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## **THE PRESBYTERY OF CINCINNATI BYLAWS**

### **ARTICLE I ORGANIZATION**

#### **Section 1.01: Purpose**

*The Church is the body of Christ. Christ gives to the Church all the gifts necessary to be his body. The Church strives to demonstrate these gifts in its life as a community in the world (1 Cor. 12:27–28):*

*The Church is to be a community of faith, entrusting itself to God alone, even at the risk of losing its life.*

*The Church is to be a community of hope, rejoicing in the sure and certain knowledge that, in Christ, God is making a new creation. This new creation is a new beginning for human life and for all things. The Church lives in the present on the strength of that promised new creation.*

*The Church is to be a community of love, where sin is forgiven, reconciliation is accomplished, and the dividing walls of hostility are torn down.*

*The Church is to be a community of witness, pointing beyond itself through word and work to the good news of God's transforming grace in Christ Jesus its Lord.*

*(Book of Order F-1.0301)*

#### **Section 1.02: Name and Function**

The Presbytery of Cincinnati of the Presbyterian Church (U.S.A.) is a council of the Presbyterian Church (U.S.A.) including Presbyterian congregations in the counties of Hamilton, Butler, Clermont, Warren, Brown, Adams and Highland in the state of Ohio, county of Dearborn in the state of Indiana, and counties of Kenton, Campbell, Boone and Grant in the commonwealth of Kentucky.

#### **Section 1.03: Organization**

The Presbytery of Cincinnati (hereinafter the "Presbytery") is a non-profit corporation organized and existing under the Ohio Nonprofit Corporation Law.

## ARTICLE II MEMBERSHIP

### **Section 2.01. Membership with Full Privileges**

The membership of Presbytery with the right to full participation at Presbytery meetings consists of teaching elders (also known as ministers of word and sacrament) and ruling elders as defined by the *Book of Order*:

- a. Teaching elders enrolled as members of Presbytery,
- b. Ministers of another Christian churches enrolled as members of Presbytery for the duration of their term of service, G-2.0506
- c. Ruling elders elected by each session and commissioned to represent the congregation as follows:
  - Up to 300 members – 1 ruling elder
  - 301 to 600 – 2 ruling elders
  - 601 to 900 – 3 ruling elders
  - 901 and more – 4 ruling elders
- d. Ruling elders elected as officers, Presbytery Council members, and committee chairpersons, for the duration of their term of service,
- e. Ruling elders who are former moderators of Presbytery, who are active members of churches of Presbytery, and who indicate to the stated clerk in January of any given year their intention to be in regular attendance at Presbytery meetings for that calendar year,
- f. Ruling elders commissioned to pastoral service for the duration of their term of service,
- g. A ruling elder representing Presbyterian Men of the Presbytery and a ruling elder representing Presbyterian Women of the Presbytery, designated by the organizations' own regular procedures,
- h. Certified Christian Educators who are ordained ruling elders for the duration of their term of service in an educational ministry under the jurisdiction of the presbytery, and
- i. Additional ruling elders as determined by Presbytery. The Stated Clerk shall review annually the membership roll of the presbytery and recommend actions necessary to assure parity between teaching elders and ruling elders (G-3.0301).

### **Section 2.02. Membership with Limited Privileges**

The membership of Presbytery with the right to speak but not vote, make motions or second motions at Presbytery meetings consists of:

- a. Certified Christian educators recognized according to Presbytery policy (G-2.1103(b)),
- b. Teaching elders who are members of other presbyteries and who are laboring within the bounds of the Presbytery of Cincinnati in work approved by Presbytery for the period of their service, and

- c. Presbyters in good standing in other councils of this church enrolled as corresponding members for a specific meeting.

### **ARTICLE III OFFICERS, ELECTED STAFF AND THEIR ELECTION**

#### **Section 3.01. Officers**

The officers shall be Moderator, Stated Clerk, Vice Moderator, Chair of Presbytery Council, and Treasurer and must be a teaching elder or ruling elder. The Committee on Representation shall nominate a candidate for each office to be elected by the presbytery. Terms commence at installation.

The **Moderator** shall be elected annually by Presbytery and shall assume office immediately after being installed.

Term: One year or until a successor is installed.

#### Responsibilities:

- a. To preside over all meetings of Presbytery.
- b. To serve as an *ex officio* member without vote of each committee of Presbytery, except the Presbytery Committee on Representation.
- c. To preside over commissions appointed to ordain and/or install ministers of the Word and Sacrament.
- d. To appoint, in consultation with the Stated Clerk and subject to confirmation by Presbytery or Presbytery Council, an investigating committee as need may arise.
- e. To nominate, in consultation with the Stated Clerk and General Presbyter, and subject to election by Presbytery or Presbytery Council, an administrative commission authorized by Presbytery.
- f. To perform other duties assigned to the office.

The **Stated Clerk** shall be elected by Presbytery and assume office immediately after being installed. The Stated Clerk is accountable through the Presbytery Council to Presbytery for the performance of the duties of the office.

Term: Three years or until a successor is installed. He/she shall be eligible for re-election.

#### Responsibilities:

- a. To be responsible for the duties specifically assigned by the PC(U.S.A.) Constitution and to assist Presbytery as resource person in ecclesiastical matters.
- b. To serve as the parliamentarian for Presbytery meetings, or arrange for the service of a parliamentarian.
- c. To serve as secretary of the Presbytery Council.
- d. To perform other duties assigned.

The **Vice Moderator**, who shall be a ruling elder if the Moderator is a teaching elder and vice versa, shall be elected annually by Presbytery and shall assume office immediately after being installed.

Term: One year or until a successor is installed.

Responsibilities:

- a. To discharge the duties of the Moderator when requested by the Moderator or when the Moderator cannot serve.
- b. To perform other duties assigned to the office.

The **Chair of the Presbytery Council** shall be elected and the immediate past Moderator of the Presbytery is eligible for nomination- Presbytery shall elect the Chair upon nomination by the Committee on Representation.

Term: One year or until a successor is installed.

Responsibilities:

- a. To preside over Presbytery Council.
- b. To report to Presbytery for the Presbytery Council.
- c. To perform other duties assigned to the office.

The **Treasurer** shall be elected by Presbytery and shall assume office immediately after being installed.

Term: Two years or until a successor is installed. He/she shall be eligible for re-election for a maximum of three successive/consecutive terms.

Responsibilities:

- a. To maintain an accurate record of all financial matters.
- b. To prepare and submit financial reports to the appropriate groups.
- c. To serve as a member and as Treasurer of the Board of Trustees.
- d. To interpret the status of accounts to appropriate groups upon request.
- e. To perform other duties assigned to the office.

### **Section 3.02. Elected Staff**

The elected staff member shall be a General Presbyter. He or she must be eligible for membership in Presbytery and shall be elected by Presbytery.

When a vacancy occurs, Presbytery shall elect a search committee nominated by the Committee on Representation. The search committee shall be composed of four teaching elders and four ruling elders. It shall present to Presbytery a nominee for election to the staff position and recommend the terms of employment.

## **General Presbyter**

Term: Five years and shall be eligible for re-election upon recommendation of the Personnel Committee and Presbytery Council.

Purpose: The General Presbyter is the servant of the Presbytery and of the Church at large, seeking to provide leadership and inspire vision for the whole mission and ministry of the Presbytery.

Definition of Position: The General Presbyter is the Chief Administrative Officer of Presbytery and supervisor of the staff of the Presbytery. He/she is to assist the Presbytery in the implementation of strategy and program, and be a resource to the Presbytery and responsible for providing staff services to its Council and Committees.

## **ARTICLE IV MEETINGS**

### **Section 4.01. Stated Meetings**

Stated meetings shall be held four times per calendar year. They shall be held on the second Tuesday of the months of May and November and on the third Saturday of the months of February and August unless otherwise ordered by Presbytery Council. Presbytery may adjourn at stated meetings to specified times and places.

Each stated Presbytery meeting shall include worship of the Triune God, during which an offering shall be received for such purpose as designated by Presbytery. The Lord's Supper shall be celebrated at one or more stated meetings each year.

### **Section 4.02. Special Meetings**

The moderator shall call a special meeting at the request, or with the concurrence, of two ministers and two elders, each being of different churches. Should the moderator be unable to act, the stated clerk shall, under the same conditions, issue the call. If both moderator and stated clerk are unable to act, any three ministers and three elders, each being of different churches, may call a special meeting. The synod may direct the presbytery to convene a special meeting for the transaction of designated business.

Notice of a special meeting shall be sent not less than ten days in advance to each minister and to the session of every church. The notice shall set out the purpose of the meeting, and no other business than that listed in the notice shall be transacted.

### **Section 4.03. Quorum**

The quorum for any meeting shall be ten teaching elders who are members of the presbytery and ten ruling elders, each from ten different congregations, and shall include the Moderator or Vice Moderator and the Stated Clerk.

### **Section 4.04. Conflict Of Interest**

Whenever an officer or member of staff has a financial or personal interest in any matter coming before the Council or the Presbytery, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the

matter. Any vote involving a potential conflict of interest shall be approved only when a majority of disinterested members or commissioners determines that it is in the best interest of the Council or the Presbytery to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE V PRESBYTERY COUNCIL**

### **Section 5.01. Composition**

Presbytery Council members with the right to full participation at its meetings shall be:

- a. Presbytery officers: Chair of Presbytery Council, Moderator, Vice Moderator and Treasurer,
- b. Moderators of the standing committees accountable directly to the Presbytery (Committee on Ministry, Committee on Preparation for Ministry, Committee on Representation, Congregational Vitality Committee, Presbytery Youth Committee, and one named by the Board of Trustees),
- c. Moderators of the committees directly accountable to Council (Personnel Committee and the Network Resource Committee),
- d. And six members-at-large elected by the presbytery for two-year terms in two classes of three persons each. Terms of service commence with the calendar year.
- e. Presbytery Council members with the right to speak but not vote, make motions or second motions at its meetings shall be:
- f. Presbytery officer: Stated Clerk, serving as secretary,
- g. Presbytery staff members: General Presbyter
- h. And those named in the Manual of Operations.

### **Section 5.02. Purpose**

The purpose of Council is to coordinate Presbytery's mission and program, to provide for the regular review of the functional relationship between Presbytery's structure and its mission, and to implement the priorities and purposes of the Presbytery between presbytery meetings as necessary. Its actions will be reported to each Stated Presbytery Assembly through the Stated Clerk, and may be affirmed, rescinded or amended by the Assembly.

### **Section 5.03. Meetings**

Meetings of Council shall be held at such times and places as Council shall determine.

Council may meet through electronic means that provide, at a minimum, conditions of opportunity for simultaneous communication among all participating members equivalent to those of meetings held in one room or area. If unable to attend in-person, a Council member may participate fully in the meeting by means of telephone conference call, electronic video screen or Skype/Zoom or any other similar electronic service approved by Council. Actions taken through an electronic meeting shall be reported by the Stated Clerk at the next in-person meeting and recorded in its minutes.

Council may authorize the limited use of email votes in circumstances when an immediate decision is necessary, and there is written notice prepared by the Stated Clerk to verified email address of all Council members, agreed span of time in which particular email votes will be considered, three quarters of the elected Council members respond, and there are no negative votes or substantial questions concerning the action being taken. Any objection or negative vote expressed by a Council member will terminate the email vote and an electronic conference or in- person meeting shall be called. Decisions made by email vote shall be reported by the Stated Clerk, affirmed at the next in-person Council meeting, and recorded in its minutes.

#### **Section 5.04. Quorum**

The quorum at any meeting is a simple majority of those elected and voting members.

#### **Section 5.05 Responsibilities**

- a. To share information around the Council table and across working teams to assure consistent efforts and collaboration to carry out the mission of the presbytery, i.e. to support congregations and nurture leadership.
- b. To develop ongoing strategic direction for mission on behalf of the presbytery in keeping with its purposes and emerging priorities, including new worshipping communities and funding decisions from the "One Hopeful Fund."
- c. To assure financial accountability and immediate and timely actions to facilitate the mission and ministry of its congregations within the budget for mission approved by Presbytery.
- d. To affirm the appointment of an investigating committee as recommended by the Presbytery Moderator and the Stated Clerk.
- e. To exercise careful judgment about the scope and import of its decisions so as not to usurp the essential judgments of the presbytery as a whole as discerned in Presbytery Assembly, and at the same time, to assure time for healthy relationships, worship and spiritual nourishment.
- f. To propose a budget to the Presbytery Assembly that is consistent with its resources and its mission and purpose in consultation with the Standing Committees and Personnel Committee.
- g. To designate a committee to recommend overtures and concurrences for the presbytery to send to the General Assembly.
- h. To recommend to Presbytery Assembly the addition or elimination of elected Standing Committees to assure appropriate working teams to accomplish the purposes of the presbytery.
- i. To create and disband additional committees as needed to fulfill its responsibilities. Such committees and their recommendations shall always be reported to the Presbytery Assembly.

## ARTICLE VI INCORPORATION AND TRUSTEES

### **Section 6.01. Incorporation**

Presbytery shall be a non-profit corporation under the "Ohio Nonprofit Corporation Law" of the State of Ohio.

### **Section 6.02. Board of Trustees**

#### Composition

The presbytery shall elect six trustees nominated by the Committee on Representation for two-year terms in two classes of three persons each, with teaching elders and ruling elders in nearly equal numbers. Terms of service commence with the calendaryear.

From these, Presbytery shall elect a President, and the trustees shall elect a Vice President. In addition, the General Presbyter shall serve as Secretary (or if the General Presbyter is not available, the Stated Clerk), and the Presbytery Treasurer shall serve as Treasurer. The officers of the Trustees shall be officers of the corporation. The trustees elected to classes plus the Treasurer have the rights of full participation at meetings; the Secretary has the right to speak but not vote, make motions, or second motions.

#### Duties

The Board of Trustees shall recommend actions to the Presbytery Assembly concerning real and personal property of the Presbytery that support the mission and purposes of the Presbytery in keeping with the PC(U.S.A.) Constitution. The Trustees shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for and at the direction of the presbytery and in consultation with the Presbytery Council. It shall keep minutes of its meetings and report its recommendations to the Presbytery Council as well as the Presbytery Assembly. Records of the Presbytery necessary for its work shall be available to the Trustees.

#### Meetings

Meetings of The Board of Trustees shall be held at such times and places as the board shall determine. The board may meet through electronic means that provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.

#### Quorum

The quorum at any meeting is a simple majority of those elected as trustees.



## ARTICLE VII STANDING COMMITTEES

### **Section 7.01. General Provisions**

The presbytery shall elect its standing committees and their moderators.

#### Terms of Service

Except for the Committee on Ministry, two years, with no person serving consecutive terms either full or partial totaling more than four years, so that no person shall serve more than four consecutive years on a specific committee. Moderators are elected for a one- year term and are eligible for re-election. Except for the Presbytery Youth Committee, terms of service on Presbytery committees commence with the calendar year.

#### Meetings

Meetings of a committee shall be held at such times and places as the committee shall determine. A committee may meet through electronic means that provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.

#### Quorum

The quorum at any meeting is a simple majority of those elected to that committee.

#### Balance

Each committee shall have teaching elders and ruling elders in nearly equal proportion in keeping with principles of participation and representation found in F-1.0403, with the exception of the Presbytery Youth Committee, which shall include members of congregations who are not ruling elders.

#### Subordinate Groups

Standing committees may form short-term subordinate working groups to implement their work. The membership of the subordinate group may include persons who are not members of the standing committee. These persons have the right to speak and vote in the subordinate group but only the right to speak if also attending the standing committee. Each subordinate group shall keep records related to its work and regularly report its actions and any financial information in writing to the Standing Committee that created it.

### **Section 7.02. Committee on Ministry**

Composition: Presbytery shall elect twenty-four (24) people in addition to the Moderator, in three classes with eight members in each class with a term of three years. COM members are eligible for reelection for total service of not more than six years.

Responsibility: To serve as pastor and counselor to the teaching elders, ruling elders commissioned to pastoral service, and certified Christian educators of Presbytery; to facilitate the relations between Presbytery and its congregations, teaching elders, ruling elders commissioned to pastoral service, and Certified Christian educators; to

settle differences on behalf of Presbytery when possible and expedient; and to promote the integrity of session records and facilitate Presbytery's review of them.

Committee on Ministry shall have the authority to appoint commissions for installations and ordinations approved by the presbytery, validate ministry, (G-3.0306) for reception and oversight of minister of the Word and Sacrament members, approval of calls for pastoral services and invitations for temporary pastoral services, oversight of congregations without pastors, dissolution of relationships, dismissal of members, and its close relationship with both member congregations and ministers of the Word and Sacrament. All actions carried out as a result of delegated authority must be reported to the presbytery at its next regular meeting. (G-3.0307)

### **Section 7.03. Committee on Representation**

Composition: Presbytery shall elect six (6) people including the Moderator, in two classes with three members in each class.

Responsibility: To advise the Presbytery regarding the implementation of principles of unity and diversity, to advocate for diversity in leadership, to consult with the Presbytery Council on the employment of personnel in accordance with the principles of unity and diversity, and to present to Presbytery a nominee for election to each vacancy in offices, committees and other bodies to be elected by Presbytery except for this committee itself. Presbytery Council will present nominations for election to the Committee on Representation.

### **Section 7.04. Committee on Preparation for Ministry**

Composition: Presbytery shall elect six (6) people including the Moderator, in two classes with three members in each class.

Responsibility: To guide, nurture and oversee the process of preparing to become a teaching elder, ruling elder commissioned to pastoral service, or certified Christian educator. It shall also be responsible for promoting interest in preparation for church vocations.

**Section 7.05 Committee for Congregational Renewal and Vitality** Composition: Presbytery shall elect six people including the Moderator, in two classes with three members in each class.

Responsibility: To fulfill functions to provide resources and education to support evangelism efforts and enable vibrant communities of Word and Sacrament.

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### **Section 7.06. Presbytery Youth Committee**

Composition: Presbytery shall elect eighteen (18) people including the Moderator, in two classes with nine members in each class including youth congregational members. Two-year terms for members of this committee shall be from July 1 of one year to June 30 of their second year.

Responsibility: To fulfill functions of leadership development through worship, service, learning and equipping the saints.

### **Section 7.07. Personnel Committee**

Composition: Presbytery shall elect four (4) people including the Moderator, in two classes with two members in each class.

Purpose: To facilitate Presbytery's practices and policies relating to persons employed by Presbytery. This is a committee of Council and is directly accountable to Council.

### **Section 7.08 Network Resource Committee**

Composition: Presbytery shall elect six (6) people including the Moderator, in two classes with three members in each class.

Purpose: To fulfill functions of networking, resourcing evangelism, mission, prophetic witness, responsible administration, and justice ministries to assist leaders in our vibrant communities of Word and Sacrament. This is a committee of Council and is directly accountable to Council. Congregational members may be invited by Council to serve with voice but not vote.

## **ARTICLE VIII PERMANENT JUDICIAL COMMISSION**

### **Section 8.01. Composition**

Presbytery shall elect a Permanent Judicial Commission in three classes of three members each (four teaching elders and five ruling elders). The commission shall elect a moderator and clerk from among its members.

### **Section 8.02. Terms**

Six years; no person having served a full term of six years shall be eligible for reelection until four years have elapsed. Terms of service commence with the presbytery's calendar year.

### **Section 8.03. Purpose**

To consider and decide a case of judicial process for Presbytery according to the *Book of Order*.

### **Section 8.04. Meetings**

Meetings of the Permanent Judicial Commission shall be held in accordance with the *Book of Order*. Business that does not include deliberation and decision making on a final decision may be conducted through electronic means that provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

Meetings shall be conducted in accordance the *Constitution of the Presbyterian Church (U.S.A.)* and in accordance with the most recent edition of Robert's Rules of Order Newly Revised. Councils may make use of processes of discernment in their deliberations prior to a vote as agreed upon by the body. Presbyters participate in the responsibilities of governance, seeking always to discern God's Spirit and to build up Christ's body through devotion, debate, and decision.

## **ARTICLE X AMENDMENTS**

These Bylaws may not be suspended, and may be amended by a two-thirds vote at a presbytery meeting following these provisions:

Proposed amendments to these Bylaws shall be submitted in writing to the Stated Clerk who will refer to the Presbytery Council. The Council shall recommend at its next stated meeting whether the amendment as proposed is in accordance with *The Constitution of the Presbyterian Church (U.S.A.)* and aligns with the Presbytery strategy for mission and current Presbytery ministry, and whether the amendment on its merits should be adopted by Presbytery. The Stated Clerk shall circulate to the Presbytery all proposed amendments electronically not less than thirty (30) days prior to consideration and vote by the Presbytery. The Stated Clerk may amend the Bylaws to conform to new mandatory provisions of the Book of Order when such mandatory provisions by the General Assembly come into effect. Any Bylaws amendment by the Stated Clerk shall be reported in the Clerk's report to the next stated Presbytery meeting.

These bylaws may not be amended contrary to, or so as not to include the provisions of the *Constitution of the Presbyterian Church (U.S.A.)*.