

BYLAWS

ARTICLE I - Name

1. The name of the corporation is the "Synod of the Rocky Mountains of the Presbyterian Church (U.S.A.)."
2. The Synod of the Rocky Mountains is incorporated in Colorado. It is a non-profit religious corporation.

ARTICLE II - Mission, Members and Boundaries

1. The Synod of the Rocky Mountains is a mid council of the Presbyterian Church (U.S.A.) (G-3.04). As such, it shall function at all times in conformity with the provisions of the Book of Order. The Synod will maintain its relationship to the General Assembly of the Presbyterian Church (U.S.A). The mission of the Synod of the Rocky Mountains is to assist, affirm, and strengthen its Presbyteries, incorporating to the greatest extent possible an emphasis on shared regional ministry, to discover, develop, and implement their unique and shared missions and ministries where they live and serve Jesus Christ.
2. The Synod of the Rocky Mountains is comprised of the member Presbyteries of Denver, Glacier, Plains and Peaks, Pueblo, Utah, Western Colorado, Wyoming and Yellowstone.
3. The boundaries of the Synod of the Rocky Mountains are determined by the eight presbyteries it encompasses.

ARTICLE III- Officers

1. The officers of the Synod shall be the Moderator, Stated Clerk, and Treasurer who shall be the President, Secretary, and Treasurer, respectively of the corporation.
 - a. The Moderator shall be elected as a first order of business at the first stated meeting of the year and shall serve a two-year term.
 - b. The Stated Clerk shall be nominated by the Nominating Committee of the Synod and elected to a four-year term.
 - c. The Treasurer shall be nominated by the Nominating Committee of the Synod and elected to a four-year term.

ARTICLE IV – Commissioners and Participants

1. Each Presbytery of the Synod shall elect two commissioners to Synod, one of whom shall be a ruling elder and one of whom shall be a teaching elder. Each commissioner shall serve a two-year term and may be re-elected to serve no more than six years consecutively.
2. It is recommended that at least one of the commissioners from each presbytery be a member of the presbytery council or its equivalent. Commissioners shall serve until their successors are elected by their respective presbyteries.

3. The Stated Clerk and the Treasurer shall serve as ex officio members of the Synod with voice, but without vote.

ARTICLE V - Organization of Synod

1. The Synod Assembly shall act as 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-4.02).
2. A Nominating Committee shall be established and shall function as set forth in the *Book of Order* (G-3.0111).
3. A Committee on Representation shall be established and shall function as set forth in the *Book of Order* (G-3.0103).
4. A Permanent Judicial Commission shall be established and shall function as set forth in the *Book of Order* (D-5.0000).
5. Special commissions, committees, and task forces may be elected or appointed for specific purposes and a specific period of time.

ARTICLE VI – Meetings

1. The Synod shall hold a stated meeting at least every other year and other meetings as necessary.
2. Meetings of Synod, commissions, committees, and task forces shall be conducted in accordance with the current 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.
 - a. Use of email votes except for elections is permitted with confirmation of the results to be voted on at the next stated meeting.
3. A quorum of any Synod Assembly meeting shall include an equal number of ruling elders and teaching elders representing at least three presbyteries or one-third of the presbyteries of the synod, whichever is larger (G-3.0405). A quorum of a commission, committee, or task force shall consist of at least one-half of that group's membership.
4. Special meetings of Synod may be scheduled in advance by Synod Assembly or called as follows:
 - a. by the Moderator, at the request of or with the concurrence of three ruling elder commissioners and three teaching elder commissioners representing at least three presbyteries. (G-3.0405).
 - b. by the Stated Clerk, if the Moderator is unable to issue the call, under the same conditions as listed above.

ARTICLE VII - Administration

The Synod may have staff as needed.

ARTICLE VIII - Synod Reserve

The Synod shall maintain at least one year's operating funds in reserve.

ARTICLE IX - Indemnification

In accordance with the *Book of Order* (G-3.0112), each person who acts as an officer; employee; member of a council, 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 persons 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 persons 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 council, 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 Synod Assembly, acting as the Trustees of the Corporation of the Synod at a meeting at which a majority of the quorum is unaffected by self-interest, notwithstanding that other members of the quorum present but not voting may be so affected, shall determine the propriety and the reasonableness of any indemnity claimed under this article, and such determination shall be final and conclusive. If, however, a majority of the quorum of the Synod Assembly which is unaffected by self-interest and willing to act is not obtainable, the Synod Assembly may appoint from among the members of the Synod a committee of three persons who are not members of the Synod Assembly to consider and determine any such question; and the determination of said special committee shall be final and conclusive.

ARTICLE X - Amendments 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 twenty-four hours in advance of action there upon.
3. These Bylaws may not be amended so as to contravene the *Book of Order* of the Presbyterian Church (U.S.A.).

All *Book of Order* references in these articles are taken from the latest edition.

Approved 6/12/2010

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Revised & Approved 8/01/2014

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