

BY-LAWS

FIRST PRESBYTERIAN CHURCH OF LANSDOWNE

I. STATEMENT OF PURPOSE OR MISSION

The mission of the First Presbyterian Church of Lansdowne is to continue the work of God as revealed in Jesus Christ. Under the guidance of the Holy Spirit, our church seeks to be a beacon in the community, sharing light with all who would pursue this way. As the family of God, we are called to proclaim and live the good news of salvation by God's grace in Jesus Christ through ministries of worship, education, care for each other, and compassionate witness and service in the world.

II. RELATION TO THE PRESBYTERIAN CHURCH (U.S.A.)

The First Presbyterian Church of Lansdowne is a member of the Presbytery of Philadelphia in the Synod of the Trinity of the Presbyterian Church (U.S.A.)

III. GOVERNANCE OF THE CHURCH

This church shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.). Consistent with that Constitution, these by-laws shall provide specific guidance for this church. Robert's Rules of Order (newly revised) shall be used for parliamentary guidance.

IV. MEETINGS OF THE CONGREGATION

There shall be an annual meeting of the congregation in the church building on the last Sunday in October, at which the following business shall be presented: election of elders and deacons, and election of members to serve on the nominating committee for the coming year. Newly elected elders and deacons will be ordained and/or installed on the second Sunday in December during the worship service. They shall have full voice and vote at the meeting following this ceremony.

There shall be an annual meeting of the congregation in the church building on the last Sunday in January, at which the following business shall be presented: annual reports from organizations and the Session (information only), financial report for the preceding year, budget for the current year (information only), changes in the terms of call for the pastor(s).

Special meetings may be called by the Session following the requirements of the Book of Order. Such calls shall state clearly the purpose of such special meeting, and business shall be restricted to that which is specified in the call.

A. NOTICE OF MEETING

Public notice of the meetings shall be given in printed and verbal form on at least two successive Sundays prior to the meeting. When the meeting is called for the purpose of calling a pastor, the notice shall be given in printed and verbal form at least ten days in advance, which shall include two successive Sundays.

B. MODERATOR

The pastor shall moderate the meetings. If there are co-pastors, they shall both preside at meetings. When the church is without a pastor, the moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or the moderator of the Session appointed by the Presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of the Presbytery to preside. When this is not expedient, and when the pastor or the moderator concur, a member of the Session may be invited to preside.

C. SECRETARY

The Clerk of Session shall serve as secretary. If the Clerk is not present, or is unable to serve, the congregation shall elect a secretary to serve in his/her place.

D. MINUTES OF THE MEETINGS

The minutes of the congregational meeting,, recorded by the secretary, shall be attested by the moderator and the secretary, recorded in the minute book of the Session. It can then be posted on the bulletin board outside the church office.

E. QUORUM FOR THE MEETINGS

The quorum of a meeting of the congregation shall be the moderator, the secretary and one-tenth of the communicant members of the congregation. The secretary shall determine that a quorum is present. Only communicant members may vote, regardless of age, and voting by proxy is not allowed.

V. INCORPORATION

In accordance with the laws of the Commonwealth of Pennsylvania, the congregation shall cause a corporation to be formed. This corporation shall be governed by the By-laws of the Corporation.

VI. NOMINATING COMMITTEE

The congregation shall form a Nominating Committee in the following manner:

A. There shall be seven members on the Nominating Committee.

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- B. Two of the members shall be elders designated by the Session, one of whom shall be currently serving on the Session and shall serve as moderator of the committee.
- C. One of the members shall be designated by the Board of Deacons.
- D. Four of the members, excluding persons currently serving on the Session or the Board of Deacons, shall be nominated and elected at the annual meeting of the congregation.
- E. Members of the committee shall be elected annually, and no member shall serve more than three years consecutively.
- F. The pastor shall be a member ex officio and without vote.
- G. The Nominating Committee shall bring to the congregation nominations only for the number of positions to be filled.
- H. The floor shall be open for nominations at the annual meeting.

VII. ELDERS

The congregation shall elect twelve elders, divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for re-election to the Session for a period of at least one year.

The Session, at its meeting in January, shall elect an elder to serve as clerk and shall form such committees as necessary to carry out its work. At that same meeting of the Session, the Session shall annually elect a treasurer.

A quorum for the Session shall be the pastor or other presiding officer and one-third of the Session.

VIII. DEACONS

The congregation shall elect twelve deacons, divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. Additionally, one youth deacon may be elected to serve a one-year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for re-election to the Board of Deacons for a period of at least one year.

The Board of Deacons, at its first meeting in January, shall elect a Moderator, Vice-Moderator, Treasurer, and Secretary from among its members and shall form such committees as necessary to carry out its work.

The pastor shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one-third of the members, including the moderator.

IX. VACANCIES

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

X. COMMITTEES OF SESSION

Committees of Session should be chaired by an active elder. Committee members will comprise active elders and members-at-large. If appropriate and necessary, the Session may approve community persons to be on church committees, making up no more than 25% of the committee's membership. Each January, all active elders will be assigned to committees by the moderator. All members-at-large and community members also need to be approved by Session each January.

XI. AMENDMENTS

These by-laws may be amended by a two-thirds vote of the congregation at a properly called congregational meeting (according to the Book of Order), subject to Constitution of the Presbyterian Church (U.S.A.). The proposed changes, in written form, need to be provided in advance with the statement of the call, and again, at the meeting at which the changes are to be voted on.

Approved by Session 6/25/99

Approved by the Congregation 6/27/99

07/27/99

BY-LAWS

of

THE FIRST PRESBYTERIAN CHURCH OF LANSDOWNE (a Pennsylvania Nonprofit Corporation)

ARTICLE I

Offices and Fiscal Year

Section 1.01. Registered Office. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at The First Presbyterian Church, Lansdowne, Pennsylvania 19050 until otherwise established by a vote of a majority of the board of trustees in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.02. Other Offices. The corporation may also have offices at such other places within or without the United States of America as the board of trustees may from time to time appoint or the business of the corporation requires.

Section 1.03. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year.

ARTICLE II

Board of Trustees

Section 2.01. Powers. The board of trustees shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the board of trustees, other than those expressly granted to the members of the corporation hereby or by Part II of the Constitution of the Presbyterian Church (U.S.A.), the Book of Order, as the same may be amended hereafter and may be in force from time to time (hereafter referred to as the "Book of Order").

Section 2.02. Number of Trustees. The Board of Trustees shall consist of such number of Trustees, not less than nine, as equals the number of persons currently serving as members of the Session of the Church who are of legal age under applicable Pennsylvania law, each such qualifying member of the Session being deemed automatically elected a Trustee by virtue of his or her election to the Session. Each Trustee shall serve a term coterminous with his or her term as a member of the Session.

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Section 2.03. Nomination. The procedures set forth in the Book of Order of the Presbyterian Church (U.S.A.) shall apply to the nomination of persons to serve as Trustees.

Section 2.04. Election. Each class of Trustees shall be deemed elected each year at the annual meeting of the members, by virtue of election of persons to serve as members of the Session of the Church at the concurrent meeting of the congregation. Each Trustee shall serve for so long as he or she is a member of the Session. No Trustee shall serve for consecutive terms, either full or partial, totaling more than six years, but shall be ineligible to be elected to a new term until one year has elapsed.

Section 2.05. Vacancies. Vacancies shall be filled simultaneously with, and in the same manner as, the filling of the corresponding vacancy on the Session.

Section 2.06. Resignations. Any trustee of the corporation may resign at any time by giving written notice to the president or the 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.

Section 2.07. Organization. At every meeting of the board of trustees, the president, if there be one, or, in the case of a vacancy in the office or absence of the president, one of the following officers present in the order stated: the vice president, if there be one, or a chairperson chosen by a majority of the trustees present, shall preside, and the secretary, or, in his or her absence, an assistant secretary, or in the absence of the secretary and the assistant secretaries, any person appointed by the chairperson of the meeting, shall act as secretary.

Section 2.08. Place of Meeting. Meetings of the board of trustees may be held at such place within or without Pennsylvania as the board of trustees may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.09. Regular Meetings. Regular meetings of the board of trustees shall be held at such time and place as shall be designated from time to time by resolution of the board of trustees. At such meetings, the trustees shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given, unless otherwise required by law or by these bylaws.

Section 2.10. Special Meetings. Special meetings of the board of trustees shall be held whenever called by the president or by two or more of the trustees. Notice of each such meeting shall be given to each trustee by telephone or in writing at least 24 hours (in the case of notice by telephone) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Notice of any meeting of the board of trustees during any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster shall be given only to such of the trustees as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio. For such purposes, a quorum of the board of trustees shall be constituted by three or more trustees.

Section 2.11. Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 2.10 of this Article, and provided that notice shall have been given as provided in Section 2.09 or Section 2.10 of this Article, one-third of the trustees in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every trustee shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the trustees present at a meeting at which a quorum is present shall be the acts of the board of trustees. In the absence of a quorum, a majority of the trustees present and voting may adjourn the meeting from time to time until a quorum is present. The trustees shall act only as a board and the individual trustees shall have no power as such, except that any action which may be taken at a meeting of the trustees may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the trustees in office and shall be filed with the secretary of the corporation.

Section 2.12. Committees. The board of trustees may, by resolution adopted by a majority of the trustees in office, establish one or more committees, each committee to consist of two or more trustees of the corporation. The board may designate one or more trustees alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the board or of any committee, and the alternate or alternates, if any, designated for such member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another trustee to act at the meeting in the place of any such absent or disqualified member. Each committee of the board shall serve at the pleasure of the board. No committee of the board of trustees shall, pursuant to resolution of the board of trustees or otherwise, exercise any of the powers or authority vested by these by-laws or the Nonprofit Corporation Law in the board of trustees as such, but any committee of the board of trustees may make recommendations to the board of trustees concerning the exercise of such powers and authority. A majority of the trustees in office designated to a committee, or trustees designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the trustees in office designated to a committee, or their replacements, shall be the acts of the committee. Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the board of trustees. Sections 2.08, 2.09, and 2.10 shall be applicable to committees of the board of trustees.

Section 2.13. Interested Trustees or Officers; Quorum. No contract or transaction between the corporation and one or more of its trustees or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its trustees or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the trustee or officer is present at or participates in the meeting of the board of trustees which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of trustees and the board in good faith

authorizes the contract or transaction by the affirmative votes of a majority of the disinterested trustees, even though the disinterested trustees are less than a quorum; or

(b) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of trustees.

Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the board of trustees which authorizes a contract or transaction specified in this section.

ARTICLE III

Members

Section 3.01. Qualification. The members of the corporation shall be the members of the congregation of The First Presbyterian Church of Lansdowne, as set forth in the Book of Order.

Section 3.02. Annual Meeting. The annual meeting of the members of the corporation shall be held immediately following the adjournment of the annual ecclesiastical meeting of the congregation of The First Presbyterian Church of Lansdowne; but in no event later than May in each year, upon such notice as may be provided from time to time in the Book of Order. At such meeting, the members shall elect one-third of the members of the board of trustees and shall fill any vacancies then existing on the board of trustees and shall conduct such other business as may properly come before the meeting, all in accordance with the Book of Order.

Section 3.03. Special Meetings. A special meeting of the members may be called from time to time upon such notice and for such purposes as may be provided in the Book of Order.

ARTICLE IV

Notice - Waivers - Meetings

Section 4.01. Notice, What Constitutes. Whenever written notice, other than a notice of a meeting of members, is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to the address supplied by him or her to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 4.02. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as required by Section 7.06 of these bylaws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4.04. Exception to Requirement of Notice. Whenever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 4.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the board of trustees or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

Officers

Section 5.01. Number, Qualifications and Designation. The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article. In addition, the board of trustees shall have the power, but not the obligation, to elect one or more vice presidents. Any number of offices may be held by the same person. Officers may but need not be trustees of the corporation. The president and secretary and any vice president shall be natural persons of full age; the treasurer may be a corporation, but if a natural person shall be of full age.

Section 5.02. Election and Term of Office. The officers of the corporation shall be elected annually by the board of trustees, and each such officer shall hold office until the next annual organization meeting of trustees and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

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Section 5.03. Subordinate Officers, Committees and Agents. The board of trustees may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the board of trustees may from time to time determine. The board of trustees may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 5.04. Resignations. Any officer or agent may resign at any time by giving written notice to the board of trustees, or to the president or the secretary of the corporation. Any 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.

Section 5.05. Removal. Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the board of trustees, subject to approval by the personnel committee of the church in any case in which employment of the individual is subject to such committee.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of trustees or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 5.03 of this Article, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.07. General Powers. All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the board of trustees, or, in the absence of controlling provisions in resolutions or orders of the board of trustees, as may be provided in these bylaws.

Section 5.08. The President. The president shall be the chief executive officer of the corporation, shall preside at meetings of the board of trustees and of the members of the corporation, and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of trustees. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of trustees, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him or her by the board of trustees.

Section 5.09. The Vice President. The vice president, if a vice president is elected by the board of trustees, shall perform the duties of the president in his absence and such other duties as may from time to time be assigned to him or her by the board of trustees or by the president. If more than one vice president is elected, the board of trustees shall designate their order of seniority for purposes of this Section 5.09.

Section 5.10. The Secretary. The secretary or an assistant secretary shall attend all meetings of the board of trustees and shall record all the votes of the trustees and the minutes of the meetings of the board of trustees and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned to him or her by the board of trustees or the president.

Section 5.11. The Treasurer. The treasurer shall oversee the financial affairs, financial record keeping and the custody of the funds or other property of the corporation; shall assure that all funds of the corporation are deposited in such banks or other places of deposit as the board of trustees may from time to time designate; shall oversee the reporting of the corporation's financial condition, assets, liabilities, receipts and expenditures; and shall discharge such other duties as may from time to time be assigned to him or her by the board of trustees or the president.

Section 5.12. Officers' Bonds. No officer shall be required to give a bond for the faithful discharge of his or her duties.

ARTICLE VI

Limitation of Personal Liability of Trustees; Indemnification of Trustees, Officers and Other Authorized Representatives

Section 6.01. Limitation of Personal Liability of Trustees. A trustee of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) the trustee has breached or failed to perform the duties of his or her office as defined in Section 6.02 below; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section 6.01 shall not apply to:

(y) the responsibility or liability of a trustee pursuant to any criminal statute; or

(z) the liability of a trustee for the payment of taxes pursuant to local, state or federal law.

Section 6.02. Standard of Care and Justifiable Reliance.

(a) A trustee of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a trustee, including his or her duties as a member of any committee of the board of trustees upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the corporation whom the trustee reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the trustee reasonably believes to be within the professional or expert competence of such person; or

(iii) A committee of the board of trustees upon which he or she does not serve, duly designated in accordance with law and these bylaws, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence.

A trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the board of trustees, committees of the board and individual trustees may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section 6.02.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a trustee or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 6.03. Indemnification in Third Party Proceedings. 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, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that

he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.04. Indemnification in Derivative Actions. 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 6.05. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or Section 6.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.06. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under section 6.03 or 6.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) by the board of trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

Section 6.07. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of trustees in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

Section 6.08. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 6.09. 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 director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred, by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 6.10. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VII

Miscellaneous

Section 7.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the board of trustees.

Section 7.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the board of trustees may from time to time designate.

Section 7.03. Contracts. Except as otherwise provided in these bylaws, the board of trustees may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of trustees may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the board of trustees shall from time to time determine.

Section 7.05. Annual Report of Trustees. The board of trustees shall direct the president and treasurer to present to the members of the corporation a report showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(c) The revenue of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

The annual report of the board of trustees shall be filed with the minutes of the board.

Section 7.06. Amendment of By-Laws. These by-laws may be amended or repealed, or new by-laws may be adopted, by vote of a majority of those present at an annual or special meeting of the members of the corporation called in whole or in part for such purpose. Such proposed amendment, repeal or new by-laws, or a summary thereof, shall be set forth in any notice of such meeting.

Approved by Session 4/21/99

Approved by Congregation 6/27/99