

Bylaws of the Presbytery of Hudson River
Approved 24 September 2019

CALLING: As members of the Body of Christ, Presbytery of Hudson River is called to live resurrection with passion and partnership in a changing world.

MISSION: As a resurrection people, Presbytery of Hudson River engages people's passion; builds partnerships; nurtures strong leadership; and creates healthy, vital communities of faith; all to the glory of God.

VALUES: We respond to our calling by embracing the following values: Partnership, Hospitality, Inclusivity, Justice, Passion, Curiosity, Honesty, Joy and Generosity.

ARTICLE I: THE PRESBYTERY

Section 1 The Presbytery of Hudson River was organized through the merger of the former Presbyteries of Hudson, North River, and Westchester on January 7, 1961.

Section 2 The present boundaries are as follows: All of WESTCHESTER, PUTNAM, DUTCHESS, ULSTER, ROCKLAND, ORANGE and SULLIVAN COUNTIES (including cities, townships, villages and hamlets) and Ancramdale in COLUMBIA COUNTY, all in the state of New York.

Section 3 The Presbytery of Hudson River is a nonprofit organization incorporated under the Religious Corporation Laws of the state of New York.

Section 4 The Presbytery is governed by the Bible, by the Constitution of the Presbyterian Church (U.S.A.) comprised of the Book of Confessions and the Book of Order, by the Bylaws and by any special rules of order that the Presbytery may adopt. The Book of Order is comprised of The Foundations of Presbyterian Polity, the Form of Government, the Directory for Worship and the Rules of Discipline. The Parliamentary authority for the Presbytery is the most recent version of Robert's Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) states otherwise.

ARTICLE II: MEMBERSHIP

Section 1 The Presbytery of Hudson River is comprised of: MINISTERS OF WORD AND SACRAMENT who have been received into the Presbytery; RULING ELDERSCOMMISSIONED TOPARTICULAR PASTORALSERVICE; CHURCHES, represented by Ruling Elder commissioners, elected by the Sessions of those churches, according to the provisions of the Form of Government (G-3.0301); OFFICERS OF THE PRESBYTERY (see Article IV) duly elected by and currently serving the Presbytery and the GENERAL PRESBYTER, if he or she is a Ruling Elder; FORMER RULING ELDER MODERATORS OF PRESBYTERYwho continue as active members of churches

within the geographic boundaries of the Presbytery; and RULING ELDERS currently serving on specific entities of the Presbytery, including: Council; Committee on Ministry; Committee on Preparation for Ministry; Committee on Representation; Faith and Order Committee; Finance Committee; Grants Committee; Nominating Committee, Permanent Judicial Commission; Personnel Committee; Presbyterian Women's Coordinating Team and Property Committee.

Section 2 The Presbytery may make provision by rule for YOUTH ADVISORY DELEGATES [for those who are confirmed Active Member through the age of 20], who shall have privilege of the floor, but not vote, in meetings of the Presbytery, and who may be given both privilege of the floor and vote in meetings of committees, working groups or other entities of the Presbytery.

Section 3 Presbyters (Ministers of Word and Sacrament or Ruling Elders) in good standing in other councils of this denomination or in any other Christian church, who are present at any meeting of presbytery, may be invited to sit as corresponding members, with voice but without vote.

ARTICLE III MEETINGS

Section 1 The Presbytery shall hold at least four Stated Meetings each year. Written or printed notice stating the place, date and hour of a regular meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered at least ten (10) days in advance by mail or electronic mail. If by mail, notice shall be deemed to be delivered when deposited in the US mail with postage thereon prepaid, addressed to the minister of Word and Sacrament members and the clerks of Session for lay members in care of their affiliated church, addressed as they appear on the Presbytery of Hudson River records. If by email, such notice shall be deemed to be delivered when emailed to such recipient's email address as it appears on the Presbytery of Hudson River records. The presence of any member at a meeting without objection to the lack of notice of such meeting shall waive notice by such member. A waiver of any required notice signed by any member shall be the equivalent of giving such notice.

Section 2 The Presbytery may hold Special Called Meetings as may be necessary to conduct urgent business, as indicated in the Form of Government (G-3.0304). The meeting may be called at either the agreement of the Moderator, the General Presbyter, and the Stated Clerk or at the request of at least ten (10) Ministers of Word and Sacrament members and ten (10) Ruling Elders commissioners (representing at least four HRP congregations). The call shall include the purpose of the meeting. No business beyond that listed in the call may be conducted at that meeting.

Section 3 The Presbytery may make provision for other gatherings, for the purpose of advancing the mission and ministry of the Presbytery and/or its particular churches.

Section 4 A quorum shall be required to be present for a stated or called meeting to proceed. A quorum of the Presbytery shall consist of seven (7) Minister of Word and Sacrament members and seven (7) Ruling Elder commissioners (Ruling Elders representing at least five (5) PHR congregations). (G-3.0304)

Section 5 Each member who is physically present at a Presbytery meeting shall have one vote. Proxy voting shall not be permitted

Section 6 Committees, commissions, boards and other official entities of the Presbytery may, from time to time when physical meetings are impractical, arrange to meet and conduct business via electronic video and/or audio teleconference. Reasonable notice of the date, time and set-up procedures of electronic meetings will be given by the group's chairperson or moderator. The conduct of electronic meetings will conform as closely as possible to the procedures for physical committee meetings set out in the latest edition of Robert's Rules of Order, including (but not limited to) those for quorums and the recording of minutes. Actions taken in teleconference meetings shall be reported to the Presbytery in the same manner as any other actions are reported. Minutes of teleconference meetings shall be treated as official minutes, must be approved by the entity at its next physical or electronic meeting and shall be kept and forwarded in the same way as minutes of physical meetings.

Section 7 Committees, commissions, boards and other official entities of the Presbytery may, from time to time, cast binding votes through email or other commonly used but individually addressed electronic tool. Email voting is limited to action items believed to be routine and not controversial. In such cases the chair or moderator of the entity will make a motion (a second is not required) by sending the motion's text and any significant background material to all members of the body. The group's moderator or chairperson will also include an announcement which clearly indicates the deadline for receipt of responses and offers any and all members the opportunity to stop the email vote and call for an electronic meeting to consider the matter. Members of the group voting will use the "respond all" facility of email or otherwise respond in a way by which all participants can see all the votes. Email voting produces a valid action when the number of voters responding meets or exceeds the group's normal quorum, and the measure being voted on receives positive responses from at least 3/4 of those members who respond.

ARTICLE IV OFFICERS

Section 1 Officers of the Presbytery elected by the Presbytery shall be the Moderator, Moderator-Elect, Stated Clerk, Treasurer, Assistant Treasurer, and the Journal Clerk.

Section 2 The officers elected by the Presbytery shall have the following duties (other duties may be specified by rule):
The Moderator shall fulfill such duties prescribed for that office in the Form of Government (especially G-3.0104), including convening, adjourning and presiding at Presbytery meetings, presiding at ordinations and installations,

and appointing members to special committees and working groups when called upon to do so by the Presbytery. When an action is brought according to the Rules of Discipline, the Moderator may, as needed and appropriate, consult with the Stated Clerk and General Presbyter regarding recommendations for appointment of Ministers of Word and Sacrament and Ruling Elders to serve on Investigating Committees (D-10.0200).

The Moderator-elect shall perform the duties of the Moderator in his or her absence, or when requested by the Moderator to do so. In the absence of both the Moderator and the Moderator-elect at a Presbytery meeting, the immediate past Moderator shall preside.

The Stated Clerk shall perform those duties set forth in the Form of Government (especially G-3.0104), together with such other tasks as may be prescribed by the Presbytery, Synod or General Assembly.

The Treasurer shall oversee the finances of the Presbytery, having such authority as may be necessary to receive, invest, transfer and disburse funds on behalf of the Presbytery, always subject to the Presbytery's rules, policies and oversight.

The Assistant Treasurer shall perform such duties on behalf of the Presbytery as deemed appropriate by the Treasurer, always subject to the Presbytery's rules, policies and oversight.

The Journal Clerk shall record the actions of the Presbytery at stated and special meetings of the Presbytery, shall prepare draft minutes for submission to the Stated Clerk for editing, and shall prepare the minute book for approval by the Synod.

In the absence or disability of any officer, the Presbytery may delegate the officer's power to any other member of the Presbytery.

Section 3 The officers elected by the Presbytery shall have the following terms of office:

The Moderator and the Moderator-Elect shall serve a one-year term until a successor is installed.

The Stated Clerk, Journal Clerk, Assistant Treasurer, and Treasurer shall each serve a term of three years. The incumbents shall be eligible for re-election.

Section 4 The officers of the Presbytery shall be elected in the following manner:

The Moderator shall be elected as Moderator-Elect in the year preceding his or her term as Moderator.

The Moderator-Elect shall be elected at the stated meeting immediately occurring before the December stated meeting/installation.

The Stated Clerk and Treasurer shall ordinarily be elected at the final stated meeting of the calendar year in the third year of the officer's term, and his or her term shall begin on January 1 of the following year.

ARTICLE V ORGANIZATION

Section 1 The Presbytery shall be organized around a Council, committees and commissions. The existing entities and their responsibilities shall be stated in

the Book of Order and/or the Manual of Operations.

Section 2 The membership of the Council shall consist of no less than nine (9) and no more than (12) voting members and two (2) ex-officio members. Voting members shall be the chair or the year-long chair-designee of Finance Committee, Grants Committee, and Personnel Committee; the Presbytery's Moderator, Moderator-Elect and immediate past Moderator; and at least three (3) and not more than six (6) at-large persons, each serving three-year staggered terms. These persons shall be nominated by the Nominations Committee and elected by the Presbytery all according to Manual of Operations with no two from the same church and/or the same immediate family. Continuing members with a voice but no vote are the Presbytery's General Presbyter and Stated Clerk. The immediate past presbytery moderator shall set the agenda and moderate and the Stated Clerk shall record the minutes. The Council may act on behalf of and with the full authority of the Presbytery in between meetings of the Presbytery (G-3.0109) in any and all matters except Trustee matters and shall act on recommendations from Finance Committee, Grants Committee and Personnel Committee. A quorum of the Council shall consist of a majority of its membership and shall be required for business to be conducted.

Section 3 The Presbytery may establish commissions, committees, teams, task forces, and working groups as may be useful and necessary, so long as these are consistent with the PCUSA Form of Government.

ARTICLE VI TRUSTEES

Section 1 The Board of Trustees shall be composed of: the Treasurer; the Stated Clerk as secretary of the corporation; the chair plus two other members of the Property Committee; and the chair plus two members of the Finance Committee. (The Treasurer counts as one of those two members if a voting member of the Finance Committee.)

It shall have the power to act on Trustee matters on behalf of and with the full authority of the Presbytery in between meetings of the Presbytery (G-3.0109), subject to the limitations of the Book of Order, New York Religious Corporation Law, the Articles of Incorporation and these Bylaws.

Section 2 The officers of the Corporation shall be as follows: the Finance chairperson shall serve as President of the Corporation, the Stated Clerk shall serve as Secretary and the Treasurer shall serve as Treasurer. The officers shall have a voice and vote on corporate matters.

Section 3 The Presbytery, through its Board of Trustees, holds title to all real estate of the Presbytery and is primarily liable for all encumbrances on these assets as outlined in the Book of Order. No church in the Presbytery of Hudson River will sell, mortgage, or otherwise encumber any of its real property, and will not acquire real property subject to encumbrance or conditions, without written permission of the Presbytery according to the Book

of Order and Manual of Operations.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1 Eligibility for office or service on the Council, committees and commissions 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 2 The Nominations Committee shall nominate persons to all elected positions except for the Nominations Committee.

Section 3 The Council shall nominate persons to serve on the Nominations Committee and shall nominate the moderator of the Nominations Committee.

Section 4 Elections shall be conducted in accordance with the Manual of Operations.

Section 5 Those elected to serve shall do so with energy, intelligence, imagination and love, working toward the Presbytery's mission and ministry. They are expected to be present at all meetings. Nominations Committee may, upon recommendation by the committee chair(s), propose to the Presbytery that an inactive member (two or more unexcused absences in any year) should be removed, after which a successor shall be nominated to the Presbytery for election.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1 Indemnification: The Corporation shall, to the fullest extent now or hereafter permitted by the New York Not-for-Profit Corporation Law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact he or she, or his or her testator or intestate, was a trustee, officer, employee, committee member, volunteer or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Corporation shall pay expenses incurred in such actions or proceedings in advance of the final disposition of such actions or proceedings upon receipt of an undertaking by or on behalf of such trustee, officer, employee, committee member, volunteer or agent to repay such amount as and to the extent required by the New York Not-for-Profit Corporation Law.

Section 2 Insurance: The Corporation may maintain insurance, at its expense, to protect itself and on behalf of any trustee, officer, employee, committee member, volunteer or agent of the Corporation, against any such 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 New York Not-for-Profit Corporation Law

ARTICLE IX MISCELLANEOUS

Section 1 Fiscal Year: The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Council.

Section 2 Amendments: Proposed amendment to these Bylaws must be submitted to the Council for consideration and referral. These Bylaws may be amended, subject to the Articles of Incorporation, the laws of the State of New York 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 majority of those present and voting, provided that a full reading of the proposed changes or a printed distribution of the same shall have been given at the previous stated meeting at which a quorum was present. 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 3 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 Hudson River or its successor in interest, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Section 4 Suspension of Rules: Rules of the Presbytery may be suspended at any stated meeting of the Presbytery for that particular meeting only by a majority vote of the members present.

ARTICLE X DEFINITIONS

Section 1 The term "Presbyterian Church (U.S.A.);" shall include any and all successor organizations.

Section 2 The term "Presbytery of Hudson River" shall include any and all successor organizations.

Section 3 All references herein to the "Presbytery" or to the "Corporation" shall be understood to refer to the same body, the Presbytery of Hudson River.