

# Bylaws of the Reformed Presbyterian Woman's Association

2344 Perrysville Avenue  
Pittsburgh, PA 15214

In thanksgiving to God for His abundant blessing upon the endeavors of the Reformed Presbyterian Woman's Association (RPWA) and in acknowledgment of our dependence upon Him, we adopt these bylaws to enable us to serve the Lord Jesus Christ more effectively through the Reformed Presbyterian Home, The Upper Rooms, Inc., and the RPWA Disabilities Ministry.

## ARTICLE I ❖ ORGANIZATION

### Section 1

Authorization: Inasmuch as the Synod of the Reformed Presbyterian Church of North America (RPCNA) in the year 1897 "by formal resolution committed the management and responsibility of the Church Home from this time forth to the women of the church under the corporate name of the Reformed Presbyterian Woman's Association," therefore, we hereby recognize the authority of the Synod and accept this delegation of responsibility as a task committed to us by the Synod, to be undertaken with humility and with assurance of the Lord's guidance.

### Section 2

Name: The name of this organization is the REFORMED PRESBYTERIAN WOMAN'S ASSOCIATION (RPWA).

### Section 3

Purpose: The purpose of the RPWA is to provide, facilitate, and promote appropriate care for widows, orphans, aged and infirmed persons of the RPCNA and others in need of these services. The RPWA, a charitable, nonprofit organization, carries out this purpose through the following ministries:

- a. The Reformed Presbyterian Home, which provides a supportive living environment to older adults in a manner consistent with the affection, honor and care that the Holy Scriptures teach us as children to give our parents.
- b. The Upper Rooms, Inc., an apartment building where elderly persons may live independently because they have access to supportive services provided by the Reformed Presbyterian Home.
- c. The RPWA Disabilities Ministry, hereinafter referred to as Disabilities Ministry, which seeks to provide Christian support to disabled individuals and to the congregations, elders, deacon boards, and families of the RPCNA that minister to persons with physical or mental disabilities.

### Section 4

Membership: Any member in good standing of the RPCNA may become a voting member of the RPWA upon payment of \$1 annual dues. [Any contribution of \\$10 or more to the operating fund of the RPWA](#)

[made by a member of the RPCNA shall be considered as payment of the annual \\$1 dues and membership in the association.](#) One may become a Life Member by making a one-time dues payment of \$50.

## Section 5

### Termination of Membership:

- a. A member may resign at any time by submitting a written resignation sent to the Reformed Presbyterian Home at 2344 Perrysville Avenue, Pittsburgh, PA 15214 or emailed to rphome@rphome.org.
- b. A member who ceases to be a member in good standing of the RPCNA shall be dropped from membership.

## Section 6

Voting: Members shall be entitled to vote at any annual or special meeting of the RPWA. Neither cumulative voting nor voting by proxy shall be permitted.

## ARTICLE II ❖ Meetings

### Section 1

Annual Meeting: An annual meeting of the RPWA shall be held at such time as the Board of Directors shall establish, but no later than April 30. Due written notice of the meeting shall be ~~mailed-sent~~ to each congregation ~~of the Presbytery of the Alleghenies (RPCNA of the RPCNA)~~ and ~~printed in the Good Tidings, which is to be mailed-sent~~ not less than ~~thirty days~~~~three weeks~~ prior to such meeting.

### Section 2

Special Meeting: A special meeting may be called by the Board of Directors, by the President of the Board of Directors, or by written request of not less than fifteen members of the RPWA directed to the President or Recording Secretary of the Board of Directors. In the call of a special meeting, the business to be transacted shall be stated, and written notice of such meeting shall be ~~mailed-sent~~ to each congregation of the ~~Presbytery of the Alleghenies~~ (RPCNA) not less than ~~thirty days~~~~three weeks~~ prior to such meeting.

### Section 3

In-Person and Remote Meetings: Any annual or special meeting may be held in person at a physical location, normally the Reformed Presbyterian Home, or electronically using remote technology or any combination thereof as authorized by the Board of Directors. Meetings conducted using a remote technology, such as the Internet or telephone, shall use means to reasonably ensure that every member can at least hear each other speak and be heard by everyone attending. Such technology shall provide a reasonable means for anonymous voting. Remote participation in a meeting shall constitute presence in person.

### **Section 34**

Quorum: At the annual meeting, those members present shall constitute a quorum. At a special meeting, fifteen members shall constitute a quorum.

### **Section 45**

Business: At the annual meeting, the Board of Directors through its proper officers shall present an annual report of the RPWA and its ministries, its assets and liabilities, and the income and disbursements for the previous year. The RPWA shall elect a Board of Directors of between nine and twelve members who shall be elected by ballot and plurality vote. The Board of Directors shall be divided into three classes, with members of each class serving terms of three years. One-third of the Board of Directors shall be elected each year, together with an election necessary to fill unexpired terms. If the number of nominees equals exactly the number of vacancies, a voice vote may be taken to fill the open terms.

Nominations for the Board of Directors shall be made by a Nominating Committee composed of ~~three~~ members of the Governance Committee.

At the time of the election of the Board of Directors, nominations may also be made from the floor. All nominations, whether from the Nominating Committee or the floor, shall specify which open position each nomination is for, unless all open positions are for the same length.

## **ARTICLE III ❖ Board of Directors of the RPWA**

### **Section 1**

Powers: The Board of Directors shall have all the powers necessary or incidental to the conduct of the business and affairs of the RPWA, including the power to borrow money or purchase, sell, mortgage, or otherwise acquire, dispose of, or alienate any property, real or personal, now owned or hereinafter acquired by the RPWA on such terms as it may deem advisable without corporate action by the RPWA.

### **Section 2**

Eligibility: Members of the Board of Directors shall be selected from voting members of the RPWA.

### **Section 3**

Composition: The Board of Directors shall be composed of between nine and twelve members, ~~at the annual meeting.~~ elected

### **Section 4**

Election and Tenure: Members of the Board of Directors shall be elected by class at an annual meeting for a term of three years or to fill an unexpired term.

## Section 5

VacanciesRemoval: Any member of the Board of Directors failing to attend three consecutive meetings of the Board may be removed by a majority vote of the Board of Directors at any subsequent meeting. In the event of such removal, the member shall be notified in writing.

Vacancy: Any vacancy on the Board of Directors may be filled until the next annual meeting by a majority vote of the Board of Directors. At the annual meeting, an election shall be held to fill the remainder of the unexpired terms.

## Section 6

Regular Meetings: Regular meetings of the Board of Directors shall be held at such time ~~and place~~ as a majority of the Board may determine; and once fixed, ~~thisese time~~ shall continue to be the time ~~and place~~ for regular meetings until otherwise provided by action of the Board.

Special Meetings: Special meetings of the Board of Directors must either be called by the President, the Vice President acting in the absence of the President, or upon the written request to the President or Recording Secretary by five members of the Board of Directors.

In-Person and Remote Meetings: Any regular or special meeting of the Board of Directors may be held in person at a physical location, normally at the Reformed Presbyterian Home, or electronically using remote technology or any combination thereof as authorized by the Board of Directors. Meetings conducted using remote technology, such as the Internet or telephone, shall use means to reasonably ensure that every member can at least hear each other speak and be heard by everyone attending. Such technology shall provide a reasonable means for anonymous voting. Remote participation in a meeting shall constitute presence in person.

## Section 7

Meeting Notices: Written notice of the time, place and purpose of any special meeting shall be given to all members of the Board of Directors at least seven days prior to the meeting.

## Section 8

Quorum: At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum. ~~One or more members may participate in any meeting of the board by means of conference telephone or similar communication equipment that enables all persons participating in the meeting to hear each other.~~

## Section 9

Voting: Each member of the Board of Directors shall have one vote. No members shall have more than one vote by virtue of any dual capacity.

## Section 10

### Standard of Care and Justifiable Reliance:

- a. Director as Fiduciary: Each Director shall stand in a fiduciary relation to the RPWA and shall perform his/her or his duties as a Director, including his/her duties as a member of any committee of the Board upon which he/she or he may serve, in good faith, in a manner he/she or he reasonably believes to be in the best interests of the RPWA, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing thesehis/her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
1. One or more officers or employees of the RPWA whom the Director reasonably believes to be reliable and competent in the matters presented.
  2. Counsel, public accountants, or other persons regarding matters that the Director reasonably believes to be within the professional or expert competence of such person.
  3. A committee of the Board upon which he/she or he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

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

- b. Consideration of Factors: In discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors may, in evaluating the best interests of the RPWA, consider the effects of any action upon employees, upon suppliers and those served by the RPWA, and upon communities where the work of the RPWA is carried out. The consideration of those factors shall not constitute a violation of subsection a.
- c. Presumption: Absent breach of fiduciary duty, lack of good faith or self-dealing, action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the RPWA.

## ARTICLE IV ❖ Officers of the RPWA

### Section 1

Officers: The officers of the RPWA and Board of Directors shall be identical and shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.

## **Section 2**

Election of Officers: At the first Board meeting held subsequent to the annual meeting, the Nominating Committee, composed of ~~the three~~ members of the Governance Committee, shall nominate one current director to fill each office. Nominations may be made from the floor. The Board of Directors shall elect its officers by a majority vote of those eligible members present and voting.

## **Section 3**

Tenure of Officers: The officers elected shall serve for a term of one year, beginning on the day of their election and until their successors are elected and enter upon the discharge of their duties.

## **Section 4**

President: The President shall preside at all meetings of the RPWA, the Board of Directors, and the Executive Committee. Unless otherwise provided, the President shall appoint the chairman and members of all committees with the approval of the Board of Directors. The President is an ex-officio voting member of all committees except the Nominating Committee.

## **Section 5**

Vice President: The Vice President shall perform such duties as the President may assign. In the event of the disability or absence of the President, the Vice President shall exercise the powers of the President.

## **Section 6**

Recording Secretary: The Recording Secretary shall attend all meetings of the RPWA, the Board of Directors, and the Executive Committee; record the respective minutes; supervise and be responsible for sending copies of said minutes to the members of the Board of Directors; supervise and be responsible for filing and preserving records and papers pertaining to the RPWA, the Board of Directors, and all committees; supervise and be responsible for keeping in safe custody the corporate seal of the corporation; and, when authorized by the RPWA, the Board of Directors or Executive Committee, shall affix the same to any instrument requiring it.

## **Section 7**

Corresponding Secretary: The Corresponding Secretary shall read correspondence addressed to the Board or to the RPWA at Board meetings, write letters as requested by the Board President, and keep a file of all correspondence received and sent.

## **Section 8**

Treasurer: The Treasurer shall work with Reformed Presbyterian Home management to ensure that appropriate financial reports are made available to the Board on a timely basis; ensure that management prepare the annual operating and capital budget and present the budget to the Board for

approval; ensure that management maintain adequate oversight for the safekeeping of the funds and securities of the RPWA; be a signer on the financial accounts in case of emergency; ensure that management arrange for an annual audit of the finances of the Reformed Presbyterian Home and its controlled entity, The Upper Rooms, Inc., and report on that audit to the Board of Directors; review the monthly financial reports submitted by management, including the investment reports; review the annual reports required by the IRS; submit to the RPWA annual meeting a summary report of the financial picture of the Reformed Presbyterian Home for the preceding fiscal year; and serve as the Chair of the RPWA Finance Committee.

## Section 9

Assistant Treasurer: The Assistant Treasurer, in the absence or disability of the Treasurer, shall exercise the powers of the Treasurer.

## ARTICLE V ❖ Operating Officers

Executive Director (Administrator): The Administrator is responsible for directing the operations of the Reformed Presbyterian Home and Vista Apartments and The Upper Rooms, Inc. (HUD apartments) in accordance with Board-established philosophy and current applicable federal, state, and local laws and regulations.

Director of Finance~~Chief Financial Officer~~: The Director of Finance~~Chief Financial Officer~~ is responsible for oversight and management of the finances of the RPWA.

## ARTICLE VI ❖ Committees of the Board of Directors

### Section 1

Appointment: Unless the bylaws or the resolution creating the committee provides otherwise, all appointments to a standing or special committee, including its chairman, shall be made by the President with the approval of the Board of Directors or the Executive Committee.

### Section 2

Executive Committee:

- a. Composition: The Executive Committee shall consist of the officers of the Board of Directors.
- b. Powers: Between meetings of the Board of Directors, the Executive Committee may perform, consistent with any actions taken by the Board of Directors, the functions that the Board of Directors itself might perform except the power to borrow money or purchase, sell, mortgage, or otherwise dispose of or alienate any property, real or personal, of the RPWA. It shall report its action on all matters at the next meeting of the Board of Directors through the reading of its minutes.
- c. Meetings: Meetings shall be held on the call of the President or at the written request of two or more members of the Executive Committee.
- d. In-Person and Remote Meetings: Any regular or special meeting of the Executive Committee may be held in person at a physical location, normally at the Reformed Presbyterian Home, or

electronically using remote technology or any combination thereof as authorized by the Executive Board. Meetings conducted using a remote technology, such as the Internet or telephone, shall use means to reasonably ensure that every member can at least hear each other speak and be heard by everyone attending. Remote participation in a meeting shall constitute presence in person.

d. Quorum: A majority of the members of the Executive Committee shall constitute a quorum. ~~One or more members may participate in any meeting of the committee by means of conference telephone or similar communication equipment that enables all persons participating in the meeting to hear each other. Participation in a meeting in this manner shall constitute presence in person.~~

### **Section 3**

Committee Tenure of Standing and Special Committees: Standing c~~Committees shall continue in existence until the next annual meeting following their appointment unless discharged by the Board of Directors. Special committees shall continue until they have completed a specified task.~~

### **Section 4**

In-Person and Remote Meetings: A meeting of any standing committee or special committee may be held in person at a physical location, normally at the Reformed Presbyterian Home, or conducted using a remote technology, such as the Internet or by telephone, as long as every member can at least hear each other speak and be heard by everyone attending. Participation in a meeting of this manner shall constitute presence in person.

### **Section 54**

Quorum: A majority of the voting members of any committee shall constitute a quorum.

## **ARTICLE VII ❖ Financial Matters**

### **Section 1**

Fiscal Year: The fiscal year of the RPWA shall coincide with the calendar year.

### **Section 2**

Indemnification: The RPWA shall indemnify members of the Board of Directors and officers of the RPWA against expenses actually and reasonably incurred by them in connection with any action, suit or proceeding to which any of them may be made a party by reason of being or having been a member of the Board of Directors or an officer of the RPWA, except as to matters wherein said member or officer shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

### **Section 3**



Bonding: The Board of Directors shall determine the persons to be bonded as well as the amount of each bond. Bonding expenses shall be borne by the RPWA.

#### **Section 4**

Liquidation: In the event of sale or liquidation of any assets of the Association or any of its ministries, the net proceeds thereof shall revert to the Reformed Presbyterian Woman's Association. In the event of disposition of substantially all of the assets of the Reformed Presbyterian Woman's Association or liquidation thereof, any net proceeds will revert to the Trustees of the Synod of the Reformed Presbyterian Church of North America. In no event and under no circumstances shall any surplus funds be diverted for the private inurement of any person in the event of sale or dissolution.

### **ARTICLE VIII ❖ Disabilities Ministry**

#### **Section 1**

Purpose: The purpose of the Disabilities Ministry is:

- a. to mobilize all of the appropriate resources of the RPCNA and various government and social agencies in a manner that will best meet the needs of disabled persons of the Christian community;
- b. to provide opportunities for disabled persons to use their gifts and abilities in the furtherance of Christ's kingdom; and
- c. to solicit, receive, invest, or expend funds for the accomplishment of its purpose.

#### **Section 2**

Control: The Disabilities Ministry has adopted its own bylaws, which ensure that appropriate steps are taken to inform the RPWA Board of Directors and its designated representatives of their activities. The RPWA Board of Directors shall have the right to enjoin or direct any action. Moreover, the RPWA Board of Directors must approve by RPWA Board motion, any act by the Disabilities Ministry to borrow money, make purchases, sell, or mortgage or otherwise acquire, dispose of or alienate real property or significant personal property, now owned or hereinafter acquired by the Disabilities Ministry.

### **ARTICLE IX ❖ The Upper Rooms, Inc.**

Purpose: The Upper Rooms, Inc., is the entity that owns twenty-six apartments for very low income frail elderly in the Upper Rooms apartment building. The Board of Directors of The Upper Rooms, Inc., shall be comprised of the six officers of the RPWA, the [Director of Finance](#)~~Chief Financial Officer~~ of the RPWA, and one member living within one mile of the facility "approved by the Board of the RPWA." The Upper Rooms, Inc., a separate legal entity, has adopted its own bylaws and operates the twenty-six apartments in accordance with HUD Section 202 guidelines.

### **ARTICLE X ❖ Parliamentary Authority**

Rules of Order: The current edition of Robert's Rules of Order Newly Revised shall govern the RPWA, the Board of Directors, the Executive Committee, and committees in parliamentary situations that are not encompassed by the Articles of Incorporation or these bylaws.

**ARTICLE XI ❖ Amendment**

Bylaws: Proposed amendments may be initiated by the Board of Directors or by any member of the RPWA, provided that all proposed amendments shall be submitted in writing to the Board of Directors for its recommendations at its first regularly scheduled meeting of the calendar year, which shall occur at least ~~forty~~thirty days prior to the RPWA annual meeting at which such amendments are to be considered.

Written notice of each proposed amendment with recommendations of the Board of Directors shall be ~~mailed~~sent to each congregation of the RPCNA at least ~~thirty~~thirty days prior to the meeting at which the amendment is to be considered.

An amendment may be adopted and shall become effective upon receiving a majority vote of members present and voting.

This is to certify that these Bylaws are the current and true Bylaws of the Reformed Presbyterian Woman's Association as of the date below.

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Signed

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Dated

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Printed