

***BYLAWS OF THE  
BRYN ATHYN CHURCH  
OF THE NEW JERUSALEM***

As Amended May 5, 1989

As Amended April 26, 1996

As Amended April 29, 2015

As Amended November 11, 2020

*Bryn Athyn Church of the New Jerusalem*  
*Bryn Athyn, Pennsylvania 19009*

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## **ARTICLE I. MEMBERS OF THE CORPORATION**

### **Section 1. Membership**

Any person who is a member of the unincorporated body known as the General Church of the New Jerusalem and who has been domiciled within the borough of Bryn Athyn, or within a radius of fifty (50) miles of the Cathedral for at least sixty (60) days, may become a member of the corporation by adding his or her name to the Register, hereinafter described in Article IV of these Bylaws, and signing a formal declaration referring to and recognizing the Certificate of Incorporation and the Bylaws of the Corporation and obligating such person to recognize the same as long as such person shall be a member of the Corporation. Any member of the Corporation who ceases to be domiciled within the borough of Bryn Athyn, or within a radius of fifty (50) miles of the Cathedral or who ceases to be a member of the said unincorporated body known as the General Church of the New Jerusalem, shall thereupon cease to be a member of this Corporation.

### **Section 1-A. Associate Membership**

Any person who is a member of the unincorporated body known as the General Church of the New Jerusalem who is not domiciled within the borough of Bryn Athyn, or within a radius of fifty (50) miles of the Cathedral, may become an associate member of this corporation and shall become an associate member by adding his or her name to the Register, hereinafter described in Article IV hereof, and signing a formal declaration referring to and recognizing the Certificate of Incorporation and the Bylaws of the Corporation and obligating such person to recognize the same as long as such person shall be an associate member of the Corporation. Associate members shall have the right to attend meetings of the Corporation but shall have no rights in the funds or property of the Corporation; shall have no voting rights; shall not be entitled to notice of any meetings of the members of the Corporation; shall not be included in determining a quorum; and none of the provisions of these Bylaws referring to members shall be applicable to associate members except the provisions of this Section 1-A and the provisions of Article IV relating to associate members.

### **Section 2. Annual Meetings**

The annual meeting of the members of the Corporation shall be held on a date after the 15th day of the month of April and before the first day of the month of June each year, at an hour and place in the borough of Bryn Athyn to be designated by the President. Notice of such meeting, together with an agenda for that meeting, shall be given to each member of the Corporation, either by regular mail or email addressed at his last known address, at least ten (10) days prior to the date of the meeting. No final vote on any business of the Corporation shall be taken unless such item appears on the agenda mailed to the members.

### **Section 3. Special Meetings**

Special meetings of the members of the Corporation may be held in the Cathedral or at such other place in the borough of Bryn Athyn as the President may direct, whenever the President or a majority of the Board of Trustees or fifty (50) members of the Corporation shall in writing request. Notice of such special meeting, indicating briefly the object or objects thereof shall be given as prescribed in Section 2 in the case of annual meetings. At such special meetings no business shall be transacted except such as shall have been indicated among the objects thereof in the notice thereof.

#### **Section 4. Quorum**

At any meeting of the Corporation those members of the Corporation present, but not less than 150, shall constitute a quorum for all purposes unless the presence of a larger number shall be required by law or by the Certificate of Incorporation.

The requirement for presence may be satisfied by physical presence of the member at the place of meeting. When an electronic or hybrid meeting is made available as an option by the Board of Trustees, the requirement for presence may also be satisfied by electronic presence established via telephone, videoconference, or other electronic means, including, but not limited to, the Internet, so long as the electronic connection allows for members to participate in the business of the meeting.

#### **Section 5. Organization**

The President, and in his absence the Vice-President, shall call meetings of the members to order and shall act as chairman of such meetings. In the absence of both of these officers, the meeting may elect any member to act as its chairman. The Secretary of the Corporation, and in his absence such person as the President of the Corporation shall direct, shall act as secretary of all meetings of the Corporation: and if no acting secretary shall have been so constituted, the chairman of the meeting may appoint any person to act as secretary of the meeting.

#### **Section 6. Voting**

At all meetings of the members of the Corporation each member present shall be entitled to cast one vote, except that members shall be entitled to cast their ballot for the election of trustees by absentee ballot in accordance with the procedure to be adopted by the Board of Trustees. The requirement for presence is the same as under Article I, Section 4 (Quorum).

#### **Section 7. Judges of Election.**

At any meeting of the members at which trustees shall be elected, and in any other case required by law, polls shall be opened and closed, and ballots shall be received, and all questions touching the qualifications of voters and the acceptance or rejection of votes shall be decided by six judges of election. Such judges of elections shall be appointed by the Board of Trustees before the meeting; or if no such appointment shall have been made, then by the presiding officer at the meeting. If for any reason any of the judges of election previously appointed shall fail to attend or refuse, or be unable to serve, new judges of election shall be appointed in like manner.

### **ARTICLE II. BOARD OF TRUSTEES**

#### **Section 1. Number of Terms of Trustees**

The affairs of this Corporation shall be managed and conducted by a Board of Trustees consisting of 14 members, one of whom shall be the Pastor and one of whom shall be the assistant pastor designated by the pastor. Their terms of office shall start on June 1 following their election. The trustees shall be members of this Corporation, at least two-thirds of whom shall be lay members of the Corporation and citizens of the Commonwealth of Pennsylvania. Subject to the provisions of the Charter, trustees to replace trustees whose terms of office shall have expired, shall be elected at each annual meeting of the Corporation and shall serve for a term of three years and until their successors shall be elected.

No elected trustee shall serve for more than three consecutive terms, except that when the nominating committee determines that a person's special use as a trustee is such that his continuation as a trustee is important for the adequate functioning of the Board, his nomination and election for an additional term shall be permitted regardless of the number of consecutive terms he has already served.

Any trustee who is absent from more than two meetings of the Board in any one-year period without explanation shall be disqualified from serving the remainder of his term on the Board.

## **Section 2. Vacancies**

In case of any vacancy in the Board of Trustees through death, resignation, disqualification, or other cause, the remaining trustees by affirmative vote of the majority thereof at a meeting regularly held, may elect a successor or successors to hold office for the unexpired portion of the term of the trustee or trustees whose place shall be vacant and until the election and qualification of his or their successors.

## **Section 3. Place of Meetings**

The Board of Trustees may hold their meetings and may have an office and keep the books of the Corporation in such place in the Borough of Bryn Athyn as the President of the Corporation may designate or as the Board of Trustees may direct.

## **Section 4. Meetings**

Meetings of the Board of Trustees shall be held whenever called by direction of the President or of one-third of the trustees for the time being in office. The Secretary shall give notice of the time and place of meetings by mailing or emailing the same at least 24 hours before the meeting, to each trustee, addressed to him at this last known address, but such notice may be waived by any trustee. At any meeting at which every trustee shall be present, even although convened without any notice, any business may be transacted.

## **Section 5. Quorum**

A majority of the whole number of Trustees shall constitute a quorum for the transacting of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present, may adjourn the meeting from time to time and no notice of any such adjourned meeting need be given.

The requirement for presence may be satisfied by physical presence of the Trustee at the place of meeting, or electronic presence established via telephone or videoconference, so long as the electronic connection allows for all Trustees to participate equally in the business of the meeting.

## **Section 6.**

The Board of Trustees of the Corporation, by a resolution approved by two-thirds of the trustees present at a regular or special meeting duly convened upon proper notice of such meeting, may at any time purchase or acquire real estate on behalf of the Corporation and by like resolution may at any time sell, mortgage, lease, or otherwise dispose of, in whole or in part, any real estate of the Corporation not used for the Corporation's religious or educational purposes, and any real estate of the Corporation used for the Corporation's educational purposes which shall not have a value in excess of \$50,000 for any single transaction.

## **ARTICLE III. OFFICERS**

### **Section 1. Officers**

The executive officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Pastor shall, during his incumbency of office, be ex-officio President. The Assistant Pastor designated by the Pastor shall, during his incumbency of office, be ex-officio vice-president. The Secretary and the Treasurer shall be elected by the Board of Trustees at an organization meeting to be held following the annual meeting, and shall hold office for a term of one year and until their successors are elected and qualified. The Secretary and Treasurer need not be trustees.

The Board of Trustees shall have the power to fill vacancies in the offices of Vice-President, Secretary, and Treasurer. The Board of Trustees may also choose additional officers and agents as it shall believe necessary, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time may be prescribed by the Board. Such additional officers and agents need not be trustees.

### **Section 2. President**

The President shall preside at meetings of the Corporation and Board of Trustees at which he shall be present. The Bishop of the General Church may preside over such meetings in accordance with the order and organization of the unincorporated body known as the General Church of the New Jerusalem.

### **Section 3. Vice-President**

In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Trustees shall prescribe.

### **Section 4. Treasurer**

The Treasurer shall have the custody of all funds and securities of the Corporation which may come into his hands. When necessary or proper, he shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and he shall deposit the same to the credit of the Corporation in such bank, banks, or depositories as the Board of Trustees may from time to time designate. He may sign all checks in the name of the Corporation, and give receipts and vouchers for payment made to it. Under the direction of the Board of Trustees he shall disburse the funds of the Corporation. He shall, with the President or Vice-President, or such other person or persons as may be from time to time designated by the Board of Trustees, sign all bills of exchange and promissory notes of the Corporation. He shall render a full account to the Corporation at its annual meeting and at such other times as may be requested by the Board of Trustees. He shall regularly enter in the books of the Corporation to be kept by him for that purpose a full and accurate account of all monies received and paid by him for the account of the Corporation, and shall at all reasonable times exhibit his books and accounts to any trustee of the Corporation, or at any special meeting, when requested with a reasonable time prior to such meeting so to do; he shall prepare and submit a written statement of his accounts accompanied by proper vouchers. He shall, in general perform all duties incident to the office of treasurer, subject to the approval and direction of the Board of Trustees.

### **Section 5. Secretary**

The Secretary shall keep the minutes of all meetings of the Board of Trustees and of all meetings of members of the Corporation, except as hereinbefore provided, all of which records shall be kept in books provided for that

purpose. He shall attend to the giving and serving of all notice of the Corporation. He may with the President or Vice-President, in the name of the Corporation sign any contract authorized by the Board of Trustees, and he shall affix thereunto the seal of the Corporation. He shall have charge of the register and minute books of the Corporation and of such other books and papers as the Board of Trustees may direct, all of which shall at all reasonable times be open to the examination of any trustee. He shall, in general, perform all duties incident to the office of Secretary, subject to the approval and direction of the Board of Trustees.

#### **ARTICLE IV. REGISTER**

A suitable and properly appointed record shall be kept by the Secretary as a register. All members shall be required to sign the register or a registration enrollment form, including a formal declaration referring to and recognizing the Certificate of Incorporation and Bylaws, and obligating the subscribers to recognize the same so long as they shall be members of the Corporation. The register shall include the name of each person who registers, the date of his admittance into the Corporation, and the date of his ceasing to be a member of the Corporation including the cause of leaving the Church, whether by death, resignation, or otherwise.

All associate members shall be required to sign the register or a register enrollment form, as well as a formal declaration referring to and recognizing the Certificate of Incorporation and Bylaws, and obligating the subscribers to recognize the same so long as they shall be associate members of the Corporation. That part of the register which contains the signatures of associate members shall include the name of each person who registers, the date of his admittance as an associate member and the date of his ceasing to be an associate member of the Corporation including the cause of ceasing to be such associate member, whether by death, resignation, or otherwise.

#### **ARTICLE V. CORPORATE SEAL**

The seal of the Corporation shall be of such form as the Board of Trustees may determine and shall be in charge of the Secretary.

#### **ARTICLE VI. AMENDMENTS**

These Bylaws may be amended at any regular meeting of the members or any special meeting of the members called for that purpose, by a vote of two-thirds of the members of the Corporation present at such meeting, providing that a notice of such regular or special meeting, stating the proposed amendment, shall have been mailed to each member of the Corporation at his last known address, at least twenty (20) days before such meeting.

#### **ARTICLE VII. INDEMNIFICATION AND LIABILITY OF TRUSTEES AND OFFICERS**

##### **Section 1 Personal Liability of Trustees**

A Trustee of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as a Trustee except to the extent that by law (including the Directors' Liability Act, 42 PA Cons. Stat. § 8361 et seq.) a Trustee's liability for monetary damages may not be limited.

##### **Section 2. Indemnification**

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, including actions by or in the right of the Corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or

was a Trustee or officer of the Corporation, or is or was serving while a Trustee or officer of the Corporation, at the request of the Corporation as a trustee, director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless 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.

### **Section 3. Advancement of Expenses**

Expenses incurred by an officer or Trustee of the Corporation in defending a civil or criminal action, suit or proceeding described in Section 2 shall be paid by the Corporation 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 such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

### **Section 4. Other Rights**

The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, any insurance or other agreement, vote of members or Trustees or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

### **Section 5. Insurance**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Bylaws.

### **Section 6. Security Fund; Indemnity Agreements**

By action by the Board of Trustees (notwithstanding their interest in the transaction) the Corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its Trustees, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expense provided for in this Article.

### **Section 7. Modification**

The duties of the Corporation to indemnify and to advance expenses to a Trustee or officer provided in this Article shall be in the nature of a contract between the Corporation and each such Trustee or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 6, shall alter, to the detriment of such Trustee or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

## **ARTICLE VII. MISCELLANEOUS PROVISIONS**

### **Section 1. Gender.**

The use of the pronoun "he" wherever it appears in these bylaws shall be construed to mean persons of either gender.