

# NEW RIDGE FELLOWSHIP

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## BYLAWS OF CORPORATION

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Adopted by the Leadership Council of the Corporation the 25<sup>th</sup> day of September, 2023.

### ARTICLE I: NAME

*Section 1* – The name of both the church congregation and the religious corporation (the “Corporation”) shall be **New Ridge Fellowship**.

### ARTICLE II: REGULATION OF CORPORATE AFFAIRS

*Section 1* – The Holy Scriptures (the sixty-six books of the Old and New Testaments) are the only infallible guidance or discipline to which the Corporation is bound. Even if the Corporation is presently affiliated with a broader “denomination” or authoritative religious organization, or should the Corporation later decide to affiliate with such a broader denomination or organization, the Corporation shall at all times have the authority to disaffiliate from such denomination or organization.

*Section 2* – To the extent that the Corporation utilizes, relies upon, or adheres to any denominational rules or procedures, such utilization, reliance, or adherence is strictly voluntary and is never intended to be an absolute or irrevocable submission to denominational authority. In no case shall any such adherence be construed as a relinquishment of any of the Corporation’s sovereign property, contractual, corporate, or other rights as recognized by state or federal law. The Corporation’s association with another organization or denomination, no matter how long or uninterrupted, shall not cause the Corporation to lose any property rights.

*Section 3* – The Corporation shall have all such powers and rights available to a nonprofit religious corporation pursuant to 15 PA. C.S. § 5502 (2022).

*Section 4* – The affairs of the Corporation shall be governed by its Articles of Incorporation (which may be amended from time to time), these Bylaws (which may be amended from time to time), and the neutral principles of law of the Commonwealth of Pennsylvania.

### ARTICLE III: MISSION

*Section 1* – The mission of the Corporation is to make disciples of Jesus Christ, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything Jesus commanded.

## ARTICLE IV: MANAGEMENT AND CORPORATE ACTION

**Section 1** – The Corporation shall be governed by a Leadership Council, which shall in all respects serve and function as a “Board of Directors” as described in the Pennsylvania Nonprofit Corporation Law of 1988 (“Nonprofit Corporation Law”).

**Section 2** – Except where the Articles of Incorporation or these Bylaws declare otherwise, the Leadership Council shall have full and exclusive authority to transact the Corporation’s business, execute contracts on behalf of the Corporation, implement or manage the Corporation’s operations, direct the Corporation’s ministry, and acquire, sell, mortgage or encumber assets for or on behalf of the Corporation.

**Section 3** – The members of the Corporation shall have no voting rights, no right to approve of corporate action, no right to act on behalf of the Corporation, and no right to participate in corporate management, except that the following actions shall require the approval of a two-thirds (2/3) majority of the Leadership Council and a two-thirds (2/3) majority of the Corporation’s membership present and voting at a duly-called meeting:

- a. The hiring of subsequent Senior Pastors of the Corporation after the departure of the initial Senior Pastor;
- b. The sale, alienation, disposition, encumbrance, or creation of a trust with respect to all or substantially all assets of the Corporation;
- c. The voluntary bankruptcy or dissolution of the Corporation, or the voluntary winding-up of the Corporation’s affairs; and/or
- d. The domestication, merger, division, or conversion of the Corporation, or an interest exchange involving the Corporation.

To the extent the Articles of Incorporation require member approval to amend same, the Corporation’s members shall also have the relevant corresponding voting rights.

**Section 4** – The Board of Trustees shall have authority to undertake or approve the following actions, but no other:

- a. Management of all parcels of real property and buildings owned by the Corporation;
- b. The submission of non-binding recommendations to the Leadership Council relating to any action that is within the authority of the Board;
- c. The submission of non-binding recommendations to the Leadership Council relating to the proposed acquisition, sale, lease, mortgage or encumbrance of real property owned by a Corporation; and
- d. Any other actions the authority or discretion for which the Leadership Council, by express and written resolution, has delegated to the Board of Trustees.

**Section 5** – Except as set forth herein, the Corporation shall act only by and through resolutions approved by a majority of the Leadership Council, or through officers, agents, or designees acting with authority of the Leadership Council received pursuant to a resolution. Where these Bylaws vest the Board of Trustees

with authority to act, except as set forth herein, it shall act only by and through resolutions approved by a majority of the Board of Trustees, or through an agent or designee acting with authority received pursuant to such a resolution.

## **ARTICLE V: MEMBERSHIP**

**Section 1** – Anyone wishing to apply for membership shall confess Jesus Christ as personal Lord and Savior and accept His call to be involved responsibly in the ministry of His Church. To qualify for membership, an individual must commit to the Corporation by pledging to support it with his or her prayers, presence, gifts, service, and witness in the presence of a credentialed clergy person of the Corporation.

**Section 2** – The membership of the Corporation shall consist of all those individuals who appear on the official, recorded “membership roll” of the Corporation at any given time. The Corporation’s Leadership Council (through the Secretary) or its designee shall be responsible for receiving members, dismissing members, and otherwise maintaining the membership roll of the Corporation, which shall be regularly updated and kept current.

**Section 3** – The members of the Corporation shall have no voting rights, no right to approve of corporate action, no right to act on behalf of the Corporation, and no right to participate in corporate management, except that the following actions shall require the approval of a two-thirds (2/3) majority of the Leadership Council and a two-thirds (2/3) majority of the Corporation’s membership present and voting at a duly-called meeting:

- a. The hiring of subsequent Senior Pastors of the Corporation after the departure of the initial Senior Pastor;
- b. The sale, alienation, disposition, encumbrance, or creation of a trust with respect to all or substantially all assets of the Corporation;
- c. The voluntary bankruptcy or dissolution of the Corporation, or the voluntary winding-up of the Corporation’s affairs; and/or
- d. The domestication, merger, division, or conversion of the Corporation, or an interest exchange involving the Corporation.

To the extent the Articles of Incorporation require member approval to amend same, the Corporation’s members shall also have the relevant corresponding voting rights.

## **ARTICLE VI: LEADERSHIP COUNCIL**

**Section 1** – The Corporation shall be governed by a Leadership Council, which shall in all respects serve and function as a “Board of Directors” as described in the Nonprofit Corporation Law. The Leadership Council may delegate any authority it deems appropriate to the Corporation’s officers, the Board of Trustees, or to committees of at least one appointee, which appointee(s) need not be members of the Leadership Council or the Board of Trustees. Members of the Leadership Council shall not be paid for their service on the Leadership Council.

**Section 2** – The Leadership Council shall consist of the Senior Pastor, who shall serve in an *ex officio* capacity without the right to vote, and appointed members. Members of the Corporation shall be appointed by the Senior Pastor to the Leadership Council. The appointed members of the Leadership Council shall be comprised of three (3), equally-sized annual “classes,” each of which shall be composed of four (4) appointed individuals (for a total appointed Leadership Council membership of twelve [12] individuals). At any time, the Leadership Council may by resolution adopted by majority vote at a duly noticed meeting establish a different number of members of the Leadership Council. The minimum number of members of the Leadership Council shall be seven (7) and the maximum number of members shall be twelve (12).

**Section 3** – The Senior Pastor shall serve on the Leadership Council until he or she is no longer employed as Senior Pastor of the Corporation. An appointed member of the Leadership Council shall serve until he or she resigns, is removed, or his or her term expires.

**Section 4** – Appointed members of the Leadership Council shall serve three (3) year terms, with each appointed individual’s term expiring on December 31 of his or her third (3<sup>rd</sup>) calendar year of service, except for the initial terms as set forth below. Appointed members of the Leadership Council shall serve a maximum of two (2) consecutive three (3) year terms. Any member who is term limited shall be eligible for reappointment as a member of the Leadership Council after a break in service of at least one (1) year.

The following individuals shall be considered the appointed “2024 Class” of the Leadership Council and their terms shall expire on December 31, 2024:

- a. Steve Kline
- b. Sandy Rhoads
- c. Mark Jaeger
- d. Dave Yanusko

The following individuals shall be considered the “2025 Class” of the Leadership Council and their terms shall expire on December 31, 2025:

- a. Richard Drumheller
- b. Jon Gray
- c. Dave Specht
- d. Doug Sigafos

The following individuals shall be considered the “2026 Class” of the Leadership Council and their terms shall expire on December 31, 2026:

- a. Robert Carle
- b. Rachel Arden
- c. Eric Drumheller
- d. Shayne Mackey

**Section 5** – Notwithstanding the expiration of the term of an appointed member of the Leadership Council, he or she shall continue to serve until removed or replaced, or alternatively, such member affirmatively resigns.

**Section 6** – To be eligible for service on the Leadership Council, an individual must be a member of the Corporation, must profess Jesus Christ as Lord and Savior, must be of good moral character, must be willing and able to serve, must be of sound mind, must be able to routinely dedicate substantial time to Corporate service, and must undertake to place the interests of the Corporation above himself/herself. A member of

the Board of Trustees may also be appointed to the Leadership Council, unless the Leadership Council adopts an appropriate resolution restricting or prohibiting such dual membership (which the Leadership Council shall have authority to do).

**Section 7** – Should an appointed member of the Leadership Council resign, die, or otherwise be unable to serve, the Senior Pastor of the Corporation shall appoint a replacement member. Any replacement members so appointed shall serve on the Leadership Council only for the remaining term of the vacancy being filled.

**Section 8** – The Leadership Council shall convene as often as needed in order to fulfill its obligation to effectively, efficiently, and responsibly manage the operations of the Corporation and satisfy the Corporation’s mission.

**Section 9** – If reasonably necessary and feasible, Leadership Council meetings may be held, and members of the Leadership Council may participate in such meetings physically, telephonically, virtually or by other reasonable means of instantaneous telecommunication. The Leadership Council may convene at any time that its entire membership consents to hold a meeting or conduct business. Additionally, the Chairperson of the Leadership Council may, in his or her discretion, convene a Leadership Council meeting at any time upon at least two (2) days’ advance written notice. The Chairperson of the Leadership Council shall also promptly convene a meeting of the Leadership Council whenever requested in writing to do so by: the Corporation’s Senior Pastor (*i.e.*, principal clergy person) or a majority of the members of the Leadership Council. Should the Chairperson fail to schedule a Leadership Council meeting within five (5) days of being properly requested to do so, the meeting may instead be called and scheduled by any member of the Leadership Council.

**Section 10** – The Leadership Council shall annually elect a Chairperson, who shall execute approved Leadership Council resolutions and ensure that needed meetings are duly noticed and called, that additional requested meetings are duly noticed and called, that Leadership Council meetings are conducted orderly, that any needed committees are appropriately created and staffed, that Corporate officers are duly appointed and that any Board of Trustees recommendations are duly considered.

**Section 11** – Regularly-scheduled meetings of the Leadership Council need not be preceded by any reminder or formal notice. At least two (2), but no more than fifteen (15), days prior to any special meeting of the Leadership Council, the Leadership Council Chairperson shall send to all Leadership Council members written notice of the date, time, and location of the meeting. The written notice must be in the form of an e-mail announcement. To facilitate the provision of meeting notice by e-mail, all Leadership Council members shall provide a working e-mail address to the Leadership Council Chairperson, which address shall be used to provide any written notices to which Leadership Council members are entitled. A Leadership Council member’s presence at a meeting, or his/her vote for or against an action, constitutes a waiver of any objection to the timing or notice associated with the meeting/vote.

**Section 12** – Whether in connection with a regularly-scheduled or special meeting, at least five (5) days’ advance written notice shall be provided to all Leadership Council members prior to any Leadership Council vote on:

- a. The proposed appointment, removal, reprimand, or discipline of The Senior Pastor or other clergy person;
- b. The proposed removal of a member of the Leadership Council;
- c. The proposed affiliation or disaffiliation of the Corporation with a broader religious denomination;

- d. Any proposed modification of these Bylaws or the Articles of Incorporation;
- e. The establishment of the number of members of the Leadership Council in accordance with Section 2 above;
- f. The sale, alienation, disposition, encumbrance, or creation of a trust with respect to all or substantially all assets of the Corporation;
- g. The voluntary bankruptcy or dissolution of the Corporation, or the voluntary winding-up of the Corporation's affairs;
- h. The domestication, merger, division, or conversion of the Corporation, or an interest exchange involving the Corporation.
- i. The approval of an annual budget or a material modification thereto;
- j. The election, removal, reprimand, or discipline of any Corporate officers;
- k. The proposed approval or any modification of the compensation or other terms of employment of any employed pastor or clergyperson;
- l. The proposed retention, termination, reprimand, or discipline of any Corporation employee;
- m. Any proposed transaction or decision in which a member of the Leadership Council has a direct or indirect personal or financial interest;
- n. Any proposed acquisition, sale, lease, or encumbrance of real property;
- o. Any proposed lawsuit or legal action to be initiated by the Corporation; and/or
- p. Any other action that, at a meeting where the action is proposed, a majority of the Leadership Council members present determines to be significant enough to warrant advance notice.

**Section 13** – In emergency or extenuating circumstances, the Leadership Council chairperson may convene a meeting of the Leadership Council upon twenty-four (24) hours' notice. Should he or she do so, he or she shall take extra efforts to ensure that each Leadership Council member has actual notice of the meeting and the reason therefor.

**Section 14** – At any meeting of the Leadership Council, a quorum of at least two-thirds (2/3) of the Leadership Council's membership (counting any proxies; ignoring any appointed membership vacancies) shall be required in order for the Leadership Council to vote or otherwise take action. If a properly-noticed or regularly-scheduled Leadership Council meeting must be delayed due to the lack of a quorum, at least two (2) business days' notice shall be provided of the rescheduled meeting, following which the quorum at the rescheduled and properly-re-noticed meeting shall be a majority of the members of the Leadership Council (counting any proxies; ignoring any appointed membership vacancies).

**Section 15** – Members of the Leadership Council who cannot attend a noticed meeting may vote through a written proxy transmitted to another member of the Leadership Council. The written proxy shall be

provided to the Leadership Council chairperson prior to or at the relevant meeting. The written proxy may contain specific voting instructions, or it may delegate voting discretion to the holder of the proxy.

**Section 16** – The Leadership Council may take action by unanimous or less than unanimous written consent, and the Leadership Council need not hold a meeting or take a formal vote, if the number of written Leadership Council-member consents obtained is at least equal to the number of approval votes that would have been required to take the same action at a duly-called meeting at which all Leadership Council members are present and voting. In the case of any action by written consent, notice of the proposed action shall be simultaneously provided to all Leadership Council members before any written consents are secured. The written consents shall be collected by the Leadership Council Chairperson or his/her designee, who shall tally the written consents and thereafter immediately distribute the voting result and tally (showing each member’s vote) to all Leadership Council members.

**Section 17** – The Leadership Council shall create a Finance Committee to: supervise the Corporation’s financial activities; collect revenue or member contribution data; prepare annual or other periodic budgets so as to ensure that the Corporation remains fiscally sound; regularly assess the Corporation’s financial position; and report to the Leadership Council concerning same.

**Section 18** – The Leadership Council may appoint a Theological Review Committee to provide advice and counsel in the event that theological differences arise in the conduct of the Corporation’s affairs. Such Committee shall be appointed by the Chairperson of the Leadership Council with the input of the Senior Pastor and shall include both members of the Leadership Council and independent pastors and/or biblical/theological scholars. The goal of such Committee shall be to reconcile theological differences between the Corporation’s pastoral staff and the membership of the Corporation. Either the Senior Pastor or the Leadership Council may seek a review of issues by the Theological Review Committee by providing written notice to the other party. The recommendations of the Theological Review Committee shall be advisory only.

**Section 19** – Any Leadership Council resolution to approve the acquisition, sale, lease, mortgage or encumbrance of any real property shall be effective only if approved by at least a two-thirds (2/3) vote.

**Section 20** – The Leadership Council shall not approve or engage in any transaction that results in any payments or material benefits being received, directly or indirectly, by any member of the Leadership Council or his or her immediate family or any entity in which a Leadership Council member holds a material financial interest, unless:

- a. The beneficiary Leadership Council member does not participate in the vote;
- b. The material facts as to the beneficiary Leadership Council member’s relationship or interest and as to the contract or transaction are disclosed or are known to the entire Leadership Council;
- c. The Leadership Council expressly and reasonably finds that the contemplated transaction is in the best interest of the Corporation, taking into account any negative perception created by the appearance of a conflict of interests; and
- d. The Leadership Council authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Leadership Council members (even if the disinterested Leadership Council members do not establish a quorum).

**Section 21** – Members of the Leadership Council may resign at any time and shall be deemed to resign upon their death or incapacity; clergy members of the Leadership Council shall additionally be deemed to resign if their employment with the Corporation ceases. Members of the Leadership Council may also be removed at any time, for cause only, by the unanimous vote of all other members of the Leadership Council. A Leadership Council member may be removed for cause only upon a finding by the Leadership Council that one of the following conditions is met, which determination is within the absolute discretion of the Leadership Council and not subject to any legal challenge or review:

- a. The Leadership Council member’s failure to maintain the eligibility prerequisites for Leadership Council service;
- b. A conflict of interest applicable to the Leadership Council member’s service;
- c. A violation of criminal law other than a misdemeanor traffic offense;
- d. Any acts or omissions that impair the Leadership Council member’s Christian witness and/or reputation (or create a perception of same); and/or
- e. A breach by the Leadership Council member of any fiduciary duty owed to the Corporation.

## **ARTICLE VII: BOARD OF TRUSTEES**

**Section 1** – The Board of Trustees shall be comprised of a minimum of five (5) members and a maximum of nine (9) members as set by the Leadership Council. Members of the Board of Trustees shall not be paid for their service on the Board of Trustees.

**Section 2** – Members of the Corporation shall be appointed by the Senior Pastor to the Board of Trustees. Appointed members of the Board of Trustees shall serve for three (3) year terms, with each individual’s term expiring on December 31 of his or her third (3<sup>rd</sup>) calendar year of service. There shall be no term limits for appointed members of the Board of Trustees.

**Section 3** – If a Board of Trustees member’s term has expired but his or her replacement has not yet been appointed, such member shall continue to serve until he or she is removed or replaced, or alternatively, such member affirmatively resigns.

**Section 4** – To be eligible for service on the Board of Trustees, an individual must be a member or pastor/clergyperson of the Corporation, must profess Jesus Christ as Lord and Savior, must be of good moral character, must be willing and able to serve, and must be of sound mind. A member of the Leadership Council may also be appointed to the Board of Trustees, unless the Leadership Council adopts an appropriate resolution restricting or prohibiting such dual membership (which the Leadership Council shall have authority to do).

**Section 5** – Should a Board of Trustees member resign, die, or otherwise be unable to serve, the Senior Pastor may but need not appoint a replacement member. In no case, however, shall more than one-fourth (1/4) of the Board of Trustees positions become vacant. Should more than one-fourth (1/4) of Board of Trustees positions become vacant, or should it otherwise be desirable to fill a Board of Trustees vacancy for any reason, the Senior Pastor shall appoint a replacement member or members to fill the vacancy. Any



replacement members so appointed shall serve on the Board of Trustees only for the remaining term of the vacancy being filled.

**Section 6** – The Board of Trustees shall be convened at least once annually in order to elect or re-elect a Chairperson. The Board of Trustees may otherwise convene on any other appropriate occasion.

**Section 7** – The Board of Trustees shall annually elect by majority vote a Chairperson from its own membership, who shall execute approved Board of Trustees resolutions and ensure that annual meetings are duly noticed and called, that additional requested meetings are duly noticed and called, that Board of Trustees meetings are conducted orderly, that Board of Trustees proceedings are duly recorded in appropriate minutes, that any needed Board of Trustees committees are appropriately created and staffed and that any Board of Trustees recommendations are communicated to the Leadership Council.

**Section 8** – If reasonably necessary and feasible, Board of Trustees meetings may be held, and/or Board of Trustees members may participate in meetings physically, telephonically, virtually or by other reasonable means of instantaneous telecommunication. The Board of Trustees shall be convened for a meeting only when such a meeting is properly noticed and called by the Board of Trustees Chairperson. The Board of Trustees Chairperson shall have the authority to notice and call a Board meeting at any time. The Board of Trustees Chairperson shall also promptly schedule and call a meeting of the Board of Trustees whenever requested in writing to do so by the Leadership Council, any employed pastor/clergy, or at least five (5) members of the Board of Trustees. Should the Board of Trustees Chairperson fail to announce a Board of Trustees meeting within ten (10) days of being properly requested to do so, the meeting may instead be called and noticed by any member of the Leadership Council or Board of Trustees.

**Section 9** – At least five (5), but no more than thirty (30), days prior to any meeting of the Board of Trustees, written notice of the date, time, and location of the meeting shall be sent to all Board members. For any meeting, the requisite meeting notice shall include a reasonable description of any matters that may or will be voted upon. All meeting notices shall be in the form of an e-mail announcement. To facilitate the provision of meeting notice by e-mail, all Board members shall provide a working e-mail address to the Board of Trustees Chairperson, which address shall be used to receive any written notices to which Board members are entitled. A Board of Trustees member's presence at a meeting, or his/her vote for or against an action, constitutes a waiver of any objection to the timing or notice associated with the meeting/vote.

**Section 10** – The Board of Trustees shall consider and make recommendations to the Leadership Council with respect to any proposed acquisition, sale, lease, mortgage or encumbrance of real property owned by the Corporation.

**Section 11** – At any meeting of the Board of Trustees, a quorum of at least one-half (1/2) of the Board membership (counting any proxies; ignoring any Board vacancies) shall be required in order for the Board of Trustees to vote or otherwise take action. If a properly-noticed meeting must be delayed due to the lack of a quorum, the quorum at the rescheduled and properly-re-noticed meeting shall be the number in attendance at such meeting.

**Section 12** – Members of the Board of Trustees who cannot attend a noticed meeting may vote through a written proxy transmitted to another member of the Board of Trustees. The written proxy shall be provided to the Board of Trustees chairperson prior to or at the relevant meeting. The written proxy may contain specific voting instructions, or it may delegate voting discretion to the holder of the proxy.

**Section 13** – The Board of Trustees may take action by unanimous or less than unanimous written consent, and the Board need not hold a meeting or take a formal vote, if the number of written Board-member consents obtained is at least equal to the number of approval votes that would have been required to take

the same action at a duly-called meeting at which all Board of Trustees members are present and voting. In the case of any action by written consent, notice of the proposed action shall be simultaneously provided to all Board of Trustees members. The written consents shall be collected by the Board of Trustees chairperson or his/her designee, who shall tally the written consents and thereafter immediately distribute the voting result and tally (showing each member's vote) to all Board of Trustees members.

**Section 14** – Members of the Board of Trustees may resign at any time and shall be deemed to resign upon their death or incapacity. Members of the Board of Trustees may be removed at any time, with or without cause, by the vote of a two-thirds (2/3) majority of the Board of Trustees.

## ARTICLE VIII: CLERGY

**Section 1** – The Corporation shall employ a Senior Pastor and may employ one (1) or more additional pastors or clergy, who the Corporation may designate as an Associate Pastor or Assistant Pastor, or other appropriate title. Pastor Jose “Ricky” Ayala shall be employed as the initial Senior Pastor of the Corporation. The Corporation's clergy shall receive such compensation, and shall have such duties and responsibilities, as is set forth in the written employment agreement executed by the Corporation and the clergyperson. Unless a pastor or clergyperson's written employment agreement specifies otherwise, his or her employment with the Corporation is understood and deemed to be “at will” and subject to termination at any time.

**Section 2** – The Leadership Council may but need not adopt a policy that establishes prerequisites to Corporate clergy employment and/or any applicable ordination standards. Behavioral/moral standards pertaining to Corporate clergy shall be set forth in the written employment agreements executed between the Corporation and all clergy.

**Section 3** – As set forth above, the Senior Pastor shall automatically be an *ex officio* member of the Leadership Council without the right to vote at meetings of the Leadership Council.

**Section 4** – No pastor or clergyperson shall be hired, replaced, removed, reprimanded, or disciplined, nor shall any pastor or clergyperson's compensation or other terms of employment be fixed or modified, unless a corresponding resolution has been approved by the Leadership Council. With respect to any resolution to hire a new clergyperson or terminate a clergyperson's employment, the resolution shall pass only if approved by at least two-thirds (2/3) of the members of the Leadership Council. For the avoidance of doubt, the Senior Pastor is not entitled to participate in any discussion or vote relating to the Senior Pastor's employment.

## ARTICLE IX: OFFICERS

**Section 1** – Officers of the Corporation shall include a President, a Secretary, and a Treasurer. The same individual may hold more than one office. By an appropriate resolution, the Leadership Council may authorize and fill additional officer positions. Officers shall regularly report to the Leadership Council and act in accordance with any duly-authorized instructions or resolutions of the Leadership Council. Officers of the Corporation shall not be paid for their service as such.

**Section 2** – The Leadership Council shall elect by majority vote a Chairperson from its own membership, which person shall be deemed to be the Corporation's President. Accordingly, he or she shall formally lead the Leadership Council and ensure that the Corporation is operated efficiently, effectively, and responsibly

and in fulfillment of the Corporation's mission. The Council Chairperson/President shall also execute approved Corporation and Leadership Council resolutions and ensure that needed Council meetings are duly noticed and called, that additional requested meetings are duly noticed and called, that Council meetings are conducted orderly, that any needed Council committees are appropriately created and staffed, that Corporate officers are duly appointed, that Council ministry reports are circulated to members of the Leadership Council, and that any Board of Trustees recommendations are duly considered.

**Section 3** – The Leadership Council shall elect by majority vote a Corporate Secretary from its own membership, who shall be responsible for maintaining the records of the Corporation in an organized manner and who shall prepare, or ensure the preparation of, minutes for each meeting of the Leadership Council and Board of Trustees, as well as any resolutions that are passed. The Secretary shall also be responsible for maintaining and regularly updating the membership roll of the Corporation. In the Council chairperson's absence, the Secretary shall execute and certify any resolutions of the Corporation or Leadership Council.

**Section 4** – The Leadership Council shall elect by majority vote a Corporate Treasurer, who may but need not be a member of the Leadership Council. The Treasurer shall be responsible for overseeing the financial and accounting functions of the Corporation, supervising the Corporation's administrative staff with respect to financial and accounting issues, keeping appropriate and organized financial records, approving all major expenditures or cash disbursements, having formal custody of the Corporation's funds, preparing and providing financial estimates and budget information to the Leadership Council (or an appropriate committee), and tracking/booking Corporate receipts and expenditures.

**Section 5** – If the Leadership Council creates a Vice-President position, it shall only be filled by a member of the Leadership Council.

**Section 6** – The Leadership Council may at any time, for any reason, by majority vote remove and re-assign the position and responsibilities of the Board Chairperson/President, Secretary, Treasurer, and other created offices. Once elected, the Council Chairperson/President, Secretary, Treasurer, and holder of other created offices shall hold the respective office until such person resigns, is removed, or ceases to satisfy a prerequisite for the office (such as Leadership Council membership).

**Section 7** – If the President, Secretary, or Treasurer resigns, is removed, or no longer can hold the office for any reason, the resulting vacancy shall be filled immediately. Vacancies in other created officer positions need not be filled immediately.

## **ARTICLE X: NON-PROFIT STATUS**

**Section 1** – The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2** – No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Corporation was formed.

**Section 3** – No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 4** – No funds of the Corporation, and no monetary contributions made to the Corporation, shall be contributed to or on behalf of any political candidate, judicial candidate, or other candidate for public office. Nor shall any such funds or contributions ever be provided to a political action committee or other organization whose primary purpose is to influence legislation or the outcome of elections.

**Section 5** – In the event of any dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation’s assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Section 6** – In the event of a dissolution, if at all possible and consistent with the Corporation’s tax-exempt status, the Corporation’s assets shall be distributed to one or more Christian churches in Eastern Pennsylvania which are tax exempt under Section 501(c)(3) of the Internal Revenue Code, with such churches to be selected by the Corporation’s Leadership Council.

## **ARTICLE XI: AMENDMENTS**

**Section 1** – These Bylaws may be amended from time to time, subject to the Articles of Incorporation and the laws of the Commonwealth of Pennsylvania, only by the majority vote of the Leadership Council.

## **ARTICLE XII: SEVERABILITY**

**Section 1** – In the event any provision of these Bylaws is found to be unlawful or in violation of the Nonprofit Corporation Law, the offending provision shall—only to the minimal extent necessary—be reformed appropriately or, if not capable of being reformed, severed. In either case, the remaining provisions shall not be affected and shall remain valid and binding notwithstanding the reformation or severance of another provision or provisions.

**Certification of Adoption**

I hereby certify that, with a quorum present, and pursuant to the resolution of the members of the Corporation, the foregoing Bylaws were duly adopted at a meeting of the Corporation's extant Leadership Council on **September 25, 2023**, by affirmative vote of at least a majority of the members of the Leadership Council present at such meeting. I further certify that printed copies of the Bylaws were distributed at or in connection with the call of said meeting.

  
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Mark Jaeger, Secretary  
NEW RIDGE FELLOWSHIP

September 25, 2023  
*Date*