

**BYLAWS
of the
NORTH AMERICAN PRESBYTERIAN AND REFORMED COUNCIL**

BYLAWS

[As amended by the 4th (1978), 5th (1979), 7th (1981), 8th (1982), 15th (1989), 22nd (1996), 32nd (2006), 36th (2010), 39th (2013), 40th (2014), and 41st (2015) Meetings of the Council]

I. MEETINGS OF THE COUNCIL

1. The Council shall ordinarily meet annually on the second Tuesday, Wednesday, and Thursday of November, convening at 1:30 p.m. on the Tuesday and adjourning no later than noon on the Thursday. On the Tuesday evening, there will ordinarily be a public devotional service (which includes the reading and preaching of Scripture by a minister of the host Member Church, prayer, singing, and, if the session/consistory conducting the service so chooses, an offering for a beneficiary of its choosing) conducted by a session/consistory of one of the nearby congregations of the host Member Church, to which members of nearby congregations of Member Churches will be invited; and on the Wednesday evening, there will ordinarily be a banquet and program arranged by the host Member Church.

2. The host Member Church will ordinarily be chosen (alphabetically) from the *List of NAPARC Member Churches (Bylaws, IX.1)*; if a Member Church is not able to host the next meeting, the next listed (alphabetically) Member Church(es) will be asked until a host Member Church is secured. Before adjournment the Council shall determine the host, the date, and the place for the next meeting.

3. All meetings shall be open, except when the Council decides to meet in Executive Session.

II. DELEGATES AND VOTING

1. Each Member Church shall appoint no more than four Delegates to each meeting of the Council and, except as otherwise provided, shall bear the cost of its Delegates' travel, housing, and meal expenses in attending the meeting.

2. Each Delegate of the Member Church shall be entitled to vote on items before the Council. Voting on major decisions (as determined by the Council) shall be by unit vote of the Member Churches' Delegates.

3. Except as otherwise provided herein, a (simple) majority vote in the affirmative adopts any motion.

III. OFFICERS OF THE COUNCIL

1. Each meeting of the Council shall elect its own Officers, as follows: Chairman, Vice-Chairman, Secretary, and Treasurer. The Vice-Chairman of the previous annual meeting shall normally succeed to the office of Chairman and shall be declared elected by acclamation, unless the Council determines to conduct an election.

2. The responsibilities of the Officers will be as follows:

a. Chairman

(1) preside at meetings of the Council

(2) make required appointments

(3) see that business is conducted in an orderly manner

(4) conduct, with the Vice-Chairman, the annual internal audit of the Council's accounts and report the results to the Council.

- b. Vice-Chairman
 - (1) assist the Chairman upon his request
 - (2) succeed to the chairmanship at the next annual meeting after the election of Officers
 - (3) conduct, with the Chairman, the annual internal audit of the Council's accounts and report the results to the Council.
 - (4) propose to the Interim Committee a list of the assignments of the responsibility for preparing questions concerning the report of a Member Church and leading the meeting in prayer for the Member Church at the conclusion of the consideration of its report, such list to be distributed with the materials for the Interim Committee Docket.
- c. Secretary
 - (1) prepare and present to the Interim Committee (*Bylaws*, VI) an annual written report regarding his labors on behalf of the Council
 - (2) prepare a draft of the Docket for the next meeting of the Interim Committee
 - (3) prepare a draft of the Docket for the next meeting of the Council, for proposal by the Interim Committee to the Council
 - (4) keep a roll of Delegates to the meetings of the Council and the Interim Committee
 - (5) receive materials for the Docket of the next meeting of the Council and distribute them, with the drafts of the Dockets, to the Delegates no later than four weeks prior to the date of the meetings
 - (6) record and distribute the *Minutes* of the meetings of the Council and the Interim Committee to the Member Churches
 - (7) communicate the actions of the Council to appropriate parties, including the extension of invitations to Official Observers (*Bylaws*, VII.1) and Other Guests (*Bylaws*, VII.2)
 - (8) arrange for the preparation of a Press Release of the meeting of the Council (for approval by the Interim Committee) suitable for posting on the Council's website and distribute it to the Member Churches with the *Minutes* of the meetings
 - (9) execute documents as required or authorized by the Council (or the Interim Committee)
 - (10) carry on correspondence on behalf of the Council with regard to inquiries from the public, to the work of the Council (and its Committees and Conferences), and to the next meeting of the Council
 - (11) respond to requests for "NAPARC's position" on a matter with a list of the relevant adopted statements of the Member Churches, if any, including their grounds
 - (12) serve *ex officio* as a member of the Website Committee and provide counsel to the Webmaster as appropriate
 - (13) maintain updated copies of the Council's *Constitution*, *Bylaws*, and *Informational Documents* (*Bylaws*, IX), as they may be amended from time to time
 - (14) maintain the archives of the Council's documents, including the *Minutes* and papers from all of its prior meetings, and arrange for their safe storage in a climate-controlled facility
 - (15) maintain a cumulative list of the topics of ongoing and completed studies by the major assemblies of the Member Churches, compiled from the annual Reports from the Member Churches (and other sources available to him), for distribution to the Member Churches with the *Minutes* of the meetings.
- d. Treasurer
 - (1) keep full and accurate accounts of receipts into and disbursements from the Council's Treasury in books belonging to the Council

- (2) receive and disburse the funds of the Council in accordance with the directions of the Council (or the Interim Committee, pursuant to *Bylaws*, VI.4.e)
 - (3) deposit all funds of the Council in the name and to the credit of the Council in federally insured or other accounts as may be designated by the Council
 - (4) execute documents as required or authorized by the Council (or the Interim Committee)
 - (5) monitor the funds of the Council and alert the Interim Committee to significant deteriorations in the Council's financial condition that might undermine the Council's ability to meet its financial obligations
 - (6) submit periodic reports to the Council, as he deems appropriate or is requested by the Interim Committee
 - (7) submit an annual financial report to the Council (which shall be audited each year by the Chairman and Vice-Chairman prior to the meeting of the Council, with a report given to the Council) summarizing: all receipts and disbursements; deposits and withdrawals from the Council's accounts; and the Council's assets (including bank accounts and investments, and interest/dividends earned thereupon).
3. Terms of office:
- a. The Chairman shall serve for a one-year term, such term beginning with his election at the annual meeting at which he presides and concluding after the election of Officers at the next annual meeting.
 - b. The Vice-Chairman shall serve a one-year term and shall normally succeed the Chairman after the election of Officers at the next annual meeting.
 - c. The Secretary and Treasurer shall serve for one-year terms and shall be eligible for re-election.

IV. ITEMS FOR CONSIDERATION BY THE COUNCIL

1. The Council shall deal only with:
 - a. communications received from Member Churches;
 - b. inquiries from churches for membership;
 - c. reports produced by its Committees;
 - d. official documents from organizations with which Member Churches are cooperating (but only when endorsed for the Council's consideration by an appropriate agency of such Member Church); and
 - e. such matters as may by two-thirds majority vote be declared properly before the Council.
2. Materials for the Docket shall be in the hands of the Secretary at least six weeks prior to the meeting date of the Council and shall be sent to Delegates four weeks prior to the meeting of the Council. Materials for the Docket received after the deadline shall be reviewed by the Interim Committee before they are given to the Council for consideration regarding their inclusion in the Docket (*Bylaws*, IV.1.e and VI.4.b).
3. The regular Docket of the meeting of the Council shall be as follows:
 - I. Call to Order
 - II. Roll Call
 - a. Member Churches
 - b. Official Observers
 - III. Approval of *Minutes*
 - IV. Communications (including Report of the Interim Committee)
 - V. Adoption of the Docket
 - VI. Election of Officers: Chairman, Vice-Chairman, Secretary, Treasurer

- VII. Announcement of Additional Delegates Appointed to the Interim Committee
- VIII. Reports from Member Churches*
- IX. Reports from Official Observer Churches
- X. Discussion Regarding Progress Towards Organic Union (as proposed by the Interim Committee)
- XI. Treasurer's Report
- XII. Reports and Appointment of Operating Committees
 - a. Website Committee
- XIII. Old Business
- XIV. Reports of Study Committees (if any)
- XV. Reports of Conferences (if any)
- XVI. Reports on Consultations (and, where appropriate, appointment of host and convener for the next Consultation)
 - a. Home Missions
 - b. World Missions
 - c. Christian/Church Education
 - d. Relief/Diaconal Ministries
 - e. Theological Training
 - f. Youth Ministries
- XVII. Arrangements for Next Meeting (host, place, date, and invitees)
- XVIII. Any Remaining Items from the Report of the Interim Committee (including approval of the proposed budget)
- XIX. New Business**
- XX. Adjournment

* This is a time when the Delegates assemble to share reports from their churches, to talk about important issues raised, and to pray with and for each other (see *Suggested Form for Member Church Reports—Bylaws*, IX.2).

** Matters to be taken up under New Business shall be determined not later than the Adoption of the Docket.

V. COMMITTEES, CONFERENCES, AND CONSULTATIONS

The Council may establish and appoint both Operating Committees and Study Committees as it deems appropriate. These Committees shall continue until the matters assigned to them have been completed, and report annually to the Council. It may also call Conferences on subjects of mutual concern and arrange for Consultations among the agencies of the Member Churches. The mandates of the respective Committees and Special Conferences shall be included in the Council's *Informational Documents*. In the discharge of their respective mandates, Committees, Conferences, and Consultations shall take care not to infringe or intrude upon the prerogatives of the Member Churches for the conduct of their own ministries.

1. NAPARC Operating Committees

Operating Committees are established, normally with three to five members (together with an alternate), to oversee a particular part of the Council's operations (e.g., the Website). Members of an Operating Committee shall be appointed each year and may be reappointed to serve at the pleasure of the Council. The Council will designate a chairman for the Operating Committee from among the appointees, and the Operating Committee shall elect from among its members a secretary, who will keep minutes of the meetings and send copies to the Council's Secretary. The expenses of an Operating Committee shall be borne by the Treasury.

2. NAPARC Study Committees

Study Committees are established to study matters of mutual concern to the Member Churches and, when appropriate, to make recommendations to the Council with respect to such matters (bearing in mind the nature and extent of the Council's authority, *Constitution*, V). If it is desired that each of the Member Churches be represented in a Study Committee, the option of participating and the manner of selecting its representative(s) shall be left to each Member Church; otherwise, the (normally five to seven) members (together with one or two alternates) of the Study Committee shall be elected by the Council with a view to their particular competency and experience in the subject matter, and with a view to the diversity of perspectives among the Member Churches. The Council shall designate one of the Member Churches to convene the Study Committee. The Study Committee shall elect from among its members a chairman and a secretary, who will keep minutes of the meetings and send copies to the Council's Secretary. All reports (other than interim reports) of Study Committees should be submitted to the Council's Secretary for distribution to the interchurch relations committees of the Member Churches not later than four months before the meeting at which such reports are to be considered. In discharging its mandate, the Study Committee shall solicit the input of the Member Churches (through their appropriate agencies). The expenses of a Study Committee shall ordinarily be borne by the Treasury.

3. NAPARC Conferences

The Council may call Conferences on subjects of mutual concern to which all Member Churches are urged to send representatives. The Council shall designate one of the Member Churches to convene the Conference and to appoint a chairman and a secretary, who will keep minutes of the Conference and send copies to the Council's Secretary. All reports (other than interim reports) of Conferences should be submitted to the Council's Secretary for distribution to the interchurch relations committees of the Member Churches not later than four months before the meeting at which such reports are to be considered. Unless the Council determines otherwise (and authorizes a special appropriation), the expenses of operating the Conference (e.g., meeting hall rental, speakers' honoraria, promotional materials, etc.) shall be borne by the Treasury, but the travel, housing, and meal expenses of the Member Churches' representatives in attending the Conference shall be borne by their sending church.

4. NAPARC Consultations

Representatives of the appropriate corresponding agencies of the Member Churches (e.g., home missions, world missions, Christian/church education, relief/diaconal ministries, theological training, youth ministries) are encouraged to gather together periodically with their counterparts in the other Member Churches to consult with each other regarding the ministries that have been entrusted to them and to explore ways in which they might cooperate with one another to advance the cause of Christ. Before each Consultation adjourns, it shall select a host agency, a chairman, and a secretary, and set the date and place, for the next Consultation, and communicate such (together with the date, place, and host agency of the current Consultation) to the Council's Secretary. If, at the time of the annual meeting of the Council, neither a host nor a chairman has been selected by the Consultation itself, or if some years have elapsed since the Consultation has last met, the Council may encourage the Consultation to meet in the coming year, and towards that end, the Council may appoint a host and a convener for such meeting. Ordinarily the minutes of a Consultation's proceedings shall not be circulated beyond the participants in the Consultation. The travel, housing, and meal expenses of the Member Churches' representatives in attending the Consultation shall be borne by their sending church.

5. Materials and Conclusions

The materials and conclusions of Study Committees and Conferences shall be sent by the Council's Secretary to the interchurch relations committees of the Member Churches and to the Interim Committee.

a. The chief uses of materials and conclusions of the NAPARC Study Committees or Conferences are for

- (1) the information and instruction of Member Churches, and
- (2) the conveying of possible responses, approval, disagreement, or further study by

Member Churches to one another.

b. The materials and conclusions are to be considered the property of the several Member Churches and may be used and publicized by them only in their own name unless also approved by

other Member Churches. Joint publicity of the results of a Study Committee or Conference shall be by the Member Churches themselves, as distinguished from publicity by the Council, which is consultative rather than policy making. Neither the Council nor its Study Committees or Conferences may speak for the Member Churches.

c. The ultimate purpose of the Study Committees and Conferences is to search the Scriptures for the enrichment of our understanding of God's truth, to discuss the application of God's Word in the life of the churches, and to seek unity through the development of a common commitment and cooperation.

VI. INTERIM COMMITTEE

1. The Interim Committee shall consist of the Officers of the Council (Chairman, Vice-Chairman, Secretary, and Treasurer—*Bylaws*, III), together with one representative Delegate from each Member Church, as appointed by his delegation. When the Secretary and/or Treasurer serves for more than one consecutive term, his delegation may elect an additional member to the Interim Committee, if desired. Each Member Church shall have one vote on the Interim Committee. Ordinarily only members (or designated alternates) of the Interim Committee shall attend Interim Committee meetings.

2. The Interim Committee shall ordinarily meet on the first day of the Council's meeting (*Bylaws*, I.1), from 10:00 a.m. to 12:30 p.m., to conduct its business.

3. The Member Churches shall bear the expenses of their Delegates to Interim Committee meetings.

4. Its functions shall be limited to those specified below:

- a. make the arrangements for the meeting of the Council
- b. propose a Docket for the meeting of the Council, including:
 - (1) reviewing materials received after the deadline for submission of such and making a recommendation with respect to their inclusion in the Docket (*Bylaws*, IV.1.e)
 - (2) assigning the responsibility (as proposed by the vice-chairman and distributed with the materials for the Docket) for preparing questions concerning the report of a Member Church and leading the meeting in prayer for that Member Church at the conclusion of the consideration of its report
 - (3) suggesting matters for discussion regarding progress towards organic union (*Bylaws*, IV.3.X)
- c. call meetings of the Council or of the Operating or Study Committees when unusual circumstances warrant
- d. give counsel to the Secretary regarding correspondence and procedure, and review his annual report
- e. deal responsibly with all matters inadvertently overlooked which call for action before the next meeting of the Council
- f. advise the Council on matters coming before it
- g. propose to the Council a nomination for the host Member Church for the next year's meeting of the Council (usually selected alphabetically from the *List of NAPARC Member Churches*—*Bylaws*, IX.1), together with the date and place of that meeting
- h. propose to the Council nominations for the Officers of this year's meeting: Chairman (usually the Vice-Chairman of the prior year's meeting), Vice-Chairman (usually selected alphabetically from the *List of NAPARC Member Churches*, with a view to his serving as Chairman of the next year's meeting), Secretary, and Treasurer
- i. propose to the Chairman nominations for the members (and chairman) of each Operating Committee
- j. regarding the establishment of a Study Committee, propose to the Council:
 - (1) a mandate for such Study Committee;

- (2) whether such Study Committee should be composed of a member from each of the Member Churches or by election by the Council, and if the latter, propose to the Council nominations for the members of such Study Committee; and
 - (3) a nomination for the convening Member Church
- k. propose to the Council a budget for the following year, including such honoraria as it deems appropriate
- l. extend invitations to non-Member Churches that adopt the basis of the fellowship of NAPARC (*Constitution*, II) to send (at their own expense) Official Observers (*Bylaws*, VII.1) to the next meeting
 - m. extend invitations to other non-Member Churches to send (at their own expense) observers (as “Other Guests,” *Bylaws*, VII.2) to the next meeting
 - n. in the event an Officer of the Council becomes incapacitated or is otherwise unable or unwilling to continue to serve, appoint a minister or elder (or a member of the interchurch relations committee who has previously been ordained as an elder) of a Member Church to perform the functions of that office on an interim basis (until such time as the Interim Committee determines the Officer is able to resume his duties).
5. When it becomes necessary for the Interim Committee to act at a time other than that of its usual time of meeting (*Bylaws*, VI.2), the Interim Committee is authorized: (i) to meet by conference call, at the call of the Chairman and/or the Secretary, to take the necessary action(s); or (ii) if the matter is primarily of an administrative nature (including the approval of a Press Release), to take the necessary action by an informal exchange of email initiated by the Chairman and/or the Secretary—but only if there is no objection either to the proposed action itself or to the making of the decision by such procedure. All such actions, whether by conference call or by email exchange, shall be reported to the next meeting of the Council.

VII. OFFICIAL OBSERVERS, OTHER GUESTS, AND DISPLAYS

1. Official Observers are duly appointed representatives of non-Member Churches that adopt the basis of fellowship of NAPARC (*Constitution*, II) and are invited to attend the meeting (at their own expense) by the Interim Committee. Up to two Official Observers per sending church may be given the privilege of the floor, which may be revoked at any time by a majority vote of the Delegates present.
2. All persons present for the meeting who are neither Delegates nor Official Observers (*Bylaws*, VII.1) shall be considered as “Other Guests.” A two-thirds majority vote of the Delegates present shall be required to grant the privilege of the floor to Other Guests, which may be subsequently revoked at any time by a majority vote of the Delegates present.
3. Responsibility for granting permission to set up displays at the venue of the meeting of the Council is within the purview of the host Member Church.

VIII. FINANCES

The Council shall establish a Treasury, into which all assessments and other receipts shall be deposited, and out of which, all expenses of the Council shall be paid or reimbursed in accordance with the actions and policies of the Council.

1. Assessments
 - a. Each meeting of the Council shall approve a budget for the Council for the next year, including a total amount to be received from the assessment of dues to the Member Churches.

b. The annual dues to be assessed to each Member Church shall be determined by dividing the total amount to be received from the assessment of dues to the Member Churches (included in 1.a, above) for that year by the total number of Member Churches.

2. Council Meeting Expenses

a. The Treasury shall ordinarily bear the following expenses:

- (1) all food consumed by Delegates, Official Observers, Other Guests, and their spouses at the mid-day and evening meals arranged by the host Member Church during the meetings of the Council;
- (2) costs of travel and accommodations for the Secretary and the Treasurer when they are not Delegates.

b. Unless the Council determines otherwise with respect to a particular request for payment or reimbursement, the Treasury shall not bear any of the following expenses:

- (1) costs of travel or accommodations to attend the meeting of the Council;
- (2) expenses of Official Observers or Other Guests (except as provided in 2.a.(1), above);
- (3) expenses of spouses of Delegates, Official Observers, and Other Guests (except as provided in 2.a.(1), above).

3. Other Expenses. The Treasury shall also bear the expenses for:

- (1) all honoraria approved by the Council;
- (2) meetings of the Interim Committee;
- (3) meetings of Operating Committees, Facilitating Committees, and Study Committees;
- (4) conducting Conferences (e.g., meeting hall rental; speakers' travel, meals, accommodation, and honoraria; promotional materials, etc.), but not for the travel, meals, or accommodation of the participants;
- (5) other items included in the budget approved by the Council.

IX. INFORMATIONAL DOCUMENTS

The Council will maintain a collection of its *Informational Documents* which might be useful to the Member Churches in pursuing the dual purposes for which the Council was established (*Constitution*, III). Either the collection, or a particular document listed therein, may be amended on motion passed by a majority of the voting Delegates, with the exception of the *List of NAPARC Member Churches* (which may be amended only as provided for in *Constitution*, VI.4). Included in the collection are the following:

1. List of NAPARC Member Churches
2. Suggested Form for Member Church Reports (2014)
3. Suggested Orders of the Day for the Annual Meeting (2012)
4. Suggested Structure for Conferences (1976)
5. List of NAPARC Operating and Study Committees (with their respective mandates)
6. List of NAPARC Consultations
7. Definition of Organic Union (2003)
8. Chart of Similarities and Differences Among the NAPARC Member Churches (including 2007 updates)
9. NAPARC "Golden Rule" Comity Agreement (1984)
10. NAPARC Agreement on Transfer of Members and Congregations (1987)
11. Suggestions for Those Involved in Planning Activities for Our Young People (2012)
12. Pursuit of Organic Union (2012)

X. AMENDMENTS

These *Bylaws* may be amended or suspended by the Council on motion passed by two-thirds of the ballots cast by unit vote of the Member Churches' Delegates.