

VII ORGANIZATION AND STRUCTURE

A. Corporation:

Presbytery shall be incorporated under the laws of the State of Minnesota as The Presbytery of Northern Waters, Presbyterian Church (U.S.A.), successor to the presbyteries of Chippewa and Duluth, as a Not-for-Profit Religious Corporation. The said Corporation shall receive, hold, and transfer property and facilitate management of corporate affairs as directed by Presbytery. Presbytery shall have final control over the Board of Directors. The power of the Corporation shall be defined by the Statutes of the State of Minnesota. "The Articles of Incorporation" shall be available upon request from the Stated Clerk. The said Corporation shall act by and through the Board of Directors of said Corporation, when and as authorized by the Presbytery.

1. The Corporation shall have a registered agent and a legal address in each of the States of Michigan, Minnesota, and Wisconsin and shall function in the States of Michigan and Wisconsin as a foreign corporation.
2. The Board of Directors shall serve as the Trustees of Presbytery. It shall assume the responsibility and authority for the orderly and efficient functioning of Presbytery as a "not-for-profit" corporation and handle all items of legal and constitutional concern. It shall facilitate the management of the corporate affairs of Presbytery as directed by Presbytery. The Board of Directors shall:
 - a. Take and hold all property, real or personal, which may be acquired by or devised, bequeathed, transferred, or conveyed to Presbytery for the use and benefit of Presbytery. They shall keep an accurate record of all such property, updating it annually. One copy shall be kept at the Presbytery office at all times.
 - b. With the approval of Presbytery, manage and dispose of such property, subject to such restrictions as might be imposed by terms of any will, deed, or other instrument by which such property was acquired.
 - c. Report annually to Presbytery on the assets and liabilities of Presbytery.
 - d. The Moderator of Presbytery shall serve as President, the Stated Clerk shall serve as Secretary, and the Treasurer shall serve as Treasurer of the corporation.

Membership of the Board of Directors shall consist of the Moderator of Presbytery, the Vice Moderator, the Chair of Presbytery Council, the Stated Clerk, the Treasurer, and an attorney, who shall be a member of a constituent church of The Presbytery of Northern Waters. Their terms as Directors shall be coextensive with their terms of office in The Presbytery of Northern Waters, except that the attorney member shall be elected at an Annual Meeting for a term of three (3) years and shall be eligible for re-election.

B. Ecclesiastical Organizational Outline:

The organizational structure shall be composed of the council, committees, and commissions specified in these Bylaws. Ad Hoc Committees may be established as needed.

C. Membership of Committees:

Presbytery shall elect the members of each committee, designating one member as chairperson for a one-year term. Each chairperson shall be eligible for re-election. S/he shall prepare dockets, convene meetings, preside, conduct business with due decorum and utmost speed, show concerns for inter-personal relationships, coordinate committee activities, and submit all reports to Presbytery in writing. S/he shall report annually to the Nominating Committee concerning performance of committee members.

In consideration of workload increases, and/or the need for special talents, any program committee or other committee when engaging in program, may co-opt additional ministers and/or lay people. Such co-opted members shall be limited to one year, and may be co-opted again. All co-opted members shall have the privilege of the floor in committee meetings, with vote. So far as it is possible, in consideration of the qualifications and availability of those eligible, each Presbytery-elected committee's membership shall consist of at least 50 per cent lay persons (except as otherwise stated in these Bylaws or the Book of Order).

Membership of committees shall be divided into three classes; the division of ministers and lay persons shall be maintained so that at least one-third of each year class, if possible, shall be ministers (except as otherwise noted in these Bylaws or the Book of Order).

Committee members shall be elected for three-year terms with no person eligible for consecutive terms aggregating more than six years (except as otherwise stated in the Bylaws or the Book of Order). A member having served a total of six years shall then be ineligible for re-election to that committee for a period of at least one year. Persons from Presbytery who are elected to Synod committees, shall serve as ex officio members of corresponding Presbytery committees, (except the Committee on Ministry) with vote. The only exceptions shall be the Stated Clerk and the Executive Presbyter.

D. Elections and Resignations:

1. All chairs, officers and committee members, except staff, shall be elected ordinarily at the Annual Meeting of Presbytery. The officers of the Presbytery shall assume office upon installation, except the Stated Clerk and Treasurer shall take office January 1. All chairs and committee members shall take office at the end of the Annual Meeting.
2. The resignation of a member of a committee shall be addressed to the Stated Clerk, who shall forward it to the proper person(s) for appropriate action.

E. Manual of Operations:

The Manual of Operations contains standing rules, procedures and policies to enable and guide Presbytery, Council, committees, and other Presbytery-authorized entities in carrying out the mission of Presbytery. The contents of the Manual of Operations become effective when adopted by Presbytery. Changes to the Manual of Operations may be made at any Presbytery meeting after review by the Overtures and Bylaws Committee. The Stated Clerk shall maintain the Manual of Operations.