

WASHINGTON PRESBYTERY OF PENNSYLVANIA CORPORATE BYLAWS

ARTICLE I – Name

1. The name of this presbytery is “Washington Presbytery of Pennsylvania” hereinafter referred to as “Washington Presbytery” or “the presbytery.”
2. The geographic bounds of Washington Presbytery shall be Washington and Greene Counties of Pennsylvania, or as otherwise constituted by action of the General Assembly of the Presbyterian Church (U.S.A.).

ARTICLE II – The Corporation

1. Washington Presbytery is incorporated under the provisions of the Non-Profit Corporation Law of the Commonwealth of Pennsylvania under the title “Washington Presbytery of Pennsylvania.”
2. Washington Presbytery shall sit as a corporation whenever acting on any matter pertaining to the corporate affairs of the presbytery. All actions shall be in accordance with the provisions of the Articles of Incorporation (herein after referred to as “Articles”) and the constitution of the Presbyterian Church (U.S.A.) [“PC(USA)”].
3. The principal place of business of the presbytery shall be located in Washington County, Pennsylvania. The location of the registered office of the corporation is stated in the Articles, or as may from time to time be updated by a filing with the Pennsylvania Department of State. The board of directors (herein after referred to as “Trustees”) may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.
4. Washington Presbytery shall have a Board of Trustees as described in Article IX to oversee and manage the corporate affairs of the presbytery.
5. All property held by Washington Presbytery is held in trust for the use and benefit of the PC(USA) under applicable provisions contained in the *Book of Order* (G-4.0203).

ARTICLE III – Purpose

Washington Presbytery is responsible for the mission and government of the PC(USA) churches within its geographical bounds. It has the responsibilities and powers as enumerated in the *Book of Order* (G-3.03).

ARTICLE IV – Bylaws

1. These Bylaws, along with the presbytery's Articles, constitute the basis for conducting the corporate affairs of the presbytery. The *Book of Order* of the PC(USA) and the Presbytery Manual ("the Manual") constitute the basis for conducting the ecclesiastical affairs of the presbytery.
2. Anything in these Bylaws or the Manual that is inconsistent with law or the *Book of Order* shall be deemed amended to be in compliance. Should the law or the *Book of Order* be amended, these Bylaws and Manual are deemed amended.
3. These Bylaws should be considered a supplement to the *Book of Order* and the Manual as a supplement to these Bylaws.
4. Anything that the presbytery is required to do by law or by regulation or by the *Book of Order* and on which these Bylaws are silent shall be deemed included.

ARTICLE V – Members

1. The presbytery is a corporate expression of the church consisting of all the PC(USA) churches and PC(USA) ministers of the Washington and Greene Counties within the geographic bounds. When the presbytery meets, each church will be represented by an elder or elders commissioned by the session as outlined in the *Book of Order* (G-3.0301) and the Manual.
2. PC(USA) minister members of the presbytery shall be those Ministers of the Word and Sacrament who are active, retired, or at-large members of the presbytery. Inactive members are restricted in their participation (see *Book of Order* G-2.0508).
3. Commissioned Ruling Elders shall be enrolled as elder members of the presbytery for the term of their commissions.
4. Each Officer, Moderator of Presbyterian Women, Committee Chairperson, member of Council, and President of the Board of Trustees who is a ruling elder shall be a voting member of presbytery for the tenure of their office whether or not commissioned by their session.

ARTICLE VI – Meetings

1. Ordinarily, the presbytery shall hold stated meetings on the last Saturday of January and on the second Tuesday of March, May, September, and November. Presbytery Council shall establish the time, place, and docket for each Presbytery meeting. Ordinarily, the times for meetings will be set at least six months prior to the meeting. Ordinarily, each meeting shall include times for worship, business, program, and fellowship.

2. The January stated meeting of the presbytery shall be the annual meeting of the presbytery and the corporation. The business of the annual meeting shall include the installation of officers and such other items of business relating to the affairs of the presbytery as may properly come before the meeting.
3. The Moderator of presbytery shall call a special meeting at the request, or with the concurrence, of two ministers and two ruling elders, the ruling elders being of different churches. Written notice of a special meeting stating the place, day, and hour of the meeting shall be delivered before the date of the meeting to each minister member and the clerk of session of each church either personally or by first class mail, facsimile or electronic mail. The notice shall set out the purpose of the meeting, and no business other than that listed in the notice shall be transacted.
4. The President of the Board of Trustees shall call a special meeting of the Corporation when directed by the Presbytery; when requested by two or more Trustees; or when requested by (or with the concurrence of) two ministers and two ruling elders, the ruling elders being from different churches. Written notice of a special meeting stating the place, day and hour of the meeting shall be delivered before the date of the meeting to each minister member and the clerk of session of each church either personally or by first class mail, facsimile or electronic mail. The notice shall set out the purpose of the meeting, and no business other than that listed in the notice shall be transacted.
5. The most recent edition of the *Robert's Rules of Order* shall be the parliamentary rules for the presbytery, except when the Constitution (*Book of Order* and Confessions) of the PC(USA) or these Bylaws provide otherwise.
6. At the request of two or more members, or in the discretion of the presiding officer, motions may be voted upon by ballot.
7. The quorum for all meetings of presbytery shall be any six minister members and six ruling elders present, provided that at least six churches are represented by ruling elders.
8. The presbytery and all standing or special committees, task forces, commissions, and boards (including, without limitation, the Board of Trustees) of the presbytery may meet by any digital or virtual means currently or hereafter available, subject to any policies or procedures as may, from time to time, be adopted by the presbytery.

ARTICLE VII

Officers of The Presbytery, Their Election And Duties

1. The officers of the presbytery shall be the Moderator, Vice Moderator, Stated Clerk, Executive Presbyter, any Associate Presbyters, Treasurer, and the Chairperson of Presbytery Council.
2. The Moderator and Vice Moderator shall be nominated by the Committee on Representation and Nomination and elected annually at the November meeting of presbytery and shall be installed for a one year term as the first order of

business at the January meeting of presbytery. Additional nominations from the floor shall be permitted with the prior consent of the nominee. Election shall be by ballot in the event of one or more additional nominations.

3. The Stated Clerk shall be elected for a three-year term, eligible for reelection, at the September meeting and shall take office at the January meeting of presbytery following election. The Committee on Representation and Nomination shall present the nominee at the September meeting preceding the expiration of a term of service.
4. The Executive Presbyter and any Associate Presbyters shall be elected by presbytery in accordance with the *Book of Order* (G-3.0110 and G-3.0111).
5. The duties of the Officers shall be those described in the *Book of Order*, the Manual, or as set forth in job descriptions adopted by the Personnel Committee.

ARTICLE VIII – Committees of Presbytery

1. In the performance of its duties, presbytery shall appoint such standing committees as specified in the *Book of Order* (G-3.0103, G-3.0109, and G-3.0111) and may appoint other such committees it deems necessary to accomplish the mission of the presbytery. The chairs (or designee) of all Standing Committees shall have a vote on Presbytery Council. The presbytery shall elect a Permanent Judicial Commission as described in Article XI.
2. Election of presbytery committee members and officers shall occur in the manner described in Article X for the nomination and election of Presbytery Council members and officers.
3. Provisions related to the meetings, responsibilities, and operation of presbytery committees shall be those described in the *Book of Order* and the Manual.

ARTICLE IX - Board of Trustees

1. The Board of Trustees of the presbytery shall consist of three ministers and three ruling elders. These Trustees shall be elected in three classes, each consisting of one minister and one ruling elder. Each class shall hold office for three years, or less upon resignation or removal. No Trustee shall serve for consecutive terms, either full or partial, aggregating more than six years. The Executive Presbyter shall be a member of the Trustees, ex officio without vote.
2. The officers of the Corporation (Trustees) shall be President, Vice President, Secretary, and Treasurer and other such officers or assistant officers as the Trustees may from time to time elect. The President, Vice President, Secretary, and Treasurer shall be Trustees, however, assistant officers (if any) do not need to be Trustees. Officers shall be elected annually by the Trustees on the first meeting of the Trustees of each calendar year and shall remain in office until a successor to such office is elected. Any officer elected or

appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint the same whenever in their judgment the best interests of the Corporation will be served.

3. The President shall preside at meetings of the Trustees and otherwise shall possess the powers and perform the functions usually appertaining to such office. The Vice President shall have all of the powers and perform all the duties of the President in his/her absence or during his/her inability to act.
4. The Secretary shall have and exercise all functions incident to the office of Secretary and such other duties as may be required by law. The Secretary shall be the custodian of the seal of the Corporation and shall affix the seal on contracts, certificates, and other documents requiring the same. The Secretary shall cause the notice of meetings of the Trustees, and of any meetings of committees of Trustees, to be given in accordance with these Bylaws and shall be the custodian of the permanent records of the Corporation.
5. The Treasurer shall be responsible to the Corporation through its Trustees. The Treasurer shall render financial reports to Trustees and the presbytery not less frequently than quarterly.
6. Meetings of the Trustees may be called by the President at a time and place in Washington Presbytery as may be specified by such notice. Written notice stating the place, day, and hour of a meeting of Trustees shall be delivered before the meeting to each Trustee either personally or by first class mail, facsimile, or electronic mail. Such notice need not state the business to be transacted at, nor the purpose of, such meeting. Three Trustees shall constitute a quorum for the transaction of business and the act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Trustees.
7. Trustees by resolution duly adopted may designate and appoint one or more committees and delegate to such committees specific and prescribed authority of Trustees. However, the creation of such committees shall not operate to relieve Trustees, or any individual Trustee, of any responsibility otherwise imposed on such person by law.
8. The fiscal year of the Corporation shall be the calendar year.
9. The Trustees, by resolution duly adopted, may designate and appoint one or more individuals with authority to sign checks, drafts, contracts, leases, deeds, or other instruments on behalf of the Corporation or presbytery.
10. The duties and responsibilities of the Trustees shall be those as defined in the PC(USA) *Book of Order*, the Manual, and any other such duties as may from time to time be delegated to the Trustees by the Corporation. The Trustees shall have the following responsibilities:
 - A. Overseeing and managing the corporate affairs of the presbytery.

- B. Having charge of all properties, bequests, and permanent funds belonging to the Corporation, and using them as the Corporation may direct.
 - C. Having charge of all matters of law connected with the business and work of the Corporation, and for this purpose retaining legal counsel and other advisors.
 - D. Making recommendations to presbytery concerning architectural and financial plans for the erection of, or addition to, church and presbytery buildings.
 - E. Making recommendations to presbytery concerning all requests from congregations for permission to sell, mortgage, or lease real estate (*Book of Order*, G-4.0206.a).
 - F. Reporting to the Corporation at least once a year, or as often as conditions may require.
 - G. Electing annually from their number a President, Vice President, Secretary, and Treasurer and reporting the officers so elected to the presbytery.
 - H. Causing the preparation of an annual audit, or financial review of the Corporation as provided in Article XII.
11. Each person acting in the capacity as a Trustee shall be indemnified in accordance with the provisions described in Article XIII.

ARTICLE X – Presbytery Council

1. In order to accomplish its business more efficiently, the presbytery establishes a Presbytery Council in conformance with *Book of Order* (G-3.0109) and with such specific responsibilities and authorities as may be delegated by presbytery. Council shall make a full report of its actions to presbytery at its next stated meeting.
2. The officers of the Presbytery Council shall consist of the Chairperson, Stated Clerk, Executive Presbyter, any Associate Presbyters, and Treasurer. The Chairperson shall be elected for a one-year term at the November meeting of Presbytery in accordance with the procedures for nominating and electing Presbytery officers described in Article VII. The Chairperson shall be installed as the first order of business at the January meeting of presbytery. The other officers shall be those officers of presbytery as described in Article VII.
3. Members – The Presbytery Council shall consist of voting and non-voting members.
 - A. Voting Members
The voting members shall include the Chairperson, the Chairs (or a designee) of the Standing Committees of Presbytery, the Moderator of Presbyterian Women, the President of the Board of Trustees, and those duly elected at-large members, who shall be nominated from either laypersons/ruling elders or ministers, or a combination, so as to best reflect layperson-clergy parity on Council. The Moderator of Presbytery and the Vice Moderator of Presbytery shall be ex officio members with vote.
 - B. Non-voting members
The non-voting members shall include ex officio the Executive Presbyter, any Associate Presbyters, Stated Clerk, and Treasurer.

4. Elections to Presbytery Council, the Standing Committees of Presbytery Council, and Presbytery
 - A. Elections to Presbytery Council and the standing committees shall be held annually at the November meeting of presbytery at which time the Committee on Representation and Nomination shall present nominations for all positions to be filled, except positions on the Committee on Representation and Nomination.
 - B. The Committee on Representation and Nomination shall also present nominees to be elected as chairpersons of standing committees at the November meeting.
 - C. The term of office on the Presbytery Council and standing committees of Presbytery Council and Presbytery shall be for three years beginning on the first of January next, following the election and confirmation. No Presbytery Council or committee member shall serve for consecutive terms, either full or partial, aggregating more than six years. The term of service on Presbytery Council for ex officio members shall coincide with their term of office.
 - D. When vacancies occur during the course of the year, the unexpired terms should be filled at the next meeting of presbytery.
 - E. At any time of election, nominations from the floor of presbytery shall always be in order.

5. Meetings

Ordinarily, the Presbytery Council shall hold stated meetings on the second Tuesday of February, April, June, August, October, and December. The council chairperson shall establish the time, place, and docket for each Presbytery Council meeting.

6. Duties and Responsibilities

The Presbytery Council is responsible for the oversight of the life and work of the presbytery including:

 - A. Acting on behalf of presbytery within the authorities so delegated by presbytery;
 - B. Proposing the docket for presbytery at its meetings;
 - C. Coordinating the ministries and programs of the presbytery;
 - D. Implementation of the mission of the presbytery as represented in its Mission Statement and other adopted goals;
 - E. Communicating the works of the presbytery;
 - F. Development and oversight of the presbytery's Manual;
 - G. Promulgating the Manual and communicating changes to presbytery;
 - H. Presenting nominations for election to the Committee on Representation and Nomination at the January meeting of presbytery; and
 - I. Other such duties as may be necessary/required or delegated to it by the presbytery or as set forth in the Manual.

7. In the performance of its duties, the Council may appoint such committees it deems necessary to accomplish the mission of the presbytery. Committees may be either Standing Committees or Ad Hoc Committees. Standing Committees shall have those duties and responsibilities as described in the Manual. Ad Hoc Committees shall have those duties and responsibilities as granted by Presbytery Council. The chairs (or

designee) of all Standing Committees shall have a vote on Presbytery Council. While Presbytery Council will review the work of these committees, for the purpose of coordinating it with the other work of the presbytery, its goal should be to affirm and communicate the decisions of these committees, not to override or rework them.

ARTICLE XI - Judicial Commission

In accordance with the *Book of Order* (D-3.01) the Presbytery shall elect a Permanent Judicial Commission with the duties, authorities, and responsibilities as described in the *Book of Order*.

ARTICLE XII – Records

1. The presbytery shall keep a full and accurate record of its proceedings, which shall be submitted at least once each year to the Synod for its general review and control. It shall report to the Synod and to the General Assembly every year changes which have taken place including ordinations, the receiving, dismissing, and deaths of ministers, and the organizing, uniting, dividing, or dissolving of churches.
2. Minutes and other official records of the presbytery are the property of the presbytery, and the Stated Clerk is responsible for their preservation.
3. A full financial review of all financial books and records shall be conducted every year by a committee of members versed in accounting procedures in writing and on record. Such auditors shall be appointed by the Board of Trustees and shall not be related to the Treasurer (or Financial Secretary).

ARTICLE XIII – Indemnification of Officers, Directors, and Representatives

Each person who is or was a director or officer of the presbytery shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative action, suit or proceeding (whether brought by or in the name of the presbytery or otherwise) arising out of their service to the presbytery or to another organization at the presbytery's request. Persons who are not directors or officers of the presbytery may be similarly indemnified in respect of such service to the extent authorized at any time by the Presbytery Council. The provisions of this section shall be applicable to actions, suits, or proceedings commenced after adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

ARTICLE XIV – Amendments

1. Proposed amendments to these Bylaws shall be submitted in writing to the Ecclesiastical Affairs Committee. That committee shall report proposed amendments at one stated meeting of presbytery for information only. At the following stated meeting the Ecclesiastical Affairs Committee shall present the amendments for action. A majority vote of presbytery shall be sufficient to adopt an amendment.

2. The references in these Bylaws, or any parts of it, may be corrected editorially to conform to the provisions, from time to time, of the Manual, or should the General Assembly at any time change the numbering of the provisions of the *Book of Order*.

Adopted 5-14-2024