

Presbyterian Church (U.S.A.)

BYLAWS

ADOPTED September 10, 2013

REVISED & APPROVED September 11, 2018

Article 1

*Authority of Bylaws*

The Presbytery of San Francisco being a particular presbytery of the Presbyterian Church (U.S.A.) recognizes that the Constitution of said Church is, in all its provisions, obligatory upon it and its members. These Bylaws are adopted pursuant to the provisions of the California Nonprofit Religious Corporations Law (California Corporations Code Section 9150) and supersede all prior Bylaws.

Article 2

*Members of Presbytery*

The members of the Presbytery shall be all teaching elders on the rolls of the Presbytery of San Francisco who are engaged in a validated ministry, members-at-large, or honorably retired (in accordance with Book of Order G-2.0503); ruling elders elected as commissioners to the Presbytery of San Francisco by their session in accordance with Book of Order G-3.0301; commissioned ruling elders of the Presbytery of San Francisco whose commission includes having a vote at presbytery meetings; ruling elders elected as chairs of presbytery committees during the term of their service; the officers and exempt staff elected by the Presbytery of San Francisco; and the moderator of Presbyterian Women in the Presbytery.

Article 3

*Eligible Voters*

All members of the Presbytery of San Francisco, as delineated in Article 2, are eligible to vote at all presbytery meetings either stated or special. Voting by proxy is not allowed.

Article 4

*Meetings of the Presbytery*

The Presbytery of San Francisco shall hold from four to six stated meetings, following a calendar adopted by the Presbytery at its annual (November) meeting. Special meetings of the Presbytery may be called in accordance with the Standing Rules. Such a call shall state clearly the purpose of and place for the special meeting. No matter, save that specified in the call, may be considered.

## Article 5 *Quorum*

The quorum for a meeting of the Presbytery of San Francisco shall be ten per cent of the teaching elder members as delineated in Article 2 of these Bylaws, and an equal number of ruling elder commissioners **together representing at least 10 congregations.**

## Article 6 *Officers*

The officers of the Presbytery of San Francisco shall be the Moderator, Vice Moderator, Stated Clerk and Treasurer, who shall serve respectively as President, Vice President, Secretary and Chief Financial Officer of the Corporation for purposes of Section 9213 of the California Corporations Code. **The Presbytery may elect Co-Moderators, designating one as President and one as Vice-President.**

## Article 7 *Organizational Structure & Committees*

The Presbytery shall determine an organizational structure and establish committees necessary to carry out its mission and responsibilities, including those mandated by the Book of Order. From time to time, it may commission subordinate bodies to act on specific matters.

## Article 8 *Board of Directors*

The Board of Directors of the Presbytery of San Francisco shall be the members of the Presbytery of San Francisco provided for in Article 2. The members of the Presbytery shall perform all the duties required by the Book of Order of the Presbyterian Church (U.S.A.) (G-4.0101) and shall be the Board of Directors under Section 9210 of the California Corporations Code.

## Article 9 *Officers & Directors Indemnification*

The Presbytery of San Francisco shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or other agent (as defined in Section 9246 of the California Corporations Code) of the corporation to the full extent allowed under the provisions of said section 9246 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Presbytery of San Francisco determines and finds to be reasonable, or, if required by said Section 9246, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Article 10  
*Full Financial Review*

In accordance with the principles of the Presbyterian Church (U.S.A.) and in the interest of good order there shall be an annual full financial review.

Article 11  
*Amendments*

These Bylaws may be amended at any stated or special meeting of the Presbytery of San Francisco by a two-thirds vote of the voters present provided that a full reading of the proposed changes was presented at the previous meeting of the Presbytery. These Bylaws may only be amended. They shall not be suspended.

References to the Book of Order are cited from the 2013-2015 version.