

# **The By-laws of The Presbytery of Ohio Valley and The Corporate By-laws of The Presbytery of Ohio Valley, Inc.**

## **SECTION I: THE BY-LAWS OF THE PRESBYTERY OF OHIO VALLEY**

### **A. NAME, BOUNDARY, and PROCEDURES**

#### **1. Name**

The name of this organization shall be The Presbytery of Ohio Valley.

#### **2. Boundary**

The Presbytery of Ohio Valley shall comprise all counties in Indiana south of and including Vermillion, Parke, Putnam, Morgan, Brown, Bartholomew, Jennings, Jefferson, and Switzerland.

#### **3. Procedures**

The presbytery shall be governed by the Constitution of the Presbyterian Church (U.S.A.), the By-laws of the Presbytery of Ohio Valley, and by the Manual of Operations. The Presbytery By-laws shall not supersede the Constitution of the Presbyterian Church (U.S.A.). Procedures for all meetings shall be determined by Robert's Rules of Order Newly Revised 11<sup>th</sup> Edition unless different procedures are adopted by the body by a majority vote of those present and voting.

### **B. MISSION and PURPOSE**

The mission of the Presbytery of Ohio Valley is to be “responsible for the government of the church throughout its district, and for assisting and supporting the witness of congregations to the sovereign activity of God in the world, so that all congregations become communities of faith, hope, love, and witness.” (G-3.0301).

### **C. OFFICERS AND MEMBERSHIP**

**1. Officers.** The officers of the presbytery shall be the Moderator, Vice Moderator, Stated Clerk, Treasurer, and Moderator of the Presbytery Council.

**a. Moderator.** The Moderator shall be elected at the fourth quarter meeting of presbytery for a term of one year, beginning to serve January 1 of the following year. The Moderator shall perform all the duties and responsibilities of a moderator as outlined in Form of Government, (G-3.0104), and such other duties and responsibilities as determined by the Manual of Operations.

**b. Vice Moderator.** The Vice Moderator shall be elected at the fourth quarter meeting of the presbytery for a term of one year, beginning January 1 of the following year and shall act for the Moderator upon request, or in the Moderator's place should the Moderator be unable to act. The Vice Moderator shall perform such other duties and responsibilities as determined by the Manual of Operations.

**c. Stated Clerk.** The Stated Clerk shall be elected at the fourth quarter meeting of the presbytery, or at such time as necessitated by vacancy of the office. Election shall be for a term of three (3) years, beginning January 1 of the year following election. The Stated Clerk shall be eligible for re-election. The duties of the office shall be those described in the Form of Government and the Rules of Discipline. The Stated Clerk shall serve as secretary of the Presbytery Council, with vote, and as the secretary of the Board of Trustees, without vote.

**d. Treasurer.** The Treasurer shall be elected at the fourth quarter meeting of the presbytery, or at such time indicated by a vacancy in the office. The term shall be three (3) years. The Treasurer shall have custody of all funds and other valuable papers. The Treasurer shall be a member of the Presbytery Council, with vote, and an advisory member of the Board of Trustees. The Treasurer shall have such other duties and responsibilities as determined by the Manual of Operations.

**e. Moderator of the Presbytery Council.** The Moderator of Council shall be the Executive Presbyter who serves by virtue of office.

## **2. Members**

### **a. Ministers of the Word and Sacrament**

Every minister of the Word and Sacrament enrolled in the Presbytery of Ohio Valley shall be a member of the presbytery guided by the criteria for membership (G-2.0503 ff).

### **b. Elders**

1. Each elder elected by the session of those congregations within the bounds of the presbytery, as prescribed by the Book of Order (G-3.3001), shall serve as a commissioner from that congregation.
2. Each elder elected an officer of the presbytery, a moderator of a standing committee, a member of the Presbytery Council, or a member of the Board of Trustees of the presbytery, shall be enrolled as a member of the presbytery for the term of office.
3. Each elder commissioned to pastoral service within the bounds of the Presbytery shall be enrolled as a member of the presbytery for the duration of the commission.

## **D. STAFF**

The presbytery shall have the power to employ such staff and personnel as needed to fulfill its mission. There shall be an Executive Presbyter who shall be hired in accordance with the principles and provisions of the Form of Government.

**1. Purpose of the Office of Executive Presbyter.** The primary purpose of this office is to give mission focused leadership to the members and congregations of the Presbytery of Ohio Valley.

**2. Nomination and Election:** The Executive Presbyter shall be nominated by a special nominating committee in consultation with the Synod of Lincoln Trails, and shall be elected by the Presbytery of Ohio Valley.

**3. Term of Office:** The term of this office shall be indefinite. Whenever a new person is elected to this office, a complete evaluation of the person and the position is to be made by the Council prior to the end of each year in office, with a comprehensive review every five years.

**4. Jurisdiction of the Office:** The Executive Presbyter shall work under the direction of the Presbytery Council. There shall be an annual review of the salary for the office by the Personnel Committee of the Council.

**5. Responsibilities of the Office:**

- a. Report at least annually to the Presbytery of Ohio Valley and regularly to the Presbytery Council;
- b. Serve as Moderator of the Presbytery Council with vote, as an advisory member of the committees and boards of the Presbytery of Ohio Valley and in a consultative relationship with those bodies and congregations, with continuing responsibilities in assisting them to achieve their missions.

## **E. MEETINGS**

**1. Stated Meetings:** The presbytery shall assemble in stated meetings as necessary to accomplish its mission and comply with the Constitution of the Presbyterian Church (U.S.A.). Such meetings will be established by action of the body as a whole.

**2. Special Meetings:** Special meetings of the presbytery shall be called by the Presbytery Council or by Moderator upon written petition of a quorum of the presbytery.

**3. Minutes:** The Stated Clerk shall distribute/publish Minutes of presbytery assembly meetings to all members of presbytery and clerks of sessions.

**4. Quorum:** Quorum for Stated and Special meetings of the presbytery shall be three Ministers of Word and Sacrament who are members of the presbytery and three Ruling Elder commissioners from three different congregations.

## **F. Committees and Commissions**

1. The presbytery will establish committees, commissions and other entities to help fulfill its mandated responsibilities and mission strategy. The presbytery, where allowed by the Book of Order, may grant commission powers to any of these entities either temporarily or on an ongoing basis.
2. Such committees and commissions shall include but are not limited to: the Presbytery Council, the Board of Trustees, the Committee on Ministry, and Committee on Preparation for Ministry.

**G. Amendments:** The By-laws of the Presbytery may be amended at any meeting of the presbytery by a two-thirds vote of the members present and voting, provided notice of such a proposed change has been given in the call for the meeting. The By-laws may be suspended at any meeting for that meeting by a two-thirds vote of the members present.

## **SECTION II: THE CORPORATE BY-LAWS OF THE PRESBYTERY OF OHIO VALLEY, INC.**

### **A. Corporation**

1. In accordance with the provisions of the Constitution of the Presbyterian Church (U.S.A.), the Presbytery of Ohio Valley has caused a corporation to be formed under the Indiana Not-for-Profit Corporation Act of 1971.
2. The name of the corporation is "The Presbytery of Ohio Valley, Inc."
3. The date of the incorporation of the Presbytery of Ohio Valley is January 19, 1973 and is recorded on page 561, Miscellaneous Record Book No. 59 in the office of the Recorder of Clay County, Indiana.

### **B. Membership**

1. Membership shall be composed of all ministers of the Word and Sacrament enrolled in the Presbytery of Ohio Valley and all duly elected elders described in C. 2. b. of the By-laws of the Presbytery of Ohio Valley.
2. Each such member shall be entitled to one vote at all meetings of the corporation.

### **C. Meetings of the Corporation**

1. Any or all meetings of the members, and of the Board of Directors of this corporation shall be held within the State of Indiana, at various places as designated by the Board of Directors (Trustees).

2. An annual meeting of the members shall be held in each year on the same day as the last yearly stated meeting of the presbytery assembly. One of the purposes of the meeting shall be the election of a Board of Directors and officers of the corporation.

3. At least ten (10) days prior to the date fixed for the holding of the annual meeting of members, notice of the time and place of such meeting shall be published as herein after provided, to each member entitled to vote at such meeting.

4. If, for any reason, the annual meeting of the members shall not be held on the day herein before designated, such meeting may be called and held as a special meeting, provided that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a ten (10) day notice.

5. A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary or an assistant secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed by the stamped, typewritten or printed signature of the secretary.

6. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be published, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

#### **D. Board of Directors**

1. At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of transacting any business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such new board.

2. The Board of Directors of this corporation shall hold regular meetings thereof at least three times a year and other times as needed.

3. Special meetings of the Board of Directors may be called by the President at any time by means of such written notice of the time, place and purpose thereof to each Director as the President at his/her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of such notice shall be waived as hereinafter provided.

4. All notices required to be given by any provision of these by-laws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten, or printed signature of the secretary. Every notice shall be deemed duly served when the same has been addressed to the addressee at his/her last address appearing upon the membership record of this corporation.

**E. Quorum:** A quorum shall be defined by the By-laws of the Presbytery of Ohio Valley (Sec.I E. 4.)

**F. Elections & Terms of Directors:** The election and terms of Directors/Trustees shall be in accord with the Manual of Operations as outlined in the Design for Mission and Ministry.

**G. Authority of the Board of Directors:** The authority for the Board of Directors shall be set forth in the Manual of Operations in the Design for Mission and Ministry.

**H. Officers:** The officers of the corporation shall be: President, Secretary, and Treasurer elected at the Annual Meeting of the Corporation.

**I. Amendments:** The By-laws of the Corporation may be amended at any stated meeting of the corporation by a two-thirds vote of the members present and voting, provided notice of such a proposed change has been given in the call for the meeting. The By-laws may be suspended at any stated meeting for that meeting by a two-thirds vote of the members present.