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2
3 REVISÉD 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.
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21 **Article 1 - The Synod**
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- 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 Western Reserve.
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- 39 10:40 The Synod of the Covenant is a council of the Presbyterian Church (U.S.A.).
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- 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].

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10:60 All property held by or for the Synod, whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of the council or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.). [G-4.0203]

Article II – Object/Purpose

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

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

Article III – Members

30:10 When a synod meets, it shall be composed of commissioners elected by member presbyteries. Each presbytery shall elect at least one ruling elder and one teaching elder to serve as commissioners to the synod. One commissioner from Presbyterian Women, who shall be either a ruling elder or teaching elder, may be elected.

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

Article IV – Synod Officers

93 40:10 The Officers of the Synod shall be the Moderator of the Synod, Vice-Moderator,
94 Stated Clerk, and Treasurer. [G-3.0104]
95

96 40:20 The Moderator shall be installed at the end of the last yearly synod assembly
97 and take office on January 1 of the next year. The Moderator shall serve for
98 one (1) year or until a successor has been elected and installed. The Moderator
99 shall perform the duties and responsibilities of a moderator as outlined in the
100 PCUSA *Book of Order*, "Form of Government," and such other duties as
101 determined by these Bylaws and the Manual of Operations.
102

103 40:30 The Vice-Moderator shall be installed concurrently or immediately following
104 the installation of the Moderator. The Vice-Moderator shall serve for one (1)
105 year or until a successor has been elected and installed. The Vice-Moderator
106 shall act for the Moderator upon request or in the Moderator's place should
107 the Moderator be unable to act.
108

109 40:40 Stated Clerk

- 110 A. The Stated Clerk shall be a ruling elder or teaching elder elected at the
111 last yearly Synod Assembly and take office on January 1 of the next
112 year.
- 113 B. The Stated Clerk shall serve for three (3) years or until a successor has
114 been elected and may serve multiple terms. The Stated Clerk shall be
115 the Secretary of the Corporation and an ex officio member, with voice,
116 but without vote, of the Leadership Committee and the Finance
117 Committee.
- 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 PCUSA 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 but without
141 vote, of the Finance Committee 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 Finance Committee.
149 I. The Treasurer shall provide a report at each Synod Assembly.

150
151 40:60 Synod Executive

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153 A. The Synod shall call a ruling elder or teaching elder as Executive for an
154 indefinite term and shall be the Head of Staff.
155 B. The Synod Executive shall be a member of a presbytery or congregation
156 within the bounds of the Synod of the Covenant.
157 C. The Synod Executive shall be an ex officio member, with voice but
158 without vote, of the Leadership Committee and the Finance Committee.
159 D. The Synod Executive shall be accountable to the Synod through the
160 Leadership Committee.
161 E. The Synod Executive shall receive an annual salary recommended by
162 the Leadership Committee in consultation with the Human Resources
163 Committee 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**

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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 of the Synod Assembly, Vice-Moderator of the
184 Synod Assembly, Stated Clerk, and Treasurer shall serve as the
185 President, Vice-President, Secretary, and Treasurer of the
186 Corporation.
187 3. The Synod Executive and Stated Clerk shall be Resident Agents
188 of the Corporation in the state where they reside.
189 4. Resident Agents shall be appointed for each state in which the
190 Synod operates.

191
192 50:20 Meetings shall be called by the President of the Corporation when directed by
193 the Synod Assembly.
194

195
196 **Article VI – Meetings**
197

198 60:10 The Synod shall meet at least three times in a calendar year and at the
199 direction of the General Assembly. The last synod assembly of the calendar
200 year will be the annual meeting of the corporation. The Corporation cannot
201 meet apart from the Assembly. Minutes and records of all meetings will be
202 kept by the Stated Clerk.
203

204 60:20 Special meetings may be called under the provisions of the Form of
205 Government [G-3.0405]. The Moderator shall call a special meeting when
206 deemed necessary or when requested by three ruling elders and three
207 teaching elders representing at least three different presbyteries. Should the
208 Moderator be unable to act, then the Vice Moderator or stated clerk may issue
209 the call.
210

211 60:30 Notice of a special meeting shall be sent out not less than seven days in
212 advance to each commissioner, presbytery leader, stated clerk, and
213 presbytery.
214

215 60:40 The Synod Leadership Committee shall have responsibility for selecting the
216 time and place for synod assemblies and if meetings are to occur in person or
217 by electronic meeting media.
218

219 60:50 The Leadership Committee shall have responsibility for establishing the
220 docket, and in consultation with the Synod’s officers and staff, shall prepare
221 the docket for each synod assembly.
222

223 60:60 Electronic Meetings: The Synod, Corporation and all its entities authorized by
224 these Bylaws may conduct meetings by electronic meeting media. The
225 moderators of commissions, committees, or teams, in consultation with the
226 synod executive and stated clerk, shall determine if meetings will take place in
227 person or by electronic meeting media.
228

229 60:70 Expenses: Travel, lodging, and meal expenses incurred by Commissioners
230 shall be paid by the Synod. Lodging is to be double occupancy except in
231 circumstances in which the Leadership Committee believes single occupancy
232 is safer.

233
234 60:80 Quorum: A quorum for a Synod Assembly shall consist of an equal number of
235 ruling elders and teaching elders representing at least four presbyteries.

236
237 60:90 Voting: Commissioners elected by the member presbyteries and officers as
238 determined by the provisions of these Bylaws shall be eligible to vote at all
239 stated and special meetings of the Synod. Voting by proxy is not permitted.

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241 60:100 Members of staff who are ruling elders or teaching elders shall be considered
242 corresponding members to Assemblies with voice, but no vote.

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Article VII – Committees, Commissions, and Teams

247 The Synod Mission Committees and Synod Operational Committees of the Synod of the
248 Covenant with their membership, term, areas of ministry, and responsibilities are listed in
249 the Manual of Operations.

250 70:10 Election and Accountability

251
252 a. Members of Commissions shall be ruling elders or teaching elders elected
253 by the Synod in accordance with the PCUSA *Book of Order*, the Bylaws, and
254 the Manual of Operations. They are accountable to the Synod.

255
256 b. Members of Committees shall be a member of a constituent congregation,
257 and be elected or appointed by the Synod in accordance with the PCUSA
258 Constitution, the Bylaws, and the Manual of Operations.

259
260 c. Members of committees who are not commissioners have vote within the
261 committees but do not have vote at Assemblies.

262
263 70:20 Synod Committees

264
265 a. The responsibilities and authorities of Committees are defined in the
266 Synod's Manual of Operations.

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

270 c. The quorum for a Committee is a majority of the elected members
271 currently serving on that Committee.

272

273 70:30 The Committees of the Synod shall be organized as follows and shall consist
274 of teaching elders and ruling elders in as equal numbers as possible:

275
276 Responsibilities of the Synod in the PCUSA *Book of Order* are designated to the
277 following units working with the full authority of the Synod as enumerated in
278 the Manual of Operations.

279
280 A. A committee for the coordination of mission and program [G-3.0106] shall
281 be called the Leadership Committee. The Leadership Committee shall have
282 in addition to appointed commissioners, three members at large from the
283 synod's constituent congregations who shall be Persons of Color and who
284 shall be ruling elders or teaching elders. The Community Organizer for
285 People of Color shall be a member of the Leadership Team with voice but
286 without vote when that position is filled.

287
288 Responsibilities of the Synod in the PCUSA *Book of Order* as standing
289 committees and commissions shall be:

- 290
291 B. Nominating Committee as required [G-3.0109a, G-3.0103, and G-3.0111]
292 C. Finance Committee [G-3.0113]
293 D. Representation Committee [G-3.0103]
294 E. Human Resources Committee
295 F. Governance Committee

296
297 The Synod may form such other committees, commissions, and teams as it
298 deems necessary to carry out its duties.

299
300 70:40 Finance Committee

301
302 The Finance Committee shall be composed of six (6) members, three (3)
303 teaching elders, and three (3) ruling elders. They shall be appointed to a 3-
304 year term and serve no more than six (6) consecutive years. [G-4.0102].
305 Members of the Finance Committee shall be of legal age in the State of Ohio,
306 whether or not they are residents of the State of Ohio.

307
308 70:41 The moderator of the Finance Committee shall be elected by the Synod at its
309 last yearly meeting and begin service on January 1 of the next year. The Synod
310 Executive shall be an ex officio member of the Finance Committee with voice
311 but without vote. The Stated Clerk shall be an ex officio member of the Finance
312 Committee with voice but without vote. The Treasurer of the Synod shall be
313 an ex officio member of the Finance Committee, with voice but no vote, and
314 shall be responsible for maintaining all financial records. The moderator of the
315 Finance Committee shall be elected for a one-year term, but there is no limit
316 to the number of terms. The Finance Committee shall appoint one of its
317 members as a recording clerk to keep the minutes of its meetings.

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319 70:42 Meetings of the Finance Committee shall be called by the moderator of the
320 Finance Committee when requested by the President of the Corporation or the
321 Synod Executive, or when directed by the Synod Assembly.
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323 70:43 The quorum is a majority of members currently serving.
324

325 70:44 The Responsibilities of the Finance Committee are as follows:

- 326 a. The Finance Committee shall receive, hold, encumber, manage, and
327 transfer property and facilitate the management of the Synod's civil
328 affairs in such manner as may be directed by the Synod Assembly and
329 according to the Constitution of the Presbyterian Church (U.S.A.) and
330 shall recommend actions to the Synod.
- 331 b. The Finance Committee shall secure a full financial review of all books
332 and records of the Synod by an independent accountant annually and
333 report the results to the Synod Assembly. [G-3.0113]
- 334 c. The Finance Committee shall be responsible for overseeing and
335 maintaining the lease agreements that exist between the Synod and the
336 owner of the Synod's leased office facilities and between the Synod and
337 the owner of any other property in such a manner as may be directed
338 by the Synod according to the Constitution of the Presbyterian Church
339 (U.S.A.) and shall recommend actions to the Synod.
- 340 d. The Finance Committee shall hold, reinvest, and keep funds belonging
341 to the Synod, including funds held in trust for the Synod, in such a
342 manner as may be directed by the Synod and according to the
343 Constitution of the Presbyterian Church (U.S.A.) and shall recommend
344 actions to the Synod.
- 345 e. The Finance Committee shall execute contracts in the states within the
346 bounds of the Synod in such a manner as may be directed by the Synod
347 according to the Constitution of the Presbyterian Church (U.S.A.) and
348 recommend actions to the Synod.
- 349 f. The Finance Committee shall review the insurance coverage/policies
350 of the Synod at least annually and report annually to the Synod
351 Assembly the state of the Synod's insurance coverage and shall
352 recommend actions to the Synod.
- 353 g. The Finance Committee shall annually review the Synod Manual of
354 Operations and Policies regulating the Finance Committee and shall
355 make recommendations to the Governance Committee for changes.
- 356 h. The Finance Committee shall be required to file a statement of
357 continuing existence as required by state law of incorporation.
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361 **Article VIII – Volunteer Trustees**

362
363 80:10 Volunteer Trustees Clause

- 364 A. Commissioners serving the Synod at any particular time are considered
365 trustees for the corporation and together have fiduciary responsibility for
366 the Synod.
- 367 B. For purposes of this Article, the term “volunteer Trustee” shall have the
368 same meaning as the term “volunteer” as defined by the Ohio Revised Code,
369 Section 1702.01, as it may be amended from time to time.
- 370
- 371 B. Volunteer Trustees of the Corporation shall not be personally liable to the
372 Corporation or its members for monetary damages for any breach of their
373 fiduciary duty except for the following:
 - 374 1. Breaches of a volunteer Trustee’s duty of loyalty to the Corporation or
375 its members;
 - 376 2. Acts or omissions not in good faith or that involve intentional
377 misconduct or a knowing violation of law;
 - 378 3. Violation of 1702 of the Ohio Nonprofit Corporation Law;
 - 379 4. Transactions from which a volunteer Trustee derives an improper
380 personal benefit;
 - 381 5. Acts or omissions occurring before the date of filing of these Restated
382 Articles;
 - 383 6. Acts or omissions that are grossly negligent.
- 384
- 385 C. The Corporation shall assume all liability for monetary damages to persons
386 other than the Corporation and its members for all acts and omissions of
387 the Corporation's volunteer Trustees in their capacity as Trustees, except
388 for the following:
 - 389 1. Breaches of a volunteer Trustee's duty of loyalty to the Corporation or
390 its members;
 - 391 2. Acts or omissions not in good faith or that involve intentional
392 misconduct or a knowing violation of law;
 - 393 3. Violation of Chapter 1702 of the Ohio Nonprofit Corporation Law;
 - 394 4. Transactions from which a volunteer Trustee derives an improper
395 personal benefit;
 - 396 5. Acts or omissions occurring before the date of filing of these Restated
397 Articles;
 - 398 6. Acts or omissions that are grossly negligent.
- 399
- 400 D. Any repeal, modification, or adoption of any provision in these Restated
401 Articles of Incorporation inconsistent with this Article shall not adversely
402 affect any right or protection of a volunteer Trustee of the Corporation
403 existing at the time of such repeal, modification, or adoption.
- 404

405 **Article IIX - Special Committees and Commissions**

409 When an accusation against an individual under the authority of the Synod of
410 the Covenant is received by the Stated Clerk, the Stated Clerk shall notify the
411 Synod Moderator, who, in consultation with the Stated Clerk and the Synod
412 Executive, shall appoint an Investigating Committee. If the Moderator is
413 unable or unwilling to make the appointment, the Vice-Moderator shall
414 designate the committee. [D-10.0201] Names of the Investigating Committee
415 shall be given at the next meeting of the Synod.

416
417 **Committee of Counsel**

418 When the Stated Clerk is notified that a complaint has been filed against the
419 Synod, the Stated Clerk shall notify the Synod Moderator, who, in consultation
420 with the Stated Clerk and the Synod Executive, shall appoint three persons
421 (ruling elders or teaching elders) to serve as Committee of Counsel. If the
422 Moderator is unable or unwilling to make the appointment, the Vice-
423 Moderator shall appoint the committee. [D-6.0302a.]

424
425 90:20

Commissions

426 Standing Commissions include those with duties mandated by the PCUSA *Book*
427 *of Order* and other Synod Commissions whose duties are defined in the Manual
428 of Operations. Standing Commissions are authorized to act on the authority of
429 the Synod.

- 430 1. These Commissions have oversight of the general ministry concerns of
431 the Synod and may be delegated the powers of the Synod as allowed by
432 the PCUSA *Book of Order*.
- 433 2. Members of Standing Commissions shall be teaching elders and ruling
434 elders in numbers as nearly equal as possible.
- 435 3. The quorum for a Standing Commission is a majority of the elected
436 members currently serving.

437
438 The Commissions of the Synod are as follows:

439
440 **Permanent Judicial Commission**

441 Permanent Judicial Commission as required [G-3.0109a, D-5.0101.] The Synod
442 shall elect a Permanent Judicial Commission of at least eleven members, with
443 at least one from each of the Synod's eleven (11) presbyteries. A quorum shall
444 be a majority of members currently serving. Each commission shall be
445 composed of teaching and ruling elders in numbers as nearly equal as possible.
446 The term for each member of a permanent judicial commission shall be six (6)
447 years. [D-5.0101] No one shall serve as a member of the Synod Permanent
448 Judicial Commission who is a member of a Presbytery Permanent Judicial
449 Commission or the General Assembly Permanent Judicial Commission. The
450 Synod Stated Clerk shall convene a meeting of the Commission in February of
451 each year to elect its own officers: Moderator, Vice Moderator, Clerk, and
452 Assistant Clerk. [D-5.0201] All other guidelines and responsibilities are
453 according to the Presbyterian Church (U.S.A.) *Book of Order*, D-5.000.

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455
456 90:30 Administrative Commissions

457
458 **Administrative Commission**

459 If a committee or commission of the Synod deems it wise for an Administrative
460 Commission to be appointed, they shall, after consultation with the Moderator,
461 Stated Clerk, and Synod Executive, recommend such a commission for the
462 Synod's approval. The purpose and powers of such a commission shall also be
463 recommended. Between Synod Assemblies, the Moderator, in consultation
464 with the Stated Clerk and the Synod Executive, may appoint an Administrative
465 Commission. The Synod Assembly shall affirm the appointment of the
466 Administrative Commission at the next Synod Assembly immediately
467 following the appointment. The Administrative Commission shall provide an
468 update/report to the Synod Assembly at each meeting of the Synod. [G-
469 3.0109b]

470
471 90:40 Additional Synod Entities, Temporary or Standing

472
473 The Synod may provide through the Manual of Operations for the creation and
474 composition of other commissions and standing and special committees as
475 needed.

476
477 The Manual of Operations will provide the means for the Standing
478 Ecclesiastical Commissions and Standing Committees to form entities, such as
479 teams, sub-committees, special committees, and task teams, as needed to carry
480 out the mission of the Synod.

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483 **Article X – Parliamentary Authority**

484
485 100:10 *Robert's Rules of Order, Newly Revised Edition* (Latest Edition)

486
487 Procedures for all meetings shall be determined by the most recent edition of
488 *Robert's Rules of Order Newly Revised*, except in cases in which the Constitution
489 provides otherwise, and unless special procedures are adopted by the Synod
490 by a majority vote of those present and voting. The Synod may also make use
491 of processes of discernment in its deliberations prior to a vote as agreed upon
492 by the body, especially in matters that impact particular groups within the
493 Synod who are not well represented.

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496 **Article XI – Amendment of Bylaws**

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498 110:10 **AMENDMENT OF BYLAWS**

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- 500 A. The Bylaws may be amended at any stated meeting of the Synod Assembly
501 by a two-thirds vote of the members present and voting, provided written
502 notice was distributed to the commissioners at least four weeks prior to the
503 convening of the Synod Assembly. The notice shall include the exact
504 wording of the proposed amendment.
505 B. Replacement of these Bylaws shall be considered to be an amendment and
506 shall be treated as an amendment under the provisions of ARTICLE X-A.
507

508
509 **Article XII – Conflict of Interest**
510

- 511 120:10 A. All members and officers are expected to conduct themselves according to
512 *The Standards of Ethical Conduct*: Approved by the 210th General Assembly
513 (1998), Presbyterian Church (U.S.A.).
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