

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

REVISED AND RESTATED May 21, 2024

ARTICLE 1

NAME, BOUNDARIES, INCORPORATION, and FISCAL YEAR

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

Boundaries. The Presbytery of Milwaukee includes congregations of the Presbyterian Church (U.S.A.) denomination (“PC(U.S.A.)”) wherever found in the following counties in Wisconsin: Milwaukee, Jefferson, Rock, Waukesha, Walworth, Washington, Ozaukee, Kenosha, Dodge, and Racine.

Incorporation. 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, and under Wisconsin Statutes chapter 187, or any similar successor provision.

Governance. The Presbytery shall be governed by the Constitution of the PC(U.S.A.), which consists of its Book of Confessions and Book of Order (“Constitution”); these Bylaws; and the Manual of Administrative Operations of the Presbytery. The Bylaws and the Manual of Administrative Operations shall not supersede said Constitution.

Fiscal Year. The fiscal year of the corporation shall end on the last day of December each year.

ARTICLE 2

MISSION and PURPOSE

The Presbytery is the council serving as a corporate expression of the PC(U.S.A.) within its boundaries and is composed of Ministers of Word and Sacrament and congregations of the Presbytery.

The Presbytery is responsible for the government of the church within its boundaries, and for assisting and supporting the witness of congregations to the sovereign activity of God in the world so that all congregations become communities of faith, hope, love, and witness.

In light of this charge, the Presbytery has specific corporate and ecclesiastical responsibilities and powers assigned to it by the Constitution of the PC(U.S.A.), for which the Presbytery’s

Bylaws and Manual of Administrative Operations provide a contextual framework and strategy of implementation.

ARTICLE 3

PRESBYTERY ASSEMBLY

When the Presbytery gathers to govern, conduct business, and deliberate through its Ministers of Word and Sacrament and its ruling elder commissioners, it is known as the Presbytery Assembly.

Ministers of Word and Sacrament. Every Minister of Word and Sacrament enrolled in the Presbytery of Milwaukee and meeting the criteria for membership outlined in the Constitution and the Manual of Administrative Operations is a member of the Presbytery.

Congregations of the Presbytery Represented through Ruling Elders. Congregations of the Presbytery shall be represented by ruling elders commissioned by the session of each congregation.

Ruling Elders Commissioned to Pastoral Service. When a ruling elder is commissioned by the Presbytery to perform pastoral services, in accordance with the Constitution, Presbytery's Manual of Administrative Operations, Policies, and Procedures, they shall be enrolled as members of the Presbytery while they hold their commission.

Plan for Parity. In the Presbytery Assembly and in its commissions and committees, the Presbytery shall create and communicate a plan for numerical parity of Ministers of the Word and Sacrament and ruling elders. Normally, sessions will commission one ruling elder to the Presbytery Assembly but may commission additional ruling elders as specified in the Manual of Administrative Operations. Ruling elders elected as officers of the Presbytery shall be enrolled as members during the period of their service, whether or not commissioned by their session. In accordance with the Manual of Administrative Operations, the Presbytery may enroll ruling elders during terms of elected service to the Presbytery to sustain the parity of Ministers of Word and Sacrament and ruling elders.

Commissions and Committee. The Presbytery Assembly has the authority to form commissions and committees to further the mission and purpose of the Corporation in accordance with the Constitution of the PC(U.S.A.) and the Presbytery's Manual of Administrative Operations.

ARTICLE 4

PRESBYTERY TRUSTEES

The Presbytery trustees are a commission of the Presbytery elected and authorized by the Presbytery Assembly to act on its behalf in specified matters. The Presbytery trustees are known as the "Presbytery Council" or "Council."

Members and Officers. The Presbytery Council shall be composed in accordance with the Manual of Administrative Operations and elected by the Presbytery Assembly. The Presbytery Council shall have officers, who also serve as the officers of the corporation.

Corporate President. From its membership, the Presbytery Council elects a Council Moderator, who serves as Corporate President and serves with voice and vote.

Corporate Vice-President. The Corporate Vice-President position is filled by either the Presbytery Moderator or Vice-Moderator, who are elected by the Presbytery Assembly. The Presbytery Moderator and Presbytery Vice-Moderator are members of the Presbytery Council and serve with voice and with a vote.

Corporate Secretary. The Presbytery Assembly elects a Stated Clerk, who serves as Corporate Secretary. As Corporate Secretary, the Stated Clerk is a member of the Presbytery Council by virtue of office and serves with voice and with a vote.

Corporate Treasurer. The Presbytery Assembly elects a Presbytery Treasurer, who serves as Corporate Treasurer. As Corporate Treasurer, the Presbytery Treasurer is a member of the Presbytery Council by virtue of office and serves with voice and with a vote.

Meetings. The Presbytery Council shall meet at least annually, or in a special meeting when called by the Council Moderator, at the request of two (2) members of the Presbytery Council, or when ordered by the Presbytery Assembly.

Delegated Powers. The Presbytery Council shall be responsible for and have authority to do the following, on behalf of the Presbytery, with all actions being reported to the Presbytery Assembly at its stated meetings:

- Buy, receive, hold, encumber, sell, transfer, and convey the real and personal property on behalf of the Presbytery.
- Receive and review requests from congregations to sell, mortgage, lease, or purchase property and make a recommendation to the Presbytery for action. In accordance with the Constitution, all Presbytery and congregational property is held in trust for the use and benefit of the Presbyterian Church (U.S.A.), regardless of whether this is stated in the title documents. No congregation may sell, mortgage, or otherwise encumber any of its real property, nor acquire real property, without permission of the Presbytery.
- 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 or to congregations of the Presbytery functioning through an administrative commission; and use, manage, and convey the same under the review and direction of the Presbytery.
- Borrow money and issue notes, bonds, debentures, and other evidence 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.
- Maintain a list of, and periodically review, the agreements with related organizations, and recommend to Presbytery their renewal, amendment, or discontinuance.
- Oversee investment and reinvestment of operating and other non-endowed funds held by the Presbytery.

- Review and recommend comprehensive insurance programs for the Presbytery and for congregations within its bounds.
- Assure that the financial books and records of the Presbytery are audited or reviewed in accordance with Presbytery policy and Constitution (G-3.0113).
- Conduct or oversee all legal and corporate affairs of the corporation, which shall include implementing Presbytery legal and corporate matters in cooperation with and support of the program and strategy decisions made by the Presbytery Assembly, commissions, or other committees.
- Manage the legal affairs of the corporation and execute documents that are necessary or desirable to fulfill the requirements of civil law with respect to the corporation, exercising all authority allowed by directors of a nonprofit corporation under Wisconsin law, and retain attorneys as needed.
- Authorize and empower the Corporate President and Corporate Secretary, in the name of the Presbytery, to execute appropriate documents in accordance with the actions of the Presbytery. In the event that either the Corporate President or the Corporate Secretary is not available to execute the documents, the Corporate Vice-President is authorized and empowered to act.
- Respond to legal notices and actions. The Presbytery Council is the legal representative of the Presbytery. Any member of the Presbytery, any congregation of the Presbytery, or any Presbytery entity which is being sued or is considering a lawsuit, and the suit mentions or contains matters which might implicate or involve the PC(USA) or any of its entities or bodies, shall immediately notify the Stated Clerk, who shall then upon receipt of such report immediately notify the Presbytery Council, legal counsel, and insurance representative.
- Designate and change the corporation's registered agent, registered address, office location, and location of the corporation's records.

Discretion to Act. The Presbytery Council may act on issues delegated to it on behalf of the Presbytery, as Trustees of the Corporation, or as an ecclesiastical commission, especially those which require immediate action or action taken before the next stated meeting of the Presbytery Assembly. However, the Presbytery Council may also exercise its discretion to bring the issue to the Presbytery Assembly at a stated meeting, or may call a special meeting, to seek direction and approval.

Staff. The Presbytery shall have the power to employ such staff and personnel as needed to fulfill its mission in accordance with the Constitution. The Manual of Administrative Operations will define the purpose of each staff position, the method of nomination and election or hiring, the terms of the position, the jurisdiction of the position, and responsibilities.

ARTICLE 5

MEETINGS

Stated Meetings. The Presbytery Assembly shall meet in stated meetings as necessary to accomplish its mission and comply with the Constitution and the Manual of Administrative Operations.

Special Meetings. Special meetings and called meetings of the Presbytery Assembly shall be in accordance with the Constitution and the Manual of Administrative Operations.

Procedures and Electronic Meetings. Procedures for all meetings shall be determined by Robert's Rules of Order Newly Revised ("RRONR") unless special procedures are adopted by the body by a majority vote of those present and voting. The Presbytery Assembly and all commissions and committees of the Presbytery set forth in the Manual of Administrative Operations may conduct meetings electronically under RRONR if 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.

ARTICLE 6

INDEMNIFICATION AND LIMITED LIABILITY

The liability of directors, officers, employees, agents, and volunteers shall be limited to the greatest extent allowed in chapters 181 and 187 of the Wisconsin Statutes, or their successors, and they shall be indemnified by the corporation to the greatest extent allowed in those chapters of the Wisconsin Statutes.

ARTICLE 7

AMENDMENTS

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