

BYLAWS  
OF  
THE PRESBYTERY OF PROSPECT HILL

ARTICLE I  
Organization

Section 1.01. Name and Organizational Structure.

The Presbytery of Prospect Hill (hereinafter “the Presbytery” or “the Corporation”) is a nonprofit corporation organized and existing under the laws of the State of Iowa.

Section 1.02. Tax Status and Purposes.

In accordance with the status of the Presbytery as an organization formed exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the “Code”), the Presbytery is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

Section 1.03. Function.

The Presbytery shall function as a council within the Presbyterian Church (U.S.A.) in accordance with the Constitution of the Presbyterian Church (U.S.A.). The Presbytery shall also function as a council within the Synod of Lakes and Prairies. The Presbytery is affiliated with the Presbytery of Des Moines and the Presbytery of North Central Iowa in a missional covenant known as the United Presbyteries of the Plains.

Section 1.04. Mission.

The mission of the Presbytery is to ensure in the midst of our diversity the nurturing and energizing of Presbyterians by unifying and solidifying the focus of our faith in Jesus Christ through Worship, Leadership, Discipleship, Stewardship, and Partnership.

Section 1.05. Interpretation.

These Bylaws shall serve as the Corporation’s Code of Regulations, for purposes of Iowa nonprofit Corporation Law, and shall be interpreted, to the extent possible, to maintain consistency with the Constitution of the Presbyterian Church (U.S.A.), including any amendments thereto. To the extent these Bylaws cannot be interpreted in a manner consistent with the Constitution of the Presbyterian Church (U.S.A.), including any amendments thereto, the Constitution of the Presbyterian Church (U.S.A.) shall control the proceedings of the Presbytery. The Stated Clerk shall report at the next stated meeting of the Presbytery, after the date that amendments become effective, whether any amendment to the Constitution of the Presbyterian Church (U.S.A.) is inconsistent with these Bylaws and, if so, propose appropriate amendments to these Bylaws to insure consistency between the Constitution of the Presbyterian Church (U.S.A.) and these Bylaws.

ARTICLE II  
Members and Meetings

Section 2.01. Membership.

Membership in the Presbytery shall be determined consistent with the provisions of the Constitution of the Presbyterian Church (U.S.A.) and the Presbytery's Manual of Operations (see Section 2.09).

The Presbytery of Prospect Hill is a corporate expression of the Presbyterian Church (U.S.A.), consisting of all the congregations of the Presbyterian Church (U.S.A.) within the counties of Buena Vista, Calhoun, Carroll, Cherokee, Clay, Crawford, Dickinson, Emmet, Ida, Lyon, Monona, O'Brien, Osceola, Palo Alto, Plymouth, Pocahontas, Sac, Sioux, and Woodbury, all in Iowa, Dakota County in Nebraska and Big Sioux Township of Union County in South Dakota. All the Ministers of the Word and Sacrament on the roll of Presbytery shall be members of Presbytery. Ministers of the Word and Sacrament of Presbytery shall be subject to the provisions in the Form of Government, G-2.05.

Section 2.02. Stated Meetings.

The Presbytery shall hold two stated (or regular) meetings of its members, on such dates and locations as are determined by the Council of the Presbytery. The last stated meeting of the year shall be the annual meeting and the election of officers shall take place at this meeting. All business appropriate to the Presbytery may be conducted at a stated meeting.

Section 2.03. Special Meetings.

The Moderator may call a Special Meeting when one is deemed necessary to transact business that needs to be completed before the next Stated Meeting. The Moderator shall call such a meeting when requested by a Committee of the Presbytery or at the request of two Ministers of the Word and Sacrament and two Elders, the Elders being of different churches. If the Moderator is unable to act, the Vice-Moderator will call the meeting. Notice of a special meeting shall be sent not less than 10 days in advance to each Minister of the Word and Sacrament and to the Session of every church. The notice shall set out the purpose of the meeting, and no business other than that listed in the notice shall be transacted.

Section 2.04. Emergency Meetings.

In the event of a declared emergency such as a natural disaster or pandemic, the Presbytery may meet by electronic means if all Ministers of the Word and Sacrament and Ruling Elder commissioners have reasonable notice of the electronic meeting and the ability to discuss, deliberate, discern the will of God, and vote on business items. The rules governing special meetings (Section 2.03) shall apply. The quorum for such a meeting is three Ministers of the Word and Sacrament and three Ruling Elder commissioners from three different congregations.

Section 2.05. Quorum.

The quorum for stated and special meetings of the Presbytery shall be three Ministers of the Word and Sacrament members and three Elders from at least three different member congregations of the Presbytery.

Section 2.06. Parliamentary Procedure.

All meetings of the members of the Presbytery shall be conducted in accordance with the most recent edition of Roberts Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise.

Section 2.07. Eligibility for Membership.

Only individuals selected in accordance with the Constitution of the Presbyterian Church (U.S.A.) shall be members of the Corporation within the meaning of the Iowa Nonprofit Corporation Law and shall be eligible to vote at all stated or special meetings of the Presbytery.

Section 2.08. Roll of Members.

The roll of members shall be established and maintained by the Stated Clerk of the Presbytery as prescribed by the Constitution of the Presbyterian Church (U.S.A.) and the Manual of Operations of the Presbytery.

Section 2.09. Manual of Operations.

The members of the Presbytery shall adopt a Manual of Operations to delineate the membership, terms, and responsibilities of all elected and appointed bodies of the Presbytery. The Manual of Operations may be amended by the majority vote of the members at a stated meeting, or at a special meeting called for such purpose, and at which a quorum is present.

ARTICLE III  
Officers and Staff

Section 3.01. Officers.

The Presbytery shall elect from its Ministers of the Word and Sacrament members and Elders of member congregations a Moderator and a Vice-Moderator. It shall also elect a Stated Clerk for a specified term. The Stated Clerk shall serve as the Secretary of the Presbytery. In accordance with the *Book of Order* the Stated Clerk must be either a Minister of the Word and Sacrament or a Ruling Elder, but need not be a member of the Presbytery. The terms and duties of the officers shall be included in the Manual of Operations.

The Moderator shall preside at all meetings of the Presbytery. If the Moderator is unable to preside, the Vice-Moderator shall preside. If neither is able to preside, the Stated Clerk shall ask a past Moderator to preside.

Section 3.02. Administrative Staff.

The Presbytery shall call and employ such Administrative Staff as it deems necessary to assist the Presbytery in carrying out its mission and ministry. The Presbytery may, at its

discretion, share staff with other Councils of the Presbyterian Church (U.S.A.) or with Councils of other churches in full communion with the Presbyterian Church (U.S.A.) as defined in the *Book of Order*, G-5.0202.

#### ARTICLE IV The Council

##### Section 4.01. Membership of the Council.

The Council of the Presbytery shall consist of

- The currently serving Moderator
- The currently serving Vice-Moderator
- The Stated Clerk (ex-officio with voice but no vote)
- The immediate past Moderator
- The moderator of the Commission on Ministry
- The moderator of the Budget and Finance Committee
- A member of the Joint Personnel Commission
- The moderator of the Missional Witness Committee
- Presbytery staff (ex-officio with voice but no vote)

##### Section 4.02. Duties and Responsibilities of the Council.

The Council shall:

1. Function as the Board of Directors of the Presbytery Corporation under the provisions of Iowa law, with the Stated Clerk serving as Secretary of the Corporation.
2. Be available for the clarification of programs and decisions of Presbytery.
3. Maintain the timely dissemination of current and accurate information regarding Presbyterian programs, issues and concerns.
4. Meet on a regular basis, either in person or via video conference, including three weeks prior to Presbytery meetings and as requested by Presbytery moderator.
5. Be responsible for setting the location, agenda, and worship for each of the stated Presbytery meetings. Meetings for Presbytery shall ordinarily include opportunities for worship, business, education, and fellowship.
6. Be responsible for nominating the nominating committee to consist of Ministers of the Word and Sacrament and Ruling Elders, striving for equal representation.
7. Establish all working groups and ensure each working group meets guidelines as established by the Presbytery.
8. Support Presbytery staff.
9. Set goals for and present those goals to the Presbytery annually, together with updates on how those goals are being or not being met.
10. Study together topics that will help the team to lead the Presbytery in its vision and mission.
11. Seek out resources needed by congregations and leadership to live out Presbytery vision.

12. Create, implement, or otherwise provide educational events at Presbytery related to vision.
13. Establish all working groups and ensure each working group meets guidelines as established by the Presbytery.

## ARTICLE V

### Commissions, Committees, and Task Forces of the Presbytery

#### Section 5.01. Committees of the Presbytery.

The permanent Commissions and Committees of the Presbytery are:

1. The Commission on Ministry, which is charged with overseeing the Ordered Ministries of the Church as set forth in the *Book of Order*, Chapter Two, with the exception of those set forth in G-2.06, Preparation for Ministry.
2. The Committee on Preparation for Ministry, which is charged with overseeing the preparation for service of Inquirers, Candidates, and Commissioned Ruling Elders as set forth in G-2.06.
3. The Budget and Finance Committee, which is charged with setting the budget of the Presbytery and overseeing its finances.
4. The Missional Witness Committee, which is charged with overseeing the mission of the Presbytery.
5. The Congregational Vitality Committee.
6. The Personnel Commission, which deals with all personnel issues.
7. The Nominating Committee, which is charged with nominating officers of the Presbytery and members of the Commissions, Committees, and Task Forces of the Presbytery.
8. The Committee on Representation, which is charged with making sure the provisions of G-3.0103 are followed with regard to inclusiveness and representation.
9. The John Coates Fund Board, which administers the John Coates Memorial Fund.
10. The Trustees of Prospect Hill Monument, who see to the maintenance and upkeep of the Prospect Hill Monument in Sioux City, Iowa.

The membership, duties, and authority of all Commissions and Committees are set forth in the Manual of Operations.

## ARTICLE VI

### Nominations and Elections

Section 6.01. Eligibility for office or service on the Commissions, Committees, and Working Groups of the Presbytery shall be consistent with the Constitution of the Presbyterian Church (U.S.A.). and in accordance with the Manual of Operations.

Section 6.02. The Nominating Committee shall nominate persons to all elected positions except for the Nominating Committee and the administrative staff of the Presbytery.

Section 6.03. The Council of the Presbytery shall nominate persons to serve on the Nominating Committee.

Section 6.04. Elections shall be conducted in accordance with the Manual of Operations.

## ARTICLE VII

### Insurance

Section 7.1. The Presbytery shall maintain insurance against all losses as required by the Constitution of the Presbyterian Church (U.S.A.) and shall review the adequacy of the coverage on an annual basis.

## ARTICLE VIII

### Miscellaneous

Section 8.01. Fiscal Year.

The fiscal year of the Presbytery shall end on the last day of December.

Section 8.02. Amendments.

These Bylaws may be amended, subject to the Articles of Incorporation, the laws of the state of Iowa and the Constitution of the Presbyterian Church (U.S.A.), by approval of the Presbytery at any stated or special meeting of the members of the Presbytery at which a quorum is present, by a two-thirds vote of those present and voting, provided that a full copy of the proposed changes is transmitted electronically to all members and churches of the Presbytery no less than 60 days prior to the meeting on which the vote is to be taken.

These Bylaws may not be amended contrary to or so as to not include the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Section 8.03. All Property Held in Trust.

Any and all property, now or hereinafter held by the Presbytery, or to which the Presbytery is entitled, shall be held in trust for the benefit of the Presbyterian Church (U.S.A.).

Section 8.04. Particular Property Requirements.

When buying, selling, or mortgaging real property, the Council shall act only after the approval of the members of the Presbytery granted in a duly constituted meeting.

Section 8.05. Property Conveyances.

Pursuant to the Constitution of the Presbyterian Church (U.S.A.), real property transferred to a Presbyterian church or congregation within the bounds of the Presbytery shall include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a congregation within the Presbytery of Prospect Hill or its successor in interest, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE IX  
Definitions

Section 9.01. The term “Presbyterian Church (U.S.A.)” shall include any and all successor organizations.

Section 9.02. The term “Presbytery of Prospect Hill” shall include any and all successor organizations.

ARTICLE X

Section 10.01 Liability Shield Provision.

A director of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XI

Section 11.01 Indemnification Provisions.

The Corporation shall indemnify a director for liability (as such term is defined in section 504.851 of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.