

**BYLAWS  
(CODE OF REGULATIONS)  
OF  
THE PRESBYTERY OF THE WESTERN RESERVE**

**ARTICLE I**

Organization

Section 1.01. Name and Organizational Structure. The Presbytery of the Western Reserve (hereinafter the “Presbytery” or the “Corporation”) is a nonprofit Corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.02. Tax Status and Purposes. In accordance with the status of the Presbytery as an organization formed exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the “Code”), the Presbytery is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

Section 1.03. Function. The Presbytery shall function as a governing body within the Presbyterian Church (U.S.A.) in accordance with the Constitution of the Presbyterian Church (U.S.A.).

Section 1.04. Mission. The mission of the Presbytery is to witness to the love and justice of Christ in the world and to strengthen one another for the work Christ calls us to do as individuals, congregations, and the Presbytery.

Section 1.05. Interpretation. These Bylaws shall serve as the Corporation’s Code of Regulations, for purposes of Ohio nonprofit Corporation Law, and shall be interpreted, to the extent possible, to maintain consistency with the Constitution of the Presbyterian Church (U.S.A.), including any amendments thereto. To the extent these Bylaws cannot be interpreted in a manner consistent with the Constitution of the Presbyterian Church (U.S.A.), including any amendments thereto, the Constitution of the Presbyterian Church (U.S.A.) shall control the proceedings of the Presbytery. The Stated Clerk shall report at the next stated meeting of the Presbytery, after the date that amendments become effective, whether any amendment to the Constitution of the Presbyterian Church (U.S.A.) is inconsistent with these Bylaws and, if so, propose appropriate amendments to these Bylaws to insure consistency between the Constitution of the Presbyterian Church (U.S.A.) and these Bylaws.

## ARTICLE II

### Members and Meetings

Section 2.01. Membership. Membership in the Presbytery shall be determined consistent with the provisions of the Constitution of the Presbyterian Church (U.S.A.) and the Presbytery's Manual of Operations (see Section 2.09).

Section 2.02. Stated Meetings. The Presbytery shall hold six stated (or regular) meetings of its members, on such dates as are determined by the Mission Council of the Presbytery. The November stated meeting shall be the annual meeting and the election of officers and trustees shall take place at this meeting. All business appropriate to the Presbytery may be conducted at a stated meeting.

Section 2.03. Special Meetings. Special meetings of the members of the Presbytery may be called in any manner authorized by the Constitution of the Presbyterian Church (U.S.A.). Such calls shall state clearly the purpose of the meeting, and no matter not so specified shall be considered. The calling body or persons shall bear the cost of notice of the special meeting.

Section 2.04. Notice. Each meeting of the members of the Presbytery shall be held at the place and time permitted by the Constitution of the Presbyterian Church (U.S.A.).

Section 2.05 Quorum. The quorum for stated and special meetings of the Presbytery shall be three minister members and three elders from at least three different member congregations of the Presbytery.

Section 2.06. Roberts Rules. All meetings of the members of the Presbytery shall be conducted in accordance with the most recent edition of *Roberts Rules of Order*, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise.

Section 2.07. Eligibility for Membership. Only individuals selected in accordance with the Constitution of the Presbyterian Church (U.S.A.) shall be members of the Corporation within the meaning of the Ohio Nonprofit Corporation Law and shall be eligible to vote at all stated or special meetings of the Presbytery.

Section 2.08. Roll of Members. The roll of members shall be established and maintained by the Stated Clerk of the Presbytery as prescribed by the Constitution of the Presbyterian Church (U.S.A.) and the Manual of Operations of the Presbytery.

Section 2.09. Manual of Operations. The members of the Presbytery shall adopt a Manual of Operations to delineate the membership, terms, and responsibilities of all elected and appointed bodies of the Presbytery (hereinafter "Units"). The Manual of Operations may be amended by the majority vote of the members at a stated meeting, or at a special meeting called for such purpose, and at which a quorum is present.

### ARTICLE III

#### Officers and Staff

Section 3.01. Officers. The Presbytery shall elect from its minister members and elders of member congregations a Moderator, a Vice-Moderator, a Treasurer, a Stated Clerk, a President of the Corporation who shall be the Moderator of the Board of Trustees, and a Vice-President of the Corporation who shall be the Vice-Moderator of the Board of Trustees. The Stated Clerk shall serve as the Secretary of the Corporation. The terms and duties of the officers shall be included in the Manual of Operations.

Section 3.02. Administrative Staff. The Presbytery shall call a General Presbyter to serve as administrator and head of staff, assisting the Presbytery in carrying out its mission and ministry. Additional staff positions may be approved by the Presbytery.

### ARTICLE IV

#### The Trustees

Section 4.01. Power and Authority of Members of the Board of Trustees. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws or the Constitution of the Presbyterian Church (U.S.A.), the authority to carry out the business affairs of the Corporation shall be exercised by the Board of Trustees, which shall consist of (and hereinafter be referred to as) the “Board of Trustees,” elected in accordance with the Constitution of the Presbyterian Church (U.S.A.) and the Bylaws and Manual of Operations. The members of the Board of Trustees serving hereunder shall constitute the directors of the Presbytery and shall have the power, authority and responsibilities of and shall perform the functions provided for, members of the board of directors under the Ohio Nonprofit Corporation Law, including the following:

- a) To receive, hold, encumber, manage, and transfer property, real or personal for the Presbytery, and to accept and execute deeds of title to such property and to hold and defend title to such property, consistent with the provisions of the Constitution of the Presbyterian Church (U.S.A.);
- b) To maintain the property of the Presbytery;
- c) To approve sales, purchases, leases and mortgages of the property of congregations in the Presbytery, subject to ratification at the following meeting of the Presbytery;

- d) To account for the income and expenses of the Presbytery in conjunction with the Treasurer, and to provide the Presbytery with regular reports of such income and expenses;
- e) To manage the funds of the Presbytery in conjunction with the Treasurer, and to provide the Presbytery with regular reports of the balance of such funds;
- f) To obtain liability coverage to protect the facilities, programs and officers of the Presbytery and to retain legal counsel; and
- g) To take such actions and perform such other duties as may be authorized by the members of the Presbytery.

Section 4.02. Size and Classes. The Board of Trustees shall consist of three classes of five trustees. No trustee shall serve on the Board of Trustees for consecutive terms, either in full or in part, aggregating more than 6 years. A quorum shall consist of a majority of the elected trustees then in office.

Section 4.03. Committees of the Board of Trustees. The Board of Trustees shall establish such committees as it from time to time determines are necessary for it to carry out its duties as set forth in these Bylaws. The chair of each committee established by the Board of Trustees shall ordinarily be a member of the Board of Trustees.

## **ARTICLE V**

### Units of the Presbytery

Section 5.01. The Units of the Presbytery shall be those required by the Constitution of the Presbyterian Church (U.S.A.) and such other Units as the Presbytery shall create.

Section 5.02. The membership, responsibilities and terms of all Units shall be delineated in the Manual of Operations.

Section 5.03. Units may propose policies for consideration by the Presbytery. A proposed policy shall be distributed in advance of the stated or special meeting at which it is to be considered and may be voted on unless additional time for study is requested, in which event the Presbytery may act to consider the policy at the next stated meeting or at a subsequent stated meeting determined by action of the Presbytery. Any amendment, proposed by any Unit, to an existing policy of the Presbytery shall be presented and voted upon following the same procedure.

## ARTICLE VI

### Nominations and Elections

Section 6.01. Eligibility for office or service on the Units of the Presbytery shall be consistent with the Constitution of the Presbyterian Church (U.S.A.) and in accordance with the Manual of Operations.

Section 6.02. The Committee on Nominations shall nominate persons to all elected positions except for the Committee on Nominations and the administrative staff of the Presbytery.

Section 6.03. The Mission Council of the Presbytery shall nominate persons to serve on the Committee on Nominations and shall nominate the moderator of the Committee on Nominations.

Section 6.04. Elections shall be conducted in accordance with the Manual of Operations.

## ARTICLE VII

### Indemnification and Insurance

Section 7.01. Mandatory Indemnification. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to, or is involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereafter, a "Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a member, trustee, officer, employee, agent or volunteer of the Corporation or serving as a director or officer of any other company at the request of the Corporation, whether the basis of such Proceeding is alleged action in an official capacity as a member, officer, employee, agent or volunteer or in any other capacity while serving as a member, trustee, officer, employee, agent or volunteer, against all expense, liability and loss (including attorneys' fees), judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement, reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a member, trustee, officer, employee, agent or volunteer and shall inure to the benefit of his or her heirs, executors and administrators.

Section 7.02. Permissive Indemnification. In addition, unless prohibited by law the Corporation may further indemnify any member, trustee, officer, employee, agent or volunteer of the Corporation if, and to the extent that the Board of Trustees may, in their discretion, so determine.

Section 7.03. Payment of Expenses. Expenses, including attorneys' fees, incurred by a member, trustee, officer, employee, agent or volunteer of the Corporation in defending

any Proceeding referred to in Section 7.01 hereof, shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the member, trustee, officer, employee, agent or volunteer of the Corporation to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 7, which undertaking may be secured or unsecured, at the discretion of the Board of Trustees.

Section 7.04. Action to Compel Payment. If a claim under Article 7 hereof is not paid in full by the Corporation within thirty (30) days after a written claim therefore has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which makes it permissible under the Ohio Nonprofit Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Trustees, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Ohio Nonprofit Corporation law, nor an actual determination by the Corporation (including its Board of Trustees, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 7.05. Nonexclusive Remedy. The indemnification and advancement of expenses provided under this Article 7 shall not be deemed exclusive of any rights to which those seeking indemnification or advancement of expenses may be entitled under any law, the Articles of Incorporation, this Bylaws or any other agreement with the Corporation.

Section 7.06. Contractual Obligation. This Article 7 shall be deemed to be a contract between the Corporation and each member, trustee, officer, employee, agent or volunteer of the Corporation who serves in such capacity at any time while this Article 7 is in effect, and any repeal, amendment or other modification of this Article 7 shall not affect any affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or Proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 7.07. Savings Clause. If this Article 7 or any portion hereof shall be invalidated or found unenforceable on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each member, trustee, officer, employee, agent or volunteer of the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, penalties and amounts paid in settlement with respect to any action, suit or Proceeding, whether civil, criminal, administrative or investigative, to the full

extent permitted by any applicable portion of this Article 7 that shall not have been invalidated or found unenforceable, or by any other applicable law.

Section 7.08. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and on behalf of any member, trustee, officer, employee, agent or volunteer of the Corporation, against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Ohio Nonprofit Corporation Law.

## ARTICLE VIII

### Miscellaneous

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Trustees.

Section 8.02. Amendments. These Bylaws may be amended, subject to the Articles of Incorporation, the laws of the state of Ohio and the Constitution of the Presbyterian Church (U.S.A.), by approval of the Presbytery at any stated or special meeting of the members of the Presbytery at which a quorum is present, by a two-thirds majority of those present and voting, provided that a full reading of the proposed changes or a printed distribution of the same shall have been given at the previous stated meeting at which a quorum was present. These Bylaws may not be amended contrary to or so as to not include the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Section 8.03. All Property Held in Trust. Any and all property, now or hereinafter held by the Corporation, or to which the Corporation is entitled, shall be held in trust for the benefit of the Presbyterian Church (U.S.A.).

Section 8.04. Particular Property Requirements. When buying, selling, or mortgaging real property, the Board of Trustees shall act only after the approval of the members of the Corporation granted in a duly constituted meeting.

Section 8.05. Property Conveyances. Pursuant to the Constitution of the Presbyterian Church (U.S.A.), real property transferred to a Presbyterian church or congregation within the bounds of the Presbytery shall include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a congregation within the Presbytery of the Western Reserve or its successor in interest, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

**ARTICLE IX**

Definitions

Section 9.01. The term “Presbyterian Church (U.S.A.)” shall include any and all successor organizations.

Section 9.02. The term “Presbytery of the Western Reserve” shall include any and all successor organizations.

Section 9.03. All references herein to the “Presbytery” or to the “Corporation” shall be understood to refer to the same body, the Presbytery of the Western Reserve.

Section 9.04. The term “Units” shall include all elected and appointed groups, including but not limited to: councils, committees, ministries, commissions, and task forces.