

Corporate Bylaws of Trinity Presbytery, Inc.

Adopted November 12, 2019

B-1.0000 Article I Objectives, Purposes, Formation, Limitations, Powers and Duties, Property

B-1.0100 Section 1. Name.

The name of this corporation shall be Trinity Presbytery of the Synod of South Atlantic of the Presbyterian Church (U.S.A.); hereinafter referred to as the Presbytery.

B-1.0101 Purpose. The purposes for which the Corporation is formed are:

B-1.0102 as more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) (*2017-2019 Book of Order G-3.01*, as may be amended from time to time), including the Great Ends of the Church (*2017-2019 Book of Order G-1.0200*),

B-1.0103 and guided by the policies and procedures as set forth in the Manual of Administrative Operations of Trinity Presbytery (*Manual of Administrative Operations of Trinity Presbytery 2019*, as may be amended from time to time).

B-1.0104 This Corporation shall be missional and guided by the following mission statement:

“We equip and empower our member congregations to become communities of faith, hope, love, witness, and service, so that those who do not know Jesus might come to know, love, and serve him and so that those who do know Jesus might come to love him more intimately and serve him more faithfully.”

B-1.0200 Section 2. **Formation.** The Corporation is formed pursuant to the Constitution of the Presbyterian Church (U.S.A.). (*2017-2019 Book of Order G-4.0101*). Trinity Presbytery is a member presbytery in the Synod of the South Atlantic of the Presbyterian Church (U.S.A.).

B-1.0300 Section 3. **Authority.** In carrying out such purposes, the trustees and the Corporation shall be under the authority of the presbytery and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (*2017-2019 Book of Order G-6.04*).

The Corporation shall establish a Manual of Administrative Operations that outlines rules and policies for administration of internal organizational operating procedures and interrelationships of the Presbytery while in session and between meetings.

The Presbytery shall adopt a Manual of Administrative Operations, which shall govern the organization of its standing committees and other organizational structures.

The Manual of Administrative Operations supplements the bylaws and may be suspended in whole or in part for the duration of a session as stipulated in the Manual of Administrative Operations.

B-1.0400 Section 4. **Limitation of Powers and Duties.** The powers and duties of the Corporation and its trustees shall not infringe upon the powers and duties of the presbytery. (*2017-2019 Book of Order G-4.0101*).

B-1.0401 **Council of Presbytery.** The Presbytery shall elect a Presbytery Coordinating Team to coordinate the mission and program of the Presbytery and to serve as the Board of Directors of TRINITY PRESBYTERY (PRESBYTERIAN CHURCH (U.S.A.)), INC.

B-1.0500 Section 5. **Powers and Duties.** The Corporation or individual trustees, shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.). (2017-2019 Book of Order G-4.0101):

To receive, hold, encumber, manage, and transfer property, real or personal, for and at the direction of the council;

To accept and execute deeds of title to such property;

To hold and defend title to such property;

To manage any permanent special funds for the furtherance of the purposes of the council.

In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the Corporation shall have all of the general powers of a nonprofit religious corporation organized under

Title 33 - Corporations, Partnerships and Associations, CHAPTER 31,
South Carolina Nonprofit Corporation Act

The Corporation is organized exclusively for charitable, religious, and benevolent purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The structure of the Corporation shall be described in greater detail in the Manual of Administrative Operations as follows:

All necessary business of the presbytery as defined by the *Book of Order* shall be accomplished through the work of teams, task forces and commissions as described in the Manual of Administrative Operations. They shall meet as required by the Manual of Administrative Operations including meeting and voting electronically.

Commissions may be appointed by presbytery for specific purposes authorized by the presbytery within a scope of powers authorized at the time of formation.

B-1.0600 Section 6. **All Property Held in Trust.** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). (2017-2019 Book of Order G-4.0203).

B-1.0700 Section 7. **Particular Property Requirements.** When buying, selling, and mortgaging real property, the trustees shall act only on the direction of the presbytery granted in a duly constituted meeting. (2017-2019 Book of Order G-4.0206a). The trustees shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the council. (2017-2019 Book of Order G-4.0206a). The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the presbytery transmitted through the council. (2017-2019 Book of Order G-4.0206a).

B-1.0800 Section 8. **Property Conveyances.** Pursuant to the Constitution of the Presbyterian Church (U.S.A.) (2017-2019 Book of Order G-8.0201), real property held or acquired by the Corporation, the church, the trustees, a trustee, or an unincorporated association will include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to Trinity Presbytery, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.). The grantee holds the property in trust pursuant to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

B-1.0900 Section 9. **Boundaries.** The geographical jurisdiction of the Corporation includes the following eleven counties in the State of South Carolina, U.S.A.: Abbeville, Aiken, Edgefield, Fairfield, Greenwood, Laurens, Lexington, McCormick, Newberry, Richland, and Saluda.

B-2.0000 Article II Members

B-2.0100 Section 1. **Eligibility for Membership.** Only members of member congregations shall be members of the Corporation. Ministers are members of the presbytery and, so, are members of the Corporation. (2017-2019 Book of Order G-3.0306). The Trinity Presbytery as it sits as a Presbytery also sits as the membership of the Corporation. The Presbytery Coordinating Team and corporate officers also sit as the Board of Directors of TRINITY PRESBYTERY (PRESBYTERIAN CHURCH (U.S.A.)), INC.

B-2.0200 Section 2. **Active Members.** The roll of active members of Presbytery established and maintained by the presbytery as prescribed by the (2017-2019 Book of Order G-3.0305) shall determine those individuals who are active members from time to time.

B-2.0300 Section 3. **Accountability and Discipline.** The Corporation shall establish a Permanent Judicial Commission as provided in the Book of Order, and shall have all the rights, responsibilities, and powers designated in the Rules of Discipline (2017-2019 Book of Order D-1.0000ff).

The Permanent Judicial Commission shall be composed as described in the Manual of Administrative Operations M-9.0000. The Permanent Judicial Commission shall be accountable to the Stated Clerk of presbytery only for transmission of its decision to the presbytery.

B-3.0000 Article III Trustees

B-3.0100 **Qualification; Election; Removal.** The directors of the Corporation are designated Trustees. The initial trustees shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the board of trustees shall be established by election by the members of presbytery from nominations put forth by the Nominating Committee of presbytery (Manual of Administrative Operations of Trinity Presbytery M-6.0507, as may be amended from time to time).

B-3.0101 **Qualification.** Only those members on the active roll of the sessions or council of member congregations shall be eligible for election as trustees (2017-2019 Book of Order G-4.0102).

B-3.0102 **Election.** Trustees shall be elected by presbytery for a three-year term in annual classes. Individuals shall be eligible for election by the presbytery as a trustee by virtue of their status as elders of a member congregation, or by virtue of their status as Ministers of Word and Sacrament and active membership in Presbytery. They must also be eligible under civil law.

Nominations. Nominations shall be presented to Presbytery by the Nominating Committee according to the procedures outlined in the Manual of Administrative Operations of Trinity Presbytery (M-7.0000).

B-3.0103 **Removal.** Termination for any cause of the membership of a person in a member congregation, or termination of membership of a Minister of Word and Sacrament shall automatically terminate such person as a trustee of the Corporation. (2017-2019 Book of Order G-4.0101, Manual of Administrative Operations of Trinity Presbytery M-6.0507).

B-4.0000 Article IV Meetings of the Board of Trustees

B-4.0100 Section 1. **Meetings.** The board of trustees shall meet only on the direction of the presbytery for the purpose of taking the actions specifically entrusted to them by Presbytery (Manual

of Administrative Operations of Trinity Presbytery M-6.0507).

- B-4.0200 Section 2. **Procedures.** The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern (*2017-2019 Book of Order* G-3.0307). In addition to those requirements and provisions, these bylaws and the Manual of Administrative Operations of Trinity Presbytery provide specific guidance for the Corporation (Manual of Administrative Operations of Trinity Presbytery M-6.0507). Robert's Rules of Order (Newly Revised) shall be used for parliamentary guidance.
- B-4.0300 Section 3. **Notices.** Notice of the time and place, and in the case of special meeting the purpose, of every meeting of the board of trustees shall be in writing and shall be duly sent, mailed or otherwise delivered to each trustee not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.
- Meetings may be held at any time without notice if all of the trustees are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after the holding thereof.
- B-4.0400 Section 4. **Quorum.** A majority of the trustees shall constitute a quorum for the transaction of business at the direction of the Presbytery, and the action of the board of trustees present at any meeting at which a quorum is present shall be the action of the board of trustees; provided, that if the trustees shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the trustees. If at any meeting of the board of trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.
- B-4.0500 Section 5. **Special Meetings.** Special meetings of the board of trustees may be held simultaneously with meetings of the presbytery or immediately thereafter. Special meetings may be held at any time upon the call of the council, the Moderator or Vice-Moderator of presbytery, or of not less than one-third of the trustees then in office.
- B-4.0600 Section 6. **Power and Authority.** The Presbytery Coordinating Team (Manual of Administrative Operations of Trinity Presbytery M-6.0101) is the Board of Directors of the corporation and communicates to the Trustees those items to be executed as set forth in the Manual of Administrative Operations of Trinity Presbytery (M-6.0507).
- B-4.0700 Section 7. **Executive Committee.** The officers of the Corporation are as set forth in the Manual of Administrative Operations of Trinity Presbytery (M-4.0101).

B-5.0000 Article V Meeting of Members

- B-5.0100 Section 1. **Annual Meeting.** There shall be an annual meeting of the members of the Corporation. (*2017-2019 Book of Order* G-3.0304).
- B-5.0200 Section 2. **Place and Time.** Such meeting shall be held concurrently with any meeting of the presbytery. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same meeting. (*2017-2019 Book of Order* G-1.0503). Any stated or called meeting of the presbytery shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.
- B-5.0201 **Electronic Meetings.** Electronic meetings and votes shall be permissible according to the policies and procedures outlined in the Manual of Administrative Operations of Trinity Presbytery (M-3.0102a & b).
- B-5.0300 Section 3. **Notices.** Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirement of meetings of the presbytery. (Manual of Administrative Operations of Trinity Presbytery M-3.0101-0102).
- B-5.0400 Section 4. **Procedural Requirements.** The meetings of the members shall conform to the procedural requirements of meetings of the presbytery and the provisions of the Constitution of the Presbyterian Church (U.S.A.). (*2017-2019 Book of Order* G-3.0105, G-3.0304). In

addition to those requirements and provisions, the Manual of Administrative Operations of Trinity Presbytery provides specific guidance for the Corporation.

- B-5.0401 **Quorum.** A quorum of Presbytery shall be three Minister members and the Ruling Elder members present, provided that at least three churches are represented by ruling elders.
- A quorum of Presbytery Coordinating Team and of the Board of Directors shall be ten (10) voting members, providing further that there is representation of both Ruling Elders and Ministers of Word and Sacrament.
- A quorum of a commission, committee or other entity not specified above shall be one third of its members unless the presbytery sets a higher quorum for a particular commission or committee by its own action.
- Robert's Rules of Order (Newly Revised)* shall be the parliamentary authority used for parliamentary guidance.
- B-5.0500 Section 5. **Proxy Voting.** Voting by proxy is prohibited unless civil law specifically requires that voting by proxy shall be permitted as to that particular corporate matter.

B-6.0000 Article VI Officers

- B-6.0100 Section 1. **Officers.** The officers of the presbytery are enumerated in the Manual of Administrative Operations of Trinity Presbytery M-4.0000.
- B-6.0200 Section 2. **Term.** The term of office for all officers shall be described in the Manual of Administrative Operations of Trinity Presbytery M-4.0000, or until their respective successors are chosen. Any officer elected by the presbytery may be removed from the office at any meeting of the presbytery by the affirmative vote of a majority of the members present, whenever in their judgment the interest of the Corporation will be served thereby. The Nominating Committee of Presbytery shall have full power to fill any vacancies in any offices for which it is authorized to nominate occurring for any reason whatsoever.
- B-6.0300 Section 3. **Powers and Duties.** The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the presbytery, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the presbytery. No action taken by the officers shall infringe upon the authority of the presbytery and all actions shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.). Subject to this Section, these bylaws and the articles of incorporation of the Corporation, the officers shall have the following powers and duties in regards to the Corporation:
- B-6.0301 **President.** The Moderator (elected by the presbytery) shall serve as President of the Corporation with powers and duties as enumerated in the Manual of Administrative Operations of Trinity Presbytery (M-4.0103).
- B-6.0302 **Vice President.** The Vice-Moderator (elected by the presbytery) shall serve as the Vice President of the Corporations with powers and duties as enumerated in the Manual of Administrative Operations of Trinity Presbytery (M-4.0104).
- B-6.0304 **Secretary.** The Stated Clerk (elected by the presbytery) shall serve as the Secretary of the Corporation with powers and duties as enumerated in the Manual of Administrative Operations of Trinity Presbytery (M-4.0106, M-5.0202).
- B-6.0305 **Treasurer.** The Treasurer (elected by the presbytery) shall serve as the Treasurer of the Corporation with powers and duties as enumerated in the Manual of Administrative Operations of Trinity Presbytery (M-4.0107).
- B-6.0400 Section 4. **Checks, Notes, Drafts, and So On.** The board of trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the

payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation, as described in the Manual of Administrative Operations of Trinity Presbytery M-4.0101a.

B-7.0000 Article VII Fiscal Year and Audit; Seal; Office

B-7.0100 Section 1. *Fiscal Year and Audit.* The fiscal year of the Corporation shall be the calendar year: January 1–December 31. An annual audit shall be conducted by a Certified Public Accountant appointed by the Presbytery Coordinating Team.

B-7.0200 Section 2. *Seal.* The board of trustees shall provide a suitable corporate seal for use by the Corporation if deemed appropriate.

B-7.0300 Section 3. *Office.* The principal office and mailing address of the Corporation is 554 DaVega Dr. Lexington, SC 29073.

B-8.0000 Article VIII Amendments

B-8.0100 The bylaws of the Corporation may be amended or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the members of the Corporation; provided, that the bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Proposed amendments to the bylaws shall be sent to the Stated Clerk at the Presbytery office for distribution at least four weeks before a Stated Meeting of the Presbytery. The Stated Clerk shall include the proposed amendment(s) in the report to the Presbytery and may include an opinion.

If the consideration of the proposed amendment is approved by a majority of those present, it shall be docketed for the next Stated Meeting of the Presbytery. If, at the second reading, the recommendation is passed by a majority, it shall become effective at that time.

B-9.0000 Article IX Indemnification of Trustees and Officers

B-9.0100 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.

B-10.0000 Article X Dissolution

B-10.0100 If the presbytery is formally dissolved by the Synod of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Synod of the South Atlantic of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), said Synod being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the Synod may direct, limit, and appoint, or such property may be sold or disposed of as the Synod may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*2017-2019 Book of Order* G-3.0403).