

**BYLAWS
OF
EPC PRESBYTERY OF THE PACIFIC**

(A Washington nonprofit corporation with members)

ARTICLE I. CHURCH GOVERNMENT

Section 1. Affiliation. The EPC Presbytery of the Pacific (the “**Presbytery**” or the “**corporation**”) is a Presbytery of the Evangelical Presbyterian Church (“**EPC**”).

Section 2. Role of Bylaws; Book of Order; Interpretation. The Presbytery is first and foremost an ecclesiastical church court as established by the EPC pursuant to its Book of Order (which includes the Book of Government (“**BOG**”), Book of Discipline (“**BOD**”), and Book of Worship (“**BOW**”)), as such may be amended by the EPC General Assembly from time to time. These bylaws govern the procedures of the Presbytery as a nonprofit corporation under state law and supplement the procedures set forth in the Book of Order, which is hereby incorporated into these bylaws by reference. In the event of a conflict between the Book of Order and the rest of these bylaws, the relevant portions of the Book of Order shall prevail. Capitalized terms in these Bylaws that are not defined shall have the definitions ascribed in the Book of Order. The italic citations to the component books of the Book of Order in these Bylaws are for reference purposes only and may be changed or omitted by the Secretary without a vote of the members or directors.

ARTICLE II. MEMBERSHIP

Section 1. Classes. The Presbytery shall have three classes of members. (G. 19-2)

Section 1.1 Teaching Elders. Every person who is currently a Teaching Elder or Minister of a Particular Church within the geographic bounds of the Presbytery or one who has been granted permission by the Presbytery to minister in another approved capacity.

Section 1.2 Ruling Elders. From every Particular Church within the geographic bounds of the Presbytery, there shall be the greater of two Ruling Elders or two Ruling Elders for each Teaching Elder from that church. The Session of the Particular Church shall designate its Ruling Elder representatives to be members of Presbytery. The Stated Clerk of the Presbytery shall keep a list of the designated Ruling Elder members.

Section 1.3 Associate Members. The Presbytery may appoint Associate Members who meet the criteria set forth in the Book of Order. The voting rights of associate members are limited.

Section 2. Qualifications. Members of Presbytery shall meet any other qualifications required by the Book of Order.

Section 3. Voting Rights. Each member shall have one vote with respect to a matter

submitted to the members, subject to the voting restrictions imposed on Associate Members by the Book of Order. (G. 2-3)

Section 4. Regular Meetings. Regular meetings of the members (“stated meetings”) shall be held at least three times per year, at the time and in the place determined by the Moderator. The first regular meeting following July 1, 2011 shall be the annual meeting as required by the Washington Nonprofit Corporation Act (the “Act”). (G. 19-5)

Section 5. Special Meetings. A special meeting (a “called meeting”) shall be held at the call of the Moderator, General Assembly, or a record executed by at least two Teaching Elders and four Ruling Elders from at least two Particular Churches and delivered to the Moderator. (G. 19-5B)

Section 6. Place of Meetings. All meetings of members shall be held at the principal office of the corporation, unless the Moderator determines another place for such meeting, either within or without the State of Washington.

Section 7. Notice of Meetings. The Stated Clerk shall cause notice, in the form of a record, to be delivered to each member entitled to notice of or to vote at the meeting, not less than ten nor more than fifty days before the meeting. Such notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 8. Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable law, a waiver thereof in the form of a record, delivered 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.

Section 9. Quorum. Two Ministers and four Ruling Elders from at least two Particular Churches shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. (G. 19-5C)

Section 10. Manner of Acting. A majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater vote is required by these Bylaws, the Articles of Incorporation, the Book of Order, or applicable law.

Section 11. Voting. A member must vote in person.

Section 12. Participation by Telephone. Unless otherwise specified in the notice of the meeting, members of the Presbytery may participate in a meeting of members by a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action by Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if consent, in the form of a record, setting forth the action to be taken is executed by all of the members. Any such consent shall be inserted in the minute book as if it were the minutes of a member meeting.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. Each year at the annual meeting, the members shall establish an Administrative Commission (called a General Council) that serves as the civil Board of Directors for purposes of the Act. As the general powers of the corporation are vested in the members, the Board shall only have those powers specifically reserved to directors by the Act or specifically appointed to them by the members from time to time. (G. 21-1; Acts of Assembly 91-05)

Section 2. Number. Board shall consist of not less than five directors, the specific number to be set by resolution of the members. The Board shall consist of a ratio as close as possible to ~~two~~ **one** Ruling Elders for each Teaching Elder, and shall be represented by Elders from at least two Particular Churches. (G. 21-1C2)

Section 3. Election. The initial directors named in the Articles of Incorporation shall serve until the first meeting of members. Thereafter, directors shall be elected each year at the annual meeting of members.

Section 4. Terms of Office. Directors shall serve terms of one year, and until their successors are elected and qualified.

Section 5. Committees. Notwithstanding anything in the Act to the contrary, the Board shall not establish any committee thereof; committees shall only be established by the members.

Section 6. Resignation. Any director may resign at any time by delivering notice to the president or the secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. At any meeting of members, one or more directors (including the entire Board) may be removed from office, with or without cause, by the majority vote of members entitled to vote on the election of directors.

Section 8. Vacancies. In the event of a vacancy on the Board of Directors, it shall be filled by the members at the next meeting of the members.

Section 9. Quorum. One-half of the members of the Board of Directors shall constitute a quorum.

Section 10. Meetings. Regular face-to-face meetings of the Board of Directors shall be held concurrently with the meetings of the members, and electronically in at least six other months of the year.

Section 11. Special Meetings. Special meetings of the directors shall be held upon the call of the Moderator. The notice of the meeting shall be in the form of a record and shall be sent at least two days prior to the meeting date. Notice of any meeting of the Board of Directors may be waived in a record by any director at any time or by a director's presence at the meeting, except where the director attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors need be specified in the notice or waiver of notices of such meeting unless required by these Bylaws.

Section 12. Voting. Each director shall be entitled to cast one vote at any election or on any subject before any meeting of the Board.

Section 13. Participation by Telephone. Directors of the corporation may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in the form of a record, setting forth the action to be taken is executed by all of the directors. Any such consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 15. Loans to Directors Prohibited. No loans shall be made by the corporation to its directors. The directors who vote for or assent to the making of a loan to a director, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE IV. OFFICERS

Section 1. In General. The elected officers of the Presbytery are the Moderator and Stated Clerk, who shall be elected by the members of the Presbytery. (G. 19-3)

Section 2. Relation to the Act. For purposes of the Act, the Moderator shall be the President and the Vice-President, and the Stated Clerk shall be the secretary and the treasurer.

Section 2.1. The Moderator

Section 2.1.1. The Moderator may be a Teaching Elder or Ruling Elder.

Section 2.1.2. The Moderator will be elected at the last Stated Meeting of the year for a single two-year term beginning at the start of the next calendar year.

Section 2.1.3. The Moderator shall preside over all meetings of the Presbytery. If the Moderator is unable to do so, a past moderator will preside. The Moderator will also call special meetings as required, appoint special committees and commissions as required and serve as an ex-officio member of all permanent committees.

Section 2.1.4. The Moderator will also serve as the Ceremonial Representative of the Presbytery and, as able, will visit some churches within the Presbytery each year. The visits are intended to both enhance the understanding of, and support for the Presbytery among the member churches. The visits are also intended to gain an understanding of the challenges and uniqueness of each member church.

Section 2.2. The Stated Clerk

Section 2.2.1. The Stated Clerk may be a Teaching Elder or Ruling Elder.

Section 2.2.2. The Stated Clerk is elected at the last Stated Meeting of the year for a term of three years beginning at the start of the following calendar year. The Stated Clerk may be re-elected for an indefinite number of terms. If desired, an Assistant Stated Clerk may be elected to support or substitute for the Stated Clerk by the same process.

Section 2.2.3. Duties of the Stated clerk are as follows:

The Stated Clerk of the Presbytery shall be secretary of the meetings of the Presbytery. If unable to attend the Assistant Stated Clerk will be designated in his/her stead.

A careful record of the proceedings of the Presbytery meetings will be kept by the Stated Clerk, who bears responsibility for providing certified extracts when required. When the Presbytery has approved the minutes, the Stated Clerk and the Moderator shall sign them.

The Stated Clerk shall serve as secretary for the General Council, handling such communications as directed by the General Council.

The Stated Clerk shall preserve and reproduce the minutes of the Presbytery meetings. Ordinarily, copies of the minutes shall be made available to each member of the Presbytery and to members of Presbytery's permanent and special committees and commissions. The Stated Clerk shall send minutes to such agencies and institutions of General Assembly as requested or required. Annually a certified copy of the approved minutes shall be submitted for review by a designated agent of the General Assembly.

The Annual Statistical Report, required by the General Assembly, will be submitted in accordance with instructions from the Stated Clerk of the General Assembly.

The Stated Clerk shall retain the record of Obligations of Ministers as

required by the *EPC Book of Order* (G. 19-4B4).

No less than ten days prior to each stated meeting, the Stated Clerk shall distribute copies of the General Council's proposed docket, committee reports and written documents as required elsewhere in these By-Laws to each Clerk of Session. In addition, such material shall be provided to chairmen of permanent and special committees as appropriate.

The Stated Clerk shall communicate with church Sessions prior to each Stated Meeting to verify the selection of Ruling Elder Commissioners as provided by the *EPC Book of Order* (G. 18-3N).

The Stated Clerk shall record all attendance at meetings of Presbytery and shall enter this in the minutes.

The Stated Clerk shall ordinarily serve as Parliamentarian of the Court.

The Stated Clerk shall also be responsible for training Clerks of Session, to maintain files on ministers and churches, to maintain historical records, to uphold constitutional compliance, and to be a resource for all the permanent Presbytery committees.

The Stated Clerk will be an ex-officio member of all the permanent Presbytery Committees.

The Stated Clerk will also have responsibilities in the following areas: the Presbytery long-range planning, visiting Pastors and Sessions of inquiring churches, any liaison needs with the General Assembly office, any special studies as assigned by the Moderator or the Presbytery, and to build relationships and networking among the members of the Presbytery.

The Stated Clerk will process all overtures and present to the Presbytery, or from the Presbytery to the General Assembly, and be responsible to manage any related and necessary Presbytery By-Laws changes to present to Presbytery for approval.

Section 3. Vacancies. Vacancies in any office arising from any cause may be filled by the members at any regular or special meeting. In the event of a vacancy by the Moderator, the most recently elected former Moderator shall serve as a temporary Moderator. If no such former Moderator is available, the most senior Teaching Elder who is a member shall be a temporary Moderator for purposes of calling a meeting.

Section 4. Checks. Checks from any bank account of the corporation shall be signed only by such persons as may from time to time be appointed by an appropriate resolution of the members.

ARTICLE V. OTHER ELECTED POSITIONS

Section 1. Ministerial Committee Chairman and Treasurer. In addition to the Moderator and Stated Clerk who serve as officers of the Court the Presbytery shall also elect a Ministerial Committee Chairman and Treasurer.

Section 1.1. The Ministerial Committee Chairman

Section 1.1.1. The Ministerial Committee Chairman is normally a Teaching Elder.

Section 1.1.2. The Ministerial Committee Chairman is elected at the last Stated Meeting of the year for a term of three years beginning at the start of the following calendar year. The Chair may be re-elected for a second term. If desired an Assistant Ministerial Committee Chairman may be elected to support or substitute for the Ministerial Committee Chairman by the same process.

Section 1.1.3. Duties of the Ministerial Committee Chairman are listed for the Ministerial Committee in the *EPC Book of Order*. (G. 21-2D)

Section 1.2 The Treasurer

Section 1.2.1. The Treasurer may be either a Teaching Elder or a Ruling Elder.

Section 1.2.2. The Treasurer is elected at the last Stated Meeting of the year for a term of three years beginning at the start of the following calendar year. The Treasurer may be re-elected indefinitely. Presbytery may elect an Assistant Treasurer to work under the direction of the Treasurer. The Assistant Treasurer shall assume the duties of the Treasurer should the Treasurer become unable to discharge his/her official duties.

Section 1.2.3. Presbytery will ensure that the Treasurer is properly bonded and provide for such in the annual budget.

Section 1.2.4. The Treasurer shall be reimbursed for all expenses incurred by him/her in the proper discharge of duties. An annual stipend may be authorized at the discretion of the Presbytery.

Section 1.2.5. The Ministerial Committee Chairman and the Stated Clerk will also have authority to sign checks for the Corporation.

Section 1.2.6. Duties of the Treasurer are as follows:

To receive, deposit and disburse Presbytery monies at Presbytery direction.

To keep proper books of amount of all receipts and disbursements, which

books shall be audited annually and the audit report presented to Presbytery subsequent to its completion.

To report at least three times per year to Presbytery congregations the amount of their contributions to Presbytery work.

To maintain all records in conformity with all state and federal requirements.

Section 2. The General Council. The affairs of the Presbytery shall be managed by an Administrative Commission called the General Council.

2.1 Membership

The General Council shall consist of the Officers of the Presbytery, and the chairman of each of the permanent committees of the Presbytery. Each member shall hold office until his/her successor has been elected and qualified.

Any vacancy occurring in the General Council will be filled from qualified members elected pursuant to Article 5.1.2. Until such elections can be held, the Moderator may make interim appointments to fill vacancies, with the approval of the majority of the General Council.

Section 2.2 Duties of the General Council are as follows:

Advance Planning. The Council will attempt to plan at least two years into the future. Such planning should provide advance insight into finances, trends requiring revision of the By-Laws, trends of growth or decline in the churches of the Presbytery, need for new church development, needs for assistance to declining congregations, developments at General Assembly which may impact the Presbytery and other factors deemed relevant.

Coordination of Committee/Commission Actions. The Council shall see that each permanent special committee or commission of the Presbytery is adequately informed; that each meets often enough to discharge its responsibilities; that minutes of each committee meeting are kept and that such minutes include a record of attendance; that the Nominating Committee is informed promptly of vacancies in committee membership; that committees and commissions do not engage in overlapping activities; that mandates of the Presbytery are properly discharged by the appropriate committee; and that each committee and commission is operating within its budget. The Council shall require full accountability for use of Presbytery funds and for results versus expectations when committees or commissions commit such funds. The Council shall evaluate the performance of the various committees/commissions of Presbytery and make any reports to Presbytery the Council feels are appropriate. When the Presbytery elects special committees, the Council, at its discretion, may invite chairmen of special committees to attend Council meetings as advisors without vote.

Financial. To ensure that an audit of the Presbytery records is performed annually. An internal financial review will be conducted by the General Council to ensure that proper financial procedures are being followed. A review shall be performed whenever there is a change in

the Treasurer.

Budget Responsibility. The Council shall be responsible for preparing the annual budget of the Presbytery, taking into account estimates of income and estimates of expenses provided by the permanent committees. The Presbytery Fiscal Year shall coincide with the calendar year; therefore, a proposed budget shall be presented for adoption at the October stated meeting of the Presbytery. The Council shall include all expenses expected to be incurred in the ensuing year but shall in no event present a final budget, which exceeds anticipated resources. The Council shall be responsible for recommending apportionment of unrestricted gifts to the Presbytery between Presbytery and the General Assembly. The Council shall recommend the amount of per-member giving to be asked. The Council shall recommend to the Presbytery use or retention for stated purpose of any accumulated reserves.

Schedule Presbytery Meetings. To propose to the Moderator the date, time, and location of stated meetings of the Presbytery.

Acting for Presbytery. Unexpected matters, which demand immediate action, shall ordinarily be handled in called meetings. However, where such a called meeting is impractical or the matter considered being minor, the Council will be authorized to speak for the Presbytery. Actions shall be reported to Presbytery at its next stated meeting, along with an explanation as to why the matter was not handled at a stated Presbytery meeting. The Presbytery shall act to sustain or not sustain the action of the Council.

Section 2.3 Meetings

The Stated Clerk will schedule meetings of the General Council. Members of the General Council will be notified in writing at least one week in advance of scheduled meetings. Agenda items will also be furnished at this time.

Section 2.4 Chairman

The Stated Clerk will chair the General Council meetings and in his/her absence, by the vote of the General Council, the current Moderator or a past Moderator will act as Chairman.

Section 3. Committees and Commissions

Section 3.1 Definitions and Functions

3.1.1 Definitions

A **committee** is appointed by Presbytery to study and/or recommend action or to execute the directions and/or decisions of a court. Committees may be either Permanent, (which have a continuing existence) or Standing (which cease to exist once a specified task is completed). In either case, it shall make a full report to Presbytery, and its recommendations shall

require action.

A **commission** is empowered by Presbytery to deliberate and take action upon a matter referred to it by a court. A commission acts in behalf of and with the full power of Presbytery within the scope of specific powers granted to it. A full record of its proceedings shall be kept and shall be submitted to Presbytery, which upon approval, shall be entered in its minutes and is to be regarded as the actions of the court itself. The functions of a commission are described in *The EPC Book of Order*. (G. 21-1)

3.1.2 Membership and Quorum

Permanent committees and commissions of Presbytery shall consist of Ministers and Ruling Elders of Presbytery. Standing committees may be elected by Presbytery or appointed by the Moderator as Presbytery chooses. Commissions may be established as defined by the *EPC Book of Order* (G 21-1), and these Bylaws by three-fourths vote of the Presbytery. Committees shall have a quorum of a minimum of one-half the membership. The membership and length of service on commissions shall be determined by Presbytery action.

Membership of all permanent committees shall be divided into three equal classes, of which one class shall be elected at the fall meeting of Presbytery to serve for three years on a rotating basis. A second term of three years may be allowed, after which one year must elapse before re-election. The term of office shall correspond to the calendar year. The committee chairman shall report vacancies promptly to the Nominating Committee. Presbytery shall act to fill all vacancies with candidates brought by its Nominating Committee by election at the next stated meeting.

The Presbytery shall determine chairmanship of all committees and commissions.

3.1.3 Reporting

A written report and/or recommendations from all permanent committees shall be prepared and distributed prior to each stated meeting of Presbytery, normally via Presbytery's website. Commissions, when dissolved, shall file their minutes with the Stated Clerk and report of their action recorded in Presbytery's Minutes.

3.2 Permanent Committees

3.2.1 Ministerial Committee

3.2.1.1 Membership

The Ministerial Committee of this Presbytery will for each class have the same number of members from the Northern sector (Washington, Oregon, Alaska, and Idaho) as from the Southern sector (California, Hawaii, and Nevada). Variation by one member is allowable

when necessary.

3.2.1.2 Duties

Duties are as defined in the *EPC Book of Order* (G. 21-1)

3.2.2 Care of Candidates Committee

3.2.2.1 Membership

The Chair of the Care of Candidates Committee will be a Teaching Elder elected by the Presbytery. The Committee will be composed of between six and twelve members divided into three classes with half from the Northern tier and half from the Southern tier of the Presbytery. The ratio of Ruling Elders to Teaching Elders will be 1:1.

3.2.2.2 Duties

The primary duty of the Committee is defined in the EPC Book of Order (G. 21-2D) and further expanded in (G. 11-2). This Committee will work in close coordination with the Ministerial Committee to determine and implement development of Candidates with Extraordinary Circumstances as defined in (G.11-2I).

3.2.3 Nominating Committee

3.2.3.1 Purpose

A Nominating Committee shall be established for the purpose of bringing nominations for each vacancy in permanent committee/commissions and for the Moderator, Stated Clerk, and other officers as vacancies occur.

3.2.3.2 Membership

The Nominating Committee shall consist of one Teaching Elder and two Ruling Elders in three classes. The Moderator and Stated Clerk will serve as ex-officio members without vote.

This committee will consist of three classes of one member of each class. The ratio will be 1:2 (one Teaching Elder: two Ruling Elders).

3.2.3.3 Duties

To make nominations for each vacancy occurring annually, to be presented at the fall meeting of the Presbytery and to make nominations to fill unexpired terms as

they occur.

Normally only one name shall be placed in nomination for each vacancy to be filled. The Committee shall consider suggestions from individuals or committees with respect to proposed nominations but shall not be bound thereby.

In no case shall this committee place a name in nomination without the person being nominated having adequate knowledge of the duties of the position to be filled and having agreed to serve if elected.

3.2.4 Session Review Committee

3.2.4.1 Membership

The Presbytery will elect a Session Review Committee Chairman at its fall Stated meeting. The Chairman will serve a three-year term beginning the following calendar year, and may be re-elected to a second term.

This person may be either a Teaching or Ruling Elder.

3.2.4.1 Duties

The EPC Book of Order (G.18-4C) requires that each Session submit its Minutes annually to the Presbytery for review. The Review Committee shall determine that the Session “has faithfully and diligently fulfilled all duties and responsibilities assigned to it. It may refer matters back for reconsideration, call attention to omissions, require amendment of actions out of conformity with the Constitution, or otherwise exercise proper review and control of the Session of each particular church.”

To accomplish this the Presbytery will:

1. Appoint a Chair of Session Review who will
 - a. Serve in that position for three years and will chair the meetings of the Standing Committee of Session Review that will meet in conjunction with each Presbytery meeting.
 - b. Develop written material to instruct the members of the Standing Committee how to accomplish their review.
2. Through the Stated Clerk, appoint *at least* four Presbytery Commissioners to serve as the members for a single meeting of the Session Review Committee. This Standing Committee will:
 - a. Review the Minutes presented to them.
 - b. Prepare a report to the Presbytery to be given by the Chair of Session Review before the conclusion of that meeting of the Presbytery.

3. Through the Stated Clerk notify one third of the churches to bring their minutes for the past year for review to each meeting.

3.2.5 Church Planting Focal Points

3.2.5.1 Purpose

The Church Planting Focal Point is one person attached to each regional Ministerial Committee of this Presbytery. The overall Purpose of this person is to; Assess, Shepherd, and Encourage developing and practicing Church Planters in their region.

3.2.5.2 Primary Duties:

- Be a part of the existing network of Church Planters, both within and beyond this presbytery
- Be the “go-to” person for advice for all those considering an inward or outward “call” to church planting within this presbytery
- Be a resource to the Ministerial Committee for help with questions or problems involving church planters, church plants, or the revitalization of either
- Provide information and specific advice to both Courts (Presbytery and Session(s)) on church planting successes and lessons-learned through briefings and response to queries
- To develop written materials to be used in training Sessions in their support role to Church Plants and their planters

3.2.5.3 Organizational relationships;

- A permanent adjunct to Ministerial Committee
- Responsible to the Presbytery for the above tasks
- In recognition of the on-going commitment needed,
 - Stipend of \$2,000 per year
 - Travel Allowance of \$2,500 per year
 - Appointed to a three-year renewable term

3.2.6 World Outreach Team (Committee)

3.2.6.1 Purpose

This Committee is intended to provide the infrastructure and guidance to allow member churches, either individually or cooperatively, to:

- a. Encourage potential missionaries from this Presbytery to focus on fields and people groups endorsed by the EPC General Assembly
- b. Provide the means for member congregations to contribute resources

and prayer support to missionaries and potential missionaries who are focused on fields endorsed by the EPC General Assembly and this Presbytery

3.2.6.2 Membership

The Committee shall include a Chair, either a Teaching Elder or a Ruling Elder, approved by the Presbytery, and will be made up of from six to twelve members, roughly divided between those from the South and those from the North. The membership shall include both Ruling Elders and Teaching Elders in the ratio of 2:1

3.2.6.3 Duties

Develop processes for providing the capabilities to support the member churches in their World Outreach mission as described in the “Purpose” above.

Provide regular reports, tutorials, and lessons-learned discussions to the presbytery at its Stated Meetings as requested

Engage with the World Outreach Committee of the General Assembly at least annually to take advantage of programs and learnings at that level

Serve as a communication link between the various missionaries, agencies, and Mission Committees of the Presbytery’s member churches and the Presbytery itself.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Power to Indemnify. The corporation shall have the following powers:

Section 1.1. Power to Indemnify. The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee, or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent,

trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

Section 1.2. Power to Pay Expenses in Advance of Final Disposition. The corporation may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of (a) a written affirmation of the director's, officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510, and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 1.3. Power to Enter Into Contracts. The corporation may enter into contracts with any person who is or was a director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 1.4. Expansion of Powers. If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.

Section 1.5. Limitation of Powers. No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 2. Indemnification of Directors, Officers, Employees and Agents.

Section 2.1. Directors. The corporation shall indemnify and hold harmless any

person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

Section 2.2. Officers, Employees, and Agents. The corporation, by action of its Board of Directors, may indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent, which the Board of Directors may determine.

Section 2.3. Character of Rights. To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

Section 2.4. Enforcement. A director (“Claimant”) shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in Section 1.2 above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the Claimant is so entitled.

If a claim under this Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the Claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the Claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the Claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the Claimant is not so entitled.

Section 2.5. Rights Not Exclusive. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, agreement, vote of disinterested directors, or otherwise.

Section 3. Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or any person who, while a director, officer, employee or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act.

Section 4. Survival of Benefits. Any repeal or modification of this Article shall not

adversely affect any right of any person existing at the time of such repeal or modification.

Section 5. Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 6. Applicable Law. For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

ARTICLE VI. ADMINISTRATIVE PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be determined by resolution adopted by the members. In the absence of such a resolution, the fiscal year shall be the calendar year.

Section 2. Definitions.

“Deliver” means: (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its members, directors, or officers; (c) electronic transmission, in accordance with the member’s, director’s, or officer’s consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its members, directors, or officers under Section 3.

“Electronic transmission” means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

“Execute,” “executes,” or “executed” means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

Any term not defined in these Bylaws shall have the definition in Chapter 24.03 RCW, as presently enacted or hereafter amended.



Section 3. Electronic Notice.

Section 3.1 Consent to Electronic Notice. In order to consent to notice via electronic transmission, a member, director, or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

Section 3.2 Revocation of Consent to Electronic Notice. A member, director, or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any member, director, or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 4. Effective Date of Delivery. If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the member, director, or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid. If the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the member, director, or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

Section 5. Amendment of Bylaws. These Bylaws may be amended by a two-thirds vote of the members present at any meeting of the members

Section 6. Terms of Service Suspension. The terms of service for any office defined in these bylaws may be suspended by a two-thirds vote of the members present at any properly called or stated meeting of the members.

The undersigned, being the secretary of the corporation hereby certifies that these Bylaws consisting of eighteen pages are the Bylaws of the corporation, adopted by resolution of the directors on October 7, 2011.

DATED this Seventh day of October 2011.

_____, Stated Clerk / secretary

(Adopted at the 1st Stated Meeting, October 7, 2011; revised by unanimous vote at the 8th Stated Meeting, February 7, 2014; revised by unanimous vote at the 11th Stated Meeting, January 23, 2015; revised by unanimous vote at the 14th Stated Meeting, January 29, 2016; revised by unanimous vote at the 17th Stated Meeting, January 28, 2017)