

Dean T. Stevenson School for Ministry Bylaws

Article I Purposes and Limitations

The Bishop Dean T. Stevenson School for Ministry (the “School” or “SSFM”) is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the “Code”) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The School’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “Articles”).

To further the School’s purposes and mission, “the School” shall have and exercise all of the powers conferred by the provisions of the Pennsylvania Nonprofit Corporation Law, as may from time to time be amended (the “NPCL”), not outside the scope of the Articles.

No part of the net earnings of “the School” may inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the School will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of “the School” may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the School will 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 provisions herein, the School may not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code; and (b) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

<p>The Corporation shall be the Dean T. Stevenson School for Ministry of The Diocese of Central Pennsylvania.</p>

Article II **Board of Directors**

Section 2.1 General Powers.

The affairs of the School will be managed by The Dean T. Stevenson School for Ministry Board of Directors.

Section 2.2 Appointment, Class, and Term.

The number of Directors on the Board will be nine and, in order to provide for staggered terms of office, the Directors will be divided into three classes with respect to the time for which they will severally hold office. The terms of the Directors in the first class will expire on December 31, 2015, the terms of the Directors in the second class will expire on December 31, 2016, and the terms of the Directors in the third class will expire on December 31, 2017; provided that, in any event and irrespective of the expiration of their terms, a Director of any class will remain in office until his/her successor has been appointed or elected as the case may be. One Director of each class shall be appointed by the Bishop of the Episcopal Diocese of Central Pennsylvania, one Director of each class shall be elected by the annual convention of the Diocese of Central Pennsylvania, one Director of the first and second class shall be appointed by the Dean of the School and the Dean of the School shall be a Director in the third class. At each appointment or election thereafter, the Directors appointed or elected to succeed the Directors of any class will be appointed or elected for a term of three years.

Section 2.3 Annual and Regular Meetings.

The annual meeting of the Board will be held during such time as the Board may determine. In addition to the annual meeting, the Board will hold three regular quarterly meetings, within the Commonwealth of Pennsylvania, or other supportive Diocese.

Section 2.4 Special Meetings.

Special meetings of the Board may be called by the Chairman or the Dean. The person or persons calling a special meeting of the Board may fix any place within the Commonwealth of Pennsylvania as the place for holding the special meeting of the Board called by them.

Section 2.5 Notice; Waiver of Notice.

Notice to the Directors of a special meeting of the Board will be given at least five days before the meeting and may be delivered personally, by mail, by facsimile transmission, or by e-mail, to the address, facsimile number, or e-mail address for each Director as it

appears on the records of The Stevenson School for Ministry. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission.

A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 2.6 Quorum and Voting.

A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one vote upon each matter submitted to a vote at any such meeting.

Section 2.7 Manner of Acting.

The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Articles.

Section 2.8 Attendance by Conference Telephone, Similar Communications Equipment.

Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment, including Skype, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 2.9 Action by Unanimous Consent.

Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 2.10 Action Requiring the Vote of a Supermajority of Directors.

The term "Supermajority of Directors" shall mean seventy-five percent (75%) or more of all Directors. The following actions may be taken only if approved by the affirmative vote of a Supermajority of Directors:

- (a) Incurring loans, making guaranties, or pledging collateral.
- (b) Authorizing expenditures greater than \$5,000.00.
- (c) Selecting any material asset.
- (d) Approving the budget.
- (f) Revising Articles or Bylaws.

Section 2.11 Removal; Vacancies.

A Director may be removed with or without cause by a Supermajority of Directors. A vacancy on the Board occasioned by the death, incapacity, resignation, or removal of a Director may be filled in the same manner as the Director who was removed was elected or appointed. Any Director appointed to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 2.12 Compensation.

Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their reasonable expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the School in any other capacity and receiving reasonable compensation for personal services actually rendered.

ARTICLE III COMMITTEES OF THE BOARD

Section 3.1 Committees Generally.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of two or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of The Stevenson School for Ministry.

Section 3.2 Finance Committee.

The Board may have a Finance Committee. The Finance Committee will make recommendations to the Board regarding all areas of finance and investment for The Stevenson School for Ministry including, without limitation, operating and capital budgets, cash management, debt financing, financial risk management, internal financial statement preparation and presentation, banking activities and relationships, and investment of the School's assets.

A Chair of the Finance Committee will preside at all meetings of the Finance Committee. The Finance Committee shall have quarterly, regular meetings. Special meetings may be called by the Chairman of the Board or by the Dean of the School. The Finance Committee will propose an annual budget for Board approval and lead fundraising efforts (including perennial, alternative, and specific capital development initiatives). Quorum requires the presence of a majority of the committee. Actions may be taken by the affirmative vote of a majority of the committee members present.

Section 3.3 Faculty Committee.

The Stevenson School for Ministry Board of Directors may have a Faculty Committee. The structure and population of the Faculty Committee will be determined by recommendation of the Dean and approval of the Board. Committee will include two members of the board of examining chaplains. This committee will have quarterly meetings and will oversee the on-going development of curriculum and programs (THRIVE), and other extracurricular programming. Including satellite centers in Convocations, regional leadership development such as Appreciative Inquiry training (AI) training, and workshops for specific leadership needs and the Vital and Effective Leadership Institute. The Faculty Committee responsibilities shall also include recruitment and in service training.

Section 3.4 Other Standing Committees.

The Board may create other standing committees pursuant to Section 3.1 of this Article.

Section 3.5 Absence.

The Board may designate one or more Directors as alternate members of any committee, who may temporarily replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of Article 3.12 or who no longer meets the qualifications required to serve on the committee.

Section 3.6 Notice; Waiver of Notice.

Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 3.7 Recordkeeping.

All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the School and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the School may act as Secretary of a committee if the committee or the Board so requests.

Section 3.8 Attendance by Conference Telephone, Similar Communications Equipment.

Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment, including Skype, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 3.9 Committee Action without a Meeting.

Any action which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 3.10 Term of Office.

Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 3.11 Chair.

One member of each committee will be appointed chair of the committee as designated by the Board.

Section 3.12 Removal; Vacancies.

A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 3.13 Quorum.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the

members present at a meeting at which a quorum is present will be the act of the committee.

Section 3.14 Participation by Non-Members.

Although a committee may permit a person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

Section 3.15 Rules.

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE IV OFFICERS

Section 4.1 Elected Officers.

The elected officers of the School will be a Chair, a Vice Chair, a Dean, a Secretary, and a Treasurer. The School may also have such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office, except that the offices of Chair and Treasurer shall not be held by the same person.

Section 4.2 Appointed Officers.

The Dean may appoint, with the approval of the Board, such assistant treasurers as he/she may deem necessary or advisable.

Section 4.3 Duties of Chair of the Board.

The Chair of the Board will preside at all meetings of the Board at which he/she may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chair of the Board, other than those conferred by law exclusively upon the Dean or another officer, as the Board may from time to time determine.

Section 4.4 Duties of Dean.

The Dean will be the chief executive officer of The Stevenson School for Ministry. He/she may execute all contracts, deeds, and other instruments for and on behalf of "the School" and will do and perform all other things for and on behalf of "the School" as the Board authorizes and directs. He/she will enjoy and discharge generally such other and further rights, powers, privileges, and duties as customarily relate and pertain to the office of Dean of a school or a president of a corporation.

Without limiting the foregoing, the Dean will have the following responsibilities:

- Over-see formation programs, including the development of appropriate programming, courses, and extracurricular offerings, in light of program goals and objectives;
- Develop the annual academic calendar and course offerings needed for different cohorts;
- Recruit and equip faculty each year in each program area (biblical studies, historical studies, theological studies, ministerial and pastoral studies);
- Work with convocation staff in development and implementation of convocation and diocesan programming;
- Encourage faculty to develop extracurricular offerings included in the Vital and Effective Leadership Institute and oversee scheduling for such courses (e.g. summer sessions)
- Maintain student records and transcripts, monitor student progress, and provide regular reports to Bishop, diocesan officers, COM, Standing Committee ;
- Develop and distribute information pertaining to school activities to students, faculty, and staff and to the wider Diocesan participants.
- Coordinate and monitor student extensions, incompletes, and independent studies;
- Coordinate worship schedule (rotation for officiants, preachers) and liturgical customary, work with Orientation staff on the implementation of worship services;
- Work as needed with individual students and diocesan officers in development of customized programs;
- Coordinate each month with Orientation staff regarding logistical needs for weekend class sessions;
- Oversee development of orientation for new students, including development of documents (book lists, policies and procedures, etc.);
- Oversee development and implementation of annual convocation gathering open house (recruit homilist; liaise with cathedral; develop liturgy; distribute invitations to students, faculty, and families and all who are interested);
- Oversee development and implementation of graduation (annual report to diocesan convention, certificates for graduates);
- Assist and advise comptroller on oversight of school's finances and budget (includes providing documentation for all honorariums and expenses and tracking regular income and expenses);
- Provide information to diocesan communications officer for promotion and advertising of school offerings and activities;

- Respond to inquiries from interested parties about the school and its programs and courses;
- Hire and work with caterer to ensure appropriate meals are provided during three day Orientation Gatherings, as well as Vital and Effective leadership modules.
- Coordinate efforts of work groups charged with particular tasks (e.g., digital delivery strategies).
- Provide as needed public presentations on the work of The Stevenson School for Ministry (for diocesan, convocations, parishes).

Section 4.5 Duties of Vice Chair.

The Vice Chair, if one elected, shall work in cooperation with the Chair and shall perform such duties as the Board authorize and direct. In the event of the death or during the absence, incapacity, or inability or refusal to act of the Chair, the Vice Chair shall be vested with all the powers and perform all the duties of the office of Chair until the Board otherwise provides. He/she will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of Vice Chair.

Section 4.6 Duties of Secretary.

The Secretary will cause minutes to be kept complete and corrected for all meetings of the Board. He/she will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he/she will execute with the Dean all contracts, deeds, and other instruments for and on behalf of the School. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of The Stevenson School for Ministry, the inspection of which will be permitted at all reasonable times by any Director or executive officer of "the School".

The Secretary will attend to such correspondence as may be incidental to his/her office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 4.7 Duties of Treasurer.

The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the School.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of The Stevenson School for Ministry in such depositories as the Board authorize and direct and, whenever requested to do so by the Chair of the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the School.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

Section 4.8 Resignation and Removal.

Any officer of the Stevenson School for Ministry may resign by delivering a written resignation to the School at its principal office or to the Chair of the Board, the Dean, or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer of the Stevenson School may be removed from office by the Board with or without cause; provided, however, that any such removal will be without prejudice to the contract rights, if any, of the person so removed; and further provided, however, that the Dean may be removed only for just cause. Election or appointment of an officer does not in itself create contract rights.

Section 4.9 Vacancies.

Vacancies in any elected office occasioned by the death, resignation, or removal of any officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified.

Section 4.10 Compensation.

The compensation of the officers, if any, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the School; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE V GENERAL PROVISIONS

Section 5.1 Contracts.

The Board may authorize any officer or officer's agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Notwithstanding the foregoing, unless otherwise limited by the Board, the Dean of the School will have the power and authority to execute on behalf of and bind the School with respect to contracts in the ordinary course of the School's business and activities.

Section 5.2 Loans.

No loans may be contracted on behalf of the School, without authorization of the Board as provided in article 10.2

Section 5.3 Checks, Drafts, and Similar Instruments.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Stevenson School For Ministry will be signed by such officer or officers, agent or agents of the School and in such manner as may from time to time be determined by the Board.

Section 5.4 Deposits.

All funds of the School will be deposited within ten days of receipt to the credit of the School in such banks, trust companies or other depositories as the Board may select.

Section 5.5 Custodians.

The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the School, which custodian will maintain a record of all receipts, expenditures, income and expenses of the School and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 5.6 Agents and Attorneys.

The Board may appoint such agents, attorneys, and attorneys-in-fact of the Stevenson School for Ministry as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which the School is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as the School might or could do if it acted by and through its regularly elected and qualified officers.

Section 5.7 Fiscal Year.

The fiscal year of the School shall commence on July 1 of each year and end on June 30 of each year. The Board will have the power to change the fiscal year of the School.

Section 5.8 Interpretation.

The terms "include," "including" and similar terms shall be construed as if followed by the phrase "without being limited to." The term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 5.9 Electronic Communications and Signatures.

Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records, and signatures for all notices, waivers, consents, undertakings and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written," "in writing," or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "or executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the School, nor the Dean, may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

ARTICLE VI **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The School will indemnify and protect any director, officer, employee, or agent (including, without limitation, any member of the faculty) of the School, or any trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania.

ARTICLE VII **PROPERTY DEVOTED TO CORPORATE PURPOSES**

All income and properties of the School will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles of these Bylaws.

ARTICLE VIII **AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a supermajority of all Directors as described in Section 2.10.

ARTICLE IX

In the event of the dissolution of the Stevenson School for Ministry all property real and personal and all monies of the school shall revert and divest to the Episcopal Diocese of Central PA and all liabilities of the School shall be assumed by the diocese.