

BYLAWS OF THE PRESBYTERY OF THE CASCADES

Adopted By 2/3 Vote by the Presbytery of the Cascades on 19 June 2015

ARTICLE I - IDENTITY AND AUTHORITY

The Presbytery of the Cascades ("the presbytery") is a council of the Presbyterian Church (U.S.A.) subject in all respects to the provisions of the Constitution of the Presbyterian Church (U.S.A.). The Constitution, these Bylaws, and other such authorities as the presbytery may establish for itself shall govern the structure and proceedings of the presbytery. The most recent edition of Robert's Rules of Order shall be consulted on matters of parliamentary and meeting procedures. The presbytery shall possess all inherent authority and power to fulfill its responsibilities.

ARTICLE II - MISSION STATEMENT

The mission of the Presbytery of the Cascades is to serve God by nurturing, supporting and celebrating our common ministries. Guided by the Holy Spirit and in order to glorify God and follow Jesus Christ:

- We will encourage and support congregations to grow in their particular ministries.
- We will support and care for those in leadership.
- We will develop supportive relationships within the presbytery and with other sisters and brothers in Christ.
- We will inspire, equip and connect churches for mission and ministry.

ARTICLE III - MEMBERSHIP

Section A. Definition of the Presbytery

The presbytery is a corporate expression of the Church consisting of all the Presbyterian Church (U.S.A.) congregations within its bounds and the teaching elders on its rolls.

Section B. Powers of Voting Members of the Corporation

The voting members of the presbytery shall have the right to vote in elections of the directors of the corporation to serve on the Board of Trustees and in elections of the officers of the corporation. The voting members shall also have the right to vote on the removal of directors or officers of the corporation and the right to vote on any amendments of the Articles of Incorporation or these Bylaws. "Voting Members" of the Presbytery is defined in Article VI, Section D, of these Bylaws. For purposes of civil law, however, the corporation does not have "members" as that term is used in Chapter 65 of the Oregon Revised Statutes.

ARTICLE IV - BOUNDARIES

The Presbytery of the Cascades encompasses an area of approximately 65,000 square miles in western and central Oregon and in sections of southern Washington and northern California following the geographical boundaries as established by the General Assembly of the Presbyterian Church (U.S.A.) within the Synod of The Pacific.

ARTICLE V - REGIONS

The Presbytery of the Cascades is to accomplish its mission, to the extent possible, in four geographic regions, i.e., the South, Central, Northeast, and Northwest areas within its boundaries.

ARTICLE VI - MEETINGS OF PRESBYTERY

Section A. Required or "Stated" Meetings of Presbytery

Stated meetings of the presbytery shall be held three times each year at times and places to be determined by the presbytery, ordinarily within the month of March, within the months of either June or July, and within the month of November. The required or "stated" meeting held in either June or July of each year shall be the annual meeting for the election of directors of the corporation to serve on the Board of Trustees. At the annual meeting the voting members shall also elect one of the directors to serve as chair of the Board of Trustees and also as president of the corporation. The

date and location of each stated meeting shall be announced in advance as may be required. The Sacrament of the Lord's Supper may be celebrated by the presbytery at any or all of its stated meetings.

Section B. Special Meetings

The moderator shall call a special meeting at the request, or with the concurrence, of two teaching elders and two ruling elders, the elders being of different congregations. Should the moderator be unable to act, the stated clerk shall, under the same conditions, issue the call. If both moderator and stated clerk are unable to act, any three teaching elders and three ruling elders, the elders being of different congregations, may call a special meeting. The synod may direct the presbytery to convene a special meeting for the transaction of designated business. Notice of a special meeting shall be sent not less than ten days in advance to each teaching elder and to the session of every congregation. The notice shall set out the purpose of the meeting, and no other business than that listed in the notice shall be transacted.

Section C. Quorum

The quorum for a meeting of the presbytery, whether stated or special, shall be no fewer than the number of ruling elders required to represent at least ten percent of the congregations of the presbytery, and an equal number of teaching elders of the presbytery.

Section D. Definition of Voting Members

Persons eligible to vote at meetings of the presbytery shall include all teaching elders on the active roll or member-at-large roll of the presbytery, all ruling elders commissioned by the session of the congregation of their membership, all ruling elders who serve as members of the Presbytery Leadership Commission or as elected members of committees and commissions listed in Article VIII and the Board of Trustees in Article IX of these bylaws, whether or not elected as commissioners to presbytery by the session of their congregation, all commissioned ruling elders when their commission includes having the right to vote at meetings of the presbytery and certified Christian educators serving in an educational ministry within the presbytery under the provisions of G-2.1103b during the term of service in an educational ministry.

Section E. Persons Eligible to Have Voice

The presbytery grants the privilege of the floor to other certified Christian educators at all its meetings with voice only, and, in the case of certified Christian educators who are ruling elders, voice and vote under the provisions of G-2.1103b during the term of service in an educational ministry under the jurisdiction of the presbytery. The presbytery may act to grant voice, but not the right to vote, to presbyters in good standing in other governing bodies of the Presbyterian Church (U.S.A.) or in any other Christian church who are present at any meeting and who may be seated as corresponding members

ARTICLE VII - OFFICERS AND DUTIES

Section A. Chair of the Board of Trustees and President of the Corporation

The Chair of the Board of Trustees shall be the president of the corporation and shall be elected by the voting members of the presbytery.

Section B. Secretary of the Board of Trustees and Secretary of the Corporation

The secretary of the Board of Trustees shall be the secretary of the corporation and shall be elected by the Board of Trustees.

Section C. Moderator

The presbytery shall annually elect a moderator to fulfill the duties of that office as described in the Constitution and in these Bylaws. A moderator shall serve for one year and may not succeed to the office. In the event of the inability of the moderator to fulfill his or her term of service, the presbytery shall elect one of the vice moderators to fill the unexpired term.

Section D. Vice Moderators

There shall be one regional vice moderator for each geographic region. The presbytery shall elect each year, as necessary, regional vice moderators to serve for a two-year term. Vice moderators are

to perform those duties delegated by the moderator, to fulfill the duties of the moderator in the absence of the moderator, to represent the presbytery at installations, ordinations and other events in the vice moderator's region, and to serve on the regional Committee on Congregational Connections. One of the vice moderators, ordinarily the vice moderator of the region in which a meeting of the presbytery is being held, is to preside at a meeting of the presbytery in the absence of the moderator.

Section E. Stated Clerk

The presbytery shall elect a stated clerk to fulfill the duties of that office as described in the Constitution and in these Bylaws. The stated clerk is to be elected for a term of office of five years, with reelection possible to an indefinite number of terms.

Section F. Treasurer

The Presbytery shall elect a treasurer to provide oversight and management of the finances of the presbytery and ensure that accurate financial reports are regularly provided to commissions, committees, boards and the Presbytery Leadership Commission, the Board of Trustees, and the presbytery. The treasurer is to be elected for a term of office of three years, with reelection to an indefinite number of terms possible.

ARTICLE VIII - ORGANIZATION

Section A. Structure.

The presbytery shall be structured in such ways as may be required or necessary for the accomplishment of its mission statement. The organization of the corporation shall include a Board of Trustees, which shall serve as the board of directors of the corporation (See Article IX).

Section B. Committees and Commissions

The presbytery shall have the following committees and commissions to implement its mission. Insofar as possible and unless otherwise specified, each committee shall consist of both teaching elders and members of congregations, with at least half being members of congregations and each commission shall be composed of ruling elders and teaching elders in numbers as nearly equal as possible. Also insofar as possible and unless otherwise specified, each committee and commission of the presbytery shall have an equal number of members from each region of the presbytery, with consideration to gender parity, racial ethnic, and disability representation.

1. Commission on Ministry

The presbytery shall elect a Commission on Ministry (COM) for each region to serve as pastor and counselor to teaching elders, ruling elders commissioned to pastoral service, and certified Christian educators of the presbytery; to facilitate the relations between the presbytery and its congregations, teaching elders, ruling elders commissioned to pastoral service, and certified Christian educators; and to settle difficulties on behalf of the presbytery where possible and expedient. Each regional Commission on Ministry (COM) shall consist of 12 persons including the chair, all from the region, in equal numbers of teaching and ruling elders. All authority and responsibility which the Constitution of the Presbyterian Church (U.S.A.) allows to be delegated to a Commission on Ministry (COM) is granted by the presbytery to its regional Commissions on Ministry (COMs). Each regional Commission on Ministry (COM) is empowered to establish administrative commissions for the purposes of ordination or installation of teaching elders. Each regional Commission on Ministry (COM) is to report its actions taken to the next stated meeting of Presbytery.

2. Commission on Preparation for Ministry

The presbytery shall elect, in accord with the Constitution, a Commission on Preparation for Ministry consisting of sixteen teaching and ruling elders, including the chair. The commission is to provide for the recruitment, nurture, care and oversight of inquirers and candidates for the ministry as provided for in the Constitution, and with the care and oversight of candidates for certification as church educators. The commission is given authority by presbytery to dismiss candidates as provided in the Constitution and is to report actions taken to the next stated meeting of Presbytery.

3. Nominating Committee

The presbytery shall elect a Nominating Committee of twelve persons including the chair. The committee shall be broadly representative of the member churches of the presbytery with a membership of equal numbers of teaching and ruling elders. There shall be at least one person from each region of the presbytery.

4. Committee on Representation

The presbytery shall elect seven persons, including the chair, to serve on the Committee on Representation to meet the requirements and fulfill the responsibilities specified in the Constitution.

5. Permanent Judicial Commission

The presbytery shall elect seven persons chosen in accordance with the constitutional provisions to a Permanent Judicial Commission to perform the duties of a Permanent Judicial Commission as specified in the Constitution.

6. Personnel and Administration Committee

The presbytery shall elect eight persons, including the chair, to a Personnel and Administration Committee. The committee shall have responsibility for developing and implementing personnel policies, conducting performance reviews of employees of the presbytery, and dealing with personnel and administrative matters on behalf of the presbytery.

7. Committee on Congregational Connections

The presbytery shall establish a Committee on Congregational Connections (COCC) for each region, to serve as a networking and resourcing group to facilitate mission in local congregations and other ministries in the presbytery. Each Committee on Congregational Connections (COCC) shall consist of one ruling elder and one teaching elder, elected to a three year term, by Presbytery plus the regional vice moderator, who shall serve for a term of two years. The regional Committees on Congregational Connections (COCCs) may co-opt other members from their region to serve on the committee for an amount of time determined by the committee. Each regional COCC will elect their own committee chair from its membership.

8. Communication and Meetings Planning Team

The presbytery shall elect a chair or co-chairs of a Communication and Meetings Planning Team (CAMPT), for a term of 3 years. The elected chair will be responsible for determining the appropriate size for the team's membership and recruiting other members to serve. The Communications and Meeting Planning Team (CAMPT) will be responsible for planning and implementing meetings of presbytery, in consultation with the moderator of presbytery, the stated clerk, the Presbytery Leadership Commission, and the Worship Design Team. The Communication and Meeting Planning Team (CAMPT) will also direct and support the implementation of presbytery-wide communication strategies that support the mission of the presbytery.

9. Presbytery Leadership Commission

The presbytery shall establish a Presbytery Leadership Commission (PLC) composed of the following persons with voice and vote: the moderator of the Presbytery, the vice moderators of the presbytery, the treasurer, a chair from each of the following: Communication and Meetings Planning Team (CAMPT), New Ministries Team, Personnel and Administration Committee, Board of Trustees, a representative from the Committee on Representation and each of the regional Commissions on Ministry (COMs), and the immediate past moderator of the presbytery, who shall serve as chair of Presbytery Leadership Commission. The stated clerk and other executive staff as the presbytery may employ shall serve as ex-officio members with voice but without vote. The Presbytery Leadership Commission (PLC) shall function in accord with the Constitution and these Bylaws as a coordinating body for the mission of presbytery, for advising the presbytery on budgeting, for meetings of the presbytery, and for amendments and overtures. The Presbytery Leadership Commission (PLC) shall have responsibility for strategic planning and management, for personnel matters on the recommendation of the Personnel and Administration Committee,

and for action on behalf of the presbytery between meetings of the presbytery on recommendations of the Board of Trustees or as directed by the presbytery. The Presbytery Leadership Commission may have authority to appoint such sub-committees as it deems necessary to accomplish its responsibilities. The Presbytery Leadership Commission may have authority to authorize the chair of the Presbytery Leadership Commission to appoint an Administrative Commission charged with negotiations pertaining to congregations seeking dismissal under the Gracious, Just and Responsible Dismissal Policy.

10. New Ministries Team

The Presbytery shall elect a chair or co-chairs of the New Ministries Team for a term of 3 years. The elected chair(s) will be responsible for determining the size of the team's membership and for recruiting members to serve. The New Ministries Team will be responsible for research and recommendation as to the use and/or disposal of vacant properties as directed by Presbytery policy on vacant churches and properties. Its work is to be guided by G-4.0201: Property is a tool for the accomplishment of the mission of Jesus Christ in the world.

Section C. Meetings and Voting

A quorum of the committees and commissions of the presbytery shall be a simple majority of the present membership of the committee or commission. A quorum shall be required to take any action. Any committee or commission may permit any of its members to participate in any meeting of that committee or commission, or may conduct the meeting through the use of communication technology by which all members participating may simultaneously hear each other and participate in discussion and voting during the meeting.

ARTICLE IX - BOARD OF TRUSTEES

Section A. Powers

The presbytery shall elect twelve members, consisting of teaching elders and ruling elders including the chair, to the Board of Trustees. The chair shall be the president of the corporation. The Board of Trustees shall manage the property, legal and financial affairs of the Presbytery of the Cascades and shall serve as the board of directors of the corporation. The Board of Trustees shall manage and dispose of the affairs and property of the corporation under and subject to the direction of the presbytery so far as such directions shall be lawful, with the exception that the presbytery delegates authority to the Board of Trustees to approve routine requests incidental to maintenance and management of real property, but which authority excludes any requests relating to purchase or disposition of real property. The Board of Trustees shall report actions taken at the next stated meeting of the presbytery.

Section B. Term of Office

The term of office of each trustee shall be three years. No trustee shall serve for consecutive terms, either full or partial, aggregating to more than six years. Any trustee having served a total of six consecutive years shall be ineligible for reelection to the Board of Trustees for a period of not less than one year thereafter.

Section C. Meetings and Voting

A quorum of the Board of Trustees shall be the majority of the elected members serving on the board at the time of the meeting. If notice of any meeting is given in person or by telephone, a meeting may be called upon forty-eight hours advance notice, but if notice is given by any other method, one week advance notice is required. The Board of Trustees may permit any trustee to participate in any meeting by, or conduct the meeting through, use of communication technology by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by such means is deemed to be present at the meeting

ARTICLE X - COMMISSIONERS TO SYNODS AND GENERAL ASSEMBLIES

Commissioners from the presbytery to meetings of the Synod of the Pacific and the General Assembly of the Presbyterian Church (U.S.A.) and their alternates and Young Adult Advisory Delegates shall be elected by the Presbytery in number and qualification and for terms as may be specified by the body to which the commissioner or delegate is to be elected. The Presbytery Nominating Committee shall make

nominations to the presbytery of persons for election, giving due consideration to all appropriate criteria for election.

ARTICLE XI - INCORPORATION

The Presbytery of the Cascades shall be incorporated under Oregon Nonprofit Corporation law to receive, hold, encumber, manage and transfer real and personal property, and to facilitate the management of its civil affairs in such manners as may be directed by the presbytery from time to time and according to the Constitution of the Presbyterian Church (U.S.A.). This corporation shall have no seal. The stated clerk shall be the Registered Agent of the Corporation. The Registered Office of the Corporation shall be the address of the office of the stated clerk.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND TRUSTEES

The Presbytery of the Cascades shall defend and hold harmless any trustee, any officer, any staff person, the chair of Presbytery Leadership Commission, and any other person in an official capacity acting for and authorized by an officer and shall indemnify him or her on every claim, action, suit, or proceeding brought of any nature, whether groundless or not, arising out of or as alleged to be related to or in any way connected with any negligence or intentional wrongful act, breach of duty, neglect, error, misstatement or omission, or other act done or wrongfully attempted by any such officer, trustee, or person in his or her capacity acting for the presbytery. The presbytery shall have authority to select legal counsel and to decide in all cases whether the matter is defended or settled. The Presbytery of the Cascades shall reimburse or pay for all legal costs or expenses actually and necessarily incurred in defending the indemnitee, and shall reimburse or pay all judgments, amounts and expenses paid in settling any such claim, action, suit or proceeding when settling is deemed to be appropriate and in the interest of the presbytery. These provisions shall not be applied to hold harmless or indemnify any trustee, officer or other person deemed guilty by the Board of Trustees or by the presbytery of any illegal or wrongful act made in bad faith, or the misuse of trust funds from which he or she personally benefitted. This indemnification provision is invalid and excluded for any individual who would normally come within the scope of those covered herein, in the event he or she is or would be covered under any other existing valid and collectible type of indemnification agreement or insurance protection regardless of the source up to the maximum coverage provided.

ARTICLE XIII - SUBSIDIARY DOMESTIC CORPORATIONS

Section A. General

Whenever a domestic corporation is created for the purpose of accomplishing one or more of the objectives of the presbytery, the presbytery is and shall be responsible for approving the Bylaws and for the election of the Board of Directors of the corporation through the presbytery's nominating and election process. Each corporation, through its Board of Directors, shall make an annual report, including its financial statement, to the presbytery, through the avenues designated by presbytery policy, and shall make interim reports as may be required by the presbytery in consultation with the officers of such subsidiary corporations.

ARTICLE XIV - AMENDMENTS AND SUSPENSION OF RULES

These Bylaws may be amended at any stated meeting of the presbytery upon a two-thirds vote of those members present and voting, provided that notice of intent to amend, together with the proposed amendment or amendments, shall have been distributed at least two weeks in advance of the meeting. These Bylaws may be amended only; they shall not be suspended.

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