

**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 (the “Synod” or the “Corporation”). The Synod is a middle council of the Presbyterian Church (U.S.A.), and encompasses the following Presbyteries:

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 G-3.04 of the Form of Government in the Book of Order (the “Book of Order”), Part II of *The Constitution of the Presbyterian Church (U.S.A.)*. 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 exists under the California Non-Profit Religious Corporations 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 Trustees of the Corporation shall be the Commission of Assembly of the Synod. The

Commission of Assembly is an administrative commission of the Synod.

- E. The officers of the Civil Corporation shall be (1) a President, who is the Chair of the Commission of Assembly, (2) a Secretary, who is the Stated Clerk of the Synod, and (3) a Treasurer. The Synod Assembly 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 Commission of Assembly 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, all in accordance with the Book of Order.

A. SYNOD ASSEMBLY

The Synod ordinarily will meet once a year as an Assembly to conduct the necessary business; that meeting shall include the observance of the Lord's Supper.

- 1. Authority and responsibility. The Synod Assembly has the primary responsibility for but may delegate to administrative commissions (including but not limited to the Commission of Assembly) 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, the Ecclesiastical Committees, and the Commission of Assembly; and trustees of related corporations.
 - c. Synod Budgets, with authority granted to the Commission of Assembly to amend such budgets.
 - d. Overtures to the General Assembly and to the Synod.
- 2. Time of meeting. The stated meeting of the Synod Assembly will be held at a time and place designated by the Commission of Assembly to conduct any business appropriate to it. Notice of the stated meeting shall be sent at least 30 days but no more than 60 days prior to convening to each presbytery and to each current commissioner who has been certified to the Stated Clerk pursuant to paragraph 3 of this section. The notice shall set out the time and place of the meeting.

3. **Membership.** The Synod Assembly shall be composed of an equal number of teaching elder and ruling elder commissioners elected by and from each of the presbyteries, so as to provide a ruling elder and a teaching elder commissioner for each 4,000 church members or major fraction thereof, provided that no presbytery has fewer than two teaching elder and two ruling 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 beginning of the calendar year for which each commissioner's term begins. Commissioners to the Synod Assembly will be encouraged to serve as members of the Synod's various committees and/or of the Commission of Assembly.
4. **Term.** The term of each commissioner will be three calendar years beginning on January 1. Any teaching elder or ruling elder within a presbytery is eligible for election as a commissioner. Commissioners may be elected to one additional term of three years, and shall be ineligible for re-election to any additional term after a total of six years, until one year has elapsed.
5. **Officers.** The Synod shall have a Moderator and a Stated Clerk as required by G-3.0104. 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 Commission of Assembly. The Synod shall elect a Treasurer. These five officers collectively shall be called the ecclesiastical and corporate officers. Unless also a commissioner to the Synod Assembly, the five officers shall have voice but not vote at meetings of the Synod Assembly.
6. **Terms of Officers.** The term of the Moderator, Vice-Moderator and Chair of the Commission of Assembly 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 the Commission of Assembly (who are not otherwise commissioners to the Synod Assembly) and members of the Synod staff will be seated with voice but without vote, at the Synod Assembly.
8. **Corresponding Members.** Corresponding members may be seated with voice but without vote at the Synod Assembly. 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 Synod Assembly.
9. **Quorum.** A quorum of the Synod Assembly shall be fourteen (14) commissioners, at least seven (7) of whom shall be ruling elders and at least seven (7) of whom shall be teaching elders, representing at least five (5) presbyteries. Proxy voting is prohibited.

10. Attendance by Teleconference. Commissioners not physically present in person at a meeting of the Synod Assembly may by electronic transmission by and to the Corporation (as defined in Sections 20 and 21 of the California Corporations Code) or by electronic video screen communication participate in a meeting of the Synod Assembly, be deemed present in person, and vote at such a meeting whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication only (1) if the Corporation implements reasonable measures to provide commissioners a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Commissioners, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.
11. Special Meetings. The Moderator, or in the event of the incapacity of the Moderator, the Stated Clerk of the Synod, shall call a special meeting of the Synod Assembly at the request of:
 - a. The Commission of Assembly;
 - b. At least four (4) ruling elder commissioners and four (4) minister of the Word and Sacrament commissioners currently serving, representing at least four (4) presbyteries of this Synod; or
 - c. A majority of the ecclesiastical and corporate officers of the Synod.

The request of a special meeting shall be in writing, shall clearly state the purpose of the meeting, and shall be delivered to the office of the Synod. Notice of a special meeting shall be sent no later than 45 days after the receipt of the request, and at least 30 days but no more than 60 days prior to convening, to each presbytery and to each current commissioner who has been certified to the Stated Clerk pursuant to paragraph 3 of this section. The notice shall set out the time, place, and purpose of the meeting. No other business other than that listed in the notice shall be transacted.

B. PERMANENT JUDICIAL COMMISSION

1. Responsibilities. The Permanent Judicial Commission shall have the responsibilities outlined in the Book of Order D-5.0000.
2. Membership. There shall be eleven (11) members of the Permanent Judicial Commission, all of whom shall be either teaching elders or ruling elders from within the bounds of the Synod, in numbers as nearly equal as possible, with at least one member from each of the constituent presbyteries as provided in D-5.0101.
3. Term. The term of each member of the Permanent Judicial Commission shall be six years,

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

C. ECCLESIASTICAL COMMITTEES

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 Representation and Nominations.

- a. Responsibilities. The Committee on Representation and Nominations shall have the responsibilities outlined in the Book of Order at G-3.0103 and G-3.0111. It shall have the responsibility to identify and recruit individuals to serve in elected positions in the Synod and shall work 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 majority of members shall be commissioners to the Synod Assembly. The Synod Executive, if any, shall serve as staff to the committee, with voice but without vote. To serve on the Committee on Representation and Nominations, individuals are nominated by a Nominations Work Group of the Commission of Assembly and confirmed by the Synod Assembly.
- c. Term. The term is three years. Members may serve no more than two consecutive terms.

2. Polity and Records Committee.

- a. Responsibilities. The Polity and Records 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) teaching elder/ruling 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.

D. COMMISSION OF ASSEMBLY

1. Responsibilities.

- a. The Commission of Assembly is an administrative commission of the Synod, pursuant to G-3.0109b of the Book of Order. The decisions of the Commission of Assembly shall be reported to the Stated Clerk of the Synod, who shall report the decisions to the Synod Assembly at its next stated meeting. The Synod Assembly

may rescind or amend an action of the Commission of Assembly in the same way actions of the Synod Assembly are modified.

- b. The Commission of Assembly 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 Commission of Assembly has primary responsibility as trustees, with interim authority for financial oversight, budget development, personnel and property.
 - c. The Commission of Assembly has responsibility to develop and support a broad strategy for mission and ministry across the Synod. The Commission of Assembly 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 Commission of Assembly 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 including Justice, Peace & Integrity of Creation (JPIC), emerging mission and ministry issues, and Related Mission Partners.
2. Meetings. There shall normally be four stated meetings of the Commission of Assembly each year. Additional meetings may be held upon the call of the Chair or any five (5) voting members of the Commission of Assembly, representing at least three (3) presbyteries.
 3. Membership. There shall be voting members of the Commission of Assembly as follows:
 - five (5) ecclesiastical and corporate officers,
 - seven (7) members who serve ex officio as the executives of the seven presbyteries within the synod, or the designee of that presbytery;
 - four (4) commissioners to the Synod Assembly chosen to balance the diversity of the Commission of Assembly,
 - three (3) members, one from each major non-white racial/ethnic group (African American, Latino/Latina, Asian/Asian American) and the chairs of the two (2) ecclesiastical committees shall serve ex officio.
 4. Term. Those who serve ex officio serve for the term of that office. All members (other than those serving ex officio) are eligible to serve no more than two consecutive 3-year terms. The classes shall be established by the Stated Clerk of the Synod.
 5. Officers. The Officers of the Commission of Assembly 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 Commission of Assembly may choose to elect a Vice-Chair upon the recommendation of the Chair from among the members of the Commission of Assembly.
 6. Terms of Officers. The terms of the Commission of Assembly 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 Commission of Assembly shall be eleven (11) voting members, so long as five (5) presbyteries are represented, and there are at least four (4) ruling elders and four (4) teaching elders present.
8. Approval of Sub-groups. The Commission of Assembly has the authority to create committees, work groups, and task forces to assist in carrying out its responsibilities. The names of those serving on such groups should be recorded in the minutes of the Commission of Assembly and also recorded in the minutes of the Synod Assembly.
9. Attendance by Teleconference. Members of the Commission of Assembly not physically present in person at a meeting of the Commission of Assembly may by electronic transmission by and to the Corporation (as defined in Sections 20 and 21 of the California Corporations Code) or by electronic video screen communication participate in a meeting of the Commission of Assembly, be deemed present in person, and vote at such a meeting whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication only (1) if the Corporation implements reasonable measures to provide members of the Commission of Assembly a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members of the Commission of Assembly, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

E. ADDITIONAL VOTING POLICIES

1. Electronic Voting Policy. From time to time a matter of routine business needs to be acted on between meetings of the Synod Assembly, the Commission of Assembly or a committee of either the Synod Assembly or the Commission of Assembly. At the discretion of the Moderator or Chair of that entity, it may be determined reasonable to provide for a vote by email by the members of that entity in the interests of time and efficiency. This procedure is not intended to be used casually or to circumvent healthy discussion regarding that matter of routine business but rather as a means of conducting non-controversial or routine business expeditiously when necessary. All members of the entity will be notified electronically and will have at least seventy-two (72) hours in which to respond to the request. At a minimum, a quorum of the members of that entity must vote on the measure and all responding votes must be affirmative in order for the measure to be approved. A single negative vote will result in non-approval. The measure approved will be recorded in the minutes of the subsequent meeting of the entity and may be amended or rescinded in the same manner as that entity could otherwise amend or rescind a prior approval.

2. Teleconference Voting Policy. In addition to the processes set forth in Article IV Sections A10 and D9 above (and in conformance with the technical requirements enumerated in those sections), when an urgent matter of business needs to be acted on between meetings of the Synod Assembly, the Commission of Assembly or a committee of either the Synod Assembly or the Commission of Assembly, at the discretion of the Moderator or Chair of that entity, it may be determined reasonable to provide for a discussion and subsequent vote by conference call. All members of the entity will be notified electronically of the matter to be acted upon and the time and date of the conference call at least seventy-two (72) hours in advance of the call. At a minimum, a quorum of the members of that entity must participate in the conference call. After discussion of the matter, a majority of those participating in the call must support any measure voted upon in order for it to be approved. The measure approved will be recorded in the minutes of the subsequent meeting of the entity and may be amended or rescinded in the same manner as that entity could otherwise amend or rescind a prior approval.

F. RELATED ENTITIES

The Synod 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 and the Synod of the Nile, Evangelical Presbyterian Church of Egypt have established a sister synod relationship.

ARTICLE V. OFFICE OF THE SYNOD EXECUTIVE

The Synod may authorize the staff services of a Synod Executive. (G-3.0110) 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-3.0104). 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 include:

1. The Synod is committed to ensuring 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 serve on the same body for more than two consecutive three-year terms.
 - a. Commissioners to the Synod Assembly may serve no more than two consecutive three-year terms, and there must be at least one year intervening before an individual can be again elected.
 - b. Elected members of Ecclesiastical Committees and the Commission of Assembly shall normally serve a three-year term, with a total limit of no more than six consecutive years on any one body, and there must be at least one year intervening before an individual can be again elected to the same body. Election to more than six consecutive years to the same body can be accomplished only by setting aside these Bylaws.
 - c. Terms for chairs of Ecclesiastical Committees shall be three years, with no more than two consecutive terms, and there must be at least one year intervening before an individual can be again elected.
 - d. The term of office for the Moderator and Vice-Moderator of the Synod, and of the Chair of the Commission of Assembly is one year. The Vice-Moderator of Synod shall serve as the Moderator-elect of the Synod. The Moderator of the Synod shall serve the succeeding year as Chair of the Commission of Assembly. 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 Commission of Assembly, the Committee on Representation and Nominations shall make suitable

nominations, with consent by the Synod Assembly.

4. Term of office for those elected to serve Synod entities shall normally begin January 1 of the year following election by the presbytery being represented or, in the case of nomination by the Committee on Representation and Nominations January 1 of the year following such nomination, with confirmation thereafter at the first Synod Assembly meeting of that calendar year.
5. 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 Commission of Assembly, and Treasurer by the Committee on Representation and 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 Commission of Assembly, the Permanent Judicial Commission, the Polity and Records Committee by the Committee on Representation and Nominations, except as to those serving ex officio.
5. Members of, and Chair of, the Committee on Representation and Nominations by the Commission of Assembly, as confirmed by the Synod Assembly.
6. Chair of the Polity and Records Committee by the Committee on Representation and 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 Representation and Nominations, normally upon recommendation of those corporations, and as confirmed by the Synod Assembly.
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 Commission of Assembly until the next Synod Assembly, based upon a nomination from the Committee on Representation and Nominations, except that any vacancy in a position of a commissioner to the Synod Assembly shall be filled by the electing presbytery.

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 at least one week prior to the meeting.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Parliamentary Authority for all meetings of the Synod Assembly and Commission of Assembly, and other entities of the Synod, shall be the most recent edition of *Robert's Rules of Order, Newly 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 2015-2017 edition.

Adopted 10/24/1997	Amended 10/23/1998	Amended 12/05/1998	Amended 10/28/2004
Amended 10/21/2005	Amended 12/08/2007	Amended 10/25/2008	Amended 10/30/2010
Amended 04/21/2012	Amended 11/03/2012	Amended 11/07/2015	Amended 11/05/2016
Amended 11/02/2019			