

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

PART I
BYLAWS
APPROVED SEPTEMBER 20, 2014

I. NAME, BOUNDARY, CORPORATION and PROCEDURES

A. 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.

B. Boundary

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

C. 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.

D. 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.

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, typographical errors, or incorrect grammar are not considered amendments.

II. 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.

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III. MEMBERSHIP

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

1. Moderator. The Moderator shall normally be elected at the fourth quarter meeting of Presbytery for a term of one year, beginning to serve upon installation at the first stated meeting of the following year. The Moderator shall perform all the duties and responsibilities of a moderator as outlined in the Constitution's Form of Government and such other duties and responsibilities as determined by the Manual of Operation.
2. Vice Moderator. The Vice Moderator shall normally be elected at the fourth quarter meeting of the Presbytery for a term of one year, beginning to serve upon installation at the first stated meeting of the following year. The Vice Moderator shall act for the Moderator upon request, or in the Moderator's place should the Moderator be unable to act.
3. Stated Clerk. The Stated Clerk shall normally be elected at the fourth quarter meeting of the Presbytery or upon a vacancy in the office. The term shall be three (3) years upon installation. The Stated Clerk shall perform all the duties and responsibilities of a stated clerk as outlined in the Constitution's Form of Government and such other duties and responsibilities as determined by the Manual of Operation.
4. Treasurer. The Treasurer shall normally be elected at the fourth quarter meeting of the Presbytery or upon a vacancy in the office. The term shall be three (3) years upon installation. The Treasurer shall have custody of all funds and other valuable papers, and shall provide a monthly report of receipts and expenditures to the Stated Clerk and Presbytery staff person designated in the Manual of Operation.

B. Members

1. Teaching Elders. Every active teaching elder enrolled in the Presbytery of Milwaukee shall be a Continuing Member of the Presbytery guided by the criteria for membership outlines in the Constitution and Manual of Operation.
2. Ruling Elder Commissioners. Presbyterian Churches (PCUSA) within the boundary of the Presbytery shall be represented by one (1) ruling elder commissioned by the session.

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

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IV. STAFF

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

V. MEETINGS

A. Stated Meetings

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

B. Special Meetings

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

C. Minutes

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

D. Electronic Meetings

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

VI. STANDING ECCLESIASTICAL COMMISSIONS & PRESBYTERY COMMITTEES

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

1. The Standing Ecclesiastical Commissions of the Presbytery are as follows: Presbytery Council; Ministry; Preparation for Ministry; and the Permanent Judicial Commission.

¹ RONR (11th ed. p 97, 124-27).

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- 137 2. These Commissions have oversight of the general ministry concerns of the Presbytery
138 and may be delegated the powers of Presbytery as allowed by the *Book of Order*.
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- 140 B. Members of Standing Committees shall be elected directly by the Presbytery in
141 accordance with the Constitution, the Bylaws, and the Manual of Operation.
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- 143 1. The Standing Presbytery Committees are: Nominating, and Representation.
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- 145 2. The responsibilities and powers of these standing committees are defined in
146 the Constitution and Presbytery's Manual of Operation.
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148 **VII. PRESBYTERY TRUSTEES²**

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150 The Presbytery Trustees are a Presbytery commission incorporated under the laws of the
151 State of Wisconsin through the incorporation articles of the Presbytery. The Presbytery
152 Trustees shall act and serve in accordance with the Constitution of the Presbyterian Church
153 (U.S.A.), these Bylaws, the Presbytery Manual of Operations, and the laws of the State of
154 Wisconsin.
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- 156 A. The Presbytery Trustees shall be composed as detailed within the Presbytery Manual of
157 Operations, which shall include the following understandings:
158
- 159 1. The Council moderator serves as President of the Trustees; the current Moderator and
160 Vice-Moderator of the Presbytery, one of which serves as Vice-President; the Stated
161 Clerk serves as Corporate Secretary; and the Presbytery Treasurer serves as Corporate
162 Treasurer.
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- 164 2. The Stated Clerk as Corporate Secretary and the Presbytery Treasurer as Corporate
165 Treasurer shall be members of the Presbytery Trustees by virtue of office and serve
166 without vote.
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- 168 3. Designated staff shall serve the Trustees ex-officio and without vote.
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- 170 4. Terms of office are defined in the Manual of Operations.
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- 172 5. A Presbytery Attorney may be appointed by the Trustees. The Presbytery Attorney
173 shall serve as legal counsel to the Presbytery with regard to matters related to
174 Presbytery property and the relation of the Presbytery and its activities to civil law.
175 The Presbytery Attorney shall receive such retainer as may be provided annually in the
176 Presbytery budget, upon recommendation by the Trustees.
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- 178 B. The Presbytery Trustees shall meet at least annually, or in a special meeting when called
179 by its moderator, or at the request of two (2) members of the commission, or when
180 ordered by the Presbytery.
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² Amended November 15, 2016

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- 182 C. The Board of Trustees shall be responsible for the following, on behalf of the Presbytery,
183 with all actions being reported to the Presbytery at its stated meetings:
184
- 185 1. Buy, receive, hold, encumber, sell, transfer, and convey real and personal property on
186 behalf of the Presbytery.
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 - 188 2. Receive and review requests for sell, mortgage, lease or purchase property and make a
189 recommendation to the Presbytery for action as all Presbytery and congregational
190 property is held in trust for the Presbyterian Church (U.S.A.), regardless of whether
191 this is stated in the title documents.
192
 - 193 3. Provide oversight to all legacies and bequests of all monies and property, real and
194 personal, that may be given, granted, devised, or bequeathed to Presbytery and shall
195 use, manage, and convey the same under the review and direction of the Presbytery.
196
 - 197 4. Borrow money and issue notes, bonds, debentures, and other evidences of
198 indebtedness, and mortgage, pledge, and hypothecate real and personal property as
199 security for repayment for obligations of particular congregations, organizations
200 related to the Presbytery, and of the Presbytery itself.
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 - 202 5. Maintain a list of, and periodically review, the agreements with related organizations
203 and recommend to Presbytery their renewal, amendment, or discontinuance.
204
 - 205 6. Oversee investment and reinvestment of operating and other non-endowed funds held
206 by the Presbytery.
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 - 208 7. Review and recommend comprehensive insurance programs for the Presbytery and for
209 congregations within its bounds.
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 - 211 8. Assure that the financial books and records of the Presbytery are audited annually.
212
 - 213 9. Conduct or oversee all legal and corporate affairs of the Corporation, which shall
214 include implementing Presbytery legal and corporate matters in cooperation with and
215 support of the program and strategy decisions made by the presbytery, commissions, or
216 other committees.
217
 - 218 10. Manage the legal affairs of the Corporation and execute documents which are
219 necessary or desirable to fulfill the requirements of civil law in respect to the
220 Corporation, exercising all authority allowed directors of a nonprofit corporation under
221 Wisconsin law.
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 - 223 11. Authorize and empower the Corporate President and Secretary, in the name of the
224 Presbytery, to execute appropriate documents in accordance with the actions of the
225 Presbytery. In the event that either the President or the Secretary is not available to
226 execute the documents the Trustees' Vice-President is authorized and empowered to
227 act.

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D. The Presbytery Trustees are the legal representatives of the Presbytery.

1. Any member of Presbytery, congregation, or Presbytery entity which is being sued or is considering a lawsuit, and the suit mentions or contains matters which might implicate or involve the Presbyterian Church (U.S.A.) or any of its entities or bodies, shall immediately notify the Stated Clerk, who shall then upon receipt of such report immediately notify the Board of Trustees, legal counsel and insurance representative.
2. The Trustees may act on legal issues on behalf of the Presbytery, especially those which require immediate action or action taken before the next stated Presbytery Assembly. If there is reasonable time to respond to a legal issue or notice, the Trustees shall call a special Presbytery meeting to seek direction and approval if the action involves receiving, holding, encumbering, managing, transferring, disposing of, or conveying property, real or personal owned by or held in trust for presbytery.
3. Each trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.