

BYLAWS
OF
THE PRESBYTERY OF SANTA FE
**(Adopted June 6, 2003; Revised February 23, 2008; Revised October 13, 2012;
Revised June 27, 2015; Revised October 12, 2016) and again on 2/7/2017**

PREAMBLE

The voting membership of the Presbytery of Santa Fe, hereinafter referred to as "Corporation" or "Presbytery", as a constituent governing body under The Presbyterian Church (U.S.A.) and as a not-for-profit corporation organized for religious purposes and existing under and by virtue of the laws of the State of New Mexico, hereby enacts the following Amended and Newly Adopted Bylaws as containing the principles under which the Corporation shall be governed.

ARTICLE I

Ecclesiastical Connection

This council is an integral part of the following councils of The Presbyterian Church (U.S.A.): the Sessions of established congregations constituting the Presbytery of Santa Fe, the Synod of the Southwest, and the General Assembly of The Presbyterian Church (U.S.A.), hereinafter referred to as "the PCUSA."

ARTICLE II

Constitution

The Presbytery of Santa Fe, being a particular council of the PCUSA, recognizes that the Constitution of the PCUSA is, in all of its provisions, obligatory upon this particular council and its members. If any part of these Bylaws conflict with the Constitution of the PCUSA, the same shall be null and void and the provision, or provisions, of the Constitution of the PCUSA shall be substituted therein.

ARTICLE III

Territory

The territory in which the Corporation's operations are principally to be conducted is the territory shown within its geographical boundaries on Exhibit "A", which is attached to and made a part of these Bylaws.

ARTICLE IV

Membership

- 1) Voting Membership. The voting membership of this Corporation **at any Presbytery meeting** shall consist of those persons ordained as Teaching Elders (Ministers of the Word and Sacrament) who have been admitted as continuing members of the Presbytery, Ruling Elders who have a commission as a Commissioned Ruling Elder, and those Ruling Elders who have been received into membership of a PCUSA affiliated church corporation located in the Presbytery's territory and have been duly elected;
 - a) As a Ruling Elder Commissioner to the Presbytery by their respective session,
 - b) As Chair of a Presbytery Commission or Committee,
 - c) As either an ecclesiastical or corporate officer of this Presbytery,
 - d) As a Ruling Elder who is a Certified Christian Educator, who is currently employed as an educator at least half-time in a congregation in the Presbytery,
 - e) As Moderator of Presbytery for any prior year.
 - f) Moderator of Presbyterian Women if she is not otherwise a voting member of Presbytery.
- 2) Corresponding Members. When in attendance, corresponding members with voice, but without vote shall be:
 - a) Members of Synod Staff and Presbytery staff, and
 - b) Teaching Elders of other Presbyteries of the PCUSA and of other communions in correspondence with the General Assembly.
- 3) Youth Advisory Delegates. Persons between 17 and 23 years of age, not otherwise serving as a Ruling Elder commissioner, may be elected by each Session for a term of one year. Youth advisory delegates must be active

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members of the particular congregation which elected them and are granted privilege of the floor, but without vote.

- 4) Others in Attendance. Others in attendance at a meeting of Presbytery may be granted privilege of the floor by action of Presbytery. Such persons should present their names to the ~~Missional Presbyter/Stated Clerk~~ **Administrator** prior to the opening of the particular Presbytery meeting.
- 5) Judicial Process. Full judicial process as defined in the Rules of Discipline of the Constitution of the PCUSA shall apply to all communicant members, Teaching Elders, and corporations affiliated with and subject to the Constitution of the PCUSA.

ARTICLE V

The Presbytery as an Ecclesiastical Entity

- 1) The Presbytery, as an ecclesiastical body, shall consist of the following:
 - a. Ecclesiastical Officers of Presbytery. Presbytery elects as its ecclesiastical officers a Moderator, Moderator-elect, **Past Moderator**, ~~Missional Presbyter/~~**Stated Clerk** and Treasurer. Their duties are as stated in the Book of Order and the Standing Rules of the Presbytery of Santa Fe. The terms of office for the Moderator and Moderator-elect begin with their installation. The terms of office for the ~~Missional Presbyter/~~ **Stated Clerk** and Treasurer **begin their term at the close of the Annual Meeting following election.**
 - i. The Moderator is ordinarily the person who has served as Moderator-elect the preceding year, and is elected for a term of one year.
 - ii. The Moderator-elect is elected for a term of one year.
 - iii. The Past Moderator is elected for a term of one year.**
 - iv. The ~~Missional Presbyter/~~**Stated Clerk** is elected for a term of three years.
 - v. The Treasurer is elected for a term of three years.
 - b. Presbytery Commissions, Committees and Teams. The Commissions and Committees of Presbytery shall be those created to fulfill the vision and values of the Presbytery and those required by the

Constitution of the Presbyterian Church (U.S.A.). They shall include: the Commission on Ministry; the Commission on Preparation for Ministry; the Committee on Representation and Participation; the Worship Networking Committee; the Education Networking Committee; the Mission Networking Committee; the Finance and Property Committee; the Personnel Committee; the Presbytery Permanent Judicial Commission; the Leadership Team; and the Coordinating Team.

- i. Responsibilities. The responsibilities of these commissions, committees, and teams are set forth in the Book of Order and the Standing Rules of the Presbytery.
- ii. Election.
 1. The members and chairpersons of all Commissions and Committees, except as otherwise noted in paragraphs 2 and 3 below, are nominated by the Committee on Representation and Participation and elected annually by the Presbytery.
 2. The members of the Permanent Judicial Commission shall elect their own chairperson from among their membership.
 3. The members ~~and the chairperson~~ of the Committee on Representation and Participation are nominated by the Coordinating Team and elected by the Presbytery. The chair shall be nominated from among the committee members by the Moderator of the Presbytery and elected annually by the Presbytery.
- iii. Terms.
 1. The Commissions and Committee members are elected to three year terms divided into three equal classes and the chairpersons or co-chairpersons shall be elected annually to serve one year terms, except the Permanent Judicial Commission members shall be elected for a six year term.
 2. The Commission and Committee members shall serve no more than two complete terms or partial terms aggregating more than six consecutive years and no Commission or Committee chairperson shall serve more

than three complete terms or partial terms aggregating more than three consecutive years. Members of the Permanent Judicial Commission, as defined in the Book of Order, may serve only one term.

- iv. Quorum. A quorum shall comprise **more than half** the membership of a commission, committee or team, **which must include** plus its chairperson **or co-chairperson**. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the commission, committee, or team.
 - v. Electronic voting. Any electronic voting by committees, commissions or teams shall be conducted according to the Standing Rules of the Presbytery.
 - vi. Manual and Rules. Each commission, committee, and team may adopt a manual of operations for its work, and may adopt rules for its own government, not inconsistent with these bylaws or with the Standing Rules of the Presbytery.
- c. Other Commissions, Committees, Work Groups or Task Forces. Other commissions, committees, work groups or task forces may be established and dissolved by the Presbytery.
- i. Such groups shall be established for the fulfillment of any particular function or ministry which shall be stated.
 - ii. Such groups are established for a specific period of time and for specific functions.
 - iii. The size, membership and structure of such groups shall be determined by the entity which established them.
 - iv. Such groups are responsible to the entity which established them and shall report directly to that entity.
 - v. The establishment of such groups shall be reported to ~~the~~ ~~body to whom the established group reports~~ the Presbytery.
- 2) Duties and Responsibilities. The duties, responsibilities and authority of the Presbytery, both as a council and as an entity charged with supporting congregations' witness in the world, are defined in the Book of Order.
- 3) General Rules of Organization
- a. Terms of Office. The Presbytery Moderator-Elect, The Moderator

(who chairs the Leadership Team), and the Past Moderator (~~who chairs the Coordinating Team~~) shall ordinarily serve no more than a single one-year term in each of those offices.

- b. Election and Vacancies. Chairpersons and members of Commissions and Committees, as provided herein above, shall be elected at the annual meeting of Presbytery to take office at the end of the annual meeting. Through the Committee on Representation and Participation, vacancies may be filled at any time and take effect at such time as Presbytery shall determine. ~~{If a vacancy occurs on the Leadership Team, the most recent Moderators of Presbytery will be invited in succession to serve~~ **to fill such vacancy(ies).**}
- c. Floor Nominations. The opportunity for nominations to be made from the floor of Presbytery shall not be curtailed, so long as that process does not violate any of the above stipulations, or the Book of Order, or the Presbytery's Standing Rules.
- d. Standing Rules. The Standing Rules of Presbytery shall serve to expand upon these bylaws; however, should any part of the Standing Rules conflict with these bylaws, the same shall be null and void and the provision, or provisions, of these bylaws with which they conflict shall be substituted therein.

ARTICLE VI

The Presbytery – As Corporate Entity

- 1) In accordance with the Laws of the State of New Mexico, the Presbytery establishes a Board of Trustees which shall be responsible for fulfilling the corporate responsibilities of the Presbytery of Santa Fe.
- 2) The members of the Finance and Property Committee and the Ecclesiastical Officers of the Presbytery shall comprise the Board of Trustees of the Presbytery.
- 3) The Officers of the Board of Trustees shall be a President, who is the Moderator of the Presbytery; ~~and an Executive Vice-President, who is the Executive Officer of the Presbytery (Missional Presbyter/Stated Clerk);~~ a Secretary, who is the **Stated Clerk** ~~Moderator Elect~~ of the Presbytery; and a

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Treasurer, who is the Treasurer of the Presbytery.

- 4) (~~moved from ARTICLE VIII~~) The Presbytery shall elect a **Stated Clerk**. ~~who is Executive Vice President for the Corporation~~. This person shall be responsible for implementing its policies and ensuring fulfillment of denominational constitutional responsibilities. This person shall be authorized to perform **or delegate** those functions set forth in Article IX, below, as its agent; unless otherwise limited by act and resolution of the Board of Trustees and not inconsistent with these Bylaws, the articles of incorporation or any federal, state or local law or statute applicable to the Corporation.
- 5) The Board of Trustees shall:
 - a. Hold and manage the properties of the Corporation.
 - b. Manage the financial affairs of the Corporation.
 - c. Consider and act upon requests from congregations for permission to take the actions regarding real property as described in G-4.02 of the Book of Order.
 - d. Make all reports and have the authority to take all actions and exercise all power granted by the New Mexico Non-Profit Corporation Act, provided the exercise of such authority or power does not contravene any provision of the Constitution of the PCUSA or the Articles of Incorporation, Bylaws or Standing Rules of the Presbytery of Santa Fe.

ARTICLE VII

Meetings of the Presbytery

- 1) Annual Meeting
 - a. An annual meeting of the members of the Presbytery of Santa Fe shall ordinarily be held in the month of October, for the purpose of electing Trustees, Officers and such other persons as are required by these bylaws and for the transaction of such other business as may come before the meeting.
- 2) Stated Meetings. In addition to the Annual Meeting, the Presbytery shall

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hold such stated meetings as the Standing Rules may provide.

- 3) Called Meetings. Called meetings of the members may be called in conformity with the Book of Order.
- 4) Absences from meetings. An excused absence from either a Stated or Called meeting may be granted by the ~~Missional Presbyter/~~ **Stated Clerk** for good and sufficient reason if ~~and~~ **as long as** the request is received by the ~~Missional Presbyter/~~ **Stated Clerk or Administrator** prior to the convening of the meeting.
- 5) Quorum. A quorum for a meeting consists of any ten Teaching Elders ~~belonging to~~ **who are members of** Presbytery and ~~one~~ **ten** Ruling Elder commissioners ~~each~~ from ten **different** congregations on the roll of the presbytery.
- 6) Types of Meetings. Meetings of Presbytery and its subordinate entities, created under the authority of these bylaws, may hold meetings in these following ways:
 - a. Traditional in person, that is a single official gathering in one room or area of the assembly of its members at which a quorum is present.
 - b. Electronic meetings, **applicable only to the subordinate entities of the Presbytery**, are authorized through the use of a conference telephone or other communications equipment and electronic technologies by means of which all persons participating in the meeting can engage in interactive dialogue and discussion.
- 7) Parliamentary Procedures. Meetings of Presbytery and its subordinate entities, created under the authority of these bylaws, shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*, except in those cases where the Standing Rules or Book of Order provide otherwise.

~~ARTICLE VIII~~ (Omit Article VIII)

~~Elected Staff and Employees~~

- 1) (**Move # 1 to Article VI, Paragraph 4**) The Presbytery shall elect a ~~Missional~~

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Presbyter/Stated Clerk. ~~who is Executive Vice President for the Corporation.~~ This person shall be responsible for implementing its policies and ensuring fulfillment of denominational constitutional responsibilities. This person shall be authorized to perform **or delegate** those functions set forth in Article IX, below, as its agent; unless otherwise limited by act and resolution of the Board of Trustees and not inconsistent with these Bylaws, the articles of incorporation or any federal, state or local law or statute applicable to the Corporation.

2) ~~Vacancies.~~

- a. ~~Acting.~~ In the event of a vacancy, the Coordinating Team shall name a person to act in that position until such a time as an interim may be hired.
- b. ~~Interim.~~ The Coordinating Team shall propose to a regular or called meeting of the Presbytery the position description, compensation and process for securing an interim. The interim shall be elected by the Presbytery.
- c. ~~Election to Fill Vacancies.~~ The Coordinating Team shall propose to the Presbytery the process for searching for the replacement for the vacant position and nominate persons to serve on the search committee. The nominees to serve on the search committee for the Missional Presbytery/Stated Clerk shall be voted upon by the Presbytery. The final candidate for this position will be presented to Presbytery for its vote.

3) ~~The Board of Trustees may employ such other person or persons deemed necessary for the efficient administration of the Corporation and the implementation of its policies, as it may from time to time determine.~~

ARTICLE IX (becomes ARTICLE VIII)

Contracts, checks, deposits and Funds

- 1) Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name, and on behalf, of the Corporation, and such

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authority may be general or limited to specific matters.

- 2) Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments of \$1000 or less shall be signed by either the treasurer or one of the other persons authorized by the Board of Trustees to be a signatory. Instruments of more than \$1,000 shall be signed by two of the authorized signatories.
- 3) Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
- 4) Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.
- 5) Investments. The Board of Trustees, in consultation with the treasurer and/or person(s) whom the Board of Trustees may name, shall determine when and how funds shall be invested for the benefit of the Corporation.
- 6) Restricted and/or Designated Funds. Restricted and/or designated funds of the Corporation shall be utilized according to the terms of their restriction and/or designation in accordance with policies adopted by the Board of Trustees. If and when such restrictions or designations are no longer applicable or relevant, the Board of Trustees shall take appropriate actions to release the funds from their restriction or designation. Application for utilization of such funds shall be through procedures approved by the Board of Trustees or policies of the Presbytery of Santa Fe as spelled out in the Standing Rules or policies of a committee.

ARTICLE X (becomes ARTICLE IX)

Books and Records

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The Corporation shall keep correct and complete books and records of account, consistent with generally accepted accounting practices, and shall also keep minutes of the proceedings of its Board of Trustees and committees having the authority of the Board of Trustees, and shall keep at its registered or principal office a record giving the names and addresses of the members of the Board of Trustees. All books and records of the Corporation may be inspected by ~~any member or~~ any Trustee, their agent or attorney, for any proper purpose at any reasonable time. Further, the Board of Trustees shall, at minimum, have a full annual financial review of all books and records relating to finances as provided in Book of Order G-3.0113. ~~making provision for a~~ **A full financial audit shall be conducted** no less than every three years.

ARTICLE XI (becomes ARTICLE X)

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII (becomes ARTICLE XI)

Waiver of Notice

Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII (becomes ARTICLE XII)

Amendments to, and Suspension of, Bylaws

These bylaws may be altered, amended or repealed and new ones may be adopted by a two-thirds vote of the voting members of the Presbytery of Santa Fe present at any stated or called meeting. At least ten days written notice shall be

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given of intention to alter, amend and/or repeal the existing bylaws or to adopt new ones at such meeting.

Likewise, these bylaws, or any portion thereof, may be suspended at any stated or called meeting of the Presbytery by a three-fourths vote of the voting members of the Presbytery present at any stated or called meetings, provided at least ten days written notice is given of the intention to do so.

Moderator

Missional Presbyter/Stated Clerk