

# BYLAWS AND CONTINUING RESOLUTIONS of the EASTERN CLUSTER OF LUTHERAN SEMINARIES

*(Revised September 2009)*

Revised Draft 6/10/2010

## **Preamble**

The Lutheran Theological Seminary at Gettysburg, Pa., the Lutheran Theological Seminary at Philadelphia, Pa., and the Lutheran Theological Southern Seminary, located in Columbia, S.C., form this Eastern Cluster of Lutheran Seminaries to provide a full range of theological education for the Eastern United States, in particular, and for the church at large, and establish this corporation to assist them through a consolidated governance structure for decision-making and for planning and implementing a comprehensive program of theological education <sup>1</sup>

The Eastern Cluster of Lutheran Seminaries, upon the approval by a majority vote of the governing boards of each of the three seminaries, adopted these bylaws.

## **Chapter 1. Name, Seal, and Location**

- 1.01. The name of this corporation, which is a Pennsylvania nonprofit corporation, is Eastern Cluster of Lutheran Seminaries.
- 1.02. The seal of the corporation contains the name and the year of incorporation. The name of the corporation forms the circular outer edge of the seal.
- 1.03. The official address of the corporation shall be 61 Seminary Ridge, Gettysburg, Pa. 17325. The location of the administrative office of the corporation shall be determined by the Board of Directors.
- 1.03. A09.  
The administrative office of the corporation shall be located at 61 Seminary Ridge, Gettysburg, Pa. 17325.

## **Chapter 2. Mission Statement**

- 2.01. Centered in the Word of God made flesh in Jesus Christ, the Eastern Cluster of Lutheran Seminaries of the Evangelical Lutheran Church in America exists to support the integrity

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<sup>1</sup>The Churchwide Assembly of the Evangelical Lutheran Church in America in 1993 adopted a recommendation emanating from the Task Force on the Study of Theological Education for Ministry, calling the eight seminaries of the ELCA to form from three to five clusters for leadership education. Each cluster was asked to provide a full range of theological education for mission on its territory.

and the fullness of the theological endeavor: as faith seeking understanding; understanding seeking expression; and expression fulfilling mission.

- 2.02. We are an interdependent body formed to meet the challenging needs of rostered leaders and all the baptized for their ministry in daily life, by providing theological leadership and offering programs to augment the curricula of the member seminaries.
- 2.03. We commit ourselves to the best stewardship of our talents and resources and the rich theological heritage entrusted to us, offering our particular gifts to the church. We rely upon the wisdom and power given to the Church by the Holy Spirit to guide our endeavors.

### **Chapter 3. Powers**

- 3.01. This corporation shall have those powers provided by the Pennsylvania Nonprofit Corporation Law that are not inconsistent with these Bylaws. In addition, it shall have the power to develop a comprehensive plan for leadership education on behalf of the Cluster, for approval by the boards of the Lutheran Theological Seminary at Gettysburg, the Lutheran Theological Seminary at Philadelphia and the Lutheran Theological Southern Seminary. Further, it shall have the power
  - a. to adopt a budget for the Cluster and to develop and implement formulae for allocation to the Cluster and among the three seminaries of unrestricted funds received by the Cluster;
  - b. to receive and administer restricted funds given to the Cluster for the support of Cluster programs and activities; and
  - c. to solicit funds on behalf of the Cluster to support the operation of the Cluster and for the support of Cluster programs and activities.
- 3.02. The Cluster shall have such additional powers as the three seminary boards from time to time mutually shall agree to delegate to it.
- 3.03. Prior to the establishment of major, new initiatives by a seminary within this Cluster, there shall be consultation between the Board of Directors of the Cluster and with the respective boards of each seminary or, in the interim between the regular meetings of such boards, with the executive committee of each board. A “major new initiative” shall be defined as any new academic offering, building project, or fund-raising initiative. A consultation shall be defined as forthright conversation. A consultation may be held between board meetings with the Executive Committee of the Board or the three Presidents. Each seminary does not have veto power but shall have the ability and responsibility to respond within this Cluster agreement.
- 3.04. The Cluster shall seek to enhance the ability of each seminary to function in accord with the eleven “Imperatives for Theological Education,” as adopted by the 1993 Churchwide Assembly of the Evangelical Lutheran Church in America. Moreover the Cluster shall operate in keeping with the current edition of the “Memorandum of Understanding” for the Cluster, insofar as the memorandum is consistent with the Cluster’s bylaws.

## Chapter 4. Board of Directors

- 4.01. The Board of Directors shall consist of twelve Directors, which shall include the president, the dean, the board chairperson, and a senior faculty member of each seminary, known as a Cluster Fellow. A member of the staff of the appropriate churchwide unit as designated by the Church Council of the ELCA shall serve as a consultant to the Board of Directors, with voice but without vote.
- 4.02. The term of each Director who is the president, dean, or chairperson of the board of a seminary and faculty member shall be unlimited, except that it shall terminate when the president, dean, or chairperson, or faculty member serving as Cluster Fellow leaves that office. The term of a seminary president, a dean, or board chairperson shall commence automatically upon that person's election as president, dean, or chairperson. The term of faculty member shall commence upon that person's appointment to the position of Cluster Fellow by the President of each seminary and ratification of the Cluster Board.
- 4.03. The Board of Directors shall meet at least twice each year. Special meetings may be called by the Chairperson of the Board of Directors in consultation with the Executive Director, or upon the written petition, addressed to the Executive Director, of at least four Directors. At least fourteen days' written notice of a special meeting shall be given to each Director.
- 4.03.A09. One of the meetings of the Board of Directors during each year shall be in person. The other meeting or meetings may be conducted by electronic means as determined by the Board of Directors.
- 4.04. The affirmative vote of at least two-thirds of all of the Directors (regardless of the number of Directors present and voting) shall be required for the adoption of any of the following actions (provided that at least one Directors from each of the three seminaries shall have voted in the affirmative):
- a. To permit the withdrawal of any seminary from the Cluster or from participation or continuing participation in any program or activity of the Cluster;
  - b. To reduce or increase the number of member seminaries that shall be permitted to participate in or continue to participate in any program or activity of the Cluster; or
  - c. To approve a proposal for the distribution of unrestricted funds received by the Cluster to or for the use by any of the three seminaries.
- Further, actions under a. or b. above affecting the tenure of any seminary as a member of the Cluster shall not become effective until approved by the Church Council of the ELCA upon recommendation by the appropriate churchwide unit.
- 4.05. A majority of the Directors then in office shall constitute a quorum for any meeting of the Board of Directors, provided that at least one Director from each of the three seminaries shall be in attendance.

- 4.06. Robert's Rules of Order, latest edition, shall establish the procedural rules for all meetings of the Board of Directors and its committees or work groups.
- 4.07. The Cluster Board may carry out discussion and decisions via e-mail as long as the Board follows the rules stated above for an affirmative vote. The record of the action shall be forwarded to the secretary of the Board to be included the meeting minutes of the subsequent regular minutes of the Board.

## **Chapter 5. Officers**

- 5.01. The officers shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined. Officers shall be elected by the board for three-year, renewable terms.
- 5.02. If no person is available to serve as Secretary or Treasurer, a non-voting officer may be identified to serve in this capacity. The election of said officer will follow the above rules for election and term of office.
- 5.02. The Chairperson shall preside at meetings of the Board of Directors and of the Executive Committee.
- 5.03. The Vice Chairperson shall have the authority to act in the place of the Chairperson in the event of the death, resignation, or disability of the Chairperson.
- 5.04. The Secretary shall keep minutes of the meetings of the Board of Directors and of the Executive Committee, and shall furnish copies of the minutes of the meetings of the Board of Directors and of the Executive Committee to each Director and to those persons designated to receive copies of the minutes. The Secretary shall be the custodian of the Seal of the Corporation.
- 5.05. The Treasurer shall have custody of the corporate funds and all assets of the corporation and shall keep full and complete records of all receipts and disbursements in the books of the corporation, and shall deposit all monies of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Executive Director and the Board of Directors, whenever they may so require, but at least annually, an account of all transactions conducted by the Treasurer and of the financial condition of the corporation.
- 5.06. An officer may resign at any time upon written notice to the Executive Director or to the Board of Directors. The resignation shall be effective upon receipt or upon the date, if any, set forth in the notice, whichever is later.
- 5.07. An officer may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby. A majority vote shall prevail, provided that at least one Director from each of the three seminaries shall have voted in the affirmative.

- 5.08. A vacancy in any office shall be filled by the Board of Directors for the remaining balance of the term.

### **Chapter 6. Executive Director and Cluster Fellows**

- 6.01. There shall be an Executive Director who shall serve as the president and chief executive officer of the corporation. The Executive Director as president of the corporation shall have the authority to execute documents on behalf of the corporation and shall be accountable to the Board of Directors.

6.01. A09.

The Executive Director shall be one of the three seminary presidents. In the event the president serving as Executive Director shall cease being president, one of the other two presidents shall assume the office of Executive Director and terms shall be rearranged so that the effect is that no seminary shall have its president or presidents serve as Executive Director for a total of no more than three years out of any given six-year period.

- 6.02.1. A Cluster Fellow, chosen from among the senior faculty, shall be nominated by the president of each seminary, and ratified by the Cluster Board for appointment to a three-year, renewable term. Each Cluster Fellow shall carry out the responsibilities of that position to facilitate the work of the Cluster in the manner specified in the description of the position as approved by the Board of Directors. Each Cluster Fellow shall report to the Dean of the respective seminary and shall be accountable to the Executive Director of the Cluster.

### **Chapter 7. Committees**

- 7.01.1. There shall be an Executive Committee, consisting of the presidents and chairpersons of the boards of each seminary. The Executive Committee shall have full power and authority to act on behalf of the Board of Directors, except that the Committee shall not have the power to revoke or rescind any prior action of the Board nor shall it have authority to take any action referred to in Section 4.04 of the Bylaws. Actions of the Executive Committee shall be subject to review by the Board of Directors.
- 7.01.2. Coordinating committees and project-specific work groups with membership on the basis of need may be identified and appointed by the Board of Directors. The duration of the work of such committees and work groups shall be determined by the Board of Directors. A member of the Board of Directors shall serve as a member of a committee or work group established by the board. Meetings of such committees and work groups shall be conducted by conference call or online consultation whenever possible. All committees and work groups shall report regularly to the Board of Directors.
- 7.03. Non-directors may serve as members of committees or work groups. Their nomination and appointment shall be approved by the Board Chair in consultation with the Executive Director.

- 7.04. In consultation with the Executive Director and the Treasurer, the Executive Committee of the Cluster Board shall develop the annual budget of the Cluster. It also shall develop proposals for allocation to the Cluster and among the three seminaries of unrestricted funds received by the Cluster. It shall serve as the investment committee for the Cluster.

### **Chapter 8. Funding**

- 8.01. The Eastern Cluster of Lutheran Seminaries, working through the presidents and the advancement officers of the three seminaries, and in accordance with guidelines approved by the Board and the boards of the three seminaries, shall develop resources to fund its operations and its programs.

### **Chapter 9. Indemnification**

- 9.01. To the full extent permitted by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the fact that such person is or was a Director, officer, employee, agent or member of any Board Committee shall be indemnified against judgments, penalties, fines, settlements and reasonable expenses, including attorney's fees and costs, incurred by the person in connection with the proceeding. Such indemnification shall continue as to a person who has ceased to be a Director, officer, employee, agent or member of a Board Committee.
- 9.02. This corporation may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, agent or member of a Board Committee against any liability asserted against and incurred by the person in or arising from that capacity.

### **Chapter 10. Miscellaneous Provisions**

- 10.01. The Board of Directors, or any committee thereof, shall have the authority to conduct any meeting by telephone or other means of communication which allows all persons participating in the meeting to communicate with each other, provided that all provisions of these Bylaws and continuing resolutions pertaining to the calling of meetings, notice, and quorum shall have been complied with fully.
- 10.02. No member of the Board of Directors, or of any committee thereof, shall receive compensation for such service. However, this shall not be construed to prohibit payment by the Cluster of the costs necessary to purchase insurance coverage to fund the indemnification provided under Chapter 10 hereof.

### **Chapter 11. Amendments**

- 11.01. Amendments to these Bylaws may be made by a two-thirds vote of the Directors present at any regular or special meeting of the Board, provided that any proposed amendments shall have been transmitted in writing by the Secretary to all Directors at least thirty days prior to the date of the meeting, and the notice of the meeting shall have included the announcement of the consideration of the proposed amendment and set forth the text of the proposed amendment. No amendment to the Bylaws shall become effective until it has been approved by the boards of each of the seminaries.
- 11.02. The Board of Directors may adopt continuing resolutions for the purpose of interpreting or implementing the Bylaws. Such resolutions shall be adopted or amended by an affirmative vote of at least two-thirds of the Directors present and voting at any regular meeting of the Board or at any special meeting of the Board providing that notice of the proposed resolution is submitted to the directors in writing together with the notice announcing the special meeting. Such resolutions, upon their adoption, shall be published together with the Bylaws.

**NOTE: Codification Explanation**

Bylaws provide the primary governing principles. Continuing resolutions, which are intentionally more easily amendable, provide additional detail setting forth how the bylaws to which each is attached shall be carried out.

Bylaws are intended to be more permanent in nature and can be amended only upon the approval of the governing boards of each of the seminaries. Continuing resolutions may be amended at any time that the Board of Directors determines that there is a better or more effective way to fulfill the purpose of the bylaw.

Bylaws are codified with two sets of numbers, separated by a period. The first digit(s), preceding the period, represents the number of the chapter of which the bylaw is a part. The second set of numbers is a chronological listing of the bylaws contained in each chapter.

Continuing resolutions begin with the two sets of numbers contained in the bylaw to which they pertain, followed by a period, a capital letter, and two digits representing the year of adoption. Thus, "4.01.A97" is the designation for the first resolution appended to Bylaw 4.01 and shows that it was adopted in 1997. If a second resolution is appended, it would contain the letter "B" plus two digits indicating the year of adoption. If 4.01.A97 is amended, it would retain the designation 4.01.A, but would be followed by two digits referring to the year in which the amendment was adopted and the reference to 1997 would be deleted.

## APPENDIX A

### **Imperatives for Theological Education**

These 11 imperatives for theological education were approved by the 1993 ELCA Churchwide Assembly as the planning and guiding focus for preparation of leaders for this church into the twenty-first century.

#### **1. Depth in the Faith**

This church needs pastors and lay leaders whose various ministries are rooted in the Bible, history and theology, and shaped by the Lutheran confessional heritage. We seek men and women whose personal faith in Jesus Christ is nourished and renewed through a disciplined devotional life. No longer can we depend on a Christian culture to transmit basic Christian knowledge and values. Leaders must be competent to teach and preach the truth of the faith with accuracy and clarity. Secular ideologies, spiritual movements and world religions offer competing faith claims to which Christians must be prepared to respond out of the depths of their tradition. People look to their lay and ordained ministers for theological and spiritual leadership that is based on an intimate knowledge of scripture, a distinctively Lutheran theological understanding, and contemporary methods of theological reflection.

#### **2. Mission Outreach**

God's mission requires leaders in all the ministries of the church who are prepared and committed to proclaim the good news of salvation in Jesus Christ. Evangelical outreach by faithful and articulate leaders is obedient to Christ's Great Commission and essential to the identity, vitality, and continuity of this church. Approaches in theological education are needed which help pastors and other leaders recognize and respond to the spiritual hunger of people in their congregations and in the communities beyond their congregations. Pastors must themselves be equipped so that they can equip others to join with them in sharing their faith with those who have never heard, those who have not believed, and those who are out of touch with the means of grace within the community of faith. They must learn to lead congregations which serve as mission outposts for the faith.

#### **3. Practical Congregational Needs**

Congregations are asking for leaders with a high level of competence in the practice of ministry. Practical competence includes not only specific skills of ministry, but also the integration of practice with spiritual and theological depth, sensitivity to interpersonal relationships, and beyond that an overall capacity for leadership. If congregations are going to become mission outposts for the renewal of the faith in our secular context, they need pastors who inspire through their teaching, preaching and leadership at worship who empower members for their ministry, and who provide vision and direction for the ministry team. They need associates in ministry and other lay leaders who provide expert leadership in specific areas such as education, evangelism, music, and youth ministry. In order to meet the demands of congregational ministry today, leaders need both the gifts that come from the Spirit and practical competencies that must be learned. Seminary education provides an introduction to basic ministry skills and the art of theological and practical integration. These must be refined and expanded through continuing education, practice, supervision, and reflection. Most seminary graduates need to develop

competence in a variety of practical areas, including evangelism, stewardship, and administration.

#### **4. Cultures and Contexts**

With the growing diversity and interdependence of cultures that increasingly mark contemporary American society, we need lay and ordained ministers who are sensitive to and knowledgeable about the cultures of those they serve and who are able to adapt their ministry to different contexts. Global

economic, political, and cultural realities shape the overall setting of contemporary ministry. At the same time, ministry is always carried out in a particular culture and a local context. The practical demands of ministry are more complex and difficult to meet when one is ministering in cultures and contexts other than one's own. This church needs leaders who can minister effectively with people from a diverse range of life situations including ethnic origins, vocational and educational experience, family situations, regional variations, types of community, and political value systems. Awareness of cultures and contexts should also lead Christian leaders to speak out against trends in society that are contrary to the faith they hold.

#### **5. African American, Asian, Hispanic, and Native American Candidates**

This church needs to invite Christian leaders from the African American, Asian, Hispanic, and Native

American communities to consider service in the church as pastors or associates in ministry. It also must provide these candidates with theological education that is congruent with their varied cultural

perspectives and that prepares them for rostered ministry throughout the ELCA. Mission in North America requires that the ELCA learn how to relate the Gospel to the growing number of African American, Asian, Hispanic, and Native American persons who live here. These communities are often better served by pastors and associates in ministry from these communities. Furthermore, people from all communities will be nurtured in the faith more effectively within the ELCA if this church body recognizes the particularity of each community and becomes more inclusive of a variety of cultural values and styles. This second task belongs to this whole church, but it will not happen without the leadership of a growing number of pastors and associates in ministry who are themselves Asian, African-American, Native American, and Hispanic.

#### **6. Indigenous Lay Leaders**

This church needs to find appropriate ways to provide indigenous lay leaders identified by their communities with the basic theological education they need for ministry in their settings. Many of those with potential for being effective ministers in their communities are not able to leave their communities for extended periods of time for training. Furthermore, there may be ways in which their effectiveness for certain ministries is enhanced by their continuity in their community. Some indigenous leaders are already being licensed for local service by their bishops. Various training programs are being developed locally and synodically to serve them. If the ELCA authorizes a wider range of ministries, such as lay catechists and evangelists, the demand will increase for approaches to theological education that are highly accessible, adaptable, and portable.

## **7. Life-Long Learning**

Because of the changing, diverse context of our mission, it is necessary that leaders continually grow in faith, expand their skills and increase their knowledge through continuing education. Even at their very best, seminary degree programs cannot teach all one needs to know for the practice of ministry. While continuing education is expected of all pastors and associates in ministry, it is certainly needed during the early, formative years of ministry in a specific context. Continuing education is critically important at other points of personal and professional transition which call for fresh theological reflection, refinement of skills, response to changing society issues, or orientation to new ministry contexts. This church must encourage and provide resources for its lay and ordained leaders to continually develop and renew their gifts for ministry through disciplined patterns of life-long learning.

## **8. Ministry in Daily Life**

The education of ordained pastors and other leaders in the church should prepare them to assist the people of the church to integrate their life and faith. In addition, an increasing number of Christians who are not pursuing a church occupation seek intellectual exploration of their faith and theological reflection on their ministries in the world. Many have the time and interest to study theology with the same academic thoroughness that they apply to secular and professional fields of study. These lay members live on the cutting edge of mission. They engage structures of society and are in regular contact with people of other faiths and with people scarcely related to organized religion. Their faith and ministry could be enhanced if, in addition to congregationally based adult education, they had access to programs of theological education at an advanced level. Such programs would have to relate to their ministries in the world and be adaptable to the demands of their primary commitments to family or work.

## **9. Scholarly Discourse and Reflection**

How the church engages its mission is constantly challenged, focused, and refined by lively and critical theological reflection. Since their origin in a sixteenth century university context, Lutherans have been committed to preparing pastors, teachers and other leaders to engage in theological reflection in congregations, colleges, and seminaries. The seminaries of the Lutheran church have had a special responsibility for transmitting the Lutheran theological tradition to successive generations of leaders. For the sake of the integrity and vitality of the Lutheran theological tradition and the contribution it makes to the ecumenical church, it is essential that all Lutheran theological faculties not only prepare leaders, but also serve as communities of theological discourse, which are a resource to this church in the development and review of theological positions. Furthermore, to ensure the continuation of a strong Lutheran theological tradition, this church needs to encourage and support some centers where theological education at the doctoral level can be pursued: major divinity schools where a strong Lutheran presence is consciously developed and maintained, ecumenical consortia in which a Lutheran institution collaborates with institutions of other denominations, seminary-based academic doctoral studies which may draw in scholars and expertise from neighboring academic institutions.

## **10. Life Circumstances of Candidates**

Just as the context of the ELCA's mission is diverse, so also are those who come to be prepared to serve that mission: candidates young and old; candidates just out of college and candidates with a variety of work and life experience; single candidates and candidates with families;

candidates who carry high debt loads and work to support themselves and their families while they prepare for ministry; candidates with advanced degrees and candidates who lack academic preparation for theological study; candidates steeped in the Christian tradition and Lutheran ethos and new Christians with little experience of the church; candidates who are mobile and candidates who are bound to particular places and communities; candidates who bring a variety of perspectives as women and men, as members of the dominant culture, and as members of various racial and ethnic communities. Some within this diversity have experience systemic discrimination. This church needs to provide options in theological education that are responsive to the varied circumstances in the lives of ministry candidates.

### **11. Ecumenical Interdependence**

Since a diversity of religions and Christian communions is part of our context for mission, people

preparing for leadership in the ELCA need to learn how to work and study together with people of other traditions. It is vital that theological education in the ELCA build ecumenical understanding and model patterns of dialogue and cooperation among Christians and adherent of other faiths. Wherever possible, cooperative relationships and scholarly exchange programs should be fostered between Lutheran seminaries and those of other traditions and among Lutheran seminaries around the world. Major ecumenical seminaries which prepare some leaders for service in the Lutheran church play a role in fostering ecumenical interdependence.

# APPENDIX B

## Excerpts from **Pennsylvania Nonprofit Corporation: Powers, Duties, Safeguards**

### 5502. General Powers

**General rule.** – Subject to the limitations and restrictions imposed by statute and, except as otherwise provided in paragraph (4), subject to the limitations and restrictions contained in its articles, every nonprofit corporation shall have power:

1. To have perpetual succession by its corporate name unless a limited period of duration is specified in its articles, subject to the power of the Attorney General under section 503 (relating to actions to revoke corporate franchises) and to the power of the General Assembly under the Constitution of Pennsylvania.
2. To sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitral or other proceeding in its corporate name.
3. To have a corporate seal, which may be altered at pleasure, and to use the seal by causing it to be impressed or affixed or in any manner reproduced.
4. To acquire, own and utilize any real or personal property, or any interest therein, wherever situated, regardless of any limitation set forth in its articles prior to January 1, 1972 as to the quantity or value of real or personal property which it may hold, or as to the amount of income derived there from.
5. To sell, convey, mortgage, pledge, lease, exchange or otherwise dispose of all or any part of its property and assets, or any interest therein, wherever situated.
6. To guarantee, become surety for, acquire, own and dispose of obligations, capital stock and other securities.
7. To borrow money, issue or incur its obligations and secure any of its obligations by mortgage on or pledge of or security interest in all or any part of its property and assets, wherever situated, franchises or income, or any interest therein.
8. To invest its funds, lend money and take and hold real and personal property as security for the repayment of funds so invested or loaned.
9. To make contributions and donations.
10. To use abbreviations, words, logos or symbols upon the records of the corporation, and in connection with the registration of, and inscription of ownership or entitlement on, certificates evidencing membership in or securities or obligations of the corporation To be a promoter, partner, member, associate or manager of any partnership,
11. enterprise or venture or in any transaction, undertaking or arrangement that the corporation would have power to conduct itself, whether or not its participation involves sharing or delegation of control with or to others.
12. To transact any lawful business that the board of directors or other body finds will aid governmental policy.
13. To continue the salaries of such of its employees as may be serving in the active or reserve armed forces of the United States, or in the national guard or in any other organization established for the protection of the lives and property of citizens of the Commonwealth or the United States, during the term of that service or during such part thereof as the employees, by reason of that service, may be unable to perform their duties as employees of the corporation.
14. To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, incentive and deferred compensation plans and other plans or trusts for any or all of its present or former representatives and, after their death, to grant allowances or pensions to their dependents or beneficiaries, whether or not the grant was made during their lifetime.

15. To conduct its business, carry on its operations, have offices and exercise the powers granted by this article or any other provision of law in any jurisdiction within or without the United States.
16. To elect or appoint and remove officers, employees and agents of the corporation define their duties, fix their reasonable compensation and reasonable compensation of directors, to lend any of the foregoing money and credit and to pay bonuses or other additional compensation to any of the foregoing for past services.
17. To enter into any obligation appropriate for the transaction of its affairs, including contracts or other agreements with its members.
18. To have and exercise all of the powers and means appropriate to effect the purpose or purposes for which the corporation is incorporated.
19. To have and exercise all other powers enumerated elsewhere in this subpart or otherwise vested by law in the corporation.
20. **Enumeration unnecessary.** – It shall not be necessary to set forth in the articles of the corporation the powers enumerated in subsection (a).