

ST. PAUL'S REFORMED CHURCH

5543 BUSINESS 220. BEDFORD, PA 15522

CONSTITUTION AND BY-LAWS

of
St. Paul's Reformed Church
of
Bedford, Pennsylvania

Originally Adopted in 1882

Revised 18 January 2026

PREAMBLE

St. Paul's Reformed Church was initially founded and organized in 1850 by members of the local German Reformed community, relying on faith in Jesus Christ as set forth in the Holy Scripture and the Three Forms of Unity: the Heidelberg Catechism, the Canons of Dort, and the Belgic Confession. This Constitution and By-Laws derive all their authority from Holy Scripture; and each of the provisions thereof must be understood and applied as subordinate to the Scripture. The government of this church is representative, vested in the brotherhood of its members, and exercised through a Consistory composed of Elders and Deacons who are chosen by the members under His direction and appointed to that duty. The inspired Word provides for the existence of the office of Eldership, and His divine Spirit provides direction in the choice of men to exercise it. The Elders thus represent the people who elect them, and they represent the Lord Himself, under whose direction they are elected and from whom all their authority is derived. St. Paul's Reformed Church is an independent church under the Headship of our Lord Jesus Christ and not subject to any ruling or appellate body.

ARTICLE I - NAME

The name of the church is St. Paul's Reformed Church of Bedford, Pennsylvania.

ARTICLE II - OBJECT

The object of this Church is to glorify God, to edify and equip believers to do the work of the ministry, to teach and preach God's Holy Word, to proclaim the Gospel to the lost, to make disciples, and to earnestly defend "the faith which was once delivered unto the saints," until the Lord Jesus Christ comes again (Matthew 28:19-20; Ephesians 4:11-13; Jude 3-4).

ARTICLE III - DOCTRINE

Articles of Faith. We declare complete subjection and obedience to the Word of God delivered to us in the Holy Scripture. In connection with several historical creedal statements, we affirm the Three Forms of Unity (the Belgic Confession, Heidelberg Catechism, and the Canons of Dordt) as

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creeds faithfully expressing the teachings of Scripture and formally identifying us as a church. The following articles further express our common beliefs.

A. The Holy Scriptures. We embrace the Scriptures of the Old and New Testaments as the verbally inspired, and so inerrant and infallible, Word of God in their original language. Consequently, we view the Scriptures as the supreme and final authority in all matters of doctrine, faith and life (II Peter 1:21; II Timothy 3:16-17).

B. The Godhead. We believe in one God eternally existing in three Persons: Father, Son, and Holy Spirit (Genesis 1:1; Colossians 2:9; John 10:30; Matthew 28:19).

C. The Virgin Birth. We believe that Jesus Christ was begotten of the Holy Spirit and born of the Virgin Mary and is true God and true man (Isaiah 7:14; Matthew 1:18-23; I Timothy 3:16).

D. Man. We believe that man was created in the image of God and that he sinned and thereby incurred not only physical death, but spiritual death, which is separation from God, and that all human beings are born with a sinful nature (Genesis 1:27, 2:17, 3:17-19; Romans 3:23, 5:12-21, 6:23; I Corinthians 15:22, 2:14; Psalm 51:5; Jeremiah 17:9).

E. The Person and Work of Christ.

1. We believe that the Lord Jesus Christ died for our sins according to the Scriptures as a representative and substitutionary sacrifice and that all who believe in Him are justified on the ground of His shed blood (Acts 13:38-39; Romans 4:1-7, 25; Galatians 2:16; Titus 3:5).

2. We believe in the resurrection of the crucified body of our Lord, in His ascension into heaven, and in His present life there for us as High Priest, Intercessor, and Advocate (Luke 24:1-43; Acts 2:24-33; Hebrews 7:25; I John 2:1; Romans 8:11; Philippians 3:20-21).

3. We believe in the blessed hope, and the personal, bodily, visible, and certain return of our Lord and Savior, Jesus Christ, to judge the living and the dead (II Thessalonians 1:7-10; I Thessalonians 4:13-18, 5:1-11; Jude 14-15; Revelation 20; Acts 1:9-11; Isaiah 9:6-7, 65:17-21, 11:6-9; Micah 4:3-4; Hosea 2:18).

F. Salvation. We believe that all who receive by faith the Lord Jesus Christ are born again of the Holy Spirit and preserved unto the day of redemption (John 3:3-8, 10:28; I Peter 1:23; Romans 8:35-39; Ephesians 1:11-14).

G. Ordinances. We believe Jesus Christ instituted two sacraments: baptism and the Lord's Supper. We believe baptism by immersion or sprinkling is a sacrament, wherein the washing with water, in the name of the Father, and of the Son, and of the Holy Spirit signifies and seals our engrafting into Christ and partaking of the benefits of the covenant of grace, and our engagement to be the Lord's, and that the children of believing parents are to be baptized as an act by the parents, dedicating them to Christ. We believe Jesus Christ instituted the Lord's Supper to commemorate His death until He comes again (Matthew 28:19; Acts 2:38-39; I Corinthians 11:23-26).

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H. The Eternal State of the Saved and Unsaved. We believe in the bodily resurrection of the just and the unjust, the everlasting blessedness of the saved, and the conscious everlasting punishment of the lost (John 5:28-29; Revelation 20:4-5; Daniel 12:2; Mark 9:43-48; Luke 16:19-31).

I. Separation. We believe that all the saved are called into a life of separation from all worldly and sinful practices and are called to proclaim the Gospel (Romans 12:1-2; II Corinthians 5:14-18; Acts 1:8; Romans 1:14-16; II Corinthians 6:14-18; II Timothy 3:1-5; II John 9-11; Revelation 18:1-5).

J. The Personhood of Satan. We believe in the reality and personhood of Satan (Job 1:8-9; John 8:21-45; I Peter 5:8; II Corinthians 2:11).

K. The Church. We believe that the church in its invisible form is universal, the true body and bride of Christ, and that all who are born again are members regardless of organizational affiliation (Ephesians 1:22-23, 5:21-23; Matthew 28:19; I Corinthians 12:13).

L. Marriage.

1. We affirm that God has ordained and established marriage to be between one man and one woman. We affirm that God's design for marriage is for life. We also affirm that God has ordained marriage as the only proper and legitimate place for sexual intimacy and expression (Genesis 2:18, 23-25; Exodus 20:14; 1 Corinthians 6:9-10; Heidelberg Catechism Q/A 108, 109).

2. We recognize any sexual relationship outside of the bonds of marriage as sinful. These include, but are not limited to, premarital sexual relations, extramarital sexual relations, homosexuality, pornography, bestiality, polygamy and pedophilia. We affirm that God created each person immutably male or female, and we see any effort to reassign or redefine biological sex as sinful. (Leviticus 18:22, 20:13; I Corinthians 6:9-10; Romans 1:26-28).

M. Human Life. We believe that human life begins at conception and is precious in the sight of God. As such, abortion and euthanasia/assisted suicide are violations of God's command, "You shall not murder" (Exodus 20:13; Psalm 139:13-14).

Final Authority. Our statement of faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of St. Paul's Reformed Church's faith, doctrine, practice, policy, and discipline, our Consistory shall be the final interpretive authority on the Bible's application.

ARTICLE IV - MEMBERSHIP

SECTION 1. Requirements for Membership. An applicant who has made a profession of his faith in the Lord Jesus Christ, has been baptized, has pledged obedience to Him, and whose life shows the fruits of repentance, may be granted full membership in this Church upon examination and

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approval of the Consistory and taking of the vows as set forth below. Members may also be referred to collectively as "Communicants." Children of members who have not yet made a profession of faith and have not been granted the full benefits of membership, may be referred to collectively as "Non-communing" covenantal members.

SECTION 2. Application for Membership. Any person desiring to unite with this Church shall submit a written application, which includes a written personal testimony of their faith, to the Pastor or the Consistory. If a member of another church, he shall also submit a Letter of Transfer from that church. A child of a member of this Church, when his parents are assured that he understands and is ready to profess his faith, will submit an application for membership to the Consistory. When the parents and Consistory agree, the child will be granted the benefits of membership. No member under the age of 18, however, will be permitted to vote or hold office in this Church.

SECTION 3. Acceptance of New Members. When the Consistory is satisfied that an applicant is a Christian and has met the requirements for membership as provided in this Constitution, the Consistory will then move to accept such person as a member of this Church, provided that such action by the Consistory shall be by two-thirds (2/3) vote, a quorum being present. The following Covenant shall be used for the purpose of publicly witnessing and welcoming new members into the congregation during a regular Lord's Day service:

A. The Pastor shall present to each new member, in the presence of the congregation, the following questions, and ask him to respond in the affirmative if he agrees:

1. Do you accept the Scriptures of the Old and New Testaments as the holy Word of God, inspired, infallible, inerrant, and the only rule of faith and practice?
2. Do you acknowledge yourself to be a condemned and helpless sinner in the sight of God, justly deserving His wrath, and without hope except in His sovereign mercy?
3. Do you believe in the Lord Jesus Christ as the Son of God, and Savior of sinners, and do you receive and trust in Him alone for salvation as He is offered in the Gospel?
4. Do you now resolve, in humble reliance upon the grace of the Holy Spirit, to live in a manner worthy of being a follower of Christ?
5. Do you submit yourself to the government and discipline of the Church, promise to protect its purity and peace, and support its worship and work to the best of your ability?

B. Once the new member(s) has answered these questions in the affirmative, the Pastor shall invite the congregation to extend the right hand of fellowship.

SECTION 4. Termination of Membership. Membership shall terminate with death, voluntary transfer, resignation, or by dismissal by the Consistory. The Consistory, by two-thirds (2/3) vote, may dismiss, suspend, and publicly or privately admonish any member. Any member who shall be absent for two years without satisfactory reason may be dismissed by the Consistory.

ARTICLE V - CONDUCT

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SECTION 1. Members are expected to grow in grace and be transformed by the renewing of their minds and to live in accordance with the Doctrine shown in Article III. All public and private means of grace, such as regular attendance at the services of God's House (including the sacrament of the Lord's Supper), the daily reading of the Bible, private and family prayer, personal and public testimony, and witnessing to others of Christ, shall be urged upon the membership (Romans 12:1-3, 15:4-6; Galatians 5; II Timothy 1:13-14; Ephesians 2:21-22, 4:12-13; II Peter 1:5-8, 3:18).

SECTION 2. Proportionate giving is a distinct and positive command in the Scriptures (Malachi 3:8-11). Members are urged to contribute systematically toward the support of the Church (Luke 6:38; Proverbs 3:9-10; Matthew 23:23; I Corinthians 16:2).

SECTION 3. Only by obedience to the Lord Jesus Christ can a member grow spiritually and his gifts be used for the glory of God. Each member is expected to contribute to the work of the ministry according to individual gifting.

ARTICLE VI – CHURCH DISCIPLINE

SECTION 1. The discipline of the Church shall be entirely entrusted to the Consistory. The purpose of church discipline is to glorify God by maintaining purity in the local church, to edify believers by deterring sin and promoting purity, and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct. All members of the Church are subject to its doctrine, government and discipline (Hebrews 10:24-25, 12:7-11, 13:17; I Peter 5:2-4; Galatians 6:1-2; I Corinthians 5:6-13, 12:24-27; I Thessalonians 5:12-14; I Timothy 5:20; John 7:24).

SECTION 2. Discipline should always be to the glory of God, the welfare and purity of the Church, and the spiritual growth and restoration of the offender. Every effort shall first be made to resolve misunderstandings, remove offenses, and restore fellowship before Consistory action is taken. No offense should be brought before the Church until the instructions of Christ have first been carefully followed as described below:

1. First, a member of the Consistory will personally meet with the offender, resolve misunderstandings, and if appropriate, reprove him. If the offender is repentant, the case is closed (Matthew 18:15).
2. If the offender is not repentant, the Consistory will send 1 or 2 additional members of the Consistory to meet with the offender and fully to determine the facts of the case. If the offender is repentant, the case is closed (Matthew 18:16).
3. If the offender is not repentant, he will be directed by a member of the Consistory to appear before the entire Consistory at a hearing to determine the appropriate disciplinary action, including excommunication (Matthew 18:17-20).

SECTION 3. Excommunication. In all cases of disorderly or immoral conduct or expressed heretical doctrine so opposed to the Church's life and faith as to destroy the possibility of fellowship, this procedure shall be followed: The accused person shall first be interviewed as directed in Matthew 18:15-18. If this does not lead to restoration of fellowship, charges shall be filed by the Consistory. The accused person shall be summoned to meet the Consistory at a date

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not sooner than one week nor later than two weeks from the time the charges are served. The Consistory shall determine whether the person has committed the sin unrepentantly. If they determine that it is so, the Consistory shall move to terminate membership as per Article IV, SECTION 4. Such a decision shall be final with no right of appeal, outside the Church's restoration process.

SECTION 4. Restoration of Excluded Members. The Consistory has the authority to exclude persons from the fellowship (II Thessalonians 3:6; Matthew 18:16-17; I Corinthians 5). Likewise, the Consistory may restore excluded members to full membership who give satisfactory evidence of repentance (II Corinthians 2:6-8), by a two-thirds (2/3) vote. The church will continue to care deeply for the well-being of those who are removed from membership. Like all community members, a former church member whose membership was terminated by church discipline may request pastoral care. The Pastor will prayerfully discern what care is appropriate to provide.

ARTICLE VII- GOVERNMENT

SECTION 1. This Church acknowledges only the Lord Jesus Christ as its Head; the Holy Scriptures as the only infallible guide in matters of faith, discipline and order; the Holy Spirit as its Teacher; and the autonomy of the local Church as inherent and modifiable only by its own action.

SECTION 2. The government of the Church, the conduct of business, the management and control of all its property, real and personally, the supervision of its general work, its organizations, and branch works shall, under the leadership of the Holy Spirit, be vested in the Consistory, which shall consist of the Elders and Deacons, who shall be elected as provided for in the By-Laws of the Church, and the Pastor. The Pastor shall not only be a member of the Consistory, but shall also, by virtue of his office as Pastor, be Moderator thereof.

SECTION 3. Without in any manner limiting the authority of the Consistory but solely for the purpose of enumerating some of its powers, the Consistory shall have power to:

A. Call congregational meetings for any purpose which it deems to be necessary or proper, provided that notice of such a meeting shall be given as may be provided in the By-Laws.

B. Receive, consider, and dispose of any grievances, suggestions, or recommendations by any member or organization of the Church.

C. Accept persons into Church membership, discipline them and terminate their Church membership in the manner herein provided.

D. Exercise all powers and duties which belong to the sole governing body of the Church, congregation and corporation, which includes the oversight of all auxiliary organizations, fellowship groups, etc., but shall at all times be subject to the two-thirds (2/3) vote of the Congregation present and voting.

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SECTION 4. When the Church is without a Pastor, it shall be the duty of the Consistory to supply the pulpit with men whose Christian character and teaching are in accord with the Object and Articles of Faith of this Church, and who will subscribe to these without mental reservation.

ARTICLE VIII - FINANCES

SECTION 1. The Officers of the Church shall not encumber with loan, or transfer, or sale or purchase of any real estate for the Church except by the express authorization conveyed through a two-thirds (2/3) vote of the membership present and voting at a constitutionally called congregational meeting. No obligation shall be incurred to spend over two thousand five hundred dollars (\$2,500) on one item without special vote of the congregation, unless this item appears in the adopted budget.

SECTION 2. All auxiliary organizations, fellowship groups, etc., are responsible to, and under the jurisdiction of, the Consistory.

SECTION 3. The Church does not contemplate pecuniary gain or profit except that which is necessary to maintain and perpetuate the Church and further the Church's mission and ministries. No part of the net earnings of the Church shall benefit, or be distributable to, its members, trustees, officers, or other private persons, except for the alleviation of members' poverty, from time – to – time, as deemed necessary by the Consistory.

ARTICLE IX - OFFICERS

Ruling Elders

SECTION 1. Ruling Elders elected by the Church may vary in number according to the need, but the Church should never function without Elders.

SECTION 2. If an Elder fails to finish out his term and that vacancy occurs prior to the annual Congregational meeting, that position may be filled by appointment of the Consistory until the next annual Congregational election.

SECTION 3. Elders shall be elected for a period of three (3) years. After the completion of a term, an Elder may be re-elected for another (3) year term.

SECTION 4. Elders shall be men who are regular members in full communion of the Church, of mature judgment and unquestioned Christian character, loyal to the Word of God, and devoted to the Lord Jesus Christ and to the spiritual welfare of the Church (I Timothy 3:1-13; Titus 1:6-9).

SECTION 5. After they have been elected, but before they may assume office, they shall be ordained and installed as Ruling Elders in the following manner. They shall receive instruction from the Pastor, and then appear before the congregation and respond affirmatively to the following questions:

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A. "Do you believe the Scriptures as written in the Old and New Testaments to be the Word of God and accept them as the only infallible rule of faith and practice?"

B. "Have you accepted the Object, Doctrine, practice and rule of this Church?"

C. "Will you be cheerfully governed by the Constitution and By-Laws of this Church, and promise to protect its purity, unity, and peace?"

D. "Do you accept the office of Ruling Elder (or Deacon) and promise to perform faithfully all the duties of the Office according to the Word of God?"

Then the question shall be put to the Congregation as follows:

"Do you, the members of this Church, acknowledge and receive these brethren as Ruling Elders and Deacons, and do you promise to pray for them that they may be Spirit-filled and Spirit-guided men, and will you yield to them that honor and obedience in the Lord to which they are entitled according to the Word of God and the Constitution of the Church?"

The members will answer in the affirmative by raising their right hands, and the Pastor shall proceed to consecrate the candidates to their office, by prayer, as the Elders-elect devoutly kneel.

SECTION 6. It shall be the duty of the Ruling Elders to be diligent and faithful in attendance at the Consistory meetings and at the regular service of the Church; they shall assist the Pastor at the Lord's Table and in the ministry of visitation among members of the Congregation; they shall provide the elements for the Lord's Supper when requested to do so; they shall pray for and encourage the Pastor and assist him in the spiritual oversight of the Church.

Deacons

SECTION 7. The above Sections of Article X of the Constitution shall also apply to Deacons. They shall be elected and installed in the same manner as Elders, as provided for in the Constitution and By-Laws. Their particular responsibility shall be to look after the physical needs of the members of the Church, as provided for in Acts 6:1-7 and I Timothy 3:1-13, and they shall hold themselves in readiness for church visitation, ushering, and other duties, when requested to do so.

Trustees

SECTION 8. Trustees shall be men who are regular members in full communion of the Church, of mature judgment and unquestioned Christian character; proven wise, effective and faithful stewards; devoted to the Lord Jesus Christ and to the spiritual and physical welfare of the Church (I Corinthians 4:2; Exodus 36:2-7; Luke 16:10; Romans 13:1; Matthew 25:14-30; James 1:5; Proverbs 15:22). Trustees shall be entrusted with the general maintenance and upkeep of the

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church building and property. All expenditures over \$500 must be brought to the Consistory for approval. Trustees shall meet with the Consistory at least twice a year. Trustees shall be elected and installed in the same manner as Elders and Deacons, as provided for in the Constitution and By-Laws. The Trustees are released from any liability for funds distributed at the direction of the Consistory or the Congregation.

ARTICLE X - PASTORS

SECTION 1. The Pastor of the Church shall be chosen by the Congregation for an indefinite period, by ballot, upon the recommendation of the Consistory after prayerful investigation and consideration. Only such men shall be recommended who can and will conscientiously affirm and subscribe without mental reservation, to the Doctrinal Subscription stated in Article XI. The selection of the Pastor shall be voted upon at a meeting of the Congregation specially called for that purpose. Notice of such meeting shall be given at all morning Church services on the two consecutive Lord's Days preceding the meeting called for such election. A majority of at least two-thirds (2/3) of the voting membership present and voting shall be necessary to elect a pastor (I Timothy 3:1-13; Titus 1:6-9).

SECTION 2. The Pastor shall perform all duties of the ministry, and shall, with the prayerful support of the Consistory, maintain control of all meetings and spiritual affairs of the Church.

SECTION 3. The Pastor and/or the Consistory have the right to refuse to perform any wedding ceremony, funeral, baptism, or other event at St. Paul's Reformed Church.

SECTION 4. The Pastor and the Consistory shall consider and decide upon all pulpit supplies and special pulpit features.

SECTION 5 If at any time the Pastor shall make application to be released from the pastorate, or if the relations between the Pastor and the Congregation become such as to be detrimental to the welfare of the Church, the relationship may be terminated by the Congregation in ninety days from the date of the notice of intention, or in a shorter period of time, if it be mutually agreed upon. The Consistory shall have authority to consider the matter and make recommendations to the Congregation to remove the Pastor from leadership, but it shall require a two-thirds (2/3) vote of the membership present and voting at a constitutionally called Congregational Meeting to dismiss the Pastor.

ARTICLE XI – DOCTRINAL SUBSCRIPTION

The Pastor, Ruling Elders, Deacons, and officers in the Sunday School shall be regular members in full communion of the Church. They, together with all of the teachers in the Sunday School (who need not be members of the Church but must be willing to submit to the discipline of the Church), must be of mature judgment and unquestioned Christian character, loyal to the Word of God and devoted to the Lord Jesus Christ and to the spiritual welfare of the Church, and shall answer in the affirmative and subscribe in writing annually to the following questions:

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A. "Are you in hearty agreement with the Object, Articles of Faith, Constitution and By-Laws of this Church?"

B. "Are you living a sincere life of faith, devoted to the Lord Jesus Christ as taught in the Word of God?"

Failure to subscribe to these questions affirmatively will result in disqualification and removal from teaching and leadership roles.

ARTICLE XII - AMENDMENTS

Amendments to this Constitution may be adopted by a two-thirds (2/3) vote of the Congregation present and voting at any regular Congregational meeting or special meeting called for the purpose, providing in either case, that such amendment shall be distributed in written form to the membership at least two weeks prior to such Congregational meeting.

ARTICLE XIII – DISSOLUTION

SECTION 1. The term of the Church's existence and this Constitution are intended to be perpetual. Upon the dissolution of the Church, the Consistory shall, after paying or making provision for the payment of all liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such mission or ministries organized and operated exclusively for religious purposes consistent with those of the Church, as determined by the Consistory.

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THE BY-LAWS

ARTICLE I - MEETINGS

SECTION 1. The fiscal year of the Church shall run from November 1 to October 31.

SECTION 2. The annual meeting of the Congregation shall be announced on two successive Sundays prior to the meeting, and shall be held during the month of November, in the Church building, for the approval of the budget, for the reception of reports, and for the transaction of such business as may be properly brought before the meeting. The Pastor shall act as presiding officer at all Congregational Meetings.

SECTION 3. Special meetings of the Congregation may be called by the Consistory by a two-thirds (2/3) vote at any time, provided that notice of the time, place, and purpose thereof, shall be given at the morning services on two consecutive Lord's Days immediately preceding such meeting.

SECTION 4. A special meeting may be called by the Congregation (providing 25% of voting members sign the request and present it to the Consistory). Only matters for which such a meeting is called may be discussed or considered.

SECTION 5. The Consistory shall arrange all the details of all congregational meetings and see that all possible preparation for their successful conduct is made.

SECTION 6. Any member of the Church in good and regular standing shall have the right to vote on all questions properly brought before any congregational meeting. Any person whose name appears on the roll of the Church, who is 18 years of age or older and is not under discipline, shall be presumed to be a member in good and regular standing. The Consistory members shall have the right to vote on any matter as individuals, even when their action on the Consistory has been called in question.

SECTION 7. At any congregational meeting called in accordance with the requirements of the Constitution and By-Laws, 25% of the membership shall be considered a quorum for the transaction of business, and all decisions shall be determined by a majority vote unless specified otherwise by the Consistory.

SECTION 8. All congregational meetings, unless otherwise specified by the Constitution and By-Laws, shall be conducted according to Robert's Revised Rules of Order.

ARTICLE II – THE CONSISTORY

SECTION 1. The Consistory should hold at least one meeting every three months.

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SECTION 2. The Consistory, within a reasonable period after the annual election, shall meet and elect from among themselves a President and a Recording Secretary. The Consistory may also elect a Treasurer, a Financial Secretary, and such other officers as may from time to time be deemed necessary.

SECTION 3. The necessary quorum and manner in which the Consistory shall be convened shall be provided for in the By-Laws; but no meeting of the Consistory shall ever be called during the absence of the Pastor without his knowledge; except that in cases of emergency in the Pastor's absence, the Consistory may act, but only by the consent of at least two-thirds (2/3) of the Consistory present and voting at such meeting.

SECTION 4. The Consistory shall have the power to delegate to either individuals or committees the right to transact any of its business or exercise its authority. The transaction of such business or the exercise of such authority, however, shall be subject at all times to the supervision and control of the Consistory.

SECTION 5. The quorum of the Consistory shall be the Pastor and at least half of the Consistory members. When the church is without a Pastor, the quorum shall be the President and at least one-half (1/2) of the total number of the Consistory members. The Consistory shall meet at the call of the President or at the request of one-third (1/3) of the Consistory.

SECTION 6. The Recording Secretary shall keep a record of all business transacted at the Congregational and Consistory meetings, keep an accurate record of the membership, and carry out all necessary correspondence for the Consistory and the Congregation.

SECTION 7. The Treasurer shall deposit all church funds in a bank account, or accounts, as instructed by the Consistory, which shall be opened and maintained in the name of the Church, and shall disburse the same at the direction of the Consistory. He shall make a written report to the Consistory quarterly and annually to the congregation. He shall submit his books for an annual audit prior to the congregational meeting and at such other time or times as shall be directed by the Consistory. He shall also count and keep a record of all regular offerings of the Church in the presence of the Financial Secretary or some other members of the Consistory. In his absence, the Financial Secretary shall perform the duties of Treasurer.

SECTION 8. All persons who handle funds of the Church and its organizations shall, if so required by the Consistory, furnish a bond in the amount required by the Consistory, the cost of which shall be paid by the Church.

SECTION 9. All persons who handle funds of the Church and its organizations shall, when so required by the Consistory, furnish their books, legible and balanced, for inspection or audit.

SECTION 10. All employees of the church shall be selected and hired by a two-thirds (2/3) vote of the Consistory.

SECTION 11. Conflicts of Interest

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- A. As a church initiated and sustained by God, St. Paul's Reformed Church has a mandate to conduct all its affairs decently and above reproach both in the sight of God and man. That accountability includes a commitment to operate with the highest level of integrity and to avoid conflicts of interest.
- B. "Conflicts of interest" occur when a person is responsible for promoting the interest of the Church at the same time he or she is involved in a competing personal interest (financial, business, personal, or relational). In situations of uncertainty, err on the side of caution and disclose the potential conflict.
- C. Therefore, annually, all members of the Consistory and employees shall disclose all real or perceived conflicts of interest that they discover or that have been brought to their attention in connection with the Church's activities, using the St. Paul's Reformed Church Annual Examination of Conflict Statement.

SECTION 12. Indemnification

The Church shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Consistory member, employee or agent of the Church, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person:

- A. Acted in good faith;
- B. Reasonably believed, in the case of conduct in his or her official capacity with the Church, that his or her conduct was in the best interests of the Church, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Church; and
- C. With respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE III – NOMINATIONS AND ELECTIONS

SECTION 1. Two months prior to the annual meeting in November, the Consistory shall solicit from the Congregation names in writing for nomination for each vacancy in the office of Elder, Deacon, and Trustee.

SECTION 2. The Consistory shall approve nominees for each vacancy in the office of Elder, Deacon, and Trustee. The Consistory may also make nominations. The list of names of nominees shall be read at least during one regular service prior to the annual meeting. The Consistory may choose not to submit names for the vacancies if no suitable or available men are found. The persons nominated as Ruling Elders and Deacons must accept the Articles of the Constitution and the By-Laws of this Church.

SECTION 3. All Elders, Deacons, and Trustees of the Church shall be elected by the voting membership of the Church at a meeting called for such purpose. The nominee for Elder, the nominee for Deacon and the nominee for Trustee receiving the highest number of votes shall be

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declared elected. In the case of tie, a written ballot shall determine the elected officer. These newly elected officers shall be installed at the earliest convenient worship service in January and shall assume their offices immediately upon installation.

ARTICLE IV – AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Congregation present and voting at any regular Congregational meeting or special meeting called for the purpose, provided that such amendment shall be distributed in written form to the church membership at least two weeks prior to such meeting.