

PART IV:

BYLAWS,

MANUALS

AND

GUIDELINES

BYLAWS, MANUALS AND GUIDELINES

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COVENANT THEOLOGICAL SEMINARY Presbyterian Church in America 1995, p. 181, 23-41, III, 2.

That the changes to the Bylaws of CTS be approved

[see Appendix F, p. 350]

Adopted

1995, p. 350 Appendix F, Attachment 1.

BYLAWS COVENANT THEOLOGICAL SEMINARY (As amended by the 1995 General Assembly)

ATTACHMENT 1

Revisions to the Seminary Bylaws: Over the last year and a half the Board of Trustees has been involved in a program of upgrading their work as a Board. One part of the process involved a review and improvement of the Seminary Bylaws. In Article IV, Section 5 of the Old Bylaws the following was stated:

Section 5. Change in Bylaws. Changes in the bylaws with respect to the statement of purpose and the membership of the board shall be approved by the General Assembly. The Board of Trustees shall normally initiate ordinances necessary and proper to carry into effect the purposes of the corporation and to advance the interest of the Seminary.

There were changes in both the Statement of Purpose and the Membership of the Board. The Stated Clerk requested that we print information regarding our changes in Bylaws along with our report so that each elder serving as a delegate to the Twenty-Third General Assembly would have a copy of our changes. The request for the approval of these change will come through the Committee of Commissioners reviewing the work of the Seminary at General Assembly.

In order to show the changes in wording, any wording deleted will be italicized and put in brackets. Any added or changed wording will be shown in bold letters.

The change in the Statement of Purpose is a minor wording change:

Article II

Purpose

Covenant Theological Seminary is a graduate and professional school of higher learning having as its principal purpose the education and preparation of qualified candidates for the gospel ministry in the United States and other countries.

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Next is the Article on Membership of the Board of Trustees. We will take the Article section by section to show and explain the changes:

Article V

Membership of the Board of Trustees

Section 1. Election. The powers of this corporation shall be vested in a Board of Trustees which will consist normally of not fewer than twelve and not more than thirty-two members. It shall be composed of four equal classes, the term of each class being four years, members being chosen by ballot at the annual meeting of the General Assembly of the Presbyterian Church in America (A Corporation). Vacancies which occur between General Assemblies shall be filled by the next succeeding annual Assembly. Each Trustee shall be an ordained elder to the Presbyterian Church in America (A Corporation) except that up to two members of each class, limited to a maximum of 20% of the full Board, may be elders of denominations with which the Presbyterian Church in America (A Corporation) is in ecclesiastical fellowship.

Each member of the Board of Trustees shall each year, no later than the first meeting after the General Assembly, subscribe by signature without any mental reservation to the doctrinal standards of the Presbyterian Church in America (A Corporation), to the Bylaws of this corporation, and to the Conflict of Interest policy stated in Article XV of these Bylaws.

Explanation:

Article V, Section 1: We add the wording in the last sentence of the first paragraph: "limited to a maximum of 20% of the full Board." We recommend this change because in the first sentence it states that the Board could be as few as 12 members. With four classes and two allowed to be non-PCA in each class there is a potential of having a Board with 8 non-PCA and 4 PCA members. The 20% figure put limits on the non-PCA Board member no matter what size the Board may be.

Section 2. Quorum. A majority of the Trustees shall constitute a quorum at regular meetings.

Explanation:

This change was made to conform to the PCA Corporate Bylaws, Article III, Section 6, and Rules of Assembly Operation, Article IV, section 4-15.

Section 3. Relationship to Church. The Trustees of Covenant Theological Seminary shall be a continuing and permanent Board of the General Assembly of the Presbyterian Church in America (A Corporation). All of the affairs of this corporation shall be controlled by the Board of Trustees who will in turn be responsible to report annually to the General Assembly of the Presbyterian Church in America (A Corporation).

Explanation:

Conforms to Rules of Assembly Operation, Article XI, section 11-1.

Section 4. Number and Tenure. The General Assembly of the Presbyterian Church in America (A Corporation) will, when duly assembled, and subject to the limitations of the Articles of Incorporation and these Bylaws, increase or decrease the number of the Trustees, having due regard for the tenure of office of those presently holding the office of Trustees, and may elect additional Trustees, as limited by these Bylaws, and fill vacancies in the Board of trustees as same occur.

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Limitations of Service: (a) Trustees shall not serve more than two full terms consecutively. (b) Service shall be limited to one board or permanent committee of the denomination at a time. (c) Trustees not from the Presbyterian Church in America (A Corporation) shall subscribe to the doctrinal standards for elders of the Presbyterian Church in America (A Corporation). (d) Trustees of this Board who have not attended three successive regular Board Meetings will be judged to have resigned, unless retained by Board action taken at the third meeting. Upon their election Trustees shall hold office for four years, except when an individual Trustee is elected specifically to fill an unexpired term of another Trustee.

Explanation:

Wording changes are for clarification.

Section 5. Trustee Removal. Grounds on which Trustees may be removed by the Board include doctrinal deviation, moral failure, or neglect of duty. Should it become necessary, such action by the Board would be undertaken to preserve the honor of Christ and protect the reputation, witness and progress of the Seminary. It is not and should not be regarded as church discipline. There may be circumstances in which removal by the Board would be permissible even in the absence of discipline by an appropriate church court.

1. In every case, the principles of Matthew 18 must be followed; specifically, an attempt should first be made to deal with matters privately, and only involve others or the entire Board if private efforts do not bring about a satisfactory result.
2. Subject to the previous paragraph, the Chairman shall have the right to express the consensus of the Board by requesting the resignation of a Trustee.
3. Should the Board be satisfied that action on such grounds as are noted above be appropriate, the Board may issue a formal reprimand to the Trustee and/or may request the Trustee's resignation.
4. In the event that a Trustee should not resign when requested, he may be suspended from active service on the Board by a three-quarters vote of the Trustees present. Such suspension shall remain in effect until the next meeting of the General Assembly of the Presbyterian Church in America (A Corporation). If that General Assembly does not take action to overturn the suspension, then the Trustee shall be judged to have been removed from office and a replacement will be elected by the Assembly, just as though the Trustee had resigned.

Explanation:

Article V, Section 5, Trustee Removal is new. For further clarification the following principles and explanations are given:

- a. The General Assembly, not the Board, determines the membership of the Board. Thus the Board cannot remove Trustees from office. At the same time, it would seem prudent to create a structure which presupposes that the Board has done the right and best thing, while still giving the Assembly a mechanism for overruling the Board.
- b. Church discipline and Trustee removal must be clearly distinguished, because removal from the Board of Trustees does not jeopardize a man's livelihood (as in the discipline of a vocational elder), or his office or membership in the visible church. It is a less final and serious

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- judgment, which may be made more for the good of the Seminary than for the needs of the individual.
- c. Church discipline and Trustee removal actions must be clearly distinguished, because there may be situations in which a Trustee's presence on the Board may adversely affect the reputation, witness, or progress of the Seminary, even though the Trustee is not at the time under church discipline.
- (1) A Trustee may of his own accord come forward and confess a serious offense to the appropriate church court. If the court is of the view that church discipline is restorative and not punitive, the court may choose to impose no ecclesiastical penalties on the Trustee. He would thus not be "under" church discipline, and would remain a member in good standing of his church or presbytery. The offense might still be of such a nature that the Trustee's continued presence on the Board is problematical for the Seminary.
 - (2) A Trustee may be the object of a lengthy disciplinary procedure (complete with appeals) in the courts of the church. Since a final determination has not yet been made, the Trustee is not yet "under" church discipline, at the least in one sense. The Trustee's continued presence on the Board may nonetheless negatively impact the Seminary.
- d. The rules of Assembly Operation do not address the removal of a Trustee or member of one of the Assembly's Committees. Because the only provision for filling vacancies is in the case of a resignation, the language "just as though the Trustee had resigned" was inserted in paragraph 4.

Our Board of Trustees approved the above revisions in two readings. With this approval the Board of Trustees is asking that General Assembly approve these changes.

In the revised Bylaws the Board of Trustees has retained the requirement for General Assembly approval of old Article IV, Section 5, but has moved the wording to a more appropriate section - "Amendments." Following is the complete amendments section for your information:

Article IX

Amendments

Section 1. Process. These Bylaws may be amended or new Bylaws adopted by two-thirds vote of those members present at any meeting of the Board of Trustees duly assembled, provided that the proposed amendment has been submitted in writing at the previous meeting and forwarded to any absent member, and provided that such amendments do not conflict with the Book of Church Order, Rules of Assembly Operations, or Corporate Bylaws of the Presbyterian Church in America (A Corporation).

Section 2. Change in Bylaws. Changes in the bylaws with respect to the Statement of Purpose and the membership of the Board of Trustees shall be approved by the General Assembly. Responsibility to initiate all actions necessary to carry out the approved Statement

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of Purpose, however, shall normally belong to the Board of Trustees rather than the General Assembly.

Section 3. Regular Review. The Bylaws will be reviewed by the Executive Committee at least every three years. Any suggested revisions will be recommended to the Board of Trustees using the Process in Section 1.

Section 4. Suspension of the Bylaws. Any section of these Bylaws except Article II, Article III and Article IX may be temporarily suspended at any meeting of the Board of Trustees by a unanimous vote.

Articles of Incorporation

Article I

[Attorney's Commentaries]:

The Seminary is now considered a “public benefit corporation.” In the new act, not-for-profit corporations are either public benefit corporations or mutual benefit corporations. There is little legal significance to these designations and they reflect no change in the Seminary’s status as a non-profit corporation. However, if the articles of incorporation are amended in the future, they will need to contain a statement that the Seminary is a public benefit corporation.

The annual reports that need to be filed with the Secretary of State will have a new question, regarding the classification of the Seminary. Again, the question should be answered by stating that the Seminary is a public benefit corporation.

Article I is therefore amended to read as follows: “The corporation is a public benefit corporation, and the name of the corporation shall be COVENANT THEOLOGICAL SEMINARY.”

Article VIII

[Attorney's Commentaries]:

Paragraph 3(c) of the amended Articles of Incorporation as they presently exist should be changed. The new Missouri act emphasizes creditor protection. That is, it states in several places that, when a public benefit corporation is dissolved and liquidated, creditors must be paid first, before the assets are distributed to another tax-exempt entity. Paragraph 3(c) of the Seminary’s Articles as currently worded does not provide for distribution to creditors first. Although the current wording does not invalidate or endanger the Seminary’s non-profit status with the IRS, a phrase authorizing distribution first to creditors should be included when the Articles are amended.

Paragraph 3(c) should also be amended to require that the Attorney General of the State of Missouri be notified when the Seminary is to be dissolved and its assets distributed; when the Seminary plans to merge with another public benefit corporation; or when the Seminary intends to sell, exchange, or otherwise dispose of all or substantially all of its assets. Various sections of the new act require that the Attorney General be given notice of these actions.

Article VIII is therefore amended to read as follows: “In liquidation or dissolution, creditors of the corporation shall first be paid, and the remaining assets of this corporation shall be

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distributed to such organizations as shall be designated by the trustees of the Presbyterian Church in America (A Corporation), and as approved by the General Assembly, and which are operated exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not inure to the benefit of any private member or individual. In the case of dissolution of the corporation and distribution of its assets, or merger with another public benefit corporation, or if the corporation shall intend to sell, exchange, or otherwise dispose of all or substantially all of its assets, the corporation shall give notice of such act or intended act to the Secretary of State of Missouri."

ATTACHMENT 2

Bylaws

Article I

Name and Location

The name of this corporation is Covenant Theological Seminary, as set forth in its Articles of Incorporation, an institution serving as an agency of the Presbyterian Church in America (A Corporation). The office of the corporation shall be at the Seminary, 12330 Conway Road, Creve Coeur, St. Louis County, Missouri, or at such place as may be designated by the Board of Trustees. The corporation is incorporated under the General Not-for-Profit Laws of Missouri as a public benefit corporation and is tax exempt.

Article II

Purpose

Covenant Theological Seminary is a graduate and professional school of higher learning having as its principal purpose the education and preparation of qualified candidates for the gospel ministry in the United States and other countries.

Article III

Doctrinal Standards

The doctrinal standards of this corporation are the Westminster Confession of Faith and Catechisms as set forth in the Constitution of the Presbyterian Church in America (A Corporation) subordinate to the Word of God. The Seminary is committed to the defense of the historic Christian faith and to the scriptural doctrine of the purity of the visible church.

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Article IV

Powers and Responsibilities of Trustees

Section 1. Powers. The Board of Trustees shall be the Board of Directors and shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic and financial policy-making functions and its responsibility for the corporation's financial health and welfare. The Board of Trustees shall exercise ultimate institutional authority as set forth in these Bylaws and in such other policy documents the Trustees deem to be appropriate. The Articles of Incorporation, these Bylaws and other Board policy statements shall take precedence over all other institutional statements, documents, and policies.

Section 2. Responsibilities. The Board of Trustees shall have the duty and authority to carry out all lawful functions which are permitted by these Bylaws or by the Articles of Incorporation. This duty and authority exercised as a collective body in consultation with the President shall include, but shall not be limited to, these illustrative functions:

1. **Purpose and Mission.** The Board of Trustees shall determine and periodically review the purposes and the mission of the Seminary.
2. **President.** The Board of Trustees shall select the President of the Seminary and set appropriate conditions of employment, including compensation. It shall support the President. It shall assess his performance and the progress of the Seminary annually. It evaluates his compensation annually. At all times there is to be a clear differentiation between the policy-making functions of the Board of Trustees and the delegation to the President of the Seminary the responsibility for administering these policies approved by the Board.
3. **Planning.** The Board of Trustees shall ensure that there is a sound Seminary planning process led by the President. This process should produce a written Long Range Plan which is reviewed annually and updated as needed. Trustees are to understand the role of the Board as a policy-making body and avoid participation in administration of policy. They are to learn and consistently use designated Seminary channels when conducting Board business.
4. **Educational Programs.** The Board of Trustees shall recommend, review and approve changes in the educational programs of the Seminary, consistent with its mission.
5. **The Faculty.** The Board of Trustees shall oversee the establishment of policies and procedures regarding salary schedules, appointment, promotion, tenure and dismissal of the faculty:
 - (a) **Appointment:** Additions to the faculty shall be nominated by the President of the Seminary after full consultation with the current faculty and appointed after their applications have been approved by the Board. In addition to being academically qualified for faculty positions, all of the faculty must be in hearty agreement with the special and distinctive standards and testimony of the Seminary and shall subscribe to them annually in writing.

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- (b) Rank and Compensation. There shall be four ranks of the regular faculty: Professor, Associate Professor, Assistant Professor and Instructor. Terms of faculty contracts (including rank and compensation) are approved by the Board upon the recommendation by the President in keeping with the general terms outlined in the Board approved Faculty Manual.
6. Degrees and Honors. The Board of Trustees shall have the power to grant and confer degrees and other academic and literary honors of the corporation. Earned degrees as well as honorary degrees and other honors shall be granted and conferred only in accordance with the regulations and requirements established by the Board after consultation with the faculty of the Seminary.
 7. Budget. The Board of Trustees shall oversee and approve the budget of the Seminary and establish policy guidelines for the endowment and for all investments and major fund raising efforts.
 8. Tuition and fees. The Board of Trustees shall authorize any changes in tuition and fees within the institution.
 9. Purchase and sale of major capital. The Board of Trustees may authorize the purchase, management and sale of all land, buildings or major equipment for use by the Seminary. The Board may acquire, buy, sell, lease, mortgage, hypothecate, hold and otherwise deal in real and personal property, wheresoever situated, either by purchase, gift, bequest, or otherwise, as may be necessary, convenient or useful, in carrying out any and all of the objects and purposes of this organization.
 10. Construction and renovations. The Board of Trustees may authorize the construction of new buildings and major renovations of existing buildings.
 11. Incurring debt. The Board of Trustees has full power and authority to borrow money on behalf of the corporation and to incur indebtedness on behalf of the corporation. The Board may cause to be executed on the part of the corporation written evidence of any such indebtedness with the stipulated obligation to pay interest thereon at a specified rate and may pledge security for such debt. Great care shall be taken at all times to make it clear to all concerned that the financial obligations which the Board incurs do not become financial obligations of the Presbyterian Church in America (A Corporation), but are the responsibility of this corporation.
 12. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Seminary, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Seminary. Such authority may be general or confined to specific instances.
 13. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Seminary shall be signed by one officer of the Seminary subject to limitations which shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer

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or an assistant treasurer and countersigned by the President or a vice-president of the Seminary.

14. **Deposits.** All funds of the Seminary shall be deposited from time to time to the credit of the Seminary in such banks, trust companies or other depositories as the Board of Trustees may select.
15. **Due process.** The Board of Trustees shall ensure that adequate due process policies and procedures exist. It may serve as a court of final appeal in matters of dispute regarding termination of Faculty and Seminary Officers; not other employees.
16. **Publishing.** The Board of Trustees may publish and distribute publications and literature in connection with its purposes.
17. **Gifts and bequests.** The Board of Trustees shall authorize officers or agents of the institution to accept gifts or bequests on behalf of the Seminary subject to Board policy guidelines.
18. **Independence.** The Board of Trustees shall preserve the Seminary's integrity and freedom from unwarranted harassment or inappropriate external and internal pressures and destructive interference or restraints.
19. **Self-evaluation.** The Board of Trustees shall periodically undertake or authorize assessments of the Board's performance. At the December Executive Committee Meeting the President is to evaluate the performance of the Board for the Executive Committee's report to the Board at its January meeting. At least every five years it is advisable for the Board to engage a consultant to help answer questions regarding the performance of the Board.
20. **Financial Audit.** The auditing firm used each year is to be approved by the General Assembly based upon recommendation by the Board of Trustees of the Seminary.

The duties of individual Trustees shall include, but shall not be limited to these illustrative functions:

1. **Financial support.** Trustees should contribute financially to the Seminary's fund raising goals individually in accordance with one's means, and participate actively in strategies to secure sources of support.
2. **Seminary Advocates.** Trustees should serve actively as advocates for the Seminary in appropriate matters in consultation with the President and other responsible parties. They should help interpret the community to the campus.
3. **Preparation.** Trustees should carefully prepare for, regularly attend, and actively participate in Board meetings and committee assignments.
4. **Professional development.** Trustees should devote time to learn how the Seminary functions - its uniqueness, strengths, and needs - its place in graduate education.

5. Confidentiality. Trustees should maintain the confidential nature of Board deliberations.

Article V

Composition of the Board of Trustees

Section 1. Election. The powers of this corporation shall be vested in a Board of Trustees which will consist normally of not fewer than twelve and not more than thirty-two Trustees. It shall be composed of four equal classes, the term of each class being four years, Trustees being chosen by ballot at the annual meeting of the General Assembly of the Presbyterian Church in America (A Corporation). Vacancies which occur between General Assemblies shall be filled by the next succeeding annual Assembly. Each Trustee shall be an ordained elder of the Presbyterian Church in America (A Corporation) except that up to two Trustees from each class, limited to a maximum of 20% of the full Board, may be elders of denominations with which the Presbyterian Church in America (A Corporation) is in ecclesiastical fellowship.

Each Trustee shall each year, no later than the first meeting after the General Assembly, subscribe by signature without any mental reservations to the doctrinal standards of the Presbyterian Church in America (A Corporation), to the Bylaws of this corporation, and to the Conflict of Interest policy stated in Article XV of these Bylaws.

Section 2. Quorum. A majority of the Trustees shall constitute a quorum at regular meetings.

Section 3. Relationship to Church. The Trustees of Covenant Theological Seminary shall be a continuing and permanent Board of the General Assembly of the Presbyterian Church in America (A Corporation). All of the affairs of this corporation shall be controlled by the Board of Trustees who will in turn be responsible to report annually to the General Assembly of the Presbyterian Church in America (A Corporation).

Section 4. Number and Tenure. The General Assembly of the Presbyterian Church in America (A Corporation) will, when duly assembled, and subject to the limitations of the Articles of Incorporation and these Bylaws, increase or decrease the number of the Trustees, having due regard for the tenure of office of those presently holding the office of Trustees, and may elect additional Trustees, as limited by these Bylaws, and fill vacancies in the Board of Trustees as same occur.

Limitations of Service: (a) Trustees shall not serve more than two full terms consecutively. (b) Service shall be limited to one board or permanent committee of the denomination at a time. (c) Trustees not from the Presbyterian Church in America (A Corporation) shall subscribe to the doctrinal standards for elders of the Presbyterian Church in America (A Corporation). (d) Upon their election Trustees shall hold office for four years, except when an individual Trustee is elected specifically to fill an un-expired term of another Trustee.

Section 5. Trustee Removal. Grounds on which Trustees may be removed by the Board include doctrinal deviation, moral failure, or neglect of duty including non-attendance at three successive regular Board Meetings. Should it become necessary, such action by the Board would be undertaken to preserve the honor of Christ and protect the reputation, witness and progress of the Seminary. It is not and should not be regarded as church discipline. There may

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be circumstances in which removal by the Board would be permissible even in the absence of discipline by an appropriate church court.

1. In every case, the principles of Matthew 18 must be followed; specifically, an attempt should first be made to deal with matters privately, and only involve others or the entire Board if private efforts do not bring about a satisfactory result.
2. Subject to the previous paragraph, the Chairman shall have the right to express the consensus of the Board by requesting the resignation of a Trustee.
3. Should the Board be satisfied that action on such grounds as are noted above be appropriate, the Board may issue a formal reprimand to the Trustee and/or may request the Trustee's resignation.
4. In the event that a Trustee should not resign when requested, he may be suspended from active service on the Board by a three-quarters vote of the Trustees present. Such suspension shall remain in effect until the next meeting of the General Assembly of the Presbyterian Church in America (A Corporation). If that General Assembly does not take action to overturn the suspension, then the Trustee shall be judged to have been removed from office and a replacement will be elected by the Assembly, just as though the Trustee had resigned.

Article VI

Officers of the Board of Trustees

Section 1. Officers. The officers of the Board of Trustees and of the corporation shall consist of a Chairman, one or more Vice-Chairmen, Secretary, and Treasurer. The officers shall be Trustees.

Section 2. Election. Unless a vacancy in an office occurs at another time, all officers shall be elected at the spring meeting of the Board of Trustees by a two-thirds vote of the Trustees present. The Chairman, Vice Chairman, Secretary and Treasurer shall serve for terms of one year and until their successors are elected and qualified, unless removed earlier by the Board. It is advisable that the Chairman shall serve for at least three consecutive one year terms but he shall not serve more than five consecutive years.

Section 3. Compensation. The Board of Trustees and its officers designated above in this article shall not receive compensation for their service as such. However, in case any Trustee or any officer is authorized to perform duties involving devotion of unusual time and effort, he shall then have such remuneration as the Board shall prescribe.

Section 4. Assistants. The Board of Trustees may appoint from time to time, as the business of the corporation may require, assistants to the above-named officers designated in this Article, and fix the tenure of office and allow suitable compensation for such assistants. Assistants are not required to be Trustees.

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Section 5. Removal. All officers of the Board of Trustees shall serve at the discretion of the Board and shall be subject to removal by the affirmative vote of two-thirds of the Trustees present at a meeting of the Board.

Section 6. Vacancies. A vacancy in any of the offices of the Board of Trustees may be filled at any meeting of the Board.

Article VII

Officers of the Seminary

Section 1. The President. The Board of Trustees shall appoint a President of the Seminary who shall be the Chief Executive Officer of the Seminary. He shall serve at the pleasure of the Board. He shall be an elder in good standing of the Presbyterian Church in America (A Corporation). He must be examined and approved by the General Assembly's Theological Examining Committee, in accordance with the Book of Church Order, prior to appointment. A two-thirds vote of the Trustees present at a regularly constituted meeting at which a quorum is present shall be necessary to appoint or remove the President. In the event of a vacancy, the Board shall appoint an acting President and shall appoint a special Search Committee to submit nominations for candidates for the office.

Section 2. Executive Vice President. Upon selection and recommendation by the President, the Board of Trustees may approve the appointment of an Executive Vice President to assume such administrative and other duties as may be assigned by the President. In the absence or disability of the President, the Executive Vice President shall assume the duties of the President.

Section 3. Vice President. Upon selection and recommendation by the President, the Board of Trustees may approve the appointment of one or more Vice Presidents of the Seminary who shall assist in carrying out particular functions and responsibilities of the Seminary.

Article VIII

Duties of the Officers of the Board of Trustees

Section 1. The Chairman. The Chairman has all of the responsibilities of other Trustees. He shall preside at all meetings of the Board of Trustees, serve as Chairman of the Executive Committee and appoint all committees and their chairmen, except those elected by the Board. The Chairman is responsible to prepare each Board Meeting and Executive Committee Meeting agenda, ordinarily in consultation with the President. The Chairman shall serve ex-officio on all standing committees. He shall perform all duties incident to such office. He shall have such additional powers and duties as may be prescribed from time to time by the Board.

Section 2. Vice Chairman. The Vice Chairman shall in the absence or disability of the Chairman perform the duties and exercise the powers of the Chairman. He shall otherwise perform such duties as shall be assigned by the Chairman or the Board of Trustees.

Section 3. Secretary. The Secretary shall keep, or cause to have kept, a record of the proceedings of the Board of Trustees and have charge of the files and documents pertaining to the affairs of the corporation. Minutes shall be kept according to guidelines set down in the

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Rules of Assembly Operations. He also is to review Board minutes to compile a running compendium of Board policies. The Secretary shall serve all notices required by law, or by the General Assembly of the Presbyterian Church in America (A Corporation), or by the Bylaws of the corporation. In case of his absence, inability or neglect to do so, such notices may be served by the Assistant Secretary or by any person directed thereunto by resolution of the Board. The Secretary shall perform such other duties as pertain to his office and as may be prescribed by the Board or by the Bylaws. He shall be the custodian of the corporate seal. The Secretary shall ensure that the Board is acting in accordance with these Bylaws and that Bylaw amendments are promptly made as necessary. The Secretary may be assisted in all duties by a staff person assigned by the President.

Section 4. Treasurer. The Treasurer shall be chairman of the Finance Committee and otherwise serve as the Board's key leader on all financial management policy matters. The Treasurer shall be responsible for all the funds of the corporation and shall supervise the handling of these funds according to principles established by the Board of Trustees. He shall receive reports from the chief financial officer of the Seminary and shall be responsible to initiate an annual audit of the books of the Seminary. The Treasurer shall also serve as the Assistant Secretary.

Article IX

Duties of the President

The President, as Chief Executive Officer, shall be the chief educational and administrative officer of the Seminary. He shall exercise general responsibility for the overall affairs of the Seminary and shall bring those matters to the attention of the Board of Trustees that are appropriate and necessary to keep it fully informed and to enable it to meet its policy-making responsibilities. He shall be responsible to the Board to operate the Seminary in conformity with the basic policies developed by the Board. He shall be responsible for developing and maintaining a program of instruction, research and service, which will be consistent with the high aims of the Seminary and needs of the students admitted. The President shall serve ex-officio on all Board Committees except when the Finance Committee is functioning as the Audit Committee.

The President is responsible for the Long Range Plan of the Seminary. The President shall be responsible for the effective organization of the Faculty, shall be regarded as part of the Faculty with vote, and shall represent the Faculty and other employees of the Seminary in meetings of the Board and its committees. At the direction of, and in cooperation with the Board, he shall be responsible for overseeing financial support programs for the objectives and programs of the Seminary and for representing the Seminary or causing it to be represented, as may be necessary and appropriate. He shall further see that the Seminary's plant and properties are properly managed, maintained and supervised.

The President shall be responsible for developing and maintaining the spiritual welfare of the entire Seminary family, and for promoting the spiritual and academic interests of the Seminary.

A report on the spiritual, academic and material conditions of the Seminary and the progress achieved therein shall be made by the President at each regular meeting of the Board. He shall also report annually for the Board to the General Assembly of the Presbyterian Church in America (A Corporation).

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The President shall be responsible for administrative staff appointments. He shall report all such appointments to the Board. With faculty consultation he shall make nominations for additions to the faculty. He shall report all such nominations to the Board for its approval. He shall select adjunct faculty in keeping with provisions of the Faculty Manual.

Article X

Meetings of the Board of Trustees

Section 1. Regular Meetings. Three regular meetings of the Board of Trustees shall be held each year on the Seminary campus as follows:

1. Spring meeting on the Friday and Saturday before Commencement.
2. Fall meeting on the fourth Friday of September and the succeeding Saturday.
3. Winter meeting on the last Friday of January and the succeeding Saturday.

The time and place of the regular meetings may be changed by the Chairman only if special notice is mailed at least twenty days before the original or rescheduled meeting date whichever comes first. If a regular meeting should fall on a holiday, the Chairman in consultation with the President shall determine a more suitable time and notify each Trustee with a notice mailed at least twenty days before the earlier of the two dates.

Section 2. Special Meetings. Written notice of any special meeting shall be mailed to each Trustee at least twenty days before the meeting. Special meetings of the Board of Trustees may be called at any time by the Chairman of the Board, or if he is absent, or unable to act, by the Vice-Chairman, or any five Trustees; or, if the Chairman refuses to act, by any five Trustees. A quorum for a special meeting of the Board of Trustees shall be 50 percent of the Board of Trustees. The call for each special meeting of the Board shall state the purpose of such a meeting, and no business shall be transacted at a special meeting except as stated in the call.

Section 3. Quorum Qualifications. If a quorum of the Board of Trustees is not present at a meeting, such meeting may be adjourned by the Trustees in attendance until such time as another meeting is regularly constituted. Except as otherwise provided in these Bylaws or the Articles of Incorporation, a majority vote of those Trustees present with a proper quorum shall constitute proper action.

Article XI

Committees of the Board of Trustees

Section 1. Organization. The Board of Trustees shall establish such standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each shall have a written statement of purpose, role and scope as approved by the Board, and such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. Such statements shall be reviewed annually by each committee at the Fall Board Meeting. Committees may not take action without a meeting and the committee Trustees may not waive notice of a meeting.

Section 2. Appointment. The Chairman of the Board of Trustees shall have the responsibility of recommending to the Board for appointment the Chairmen, Vice Chairmen, and Trustees to

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serve on all Board committees including the Trustee at large on the Executive Committee. Their appointment is to be established by majority vote of a quorum of the Trustees. All committee Chairmen, Vice Chairmen, and the majority of each committee shall be Trustees.

Section 3. Liaison, meetings, minutes. Each committee shall have a clearly designated officer of the Seminary or individual from the administrative staff as determined by the President to assist it with its work. Each standing committee, other than the Executive Committee, shall meet at least as often and in conjunction with regular Board Meetings, and regularly report on its work and recommendations to the Board of Trustees. Except for the Executive Committee, which is required to keep minutes, other committees shall decide whether written minutes are necessary or desirable and how they should be distributed to the Trustees.

Section 4. Functions. In addition to its deliberations as a whole body the Board of Trustees is divided into organizational and functional committees.

Section 5. Organizational Committees. The Board of Trustees has the following organizational committees:

1. **Executive Committee.** The Board of Trustees shall have an Executive Committee composed of the elected officers of the Board, functional committee chairmen, and one Trustee at large. The Board may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation. The Executive Committee shall assist the Chairman and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting Board Meeting agenda items and periodically assessing the quality of Committee work. The Chairman of the Board shall be the Chairman of the Executive Committee. In his absence the Vice-Chairman shall serve as Chairman. In the absence of both the Chairman and the Vice-Chairman another Trustee on the committee may be selected to act as Chairman for that meeting. For the transaction of business 50 percent of the Executive Committee shall constitute a quorum. Its transactions shall be reported regularly to the Board. The actions of the Executive Committee are subject to ratification by the Board.

Ordinarily there shall be at least two regular meetings of the Executive Committee on the Seminary campus each year as follows:

- (a) The first Friday in March
- (b) The first Friday in December.

The time and place of regular meetings may be changed by the Chairman only if special notice is mailed to each Trustee on the Executive Committee at least twenty days before the original or rescheduled meeting date whichever is earlier.

Special meetings of the Executive Committee may be called by the Chairman or Vice Chairman, if special notice is mailed at least twenty days in advance. A quorum for a special meeting shall be 50 percent of the Executive Committee. The call for each special meeting shall state the purpose of the meeting, and no business shall be transacted at a special meeting except as stated in the call.

2. **Trustee Development Committee.** The Trustee Development Committee is responsible to :

- (a) Receive nominations for Trustees, screen and make recommendations.
- (b) Develop and maintain a strategy for obtaining qualified nominees for the Board.
- (c) Plan orientation and training of Trustees.

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- (d) Coordinate evaluation of Trustees.
 - (e) Recommend initiatives by which the Board of Trustees shall assess its performance.
3. **Nominating Committee:** The Nominating Committee is appointed by the Chairman of the Board. The committee is to nominate the Board Officers and one Trustee at large for the Executive Committee to be presented to the Board of Trustees for election at the May Board Meeting.

Section 6. Functional Committees. Functional committees are to help establish policies for the Board of Trustees. However, these Board policies should never be administered by the Board; they should be carried out by the President and his staff.

1. **The Academic Committee.** The Academic Committee has the responsibility for establishing a program of review and recommending to the Board broad policies in the following areas:

- (a) Curriculum of the Seminary.
- (b) Additions to the faculty.
- (c) Faculty teaching methods.
- (d) Items pertaining to faculty welfare, such as salary schedules, rank, tenure, retirement, faculty load, faculty-student ratio and sabbatical approval.
- (e) Development and use of the library.
- (f) Faculty research and writing.
- (g) Evaluation of short and long-range academic planning.
- (h) Student admissions programs that will attract to the Seminary a sufficient number of the type of students that the Seminary can best serve.
- (i) Other related matters.

This committee will not only encourage academic excellence on the part of the students, but it will be a channel of access through the Dean of the Faculty for faculty communication to the Board.

2. **The Finance Committee.** The Finance Committee has the responsibility for establishing a program of review and recommending to the Board of Trustees broad policies in the following areas:

- (a) Long-term financial planning.
- (b) Financial audit.
- (c) Budget.
- (d) Investments.
- (e) Legal matters.
- (f) Business records and systems.
- (g) Insurance, including liability and surety bonds and insurance on Seminary property.
- (h) Annuity program.
- (i) Non-academic personnel.
- (j) Other related matters.

Since this committee has general supervision of all financial policies of the Seminary, it will work closely with the administration, especially the chief financial officer and will develop with the administration a definitive plan for meeting the financial needs of the institution.

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The Finance Committee is also responsible for the following areas:

- (a) Defining duties of the chief financial officer insofar as they relate to properties so that the degree of independent authority exercised by this position may be clearly understood.
- (b) Supervision and construction of new buildings.
- (c) Maintenance and improvement of Seminary buildings and grounds.
- (d) Supervision of all Seminary real estate.
- (e) Supervision of auxiliary enterprises.
- (f) Tentative approval of all major purchases or sales of property before the proposal is brought to the Board.
- (g) Evaluation of campus master planning.

Subcommittee on Investments:

There shall be a Subcommittee on Investments, and such other subcommittees as the Finance Committee may wish to create, subject to the approval of the Board. These subcommittees are responsible to the Finance Committee. The Subcommittee on Investments shall consist of four persons, two of whom must be Trustees, and shall be chaired by a Trustee who is on the Finance Committee.

This Subcommittee shall have powers to act within the guidelines prescribed by the Board as policy concerning investments, including the purchase and sale of investment securities. It shall be the duty of the Subcommittee to supervise all of the investments of the permanent and special funds of the institution and to act upon all changes in or additions to the investment portfolio.

The Subcommittee shall seek such financial counsel as in its judgment will make possible the wisest investment of the funds of the institution, but which will also be sensitive to the types of investments that are appropriate for a theological school. The Subcommittee shall furthermore establish general operating guidelines for, and monitor closely the performance of, an investment manager or managers.

The Subcommittee shall report its actions through the Finance Committee to the Board. Other subcommittees of the Finance Committee shall be chaired by Trustees who are on the Finance Committee, but may also include non-Trustees.

3. The Development Committee. The Development Committee has responsibility for establishing a program of review and recommending policies in the following areas:

- (a) Working out with the administration a definition of the image of the Seminary and the means of presenting this image in a dignified fashion to the church and to the general public.
- (b) Publicity, publications, public relations and special events that will enhance the prestige of the Seminary.
- (c) A program of development for the Seminary to be executed by the administration.
- (d) Institution in cooperation with the administration of a good program of representation of the Seminary by students and faculty.

- (e) Fund-raising programs among alumni, firms and corporations, the local community, foundations, parents of students, students, the church constituency, agents of wealth (lawyers, trust officers, accountants) and individuals with the purpose of obtaining the following type of gifts:
 - 1) Gifts for current purposes.
 - 2) Gifts for capital purposes.
 - 3) Deferred gifts, such as wills, bequests, living trusts.
 - (f) Other related matters.
4. The Student Services Committee. The Student Services Committee is concerned with the welfare of the students and all matters which affect it. It should establish a program of review and recommend to the Board of Trustees broad policies in the following areas:
- (a) Student spiritual development, community life, campus morale, and family nurture.
 - (b) Liaison between students and faculty, students and administration, students and the Board of Trustees.
 - (c) Student activities - cultural, social, and religious.
 - (d) Serious student financial distress, disciplinary action, or the need of special counseling.
 - (e) Student housing.
 - (f) Student financial aid.
 - (g) Other related matters.

Article XII

Advisors to the Board of Trustees

Section 1. Composition. The Board of Trustees may appoint a Board of Advisors consisting of such a number and serving for such terms as the Trustees may determine. Men and/or women appointed as Advisors must be communicants of the Presbyterian Church in America (A Corporation) or denominations with which the Presbyterian Church in America (A Corporation) is in ecclesiastical fellowship. They must have the same qualifications as Trustees, with the exception that ordination as a ruling or teaching elder is not required. Advisors are to have expertise, skills and/or resources that can help the ministry of the Seminary.

Section 2. Responsibilities. Advisors may attend all Board Meetings and, with the consent of the Trustees present, participate in all discussions. Advisors are assigned to a committee and/or subcommittee of the Board and are encouraged to participate in its discussions. Advisors participate in executive sessions only if invited by the Board. Advisors do not vote in Committees or plenary sessions of the Board. Advisors are to promote the work of the Seminary.

Section 3. Election. Men and women may be nominated and elected by the Board of Trustees to serve as Advisors. Advisors serve terms which are at the pleasure of the Board.

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Article XIII

Guidelines for a working relationship and due process between Covenant Theological Seminary and the Courts of the Presbyterian Church in America (A Corporation).

1. In all cases involving administrative action against employees of Covenant Theological Seminary, the Board of Trustees shall be the last resort for any appeal related to the status of employment.
2. In cases involving dismissal of communicants of the Presbyterian Church in America (A Corporation) for doctrinal deviation or moral failure, it shall be the duty of the Board of Trustees to notify the appropriate church court within the denomination in order that the court may bring charges if it so desires.
3. An employee who is a communicant of the Presbyterian Church in America (A Corporation) and is dismissed for moral or theological reasons may appeal to a church court for the purpose of clearing his or her name of any moral or theological charges. If such an appeal is successful, however, it will not automatically overturn the decision of the Board of Trustees with respect to status of employment. The Board of Trustees retains the final authority with respect to employment status.
4. An employee who is not a communicant of the Presbyterian Church in America (A Corporation) and is dismissed for moral or theological reasons has no right to appeal within the Presbyterian Church in America (A Corporation) beyond the Board of Trustees.
5. An employee who is dismissed for other than moral or theological reasons has no right to appeal within the Presbyterian Church in America (A Corporation) beyond the Board of Trustees.
6. If any court of the Presbyterian Church in America (A Corporation) feels that there are moral or theological issues which need to be dealt with within the faculty or staff of Covenant Theological Seminary, it should proceed with judicial action in accordance with the Book of Church Order and notify the President of the Seminary that such judicial action has been initiated.
7. If a church court below the level of General Assembly were to find an employee of Covenant Theological Seminary and communicant of the Presbyterian Church in America (A Corporation) guilty of moral or theological deviation the Seminary would ordinarily either (a) terminate the employee's relationship with the Seminary; or, (b) suspend the employee pending the outcome of any appeal to a higher court.
8. If a recommendation came from the General Assembly to terminate an employee for moral or theological reasons, the Seminary would have no alternative but to follow that directive.

Article XIV

Indemnification of Officers and Trustees

Each Director, Trustee, or former Trustee or Officer of the Corporation and his legal representative shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a part by reason of his being, or having been, such Trustee or Officer; provided that in no case shall the Corporation indemnify such Trustee or Officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for malfeasance in the performance of his duties as such Trustee or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any action, suit, proceeding or claim asserted against such Trustee or Officer (including the expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Trustees shall have first approved such proposed compromise settlement and determined that the Trustee or Officer involved was not guilty of malfeasance; but, in taking such action, any Trustee involved shall not be qualified to vote thereon. In determining whether or not a Trustee or Officer was guilty of malfeasance in relation to any such matters, the Board of Trustees may rely conclusively upon an opinion of independent legal counsel selected by the Board. The right to indemnification herein provided shall not be exclusive of any other rights to which such Trustee or Officer may be lawfully entitled. The corporation, by vote of the Board of Trustees, may provide additional indemnification to any person as provided by the Missouri General Not For Profit Corporation Act.

Article XV

Conflict of Interest Statement

A conflict of interest exists when a person having official responsibilities for the Seminary has been empowered to make decisions on behalf of the Seminary and who, as a result of that power, can potentially benefit personally, directly or indirectly, from an entity or person conducting business with the Seminary. Examples of conflicts of interest include, but are not limited to:

1. A Seminary representative's personal business provides goods or services to the Seminary for consideration.
2. A friend or relative of a Seminary representative provides goods or services to the Seminary for consideration.
3. A vendor or business acquaintance with whom a representative has an outside business relationship provides goods or services to the Seminary for consideration.
4. A Seminary representative receives a referral fee or preferential discount, gift, or other valuable consideration from a vendor, paid promoter, fund-raising event sponsor, or any other outside party, for referring the Seminary business to such party.

All potential conflicts of interests, no matter how small or insignificant, are to be reported to the Board of Trustees prior to engaging in a conflict of interest action. The Board will then make a decision by majority vote of a quorum as to whether the relationship is an appropriate one for the Seminary. The representation set forth below is to be signed annually by each Board member and administrative personnel:

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I understand the concept of a conflict of interest as defined in the Seminary Bylaws and represent that I have not been party to a conflict of interest action that has not been previously disclosed to the Board of Trustees. I also agree to report any potential future conflict of interest to the Board of Trustees or through the Executive Committee to the Board of Trustees prior to engaging in any conflict of interest action.

Article XVI

Policy of Nondiscrimination

Covenant Theological Seminary does not discriminate on the basis of race, color, national or ethnic origin, or physical handicap in its educational programs or activities, including admission and employment. Covenant Seminary does not discriminate on the basis of sex in the education programs or activities it operates, including admission and employment, except where required by the ordination policies of the Presbyterian Church in America (A Corporation).

Article XVII

Fiscal Year

The fiscal year of the Seminary shall be July 1 through June 30.

Article XVIII

The Seal

The corporation shall have a common seal, consisting of a circle, in which there will be written the words: COVENANT THEOLOGICAL SEMINARY, St. Louis, Missouri, and the year of incorporation.

Article XIX

Amendments

Section 1. Process. These Bylaws may be amended or new Bylaws adopted by two-thirds vote of those Trustees present at any meeting of the Board of Trustees duly assembled, provided that the proposed amendments has been submitted in writing at the previous meeting and forwarded to any absent Trustee, and provided that such amendments do not conflict with the *Book of Church Order*, Rules of Assembly Operations, or Corporate Bylaws of the Presbyterian Church in America (A Corporation).

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Section 2. Changes in Articles of Incorporation and Bylaws. Any changes in the Articles of Incorporation and changes with respect to the Statement of Purpose and the composition of the Board of Trustees in the Bylaws shall be approved in writing by the General Assembly. Responsibility to initiate all actions necessary to carry out the approved Statement of Purpose, however, shall normally belong to the Board of Trustees rather than the General Assembly.

Section 3. Regular review. The Bylaws will be reviewed by the Executive Committee at least every three years. Any suggested revisions will be recommended to the Board of Trustees using the Process in Section 1.

Section 4. Suspension of the Bylaws. Any section of these Bylaws except Article II, Article III and Article XIX may be temporarily suspended at any meeting of the Board of Trustees by a unanimous vote.

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DUE PROCESS POLICY
1987, p. 237, M15GA, Appendix A, Attachment C.

**GUIDELINES FOR WORKING RELATIONSHIP AND DUE PROCESS BETWEEN
COVENANT THEOLOGICAL SEMINARY AND THE COURT OF THE
PRESBYTERIAN CHURCH IN AMERICA.**

Guidelines

1. In all cases involving administrative action against employees of Covenant Theological Seminary, the Board of Trustees shall be the last resort for any appeal as it (the appeal) relates to the status of employment.
2. In cases involving dismissal of members of the PCA for doctrinal deviation or moral failure, it shall be the duty of the Board of Trustees to notify the appropriate church court within the denomination in order that the court may bring charges if it so desires.
3. An employee who is a member of the PCA and is dismissed for moral or theological reasons may appeal to a church court for the purpose of clearing his or her name or any moral or theological charges. If such an appeal is successful, however, it will not automatically overturn the decision of the Board of Trustees with respect to status of employment. The Board of Trustees retains the final authority with respect to employment status.
4. An employee who is not a member of the PCA and is dismissed for moral or theological reasons has no right to appeal beyond the Board of Trustees, within the PCA.
5. An employee who is dismissed for other than moral or theological reasons has no right to appeal beyond the Board of Trustees, within the PCA.
6. If any court of the PCA feels that there are moral or theological issues which need to be dealt with within the faculty or staff of Covenant Theological Seminary, it should proceed with judicial action in accordance with the *Book of Church Order* and notify the President of the Seminary that such judicial action has been initiated.
7. If any church court below the level of General Assembly were to find an employee of Covenant Theological Seminary and member of the PCA guilty of moral or theological deviation, the Seminary would ordinarily either (a) terminate the employees' relationship with the Seminary; or, (b) suspend the employee pending the outcome of any appeal to a higher court.
8. If a recommendation came from the General Assembly to terminate an employee for moral or theological reasons, then the Seminary would have no alternative but to follow that directive.

NOTE: The same policy applies to Covenant College which adopted in October 24, 1985 and amended in March 21, 1986.

**BOARD OF TRUSTEES OF THE
INSURANCE, ANNUITY AND RELIEF
FUNDS**

1995, p. 177, 23-37, III, 7

That the General Assembly approve the amendments to the Board of Trustees Bylaws as follows: certain additions, deletions and word changes in Article II, Section 1, 2, 6, 7 & 8; Article IV, Section 1 & 4; and that the current Article II, Section 8 entitled "Conflict of Duality of Interest" be deleted in its entirety and replaced with the PCA Conflict of Interest policy. These changes are noted in the Appendix Two of Appendix G, p. 360.

Adopted

1995, p. 361, Appendix G, Attachment 2.

**BYLAWS
INSURANCE, ANNUITY AND RELIEF FUNDS OF
THE PRESBYTERIAN CHURCH IN AMERICA
(As amended by the 1995 General Assembly)**

ARTICLE I

STATEMENT OF PURPOSE

The purpose of the Board of Trustees of the Insurance, Annuity and Relief Funds of the Presbyterian Church in America is to glorify God through serving His servants who minister in the Church. Insurance and Annuities acts as a service organization to support and assist PCA churches and related organizations by offering employee benefits. The Ministerial Relief Fund assists PCA retired and disabled ministers, lay workers, their surviving spouses and dependent children on a needs basis.

ARTICLE II

Section 1. Board of Trustees

The membership of the Board of Trustees shall consist of twelve (12) members as elected by the General Assembly of the Presbyterian Church in America. These Members shall be either Teaching Elders, Ruling Elders or Deacons. Each member is elected for a four-year term with three members elected each year, except that in the case of vacancies, members may be elected by the General Assembly to fill unexpired terms. Trustees shall be eligible for re-election to a second four-year term after which there must be a one-year interval before further re-election. The Board may make requests to the Presbyteries to nominate specific men to the Board.

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A Trustee may resign or be removed by the General Assembly. The resignation or removal shall be effective fifteen (15) days after receipt of written notice of such resignation or removal unless the resigning Trustee designates a specific date. Successor Trustees, in the event of such resignation or removal or in the event of the death of an individual Trustee, shall be elected by the General Assembly. A Trustee who is elected by the General Assembly to fill an unexpired term is eligible, if re-elected, to serve one (1) additional successive term, after which a one-year period must elapse before he is eligible for re-election.

Section 2. Meetings

Regular meetings of the Board of Trustees shall be held at appropriate times and in sufficient numbers to conduct the business entrusted to the Board of Trustees.

The Trustees will normally have four regular meetings each year, one in late February or early March, one at the General Assembly, one in August and one in October/November. The meeting scheduled in conjunction with the General Assembly will be held only if there is sufficient business to warrant that meeting. The February/March meeting will normally be the meeting at which officers are elected to assume leadership at the first meeting following the General Assembly. The Administrative Committee will serve as the nominating committee for the election of officers. In addition to the regular meetings, special meetings shall be called by the Chairman, as needed, by giving ten (10) days prior notice of such meeting to all Trustees.

Section 3. Expenses of Members of The Board

The members of the Board of Trustees shall not be paid any compensation for serving as members of the Board of Trustees, but expenses of the members in attending regular or special meetings of the Board or committee meetings shall be reimbursed at the rate per mile in general usage by the Presbyterian Church in America, if traveling by automobile and for actual expenses when traveling by public conveyance, plus any other necessary expenses incurred such as lodging and meals.

Section 4. Quorum

A quorum shall consist of one-half of the Trustees at any meeting for which at least a two-week prior notice has been given, and a majority of the Trustees at any other meeting.

Section 5. Rules of Order

General parliamentary rules, as modified by the Board of Trustees, shall be observed in conducting the business of the Board of Trustees.

Section 6. Duties of the Board

It shall be the responsibility of the Board of Trustees:

1. To determine policies of the Board.
2. To select and oversee the work of a director, who will hire and supervise necessary staff to conduct the day-to-day affairs of the Insurance, Annuity and Relief Funds.
3. To secure professional advisors where appropriate.
4. To require an accurate accounting of all funds handled by the Board of Trustees or any person to which the handling of funds has been delegated.

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5. To provide for the investment of all the funds.
6. To adopt an annual budget and have an annual audit made of the financial affairs of the Insurance, Annuity and Relief Funds.
7. To adopt trust agreements and plan documents as necessary subject to the approval of the General Assembly.
8. To amend the various trust agreements and plan documents as changes become desirable or necessary subject to the approval of the General Assembly.
9. To make annual reports of its stewardship to the General Assembly and individual participants when required.

In the exercise of its duties the Trustees shall, at all times, deal with the assets of the various funds on an arms-length basis and shall not cause any Plan or Trust to engage in a transaction that would constitute self-dealing as defined in the various trust agreements.

Section 7. Order of Business.

The following shall be the general order of business at each meeting of the Board, but the rules of order may be suspended, and any matter considered or postponed by the action of the Board:

1. Convene with devotional and prayer.
2. Roll call.
3. Consideration of the Minutes of the last regular or special meeting of the Board of Trustees and their approval or amendment.
4. Report of the Director and other staff members deemed appropriate by the Director.
5. Report of standing committees.
6. Report of special committees.
7. Other Business.
8. Adjournment with Prayer.

Section 8. Conflict or Duality of Interest.

I. Background

The Presbyterian Church in America continues to minister and to grow in an ethically complex society. Faithful stewardship in the leadership of the church demands high levels of trust in every relationship, and avoidance even of the appearance of wrongdoing. by direction of General Assembly and through the office of the Committee on Administration, an ad hoc committee of five people was appointed to review the need for the establishment of formal standards for guidance of all the church's committees, boards, and management personnel.

II. Definitions and Abbreviations

Presbyterian Church in America (PCA). Includes the General Assembly and all formal adjuncts to the General Assembly, its committees (both permanent and temporary) and boards of agencies, the management personnel of those entities, and the presbyteries of the church and their related committees. Included for counsel but not for jurisdiction are the particular churches of the denomination.

Management Personnel. For the purposes of this document, the term Management Personnel shall include all members and officers of committees and boards, together with the management level employees of those committees and boards.

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III. Reasons for a Policy

The Presbyterian Church in America, both as a corporation and as an ecclesiastical body initiated and sustained by God, has a mandate to conduct all its affairs decently and in order and in a manner which is above reproach in the sight of both God and man.

Such accountability includes a commitment to avoid all conflicts of interest. Such a duty is underscored by Standard 6 of the Evangelical Council for Financial Accountability, (of which the PCA is a member organization), which says simply: "Every member organization shall conduct its activities with the highest standards of financial integrity."

The PCA as a non-profit tax-exempt ministry depends on charitable contributions from its members and the Christian public. The maintenance of that tax-exempt status is important for the church's continued financial stability. The Internal Revenue Service and state corporate and tax officials view the operations of the church and its parts as in the nature of a public trust that is subject to scrutiny by and accountability to both governmental authorities and members of the public.

IV. Persons Concerned

Conflict of interest policies of the PCA concern all Management Personnel and their families, as well as any employees who may influence the actions or obligate the PCA.

V. Areas in Which Conflicts May Arise

Conflicts of interest may arise in a broad area of relationships. Included as examples, but no intended as an exhaustive list:

1. Persons or entities supplying goods and services to the PCA.
2. Persons or entities from whom the PCA leases property and equipment.
3. Persons or entities with whom the PCA deals in connection with the gift, purchase or sale of real estate, securities or other properties.
4. Persons or entities paying honoraria or royalties for products or services delivered by the PCA or its agents or employees.
5. Other ministries or non-profit organizations.
6. Donors and others supporting the PCA.
7. Agencies, organizations or associations which affect the operations of the PCA.
8. Family members of PCA Management Personnel or any of the entities listed here.

VI. Nature of Conflicting Interest

Conflict of interest exists when any interest, direct or indirect, on the part of any of the parties listed in the preceding section could reasonably be expected to exert influence of any kind on or affect the judgment of Management Personnel of the PCA.

Examples of such conflict of interest include:

1. Owning stock, holding debt, holding office, or other proprietary interests in any third party dealing with the PCA.
2. Receiving direct or indirect remuneration or benefits for services to the PCA.

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3. Using the PCA's personnel, equipment, supplies, or good will for other than formally approved activities, programs and purposes.
4. Receiving personal gifts or loans from third parties dealing with the PCA.
5. Obtaining interests in real estate, securities, or other property which the PCA might reasonably be expected to consider buying or leasing.
6. Expending unreasonable staff time during normal business hours for personal affairs, or for other organizations, to the detriment of work performance for the PCA.

Such examples are provided only for illustration and are not intended to be considered as an exhaustive list.

VII. Scope of the Policy

The fact that a relationship as described in this document exists does not mean that a conflict of interest necessarily exists, or that a conflict, if it does exist, is of such material importance that it is adverse to the interests of the PCA or its supporting public.

The essence of the policy governing conflict of interest in the PCA is that the existence of any of the interests described in this document shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of all Management Personnel of the PCA to scrutinize all transactions for the potential of such conflict of interest and immediately to make written disclosure concerning that conflict to the chairman of that body, or, if the chairman is involved in the conflict, to the vice chairman or other appropriate officer.

VIII. A Resolution

The PCA encourages for adoption by all its entities the following standards:

1. All possible conflict of interest, either previously existing or potential, on the part of any Management Personnel, affecting activities, property, funds, services, or employees shall be fully and promptly disclosed in writing to the chairman of that body, or, if the chairman is involved in the conflict, to the vice chairman or other appropriate officer.
2. Any Management Personnel having possible conflict of interest on any matter should refrain from deliberating or voting on all actions relating to that matter. Where the by-laws of any body within the PCA require the establishment of a quorum prior to the conducting of business, those bodies should establish their own standing procedures as to whether a member refraining from voting should be counted toward the establishment of a quorum. Minutes of all meetings should reflect related disclosures and reasons for abstaining from particular votes.
3. The governing body of any part of the PCA, having been duly informed of real or potential conflict of interest in any of its dealings, shall determine whether the proposed transaction is just, fair, and reasonable in the light of those disclosures. When action is taken to affirm such transactions, the minutes of that meeting should include notation that the governing body took into account possible conflict of interest ramifications.
4. As a reminder of managerial and fiduciary responsibility, each governing body of any part of the PCA should establish means by which all Management Personnel, both prior to beginning their service and on an annual basis, should sign appropriate documents indicating their understanding of these standards

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and their eagerness to comply to their letter and spirit. (A brief recommended certificate for such use is an addendum to this report.) The minutes of that body should reflect annually that such action was taken.

4. Committees of Commissioners, while reviewing the work and performance of committees and boards under their jurisdiction, should take care to note whether and how these standards concerning conflict of interest have been observed.

CERTIFICATE OF COMPLIANCE

I have carefully read the statement of policy concerning conflict of interest within the Presbyterian Church in America. I have considered both the literal expression of the statement, and its intent.

I hereby certify that, except as hereafter stated, I do not, to the best of my knowledge:

- (1) Have any of the relations with persons or firms as described in this document.
- (2) Have any interests whatever conflicting with the interests of the PCA.

EXCEPTIONS: (if none, write "none")

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose it to the chairman of the committee or board involved, either directly or through my immediate superior.

Date: _____

Signature: _____

ARTICLE III

Section 1. Election of Officers.

The Board of Trustees shall elect officers from its members each year at the special meeting called subsequent to the General Assembly. Any vacancies in an office shall be filled by the Board of Trustees at its next meeting, either regular or special, after

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such vacancy occurs. The officers shall consist of a Chairman and a Secretary. In addition the Board of Trustees may elect a Vice-Chairman or other officer as deemed necessary.

Section 2. Duties of Chairman.

The Chairman of the Board of Trustees shall preside at all meetings of the Board and shall discharge the duties, which ordinarily pertain to this office. He shall be an ex-officio member of all standing committees.

Section 3. Duties of Vice Chairman.

The Vice-Chairman of the Board in the absence or disability of the Chairman shall perform all duties of the Chairman of the Board as well as any duties assigned to him by the Chairman of the Board.

Section 4. Duties of Secretary.

The Secretary shall perform the usual duties of his office. He shall keep full and true minutes on all meetings of the Board including special meetings. He shall transmit promptly to each Trustee a copy of the minutes of the meetings.

ARTICLE IV

COMMITTEES OF THE BOARD

Section 1. Standing Committees.

1. There shall be six (6) permanent committees of the Board, namely:
 1. **Administrative Committee**--The function of this Committee is to have the primary responsibility for oversight of:
 - a. The operations of the administrative offices of the Board of Trustees;
 - b. The annual audit of all funds administered by the Board of Trustees;
 - c. Legal matters which may affect the operations of the Board of Trustees.
 2. **Annuity Committee**--The function of this Committee is to have primary responsibility for the oversight of the retirement plans administered by the Board of Trustees.
 3. **Insurance Committee**--The function of this Committee is to have the primary responsibility for overseeing the life, health and disability insurance plans administered by the Board of Trustees.
 4. **Investment Committee**--The function of this Committee is to have primary responsibility for the investment of funds held by the Board of Trustees for participants in the several plans administered by the Board of Trustees.

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5. **Relief Committee**--The function of this Committee is to have the primary responsibility for oversight of the Ministerial Relief Fund.
6. **Strategic Planning and Marketing**--The function of this committee is to have the primary responsibility for strategic planning and marketing functions for the Board.

The detailed duties and functions of these Committees and any other Committees established shall be as contained in the Operations Manual as adopted or amended from time to time by the Board of Trustees.

Section 2. Appointment of Committees.

The Chairman of the Board of Trustees may appoint additional committees as may be required from time to time to carry on the business of the Board of Trustees. These may either be permanent committees or special committees.

Section 3. Membership of Committees.

Each Committee shall be composed of a Chairman and sufficient additional members to carry out the work of the Committee. Committees shall be appointed at the first meeting after the General Assembly by the Chairman of the Board of Trustees and a list of all Committee Chairmen and members shall be furnished to the Board of Trustees for approval. Each Committee shall report at each regular meeting of the Board of Trustees. Each Committee shall meet as needed to carry out the responsibilities assigned to it. The Minutes of the Committee meetings shall be kept by a person appointed by the Chairman of such Committee and made available to the Board of Trustees as requested.

Section 4. Work of Committees.

Each Committee shall recommend policies pertaining to its assigned work by the Board of Trustees.

Each Committee may call on other members of the Board of Trustees or the Administrative Staff for assistance in formulating policy recommendations or carrying out their duties. Any member of the Board of Trustees may attend the meeting of any Committee, if it is convenient for him to do so and does not interfere with the performance of his duties on another committee.

A majority of the appointed members of the committee shall constitute a quorum of that Committee.

Actions of the Committee may be taken by telephone conference calls, telephone poll or by mail ballot when this is expedient because of time constraints or from an expense standpoint. These actions should then be ratified at the next meeting of the Board of Trustees.

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ARTICLE V

These Bylaws may be amended or repealed at any regular meeting of the Board of Trustees by a majority vote of all members present, provided there is a quorum present and provided that previous notice of the nature of any proposed amendment or repeal has been given at least thirty (30) days prior thereto; and provided, further, that such amendment or repeal be submitted to the next General Assembly for ratification.

BYLAWS, MANUALS AND GUIDELINES

NOMINATING COMMITTEE

Presbyterian Church in America
1998, p. 514, Appendix K

MANUAL OF OPERATIONS

NOMINATING COMMITTEE OF THE GENERAL ASSEMBLY

INTRODUCTION

- A. The *Book of Church Order (BCO)* of the Presbyterian Church in America has established the guiding principles for the formation of committees within the denomination. These principles appear in Chapter 14 concerning the structure of the General Assembly, as follows:

BCO 14-1

7. The Assembly's committees are to serve and not to direct any Church judicatories. They are not to establish policy, but rather execute policy established by the General Assembly.
8. *The committees serve the Church through the duties assigned by the General Assembly.*
9. *The Assembly's committees are to include proportionate representation of all presbyteries, wherever possible.*
10. *The committees are to be established on the basis of an equal number between teaching and ruling elders.*

These principles are based upon the PCA's commitment to be a 'grass roots' denomination, with leadership rising from the bottom up, rather than modeling a hierarchical, top-down form of leadership. Included within these principles is the important concept that committees should not be self-perpetuating, but that the General Assembly should elect its own leadership. This flows from the clear Biblical teaching of verses such as:

- a. *Deuteronomy 1:9-13 (NIV) "At that time I said to you, 'You are too heavy a burden for me to carry alone. The Lord your God has increased your numbers so that today you are as many as the stars in the sky. May the Lord, the God of your fathers, increase you a thousand times and bless you as he has promised! But how can I bear your problems and your burdens and your disputes all by myself? Choose some wise, understanding and respected men from each of your tribes, and I will set them over you.'"*
- b. *Acts 6:2-3 (NIV) "So the Twelve gathered all the disciples together and said, 'It would not be right for us to neglect the ministry of the word of God in order*

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to wait on tables. Brothers, choose seven men from among you who are known to be full of the Spirit and wisdom. We will turn this responsibility over to them... ”

- B. In order to assist the General Assembly in determining who might be the best qualified men to perform the duties required of the various committees and boards, a Nominating Committee, consisting of members elected directly by the Presbyteries, has been established. The duties of this committee are set forth as follows:

BCCO 14-1

11. *A Nominating Committee shall be comprised of one representative elected by each Presbytery in the following manner. Each Presbytery shall be assigned to a class by the stated clerk based on its date of formation. The members shall serve in classes of three year terms, alternating between ruling and teaching elders. When necessary, unexpired terms shall be filled by an elder of the same class, teaching or ruling.*

This committee is to present all nominations for which it is responsible to the next meeting of the Assembly from a slate of men nominated by the Presbyteries. Presbyteries shall utilize the nominating forms provided by the stated clerk for their nominations. Each presbytery may present one teaching elder and one ruling elder for each committee or agency.

In addition to nominees for expired terms, the Committee shall nominate for each permanent committee one ruling and one teaching elder as alternates to fill any vacancies that may occur during the year. Each alternate should attend each meeting and fill any vacancy necessary to meet a quorum. In addition to the new nominees from the Presbyteries, alternates not assuming any vacancies during a year will be automatically considered by the Nominating Committee as candidates for nomination to that same committee.

- C. Based on these principles and guidelines, and because of the built-in turnover in the makeup of this group, the Nominating Committee of the General Assembly has adopted the following Manual of Operations to assist with the orderly conduct of its business.

PART I: PURPOSE AND RESPONSIBILITIES OF THE NOMINATING COMMITTEE (NC)

- A. **PURPOSE:** To glorify Christ by:

1. Helping the General Assembly nominations process to be orderly (1 Cor 14:40). To that end the NC will regularly:
 - a. Review and refine the operating procedures in accordance with General Assembly policies.
 - b. Report to the General Assembly any changes to committee procedures, including any changes to this manual.
2. Presenting a report of a list of the most qualified candidates as nominees for possible election by the General Assembly each year. In developing this list the NC will consider:

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- a. The qualifications of each candidate recommended by the Presbyteries.
- b. The needs of the individual committees, agencies and commissions
- c. A proportionate representation of all Presbyteries, wherever possible (*BCO* 14-1.9)

B. DUTIES OF THE MEMBERS

- 1. Prayerful consideration of the nominations process and the nominees beginning with receipt of assembled copies of all nominating forms (known as the 'Rainbow Book') and ending when elections are completed at each General Assembly.
- 2. Attendance at ALL meetings of the NC (Including the Spring Stated Meeting and the General Assembly Stated Meeting). Members will bring their 'Rainbow Books' to both meetings.
- 3. Participation in the process, including:
 - a. Prompt submission of preliminary votes prior to the Spring Stated Meeting (see II.A.5), if unable to attend.
 - b. Participation in discussion at both sub-committee and full NC meetings.
 - c. Encouraging and instructing their sending Presbyteries to be faithful in developing and recruiting leaders from among their members and in presenting names for possible nomination to the NC in a timely and proper manner.
 - d. Serving as liaison between the NC and the Presbyteries.

C. DUTIES OF OFFICERS. There shall be two officers of the NC:

- 1. **Chairman.** His duties shall be:
 - a. Prepare an agenda for and conduct the meetings of the NC.
 - b. Work with the Stated Clerk to accomplish necessary administrative activities.
 - c. Appoint all sub-committee chairmen and ad-hoc committee members, when needed.
 - d. Communicate to the General Assembly on behalf of the committee.
- 2. **Secretary.** His duties shall be:
 - a. To keep an accurate record of minutes of all NC meetings.
 - b. Subject to approval by the Chairman, prepare brief biographical summaries for both committee nominees and floor nominees for the committee's report to General Assembly.
 - c. In the event the Chairman is unable to serve at any given meeting, to act as a convener and conduct the election of a Chairman pro-tem.
 - d. If the Secretary is unable to serve, the Committee will elect a replacement as needed.

D. DUTIES OF THE OFFICE OF STATED CLERK.

- 1. Provide secretarial and record keeping for the NC.
- 2. Handle the planning and payment of travel, housing, and meeting facility needs for the Spring Stated Meeting. It is understood that expenses to attend the General Assembly Stated Meeting are to be borne by the sending church/agency/presbytery of the NC member.

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3. Refer all procedural or policy questions about NC procedures not covered by this manual to the Chairman for appropriate action.
 4. Provide all materials needed by the Presbyteries to meet the requirements of the NC annually through the *Handbook For Presbytery Clerks*.
 5. Prepare a tabulation form, in consultation with the officers of the NC, on which to tally the preliminary votes of the members of the NC. (See II.B.2)
 6. Advise the Presbyteries that current Alternates on Boards and Committees that desire to be considered as candidates for the coming year should forward their Biographical Form and letter of recommendation directly to the Office of the PCA Stated Clerk, four months prior to the General Assembly.
 7. Assemble the 'Rainbow Book' to include:
 - a. Agenda for Spring Stated Meeting
 - b. Extracts from BCO, RAO, and Bylaws relative to the NC
 - c. List of ineligible members for nominations
 - d. Distribution of committee/boards by presbytery representation
 - e. Spreadsheet of committee/boards by presbytery representation class
 - f. List showing current NC members by class and presbytery, and class needed to elect
 - g. Qualifications, responsibilities and/or job descriptions provided by each committee and board
 - h. Presbytery Nominee Biographical Form and letter of recommendation (on one page, one side for each) from nominees approved by each presbytery and eligible alternates' forms
 - i. Communications from all committees and agencies authorized to communicate directly with the NC
 8. Immediately following the spring meeting of the NC, notify the men who have been nominated by the committee.

PART II: THE NOMINATING PROCESS

- A. Timetable for all events in the nominating process are set in order to meet deadlines for mailing of the *Commissioners Handbooks* prior to each General Assembly and will be as follows (see attached chart):

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Rainbow Books for consideration by all members of the NC in their preliminary voting.

| | | |
|-----|-----------------------------|---|
| 4. | First Business Day of March | Office of the PCA Stated Clerk mails Rainbow Books to all members of the NC. |
| 5. | 3rd Saturday of March | Preliminary vote forms from members of the NC who are unable to attend the Spring Stated Meeting due at Office of PCA Stated Clerk. |
| 6. | 4th Saturday of March | Spring Stated Meeting of the NC |
| 7. | 2nd Saturday of April | NC final report, including biographical summaries, due at Office of PCA Stated Clerk |
| 8. | Mid-May (approximately) | GA <i>Commissioner's Handbooks</i> mailed |
| 9. | Mid-June (approximately) | Meeting of the General Assembly |
| 10. | After Close of Floor | General Assembly Stated Meeting of NC |

Nominations

B. Forms to be used in the Nominating Process

1. Presbytery Nominee Biographical Form for General Assembly.

This form will consist of two sides. The first side will include all instructions concerning submission of the form and a place for the Presbytery Stated Clerk or a designated representative of Presbytery to sign, authenticating that the individual named in the form was approved by vote of his Presbytery and the date that action occurred. This page may be hand printed. It is then given to the nominee. When submitted to the Office of the PCA Stated Clerk, it will remain in their files and be used if the nominee is ultimately elected to a Board, Committee or Commission.

The reverse side will include at the top an area for the identification of the nominee. The remainder of the page is to be used by the nominee to include any information he would like the NC to consider in his behalf, including (but not limited to) past/present service on Presbytery and GA committees; education; vocational experience; and other pertinent information. A copy of this page will become a part of the 'Rainbow Book' that is sent to every member of the NC. This form will be designed and periodically revised by the NC after consulting with the Office of the PCA Stated Clerk. The following requirements for this second page will be stressed in the instructions:

- a. This page MUST be typed or computer printed, with a minimum of one-inch margins and 10 point type size. Hand written/printed copies will not be accepted.
- b. This page is to be just that - ONE PAGE. If more than one page is submitted to the Office of the Stated Clerk, only the first page of that submission will be included in the 'Rainbow Book'.

Each nominee is encouraged to obtain a letter of recommendation from any elder (Teaching or Ruling) in his own Presbytery. This recommendation is limited to one page and must either typed or computer printed. It must be submitted to the Office of the PCA Stated Clerk along with the nomination

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form. When the members of the NC receive the 'Rainbow Books', the letter of recommendation will be copied on the back of the Nominee Biographical Form.

The following instructions apply to the entire submission of the forms listed above:

- a. The nominee is responsible to mail or ship his submission to the Office of the PCA Stated Clerk.
 - b. Only the ORIGINALS of these pages will be accepted – no faxes. (Since the Office of the PCA Stated Clerk must prepare more than 50 copies of each submission, originals are necessary).
 - c. The Biographical Form and letter of recommendation must be submitted together in the same envelope. The Office of the PCA Stated Clerk will not be responsible for forms which arrive separately.
 - d. The forms must arrive in the Office of the PCA Stated Clerk by the deadline date printed on the cover page. **LATE SUBMISSIONS WILL NOT BE CONSIDERED BY THE NC.**
2. NC Preliminary Vote Forms. A form will be designed each year by the Office of the PCA Stated Clerk, in consultation with the officers of the NC, on which to tally the preliminary votes of the members of the NC. This preliminary vote tally will show only raw numbers of votes per place (e.g. 1st, 2nd, 3rd, etc.).

PART III: SPRING STATED MEETING OF THE NC

- A. Time and place: This meeting will normally be held on the 4th Saturday of March (with adjustments made so as not to conflict with Easter weekend). Any change in date will be determined by vote at the previous Spring Stated meeting. The meeting will normally be held from 10:00AM to 3:00PM at a hotel/conference center near the Atlanta Airport, thus allowing for same-day fly in and fly out by many members.
- B. Items of business will include:
 1. Making recommendations for nominees for each of the GA Boards, Committees, and Commissions.
 2. Making recommendations on any other business referred to the NC from the General Assembly, such as Overtures.
 3. Making recommendations for changes to the Manual of Operations, when needed.
 4. At the close of the meeting, electing a Chairman and Secretary for the following year (seeking to rotate the offices between Teaching Elders and Ruling Elders whenever possible).

VI: GENERAL ASSEMBLY STATED MEETING

- A. Time and Place: This meeting will be held after the close of floor nominations at the General Assembly each year, at a time and meeting room to be announced by the Chairman. Members of the NC in attendance at the General Assembly are responsible to watch the announcements for the call to the meeting.
- B. Items of Business will include:

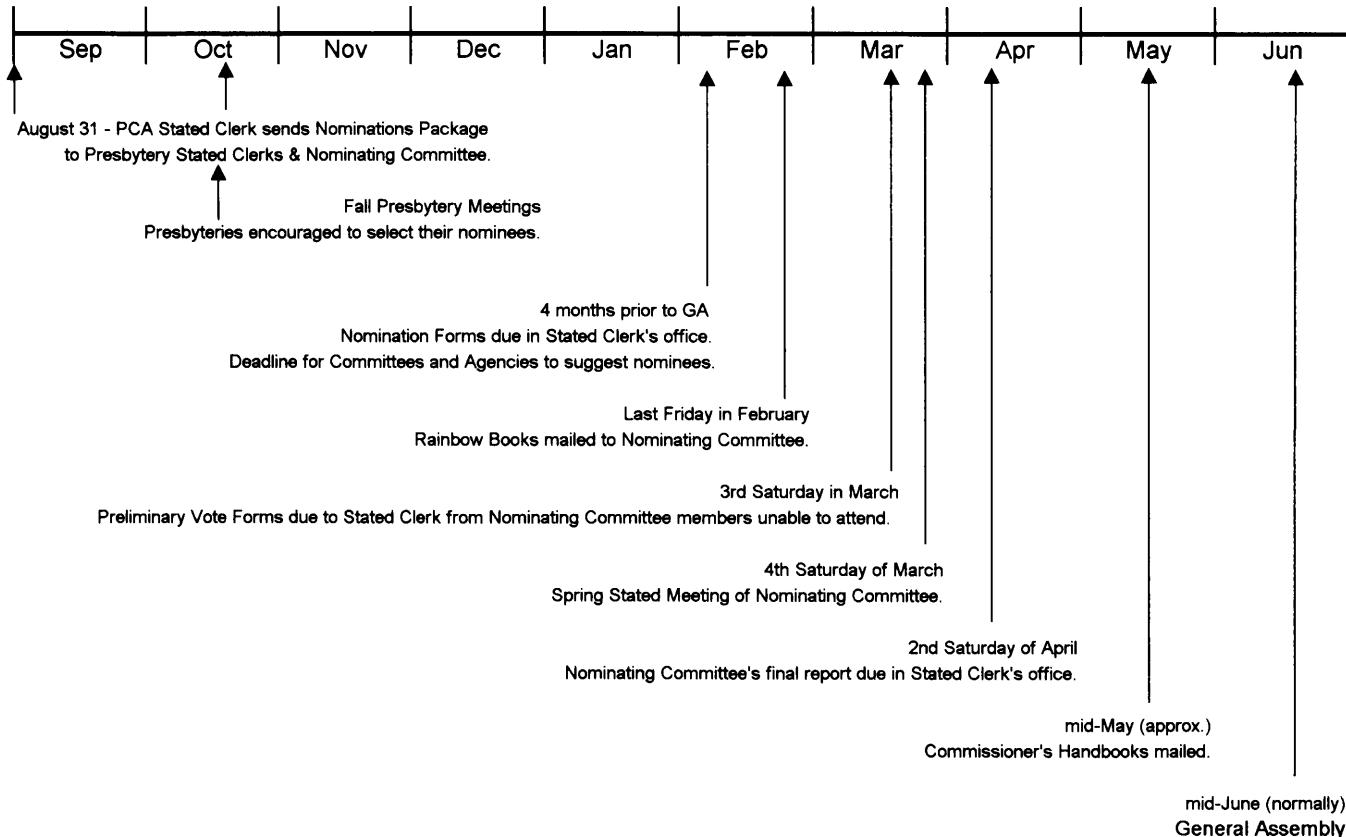
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1. Respond to any new vacancies not identified at the time of the Spring Stated Meeting. NC nominees for these vacancies will be made from names which had been submitted by the Presbyteries for the Spring Stated Meeting. (It is important that all members of the NC bring their 'Rainbow Books' to the General Assembly and to the meeting for this purpose.)
2. Review all floor nominations for eligibility and approve them for submission to the General Assembly.
3. Making recommendations on any other business referred to the NC from the General Assembly up to this time.
4. The Chairman and Secretary, with support from the Office of the Stated Clerk, will prepare the supplemental report to the General Assembly.

PART V: AMENDMENTS TO THE MANUAL

This manual may be amended by a majority vote of those attending any meeting of the NC. The Amendments must be submitted in writing in advance of the vote, giving members of the NC at least two weeks to consider possible changes. The NC will report to the General Assembly any changes to this manual.

Timetable for Nominating Process



BYLAWS, MANUALS AND GUIDELINES

Presbytery Nominee Biographical Form for GA

Revised 6-30-98

This form must be received in the PCA Stated Clerk's Office no later than February 15, 1999.

Instructions for the Presbytery Stated Clerk

After Presbytery approves the Nominee, complete the top half of this page and give it to the Nominee. He is responsible for the remainder of the process thereafter. Please print neatly.

Nominee: (circle) TE RE Name _____

Committee for which he is nominated _____

Approved by Presbytery _____ 19____ Signed: _____
Date _____ Stated Clerk or Presbytery Representative

Instructions for the Nominee

Complete the form below. Please print neatly.

Nominee's address _____

City _____ State _____ Zip _____

Home phone (_____) _____ Work phone (_____) _____

Fax (_____) _____ E-Mail _____

1. On the reverse of this page, you may neatly print the top section (Name, Committee, Church, etc.).
2. On the reverse of this page, include any information you would like the GA Nominating Committee to consider in your behalf, including (but not limited to) past and present service on Presbytery and GA committees; education; vocational experience; and other pertinent information. Your comments MUST fit on the reverse of this page and must be typed or computer printed or you will NOT be considered.
3. You are encouraged to include with this form, a letter of recommendation from any teaching or ruling elder in your Presbytery. It may only be one page and must be typed or computer printed. This form and the letter MUST be mailed in the same envelope.
4. When the Nominating Committee members get their Rainbow Books listing the nominees for the 13 GA committees and agencies, each nominee has one page. On the front of his page is a copy of the reverse side of this form (Nominee's comments). On the back of his page is a copy of the letter of recommendation written for him. Therefore, the Nominee's comments and the letter must only be one page each and mailed together.

To be considered, these instructions must be followed and this form received in the PCA Stated Clerk's Office no later than February 15, 1999.

**PCA Stated Clerk, 1852 Century Place, Suite 190, Atlanta, GA 30345-4305
Phone: (404) 320-3366**

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Committee _____ TE RE Name _____
Circle one

Occupation _____ Presbytery _____

Nominee's Church and City _____
(Top part may be neatly hand printed)

(This section must be typed or computer printed)

PCA FOUNDATION

PCA FOUNDATION

1996, p. 62, 24-16, III, 4 That approval of changes in the Bylaws with reference to the composition of the Board of Directors of the PCA Foundation be approved as amended (See Exhibit A and B. On Exhibit A , paragraph 2, line 4, it should read "following permanent committees or board of trustees of the agencies..." and on Exhibit B, paragraph 1 [see section 5], line 4 it should read "following permanent committees or board of trustees of the agencies...").

Adopted

EXHIBIT A

PROPOSED AMENDMENTS TO BYLAWS OF FOUNDATION

Replace Section 2.02 with the following:

The Board shall consist of ten (10) members: (a) five (5) members in classes elected through the standard nomination and election procedures by the General Assembly of Presbyterian Church in America (A Corporation) (the "At Large Members"); and (b) one (1) member from each of the following permanent committees or board of trustees of the agencies: (1) Christian Education and Publication; (2) Covenant College; (3) Covenant Theological Seminary; (4) Mission to the World; and (5) Mission to North America (the "Appointed Members"). The Chairman of the Board shall be an At Large member. Directors need not be residents of the State of Georgia. All of the members of the Board shall be either Teaching Elders or Ruling Elders in the Presbyterian Church in America, and at least one-half of such members shall be Ruling Elders.

Replace the first two sentences of Section 2.03 with the following:

The At Large Members shall serve for four (4) year terms, and shall be divided into four (4) classes, each class being as nearly equal in number as possible, so that the terms of approximately one-fourth of the At Large members shall expire each year.

Remove the fourth sentence of Section 2.03.

Replace the last two sentences with the following:

Nominations for election to the Board shall be presented to the General Assembly by the Assembly Nominating Committee in accordance with Ecclesiastical Constitution and Rules of Assembly Operations of Presbyterian Church in America and the Bylaws of Presbyterian Church in America (A Corporation). Election of Directors for positions for which terms have expired or will expire (including positions for which vacancies were filled) shall occur by majority vote of the members of the General Assembly for each position to be filled, in accordance with the Ecclesiastical Constitution and Rules of Assembly Operations of Presbyterian Church in America and the Bylaws of Presbyterian Church in America (A Corporation).

REVIEW OF PRESBYTERY RECORDS

1996, p. 272, 24-54, IV

PROPOSED OPERATIONS MANUAL FOR THE COMMITTEE ON REVIEW OF PRESBYTERY RECORDS --- FOR INFORMATION ONLY ---

1. ORGANIZATION

1.1 The Committee on Review of Presbytery Records (CRPR) is composed of one member elected from each of the Presbyteries of General Assembly and graded as to TE or RE by present BCO formula. The members are elected to serve for a term of 3 years and divided into 3 classes.

1.2 The officers of the Committee shall be a chairman and a secretary. Also, a vice Chairman (Chairman-elect) may be elected. The primary officers shall be elected at the time of General Assembly before the committee adjourns to serve for the following year. The Stated Clerk of General Assembly shall be an advisory member of the Committee.

1.3 The Committee shall be funded by the Administrative Committee of General Assembly. CRPR members who are commissioners of their various Presbyteries are expected to bear transportation expenses and lodging expenses for the days GA is in operation. Further, members shall be reimbursed as necessary for food and lodging for the two or three days prior to GA from GA registration fees. However, members who are not commissioners shall be reimbursed for travel, food and lodging for only as long as they are needed to complete the work. [M19GA, p. 125]

2. PRE-ASSEMBLY FUNCTIONS

2.1 The Stated Clerk of the General Assembly, in consultation with the Chairman of the CRPR, is to distribute copies of the presbytery records for the first reading by the members of the Committee no later than thirty (30) days prior to the opening of the Assembly. At least two members of the Committee shall read the records of each presbytery. It is understood that readers will not review the records of their own presbytery.

2.2 The first readers are to read the records assigned to them, to prepare a report concerning each set of minutes utilizing a form provided by the Stated Clerk of the General Assembly, and to report at the time of the meeting of the Committee.

2.3 If not present at General Assembly, the Committee members shall complete their assigned reading and submit the proper forms to the Stated Clerk of General Assembly or the Chairman of the Committee in ample time to facilitate the work of the Committee.

BYLAWS, MANUALS AND GUIDELINES

2.4 Philosophy of the work: The readers are to seek serious or gross errors [BCO 40-3 to 40-5] as exceptions of substance to Presbytery Records. The exceptions of form and notations are defined in RAO 14.

2.5 Tips for first readers (especially first timers): Read and become familiar with RAO 14 and this Manual. Scan the Standing Rules of each Presbytery you are reviewing.

2.6 Confidential or sensitive material should be considered as such by the readers and not left for general consumption [*M22GA*, pp. 70-71]. It is a possibility that Executive Session minutes that are considered highly confidential may be kept in a separate binder and be available only to the reviewers at their request during their Committee meeting.

3. FUNCTIONS AT GENERAL ASSEMBLY

3.1 The Committee shall assemble at the proper time in its assigned room, elect officers as needed, and if desired, someone to give the report, appoint such subcommittees as may be necessary, and begin its work in accordance with *BCO* 40-2 to 40-6, and as set forth in this chapter.

3.2 The chairman of the Committee, or another member of the Committee elected for the purpose, shall present the report of the Committee to the Assembly.

3.3 The Committee may be divided into 2 (or more) subcommittees:

- a. To review any presbytery records which have not had a first reading;
- b. To review the reports of the first readers as a second reading; second readers shall not review any presbytery records they reviewed as a first reader nor of their own presbytery;
- c. To review the responses from Presbyteries to the exceptions to the Records of the previous year(s) as reported by General Assembly.
- d. Other subcommittees may be needed to handle work directed to the Committee by General Assembly or correspondence from other agencies of General Assembly, special one time reports that require extensive time and work, or other special needs of the Committee.

3.4 Where practicable an experienced second reader should be paired with a first timer. The second readers are not to read the entire set of Presbytery Records unless there is special warrant. They are to review the findings of the first readers and report their findings to the full Committee.

3.5 The second readers shall prepare their reports on forms provided in a manner that will bring their findings to the full Committee in a precise way so as to facilitate the work of the full Committee rather than to comprise excessive detail that would unnecessarily take the time of the full Committee.

3.6 A subcommittee may be formed to review responses to exceptions of former general assembly(ies). This subcommittee should search previous General Assembly minutes to determine if proper responses have been made; if so, they are to report same to the full Committee; if not, they are to list that no response was made or give rationale for unsatisfactory responses.

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3.7 Reports of all subcommittees shall be presented to the full Committee for discussion and determination as to inclusion in the Committee's report to General Assembly. It should be noted that extreme care should be exercised when contemplating the introduction of new issues [BCO 40-5].

4. REPORT TO GENERAL ASSEMBLY

4.1 The report of the CRPR of the previous year(s) may be used as a guideline for format and content.

4.2 The Committee shall re-assemble to approve its finalized report to General Assembly, and if it so desires, give authority to its officers to handle minor editorial changes.

4.3 The report shall adhere to the following requirements:

- a. Typed original by Assembly stenographers.
- b. Proofread and signed by the Chairman of the Committee; and then delivered to the Stated Clerk when duplicated copies are available for the Commissioners.
- c. Presented to the Assembly by the Chairman or his designee. Any change ordered by the Assembly shall be noted and included by the Chairman with the assistance of the Stated Clerk on the original copy.
- d. The report, as adopted by the Assembly, shall be filed with the Recording Clerk for the permanent record.

5. FOLLOW-UP AFTER GENERAL ASSEMBLY

5.1 After action by the Assembly,

- a. the original shall be retained by the Stated Clerk in a permanent file,
- b. one copy shall be sent by the Stated Clerk to the particular presbytery, and
- c. a second shall be kept in the records of the Committee, which shall be maintained in a suitable binder, and shall be retained by the Stated Clerk between Assemblies.

6. AMENDMENTS

6.1 This manual may be amended at any meeting of the Committee by a two-thirds vote of those present and voting, provided that:

- a. Prior notice has been given by mailing a copy of such proposed amendment to each Committee member at least 10 days prior to such meeting.
- b. Such amendment is consistent with the Constitution and the Rules of Assembly Operations.

BYLAWS, MANUALS AND GUIDELINES

**RIDGE HAVEN CONFERENCE
CENTER**
1995, p. 175, 23-34, III, 7.

That the General Assembly approve the changes to the "Ridge Haven Conference Center Bylaws" as indicated on the attached sheets subject to review by legal counsel.

1995, p. 481, Appendix M.

BYLAWS
RIDGE HAVEN CONFERENCE CENTER
(As amended by the 1995 General Assembly)

1. The title to the Bylaws should be printed as follows: RIDGE HAVEN, INC. BYLAWS
2. ARTICLE II, Purposes, (a), To own and operate a conference, camp and retreat center for the Presbyterian Church in America (A Corporation).
3. ARTICLE V, Directors, 4., Regular Meetings. The Board of Directors shall meet at least annually with notice as specified in these bylaws at such place and time as may be designated by the President or determined by the Board. The Directors may also provide by resolution the time and place for the holding of additional regular meetings with notice as specified by these bylaws.
4. ARTICLE V, Directors, 5., Special Meetings. Special meetings of the Board may be called by or at the request of any of the following: the President of the Board, any three or more directors, the General Assembly, or the Administrator. The person or persons authorized to call special meetings of the Board may fix the place and time for such meetings with notice as specified by these bylaws.
5. ARTICLE V, Directors, 6. Notice. Notice of regular and special meetings shall be given . . .
6. ARTICLE V, Directors, 8., Actions of the Board. The actions and/or decisions of the majority of the Directors present at a duly called regular or special meeting at which a quorum is present shall be the actions or decisions of the Board.
7. ARTICLE V, Directors, 9., Advisory Members. The Administrator of the Center, the Stated Clerk of the General Assembly, and the Coordinators of the Permanent Committees of the General Assembly shall serve as Advisory Members of the Board without voting privileges.
8. ARTICLE V, Directors, 10., Removal of Directors. Any or all of the directors may be removed for cause by vote of the General Assembly of the Presbyterian Church in America.

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9. ARTICLE V, Directors, 11., Resignations. A director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. The acceptance of the resignation shall not be necessary to make it effective.
10. ARTICLE V, Directors, 12., Compensation. No compensation shall be paid to directors as such for their services, but by resolution the board expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.
11. ARTICLE V, Directors, 13., Presumption of Assent. A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written consent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
12. ARTICLE V, Directors, 14., Executive and Other Committees. The board, by resolution, may designate from among its members an executive committee and/or other committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the Board.
13. ARTICLE VI, Offices, 2., Chief Executive Officer. The Administrator shall be the Chief Executive Officer. His position, responsibilities, and voting privileges shall be as otherwise identified in these bylaws.
14. ARTICLE VI, Officer, 3 Election and Term of Office. The officers of the Corporation shall be elected annually. Each officer shall hold office until his successor shall have been duly elected or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided. (Each of the changes in this article are by deletion.)
15. ARTICLE XI, Corporate Seal. the directors shall provide . . . and the letters "NC"...

RATIONAL FOR BYLAW CHANGES:

1. The change brings the title into conformity with the Articles of Incorporation.
2. The addition of the words "camp and retreat" to the word "conference" more clearly reflects the kind of center Ridge Haven actually is.
3. Since the Board does not have its "annual meeting at the General Assembly", nor have an "annual" meeting at all, but only regular and special meetings, the article should state only in the broadest terms when it does meet and who designates the time and place. The bylaws, ARTICLE V, Directors, 6. contain the info on notice of meetings.
4. The wording changes are not substantive but editorial to clean up the language.
5. The addition of the words "regular and special" covers all the bases as to meetings requiring notice.

BYLAWS, MANUALS AND GUIDELINES

6. The fact of this should be self-evident. None-the-less we spell it out so that any question may be precluded.
7. Though this is our policy and practice, as their is turnover both on our Board and in those who are the Coordinators of the Presbyterian Church in America, we believe it should be spelled out.
8. Though this should also be self-evident, we believe that its inclusion in our Bylaws will help preclude any question about it.
9. As it is necessary from time to time for a director to resign, the inclusion of this article provides for the procedure acceptable to us.
10. The inclusion of this article provides the information necessary for clarification bout compensation and/or payment for expenses.
11. As there is occasion from time to time when directors may dissent on a particular action, the inclusion of this article gives direction and clarification to the procedure.
12. The article clarifies the right of the Board to organize itself.
13. The inclusion of the article brings the Bylaws into conformity with practice and legal designations already assigned to the Administrator.
14. The only change is the numbering to conform with the inclusion of a new number 2. about the CEO.
15. This corrects a typographical error in the official Bylaws on file with the General Assembly.

BYLAWS
WORLD FELLOWSHIP OF REFORMED CHURCHES
1995, p. 386, Appendix H.
as Revised September 1996

PREAMBLE:

The Igreja Presbiteriana do Brasil, the Iglesia Nacional Presbiteriana de Mexico and the Presbyterian Church in America, with gratitude to God for the special relations and cooperative agreements He has enabled us to enjoy, having the same biblical, evangelical and missionary mission, believing that this vision fits well within the reformed perspective, do establish the World Fellowship of Reformed Churches and invite other Presbyterian and Reformed churches to join with us under the following principles:

ARTICLE 1 NAME

The name of this organization shall be World Fellowship of Reformed Churches.

ARTICLE 2 AFFILIATION

World Fellowship of Reformed Churches shall function under the umbrella of the World Evangelical Fellowship.

ARTICLE 3 PURPOSE

The purpose of the World Fellowship of Reformed Churches shall be limited to the following:

- 3.1 To demonstrate the unity of the world-wide Body of Christ and to encourage and promote evangelization and world missions by Presbyterian and Reformed Christians,
- 3.2 To provide a vehicle for Presbyterian and Reformed Christians around the world to enjoy a mutual fellowship so they may know one another,
- 3.3 To provide a network of leaders and church organizations who know, trust and love one another for the development of evangelism, world missions and the edification of the church, which is developed and maintained in an essentially spontaneous manner,
- 3.4 To provide opportunity to encourage one another spiritually,
- 3.5 To develop cooperative agreements for working together as may seem good to various bodies, and
- 3.6 To strengthen weaker churches and enrich the stronger ones to continue the vision of evangelism and missions through the establishment of fellowships at both national and regional levels.
- 3.7 To maintain, strengthen and defend the sound doctrines and biblical-theological tenets that distinguish us as Reformed churches.

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ARTICLE 4 DOCTRINAL BASIS

We believe in:

- 4.1 The *Holy Scriptures* as originally given by God, divinely inspired, inerrant, infallible, entirely trustworthy; and the supreme authority in all matters of faith and conduct.
- 4.2 *One God*, eternally existent in three persons, Father, Son and Holy Spirit.
- 4.3 Our *Lord Jesus Christ*, God manifest in the flesh, His virgin birth, His sinless human life, His divine miracles, His vicarious and atoning death, His bodily resurrection, His ascension, His mediatorial work, and His personal return in power and glory.
- 4.4 All mankind participated in Adam's fall from his original sinless state and is thus separated from God without possibility of salvation by its own work.
- 4.5 The *Salvation* of the lost and sinful man through the shed blood of the Lord Jesus Christ by faith apart from works, regeneration by the Holy Spirit.
- 4.6 The *Holy Spirit*, by whose indwelling the believer is enabled to live a holy life, to witness and work for the Lord Jesus Christ.
- 4.7 The *Unity of the Spirit* of all true believers, the Church, the Body of Christ.
- 4.8 The *Resurrection* of both the saved and the lost; they that are saved unto the resurrection of life, they that are lost unto the resurrection of damnation.
- 4.9 More specifically, we accept any of the standard reformed creeds, such as the *Westminster Confession of Faith*, the *Heidelberg Catechism*, and the declaration of the Council of Dordt, the Second Helvetic Confession, The Scottish Confession of Faith.

ARTICLE 5 MEMBERSHIP

- 5.1 Any Presbyterian or Reformed church may be a member of the World Fellowship of Reformed Churches, when:
 - 5.1.1 It is a member of a WEF-related organization in its own country, or
 - 5.1.2 When leaders in that church are individual members of a WEF-related organization.
 - 5.1.3 In all other cases, affiliation shall be upon approval by the Executive Committee.
 - 5.1.4 The Executive Committee may admit into membership independent churches or congregations of denominations which are not members of the World Fellowship. These shall have the right to participate at all levels of the World Fellowship, but without vote in the Representative Assembly.
- 5.2 Other Presbyterian Reformed Churches may participate in the World Fellowship of Reformed Churches as observers.
- 5.3 Participation in the World Fellowship of Reformed Churches does not imply endorsement of any other member body or its policies. World Fellowship of Reformed

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Churches will not intervene or seek to influence the internal affairs of member churches.

- 5.4 Participation in the World Fellowship of Reformed Churches does not preclude membership by a church or any other association.
- 5.5 Members shall be expected to contribute financially on an annual basis as determined by the Executive Committee with the advice of the Representative Assembly.
- 5.6 Any church which does not adhere to the declaration of faith above will not be accepted as a member of the World Fellowship of Reformed Churches.
- 5.7 In all cases, the approval of at least the Executive Committee of the national body of the applicant denomination is required.

ARTICLE 6 EXECUTIVE COMMITTEE

- 6.1 The Executive Committee shall be composed of the president, 1st vice president, 2nd vice president, secretary, assistant secretary, treasurer, and assistant treasurer.
- 6.2 The Executive Committee shall be elected by the Representative Assembly from among the participating churches. The Executive Committee shall be responsible for the business affairs of the World Fellowship of Reformed Churches.
- 6.3 The Executive Committee shall be elected at the Stated meeting of the General Assembly of WEF. The members of the Executive Committee may be reelected to the same office of a second term. They may be elected to fill other offices.
- 6.4 The Executive Committee may appoint an Executive Secretary when deemed necessary. This Executive Secretary shall be responsible to the Executive Committee.

ARTICLE 7 REPRESENTATIVE ASSEMBLY

- 7.1 There shall be a Representative Assembly to promote the work of the World Fellowship of Reformed Churches and regional fellowships within their respective denominations, nations and regions.
- 7.2 The Representative Assembly shall be composed of one member from each member denomination. Denominational representatives shall be appointed by their respective denominations.

ARTICLE 8 MEETINGS

The World Fellowship of Reformed Churches shall meet in conjunction with the General Assembly of the World Evangelical Fellowship or whenever it is deemed necessary for either stated or special called meetings. Any member of member denominations will be welcome to attend.

ARTICLE 9 REGIONAL FELLOWSHIPS

Denominations in the World Fellowship of Reformed Churches shall encourage formation of national and regional fellowships to carry out the stated purposes of the World Fellowship of Reformed Churches as seems good to the member churches.

BYLAWS, MANUALS AND GUIDELINES

ARTICLE 10 AMENDMENTS

- 10.1 Amendments may be proposed by a member church or the Executive Committee.
- 10.2 Amendments must be approved by majority vote of the Representative Assembly.

ARTICLE 11 TRANSITIONAL RULES

- 11.1 The document will become active when the participating churches sign it and publish it.
- 11.2 The first Executive Committee will conclude its function at the end of the first ordinary meeting of the General Assembly of this organization.

