



GOVERNANCE MANUAL

Bylaws & Standing Rules

Synod of Mid-America
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PREAMBLE

As set forth in the *Book of Order*, the synods of the Presbyterian Church (U.S.A.) are “responsible for the life and mission of the denomination throughout its region and for supporting the mission and ministries of its presbyteries as they seek to support the witness of their congregations, to the end that the church throughout its region becomes a community of faith, hope, love, and witness” (G-3.0401).

To this end, the Synod of Mid-America (SoMA) encourages the modeling of innovative and creative structures and allowing form to follow function in the pursuit of its ministry. As structures and forms are discerned, implemented, and revised, the SoMA seeks to be a faithful steward of its own resources, the resources of others, and of creation. At this time, the SoMA has chosen to be guided by the ten principles of “Policy Governance”¹ (in so far as they do not contradict the polity set forth in the *Book of Order*).

1) The Synod Commissioners are Trustees

The SoMA Commissioners understand themselves as “trustees” serving the needs of the denomination in the region and member presbyteries, not “volunteer-helpers” serving the Executive and staff.

2) The Synod Assembly Speaks with One Voice

The SoMA Commissioners, in taking action as the full Synod Assembly, speak with one voice or not at all. This is not to presume unanimity in decisions, but that decisions will be supported. Speaking with “one voice” ensures clarity of purpose and direction to the denomination, member presbyteries, and the Executive.

3) The Synod Assembly Decisions are Policy Decisions

Decisions regarding policy are decisions regarding values and perspective that guide action. The Synod Assembly makes policy decisions in the following categories:

¹ http://www.dccs.org/uploaded/About_DC/Board/Basic_Principles_of_Policy_Governance.pdf

Missional Priorities – which needs are to be met, for whom, and at what cost/value.

Governance – details regarding the Assembly’s understanding of its work and processes and procedures for accomplishing it.

Synod Assembly-Executive Relationship – specifics of what the Synod Assembly is delegating to the Executive and the method by which the Executive’s performance is reviewed.

Executive Expectations – the behaviors that the Executive is expected to exhibit in taking action to fulfill the Missional Priorities.

4) Policies are Defined Broadly, then Narrowed

The Synod Assembly first establishes broad policies and then narrows them with subsequent levels of detail until it decides it would be comfortable with any reasonable interpretation of its policies. Further interpretation is then delegated to the Executive.

5) The Assembly Defines and Delegates, rather than Reacting and Ratifying

Typical governing boards are accustomed to approving plans brought by staff. This obstructs staff creativity and agility and weighs a board down in detail. Through its policies, the Synod Assembly makes clear what is and is not approvable.

6) Policies Concern Ends not Means

The Synod Assembly seeks to engage the larger issues of what will be different in the lives of those they serve (Ends), not the ongoing activity of accomplishing that difference (Means).

7) Executive Control Occurs through Limitation, not Prescription

Once the Missional Priorities have been established, the Assembly sets boundaries – specifically, and in writing – regarding what means would be unacceptable, not approvable, or off-limits. This action is intended to create an environment of creativity and action.

8) The Synod Assembly is Responsible for its Activity

The Synod Assembly is responsible for determining its priorities, behaviors, agenda, and relationship with the denomination and member presbyteries.

9) The Synod Assembly-Executive Relationship is Empowering and Safe

The Assembly has a right to expect performance, honesty, and transparency from the Executive. The Executive has a right to expect the Assembly to be clear regarding the rules and then play by them, to fulfill its own job, and to speak with one voice.

10) Performance is Monitored Rigorously, but only Against Policy Criteria

The Assembly monitors performance based on the Missional Priorities and the Executive Expectations policies. Information that is needed to determine performance will be provided by the Executive as the Assembly sees fit.

BYLAWS

ARTICLE I - NAME

1. The name of the corporation is the “Synod of Mid-America of the Presbyterian Church (U.S.A).”
2. The Synod of Mid America is incorporated in the State of Kansas. It is a non-profit religious corporation.

ARTICLE II – MISSION, MEMBERS AND BOUNDARIES

1. The Synod of Mid America is an intermediate council of the Presbyterian Church (U.S.A), in conformity with the provisions of the *Book of Order* (G-3.04). The Synod will maintain its relationship to the General Assembly of the Presbyterian Church (U.S.A). The mission of the Synod of Mid-America is to witness to Jesus Christ in partnership with our presbyteries and the General Assembly so that the mission and ministries of the church are strengthened.
2. The Synod of Mid-America is comprised of the member Presbyteries of Giddings-Lovejoy, Heartland, John Calvin, Missouri Union, Northern Kansas, and Southern Kansas.
3. The boundaries of the Synod of Mid-America are determined by the six presbyteries it encompasses: all counties in the State of Kansas; all the counties in the State of Missouri except Dunklin, New Madrid and Pemiscot; and the counties of Calhoun, Jersey, Macobin, Madison, Monroe and St. Clair, except Marrissa Church, in the State of Illinois.

ARTICLE III - COMMISSIONERS AND PARTICIPANTS

1. The Synod shall consist of equal number of Ruling and Teaching Elders from each presbytery in the following proportion:

For its Teaching Elders and active congregation members of up to 10,000, each presbytery shall elect two Teaching Elders and two Ruling Elders. Each presbytery shall elect one Teaching Elder and one ruling Elder for each additional 10,000 members or any fraction thereof.

Each presbytery may also elect alternate Teaching and Ruling Elder Commissioners to serve in the event that a principal commissioner is unable to attend a particular meeting of the Synod.

2. Commissioners shall serve all or part of a three-year term and are eligible to serve up to six consecutive years. After six years, a commissioner shall not be eligible for election for at least one year.
3. The Synod Executive and the executive leadership of the member Presbyteries of the Synod (i.e. - Executive/General Presbyters) shall serve as corresponding members of the Synod with voice, but without vote.

ARTICLE IV – ORGANIZATION OF SYNOD

Councils, Commissions, Committees, and Task Forces:

1. The commissioners of the Synod shall be the Board of Trustees and the Board of Directors of the corporation in accordance with its Articles of Incorporation and the *Book of Order* (G-4.0101 and G-4.0203)
2. A Committee of Representation shall be established and shall function as set forth in the *Book of Order* (G-3.0103). The committee shall also nominate individuals to

serve as Moderator, Vice Moderator, Stated Clerk, Treasurer and all committees (G-3.0111).

3. A Permanent Judicial Commission shall be established and shall function as set forth in the *Book of Order* (D-5.0000). This Commission is also nominated by the Committee on Representation. Members of the Permanent Judicial Commission need not be commissioners of the Synod.
4. Special commissions, committees and task forces may be elected or appointed for specific purposes and a specific period of time.

ARTICLE V – OFFICERS

The officers of the Synod shall be the Moderator, Vice-Moderator, Stated Clerk, and Treasurer who shall be the President, Vice-President, Secretary and Treasurer (respectively) of the corporation.

1. The Moderator and Vice Moderator shall be commissioners of the Synod, and shall be elected at the final stated meeting of the year, serving a one year term commencing January 1 of the following year.
2. The Stated Clerk and Treasurer shall be elected to four-year terms, and are ex-officio members of the Synod Assembly with voice but no vote.

ARTICLE VI – MEETINGS

1. The Synod Assembly shall hold two stated meetings per year, the dates of which shall be designated at the final stated meeting of the previous year.
2. Special meetings of the Synod may be called.

3. The quorum for stated and special meetings shall be six Ruling Elders and six Teaching Elders, representing at least three of the member presbyteries.
4. Meetings of Synod Assembly, commissions, committees, and task forces shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, except in those cases where the *Book of Order* of the Presbyterian Church (U.S.A.) provides otherwise.

ARTICLE VII – ADMINISTRATION

1. The Synod Assembly shall have a Synod Executive, elected and installed at a stated meeting of the Synod Assembly.
2. A search committee, elected by the Synod Assembly, shall nominate the Executive.
3. The Synod Assembly shall establish the Executive's terms of call at the recommendation of the search committee.
4. The Synod Assembly shall elect, if needed, an Associate Stated Clerk to a term of four years at the recommendation of the Stated Clerk.
5. The Executive shall employ other staff as needed.
6. The Stated Clerk, Associated Stated Clerk and Treasurer need not be commissioners of the Synod.

ARTICLE VIII – INDEMNIFICATION

In accordance with the *Book of Order* (G-3.0112), each person who acts as an officer;

employee; member of a commission, committee or task force; or as a trustee of the corporation of the Synod, whether elected by the Synod or appointed by an officer of the Synod, shall be indemnified by the Synod corporation for all sums which said person or persons may become obligated to pay, including fees of counsel, expense and court costs actually and necessarily incurred by said person or person in connection with any action, suit, or proceeding in which said person or persons are made a party by reason of election or of appointment to any of the offices set forth above, except in relation to matters as to which said person or person shall be adjudged in action, suit, or proceeding to be liable for bad faith or misconduct in the performance of duties as such officer, employee, member or trustee, in settlement of an action, suit, or proceeding based upon bad faith or misconduct in the performance of duties related to said election, employment, or appointment. The right of indemnification provided herein shall be insured to each officer; employee; member of a council, commission, committee, or task force; or as a trustee of the corporation, whether elected by the Synod or appointed by an officer of the Synod, notwithstanding that said person or persons may be such an officer, employee, member, or trustee at the time said person or persons shall become obligated to pay such sums, and whether or not the claim asserted against said person or persons is based on matters which antedate the adoption of this article. In the event of the death of said person or persons subject to the rights of indemnification set forth herein; said rights of indemnification shall be insured to said person or persons, heirs, assigns, or legal representatives.

Each person who shall act as an officer; employee; member of a commission, committee or task force; or as a trustee of the corporation of the Synod, whether elected by the Synod or appointed by an officer of the Synod, shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be deemed exclusive of any other right to which any person or persons may be entitled, under any bylaw, standing rule, agreement, vote of representatives, or otherwise.

The Moderator shall appoint a commission of no fewer than three Synod Commissioners to determine the propriety and the reasonableness of any indemnity claimed under this article, and such determination shall be final and conclusive. If, however, if three commissioners who are unaffected by self-interest and willing to act are not obtainable, the

Moderator may appoint a commission of no fewer than three Ruling and Teaching Elders drawn from the Synod's member presbyteries to consider and determine any such question; and such determination be final and conclusive.

ARTICLE IX – AMENDMENT TO THE BYLAWS

1. Any suspension or revision of this article can be acted on only if prior written notice has been included in the call for the meeting.
2. The Bylaws may be revised by a two-thirds vote at any meeting of Synod, provided written notice thereof shall have been included in the call for the meeting or presented in writing at a session of such meeting at least forty-eight hours in advance of action there upon.
3. The Bylaws may not be amended so as to contravene the *Book of Order* of the Presbyterian Church (U.S.A.)

STANDING RULES

MISSIONAL PRIORITIES

In partnership with its member presbyteries, the Synod of Mid-America (SoMA) seeks to witness to Jesus Christ so that the mission and ministries of the church are strengthened in the following ways:

1. That Ruling Elders and Ministers of Word and Sacrament receive access to practical and theological continuing education at a cost comparable to other offerings.
2. That women and men of color be extended opportunities to obtain executive leadership experience or education at no financial cost to them.
3. That presbyteries and their elected leadership be resourced and directly supported through (but not limited to) advise, funding, training and equipping, consultation, mediation, process support, and leadership gatherings.
4. That cross-presbytery initiatives be encouraged and supported financially, promotionally, and/or through participation in planning and implementation.
5. That persons and groups identified as the intended beneficiaries of SoMA designated funds are afforded access to said funds according to a timely and clear process.

As approved October 13, 2018

ARTICLE I – ORGANIZATION OF THE SYNOD

1. The Synod Assembly assumes the following behaviors and responsibilities:
 - a. The Assembly will be responsible for itself and its membership through regular commissioner orientation and development, self-evaluation, and discipline.
 - b. The Assembly will seek to establish policies that benefit the Mid-American region as a whole and not unfairly benefit one presbytery over another.
 - c. ByLaws and Standing Rules will be reviewed annually and amended as needed.
 - d. The Assembly commissioners will maintain regular communication with the SoMA's presbyteries for which they serve as trustees.

- e. The Assembly commissioners will avoid conflict of interest with respect to their fiduciary responsibility, and will establish a conflict of interest policy to that effect.
- f. The Assembly will elect and install an Executive to direct the operations and administration of the SoMA in order to accomplish the Missional Priorities.
- g. The Assembly will establish committees, commissions, and task forces as required by the *Book of Order* and as it deems necessary (Standing Rules Article I.2).
 - (1) Committees, commissions, and task forces assist the Assembly in its own work, rather than the staff's. Ordinarily, committees develop policy alternatives and implications for Assembly deliberation.
 - (2) Committees and commissions may not speak or act for the Assembly unless they are formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated to avoid conflict with the authority delegated to the Executive.
- h. The Assembly will approve a broadly stated annual budget that reflects the established Missional Priorities and operational and administrative needs. Authority will be delegated to the Executive to develop a detailed budget.
- i. The Assembly will nominate and elect its own officers and hire staff by its own rule, and will provide for regular performance and compensation evaluation of the same (where applicable).

2. Synod Committees, Commissions, and Task Forces

- a. *Committee on Representation* – The COR shall be composed of one Ruling or Teaching Elder from each constituent presbytery, and will fulfill the responsibilities set forth in the G-3.0103, and will have the responsibility of nominating persons to serve on the Permanent Judicial Commission and as SoMA Moderator, Vice Moderator, Stated Clerk, and Treasurer (G-3.0111).
- b. *Permanent Judicial Commission* – The PJC shall be composed of one Ruling and Teaching Elder member from each Presbytery (who need not be commissioners). The PJC shall fulfill the responsibilities set forth in D-5.0000.

- c. *Committee on Governance* – The COG shall review and recommend any changes to the ByLaws and Standing Rules; shall assist the Moderator and Stated Clerk in planning meetings of the Assembly; shall design and implement processes and procedures by which the Executive’s performance is evaluated relative to the Missional Priorities and Executive Expectations; in collaboration with the Committee on Finance, shall annually recommend any changes to the Executive’s terms of call.
- d. *Committee on Finance* – The COF shall recommend a broadly stated annual budget that reflects the SoMA’s established Missional Priorities and operational and administrative needs; shall monitor and oversee invested funds; shall arrange for an annual audit or financial review; shall recommend changes in records, internal controls, and procedures as it deems necessary.
- e. *Committee on Mission and Ministry Support* – The COMMS shall review and recommend any changes to the SoMA’s Missional Priorities and shall disburse grants and scholarship from designated funds as appropriate.

ARTICLE II – OFFICERS

1. The Moderator shall:
 - a. Preside at all meetings of the Synod during his or her term of office and shall have the authority necessary for preserving order and conducting efficiently the business of the Synod, in accordance with the most recent edition of *Robert’s Rules of Order, Newly Revised*.
 - b. Conduct a service of installation for his or her successor, and shall make provisions for the installation of other officers of Synod.
 - c. Be responsible for the planning of worship at stated Synod Assembly meetings.
 - d. Nominate persons to serve on the Committee on Representation and recommend committee assignments for Assembly approval in consultation with the COR.

2. The Vice Moderator shall:

- a. Assume the duties of the Moderator, when the Moderator is not able to fulfill said duties.
- b. Ordinarily be nominated to serve as Moderator the year following service as Vice Moderator.
- c. Serve as Moderator of Committee on Governance.

3. The Stated Clerk shall:

- a. Record minutes of all Synod Assembly meetings, to be approved at the next meeting of the Assembly and reviewed annually by the General Assembly (G-3.0406); preserve carefully the records of the Synod and furnish extracts from those records when required by another governing body of the Presbyterian Church (U.S.A.) (G-3.0104).
- b. Keep the rolls of membership and Synod Assembly attendance (G-3.0104).
- c. Present a report at each stated meeting of the activities of the office.
- d. Serve as Parliamentarian.
- e. Issue the call to all Synod Assembly meetings, and include necessary information to facilitate commissioner's participation.
- f. Conduct a review of the minutes and records of member presbyteries (G-3.0108).
- g. Process and respond to official correspondence.
- h. Serve as a resource to the Permanent Judicial Commission and fulfill all responsibilities related to the judicial process as required by the Rules of Discipline.

4. The Treasurer shall:

- a. Serve as an advisor to the Synod Assembly and its Committee on Finance.
- b. Serve as financial advisor to the Executive

ARTICLE III – MEETINGS

1. The stated meetings of the Synod Assembly shall ordinarily occur in March/April and October.
2. The October meeting shall be held in person. Business shall ordinarily include worship and fellowship; the election and installation of officers; the review of policies; the election and installation, or annual review, of the Executive.
3. Meetings may be held through other electronic means.
4. A special meeting of Synod may be called
 - a. by the Moderator.
 - b. by the Stated Clerk
 - i. if the Moderator is unable to issue the call.
 - ii. at the request of or with the concurrence of five Ruling Elder commissioners and five Teaching Elder commissioners.
5. If neither the Moderator nor Vice Moderator is present, the Stated Clerk shall convene the Assembly and recommend a commissioner to preside as Moderator *pro tem*, subject to the approval of the body.

ARTICLE IV – ADMINISTRATION

The Synod Executive is nominated by a search committee and is elected and installed by the Synod Assembly, serving at its pleasure. The Executive is responsible for achieving the SoMA's Missional Priorities and is delegated the authority to do so by the Synod Assembly. The Synod Assembly also specifies behaviors that the Executive is expected to exhibit.

Delegation of Authority

1. The authority of the Synod Assembly is delegated to staff through the Executive, so that the staff's accountability to the Assembly is through the authority and accountability of the Executive.
 - a. The Executive is accountable only to the Synod Assembly, to which they have full access.
 - b. Decisions or instructions of individual commissioners, officers, or committees, commissions, or task forces are not binding on the Executive unless the Synod Assembly has specifically authorized such exercise of authority.

2. The Synod Assembly instructs the Executive through written policies that prescribe the Missional Priorities to be achieved and describes behaviors to be exhibited.
 - a. As long as the Executive employs what the Synod Assembly deems "reasonable interpretations" of the Missional Priorities and Executive Expectations, the Executive is free to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
 - b. The Synod Assembly may change or amend the Missional Priorities and Executive Expectations at any time. The Synod Assembly will respect and support the Executive's activity within the bounds of the policies in place at a given time.

3. Each year, the Executive will develop a list of goals in collaboration with the Committee on Governance that align with – and enables the achievement of – current Missional Priorities.
 - a. The Executive's goals should be strategically driven and focused on outcomes the Executive can influence.
 - b. The Executive's goals should provide the basis for the annual review of the Executive.

- c. The Synod Assembly will monitor the degree to which the Executive's goals are being achieved. Progress against the Executive's goals should be reported at all stated meetings of the Synod Assembly, and should be done in such a way as to use a minimum of agenda time, enabling the Synod Assembly to create the future rather than review the past.

Executive Expectations

1. The Executive will seek, always, to take actions which are prudent, legal, ethical, and becoming of a disciple of Jesus Christ.
2. In serving the Synod, its members, partners or intended beneficiaries the Executive shall promote and encourage conditions, procedures, and decisions that are dignified, respectful, and that provide appropriate confidentiality and privacy.
3. With respect to staff and volunteers, the Executive shall promote and encourage conditions that are fair and dignified.
 - a. The Executive shall operate according to written administrative policies which guard against wrongful treatment and discrimination, and which provide for recourse and appeal should wrongful treatment or discrimination occur.
4. Financial planning shall support the Synod Assembly's Missional Priorities and promote financial prudence. The Executive shall follow budgeting practices that:
 - a. present information that enables the understanding of revenues and expenses, capital and operational assets, and cash flow;
 - b. plan the expenditure (in any fiscal year) only of funds that are conservatively projected to be received, unless otherwise approved by the Assembly;
 - c. considers annual presbytery per capita and shared mission giving.

5. The Executive shall seek to avoid causing or allowing the development of fiscal or material jeopardy, or deviation of actual expenditures from the Synod Assembly's Missional Priorities. The Executive shall:
 - a. settle vendor and payroll debts in an timely manner;
 - b. ensure tax payments or other government-ordered payments or filings to be filed accurately and on time;
 - c. not acquire, encumber, or dispose of real property;
 - d. obtain comparative prices and quality information on any purchase of more than \$2000;
 - e. not unnecessarily expose the Synod, its commissioners, or its staff to claims of liability.

6. With respect to employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the Executive shall seek to avoid causing or allowing jeopardy to fiscal integrity or public image.

7. The Executive shall strive to inform and support the Synod Assembly in its work. The Executive shall:
 - a. submit a quarterly activity report and other monitoring data required by the Assembly in a timely and accurate fashion;
 - b. advise the Synod Assembly if, in the Executive's opinion, the Assembly is not in compliance with its own policies;
 - c. communicate information concerning actual or anticipated non-compliance with any policy of the Synod Assembly;
 - d. facilitate informed decisions on all policies by the Synod Assembly by making staff and any relevant external information available.

ARTICLE V – AMENDMENTS TO THE STANDING RULES

1. The Standing Rules may be suspended in any particular provision by a three-fourths vote of the members of Synod present, except for this article and except for the provisions found in the *Book of Order*.
2. The Standing Rules may be revised by a two-thirds vote at any meeting of Synod, provided written notice thereof shall have been included in the call for the meeting or presented in writing at a session of such meeting at least forty-eight hours in advance of action thereupon.
3. Any suspension or revision of this article can be acted on only if prior written notice has been included in the call for the meeting.
4. These Standing Rules may not be amended so as to contravene the *Book of Order* of the Presbyterian Church (U.S.A.).