

**PRESBYTERY OF BALTIMORE**  
**Presbyterian Church (U.S.A.)**  
**BYLAWS of**  
**THE TRUSTEES OF THE PRESBYTERY OF BALTIMORE,**  
**A Maryland Corporation**

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*Approved by the Trustees, March 10, 2020.*

*Affirmed by the Presbytery, May 14, 2020.*

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**PREAMBLE**

The General Assembly of Maryland enacted in 1890 the formation of a corporation by the name “The Trustees of the Presbytery of Baltimore,” (the “Corporation”) Chapter 84 of the Laws of the State of Maryland, as amended, Annotated Code of Maryland, Corporations and Associations, Article Sections 5-329 through 5-332, (the “Act”).

Articles of Amendment and Restatement of Charter for the Corporation were received and approved on November 12, 1971 by the Maryland State Department of Assessments and Taxation, (the “1971 Articles”).

The 1971 Articles state that “WHEREAS, the Presbytery of Baltimore in connection with the General Assembly of the United Presbyterian Church in the United States of America, has devised means for the raising of funds for educational and other religious purposes, and for the purpose of authorizing and empowering the said Presbytery of Baltimore to receive, invest and dispose of said funds and for other corporate purposes.”

The 1971 Articles also state that “The number of Trustees of the corporation shall be ten (10) or as many as may be provided by the By-Laws of the Corporation, but in no event shall there be less than four (4). Tenure, method of election and qualifications of Trustees shall be determined by the By-laws of the Corporation as amended from time to time.”

The Articles of Agreement Between the Presbyterian Church in the United States and the United Presbyterian Church in the United States of America provides, in Article 2.1, that “Each and every trustee and corporate structure of the congregations, judicatories, boards, agencies and institutions of the Presbyterian Church in the United States and of The United Presbyterian Church in the United States of America, together with all property, real and personal, held by them shall be the trustees and corporate structures of the congregations, governing bodies, boards, agencies and institutions of the Presbyterian Church (U.S.A.).”

The Book of Order of the Presbyterian Church (U.S.A), Section G-4.0203, states: “All property held by or for a congregation, a presbytery, a

synod, the General Assembly, or the Presbyterian Church (U.S.A.), whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of a congregation or of a higher council or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.)”

## **BYLAWS**

### **ARTICLE I: MISSION**

The Trustees of the Presbytery of Baltimore are the corporate entity of the Presbytery of Baltimore, of the Presbyterian Church (U.S.A.). The assets are held in trust and used to further the religious and educational purposes of the Presbytery and for other corporate purposes.

### **ARTICLE II: DUTIES**

In the exercise of its powers, the Trustees shall:

1. Receive legacies, bequests, gifts and the tangible property of separating congregations and administer these assets in accord with any restrictions imposed by the donor(s) or established by negotiated agreements.
2. Invest and manage these assets on a continuing basis as prudence and fiduciary duty dictate.
3. In the case of donated assets which the donor wishes to restrict to a specified purpose, determine the suitability of said purpose and agree or refuse to accept the donor restricted gift.
4. Hold real property, including that belonging to the Presbytery of Baltimore.
5. Be guided by investment recommendations concerning the social impact of particular investments and strategies established by agencies of the Presbyterian Church (U.S.A.). Any such recommendation shall not be binding upon the Trustees unless incorporated into a Standing Rule of the Presbytery of Baltimore.
6. Provide operating funds to the Presbytery of Baltimore as requested, if prudent and as feasible.
7. Provide loans and guarantees of loans made by third parties to constituent congregations, entities and ministries of the Presbytery of Baltimore and to Presbytery-approved programs, as prudent and feasible.
8. Monitor all loans made by the Corporation or by Presbytery of Baltimore and oversee the repayment of those loans.
9. Submit annually to the Presbytery, no later than November, the financial statement for the previous calendar year audited by a certified public accountant.
10. Present annually to a general meeting of the Presbytery, no later than November, an oral report on the content of the audited financial statement for the previous calendar year.

### **ARTICLE III: SELECTION OF TRUSTEES**

Section A. Number. There shall be ten Trustees, one of whom shall be the Moderator of the Presbytery, four ministers and five lay persons (at least one of whom shall be an elder). The number of Trustees may be increased and/or decreased from time to time, to a number not exceeding ten nor less than four, by the affirmative vote of the votes entitled to be cast thereon at any properly constituted meeting of the Presbytery of Baltimore.

Section B. Election. Trustees shall be elected by the Presbytery of Baltimore at its June meeting, or any adjourned meeting thereof, for a term of three years or until their successors shall have been elected and qualified.

Section C. Classes. The nine elected Trustees shall be divided into three classes. The number of Trustees in each class shall be increased and/or decreased proportionately from time to time as the number of Trustees is increased or decreased.

Section D. Term. The term of service shall begin on September 1, unless filling a vacancy, in which case the term of service shall begin upon election. No Trustee shall serve for more than two consecutive terms, either full or partial, aggregating more than six years. A Trustee having been elected for consecutive terms aggregating six years shall be ineligible to serve for a further term until at least one year has elapsed from the expiration of the last term for which that trustee was elected.

Section E. Vacancies. Any vacancy occurring in the Trustees by reason of death or resignation, other than the death or resignation of the Moderator, shall be filled by the Presbytery, upon nomination by the Nominating Committee of the Presbytery. Vacancies in the Trustees occurring by reason of an increase in its number shall be filled by a majority vote of the votes entitled to be cast thereon at any properly constituted meeting of the Presbytery of Baltimore.

Section F. Removal. The Presbytery of Baltimore may, by the affirmative vote of a majority of the votes entitled to be cast thereon at any properly constituted meeting, remove any Trustee or Trustees from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of the removed Trustee(s).

### **ARTICLE IV: MEETINGS**

Section A. Regular Meetings. The annual meeting of the Trustees shall be held in September prior to the September meeting of the Presbytery of Baltimore. In addition, the Trustees shall meet at least quarterly to transact the business of the Corporation. The Trustees may provide, by

resolution, the time and place for all such meetings without other notice than such resolution.

Section B. Special Meetings. Special meetings of the Trustees may be called at any time by the President or by a majority of the Trustees.

Section C. Notice of Special Meetings. Written notice stating the time and place of special meetings and general notice of the business proposed to be transacted shall be given to each Trustee by electronic mail at least three days before such meeting. An alternate means of notification to an individual Trustee may be specified by that Trustee, if that Trustee makes a written request which is received in advance by the Secretary of the Corporation.

Section D. Quorum. One-half of all of the Trustees shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Trustees, the Trustees present may, by a majority vote, adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section E. Meetings, Ballots and Participation by Electronic Means.

1. Electronic Meetings. The Trustees may agree from time to time to hold Special Electronic Meetings as need may dictate. The President shall determine the digital platform of the meeting (e.g., Skype, Zoom, GoToMeeting or other electronic medium). Trustees participating in the meeting will be deemed "in attendance," counted toward the quorum, and entitled to vote. In the judgment of the President or moderator, if a member attempting to participate cannot adequately hear nor be heard by others for technical reasons, they shall be deemed "not in attendance," not counted toward the quorum, and not entitled to vote. Actions taken in a Special Electronic Meeting shall have the same force and effect as actions taken in a meeting where all are physically present.

2. Electronic Ballots. When time is of the essence and the President determines that an electronic ballot is necessary for the matter at hand, the President may request and conduct a vote by email, subject to the following:

- a. Notice of the vote to be held must be sent by email to all Trustees.
- b. The motion to be considered must be included in the body of the notice of the meeting exactly as it is to be voted upon.
- c. No amendments, revisions or discussions are permitted in the email ballot thread. If wisdom dictates a minor change in the wording, a new ballot must be sent and the voting process restarted.
- d. Voting members must use "reply all" so that other participants will be able to see and verify the votes.
- e. Votes must be "Yes," "No," or "Abstain."

- f. The majority vote of those constituting a quorum shall control.
- g. When the Electronic Ballot is sent, a time limit for voting will be announced, which shall not be less than twenty-four hours, after which voting will cease.
- h. At the end of the time period for voting, or when it is clear that the motion has succeeded or failed, the President shall announce the result.
- i. At the next Regular Meeting, the Secretary of the Corporation shall include the motion and the vote in the Minutes of the Corporation.

3. Electronic Participation by Individuals. In the case that a Trustee is absent from a physical meeting of the Trustees due to illness or travel, the member may prearrange for voice participation by electronic means. Members participating in a meeting in this way will be deemed "in attendance," counted toward the quorum, and entitled to vote. However, in the judgment of the President or moderator, if a member attempting to participate cannot adequately hear nor be heard by others for technical reasons, they shall be deemed "not in attendance," not counted toward the quorum, and not entitled to vote. Text-based chat or video participation without voice is not permitted.

#### **ARTICLE V: OFFICERS**

Section A. Number and duties. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. In addition, the Trustees may, but shall not be required to, authorize one or more additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Subject to the laws of the State of Maryland, one person may hold more than one office. Except as from time to time modified by the Trustees, these officers shall have powers and duties usually incident to their respective offices. The Moderator of the Presbytery shall not be eligible to hold any office.

Section B. Election and Vacancies. The officers of the Corporation shall be elected annually by the Trustees from those who are Trustees. Election shall take place at the annual meeting of the Board in September, or any adjournment thereof. Vacancies may be filled or new offices created and filled at any meeting of the Trustees. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified, or until death, or until that trustee shall resign or shall have been removed in the manner hereinafter provided. Non-Trustees may serve as Assistants to those offices.

Section C. Removal. Any officer or agent elected or appointed by the Trustees may be removed by the Trustees whenever, in its judgment, the best interest of the Corporation would be served by doing so.

Section D. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Trustees may from time to time designate. Checks written for ten-thousand dollars or more (\$10,000) must be signed by two authorized persons. The General Presbyter of the Presbytery of Baltimore may be authorized annually by the Trustees to sign checks for amounts less than ten-thousand dollars (\$10,000).

#### **ARTICLE VI: FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

#### **ARTICLE VII: AMENDMENTS**

The Presbytery of Baltimore may, by affirmative vote of a majority of the votes entitled to be cast thereon amend these Bylaws at any regular or special meeting of the Presbytery.

#### **ARTICLE VIII: INDEMNIFICATION**

The Corporation shall advance to any trustee or officer of the Corporation those expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), and so indemnify such trustee or officer, except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable because of malice or ill-will, in which case such advance on behalf of such officer or trustee shall be repaid by that trustee or officer. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.