

**ECCLESIASTICAL AND CORPORATE BYLAWS
OF
THE SYNOD OF SOUTHERN CALIFORNIA AND HAWAII
PRESBYTERIAN CHURCH (U.S.A.)**

ARTICLE I NAME AND DESCRIPTION

The name of this organization shall be the Synod of Southern California and Hawaii. It is a middle governing body of the Presbyterian Church (U.S.A.), and encompasses the following Presbyteries:

Hanmi
Los Ranchos
Pacific
Riverside
San Diego
San Fernando
San Gabriel
Santa Barbara

ARTICLE II PURPOSE

As disciples of Jesus Christ, instructed by the Scripture and empowered by the Holy Spirit, the Synod is called by God to be a community of faith to carry out the mission of the Presbyterian Church (U.S.A.) within its bounds, and specifically to perform the function of synods as set forth in Chapter 12 of the Form of Government in the *Book of Order*. The purpose and vision of the Synod is set forth in a Vision Statement included, along with the Mission Design, in the Manual of Administrative Operations.

ARTICLE III CIVIL CORPORATION

- A. The Synod of Southern California and Hawaii exists under the California Non-Profit Public Benefit Corporation Law for the religious and charitable purposes noted above.
- B. The Principal office for the transaction of the business of the Corporation will be located in Los Angeles County, California.
- C. The general powers of the corporation shall be those normally ascribed to such corporations, and shall be subject to the provisions of the California Non-Profit Corporation Law and any limitation noted in these bylaws.
- D. The Directors (Trustees) of the Corporation shall be the Council of the Synod.

- E. The officers of the Civil Corporation shall be (1) a President, who is the Chair of the Council, (2) a Secretary, who is the Stated Clerk of the Synod, and (3) a Treasurer. The synod shall also elect a Moderator and a Vice-Moderator. These five officers collectively shall be called the ecclesiastical and corporate officers.
- F. The Annual Meeting of the Corporation shall be held in connection with the first meeting of the Synod Council held in each calendar year.
- G. The corporation may indemnify any agent of the corporation against any liability asserted against or incurred by the agent in such capacity and arising out of the agent's status as such, as may be allowed by the California Non-Profit Corporation Law and any future amendments to it.

ARTICLE IV STRUCTURE

The Synod shall maintain appropriate structure to carry out its purpose and mission.

A. SYNOD ASSEMBLY

The Synod will meet annually in an Assembly that will include the observance of the Lord's Supper and the necessary annual business.

1. Authority and responsibility. The Synod Assembly has the primary responsibility for, but may delegate to commissions or the Synod Council the following:
 - a. The Vision Statement, Mission Design, and the Ecclesiastical and Corporate Bylaws.
 - b. Election of the officers of the Synod, members of the Permanent Judicial Commission and Ecclesiastical Committees, the Synod Council and the Committee on Cross-Presbytery Ministries, and trustees of related corporations.
 - c. Ecclesiastical and General Mission Budgets, with authority granted to the Council to amend such budgets.
 - d. Overtures to the General Assembly and to the Synod.
2. Time of meeting. The stated meeting of the Synod shall be the Synod Assembly which will be held at a time and place designated by the Synod Council to conduct any business appropriate to it. Additional meetings may be called according to the provisions of G-12.0201.
3. Membership. The Synod Assembly shall be composed of an equal number of minister and elder commissioners elected by and from each of the presbyteries, so as to provide an elder and a minister commissioner for each 4,000 church members or major fraction thereof, provided that no presbytery has fewer than two minister and two elder commissioners, with the number to be determined by the Stated Clerk of the Synod. Each presbytery should also elect alternates, or provide by rule for the naming of alternates, in the event that elected commissioners are unable to attend. The Stated Clerk of each presbytery shall

certify in writing to the Stated Clerk of the Synod the names of those who will serve as commissioners, not less than thirty (30) days prior to the convening of the Synod Assembly.

4. Term. The term of each commissioner is one year. Any minister or elder within a presbytery is eligible for election as a commissioner. Commissioners may be elected to two additional terms of one year, and shall be ineligible for re-election to any additional term after a total of three years, until one year has elapsed.
5. Officers. The Synod shall have a Moderator and a Stated Clerk as required by G-9.0201. In addition to the two required officers, the Synod shall elect a Vice-Moderator who will serve as the Moderator-elect. The Moderator shall serve the following year as Chair of the Synod Council. The Synod shall elect a treasurer. These five officers collectively shall be called the ecclesiastical and corporate officers.
6. Terms of Officers. The term of the Moderator, Vice-Moderator and Chair of Council is one (1) year. The term of the Treasurer is three (3) years. The term of the Stated Clerk is determined by the Synod Assembly.
7. Ex Officio Members. Members of Synod Council and members of the Synod Executive Staff will be named ex officio members, without vote, of the Synod Assembly.
8. Corresponding Members. Corresponding members may be seated with voice, but without vote. Former Moderators of the Synod of Southern California and Hawaii shall be enrolled as corresponding members at their request. Official guests of the Synod Assembly may be seated as corresponding members, upon approval of the Assembly, according to the provisions of G-12.0203.
9. Quorum. A quorum of the Synod Assembly shall be sixteen (16) commissioners, at least eight of whom shall be elders and at least eight of whom shall be ministers, representing at least five presbyteries.

B. PERMANENT JUDICIAL COMMISSION & ECCLESIASTICAL COMMITTEES

Permanent Judicial Commission

1. Responsibilities. The Permanent Judicial Commission shall have the responsibilities outlined in the Book of Order D-5.000.
2. Membership. There shall be eleven (11) members of the Permanent Judicial Commission, all of whom shall be either ministers or elders, in numbers as nearly equal as possible, with at least one member from each of the constituent presbyteries.
3. Term. The term of each member of the commission shall be six years, and members shall

be elected in three classes as provided in D-5.0102 and D-5.0103.

Ecclesiastical Committees are committees that are accountable directly to the Synod Assembly, and whose responsibilities are required by the Book of Order.

1. Committee on Nominations.

- a. Responsibilities. The Committee on Nominations shall have the responsibilities outlined in the Book of Order G-9.0800, and G-12.0204. It shall have the responsibility to identify and recruit individuals to serve in elected positions in the Synod, and shall work with the Committee on Representation to assure fair representation.
- b. Membership. There shall be twelve (12) members on the committee, with at least one from each presbytery within the synod. The Synod Executive, if any, shall serve as an ex officio member of the committee, without vote. Individuals to serve on the Nominating Committee are nominated by a Nominations Work Group of the Synod Council, not by the Nominating Committee itself.
- c. Term. The term is three years. Members may serve no more than two consecutive terms.

2. Committee on Representation.

- a. Responsibilities. The Committee on Representation shall have the responsibilities outlined in the Book of Order G-9.0105, and G-12.0301.
- b. Membership. There shall be ten (10) members on the committee.
- c. Term. The term is three years. Members may serve no more than two consecutive terms.

3. Governing Body Relations Committee.

- a. Responsibilities. The Governing Body Relations Committee shall have the responsibility to review presbytery records, process overtures, train/resource ecclesiastical functions and relate to other ecclesiastical bodies.
- b. Membership. There shall be nine (9) minister/elder members of the committee, with at least one from each presbytery within the synod.
- c. Term. The term is three years. Members may serve no more than two consecutive terms.

C. SYNOD COUNCIL

1. Responsibilities. The Synod Council shall serve as the Board of Trustees for the corporation, and will have the power to act in the name of the Synod between meetings of the Synod Assembly reporting such actions to the succeeding Synod Assembly. The Council has primary responsibility for trustees, interim authority, financial oversight, budget development, personnel and property. The Council has the authority to create committees, work groups, and task forces to assist in carrying out its responsibilities.
2. Meetings. There shall normally be four stated meetings of the Council each year. Additional meetings may be held upon the call of the Chair or any five (5) voting members of the Council, representing at least three (3) presbyteries.
3. Membership. There shall be twenty-four (24) voting members of the Council as follows: one minister and one elder from each presbytery within the synod, the five (5) ecclesiastical and corporate officers, and the chairs of the three (3) ecclesiastical committees shall serve ex officio. In addition, one designee from Presbyterian Men and one designee from Presbyterian Women shall be seated on the council with voice, but not vote.
4. Term. The term of the sixteen members from the eight presbyteries is three years. Members are eligible to serve no more than two consecutive terms. The classes shall be established by the Stated Clerk. Those who serve ex officio serve for the term of that office except that the term of the designees of Presbyterian Men and Presbyterian Women may not exceed three years.
5. Officers. The Officers of the Synod Council shall be a Chair, who normally shall be the immediate past Moderator of the Synod Assembly, and a Secretary, who is the Stated Clerk of the Synod. The Council may choose to elect a Vice-Chair upon the recommendation of the Chair.
6. Terms of Officers. The terms of the Council Chair and Vice-Chair, if any, shall normally be one year. The term of the Secretary is concurrent with the term of the Stated Clerk.
7. Quorum. A quorum for a meeting of the Synod Council shall be eleven (11) voting members, so long as five (5) presbyteries are represented, and there are at least four (4) elders and four (4) ministers present.

D. COMMITTEE ON CROSS-PRESBYTERY MINISTRIES (CCPM)

The Committee on Cross-Presbytery Ministries has responsibility to develop and support a broad strategy for mission and ministry across the Synod of Southern California and Hawaii.

1. Responsibilities. The Committee on Cross-Presbytery Ministries shall coordinate and provide oversight of ministries that cross presbytery boundaries. This will include making recommendations for the use of church development funds and restricted and designated funds for mission and ministry. The Committee has initial responsibility for church development/redevelopment funds, restricted/designated funds for mission and ministry, Racial Ethnic Pastoral Leadership (REPL), racial ethnic and justice ministries, emerging mission and ministry issues, and Related Mission Partners. The Committee shall have the authority to create work groups and task forces to assist in carrying out its responsibilities.
2. Meetings. There shall normally be four stated meetings of the CCPM each year.
3. Membership. There shall be twenty-five (25) voting members as follows: eight (8) members who serve ex officio as the executives of the eight presbyteries within the synod, or the designee of that presbytery; eight (8) members, one from each of the presbyteries, who shall be an elder or layperson if the executive or designee of that presbytery is a minister, and who shall be a minister if the executive or designee of that presbytery is not a minister; eight (8) members who shall serve at-large to assure diversity; and the Vice-Moderator of the synod who serves ex officio. In addition, the synod treasurer shall serve ex officio, with voice, but not vote.
4. Term. The term of all but the ex officio members is three years. Members are eligible to serve no more than two consecutive terms. Classes shall be established by the Stated Clerk. Those who serve ex officio serve for the term of that office.
5. Officers. The officers of the CCPM shall be a Chair who shall normally be the Vice-Moderator of the Synod and a Secretary who is the Stated Clerk of the Synod. The CCPM may choose to elect a Vice-Chair upon the recommendation of the chair.
6. Terms of officers. The term of the CCPM Chair, and Vice-Chair, if any, shall normally be one year. The term of the secretary is concurrent with the term of the Stated Clerk.
7. Quorum. A quorum for a meeting of the CCPM shall be eleven (11) voting members, so long as five (5) presbyteries are represented and there are at least four (4) ministers and (4) elders or laypersons present.

E. RELATED ENTITIES

The Synod of Southern California and Hawaii has a direct relationship with others that engage in mission and ministry on behalf of the Presbyterian Church (U.S.A.). The following corporations have accountability to the synod through (1) election of their trustees by the synod, (2) an ex officio member of their boards designated by the synod, (3) concurrence of the synod in changes to the Articles of Incorporation or Bylaws, and (4) an annual report, including a copy of the audit, made to the synod annually.

**Monte Vista Grove Homes, Inc.
Presbyterian Camp and Conference Centers, Inc.
Zephyr Point Presbyterian Conference Commission, Inc.**

The Synod of Southern California and Hawaii of the Presbyterian Church (U.S.A.) and the Synod of the Nile, Evangelical Presbyterian Church of Egypt have established a sister synod relationship.

F. APPROVAL OF SUB-GROUPS

The Synod Council and the Committee on Cross-Presbytery Ministries (CCPM) may create task forces or work groups for specific purposes. Each of these task forces or work groups should have at least one member of the initiating body serving on it. The names of those serving on such groups should be recorded in the minutes of that group, and also recorded in the minutes of the Synod Assembly or of the Council, acting as the Assembly.

ARTICLE V OFFICE OF THE SYNOD EXECUTIVE

The Synod may authorize the staff services of a Synod Executive. (G-12.0302) The Executive shall be elected by the Synod Assembly, according to procedures set out in the Manual of Administrative Operations, and is responsible to perform the functions detailed in the Position Description for the Synod Executive as adopted by the Synod Assembly.

ARTICLE VI OFFICE OF THE STATED CLERK

The Synod shall elect a Stated Clerk. (G-9.0201) The Stated Clerk is the chief ecclesiastical officer of the Synod. The Stated Clerk shall be elected by the Synod Assembly according to procedures set out in the Manual of Administrative Operations, and is responsible to perform the functions detailed in the Position Description for the Stated Clerk as adopted by the Synod Assembly.

ARTICLE VII ELECTIONS

- A. Principles governing those elected to serve in the Synod of Southern California and Hawaii include:
1. The Synod is committed to ensure that the principles of diversity and inclusiveness are upheld in the variety of those elected to serve the Synod.
 2. Wherever possible, and wherever specified in these Bylaws, all elected bodies shall include at least one member from each of the presbyteries within the synod.
 3. It is important to assure a balance of experienced and new leadership. Thus there are,

within these bylaws, limits on the number of terms an individual can serve. Only those who serve ex-officio may be elected to the same body for more than two consecutive three-year terms.

- a. Commissioners to the Synod Assembly may serve no more than three consecutive one-year terms, and there must be at least one year intervening before an individual can be again elected.
 - b. Members of Ecclesiastical Committees, Council, and the Committee on Cross-Presbytery Ministries shall normally serve a three-year term, with a total limit of no more than six consecutive years on any body. Election to more than six consecutive years can be accomplished only by setting aside these Bylaws.
 - c. Terms for chairs of Ecclesiastical Committees shall be one year, with the possibility of three consecutive terms.
 - d. The term of office for the Moderator and Vice-Moderator of the Synod, and of the Chair of the Council is one year. The Vice-Moderator of Synod shall serve as the Moderator-elect of the Synod and shall normally chair the CCPM. The Moderator of the Synod shall serve the succeeding year as Chair of the Synod Council. If it is not possible for the Vice-Moderator to serve the succeeding year as Moderator, or for the Moderator to serve the succeeding year as Chair of the Council, the Committee on Nominations shall make suitable nominations.
4. Term of office for those elected to serve Synod entities shall normally begin January 1 of the year following election at the Synod Assembly.
 5. In order to encourage broad participation, individuals who are elected to serve on a committee or Council of synod are ineligible to serve on a second committee or Council of the Synod, except as provided in these bylaws.
 6. In order to encourage the best possible leadership, wherever a member has been absent from an elected responsibility for three consecutive meetings, the Stated Clerk shall report that fact to the appropriate body, and the position may be declared vacant.

B. Nominations for election are made as follows:

1. Moderator, Vice-Moderator/Moderator-elect of the Synod, Chair of the Synod Council, and Treasurer by the Committee on Nominations, in compliance with Article VII. A.3.d above.
2. Stated Clerk by a Search Committee elected by the Synod in accordance with the Manual of Administrative Operations.

3. Synod Executive, if any, by a Search Committee elected by the Synod in accordance with the Manual of Administrative Operations.
 4. Members of the Council, the Committee on Cross-Presbytery Ministries, the Permanent Judicial Commission, the Committee on Representation, the Governing Body Relations Committee by the Committee on Nominations.
 5. Members of, and Chair of, the Committee on Nominations by the Synod Council.
 6. Chairs of the Committee on Representation and Governing Body Relations Committee by the Committee on Nominations.
 7. The Moderator and Clerk of the Permanent Judicial Commission by the Synod PJC. (D-5.0201).
 8. Trustees of the Related Entities by the Committee on Nominations, normally upon recommendation of those corporations.
 9. All others as provided in the Manual of Administrative Operations.
- C. Any vacancy in an elected position within the Synod may be filled by the Synod Council until the next Synod Assembly.

ARTICLE VIII SUSPENSION OR AMENDMENT

- A. Any portion of these Bylaws may be suspended by a two-thirds vote of the commissioners present at any Synod Assembly.
- B. These bylaws may be amended or revised by a two-thirds vote of the commissioners present at any meeting of the Synod Assembly, provided that the proposed amendment or revision has been previously submitted to the Assembly in writing.

ARTICLE IX PARLIAMENTARY AUTHORITY

Parliamentary Authority for all meetings of the Synod Assembly and Synod Council, and other entities of the Synod, shall be the most recent edition of Robert's Rules of Order, Revised, except in those cases where the Constitution of the denomination, or these Bylaws otherwise provide.

Note: All *Book of Order* References in these Bylaws are taken from the 2007-2009 edition.

Adopted 10/24/1997	Amended 12/05/1998	Amended 10/21/2005	Amended 10/25/2008
Amended 10/23/1998	Amended 10/28/2004	Amended 12/08/2007	Amended 10/30/2010