



Proposed Plan For Union

For Consideration by the:

149th General Assembly of the Cumberland Presbyterian Church in America (CPCA)
and the
189th General Assembly of the Cumberland Presbyterian Church

Meeting in Huntsville, AL

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(but not for consideration at the 2019 GA Meeting)

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A final draft to be presented for consideration @ the 2020 GA meetings

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**Comments and feedback regarding the draft bylaws and constitutional amendments may be shared with the task force by mailing to:*

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PROPOSED PLAN OF UNION

A Brief Overview

The 2014 General Assemblies, in concurrent session at Chattanooga, Tennessee, approved for study a Proposed Plan of Union. That plan has been distributed widely across both denominations, and has generated a great deal of discussion and feedback. For almost four years the plan has been studied. We are grateful for all the responses the Task Force has received, both positive and negative. The Task Force has carefully studied the responses, from the table discussions at Chattanooga, to the surveys distributed at Presbytery meetings and on-line, to individual letters received by the GA offices and by members of the Task Force. On the basis of all the responses to the proposed plan, and several meetings attended by members of the Task Force, we voted in our November meeting not to ask for a formal vote on the plan at the 2016 meetings of the General Assembly, which would have been the earliest possible date for such a vote.

We, instead, spent significant time revising the Proposed Plan of Union, and presented it to the concurrent meetings of the two General Assemblies in 2016, with the recommendation that the revised plan be approved for study in the two churches. At the 2017 General Assemblies, meeting concurrently near Tampa, Florida, we proposed that 2017-2019 both churches devote two years to relationship building and continued study of the Plan of Union. We then suggested that the plan be put to a vote at the concurrent General Assemblies meeting in Huntsville, Alabama in June of 2019. If approved by both Assemblies, the Plan of Union would be sent to the Presbyteries of both churches for approval of the Plan between the 2019 and 2020 Assemblies. If approved by a majority of Presbyteries of both churches, the 2020 Assemblies would meet to finalize their business, adjourn sine die, and organize the new Assembly of the United Church in 2021.

While we do not know what the outcome of such a vote at next year's assemblies will be, we on the Task Force are convinced that the time is right for both churches to decide if we are ready to move forward with our union or not. If now is not the time, then we do not need to continue the work of the Task Force at the present, but put our energies into our cooperating when and where we can as brothers and sisters in Christ. It is our sincere desire as members of the Task Force to see this union happen, and we have been deeply enriched by our work together on this project for the past six years. But ultimately it is the churches who must decide this matter.

We urge the commissioners to the 2018 General Assemblies to read the Plan carefully and make any proposed amendments the Assemblies would like to see incorporated into the plan this year, so that the Task Force will have time to incorporate those changes before next year's vote. Of course, the 2019 Assemblies will have the opportunity to amend the Plan before approving it, but amendments made next year will have to be dealt with in a well-structured manner in order to receive consideration by both Assemblies.

During the April meeting (2018), we decided to write, with consultation from our attorneys, draft Bylaws, Standing Rules, and Constitutional Amendments that will be circulated to both churches prior to the vote in 2019, so that there are as few details left hanging as possible. We hope to have those documents ready for distribution prior to the 2019 General Assembly meetings, so that commissioners and others will have ample time to study them prior to the vote.

With thanksgiving to God for the relationships we have developed as we have worked together for the past six years, and in hopes that all Cumberland Presbyterians may one day live and work together in one church, the UTF submits the following Proposed Plan of Union.

Proposed Plan for Union of the Cumberland Presbyterian Church and the Cumberland Presbyterian Church in America

“There is one, holy, universal, apostolic church. She is the body of Christ, who is her Head and Lord” (*Confession of Faith* 5.01). “The church is one because her head and Lord is one, Jesus Christ. Her oneness under her Lord is manifested in the one ministry of word and sacrament, not in any uniformity of covenantal expression, organization, or system of doctrine” (5.02). “The church, as the covenant community of believers who are redeemed, includes all people in all ages, past, present, and future, who respond in faith to God’s covenant of grace, and all who are unable to respond, for reasons known to God, but who are saved by his grace” (5.06). It is on this belief that the Unification Task Force recommends the union of the Cumberland Presbyterian Church in America (CPCA) and the Cumberland Presbyterian Church (CPC). We are one in Christ by the grace of God and the power of the Holy Spirit! We believe that becoming one will strengthen our witness as Christian believers in the world, and that together we will be able to accomplish more for the glory of God. United together in Christ by faith, we are united to one another in love. In this communion we share the grace of Christ with one another, bear one another’s burdens, and reach out to all other persons (*Confession of Faith* 5.10).

1.00 Mission Statement for the New Church

The Cumberland Presbyterian Church United affirms the great commission of Christ: “Go, therefore, and make disciples of all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Spirit, and teaching them to obey everything that I have commanded you. And remember I am with you until the end of the age” (Matthew 28:19-20). We celebrate our oneness in faith. As disciples, we seek through worship, global witness, and service to be the hands and feet of Christ and to live out the love of Jesus Christ to the glory of God.

2.00 The Confession of Faith and Government

The Cumberland Presbyterian Church United will use the *Confession of Faith and Government* of the Cumberland Presbyterian Church and the Cumberland Presbyterian Church in America, approved by both General Assemblies of the former denominations in 1984 as its system of faith and government.

2.01 The Cumberland Presbyterian Church United will use the *Catechism for Cumberland Presbyterians* (2008) for instruction in the faith and will include it in an updated edition of the *Confession of Faith and Government of the Cumberland Presbyterian Church United*.

2.02 The *CP Digest* (CPC) and Summaries of Actions (for both denominations) will continue to serve as resource tools. A new *Digest* will begin with the formation of the Cumberland Presbyterian Church United.

3.00 The Presbyteries and Synods

3.01 In an effort to make union something more than just an idea on paper, and to engage the grassroots in creating the new church, we recommend a restructure of the synod boundaries to create eight synods for the new church, with the following presbyteries in each –

Synod A*	Synod B*	Synod C	Synod D
Brazos River	Angelina	Covenant	Cleveland, Ohio
Del Christo	Arkansas	Missouri	Cumberland
Red River	East Texas	New Hopewell	North Central
Hong Kong	Trinity	Purchase	Ohio Valley
Japan	Andes	West Tennessee	
Choctaw	Cauca Valley		
	Emaus		
Synod E	Synod F	Synod G	Synod H
Columbia	East Tennessee	Florence	Birmingham
Elk River	Hiawasse	Hope	Grace
Murfreesboro	Tennessee-Georgia	Huntsville	South Alabama
Nashville	East Coast Korean	Robert Donnell	Tuscaloosa
	Cumberland Korean Presbytery of the Southeast	Tennessee Valley	

For relationship building during the first six years, all synods will be encouraged to hold an annual general meeting (*Constitution 8.2*) as opposed to a delegated meeting. Synods may petition General Assembly at any point for a change in boundaries.

** NOTE: There are dreams for organizing a third presbytery in Asia. As soon as it is practical to do so, whether before or after union, two additional synods could be constituted. Synod I would include Andes, Cauca Valley, Emaus and any other presbyteries organized in Latin America. Synod J would include Hong Kong, Japan, and any other presbyteries organized in Asia.*

3.02 Presbyteries will remain as they are constituted at the time of union. During the first six years of the new church’s life, synods will be encouraged to study the most beneficial presbyterial boundaries within their jurisdiction to fulfill of the mission of the church. Presbyteries may petition their synod at any time for a change in boundaries.

4.00 Commissioners and Youth Advisory Delegates to the General Assembly

4.01 Commissioners to General Assembly - Each Presbytery will be entitled to send 2 minister commissioners and 2 elder commissioners to the General Assembly.

NOTE: If presbytery boundaries remain as currently constituted at the time of unification, this will allow for a total possible membership in the General Assembly of 152 commissioners. Of

these potential commissioners, 60 would come from former presbyteries of the CPCA, and 92 would come from the former CPC.

4.02 Youth Advisory Delegates - Each presbytery will be entitled to send up to two Youth Advisory delegates to the General Assembly.

5.00 Moderator and Vice Moderator of General Assembly

5.01 The moderator/vice moderator will be elected each year during the first six years with the two offices alternating between persons from the two former denominations.

5.02 The moderator and vice moderator of the Cumberland Presbyterian Church United will reflect its diverse nature, to include international representatives. The church expects the moderator and vice moderator to travel within the denomination, sharing and gathering information among its local churches. Expenses and particular duties will be detailed in the Bylaws of the Cumberland Presbyterian Church United.

6.00 Stated Clerk and Associate Stated Clerk of the General Assembly

6.01 The new church shall employ a Stated Clerk and an Associate Stated Clerk. Both positions will be full-time jobs. During the first six years of the Cumberland Presbyterian Church United, the Stated Clerk will serve six years and the Associate Stated Clerk will serve four years, after which each would be elected for a four-year period. One position will be filled by a former CPCA and the other position filled by a former CPC during their first terms. The subsequent election of each position will allow for continuity during transitions. Particular duties and responsibilities of the Stated Clerk and Associate Stated Clerk will be detailed in the Bylaws of the Cumberland Presbyterian Church United.

7.00 Boards and Agencies of the General Assembly

7.01 Each church has programs in various stages of planning and implementation that are the result of commitment to ministry through the church. Insofar as possible, these plans and programs will be continued without interruption for a period of three years. The Cumberland Presbyterian Church has covenantal relationships with the Cumberland Presbyterian Children's Home in Denton, Texas and Bethel University in McKenzie, Tennessee. These covenantal relationships will remain in effect as they exist at the time of Unification, to be renewed every four years. The Cumberland Presbyterian Church United will continue ecumenical partnerships, such as with the World Communion of Reformed Churches

7.02 Institutional Boards

The General Assembly shall have the following institutional boards: Trustees of Memphis Theological Seminary to include the Program of Alternate Studies and School of Continuing

Education Committee, and Trustees of the Historical Foundation. Representation on each Board of Trustees will remain as they are constituted at the time of union.

7.03 Administrative Boards

The General Assembly shall have the following administrative Boards: The Board of Stewardship, Foundation and Benefits and The Board of Directors of the General Assembly Corporation. During the transition period, each of these boards will have equal number of members from each of the former denominations.

7.04 Commission

The General Assembly shall have the following commission: Chaplains and Military Personnel. Representation on the commission will be merged as they are constituted at the time of union until natural rotation occurs.

7.05 Standing Committees

The General Assembly shall have the following standing committees: Theology and Social Concerns, Judiciary, Our United Outreach, Nominating, and Multi-Cultural Ministry.

Committee representation on the Theology and Social Concerns Committee will remain as constituted at the time of union until natural rotations occurs.

Judiciary and Nominating committees in both denominations will each be merged at the time of union.

Committee representation for Our United Outreach will be expanded to include two elected representatives from each new synod (one voting representative from each of the former denominations until natural rotation occurs).

The Committee on Multi-Cultural Ministry is a new committee that will reflect the diversity of the Cumberland Presbyterian Church United. This committee will be comprised of eight (8) elected persons that will reflect the celebrative understanding of humanity in the areas of culture, language, heritage, and experience in the Cumberland Presbyterian Church United. Believing that all have been created in God's image, this committee works to answer the question of our sameness in God's image lived out in diverse ways.

7.06 Program Board

The Cumberland Presbyterian Church United will have a Mission and Ministry Program Board to provide coordination and oversight for those ministries formally planned and implemented by the two former denominations. After the three-year period, the new programming and denominational structure will consist of the following ministry teams and auxiliaries:

Christian Education & Nurture (Youth Convention & National Sunday School Convention, Discipleship Ministry Team)

Missions (Evangelism, Missionary Auxiliary, Women's Ministry, Missions Ministry Team)

Clergy Care & Development (Pastoral Development Ministry Team)

Communications (Cumberland Flag, Cumberland Presbyterian Magazine, Missionary Messenger, Ministry Council website, Communications Ministry Team)

Composition of each ministry team will include equal number of persons from each of the former denominations in the new church at the time of union. Composition of the new Missions and Ministry Program Board will include one staff person (serving as an advisory member) and one elected member from each ministry team, along with one elected member representing each of the synods. The elected members will be equally representative of the two former denominations for the first six years. A Ministry Coordinator would provide executive leadership for the Mission and Ministry Program Board.

8. Denominational Staff & Personnel

The current breakdown of the number of denominational staff by the employing entities housed at each Denominational Center is as follows:

Cumberland Presbyterian Church in America Center in Huntsville, AL
General Assembly Office – 2.

Cumberland Presbyterian Church Center in Memphis, TN
General Assembly Office – 2, Board of Stewardship – 3, Central Accounting – 1, Historical Foundation – 2, Ministry Council – 17 (5 of which have distant office locations).

8.01 The new organizational structure will discontinue the positions of Administrative Director (CPCA) and the Director of Ministries (CPC) and will create the positions of Associate Stated Clerk and Mission and Ministry Program Coordinator. The Stated Clerk and Associate Stated Clerk will be elected during the General Assembly of 2021. The Mission and Ministry Program Coordinator will be employed by the Mission and Ministry Program Board.

8.02 Staffing for the Cumberland Presbyterian Church United will reflect the diversity of the new church. As new staff positions become available, equal opportunity employment practices will prevail.

8.03 Denominational Offices –During the first six years, steps are to be taken to assure that regional sites be located in a minimum of three and a maximum of five locations. Thus, neither the Center in Huntsville nor the Center in Memphis will be designated as “the denominational center.” By placing regional sites in a variety of locations this will assure that all areas of the

church will be served equally. These regional sites can make use of offices in existing churches, or in homes of regional staff persons. Possible regional locations could be Memphis, Huntsville, Louisville, Texas, South America, Asia, etc.

8.04 Global Staff - There will be endorsed missionaries, mission liaisons, and partner missionaries in the new church. The new church will continue to support current and future missionaries and global work. Current missionaries include – Patrick and Jessica Wilkerson (Colombia, SA), Beth Wallace missionary emeritus (Colombia), Fhanor and Socorro Pejendino (Guatemala), Daniel & Kay Jang (Philippines), Kenneth & Delight Hopson (Uganda), Josue and Sara Guerrero (Brazil), Wilson and Diana Lopez (Spain), David and Sarah Lee (Cambodia), Missionaries in undisclosed countries (2), CP missionaries supported by their presbyteries – Iwao Satoh, Mission liaisons working in Haiti and Brazil. Undisclosed (yet to be announced) missionary couple to be deployed to Guatemala.

9.00 Stewardship and Finance

9.01 Legal control of assets of both churches will be transferred to the Cumberland Presbyterian Church United through appropriate legal transaction. The intent of all designated gifts and endowments will be honored.

9.02 The Cumberland Presbyterian Church United will develop an approach to the financing of the programs of the church that reflects the stewardship understanding of the new constituency. Such a unitary approach will be developed as soon as possible after formation and no later than the end of the first six years.

10.00 Recognition of Ordination

All ordinations, both clergy and lay (elders and deacons), of both denominations will be recognized by the Cumberland Presbyterian Church United. All future ordinations will be governed by the conditions specified in the Constitution. Persons who are recognized by their respective presbyteries as candidates and licentiates at the time the new church is formed will fulfill the requirements as specified by presbytery at the time they became probationers.

11.00 The Name of the New Denomination

The name of the denomination shall be the Cumberland Presbyterian Church United.

12.00 The Logo of the New Church

A new logo will be fashioned by the new church.

III. REVISED TIMELINE FOR THE PLAN OF UNION

- **2019** – Meeting concurrently in Huntsville, Alabama, the two assemblies vote on approving the Plan of Union, Draft Bylaws and Draft Constitutional Amendments, pending approval of a majority of presbyteries of the two churches. Any Constitutional amendments are sent to the Joint Committee on Amendments for review and preparation of final wording. Both Judiciary committees and Joint Committee on Amendments will be reviewing draft documents at their March meeting.
- **2019-2020** – If approved by a majority of both assemblies, the Plan is sent to the Presbyteries of both churches for approval (Much like a Constitutional Amendment is circulated to Presbyteries for ratification).
- **2020** – The two Assemblies, meeting concurrently, announce the vote of their Presbyteries, and if approved by a majority of both, vote on final approval of Bylaws and Standing Rules for the General Assembly of the new church (2/3 vote of approval necessary). Constitutional amendments reviewed and prepared by the Joint Committee on Amendments are approved (3/4 vote of approval necessary to refer amendments to Presbyteries for approval, and 3/4 of presbyteries, voting by simple majority, needed to approve amendments). If both assemblies approve Bylaws, the two assemblies vote to adjourn sine die, and will meet in 2021 to organize the new Assembly of the united Church. The Unification Task Force is dismissed, and an Implementation Task Force is elected to guide the transition for the first few years to the new denomination.
- **2021** – The new Cumberland Presbyterian Church United is officially organized.

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DRAFT BYLAWS

Bylaws of the Cumberland Presbyterian Church United General Assembly Corporation
A Non-profit Religious Corporation Organized and Existing
Under the Laws of the State of Tennessee

ARTICLE 1-RELIGIOUS CORPORATION

1.01 Purpose. The Cumberland Presbyterian Church United is a spiritual body comprised of a portion of the universal body of believers confessing Jesus Christ as Lord and Savior. As an ecclesiastical body, the Cumberland Presbyterian Church United is a connectional Church which includes all of the judicatories of the Church. The highest judicatory of this ecclesiastical body is the General Assembly of the Cumberland Presbyterian Church United (referred to in these Bylaws as “the Church”). This corporation has been formed to serve and support the Church by holding real and personal property of the Church, employing staff to serve the Church, and performing other secular and legal functions.

1.02 Ecclesiastical Authority Not Limited by Corporate Powers. The enumeration in state statutes or these Bylaws of specific powers which may be exercised by the Commissioners, Board of Directors, or the officers of the corporation when acting in their corporate capacity shall not limit their authority when acting in their ecclesiastical capacity for the Church.

1.03 Church Authorities. The doctrine of the Cumberland Presbyterian Church United, expressed in the Confession of Faith, Constitution, Rules of Discipline, and Rules of Order of the Cumberland Presbyterian Church United, shall have precedence over any inconsistent provision of these Bylaws.

ARTICLE 2-TERMINOLOGY

2.01 Delegates. The corporation’s delegates shall be called “Commissioners.”

2.02 General Assembly. A meeting of the Commissioners shall be called a “General Assembly.”

2.03 President. The corporation’s president shall be called the “Stated Clerk.”

2.04 Ecumenical Representative. A person who is not a member of a Cumberland Presbyterian Church or presbytery but who supports the mission of a denominational entity and is elected to a term of service on that entity shall be called an “Ecumenical Representative.”

ARTICLE 3-OFFICES

3.01 Location. The principal office of the corporation in the State of Tennessee shall be located in Shelby County, Tennessee. The corporation may have such other offices, either within or outside the State of Tennessee, as the General Assembly or the Board of Directors may direct from time to time.

ARTICLE 4-COMMISSIONERS

4.01 Commissioners. The Commissioners shall have the powers and authority described in the Corporation’s charter and these Bylaws. Included among them is the power to:

- a. Elect the elected members of the Board of Directors.
- b. Approve any amendment to the corporation’s charter except an amendment to delete the names of the original directors; to change the name of the registered agent, or to change the address of the registered office;
- c. Elect and remove the Moderator, Stated Clerk, and the Engrossing Clerk.
- d. Fill vacancies on the corporation’s various boards, agencies and committees, and on the boards of any subsidiaries;
- e. Approve the merger or dissolution of the corporation, or the sale of substantially all of the corporation’s assets; and
- f. Transact such other business of the corporation as may properly come before any meeting of the Commissioners.

4.02 Selection of Commissioners: Number and Qualifications. Commissioners shall be selected by the presbyteries. A presbytery shall be entitled to send two ministers and two elders. Each elder selected as a Commissioner must be serving as a member of a session at the time of the General Assembly at which he or she

will serve. A Commissioner shall continue to serve until no longer qualified or until his or her successor is selected and qualified. The clerk of each presbytery shall certify the presbytery's duly elected commissioners, youth advisory delegates, and alternates to the Stated Clerk in a manner provided by the Stated Clerk.

4.03 Youth Advisory Delegates. Each presbytery may select not more than two youth advisory delegates who should be from 15 through 19 years of age. Advisory delegates may serve as members with full rights on General Assembly committees, but shall not vote as Commissioners.

4.04 Annual Meeting and Notice. The Commissioners shall meet annually at a date and time established by the General Assembly. The meeting shall be continued from day to day until adjournment. Written notice of the meeting shall be mailed to the stated clerks of all presbyteries and published in the Cumberland Presbyterian at least sixty (60) days prior to the proposed meeting.

4.05 Special Meetings and Notice. The Moderator, or in case of the Moderator's absence, death, or inability to act, the Stated Clerk, may with the written concurrence or at the written request of twenty Commissioners, ten of whom shall be ministers and ten elders, representing at least five presbyteries, call a special meeting of the Commissioners. If warranted by a change of circumstances, a called special meeting may be cancelled by the Moderator, or in case of the Moderator's absence, death, or inability to act, the Stated Clerk, with the written concurrence of at least ten of the Commissioners who requested or concurred in the call of the special meeting. Written notice of any special meeting shall be mailed to the stated clerks of all presbyteries, to all Commissioners, and to their alternates at least sixty (60) days prior to the meeting. The notice shall specify the particular business of the special meeting, and no other business shall be transacted.

4.06 Place of Meeting. The General Assembly may designate any place within or outside the state of Tennessee as the place for an annual meeting. If the Commissioners fail to designate a place for an annual meeting, or if an emergency requires the place to be changed, the Board of Directors may designate a place for the annual meeting. The Moderator or the Stated Clerk, as the case may be, when calling a special meeting shall designate the time and place of the meeting in the notice of the meeting.

4.07 Quorum. Any twenty or more Commissioners, of whom at least ten are ministers and ten elders, entitled to vote shall constitute a quorum at any General Assembly. When a quorum is once present to organize a meeting, business may continue to be conducted and votes taken despite the subsequent withdrawal of any Commissioner. A meeting may be adjourned despite the absence of a quorum.

4.08 Voting. Every Commissioner shall be entitled to one vote, which must be cast by the Commissioner in person; no proxies are permitted. All corporate actions shall be taken by majority vote except as otherwise provided by the corporation's parliamentary authority. Voting for members of the Board of Directors shall be non-cumulative.

ARTICLE 5-BOARD OF DIRECTORS

5.01 Authority. The Board of Directors shall manage the business and affairs of the corporation except for any power or authority which is reserved to the Commissioners or delegated to any other agency of the corporation. The Board of Directors is authorized to amend the corporation's charter only to delete the names of the original directors; to change the name of the registered agent; or to change the address of the registered office.

5.02 Composition of the Board of Directors. The Board of Directors shall consist of seven (7) members, who shall be the directors of the corporation. Six (6) members shall be elected by the Commissioners and the Stated Clerk shall serve by virtue of office. All members, whether elected or ex officio, shall have all of the privileges of office.

5.03 Qualification for Election. Each person elected to the Board of Directors shall be a natural person who is a person in good standing of a presbytery or local Cumberland Presbyterian Church United. No two directors shall be from the same presbytery, provided, however, that a director who moves from one presbytery to another may continue to serve until the expiration of his or her term of office.

5.04 Election and Tenure. The elected members of the Board of Directors shall serve terms of three (3) years each. The terms shall be staggered so that two (2) directors shall be elected each year. Each person elected shall serve until his or her successor has been elected and qualified.

5.05 Action of Board in Emergency or By Default. If, for any reason, the General Assembly fails to fill a vacancy on the Board of Directors at the next General Assembly, then the Board of Directors may fill the vacancy by majority vote of the members then in office.

5.06 Meetings. The Board of Directors shall meet annually or more often at such time and place as it may set. Special meetings may be called by or at the request of the Stated Clerk or any three directors at any place, either within or outside the state of Tennessee.

5.07 Notice. Notice of any meeting shall be given at least five (5) days before the date of the meeting, except that notice by mail shall be given at least ten (10) days before the date of the meeting. Notice may be communicated in

person; by telephone, fax, or electronic mail; or by first class mail or courier. Except as specifically provided by these Bylaws, neither the business to be transacted at nor the purpose of any special or regular meeting of the Board of Directors need be specified in the notice of the meeting.

5.08 Notice of Special Actions. Any meeting of the Board of Directors at which one or more of the following actions shall be considered must be preceded by seven (7) days written notice to each member that the matter will be voted upon, unless notice has been waived. Actions requiring such notice are: amendment or restatement of the corporate charter; approval of a plan of merger for the corporation; sale of all or substantially all of the corporation's assets; and dissolution of the corporation.

5.09 Officers of the Board of Directors. The Board of Directors may have such officers of the board as it may deem appropriate.

5.10 Quorum and Voting. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the lack of a quorum. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is specifically required by the Charter or the Bylaws.

5.11 Conference Meetings. Any or all the members of the Board of Directors or any committee designated by it may meet by means of conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other simultaneously. A member who participates in a meeting by such means is deemed to be present in person at the meeting.

5.12 Action by Written Consent. Whenever the members of the Board of Directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by all of the members entitled to vote,

5.13 Emergency Actions. If the Board of Directors determines by a vote of three-fourths of all its members that an emergency exists of such magnitude as to threaten the work of the whole Church, or of all boards and other agencies of the Church, and that the emergency requires action before the next meeting of the General Assembly, then the Board of Directors shall exercise the powers of the Commissioners in such emergency.

5.14 Compensation. Members of the Board of Directors shall receive no compensation in their capacity as members of the Board of Directors. Members may be paid their expenses, if any, of attendance at each meeting of the Board of Directors.

5.15 Removal of Directors. An elected member of the Board of Directors may be removed by the Commissioners for misfeasance or if he or she is no longer qualified to be elected to the Board of Directors.

ARTICLE 6-WAIVER OF NOTICE

6.01 Written Waiver. Any notice required to be given to any member of the Board of Directors or a Commissioner under these Bylaws, the Charter, or the laws of Tennessee may be waived. The waiver shall be in writing, signed (either before or after the event requiring notice) by the person entitled to the notice, and delivered to the corporation.

6.02 Waiver by Attendance. The attendance of a member of the Board of Directors or a Commissioner at any meeting shall constitute a waiver of notice of the meeting, unless the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

ARTICLE 7-MODERATOR AND VICE-MODERATOR

7.01 Nomination and Election. At the beginning of each annual meeting the General Assembly shall elect a Commissioner to serve as Moderator until the next annual meeting. Nominations for Moderator shall come from the floor. One nominating speech, not to exceed ten minutes, shall be permitted on behalf of each nominee. If there is more than one nominee, the election shall be conducted by written ballot. A committee appointed and supervised by the Stated Clerk shall receive the ballots, count them, and certify the election. If no nominee receives a majority of the votes cast, a run-off election shall be conducted. Only those leading nominees who together received a majority of the votes cast on the preceding ballot shall be included in the run-off election.

7.02 Nature of Office. The Moderator of the General Assembly is the ecclesiastical head of the Cumberland Presbyterian Church United during the tenure of the office and a spiritual representative of the Cumberland Presbyterian Church United wherever God leads. The Moderator receives a precious gift and great opportunity for service in the Church: the freedom to go anywhere and to listen to the mind, heart and spirit of the denomination and to speak with and to the Church. The office of Moderator has great honor and respect, and the person elected to the Office is a priest, prophet, and pastor of the Church at large. The Moderator prays with and for the work of the Spirit of God in the life of the denomination at every opportunity. The Moderator participates in the life and work of the Church as far as possible, and pays particular attention to ecumenical relations, especially with the Cumberland Presbyterian Church United in America. Judicatories, congregations, and others are urged to invite the Moderator, and the Moderator is encouraged to attend meetings of Church entities and judicatories to observe the life and work of the Church at every level.

7.03 Duties and Privileges of Office.

- a. The Moderator shall preside at all meetings of the General Assembly.
- b. The Moderator shall appoint, with the consent of the General Assembly, such special committees as are needed;
- c. The Moderator shall serve as chairperson of the General Assembly Program Committee and as a member of the Place of Meeting Committee;
- d. The Moderator shall perform such other duties as may be assigned by the General Assembly.
- e. The Moderator shall serve as an advisory member of the Ministry Council during tenure in office.
- f. The Moderator shall observe the places and times God is calling the Church to service, assess the need for a Denominational response to God's call, and report items that concern the General Assembly.
- g. The Moderator shall wear the official cross and stoles of office during the term of office.

7.04 Expenses of Office. Any allowance budgeted by the General Assembly to offset the expenses of the Moderator shall be administered by the Stated Clerk. Persons issuing an invitation to the Moderator are encouraged to agree in advance on arrangements for the payment of travel expenses. Upon the Moderator's retirement from office, a gavel and a replica of the Moderator's cross shall be presented to the Moderator.

7.05 Vice-Moderator. The General Assembly shall elect a Vice-Moderator in like manner. The Vice-Moderator shall perform such duties as may be assigned by the Moderator of the General Assembly and perform the duties of the Moderator in the event of the Moderator's disability or absence from office for any reason.

Qualifications:

- a. Must be an elected Commissioner in the year of the nomination;
- b. Can be an ordained minister or an ordained elder commissioner;
- c. Must be an active participant in church life at the local, presbytery, and synod levels; must have moderated at the judicatory level;
- d. Must endorse the government of the church;
- e. Should be sound in Cumberland Presbyterian doctrine and parliamentary procedures;
- f. Must be physically able to travel across the Church.

7.06 Compensation. Any allowance budgeted by the General Assembly to offset the expenses of the Moderator or the Vice-Moderation shall be administered by the Stated Clerk. The Moderator shall receive a \$1,000 honorarium. The Vice-Moderator shall receive a \$500 honorarium.

7.07 Removal. The Moderator or Vice-Moderator may be removed by the General Assembly whenever in its judgment the removal would serve the best interests of the corporation.

ARTICLE 8- STATED CLERK

8.01 President. The Stated Clerk is the principal executive officer of the corporation and shall also have the titles of "president" and "treasurer".

8.02 Nomination and Election. The Nominating Committee may nominate the serving Stated Clerk for re-election. If the Nominating Committee declines to nominate the serving Stated Clerk for re-election, or if the Stated Clerk has vacated the office, resigned, or declined to be re-nominated, then the Corporate Board shall conduct a search for and nominate a candidate to the General Assembly. In either event, further nominations may be made by the Commissioners. The Commissioners shall elect the Stated Clerk by majority vote.

8.03 Term of Office. The Stated Clerk shall be elected to a term of four (4) years and may succeed himself/herself but may not serve for more than (3) three consecutive terms. The regular term of office begins on January 1 and ends on December 31. There is no limit on the number of terms which may be served by an individual Stated Clerk.

8.04 Duties. The Stated Clerk shall be concerned with the spiritual life of the Church and with maintaining and strengthening a united witness for the Church. The Stated Clerk shall also generally supervise and control the business affairs of the corporation and see that all orders and resolutions of the General Assembly are carried into effect. In fulfillment of these duties, the Stated Clerk shall:

01. Have responsibility to provide for the orderly governance of the Church in accordance with the Constitution, Rules of Order and Rules of Discipline.
02. Maintain records of the corporation and respond to requests for official records of General Assembly actions and interpretations of its actions.
03. Represent the Church when an official of the General Assembly is needed.
04. Represent the Cumberland Presbyterian Church United in establishing and maintaining relations with other Churches, particularly those of the Presbyterian and Reformed tradition, and in addressing common concerns.
05. Sign all documents on behalf of the corporation or the Cumberland Presbyterian Church United.
06. Represent the corporation or the Church in litigation or other legal matters affecting the Cumberland Presbyterian Church United, including the selection and employment of legal counsel.
07. Make suitable arrangements for General Assembly meetings, including researching possible meeting sites, contracting for facilities, and arranging space for committee meetings and sessions of the General Assembly;
08. Provide for printing and other communication needs of the General Assembly while in session.
09. Call meetings of the Place of Meeting Committee and the Program Committee.
10. Prepare and distribute an information form to be completed by Commissioners for the Moderator's use in making committee appointments.
11. Advise the Moderator in the appointment of committees.
12. In consultation with the Moderator, refer all matters to come before the next General Assembly; and provide copies of all such referrals to the Commissioners and advisory delegates before the General Assembly convenes.
13. Prepare and distribute preliminary minutes and an agenda for General Assembly meetings which shall provide time for the consideration of any appropriate business, including memorials from a judicatory or denominational entity delivered to the Stated Clerk in writing by April 30.
14. Supervise the recording and publication of minutes and a summary of actions taken by each General Assembly.
15. Make copies of General Assembly minutes available to ordained ministers, licentiates, candidates, commissioners, clerks of sessions, members of denominational entities, schools of the Church, synod, and presbytery clerks, to the Stated Clerk's exchanges and other interested persons in order to encourage lower judicatories and persons in the Church to implement the actions of the General Assembly.
16. File the minutes of each General Assembly with the Historical Foundation as a permanent record.
17. Maintain and update annually the Digest of the General Assembly actions.
18. Represent the Church at large on the Missions and Ministry Program Board.
19. Provide support services for the Moderator and all denominational entities.
20. Receive and make any appropriate response to communications to the Cumberland Presbyterian Church United or General Assembly.
21. Maintain a name and address file on congregations, session clerks, pastors, and other leadership of congregations with statistical information about congregations, presbyteries, and synods.
22. Solicit, receive, publish, and disseminate annual reports from churches.
23. Review reports by denominational entities and assist them in complying with correct reporting and budgeting procedures and in avoiding duplication of work.
24. Hold, report annually, and distribute as authorized by the General Assembly the Contingency Fund and all other General Assembly Funds not entrusted to the care of a denominational entity.
25. Call the Judiciary Committee into session or by other means secure the advice of the committee on appropriate matters.
26. Communicate with presbyteries and synods on behalf of the General Assembly and attend their meetings from time to time.
27. Provide training for presbytery and synod clerks and orientations for General Assembly commissioners.

28. Generally perform duties as are prescribed in the Constitution or directed by the General Assembly.

8.05 Removal. The Stated Clerk may be removed by the General Assembly whenever in its judgment the removal would serve the best interests of the corporation.

ARTICLE 9-OTHER OFFICERS

Associate Stated Clerk

An Associate Stated Clerk shall be elected by the General Assembly for a term of four years and may succeed himself/herself by may not serve for more than (3) three consecutive years. He/she shall serve as Stated Clerk, pro tempore, during the sessions of the General Assembly in the event the Stated Clerk is absent or unable to serve. The regular term of office shall begin on January 1 and expire on December 31.

The Nominating Committee shall make nominations regarding the election of an Associate Stated Clerk when the Associate Stated Clerk's term expires and/or when the Office becomes vacant. This provision will not preclude nominations being made from the floor of the General Assembly for this office.

9.01 Secretary. The Associate Stated Clerk shall, by virtue of office, be the secretary of the corporation, and shall in general perform all duties incident to the office of secretary.

9.02 Engrossing Clerk. The Engrossing Clerk shall be elected by the General Assembly to a term of four (4) years. The regular term of office begins on January 1 and ends on December 31. There is no limit on the number of terms which may be served by an individual Engrossing Clerk. The Engrossing Clerk shall serve as Stated Clerk pro tempore during the meeting of the General Assembly in the event the Stated Clerk is absent or unable to serve. The Engrossing Clerk shall perform such other duties as may from time to time be prescribed by the Board of Directors or the General Assembly.

9.03 Additional Officers. The corporation may have such additional officers as it may from time to time find necessary or appropriate.

ARTICLE 10-ORGANIZATION AND RELATIONSHIPS

10.01 Generally. The following are denominational entities related to the Cumberland Presbyterian Church United:

01. Subsidiary corporations: Board of Stewardship, Foundation and Benefits of the Cumberland Presbyterian Church United; Memphis Theological Seminary of the Cumberland Presbyterian Church United; Missions and Ministry Program Board of the Cumberland Presbyterian Church United and the Historical Foundation of the Cumberland Presbyterian Church United.
02. Related corporations: Bethel University and the Cumberland Presbyterian Children's Home.
03. Commissions: Chaplains and Military Personnel.
04. Committees: Committee on Nominations; Judiciary, Our United Outreach; Place of Meeting Committee; Program Committee; Theology and Social Concerns, Multi-Cultural Ministry Committee.

10.02 Election and Tenure. The following qualifications and rules relate to service on any denominational entity.

01. Unless elected as an Ecumenical Representative, no person shall be qualified to serve except a member in good standing in a presbytery or local congregation of the Cumberland Presbyterian Church United.
02. No person who is employed in an executive capacity including Chief Executive, Vice-President, Team Leader, Director, or equivalent in the Cumberland Presbyterian Church United is eligible to serve on a denominational entity. No employee of a denominational entity is eligible for service on the same denominational entity.
03. Each person shall be elected for a term of three years unless elected to fill the remainder of an unexpired term. However, if a person elected to serve on a denominational entity where residence in a particular synod is a qualification for election shall move to another synod while in office, the term to which he or she was elected shall terminate at the close of the next meeting of the General Assembly. When nominating persons to boards and agencies, priority consideration be given to persons whose individual life and/or church involvement demonstrates a commitment to support Our United Outreach.

04. Members of the Committee on Nominations may not be elected to a consecutive term. All other persons may serve up to three consecutive terms for a total not to exceed nine years in office.
05. A Cumberland Presbyterian who has served on any entity is not eligible to serve on the same entity (except for an authorized consecutive term) until at least two (2) years have elapsed since the conclusion of the previous service.
06. A Cumberland Presbyterian who is serving on any entity is not eligible to serve on another entity until at least one (1) year has elapsed since the conclusion of the previous service.
07. An Ecumenical Representative who is serving or has served on any entity is not eligible to serve on any other entity (except for an authorized consecutive term on the same entity) until at least one (1) year has elapsed since the conclusion of the previous service.

10.03 Resignation or Removal

01. Any person serving on a denominational entity who is no longer qualified or eligible to serve shall be deemed to have resigned.
02. Any person serving on an incorporated denominational entity may resign by delivering written notice of resignation to the secretary or an executive officer of the denominational entity, who shall promptly report the resignation to the Stated Clerk. Any person serving on an unincorporated denominational entity may resign by delivering written notice of resignation to the Stated Clerk. A resignation is effective when delivered unless some other effective date is specified in the written resignation.
03. No member who continues to meet the standard requirements for election or appointment to any denominational entity shall be removed from office except for misfeasance. Removal of a person elected by the General Assembly shall be by vote of the General Assembly.

10.04 Board of Stewardship, Foundation and Benefits. The corporation shall elect the eleven (11) directors of the Board of Stewardship as provided in its charter.

10.05 Historical Foundation. The corporation shall elect twelve (12) directors of the Historical Foundation as provided in its charter. The corporation shall elect the directors of the Historical Foundation in such a manner that, immediately following any election, there shall be at least one (1) member from each synod and no person shall be elected if the election would cause two directors from the same presbytery to be serving simultaneously. The remaining four (4) directors shall be elected as members at large.

10.06 Memphis Theological Seminary. The corporation shall elect the twenty-four (24) directors of Memphis Theological Seminary as provided in its charter. The corporation shall elect the directors in such a manner that, immediately following any election, there shall be at least eleven (11) directors who are members of ecumenical partners of the Seminary.

10.07 Missions and Ministry Program Board

01. The corporation shall elect the fifteen (15) directors of the Ministry Council as provided in its charter.
02. The corporation shall elect the directors of the Ministry Council in such a manner that immediately following any election, there shall be one (1) director from each synod; at least six (6) but no more than nine (9) directors who are ordained clergy; and no more than nine (9) directors of the same gender.
03. The Stated Clerk and Moderator shall be designated as Advisory Members to the board of directors of the Ministry Council. In addition, the corporation shall elect three (3) Youth Advisory Members who shall be between the ages of 15 - 17 be elected for 1-year terms, with eligibility for re-election for one additional term.

10.08 Commission on Chaplains and Military Personnel. The commission shall consist of four (4) members elected by the corporation.

ARTICLE 11-COMMITTEES

11.01 General. The corporation shall have the committees provided for in these Bylaws and such other standing or special committees as the General Assembly may create from time to time. Except as otherwise provided in these Bylaws, the Moderator, in consultation with the Stated Clerk, shall appoint all committees.

11.02 Committees of Commissioners and Youth Advisory Delegates. Prior to each General Assembly, the Moderator, in consultation with the Stated Clerk, shall organize the Commissioners and Youth Advisory Delegates into the following committees: Chaplains, Children's Home/Historical Foundation, Higher Education, Judiciary, Missions and Ministry Program Board, Multi-Cultural Ministry, Stewardship/Elected Officers, and Theology and Social Concerns. Each committee shall consider such matters expected to come before the General Assembly as are referred to it by the Stated Clerk. Any denominational organization, the work of which is affected by a matter before a committee, shall be entitled to address the committee.

11.03 Committee on Nominations.

01. The committee shall consist of sixteen (16) persons elected by the corporation in such a manner that, immediately following any election, the committee shall have at least one minister and one lay person from each synod. It is preferred but not required that no two members shall be from the same presbytery.
02. Approximately one third of the members of the committee shall be elected each year by the General Assembly and shall serve one term not to exceed three years.
03. The committee shall meet not earlier than February 15 each year and shall nominate to the General Assembly qualified persons to fill all vacancies to be filled by vote of the General Assembly, including vacancies on the Committee on Nominations, unless another method of nomination is provided in these Bylaws. The report of the committee shall list the names of nominees, the presbytery if a minister, and the presbytery and the local congregation if a lay person. The Committee on Nominations shall be intentional in nominating persons who represent the global nature of the Church.
04. Both Presbyteries and synods and their moderators and stated clerks are requested to assist the Committee on Nominations by recommending persons for any position by providing the name and qualifications of the potential nominees to the Stated Clerk no later than February 1 on a form to be provided by the Stated Clerk. Nominations from the floor shall also be in order.
05. No person shall be nominated for election by the General Assembly unless the nominee has within the past year given his or her consent to the nomination.

11.05 Committee on Multi-Cultural Ministry will reflect the diversity of the Cumberland Presbyterian Church United. This committee will be comprised of eight (8) elected persons that will reflect the celebrative understanding of humanity in the areas of culture, language, heritage, and experience in the Cumberland Presbyterian Church United. Believing that all have been created in God's image, this committee works to answer the question of our sameness in God's image lived out in diverse ways.

11.06 Judiciary Committee.

01. The committee shall consist of eleven (11) persons elected by the corporation in such a manner that, immediately following any election, the committee shall have at least four members (4) who are ordained ministers and at least three (3) members who are licensed attorneys-at-law and four (4) elders. The Stated Clerk shall be staff liaison to the committee, attending its meetings and providing resources and counsel.
02. The committee shall meet at least annually upon the call of its chairperson or the Stated Clerk.
03. The committee shall provide advice and counsel to the Stated Clerk. Upon the written request of any judicatory or denominational entity made to the chairperson or Stated Clerk, the committee shall render an advisory opinion on matters of church law or procedure. The chairperson shall secure the views of all members of the committee and write the advisory opinion based on the majority view of the members. The committee shall not render legal opinions on matters of civil law nor otherwise engage in the practice of law.
04. At least one member of the committee shall attend each meeting of the General Assembly to advise with its officers and Commissioners on matters of church law or procedure. At the Moderator's request a member of the committee shall be available to advise the Moderator during the business sessions of the General Assembly.
05. The committee shall be a commission within the meaning of section 2.5 of the Rules of Discipline to hear and determine appeals from synods.
06. Upon the request of the General Assembly of the Cumberland Presbyterian Church United, this Committee shall prepare for the consideration of the general assembly proposed amendments to the Confession of Faith, Catechism, Constitution, Rules of Discipline, Directory for Worship, and Rules of Order.

11.07 Our United Outreach Committee.

01. The committee shall consist of sixteen (16) persons elected by the corporation in such a manner that, immediately following any election, the committee shall have two persons from each synod. Seven (7) additional members will include a member of the Missions and Ministry Board a member of the Corporate Board, a member of the Board of Stewardship, Foundation and Benefits, a member of the Board of Trustees of the Historical Foundation, and a Cumberland Presbyterian member of the Boards of Trustees of Bethel University, the Cumberland Presbyterian Children's Home, and Memphis Theological Seminary. The executives of the above named denominational entities shall serve as non-voting, Resource/Advocacy members. In addition, the corporation shall elect three (3) Youth Advisory members who shall be between the ages of 15-17 and be elected for one (1) year terms, with eligibility for re-election for one additional term.
02. The Office of the General Assembly will be responsible for the expenses of the representative of each synod. The represented denominational entities will be responsible for the expenses of their representatives and executives.

11.08 Place of Meeting. The committee shall consist of the Moderator, the Stated Clerk and a representative of the Cumberland Presbyterian Women's Ministries.

11.09 Program Committee. The committee shall consist of the Moderator, Stated Clerk, Associate Stated Clerk, Assistant to the Stated Clerk who serves as secretary, the pastor of the host church, and one representative designated by each of the following: Missions and Ministry Program Board, Bethel University, Board of Stewardship, Foundation, and Benefits, Cumberland Presbyterian Children's Home, Historical Foundation, Memphis Theological Seminary, and the Cumberland Presbyterian Women's Ministry. The committee will begin planning for two years prior to the meeting of a particular General Assembly.

11.10 Committee on Theology and Social Concerns. The committee shall consist of sixteen (16) members elected by the corporation, the Stated Clerk, and the President of Memphis Theological Seminary. At least one member of the committee other than the Seminary's president shall be a Cumberland Presbyterian member of the faculty of Memphis Theological Seminary.

ARTICLE 12-INDEMNIFICATION

12.01 Indemnification. The corporation shall indemnify any director, officer or employee who is, or is threatened to be, made a party to a completed, pending, or threatened action or proceeding from any liability arising from the director's, officer's or employee's official capacity with the corporation. This indemnification shall extend to the personal representation of a deceased person if the person would be entitled to indemnification under these Bylaws if living.

12.02 Costs and Expenses Covered by Indemnification. Indemnification provided under these Bylaws shall extend to the payment of a judgment, settlement, penalty, or fine, as well as attorney's fees, court costs, and other reasonable and necessary expenses incurred by the director or officer with respect to the action or proceeding.

12.03 Limitation on Indemnification. No indemnification shall be made to or on behalf of any person if a judgment or other final adjudication adverse to that person establishes his or her liability:

01. for any breach of the duty of loyalty to the corporation;
02. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
03. for any distribution of the assets of the corporation which is unlawful under Tennessee law.

ARTICLE 13-TRUSTEE FOR THE CORPORATION

13.01 Trustee. The Board of Stewardship, Foundation and Benefits of the Cumberland Presbyterian Church United, a nonprofit corporation existing under the laws of the state of Tennessee, holds certain real property and other assets of the Church as trustee for the use and benefit of the Church. The Board of Stewardship may continue to hold such real property and other assets, but after the adoption of these Bylaws, it shall hold those assets as trustee for the use and benefit of the Cumberland Presbyterian Church United General Assembly Corporation.

13.02 Other Assets. Other, additional property may from time to time be conveyed to the Board of Stewardship to be held by it as trustee for the corporation. All assets held by the Board of Stewardship as trustee for the corporation shall be held at the pleasure and direction of the General Assembly.

ARTICLE 14-PARLIAMENTARY AUTHORITY

14.01 Designation. The parliamentary authority of the corporation in all meetings shall be the latest revised edition of the Rules of Order as set out in the Confession of Faith and Government of the Cumberland Presbyterian Church United. In matters not provided for in the Rules of Order, the parliamentary authority shall be Robert's Rules of Order, latest revised edition.

14.02 Standing Rules. The following shall be Standing Rules for meetings of the General Assembly and may be suspended as provided in the parliamentary authority. (see Rules of Order 8.34c)

Standing Rules

1. Unless otherwise determined by the General Assembly or by the Stated Clerk in the event of an emergency, the annual General Assembly shall meet on the second or third Monday of June at two o'clock in the afternoon to organize, elect a moderator and transact business, and shall close on Thursday or Friday of the same week.

2. Reports of all standing and special committees shall be considered in the order established by the Moderator in consultation with the Stated Clerk. Committee reports may be presented orally or in writing provided to all Commissioners and youth advisory delegates. Those presenting committee reports shall have the opportunity to make remarks and give explanation, such presentations not to exceed ten minutes unless time is extended by two-thirds vote taken without debate. All committee recommendations shall be submitted in writing.

3. All materials from denominational entities for consideration or action by a General Assembly shall be submitted to the Stated Clerk at least thirty (30) days before the meeting of General Assembly.

4. Resolutions and memorials proposed for adoption by individual commissioners rather than denominational entities or judicatories of the Cumberland Presbyterian Church United shall be introduced no later than the close of business on the second day of a meeting of General Assembly, and, when introduced, shall be referred by the Moderator, in counsel with the Stated Clerk, to the appropriate committee or committees for report and recommendations to the Assembly.

ARTICLE 15-REPORTS AND AUDITS

15.01 Congregational Reports. Annually by December 1, the Stated Clerk shall send to session clerks statistical forms for reporting congregational data. Session clerks shall mail the completed forms to presbytery clerks by February 1. The presbytery clerk shall mail the composite statistical report for all congregations of a presbytery to the Stated Clerk by February 10.

15.02 Institutional Reports. In order to be considered for inclusion in the General Assembly budget, all denominational entities shall deliver to the Stated Clerk an annual report including a concise description of the organization's work during the previous year and a line item budget for the forthcoming year. Financial reports should be condensed as much as possible while conveying all essential information on the organization's operations. All denominational entities except academic institutions on a fiscal year are requested to maintain their books on a calendar year.

15.03 Reporting Schedule. An electronic copy and two written copies of the annual report signed by two officers of the organization shall be delivered to the Stated Clerk by March 15 each year. Organizations requesting funds from Our United Outreach shall submit multi-year program budgets to the Our United Outreach Committee.

15.04 Audits. Organizations and operations included in the General Assembly budget shall be audited annually by a certified public accountant. Copies of the auditor's report, including any recommendations for changes in the procedures relating to internal financial controls, shall be delivered to the Stated Clerk. Organizations with total receipts of \$100,000 or less are not required to have an audit but shall submit their books and financial statements to the Stated Clerk annually.

15.05 Bonds. Each organization or person whose financial records are required to be audited shall have a fidelity bond in an amount adequate to protect all funds held by the organization or person.

ARTICLE 16-AMENDMENTS

16.01 Manner of Amendment. Except as provided below, these Bylaws may be amended or repealed only by the affirmative vote of two-thirds of the votes cast in a duly constituted meeting of the General Assembly. No portion of the Bylaws may be amended or repealed by the Board of Directors. Fair and reasonable notice of any proposed amendment shall be provided as required by state law.

16.02 Extraordinary Actions. In order to be effective the following actions must be approved by (1) the affirmative vote of two consecutive General Assemblies, or (2) a ninety percent (90%) vote of a single General Assembly.

01. Terminating the existence of a denominational entity named in Bylaw 10.01
02. Creating a new denominational entity other than a temporary committee or task force.
03. Decreasing the Our United Outreach budget allocation to a denominational entity by more than 40% of the amount distributed to it during the previous calendar year; or
04. Taking any other actions which would cause a drastic change in the mission or structure of the Cumberland Presbyterian Church United.

DRAFT - Proposed Constitutional Amendments (To implement Plan of Union)

3.32a The Cumberland Presbyterian Church **United** is a connectional church and all lower judicatories of the church to-wit: synod, presbytery, and the particular churches are parts of that body and therefore all property held by or for a particular church, a presbytery, a synod, the General Assembly, or the Cumberland Presbyterian Church **United**, whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of the particular church or of a more inclusive judicatory or retained for the production of income, and whether or not the deed to the property so states, is held in trust nevertheless for the use and benefit of the Cumberland Presbyterian Church **United**.

~~3.32b~~ The Cumberland Presbyterian Church in America is a connectional church and all lower judicatories of the church to-wit: synod, presbytery, and the particular churches are parts of that body and therefore all property held by or for a particular church, a presbytery, a synod, the General Assembly, or the Cumberland Presbyterian Church in America, whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of the particular church or of a more inclusive judicatory or retained for the production of income, and whether or not the deed to the property so states, is held in trust nevertheless for the use and benefit of the Cumberland Presbyterian Church in America. **Repetitive, no longer applicable.**

9.2 The General Assembly shall meet ~~as often as~~ at least once every two years, at such time and place as may have been determined, and shall consist of commissioners from the presbyteries in the following proportions:

Each Presbytery will be entitled to send two minister commissioners and two elder commissioners to the General Assembly.

~~**FOR CUMBERLAND PRESBYTERIAN CHURCH**~~ a. A presbytery having an active membership (including ordained clergy) of 1-1000 shall be entitled to send one minister and one elder;

~~b.~~ A presbytery having an active membership (including ordained clergy) of 1001-2000 shall be entitled to send two ministers and two elders;

~~c.~~ The basis for representation shall continue in the above proportions.

~~**FOR CUMBERLAND PRESBYTERIAN CHURCH IN AMERICA**~~

~~a.~~ A presbytery having an active church membership of 1-200 shall be entitled to send one minister and one elder;

~~b.~~ A presbytery having an active church membership of 201-400 shall be entitled to send two ministers and two elders;

~~c.~~ A presbytery having an active church membership of 401-1000 shall be entitled to send three ministers and three elders;

~~d.~~ A presbytery having an active church membership of 1001-above shall be entitled to send four ministers and four elders.

~~10.5~~ A presbytery or synod of the Cumberland Presbyterian Church in America and a presbytery or synod of the Cumberland Presbyterian Church, whose boundaries coincide or can be made to coincide, may form a union presbytery or synod which shall be related in the same way to both denominations. **No longer applicable, DELETE**

11.1 Amendments to the Confession of Faith, Catechism, Constitution, Rules of Discipline, Directory for Worship, and Rules of Order may be proposed to the General Assembly of the Cumberland Presbyterian Church **United** ~~or the General Assembly of the Cumberland Presbyterian Church in America~~. If received favorably by ~~either~~ the General Assembly, all proposed amendments shall be referred to a ~~Joint Committee on Amendments composed of the five members of the~~ **Permanent Committee on Judiciary** for preparation for the ~~two assemblies~~ **assembly** for action.

11.2 When a proposed amendment to the Confession of Faith, Catechism, Constitution, or Rules of Discipline is presented by the ~~Joint Committee on Amendments~~ **Permanent Committee on Judiciary** to the General Assembly of each church, on recommendation of each **the** assembly the amendment may be transmitted to its presbyteries by three-fourths vote of the members thereof voting thereon, provided there is present and voting not less than 75% of the full membership of the assembly based on the complete representation of all its presbyteries.

11.3 An amendment to the Confession of Faith, Catechism, or Rules of Discipline shall have been adopted when, on its transmission by both assemblies to their presbyteries, a three-fourths majority of the presbyteries of each **the** General Assembly shall have approved it and such approval is declared by each **the** General Assembly to have been given. The vote of a presbytery shall be by simple majority.

11.4 An amendment to the Constitution shall have been adopted:

a. ~~For both churches~~: when a three-fourths majority of the presbyteries of each **the** General Assembly shall have approved it and such approval is declared by each **the** General Assembly to have been given; each presbytery voting by simple majority.

b. ~~For either church~~ when a three-fourths majority of its presbyteries shall have approved it and such approval is declared by its General Assembly to have been given; each presbytery voting by simple majority. In such instances the amendment shall be identified as applicable to the Constitution of the church adopting it, and the original section to which the amendment was applied shall remain a part of the Constitution of the church ~~rejecting it~~. **No longer applicable.**

e. a. Presbyteries shall act upon an amendment referred by the General Assembly within the first year of the referral and report their vote no later than the next meeting of the General Assembly after the amendment was transmitted to the presbyteries.

*** Also edit COF by changing any references made to either of the former denominations (e.g. CPC, CPCA or CPC/CPCA) to the new name: Cumberland Presbyterian Church United.**