

THE CONSTITUTION

The Pennsylvania Council of Churches

PREAMBLE

WHEREAS in the Providence of God, the churches of Pennsylvania desire to witness to their oneness in Jesus Christ as Divine Lord and Savior; and

WHEREAS the implementation of the mission of the Church in the Commonwealth of Pennsylvania calls for the combined resources and endeavors of all Christian communions; and

WHEREAS the spirit of Christ compels Christians to find more effective ways of working together; therefore be it

RESOLVED that the cooperating Christian communions in Pennsylvania establish this Constitution for the Pennsylvania Council of Churches through which they will seek closer cooperation and fellowship to achieve a more effective witness for our Lord Jesus Christ.

This Council shall serve in behalf of its constituent members, but it shall have no authority to establish a common creed or form of government or order of worship, or in any way limit the autonomy of the Christian communions.

1. NAME

The name of this organization shall be The Pennsylvania Council of Churches, hereinafter referred to as the "Council," incorporated under the laws of the Commonwealth of Pennsylvania.

2. BASIS

The Pennsylvania Council of Churches is a fellowship of churches that, in response to the gospel as revealed in scripture, confesses Jesus Christ as Savior and Lord. Relying upon the power of the Holy Spirit, these churches covenant with one another to engage in common mission and to manifest ever more fully the unity of the church.

In affirming this covenant, our churches confess that apart from one another we are impoverished and repent of our frequent failure to make our own the joys and struggles of the other member communions. We recognize that membership in the Council entails not only the responsibility of bearing witness to the gospel as we have received it, but also provides the opportunity of being challenged and inspired by perspectives other than our own. We acknowledge that the Council is a forum in which dialogue about the nature and purpose of the church rightly takes place, a forum in which all members are responsible for speaking and hearing the truth in love. We acknowledge that, while we do not all agree on what it means to be church, our fellowship is based on the recognition of certain sacred bonds between us, such as:

- Proclamation through word and deed of the gospel, God's reconciling and redeeming love for all creation as revealed in Christ and recorded in scripture;
- Incorporation into Christ through baptism;
- Worship through word and sacrament of the one God, Father, Son, and Holy Spirit;
- Ministries of service and witness in Christ's name.

These are significant signs of the oneness we already have as followers of Jesus Christ. We also recognize, however, that our life together as a council of churches, if it is led by the Spirit, can never be static. We pray that our relationships may deepen and expand toward the day when all Christians in this place visibly love one another, and all of God's children, even as Christ has loved us.

3. COVENANT

The Pennsylvania Council of Churches is a fellowship of churches which, in response to the Gospel as revealed in the scriptures, confess Jesus Christ, the incarnate Word of God, as Savior and Lord. Therefore, we covenant with one another to manifest ever more fully the unity of the Church. Relying on the transforming power of the Holy Spirit, we gather in common mission, serving in all creation to the glory of God and our neighbor's good.

We express our relationship with one another through these marks of commitment:

- **Worship**
 - Encourage opportunities for shared worship, prayer, learning, and celebration, as appropriate to our traditions.
 - Invite each other to be present at or participate in annual meetings, baptisms, ordinations, the Lord's Supper, and other gatherings, services, and sacraments, as appropriate to our traditions.
 - Pray for one another, the Council, and the unity of the Church, as appropriate to our traditions.
 - Identify, encourage, and equip joint efforts in spreading the Gospel and developing followers of Jesus Christ.
 - Maintain ongoing dialogue to clarify theological issues in order to strengthen our shared witness.
- **Social Mission and Witness**
 - Engage together in Christ's mission on a regular and intentional basis, speaking and acting together in all matters except those in which deep differences of conviction compel us to speak and act separately.
 - Promote education and action that embody God's justice, peace, and love.
 - Live in the world but not of the world as we witness to the Gospel by confronting injustice and marginalization.
- **Covenantal Unity**
 - Financially support our shared ministries through the Council.
 - Revisit and reaffirm our faithfulness to this Covenant regularly.
 - Actively build a community that depends on and demonstrates the transcending and transforming love of God in Jesus Christ.
- **Dialogue**
 - Respect each other and our traditions.
 - Celebrate our shared tenets of the Christian faith.
 - Engage in intentional conversation and education, seeking to understand the gifts we each bring, listening and learning together in order to discern the will of God.
- **Ecumenical Vision**
 - Proclaim the vision of unity and wholeness for the Church which Christ has set before us.
 - Promote the understanding, appreciation, and value of ecumenism.
 - Coordinate the practice of ecumenism within and among our communities.
- **Evangelism**
 - Share the Christian message and witness through word and deed, with sensitivity to our mutual relationships and without proselytizing or denigrating our distinctions.

4. MEMBERSHIP

There shall be two (2) categories of membership: member church bodies and affiliate members.

- 4.1. Any church body (that is, regional jurisdiction with administrative or oversight responsibilities) with a minimum of five (5) congregations located within the boundaries of the Commonwealth of Pennsylvania is eligible for membership as a member church body, provided that such body is in agreement with the preamble and the basis of this Constitution, affirms the Covenant, and agrees to support the Council's common ministries and share in the financial support of the Council. A church body eligible for membership as a member church body may, upon request, become a voting member church body of the Council when approved by a two-thirds vote of the members represented and voting at any regular meeting of the Board of Directors.

- 4.2. Other church bodies not qualifying as member church bodies and organizations of regional or statewide scope that are in agreement with the preamble and the basis of this Constitution, affirm the Covenant, and agree to support the Council's common ministries and share in the financial support of the Council, may become affiliate members of the Council. Affiliate members are approved by a majority vote of the Council member church bodies represented and voting at any regular meeting of the Board of Directors.

5. BOARD OF DIRECTORS

- 5.1. The basic governing body of the Council shall be a Board of Directors.
- 5.2. Voting members of the Board of Directors shall be as follows:
 - 5.2.1. Officers of the Council.
 - 5.2.2. The chief executive officer of each member church body, with the understanding that should the member's chief executive officer reside in a state other than Pennsylvania, she or he may appoint someone as a proxy.
 - 5.2.3. The executive director.
 - 5.2.4. Voting members of the Executive Committee not otherwise seated as voting members of the Board of Directors.
 - 5.2.5. The Board of Directors may, at its discretion, appoint other persons to be non-voting members of the Board.
- 5.3. Representatives of affiliate members may attend meetings of the Board of Directors with voice.

6. OFFICERS

- 6.1. The elected officers of the Council shall be a president, a vice president, a secretary, and a treasurer. The officers shall be members in good and regular standing of a church body that is a member church body of the Council, and shall serve only when endorsed for such service by that church body.
- 6.2. The officers shall serve as the officers of the Board of Directors and Executive Committee.
- 6.3. The executive director shall be the principal executive officer of the Council, responsible to the Board of Directors for recommending and implementing policy and program and for administering the work of the Council.

7. EXECUTIVE COMMITTEE

- 7.1. The Council shall have an Executive Committee which shall have the powers of the Board of Directors ad interim, except those duties specifically assigned to the Board of Directors by this Constitution, and shall be responsible to the Board of Directors. The Executive Committee shall not rescind or contravene earlier actions of the Board of Directors. The Executive Committee shall coordinate implementation of policies, directions, and commitments of the Council; shall propose policy revisions; and shall present the annual budget to the Board of Directors.
- 7.2. Executive Committee shall be composed of:
 - 7.2.1. The officers of the Council.
 - 7.2.2. The conveners of commissions.
 - 7.2.3. Three representatives of voting members selected by and from the Board of Directors.
 - 7.2.4. Two lay representatives from member church bodies elected by the Board of Directors.
 - 7.2.5. The executive director.
- 7.3. The Executive Committee shall submit a written report at the regular meeting of the Board of Directors following each meeting of the Executive Committee.

8. COMMISSIONS

The Executive Committee shall appoint commissions to facilitate the Council's fellowship, witness, and common ministries.

9. FISCAL YEAR

The fiscal year for the Council shall be the calendar year.

10. QUORUM

10.1. For all meetings of the Board of Directors, one-third of its voting members shall constitute a quorum.

10.2. For all meetings of the Executive Committee, a simple majority shall constitute a quorum unless other provisions are stipulated in Rules of Procedure.

11. AMENDMENTS

Amendments to the Constitution (the Preamble and paragraphs 1 through 11 inclusive) may be proposed by the Executive Committee, any member church body of the Council, or ten (10) voting members of the Board of Directors. The proposed amendments shall be presented in writing to the members of the Board of Directors at least thirty (30) days prior to the meeting. Amendments shall be adopted by a two-thirds vote of the members present and voting at a meeting of the Board of Directors.

BYLAWS

12. MISSION

The Pennsylvania Council of Churches is a voluntary association of separate and autonomous Christian churches, within the Commonwealth of Pennsylvania, through which its members seek to manifest their fellowship (koinonia) with one another, to engage in common ministries of witness and service, and to advance towards the goal of visible unity.

13. NOMINATIONS, ELECTIONS, AND APPOINTMENTS

13.1. The Board of Directors shall elect the officers of the Council designated in Article 6 of the Constitution.

13.2. The Executive Committee shall appoint conveners and members of commissions as created and called for by the Board of Directors.

13.3. The executive director shall be elected by the Board of Directors, upon nomination by two-thirds of the members of the Personnel Committee appointed by the Executive Committee. The election shall be by written ballot at a properly called meeting of the Board of Directors. Balloting shall be limited at one meeting to a single nomination. Two-thirds of the votes cast by the Board of Directors shall be necessary for election. Unless otherwise agreed, the election shall become invalid unless a definite answer is received from the executive director-elect within thirty days after receiving official notification. The official notification shall include information concerning salary and other emoluments being offered.

13.4. The Board of Directors shall approve the creation of all executive staff positions.

13.5. A nominating committee, appointed by the Executive Committee, shall make nominations for all elections by the Board of Directors except the executive director.

14. DUTIES OF OFFICERS

14.1. The president shall preside at meetings of the Executive Committee and Board of Directors, and perform such other duties as ordinarily pertain to this office or may be assigned by the Board of Directors. In the absence of the president, the vice president shall perform the duties of the president.

14.2. The treasurer shall:

14.2.1. supervise the receipt and disbursement of funds of the Council.

14.2.2. serve as custodian of all funds of the Council.

14.2.3. prepare and submit such reports as are required by the financial policies of the Council.

14.3. The secretary shall keep minutes of all meetings of the Executive Committee and Board of Directors and perform other functions normal to this office.

14.4. The executive director, in exercising the responsibilities of the office to the Board of Directors in matters requiring referrals or recommendations, may consult any appropriate program or administrative entities before making such referrals or recommendations. Notwithstanding such procedure, the executive director may bring directly to the Executive Committee or Board of Directors any matters or recommendations which warrant direct presentation.

14.4.1. The executive director shall, with the assistance of other staff:

14.4.1.1. direct the administration of the Council according to its basis and mission;

14.4.1.2. enable the Executive Committee and Board of Directors to formulate and evaluate overall priorities and policies for the Council, in consultation with commissions and staff;

14.4.1.3. report regularly to the Board of Directors on the state of the Council;

14.4.1.4. recommend to the Executive Committee or Board of Directors general policies and procedures to be followed in the conduct of the affairs of the Council;

14.4.1.5. assist the Board of Directors in developing and evaluating commissions to facilitate the Council's fellowship, witness, and common ministry;

- 14.4.1.6. recommend to the Finance and Facilities Committee of the Executive Committee, for presentation to the Executive Committee, an annual budget of income and expenditure for the Council and the United Church Center;
 - 14.4.1.7. seek to secure adequate financial support for the Council and its authorized programs;
 - 14.4.1.8. prepare agendas for meetings of the Board of Directors and Executive Committee for the review and approval of the president;
 - 14.4.1.9. be alert to new opportunities for ecumenical endeavor and the expansion of Council membership, and report the same to the Executive Committee and Board of Directors;
 - 14.4.1.10. give leadership in screening and electing or appointing professional staff in compliance with established personnel procedures provided in policies of the Executive Committee and Board of Directors; and
 - 14.4.1.11. present policies and actions to the public.
- 14.4.2. Authority:
- 14.4.2.1. the executive director shall be an ex officio member of all administrative and programmatic entities of the Council;
 - 14.4.2.2. the executive director is authorized to advise commissions on matters of program policy or administration requiring their attention, including program needs, opportunities or problems;
 - 14.4.2.3. appoint such staff, including other members of the executive staff (with the endorsement of the Executive Committee), as may be necessary for the implementation and administration of program approved by the Board of Directors;
 - 14.4.2.4. assign responsibilities and duties to executive staff, and supervise executive staff in the performance of their responsibilities;
 - 14.4.2.5. administer appropriate measures for financial management and control, and assure proper budgeting, expenditures and accounting of funds;
 - 14.4.2.6. intervene in and, when necessary or advisable, suspend until decision by the Executive Committee or Board of Directors any action, statement, or proposal of a commission or program entity or staff person which is or may be contrary to the Constitution, Bylaws, or established positions, policies, procedures or programs approved by the Board of Directors.

15. TERM OF OFFICE

15.1. Officers:

- 15.1.1. The term of office for all officers except the executive director shall be two calendar years. They shall be elected or appointed in even-numbered years.
- 15.1.2. The officers of the Council and the members of the Executive Committee shall not be eligible to serve more than three consecutive terms in that capacity.

15.2. Executive director:

- 15.2.1. The term of office of the executive director shall be seven (7) years. The executive director may be elected for additional terms upon recommendation of the Personnel Committee.
- 15.2.2. When the executive director-elect shall accept the position it shall constitute a relationship which shall be terminated only for:
 - 15.2.2.1. the failure to be reelected for additional terms;
 - 15.2.2.2. the death or resignation of the executive director;
 - 15.2.2.3. just cause.
- 15.2.3. In the last contingency, it shall be the duty of the president of the Council, when the situation is personally known to him or her, or has been brought to his or her attention by an official recital of

allegations, to investigate such conditions personally in company with a special committee of three persons appointed by the Executive Committee.

15.2.4. In the case of alleged physical or mental disability, competent medical testimony shall be secured. When such disability is evident, the president shall make a report to the Board of Directors, which shall have the authority to declare the office vacant.

15.2.5. In case of alleged neglect of duty or of other difficulties which imperil the effective conduct of the office, all those concerned shall be heard by the president of the Council together with the Personnel Committee, which shall decide on the course of action to be recommended to the executive director and the Executive Committee. If both the executive director and the Executive Committee agree to carry out such recommendations, no further action need be taken. If such agreement is not reached, the matter shall be reported to an executive session of the Board of Directors and its action, based on evidence submitted, shall be final.

15.3. Other executive staff: Other executive staff members serve at the pleasure of the executive director.

16. EXECUTIVE COMMITTEE

The Executive Committee shall:

- 16.1. carry out the actions of the Board of Directors;
- 16.2. oversee the work of commissions;
- 16.3. recommend an annual budget to the Board of Directors;
- 16.4. receive, transfer, or dispose of securities or other assets and properties of the Council and to allocate and define authority with respect to the establishment of bank accounts and the signing of checks and other legal papers;
- 16.5. approve rules of procedure for commissions and program entities;
- 16.6. initiate and issue study and position papers;
- 16.7. fill all vacancies in elective offices, except for the office of executive director, occurring between meetings of the Board of Directors;
- 16.8. employ executive staff on the nomination of the Personnel Committee and the recommendation of the executive director;
- 16.9. designate an acting executive director in the event of the executive director's extended absence, illness, or resignation;
- 16.10. plan and evaluate the Council program, including statements of purpose, priorities, goals, objectives, programs, strategies and policies, subject to action by the Board of Directors; and
- 16.11. perform such other functions as are necessary for the welfare of the Council.

17. COMMISSIONS

- 17.1. Commissions, as appointed by the Executive Committee, shall oversee the ministries entrusted to their care in accordance with policies and procedures established by the Executive Committee and approved by the Board of Directors.
- 17.2. Each commission shall have at least one member; this member shall be designated the convener of the commission, shall serve as a member of the Executive Committee, and shall report to the Executive Committee on the activities overseen by the commission.
- 17.3. The Executive Committee may, at its discretion, appoint additional persons as members of commissions.
- 17.4. The Commissions of the Council are:
 - 17.4.1. The Commission on Unity and Relationships, offering direction and oversight to programs and initiatives promoting fellowship among the Christian churches of Pennsylvania and advancing the goal of visible unity. Such programs and initiatives may include sponsoring an annual

gathering of state religious leaders; networking those in member bodies with ecumenical responsibilities; networking the staff of local and regional ecumenical agencies; sponsoring discussions and dialogues on ecumenical matters of import, sponsoring continuing education events for parish clergy and other church workers, etc.

17.4.2. The Commission on Public Witness, offering direction and oversight to programs and initiatives witnessing to the Gospel's call to strive for justice and peace among all people and to respect the dignity of every human being. Such programs and initiatives may include informing, educating, and empowering people of faith on significant state and federal issues; presenting testimony at public hearings and through the public media; taking public positions on issues, consonant with the positions and values articulated by Council members, etc.

17.4.3. The Commission on Common Ministries, offering direction and oversight to programs and initiatives seeking to serve Christ in all persons and to loving ones neighbor. Such programs and initiatives may include networking local ministries to farm workers, to truckers and travelers, and to those vacationing in parks and campgrounds, etc.

17.5. Commissions may, as needed, create program committees and task groups to carry out the programs and initiatives under their care.

18. MEETINGS

18.1. The Board of Directors shall meet at least three times each year, on the second Tuesday of April, the fourth Tuesday of October and in connection with the annual gathering of Pennsylvania religious leaders, or at such other times as decided by the Board of Directors. The Board of Directors shall also meet upon the written request of five members. Such written request shall be submitted to the executive director or the president, and the meeting shall be held within 30 days of the date the request is received.

18.2. The commissions shall determine their own time and place of meeting.

19. LIMITATION OF PERSONAL LIABILITY FOR MEMBERS OF THE BOARD OF DIRECTORS

The Council shall not hold a member of the Board of Directors personally liable for monetary damages as a result of any action or failure to act unless the member has breached or failed to perform the duties of the office as provided by law and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that a member shall not be protected from liability under any criminal statute or from the payment of any taxes.

20. INDEMNIFICATION OF MEMBERS, OFFICERS, AGENTS AND EMPLOYEES

20.1. The Council shall reimburse or indemnify each member of the Board of Directors, officer, agent and employee of the Council for or against all liabilities and expenses reasonably incurred by or imposed upon that member in connection with or resulting from a claim, action, suit or proceeding (whether brought by or in the name of this Council), civil, criminal, administrative, or investigative, hereinafter called action, in which the member may become involved as a party or otherwise by reason of an overt act or failure to act which occurred in that member's capacity as a member of the Board of Directors, officer, agent, or employee. Such indemnification shall be available whether or not the member continues to be such at the time such liabilities or expenses are incurred, provided that indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

20.2. As used in these Bylaws, the term liabilities and expenses shall include, but not be limited to, counsel fees and expenses, disbursements, and amounts of judgments, fines, or penalties against, and amounts paid in settlement by a member of the Board of Directors, officer, agent or employee, but shall not include amounts paid to the Council unless approved by a court.

20.3. Where such person has been wholly successful on the merits in such action, or where indemnification of such person has been awarded by a court, the member shall be entitled to indemnification as of right; otherwise, the Council shall reimburse or indemnify the member only if it shall be determined that such person has met the standards set forth in paragraph 1., either:

20.3.1. by the Board of Directors, acting by a quorum consisting of a simple majority of the members of the Board of Directors other than those involved in the action, or

20.3.2. if there are not at least two (2) members of the Board of Directors then in office other than those involved in the action, by independent legal counsel, who shall deliver to the Council written advice to such effect.

20.4. Expenses incurred with respect to any action may be advanced by the Council prior to the final disposition thereof, upon receipt of an undertaking by such person to repay any amounts for which it shall ultimately be determined that the member is not entitled to indemnification.

20.5. The foregoing right of reimbursement or indemnification shall not be exclusive of other rights to which any person may otherwise be entitled and, in the event of that individual's death, shall extend to the member's legal representatives.

21. RULES OF ORDER

21.1. The current edition of "Robert's Rules of Order Newly Revised" shall be the official rules of order for the Board of Directors and all other units of the Council.

21.2. The term "ex officio" shall mean by virtue of office and with vote except as specifically qualified in these Bylaws.

22. DISSOLUTION

In the event of the dissolution of the Pennsylvania Council of Churches, the Council shall, after paying or making provision for the payment of all liabilities of the Council, dispose of the assets of the Council exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. The Court of Common Pleas of the County in which the Council, prior to its dissolution, maintained its principal offices shall dispose of any such assets not otherwise disposed of. The use of such assets for the private inurement to any person is prohibited.

23. AMENDMENTS

These Bylaws (paragraphs 12 through 23 inclusive) may be amended by a two-thirds vote of the members present and voting at a meeting of the Board of Directors, provided that written notice of the proposed amendment has been given in the call for the meeting issued at least thirty (30) days prior to the meeting.

2009-04-14
As amended by the Board of Directors