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2  
3 DRAFT  
4 SYNOD OF THE COVENANT  
5 BYLAWS  
6

7 **Preamble**  
8

9 We, the Synod of the Covenant,  
10 in partnership with  
11 our presbyteries, congregations, the General Assembly  
12 and other faith communions,  
13 are called and sent by God  
14 to be a living, active and inclusive witness  
15 to the love of Christ.  
16

17 The priorities of the synod include commitment to anti-racism and justice ministries,  
18 church vitality, mission and ministries to the least of these.  
19

20  
21 **Article 1 - The Synod**  
22

- 23 10.10 The name of this organization shall be the Synod of the Covenant (hereinafter  
24 "Synod"). The Synod shall be incorporated under the laws of the State of Ohio.  
25 The legal title of this corporation is the "Synod of the Covenant, Presbyterian  
26 Church (U.S.A.)."  
27
- 28 10.20 The Synod is an intermediate council serving as a corporate expression of the  
29 church throughout its region. Its responsibilities are found in the Presbyterian  
30 Church (U.S.A). *Book of Order* [G-3.0401]. The Synod shall consist of not fewer  
31 than three presbyteries within a specific geographic region that includes  
32 Michigan and Ohio.  
33
- 34 10:30 The Synod of the Covenant boundaries are determined by the boundaries of  
35 its eleven presbyteries: Cincinnati, Detroit, Eastminster, Lake Huron, Lake  
36 Michigan, Mackinac, Maumee Valley, Miami Valley, Muskingum Valley, Scioto  
37 Valley, and the Western Reserve.  
38
- 39 10:40 The Synod of the Covenant is a council of the Presbyterian Church (U.S.A.).  
40
- 41 10:50 The Constitution of the Presbyterian Church (U.S.A.), being the *Book of*  
42 *Confessions* and the *Book of Order* as adopted by the General Assembly of the  
43 Presbyterian Church (U.S.A.), shall govern the Synod of the Covenant.  
44 Parliamentary authority for meetings of the Synod shall follow the *Book of*  
45 *Order* and the most recent edition of *Robert's Rules of Order, Newly Revised* [G-  
46 3.0105].

47  
48 10:60 All property held by or for the Synod, whether legal title is lodged in a  
49 corporation, a trustee or trustees, or an unincorporated association, and  
50 whether the property is used in programs of the council or retained for the  
51 production of income, is held in trust nevertheless for the use and benefit of  
52 the Presbyterian Church (U.S.A.).  
53

## 54 **Article II – Object/Purpose**

55

56  
57 20:10 The Synod is responsible for the life and mission of the church throughout its  
58 region for supporting the ministry and mission of its presbyteries as they seek  
59 to support the witness of congregations. To that end, the church throughout  
60 its region becomes a community of faith, hope, love, and witness. As it leads  
61 and guides the witness of the church throughout its region, it shall keep before  
62 it the marks of the church [F-1.0302], the notes by which the Presbyterian and  
63 Reformed communities have identified themselves through history [F-  
64 1.0303], and the six Great Ends of the Church [F-1.0304].  
65

66 20:20 The Synod assembly shall hold three stated meetings annually for worship,  
67 study, celebration, building relationships among people from all presbyteries  
68 within the synod, and conducting the business of the synod.  
69

## 70 **Article III – Members**

71

72 30:10 When a synod meets, it shall be composed of commissioners elected by the  
73 presbyteries and one commissioner from Presbyterian Women elected by the  
74 Synod. Each presbytery shall elect at least one ruling elder and one teaching  
75 elder to serve as commissioners to the synod. The Synod shall elect one  
76 commissioner from Presbyterian Women who shall be a ruling elder or  
77 teaching elder.  
78

79  
80 A synod shall determine a plan for the election of commissioners to the synod,  
81 as well as the method to fulfill the principles of representation found in F-  
82 1.0403 and G-3.0103; both plans shall be subject to approval by a majority of  
83 the presbyteries in the synod. The commissioners from each presbytery shall  
84 be divided equally between ruling elders and teaching elders. A moderator and  
85 vice moderator shall be elected from among the commissioners and shall be  
86 enrolled as a member of the synod until a successor is elected and installed.  
87 Moderators for each committee shall be elected by the Synod. Commissioners  
88 to the Synod will be appointed to serve on its committees.  
89  
90  
91

**Article IV – Synod Officers**

- 92  
93
- 94 40:10 The Officers of the Synod shall be the Moderator, Vice-Moderator, Synod  
95 Executive, Stated Clerk, and Treasurer. [G-3.0104]  
96
- 97 40:20 The Moderator shall be installed at the end of the last yearly synod assembly  
98 and take office on January 1 of the next year. The Moderator shall serve for  
99 one (1) year or until a successor has been elected and installed. The Moderator  
100 shall perform the duties and responsibilities of a moderator as outlined in the  
101 PC(U.S.A.) *Book of Order*, “Form of Government,” and such other duties as  
102 determined by these Bylaws and the Manual of Operations.  
103
- 104 40:30 The Vice-Moderator shall be installed concurrently or immediately following  
105 the installation of the Moderator. The Vice-Moderator shall serve for one (1)  
106 year or until a successor has been elected and installed. The Vice-Moderator  
107 shall act for the Moderator upon request or in the Moderator’s place should  
108 the Moderator be unable to act.  
109
- 110 40:40 Stated Clerk
- 111 A. The Stated Clerk shall be a ruling elder or teaching elder elected at the  
112 last yearly Synod Assembly and take office on January 1 of the next  
113 year.
  - 114 B. The Stated Clerk shall serve for three (3) years or until a successor has  
115 been elected and may serve multiple terms. The Stated Clerk shall be  
116 an ex officio member, with voice and vote, of the Leadership Committee  
117 and Trustees and Secretary of the Corporation.
  - 118 C. The Stated Clerk shall perform all duties prescribed in the *Book of Order*  
119 and other tasks assigned by the Synod. The Stated Clerk shall be  
120 accountable to the Synod.
  - 121 D. The Stated Clerk shall serve as the parliamentarian for the Synod and  
122 shall interpret the PC(U.S.A.) Constitution on behalf of the Synod.
  - 123 E. The Stated Clerk shall receive an annual salary to be recommended by  
124 the Human Resources Committee and approved by the Synod. The  
125 Human Resources Committee shall review the salary of the Stated Clerk  
126 at least annually.
  - 127 F. The Stated Clerk shall be provided a workspace and necessary staff and  
128 shall recommend to the appropriate Synod entities if additional needs  
129 or persons are necessary to fulfill the responsibilities of the office.
  - 130 G. The Stated Clerk shall be reimbursed for professional expenses  
131 incurred in the discharge of the office, such as supplies, travel  
132 reimbursement, and conferences.  
133
- 134 40:50 Treasurer
- 135 A. The Treasurer shall be a ruling elder or teaching elder elected at the  
136 last yearly synod assembly and take office on January 1 of the next year.

- 137 B. The Treasurer shall serve for three (3) years or until a successor has  
138 been elected and shall receive and disburse all funds of the Synod. The  
139 Treasurer may serve multiple terms.  
140 C. The Treasurer shall be an ex officio member, with voice and vote, of the  
141 Board of Trustees and Treasurer of the Corporation.  
142 D. The Treasurer is responsible to the Synod through the Head of Staff.  
143 E. The Treasurer is a volunteer position.  
144 F. The Treasurer shall be reimbursed for professional expenses incurred  
145 in the discharge of the office.  
146 G. The Treasurer shall be bonded at the expense of the Synod.  
147 H. The Treasurer shall provide monthly reports to the appropriate  
148 executive staff member, the stated clerk, and the Budget and Finance  
149 Committee.  
150 I. The Treasurer shall provide a report at each Synod Assembly.

151  
152 40:60 Synod Executive

- 153  
154 A. The Synod shall call a ruling elder or teaching elder as Executive for an  
155 indefinite term and shall be the Head of Staff.  
156 B. The Synod Executive shall be a member of a presbytery or congregation  
157 within the bounds of the Synod of the Covenant.  
158 C. The Synod Executive shall be an ex officio member, with voice and vote,  
159 of the Leadership Committee and the Trustees.  
160 D. The Synod Executive shall be accountable to the Synod through the  
161 Leadership Council.  
162 E. The Synod Executive shall receive an annual salary recommended by  
163 the Leadership Council and approved by the Synod.  
164 F. The Synod Executive shall be provided with an office and necessary  
165 staff.  
166 G. The Synod Executive shall be reimbursed for professional expenses  
167 incurred in the discharge of the duties of the office.

168  
169 40:70 The Synod may elect such other officers as it deems necessary to carry out its  
170 duties and shall determine the terms of their employment, including salaries.  
171 (G-3.0104)

172  
173 **Article V - Corporation Members and Officers**

174  
175 50:10 The Synod shall cause a corporation to be formed and maintained under the  
176 laws of the state of Ohio. Meetings of the Assembly constitute meetings of the  
177 Corporation. The Corporation cannot act apart from the Assembly. (G-4.0101)

- 178  
179 a. Membership (G-4.0202)  
180 1. The membership of the corporation shall be those persons  
181 elected to the Synod Assembly as commissioners and officers of  
182 designated organizations.

183 2. The Moderator, Vice-Moderator, Stated Clerk, and Treasurer  
184 shall serve as the President, Vice-President, Secretary, and  
185 Treasurer of the Corporation  
186

187 50:20 Meetings shall be called by the President of the Corporation when directed by  
188 the Synod Assembly.  
189

190  
191 **Article VI – Meetings**  
192

193 60:10 The Synod shall meet at least three times in a calendar year and at the  
194 direction of the General Assembly. The last synod assembly of the calendar  
195 year will be the annual meeting of the corporation. The Corporation cannot  
196 meet apart from the Assembly.  
197

198 60:20 Special meetings may be called under the provisions of the Form of  
199 Government [G-3.0405]. The Moderator shall call a special meeting (as  
200 deemed necessary) and when requested by three ruling elders and three  
201 teaching elders representing at least three different presbyteries. Should the  
202 Moderator be unable to act, then the Vice Moderator or stated clerk may issue  
203 the call.  
204

205 60:30 Notice of a special meeting shall be sent out not less than seven days in  
206 advance to each commissioner, presbytery leader, stated clerk, and  
207 presbytery.  
208

209 60:40 The Synod Leadership Committee shall have responsibility for selecting the  
210 time and place for synod assemblies and if meetings are to occur in person or  
211 by electronic meeting media.  
212

213 60:50 The Leadership Committee shall have responsibility for establishing the  
214 docket, and in consultation with the Synod’s officers and staff, shall prepare  
215 the docket for each synod assembly.  
216

217 60:60 Electronic Meetings: The Synod, Corporation and all its entities authorized by  
218 these Bylaws may conduct meetings by electronic meeting media. The  
219 moderators of commissions, committees, or teams, in consultation with the  
220 synod executive and stated clerk, shall determine if meetings will take place in  
221 person or by electronic meeting media.  
222

223 50:70 Expenses: Travel, lodging, and meal expenses incurred by Commissioners  
224 shall be paid by the Synod. Lodging is to be double occupancy except in  
225 circumstances in which the Leadership Council believes single occupancy is  
226 safer. The amount to be paid will be determined by the Synod Assembly upon  
227 the recommendation of the Budget & Finance Committee.

228 60:80 Quorum: A quorum for a Synod Assembly shall consist of an equal number of  
229 ruling elders and teaching elders representing at least four presbyteries.  
230

231 60:90 Voting: Commissioners elected by the member presbyteries and officers as  
232 determined by the provisions of these Bylaws shall be eligible to vote at all  
233 stated and special meetings of the Synod. Voting by proxy is not permitted.  
234

235 Members of staff who are ruling elders or teaching elders shall be considered  
236 corresponding members to Assemblies with voice, but no vote.  
237

238

### 239 **Article VII – Committees, Commissions, and Teams**

240 The Synod Mission Committees and Synod Operational Committees of the Synod of the  
241 Covenant with their membership, term, areas of ministry, and responsibilities are listed in  
242 the Manual of Operations.

243 70:10 Election and Accountability  
244

245 a. Members of Commissions shall be ruling elders or teaching elders elected  
246 by the Synod in accordance with the PC(U.S.A.) *Book of Order*, the Bylaws,  
247 and the Manual of Operations. They are accountable to the Synod.  
248

249 b. Members of Committees shall be a member of a constituent congregation,  
250 and be elected or appointed by the Synod in accordance with the PC(U.S.A.)  
251 Constitution, the Bylaws, and the Manual of Operations.  
252

253 c. Members of committees who are not commissioners have vote within the  
254 committees but do not have vote at Assemblies.  
255

256 70:20 Synod Committees  
257

258 a. The responsibilities and authorities of Committees are defined in the  
259 Synod's Manual of Operations.

260 b. Members of Committees shall give full expression to the rich diversity of  
261 the church's membership and shall provide for full participation and access  
262 to representation in decision-making.

263 c. The quorum for a Committee is a majority of the elected members  
264 currently serving on that Committee.  
265

266 70:30 The Committees of the Synod shall be organized as follows and shall consist  
267 of teaching elders and ruling elders in as equal numbers as possible:  
268

269 Responsibilities of the Synod in the *Book of Order* are designated to the  
270 following units working with the full authority of the Synod as enumerated in  
271 the Manual of Operations.

272  
273 A. A committee for the coordination of mission and program [G-3.0106]  
274 shall be called the Leadership Committee.

275  
276 Responsibilities of the Synod in the *Book of Order* as standing committees  
277 and commissions shall be:

- 278  
279 A. Nominating Committee as required [G-3.0109a, G-3.0103, and G-3.0111]  
280 B. Finance [G-3.0113]  
281 C. Representation [G-3.0103]  
282 D. Human Resources  
283 E. Governance

284  
285 The Synod may form such other committees as it deems necessary to carry  
286 out its duties.

287  
288 70:40 Trustees

289  
290 The Trustees for the corporation shall be the Finance Committee and shall be  
291 composed of six (6) members, three (3) teaching elders, and three (3) ruling  
292 elders, who shall be elected by the Corporation of the Synod at the last synod  
293 assembly each calendar year. They shall be elected in three (3) classes of two  
294 (2) members each for a 3-year term and serve no more than six (6)  
295 consecutive years. [G-4.0102]. The Trustees of the Corporation shall be of legal  
296 age in the State of Ohio, whether or not they are residents of the State of Ohio.

297  
298 70:41 The moderator of the trustees shall be elected by the Synod at its last yearly  
299 meeting and begin service on January 1 of the next year. The Synod Executive  
300 shall be an ex officio member of the Board with voice and vote and shall be a  
301 Resident Agent of the Corporation. The Stated Clerk shall be an ex officio  
302 member of the Board with voice and vote, shall be a Resident Agent, and serve  
303 as Secretary of the Corporation. The Treasurer of the Synod shall be an ex  
304 officio member, with voice and vote, and the Treasurer of the Corporation. The  
305 moderator of the trustees shall be elected for a one-year term, but there is no  
306 limit to the number of terms.

307  
308 70:42 Meetings of the trustees shall be called by the moderator of the trustees, and  
309 when requested by the President of the Corporation or the Synod Executive,  
310 or when directed by the Synod Assembly.

311  
312 70:43 The quorum is a majority of members currently serving.

313  
314 70:44 The Responsibilities of the Trustees are as follows:

- 315 a. The Board of Trustees shall receive, hold, encumber, manage, and  
316 transfer property and facilitate the management of the Synod's civil

- 317 affairs in such manner as may be directed by the Synod and according  
318 to the Constitution of the Presbyterian Church (U.S.A.).
- 319 b. The Trustees shall secure a full financial review of all books and records  
320 of the Synod by an independent accountant annually and report the  
321 results to the Synod Assembly. [G-3.0113]
- 322 c. The Trustees shall be responsible for overseeing and maintaining the  
323 lease agreements that exist between the Synod and the owner of the  
324 Synod's leased office facilities and between the Synod and the owner of  
325 any other property in such a manner as may be directed by the Synod  
326 according to the Constitution of the Presbyterian Church (U.S.A.).
- 327 d. The Trustees shall hold, reinvest, and keep funds belonging to the  
328 Synod, including funds held in trust for the Synod, in such a manner as  
329 may be directed by the Synod and according to the Constitution of the  
330 Presbyterian Church (U.S.A.).
- 331 e. The Trustees shall execute contracts in the states within the bounds of  
332 the Synod in such a manner as may be directed by the Synod according  
333 to the Constitution of the Presbyterian Church (U.S.A.).
- 334 f. The Trustees shall review the insurance coverage/policies of the Synod  
335 at least annually and report annually to the Synod Assembly the state  
336 of the Synod's insurance coverage.
- 337 g. The Trustees shall annually review the Synod Manual of Operations  
338 and Policies regulating the Trustees and make recommendations to the  
339 Leadership Council for changes.
- 340

341 70:45 Volunteer Trustees Clause

- 342 A. For purposes of this Article, the term "volunteer Trustee" shall have the  
343 same meaning as the term "volunteer" as defined by the Ohio Revised Code,  
344 Section 1702.01, as it may be amended from time to time.
- 345
- 346 B. Volunteer Trustees of the Corporation shall not be personally liable to the  
347 Corporation or its members for monetary damages for any breach of their  
348 fiduciary duty except for the following:
- 349 1. Breaches of a volunteer Trustee's duty of loyalty to the Corporation or  
350 its members;
  - 351 2. Acts or omissions not in good faith or that involve intentional  
352 misconduct or a knowing violation of law;
  - 353 3. Violation of 1702 of the Ohio Nonprofit Corporation Law;
  - 354 4. Transactions from which a volunteer Trustee derives an improper  
355 personal benefit;
  - 356 5. Acts or omissions occurring before the date of filing of these Restated  
357 Articles;
  - 358 6. Acts or omissions that are grossly negligent.
- 359
- 360 C. The Corporation shall assume all liability for monetary damages to persons  
361 other than the Corporation and its members for all acts and omissions of



- 362 the Corporation's volunteer Trustees in their capacity as Trustees, except  
363 for the following:
- 364 1. Breaches of a volunteer Trustee's duty of loyalty to the Corporation or  
365 its members;
  - 366 2. Acts or omissions not in good faith or that involve intentional  
367 misconduct or a knowing violation of law;
  - 368 3. Violation of Chapter 1702 of the Ohio Nonprofit Corporation Law;
  - 369 4. Transactions from which a volunteer Trustee derives an improper  
370 personal benefit;
  - 371 5. Acts or omissions occurring before the date of filing of these Restated  
372 Articles;
  - 373 6. Acts or omissions that are grossly negligent.
- 374
- 375 D. Any repeal, modification, or adoption of any provision in these Restated  
376 Articles of Incorporation inconsistent with this Article shall not adversely  
377 affect any right or protection of a volunteer Trustee of the Corporation  
378 existing at the time of such repeal, modification, or adoption.  
379

## 380 **Article VIII - Special Committees and Commissions**

### 381 **80:10 Investigating Committee**

382  
383 When an accusation against an individual under the authority of the Synod of  
384 the Covenant is received by the Stated Clerk, the Stated Clerk shall notify the  
385 Synod Moderator, who, in consultation with the Stated Clerk and the Synod  
386 Executive, shall appoint an Investigating Committee. If the Moderator is  
387 unable or unwilling to make the appointment, the Vice-Moderator shall  
388 designate the committee. [D-10.0201] Names of the Investigating Committee  
389 shall be given at the next meeting of the Synod.  
390

### 391 **Committee of Counsel**

392  
393 When the Stated Clerk is notified that a complaint has been filed against the  
394 Synod, the Stated Clerk shall notify the Synod Moderator, who, in consultation  
395 with the Stated Clerk and the Synod Executive, shall appoint three persons  
396 (ruling elders or teaching elders) to serve as Committee of Counsel. If the  
397 Moderator is unable or unwilling to make the appointment, the Vice-  
398 Moderator shall appoint the committee. [D-6.0302a.]  
399

### 400 **80:20 Commissions**

401 Standing Commissions include those with duties mandated by the PC(U.S.A.)  
402 *Book of Order* and other Synod Commissions whose duties are defined in the  
403 Manual of Operations. Standing Commissions are authorized to act on the  
404 authority of the Synod.

- 405 7. These Commissions have oversight of the general ministry concerns of  
406 the Synod and may be delegated the powers of the Synod as allowed by  
407 the PC(U.S.A.) *Book of Order*.

- 408 8. Members of Standing Commissions shall be teaching elders and ruling  
409 elders in numbers as nearly equal as possible.  
410 9. The quorum for a Standing Commission is a majority of the elected  
411 members currently serving.  
412

413 The Commissions of the Synod are as follows:  
414

415 **Permanent Judicial Commission**

416 Permanent Judicial Commission as required [G-3.0109a, D-5.0101.] The Synod  
417 shall elect a Permanent Judicial Commission of at least eleven members, with  
418 at least one from each of the Synod's eleven (11) presbyteries. A quorum shall  
419 be a majority of members currently serving. Each commission shall be  
420 composed of teaching and ruling elders in numbers as nearly equal as possible.  
421 The term for each member of a permanent judicial commission shall be six (6)  
422 years. [D-5.0101] No one shall serve as a member of the Synod Permanent  
423 Judicial Commission who is a member of a Presbytery Permanent Judicial  
424 Commission or the General Assembly Permanent Judicial Commission. The  
425 Synod Stated Clerk shall convene a meeting of the Commission in February of  
426 each year to elect its own officers: Moderator, Vice Moderator, Clerk, and  
427 Assistant Clerk. [D-5.0201] All other guidelines and responsibilities are  
428 according to the Presbyterian Church (U.S.A.) *Book of Order*, D-5.000.  
429

430  
431 80:30 Administrative Commissions

432  
433 **Administrative Commission**

434 If a committee or commission of the Synod deems it wise for an Administrative  
435 Commission to be appointed, they shall, after consultation with the Moderator,  
436 Stated Clerk, and Synod Executive, recommend such a commission for the  
437 Synod's approval. The purpose and powers of such a commission shall also be  
438 recommended. Between Synod Assemblies, the Moderator, in consultation  
439 with the Stated Clerk and the Synod Executive, may appoint an Administrative  
440 Commission. The Synod Assembly shall affirm the appointment of the  
441 Administrative Commission at the next Synod Assembly immediately  
442 following the appointment. The Administrative Commission shall provide an  
443 update/report to the Synod Assembly at each meeting of the Synod. [G-  
444 3.0109b]  
445

446 80:40 Additional Synod Entities, Temporary or Standing

447  
448 The Synod may provide through the Manual of Operations for the creation and  
449 composition of other commissions and standing and special committees as  
450 needed.

451  
452 The Manual of Operations will provide the means for the Standing  
453 Ecclesiastical

454 Commissions and Standing Committees to form entities, such as teams, sub-  
455 committees, special committees, and task teams, as needed to carry out the  
456 mission of the Synod.

457  
458

459 **Article IX – Parliamentary Authority**

460

461 90:10 *Robert's Rules of Order, Newly Revised Edition* (Latest Edition)

462

463 Procedures for all meetings shall be determined by the most recent edition of  
464 *Robert's Rules of Order Newly Revised*, except in cases in which the Constitution  
465 provides otherwise, and unless special procedures are adopted by the Synod  
466 by a majority vote of those present and voting. The Synod may also make use  
467 of processes of discernment in its deliberations prior to a vote as agreed upon  
468 by the body.

469

470

471 **Article X – Amendment of Bylaws**

472

473 100:10 **AMENDMENT OF BYLAWS**

474

475 A. The Bylaws may be amended at any stated meeting of the Synod Assembly  
476 by a two-thirds vote of the members present and voting, provided written  
477 notice was distributed to the commissioners at least four weeks prior to the  
478 convening of the Synod Assembly. The notice shall include the exact  
479 wording of the proposed amendment.

480 B. Replacement of these Bylaws shall be considered to be an amendment and  
481 shall be treated as an amendment under the provisions of ARTICLE X-A.

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