

BYLAWS OF THE PRESBYTERY OF NEW COVENANT

[Restated and Adopted by 2 consecutive votes of the presbytery. Effective: 11-14-2009.
[As authorized by General Council, adapted to conform to new Form of Government
adopted by PCUSA, 2011: Effective 7-11-2011]

These Restated Bylaws ("**Bylaws**") govern the affairs of The Presbytery of New Covenant, a non-profit corporation (hereinafter, the "**Corporation**" or "**Presbytery**").

ARTICLE 1: OFFICES

Principal Office

1.01. The Corporation's principal office in Texas is located at 1110 Lovett Boulevard, Houston, Texas 77006-3824. The Corporation may have such other offices, in Texas or elsewhere, as the General Council (as that term is defined in the Articles of Incorporation of the Corporation) may determine. The General Council may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The General Council may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act (as amended or replaced from time to time, the "**ACT**").

ARTICLE 2: OBJECTIVES, PURPOSES, FORMATION, LIMITATIONS, POWERS AND DUTIES, PROPERTY

Purpose

2.01. The purposes for which the Corporation is formed are as more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) (as the same may be amended, established, made and declared by the authority of the Presbyterian Church (U.S.A.) from time to time, hereinafter called the "**PCUSA CONSTITUTION**") (citations herein are to Part II of the PCUSA CONSTITUTION, entitled the *Book of Order*), including the "Great Ends of the Church" (see *Book of Order*, F-1.0304), and in the articles of incorporation of the Corporation (as amended or restated from time to time, the "**Articles of Incorporation**").

Formation

2.02. The Corporation has been formed pursuant to the PCUSA CONSTITUTION (see *Book of Order*, G-4.0101). Presbytery is a member of the Synod of the Sun, of the Presbyterian Church (U.S.A.).

Authority

2.03. In carrying out such purposes, the Trustees (as hereinafter defined) and the Corporation shall be at all times and in all respects, conform to and support the PCUSA CONSTITUTION, except to the extent, if any, that the same conflicts with the laws of the State of Texas.

Trustees

2.04. The General Council of the presbytery shall constitute the Board of Trustees of the corporation unless the presbytery determines an alternative method to constitute the Board of Trustees (see *Book of Order, G-4.0101*). (Duties as Trustees outlined in Section 7.08.)

Powers and Duties

2.05. The Corporation shall have the powers and duties set forth in its Articles of Incorporation.

All Property Held in Trust

2.06. All property of the Corporation, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.) (see *Book of Order, G-4.0203*).

ARTICLE 3: MEMBERS

Eligibility for Membership

3.01. Presbytery is a corporate expression of the church consisting of all the churches and *teaching elders* within a certain district. When the presbytery meets, each church shall be represented by a *ruling elder(s)* commissioned by the session as allowed by the PCUSA CONSTITUTION (see *Book of Order, G-3.0301*), and determined by the presbytery.

3.02 All *teaching elder-members* of the presbytery and those *ruling elders* elected by the sessions of the individual churches of the presbytery, and *ruling elders* who formerly served as moderator of the presbytery, or designated by *virtue of office*, may serve as voting commissioners to meetings of the Corporation.

3.03. *Teaching elder-members* and members of congregations that constitute the presbytery shall be eligible to be elected to committees and divisions.

3.04. Only *teaching elders and ruling elders* shall be elected to the Committee on Ministry and General Council.

ARTICLE 4: MEETINGS OF MEMBERS
(see *Book of Order*, G-3.0304)

Meetings

4.01. There shall be no fewer than two meetings of the Members of the Corporation each year. Stated meetings are those called by General Council, the dates and times for which are published at least six months in advance.

Place and Time

4.02. Such meetings shall be held at locations determined by the General Council of the Presbytery. Both ecclesiastical and corporate business may be conducted at the same meeting.

Special Meetings

4.03. Special meetings of the Members may be called as provided in Section 4.04 for any or all of the purposes appropriate to a stated meeting or to conduct such other business as may be proper for presbytery consideration. The business to be transacted shall be limited to items specifically listed in the call for the meeting.

How Meetings Are Called

4.04. Meetings of the Presbytery may be called:

- (a) by the General Council whenever it determines such a meeting is necessary,
- (b) by the presbytery whenever it determines such a meeting is necessary, or
- (c) by the moderator of the presbytery when requested in writing by two *teaching elders and two ruling elders*, the *ruling elders* being of different churches,
- (d) *at the direction of synod (see Book of Order, G-3.0304).*

Notices

4.05. Public notice of any meeting of the Members shall be given two weeks in advance. Notice for stated meetings may be in writing, sent electronically or by US Mail, or posted on the presbytery's website. Notice for special called meetings shall be in writing, sent electronically or by US Mail, addressed to the moderators and clerks of the churches' sessions and to all other *teaching elder-members* of the presbytery and *ruling elders* who are Members *by virtue of office*, and shall be sent not less than ten days in advance.

Quorum

4.06. The quorum of a meeting of the Members shall be not less than *three teaching elder members and the ruling elder members present*, provided at least three churches are represented by *ruling elders*. The Presbytery by its own vote may fix a higher quorum.

Procedural Requirements

4.07. The meetings of the presbytery shall be conducted to conform to the procedural requirements and the provisions of the PCUSA CONSTITUTION (see *Book of Order*, G-3.0105). In addition to those requirements and provisions, these Bylaws provide specific guidance for the Corporation. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

Proxy Voting

4.08. Voting of Members by proxy is prohibited.

Electronic Meetings

4.09. A principle of Presbyterian Government is that "*decisions shall be reached in governing bodies by vote, following opportunity for discussion, and a majority shall govern (see Book of Order, F-3.0205).*" By these *Bylaws* further provision for meetings is also made as follows:

- 4.10. Members of the Presbytery or Board of Trustees of the Corporation or of any committee or division of the Presbytery may participate in and hold a meeting by means of:
- (a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or
 - (b) another suitable electronic communications system, including videoconferencing technology
 - (c) or the Internet, only if:
 - (i) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - (ii) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V. PRESBYTERY'S OFFICERS

5.01. The presbytery shall elect and at the close of the meeting install a moderator for the following year during the final stated meeting each year. The moderator shall take office January 1, and shall serve until the next moderator takes office. This nomination shall be made by the Nominating Committee. The moderator shall serve according to the provisions of the Book of Order, these *Bylaws*, and the Manual of Operations of the Presbytery of New Covenant.

5.02. The presbytery shall elect and install a moderator-elect during the final stated meeting each year. Ordinarily the moderator-elect shall be the next moderator. This nomination shall be made by the Nominating Committee. Term of office shall begin January 1.

5.03. The offices of moderator and moderator-elect shall be filled alternately by *teaching elders and ruling elders*.

5.04. At the end of every three years or when the office is vacant, the presbytery shall elect a stated clerk to serve a three (3) year term. The general presbyter shall not be elected to the office of stated clerk. Method of nomination is found in the Manual of

Operations.

5.05. At the end of every three years or when the offices are vacant, the presbytery shall elect a treasurer and a recording clerk, each to serve a three (3) year term. Method of nomination is found in the Manual of Operations.

5.06. The Moderator may appoint a parliamentarian for any meeting of the presbytery and for up to a year's service. Ordinarily the stated clerk will provide this service to the presbytery.

ARTICLE VI. PRESBYTERY'S ELECTED PROGRAM STAFF

6.01. Presbytery's elected program staff shall consist of a general presbyter and such associates as shall be necessary to accomplish its work, in accordance with the vision and mission of the Presbytery. The Personnel Committee, in consultation with General Council, will compose job descriptions for the general presbyter and any associate staff and will submit these job descriptions to presbytery for approval. Job descriptions and changes in job descriptions must be approved at a stated meeting of the presbytery.

6.02. The general presbyter shall have oversight and responsibility for all staff whether elected or appointed.

ARTICLE VII. THE GENERAL COUNCIL OF PRESBYTERY
(Functions defined in Book of Order, G-3.0303)

7.01. The General Council shall serve as presbytery's visioning agency and shall coordinate the mission and program of the presbytery. The General Council will annually review and evaluate presbytery's mission and structure in the light of adopted priorities; coordinate and present to presbytery an annual budget; allocate benevolence funds to the Synod of the Sun and the mission program of the General Assembly; allocate funds to pay the per capita assessment of the General Assembly; implement and monitor the budget adopted by presbytery and provide for an annual audit; provide for the development of funds for presbytery's mission and budget; make any necessary recommendations to presbytery concerning elected and contract personnel; receive and deal with complaints, criticisms, and disagreements arising out of or between internal agencies and congregations; receive and provide for implementation of referrals from presbytery; encourage and promote a sense of unity and community in the presbytery; maintain a Manual of Operations on behalf of the presbytery.

7.02. The moderator-elect of presbytery shall preside over the meetings of the General Council.

7.03. The presbytery shall elect twelve members to the General Council who shall be organized into three equal classes. The twelve elected members, the chairperson of the Administrative Division, the chairperson of the Ministries Division, the moderator of the

presbytery and the moderator-elect shall be voting members of the General Council. In the absence of either chairperson, the vice-chairperson of that division may attend, with voice and vote. The General Council will elect a vice-chairperson from its membership; the stated clerk of the presbytery shall serve as clerk of the General Council.

7.04. Ordinarily the General Council will meet monthly. In addition the General Council will meet annually for review and planning. The General Council is accountable to the presbytery and reports to each stated meeting of the presbytery.

7.05. No action of General Council shall be counter to the *Book of Order*, nor encroach on the prerogatives of presbytery as a governing body.

7.06. The quorum for the General Council shall be no fewer than a third of its voting members. General Council may set the quorum at a higher number.

7.07. Whenever the presbytery's General Council, division, ministries, committees, or task forces discuss or act upon a matter on which a member has a vested interest, that member will be expected to excuse himself/herself from that portion of the meeting; that member shall preserve the right to make a presentation.

7.08. The General Council of the Presbytery of New Covenant, as constituted in these *Bylaws*, shall be the Trustees for the Corporation, with the officers of General Council serving as the officers of the corporation. Upon the approval of the presbytery, the General Council shall have the power to buy, sell, mortgage, and lease Property and shall report these transactions to the next stated meeting of the presbytery (see *Book of Order, G-3.0303f*). The presbytery shall be a Texas non-profit corporation as defined by Texas non-profit corporate statutes. The corporation shall be organized within the meaning of Section 501 C 3 of the Internal Revenue Code for religious, charitable and education purposes and none of the properties owned by said corporation shall ever inure to the benefit of any director, trustee, or member of said Corporation. The corporation shall be organized on a non-stock membership basis with the members of the Presbytery of New Covenant constituting the membership of the corporation.

7.09. The General Council shall have the authority (see *Book of Order, G-3.0303f*) to approve mortgages, loans, encumbrances, and guarantees of loans of congregations between the meetings of the presbytery and shall report these transactions to the next stated meeting of the presbytery. Further, the General Council shall have the authority (see *Book of Order, G-30303f*) to approve leases of real property of member churches of the presbytery (see *Book of Order, G-4.0206a,b*).

VIII: THE ADMINISTRATIVE DIVISION

8.01. The Administrative Division shall, in cooperation with the general presbyter, oversee the operation of the Presbyterian Center; participate in the annual personnel evaluations and make any necessary recommendations to the

General Council; conduct other personnel reviews as requested by the General Council; and as provided by the personnel manual participate in the employment, release, and termination of appointed personnel. This division shall also annually prepare and propose an administrative budget to the General Council; monitor the administrative budget and report to the General Council; oversee the administration of the business affairs of the presbytery; review requests from congregations for guarantee of loans and make recommendations to the General Council concerning the guarantee; recommend to the General Council whether to purchase property and whether to sell presbytery owned properties; manage/service/monitor presbytery debt and accounts receivable; oversee the ecclesiastical affairs of presbytery including worship for the meetings of presbytery, relationships with other governing bodies, ecumenical affairs, review of the minutes of sessions; training of commissioners, principals and alternates for the General Assembly; and recommend the approval of presbytery minutes. The particular committees and other entities of the Administrative Division shall be outlined in The Manual of Operations.

8.02. The presbytery shall elect a chairperson and a vice-chairperson to serve for a period of one year with the possibility for re-election in one-year increments not to exceed three years.

8.03. The Administrative Division Steering Committee will be composed of the chairperson and the vice chairperson and the chairperson of each committee of the division, who shall be voting members of the Steering Committee. The Steering Committee will elect a secretary from among its members.

8.04. The Administrative Division is accountable to and reports directly to the presbytery.

ARTICLE IX: THE MINISTRIES DIVISION

9.01. The presbytery shall elect a Ministries Division which shall coordinate the programs of the presbytery in light of the presbytery's mission and priorities; annually prepare and propose both program and benevolence budgets of the presbytery; administer the program and benevolence budgets of the presbytery, including the authority to reallocate budgeted funds among ministry areas; administer scholarships for individuals to attend events outside the presbytery; coordinate the development and implementation of new presbytery ministries within the limitations of approved budget and personnel; approve the creation and elimination of committees, teams and task groups within the ministries of the presbytery, including the establishment of the number of authorized personnel for each; develop, promote and encourage a sense of unity and community as the Presbytery of New Covenant. The particular committees and other entities of the Ministries Division shall be outlined in The Manual of Operations.

9.02. The presbytery shall elect a chairperson and a vice-chairperson to

serve for a period of one year with the possibility for re-election in one-year increments not to exceed three years.

9.03. The Ministries Division Steering Committee shall be composed of the chairperson, the vice-chairperson, and the chairperson of each of the entities of the division, the Committee on Ministry and the Committee on Preparation for Ministry, who shall be the voting members of the Ministries Division Steering Committee. The Steering Committee shall elect a secretary from among its members.

9.04. The Ministries Division is accountable to and reports directly to the presbytery.

ARTICLE X: COMMITTEES OF PRESBYTERY

10.01. **COMMITTEE ON MINISTRY** is directed to fulfill **functions** outlined in the *Book of Order*, G-3.0307. The Committee on Ministry shall be composed of a chairperson, vice chairperson, the chairpersons and vice chairpersons of its subcommittees, and members of all subcommittees. Subcommittees shall be divided into three (3) equal classes, one of which is elected each year by the presbytery. Terms will be three (3) years with eligibility to serve up to two (2) terms.

10.01a. The members of the subcommittee on Examinations, other than the chairperson and vice chairperson, shall not be counted for the purpose of determining or establishing a quorum of the meetings of the Committee on Ministry.

10.01b. The chairperson and vice chairperson of the Committee and the chairpersons and vice chairpersons of its subcommittees shall be elected from within the committee's membership by the presbytery for a period of one year with the possibility for re-election in one-year increments not to exceed three years.

10.01c. The Committee on Ministry shall be composed of *ruling elders and teaching elders* in approximately equal numbers, bearing in mind the principles of unity in diversity (see *Book of Order*, F-1.0403).

10.02. **COMMITTEE ON PREPARATION FOR MINISTRY** is directed to fulfill **functions** outlined in the *Book of Order*, G-3.0307. The Committee on Preparation for Ministry shall be composed of twenty four members divided into three (3) equal classes, one of which is elected each year by the presbytery. Nine of the members, in three (3) equal classes will comprise the Lay Pastor Subcommittee. Terms of service will be three (3) years with eligibility to serve up to two (2) terms.

10.02a. The members of the Lay Pastor subcommittee shall not be counted for the purpose of determining or establishing a quorum of the meetings of the Committee on Preparation for Ministry.

10.02b. The chairperson and vice chairperson shall be elected from within the committee's membership by the presbytery for a period of one year with the possibility for re-election in one-year increments not to exceed three years.

10.02c. The Committee on Preparation for Ministry shall be composed of *ruling elders and teaching elders* in approximately equal numbers, bearing in mind the principles of unity in diversity (see *Book of Order*, F-1.0403, G-3.0307).

10.03. **COMMITTEE ON REPRESENTATION** *Presbytery shall elect a Committee on Representation in conformity with the Book of Order G-30103. In carrying out its function, this committee shall have the right to advocate to the Nominations Committee or to the presbytery prior to election or approval of any nominees as provided in the Book of Order, G-3.0103.*

10.03a. This committee will report as requested to the presbytery and higher governing bodies.

10.04. **COMMITTEE ON NOMINATIONS** *fulfills the function outlined in the Book of Order, G-3.0111. Presbytery shall elect a Committee on Nominations in conformity with the Book of Order, G-3.0111. Members of this committee will be nominated annually by the moderator, moderator-elect and the most recent former moderator of Presbytery.*

10.04a. Annually the Nominations Committee shall submit to the presbytery its nominations for moderator, moderator-elect as provided for in Article V. It shall nominate members of presbytery committees (except the Committee on Nominations), members of General Council, divisions, ministries and members of other agencies of the presbytery, as provided in the Manual of Operations. It shall nominate commissioners and alternate commissioners to Synod and General Assembly following the guidelines adopted by the presbytery and found in the Manual of Operations.

10.04b. When vacancies occur in any position elected by presbytery, the Committee on Nominations shall make every effort to nominate a replacement to the next stated meeting of the presbytery.

10.04c. The Committee on Nominations shall endeavor to encourage qualified persons to participate in the work of the presbytery.

10.05. **PERMANENT JUDICIAL COMMISSION** *(see Book of Order, D-5.0000)* Presbytery shall elect a Permanent Judicial Commission composed of nine (9) members and at no time no fewer than seven (7) *teaching elders and ruling elders* in conformity with D-5.0101. In the cases transmitted to the commission, the commission shall have the power prescribed by, and conduct all proceedings according to, the Constitution of

the Presbyterian Church (U.S.A.) and rules governing the procedure in such cases. Members of the commission shall be nominated to the presbytery by the Nominations Committee.

10.05a. The commission shall perform those duties directed by the *Book of Order, D-5.0000*.

10.05b. The commission shall elect a moderator and a clerk from among the members of the commission.

10.05c. The commission shall meet at the call of the moderator of the commission.

10.05d. When any case has been transmitted to the commission, the presbytery shall take no further action.

***ARTICLE XI: A PRESBYTERY MANUAL OF OPERATIONS
(see *Book of Order, G-3.0106*)***

11.01. A manual of operations shall establish rules for the interrelationship of presbytery's various officers and agencies and for its internal operating procedures. The General Council shall be responsible for approving changes to the Manual of Operations. The General Council will report these changes to the next stated meeting of the presbytery.

11.02. The Manual of Operations may be amended by a majority vote of the General Council at any of its meetings.

11.03. A specified portion of The Manual of Operations may be suspended for a particular meeting by a majority vote of members present and voting.

ARTICLE XII: PROCESS FOR AMENDMENT

These *Bylaws* may be amended by a two-thirds (2/3) vote of members of General Council present and voting at a meeting, provided the proposed amendment has been published at the meeting previous to the one at which the vote takes place. Any changes in the *Bylaws* shall be presented to the presbytery at the next stated meeting following the vote to change. The presbytery may override that change by a two-thirds (2/3) majority vote.

[end: Bylaws]