

Bylaws of Iron Works Church

Revised November 2022



I. Name

The name by which this organization shall be known in law shall be "Iron Works Church", also known as "Franklin Hall Events" (which is a fictitious name registered with the Pennsylvania Department of State), referred to herein as "the church."

II. Constitution

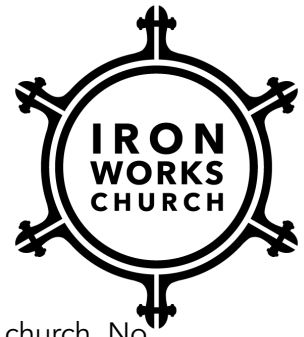
The Constitution of the church, which is subject to and subordinate to the Scriptures of the Old and New Testaments, the inerrant Word of God, consists of its doctrinal standards set forth in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms, and the Book of Church Order of the Presbyterian Church in America ("BCO"), comprising the Form of Government, the Rules of Discipline, and the Directory for Worship (see BCO Preface III). Whenever possible, these Bylaws shall be interpreted so as to be consistent with the church's Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control (see BCO 11-4; 25-7).¹

III. Purpose and Limitations

The purposes of the church are:

- a. To bring glory and honor to the Triune God by promoting true worship, mutual edification, and gospel witness;
- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities (see BCO 25-7).

¹These Bylaws are designed to supplement the Constitution of the church, especially our Book of Church Order (BCO). When needed to provide an understandable framework, these Bylaws will actually duplicate or repeat what is stated in the BCO. In many places, these Bylaws go beyond the BCO and address issues that are not adequately covered elsewhere. To avoid repeating the entire BCO, however, these Bylaws do not cover every issue addressed in the BCO. Therefore, these Bylaws may not serve as a substitute for the BCO, which should still be consulted when questions arise about church government. To facilitate cross-referencing between these two documents, these Bylaws contain numerous citations to related sections of the BCO.



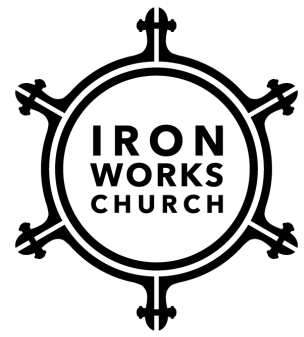
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest, or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

IV. Ownership and Distribution of Property

- a. The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws (see BCO 25-9 to 11). Should the church decide to withdraw from the Presbyterian Church in America as provided in BCO 25-11, the church shall retain ownership of its property. Such withdrawal shall not be considered to be a "dissolution."
- b. "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made for them; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Session.²
- c. If a church is dissolved by the Presbytery at the request of the congregation and no disposition has been made of its property by those who hold the title to the property within six months after such dissolution, then those who held the title to the property at the time of such dissolution shall deliver, convey and transfer

²"The Session" is defined in BCO chapter 12 and is the governing body of the church.

to the Presbytery, all property of the church; and the receipt and acquittance of the Presbytery, or its proper representatives, shall be a full and complete



discharge of all liabilities of such persons holding the property of the church. The Presbytery receiving such property shall apply the property or the proceeds thereof at its discretion, and the requirements of Bylaw 14 b. are satisfied (see BCO 25-12).

- d. Any assets not otherwise 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, for such purposes and to such organizations as said court shall determine, provided such organizations are part of the Presbyterian Church in America.

V. Trustees

5.01 Powers. The civil activities and affairs of the Corporation shall be managed by its Board of Trustees. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation and these Bylaws, the Board of Trustees may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by law (provided such laws are not in conflict with the Holy Scriptures or doctrine), by the Constitution of the Presbyterian Church in America, by the Articles of Incorporation, or by these Bylaws. Such powers and authority shall include, but not be limited to, the buying, selling and mortgaging of property for the church, the acquiring and conveying of title to such property, the holding and defending of title to the same, and the managing of any permanent special funds entrusted to them for the furtherance of the purposes of the church, provided that such duties do not infringe upon the powers and duties of the Session or of the Board of Deacons. In buying, selling, and mortgaging real property, the Trustees shall act solely under the authority of the Corporation, granted in a duly constituted meeting of the members of the Corporation.

5.02. Number. The Board of Trustees shall consist of not more than fifteen (15) nor less than three (3) persons, the exact number of which shall be fixed by a resolution of the Trustees from time to time.

5.03. Qualifications. Election. and Term. Trustees shall be of the age of eighteen (18) years or over, but need not be residents of the State of Pennsylvania. The Board of Trustees shall consist of all current, active Ruling Elders serving on the Session of the church and all current, active Deacons. Each Ruling Elder and Deacon shall be elected according to the qualifications and procedure detailed in The Book of Church Order of the Presbyterian Church in America. Each Trustee shall serve on the Board of Trustees as long as he is an active member of the Session or Diaconate of the church.



5.04. No Compensation. The Trustees shall serve without compensation, except that the Board by resolution may provide for reasonable expenses for attendance at meetings of the Board to be reimbursed.

5.05. Regular Meetings. Meetings of the Board of Trustees shall be held at such place, either within or outside the State of Pennsylvania, as may from time to time be fixed by resolution of the Board of Trustees, or as may be specified in the notice of meeting. Regular meetings of the Board of Trustees shall be held at such time as may from time to time be fixed by resolution of the Board of Trustees.

5.06. Special Meetings. Special meetings may be held if called pursuant to Section 5.07 herein with at least two days' notice by telephone or personal delivery, or five days' notice by first class mail, of the time and place of the meeting to each Trustee.

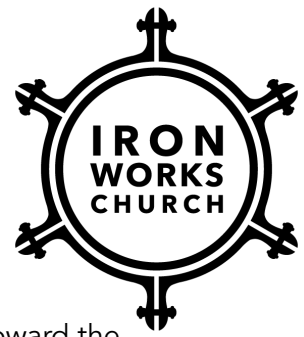
5.07. Calling Meetings. Meetings of the Board of Trustees may be called by the President of the Corporation when he may judge it requisite or when requested to do so by any two of the Trustees.

5.08. Waiver of Notice. Notice of a meeting of the Board of Trustees need not be given in any event to any Trustee who signs a waiver of notice either before or after the meeting. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except if a Trustee states, at the beginning of the meeting, any such objection or objections to the transaction of business.

5.09. Contents of Notice. The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Trustees need not be specified in the notice or waiver of notice of such meeting.

5.10. Quorum. The quorum for a meeting of the Trustees shall be equal to the quorum required in the Book of Church Order for a Meeting of a Session.

5.11. Conduct of Meetings. The President of the Corporation, and in his absence the acting President, named by the Board of Trustees, shall preside at meetings of the Board of Trustees. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding Officer, shall act as Secretary for meetings of the Board of Trustees. Meetings shall be governed by The Book of Church Order of the Presbyterian Church in America and most recent edition of Robert's Rules of Order, except where Robert's Rules of Order are inconsistent therewith.



5.12. Telephone Participation. Trustees may participate in meetings of the Board of Trustees through use of conference telephone or similar communications equipment so long as all Trustees participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum in any vote.

5.13. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all members of the Board or of such committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

5.14. Adjournment. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Board of Trustees to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Trustees, with at least two days' notice by telephone or personal delivery, or five days' notice by first class mail, of the time and place of the meeting.

5.15. Removal. The Board of Trustees may declare the position of a Trustee vacant, and may remove such Trustee for cause, on occurrence of any of the following events: the Trustee has been declared of unsound mind by a final order of court, the Trustee has been convicted of a felony, or the Trustee has been deposed from the office of Ruling Elder or Deacon through church discipline.

5.16. Resignation. Any Trustee may resign by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the Corporation would be left without the minimum number of duly elected Trustees in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

5.17. Vacancies. A vacancy on the Board of Trustees shall exist on the death, resignation, or removal of any Trustee; whenever the number of Trustees authorized is increased; and on failure of the Congregation to elect the full number of Trustees authorized. Such vacancies can only be filled for the remainder of the term by the election of additional Trustees by the Congregation.

VI. Terms for Ruling Elders and Deacons



Ruling elders and deacons will serve for a term of (3) years, which may be renewed by mutual agreement of the officer and the Session once. After a maximum of (2) terms, ruling elders and deacons will not be eligible for election again for the duration of (1) year.

VII. Amendment of Bylaws

These Bylaws may be amended or repealed only by: 1) the affirmative vote of the majority of the active Session, or 2) the affirmative vote of the majority at a duly called congregational meeting.