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47 10.15 Annually, all of the Synod's presbyteries shall **may** elect a Young Adult Advisory  
48 Delegate (YAAD) between the ages of 17 and 23. The YAADs will have voice, but not vote.  
49

50 ~~10.16 Three consecutive unexcused absences by a Synod commissioner shall be reported to~~  
51 ~~the electing presbytery for action.~~

52  
53 **10.20 Meetings and Expenses**

54 10.21 The Synod **Assembly** shall **may** meet in regular session, up to four times per year.  
55 Meetings shall be held in person, or **may be held telephonically or digitally as long as all**  
56 **may fully participate in discussions and voting.** ~~by web conferencing, except as noted in~~  
57 ~~10.26 a-j (e-mail meetings).~~ **The Synod Assembly shall hold an "annual meeting," ordinarily**  
58 **in October, at which time the Moderator and Vice-moderator shall be elected, installed, and**  
59 **begin their terms of service.**

60  
61 10.22 Special meetings of the Synod **Assembly** may be called by the Moderator in  
62 accordance with the provisions of the *Form of Government*, G-3.0405. **Special meetings of**  
63 **the Synod Assembly may be held via web conferencing.**

64  
65 10.23 The room, board, and travel expenses of commissioners, ex-officio members, and  
66 Young Adult Advisory Delegates to Synod meetings shall be met from the funds provided for  
67 Synod expenses.

68  
69 10.24 All motions brought before commissioners at meetings of the Synod **Assembly**, shall  
70 include, at least, the following information: who shall implement the motion, the timing of  
71 when the motion shall be implemented, an estimate of the financial implications, and the  
72 expected source of income for the motion's implementation.

73  
74 10.25 Committees **and/or** Commissions, ~~and Coordinating Teams~~ may conduct ~~some~~  
75 meetings by telephone conference calls, and/or by using web conferencing **as long as all**  
76 **participants can hear, participate in discussion and vote.**

77  
78 ~~10.26 If the officers of the Synod determine that a matter is so important that it cannot wait~~  
79 ~~for a Stated Meeting and a Called Meeting would be impractical, the Synod Commissioners~~  
80 ~~may be asked to vote by e-mail. The vote will be for only one issue.~~

81  
82 a) ~~The Synod shall conduct the voting process by e-mail under the same rules that apply to~~  
83 ~~the voting process during in-person Synod meetings. Robert's Rules shall guide the~~  
84 ~~process.~~

85  
86 b) ~~A Synod Commissioner, a Synod Officer, or an Ex Officio Synod member may present a~~  
87 ~~motion by e-mail to the Stated Clerk who will notify the Synod Moderator and~~  
88 ~~immediately send it on by e-mail to the Commissioners, officers and ex-officio members.~~

89  
90 c) ~~A due date will be provided for a second to the motion. If no Synod Commissioner~~  
91 ~~supports the motion, it dies.~~

92  
93 d) ~~If there is support for the motion, then the Moderator of the Synod will send out an email,~~  
94 ~~as well as a letter to those without e-mail that states, "It has been moved and seconded~~

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95 ~~that....Discussion?" Discussion must be done by e-mail with participants using "Reply all"~~  
96 ~~in order that everyone can read every comment. Persons without e-mail will need to~~  
97 ~~access the conversation through a computer at a Presbytery office or a public library.~~

98  
99 e) ~~The Moderator establishes the date by which discussion shall be closed. Prior to the due~~  
100 ~~date, the Moderator shall issue a final call for discussion.~~

101  
102 f) ~~At the established due date, the Moderator shall call for the vote: "It has been moved and~~  
103 ~~seconded that...All those favoring, please respond yes, those opposed no."~~

104  
105 g) ~~The Moderator will include the due date by which members must vote in order to be~~  
106 ~~included in the count. NOTE: It is not necessary to use the "Reply All" when voting. Votes~~  
107 ~~may be sent directly to the Moderator.~~

108  
109 h) ~~E-mail motions before the Synod may also be amended, again, only by confirming to~~  
110 ~~Robert's Rules. If an amendment is proposed, it requires a second and a vote by the~~  
111 ~~Synod Commissioners before voting on the original motion can proceed.~~

112  
113 i) ~~For the motion (or amendment to a motion) to pass at least a quorum of the~~  
114 ~~Commissioners must participate in the voting and a majority of this quorum must vote in~~  
115 ~~the affirmative. If more than a quorum participates in the voting, a simple majority must~~  
116 ~~vote affirmatively for the motion to pass. The Moderator does not vote except to break a~~  
117 ~~tie.~~

118  
119 ~~After the conclusion of the e-mail voting process, the Moderator, through the Stated Clerk,~~  
120 ~~shall inform the Synod by e-mail and the postal service the outcome of the vote. As with~~  
121 ~~in-person voting, voting by e-mail is an official action of the Synod and should be~~  
122 ~~appropriately detailed in the minutes.~~

123

124

### 10.30 Quorum

125 10.31 A quorum of the Synod Assembly shall be twelve commissioners, at least six of whom  
126 shall be **ruling** elders and at least six of whom shall be ministers **teaching elders**  
127 representing at least six presbyteries.

128

129

### 10.40 Officers, Terms, and Election

130 10.41 The officers of the Synod shall be a Moderator, Vice Moderator, Synod Executive,  
131 Stated Clerk and Treasurer, and shall be known as the Synod Leadership Team.

132

133 10.42 The term of service of the Moderator and Vice Moderator shall be one **two years**, and  
134 they shall be eligible for re-election. ~~Nominations for Moderator, Vice Moderator and~~  
135 ~~Governing Commission shall be made by the Nominating Committee of three currently~~  
136 ~~serving commissioners, one of which shall be a continuing member of the Governing~~  
137 ~~Commission from among the commissioners currently serving. They shall be elected by the~~  
138 ~~Synod Assembly and installed at the first **annual** meeting of the **Synod Assembly** calendar~~  
139 ~~year of their terms.~~

140

141 10.43 The Stated Clerk shall be elected for a term of five years and be eligible for  
142 reelection. The Stated Clerk may name a journal clerk and assistant clerks, who need not

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143 be commissioners, to serve during the meeting of the Synod **Assembly** to assist in the  
144 recording of minutes, registration, recording leave of absences, and to carry out such other  
145 duties and responsibilities as will facilitate the efficient functioning of the meeting.

146  
147 10.44 The Synod Executive and any Associate Executives shall be elected for a term of five  
148 years and be eligible for re-election.

149  
150 10.45 The Treasurer shall be elected for a term of five years and shall be eligible for  
151 reelection.

152  
153

154 **10.50 Governing Process**

155       The governing process for the Synod of the Trinity shall be the Policy Governance<sup>R</sup>  
156 Manual of the Synod, in its most recent edition as approved by the Synod Assembly.

157  
158

159 **10.60 Duties of Officers and Trustees**

160  
161

**10.61 Moderator and Vice Moderator**

162 10.62 Functions:

163 a.       The Moderator presides over all meetings of the Synod **Assembly** and the **Governing**  
164 **Commission** until a successor is elected and installed. The Moderator performs all duties  
165 assigned in the *Form of Government* of the Presbyterian Church (U.S.A.), and shall see that  
166 business is conducted in accordance with the latest edition of *Robert's Rules of Order Newly*  
167 *Revised* and the Standing Rules of the Synod **Assembly**. The Moderator shall appoint  
168 committees and commissions authorized by action of the Synod **Assembly** not otherwise  
169 provided for.

170  
171 b.       If, because of the absence of a quorum, a special meeting of the Synod **Assembly**  
172 cannot be held, the Moderator, after consultation with the Synod Executive and the Stated  
173 Clerk, may name a committee or commission to carry out responsibilities assigned to the  
174 Synod in Form of Government, G-3.0405. Such committee or commission shall conduct  
175 Special Administrative Review in accordance with Form of Government, G-3.0108. If in the  
176 opinion of those officers, the appointment of a commission is warranted, due diligence shall  
177 be exercised to ensure that the provisions of Form of Government G-3.0109 are carried out.

178  
179 c.       In the case of complaints against actions or decisions of the Synod Assembly to the  
180 General Assembly Permanent Judicial Commission, the Moderator and the Stated Clerk of  
181 Synod shall have authority to appoint a Committee of Counsel

182  
183 d.       The Moderator may attend a meeting of the General Assembly during his/her term of  
184 office. The Synod will provide reasonable expense reimbursement for such attendance.

185  
186 e.       The Vice Moderator fulfills the duties of the Moderator in the absence of the  
187 Moderator, or when the Moderator deems it necessary. Should the Moderator become  
188 ineligible to serve, the Vice Moderator shall become Moderator for the remainder of the  
189 term.

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191 f. Expenses incurred by the Moderator or Vice Moderator in the performance of their  
192 duties on behalf of the Synod will be paid from budgeted Synod funds.  
193

194

195

**10.70 The Stated Clerk**

196 10.71 The Stated Clerk shall perform all duties required in the Form of Government of The  
197 Presbyterian Church (U.S.A.). The Stated Clerk shall give official notice of the time and  
198 place of Synod **Assembly** meetings, and, when the Synod **Assembly** convenes, shall form  
199 the roll and report it to the Synod **Assembly**. The Stated Clerk, with the cooperation of the  
200 Synod Executive and the Moderator, shall prepare the docket for the Synod **Assembly**  
201 **meeting**. The Stated Clerk shall be responsible for the recording of the minutes of Synod  
202 **Assembly** meetings, and for the timely transmission of these minutes to commissioners.  
203

204 10.72 If the office of Stated Clerk should become vacant, the Moderator shall appoint a  
205 ~~minister of Word and Sacrament~~ **teaching or ruling** elder to be acting Stated Clerk, who  
206 shall serve until Synod shall elect a Stated Clerk.  
207

208

**10.80 The Synod Executive**

209 10.71 The Synod Executive and any Associate Executives shall perform those duties  
210 specified in the position description as prepared by the ~~Personnel Committee~~ **Governing**  
211 **Commission** and approved by the Synod **Assembly**.  
212

213

214

215

**10.90 The Synod Treasurer**

216 10.81 The Treasurer shall fulfill his or her duties described in: the position description  
217 approved by the Synod **Assembly** and provided in the personnel policies; these Standing  
218 Rules; fiscal or financial policies adopted by the **Synod Assembly or Governing Commission**  
219 ~~or Finance and Budget Committee~~.  
220

221

**10.90 Trustees**

222 10.91 The ~~Synod Assembly~~ **commissioner members of the Governing Commission** shall act  
223 as the Board of Trustees for the Corporation which shall be authorized under the charter of  
224 the Synod to receive, hold and transfer property, and to facilitate the management of the  
225 corporate affairs of the Synod in such manner as to realize the **"Ends of the Synod" and in**  
226 **accord with the Executive Limitations in the Policy Governance<sup>R</sup> Manual of the Synod** ~~may~~  
227 ~~be directed by the Synod~~.  
228

229 10.92 The Corporation officers shall be the Moderator and Vice Moderator of the Synod, the  
230 Stated Clerk and the Treasurer of the Synod who shall serve respectively as President, Vice  
231 President, Secretary and Treasurer of the Corporation. **The Synod Executive shall serve as**  
232 **the chief executive officer for the Corporation. A quorum of the Governing Commission/**  
233 **Board of Trustees shall be a simple majority of the commissioner members.**  
234

235 10.93 The Synod **Assembly** shall meet as the Corporation annually, and at such other times  
236 as shall be deemed necessary. **The meeting of the annual meeting of the Corporation shall**  
237 **be the same as the ecclesiastical meeting of the Synod Assembly.**  
238

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239 **ARTICLE II - SYNOD ENTITIES**

240

241 The Synod carries out its duties and responsibilities through:

242 **The Governing Commission and the Synod Executive**

243 **Book of Order Required Committees and Commissions**

244 **Permanent Judicial Commission**

245 **Committee on Representation**

246 **Nominating**

247 **Advisory and Operational Task Groups as appointed by the Synod Executive**

248 **Mission Networks**

249 ~~Program Coordinating Teams~~

250 ~~Non-Commissioner Committees and Commissions~~

251

252

**20.00 Mission Networks**

253 20.01 The Synod will facilitate and support the development of a system of Mission  
254 Networks among presbyteries and affinity groups. These Mission Networks will focus on  
255 areas of common interest, need, and mission. Because of the diversity of needs throughout  
256 the Synod, these Mission Networks will focus the Synod’s mission resources and energies  
257 where the people and needs dictate. Mission Networks are not limited by **intra nor inter**  
258 **Synod** geographical boundaries. Mission Networks provide responsive and flexible shared  
259 ministry opportunities. Mission Networks may help to identify those needs that should be  
260 addressed through a sustained program.

261

262

~~**21.00 Program Coordinating Teams**~~

263 ~~21.01 From time to time the Synod identifies mission priorities of the Synod which are to be~~  
264 ~~addressed through on-going, Synod-wide programs. Responsibility for the development,~~  
265 ~~administration, and oversight of such programs shall rest with a Program Coordinating~~  
266 ~~Team.~~

267

268

~~**21.10 General Form**~~

269 ~~21.11 Membership. Each Coordinating Team shall consist of ten members. Nine members,~~  
270 ~~in three classes of three members each, shall be nominated by the Nominating Committee~~  
271 ~~for election by the Synod. The tenth member shall be designated by the Synod from among~~  
272 ~~the Synod commissioners, and shall serve as liaison between the Coordinating Team and~~  
273 ~~the Synod.~~

274

275

276 ~~21.12 Officers. Normally, the Chairperson of each Coordinating Team will be nominated by~~  
277 ~~the Nominating Committee from among the elected members of the Coordinating Team and~~  
278 ~~elected by the Synod. Each Coordinating Team will elect a clerk from within its own~~  
279 ~~membership.~~

280

281 ~~21.13 Staffing. Staff will be assigned to each committee by the Synod Executive in~~  
282 ~~consultation with the Personnel Committee and approval by the Synod.~~

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**~~22.00 Committees and Commissions of the Synod~~**

~~22.01 Except as may be specified for a particular Committee or Commission, each Committee shall have nine members, in equal classes serving three year terms, elected by the Synod, upon nomination by the Nominating Committee.~~

~~22.02 Except as may be specified for a particular Committee or Commission, no Committee member may serve for consecutive terms, either full or partial, aggregating more than six years. A Committee or Commission member having served a total of six consecutive years shall be ineligible for a period of at least one year.~~

~~22.03 The Synod Nominating Committee will work with Presbyteries in a system of rotation to provide nominees for the established Synod Committees.~~

~~22.04 Synod commissioners may serve on any Standing Committee of the Synod except the Permanent Judicial Commission. They will indicate to the Synod Nominating Committee their interest in serving.~~

~~22.05 Unless otherwise specified, each Committee shall elect a Chairperson from among its own membership.~~

**~~22.10 Finance and Budget Committee~~**

~~22.11 There shall be a Finance and Budget Committee which shall make recommendations to the Synod Commissioners, through the Synod Treasurer or the Finance and Budget Chairperson, regarding the financial resources of the Synod.~~

~~22.12 The Chairperson of the Finance and Budget Committee shall convene the Committee in order to:~~

- ~~a. work with the Synod Treasurer to propose, implement, and oversee the fiscal policies and operations of the Synod, including providing specific advice to the Synod Commissioners concerning mission and per capita funds;~~
- ~~b. work with the Synod Treasurer for prudent investing by the Synod, ensuring the oversight of all investments;~~
- ~~c. provide oversight of all the financial resources of the Synod;~~
- ~~d. work with the Synod Treasurer to review income and expenditures;~~
- ~~e. arrange for an annual audit independent of the Synod Treasurer.~~

~~22.13 Meetings:~~

- ~~a. The Finance and Budget Committee shall meet on a regular basis and be convened by the Chairperson in consultation with the Synod Treasurer.~~
- ~~b. In the event that the position of Synod Treasurer is temporarily vacant, or if in the judgment of the Synod Executive(s), extraordinary circumstances require it,~~

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331                    ~~the Synod~~ Executive(s) may, in consultation with the Finance and Budget  
332                    ~~Chairperson, convene the~~ Committee.

**22.20 Nominating Committee**

335 22.21 The Nominating Committee shall consist of ~~nine persons~~ **three commissioners, of**  
336 **which one shall be from the Governing Commission.** The nominating committee shall be  
337 **elected at the annual meeting of the Synod Assembly to serve for the next year. At least**  
338 **two commissioners with different terms will be represented on the nominating committee.** ~~in~~  
339 ~~three-year terms, elected by the Synod according to *Form of Government*, G-3.0111. One~~  
340 ~~member of the Committee on Representation, chosen by that committee, shall serve on the~~  
341 ~~Nominating Committee in an ex-officio capacity.~~

343 22.22 The tasks of the Nominating Committee for elections for Synod positions are:

345 a.        Nominate a Moderator and Vice Moderator to the Synod, with regard for diversity  
346 and inclusiveness. The nomination of a Vice Moderator shall **should** ensure laity/clergy  
347 teaching/ruling elder balance;

349 b.        **Nominate commissioners to serve on the Governing Commission to fill expired terms**  
350 **or vacancies.**

352 c.        ~~Nominate the members of the Program Coordinating Teams and, annually, a~~  
353 ~~member of each Coordinating Team to be chairperson;~~

355 d.        ~~Nominate members of Synod Committees, the Permanent Judicial Commission, and~~  
356 ~~other Commissions as needed.~~

358 e.        ~~The Nominating Committee shall nominate, for election by Synod, persons to fill all~~  
359 ~~Synod positions not otherwise provided for in these standing rules.~~

361 22.23 ~~The Nominating Committee will present nominations for election by Synod to~~  
362 ~~the Board of Directors of Westminster Foundation of West Virginia in accordance with~~  
363 ~~the bylaws of that organization.~~

365 22.24 ~~Synod representatives to General Assembly entities will be nominated by the~~  
366 ~~Committee upon the request of the General Assembly Nominating Committee.~~

**22.30 Personnel Committee**

369 22.31 ~~The Personnel shall oversee, support and review the structure and management of~~  
370 ~~staff relationships and performance.~~

372 22.32 ~~The Personnel Committee shall:~~

374 a.        ~~oversee the process of managing relationships and performance of the Synod exempt~~  
375 ~~and non-exempt staff;~~

377 b.        ~~provide for annual and comprehensive evaluations of the work of staff, in consultation~~  
378 ~~with the appropriate mission networks, committees, task forces and supervisory staff;~~

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- 379
- 380 c. ~~propose personnel policies to the Synod;~~
- 381
- 382 d. ~~propose compensation levels (ranges for each factored position) to the Synod;~~
- 383
- 384 e. ~~recommend adjustment in compensation for each employee;~~
- 385
- 386 f. ~~resource Synod search committees, and be available to train and assist presbytery~~
- 387 ~~search committees as requested;~~
- 388
- 389 g. ~~conduct periodic review of the current staffing model; make appropriate~~
- 390 ~~recommendations to the Synod;~~
- 391
- 392 h. ~~ensure that job descriptions for Synod staff are reviewed frequently and kept current;~~
- 393 ~~make appropriate recommendations to the Synod;~~
- 394
- 395 i. ~~provide reports of anticipated needs to the Finance and Budget Committee;~~
- 396
- 397 j. ~~implement the consultation with presbyteries called for in the *Book of Order* on the~~
- 398 ~~election of executives (G-3.0111) on the establishment of administrative staff positions,~~
- 399 ~~equitable compensation, personnel policies, and fair employment practices and on the~~
- 400 ~~employment of all personnel (G.0104 and G-3.0110);~~
- 401
- 402 k. ~~review grievances as provided in personnel policies.~~
- 403

**22.40 Committee on Representation**

22.41 The Committee on Representation shall carry out the duties prescribed by the *Form of Government* F-1.0403.

22.42 The Committee on Representation will recruit, or seek, candidates for future election as commissioners, through its connections with presbytery Committees on Representation, various racial ethnic constituencies, constituencies of women, disabled persons, youth, or other minorities, as well as "persons designated by national racial ethnic membership to discover potential racial ethnic members." A list of these candidates will be presented annually to the Synod Nominating Committee.

22.43 The Committee on Representation shall also be available to serve as an advisory group to the Synod Executive on matters of social and racial justice within the boundaries of the Synod.

22.43 The Synod Nominating Committee, using the list of persons described above, as well as recommendations from the various presbytery nominating committees and its own endeavors, shall present to the Synod a slate of persons which would result in a committee fulfilling so far as possible the categories and requirements of F-1.0403. Attention will also be paid to a diversity of presbyteries represented on the Synod Committee on Representation.

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426 ~~22.44 The Committee on Representation shall choose from among its members one person~~  
427 ~~to serve in an ex officio capacity with the Nominating Committee.~~

428

429

**22.50 Presbytery Records**

430 22.51 The ~~Committee on Presbytery Records~~ **stated clerks of the presbyteries** shall conduct  
431 an annual **peer** review of presbytery records as prescribed by the *Form of Government*, G-  
432 3.0107 and G-3.0108. ~~The~~ **Committee** shall review the minutes of the presbyteries and a  
433 statement attesting to the review shall be signed by the **Convener, who shall be annually**  
434 **elected by the presbytery stated clerks.** ~~Committee Chairperson or the Chairperson's~~  
435 ~~designee.~~ The report ~~of the Committee~~ shall be circulated to each presbytery annually for  
436 reaction on the part of the presbytery. Any request from a presbytery to remove or modify  
437 an exception shall be directed to the Stated Clerk of Synod for further consideration by the  
438 Synod **Assembly.**

439

440 22.52 The official action of the Synod with regard to the presbytery minutes shall be  
441 communicated to each presbytery through its Stated Clerk and the action of the Synod  
442 Assembly recorded in the minutes of the next stated meeting of the presbytery.

443

444 ~~22.53 This Committee shall consist of the Stated Clerk of each presbytery. The Chairperson~~  
445 ~~shall be elected by the Committee from among its members for a three year term. The~~  
446 ~~Chairperson shall not serve more than two consecutive terms. The Stated Clerk of the~~  
447 ~~Synod shall be an ex officio member of the Committee, and shall be ineligible to serve as~~  
448 ~~chairperson.~~

449

450

**22.60 Permanent Judicial Commission**

451 22.61 The Permanent Judicial Commission is the court of judicial process for the Synod. It  
452 shall function according to the provisions of the *Rules of Discipline*.

453

454 22.62 The Permanent Judicial Commission shall consist of twelve members elected for six  
455 year terms, serving in equal classes. Each class will contain two ~~ministers of Word and~~  
456 ~~Sacrament and two~~ **teaching and two ruling** elders. Members shall be nominated by  
457 ~~Synod's Nominating Committee~~ the respective presbyteries and elected by the Synod  
458 Assembly, giving due attention to the principles of inclusivity set forth in Form of  
459 Government Chapter 4.0400 and elsewhere, as well as to a rotation of members among the  
460 various presbyteries of the Synod. The Permanent Judicial Commission shall elect from  
461 among its members a moderator and a clerk.

462

463 22.63 The Permanent Judicial Commission is staffed by the Stated Clerk.

464

465 22.64 The Permanent Judicial Commission shall meet to consider the cases brought before  
466 it. If there are no cases, it ~~may~~ **shall** meet for education and training, **at least annually.**

467

468 22.65 No person having served on the Permanent Judicial Commission for a term of up to  
469 six years shall be eligible for re-election until four years have elapsed.

470

471 22.66 In case a time should arise when the Permanent Judicial Commission has no  
472 Moderator, the Stated Clerk shall be authorized to convene the Commission and preside for  
473 the election of a Moderator.

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### **~~22.70 Grants and Scholarships~~**

476 ~~22.71 The Grants and Scholarships Committee is to provide general coordination, oversight,~~  
477 ~~and awarding of Synod scholarships and grants.~~

478

479 ~~22.72 Responsibilities:~~

480 ~~Provide oversight for Unrestricted Funds and any other programs established by the Synod.~~

481 ~~Provide oversight for Network grants, Peacemaking Offering grants and awards, Mission~~

482 ~~Development Resource Committee grants, undergraduate Synod Scholarships including~~

483 ~~Racial Ethnic, Synod of the Trinity Educational, and Rusch Shepard and graduate Synod~~

484 ~~Scholarships including Mary Meade Maxwell Vocational Scholarship and Mary L. Clark Grant.~~

485

486 ~~22.73 Meetings:~~

487

488 a. ~~Once a year, normally in June, the Committee shall meet in Camp Hill, Pennsylvania to~~  
489 ~~review applications and award undergraduate and graduate scholarships and grants.~~

490

491 b. ~~As needed, the Committee will meet by conference call.~~

492

493

### **22.80 Self Development of People (SDOP)**

494 22.81 The Self Development of People Committee shall consist of **not fewer than six and not**  
495 **more than twelve** members, **elected by their presbytery**, in three equal classes serving  
496 three year terms.

497

498 22.82 The SDOP awards grants to groups of poor, oppressed and disadvantaged persons  
499 seeking to make significant and long-term, sustainable changes in their particular situations.

500

501 22.83 SDOP utilizes three primary criteria for groups submitting proposal for grants:

502 1. The project must originate from within the group writing the proposal.

503 2. The group must control the project.

504 3. The members of the group must directly benefit from the project.

505

506 22.84 Meetings:

507 1. Once a year, normally in May to review proposals.

508 2. SDOP ~~will~~ **may** meet by conference call or **web conferencing**, as needed.

509

## **ARTICLE III - SYNOD STAFF**

510

511

### **30.00 Administrative**

513 30.01 The Synod Administrative Staff consists of a Synod Executive and such other **exempt**  
514 **staff as the Synod Assembly or the Governing Commission may authorize, and non-exempt**  
515 **staff as determined by the Synod Executive.**

516

517

518 30.02 The ~~Personnel Committee~~ Governing Commission shall provide for annual

519 comprehensive reviews of the work **the Synod Executive and Stated Clerk.** The Synod

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520    Executive shall review the work of the other members of the Synod staff, ~~according to the~~  
521    ~~review procedures outlined in Synod personnel policies.~~

522

523

524

### **31.00 Synod Executive**

525    31.01 The Synod Executive shall be elected as provided for in *Form of Government*, G-

526    3.0110. ~~The duties of this office shall only be limited as set forth in the Executive~~

527    ~~Limitations, as stated in the Policy Governance manual, and the application of the principle~~

528    ~~"any reasonable interpretation." be those set forth in the position description.~~

529    ~~31.02 The Synod Executive shall be selected by the Governing Commission upon the~~

530    ~~concurrence of the Synod Assembly.~~

531    ~~31.021 Termination of the service of the Synod Executive shall follow the same procedures~~

532    ~~as for the selection of the Synod executive.~~

533

534

### **32.00 Other Staff**

535    32.01 Other staff shall be employed for terms stipulated in their position descriptions.

536

537    32.02 They shall fulfill their duties and their performance will be reviewed, as provided for

538    in the Synod personnel policies.

539

## **~~ARTICLE IV — OFFICERS', SYNOD COMMISSIONERS', AND TRUSTEES'~~**

### **~~LIABILITY AND INDEMNIFICATION~~**

541

542

543    ~~40.01 No Officer, Synod Commissioner or Trustee of the Synod shall be personally liable for~~

544    ~~monetary damages for any action taken, or any failure to take any action, unless he or she~~

545    ~~has both (i) breached the standards set forth in **Title 15, subpart C Chapter 57, Sections**~~

546    ~~**5741 — 5750** of the Pennsylvania Consolidated Statutes relating to performance of fiduciary~~

547    ~~duties and (ii) such breach or failure to perform constitutes self-dealing, willful misconduct~~

548    ~~or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent~~

549    ~~permitted by law. This exemption from liability shall not apply to the responsibility or~~

550    ~~liability of any person pursuant to any criminal statute or for the payment of taxes pursuant~~

551    ~~to local, state or federal law. If the Pennsylvania Consolidated Statutes hereafter are~~

552    ~~amended to authorize the further elimination or limitation of the liability of corporate~~

553    ~~fiduciaries, then the liability of an Officer, Synod Commissioner, or Trustee of the Synod, in~~

554    ~~addition to the limitation on personal liability provided herein, shall be limited to the fullest~~

555    ~~extent permitted by the amended Pennsylvania Consolidated Statutes.~~

556

557    ~~For further elaboration on the Synod's Indemnification Policy see the full policy in the~~

558    ~~Manual of Administrative Operations by laws of the Corporation of the Synod of the Trinity~~

559

560    ~~40.02 Any Officer, Synod Commissioner or Trustee of the Synod who was or is made a party~~

561    ~~or is threatened to be made a party to or is involved in any action, suit or proceeding~~

562    ~~(hereinafter a "proceeding"), whether civil, criminal, administrative or investigative,~~

563    ~~including, without limitation, an action or suit by or in the right of the Synod of the Trinity,~~

564    ~~by reason of the fact that he or she, or a person of whom he or she is the legal~~

565    ~~representative, is or was an Officer, Synod Commissioner or Trustee of the Synod or is or~~

566    ~~was serving at the request of the Synod as a director or trustee of another subsidiary or~~

567    ~~related corporation, joint venture, trust or other enterprise, including service with respect to~~

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568 ~~employee benefit plans, whether the basis of such proceeding is alleged action in an official~~  
569 ~~capacity as trustee or officer or in any other capacity, shall be indemnified and held~~  
570 ~~harmless by the Synod to the fullest extent and manner authorized or permitted by the laws~~  
571 ~~of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended~~  
572 ~~(but, in the case of any such amendment, only to the extent that such amendment permits~~  
573 ~~the Synod to provide broader indemnification rights than said law permitted the Synod to~~  
574 ~~provide prior to such amendment), against all expense, liability and loss (including~~  
575 ~~attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts~~  
576 ~~paid or to be paid in settlement) reasonably incurred or suffered by such person in~~  
577 ~~connection therewith, and such indemnification shall continue as to a person who has~~  
578 ~~ceased to be an Officer, Synod Commissioner or Trustee of the Synod and shall incur to the~~  
579 ~~benefit of his or her heirs, executors and administrators: provided, however, that, except as~~  
580 ~~provided in 70.01 hereof, the Synod shall indemnify any such person seeking~~  
581 ~~indemnification in connection with a proceeding initiated by such person only if such~~  
582 ~~proceeding was properly authorized by the Synod. The right to indemnification conferred in~~  
583 ~~this Article shall be a contract right and each person to whom this right to indemnification~~  
584 ~~applies shall be a third party beneficiary of such right and shall be entitled to enforce~~  
585 ~~against the Synod all indemnification and other rights granted to such person by this Article.~~  
586 ~~Such right shall include the right to be paid by the Synod the expenses incurred in any such~~  
587 ~~proceeding in advance of its final disposition; provided, however, that, if the laws of the~~  
588 ~~Commonwealth of Pennsylvania require, the payment of such expenses incurred in advance~~  
589 ~~of the final disposition of a proceeding shall be made only upon delivery to the Synod of an~~  
590 ~~undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall~~  
591 ~~ultimately be determined that such person is not entitled to be indemnified under this~~  
592 ~~Article or otherwise. The Synod may, by proper action, provide indemnification to~~  
593 ~~employees, agents, fiduciaries and other representatives of the Synod or to any person who~~  
594 ~~is or was serving at the request of the Synod as an employee, agent, fiduciary or~~  
595 ~~representative of another subsidiary or related corporation, joint venture, trust or other~~  
596 ~~enterprise, including service with respect to any employee benefit plan, with the same or~~  
597 ~~lesser scope and effect as set forth herein and in the other sections of this Article. If and to~~  
598 ~~the extent that the laws of the Commonwealth of Pennsylvania require that indemnification~~  
599 ~~be provided in a given instance only if the person acted in good faith and in a manner he or~~  
600 ~~she reasonably believed to be in or not opposed to the best interests of the Synod, and,~~  
601 ~~with respect to any criminal proceeding, had no reasonable cause to believe his or her~~  
602 ~~conduct was unlawful, then termination of any proceeding by judgment, order, settlement,~~  
603 ~~conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a~~  
604 ~~presumption that the person did not act in good faith and in a manner which he or she~~  
605 ~~reasonably believed to be in or not opposed to the best interests of the Synod, and, with~~  
606 ~~respect to any criminal proceeding, that he or she had reasonable cause to believe that his~~  
607 ~~or her conduct was unlawful. Termination of any proceeding by judgment, order,~~  
608 ~~settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself~~  
609 ~~be a determination by a court that the act or failure to act giving rise to a claim for~~  
610 ~~indemnification constituted willful misconduct or recklessness.~~

611  
612 40.03 Indemnification under Section 2 above shall be made by the Synod unless a  
613 determination is reasonably and promptly made that indemnification is not proper in the  
614 circumstances because of grounds for denying indemnification under this Article or under  
615 applicable law. Such determination may be made only (i) by the Synod, by a majority vote  
616 of a quorum consisting of members who were not parties to such proceeding ("disinterested

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617 ~~members"), or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of~~  
618 ~~disinterested members so directs, by legal counsel, in a written opinion.~~

619  
620 ~~40.04 Notwithstanding any other provisions of this Article, to the extent that a person has~~  
621 ~~been successful on the merits or otherwise in defense of any proceeding referred to in~~  
622 ~~Section 2 above or in defense of any claim, issue or matter therein, he shall be indemnified~~  
623 ~~against expenses (including attorneys' fees) actually and reasonably incurred by him in~~  
624 ~~connection therewith.~~

625  
626 ~~40.05 If a claim under 40.02 of this Article is not paid in full by the Synod within thirty days~~  
627 ~~after a written claim has been received by the Synod, the claimant may at any time~~  
628 ~~thereafter bring suit against the Synod to recover the unpaid amount of the claim and, if~~  
629 ~~successful in whole or in part, the claimant shall be entitled to be paid also the expense of~~  
630 ~~prosecuting such claim. It shall be a defense to any such action (other than an action~~  
631 ~~brought to enforce a claim for expenses incurred in defending any proceeding in advance of~~  
632 ~~its final disposition where the required undertaking, if any is required, has been tendered to~~  
633 ~~the Synod) that the claimant has not met the standards of conduct which make it~~  
634 ~~permissible under the laws of the Commonwealth of Pennsylvania for the Synod to~~  
635 ~~indemnify the claimant for the amount claimed, but the burden of proving such defense~~  
636 ~~shall be on the Synod. Neither the failure of the Synod (including legal counsel) to have~~  
637 ~~made a determination prior to the commencement of such action that indemnification of the~~  
638 ~~claimant is proper in the circumstances because he or she has met the Commonwealth of~~  
639 ~~Pennsylvania, nor an actual determination by the Synod (including its legal counsel) that~~  
640 ~~the claimant has not met such applicable standard of conduct, shall be a defense to the~~  
641 ~~action or create a presumption that the claimant has not met the applicable standard of~~  
642 ~~conduct.~~

643  
644 ~~40.06 The rights to indemnification and the payment of expenses incurred in a proceeding in~~  
645 ~~advance of its final disposition conferred in this Article shall not be exclusive of any right~~  
646 ~~which any person may have or hereafter acquire under any statute, provision of the Articles~~  
647 ~~of Incorporation, Standing Rules, agreement, vote of disinterested Synod members or~~  
648 ~~otherwise.~~

649  
650 ~~40.07 The Synod may maintain insurance, at its expense, to protect itself and any officer,~~  
651 ~~employee, trustee, Synod Commissioner, agent, fiduciary or representative of the Synod or~~  
652 ~~another subsidiary or related corporation, joint venture, trust or other enterprise, against~~  
653 ~~any expense, liability or loss, whether or not the Synod would have the power to indemnify~~  
654 ~~such person against such expense, liability or loss under the laws of the Commonwealth of~~  
655 ~~Pennsylvania.~~

656  
657 ~~40.08 or purposes of this Article:~~

658  
659 ~~(a) References to "the Synod" shall include, in addition to the Synod, any constituent~~  
660 ~~corporation absorbed in a consolidation or merger which, if its separate existence had~~  
661 ~~continued, would have had the power and authority to indemnify its officers, trustees or~~  
662 ~~directors, so that any person who is or was a trustee, director or officer of such constituent~~  
663 ~~corporation, or is or was serving at the request of such constituent corporation as a trustee,~~  
664 ~~director, or officer of another corporation, shall for purposes of this Article be deemed to~~  
665 ~~hold the same position in the Synod as he or she held in such constituent corporation.~~

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666  
667 ~~(a) A person who acted in good faith and in a manner he or she reasonably believed to be in~~  
668 ~~the interest of the participants and beneficiaries of an employee benefit plan shall be~~  
669 ~~deemed to have acted in a manner "not opposed to the best interests of the Synod" as~~  
670 ~~referred to in this Article.~~

671  
672 ~~40.09 This Article may hereafter be amended or repealed; provided, however, that no~~  
673 ~~amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a~~  
674 ~~person who is or was an Officer, Synod commissioner or Trustee to obtain indemnification or~~  
675 ~~advancement of expenses with respect to a proceeding that pertains to or arises out of~~  
676 ~~actions or omissions that occur prior to the effective date of such amendment or repeal,~~  
677 ~~which date cannot be retroactive.~~

678

679

680 **ARTICLE V – CODE OF CONDUCT**

681

682 50.01 The Synod shall adopt a Code of Conduct that is applicable to all elected  
683 Commissioners, and Officers of the Synod, employed Synod staff, Synod Committees,  
684 ~~Coordinating Team Members~~, Commissions, Synod Mission Networks, and includes some  
685 customers, vendors, organizations, and any others doing business with or on behalf of the  
686 Synod of the Trinity.

687

688 50.02 The Synod Stated Clerk shall have lead responsibility for the development of policy,  
689 distribution, implementation, and maintenance of records relating to the Synod's Code of  
690 Conduct.

691

692 50.03 Distribution of the Code of Conduct shall be made in accord with the criteria specified  
693 in the Code with records distribution and acknowledgment of receipt maintained in the  
694 Synod Stated Clerk's office where the records shall be available for review as may be  
695 necessary and appropriate.

696

697 50.04 Commissioners shall not be seated and persons elected to various positions in the  
698 Synod shall not be permitted to participate until a signed Acknowledgment and Acceptance  
699 Form from the Code of Conduct, including a conflict of interest provision, has been received  
700 and is on file.

701

702 **ARTICLE VI - AMENDMENTS**

703

704 60.01 The Standing Rules may be suspended temporarily, for a definite purpose and a  
705 definite length of time, by a two thirds vote of the Commissioners present at either a  
706 standing or a called Synod Assembly meeting.

707

708 60.02 These Standing Rules may be amended at any meeting provided that at least a ten-  
709 day written notice has been given to all Commissioners and by a two-thirds vote of the  
710 members present. A special meeting may be called for the purpose of amending these  
711 Standing Rules with the same provision as the called meeting.

712

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713 **ARTICLE VII – Hierarchy of Governing Authority**

714 70.01 The hierarchy of governing authorities shall be:

715     Scripture

716         The Constitution of the Presbyterian Church (U.S.A.)

717             Part One: Book of Confessions

718             Part Two: Book of Order

719     Federal and State Law

720     Articles of Incorporation of the Synod of the Trinity

721     Bylaws of the Synod of the Trinity

722     Policy Governance Manual of the Synod of the Trinity

723     Robert’s Rules of Order Newly Revised, most recent edition

724     Standing Rules of the Synod of the Trinity

725

726 70.02 If there should be a conflict between the Policy Governance Manual and the Standing  
727 Rules, the Policy Governance Manual shall be considered primary until the conflict shall be  
728 reconciled by either an amendment to the Policy Governance Manual and/or to the standing  
729 rules.

730

731 **APPENDIX**

732

733 The Synod of the Trinity includes all of the State of Pennsylvania; all of the State of West  
734 Virginia except the following counties: Jefferson, Berkeley, Morgan, Hampshire, Mineral,  
735 Hardy, Grant, Pendleton; and the following counties in Ohio: Belmont, Harrison, Jefferson,  
736 Monroe, the southern sector of Columbia. One congregation in New York and two  
737 congregations in Maryland belong to the Synod, but their counties are associated with other  
738 synods.

739

740

741

*Amended*

742

*October, 2003*

743

*June and October, 2005*

744

*February and October, 2008*

745

*March and June 2009*

746

*June 2010*

747

*June 2011*

748

*October 2011*

749

*2015 ???????*