

BYLAWS



Presbytery of Lake Michigan

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Revised May 2005
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Amended April 2010
Revised and Amended February 2012
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ARTICLE I. THE PRESBYTERY

- 10:10 The name of the Presbytery shall be the Presbytery of Lake Michigan.
- 10:20 The Presbytery of Lake Michigan shall consist of all churches governed by the Constitution of the Presbyterian Church (U.S.A.) which are located in the counties of Allegan, Barry, Berrien, Branch, Calhoun, Cass, Clinton, Eaton, Hillsdale, Ingham, Ionia, Jackson, Kalamazoo, Kent, Lake, a portion of Livingston, Manistee, Mason, Mecosta, Missaukee, Montcalm, Muskegon, Newaygo, Oceana, Osceola, Ottawa, St. Joseph, Van Buren, and Wexford, all in the State of Michigan.
- 10:30 The Presbytery of Lake Michigan is a presbytery of the Synod of the Covenant.
- 10:40 The Constitution of the Presbyterian Church (U.S.A.), being the *Book of Confessions* and the *Book of Order* as adopted by the General Assembly of the Presbyterian Church (U.S.A.), shall govern the Presbytery of Lake Michigan. Parliamentary authority for meetings of the Presbytery follow the Book of Order. [G-3.0105]
- 10:50 The Presbytery was constituted January 21, 1973, and is incorporated under the laws of the State of Michigan as "The Presbytery of Lake Michigan, the Presbyterian Church (U.S.A.)."

ARTICLE II. VOTING MEMBERSHIP

- 20:10 Teaching Elders [as specified by G-3.0301]
Ruling Elders [as specified by G-3.0301]
- 20:20 In keeping with the *Book of Order*, ruling elders who are officers of the Presbytery, former Presbytery moderators, members of the Leadership Team and ministry teams, moderators of agencies and committees, and moderator of Lake Michigan Presbyterian Women shall be enrolled as members of Presbytery and shall be counted in the redress of the imbalance of minister and elder members of Presbytery.
- 20:30 When advised by the Stated Clerk pursuant to G-3.0301 that an imbalance between ministers and ruling elders exists in the membership of Presbytery, the Presbytery shall redress this imbalance by inviting sessions of particular churches to elect additional elder commissioners or by some other equitable method approved by the Presbytery.
- 20:40 Presbyters (Ruling or Teaching Elders) in good standing in other governing bodies of this church or in any other Christian church, who are present at any meeting of the Presbytery, may be invited to sit as corresponding members, with voice but without vote.

ARTICLE III. TRUSTEES

- 30:10 The Board of Trustees of the corporation shall be the Budget and Finance Committee and shall be composed of six (6) people, three (3) teaching elders and three (3) ruling elders, who shall be elected by the Presbytery. They shall be elected in two (2) classes for a 2-year term and serve no more than six (6) consecutive years.
- 30:20 The chairperson shall be elected by the Budget and Finance Committee at its February meeting to serve as President of the corporation. The General Presbyter/Head of Staff shall be an ex officio member of the Board without vote and shall be Resident Agent of the corporation. The Treasurer of the Presbytery shall also be an ex officio member of the Board, without vote, and the Treasurer of the corporation.
- 30:30 The presbytery will ratify the chairperson elected by the Budget and Finance Committee, and will conduct any other business which comes before it, at the annual meeting of the corporation.
- 30:40 The Board of Trustees shall receive, hold, encumber, manage, and transfer property and facilitate the management of the Presbytery's civil affairs in such manner as may be directed by the Presbytery from time to time and according to the Constitution of the Presbyterian Church (U.S.A.).
- 30:50 The Trustees shall secure a full financial review of all books and records of the Presbytery by an independent accountant. [G-3.0113]
- 30:60 A. For purposes of this Article, the term "volunteer Trustee" shall have the same meaning as the term "volunteer director" as defined by the Michigan Nonprofit Corporation Act, as it may be amended from time to time.
- B. Volunteer Trustees of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for any breach of their fiduciary duty except for the following:
1. Breaches of a volunteer Trustee's duty of loyalty to the Corporation or its members;
 2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 3. Violation of Section 551 A of the Michigan Nonprofit Corporation Act;
 4. Transactions from which a volunteer Trustee derives an improper personal benefit;
 5. Acts or omissions occurring before the date of filing of these Restated Articles;
 6. Acts or omissions that are grossly negligent.
- C. The Corporation shall assume all liability for monetary damages to persons other than the Corporation and its members for all acts and omissions of the Corporation's volunteer Trustees in their capacity as Trustees, except for the following:

1. Breaches of a volunteer Trustee's duty of loyalty to the Corporation or its members;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. Violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;
4. Transactions from which a volunteer Trustee derives an improper personal benefit;
5. Acts or omissions occurring before the date of filing of these Restated Articles;
6. Acts or omissions that are grossly negligent.

D. Any repeal, modification, or adoption of any provision in these Restated Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a volunteer Trustee of the Corporation existing at the time of such repeal, modification, or adoption.

ARTICLE IV. OFFICERS

40:10 The Officers of the Presbytery shall be the Moderator, Vice-Moderator, Stated Clerk, Treasurer, and General Presbyter/Head of Staff.

40:20 The Moderator shall take office on January 1 of any year and be installed at the beginning of the first yearly stated meeting of Presbytery. The Moderator shall serve for one (1) year or until a successor has been elected and installed.

40:30 The Vice-Moderator shall be installed immediately following the installation of the Moderator. The Vice-Moderator shall serve for one (1) year or until a successor has been elected and installed.

40:40 Stated Clerk

- A. The Stated Clerk shall be elected in September and take office on January 1 of the next year. The Stated Clerk shall serve for one (1) year or until a successor has been elected and shall perform all duties prescribed in the *Book of Order*. Any other tasks assigned by the Presbytery shall be under the supervision of the General Presbyter/Head of Staff.
- B. The Stated Clerk shall serve as parliamentarian and shall interpret the PCUSA Constitution on behalf of the presbytery.
- C. The Stated Clerk shall receive an annual salary to be recommended by the Committee on Staff Services to the Leadership Team for approval by the Presbytery. The Committee on Staff Services shall review the salary of the Stated Clerk at least annually.
- D. The Stated Clerk shall be provided with an office and necessary staff and shall be empowered to determine additional needs and to appoint those persons necessary to fulfill the responsibilities of the office.
- E. The Stated Clerk shall be reimbursed for all expenses incurred in the discharge of the office.
- F. At each meeting of the Presbytery, the Moderator may appoint Temporary Clerks to assist in the business of the Presbytery.

40:50 Treasurer

- A. The Treasurer shall be elected in September and take office on January 1 of the next year. The Treasurer shall serve for one (1) years or until a successor has been elected and shall receive and disburse all funds of the Presbytery. The Treasurer shall be an ex officio member, without vote, of the Board of Trustees and Treasurer of the Corporation.
- B. The Treasurer shall receive an annual salary to be recommended by the Committee on Staff Services to the Leadership Team for approval by the Presbytery. The Committee on Staff Services shall review the salary of the Treasurer at least annually.
- C. The Treasurer shall be reimbursed for all expenses incurred in the discharge of the office.
- D. The Treasurer shall be bonded at the expense of the Presbytery.

40:60 General Presbyter

- A. The Presbytery shall call a General Presbyter/Head of Staff for an indefinite term.
[G-3.0110]
- B. The General Presbyter/Head of Staff shall be accountable to the Presbytery through the Committee on Staff Services.
- C. The General Presbyter/Head of Staff shall receive an annual salary to be recommended by the Committee on Staff Services to the Leadership Team for approval by the Presbytery.
- D. The General Presbyter/Head of Staff shall be provided with an office and necessary staff.
- E. The General Presbyter shall be reimbursed for all expenses incurred in the discharge of the duties of the office.

40:70 The Presbytery may elect such other officers as it deems necessary to carry out its duties and shall determine the terms of their employment, including salaries.

ARTICLE V OPERATION STRUCTURE

50:10 The Presbytery of Lake Michigan shall be organized into the following operating units: and led by an elected body of four ruling elders and four teaching elders plus the presbytery moderator, vice-moderator and past moderator, and called The Leadership Team:

50:20 Responsibilities of the presbytery in the *Book of Order* are hereby designated to the following units working as administrative commissions with the full authority of the presbytery and enumerated in the Handbook of Operations:

- A. A committee for the coordination of mission and program [G-3.0106] (The Leadership Team)
- B. Committee on Ministry [G-3.0307; G-2.0504]
- C. Committee on Preparation for Ministry [G-2.06]

50:30 Responsibilities of the presbytery in the Book of Order as standing units will be:

- A. Committee on Representation as required [F-1.0403 and G-3.0103]

- B. Nominating Committee [G-3.0111]
- C. Permanent Judicial Commission as required [G-3.0109a, D-5.0101]

50:40 Ministry Teams will focus on aspects of the presbytery program and mission

- A. Administration Ministry Team
 - 1. Staff Services
 - 2. Budget and Finance
- The Presbytery of Lake Michigan Foundation
- B. Discipleship Ministry Team
- C. Outreach Ministry Team
 - 1. Church Growth Committee

ARTICLE VI. MEETINGS OF PRESBYTERY

60:10 The Presbytery shall hold at least four (4) stated meetings each year as scheduled by the Leadership Team or by other direction of the Presbytery.

60:20 Other meetings may be called in accordance with **G-3.0304**.

60:30 Any three (3) minister members and the elder members present, provided that at least three (3) churches are represented by elders, shall constitute a quorum. [**G-3.0304**]

60:40 Worship shall be a part of each meeting, and the Sacrament of the Lord's Supper shall be celebrated at least once yearly at a Stated Meeting.

ARTICLE VII. SPECIAL COMMITTEES AND COMMISSIONS

70:10 **Investigating Committee.** When an accusation against an individual under the authority of the Presbytery of Lake Michigan is received by the Stated Clerk, the Stated Clerk shall notify the Presbytery Moderator who, in consultation with the Stated Clerk and the **Executive General** Presbyter, shall appoint an Investigating Committee. If the Moderator is unable or unwilling to make the appointment, the Vice-Moderator shall designate the committee. [D-10.0201.] Names of the Investigating Committee shall be given at the next meeting of the Presbytery.

70:20 **Committee of Counsel.** When the Stated Clerk receives a complaint, the Stated Clerk shall notify the Presbytery Moderator who, in consultation with the Stated Clerk and the General Presbyter, shall appoint three members to be a Committee of Counsel. If the Moderator is unable or unwilling to make the appointment, the Vice-Moderator shall appoint the committee. [D-6.0302a.]

70:30 **Administrative Commission.** If a ministry team, agency or committee of the Presbytery deems it wise for an Administrative Commission to be appointed, they shall, after consultation with the

Moderator, Stated Clerk and General Presbyter, recommend such a commission for the Presbytery's approval. The purpose and powers of such a commission shall also be recommended.

ARTICLE VIII. AMENDMENTS

- 80:10 These bylaws may be amended at any stated meeting of the Presbytery by a majority of the members present provided written notice of the amendments was given at the previous meeting. Proposed amendments shall be posted on the official web site and submitted to the Stated Clerk and the Leadership Team through the Administration Ministry Team for counsel and review. The reviewing body shall report its recommendations at the next stated meeting of the Presbytery.
- 80:20 Except as otherwise provided in the Constitution of the Presbyterian Church (U.S.A.) or in these bylaws, the Presbytery may adopt, amend, revise, and repeal any decision by a majority vote of members present and voting.
- 80:30 These bylaws and other rules may be suspended by a two-thirds (2/3) vote, but no bylaw or other rule shall be suspended beyond the next stated meeting of the Presbytery.
- 80:40 No rule or policy shall be adopted that is contrary to these bylaws or the *Book of Order* of the Presbyterian Church (U.S.A.).