1) a written copy of the proposed changes shall have been made available in the regular, Sunday morning worship services on two Sundays preceding the congregational meeting, and the second notice is given not less than twenty-four hours before the meeting; or 2) a printed distribution of the proposed changes shall have been made in connection with the call of the meeting to all active members of the congregation at least one week prior to the meeting.

These Bylaws may not be amended contrary to or so as not to include the Charter of the Corporation, the laws of the Commonwealth of Pennsylvania, and the Constitution of the Presbyterian Church(U.S.A.) applicable thereto.