

BYLAWS
of
EPC PRESBYTERY OF THE PACIFIC SOUTHWEST

(A California Nonprofit Religious Corporation)

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BYLAWS of EPC PRESBYTERY OF THE PACIFIC SOUTHWEST

(A California Nonprofit Religious Corporation)

Article One Court of the Evangelical Presbyterian Church

Section 1.01 Affiliation

The EPC Presbytery of the Pacific Southwest (the “*Presbytery*”) is a presbytery of the Evangelical Presbyterian Church (the “*EPC*”). References in these Bylaws to *this corporation* or *the corporation* shall mean references to the Presbytery.

Section 1.02 Role of Bylaws; Book of Order; Interpretation

The Presbytery is first and foremost an ecclesiastical church court as established by the EPC pursuant to its Book of Order, as the same may be amended by the EPC General Assembly from time to time (the “*Book of Order*”). The Book of Order includes the Book of Government (“*G*”), the Book of Discipline (“*D*”), and the Book of Worship (“*W*”). These bylaws govern the procedures of the Presbytery as a nonprofit corporation under state law and supplement the procedures set forth in the Book of Order, which is hereby incorporated into these bylaws by reference. In the event of a conflict between the Book of Order and the rest of these bylaws, the relevant portions of the Book of Order shall prevail. Capitalized terms in these bylaws that are not defined shall have the definitions ascribed in the Book of Order. Any parenthetical citations to the component books of the Book of Order in these bylaws are for reference purposes only and may be changed or omitted by the secretary without a vote of the Directors or the voting members.

Section 1.03 Function of the Presbytery

The Presbytery has the oversight of the life of a number of churches within a designated area, as modified by the inclusion or exclusion of churches according to the Book of Order (each such included church, a “*Particular Church*”).

Article Two Membership

Section 2.01 Classes

The Presbytery shall have two classes of members: voting members and non-voting members. (G. 19-2.) The rights, privileges, and preferences of each member of the Presbytery, regardless of class, are subject to the Book of Order. No member of the Presbytery, regardless of class, shall be a statutory “member” within the meaning of Section 5056 of the California Corporations Code.

(a) Voting Members

The voting members of the Presbytery shall include (1) Active Teaching Elders, meaning those who are serving in an approved call or are actively seeking a call, including as

Teaching Elder or Minister of a Particular Church; (2) Retired (Active) Teaching Elders; (3) Ruling Elder Officers of the Presbytery; and (4) Ruling Elder Commissioners elected by each Session.

(b) Non-voting Members

The non-voting members of the presbytery shall include (1) those on the Presbytery's roll of Associate Members; (2) Inactive Teaching Elders; (3) Retired (Inactive) Teaching Elders; and (4) Teaching Elders under the sanction of suspension of office.

Non-voting members of the Presbytery shall not be entitled to vote on any matters before the Presbytery.

Those on the Presbytery's roll of Associate Members shall have the rights, privileges, and preferences, and be subject to the restrictions, set out for such persons in the Book of Order. (G. 19-2B1.)

Section 2.02 Qualifications

Members of Presbytery shall meet any qualifications required by the Book of Order.

Section 2.03 Voting Rights

Each voting member of the Presbytery may cast one vote on each matter submitted to a vote of the Presbytery.

Section 2.04 Quorum

Two Ministers and four Ruling Elders from at least two Particular Churches shall constitute a quorum. (G. 19-5C.)

Section 2.05 Regular Meetings

Regular meetings of the members (also known as *stated meetings*) shall be held at least three times per year, at the time and in the place determined by the Moderator. (G. 19-5.) The Moderator may designate one of the annual stated meetings as the "annual meeting" of members of the corporation.

Section 2.06 Special Meetings

The Moderator may call a meeting or a meeting may be ordered by the General Assembly. When requested in writing by two Teaching Elders or Ministers and four Ruling Elders from at least two Particular Churches, the Moderator shall convene the Presbytery. If the Moderator is unable to act, the Stated Clerk shall call the meeting. (G. 19-5B.)

Section 2.07 Place of Meetings

All meetings of members shall be held at the principal office of the corporation, unless the Moderator determines another place for such meeting, either within or without the State of California.

Section 2.08 Notice of Meetings

The Stated Clerk shall cause written notice to be given to each member entitled to notice of or to vote at the meeting, not less than ten nor more than ninety days before the meeting. Such notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 2.09 Waiver of Notice

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after requisite call and notice, if either before or after the meeting, each member entitled to notice of or to vote at the meeting who is not present at the meeting signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting. All such waivers, consents, or approvals may be filed with the corporate records or made a part of the minutes of the meeting.

The attendance of a member entitled to notice of or to vote at a meeting of the Presbytery shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not correctly called or convened. Also, attendance by a member at a meeting of the Presbytery is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 2.10 Chairperson

The Moderator shall chair meetings of the Presbytery.

Section 2.11 Manner of Acting

A majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater vote is required by these bylaws, the Articles of Incorporation, the Book of Order, or applicable law. Members may not cumulate votes for the election of Directors.

Except as otherwise required by these bylaws, the Articles of Incorporation, the Book of Order, or applicable law, the voting members present at a duly called or held meeting at which a quorum is initially present (a) may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum; or (b) may adjourn the meeting from time to time without further notice, if the adjournment is approved by a majority of the voting members present.

Section 2.12 No Proxies

Members must vote in person. No member may vote by proxy.

Section 2.13 Remote Participation

Unless otherwise specified in the notice of the meeting, members of the Presbytery may participate in a meeting of members by teleconference, videoconference, or similar means. Participation in a meeting under this Section shall constitute presence in person at the meeting if each member participating in the meeting can communicate concurrently with all other members.

Section 2.14 Action by Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all voting members consent in writing to the action. Any such consent shall be inserted in the minute book as if it were the minutes of a member meeting. An action by written consent shall have the same force and effect as a unanimous vote of the voting members. A voting member's written consent may be transmitted by e-mail, first-class mail, digital or electronic message, courier, facsimile, hand delivery, or any other reasonable method satisfactory to the Moderator.

Article Three

General Council

Section 3.01 Powers

The affairs of the Presbytery shall be managed by an Administrative Commission known as the “*General Council*.” The General Council shall also serve as the civil Board of Directors for purposes of the Nonprofit Religious Corporation Law of California, as amended (the “*Act*”).

As the general powers of the corporation are vested in the voting members, the General Council shall only have those corporate powers that applicable law requires to be given to a Board of Directors or that are specifically appointed to them by these bylaws or by the voting members from time to time. For purposes of these bylaws, the term “*Director*” shall mean an individual member of the General Council.

Section 3.02 Privileges and Duties

In addition to any privileges and duties set out in these bylaws or given by vote of the Presbytery, the General Council shall have the following privileges and duties:

(a) Coordination of Committee/Commission Actions

The General Council shall see that each Committee and Commission is adequately informed; that each meets often enough to discharge its responsibilities; that minutes of each Committee or Commission meeting are kept and that such minutes include a record of attendance; that the Nominating Committee is informed promptly of vacancies in Committee membership; that Committees and Commissions do not engage in overlapping activities; that mandates of the Presbytery are properly discharged by the appropriate Committee or Commission; and that each Committee or Commission is operating within its budget. The General Council shall require full accountability for use of Presbytery funds and for results versus expectations when Committees or Commissions commit such funds. The General Council shall evaluate the performance of the various Committees and Commissions and shall make any reports to Presbytery that the General Council determines appropriate. When the Presbytery elects Standing Committees, the General Council, at its discretion, may invite chairpersons of Standing Committees to attend General Council meetings as advisors without vote, except in the case of the Session Review Committee Chairperson, who shall be a voting member of the General Council as provided in Section 3.04.

(b) Financial

The General Council shall ensure that an independent financial review of the Presbytery records is performed annually, including for the purpose of ensuring that proper financial procedures are being followed. In addition, an internal financial review shall be performed whenever there is a change in the Treasurer.

(c) Budget Responsibility

The General Council shall be responsible for preparing the annual budget of the Presbytery, taking into account estimates of income and expenses provided by the permanent committees. The Presbytery Fiscal Year shall coincide with the calendar year; therefore, a proposed budget shall be presented for adoption at the final stated meeting of the

Presbytery each calendar year. The General Council shall include all expenses expected to be incurred in the ensuing year but shall in no event present a final budget, which exceeds anticipated resources. The General Council shall be responsible for recommending apportionment of unrestricted gifts to the Presbytery between the Presbytery and the General Assembly. The General Council shall recommend the amount of per-member giving to be asked. The General Council shall recommend to the Presbytery use or retention for stated purpose of any accumulated reserves.

(d) Propose Presbytery Meetings

The General Council shall propose to the Moderator the date, time, and location of stated meetings of the Presbytery.

(e) Acting for Presbytery

Unexpected matters, which demand immediate action, shall ordinarily be handled in called meetings of the Presbytery. However, where such a called meeting is impractical or the matter considered being minor, the General Council will be authorized to speak for the Presbytery. Actions shall be reported to the Presbytery at its next stated meeting, along with an explanation as to why the matter was not handled at a stated meeting of the Presbytery. The Presbytery shall act to sustain or not sustain the action of the General Council.

Section 3.03 Number

The General Council shall consist of not less than five members. The General Council shall be composed of Teaching Elders and Ruling Elders in proportion as near to two Ruling Elders to one Teaching Elder as possible. The Ruling Elders serving on the General Council shall be from at least two Particular Churches. (G. 21-1C2.)

Section 3.04 Membership; Term

The membership of the General Council shall consist of the Moderator, the Past Moderator, the Stated Clerk, the Treasurer, the Ministerial Committee Chairperson, the chairpersons of each of the other permanent committees of the Presbytery, and the Session Review Committee Chairperson.

Section 3.05 Vacancies

In the event that there is a vacancy on the General Council (e.g., due to the ratio requirements of the Book of Order), the Moderator may fill the vacancy on an interim basis, until an election can be held, subject to the approval of a majority of the Directors then in office.

Section 3.06 Committees and Commissions

The General Council may not establish Committees or Commissions.

Section 3.07 Resignation

Any Director may resign at any time by giving notice to the Moderator or the Stated Clerk, or by giving oral or written notice at any meeting of the General Council. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon giving thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When a Director who is also a Presbytery Officer resigns as a Director, the resignation shall also be effective as to the person's service as Presbytery Officer.

Section 3.08 Quorum

One-half of the members of the General Council shall constitute a quorum.

Section 3.09 Regular Meetings

The General Council shall meet whenever there is a stated meeting or a special meeting of the members of the Presbytery.

The Stated Clerk will schedule regular meetings of the General Council. Notice of regular meetings shall be in writing and shall be given at least one week prior to the meeting date. A proposed agenda for regular meetings shall be provided with the applicable notice.

Section 3.10 Special Meetings

Special meetings of the General Council shall be held upon the call of the Stated Clerk or the Moderator. Notice of special meetings shall be in writing and shall be given at least two days prior to the meeting date.

Section 3.11 Waiver of Notice

The transactions of any meeting of the General Council, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after requisite call and notice, if either before or after the meeting, each Director entitled to notice of or to vote at the meeting who is not present at the meeting signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting. All such waivers, consents, or approvals may be filed with the corporate records or made a part of the minutes of the meeting.

The attendance of a Director entitled to notice of or to vote at a meeting of the General Council shall also constitute a waiver of notice of and presence at that meeting, unless the Director objects at the beginning of the meeting to the transaction of any business because the meeting was not correctly called or convened. Also, attendance by a Director at a meeting of the General Council is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 3.12 Chairperson

The Stated Clerk will chair meetings of the General Council. At any time when the Stated Clerk does not chair a meeting of the General Council, the General Council may appoint the Moderator as chairperson or, if the Moderator is unwilling or unable to serve, the General Council may appoint another of its members as chairperson.

Section 3.13 Manner of Acting

Each Director may cast one vote on each matter submitted to a vote of the General Council.

A majority of the votes entitled to be cast by the Directors present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Directors, unless a greater vote is required by these bylaws, the Articles of Incorporation, the Book of Order, or applicable law.

Except as otherwise required by the Articles of Incorporation, the Book of Order, or applicable law, the Directors present at a duly called or held meeting at which a quorum is initially present (a) may continue to transact business until adjournment, even if enough Directors have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a

majority of the Directors required to constitute a quorum; or (b) may adjourn the meeting from time to time without further notice, if the adjournment is approved by a majority of the Directors present.

Section 3.14 No Proxies

Directors must vote in person. No Director may vote by proxy.

Section 3.15 Remote Participation

Except as otherwise specified in the notice of the meeting, Directors may participate in a meeting of the General Council by teleconference, videoconference, or similar means. Participation in a meeting under this Section shall constitute presence in person at the meeting if each Director participating in the meeting can communicate concurrently with all other Directors.

Section 3.16 Action by Written Consent

Any action required or permitted to be taken by the General Council may be taken without a meeting, if all Directors individually or collectively consent in writing to that action. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the General Council. An action by written consent shall have the same force and effect as a unanimous vote of the Directors.

For purposes of this Section, “all Directors” does not include an “interested director” as defined in subdivision California Corporations Code Section 9243(a) or a “common director” as described in California Corporations Code Section 9244(a) who abstains in writing from providing consent, when (i) the facts described in California Corporations Code Section 9243(d)(2) or (d)(2) are established or the provisions of California Corporations Code Section 9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon Directors or in other records of the corporation; and (iii) the noninterested or noncommon Directors, approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

A Director’s written consent may be transmitted by e-mail, first-class mail, digital or electronic message, courier, facsimile, hand delivery, or any other reasonable method satisfactory to the Stated Clerk.

Article Four Moderator and Stated Clerk

Section 4.01 Constitutional Officers of the Presbytery

The constitutional officers of the Presbytery are the Moderator and Stated Clerk, who shall be elected by the Presbytery. (G. 19-3.)

Section 4.02 Relation to the Act

For purposes of the Act, the Moderator shall be the president and the vice-president of the corporation, and the Stated Clerk shall be the secretary of the corporation.

Section 4.03 Ceremonial Functions

The Moderator and the Stated Clerk will each serve as a ceremonial representative of the Presbytery and, as able, will visit some Particular Churches each year. The visits are intended to both enhance the understanding of, and support for, the Presbytery among the Particular Churches. The visits are also intended to gain an understanding of the challenges and uniqueness of Particular Churches.

Section 4.04 The Moderator

(a) Eligibility

The Moderator must be a Teaching Elder or a Ruling Elder.

(b) Election and Term

The Moderator shall be elected by the Presbytery. Election may be for that stated meeting of the Presbytery, or, at the discretion of the Presbytery, for a term of one year. Whenever the Presbytery elects a Moderator for a one-year term, the term shall commence at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Moderator shall commence upon election and conclude at the end of the calendar year in which the initial Moderator is elected.

A person who has served all or part of two consecutive terms as Moderator shall be ineligible for reelection as Moderator for two years.

A Ruling Elder, once elected as Moderator, shall be a member of the Presbytery for the length of term to which elected.

For purposes of these bylaws, unless the context requires otherwise, references to the “*Moderator*” shall mean the Moderator of the Presbytery then in office and references to the “*Past Moderator*” shall mean the person, if any, elected Moderator most recently before the currently serving Moderator.

(c) Temporary Vacancy

During any period in which the Moderator is unable to preside for any reason other than death, resignation, or permanent inability to serve, Past Moderator shall exercise the privileges and duties of the Moderator, or, if the Past Moderator is unable or unwilling to act, the most senior Active Teaching Elder who is willing and able to preside shall convene the Presbytery to elect a Moderator *pro tem* to exercise such privileges and duties.

(d) Permanent Vacancy

If the Moderator is unable to preside due to death, resignation, or permanent inability to serve, the Past Moderator shall preside until the Presbytery elects a successor Moderator, or, if the Past Moderator is unable or unwilling to preside, the most senior Active Teaching Elder who is willing and able to preside shall convene the Presbytery, to elect a successor Moderator.

(e) Privileges and Duties

In addition to any privileges and duties set out in the Book of Order or elsewhere in these bylaws, or given by vote of the Presbytery, the Moderator shall have the following privileges and duties:

(1) Preside

The Moderator shall preside over the affairs of the Presbytery.

(2) Appoint

The Moderator shall appoint Committees and commissions as required.

(3) Ex Officio Member of Permanent Committees

The Moderator shall serve as an *ex officio* member of all Permanent Committees.

Section 4.05 Stated Clerk

(a) Eligibility

The Stated Clerk of the Presbytery shall be a Teaching Elder or a Ruling Elder.

(b) Election and Term

The Stated Clerk shall be elected by the Presbytery. Election shall be for a term of three years, commencing at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Stated Clerk shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Stated Clerk is elected, or earlier, as the Presbytery determines.

The Stated Clerk may be reelected indefinitely.

If desired, an Assistant Stated Clerk may be elected, in the same manner as the Stated Clerk, to support or substitute for the Stated Clerk as necessary.

A Ruling Elder, once elected as Stated Clerk, shall be a member of the Presbytery for the length of term to which elected.

For purposes of these bylaws, unless the context requires otherwise, references to the “*Stated Clerk*” shall mean the Stated Clerk of the Presbytery then in office and references to the “*Assistant Stated Clerk*” shall mean the Assistant Stated Clerk of the Presbytery then in office.

(c) Vacancy

If the Stated Clerk or Assistant Stated Clerk is unable to continue in office for any reason, the Presbytery shall elect a replacement Stated Clerk or Assistant Stated Clerk (as the case may be) to complete the applicable term.

(d) Privileges and Duties

In addition to any privileges and duties set out in the Book of Order or elsewhere in these bylaws, or given by vote of the Presbytery, the Stated Clerk shall have the following privileges and duties:

(1) Service as Secretary

The Stated Clerk shall be secretary for meetings of the Presbytery and of the General Council. The Stated Clerk shall handle such communications as the Presbytery and the General Council shall direct.

(2) Presbytery Minutes

A careful record of the proceedings of the Presbytery meetings will be kept by the Stated Clerk, who shall provide certified extracts when required. The Stated Clerk shall record all attendance at meetings of the Presbytery and shall enter such record in the minutes. When the Presbytery has approved the minutes, the Stated Clerk and the Moderator shall sign them.

The Stated Clerk shall preserve and reproduce the minutes of the Presbytery meetings. Ordinarily, copies of the minutes shall be made available to each member

of the Presbytery and to members of Committees and Commissions. The Stated Clerk shall send minutes to such agencies and institutions of General Assembly as requested or required. Annually a certified copy of the approved minutes shall be submitted for review by a designated agent of the General Assembly.

(3) Annual Statistical Report

The Annual Statistical Report, required by the General Assembly, will be submitted by the Stated Clerk in accordance with instructions from the Stated Clerk of the General Assembly.

(4) Record of Obligations

The Stated Clerk shall retain the record of Obligations of Ministers as required by the Book of Order. (G. 19-4B4.)

(5) Advance Work for Stated Meetings

No less than ten days prior to each stated meeting of the Presbytery, the Stated Clerk shall distribute copies of the General Council's proposed docket, Committee and Commission reports, and written documents as required elsewhere in these bylaws to each Clerk of Session of a Particular Church. In addition, such material shall be provided to chairpersons of Committees and Commissions as appropriate.

The Stated Clerk shall communicate with the Sessions of Particular Churches prior to each stated meeting of the Presbytery to verify the selection of Ruling Elder Commissioners as provided by the Book of Order (G. 18-3N.).

(6) Parliamentarian

The Stated Clerk shall ordinarily serve as parliamentarian of the Presbytery.

(7) Long-range Planning

The Stated Clerk will also be responsible for coordinating the Presbytery's long-range planning, visiting Pastors and Sessions of inquiring churches, serving as a liaison with the General Assembly office, carrying out special duties assigned by the Moderator or the Presbytery, and building relationships and facilitating networking among the members of the Presbytery.

(8) Overtures

The Stated Clerk shall process and present to the Presbytery all overtures from the General Assembly, process and present all overtures from the Presbytery to the General Assembly, and present any related bylaw changes to the Presbytery for approval.

(9) Ex Officio Member of All Committees

The Stated Clerk shall serve as an *ex officio* member of all Committees.

(10) Miscellaneous

The Stated Clerk shall also be responsible for training the Clerk of Session for each Particular Church, maintaining files on Ministers and Particular Churches, maintaining historical records, upholding constitutional compliance, and resourcing all Committees and Commissions.

Article Five

Treasurer

Section 5.01 General

The Presbytery shall have a Treasurer.

Section 5.02 Relation to the Act

For purposes of the Act, the Treasurer shall be the chief financial officer of the corporation.

Section 5.03 Eligibility

The Treasurer shall be a Teaching Elder or a Ruling Elder.

Section 5.04 Election and Term

The Treasurer shall be elected by the Presbytery. Election shall be for a term of three years, commencing at the beginning of the calendar year after the election. Notwithstanding the foregoing, the term of the initial Treasurer shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Treasurer is elected, or earlier, as the Presbytery determines.

The Treasurer may be reelected indefinitely.

If desired, an Assistant Treasurer may be elected, in the same manner as the Treasurer, to work under the direction of the Treasurer as the Treasurer's delegate. The Assistant Treasurer, if any, shall assume the privileges and duties of the Treasurer during any period in which the Treasurer is unable to discharge his/her office.

For purposes of these bylaws, unless the context requires otherwise, references to the "***Treasurer***" shall mean the Treasurer of the Presbytery then in office and references to the "***Assistant Treasurer***" shall mean the Assistant Treasurer of the Presbytery then in office.

Section 5.05 Privileges and Duties

In addition to any privileges and duties set out elsewhere in these bylaws, or given by vote of the Presbytery, the Treasurer shall have the following privileges and duties:

(a) Books, Accounts, and Annual Independent Reviews

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions, including all receipts and disbursements. The books and accounts shall be maintained in conformity with applicable state and federal requirements and shall be independently reviewed each year. The Treasurer shall present each such report to the Presbytery upon completion. The books of account shall be open to inspection by any Director and by any voting member of the Presbytery at all reasonable times.

(b) Financial Statements

The Treasurer shall send or cause to be given to the members of the Presbytery or the General Council such financial statements and reports as are required to be given by law, by these bylaws, by the Presbytery, or by the General Council.

(c) Additional Responsibilities

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Presbytery shall

direct; (ii) disburse the corporation's funds as the Presbytery shall direct; (iii) render to the Moderator, the Stated Clerk, and the General Council, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (iv) to report to each Particular Congregation at least three times per fiscal year regarding the amount of such Particular Congregation's contribution to the Presbytery's work.

Section 5.06 Bond

The Treasurer and the Assistant Treasurer, if any, shall each give the corporation a bond in the amount and with the surety or sureties specified by the General Council for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer or the Assistant Treasurer (as the case may be) on his or her death, resignation, retirement, or removal from office. The cost of any such bond shall be provided for in the Presbytery's budget.

Article Six Committees and Commissions

Section 6.01 Definitions and Functions

A "**Committee**" is appointed by the Presbytery to study a matter and make recommendations, or to carry out decisions already made. A Committee may be a "**Permanent Committee**," in which case it has a perpetual existence, or a "**Standing Committee**," in which case it ceases to exist when its specific task is completed. Regardless of whether a Committee is permanent or standing, it shall make full reports to the Presbytery, and its recommendations shall require action by the Presbytery.

A "**Commission**" is appointed to act for the Presbytery with the full power of the Presbytery within the scope of the matters committed to the Commission. A Commission shall make a written report of its actions which shall then be inserted in the minutes of the Presbytery and shall be regarded as the actions of Presbytery itself. (G. 21-1)

Section 6.02 Default Organizational Rules

The following default rules shall apply to Committees and Commissions, except to the extent these bylaws or the Book of Order provide otherwise (e.g., see Article Three with respect to the General Council; Section 6.04 with respect to the Ministerial Committee, Section 6.05 with respect to the Candidate Care Committee, Section 6.06 with respect to the Mission Committee, and Section 6.07 with respect to the Nominating Committee; Section 6.08 with respect to Session Review Committees; and G. 21-1C with respect to Administrative Commissions):

(a) Establishment

Members of Committees and Commissions may be elected by the Presbytery or, in the Presbytery's discretion, appointed by the Moderator.

Establishment of Commissions shall require a three-quarters vote of the Presbytery.

(b) Membership

The Presbytery shall determine the term of office for members of a Standing Committee or a Commission.

Membership of all Permanent Committees shall be divided into three equal classes, of which one class shall be elected at the fall meeting of the Presbytery to serve for three years on a rotating basis, beginning in the calendar year after election. A second term of three years may be allowed, after which one year must elapse before reelection. The term of office shall correspond to the calendar year. The chairperson shall report vacancies promptly to the Nominating Committee. The Presbytery shall act to fill all vacancies with candidates brought by the Nominating Committee at the next stated meeting.

Notwithstanding the foregoing, when a Permanent Committee is constituted for the first time, the Presbytery may elect, or, in the Presbytery's discretion, the Moderator may appoint, members to terms commencing upon election and concluding at the end of the third calendar year after the calendar year in which a member is elected, or earlier, as the Presbytery determines necessary or advisable to create the requisite staggered classes.

(c) Quorum

One-half the membership of a Committee or Commission shall constitute a quorum.

(d) Chairpersons

The Presbytery shall elect the chairperson of each Committee and Commission.

The maximum term for chairpersons shall be three years; provided, however, the term of the initial chairperson of a Permanent Committee may commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial chairperson of is elected, or earlier, as the Presbytery determines.

(e) No Proxies

Members of Committees and Commissions may not vote by proxy.

(f) Procedures

Except to the extent the Presbytery determines otherwise, Robert's Rules of Order shall be the standard in parliamentary procedure for all Committees and Commissions.

Section 6.03 Reports

Unless the Presbytery requires otherwise, all Committees shall report to the Presbytery in writing, including any applicable recommendations, prior to each stated meeting of the Presbytery (normally via the Presbytery's website). If a Commission is dissolved, it shall file its minutes with the Stated Clerk, and the Commission's action shall be recorded in the minutes of the Presbytery.

Section 6.04 Ministerial Committee

The Ministerial Committee is a Permanent Committee.

(a) Membership

The Ministerial Committee shall have at least six members and be established and maintained in such a way as to ensure that the differences between the number of Teaching Elders and Ruling Elders shall never be greater than one.

(b) Quorum

A simple majority of the Ministerial Committee's membership, to include at least one Ruling Elder and one Teaching Elder, shall constitute a quorum.

(c) Chairperson

The Ministerial Committee Chairperson shall ordinarily be a Teaching Elder. The Ministerial Committee Chairperson shall be elected by the Presbytery. Election shall be

for a term of three years, commencing at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Ministerial Committee Chairperson shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Ministerial Committee Chairperson is elected, or earlier, as the Presbytery determines.

A person who has served all or part of two consecutive terms as Ministerial Committee Chairperson shall be ineligible for reelection as Ministerial Committee Chairperson for three years.

If desired, an Assistant Ministerial Committee Chairperson may be elected, in the same manner as the Ministerial Committee Chairperson, to support or substitute for the Ministerial Committee Chairperson as needed.

For purposes of these bylaws, unless the context requires otherwise, references to the “*Ministerial Committee Chairperson*” shall mean the Ministerial Committee Chairperson of the Presbytery then in office and references to the “*Assistant Ministerial Committee Chairperson*” shall mean the Assistant Ministerial Committee Chairperson of the Presbytery then in office.

(d) Privileges and Duties

The Ministerial Committee shall have the authority and responsibilities set out in the Book of Order, except as to the oversight of Candidates for the gospel ministry of the Presbytery, which oversight is expressly assigned to the Candidate Care Committee. (G. 21-2D.)

Section 6.05 Candidate Care Committee

The Candidate Care Committee is a Permanent Committee.

(a) Membership

The Candidate Care Committee shall have at least four members and be established and maintained in such a way as to ensure that there is a ratio of as near to two Ruling Elders to one Teaching Elder as possible.

(b) Chairperson

The Candidate Care Committee Chairperson shall be a Teaching Elder. The Candidate Care Committee Chairperson shall be elected by the Presbytery. Election shall be for a term of three years, commencing at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Candidate Care Committee Chairperson shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Candidate Care Committee Chairperson is elected, or earlier, as the Presbytery determines.

A person who has served all or part of two consecutive terms as Candidate Care Committee Chairperson shall be ineligible for reelection as Candidate Care Committee Chairperson for three years.

If desired, an Assistant Candidate Care Committee Chairperson may be elected, in the same manner as the Candidate Care Committee Chairperson, to support or substitute for the Candidate Care Committee Chairperson as needed.

For purposes of these bylaws, unless the context requires otherwise, references to the “*Candidate Care Committee Chairperson*” shall mean the Candidate Care Committee Chairperson of the Presbytery then in office and references to the “*Assistant Candidate*

Care Committee Chairperson” shall mean the Assistant Candidate Care Committee Chairperson of the Presbytery then in office.

(c) Privileges and Duties

The Candidate Care Committee shall have the oversight of Candidates for the gospel ministry of the Presbytery. Therefore, the Candidate Care Committee shall have and exercise the privileges and duties more fully described in the Book of Order for such committee. (G. 11-2 & G. 21-2D)

Section 6.06 Mission Committee

The Mission Committee is a Permanent Committee.

(a) Membership

The Mission Committee shall have at least eight members and be established and maintained in such a way as to ensure that there is a ratio of as near to two Ruling Elders to one Teaching Elder as possible. There shall be at least two members of the Mission Committee from each of the geographical regions within the Presbytery.

At its discretion, the Mission Committee may invite active members of Particular Churches with expertise or experience in foreign or domestic missions to assist the work of the Mission Committee (although no such invitee shall be a member of the Mission Committee unless duly elected as member of the Mission Committee pursuant to these Bylaws).

(b) Chairperson

The Mission Committee Chairperson shall be a Teaching Elder or a Ruling Elder elected by the Presbytery. Election shall be for a term of three years, commencing at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Mission Committee Chairperson shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Mission Committee Chairperson is elected, or earlier, as the Presbytery determines.

A person who has served all or part of two consecutive terms as Mission Committee Chairperson shall be ineligible for reelection as Mission Committee Chairperson for three years.

If desired, an Assistant Mission Committee Chairperson may be elected, in the same manner as the Mission Committee Chairperson, to support or substitute for the Mission Committee Chairperson as needed.

For purposes of these bylaws, unless the context requires otherwise, references to the *“Mission Committee Chairperson”* shall mean the Mission Committee Chairperson of the Presbytery then in office and references to the *“Assistant Mission Committee Chairperson”* shall mean the Assistant Mission Committee Chairperson of the Presbytery then in office.

(c) Privileges and Duties

The Mission Committee shall support foreign and domestic mission work in the EPC, the Presbytery, and each of the Particular Churches, including by maintaining contact with global workers; promoting mission awareness and exchange of information of common mission interest among Particular Churches; encouraging prayer for supported global workers; and endorsing, encouraging, and supporting the work of the mission sending agency of the Evangelical Presbyterian Church (also known as “EPC World Outreach”).

Section 6.07 Nominating Committee

The Nominating Committee is a Permanent Committee.

(a) Membership

The Nominating Committee shall have at least three members and be established and maintained in such a way as to ensure that there is at least one Teaching Elder and at least two Ruling Elders for each Teaching Elder.

(b) Chairperson

The Nominating Committee Chairperson shall be a Teaching Elder or a Ruling Elder elected by the Presbytery. Election shall be for a term of three years, commencing at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Nominating Committee Chairperson shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Nominating Committee Chairperson is elected, or earlier, as the Presbytery determines.

A person who has served all or part of two consecutive terms as Nominating Committee Chairperson shall be ineligible for reelection as Nominating Committee Chairperson for three years.

If desired, an Assistant Nominating Committee Chairperson may be elected, in the same manner as the Nominating Committee Chairperson, to support or substitute for the Nominating Committee Chairperson as needed.

For purposes of these bylaws, unless the context requires otherwise, references to the “*Nominating Committee Chairperson*” shall mean the Nominating Committee Chairperson of the Presbytery then in office and references to the “*Assistant Nominating Committee Chairperson*” shall mean the Assistant Nominating Committee Chairperson of the Presbytery then in office.

(c) Privileges and Duties

The Nominating Committee shall nominate for each vacancy in a commission, permanent committee, or elected office, including the Moderator, the Stated Clerk, the Assistant Stated Clerk, the Council Members at Large, the Ministerial Committee Chairperson, the Assistant Ministerial Committee Chairperson, the Candidate Care Committee Chairperson, the Nominating Committee Chairperson, the Treasurer, the Assistant Treasurer, the Chair of Session Review, and the Assistant Chair of Session Review.

The Nominating Committee shall ordinarily make nominees at a fall meeting of the Presbytery for vacancies occurring in the following calendar year. Nominations for unexpired terms shall be made as soon as possible after they occur.

Normally only one name shall be brought for each vacancy to be filled. The Nominating Committee shall consider, but not be bound by, suggestions from individuals or committees regarding nominees.

The Nominating Committee shall not nominate a person who lacks adequate knowledge of the duties of the applicable position or who has not agreed to serve if elected.

Section 6.08 Standing Committee of Session Review

Presbytery is responsible to ensure that the Session of each Particular Church has faithfully and diligently fulfilled all duties and responsibilities assigned to such Session. The Presbytery may refer matters back to such Session for reconsideration, call attention to omissions, require

amendment of actions out of conformity with the Constitution, or otherwise exercise proper review and control of such Session. (G. 2-4B)

To accomplish these review and control obligations, the following steps shall be taken:

(a) Chairperson

The Session Review Committee Chairperson shall chair all meetings of a Standing Committee of Session Review.

The Session Review Committee Chairperson shall be a Teaching Elder or a Ruling Elder elected by the Presbytery. Election shall be for a term of three years, commencing at the beginning of the calendar year after election. Notwithstanding the foregoing, the term of the initial Session Review Committee Chairperson shall commence upon election and conclude at the end of the third calendar year after the calendar year in which the initial Session Review Committee Chairperson is elected, or earlier, as the Presbytery determines.

A person who has served all or part of two consecutive terms as Session Review Committee Chairperson shall be ineligible for reelection as Session Review Committee Chairperson for three years.

If desired, an Assistant Session Review Committee Chairperson may be elected, in the same manner as the Session Review Committee Chairperson, to support or substitute for the Session Review Committee Chairperson as needed.

For purposes of these bylaws, unless the context requires otherwise, references to the “*Session Review Committee Chairperson*” shall mean the Session Review Committee Chairperson then in office and references to the “*Assistant Session Review Committee Chairperson*” shall mean the Assistant Session Review Committee Chairperson then in office.

(b) Designation of Commissioners

The Moderator shall appoint at least three Presbytery Commissioners to constitute a standing committee of session review at each stated meeting of the Presbytery and, if the Moderator determines necessary or advisable, at any special meeting of the Presbytery (each such committee, a “*Standing Committee of Session Review*”).

(c) Review and Report

Whenever constituted, a Standing Committee of Session review shall (1) review the Session minutes presented to it and (2) prepare a report for the Session Review Committee Chairperson to give to the Presbytery prior to the conclusion of the applicable meeting. The Presbytery shall take any action it deems necessary or advisable with respect to the report.

(d) Notification of Sessions

Through the Stated Clerk, the Presbytery shall require that the Sessions of Particular Churches provide their minutes for review on an annual basis.

Article Seven

Indemnification of Directors, Officers, Employees, and Agents

Section 7.01 Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, including Directors and Presbytery Officers, and may indemnify employees and other persons described in California Corporations Code Section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section 9246(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section 9246(a). As used in this Section, the term “expenses” shall have the same meaning as in that Section 9246(a).

On written request to the board by any person seeking indemnification under California Corporations Code Section 9246(b) or 9246(c), the General Council shall promptly decide under Corporations Code Section 9246(e) whether the applicable standard of conduct set forth in Corporations Code Section 9246(b) or 9246(c) has been met and, if so, the General Council shall authorize indemnification. If the General Council cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the General Council shall promptly call a meeting of the Presbytery. At that meeting, the voting members shall determine under California Corporations Code Section 9246(e) whether the applicable standard of conduct has been met and, if so, the Presbytery shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the General Council in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 7.02 Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director’s, officer’s, employee’s, or agent’s status as such.

Section 7.03 Survival

Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 7.04 Severability

If any provision of this Article or any application thereof shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect. For

purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

Article Eight

General Provisions

Section 8.01 Fiscal Year

The fiscal year of the corporation shall be determined by resolution adopted by the voting members. In the absence of such a resolution, the fiscal year shall be the calendar year.

Section 8.02 Manner of Giving Notice

(a) Requirements

Any notice given hereunder shall be given either personally, by electronic transmission, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to the recipient, at the address of the recipient as it appears on the books of the corporation or at the address given by the recipient to the sender. If no address appears on the corporation’s books and no address has been so given, notice shall be deemed to have been given if (1) notice is sent to the recipient by first-class mail or facsimile or other written communication to the corporation’s principal office; or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Notwithstanding the foregoing, when it is necessary to provide notice of a meeting of the Presbytery to Ruling Elder Commissioners, notice shall be deemed to have been validly given to such Ruling Elder Commissioners when it is given to the Clerk of Session for the Session of the Particular Church that has elected or that will elect such Ruling Elder Commissioners.

(b) Electronic Transmission

When notice is given by electronic transmission, it shall be valid only if (1) delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, given by the recipient; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication; (2) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(c) Affidavit of Giving Notice

An affidavit of the mailing of any notice of any members’ meeting, or of the giving of such notice by other means, may be executed by the Stated Clerk, the Assistant Stated Clerk, or the Moderator, and if so executed, shall be filed and maintained in the corporation’s minute book.

Section 8.03 Inspection of Articles and Bylaws

This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the Directors and the members at all reasonable times during office hours. If the corporation has no business office in California, the Stated Clerk shall, on the written request of any Director or member, furnish to that requesting party a copy of the articles of incorporation and bylaws, as amended to the current date.

Section 8.04 Checks

Checks from any bank account of the corporation may only be signed by the Stated Clerk, the Assistant Stated Clerk, the Treasurer, the Assistant Treasurer, and any other persons appointed from time to time by resolution of the voting members.

Section 8.05 Presbytery Officer Defined

For purposes of these bylaws, the term “*Presbytery Officer*” shall refer to any of the Moderator, the Past Moderator, the Stated Clerk, the Assistant Stated Clerk, the Ministerial Committee Chairperson, the Assistant Ministerial Committee Chairperson, the Mission Committee Chairperson, the Assistant Mission Committee Chairperson, the Candidate Care Committee Chairperson, the Assistant Candidate Care Committee Chairperson, the Nominating Committee Chairperson, the Assistant Nominating Committee Chairperson, the Treasurer, the Assistant Treasurer, the Session Review Committee Chairperson, the Assistant Session Review Committee Chairperson, and the chairpersons of any permanent committees of the Presbytery.

Section 8.06 Loans to Officers and Directors

This corporation shall not lend any money or property to or guarantee the obligation of any Presbytery Officer or Director, or any other officer or director of the corporation, provided, however, that the corporation may advance money to any Presbytery Officer or Director, or any other officer or director of the corporation, for expenses reasonably anticipated to be incurred in the performance of his or her duties if the party receiving the advancement would be entitled to reimbursement for such expenses by the corporation. Any Directors or other directors of the corporation who vote for or assent to the making of an impermissible loan or guarantee, and any Presbytery Officers or other officers of the corporation who participate in the making of such impermissible loan or guarantee, shall be jointly and severally liable to the corporation for the amount of such loan or guarantee until the repayment thereof.

Section 8.07 Removal of Presbytery Officers and Directors from Office

Without prejudice to the rights of any Presbytery Officer or Director under an employment contract, the Presbytery may remove any Presbytery Officer or Director with or without cause by a two-thirds vote at any meeting of the Presbytery at which a quorum is present.

Section 8.08 Resignation of Non-Director Presbytery Officers

Any Presbytery Officer who is not also a Director may resign at any time by giving notice to the Moderator or the Stated Clerk, or by giving oral or written notice at any meeting of the Presbytery. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon giving thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.09 Reimbursement and Compensation

Presbytery Officers and Directors shall be reimbursed for all expenses incurred in the proper discharge of their respective offices. An annual stipend may be authorized for any Presbytery Officer or Director, in each case at the discretion of the Presbytery.

Section 8.10 Rules of Construction

Unless the context requires otherwise, (a) singular words may be construed as plural; (b) plural words may be construed as singular; (c) words of one gender may be construed as denoting the other gender; (d) the words *include*, *includes*, and *including* shall be deemed to be followed by the words *without limitation*; (e) the words *shall* or *will* are used to impose a duty, command, directive, or requirement; (f) the words *may* or *should* are used to allow or permit the indicated conduct, but not to require it; and (g) a reference to an *Article* or a *Section* shall be a reference to an Article or Section of these bylaws, as the case may be. The word *or*, when used in a list of more than two items, may function as both a conjunction and a disjunction as the context requires. Any reference to a statute, regulation, or law shall include any future statutes, regulations, and laws that replace or modify the one referenced.

Section 8.11 Headings

The headings of Articles and Sections are included solely for the convenience of the reader. They have no significance in the interpretation or construction of these bylaws.

Section 8.12 Amendments

These bylaws may be amended by resolution of two-thirds of the voting members at any called or stated meeting of the members at which a quorum is present.

(Remainder of page intentionally left blank.)

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of EPC Presbytery of the Pacific Southwest, a California Nonprofit Religious Corporation; that these bylaws, consisting of _____ pages, are the bylaws of the corporation, as adopted by the voting members on the _____ day of _____, _____; and that these bylaws have not been amended or modified since that date.

Executed on this _____ day of _____, _____, at _____, _____.

_____, Secretary