

ELPC Corporation Meeting Packet

Members of the Congregation,

We think of ELPC primarily in ecclesiastical terms – it is a Presbyterian Church, a member of the Pittsburgh Presbytery, and part of the Synod of the Trinity and the PC(USA). But ELPC is also a Pennsylvania non-profit corporation – East Liberty Presbyterian Church of Pittsburgh, and has been so for over 150 years. And as a corporation, we must operate in accordance with both Pennsylvania law and the Book of Order, as well as with our Articles of Incorporation and Bylaws. In doing so, it is advisable that we periodically review our Articles and Bylaws and update them from time to time.

Our Articles set forth the basics of our corporate existence, such as our name, purpose, governance, etc., and are required to be filed with the Pennsylvania Secretary of State. Our Articles on file with the state date back to the original formation of the corporation in 1861, but have not been updated since 1958. Our current Bylaws, which set forth how we conduct ourselves as a corporation, were adopted in 1998 and last updated in 2006. They are for our own internal purposes and do not need to be filed anywhere else, but must not be in conflict with the Articles. The Bylaws address corporate issues such as meetings, directors, officers, quorums, notices, amendments, etc. But given that we are primarily a Presbyterian Church (and not just a corporation), we have also chosen to use the Bylaws to address church-related matters as well, such as the duties, election, size and term of the Session, the Board of Deacons and the Nominating Committee.

The recent renovation project required ELPC (in its corporate capacity) to enter into contracts with a number of third parties and for substantial amounts of money. This caused us to take a closer look at the Bylaws to ensure that we were taking the actions necessary to appropriately authorize and perform these contracts. In doing so, we concluded that this was also a good time for us to update the Bylaws. Also driving this decision was that since our last Bylaws update in 2006, there have been substantial changes to the Book of Order, such that the various references to the Book of Order in our current Bylaws are now out of date.

As noted above, the Bylaws need to be in accordance with Pennsylvania law, the Book of Order and our Articles of Incorporation, which have not been updated since 1958. So as part of this process, we also reviewed the Articles and concluded that they too needed to be updated. And rather than simply try and make a few changes here and there, we decided that we ought to replace the current Articles and Bylaws in their entirety – the Articles because they are over 60 years old and the Bylaws because of the numerous changes being made.

The Session has approved these changes and encourages the congregation to do likewise. But the ultimate decision as to whether to make changes in the Articles or the Bylaws is left for the congregation to decide, not Session. Therefore, these proposed revisions will be voted on by the congregation at the upcoming annual meeting.

Bryan Lawrence
Chairman of the Bylaws Committee

Centennial Fund

Bryan Lawrence, Chair

The Centennial Fund was established 100 years ago, on the one hundredth anniversary of the Church, to provide a financial endowment for the Church and the generations to follow. It is overseen by the Centennial Trustees, some of whom are elected by the Session, others by the congregation.

The vast majority of the endowment funds are invested in publicly-traded securities with a target allocation of 70% in stocks (large-cap, small-cap and international stocks) and 30% in bonds/fixed income investments, and are managed by Arthur J. Gallagher & Co. The value of the endowment under management by Gallagher as of December 31, 2018 was \$22,384,887.

The amount under management by Gallagher would be significantly higher but for the fact that the Centennial Fund has (a) loaned the Church \$1,322,000 in connection with the ongoing renovation project, and (b) invested \$200,000 with the P.C.(USA)'s Investment and Loan Program (PILP) in connection with a loan PILP has made to the Church, also in connection with the renovation project.

In addition to the professionally-managed portion of the endowment, the Centennial Fund also had a long-standing investment in Oikocredit, USA, which makes micro-loans in impoverished areas around the world. However, as explained in prior years' reports, that investment of approximately \$572,000 was returned to us in 2017. Of that amount, the Session decided to loan East Liberty Development, Inc. (ELDI) \$250,000 to support ELDI's housing rehabilitation efforts in the East End. The remaining \$322,000 returned by Oikocredit has been earmarked for future international investment. In the meantime, however, it is part of the money that has been loaned to the Church in connection with the renovation project. The Centennial Trustees have also earmarked up to \$1 million for possible investment in the local community pursuant to its Community Investing Criteria. Currently, the Centennial Fund has one such investment – a \$350,000 loan to ELDI, which as of the end of 2018 had an outstanding balance of \$81,061.

Taken together, the total amount of the endowment, including the amounts loaned to the Church for the renovation project and to ELDI, was \$24,237,948, which is down 11.72% from the end of last year, when our total endowment was \$27,455,025.

That portion of the endowment managed by Gallagher had a negative overall return of (4.90%) for 2018, which was down significantly from our 16.37% overall return in 2017. The cumulative annual returns over the past three-year and five-year periods have been 6.10% and 5.50%, respectively. Despite the loss in 2018, the endowment still out-performed its benchmark for the year. It also out-performed the benchmark during the prior five-year period, but was down slightly over the prior 3-year period.

The chair wishes to thank all of the Centennial Trustees for their dedicated service this past year. Centennial Trustees: Mark DeWitt, Gene Harris, Roberta London, Pam Walaski and Bob Starzynski. Staff: The Rev. Dr. Randy Bush, Pastor, and Deborah Marx, Financial Administrator. In addition, the Trustees would especially like to thank Pam Kimmel, the church's former Business Administrator, for her assistance and support over the past 20+ years.

**AMENDED AND RESTATED BYLAWS
OF
EAST LIBERTY PRESBYTERIAN CHURCH OF PITTSBURGH**

Effective February 24, 2019

ARTICLE I

**OBJECTIVES, PURPOSES, FORMATION, LIMITATIONS,
POWERS AND DUTIES, PROPERTY, VOTING**

Section 1.1 **Name.** The name of the corporation is East Liberty Presbyterian Church of Pittsburgh (the "Corporation").

Section 1.2 **Purpose.** The purposes for which the Corporation is formed are as more fully set forth in Part II of the Constitution of the Presbyterian Church (U.S.A.) (the "Book of Order"), including the Great Ends of the Church (*Book of Order* F-1.0304), and in the articles of incorporation of the Corporation (the "Articles").

Section 1.3 **Formation.** The Corporation is formed by the East Liberty Presbyterian Church (the "Church") pursuant to the Constitution of the Presbyterian Church (U.S.A.) (the "Constitution"). The Church is a member church of the Presbytery of Pittsburgh (the "Presbytery") in the Synod of the Trinity.

Section 1.4 **Authority.** In carrying out such purposes, the Corporation and the Board (as defined in Section 3.1) shall be under the authority of the "Session" (as defined in the *Book of Order* G-3.0201) and the congregation and shall, at all times and in all respects, conform to and support the Constitution as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.).

Section 1.5 **Powers and Duties.** The Corporation shall have the following powers and duties granted to it by the Constitution. (*Book of Order* G-4.0101):

- (a) To receive, hold, encumber, manage, and transfer property, real or personal, for the Church;
- (b) To accept and execute deeds of title to such property;
- (c) To hold and defend title to such property; and
- (d) To manage any permanent special funds for the furtherance of the purposes of the Church.

In addition, to the extent not included in the above and not inconsistent with the Constitution, the Corporation shall have all of the general powers of a nonprofit religious corporation under the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

Section 1.6 **Limitation of Powers and Duties.** The powers and duties of the Corporation and the Board shall not infringe upon the powers and duties of the Session or of the "Board of Deacons" (as defined in the *Book of Order* G-2.0201). (*Book of Order* G-4.0101)

Section 1.7 Property Held in Trust. All property, both real and personal, of the Corporation is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). (*Book of Order* G-4.0203)

Section 1.8 Particular Property Requirements. When buying, selling, and mortgaging real property, the Board shall act only after the approval of the congregation (*Book of Order* G-4.0101). The Corporation shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the Presbytery transmitted through the Session. (*Book of Order* G-4.0206(a)) The Corporation shall not lease its real property used for purposes of worship, or lease for more than five (5) years any of its other real property, without the written permission of the Presbytery transmitted through the Session. (*Book of Order* G-4.0206(b))

Section 1.9 Voting. Unless otherwise stated herein, the approval of any action at a duly called meeting at which a quorum is present shall require a majority of those present and entitled to vote at such meeting.

ARTICLE II

MEMBERS

Section 2.1 Eligibility for Membership. Only members on the active role of the Church shall be members of the Corporation and eligible for election as Directors. (*Book of Order* G-4.0102) Ministers are members of the Presbytery (*Book of Order* G-2.0503) and are not members of the congregation and therefore are not members of the Corporation.

Section 2.2 Active Members. The roll of active members established and maintained by the Session as prescribed by the *Book of Order* (G-1.0402) shall determine those individuals who are active members from time to time.

ARTICLE III

CORPORATE MANAGEMENT

Section 3.1 Power and Authority. The Corporation shall be governed by a board of directors, which shall be referred to herein as the "Board" and the members thereof shall be referred to herein as the "Directors". The Board shall have the power and authority to carry out the internal business affairs of the Corporation, subject to the limitations set forth by law, the *Book of Order*, the Articles and these bylaws. The Board may elect or appoint all necessary officers or committees; may employ all such persons as shall be required for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; and may dismiss any such persons without previous notice. The Board may, in the absence of one of its officers, delegate that officer's powers and duties to any other officer or to one of the other Directors.

Section 3.2 Qualification; Election; Removal. The Board shall consist of the then-current members of the Session, except for the pastors and any members of the Session who are under the age of eighteen. Election by the congregation and installation as a member of the

Session shall mean that a person is also a Director unless ineligible under Pennsylvania law. Termination of a person for any reason as a member of the Session shall automatically terminate such person as a Director.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Annual Meeting. The annual meeting of the Board shall be held in conjunction with or immediately following the first meeting of the Session held after the annual meeting of the congregation of the Church.

Section 4.2 Procedures. The meeting requirements and provisions of the Constitution shall govern. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. Robert's Rules of Order, as set forth in its most recent edition, shall be used for parliamentary guidance.

Section 4.3 Notices. Notice of the time and place of each meeting of the Board (and in case of special meetings, the purpose of such meeting) shall be in writing and shall be duly sent, mailed or otherwise delivered to each Director not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given. Meetings may be held at any time, without notice, if all of the Directors are present or if those not present have waived notice of the time, place, and purpose of the meeting, either before or after the holding thereof.

Section 4.4 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and the action of the members of the Board present at any meeting at which a quorum is present shall be the action of the Board; provided, that if the Directors shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the Directors. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum can be obtained.

Section 4.5 Special Meetings. Special meetings of the Board may be held simultaneously with meetings of the congregation or immediately thereafter. Special meetings may be held at any time upon the call of the Session, or of the president of the Corporation, or of not less than one-third of the Directors.

Section 4.6 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed (or their approval otherwise acknowledged in any form permitted by applicable law) by all of the Directors and shall be filed with the Secretary of the Corporation.

Section 4.7 Executive Committee. The officers of the Corporation shall constitute the executive committee. The executive committee shall have and exercise the authority of the Board in the management of the business of the Corporation between the meetings of the Board. The Board may appoint such other committees, including therein persons who are not members

of the Board, as in the judgment of the Directors will be helpful in carrying on the work of the Corporation.

ARTICLE V

MEETING OF MEMBERS

Section 5.1 Annual Meeting. There shall be an annual meeting of the members of the Corporation, which shall be held in February, but no later than the last Sunday in February.

Section 5.2 Place and Time. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same meeting. (*Book of Order* G-1.0503) Any stated or called meeting of the congregation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 5.3 Notices. Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirements for meetings of the congregation. (*Book of Order* G-1.0502)

Section 5.4 Quorum. The quorum requirement for all meetings of members of the Corporation shall conform in all respects to the quorum requirements for meetings of the congregation.

Section 5.5 Procedural Requirements. The meetings of the members of the Corporation shall be conducted to conform to the procedural requirements of meetings of the congregation and the provisions of the Constitution. (See *Book of Order* G-1.05). In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. Robert's Rules of Order, as set forth in its most recent edition, shall be used for parliamentary guidance.

ARTICLE VI

OFFICERS

Section 6.1 Officers. The Board shall elect from time to time a president, a secretary and a treasurer of the Corporation. The clerk of Session may serve as secretary of the Corporation. The treasurer elected by the Session may also serve as treasurer of the Corporation. The same person may hold any two offices, except those of president and secretary. The Board may also elect or appoint such other officers and agents as it may deem necessary or advisable for the transaction of the affairs of the Corporation.

Section 6.2 Term. The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the Board may be removed from the office at any meeting of the Board by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the interest of the Corporation will be served thereby. Any officer may resign at any time by giving written notice to the Board, or to the president or secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such

notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board shall have full power to fill any vacancy in any office position of the Corporation.

Section 6.3 Powers and Duties. The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the Directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board. No action taken by the officers shall infringe upon the authority of the Session or of the Board of Deacons, and all actions shall be in conformity with the Constitution. Subject to this Section, these bylaws and the Articles, the officers shall have the following powers and duties in regards to the Corporation:

(a) The president shall: (1) preside at meetings of the Corporation and the Board; (2) make such appointments as directed, authorized, or required, including appointing Directors to serve on committees who shall be responsible for reporting to the Board regarding the activities of their respective committees; (3) execute any and all documents necessary to carry out the purpose and functions of the Corporation; (4) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the Articles; (5) in general, perform all duties incident to the office of president; and (6) perform such other duties as may from time to time be assigned by the Board.

(b) The secretary shall: (1) perform for the Corporation those duties set out in the Constitution (*Book of Order* G-3.0104); (2) record all votes by the Board; (3) in general, perform all duties incident to the office of secretary; and (4) perform such other duties as may from time to time be assigned by the Board.

(c) The treasurer shall: (1) perform for the Corporation those duties set out in the Constitution (*Book of Order* G-3.0205); (2) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to another person or entity; (3) be responsible for the filing of any and all tax and other financial reports as required by applicable law; (4) deposit all monies, drafts and checks in the name of or to the credit of the Church or the Corporation at such banks or depositories as the Board shall designate; (5) in general, perform all duties incident to the office of treasurer; and (6) perform such other duties as may from time to time be assigned by the Board.

Section 6.4 Checks, Notes, Drafts, and So On. The Board may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

ARTICLE VII

NON-CORPORATE MATTERS

Section 7.1 Church Governance. In addition to addressing the need for the congregation to cause a corporation to be formed and maintained (*Book of Order* G-4.0101), the *Book of Order* also addresses other governance-relating matters, including those set forth in the following chapters of Section G (Form of Government) of the *Book of Order*: Chapter One (The Congregation: G-1.0101 through G-1.0105); Chapter Two (Ordered Ministry, Commissioning and Certification: G-2.01 through G-2.11, including matters involving the ruling elders, deacons, and ministers of the Word and Sacrament); and Chapter Three (Councils of the Church: G-3.01 through G-3.04, including matters involving the Session as set forth in G-3.02). As such, the Church has determined that it would be helpful if these bylaws also included certain information contained in those chapters of the *Book of Order*, as well as other rules and procedures that have been adopted by the Church from time to time.

Section 7.2 The Congregation. Only members on the active roll of the Church shall be members of the congregation. The congregation shall hold an annual meeting of its members (*Book of Order* G-1.0501) on the date set forth in Section 5.1 hereof. The congregation may also hold special meetings from time to time, provided that the business to be transacted at any special meeting shall be limited to items specifically identified in the call for the meeting. (*Book of Order* G-1.0501 and 1.0503) All members of the congregation that are present at an annual meeting or special meeting are entitled to vote at such meeting. (*Book of Order* G-1.0501) Notice of the time, place and purpose of all meetings of the congregation shall be announced from the pulpit on the two (2) Sundays immediately preceding the meeting; provided that if the meeting is being held on a Sunday, then the second notice can be given on the Sunday on which the meeting is taking place. A quorum for all meetings of the congregation shall consist of the moderator, the secretary and at least ten percent (10%) of the active members of the congregation, as determined solely as of the beginning of the meeting. The senior pastor shall moderate at all meetings of the congregation and, in his or her absence, one of the associate pastors or other designated person shall moderate. (*Book of Order* G-1.0504) The clerk of Session shall serve as the secretary for all meetings of the congregation. If the clerk of Session is unavailable, then the congregation shall select another person to act as secretary for that meeting. (*Book of Order* G-1.0505)

Section 7.3 Elections. Ruling elders and deacons shall be elected to serve terms of three (3) years on the Session or the Board of Deacons, as applicable. However, no ruling elder or deacon shall be eligible to serve more than six (6) consecutive years, and a ruling elder or deacon who has served six (6) consecutive years shall be ineligible for election to the same board for at least one (1) year. (*Book of Order* G-2.0404)

Section 7.4 Composition of Session. The Session shall consist of at least fifteen (15) ruling elders divided into three (3) equal or nearly equal classes. A new class will be elected each year at the annual meeting of the congregation. Each installed pastor shall also be a member of Session. (*Book of Order* G-3.0201)

Section 7.5 Meetings and Voting of Session. The Session shall meet at least quarterly. The moderator of the meetings shall be the senior pastor or, in his or her absence, another person designated as moderator. (*Book of Order* G-3.0201) The Session shall also designate a clerk of Session, who must be a ruling elder but need not be a current member of the Session. (*Book of Order* G-3.0104) Except as otherwise permitted by the operating manual of the Church, a quorum shall not exist unless the moderator and a majority of the members are present at a meeting. All members present at a meeting are entitled to vote.

Section 7.6 Composition and Duties of Deacons. The Board of Deacons shall consist of at least fifteen (15) members divided into three (3) equal or nearly equal classes. A new class will be elected each year at the annual meeting of the congregation. The Board of Deacons shall elect a moderator from among its members. Except as otherwise permitted by the operating manual of the Church, a quorum shall not exist unless a majority of the members are present at a meeting. The senior pastor and/or any associate pastors shall be ex-officio members. The ministry of the Board of Deacons is under the supervision and authority of the Session. (*Book of Order* G-2.0202)

Section 7.7 Vacancies. Vacancies on the Session or the Board of Deacons shall be filled at the annual meeting of the congregation or at a special meeting of the congregation, as determined by the Session. (*Book of Order* G-1.0503)

Section 7.8 Nominating Committee. Ruling elders and deacons shall be nominated to serve on the Session and the Board of Deacons, as the case may be, by a committee that shall be drawn from and be representative of the membership of the congregation (the "Nominating Committee"). (*Book of Order* F-1.0403 and G-2.0401) Members of the Nominating Committee shall be elected for terms of one (1) year each and no member shall serve for more than three (3) consecutive years. Two (2) members shall be appointed by the Session, at least one of whom shall be a current member of the Session. (*Book of Order* G-2.0401) One (1) member shall be appointed by the Board of Deacons. At least four (4) members, none of whom may be a current member of the Session or the Board of Deacons, shall be elected by the congregation at its annual meeting. The senior pastor shall be an ex-officio member. (*Book of Order* G-2.0401) Except as otherwise permitted by the operating manual of the Church, a quorum shall not exist unless a majority of the members are present at a meeting. With respect to those members of the Nominating Committee to be elected by the congregation, those individuals shall be identified when notice of the annual meeting is given to the congregation. At the annual meeting, members of the congregation may nominate other members of the congregation to serve on the Nominating Committee.

Section 7.9 Reports. The Session, the Board of Deacons, the Nominating Committee and all other committees and entities of the Church shall make an annual report to the congregation, in a form approved by the Session, which reports shall be included in the materials distributed to the congregation prior to the annual meeting.

ARTICLE VIII

FISCAL YEAR; OFFICE

Section 8.1 **Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31.

Section 8.2 **Office.** The principal office and mailing address of the Corporation is 116 S. Highland Avenue, Pittsburgh, Pennsylvania 15206.

ARTICLE IX

INDEMNIFICATION

Section 9.1 **Indemnification.** Ruling elders, deacons, ministers of the Word and Sacrament, Directors and officers of the Corporation, the Centennial trustees, employees of the Church, persons serving on committees of the Corporation or the Church, and other persons working on behalf of the Corporation and/or the Church shall be indemnified by the Corporation and the Church to the fullest extent permitted by law for all expenses, liability and loss, including but not limited to attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such persons in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, arising out of their service to the Corporation (whether or not he or she continues to be in a position of service at the time of incurring such expenses) or the Church. The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer or other person may be entitled as a matter of law.

Section 9.2 **Insurance.** The Corporation or the Church may purchase and maintain insurance to protect itself and any person acting on behalf of the Corporation and/or the Church against any liability asserted against such entity or person and incurred by such entity or person in any such capacity, or arising out of his, her or its status as such.

ARTICLE X

DISSOLUTION

If the Church is formally dissolved by the Presbytery, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery pursuant to the Constitution (*Book of Order* 4.0205). In the alternative, such property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the Constitution. (*Book of Order* G-4.0205)

ARTICLE XI

AMENDMENTS

The bylaws of the Corporation may be amended at a duly called meeting of the active members of the Corporation, by the affirmative vote of two-thirds of the members that are present and entitled to vote at such meeting; provided, that the bylaws must at all times and in all respects remain in conformity with the Constitution, the Articles and applicable law. (*Book of Order G-4.0101*)

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

EAST LIBERTY PRESBYTERIAN CHURCH OF PITTSBURGH

1. The name of the Corporation is East Liberty Presbyterian Church of Pittsburgh.
2. The location and post office address of the registered office of the Corporation in this Commonwealth is 116 S. Highland Avenue, Allegheny County, Pittsburgh, PA 15206.
3. The Corporation is organized exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and modified or replaced by any future United States Internal Revenue Law (the "Code"). Any activity which is inconsistent with the designation as a charitable organization is prohibited and is void ab initio. Specifically, the purposes for which the Corporation is formed are more fully set forth in the Constitution of the Presbyterian Church (U.S.A.).
4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The term for which the Corporation is to exist is perpetual.
6. The Corporation is organized on a nonstock basis.
7. This Corporation shall be a membership organization with membership being determined in accordance with the Corporation's bylaws (the "Bylaws") and such power being invested in the members as granted by the Bylaws. The qualifications for membership in the Corporation shall be governed by the provisions of the Bylaws.
8. The business of the Corporation shall be managed by a board of directors whose number and qualifications, the manner of their election, their tenure in office, and their powers and duties shall be as prescribed in the Bylaws.
9. All property of the Corporation, real or personal, owned by it or hereafter acquired by it by bequest, devise or conveyance shall be held subject to the Constitution of the Presbyterian Church (U.S.A.) and subject to the uses, purposes and trusts to which it may have been or shall hereafter be dedicated.
10. The Corporation shall not merge or consolidate with any corporation unless its successor corporation is an exempt organization under Section 501(c)(3) of the Code, as amended.
11. References in these Amended and Restated Articles of Incorporation to a section of the Code shall be construed to refer both to such section and to the regulations promulgated

thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.

12. These Amended and Restated Articles of Incorporation may be amended at a duly called meeting of the members of the Corporation, by the affirmative vote of two-thirds of the active members that are present and entitled to vote at such meeting.

13. These Amended and Restated Articles of Incorporation shall be effective as of the date of filing.

East Liberty Presbyterian Church
Annual Congregational and Corporation Meeting Minutes
Sunday, February 25, 2018 in the Social Hall

Opening Prayer

Rev. Dr. Randall K. Bush, Senior Pastor and Moderator opened the meeting with prayer at 12:34 PM.

Recognition of a Quorum

The Clerk reported that a quorum of the congregation was present, with due notice having been given in church newsletters, Sunday bulletins, and from the pulpit. The meeting was duly convened for ecclesiastical matters.

Approval of Minutes

The minutes of the February 28, 2016 and February 26, 2017 Annual Congregational meetings were approved.

Recognition of Those Members and Friends Who Died in 2017. With prayer Rev. Bush acknowledged:

Karen Bancroft
Ruth P. Donalson
Ronald Frye
Roy E. Hiller
Maurice (Reese) McClellan
Alan Patterson
Reggie Plato
Georgeanne Reed
Violet Schultz
Dr. Norris Stephens

Recognition of Retiring Officers: Having completed their terms, with appreciation, Rev. Bush acknowledged:

RETIRING ELDERS

Elaine Bellin
Michele Bossers
Andrea DeVries
Patrick Dowd
Rebecca Gloninger
Steve Massey

RETIRING DEACONS

Mary Evrard
David Gilliland
Cami Teacoach
Carol Sharp
David Jennings-Smith

OFFICER NOMINATING COMMITTEE

Valire Copeland
Emma Odum

CENTENNIAL FUND

Carolyn Russ

Review of 2017 Annual Report: Rev. Bush reviewed the committee reports from the Annual Report and recognized Gloria Knopp for her work in putting the report together. He also highlighted the work on renovations, thanked the renovations committee members for their hard work, noted with appreciation the flexibility and tolerance of the staff in dealing with the disruption. Rev. Bush then reviewed the Annual Report 2017 Statistical Addendum and asked the congregation to be mindful and proactive, as we seek to live into our church mission of being a place of diversity, radical hospitality, and community mission. Recognition was given to the Stewardship Committee and Congregation for the last decade's growth in

pledges and offerings.

Report of the Nominating Committee: Elder Steve Evrard, Chair of the Nomination Committee, presented the report to the congregation. The Nominating Committee is responsible for bringing a slate of candidates to the congregation for election. The Committee seeks nominees whom they believe would offer effective leadership to ELPC.

Elder Evrard recognized the members of the Nominating Committee for Class of 2018: Ryan Booher, Ted Cmarada, Valire Copeland, Bob Forloines, Emma Odum, Janet Pollard, Steve Evrard (Session Rep.), Barbara Griffin (Session Rep.), and Doug Cooper (Deacon Rep.).

Presentation of nominee for the office of Deacon (class of 2019) as follows:
Kira Mukogosi (Youth Rep.).

Presentation of nominees for the office of Deacon (class of 2021) as follows:
Trish Buben, Peta Harrigan Cole, David Cowan, Beth Minnigh, Sonya Marie Morley, Tony Richardson-Eckes, Erich Stein.

Presentation of nominee for the office of Elder (class of 2019) as follows:
Isaac Degenholtz (Youth Rep.).

Presentation of nominees for the office of Elder (class of 2021) as follows:
Steve Evrard, Nick Genger-Boeldt, Todd Goss, Brittney Krieger, Nate Morley, Scott Richardson-Eckes, Tiffany Sudar, Tim VanFleet.

Presentation of nominees for the Nominating Committee (class of 2019) as follows:
Michelle Bard, Yodit Betru, Ryan Booher, Ted Cmarada, Bob Forloines, Janet Pollard.

Presentation of nominee for the Centennial Fund (class of 2021) as follows:
Bob Starzynski

An opportunity was provided to hear nominations from the floor. Rev. Bush asked current nominees to stand and be recognized. There being no additional nominations from the floor, the motion was received from the Committee and unanimously approved.

Report of the Personnel Committee: Chair Steve Massey was brought forth to moderate discussion on behalf of the Personnel Committee. Rev. Bush, Rev. Schoenewolf and Rev. Fowler-Searcy were excused from the room during the time of discussion and voting.

Chair Steve Massey reviewed the committee recommendations and its reasons. He also took a number of questions from the congregation seeking to understand the committee’s reasoning.

Approval of the 2018 Terms of Call for The Rev. Dr. Randall Bush:

Pastor - Effective Salary.....	\$93,309.72
(Salary.....	\$76,044.72)
(Housing.....	\$16,000.00)
(LTC Insurance.....	\$ 1,265.00)
Pastor-Medical Reimbursement	\$ 2,500.00
Pastor-Professional Expense.....	\$ 2,000.00
Pastor-Study Leave..	\$ 3,000.00
Pastor-Pension/Insurance.....	\$46,670.14

Pastor-SECA (Self Employment Tax)..... \$ 7,138.16

Approval of the 2018 Terms of Call for The Rev. Heather Schoenewolf:

Pastor – Effective Salary..... \$72,286.47
 (Salary..... \$32,286.47)
 (Housing..... \$40,000.00)
Pastor-Medical Reimbursement \$ 2,500.00
Pastor-Professional Expense..... \$ 500.00
Pastor-Study Leave \$ 1,500.00
Pastor-Pension/Insurance..... \$27,291.27
Pastor-SECA (Self Employment Tax).....\$ 5,530.44

Approval of the 2018 Terms of Call for The Rev. Patrice Fowler-Searcy:

Pastor – Effective Salary..... \$70,982.62
 (Salary..... \$51,982.62)
 (Housing..... \$19,000.00)
Pastor-Medical Reimbursement \$ 2,300.00
Pastor-Professional Expense..... \$ 700.00
Pastor-Study Leave \$ 1,500.00
Pastor-Pension/Insurance..... \$27,291.65
Pastor-SECA (Self Employment Tax)..... \$ 5,430.89

Elder Massey moved on behalf of the Personnel Committee to approve terms of call for Rev. Randy Bush, Rev. Heather Schoenewolf and Rev. Patrice Fowler-Searcy. Unanimously approved.
Rev. Bush returned to resume moderator duties.

Annual Congregational meeting was recessed at 1:19 PM to convene the meeting of the Corporation, East Liberty Presbyterian Church

Report of the 2017 Financial Business and the 2018 Budget: The annual meeting of the Corporation was called to order by President Mark DeWitt. Mr. DeWitt reviewed the 2017 financial results and the 2018 budget. He then provided a detailed review of the finances associated with the renovations and addressed questions from the congregation.

The minutes of the August 20, 2017 Corporation meeting were approved.

Motion to adjourn the Corporation and Congregational Meetings: A motion was made to adjourn the meeting and was unanimously approved.

Closing Prayer

Rev. Bush closed the meeting with prayer at 1:34 PM.

Rev. Dr. Randall K. Bush, Moderator

John T. Buckley, Clerk of Session