

PRESBYTERY OF MILWAUKEE
PRESBYTERIAN CHURCH (U.S.A.)

PART I
BYLAWS
APPROVED SEPTEMBER 20, 2014
LAST AMENDED NOVEMBER 27, 2018

NAME, BOUNDARY, CORPORATION and PROCEDURES

Name. The name of this organization shall be The Presbytery of Milwaukee of the Presbyterian Church (U.S.A.) and the Synod of Lakes and Prairies.

Boundary. The Presbytery of Milwaukee includes congregations of this denomination whenever found in the following counties in Wisconsin: Milwaukee, Jefferson, Rock, Waukesha, Walworth, Washington, Ozaukee, Kenosha, Dodge, Racine and Sheboygan.

Corporation. The Presbytery is incorporated under the laws of the State of Wisconsin as The Presbytery of Milwaukee of the Presbyterian Church (U.S.A.). This organization is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Governance and Procedures. The Presbytery shall be governed by the Constitution of the Presbyterian Church (U.S.A.), and the Bylaws and the Manual of Operation of the Presbytery. The Bylaws and the Manual of Operation shall not supersede said Constitution. Procedures for all meetings shall be determined by *Robert's Rules of Order Newly Revised* unless special procedures are adopted by the body by a majority vote of those present and voting.

Amendments. The Bylaws of the Presbytery may be amended at any meeting of the Presbytery Assembly by a two-thirds vote of the commissioners present and voting, provided notice of such a proposed change has been given at the previous, stated or special, meeting. The Bylaws may be suspended at any stated meeting of the Presbytery Assembly for that meeting by a two-thirds vote of the commissioners present. The Manual of Operation may be amended at any stated meeting of the Presbytery by a majority vote of the commissioners present and voting, provided that notice of the proposed change has been presented in writing at a previous meeting. Changes related to spelling mistakes, layout, ordering, typographical errors, or incorrect grammar are not considered amendments.

MISSION and PURPOSE

Our allegiance is to our Lord Jesus Christ. We act out our obedience to Christ both individually and through our membership in the Presbyterian Church (U.S.A.) whose *Book of Confessions* and *Book of Order* form the framework for our mission and witnessing.

MEMBERSHIP

Officers. The officers of the Presbytery shall be the Moderator, Vice Moderator, Stated Clerk, and Treasurer.

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47 **Moderator.** The Moderator shall normally be elected at the fourth quarter meeting of
48 Presbytery for a term of one year, beginning to serve upon installation at the first stated meeting
49 of the following year. The Moderator shall perform all the duties and responsibilities of a
50 moderator as outlined in the Constitution of the Presbyterian Church (U.S.A.) and such other
51 duties and responsibilities as determined by the Manual of Operation.
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53 **Vice Moderator.** The Vice Moderator shall normally be elected at the fourth quarter meeting of
54 the Presbytery for a term of one year, beginning to serve upon installation at the first stated
55 meeting of the following year. The Vice Moderator shall act for the Moderator upon request, or
56 in the Moderator's place should the Moderator be unable to act.
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58 **Stated Clerk.** The Stated Clerk shall normally be elected at the fourth quarter meeting of the
59 Presbytery or upon a vacancy in the office. The term shall be three (3) years upon installation.
60 The Stated Clerk shall perform all the duties and responsibilities of a stated clerk as outlined in
61 the Constitution of the Presbyterian Church (U.S.A.) and such other duties and responsibilities as
62 determined by the Manual of Operation.
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64 **Treasurer.** The Treasurer shall normally be elected at the fourth quarter meeting of the
65 Presbytery or upon a vacancy in the office. The term shall be three (3) years upon installation.
66 The Treasurer shall have custody of all funds and other valuable papers and shall provide a
67 monthly report of receipts and expenditures to the Stated Clerk and Presbytery Council
68 designated Presbytery staff person.
69

70 **Members.**

71 Teaching Elders. Every active teaching elder enrolled in the Presbytery of Milwaukee shall be a
72 Continuing Member of the Presbytery guided by the criteria for membership outlines in the
73 Constitution and Manual of Operation.
74

75 Ruling Elder Commissioners. Presbyterian Churches (PCUSA) within the boundary of the
76 Presbytery shall be represented by one (1) ruling elder commissioned by the session.
77

78 Churches may have additional ruling elder commissioners as specified in the Manual of
79 Operation. If a ruling elder is elected an officer of the Presbytery, they shall be a member for the
80 length of service in office, whether or not commissioned by his or her session. Additional ruling
81 elders may be commissioned to the Presbytery in accordance with the Manual of Operation to
82 sustain parity of teaching elders and ruling elders.
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84 **STAFF**

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86 The Presbytery shall have the power to employ such staff and personnel as needed to fulfill its
87 mission in accordance with the Constitution of the Presbyterian Church (U.S.A.). The Manual of
88 Operation will define the purpose of each staff position, method of nomination and election or
89 hire, terms of position, jurisdiction of the position, and responsibilities.
90

91 **MEETINGS**

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93 **Stated Meetings.** The Presbytery shall meet in stated meetings as necessary to accomplish its
94 mission and comply with the Constitution of the PC(U.S.A.). Such meetings will be established
95 by action of the body as a whole.

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97 **Special Meetings.** Special meetings and called meetings of the Presbytery shall be in accordance
98 with the Constitution's *Book of Order* and the Presbytery Manual of Operation.

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100 **Minutes.** The Stated Clerk shall distribute Minutes of Presbytery Assembly meetings to all
101 members of Presbytery and clerks of sessions.

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103 **Electronic Meetings.** The Presbytery Assembly, as well as all Standing Ecclesiastical
104 Commissions and Presbytery Committees of these Bylaws, may conduct meetings electronically
105 when *Robert's Rules of Order* is applied whereby "the meetings provide, at a minimum,
106 conditions of opportunity for simultaneous aural communication among all participating
107 members equivalent to those of a meeting held in one room or area."¹

108
109 **STANDING ECCLESIASTICAL COMMISSIONS & PRESBYTERY COMMITTEES**

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111 **Members of Ecclesiastical Commissions** are elected directly by the Presbytery and accountable
112 to Presbytery. Commissions include those with duties mandated by the Constitution's *Book of*
113 *Order* and other Presbytery commissions identified in the Manual of Operation.

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115 **The Standing Ecclesiastical Commissions of the Presbytery are as follows:** Presbytery
116 Council; Commission on Ministry; Commission on Preparation for Ministry; Partnership
117 Commission, and the Permanent Judicial Commission.

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119 **Powers Delegated.** These Commissions have oversight of the general ministry concerns of the
120 Presbytery and may be delegated the powers of Presbytery as allowed by the *Book of Order*.

121
122 **Members of Standing Committees** shall be elected directly by the Presbytery in accordance
123 with the Constitution, the Bylaws, and the Manual of Operation.

124
125 **The Standing Presbytery Committees are:** Nominating, Representation, and Bills and
126 Overtures.

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128 **Powers of Committees.** The responsibilities and powers of these standing committees are
129 defined in the Constitution and Presbytery's Manual of Operation.

130
131 **VII. PRESBYTERY TRUSTEES²**

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133 The Presbytery Trustees are a Presbytery commission incorporated under the laws of the State of
134 Wisconsin through the incorporation articles of the Presbytery. The Presbytery Trustees shall act
135 and serve in accordance with the Constitution of the Presbyterian Church (U.S.A.), these Bylaws,
136 the Presbytery Manual of Operations, and the laws of the State of Wisconsin.

¹ RONR (11th ed. p 97, 124-27).

² Amended November 15, 2016

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Members. The Presbytery Trustees shall be composed as detailed within the Presbytery Manual of Operations, which shall include the following understandings:

The Council moderator serves as President of the Trustees; the current Moderator and Vice-Moderator of the Presbytery, one of which serves as Vice-President; the Stated Clerk serves as Corporate Secretary; and the Presbytery Treasurer serves as Corporate Treasurer.

The Stated Clerk as Corporate Secretary and the Presbytery Treasurer as Corporate Treasurer shall be members of the Presbytery Trustees by virtue of office and serve with vote.

Designated staff shall serve the Trustees ex-officio and without vote.

Terms of office are defined in the Manual of Operations.

A Presbytery Attorney may be appointed by the Trustees. The Presbytery Attorney shall serve as legal counsel to the Presbytery with regard to matters related to Presbytery property and the relation of the Presbytery and its activities to civil law. The Presbytery Attorney shall receive such retainer as may be provided annually in the Presbytery budget, upon recommendation by the Trustees.

Meetings. The Presbytery Trustees shall meet at least annually, or in a special meeting when called by its moderator, or at the request of two (2) members of the commission, or when ordered by the Presbytery.

Delegated Powers. The Board of Trustees shall be responsible for the following, on behalf of the Presbytery, with all actions being reported to the Presbytery at its stated meetings:

Buy, receive, hold, encumber, sell, transfer, and convey real and personal property on behalf of the Presbytery.

Receive and review requests for sell, mortgage, lease or purchase property and make a recommendation to the Presbytery for action as all Presbytery and congregational property is held in trust for the Presbyterian Church (U.S.A.), regardless of whether this is stated in the title documents.

Provide oversight to all legacies and bequests of all monies and property, real and personal, that may be given, granted, devised, or bequeathed to Presbytery and shall use, manage, and convey the same under the review and direction of the Presbytery.

Borrow money and issue notes, bonds, debentures, and other evidences of indebtedness, and mortgage, pledge, and hypothecate real and personal property as security for repayment for obligations of particular congregations, organizations related to the Presbytery, and of the Presbytery itself.

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182 Maintain a list of, and periodically review, the agreements with related organizations and
183 recommend to Presbytery their renewal, amendment, or discontinuance.
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185 Oversee investment and reinvestment of operating and other non-endowed funds held by the
186 Presbytery.
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188 Review and recommend comprehensive insurance programs for the Presbytery and for
189 congregations within its bounds.
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191 Assure that the financial books and records of the Presbytery are audited or reviewed
192 annually.
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194 Conduct or oversee all legal and corporate affairs of the Corporation, which shall include
195 implementing Presbytery legal and corporate matters in cooperation with and support of the
196 program and strategy decisions made by the presbytery, commissions, or other committees.
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198 Manage the legal affairs of the Corporation and execute documents which are necessary or
199 desirable to fulfill the requirements of civil law in respect to the Corporation, exercising all
200 authority allowed directors of a nonprofit corporation under Wisconsin law.
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202 Authorize and empower the Corporate President and Secretary, in the name of the
203 Presbytery, to execute appropriate documents in accordance with the actions of the
204 Presbytery. In the event that either the President or the Secretary is not available to execute
205 the documents the Trustees' Vice-President is authorized and empowered to act.
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207 **The Presbytery Trustees are the legal representatives of the Presbytery.** Any member of
208 Presbytery, congregation, or Presbytery entity which is being sued or is considering a lawsuit,
209 and the suit mentions or contains matters which might implicate or involve the Presbyterian
210 Church (U.S.A.) or any of its entities or bodies, shall immediately notify the Stated Clerk, who
211 shall then upon receipt of such report immediately notify the Board of Trustees, legal counsel
212 and insurance representative.
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214 The Trustees may act on legal issues on behalf of the Presbytery, especially those which require
215 immediate action or action taken before the next stated Presbytery Assembly. If there is
216 reasonable time to respond to a legal issue or notice, the Trustees shall call a special Presbytery
217 meeting to seek direction and approval if the action involves receiving, holding, encumbering,
218 managing, transferring, disposing of, or conveying property, real or personal owned by or held in
219 trust for presbytery.
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221 **Indemnification.** Each trustee and officer of the Corporation shall be indemnified by the
222 Corporation against expenses reasonably incurred in connection with any action, suit, or
223 proceeding to which the trustee or officer may be made a party by reason of being or having been
224 a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or
225 officer at the time of incurring such expenses), except in relation to matters as to which he or she
226 shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing

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227 right of indemnification shall not be exclusive of other rights to which any trustee or officer may
228 be entitled as a matter of law.