

CONSTITUTION AND BYLAWS
Northeastern Pennsylvania Synod,
Evangelical Lutheran Church in America

Chapter 16
INDEMNIFICATION

- *S16.01.** Except as otherwise provided in this constitution, indemnification of any person who is or was made or threatened to be made a party to any proceeding is prohibited. For purposes of this chapter, the term, “proceeding,” means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding in the right of this Synod or any other organization. Except as otherwise required by law, (a) the term, “proceeding,” does not include a proceeding by this Synod and (b) indemnification for expenses incurred in a disciplinary hearing described in Chapter 20 of the *Constitution, Bylaws, and Continuing resolutions of the Evangelical Lutheran Church in America* shall be permitted only as provided in *S16.05. For purposes of this chapter, the term, “indemnification,” includes advances of expenses.
- *S16.02.** To the full extent permitted from time to time by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a Synod Council member, officer, employee, or committee member of this Synod shall be indemnified against judgments, penalties, fines, settlements, excise taxes, and reasonable attorney's fees and disbursements incurred by that person in connection with the proceeding. Indemnification of any person by reason of that person's capacity as a director, officer, employee, or committee member of any other organization, regardless of its form or relationship to this Synod, is subject to the provisions of section *S16.03.
- *S16.03.** Whenever a person who, while a Synod Council member, officer, committee member, or employee of this Synod, is or was serving at the request of this Synod as (or whose duties in that position involve or involved service in the capacity of) a director, officer, partner, trustee, employee, or agent of another organization, is or was made or threatened to be made a party to a proceeding by reason of such capacity, then such person shall not be entitled to indemnification unless
- a. the Synod Council has established a process for determining whether a person serving in the capacity described in this section shall be entitled to indemnification in any specific case, and
 - b. that process has been applied in making a specific determination that such person is entitled to indemnification.
- *S16.04.** This Synod may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this Synod or by such other person in or arising from a capacity described in section *S16.02. or section *S16.03.

***S16.05. When in proceedings under Chapter 20 of the *Constitution, Bylaws, and Continuing resolutions of the Evangelical Lutheran Church in America* written charges against an ordained minister or a layperson on an official roster of this church are made by the synodical Bishop or written charges against a congregation are made by the Synod Council or the synodical Bishop, and the discipline hearing committee determines that no discipline shall be imposed, and such determination is not reversed or set aside if an appeal is taken, then indemnification shall be made by the Synod to the accused for reasonable attorney's fees and other reasonable expenses related to the defense of the charges. The determination of the reasonableness of such fees and expenses shall be decided by the Synod Council.**