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BYLAWS

Presbytery of Giddings-Lovejoy, Inc.

ARTICLE I - DEFINITIONS

- 1.1 The Presbytery of Giddings-Lovejoy is a governing body of the Synod of Mid-America and Presbyterian Church (USA), and as such is subject to the provisions of the constitution of the Presbyterian Church (USA).
- 1.2 The area of responsibility for mission and ministry of the Presbytery shall include the counties of Calhoun, Jersey, Madison, Monroe, and St. Clair, except the Marissa Church, and First Presbyterian Church, Brighton, in Macoupin County in the State of Illinois, and the City of St. Louis and the counties of Bollinger, Butler, Cape Girardeau, Carter, Crawford, Dent, Franklin, Gasconade, Iron, Jefferson, Madison, Mississippi, Oregon, Perry, Reynolds, Ripley, St. Charles, St. Francois, St. Louis, Ste. Genevieve, Scott, Shannon, Stoddard, Washington, Wayne in the State of Missouri.
- 1.3 As a Presbytery of the Presbyterian Church (U.S.A.), the provisions of civil law and the Articles of Incorporation govern the actions of the corporation. These Bylaws and the *Book of Order* prescribe the Presbytery's structure and organization. The parliamentary authority for all matters shall be the most recent edition of Robert's Rules of Order.

ARTICLE II - MEMBERSHIP AND MEETINGS

- 2.1 The membership of the Presbytery of Giddings-Lovejoy shall be as provided by the *Book of Order*, G-11.0101, and accordingly, shall consist of those Ministers of the Word and Sacrament who are continuing members and the Elders who are elected from congregations. The Presbytery may by provision of the *Manual of Operations* redress the imbalance of Ministers and Elders consistent with the *Book of Order* (G-11.0101b-c).

The mandated annual determination by Presbytery of the membership category of each continuing member (G-11.0407) shall be made by the Committee on Ministry once each year on the recommendation of the Stated Clerk who maintains the rolls. The Committee on Ministry shall base its decision concerning the enrollment of each member-at-large and inactive member on the required annual conference and for each active member it shall consider the continuing fulfillment of all the constitutional criteria.

- 2.2 Elder representation to the Presbytery shall be on the basis of *Book of Order* G-11.0101. It is the duty and responsibility of each session to be represented at all Stated Meetings of the Presbytery by a duly elected elder.

Each elder elected an officer, a moderator of a Standing Committee, or a member of the Mission Council of Presbytery shall be enrolled as a member of Presbytery for the term of office, whether or not commissioned by his or her session.

- 2.3 All lay members of Standing Committees who may not be commissioners to Presbytery shall be granted the speaking privileges of the floor; though they may not vote. Commissioned Lay Pastors commissioned by the Presbytery may have voice and vote.

Certified Christian Educators and commissioned church workers employed by a church or agency of the Presbytery, who may be present at a meeting of the Presbytery, shall be permitted the privilege of the floor, but may not vote.

Youth leadership who is seated on an Action Team for Youth Ministry shall be seated as Youth Advisory Delegates. YADs shall have the privilege of the floor without vote in order that the Presbytery may be assured of hearing and taking cognizance of their special viewpoints. YADs do not need to have been ordained as elders and should not be confused with commissioners to Presbytery who are youth elders.

- 2.4 Presbytery shall hold four (4) stated meetings a year. The meeting schedule will be outlined in the *Manual of Operations*. The Presbytery may hold special meetings as may be called as provided for in the *Book of Order*, G-11.0201. The Presbytery may vote at any stated meeting for the purpose of rescheduling or canceling any future stated meeting. The Presbytery shall determine the location and hour of its meetings, ordinarily upon the recommendation of the Mission Council in consultation with the Stated Clerk. The Stated Clerk may change the location or hour of the next stated meeting, if circumstances require it, by giving ten (10) days notice to each minister member and each clerk of session.
- 2.5 Any properly called and constituted meeting of the Presbytery of Giddings-Lovejoy may consider and approve any corporation business permitted under state law, the Constitution of the Presbyterian Church (USA), the Bylaws of the Presbytery of Giddings-Lovejoy, and Robert's Rules of Order. Such actions shall be considered actions of the Corporation.
- 2.6 The quorum of any meeting of Presbytery shall be any three (3) ministers and as many elders as may be present, providing that at least three churches are represented by elders. (G-11.0202)
- 2.7 Each stated meeting shall include a service of worship under the direction of Mission Council. The service at the last stated meeting of the year shall ordinarily include the preaching of the Word and the sacrament of the Lord's Supper.

ARTICLE III – INCORPORATION

- 3.1 The Presbytery of Giddings-Lovejoy is incorporated under the General Not for Profit Corporation Act, and the laws of the State of Missouri and Illinois as "Presbytery of Giddings-Lovejoy, Inc." in order to hold property and manage permanent special funds. In these matters the Presbytery is subject to the applicable laws of the State of Missouri and the State of Illinois and to the provisions of the corporations Articles of Incorporation.

3.2 The members of the corporation shall be the duly constituted members of the Presbytery as constituted under the *Book of Order*. Each member of the corporation shall have equal voting powers.

3.3 The Mission Council shall be the Trustees of the Presbytery. The voting members of the Mission Council shall be the Board of Directors of the Corporation and their election to the Mission Council shall constitute their election to the Board of Directors.

The Mission Council Moderator shall serve as President of the Corporation, the Vice-Moderator of Presbytery shall serve as Vice-President of the Corporation, the Stated Clerk shall serve as Secretary of the Corporation, and the Treasurer shall serve as Treasurer of the Corporation. The Treasurer and Stated Clerk of the Presbytery serve as members with voice and vote. The Executive Presbyter serves as an ex-officio member with voice and no vote.

3.4 The Board of Trustees is responsible for conducting, managing, and directing the business affairs of the presbytery corporation. This includes reviewing, supervising, and approving bookkeeping, auditing, and financial procedures in cooperation with the Financial Management Committee of the Mission Council. The Board also reviews management affairs of civil entities related to presbytery.

3.5 Every duly called and constituted meeting of the Presbytery shall constitute a duly and properly called meeting of the members of the corporation and all actions authorized to be taken by the corporation may be taken at any Stated Meeting of the Presbytery without special notice to the members or at a Special Meeting called for the purposed of taking such action.

ARTICLE VI - OFFICERS

4.1 The Officers of the Presbytery shall be: Moderator, Vice-Moderator, Stated Clerk, Treasurer and Moderator of the Presbytery Mission Council.

4.2 The Moderator shall be elected at the last stated meeting of the year for a term of one year, and shall ordinarily be installed at that meeting. The Moderator shall serve, so long as he or she is a member of the Presbytery, until a successor is installed. In the case of absence, death, or inability to serve, the rule of succession provided in the *Book of Order* G-9.0301 shall be followed. The duties of the Moderator shall be those provided for in the *Book of Order* G-9.0202.

4.3. The Vice-Moderator shall be elected at the last stated meeting of the year for a term of one year, and shall ordinarily be installed at that meeting. The Vice-Moderator shall serve, so long as he or she is a member of the Presbytery, until a successor is installed. The Vice-Moderator shall ordinarily succeed to the office of Moderator.

4.4 The Stated Clerk shall be elected to a three-year term by the Presbytery upon the nomination of the Nominating Committee from among those

eligible for membership in the Presbytery. The Stated Clerk shall ordinarily be elected at the last stated meeting of each third year, and shall be installed to office upon election, if not previously installed. The Stated Clerk may be re-elected to succeeding terms. In the absence, death, or inability to serve of the Stated Clerk, the Moderator shall appoint an Acting Stated Clerk who shall serve until further action by Presbytery. The Stated Clerk shall perform those duties provided by the *Book of Order* and the *Manual of Operations*.

4.5 The Recording Clerk shall be elected by the Presbytery for a three-year term, upon the nomination of the Mission Council through its Personnel Office Management Committee and with the concurrence of the Stated Clerk. The Recording Clerk shall maintain the attendance rolls, record the minutes, and file any papers presented in the course of the meetings of Presbytery and present them to the Stated Clerk.

4.6 The Treasurer shall be elected by the Presbytery for a three-year term upon the nomination of the Nominating Committee. The Treasurer shall ordinarily be elected at the last stated meeting of each third year and shall assume office upon election. The Treasurer may be re-elected to succeeding terms.

The Treasurer shall be responsible for all funds of the Presbytery, receiving and disbursing them as directed by the Presbytery or its appropriate committees; reporting all transactions and the status of all budget accounts to the Mission Council quarterly, and to the Presbytery annually; and submitting the records annually for a full financial review as provided by the *Book of Order*, G-11.0307.

The Treasurer of Presbytery shall be an ex-officio member of the Board of Directors with voice and vote. The Treasurer shall, in consultation with the Financial Management Committee and the Executive Presbyter, utilize a system of accounting and reporting that is compatible with the operation of the Presbytery.

4.7 The Presbytery Moderator, Presbytery Vice-Moderator, and Mission Council Moderator shall be nominated for terms of one year. These officers shall ordinarily be elected and installed at the last stated meeting of the year and shall serve for one year or until a successor is installed. Opportunity shall be given for nominations from the floor. If there are nominations from the floor, the vote shall be by ballot. If there are no nominations from the floor, the Presbytery may elect by acclamation.

There shall be no limit to the number of consecutive terms an officer may serve if elected.

4.8 The Officers shall have those duties specified in the *Book of Order* (G-9.0200), these Bylaws, and the Presbytery *Manual of Operations*.

ARTICLE V - STAFF

- 5.1 The Administrative Staff of the Presbytery shall be the Executive Presbyter and such others as the Presbytery may determine within the provisions of the *Book of Order*, Section G-9.0700.
- 5.2 The duties of the Executive Presbyter shall be those provided for in the *Book of Order*, G-9.0701 and others as Presbytery may determine. The Executive Presbyter shall be presented to Presbytery for a call of indefinite period by a special committee of Presbytery elected by the Presbytery to search for an Executive Presbyter. If there is a vacancy in the office of Executive Presbyter, the Mission Council through the Personnel Office Management Committee shall appoint an Acting Executive Presbyter to function until Presbytery elects an Interim Executive Presbyter.

The duties of other administrative staff members shall be determined by the Presbytery upon recommendation of the Mission Council in consultation with the Synod of Mid-America.

ARTICLE VI – STANDING COMMITTEES

- 6.1 The Presbytery shall have such Standing Committees as may be required by the *Book of Order* and as necessary and appropriate to carry out its work of mission and ministry. Such committees are enumerated and described in the *Manual of Operations*.
- 6.2. The membership, responsibilities, organization, and reporting relationships shall be those required by the *Book of Order* and the *Manual of Operations*.
- 6.3 The quorum of the standing committees shall be established by the *Manual of Operations* if not set by the *Book of Order*.

ARTICLE VII - MINISTRY TEAMS

- 7.1 The Presbytery shall upon the recommendation of the Mission Council approve Ministry Teams and Action Teams.
- 7.2 The membership, responsibilities, organization, and reporting relationship shall be those required by the *Manual of Operations*.
- 7.3 The quorum of Ministry Teams and generated Action Teams shall be established by the *Manual of Operations* if not set by the *Book of Order*.

ARTICLE VIII - POLICIES AND STANDING RULES

- 8.1 Upon recommendation of Mission Council, Presbytery may adopt resolutions labeled as “Policies” or “Standing Rules.” Such policies and standing rules shall be compiled by the Stated Clerk and shall constitute the Presbytery *Manual of Operations*. Presbytery policies and standing rules may be suspended by majority vote of the Presbytery without notice. Presbytery policies and standing rules may be amended by majority vote of Presbytery on the recommendation of Mission Council, provided that written notice of the proposed amendment was given with the call of the meeting.

- 8.2 Presbytery standing committees and Ministry Teams may establish policies and guidelines for the purpose of accomplishing their work. Such policies and guidelines shall be presented to Presbytery for its concurrence before they are implemented. Presbytery may direct that a standing committee or Ministry Team change any policy consistent with the *Book of Order* and these Bylaws. Committees and Ministry Team policies and guidelines may be suspended or amended by the committee or Ministry Team provided that any suspension is reported to the next stated meeting of Presbytery and that any amendment receive the concurrence of Presbytery before it is implemented. All committee and Ministry Team policies and guidelines shall be compiled by the Stated Clerk and included as addenda to the *Manual of Operations*.

ARTICLE IX - AMENDMENT AND SUSPENSION OF BYLAWS

- 9.1. These *Bylaws* may be amended at any Stated Meeting by a two-thirds vote of the members present, providing notice of such proposed amendment shall have been read and filed with the Stated Clerk at the preceding Stated Meeting of the Presbytery or providing such proposed amendment shall have been sent to each pastor and clerk of session in the Presbytery at least thirty (30) days prior to the meeting of Presbytery at which the proposed amendment is to be considered and voted upon. Every proposed amendment shall be reviewed by the General Council and its recommendation heard before the Presbytery votes on the amendment.
- 9.2 These Bylaws may not be suspended, except for those sections that provide for their own suspension.
- 9.3 The Stated Clerk is authorized to revise references to the *Book of Order* in order to reflect subsequent amendments made by the General Assembly.