

# Bylaws for The Association of Mid Council Leaders, Inc.

## ARTICLE I – OFFICES AND FISCAL YEAR

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### **Section 1.01 Registered Office**

The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 1861 Charter Lane, Suite 125, Lancaster, Pennsylvania, until otherwise established by a vote of a majority of the Board of Directors in office (the "Steering Committee"), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

### **Section 1.02 Other Offices**

The corporation may also have offices at such other places within or without the United States of America as the Steering Committee may from time to time appoint or the business of the corporation requires.

### **Section 1.03 Fiscal Year**

The fiscal year of the corporation shall be the calendar year.

## ARTICLE II – PURPOSE

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### **Section 2.01 Purpose**

The Association of Mid Council Leaders, Inc., hereafter referred to as AMCL, is a non-profit corporation and shall operate exclusively for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax code.

To maximize our impact on current efforts, we may seek to collaborate with organizations which fall under the 501(c)(3) section of the internal revenue code exclusively for religious, educational, and charitable purposes.

## ARTICLE III – NON-PROFIT NATURE

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### **Section 3.01 Non-Profit Organization**

AMCL is organized exclusively for religious, educational, and charitable 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 corresponding section of any future federal tax code. No part of the net earnings of AMCL 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 set forth in the purpose clause hereof.

Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

AMCL is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its religious, educational, and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles.

### **Section 3.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of AMCL, of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **Section 3.03 Dissolution**

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

Upon termination or dissolution of AMCL, and any successor organizations, whether incorporated or otherwise, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a court or competent jurisdiction in the county in which the principal office of the organization 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.

The organization to receive the assets of AMCL, is the Presbyterian Church (U.S.A.), A Corporation or its successor to support mid council ministries work.

### **Section 3.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person(s) or individual(s), 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 set forth in Article II.

**Section 3.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**Section 3.06 Prohibited Activities**

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) 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.

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**ARTICLE IV – MEMBERSHIP IN THE ASSOCIATION OF MID COUNCIL LEADERS, INC.**


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**Section 4.01 Membership**

Membership is open to persons serving in presbytery and synod leadership functions/staff, such as executive presbyters, general presbyters, associates, stated clerks, or leaders called by another presbytery/synod leadership title, whether employed or volunteer.

Affiliate Membership is open to leaders of the PC(USA) Agencies, in order to strengthen congregations and our witness to the Lord Jesus Christ.

**Section 4.02 Dues**

Membership in AMCL is established through the payment of annual dues. The dues amount is proposed by the Steering Committee and voted upon at the AMCL annual meeting. Dues paid after October 15 will be applied to the next calendar year, unless the individual instructs differently. Only those who have paid AMCL dues or submitted a membership form with intent to pay are eligible to vote at AMCL meetings.

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**ARTICLE V – THE ASSOCIATION OF MID COUNCIL LEADERS, INC. MEETINGS AND FUNCTIONS**


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**Section 5.01 Annual Meeting**

AMCL shall hold an annual meeting, which may be in-person, hybrid, or virtual.

**Section 5.02 Other AMCL Gatherings**

The AMCL Steering Committee may schedule other AMCL gatherings in conjunction with meetings of the General Assembly, as well as other occasions to gather in-person, hybrid, or virtually. The AMCL Steering Committee may collaborate with the Association of Stated Clerks or other organizations to sponsor gatherings.

### **Section 5.03 Attendance at AMCL Gatherings**

Meetings and functions of AMCL are open to mid-council leaders and leaders of the PC(USA) agencies. Membership is not required to attend.

## **ARTICLE VI – STEERING COMMITTEE AND OFFICERS OF THE ASSOCIATION OF MID COUNCIL LEADERS, INC.**

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### **Section 6.01 AMCL Steering Committee Constitutes the Board of Directors**

The AMCL Steering Committee shall serve as the Board of Directors of The Association of Mid Council Leaders, Inc.

### **Section 6.02 Officers of the Steering Committee**

The officers of this organization shall be a President, Vice President/President-Elect, Secretary and Treasurer. The officers shall be elected by voting members at the annual meetings of AMCL. Officers and members of the Steering Committee shall serve no longer than six years consecutively.

THE PRESIDENT shall preside at all meetings of the association and shall chair the Steering Committee. The President shall be elected for a two-year term.

THE VICE PRESIDENT shall be elected for a two-year term on the Steering Committee and shall ordinarily succeed to the office of President. The Vice President shall carry out the duties of the President if the President is unable to fulfill the duties of office.

THE SECRETARY shall be elected for a two-year term and shall serve on the Steering Committee. The Secretary shall keep the minutes and official records of AMCL. The Secretary may be elected for successive terms of office.

THE TREASURER shall be elected for a two-year term and shall serve on the Steering Committee. The Treasurer shall be the custodian of the funds for AMCL, receive the dues, keep a record of the membership, and pay the lawful obligations of AMCL. The Treasurer may be elected for successive terms of office.

### **Section 6.03 General Powers**

All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Steering Committee, or, in the absence of controlling provisions in resolutions or orders of the Steering Committee, as may be provided in these bylaws.

### **Section 6.04 The President**

The President shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the Steering Committee. The President shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Steering Committee except in cases where the signing and execution thereof shall be expressly delegated by the Steering Committee or by these bylaws, to some other officer or agent of the corporation; and, in general, shall

perform all duties incident to the office of President, and such other duties as from time to time may be assigned to the President by the Steering Committee.

#### **Section 6.05 The Vice President**

The Vice President shall perform the duties of the President in their absence and such other duties as may from time to time be assigned to the Vice President by the Steering Committee or the President.

#### **Section 6.06 The Secretary**

The Secretary shall attend all meetings of the Steering Committee and shall record all the votes of the Steering Committee and the minutes of the meetings of the Steering Committees and of committees of the Steering Committee and shall arrange for their storage; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to the Secretary by the Steering Committee or the President.

#### **Section 6.07 The Treasurer**

The Treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate bank for the organization; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in their custody as Treasurer in such banks or other places of deposit as the Steering Committee may from time to time designate; shall, whenever so required by the Steering Committee, render an account showing transactions as Treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to the Treasurer by the Steering Committee or the President.

#### **Section 6.08 Members of the Steering Committee**

The Steering Committee shall be composed of the elected officers, the immediate past president, the moderator of the Presbyterian Leader Formation Coordinating Team, plus six members elected for rotating three-year terms from the membership. The Steering Committee shall include at least one stated clerk, at least one "associate" mid council leader, and at least one leader of a synod. Steering Committee members shall be eligible for a second three-year term. No one shall serve a combination of years as an officer or a member of the Steering Committee for more than six consecutive years. The Steering Committee shall guide AMCL within the purpose of the organizations.

#### **Section 6.09 Powers**

The Steering Committee shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Steering Committee, except as otherwise directed in these bylaws.

### **Section 6.10 Selection of Members of the Steering Committee**

Selection of members of the AMCL Steering Committee shall be through a nomination process. The Nominating Committee shall be composed of the immediate past president (who shall convene the group) and three members at large not presently serving on the Steering Committee, elected for three-year terms. The members of the Nominating Committee shall be nominated by the current Nominating Committee, in consultation with the Steering Committee. The Nominating Committee shall, in as much as possible, assure that diversity is represented among the nominees. Each member of the Steering Committee shall be a natural person of full age but need not be a resident of Pennsylvania.

### **Section 6.11 Election of Officers and the Steering Committee**

At each annual meeting, the membership shall elect officers, the Steering Committee, the Presbyterian Leader Formation Coordinating Team and any other teams or groups established by AMCL.

The Nominating Committee shall place in nomination its recommendations. Nominations from the floor shall always be in order, providing the person being nominated has previously consented to serve, if elected. Those elected shall assume office when installed at the conclusion of the annual meeting and shall serve until the next leaders are installed.

### **Section 6.12 Organization**

At every meeting of the Steering Committee, the President shall preside. In the case of the absence of the President, the Vice-President shall preside. In the absence of the Vice-President, a Steering Committee member chosen by the majority of those present shall preside. In the absence of the Secretary, any person appointed by the one presiding over the meeting, shall act as Secretary.

### **Section 6.13 Resignations**

Any member of the Steering Committee may resign at any time by giving written notice to the President or the Secretary of the Steering Committee. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 6.14 Vacancies**

The Steering Committee may declare vacant the office of a member who is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or if within 60 days after notice of election, the member-elect does not accept such office either in writing or by attending a meeting of the Steering Committee.

Any vacancy or vacancies in the Steering Committee because of death, resignation, removal in any manner, disqualification, an increase in the number of members, or any other cause, may be filled by following the process for nomination, with election at a specially called meeting of AMCL.

**Section 6.15 Place of Meeting**

Meetings of the Steering Committee may be held at such place within or without Pennsylvania as the Steering Committee may from time to time appoint, or as may be designated in the notice of the meeting. Meetings may be held virtually, hybrid, or in-person.

**Section 6.16 Regular Meetings**

Regular meetings of the Steering Committee shall be held at such time and place as shall be designated from time to time by resolution of the Steering Committee or as called by the President of the Steering Committee. At such meetings, the Steering Committee shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

**Section 6.17 Special Meetings**

Special meetings of the Steering Committee shall be held whenever called by the President, or at the request of two or more of the members. Notice of each such meeting shall be given by telephone, electronic mail, or in writing at least twenty-four hours (in the case of notice by telephone or electronic mail) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the method, time, and place of the meeting.

Notice of any meeting of the Steering Committee during any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster shall be given only to such of the members as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio. To the extent required to constitute a quorum at any meeting of the Steering Committee during such an emergency, the officers of the corporation who are present shall be deemed, in order of rank and within the same rank in order of seniority, directors for such a meeting.

**Section 6.18 Quorum, Manner of Acting, and Adjournment**

Except as otherwise provided in Section 6.17 of this Article, a majority of the members of the Steering Committee shall be present at each meeting in order to constitute a quorum for the transaction of business. Every member shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the members of the Steering Committee present at a meeting at which a quorum is present shall be the acts of the Steering Committee. In the absence of a quorum, a majority of the Steering Committee members present and voting may adjourn the meeting from time to time until a quorum is present. The Steering Committee members shall act only as a Steering Committee and the individual members shall have no power as such, except that any action which may be taken at a meeting of the Steering Committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Steering Committee officers and shall be filed with the Secretary of the corporation.

**Section 6.19 Other Committees and Task Groups**

The Steering Committee may, by a majority resolution, establish other committees to carry forward the work and projects of AMCL and appoint the members of the committee or task group. Each committee or task group shall serve at the pleasure of the Steering Committee. Each committee or task group shall keep regular minutes of its proceedings and report such proceedings periodically to the Steering Committee.

**Section 6.20 Interested Directors or Officers; Quorum**

No contract or transaction between the corporation and one or more member(s) of its Steering Committee, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Steering Committee which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

1. the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Steering Committee and the Steering Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Steering Committee members, even though the disinterested Steering Committee members are less than a quorum; or
2. the contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified, by the Steering Committee members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Steering Committee which authorizes a contract or transaction specified in this section.

**Section 6.21 Fees**

Members of the Steering Committee shall serve without fees or compensation.

## ARTICLE VII – NOTICE, WAIVERS, MEETINGS

**Section 7.01 Notice, What Constitutes**

Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by facsimile, charges prepaid, to the address supplied by the person to the corporation for the purpose of notice. If the notice is sent by mail or by facsimile, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or facsimile for transmission to such person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these bylaws. Notices of meeting, business to be conducted, and other matters may be transmitted by electronic mail and posted on the website of the organization.



When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

**Section 7.02 Waivers of Notice**

Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by Section 6.06 of these bylaws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Section 7.03 Modification of Proposal Contained in Notice**

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as or that do not enlarge its original purpose.

**Section 7.04 Exception to Requirement of Notice**

Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

**Section 7.05 Video and Telephone Conference Meetings**

One or more persons may participate in a meeting of the Steering Committee, a committee of the Steering Committee, or a meeting of AMCL by means of video or telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VIII – LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

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**Section 8.01 Limitation of Personal Liability of the Steering Committee**

A member of the Steering Committee shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a. the director has breached or failed to perform the duties of their office as defined in Section 8.02 below, and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

## **Section 8.02 Standard of Care and Justifiable Reliance**

A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform their duties as a director, including their duties as a member of any committee of the Steering Committee upon which they may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing the director's 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:

- a. one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- b. counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
- c. a committee of the Steering Committee upon which the director 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 the director has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

- a. In discharging the duties of their respective positions, the Steering Committee, committees of the Steering Committee, and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations, and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
- b. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

**Section 8.03 Indemnification in Third Party Proceedings**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if they acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful of the judicial district embracing the county in which the registered office of the corporation is located.

**Section 8.04 Indemnification in Derivative Actions**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation unless and only to the extent that the Court of Common Pleas of York County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

**Section 8.05 Mandatory Indemnification**

Notwithstanding any contrary provision of the articles of incorporation or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Section 8.03 or Section 8.04 above, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

**Section 8.06 Determination of Entitlement to Indemnification**

Unless ordered by a court, any indemnification under Section 8.03 or 8.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- a. by the Steering Committee by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or
- b. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

**Section 8.07 Advancing Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Steering Committee in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that the representative is entitled to be indemnified by the corporation as authorized above.

**Section 8.08 Indemnification of Former Representatives**

Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.09 Insurance**

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

**Section 8.10 Reliance on Provisions**

Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

**ARTICLE IX – MISCELLANEOUS**

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**Section 9.01 Corporate Seal**

The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Steering Committee.

**Section 9.02 Checks**

All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the Steering Committee may from time to time designate.

**Section 9.03 Contracts**

Except as otherwise provided in these bylaws, the Steering Committee may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 9.04 Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Steering Committee may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Steering Committee shall from time to time determine.

**Section 9.05 Annual Report of the Steering Committee**

The Steering Committee shall direct the President and Treasurer to present at the annual meeting of the Steering Committee a report showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

The annual report of the Steering Committee shall be filed with the minutes of the annual meeting of the Steering Committee.

**Section 9.06 Media Policy**

AMCL is a peer association and is not subject to the Open Meeting Policy of the General Assembly. Only the President or Vice President may speak on behalf of AMCL.

#### ARTICLE X – PRESBYTERIAN LEADER FORMATION (PLF) PROGRAM

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The Presbytery Leader Formation Program is a ministry of AMCL. The purpose of the program is to provide a comprehensive approach to formation, development, and support for presbytery leaders.

The AMCL membership elects a PLF Coordinating Team (PLFCT) to administer the program. The purpose of the PLFCT is to provide stakeholders a venue to provide support, direction, and oversight of PLF. Specific authorities and responsibilities of the PLFCT shall be approved by AMCL, or by the AMCL Steering Committee between meetings of the full AMCL.

The PLFCT shall be comprised of the AMCL President, another member of the AMCL Steering Committee, the Dean of the PLF Faculty, and five members elected for three-year terms, one of whom will be elected to serve as the moderator. PLF faculty, unless by virtue of office, cannot serve on the PLF coordinating team.

#### ARTICLE XI – AMENDMENTS

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These bylaws may be amended by a majority of the members of AMCL at any meeting of AMCL, provided the proposed amendments are provided ten [10] days prior to the meeting, following the provisions for notice of meetings.