

**BYLAWS OF THE GENERAL SYNOD COUNCIL
OF THE REFORMED CHURCH IN AMERICA**

PREAMBLE

This corporation – the General Synod Council of the Reformed Church in America (GSC) – is established by and responsible to the General Synod. It acts as the executive committee of the General Synod (which is the highest assembly and judicatory in the Reformed Church in America), and it administers the affairs of the Reformed Church in America between the sessions of the General Synod. It implements decisions, policies, and programs of the General Synod through proper channels and agencies, and it supports, strengthens, and coordinates the work of the several commissions, boards, institutions, and agencies of the Reformed Church in America, thus seeking to increase the effectiveness of the mission and witness of the church. (See Reformed Church in America *Book of Church Order* [BCO] Chapter 1, Part IV, Article 7, Section 1). These bylaws are intended to direct and equip the GSC as it seeks to accomplish the foregoing.

ARTICLE I NAME

The name of this corporation is "General Synod Council of the Reformed Church in America."

ARTICLE II PURPOSE AND RESPONSIBILITIES

2.1 The purpose and responsibilities of the GSC shall be as set forth in its certificate of incorporation, as the same may be amended from time to time, and as set forth in the Bylaws of the General Synod of the Reformed Church in America (General Synod), as the same may be amended from time to time (BCO Chapter 3, Part I). Subject to the foregoing, the GSC shall have the power and authority to engage in any and all activities and pursuits that are lawful, reasonably related to the purposes set forth in the certificate of incorporation of the GSC, and not inconsistent with any other provisions of these bylaws.

2.2 The purposes and responsibilities of the GSC shall be fulfilled on a nonprofit basis. No part of the GSC's earnings shall inure to the benefit of any individual or organization, but such earnings may include reasonable charges designated for administrative services. The GSC is not a "private foundation" as that term is defined in Section 406 of the New York not-for-profit corporation law.

ARTICLE III MEMBERSHIP

3.1 The GSC is a Type B corporation under the New York not-for-profit corporation law. As such, it has no members within the meaning of New York not-for-profit Corporation Law Section 601. For other purposes (including compliance with certain provisions of the BCO applicable to the corporation), the GSC shall have members who shall be elected or appointed pursuant to, and the number and constituency of which shall be consistent with, BCO Chapter 3, Part I, Article 3. Eligibility for membership on the GSC, the method of election or appointment to such membership, and the term of office for such members shall be as provided for the GSC in the BCO.

3.2 All members shall possess fiduciary responsibilities toward the GSC, including but not limited to the fiduciary duties of care and loyalty. By serving as such, individuals elected as members agree that their personal interests must at all times be subordinated to the best interest of the GSC. Each member is prohibited from using his or her position as a member to advance any personal interest or the interest of any third party or constituency.

ARTICLE IV RELATIONSHIP TO GENERAL SYNOD; SUBMISSION TO BCO

The *BCO* (as the same may be amended from time to time) is incorporated herein by reference as though fully set forth. Any amendment to the *BCO* shall be effective and applicable to the GSC immediately upon its effectiveness. The GSC is and at all times shall be subject to the *BCO*. Without limiting the generality of the foregoing, the GSC is an “agency” of the General Synod (solely as the term “agency” is defined in *BCO* Chapter 3, Part I, Article 6). As such, and as the Executive Committee, the Board of Trustees and the Committee of Reference of the General Synod, guidelines and requirements of the GSC are (and in the future may continue to be) established by the General Synod through the *BCO*. If at any time any conflict or inconsistency exists between the *BCO* and these bylaws, the *BCO* shall control.

ARTICLE V MEETINGS

5.1 Meetings of the GSC shall be held as prescribed in the *BCO*.

5.2 Special meetings may be called by the moderator of the GSC from time to time, and shall be called by the moderator of the GSC upon the written request made to the moderator of the GSC by any five members.

5.3 A written notice of each regular and special meeting, together with an agenda, background information, and proposed actions shall be mailed or sent electronically to each member at least ten days before each regular meeting or five days before a special meeting. The location of each regular or special meeting of the members shall be specified by the moderator of the GSC in the notice of the meeting. A meeting may be held without notice if all members are present or if those not present waive due notice of the meeting and those who are present do not protest their failure to have received such notice.

5.4 The meeting immediately preceding each annual meeting of the General Synod shall be designated as the GSC’s annual meeting unless problems arise which necessitate holding the annual meeting at another time. The location of each annual meeting of the members shall be specified by the moderator of the GSC in the notice of the meeting.

5.5 A majority of the voting members of the GSC shall constitute a quorum. An affirmative vote of a majority of the voting members of the GSC shall be necessary to take any action, but a lesser number present may adjourn the meeting to a later date.

5.6 Any one or more members of the GSC or of any committee of the GSC may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.7 Any action required or permitted to be taken by the members of the GSC or of any committee of the GSC may be taken without a meeting if all such members consent in writing or by electronic transmission (including e-mail and electronic transmission) to the adoption of a resolution authorizing the action. The resolution and the written or electronically transmitted consents thereto by such members shall be filed with the minutes of the proceedings of the GSC or such committee.

5.8 All meetings shall be opened and closed with prayer. Brief written summaries of actions taken by GSC shall be published for general distribution not later than thirty days after the conclusion of any GSC meeting. Complete minutes shall be published for general distribution in a timely manner.

ARTICLE VI OFFICERS

6.1 Officers of the GSC and the terms and conditions governing their election, responsibilities and duration of service all shall be as provided in the *BCO*. The GSC shall have a moderator who will be elected annually from among the voting members. The election shall be held at the annual meeting of the GSC. The moderator shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal. In addition to the officers established in the *BCO*, the assistant secretary and treasurer of the General Synod shall be the assistant secretary and treasurer, respectively, of the GSC. If the moderator is not able to serve (whether due to death, resignation or removal), the members may elect such other person as they shall in their discretion select; *provided, however*, that the office of moderator and of secretary shall not be occupied by the same person.

6.2 The duties and responsibilities of the officers of the GSC shall be such as are established in the *BCO* and, to the extent not inconsistent therewith, as are assigned from time to time by the members.

6.3 Subject to the foregoing provisions of this Article VI, the secretary shall be responsible for the minute books and other records of the GSC and of the corporate seal, and shall be responsible for the maintenance of regular records of all business transacted by the GSC, including minutes of the meetings of the members of the GSC, and shall otherwise perform such duties and exercise such authority as the GSC may from time to time direct, and the treasurer shall be responsible for the keeping of all monies of the GSC, for the administration of all loans, and for the maintenance of regular records of the financial transactions, and shall make an annual report as well as such other reports as the GSC may from time to time direct.

ARTICLE VII INDEMNIFICATION

7.1 To the fullest extent permitted by applicable law, the GSC may indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the GSC to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any member or officer of the GSC served in any capacity at the request of the GSC, by reason of the fact that he or she, or his or her testator or intestate, was a member or officer of the GSC, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any

capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such member or officer acted in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the GSC and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

7.2 To the fullest extent permitted by applicable law, the GSC may indemnify any person made, or threatened to be made, a party to an action by or in the right of the GSC to procure a judgment in its favor by reason of the fact that he or she, or his or her testator or intestate, is or was a member or officer of the GSC, or is or was serving at the request of the GSC as a director or officer of any other corporation of any type or kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such member or officer acted in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the GSC, except that no indemnification under this paragraph shall be made in respect of (a) a threatened action, or a pending action which is settled or otherwise disposed of, or (b) any claim, issue or matter as to which such person shall have been adjudged to be liable to the GSC, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

ARTICLE VIII EMPLOYMENT AND TERMINATION OF THE GENERAL SECRETARY

8.1 The general secretary shall be employed by the GSC upon the recommendation of its search committee and only following the prior approval thereof by the General Synod.

8.2 The identification of a general secretary for employment by the GSC shall be accomplished through a search committee. The search committee for the general secretary shall be appointed by the GSC (subject to the remaining provisions of this Section 8.2). The search committee shall have not less than ten nor more than 12 members. Membership on the search committee may include the moderator of the GSC, two other members of the GSC who are appointed by the GSC, and such other members as are needed to provide a committee broadly representative of the Reformed Church in America. All members shall be confessing members of a local church (as that term is defined in the *BCO*), but need not be members of the GSC. The GSC shall designate the moderator of the search committee. The current general secretary shall not be a member of the search committee.

8.3 The GSC shall be responsible for the supervision of the general secretary. The GSC shall review the performance of the general secretary annually in a manner that is consistent with the GSC's policies. Not less frequently than every three years the GSC's review of the general secretary shall be a comprehensive performance review that solicits data from various leaders throughout the Reformed Church in America. For all such reviews of the performance of the general secretary, the GSC may appoint a committee of its own membership to conduct

interviews (including with the general secretary), gather data, and prepare a report. The report shall be submitted to the GSC at its annual meeting.

8.4 The GSC may terminate the employment of the general secretary.

ARTICLE IX DUTIES OF THE GENERAL SECRETARY

9.1 The duties and responsibilities of the general secretary shall be such as are established in the *Book of Church Order* and, to the extent not inconsistent therewith, as are specified by these bylaws or as are assigned from time to time by the GSC.

9.2 The general secretary shall be a member of the GSC, *ex-officio* and without vote and shall serve as the secretary of the GSC.

9.3 The general secretary may propose to the GSC policies for its consideration that will enable the GSC to carry out its responsibilities as identified in the *BCO* and as directed from time to time by the General Synod.

9.4 The general secretary shall be responsible for oversight of staff, implementation of goals and objectives as adopted from time to time by the GSC and the General Synod, and the general administration of the responsibilities and affairs of the GSC.

ARTICLE X EARNINGS AND ACTIVITIES

No part of the net earnings of the GSC shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the GSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. No substantial part of the activities of the GSC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the GSC 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 bylaws, the GSC shall not exercise any power or carry on any other activities not permitted to be carried on (i) 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 (ii) 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.

ARTICLE XI DISSOLUTION

Subject to an order of a Justice of the Supreme Court of the State of New York, in the event of a liquidation, dissolution, termination or winding up of the GSC (whether voluntary, involuntary or by operation of law), the property and assets of the GSC shall be distributed to a corporation or other organization that is located within the United States, that is specifically designated by the General Synod, and that qualifies as exempt from income tax under Section 501(a) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may be amended from time to time. The GSC shall designate any such qualifying organization in the plan for the dissolution of the GSC and distribution of its assets. If the GSC is unable to

designate such qualifying organization then its designation shall be made by a court of competent jurisdiction in the State of New York.

ARTICLE XII CORPORATE SEAL

The GSC shall have a seal, which shall carry the GSC's name and such other legend as the GSC may direct.

ARTICLE XIII AMENDMENTS

These bylaws may be amended only if (a) such proposed amendment has been submitted in writing to the members with the notice of the meeting of the GSC at which such amendment is to be considered, (b) such proposed amendment is approved by a majority vote of the voting members at such meeting, and (c) thereafter such proposed amendment is approved by a majority vote of the General Synod. Any such proposed amendment shall become effective promptly upon its approval by the General Synod.