

**Synod Called Meeting  
ZOOM Conference Call  
March 14, 2022**

**ATTENDANCE**

<b>First Name</b>	<b>Last Name</b>	<b>Presbytery</b>		<b>Status</b>
Margaret	Alsup	Arkansas	Moderator, Equipping Committee	Commissioner – FTE
A. William	Benner	Grace	Connecting	Commissioner – MTE
Jerry	Boles	Tres Rios	Empowering	Commissioner - MTE
Wynona	Bryant-Williams	Arkansas	Moderator, Empowering Committee	Commissioner – FRE
Dzandria	Chiphe	South Louisiana	Connecting	Commissioner – MRE
Jeff	Cranton	Eastern Oklahoma	Moderator, Personnel Committee	Commissioner – MTE
Sharon	Curry	Grace	Connecting; Moderator, Grants and Scholarshhips	Commissioner – FRE
Boksoon	Egbert	South Louisiana	Equipping	Commissioner At-Large – FRE
Ron	Fike	Cimarron	Equipping	Commissioner - MTE
Shelley	Hernandez	New Covenant	Connecting	Commissioner – FRE
Stephen	Hill	New Covenant	Equipping	Commissioner – MTE
Mitch	Miller	Indian Nations	Coordinating Team Chair	Commissioner – MTE
Kristy	Rodgers	Eastern Oklahoma	Empowering; Synod Moderator	Commissioner – FRE
Bill	Rose	Tres Rios	Vice Moderator, Empowering Committee	Commissioner – MRE
Nancy	Ruff	Palo Duro	Connecting	Commissioner – FRE

Seth	Saathoff	Mission	Connecting: Synod Vice -Moderator	Commissioner – MTE
David	Stipp-Bethune	Pines	Equipping	Commissioner – MTE
David	Watson	South Louisiana	Moderator, Connecting Committee	Commissioner - MTE
Sandra	Watson	Pines	Equipping	Commissioner - FRE
Kathy	White	Arkansas	PW Moderator	Corresponding Member
Ben	Davidson	Palo Duro	Empowering	Co-opted
Timothy	Marquez	New Covenant	Committee on Representation	Moderator
Tim	Blodgett	Eastern Oklahoma	Moderator, EP Forum & Executive Presbyter	Corresponding Member
Scott	Campbell	Palo Duro	Executive Presbyter	Corresponding Member
Gordon	Edwards	Cimarron	Executive Presbyter	Corresponding Member
Lynne	Hargrove	New Covenant	Presbytery Stated Clerk & Executive Presbyter	Corresponding Member
Matt	Miles	Tres Rios	Vision and Outreach Presbyter	Corresponding Member
Charlie	Smith	Indian Nations	Interim Presbytery Pastor	Corresponding Member
Stewart	Smith	Arkansas	Executive Presbyter	Corresponding Member
Sallie	Watson	Mission	General Presbyter	Corresponding Member
Richard	Williams	South Louisiana	Interim Executive Presbyter	Corresponding Member
George	Wortham	Pines	Interim Executive Presbyter	Corresponding Member
Tracy	Evans	Indian Nations	Presbytery Stated Clerk	Corresponding Member

Valerie	Young	Grace	Synod Leader & Stated Clerk	Synod Staff
Thomas	Riggs		Communication & Administration Coordinator	Synod Staff
Ernie	Higginbotham	Grace	Assistant Stated Clerk	Synod Staff
<b>GUEST</b>				
Lemuel	Garcia-Arroyo	Mission	Mission Engagement Advisor, PMA	
<b>ABSENT</b>				
Greg	Ables	Indian Nations		Commissioner - MRE
Liz	Anzaldua	Mission	Vice-Moderator, Equipping Committee	Commissioner At-Large - FRE
Arita	Battiest	Eastern Oklahoma	Vice-Moderator, Connecting Committee	Commissioner At-Large -- FTE
Katharine	Nipp	Cimarron		Commissioner - FRE
Isabel	Rivera-Velez	New Covenant	Empowering	Commissioner At-Large – FTE
Marsha	Schendel	Mission		Commissioner - FRE
Janice	Six	Palo Duro	Empowering	Commissioner – FTE

	<b>Monday, March 14, 2022</b>
<b>6:00pm</b>	<b>Welcome &amp; Introductions</b> – Kristy Rodgers, Moderator <ul style="list-style-type: none"> <li>· <i>Instructions for Zoom Meeting – Valerie Young</i></li> <li>· <i>Call to Worship: Acknowledgment of Land &amp; People – Jeff Cranton</i></li> <li>· <i>Opening Prayer – Jeff Cranton</i></li> <li>· <i>Roll Call &amp; Declaring a Quorum</i></li> <li>· <i>Seating of Corresponding Members and visitors</i></li> <li>· <i>Adoption of Agenda</i></li> </ul>
	<b>Worship</b> <ul style="list-style-type: none"> <li>· <i>Call to Confession – David Watson</i></li> <li>· <i>Assurance of Pardon</i></li> <li>· <i>Prayer for Illumination</i></li> <li>· <i>Moving Towards Reconciliation – Lemuel Garcia-Arroyo</i></li> </ul>
	<b>Committee on Representation</b> – Timothy Marquez <i>GA COR Report</i>
	<b>Synod Leader &amp; Stated Clerk Report</b> – Valerie Young
	<b>Trustees Report</b> – David Stipp-Bethune <ul style="list-style-type: none"> <li>· <i>Corporate Papers</i> <ul style="list-style-type: none"> <li>· <i>Restated and Amended Certification of Formation</i></li> <li>· <i>Restated and Amended Bylaws</i></li> </ul> </li> <li>· <i>Policies</i> <ul style="list-style-type: none"> <li>· <i>Accountable Reimbursement Policy</i></li> <li>· <i>Conflict of Interest Policy</i></li> <li>· <i>Document Retention and Destruction Policy</i></li> <li>· <i>Gift Acceptance Policy</i></li> <li>· <i>Whistleblower Policy</i></li> </ul> </li> </ul>
	<b>Grants &amp; Scholarship Commission</b> – Sharon Curry
	<b>Connecting Committee</b> – David Watson <ul style="list-style-type: none"> <li>· \$20k - Plan</li> </ul>
	<b>Equipping Committee</b> – Margaret Alsup <ul style="list-style-type: none"> <li>· \$20k - Plan</li> </ul>
	<b>Empowering Committee</b> – Wynona Bryant Williams <ul style="list-style-type: none"> <li>· \$20k - Plan</li> </ul>
	<b>Personnel Committee</b> – Jeff Cranton

	<b>Worship</b> <ul style="list-style-type: none"><li>· Celebration of the Lord's Supper</li></ul>
	<b>Coordinating Team Report – Mitch Miller</b> <ul style="list-style-type: none"><li>· 2021 Unspent Funds</li><li>· 2022 Final Budget</li></ul> Nomination – Seth Saathoff <ul style="list-style-type: none"><li>· Chair, Coordinating Team</li></ul>
	<b>Worship</b> <ul style="list-style-type: none"><li>· Closing Hymn</li><li>· Benediction and Adjournment – Kristy Rodgers</li></ul>
	<b>Adjournment with Prayer and Thanksgiving</b>

**Call to Worship** – With our meeting framed in worship, Jeff Cranton called the assembly to worship with the Acknowledgement of Land & People and Opening Prayer.

**Call to Order** – After an Opening Hymn, Synod Moderator Kristy Rodgers called the meeting to order at 6:00 p.m. CDT and in accordance with the Bylaws, Sec. 3.1.3 whereby 50% or more of the elected commissioners constitutes a quorum, a quorum was declared with 19 of 27 Commissioners present. Corresponding Members and Visitors were also acknowledged and seated. Seth Saathoff moved and Mitch Miller seconded to seat the Corresponding Members and visitors. Moderator Rodgers called for the adoption of the agenda. Jeff Cranton moved and David Watson seconded to adopt the agenda. Motion carried.

**Worship** – Worship continued with the Call to Confession, Assurance of Pardon, and Prayer for Illumination, followed by a homily by Rev. Lemuel Garcia-Arroyo, Mission Engagement Advisor for the Presbyterian Mission Agency, entitled *Moving Towards Reconciliation*.

**Committee on Representation** (*Attachment A*) - Timothy Marquez reported on the work of the committee, highlighting information from General Assembly COR.

**Synod Leader & Stated Clerk Report** – Valerie Young reported on the approval of the Synod Partnership of Disaster Response, a Boundaries Training project, the engagement of a Compliance Audit, General Assembly Commissioner Training, and a Stated Clerk & PJC training. Valerie praised the work of the Committee and Network leaders and talked about the Moderator’s theme of “Moving Toward Reconciliation”.

**Trustees Report** (*Attachments B-H*) – David Stipp-Bethune reported on the engagement of the Compliance Audit, noting the challenges of being spread across four states.

On behalf the Trustees, David moved the following individually for approval.

*Restated and Amended Certification of Formation (Attachment B) – Motion carried.*

*Restated and Amended Bylaws (Attachment C) – Motion carried.*

*Full Accountable Reimbursement Policy (Attachment D) – Motion carried.*

*Policy of Conflicts of Interest and Disclosure of Certain Interests (Attachment E) – Motion carried.*

*Document Retention and Destruction Policy (Attachment F) – Motion carried.*

*Gift Acceptance Policy (Attachment G) – Motion carried.*

*Whistleblower Policy (Attachment H) – Motion carried.*

**Grants & Scholarship Commission Report** (*Attachment I*) – Sharon Curry, Moderator of the Commission, reported on behalf of the Commission. The Commission dispersed nearly \$35,000

in the first two months of 2022, funding projects that included border ministries, peacemaking-refugee ministry, ADA compliance, M.Div scholarships, and more.

Vice Moderator Seth Saathoff commended the Commission for finding ways to help PC(USA) Korean students attending non-PC(USA) seminaries.

The Grants and Scholarship Commission is also making recommendations to the Coordinating Team: *Create a scholarship to serve non-PCUSA seminarians because of language barriers*  
*To restore \$25,000 to the MAPPA Scholarship Fund*

**Connecting Committee** (*Attachment J*) – David Watson, committee Moderator, reported on behalf of the committee. No action items were presented. The committee is working on identifying creative way that they can connect different entities of the Synod for mutual help, preparing for Synod Sunday, and holding an in-person event in 2022.

**Equipping Committee** (*Attachments K-L*) – Margaret Alsup, committee Moderator, reported on behalf of the committee. The Margaret highlighted a conversation that has started with Synod of the Southwest to share administrative functions with boundaries training, with Synod of the Sun providing communication services with Synod of the Southwest.

On behalf of the committee, Margaret also presented an overture from Palo Duro Presbytery (*Attachment L*) for the Synod’s consideration to concur, clarifying the intent of G-2.1001 regarding the use of Commissioned Pastors. Scott Campbell, Executive Presbyter of Palo Duro Presbytery, was invited to speak regarding the Overture. Following questions and discussion, the motion to concur passed unanimously.

**Empowering Committee** (*Attachments M-N*) – Wynona Bryant Williams, committee Moderator, reported. Wynona highlighted that the committee is in a “fact finding” stage of exploration on how to spend their \$20,000 gift, discussing many possible options.

Wynona, on behalf of the committee, made the motion to approve the Empowering Committee Policies & Procedures as presented in the packet. The motion passed.

**Personnel Committee** (*Attachment O*) – Jeff Cranton, committee Moderator, reported. The committee has been about the work of staff reviews for Valerie Young and Thomas Riggs and

will be working on changes with the compliance audit. They have proposed salary changes for Valerie and Thomas that will be presented in the budget presentation.

**Worship** – Worship continued with the Celebration of the Lord’s Supper.

**Coordinating Team** (*Attachment P*) – Mitch Miller, Coordinating Team Chair reported on the actions taken on behalf of Synod.

Actions of the Synod of the Sun Coordinating Team that were taken on behalf of the Synod that are requested to be affirmed by the Synod Assembly:

1. *2021 Year of Anti-Racism Fund Balance (\$4,305) to N4DR for scholarships to White Privilege Conference.* Motion passed.

The following actions were presented by the Coordinating Team to the Assembly.

1. Receive 2021 Year End Financial Reports – Motion passed
2. Recommend to the Assembly to use 2021 Unspent funds as follows:
  - a) Retain \$20,146.91 from 2021 Unspent Funds to balance 2022 budget.
  - b) Recommend to the assembly a designation of \$15,000 of 2021 Unspent funds for Attorney fees for Compliance Audit work (Corporate docs & policies)
  - c) \$20,000 of 2021 Unspent funds to Presbytery Leader Formation
  - d) \$25,000 to MDiv Scholarships for ESL students outside of PCUSA seminaries (w/ requirement for PCUSA Polity course); work with EP Forum to develop criteria and program.
  - e) \$25,000 to MAPPA fund restoration (Hispanic/Latinx students preparing for ministry)
  - f) \$20,000 to NOROC (*a mission of Palo Duro Presbytery*) designated for Ukrainian refugees

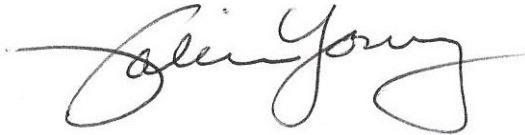
The motion passed. Mitch offered a prayer of dedication for these gifts.

3. 2022 Budget – The Coordinating Team moved that the Assembly approve the 2022 Final Budget – Motion passed.
4. Synod Nominating Committee Report - The Coordinating Team moves that the Assembly elect Mitch Miller (TE, INP) to serve as 2022 Coordinating Team Chair – Motion passed.



**Worship** – Our assembly was ended with singing and a prayer and benediction by Moderator Kristy Rodgers. Following the Benediction, the Assembly was adjourned.

Submitted by,

A handwritten signature in black ink, appearing to read "Valerie Young". The signature is written in a cursive style with a long horizontal line extending from the end of the word "Young".

Valerie Young  
Synod Leader & Stated Clerk

Welcome to the Synod Representation Report Survey  
Year: 2020

Survey Created: Jan. 13, 2022, 10:46 a.m.  
Survey Last Modified: Jan. 14, 2022, 5:29 p.m.



## COMMITTEE ON Representation

Synod	The Sun
Pin #	400
Role:	

Full contact information for the Chair/Moderator/Synod Leader for Representation for the Synods Committee on Representation or equivalent body:

Name	TIMOTHY Vasquez MARQUEZ
Address	15010 WHITE FORGE LN
Email	PASTORIS4110@GMAIL.COM
Phone Number	7132612260

Synod COR chairperson's beginning and ending term (month/year)

Beginning	1/2020
Ending	12/2023

Synod Staff, Committees, Boards, Organizing Bodies, Working Groups, and Cabinets: 2020

Gender and Ordination Status:

#	Unit/entity	T Total	Male T E	Male R E	Male Other	Female T E	Female R E	Female Other
1	Synod PJC	10	3	2	0	2	3	0
2	Synod Executive Cmte (Council)	12	4	2	0	2	4	0
3	Synod COR	3	1	1	0	0	1	0
4	Synod Nom Cmte	12	4	2	0	2	4	0
5	Synod Commissioners	22	7	3	0	4	8	0
6	Synod Staff	2	0	1	0	0	1	0
7	Commissioners At-Large	7	3	0	0	2	2	0
8	SOS Presbyterian Foundation	12	5	1	0	1	5	0
9	Grants & Scholarships	5	1	0	0	1	3	0
10	Personnel	6	2	0	0	2	2	0
11	SOS Trustees	6	4	0	0	1	1	0

Synod Staff, Committees, Boards, Organizing Bodies, Working Groups, and Cabinets: 2020

**Race/Ethnicity:**

#	Unit/entity	T Total	AS Asian/Pacific Islander/Native Hawaiian	B Black/African American	AF African	H Hispanic/Latinx
1	Synod PJC	10	0	1	0	0
2	Synod Executive Cmte (Council)	12	1	0	0	2
3	Synod COR	3	1	0	0	1
4	Synod Nom Cmte	12	1	0	0	2
5	Synod Commissioners	22	0	1	1	1
6	Synod Staff	2	0	0	0	0
7	Commissioners At-Large	7	1	2	0	3
8	SOS Presbyterian Foundation	12	0	1	0	0
9	Grants & Scholarships	5	0	0	0	1
10	Personnel	6	0	0	0	1
11	SOS Trustees	6	1	0	0	1

Synod Staff, Committees, Boards, Organizing Bodies, Working Groups, and Cabinets: 2020

**Race/Ethnicity (continued):**

#	Unit/entity	T Total	NA Native American/American Indian/Indigenous	ME Middle Eastern/North African	W White/European American	M Multiracial	O Other
1	Synod PJC	10	0	0	7	0	2
2	Synod Executive Cmte (Council)	12	1	0	8	0	0
3	Synod COR	3	0	0	1	0	0
4	Synod Nom Cmte	12	1	0	8	0	0
5	Synod Commissioners	22	1	0	17	0	1
6	Synod Staff	2	0	0	2	0	0
7	Commissioners At-Large	7	1	0	0	0	0
8	SOS Presbyterian Foundation	12	0	0	10	0	1
9	Grants & Scholarships	5	0	0	4	0	0
10	Personnel	6	0	0	5	0	0
11	SOS Trustees	6	1	0	3	0	0

Synod Staff, Committees, Boards, Organizing Bodies, Working Groups, and Cabinets: 2020

**Ability:**

#	Unit/entity	T Total	DNA Persons w/ disability requiring NO accommodation(s)	DRA Persons w/ disability requiring accommodation(s)	ND Persons with NO DISABILITY	Not Reported
1	Synod PJC	10	0	0	0	10
2	Synod Executive Cmte (Council)	12	0	0	1	11
3	Synod COR	3	0	0	3	0
4	Synod Nom Cmte	12	0	0	1	11
5	Synod Commissioners	22	0	0	0	22
6	Synod Staff	2	0	0	2	0
7	Commissioners At-Large	7	0	0	0	7
8	SOS Presbyterian Foundation	12	0	0	0	12
9	Grants & Scholarships	5	0	0	0	5
10	Personnel	6	0	0	0	6
11	SOS Trustees	6	0	0	0	6

Synod Staff, Committees, Boards, Organizing Bodies, Working Groups, and Cabinets: 2020

Age:

#	Unit/entity	T Total	Y <=25	YA 26-35	A1 36-45	A2 46-55	MA 56-64	SA >=65
1	Synod PJC	10	0	0	0	2	3	5
2	Synod Executive Cmte (Council)	12	0	0	0	3	4	5
3	Synod COR	3	0	0	0	1	0	2
4	Synod Nom Cmte	12	0	0	0	3	4	5
5	Synod Commissioners	22	0	0	2	6	7	7
6	Synod Staff	2	0	0	0	2	0	0
7	Commissioners At-Large	7	0	0	0	3	2	2
8	SOS Presbyterian Foundation	12	0	0	2	4	3	3
9	Grants & Scholarships	5	0	0	0	1	2	2
10	Personnel	6	0	0	0	1	2	3
11	SOS Trustees	6	0	0	0	3	3	0

Narrative Section Questions:

Question 1 Response

Does your synod maintain a committee on representation?	Yes
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Question 1a and 1b Responses if Question 1 is Yes

How many persons serve?	3
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<p>What categories of membership are identified as important in your context? (Check all that apply.)</p>	young adults under 35
	women
	persons with disabilities
	persons of color
	small church
	large church
	geographic (each region within the synod)
	Other (please specify) -> LGBTQIA+
<p>Which particular race/ethnicities are included in your use of "persons of color" are identified as important in your context? (Check all that apply.)</p>	Black/African American
	Hispanic/Latino/a
	African
	Asian/Pacific Islander
	Native American (American Indian/Indigenous)
	Middle Eastern
	New Immigrant
	Multiracial

Question 1c Responses if Question 1 is No

Is there an alternative COR structure?	
If so, Please describe your alternative COR structure.	
Does the synod continue to do this work?	
If so, The synod assigned these functions to another body. (Select one.)	

Questions 2 - 16 Responses

How does your synod address the functions described in G-3.0103? (even if you do not have a committee on representation)	We have a Synod Committee on Representation (COR). The moderator serves on the Coordinating Team (CT) and on the Nomination Committee (NC). We submit and present an annual report to the synod assembly.
How often did your Synod COR (SCOR) meet in 2020?	Once a year
How are your Synod COR (SCOR) meetings conducted? (Check all that apply.)	By conference call
How often did the committee make a report to the Synod in 2020?	Once a year
What form did the committee's report take?	Both Written and Oral
How does the Synod demonstrate it has "procedures and mechanisms for promoting and reviewing [the Synod's] implementation of the church's commitment to inclusiveness and representation" (G-3.0103 and F-1.0403)?	Annual Report and spreadsheets of synod participants.
How often is the plan (or means of demonstrating "procedures and mechanisms for promoting and reviewing [the Synod's] implementation of the church's commitment to inclusiveness and representation" reviewed)? (Select one.)	Twice a year

How often is the plan (or means of demonstrating "procedures and mechanisms for promoting and reviewing [the Synod's] implementation of the church's commitment to inclusiveness and representation" revised and/or updated? (Select one.)	Once a year
How is the Synod COR involved in the reviews of the "procedures and mechanisms" and the Synod's implementation of the "commitment to inclusiveness and representation?"	Moderator of the Synod COR sits on the Nomination Committee and Coordinating Team.
What were the committee's goals for 2020? (List the two most important goals.)	Goal A: collect data on age and disability status of participants
	Goal B: work to increase representation in Native American category
How well was Goal A achieved during 2020? (Select one.)	Slightly Achieved
How well was Goal B achieved during 2020? (Select one.)	Slightly Achieved
What will the committee's goals be for 2021? (List the two most important goals.)	Goal A: We strive to increase the number of leaders of various age group, and ethnicities
	Goal B: The Synod Coordinating Team is dedicated to advocate for racial equity and inclusiveness.
Which of the following statements are true concerning the relationship between your synod's COR and your Synod's nominating committee? (Check all that apply.)	In 2020, at least one member of the synod nominating committee is also a member of the synod COR.
Has the work of the Synod's COR had any impact in the past 2 years in increasing the diversity among the leadership of the synod's committees?	Yes
If yes, Please describe the impact.	We strive to increase the number of leaders of various age group and ethnicities
If yes, Please let us know to what you attribute your success.	The dedication of the Staff and the Coordinating Team of the Synod.
If no, What are the challenges faced by the Synod's COR?	
If no, What plans does your Synod's COR have for increasing its effectiveness?	
What were the joys and satisfactions of the Synod's COR's work during 2020?	We have increased representation in some categories.
What were the disappointments and frustration of the committee's work during 2020?	The reach our goal to make an equitable representation in the synod.
Which Presbyteries in your Synod had a COR in 2020? (Presbyteries selected here will not show up in the following 2 questions.)	
Which Presbyteries in your Synod merged COR functions with another body?	
Which Presbyteries in your Synod do not have a COR or any body assigned the functions?	
If there are Presbyteries in your Synod without a COR, what reason(s) have been given for not having one? (Check all that apply.)	
What is the relationship of the synod COR (SCOR) with the presbytery CORs (PCOR)? (Check all that apply.)	
What education and training opportunities has your COR provided in the last year? (Check all that apply.)	
Who was the audience? (Check all that apply.)	
How might GACOR or OGA help your synod COR (or responsible body) to fulfill its responsibilities?	Program and training.

Report submission details

<b>Report submitted by</b>	<b>TIMOTHY Vasquez MARQUEZ</b>
<b>Submitter's Email</b>	<b>PASTORIS4110@GMAIL.COM</b>
<b>Submitter's Phone Number</b>	

Declaration of Completion

<b>The Synod Of</b>	<b>The Sun</b>
<b>Survey Received</b>	<b>2022-01-14</b>
<b>Location</b>	<b>Sugar Land Texas</b>

**RESTATED AND AMENDED CERTIFICATE OF FORMATION  
OF  
SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.  
(A NONPROFIT CORPORATION)**

**ARTICLE 1**

Synod of the Sun, Presbyterian Church (U.S.A.), Inc. (the “Corporation”), a Texas nonprofit corporation with Texas Secretary of State Filing Number 0076904701 and subject to the Texas Business Organizations Code, Chapter 22 (the “Act”), has adopted this Restated and Amended Certificate of Formation. This Restated and Amended Certificate of Formation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and also includes further amendments described in Article 4.

**ARTICLE 2  
PROCEDURE OF ADOPTION OF AMENDMENTS**

The Restated and Amended Certificate of Formation was adopted in the following manner:

Pursuant to Chapter 22 of the Act and the Corporation’s governing documents, at a duly noticed and called meeting of the Synod Assembly of the Corporation held on \_\_\_\_\_, the Synod Assembly, acting as the Board of Directors of the Corporation, by at least a majority vote, adopted a resolution approving the Restated and Amended Certificate of Formation effective \_\_\_\_\_, \_\_. The Corporation has no one else eligible to vote on these amendments.

**ARTICLE 3  
RESTATED ARTICLES**

The Articles of Incorporation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated herein for all purposes.

**ARTICLE 4  
AMENDMENT OF CERTIFICATE OF FORMATION**

The Restated and Amended Certificate of Formation includes the following amendments:

All existing Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached as Exhibit A.

Each new amendment (i) has been made in accordance with the Texas Business Organizations Code, (ii) has been approved in the manner required by the Texas Business Organizations Code and the Corporation’s governing documents, (iii) accurately states the text of the Certificate of Formation being restated and each amendment to the Certificate of Formation that is in effect, as further amended by the Restated Certificate of Formation; and (iv) does not contain any other change other than omissions allowed by the Texas Business Organizations Code Section 3.059.

The undersigned affirms that the individual designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law



for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument.

I am an authorized officer of the Corporation and I hereby execute this Restated and Amended Certificate of Formation on behalf of the Corporation on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH  
(U.S.A.), INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**RESTATED AND AMENDED CERTIFICATE OF FORMATION  
OF  
SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.  
(A NONPROFIT CORPORATION)**

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.** (referred to as the “Corporation”), by and through its Synod Assembly (acting as the Board of Directors) adopts the following Restated and Amended Certificate of Formation pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (the “Act”).

**ARTICLE 1  
ENTITY NAME AND TYPE**

The Corporation is a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code. The name of the Corporation is **Synod of the Sun, Presbyterian Church (U.S.A.), Inc.**

**ARTICLE 2  
DISSOLUTION**

Upon dissolution, all of the Corporation’s assets shall be distributed to the Presbyterian Church (U.S.A.), or to its successors, or in the absence of the Presbyterian Church (U.S.A.) or a successor nonprofit corporation, an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), that serves similar purposes as the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or a state or local government, for a public purpose), as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 3  
DURATION**

The Corporation shall continue in perpetuity.

**ARTICLE 4  
PURPOSES**

The purposes for which the Corporation is organized are to perform religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Code, and to do all things necessary and appropriate to carry out these purposes. Specifically, the Corporation shall be organized and operated exclusively for benevolent, charitable, educational, religious, and missionary purposes, to govern the Presbyterian presbyteries, churches and institutions located within the geographic bounds of the Synod of the Sun, and to aid, advise, assist, and sustain the Presbyterian Church (U.S.A.), in accordance with the usages and discipline of the Presbyterian

Church (U.S.A.). The Corporation shall be organized and operated: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

**ARTICLE 5**  
**POWERS**

Except as otherwise provided in this Certificate of Formation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its expressed powers. The Corporation may pay reasonable compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

**ARTICLE 6**  
**RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and any related Internal Revenue Service (“IRS”) pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and any related IRS pronouncements. Regardless of any other provision in these Certificate of Formation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.(??)
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.(??)
5. Have objectives that characterize it as an “action organization” as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.

6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

**ARTICLE 7**  
**MEMBERS**

The Corporation shall have no members.

**ARTICLE 8**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is \_\_\_\_\_ . The name of the registered agent at this office is \_\_\_\_\_ . The Synod Assembly may change the registered office and registered agent in its discretion.

**ARTICLE 9**  
**MANAGEMENT VESTED IN THE SYNOD ASSEMBLY**

The management of the Corporation is vested in the Synod Assembly, consisting of twenty-eight (28) Commissioners. The Synod Assembly shall act as the board of directors as defined in the Act. The Synod Assembly may elect officers as provided in the Bylaws.

**ARTICLE 10**  
**LIMITATION ON LIABILITY OF COMMISSIONERS AND OFFICERS**

A Commissioner or officer is not liable to the Corporation for monetary damages for an act or omission in the Commissioner's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE 11**  
**INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Synod Assembly shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

**ARTICLE 12**  
**CONSTRUCTION**

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

**ARTICLE 13**  
**MEMBERS OF THE SYNOD ASSEMBLY**

The name and address of each current Commissioner serving on the Synod Assembly are as follows:

The address for all Commissioners is 445 E. FM 1382 Ste 3778, Cedar Hill, TX 75104-6047.

All future Commissioners will be elected in the manner described in the Bylaws.

**ARTICLE 14**  
**ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of Commissioners, trustees, officers, committee members, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the Commissioners, trustees, officers, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested, by facsimile or by email. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the Moderator or Stated Clerk.

## **EXHIBIT A**

The Corporation will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, email, or similar transmission by a Commissioner, trustee, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the Commissioner, trustee, officer, or committee member.

### **ARTICLE 15** **AMENDMENTS TO CERTIFICATE OF FORMATION**

The Synod Assembly may amend the Certificate of Formation by at least a two-thirds (2/3) vote at a duly noticed meeting at which a quorum is present, or in any manner authorized by the Texas Business Organization Code, Chapter 22.

**RESTATED AND AMENDED BYLAWS**  
**OF**  
**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.**  
**(A NONPROFIT CORPORATION)**

These Restated and Amended Bylaws (the “**Bylaws**”) govern the affairs of Synod of the Sun, Presbyterian Church (U.S.A.), Inc. a Texas nonprofit corporation (the “**Synod**”), organized under the Texas Business Organizations Code, Chapter 22 (the “**Act**”).

**ARTICLE 1**  
**OFFICES**

1.01. Principal Office. The principal office of the Synod in the State of Texas shall be located at 445 E. FM 1382 Ste 3778, Cedar Hill, TX 75104-6047. The Synod may have such other offices, either in Texas or elsewhere, as the Synod Assembly may determine. The Synod Assembly may change the location of any office of the Synod.

1.02. Registered Office and Registered Agent. The Synod shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Synod’s principal office in Texas. The Synod Assembly may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2**  
**NONPROFIT PURPOSES**

2.01. Tax Exemption. The Synod is organized for one or more of the religious, charitable, and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”). Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. The Church pledges that all its assets will be used only for the Church’s exempt purposes.

2.02 Affiliation.

(a) This Synod is a particular council of the Presbyterian Church (U.S.A.), a church denomination (“**PC-USA**”), and is subject to the guidance and direction of the PC-USA General Assembly (the “**General Assembly**”). This nonprofit corporation shall constitute the corporation through which the Synod shall act as described in the Constitution of PC-USA, Book of Order (Part II) (the “**Book of Order**”). The following Bylaws set forth provisions for the governance and operation of the Synod. These Bylaws shall be in conformity with the Book of Order, as interpreted by the judicatories of jurisdiction, setting forth the ecclesiastical and corporate structure and method of operation of this particular Synod. The current edition of the Book of Order is incorporated herein for all purposes. If any provision of these Bylaws conflicts with the Book of Order, the Book of Order shall prevail. These Bylaws are also subject to the Act and the Certificate of Formation of the Synod.

(b) The Synod serves the following eleven (11) presbyteries (the “Presbyteries”) located in the four (4) states of Arkansas, Louisiana, Oklahoma, and Texas:

- Arkansas
- Cimarron
- Eastern Oklahoma
- Grace
- Indian Nations
- Mission
- New Covenant
- Palo Duro
- Pines
- South Louisiana
- Tres Rios

2.03. Statement of Faith. As a particular council of PC-USA, the Synod incorporates the “Book of Confessions,” approved and published by PC-USA as Part I of The Constitution of the Presbyterian Church, (U.S.A.), as containing the Synod’s Statements of Faith.

2.04 Mission. The Synod’s mission is as follows:

*“The Synod of the Sun of the Presbyterian Church (U.S.A.) serves Christ by connecting, equipping, and empowering Presbyterians for Christ’s mission within and beyond the Synod’s bounds.”*

*BECAUSE*

*“We believe when we work together across boundaries, we make visible the Good News and find wholeness as the Body of Christ. In our common calling, we impact lives together.”*

### **ARTICLE 3** **THE SYNOD ASSEMBLY**

3.01. Purpose. The Synod shall be governed by the Synod Assembly. The Synod Assembly shall act as the board of directors as that term is defined in the Act. The Synod Assembly consists of Commissioners duly elected by and from the Presbyteries.

3.02. Election. The number of Commissioners shall be twenty-eight (28), of which one-half (1/2) shall be Ruling Elders, as that term is defined in the Book of Order (G-2.0301), and one-half (1/2) shall be Ministers of the Word and Sacrament (also known in the Book of Order and herein as “**Teaching Elders**”), as that term is defined in the Book of Order (G-2.0501). Twenty-two (22) of the Commissioners shall be elected by the Presbyteries, who shall each elect one (1) Ruling Elder Commissioner and one (1) Teaching Elder Commissioner in successive years, each for a three (3)-year term. The other six (6) Commissioners shall be at-large Commissioners (“**At-Large Commissioners**”) intended to represent racial & ethnic constituencies, of whom three (3) shall be Ruling Elders and three (3) shall be Teaching Elders, and all of whom must come from different Presbyteries. At-Large Commissioners are nominated to the Synod Assembly by the



Coordinating Team at the Fall Stated Meeting, and then may be elected by the Synod Assembly. A Commissioner may serve a maximum of two (2) consecutive terms. Terms for all Commissioners begin in January and end in December, and for the purposes of the term limits set forth in this Section 3.02, a Commissioner appointed to fulfill an unexpired term of a former Commissioner does not begin their first term until the following January.

3.03. Regular and Special Meetings of the Synod Assembly. The Synod Assembly may provide for regular meetings by resolution stating the time and place of such meetings. The Synod Assembly shall hold regular meetings at least two (2) times per calendar year. The Moderator shall call a special meeting at the request of or with the concurrence of four (4) currently elected Teaching Elder Commissioners and four (4) currently elected Ruling Elder Commissioners representing at least four (4) presbyteries. Notice of a special meeting shall be sent no fewer than thirty (30) days prior to the date of the special meeting and shall set out the purpose of the meeting. No other business than that listed in the notice shall be transacted., Full minutes of the meetings and actions of the Synod Assembly shall be maintained and shall be available to any Commissioner or at the request any Presbytery or the General Assembly. The Synod Assembly and any of its committees may use a remote electronic communications system, including videoconferencing technology or the Internet, to meet if:

(a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and

(b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

(c) If voting is to take place at the meeting, the entity must:

(i) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(ii) keep a record of any vote or other action taken.

3.04. Quorum. A quorum for a Synod Assembly meeting shall be the Moderator of the Synod Assembly or other presiding officer and at least a majority of elected Commissioners. The Commissioners present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Commissioners leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Commissioners required to constitute a quorum. If a quorum is present at no time during a meeting, the Moderator may adjourn and reconvene the meeting one time without further notice.

3.05. Vacancies. Vacancies in the position of at-large Commissioners may be filled at a special meeting of the Synod Assembly. A Commissioner elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.06. Action by Consent of Synod Without Meeting. Any action required or permitted to be taken by the Synod Assembly may be taken without a meeting, and with the same force and

effect as a unanimous vote of the Synod Assembly, if all Commissioners consent in writing or by email to the action. Such consent may be given individually or collectively.

3.07. Notice. Written or printed notice of any regular or special meeting of the Synod Assembly shall be delivered to each Commissioner not less than three (3) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. If the Synod Assembly adopts a resolution that states the date(s) and time(s) for a Synod Assembly meeting(s), the resolution itself is sufficient notice of the meeting(s) to Commissioners.

3.08. Conduct of Meetings. At every meeting of the Synod Assembly, the Moderator shall preside. If it is impractical, the Moderator may ask the Moderator-Elect or Coordinating Team Chair (as immediate past moderator) to preside. When the Stated Clerk is absent from any meeting, the Assistant Stated Clerk or a Commissioner designated by the Moderator may act as the Clerk of the Synod Assembly for the meeting.

3.09. Powers of the Synod Assembly. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Synod Assembly may exercise all such powers of the Synod and do all such lawful acts and things as are not prohibited by statute, the Certificate of Formation, these Bylaws, or the Book of Order.

3.10. Duties of Commissioners. Commissioners shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Synod. Ordinary care is caring that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Commissioners, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Synod or another person that were prepared or presented by a variety of persons, including officers and employees of the Synod, professional advisors or experts such as accountants or attorneys. A Commissioner is not relying in good faith if the Commissioner has knowledge concerning a matter in question that renders reliance unwarranted.

3.11 Trustees. The Synod Assembly shall elect four commissioners to serve as Trustees, one each from Arkansas, Louisiana, Oklahoma, and Texas, for a two (2)-year term, to serve no more than three (3) consecutive two (2)-year terms. The Trustees shall be responsible for carrying out instructions from the Synod regarding transactions involving the properties of the Synod, title to which is vested in the Synod. Neither the Trustees nor the Commissioners are deemed to have the duties of trustees of a trust concerning the Synod or concerning any property held or administered by the Synod, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.11. Duty to Avoid Improper Distributions. Commissioners who vote for or assent to improper distributions are jointly and severally liable to the Synod for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Synod are not after that paid and discharged. Any distribution made when the Synod is insolvent, other than in payment of corporate debts, or any distribution that would render the Synod insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision

for all known debts, obligations, and liabilities, is also improper. Commissioners participating in a Synod Assembly meeting at which the improper action was taken are presumed to have assented unless they dissent in writing. The written dissent must be filed with the Stated Clerk before adjournment or mailed to the Stated Clerk by registered mail or email immediately after adjournment.

A Commissioner is not liable if, in voting for or assenting to a distribution, the Commissioner (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Synod; legal counsel, public accountants, or other persons as to matters the Commissioner reasonably believes are within the person's professional or expert competence; or a committee of the Synod Assembly of which the Commissioner is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Synod to be at least that of their book value; or (3) in determining whether the Synod made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Commissioners are protected from liability if, in the exercise of ordinary care, they acted in good faith and reliance on the written opinion of an attorney for the Synod.

The Commissioners who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.12. Delegation of Duties. The Commissioners are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Synod; and to sell, transfer, or otherwise dispose of the Synod's assets and properties at a time and for a consideration that the advisor deems appropriate. The Commissioners have no liability for actions taken or omitted by the advisor if the Synod Assembly acts in good faith and with ordinary care in selecting the advisor. The Synod Assembly may remove or replace the advisor, with or without cause.

3.13. Actions of the Synod Assembly. The Synod Assembly shall try to act by consensus. However, the vote of a majority of Commissioners present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Synod Assembly unless the law or these Bylaws require the act of a greater number. A Commissioner who is present at a meeting and abstains from a vote is considered to be present and voting to determine the decision of the Synod Assembly.

3.14. Compensation. The Commissioners may not receive salaries for their services as a Commissioner. A Commissioner may serve the Synod in any other capacity and receive compensation for those services. A Commissioner may be reimbursed expenses incurred by him or her to attend a Synod Assembly meeting.

3.15. Removal of Commissioners. The Synod Assembly may vote to remove a Commissioner at any time, with or without good cause. A meeting to consider the removal of a

Commissioner may be called and with notice to the Commissioners. The notice of the meeting shall state that the issue of the possible removal of the Commissioner will be on the agenda. A Commissioner may be removed by the affirmative vote of a two-thirds (2/3) majority of the Commissioners.

3.16. Resignation. A Commissioner may resign at any time by delivering notice in writing or by electronic transmission to the Synod Assembly. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.17 Corresponding Members. The Synod Assembly may seat certain non-voting members (“**Corresponding Members**”) with voice, but not vote, at its discretion.

(a) Executive/General Presbyters (Presbytery Staff Leadership); Presbytery Stated Clerks within the bounds of the Synod (unless duly elected as a Commissioner); and the Synod Presbyterian Women’s Moderator shall be seated as Corresponding Members of the Synod with voice and no vote in the Assembly. Corresponding Members active in committee have a vote therein.

(b) The Synod may co-opt non-voting members of the Synod (“**Co-opted Members**”) for committees or commissions if its mission strategy will be furthered or enabled by it. Co-opted Members may be enrolled at stated and special Synod Assembly meetings as Corresponding Members with voice and no vote. There shall be no more than three (3) Co-opted Members on any Standing Committee. Co-opted Members will have voice and vote in committee.

## **ARTICLE 4** **OFFICERS OF THE CHURCH**

4.01. Officer Positions. The officers of the Synod shall be a Moderator, Moderator-Elect, and a Stated Clerk.

4.02. General Duties. All officers and agents of the Synod, as between themselves and the Synod, shall have such authority to perform such duties and manage the Synod as may be provided in these Bylaws or as may be determined by a resolution of the Synod Assembly that is not inconsistent with these Bylaws.

4.03. Secretary and Minutes. The Stated Clerk is elected by the Synod Assembly for a five (5) year term. The Stated Clerk shall ordinarily serve as Secretary for all meetings of the Synod Assembly. If it is impractical, the Synod Assembly shall elect a Secretary for that meeting. The Synod Assembly shall review and approve the final form of the minutes as presented by the Stated Clerk.

4.04. Removal. The removal of any officer of the Synod is governed by the provisions of the Book of Order.

4.05. Resignation. Any officer may resign at any time by giving written notice to the Synod Assembly, the Moderator, or the Stated Clerk. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such

resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Synod.

4.06. Vacancies. A vacancy in any office may be filled by the appointment of a Pro Tem officer by the Coordinating Team until such time as a nomination and election proceeding can take place.

4.07. Moderator.

(a) The Moderator is elected by the Synod Assembly for a three (3) year term as follows: (i) the first year as Vice Moderator, (ii) the second year as Moderator, and (iii) the third year as Chair of the Coordinating Team. The Moderator shall serve in the capacity of President as defined in the Act and as required by the Act. The Moderator shall ordinarily moderate all meetings of the Synod Assembly. If it is impractical, the Moderator may ask the Vice Moderator or Coordinating Team Chair (as immediate past moderator) to preside. The Moderator may execute any deeds, mortgages, bonds, contracts, or other instruments that the Synod Assembly has authorized to be executed. However, the Moderator may not execute instruments on behalf of the Synod if this power is expressly delegated to another officer or agent of the Synod by the Synod Assembly, these Bylaws, the Book of Order, or statute. The Moderator shall perform other duties prescribed by the Synod Assembly and all duties incident to the office of President.

4.08. Treasurer. The Treasurer, if any, shall:

- (a) Oversee the maintenance of the financial books and records of the Synod.
- (b) Present financial reports at least annually.
- (c) Perform other duties as assigned by the Moderator, the Synod Assembly, or the Book of Order.
- (d) Perform all the duties incident to the office of Treasurer.

4.09. Stated Clerk. The Stated Clerk shall:

- (a) Give all notices as provided in these Bylaws or as required by law;
- (b) Take minutes of the meetings of the Synod Assembly and oversee the maintenance of the minutes as part of the corporate records;
- (c) Keep a register of the mailing address of each Commissioner, officer, and employee of the Synod.
- (d) Perform duties as assigned by the Moderator, the Synod Assembly, or the Book of Order.
- (e) Perform all duties incident to the office of Secretary as defined by the Act.

4.10. Disallowed Payments. Any payments made to an officer of the Synod such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by them, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Synod to the full extent of such disallowance. It shall be the duty of the Synod Assembly to enforce payment of each such amount disallowed.

## **ARTICLE 5** **COMMITTEES**

5.01. Standing Committees. The Assembly carries out its work through five (5) standing committees (Connecting, Equipping, Empowering, Personnel and Representation) and two commissions (Permanent Judicial and Grants & Scholarships). Other commissions and committees may be appointed by the Assembly as required. Membership of all commissions and committees shall be in compliance with the most recent edition of the Book of Order. The Assembly may assign additional responsibilities to the standing committees. The Assembly may also at its discretion grant the powers of a commission to standing committees to ensure the efficient functioning of the Synod between assembly meetings.

(a) The Committee on Representation shall be maintained in accordance with the requirements of the most recent edition of the Book of Order.

(b) The Permanent Judicial Commission shall function in accordance with the most recent edition of the Book of Order.

(c) The Coordinating Team shall consist of the officers set forth in Article 4 and those elected by the Assembly as moderator of a Standing Committee. Except as otherwise provided in Section 5.02 below, the Coordinating Team shall have all of the powers and authority of the Synod Assembly in the intervals between meetings of the Synod Assembly, subject to the direction and control of the full Synod Assembly and subject to the most recent edition of the Book of Order.

5.02 Establishment of Committees. The Synod Assembly may adopt a resolution establishing one or more other committees, delegating specified authority to a committee, and appointing or removing members of a committee. The Synod Assembly may establish qualifications for membership on a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Synod Assembly, or any individual Commissioner, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority to:

(a) Amend the Certificate of Formation.

(b) Adopt a plan of merger or a plan of consolidation with another Synod.

(c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Synod.

(d) Authorize the voluntary dissolution of the Synod.

- (e) Revoke proceedings for the voluntary dissolution of the Synod.
- (f) Adopt a plan for the distribution of the assets of the Synod.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Commissioner or officer of the Synod.
- (i) Approve any transaction to which the Synod is a party, and that involves a potential conflict of interest, as defined in Section 6.05, below.
- (j) Take any action outside the scope of authority delegated to it by the Synod Assembly.

5.02. Action by Consent of A Committee Without Meeting. Any action required or permitted to be taken by a committee may be taken without a meeting, and with the same force and effect as a unanimous vote of the committee, if all members of the committee consent in writing or by email to the action. Such consent may be given individually or collectively.

5.03. Compensation. Committee members may not receive compensation for their services.

5.04. Rules. Each committee may adopt rules for its operation not inconsistent with the Bylaws or with rules adopted by the Synod Assembly or the Book of Order.

## **ARTICLE 6**

### **TRANSACTIONS OF THE SYNOD ASSEMBLY**

6.01. Contracts. The Synod Assembly may authorize any officer or agent of the Synod to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Synod in accordance with the Synod Assembly's duly adopted governance policies, including, but not limited to, the conflict of interest policy. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

6.02. Deposits. All funds of the Synod shall be deposited to the credit of the Synod in banks, trust companies, or other depositories that the Synod Assembly selects.

6.03. Gifts. The Synod Assembly may accept on behalf of the Synod any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Synod.

6.04. Loans and Related Parties. The Synod shall not make any loan to a Commissioner or officer of the Synod.

6.05. Affiliated Transactions. No contract or transaction between the Synod and one or more of its Commissioners or officers, or between the Synod and any other Synod, partnership or association or other organization in which one or more of its Commissioners or officers are Board

members or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- (a) The material facts concerning the financial interests are disclosed to the Synod Assembly or committee, and the Synod Assembly or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Commissioners, officers, or committee members.
- (b) The contract or transaction is fair to the Synod at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- (c) The interested Commissioner, officer, or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Commissioner, officer, or committee member may participate in the discussion of the matter, but may not vote.

6.06. Prohibited Acts. As long as the Synod is in existence, and except with the prior approval of the Synod Assembly, no Commissioner, officer, or committee member of the Synod shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Synod.
- (b) Do any act with the intention of harming the Synod or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Synod.
- (d) Receive an improper personal benefit from the operation of the Synod.
- (e) Use the assets of this Synod, directly or indirectly, for any purpose other than carrying on the business of this Synod.
- (f) Wrongfully transfer or dispose of Synod property, including intangible property such as goodwill.
- (g) Use the name of the Synod (or any substantially similar name) or any trademark or trade name adopted by the Synod, except on behalf of the Synod in the ordinary course of the Synod's business.
- (h) Disclose any of the Synod business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 7** **BOOKS AND RECORDS**

7.01. Required Books and Records. The Synod shall keep correct and complete books and records of account. The Synod's books and records shall include:



- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Synod, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Synod Assembly, and committees having any of the authority of the Synod Assembly.
- (d) A list of the names and addresses of the Commissioners, Corresponding Members, Co-Opted Members, officers, and any committee members of the Synod.
- (e) A financial statement showing the assets, liabilities, and net worth of the Synod at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Synod for the most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Synod's federal, state, and local tax status.
- (h) The Synod's federal, state, and local information or income tax returns for each of the Synod's three (3) most recent tax years.

7.02. Inspection and Copying. Any Commissioner, officer, or member of the Synod may inspect and receive copies of all books and records of the Synod required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Synod and if the person submits a request in writing. Any person entitled to inspect and copy the Synod's books and records may do so. A person entitled to inspect the Synod's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Synod's receipt of a proper written request. The Synod Assembly may establish reasonable fees for copying the Synod's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service (IRS) guidelines for providing copies.

## **ARTICLE 8** **FISCAL YEAR**

The fiscal year of the Synod shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> each year.

## **ARTICLE 9** **INDEMNIFICATION**

9.01. When Indemnification is Required, Permitted, and Prohibited.

(a) The Synod shall indemnify a Commissioner, officer, committee member, employee, or agent of the Synod who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Synod. For this Article, an agent includes one who is or was serving at the request of the Synod as a Commissioner, officer, partner, venturer, proprietor, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or another enterprise. However, the Synod shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Synod's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Synod under Section 9.01(a).

(c) The Synod shall not indemnify a person who is found liable to the Synod or is found liable to another because that person improperly received a personal benefit. A person is conclusively considered to have been found liable concerning any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable, and all appeals have been exhausted.

(d) The Synod shall pay or reimburse reasonable expenses incurred by a Commissioner, officer, committee member, employee, or agent of the Synod in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Synod when the person is not a named defendant or respondent in the proceeding.

(e) In addition to the situations otherwise described above, the Synod may indemnify a Commissioner, officer, committee member, employee, or agent of the Synod to the extent permitted by law. However, the Synod shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 9.01(c), above.

(f) Before the final disposition of a proceeding, the Synod may pay indemnification expenses permitted by the Bylaws and authorized by the Synod. However, the Synod shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Synod or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(g) If the Synod indemnifies a person under the Bylaws, the person may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Synod, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

11.02 Procedures Relating to Indemnification Payments.

(a) Before the Synod may pay any indemnification expenses (including attorney's fees), the Synod shall specifically: (1) determine that indemnification is permissible, (2) authorize indemnification, and (3) determine that expenses to be reimbursed are reasonable, except as provided in Section 9.02(c), below. The Synod may make these determinations and decisions by anyone of the following procedures:

(i) Majority vote of a quorum consisting of Commissioners who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Synod Assembly, designated to act in the matter by a majority vote of all Commissioners, consisting solely of two (2) or more Commissioners who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Synod Assembly by vote as provided in Section 9.02(a)(i) or 9.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Commissioners.

(b) How the Synod determines whether indemnification is permissible shall be the same manner in which the Synod authorizes indemnification and determines that expenses to be reimbursed are reasonable. However, if the determination that indemnification is permissible is made by special legal counsel under Section 9.02(a)(iii), above, then the authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by either Section 9.02(a)(i) or 9.02(a)(ii), above.

(c) A provision contained in the Certificate of Formation, the Bylaws, or a resolution of the Synod Assembly that requires the indemnification permitted by Section 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(d) The Synod shall pay indemnification expenses before the final disposition of a proceeding only after the Synod determines that the facts then known would not preclude indemnification, and the Synod receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for the repayment of the amount paid or reimbursed by the Synod if it is ultimately determined that the person has not met the requirements for indemnification. The written undertaking shall be an unlimited general obligation of the person, but it need not be secured, and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 10** **NOTICES**

10.01. Notices. Any notice required or permitted by the Bylaws to be given to a Commissioner, officer, member, or committee member of the Synod may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Synod, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Stated Clerk.

10.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

10.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 11** **SPECIAL PROCEDURES CONCERNING MEETINGS**

11.01. Meeting by Electronic Means. The Synod Assembly and any committee of the Synod may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes the presence of that person at the meeting.

11.02. Voting by Proxy. No member, Commissioner, or committee member may vote by proxy.

## **ARTICLE 12** **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, repealed, or replaced upon the approval of two-thirds (2/3) of the Commissioners. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted must be given at least thirty (30) days prior to such meeting, and such notice shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

**ARTICLE 13**  
**MISCELLANEOUS PROVISIONS**

13.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed following the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

13.04. Seal. The Synod Assembly may provide for a corporate seal.

13.05. Power of Attorney. A person may execute any instrument related to the Synod utilizing a power of attorney if an original executed copy of a power of attorney is provided to the Stated Clerk to be kept with the Synod records.

13.06. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Commissioners, officers, committee members, employees, and agents of the Synod and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

13.07. Electronic Signatures. To the fullest extent permitted by the Act and other laws, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as email) of Commissioners, officers, committee members, and any member, as between each other or each of them and the Synod, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless the individual submits a prior written refusal to conduct any or certain transactions by electronic means.

**ARTICLE 14**  
**EMERGENCY POWERS AND BYLAWS**

An “emergency” exists for the purposes of this section if a quorum of the Synod Assembly cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Synod Assembly may: (i) modify lines of succession to accommodate the incapacity of any Commissioner, officer, or committee member; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Synod Assembly only needs to be given to Commissioners for whom it is practicable. Action taken in good faith during an emergency binds the Synod and may not be the basis for imposing liability on any Commissioner, officer, or committee member of the Synod on the ground that the action was not authorized. The Synod Assembly may also adopt emergency bylaws, which may include provisions necessary for managing the Synod during an emergency including: (i) procedures for calling a meeting of the Synod Assembly; (ii) quorum requirements

for the meeting; and (iii) designation of additional or substitute Commissioners. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Synod Assembly has deemed that the emergency has ended.

CERTIFICATE OF STATED CLERK

I hereby certify that I am duly elected and acting Stated Clerk of SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC. (the “**Synod**”) and that the foregoing Bylaws, comprised of sixteen (16) pages, constitute the Bylaws of said Synod as duly adopted by the Synod at a meeting of the Synod Assembly held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Stated Clerk of the Synod

## Synod of the Sun, Presbyterian Church (U.S.A.), Inc.

### Full accountable reimbursement policy

The following resolution was duly adopted by written consent of the Synod Assembly of **Synod of the Sun, Presbyterian Church (U.S.A.), Inc.** (the “Organization”) on \_\_\_\_\_.

Whereas, income tax regulations sections 1.162-17 and 1.274-5T(f) provide that employees need not report on their tax return expenses paid or incurred by them solely for the benefit of their employer for which they are required to account and do account to their employer and which are charged directly or indirectly to the employer; and

Whereas, income tax regulation section 1.274-5T(f) further provides that an adequate accounting means the submission to the employer of an account book, diary, statement of expense, or similar record maintained by the employee in which the information as to each element of expenditure (amount, date and place, business purpose, and business relationship) is recorded at or near the time of the expenditure, together with supporting documentary evidence, in a manner which conforms to all the “adequate records requirements” set forth in the regulation; and

Whereas, the Organization desires to adopt a reimbursement policy pursuant to the regulations mentioned above and desires to operate under such policy; be it therefore

Resolved, that the Organization hereby adopts an accountable reimbursement policy pursuant to income tax regulations sections 1.162-17 and 1.274-5T(f) upon the following terms and conditions:

1. **Adequate accounting for reimbursed expenses.** Any person now or hereafter employed by the Organization shall be reimbursed for any properly approved ordinary and necessary business and professional expense incurred on behalf of the Organization, if the following conditions are satisfied: (1) the expenses are reasonable in amount; (2) the employee documents the amount, date, place, business purpose (and in the case of entertainment expenses, the business relationship of the person or persons entertained) of each such expense with the same kind of documentary evidence as would be required to support a deduction of the expense on the employee’s federal tax return; and (3) the employee substantiates such expenses by providing the Organization with an accounting of such expenses no less frequently than monthly (in no event will an expense be reimbursed if substantiated more than 60 days after the expense is paid or incurred by an employee).

2. **Cellular phones and personal computers.** The Organization will not reimburse cellular phone or personal computer expenses of an employee unless the employee’s use of a cellular phone or personal computer (each referred to below as “equipment”) meets the following tests:

A. Convenience of the employer. Use of the equipment must be “for the convenience of the employer.” This means that the employee cannot perform his or her job

without the equipment. The fact that the equipment enables an employee to perform his or her work more easily and efficiently is not enough. Further, it must be demonstrated that computers and telephones available at the Organization are insufficient to enable the employee to properly perform his or her job.

B. Condition of employment. Use of the equipment must be required as a “condition of employment.” It is not necessary that the Organization specifically require use of the equipment. On the other hand, it is not enough that the Organization merely states that use of the equipment is a condition of employment.

Charges paid by the Organization for cellular phones and personal computers not meeting the requirements stated above will be treated as taxable income to the employee to which the equipment is assigned.

3. **Reimbursements not funded out of salary reductions.** Reimbursements shall be paid out of Organization funds, and not by reducing paychecks by the amount of business expense reimbursements.

4. **Reimbursable business expenses.** Examples of reimbursable business expenses include local transportation, overnight travel (including lodging and meals), entertainment, books and subscriptions, education, and professional dues.

5. **Tax reporting.** The Organization shall not include in an employee's W-2 form the amount of any business or professional expense properly substantiated and reimbursed according to this policy, and the employee should not report the amount of any such reimbursement as income on Form 1040.

6. **Excess reimbursements.** Any Organization reimbursement that exceeds the amount of business or professional expenses properly accounted for by an employee pursuant to this policy must be returned to the Organization within 120 days after the associated expenses are paid or incurred by the employee, and shall not be retained by the employee.

7. **Expenses not fully reimbursed.** If, for any reason, the Organization's reimbursements are less than the amount of business and professional expenses properly substantiated by an employee, the Organization will report no part of the reimbursements on the employee's W-2.

8. **Inadequate substantiation.** Under no circumstances will the Organization reimburse an employee for business or professional expenses incurred on behalf of the Organization that are not properly substantiated according to this policy. Organization and staff understand that this requirement is necessary to prevent the Organization's reimbursement plan from being classified as a non-accountable plan.



9. **Retention of records.** All receipts and other documentary evidence used by an employee to substantiate business and professional expenses reimbursed under this policy shall be retained by the Organization.

Detailed policy/procedure documents may be used in addition to this fully accountable expense reimbursement policy to provide further explanation and guidance regarding reimbursement guidelines and processes.

Attest: \_\_\_\_\_

\_\_\_\_\_  
Stated Clerk

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.**

Policy on Conflicts of Interest and Disclosure of Certain Interests

This Conflict of Interest policy is designed to help Commissioners, officers and employees of **SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.** (the “Organization”) identify situations that present potential conflicts of interest and to provide the Organization with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a Commissioners, officer or employee has or may have a conflict of interest with respect to the transaction. The policy is intended to comply with the procedures prescribed in Texas Business Organizations Code, Chapter 22, Section 22.230, governing conflicts of interest for directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in Section 22.230, the statute shall control. All capitalized terms are defined in Part 2 of this policy.

- I. Conflict of Interest Defined.** For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:
- A. Outside Interests.
- (i) A Contract or Transaction between the Organization and a Responsible Person or Family Member.
- (ii) A Contract or Transaction between the Organization and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.
- B. Outside Activities.
- (i) A Responsible Person or Family Member competing with the Organization in the rendering of services or in any other Contract or Transaction with a third party.
- (ii) A Responsible Person’s having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with the Organization in the provision of services or in any other Contract or Transaction with a third party.
- C. Gifts, Gratuities and Entertainment. A Responsible Person or Family Member accepting gifts, entertainment or other favors from any individual or entity that:
- (i) does or seeks to do business with, or is a competitor of the Organization;
- (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Organization; or under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the

acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Organization.

## **II. Definitions.**

- A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- B. A "Responsible Person" is any person serving as a Commissioner, officer, employee, or member of the Synod Assembly of the Organization.
- C. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- E. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by the Organization. The making of a gift or contribution to the Organization is not a Contract or Transaction.

## **III. Procedures.**

- A. Prior to Synod Assembly or committee action on a Contract or Transaction involving a Conflict of Interest, a Commissioner or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- B. A Commissioner or committee member who plans not to attend a meeting at which he or she has reason to believe that the Synod Assembly or committee will act on a matter in which the person has a Conflict of Interest, shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a Conflict of Interest shall not participate in, or be permitted to hear, the Synod Assembly's or committee's discussion of the matter, except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the

vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

- E. Responsible Persons who are not members of the Synod Assembly, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of synod or committee action, shall disclose to the chair or the chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the Organization participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the chair or the chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

- IV. **Confidentiality.** Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status, or information the disclosure of which might be adverse to the interests of the Organization. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Organization for the personal profit or advantage of the Responsible Person or a Family Member.

- V. **Review of policy.**

- A. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- B. As requested by the Moderator, Stated Clerk, or the Synod Assembly, each Responsible Person shall complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a trustee of or consultant to the Organization, or ownership of a business that might provide goods or services to the Organization. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the chair, the president, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this policy.
- C. This policy shall be reviewed annually by each member of the Synod Assembly. Any changes to the policy shall be communicated immediately to all Responsible Persons.

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.**

Annual Conflict of Interest Information Form

1. **Name:** \_\_\_\_\_ **Date:** \_\_\_\_\_

2. **Position:**

Are you a voting Commissioner? \_\_\_ Yes \_\_\_ No

Are you an Officer? \_\_\_ Yes \_\_\_ No. If you are an Officer, which Officer position do you hold? \_\_\_\_\_

3. **I affirm the following:**

I have received a copy of the Conflict of Interest Policy of Synod of the Sun, Presbyterian Church (U.S.A.), Inc. \_\_\_\_\_ (initial) I have read and understand the policy. \_\_\_\_\_ (initial) I agree to comply with the policy. \_\_\_\_\_ (initial) I understand that Synod of the Sun, Presbyterian Church (U.S.A.), Inc. is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. \_\_\_\_\_ (initial)

4. **Disclosures:**

A. Have you or any Family Member provided services or property to Synod of the Sun, Presbyterian Church (U.S.A.), Inc. in the past year? \_\_\_ YES \_\_\_ NO

If yes, please describe the nature of the services or property and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

B. Have you or any Family Member purchased services or property from Synod of the Sun, Presbyterian Church (U.S.A.), Inc. in the past year? \_\_\_ YES \_\_\_ NO

If yes, please describe the purchased services or property and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

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C. Please indicate whether you or any Family Member had any direct or indirect interest in any business transaction(s) in the past year to which Synod of the Sun, Presbyterian Church (U.S.A.), Inc. was or is a party?  YES  NO

If yes, describe the transaction(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

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D. Were you or any of your Family Members indebted to pay money to Synod of the Sun, Presbyterian Church (U.S.A.), Inc. at any time in the past year (other than travel advances or the like)?  YES  NO

If yes, please describe the indebtedness and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

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E. In the past year, did you or any Family Members receive, or become entitled to receive, directly or indirectly, any personal benefits from Synod of the Sun, Presbyterian Church (U.S.A.), Inc. or as a result of your relationship with Synod of the Sun, Presbyterian Church (U.S.A.), Inc. that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to Synod of the Sun, Presbyterian Church (U.S.A.), Inc.?  YES  NO

If yes, please describe the benefit(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

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F. Are you or any of your Family Members a party to or have an interest in any pending legal proceedings involving Synod of the Sun, Presbyterian Church (U.S.A.), Inc.?  
\_\_\_\_ YES \_\_\_\_ NO

If yes, please describe the proceeding(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

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G. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the Synod Assembly of SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC. in accordance with the terms and intent of Synod of the Sun, Presbyterian Church (U.S.A.), Inc.'s Conflict of Interest policy?  
\_\_\_\_ YES \_\_\_\_ NO

If yes, please describe the situation(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

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Signature \_\_\_\_\_

Date \_\_\_\_\_

Printed Name: \_\_\_\_\_

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.****Document Retention and Destruction Policy**

Synod of the Sun, Presbyterian Church (U.S.A.), Inc. (the “Organization”) takes seriously its obligations to preserve information relating to litigation, audits, and investigations as well as the general operations of the Organization. It is the intent of the Organization to establish an ongoing, coordinated administrative effort to systematically manage documents and records. The purpose of this policy is to ensure that documents are secure, accessible, maintained, and destroyed according to business practices that are practical, while still meeting the legal requirement applicable to the organization. In addition, the policy provides administrative personnel information about the recommended minimum requirements for document retention. These guidelines are indeed to apply to both electronic and paper copy documents.

The Organization’s staff is responsible for preserving the safety and confidentiality of documents in the Organization’s possession. Documents should be maintained at the Organization’s offices to provide for their security and preserve their usefulness to the Organization. Without specific authority to the contrary, no documents should be retained in the personal possession of a director, officer, staff member or volunteer, including being stored at a personal residence, on a personal computer or as a part of a personal email account. Documents stored off premises or outside the control of the organization will not be considered as becoming a part of the Organization’s documents until properly secured by the Organization. Security measures should be employed to ensure appropriate disclosure when confidential or private information is given to board members or others.

Documents should be maintained until the end of the identified retention period, and should then be destroyed in an appropriate manner. Sensitive documents such as those containing financial, account, or personnel information should be destroyed with no reasonable risk of the information being recovered. It is the responsibility of the Stated Clerk to oversee the implementation of this policy including the selection of the appropriate means of document destruction.

Electronic documents are to be retained in the same manner as paper documents. Electronic documents created from paper documents may be retained rather than the paper copies as long as the documents are true and correct copies of the actual documents and are saved using Adobe Acrobat Reader. Due to security issues, all hard drives located in computers, printers, scanners and copiers are to be separately purged prior to the Organization disposing of any machine.

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the Organization and its employees. Therefore, failure to comply may result in disciplinary action against responsible individuals. Compliance concerns regarding this



policy should be directed to the Stated Clerk. All permitted document destruction shall halt if the Organization is being investigated by a governmental law enforcement agency, and routine destruction shall not resume without the written approval of legal counsel.

The information listed in the retention schedule below is intended as a guideline and may not contain direction regarding all the records the Organization. Questions regarding documents not included on this list or actions that are not addressed as a part of this policy should be addressed to the Stated Clerk.

File Category	Item	Retention Period
Corporate Records	Bylaws and Certificate of Formation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	5 years
	Correspondence on legal, insurance and important matters	Permanent
	Correspondence – general	4 years
	Trademark registrations, patents and copyrights	Permanent
Finance and Administration	Financial statements (audited and year end prepared in house)	Permanent
	Auditor management letters	7 years
	Annual grant listing	Permanent
	Donor Credit Cards	Retain as required by Merchant Agreement
	Payroll records	7 years
	Check register and checks	7 years
	Checks for important expenditures	Permanent

File Category	Item	Retention Period
	Bank deposits and statements	7 years
	Chart of accounts	7 years
	Accounts payable and receivable ledgers	7 years
	Investment performance reports	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 or 10 years after all obligations end
	Correspondence — general	3 years
	Depreciation schedules	Permanent
	Donation records for endowment funds and significant restricted funds	Permanent
	Donation records	10 years
	General ledgers	Permanent
	Authorization for expenditures	3 years
	Bank statements and reconciliations	10 years
	Expense analysis/distribution schedules	7 years
	Internal reports – miscellaneous	3 years
	Invoices (from vendors or to customers)	7 years
	Payroll records and summaries	7 years
	Retirement & pension records	Permanent
Insurance Records	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	Permanent
	Safety (OSHA) reports	7 years

File Category	Item	Retention Period
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
Real Estate	Deeds	Permanent
	Leases (expired)	Permanent
	Mortgages, security agreements	7 years after all obligations end
	Building & site drawings	Permanent
Tax	IRS exemption determination and related correspondence	Permanent
	IRS Forms 990	Permanent
	IRS Forms 990-T plus all related worksheets	Permanent
	Forms 941	Permanent
	Forms 1099	Permanent
	Forms W-2/W-3	Permanent
	Charitable Organizations Registration Statements (filed with State Attorney Generals)	7 years
Human Resources	Employee personnel files	Permanent for employees working with children or youth or 7 years after termination for all other positions
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years

File Category	Item	Retention Period
	Employee orientation and training materials	Permanent for all who work with children or youth, otherwise 7 years for everyone else
	Employment applications	3 years
	Background checks	Permanent
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or three years
	Withholding tax statements	7 years
	Timecards	3 years
	Volunteer records	Permanent if the volunteer works with children or youth, otherwise 3 years
Technology	Software licenses and support agreements	7 years after all obligations end
	Electronic Documents (Microsoft Office, Adobe Acrobat, etc.)	Depends on subject matter
	Voice Mail	1 month in native form, subject matter determines period if transferred to a document management system
	Email	6 months in native form, subject matter determines period if transferred to a document management system
Judicial	Legal/Judicial case records (PJC)	Permanent

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.**  
**GIFT ACCEPTANCE POLICY**

INTRODUCTION

To protect the interests of the SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC. (hereinafter referred to as the “Organization”) and the persons and entities who support its causes, these policies are designed to assure that all gifts to, or for the use of, charitable causes are structured to provide maximum benefit to all parties involved.

The Organization shall execute no planned giving agreement without the advice of legal counsel. Prospective donors shall be strongly encouraged to seek their own legal and/or tax counsel in matters relating to their charitable gifts, taxes, and estate plans.

The goal of this policy is to encourage giving to the Organization without encumbering the Organization with gifts that cost more than benefit the Organization. The goal is also to avoid gifts that the donor restricts in a manner inconsistent with the goals of the Organization.

To facilitate the receipts of gifts and bequests, the Organization must be capable of responding quickly and in the affirmative where possible to all gifts offered by prospective donors. Unless stated otherwise, the Synod Assembly intends that these policies apply to all gifts.

**I. Gifts of:**

A. Cash

1. The Organization will accept gifts in the form of cash and checks regardless of amount, unless: (a) a question exists as to whether the donor has legal title to the asset; or (b) a question exists as to the legal capacity of the donor to transfer funds.

2. Donors shall make all checks payable to SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC. and donors shall never make checks payable to an employee, director, agent, or volunteer for the credit of the Organization.

B. Publicly Traded Securities

The Organization shall accept publicly traded securities. The donor may anticipate that the Organization may immediately sell such securities.

C. Closely-Held Securities

The Organization may only accept closely-held securities upon written approval by the Synod Assembly. The Synod Assembly will review these securities using the following criteria:

- a) There is a readily available market for their disposition.
- b) Accepting such securities will not create any potential liability to the Organization.
- c) The closely held entity engages in no activities that would be

inconsistent with Organization objectives.

d) The Organization has identified whether the security will generate unrelated business income taxes (“UBIT”).

D. Real Property

The Synod Assembly must approve in writing all gifts of real estate in advance of accepting the gift.

1. The Organization may require that a licensed appraiser issue an appraisal of the real estate before acceptance. The licensed appraiser shall not have any business or other relationship with the donor. The costs of the appraisal shall be borne by the donor.
2. The Organization cannot accept any gift of real estate until the Board determines that no environmental waste contaminates the property. The Organization may require a Level I Environmental Survey. All costs related to the survey will be borne by the donor.
3. In general, residential real estate located within the state of Texas, Oklahoma, Arkansas and Louisiana will be accepted, unless the Synod Assembly shall determine for some reason that the property is not suitable for acceptance.
4. Special deliberation shall be given to the receipt of real estate encumbered by a mortgage, as the administration of such property may give rise to unrelated business income for the Organization, as well as payments, taxes and insurance that may burden the Organization’s finances.
5. The Synod Assembly may choose to accept royalty interests in oil, gas, or other minerals. Before accepting such interests, the Organization shall engage legal counsel and other professional advice, where appropriate, to evaluate whether accepting the gift exposes the Organization to environmental or other liabilities. The Organization shall not accept working interests.

E. Tangible Personal Property

1. Jewelry, artwork, collections, and other personal property shall not be accepted unless the employee, agent or volunteer working on behalf of the Organization shall have reason to believe the property has a value in excess of \$1,000. Such property can only be accepted on behalf of the Organization by the Synod Assembly or such other person or persons authorized to do so by the Synod Assembly.
2. No personal property shall be accepted by the Organization unless there is reason to believe the property can be quickly sold. No personal property shall be accepted that obligates the Organization to retain it in perpetuity. No perishable property or property which will require special facilities or security to properly safeguard it will be accepted without prior written approval of the Synod Assembly.
3. Notwithstanding the forgoing, if there is reason to believe personal property has a value of \$1,000 or more, it may only be accepted after receipt and review by

the Synod Assembly or those empowered to act on its behalf, after an appraisal qualified under the terms of the Internal Revenue Code governing gifts of personal property.

F. Other Property

Other property of any description including mortgages, notes, copyrights, royalties, easements, whether real or personal, shall only be accepted by further action of the Synod Assembly or persons duly acting on its behalf.

G. Social Responsibility

In keeping with the mission and goals of the Organization, the Organization may refuse the donation of assets that are not compatible with the Organization's social responsibilities or that conflict with the mission of Organization.

## II. **Deferred Gifts**

A. Bequests

1. The Organization shall actively encourage gifts through Wills and Living Trusts.

2. In the event of inquiry by a prospective donor, representations as to the acceptability of a bequest to the Organization shall be made in accordance with this Gift Acceptance Policy only.

3. The Organization shall at all times retain the right to refuse a gift from an individual or from an estate when it is not in the best interest of the Organization to accept the gift.

4. When the Organization is the recipient of a gift from a will or trust, the Synod Assembly shall review the restrictions upon the gift and determine if it is in the best interests of the Organization to accept the gift.

5. The Organization will not accept a gift that might result in conflict within the Organization or confusion as to the utilization of the gift or that might create an undue financial burden upon the Organization.

6. When the Organization receives an unrestricted estate gift, the Synod Assembly, in consultation with the Organization's Leader, shall determine its highest and best use at the time.

7. If the Organization has created an Endowment Fund and the unrestricted funds are not needed for the ordinary and everyday expenses of the Organization, priority for unrestricted gifts may be as an addition to the Organization's Endowment Fund.

B. Life Estate Gifts

1. Donors shall generally not be encouraged to make gifts of a remainder interest in real property in which the donor retains a life estate.

2. This policy is based upon the possibility that the donor may need to sell the

home in the future and find that the value of the life estate is a small portion of the value of the property. Such gifts may be accepted by the Synod Assembly when the asset involved appears to be a minor portion of the donor's wealth, and the Synod Assembly are satisfied that there has been full disclosure to the donor of the possible future ramifications of the transaction.

C. Gifts of Life Insurance

1. The Organization will encourage donors to name the Organization as a beneficiary of all or a portion of a person's life insurance policies.

2. The Organization will not, however, as a matter of course agree to accept gifts from donors for the purpose of purchasing life insurance on the donor's life. Exceptions to this policy will be made after researching relevant state laws to assure the Organization has an insurable interest under applicable state law.

3. No insurance products may be endorsed for use in funding gifts to the Organization. In no event shall lists of the Organization's donors be furnished to anyone for the purpose of marketing life insurance for the benefit of donors or the Organization. This policy is based on the fact that this practice represents a potential conflict of interest, may cause donor relations problems, and may subject the Organization to state insurance regulation should the activity be construed as involvement in the marketing of life insurance.

D. Retirement Plan Beneficiary Designations. The Organization welcomes the opportunity to be named as a beneficiary of a donor's retirement plan. Such designation shall be considered a revocable gift and not recorded as revenue until the designation becomes irrevocable, typically at the death of the donor.

E. Trusts. The Organization welcomes the opportunity to be named as a beneficiary of donors' trusts, such as charitable remainder trusts (CRTs), charitable lead trusts (CLTs), and revocable trust arrangements. However, the Organization will not serve as a trustee of any trust and instead encourage donors to use a professional fiduciary.

F. Charitable Gift Annuities. The Organization does not offer charitable gift annuities.

**III. Designated Gifts and Designated Accounts**

A. Establishing Designated Funds. No donor may establish a designated or restricted gift except as outline in this section. Except for Board approved endowment funds, if the designated or restricted gift has not be disbursed within ten years, then the designation or restriction is void and the funds will be placed in the general fund. The Synod Assembly may adopt, amend or remove any policies and requirements for administration and disbursement of endowment funds at anytime.

1. The Synod Assembly, with input from the Organization's Leader, will determine what designated accounts may be established.

2. Any donor to the Organization may request in writing to the Synod Assembly the establishment of a designated account. Once an account is established, the Organization may accept funds into that account, subject to the terms of this Section III.



3. The Synod Assembly, in its sole discretion, will determine the length of time the account shall exist. When that time has passed, the Synod Assembly may either extend the time period for expiration of the account or transfer any remaining funds to the general fund.

**B. Disbursing Designated Funds**

1. Designated funds may only be spent for the purpose for which they are designated.

2. If, at any time, the Organization accepts custody of designated accounts which have not been approved and established by the Synod Assembly, and the Organization does not intend to use the designated funds for the purpose designated, the Organization shall return the monies to the donor or contact the donor for permission to transfer the funds to another fund or another charity chosen by the donor.

**C. Notice to Donors.** The Organization shall include in fund raising, solicitation materials and donor receipts the following statement:

“All donations are subject to the Gift Acceptance Policy. SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC. will treat the donor’s designations as suggestions unless the Synod Assembly has approved of the designations before receiving the gift. Copies of the policy are available at [synodsun.org](http://synodsun.org).”

**IV. Miscellaneous**

A. Organization employees and volunteers shall not provide legal, accounting, tax, or financial advice to donors or prospective donors.

B. No finder’s fee or commission shall be paid to anyone as consideration for directing a gift to the Organization.

C. The Organization may seek the advice of legal counsel when considering certain gifts. The donor may be asked to share the costs of such advice, at the discretion of the Organization’s Leader. Generally, legal counsel will be sought in connection with gifts involving:

- a) Closely-held stock, and particularly when the stock is subject to restrictions or buy-sell agreements;
- b) Gifts involving contracts that bind the Organization, such as bargain sales or real property with a mortgage attached;
- c) Gifts of patents, intangibles, and intellectual property;
- d) Transactions with potential conflicts of interest; and
- e) Other instances at the discretion of the Synod Assembly or the Leader, except that the Organization shall always seek the advice of legal counsel when accepting a gift outside the parameters of these Gift Acceptance Policies.

D. It is the responsibility of the donor to secure an appraisal of a gift to the

Organization, when an appraisal is necessary.

This policy was adopted by a resolution of the Synod Assembly on the \_\_\_\_\_ day \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
[Signature of Stated Clerk of the Organization]

\_\_\_\_\_  
[Date]

## Synod of the Sun, Presbyterian Church (U.S.A.), Inc.

### Whistleblower Policy

#### **General**

**SYNOD OF THE SUN, PRESBYTERIAN CHURCH (U.S.A.), INC.** (the “Organization”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

#### **Reporting Responsibility**

It is the responsibility of all directors, officers and employees to comply with the law applicable to Organization and to report violations or suspected violations in accordance with this Whistleblower Policy.

#### **No Retaliation**

No director, officer or employee who in good faith reports a violation of the law shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

#### **Reporting Violations**

The Organization has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with any member of the Coordinating Team. Supervisors and managers are required to report suspected violations of the law to the Stated Clerk and Moderator, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization’s open-door policy, individuals should contact the Synod Moderator or Moderator of Personnel Committee.

#### **Compliance Officer**

The Organization’s Stated Clerk is responsible for investigating and resolving all reported complaints and allegations concerning violations of the law and, at their discretion, shall advise the Synod Moderator or any Coordinating Team Chair if the complaint involves the Moderator.

The Stated Clerk has direct access to the legal counsel for the Organization and is required to report to the Board of Directors at least annually on compliance activity.

**Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations**

The Stated Clerk will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation, subject in all cases to the Constitution of the PC(U.S.A).

\_\_\_\_\_  
Stated Clerk Date \_\_\_\_\_  
Printed Name: \_\_\_\_\_

\_\_\_\_\_  
Moderator Date \_\_\_\_\_  
Printed Name: \_\_\_\_\_

Grants and Scholarships Commission  
1<sup>st</sup> Quarter 2022 Report

The Grants and Scholarship Commission is pleased to report we gave away \$34,000 in the first two months of 2022.

- \$20,600 in education grants
- \$13,400 in Mission Grants

This is the most diverse distribution of funds I can remember granting. We funded:

- Border Ministries along the Texas/Mexico borders
- Peacemaking efforts through the Refugee Welcome Backpack Program
- construction of an ADA restroom to be used by the community in Lake Charles as they continue rebuilding and reconstruction efforts following recent hurricanes that devastated the area.

In addition, we funded:

- Five M-Div scholarships
- Two scholarships allowing Non-English Korean students to obtain education in the Korean language
- Hispanic Latino Continuing Education,

The Grants and Scholarship Commission also made to recommendations to the Coordinating Team:

- Create a scholarship to serve non-PCUSA seminarians because of language barriers
- To restore \$25,000 to the MAPPA Scholarship Fund

Respectfully submitted on behalf of the Grants and Scholarship Commission,

Sharon Curry, Chair

## Report from the Connecting Committee Synod Assembly Meeting March 14<sup>th</sup>, 2022

Connecting Committee Membership: *Chair*: David Watson, *Vice-Chair*: Arita Battiest, Shelly Hernandez, Kat Nipp, Chip Chiphe, Lynn Hargrove, Sharon Curry, William Benner, Charlie Smith, Marsha Schendel, Dzandria Chiphe, Nancy Ruff, Seth Saathoff

- The Committee voted on and approved the Connecting Committee's Operating Budget for 2022 as presented in the Assembly financial packet.
- The Committee covered the cost of a subscription to Outlook Magazine for the Commissioners for this year's General Assembly.
- In addition to our work with the GA Commissioners, the Connecting Committee has included discussion about our Covenant Partners, especially any Renewals that are needed. Listed below are the Renewals:
  1. Austin Seminary
  2. University of the Ozarks
  3. Pan American School
  4. Goodland
  5. Vera Lloyd
- The Committee has started the discussion about this year's Synod Sunday, but a date has yet to be set.
- The CC hopes to hold at least one event in person this year and use the \$20,000 gift to help with the cost of hosting the event while assisting people in attending who need assistance.
- Two brainstorming sessions are being scheduled to pinpoint specific goals for Synod Sunday and 2022's Special Event.

### BUSINESS TO PRESENT TO THE ASSEMBLY:

- *No Action Items to present to Assembly.*
- That ends our Business.

Thank you all for your service to the Synod's important work.

Submitted March 1<sup>st</sup>, 2022.

David Watson  
Chair, Connecting Committee

## Equipping Committee Report March 2022

Our committee is busy brainstorming ways to make sure that we are able to better serve those who work and serve in our Synod. Our Communications Service Plan is going strong and picking up new clients at a steady pace. We will have a new client signing up for service soon! Our committee still values and finds excitement in the opportunities that the CSP creates for us and those we serve. Thomas, who oversees the CSP is excited about the work and glad that we are able to help people create meaningful ways of communicating.

At the start of 2022 we discussed the importance of boundaries training and what that might look like to do this type of training on Synod level, to have some sort of offering that would help our all our presbyteries and churches. At our February meeting, Valerie shared with us her discoveries from researching what the programing might look like for our Synod. We spent some time in discussion about the logistics and what it might take to make it successful. After some discussion a motion was made that we would commit our special funding of \$20,000 to explore and proceed with providing a boundaries training program for our Presbyteries. The motion carried and we gave Valerie our blessing to begin this important work. It was also noted that we would need some sort of database or way to track the requirements and information for our Presbyteries. We agreed that our administrative support that we would receive from Synod of the Southwest would undertake this project as their first assignment.

The Synod of the Southwest Executive Presbyter has begun conversations with Valerie about providing our CSP plan to their Synod in exchange for administrative support. This would not be a shared staffed person, but it would be a partnership and way to provide resources and services. Our CSP in exchange for administrative service. Valerie sees this as more of taking on projects and not a day-to-day administrative work. After discussion about this possibility, a motion was made to proceed with this relationship with the Synod of the Southwest. The motion carried. And the first project/ task will be the database for our boundaries training programing.

Lastly, we had an overture from Palo Duro Presbytery come to our committee (see the attached information). Scott, the Executive Director of Palo Duro, made a motion and it was seconded that we present this overture to the Synod at our next assembly for consideration to endorse the overture.

We are working to bring some new and exciting programing and support to those our Synod serves. If you have any ideas, concerns, or questions, please do not hesitate to reach out to us!

Respectfully submitted,

Maggie Alsup, Moderator of Equipping Committee

**[MC-08] On Clarifying the Intent of G-2.1001 Regarding Use of Commissioned Pastors**  
**Source:** Presbytery  
**Committee:** [MC] Mid Councils  
**Profile #:** [OVT-059]  
**Event:** 225th General Assembly (2022)  
**Sponsor:** Palo Duro Presbytery  
**Type:** General Assembly Full Consideration

## Recommendation

The Presbytery of Palo Duro overtures the 225th General Assembly (2022) to direct the Stated Clerk to send the following proposed amendment to the presbyteries for their affirmative or negative votes:

To clarify the intent of G-2.1001 regarding the use of Commissioned Pastors by amending G-2.1001 in the *Book of Order* to read:

(Text to be added is shown in *italic*. Text to be deleted is shown in ~~strikethrough~~.)

### G-2.1001 Functions

When the presbytery, in consultation with a session or *different sessions* ~~or other responsible committee~~, determines that its strategy for mission requires it, the presbytery may authorize a ruling elder to be commissioned to limited pastoral service as a “*CP or Commissioned Pastor*” as assigned by the presbytery. A ruling elder so designated may be commissioned to serve in *one or more validated ministries* ~~a validated ministry~~ of the presbytery. Presbytery, in its commission, may authorize the ruling elder to moderate the session of the congregation, *or congregations*, to which he or she is commissioned, to administer the Sacraments, and to officiate at marriages where permitted by state law. *In geographically large presbyteries with hard-to-reach churches, a Commissioned Pastor may be assigned on behalf of the presbytery to any validated ministry as presbytery needs arise.* This commission shall also specify the term of service, which shall not exceed three years but shall be renewable. The presbytery shall review the commission at least annually. *A Commissioned ruling elder may be authorized to one long term agreement or serve the entire presbytery in multiple assignments or a one-time event.*

## Rationale

This overture originated in Palo Duro Presbytery, a presbytery in the PC(USA) covering 72 counties in northwest Texas and comprising 40 congregations. The use of Commissioned Pastors (CP), or Commissioned Ruling Elders (CRE),<sup>[1]</sup> in ministry has become more common and more needed, especially in geographically large presbyteries like Palo Duro. Five churches in our presbytery now have a CRE or a CP instead of a minister of Word and Sacrament, leading worship, serving communion, and performing other duties as commissioned by the presbytery. Other churches serve small communities that are distant from more populated areas. Due to this isolation, financial limitations, or both, a full-time minister of the Word and Sacrament is often not a possibility. Of our churches with an installed minister, the majority are solo positions.



For those congregations, it is difficult to find a substitute if their regular minister is not available. It would be beneficial in all these situations if a presbytery could have CREs or CPs who are commissioned to more than one church, or even to a group of churches to be called on as needed.

Our situation is not unique. Commissioning a CRE or a CP to service in multiple congregations or other ministries is a frequent practice in other presbyteries and is already permitted by one interpretation of G-2.1001, which holds that a presbytery is authorized to commission a CRE or a CP to “limited pastoral service” when it “determines that its strategy for mission requires it.”[2] For example, if the presbytery concluded that its “strategy for mission” required that a CRE or a CP be commissioned to serve communion at several churches, it would have the authority to do so. A situation like this was addressed by the Synod of the Southwest Permanent Judicial Commission in a remedial case. The complainant alleged that the Presbytery de Cristo violated the *Book of Order* by commissioning a CRE to moderate the session and provide the sacraments for 15 congregations at the invitation of the sessions of those churches.[3] The ruling held that “[t]here is no *Book of Order* language which limits the number of churches or congregations a Commissioned Ruling Elder can serve.” A few sentences later, the PJC holds that the “*Book of Order* gives authority to the presbytery to define the terms of a commission,” citing G-2.1001.[4]

Although this interpretation is helpful, the exact language of G-2.1001 leaves room to conclude that a CRE or a CP is intended to authorize a commission only to a single congregation or mission. There remains conversation and controversy regarding what the *Book of Order* allows presbyteries to do regarding its commissioning of CREs or CPs to service in multiple settings.

The proponents of this overture are aware of concerns that changing the language as requested results in elevating the status of CRE or CP in relation to minister of the Word and Sacrament. This is not the intention of this overture. G-2.1001 as amended by this overture retains the requirements that 1) the CP be commissioned by the presbytery to limited pastoral services, and 2) the session of a church consult with the presbytery in determining the pastoral services to be provided.

An amendment to G-2.1001 is needed to clarify the language and specify that presbyteries may, if they determine that its strategy for mission requires it, commission CREs or CPs to service in multiple settings.

[1]“Commissioned Pastors” are referred to as “Commissioned Ruling Elders” in the *Book of Order* and are also known around the PC(USA) as “Commissioned Lay Pastors.”

[2]*Book of Order*, G-2.1001.

[3]*Presbytery de Cristo vs. Loew*, Decision of Permanent Judicial Commission of the Synod of the Southwest (April 16, 2016).

[4]*Presbytery de Cristo vs. Loew*, Decision of Permanent Judicial Commission of the Synod of the Southwest (April 16, 2016).

# Concurrence

Grand Canyon Presbytery

Empowering Committee Report  
Expenditure of \$20,000 Gift

The Empowering Committee at this point have not made any final decisions about how to spend the \$20,000 gift. At this point we are in a “fact-finding” stage of exploration. We have entered this process with thoughtful and prayerful discussions.

Our discussions have included the following:

Contacting Caly Fernandez and Eddie Canales. Both individuals have been involved in mission ministries for several years.

Caly Fernandez: Texas A&M Program: Our Mission:

This ministry supplies resources and personnel to conduct health fair events to the people who live in the Colonia’s. Too many pastor-less churches in the Rio Grand Valley need support in furthering their missions.

Eddie Canales:

The work that Mr. Canales has been involved in is to bring awareness and understanding as to why the entry into the Texas/Mexico border is a death trap. Water stations are always needed. His work also includes helping migrants to enter legally into the country.

Both individuals have been invited to our next meeting to further explain in detail their ministries. Hopefully, this will aid us in making our decisions.

Lemuel Garcia has also been invited to our next meeting to share insights from the Presbytery USA that might lend itself to forging a partnership.

We are also considering producing personal videos dealing with racial issues, diversity, and social injustices.

Additionally, we might consider the work of other networks and consider how we might aid them.

Due to the Ukraine/Russia conflict, we are also considering organizations who are working with this country and perhaps supporting aid to Ukraine.

As said in the beginning of this report, we are in the fact-finding stage of making our decision.

**Action Items for Assembly:**

**Motion** to approve the Empowering Committee Policies & Procedures as presented in the packet.

# Empowering Committee Policies & Procedures

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## I. Empowering Committee

Charged with development, nurture, and empowerment of Synod Networks and providing deeper relationships through orientation. Networks should consist of participants from more than one presbytery, be responsive to emerging needs and locally generated initiatives seeking to fulfill a purpose beyond the reach of a single presbytery.

- Development
- Support
- Maintenance
- Celebration
- Orientation and Interpretation

## II. Steps in the Approval Process for New Networks

A. The document by which a potential network applies to become an official Synod Network is the Network Planning Guide. It serves as the application.

B. When a potential network submits a completed Planning Guide, the Synod office will forward it by email to the Empowering Committee and set up a conference call or virtual meeting to discuss it.

C. At the conference call or virtual meeting the Committee will set up a plan for building a relationship with the proposed network. Two members of the team will be assigned to make

personal contact with the proposed network leaders. In supporting the development of a network, the Committee may:

1. Gather more information.
2. Support the proposed network in identifying and taking its next steps.
3. Identify and recommend other resources.
4. Help refine the final covenant to define the relationship of the Network and the Synod.

D. When all members of the Committee are satisfied that they are prepared, the Committee will vote on its recommendation and forward it to the Synod Coordinating Team for information and placement on the agenda for the next regular meeting of the Synod.

E. The Synod votes whether to enter into the covenant and endorse the plan as a Synod Network.

### **III. Synod and Network Relationship Expectations**

- A. Empowering Committee Liaisons
  1. At least one member of the Empowering Committee shall be appointed to each network
  2. Liaisons shall:
    - a. Maintain regular contact with Network leaders.
    - b. Share information about the work of the Synod and other networks.
    - c. Share with the Empowering Committee information on the actions and plans of the Network.

## B. Synod Support for Networks

1. Provide initial financial grant and assist in searching for on-going financial support.
2. Provide means of communicating, supporting and celebrating the work of the Network with the whole of the Synod.
3. Encourage the expansion of the Network into other presbyteries/synods.
4. Encourage Networks to seek out partnerships with other Networks.

## C. Network Support for the Synod

1. Provide reports on the progress and work of the Network.
2. Updating contact information and changes in leadership.
3. Seek out opportunities to expand the Network into other presbyteries/synods.
4. Seek out partnerships with other Networks.
5. Submit budget requests to the Empowering Committee.

## **IV. Finances**

The Empowering Committee may offer funding for:

A. Exploration - Some portion of the annual budget will be available for potential networks to use, as approved by the

Empowering Committee, for exploring their mission. An example would be to cover expenses for a needed face-to-face meeting of participants.

B. Formation - Disbursement of funds may be approved by the Empowering Committee at the time it recommends establishment of a new Synod Network as part of the Synod's participation in the Network.

C. Endorsement - The Empowering Committee may recommend, and the Synod may approve, a commitment to fund an endorsed Network beyond the initial grant. This would be contingent upon demonstrated need, clear accounting of how initial funds were used and plans for the continued funding and would ordinarily be funded through the Empowering Committee line item.

**Personnel Committee  
Minutes  
Monday, February 7, 2022**

**Present:** Jeff Cranston, Moderator, Shelly Hernandez, Janice Six. Steve Shive was unable to attend. Also present for the first few minutes was Valerie Young, Synod Leader. The meeting began at 2:01.

**Staff Reviews:**

**Thomas Riggs** – Glowing reviews with much appreciation expressed for the work he is doing and the spirit in which he performs his job. The committee agreed that he is an asset to the synod. Valerie shared that he has recently completed a storytelling certification and they have discussed how he may be able to utilize this skill with the presbyteries and/or congregations within the synod.

It was also pointed out that the new PDA position will offer a starting salary package of \$55,000. Valerie noted that the nature of the two positions is very different and not easily compared. Based on the stellar reviews and aware of the new PDA position, the motion was made and seconded to recommend that Thomas's salary packages be increased to \$55,000. The motion carried. Jeff will set up a time to visit with Thomas about the review, the action of the committee regarding the recommended salary increase, and to hear Thomas's comments related to his position and role in the synod.

**Valerie Young** – Committee members were pleased to see the rave reviews she received, particularly from presbytery leaders. Everyone agreed that she continues to do an outstanding job and the synod has been blessed to have her leadership and enthusiasm for the work she is called to do.

The motion was made and seconded to recommend that Valerie's salary package be increased by 5.9% for COLA, and to give an additional 3% increase as a show of appreciation and support for the excellent job she is doing. The total increase in salary will be 8.9%. The motion carried.

**2022 Budget:**

The above salary adjustments will be made to the proposed budget.

**Compliance Audit:**

The policies that need to be amended or adopted are as follows: Credit Card Policy; Employee Handbook; Vehicle Use Policy; Gift Acceptance Policy. Jeff noted that the attorney will probably be the best one to make recommendations regarding the employee handbook. Jeff volunteered to look into policies by other organizations that can be adapted to fit the needs of the synod. Jeff offered to write a preliminary draft of the policies then share them with the attorney before passing them along to the committee members.

**Other Business:**

The committee agreed that Mondays at 2 p.m. is a good time for the committee to meet so it was decided that the Personnel Committee will meet the first Monday of the month at 2 p.m. There being no other business, Jeff adjourned the meeting with prayer.

**Next Meeting:** Monday, March 7, 2022 at 2 p.m. via Zoom



**Coordinating Team**  
Synod of the Sun

Coordinating Team Report for the Synod of the Sun Assembly, March 14, 2022:

Actions of the Synod of the Sun Coordinating Team taken on behalf of the Synod:

1. The Fall 2022 Synod Assembly date has been moved to October 3 online.
2. RE Zach Hall was nominated to serve on the Synod of the Sun Presbyterian Foundation board.
3. Action was taken to change pay periods for all full-time employees and shift the part-time employee pay periods to twice monthly. All as a result of the compliance audit.
4. Received the resignation of RE, Boksoon Egbert as Coordinating Team Chair, and appointed Rev. Mitch Miller to serve Pro Tem, until such time as he could be elected by the synod.
5. Called a Synod Assembly for the purpose of approving the Synod Partnership for Disaster Response and election of the Leadership Group to take place on January 27 at 11am.
6. Approved the designation as of January 1, 2022, Coordinating Team Chair Pro Temp Mitch Miller, Synod Moderator Kristy Rodgers, and Synod Vice Moderator Seth Saathoffs) signatory on all Synod of the Sun banking accounts, signatory on all Synod of the Sun investment accounts, and authorized signer(s) where either/or can provide authorization for Synod of the Sun accounts at Texas Presbyterian Foundation.

Actions of the Synod of the Sun Coordinating Team taken on behalf of the Synod for which we are requesting the affirmation of the Synod Assembly:

1. 2021 Year of Anti-Racism Fund Balance (\$4,305) to N4DR for scholarships to White Privilege Conference

Items for action by the Assembly:

1. Receive 2021 Year End Financial Reports
2. Recommend to the Assembly to use 2021 Unspent funds as follows:
  - a. Retain \$20,146.91 from 2021 Unspent Funds to balance 2022 budget.
  - b. Recommend to the assembly a designation of \$15,000 of 2021 Unspent funds for Attorney fees for Compliance Audit work (corporate docs & policies)
  - c. \$20,000 of 2021 Unspent funds to Presbytery Leader Formation
  - d. \$25,000 to MDiv Scholarships for ESL students outside of PCUSA seminaries (w/ requirement for PCUSA Polity course); work with EP Forum to develop criteria and program.
  - e. \$25,000 to MAPPA fund restoration (Hispanic/Latinx students preparing for ministry)
  - f. \$20,000 to NOROC (*a mission of Palo Duro Presbytery*) designated for Ukrainian refugees
3. 2022 Budget (available in the packet)

The Coordinating Team moves that the Assembly approve the 2022 Final Budget.

4. Synod Nominating Committee Report
  - a. The Coordinating Team moves that the Assembly elect Mitch Miller (TE, INP) to serve as 2022 Coordinating Team Chair